HPL Electric & Power Limited
CIN : L74899DL1992PLC048945
Corporate Office : Windsor Business Park, B-1D, Sector-10
[redacted]
E-mail : hpl@hplindia.com | website : www.hplindia.com

7th September, 2021

The Manager,
Listing Department,
National Stock Exchange of India Ltd.
"Exchange Plaza", C-1, Block G,
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051
Symbol: HPL

BSE Limited
25th Floor, New Trading Ring, Rotunda Building,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Scrip Code: 540136

Sub:- Annual Report for FY 2020-21 along with Notice of the 29th Annual General Meeting, Record Date, Book Closure and E-voting Intimation

Dear Sir,

Pursuant to Regulation 30, 34, 42 and 44 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we hereby notify as under:

1. The 29th Annual General Meeting (AGM) of the Company will be held on Thursday, 30th September, 2021 at 11:00 A.M. (IST) through video conferencing/ Other Audio Visual Means in accordance with relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India ('Circulars').

2. In terms of the said Circulars, the AGM notice and the Annual Report 2020-21 (as enclosed) have been sent to all the members of the Company whose email addresses are registered with the Company / Depository Participant(s). AGM Notice may be referred for detailed instructions on registering email addresses(s) and voting/ attendance for the AGM.

3. The Register of Members and Share Transfer Books of the Company shall remain closed from 24th September, 2021 to 30th September, 2021 (both days inclusive) for the purpose of 29th Annual general meeting and declaration of Dividend for the financial year ended 31st March, 2021. The Record date for the purpose of dividend payment (if declared) is Thursday, 23rd September, 2021.

4. The Company is providing the facility to vote by electronic means (remote e-voting as well as e-voting at the AGM) on all resolutions as set out in the AGM notice to those members, who are holding shares either in physical or in electronic form as on the cut-off date i.e. Thursday, 23rd September, 2021. The remote e-voting will commence from 9.00 a.m. (IST) on Monday, 27th September, 2021 and end at 5:00 p.m. (IST) on Wednesday, 29th September, 2021.

This is for your kind information and record please.

Thanking You,

For HPL Electric & Power Limited
VIVEK KUMAR
Vivek Kumar
Company Secretary

CC: 1.

HPL Electric & Power Limited

LOOKING BEYOND...
ENERGISED BY OPPORTUNITIES.

Annual Report **2020-21**

What's Inside?

02 Corporate Information

03 We are... Empowered by Optimism Energised by Opportunities

04 About Us

08 Key Highlights FY 2020-21

09 Our Financial Performance

10 Chairman's Message

12 Empowered by Optimism

14 Energised by Opportunities

16 Strengthening Overseas Presence

18 COVID-19 Impact

20 Corporate Social Responsibility

22 Board of Directors

23 **Statutory Reports**

23. Management Discussion and Analysis
31. Directors' Report
59. Corporate Governance Report

80 **Financial Statements**

80. Standalone Financial Statements
128. Consolidated Financial Statements
175. Notice

To view our report online,
please visit: **www.hplindia.com**

Forward-looking statement

This report may contain some statements on the Company's business or □nancials which may be construed as forward-looking based on the management's plans and assumptions. The actual results may be materially di□erent from these forward-looking based statements although we believe we have been prudent in our assumptions.

Corporate Information

Board of Directors

Mr. Lalit Seth
Chairman and Whole-time Director

Mr. Rishi Seth
Managing Director

Mr. Gautam Seth
Jt. Managing Director

Mr. Hargovind Sachdev
Independent Director

Dr. Rashmi Vij
Additional (Independent) Director
w.e.f 12.05.2021

Mr. Dhruv Goyal
Additional (Independent) Director
w.e.f 12.05.2021

Chief Financial Officer

Mr. Sudhir Barik

Company Secretary

Mr. Vivek Kumar

Corporate Identification No.

CIN: L74899DL1992PLC048945

Registered & Corporate Office

Registered Office

1/20, Asaf Ali Road, New Delhi - 110 002
Tel.: +91-11-23234411
Fax: +91-11-23232639

Corporate Office

Windsor Business Park, B-1D, Sector-10,
Noida - 201 301 (UP)
Email: hpl@hplindia.com
Website: www.hplindia.com
Tel.: +91-120-4656300
Fax: +91-120-4656333

Statutory Auditors

M/s. Kharabanda Associates
Chartered Accountants, New Delhi

Internal Auditors

PricewaterhouseCoopers Services LLP,
Gurugram (Haryana)

Cost Auditors

M/s. M.K. Singhal & Co.,
Cost Accountants, Noida

Secretarial Auditors

M/s. AVA Associates
Practicing Company Secretaries,
New Delhi

Registrar & Transfer Agent

KFin Technologies Private Limited

Selenium Tower B, Plot 31-32,
Gachibowli Financial District,
Nanakramguda, Hyderabad - 500 032
Toll Free No: 1800-345-4001
Fax: 040-23001153
Email: einward.ris@karvy.com
Website: www.k□ntech.com

Works

- Plot No. 132-133, Pace City-I,
  Sector-37, Gurugram, Haryana
- Plot No. 357-Q, Pace City-II, Sector-37,
  Gurugram, Haryana
- Vill: Shavela, P.O. Jabli, Distt. Solan,
  Himachal Pradesh
- Vill: Bigan, Dhaturi Road, Tehsil
  Gannaur, Sonepat, Haryana
- Plot No. 76-B, Phase IV, Sector-57,
  HSIIDC Industrial Area,
  Kundli - 131 028, Sonepat, Haryana
- Main GT Karnal Road,
  Village-Bastawa, Tehsil Gharonda,
  District-Karnal, Haryana

Bankers/Lenders

State Bank of India
Punjab National Bank (e-Oriental Bank of Commerce)
IDBI Bank Ltd.
DBS Bank India Ltd.
Axis Bank Ltd.
HDFC Bank Ltd.
Karnataka Bank Ltd.
Canara Bank
Bank of Bahrain & Kuwait B.S.C.
Bank of Baroda
Yes Bank Ltd.
The South Indian Bank Ltd.
Union Bank of India
The Federal Bank Limted
TATA Capital Financial Services Ltd.

At HPL Electric & Power, our business practices and competencies helped us deal with the unprecedented crisis caused by the COVID-19 pandemic. The world has changed, and it may not be the same again. Not only a□ecting countless lives, the COVID-19 pandemic has unleashed a blow to the economic activity. The current environment has created uncertainties in business ecosystems and industries worldwide.

In these testing times, focussing on business continuity plans and adopting new ways of doing business have been our priority. We continuously scan the external headwinds and market trends that may impact our business segments. This approach enables us to analyse varied customer demands and develop innovative products and solutions for them.

With consistent investments in manufacturing excellence, product innovation, consumer connect, and digital capabilities, we are determined to seize the enormous opportunities and make HPL stronger than before. While there are challenges today, the opportunities in the medium and long-term remain robust, driven by favourable Government reforms, rapid urbanisation, and evolving consumer aspirations. Our proven capabilities give us hope and optimism of rising to the challenges with resilience and seizing the enormous opportunities to drive sustainable growth.

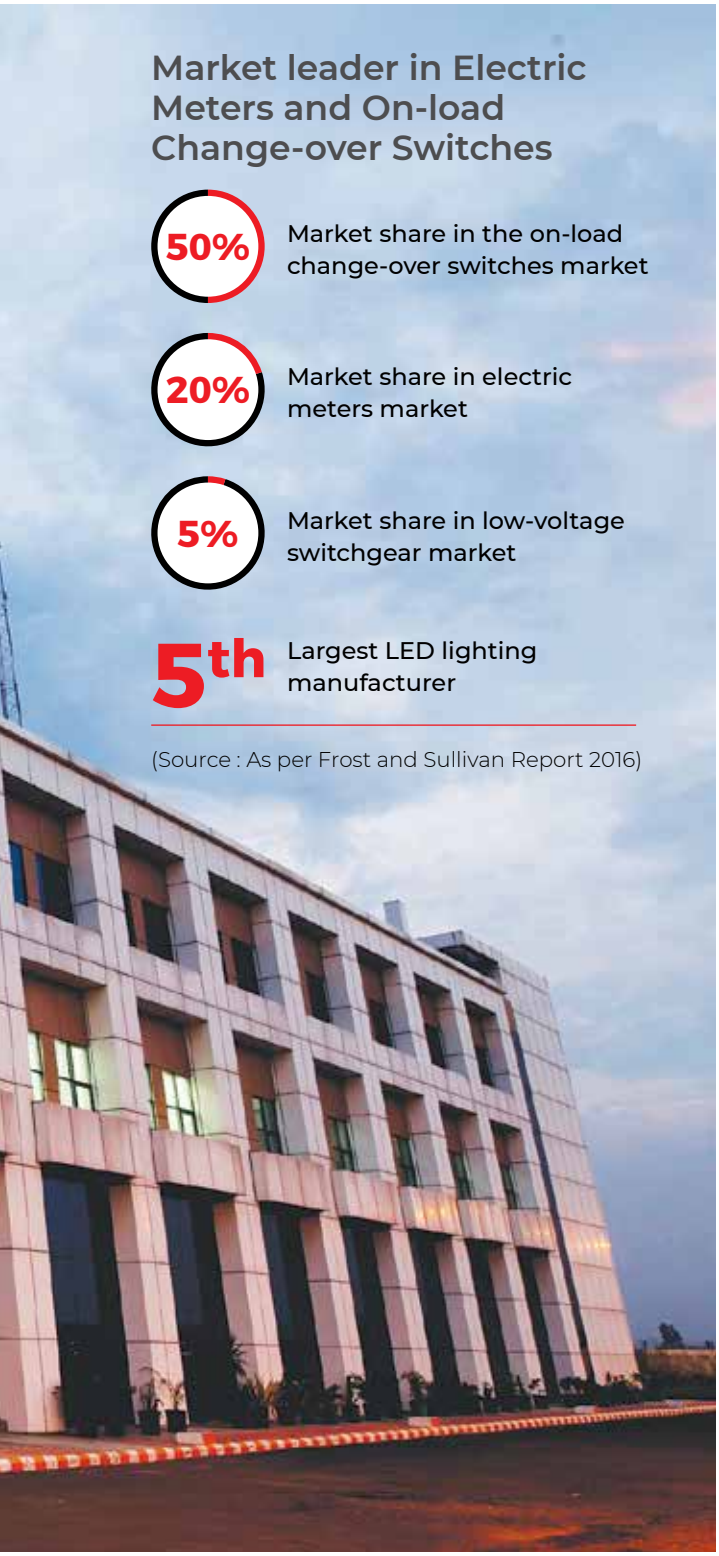
We are...

Empowered
by Optimism
Energised
by Opportunities

About Us

HPL Electric & Power is amongst India's leading electrical equipment manufacturer with a pan-India presence across five key verticals: Metering Solutions (Conventional & Smart Meters), Switchgears, LED Lighting, Wires & Cables, and Solar Solutions. We are a 'one-stop shop' offering a broad spectrum of high-quality, innovative and technologically superior products catering to diverse segments.

Our proven track record of over four decades has made us a preferred and highly trusted player in the Indian electrical industry, along with an increasing global presence. Our robust business fundamentals, including extensive experience, strong manufacturing capabilities, a far-ranging distribution network, and solid prequalification credentials form the backbone of our Company.



Market leader in Electric Meters and On-load Change-over Switches

50% Market share in the on-load change-over switches market

20% Market share in electric meters market

5% Market share in low-voltage switchgear market

5th Largest LED lighting manufacturer

(Source : As per Frost and Sullivan Report 2016)

Key Numbers

50+
Years of industry experience

21
Warehouses

7
State-of-the-art manufacturing facilities

900+
Authorised Dealers and Distributors

2
Dedicated R&D centres

27,000+
Retailers

40+
Countries of presence

1,115
Full-time Employees

90+
Branch and representative o□ces

About Us

Our Product Portfolio

METERING SOLUTIONS

Smart Meter

Net Meter for Solar Roof Top

Prepaid Metering Solutions

Trivector Meter

SWITCHGEARS

Industrial Applications

ACB

Double Break MCCB

Microprocessor MCCB

AV ATS

Modular Switch & Accessories

Bells

Toggle Switches

Fan Regulator

Plug Socket

Extension Cord

Domestic Applications

Osafe MCB

Techno 'N' MCB

RCCB

WIRES & CABLES

Fire Resistant Cable

Co-axial Cable

Submersible Cable

Networking Data Cable

Solar Cables

LED LIGHTING

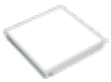
Outdoor LED Products

LED Flood Light

LED Street Light

Industrial LED Products

Bulk Head


Clean Room

Highbay

Well Glass

SOLAR SOLUTIONS

String Monitoring Box & DC Distribution Box

Commercial LED Products

Brito LED Panel

CRCA Panel

Jonex Downlight

Consumer LED Products

Glo LED Bulb

Kasper The Inverter Lamp

Lumino Downlight

Spark LED Batten

Bright LED Batten

Phoenix LED Batten

Customers

Power Utilities

Public & Private Enterprises

Residential & Commercial Users

Key Strengths

Manufacturing Edge | Strong R&D Capabilities | Widespread Distribution Network | Customary Relationships | Robust Pre-qualification Credentials | Dynamic Management

MANUFACTURING EDGE

We have seven state-of-the-art, well-equipped manufacturing sites spread across the states of Haryana and Himachal Pradesh. With a reputation of dedicated infrastructure and manufacturing competency, we ensure seamless service and effective delivery of quality products to our customers. Our manufacturing units are well equipped to handle product development, proficient designing, tool making, and commercial production, resulting in a scalable and robust portfolio. We maintain a constant focus on sharpening our capabilities to manufacture quality, customised products for institutional customers, and modify products for OEMs and other corporate customers. Our integrated manufacturing capabilities reinforce our expertise in delivering quality products that meet international standards at competitive prices.

STRONG R&D CAPABILITIES

Our outstanding R&D capabilities form the backbone of our Company. We have two advanced R&D centres in Gurugram and Kundli, which are approved by the Department of Scientific and Industrial Research, Ministry of Science and Technology, Government of India. The Gurugram R&D centre is certified for CMMi Level 3 for design and development of state-of-the-art smart meters, high end energy meters, Pre-paid energy meters, panel meters and centralised system for Street light management system. Also, we are supporting policies of GOI by design & launch of cutting edge innovative solutions; Smart Prepaid meters to support smart meter rollout policy, Net Energy meters to support Renewable energy generation (e.g. Solar) policy, indigenous technology & product development for Make in India drive. Recently, the Kundli plant laboratory has been NABL accredited, which shows its seriousness in meeting global challenges. Accompanied by two in-house tool rooms, our R&D centres empower rapid prototyping and component designing for a complete range of MCBs, MCCBs, meters, changeover switches, switch fuse units, and LED lamps, creating a solid value proposition. The advanced CNC machines ensure that we are at the forefront of the evolving technological developments in the industry. The data for the tool rooms is generated using CAD software, which enables foray into updated technical equipment. Backed by a team of highly experienced expert engineers, we continue to focus on producing innovative and differentiated products and meet varied customer requirements.

WIDESPREAD DISTRIBUTION NETWORK

Our well-entrenched distribution network and robust supply chain enable us to strengthen our market reach and cater to manifold customer demands. In recent years, we have gained market share across retailers along with increased distribution penetration. We also leverage our distribution footprint in the channel partner network through retail gatherings, engagement programmes, consistent divulgatory activities, and incentive schemes. In addition, our focussed marketing teams are responsible for facilitating seamless branding of our products, anchoring the growth of our distributor base. Our united efforts will enable us to strengthen our market reach and augment sales of our B2C products.

CUSTOMARY RELATIONSHIPS

Over the years, through our focussed efforts across various touchpoints, we have established enduring relationships with institutional customers, power utilities, and Government agencies pan-India. Our brand has earned customers' trust in the metering and switchgear divisions through its high-end processes and solutions. With a successful track record of supplying electrical equipment to most state and central utilities, we have strengthened our relationship with all the stakeholders.

ROBUST PRE-QUALIFICATION CREDENTIALS

Our strong pre-qualification credentials have enabled us to respond to varying requirements of power utilities and Government agencies under direct contractual arrangements, obtained through a bidding process. In addition, our vast industry experience, technological expertise, quality and safety compliances, financial strength, and competitive pricing give us an edge in the marketplace.

DYNAMIC MANAGEMENT

Our Company is led by a diverse and distinguished management with intensive knowledge of the electrical industry. Our promoters have over 50 years of domain proficiency, while the senior management teams have over 20 years of industry experience, which is instrumental in making us a stronger entity. Their rich knowledge and solid market understanding has been steering HPL's sustainable growth and development.

Key Highlights FY 2020-21

New Launch

5
new products in Meters

6
new products in Switchgears

12
new products in LED Lighting

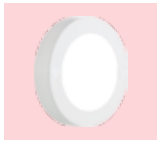
PRODUCT LAUNCHES

Lighting

Kasper Gold Plus

Kasper
The Inverter Batten

Eternal LED COB
Downlighter


Lumino Stricker

Sunlight Fly
LED Batten

Meter

Em□s Digital Multi-function Meter

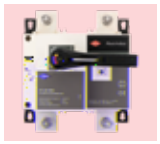
Ebrit Digital
Panel Meter

Switchgear

SOLIDE AC
Contractor
1NO+1NC

SOLIDE AC
Contractor
2NC

Switch
Disconnector
(DC LBS 250A)


Switch
Disconnector
(DC LBS 400A)

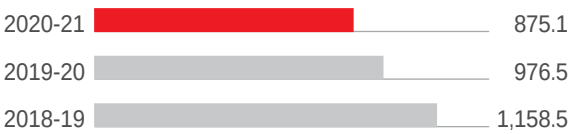
- Developed a complete range of solar solutions across meters, switchgear, lighting, and wires and cables
- Order book size*: ₹ 704 crore
- ₹ 100+ crore of smart meter orders
- Bagged orders worth over ₹ 372 crore for switchgear, wires, and other related accessories for housing project in Andhra Pradesh

* As on 24.06.2021

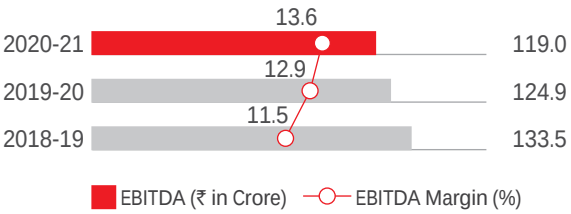
Our Financial Performance

NET REVENUES

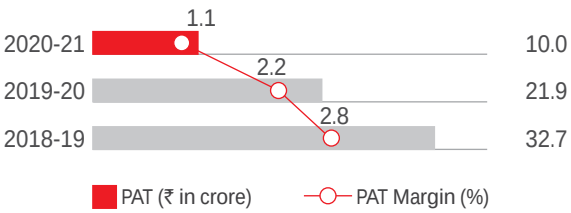
(₹ in Crore)



EBITDA & EBITDA MARGIN



PAT & PAT MARGIN

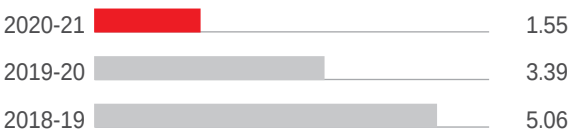


NET WORTH

(₹ in Crore)

EARNINGS PER SHARE

(₹)



Chairman's Message

Dear Shareholders,

Hope you all are safe and in good health. The COVID-19 pandemic has altered the foundations of the world economy and has led to an unprecedented social, economic, and business response. It has fundamentally changed the way we live, work, and has made work from home, social distancing, and increased digitisation and technology adoption as the new normal.

The Indian economy has been severely impacted on account of the pandemic and contraction of economic activity following the nationwide lockdown. Notwithstanding the short-term challenges, the medium and long-term growth drivers are in place. The Government's fiscal support package to support demand and economic recovery, significantly higher allocation for infrastructural development, and policy reforms implemented under the vision of 'Atmanirbhar Bharat' or Self-reliant India will be fundamental in shaping the growth story of the Indian economy. Economic activity is expected to rebound on the back of fast and successful roll-out of the vaccination drive; however, the intensity and depth of the second wave of coronavirus infections may derail this rebound.

At HPL Electric & Power, we have demonstrated resilience and surpassed the uncertain times by leveraging our strong capabilities and enhancing focus on improving efficiencies. Our robust manufacturing infrastructure and R&D capabilities enable us to develop technologically differentiated products and enrich consumers' lives. We have taken judicious actions to help ensure our competitiveness and business continuity in the new normal. At the same time, for ensuring safety of our employees, business associates, and customers, utmost precaution and safety standards are being followed across our locations. Further, by continuing to invest in product innovation, brand connect, and distribution reach, we are determined to make HPL Electric even stronger. Favourable industry dynamics and Government initiatives give us confidence that we will rise to the challenges with renewed vigour and confidence.

OUR PERFORMANCE

Our revenue for the year declined by 10.4% to ₹ 875.1 crore from ₹ 976.5 crore in the previous year. The COVID-19 pandemic induced disruptions impacted the meter despatches and, consequently, the sales for the year. Despite lower revenue, operating margins remained largely stable, led by cost control initiatives. Operating EBITDA stood at ₹ 119 crore as compared to ₹ 124.9 crore in the previous year. Profit after Tax stood at ₹ 10 crore as against ₹ 21.9 crore in the previous year, a decline of 54.3%.

Coming to the segment-wise performance, revenue of the metering segment declined to ₹ 380 crore from ₹ 511 crore in the previous year, marking a de-growth of 14.4%. Performance of metering segment remained subdued as inspections remained lower due to disruptions caused by the pandemic. Lighting and wires and cables segments witnessed good traction during the year, driven by network expansion,

new product launches, and aggressive market strategies. Slowdown in end-user industries and macroeconomic headwinds impacted the switchgear business, with revenue declining by 16.6%. On the positive side, we have a healthy order book pipeline of ₹ 704 crore (net of GST) as of June 24, 2021, which ensures strong revenue visibility for the short and medium term.

HIGHLIGHTS OF THE YEAR

During the year, we launched a range of new, innovative products in the lighting, switchgear, and metering segments. Strong R&D capabilities enable us to roll out innovative products as per customer requirements. As we move forward, we will continue to direct our efforts towards introducing products with improved technology, energy-efficiency, and automation to delight consumers.

We have consistently placed strong thrust on enhancing our consumer business by way of aggressive marketing and brand building activities. Focussed initiatives like branding and digital marketing campaigns, regular channel partner meets, and incentive programmes have enabled us to augment our consumer connect and brand visibility. During the year, we conducted various industrial webinars and virtual exhibitions to better engage with our audiences and business associates.

Another important focus area for us is to extend our global footprint to enable higher exports. We intend to leverage our healthy business relationships and engage experienced local representatives to grow our overseas sales channels. During the year, we participated in virtual trade fairs and exhibitions to showcase our exclusive range of smart, innovative products to attract overseas buyers.

EMPOWERING OPPORTUNITIES

As the industries and organisations are gradually resuming operations, the short- and medium-term outlook is still dependent on how the newer variants of pandemic evolves in India, containment of the virus and resumption of normal economic activities. Despite the current headwinds in the country, we are quite optimistic about our long-term prospects.

Government's continued thrust on installation of smart meters, infrastructure development, rural electrification, and transmission and distribution network reforms augur well for our Company. ₹ 22,500 crore has been earmarked for the installation of 25 crore smart prepaid meters across the country under the ₹ 3-lakh-crore scheme for power distribution entities (DISCOMs). We are already witnessing huge influx of enquiries and expect more tenders to be floated soon. Moreover, the liquidity injection for discoms will help them deal with the financial difficulties caused by the pandemic and support demand for smart meters over the medium-to-long term.

Further, rapidly growing urbanisation, increasing disposable incomes and changing preferences are driving demand for consumer electrical goods. Favourable consumer sentiment, revival in economic activities, and higher Government spending will support demand growth.

The social and economic implications of the pandemic are going to be felt for a long time. Against this backdrop, we remain agile and responsive to capture the evolving opportunities. The future growth of HPL will be led by strong business prospects in the smart metering segment. We also expect healthy traction in consumer products segment over the coming years, led by

We have consistently placed strong thrust on enhancing our consumer business by way of aggressive marketing and brand building activities.

product development and extension into newer categories, network expansion, and prudent market strategies. Given the improved working capital cycle and margins in the consumer business, the overall margins and profitability are expected to improve with the increasing share of the consumer segment to the overall revenue.

CONCLUSION

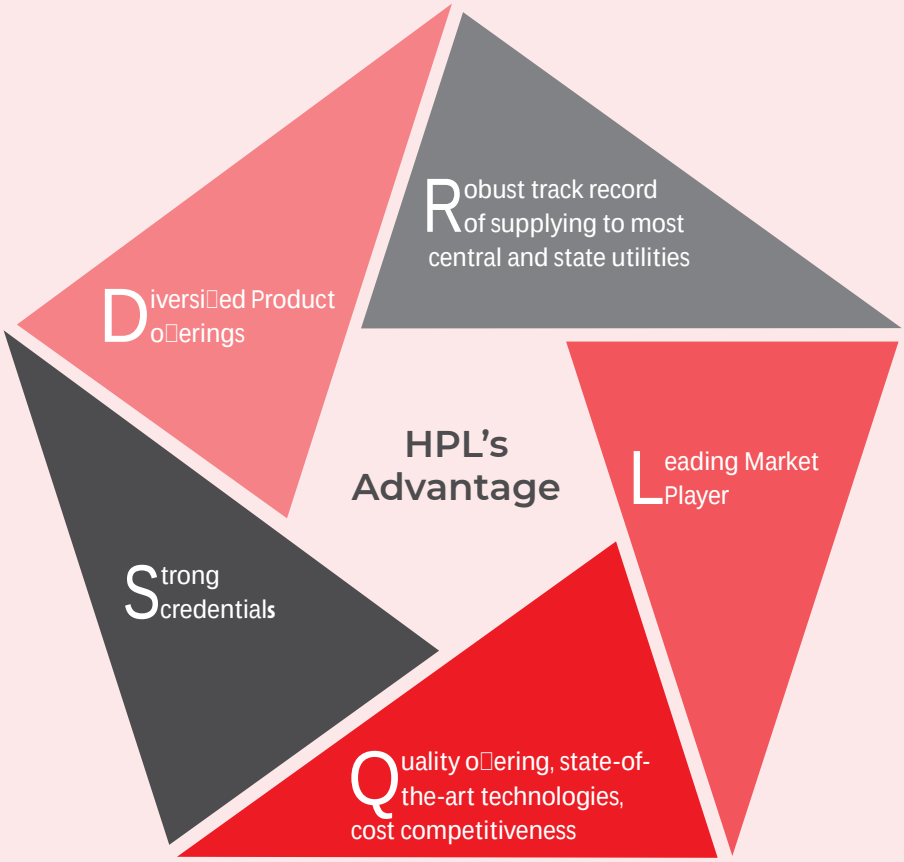
I would like to take this opportunity to thank all our stakeholders for their persistent trust in us. While the pandemic has created near-term hiccups, we are hopeful of emerging stronger and confident of delivery sustained growth in the coming years.

Warm Regards,

Lalit Seth
Chairman and Whole-Time Director

Empowered
by Optimism

With excellent capabilities, clear competitive strengths, an experienced team, and financial acumen, we remain confident of successfully weathering the challenges and driving consistent growth. Our prudent strategies and consistent investments towards strengthening our fundamentals position us well to seize the unfolding opportunities in smart metering.



Operational Highlights

Strong order book* of ₹704 crore ensures revenue visibility for the short and medium term.

- Bagged prestigious orders worth over ₹372 crore for switchgear, wires, and other related accessories for housing project in Andhra Pradesh.
- Received smart meter orders worth ₹ 100+ crore in FY 2020-21
- Received approval and production clearance from leading Private Distribution Company for the implementation of Narrow Band-Internet of Things (NB-IoT) based smart meters in various parts of Delhi.

* As on 24.06.2021

Compelling Opportunities

The Ministry of Power has set an ambitious target to instal 25 to 30 crore smart meters across India over the next few years, which translates into a cumulative opportunity of ₹ 60,000 to 90,000 crore. With the rising electricity demand, India is on a mission of transforming its energy mix with innovation, focussing on enhancing energy production and cutting down Aggregate Technical and Commercial (AT&C) losses. This is likely to be implemented through the installation of smart grid and advanced metering infrastructure. Programmes like National Smart Grid Mission (NSGM) and Integrated Power Development Scheme (IPDS) require installations of transmission grid as well as smart metering system. Moreover, one-time liquidity injection of ₹ 1,200 billion into power discoms is likely to improve their financial position materially and help support the demand for new metering orders over the next one year. With our established capabilities, we remain hopeful and optimistic of capitalising on the growing demand for smart meters.

Energised
by Opportunities

Government flagship programmes such as Power for All, Housing for All, Smart Cities along with growing urbanisation and evolving aspirations will boost demand for consumer electrical products. Our innovative offerings along with our prudent market strategies will drive strong growth in our retail segment.

Our B2C business comprises non-utility metering, switchgear, lighting, and wires & cables.

Our formidable o□erings, wide reach and superior brand positioning form the foundation of our retail business. We are bolstering our reach through retail branding, outdoor campaigns and marketing activities. Seminars, electrician meets, retailer meets, dealer meets, exhibitions, etc. are also among the many ways in which we have been intensifying our engagement. We also embarked on concentrated brand promotions across multiple social media platforms to reach out to a broader audience.

Operational Highlights

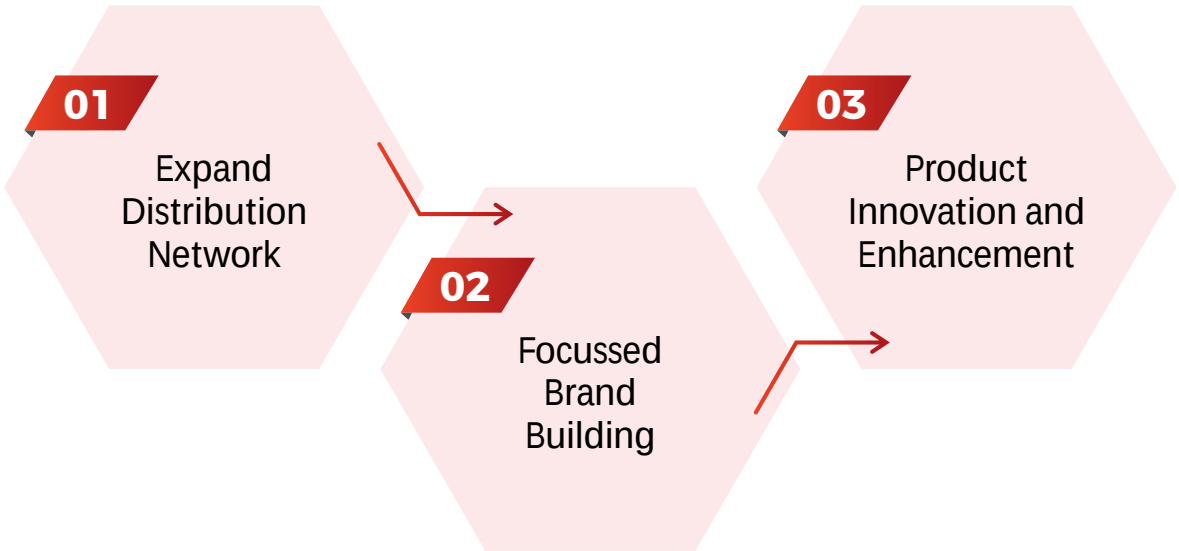
- Garnered over 20 million reach by amplifying our brand presence through social media handles
- Conducted as well as participated various industrial webinars and virtual exhibitions
- Organised top dealer meets in 15 cities with over 450 dealers
- Launched new innovative range of products in switchgear and lighting segment

Driving Growth in Consumer Segment

We foresee tremendous opportunities in the medium and long-term, driven by rapid urbanisation, growing income levels, and evolving aspirations. Consumers are increasingly demanding safer and energy-e□cient products with advanced features. Government's strong thrust on promoting energy-e□cient lighting has been leading to faster adoption of LED lighting and appliances. National Infrastructure Pipeline (NIP), under which ₹ 100 lakh crore would be invested on infrastructure over the next □ve years and □agship programmes such as Power for All, Housing for All, Smart Cities, and Deendayal Upadhyaya Gram Jyoti Yojana will boost the demand for switchgears as well as electrical wires and cables.

We are now pursuing a three-pronged strategy to further enhance our brand connect and strengthen retail business. We intend to expand retailer touchpoints by over three times from 27,000 retailers to 1,00,000 retailers over the next three years. We are con□dent that the gradual resumption of economic activities and higher Government support will drive growth in the consumer segment.

HPL's 3-pronged strategy to capitalise on the opportunities



Strengthening Overseas Presence

We are Growing Network

HPL Electric participated in DigielecBharat Virtual Exhibition in September 2020 and DistribuELEC & BuildELEC Virtual Exhibition in February 2021, organised by IEEMA. These virtual exhibitions provide a platform for showcasing our technology and innovative capabilities, and helps us gain insights on the emerging trends in the electrical industry.

We position ourselves as a Make in India brand in these virtual meets and exhibitions with the best technology products to attract diverse customers.

COVID-19 Impact

Industry Impact

The wires and cables and consumer electronics industry has taken a toll due to the outbreak of COVID-19 pandemic across the globe. Globally, the shutdown of hypermarkets, supermarkets, and showrooms of leading brands affected consumer sentiments and sales of various consumer electronics products. The overall slowdown in end-user industries and muted construction activities impacted the metering and switchgear businesses.

However, as the economic activity gradually limps back, demand for appliances is seen improving as some of these products have become necessities. Continuous focus on innovation to produce differentiated products and creating value will provide growth impetus to the sector.

Impact on our Operations

Revenue for FY 2020-21 declined by 10.4% to ₹ 875.1 crore from ₹ 976.5 crore in the previous year. The COVID-19 pandemic induced disruptions impacted the despatches and, consequently, the sales for the year. Despite lower revenue, operating margins remained largely stable, led by cost control initiatives and lower marketing spends.

Revenue of the metering segment declined to ₹ 380 crore from ₹ 511 crore in the previous year, marking a de-growth of 14.4%. Performance of metering segment remained subdued as inspections remained lower due to disruptions caused by the pandemic. Lighting and wires and cables segments witnessed good traction during the year, driven by network expansion, new product launches, and prudent market strategies. Slowdown in end-user industries and macroeconomic headwinds impacted the switchgear business, with revenue declining by 16.6%.

Corporate Social Responsibility

We strive to foster holistic development of the communities in which we operate through our wide-ranging social welfare activities. We implement our Corporate Social Responsibility (CSR) activities directly, and through implementing agencies like SAKSHAM, SUTRA etc. Through our meaningful interventions, we intend to ensure people's welfare and nurture the lives of the underserved masses.

During the year, we undertook several initiatives to ensure overall development of our communities and society.

CSR Initiatives

SUPPORT FOR MEDICAL RELIEF ACTIVITIES

During the year, we also extended □nancial support to Sri Sathya Sai Central Trust towards healthcare and medical relief activities undertaken by the Trust.

EDUCATION SUPPORT

During the year, we extended support through The Society for Social Upliftment through Rural Action (SUTRA) towards funding of educational programmes in primary and high schools and for supplementary tutorial classes for children of selected primary schools run by Government of Himachal Pradesh. SUTRA has been working in Himachal Pradesh for the past four decades with an aim of building people's capabilities and ful□l their constitutional obligations. This is achieved through providing supportive education to primary school kids; working with adolescent children on constitutional values; and creation of a safe and secure environment for girls and women of Himachal Pradesh.

TRAINING ON ASSISTIVE TECHNOLOGY

Several latest assistive technology solutions have been introduced which can completely transform the lives of persons with visual impairment. Lack of awareness about these technologies in the current scenario is a pressing problem which needs to be addressed. SAKSHAM is a reputed and award-winning NGO that works towards empowerment of persons with visual impairment through rehabilitation, education, training, and assistive technology.

SAKSHAM understands the critical role which training plays in ensuring e□ective use and adoption of any technology. We extended assistance to SAKSHAM in providing technology and training support on assistive technologies to people from various parts of the country. Both online and o□ine training were imparted on devices like laptops, tablets, and smartphones. The bene□ciaries having basic knowledge of using the devices were further capacitated through online training of a short duration, in which some advanced features of screen readers and various book reading and downloading applications were covered.

SENSITISATION AND AWARENESS WORKSHOPS

During the year, we also supported SAKSHAM in conducting sensitisation and awareness workshops with an aim to empower people with blindness. SAKSHAM strongly believes that every individual is equal and visually impaired people can achieve everything in life. Technology has enabled persons with visual impairment to become part of the mainstream society. Majority of these workshops were conducted through virtual platforms due to spread of the pandemic.

COVID-19 Relief Activities

DRY RATION FOR POOR AND NEEDY

India has been hard hit by the COVID-19 pandemic. The nationwide lockdown resulted in joblessness and great distress for daily wage workers. As part of our responsibility towards the community, we stepped up and assisted in providing dry ration kits to the poor and needy who were not able to earn their living during the lockdown period. We, as an organisation, decided to reach out to the most vulnerable families for providing essential ration during these testing times.

Note: The above pictures are for reference purpose only

Board of Directors

Mr. Lalit Seth
Chairman and
Whole-time Director

Mr. Lalit Seth is the vision behind HPL's success and market reputation. Bringing in over 51 years of experience in the electrical industry, he plays a pivotal role in undertaking several progressive projects. The depth and diversity of his knowledge keep the Company on the path of sustainable growth, with its name synonymous with quality, technology, and reliability.

Mr. Rishi Seth
Managing Director

Mr. Rishi Seth has an MBA in Finance. In a career spanning over 26 years, Mr. Rishi has been instrumental in HPL Group's organic growth. As the Managing Director, he is responsible for shaping the Company's strategic perspective leading to its diversi□cation and expansion into new avenues, including EPC projects and forays in green projects. He oversees of the Institutional and Government business in addition to a few manufacturing facilities. His signi□cant achievement includes HPL's growth in the utility segment, establishing it as a globally leading Electronic Energy Meter manufacturer.

Mr. Gautam Seth
Joint Managing Director

Mr. Gautam Seth is a quali□ed Chartered Accountant and is responsible for the overall functioning and management of the administration. With over 24 years of experience in the electrical industry, he has carried forward the Group with dedication and commitment. He is actively involved in the Group's sales and marketing activities and has spearheaded its forays into new products and green□eld projects. His strong vision, exemplary leadership, and expertise in the electrical market has fostered organisational growth.

Mr. Hargovind Sachdev
Non-Executive
Independent Director

Mr. Hargovind Sachdev holds a bachelor's degree in science, botany (Honours), and a postgraduate in English. An expert in the domain, Mr. Sachdev has worked with the State Bank of Travancore, State Bank of Patiala, and State Bank of India, where he was posted in Frankfurt, Germany, from 2006 to 2011 Head of Credit. He has worked as Chief Vigilance O□cer (CVO) in UCO Bank. He has travelled across 15 countries in Europe for Credit Dispensation. He is trained in Credit & Foreign Exchange at Asian Institute of Management, Manila, Philippines, and Euro Money, London.

Dr. Rashmi Vij
Additional (Independent)
Director
w.e.f 12.05.2021

Dr. Rashmi Vij, aged about 57 years, Doctorate in Psychology with a brilliant academic record, and a gold medalist in MA (Psychology), presently Principal, Police DAV Public School. She joined Police DAV Public School as The Founder Principal in year 1996. She is Chairperson of Jalandhar Sahodaya Complex and heading various sports organisations of Punjab and India, British Council School Ambassador for various advocacy programs of British Council. She has been honoured with various awards, prime being - National Teacher Award - 2007 by the Honourable President of India Smt. Pratibha Patil; The Best Principal Award by the DAV Management Committee, New Delhi; Scout Award by National Innovation Foundation for promoting innovative thinking in school. She is rendering valuable service in the □eld of education of underprivileged children and women empowerment.

Mr. Dhruv Goyal
Additional (Independent)
Director
w.e.f 12.05.2021

Mr. Dhruv Goyal aged about 54 years, B.Sc Honours (Chemistry) from Hindu College, Delhi University and Diploma in International Marketing from IIFT, has over 29 years of experience in the □eld of cable and telecommunication industry. He also has a vast exposure related to international business.

Management Discussion and Analysis (MD&A)

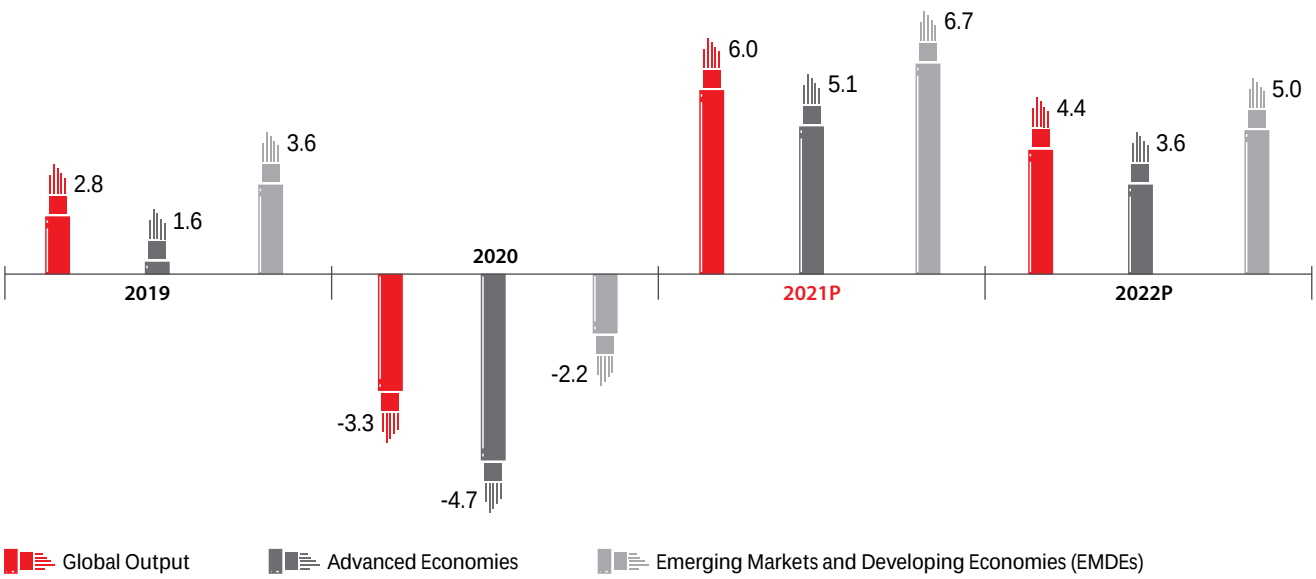
GLOBAL ECONOMIC OVERVIEW

The global economy witnessed an unprecedented crisis in 2020 as the outbreak of the novel coronavirus (COVID-19) pandemic in China towards the end of 2019 spread rapidly across the globe. While ensuing lockdowns announced by all major economies played a critical role in saving lives, it resulted in severe setback to economic activities, thereby plunging the world economy into a recession. Economic activity was hit by reduced personal interaction, while uncertainty about the post-pandemic economic landscape discouraged consumption and investment.

As per the International Monetary Fund (IMF) estimates, the global economy contracted by 3.3% in 2020 as against 2.8% growth registered in 2019. While growth contraction for Advanced Economies is estimated at 4.7%, growth across Emerging Markets and Developing Economies (EMDEs) declined by 2.2%; the marginal improvement largely reflects rebound in the Chinese economy in the second half of 2020 post successful containment of virus spread in the country.

The resurgence of COVID-19 cases is posing risks to economic recovery and weighing down the GDP growth projections for 2022. A combination of a large asymptomatic population and the presence of more infectious variants of the virus during the second wave has been severely inflicting the humanitarian costs of the world. Multiple countries have been enforcing lockdowns of varying degree, leading to reduced mobility and unemployment, resulting to economic distress.

Global Economic Growth: Actual and Projections (%)



Source: IMF World Economic Outlook, April 2021

Following the devastating health and economic crisis, the global economy appears to be emerging from one of its deepest recessions and beginning a subdued recovery. As per IMF, global growth is projected at 6.0% in 2021 and 4.4% in 2022. Expectations of a vaccine-powered strengthening of activity; improved therapies; and favourable monetary and fiscal policy support in a few large economies, particularly in the United States (US) and Japan, are expected to provide support to the global economy through FY 2021-22. Moreover, financial conditions are expected to remain broadly stable for advanced economies while gradually improving for emerging economies. However, surging infections in late 2020 including from new variants; renewed lockdowns; logistical problems with vaccine distribution; and financial stress triggered by high debt levels and subdued growth remain key risks to the growth outlook.

INDIAN ECONOMIC OVERVIEW

As per IMF estimates, the Indian economy contracted by 8% in FY 2020-21 as against 4.0% growth recorded in FY 2019-20,

marking a recession since 1980. Overall economic slowdown, led by COVID-19 onstage followed by stringent lockdowns severely impacted economic activity, bringing manufacturing and trading activities to a grinding halt. Prolonged lowdown exacerbated existing vulnerabilities of the country including the weakened financial sector, private investments, and consumption demand.

The Government announced a special comprehensive package of ₹ 20 lakh crore, equivalent to 10% of India's GDP under 'Self-Reliant India' movement to revive the country's languishing economic activity. The package focussed on providing benefits in the form of financial aid, provision of food, and ensuring security to enable the country to tackle the economic fallout. Moreover, the Reserve Bank of India (RBI) continued with the accommodative monetary stance by bringing key repo rate and reverse repo rate to 4% and 3.35% respectively to provide monetary stimulus and trigger economic growth back to the earlier trajectory.

Union Budget 2021-22 Highlights:

- ₹ 5.54 lakh crore envisaged for infrastructure for FY 2021-22, a sharp increase of 35% over the previous year's allocation
- ₹ 3.05 lakh crore allocated over five years for power sector reform and restructuring – assistance for infra creation, smart metering, feeder segregation, upgradation of systems, etc.
- Capital allocation of ₹ 1,000 crore to Solar Energy Corporation of India and ₹ 1,500 crore to Indian Renewable Energy Development Agency
- A sum of ₹ 22,500 crore has been earmarked as the central Government grant for the installation of 25 crore smart prepaid meters across the country under the ₹ 3-lakh-crore scheme for power distribution entities (DISCOMs) which has been approved by the Cabinet.

The fiscal and monetary stimulus provided by the Government and RBI would assist greatly in the recovery of the economy. Significant increase in overall allocation towards capital expenditure in the Union Budget 2021 has been complemented with comprehensive measures to catalyse multiple levers – focus on infrastructure investment, impetus to manufacturing, social welfare, entrepreneurship and digital to enable overall holistic development.

Despite the challenges posed by COVID-19 in FY 2020-21, the outlook for FY 2021-22 seems promising largely due to relaxations in lockdowns, normalisation of economic activities, successful vaccination programmes, thrust on manufacturing and infrastructure sector, and the country's increasing prominence in the global supply chain. Backed by these factors, IMF has projected Indian economy to grow at 12.5% in FY 2021-22 and 6.9% in FY 2022-23.

INDUSTRY OVERVIEW

Power sector

India is the third-largest producer and second-largest consumer of electricity in the world with a total generation capacity of 1,381.827 BU in FY 2020-21. The energy demand of the country is on the rise on account of the Government's focus on 'Power for All' mission.

India's power demand is being driven by universal electrification programmes and rising consumption demand with rapidly increasing urbanisation and disposable income levels. Government's thrust to infrastructure development projects through National Infrastructure Pipeline (NIP) in key sectors such as energy, railway, roads, and highway constructions, among others, is a significant growth driver.

All India Installed Power Capacity (In MW) (as on 31st March, 2021)

Thermal	Nuclear	Hydro	Renewable Energy Sources (RES)	Total
2,34,728	6,780	46,209	95,013	3,82,730

(Source: https://powermin.gov.in/en/content/power-sector-glance-all-india)

While power demand in the country is well poised to exhibit a notable rise, historically, capacity addition to the transmission and distribution sector has trailed the addition of power generation capacity.

The Government launched the Power for All programme with an objective to supply round-the-clock power to all households, industries, commercial businesses, and agricultural farm holdings. Under this initiative, it successfully implemented several electrification schemes such as Deen Dayal Upadhyaya Gram Jyoti Yojana (DDUGJY) and Saubhagya scheme to provide affordable energy supply across the country. To increase the electricity reach and provide revival package to distressed DISCOMs, the Government launched Ujwal DISCOM Assurance Yojana (UDAY) to achieve their financial turnaround and augment transmission and distribution network of the country. The COVID-19 induced prolonged lockdown dealt a significant demand blow to the DISCOMs which were already reeling under massive debt to power generators. The Government announced ₹ 90,000 crore liquidity infusion packages in the form of low-risk loans and relaxed working capital borrowing limits to ease out the liquidity stress faced by the DISCOMs.

While the electricity demand of the country has been steadily rising over the last decade, urgent need to lower its carbon emission levels has prompted the Government to promote a higher share of renewable energy. The renewable energy

is poised to grow further as the Government has targeted an ambitious goal of achieving 227 GW renewable energy generation by 2022 and 500 GW by 2030. It has announced several initiatives such as 100% Foreign Direct Investment (FDI), 'Rent a Roof' policy through solar rooftop projects and bringing renewable energy tariffs at par with fossil energy tariffs to achieve these targets.

Further, allocation of a whopping ₹ 3.05 lakh crore over five years for power sector reform and restructuring; National Hydrogen Energy Mission; promotion of renewable energy and creation of additional power transmission and distribution network in the Union Budget 2021-22 are all significant steps towards boosting the growth of the power sector.

Indian electrical equipment industry

India's Electrical Equipment Industry can be broadly segmented into following two sectors:

- Generation equipment (boilers, turbines, generators)
- Transmission & distribution (T&D) equipment includes energy meters, transformers, cables, transmission lines, switchgears, capacitors etc.

The generation equipment sector accounts 15% of the total market, while T&D equipment sector is estimated to account for 85% of the total market. In the last couple of years, the Government has been taking transformative change in the power sector for achieving its ambitious target of providing affordable power for all its citizens. It has taken several initiatives such as increasing private participation in the transmission segment, increasing contribution of renewables in the energy basket, developing the National Power Grid to boost growth in the T&D (transmission and distribution) industry, etc.

The industry contributes 8.1% of the manufacturing sector in terms of value and 1.35% of India's GDP, providing a direct employment to 5 lakh persons and indirect employment to 10 lakh people and over 50 lakhs across the entire value chain. According to IEEMA, the growth in exports is helping the industry to grow especially in power transformer & high voltage switchgear products, energy meters, and cables. The major export markets for Indian Electrical Equipment are United States of America, United Arab Emirates, Germany, United Kingdom, Nigeria, Saudi Arabia, Australia, Brazil, Canada, and France. The major Export Products are Switchgear and Controlgear, Transformers & Parts, Industrial Electronics, Cables, Transmission Line Towers, Conductors, Rotating Machines (Motors, AC Generators, and Generating Sets) & Parts.

The Government of India targets capacity addition of around 100 GW under the 13th Five-Year Plan (2017-22), focussing more on hydro, renewable, and gas-based power, besides looking at the adoption of clean coal technology and has set a target of 175 GW renewable power installed capacity by the end of 2022.

With development of new technologies, the smart grid and smart meters across the world are undergoing a massive transformation, bringing to fore immense potential and opportunities for a region like India, in the areas of power electronics, sensing, communication, data management and data analytics. New power generation capacity additions and adaption of new technologies such as smart grid and smart meter has the potential to bring new opportunities for electrical sector's players in India and for new entrants as well.

(Source: https://sesei.eu/wp-content/uploads/2019/03/Electrical-Equipment-including-Consumer-Electronics-industry-2019.pdf)

Electricity energy meters

Electricity Energy Meter or Watt-Hour Meter is an electrical equipment that measures the amount of electrical energy used by the consumers. Electricity energy meters find applications in homes, industries, organisations, and commercial buildings, where they are installed by electrical departments to charge for the electricity consumption by loads. The energy meters are classified into Analogue Electric Meters and Digital Smart Meters. IEEMA members hold 85% of the total market share of the meter industry, which has a combined revenue of around ₹ 3,000 crore. IEEMA Meter division produces more than 25 million meters annually, which are 100% Made in India products end-to-end.

With the rising electricity demand, India is on a mission of transforming its energy mix with innovation, focussing on enhancing energy production and cutting Aggregate Technical and Commercial (AT&C) losses. This is likely to be implemented through the installation of smart grid and advanced metering infrastructure. Programmes like National Smart Grid Mission (NSGM) and Integrated Power Development Scheme (IPDS) required installations of transmission grid as well as smart metering system. With its significant role in India's energy efficiency journey, Energy Efficiency Services Limited's (EESL) Smart Meter National Programme (SMNP) is currently working towards replacing 25 crore conventional meters with smart meters across India. This is likely to augur well for smart meter manufacturers in the country.

(Source: https://ieema.org/division/energy-meters/)

Electrical wires and cables

The global wire and cable market is expected to rise from its estimated value of $ 201.76 billion in 2018 to an estimated value of $ 332.65 billion by 2026, registering a CAGR of 6.45% in the period of 2019-26. Rising demand of wire and cable from various end- users is the driving factor behind the growth of this market. In India, the wire and cable market comprise nearly 40% of the electrical industry. It is growing at a CAGR of 15% largely due to the growth of the power and infrastructure sectors in the country. Moreover, global investors now consider India as a potential market for high voltage (HV) and extra high voltage (EHV) cables.

The recent development push in power and infrastructure segments, supported by the Government policies, renewable

energy push and Government schemes for electri□cation, housing development and smart cities and smart grid has driven the wires and cables sector growth. The Wire and Cable industry comprises both branded players with domestic and export capabilities and many fragmented manufacturers. Further, growth of urbanisation, growing middle class incomes and customer involvement in electrical purchases and preference for quality and branded products supports growth of the organised sector.

(Source: https://engmag.in/wire-and-cable-industry-to-register-signi□cant-growth-in-next-□ve-years/)

LV switchgear

Low voltage switchgear is one of the well-established industries in India. The present size of the LV Switchgear industry including domestic modular switches is estimated at around ₹ 11,050 crore. This Industry covers Low Voltage switchgear products such as Air Circuit Breakers, Moulded Case Circuit Breakers, Miniature Circuit Breakers, Residual current devices, Fuse gear products, H.R.C fuses, Thermal overload and protection relays, Contactors, Starters, Distribution boards and Factory-built assemblies. The industry caters to end-user segments such as manufacturing industries, buildings – residential and commercial, agriculture, infrastructure entities, utilities, and OEMs. Weight of LV switchgear industry in entire electrical industry is about 10.1%. A redeeming aspect of the Indian LV switchgear industry has been its growing competitive strength in a few products like miniature circuit breakers, earth leakage circuit breakers, HRC fuses and air circuit breakers where its exports are signi□cantly higher than the imports.

(Source: https://ieema.org/division/lv-switchgear/)

LED lighting

The Indian LED Lighting market is expected to grow at a CAGR of 24.3% during the forecast period (2021-26). In the current market state, the increasing consumer demand for energy-e□cient lighting systems and high penetration of LEDs as a light source in the general lighting market are expected to drive the growth of this market. Key factors behind this are the continuous declining LED prices in the country and favourable Government initiatives, such as Unnat Jyoti by A□ordable LEDs for All (UJALA) and Street Light National Programme (SNLP), o□ering LEDs at a subsidised cost and LED installation projects for streetlights, respectively.

LED lighting products produce light approximately 90% more e□ciently than incandescent light bulbs, such as □uorescent and bright lights. About 95% of the energy in LEDs is converted into light, and only 5% is wasted as heat, which is leading consumers to opt for a more e□cient form of lighting. The market is segmented by di□erent applications of LED light, such as indoor and outdoor. In the indoor segment, the study has considered residential, commercial, industrial, and Government applications, whereas, for the outdoor portion, the study has considered highway and roadway, architectural, and public places. The market is also segmented by product type.

The rising awareness about the cost-e□ectiveness and eco-friendliness of LED lights among the consumers is estimated to continue to drive the demand for LED lighting at residential as well as commercial sectors. In recent years, India has demonstrated the possibility of deploying LEDs rapidly on a large scale with the right □nancing and market mechanism. India is now one of the largest LED lighting markets in the world after the UJALA program, o□ering LED bulbs that are 50% more energy-e□cient than other lamps available.

(Source: https://www.mordorintelligence.com/industry-reports/india-led-lighting-market)

According to International Energy Agency (IEA), India has the potential to become an in□uential trend setter in the global power sector as the world's third largest producer and consumer of electricity and a population of 1.4 billion. The lighting sector currently accounts for about 15% of the total electricity consumption in India. The sector will remain in focus because of the role it plays in electricity consumption and LED lighting sector, with its enormous power saving capability playing a key role in changing the electricity consumption scenario in India.

(Source: https://www.energy.gov/articles/rise-and-shine-lighting-world-10-billion-led-bulbs)

COMPANY OVERVIEW

With a pan-India presence spread over 900+ authorised dealers and 27,000+ retailers, HPL Electric & Power Limited (HPL or the Company) is a leading electrical equipment manufacturer for the past 40 years. The Company has established itself as a 'one-stop shop' o□ering a wide spectrum of low-voltage electric products– metering solutions, modular switches, switchgears, LED lighting, and wires and cables to diverse customer segments. A trusted electrical brand, HPL has established long-standing relationships with power utilities, Government agencies, and retail and institutional customers.

50% **Share in the Domestic On-load Change-over Switches Market**

20% **Share in Domestic Electric Meters Market**

5% **Market share in low-voltage switchgear market**

5th **Largest LED Lighting Products Manufacturer**

(Source : As per Frost and Sullivan report 2016)

Manufacturing prowess

With capabilities across design & product development, component designing, tool making and commercial production, the Company has seven state-of-the-art manufacturing facilities at Gurugram, Jabli, Gharaunda and Kundli. HPL has a well organised supply chain which is supported by 21 warehouses across India. Backed by two Research and Development (R&D) centres employing 100+ expert engineers, the Company has been a pioneer in launching innovative new products. The Company also has a NABL accredited and ISO/IEC 17025:2005 compliant testing facility at Gurugram.

Manufacturing capacity

Product Segments	Capacity (per annum)
Electronic Meters	11 million units
Lighting Equipment	26 million units
Switchgear	16 million units
Wires & Cables	194 million meters

Current order book*

Product Segments	Amount
Electronic Meters	292
Lighting Equipment	76
Switchgear	142
Wires and Cables	194
Total	704

* As on 24.06.2021

HPL has established a strong pan-India distribution network to enhance its brand presence and capture signi□cant growth potential in electrical equipment industry. The Company has been successfully serving to India as well as more than 40+ countries across the globe. Backed by its highly experienced leadership team and R&D support, strong pre-quali□cation credentials, consistent product quality and long-standing customer relationships, it has been successful in creating a name in the electrical equipment manufacturing industry.

OPERATIONAL REVIEW

1. During the year, the Company launched:
   - Five products in the Meters category
   - Six products in Switchgear
   - Twelve products in Lighting
2. HPL developed a complete range of solar solutions across meters, switchgears, lighting and wires and cables to cater to new industry and market trends.

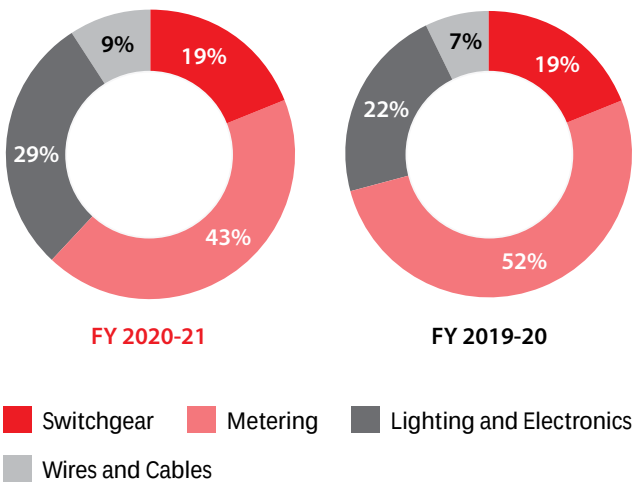
FINANCIAL REVIEW

The Company delivered modest □nancial performance during FY 2020-21. Total consolidated revenue for HPL stood lower at ₹ 875.1 crore in FY 2020-21 as compared to ₹ 976.5 crore in FY 2019-20. Decline in revenue in FY 2020-21 was attributed to the COVID-19 induced disruption. The Company faced revenue losses amounting to about ₹ 101.4 crore since sales were severely hit due to virus outbreak and lockdown. Notwithstanding the disruption caused by COVID-19, the Company was able to cushion the fall in operating pro□tability and register improved EBITDA margins backed by e□cient raw material sourcing and rationalisation of overhead expenses. Net pro□t stood lower at ₹ 55.0 crore impacted by the negative operating leverage, however, EBITDA margins improved by 81 bps to 13.6%. Adjusted for the revenue loss on account of COVID-19, FY 2020-21 revenues would have been marginally lower year over year and EBITDA and net pro□t would have been much higher compared to previous year. Both B2B as well as B2C business were hit by the operation disruptions. On the B2B side, metering business was particularly impacted, while for the B2C business, the lighting & switchgear revenue growth was signi□cantly impacted by the lockdown. The B2C business, comprising non-utility metering, switchgear, lighting and wire and cable segment revenues, contributed 63% to the total revenues. The remaining 37% was contributed by the B2B segment which included metering revenues from utilities and EESL.

Significant changes in key financial ratios along with their explanation:

Category	FY 2019-20	FY 2020-21	Variation (%)
Debtors Turnover Ratio	2.09	1.79	-14.21%
Inventory Turnover Ratio	2.29	1.98	-13.32%
Interest Coverage Ratio	2.03	1.85	-9.11%
Current Ratio	1.38	1.42	3.23%
Debt Equity Ratio	0.78	0.77	-1.96%
Operating Margin Ratio (%)	37.37%	36.95%	-1.14%
Net Pro□t/ Loss Margin (%)	2.24%	1.15%	-48.97%
Return on Net Worth (%)	2.92%	1.32%	-54.85%

Revenue break-up



Segment-wise performance

I. Metering business

Metering business revenues stood at ₹ 380 crore in FY 2020-21 compared to ₹ 511 crore in FY 2019-20 registering a de-growth of 25.6% YoY. EBIT margin stood at 14.4%. The decline in revenue was attributed to COVID-19 related business and supply chain disruptions. Metering segment was already impacted negatively due to the non-availability of some critical imported components from China because of COVID-19 outbreak in the country.

However, the current metering order book of ₹ 292 crore ensures a steady growth for the segment in near future.

II. Switchgear business

Switchgear business revenues stood at ₹ 162 crore in FY 2020-21 compared to ₹ 190 crore in FY 2019-20 registering a de-growth of 14.7% YoY. EBIT margin stood at 16.6%. However, sales were disrupted in the FY 2020-21 because of the COVID-19 outbreak and the lockdown, which negatively impacted the Company's B2C business.

III. Lighting business

Lighting business revenues stood at ₹ 251 crore in FY 2020-21 compared to ₹ 210 crore in FY 2019-20 registering a growth of 19.5% YoY. EBIT margin stood at 9.6%. Lighting business continued to witness good growth momentum over the year despite the headwinds in the end user section. HPL's retail lighting solutions to major retail chains including CCD, CD Essentials and DMart contributed well to the segment business growth.

IV. Wires and Cables

Wires and cable business revenues stood at ₹ 83 crore in FY 2020-21 compared to ₹ 66 crore in FY 2019-20 registering a growth of 25.8% YoY. EBIT margin stood at 2.8%. HPL's retail lighting solutions to major retail chains including CCD, CD Essentials and DMart contributed well to the segment business growth.

Management Outlook

As the industries and the organisations are slowly resuming operations, the short- and medium-term outlook for the Company is still dependent considerably on the trajectory of second and third wave of COVID-19 in India, containment of the virus and resumption of normal economic activities. Despite the current headwinds in the country, the Company is optimistic about its long-term prospects. The future growth of HPL will be led by the strong business prospect in the metering segment. This will be supported by the pickup of consumer (B2C) business in the second half of the financial year.

B2B Business

- Growing energy sector demand, continuous investment in the infrastructure development and reforms towards revamping the transmission and distribution network will drive demand for organised players. Inspection and enquiries have started gaining traction.
- Various State Electricity Boards (SEBs) have already begun replacing conventional meters with smart meters. Barring general hiccups during the transition period and the disruptions caused by COVID-19 outbreak, this renewed thrust by the Government will open a huge opportunity for prominent meter suppliers like HPL. The Government's focus on bringing down the AT&C losses of DISCOMs is expected to drive strong demand for smart meters over the medium-to-long term.
- One-time liquidity injection of ₹ 1,200 billion into "Power Discoms" is likely to improve their financial position materially.
- In fact, the PFC has already released ₹ ~300 billion in August 2020. This will help support the demand for new metering orders over the next one year while also ensuring timely payment of dues to equipment suppliers like HPL.
- With Government's huge plan on investment in the infrastructure development, pent-up demand for HPL's products (lighting, switchgear, wires & cables) is expected in the second half of the year.

Consumer Business

- With increased vaccination programme and reduced risk of further lockdown, a demand recovery for HPL's products (lighting, switchgear, wires & cables) is expected in the second half of the year. The pickup is likely to be driven by the macroeconomic revival further supported by the onset of the festival season and higher Government spending.
- HPL expects a healthy traction in the metering business over the coming years largely due to the transition to smart mertering and smart grid.
- Looking beyond these near-term challenges, on the B2C side, the Company expects healthy traction over the coming years, led by product development efforts, network expansion, and strong branding initiatives.

The consumer segment is likely to continue the growth trajectory in the coming quarters coupled with prudent market strategies and enhanced dealer and retail network. Given the better working capital cycle and margins in the consumer business, the overall working capital cycle and margins are expected to improve with the increasing share of the consumer segment to the overall revenue.

The ongoing vaccination drive is expected to lift the consumer sentiments. However, the lockdown witnessed in May 2021 and the subsequent lockdowns/trade restrictions due to the anticipated third wave of COVID-19 may impact HPL performance, going forward.

SWOT Analysis

Strengths

- Market leader in electric meters and on-load change over switches with strict entry barriers.
- 40+ year old established brand with strong recall across various segments.
- Rich experience in the electrical industry with strong R&D and manufacturing capabilities.
- Senior management team with 20+ years of experience and strong pre-quali□cation credentials creating high benchmarks.
- Pan-India presence with established relationships with institutional customers.

Weaknesses

- Temporary impact on revenue of metering business.
- Fall in the growth of wires and cables segment.
- Reduced market share in LV switchgears.

Opportunities

- Government's strong impetus on infrastructure development.
- Growing urbanisation and expanding energy access to millions through schemes like Power for All, Smart Cities, etc.
- Rapid transition to smart metering and smart grid.
- Introduction of wide-ranging reforms in power sector and programmes like UJALA and SLNP.
- Growing consumer spending and youth population.

Threats

- Slow macro-economic growth.
- Disruptions caused by COVID-19 pandemic and its impact on economy, industry, and the Company.
- Challenge arising due to transition from conventional to smart meter.
- Fluctuations in raw material prices.
- Growing competition.

Risk Management

Risk management is a vital function at any established organisation and identi□es, assesses, and monitors the potential risks to minimise consequences arising from unexpected incidents. HPL has a well-de□ned Enterprise-wide Risk Management (ERM) framework in place for timely identi□cation and mitigation of the key risks. The Risk Management Committee ensures that the entire risk mitigation process is streamlined at the execution level at various stages to overcome adverse situations and ensure smooth business execution.

Macro-economic risk

A decline in the growth of the economy results in lower consumption and investment, which may hinder the functioning of activities in various sectors including the power sector. This may directly impact the Company's performance.

Mitigation

Through brand building, network expansion and product development initiatives, the Company continues to focus on exploring new geographies. Strong focus on R&D and proven track record of product innovation enables the Company to develop products catering to various segments.

Policy risk

Adverse or unforeseen changes in policy regulations and Government legislations may critically expose the Company to risks.

Mitigation

The Company has diversi□ed into various sectors and business segments and launches products supported by strong R&D and fair business practices. The Company closely monitors change in applicable laws and regulations and ensures readiness to compliance within stipulated timeframe.

Raw material risk

Fluctuations in the prices of raw materials or unforeseen disruption in management of raw materials may negatively impact the business pro□tability.

Mitigation

The Company maintains optimal inventory level and enters long-term favourable contracts backed by its strong leadership position and long-standing relationships with suppliers. E□cient production forecasting based on their experience also protects against the Company raw material risk.

Exchange rate risk

Being an exporter of products and importer of some of the raw materials, HPL is exposed to volatility in the exchange rate which may impact the Company's margins and pro□tability.

Mitigation

The Company closely monitors the movements in currency exchange rate and modi□es its order book correspondingly. It undertakes hedging to minimise the impact of short-term movements in currency on the businesses. Borrowing decisions are taken after currency sensitivity analysis.

Client concentration risk

Overdependence on few clients and changes in supplier preference by the clients may pose risk to the Company's business.

Mitigation

Established pan-India network across diverse business segments insulates the Company from client concentration risks. Moreover, a well-diversified product portfolio catering to varied market segments ensures steady cash flow.

Geopolitical and global pandemic risk

Geopolitical tensions between different geographies can impact the Company's export business. Similarly, a global pandemic such as COVID-19 may disrupt the business activities of the Company.

Mitigation

The Company monitors its cash flows and implements calculative decision on capex and undertakes extensive analysis before taking decisions on investments. The Company undertakes lean cost structures policy to manage adverse situations.

Internal Controls

The Company maintains an efficient internal control mechanism commensurate with the size and nature of its business. It follows stringent Standard Operating Procedures (SOPs), policies and guidelines to prohibit the assets from unauthorised use and ensuring compliance with applicable regulations and policies. The Company has a robust mechanism in place to monitor the internal controls. Self-assessment exercises are regularly carried out to ensure strict adherence to the regulatory framework. It also ensures safeguarding of data with a Code of Conduct policy for employees. The Company promotes the highest ethical standards and ensures that the work culture in no way conflicts with business interests. Self-monitoring mechanisms are devised to maintain efficiency of business operations and to monitor fraudulent conduct. The internal audit team of the Company independently reviews the adequacy and effectiveness of the internal controls and strengthens the control measures and shares its observations with the management for corrective action.

Human Resources

Human capital is the key resource of the Company and crucial to business sustainability and growth. The Company believes in hiring new talents and encourages them to grow both at personal and professional levels through regular skill and personal development training. With their in-house team of over 100 R&D professionals, HPL is looking to drive healthy growth of the business. The Company encourages a conducive work environment and aligns personal goals with Company's growth vision for a win-win situation. The employees are given ample recognition to keep them motivated by way of conducting various recreational activities and reward and recognition programmes. The total employee strength of the Company stood at 1,115 as on 31st March 2021.

Cautionary Statement

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

DIRECTOR'S REPORT

Dear Members

The Directors have pleasure in presenting 29th Annual Report of the Company together with the Audited Financial Statements for the financial year ended 31st March, 2021.

1. Financial Highlights

The Company's financial performance for the year ended 31st March, 2021 alongwith previous year's figures is summarized below:

(Rs. In Lakhs)

Particulars	Standalone		Consolidated	
	2020-21	2019-20	2020-21	2019-20
Revenue from Operations	85019.66	92522.40	87509.35	97651.44
Other Income	347.33	383.75	406.74	458.21
Operating Profit before Finance Costs, Depreciation, Tax and Extraordinary items	11245.19	11444.68	12308.58	12948.54
Less: Finance Cost	5983.61	5639.81	6441.92	6144.79
Less: Depreciation and amortization expenses	4184.57	3480.79	4494.36	3741.98
Profit before Exceptional Expenses and Tax	1077.01	2324.08	1372.30	3061.77
Profit before tax	**1077.01**	**2324.08**	1372.30	**3061.77**
Less: Tax Expenses	281.54	653.46	369.87	869.64
Profit for the year	**795.47**	**1670.62**	**1002.43**	**2192.13**
Other comprehensive income for the year, net of tax	61.92	1.35	59.47	(1.80)
Total comprehensive income for the year, net of tax	**857.39**	**1671.97**	**1061.90**	**2190.33**
Profit for the year attributable to				
Equity holders of the parent Company	795.47	1670.62	996.367	2177.23
Non-controlling interest	-	-	6.06	14.90
Total comprehensive income for the year attributable to				
Equity holders of the parent Company	857.39	1671.97	1055.91	2175.52
Non-controlling interest	-	-	5.99	14.81
Earnings per Share (in Rs) Not Annualised				
Basis (Rs)	1.24	2.60	1.55	3.39
Diluted (Rs)	1.24	2.60	1.55	3.39

2. State of Company's Affairs

FY21 was a challenging year for the Indian consumer and industrial electrical companies impacted by Covid-19 Pandemics. HPL reported a revenue of Rs 875.1 crores in FY21 lower by 10.4% compared to Rs 976.5 crores. Restarted operations only from 3rd week of May 2020 onwards, essentially doing business for only little more than a month in Q1 FY21.

HPL maintained its strong momentum gained during Q3FY21 and delivered the highest quarterly revenue in the last eight quarters at Rs. 308 Crores in Q4FY21, Healthy performance in both 'Metering' and 'Consumer' (B2C) segments.

The Metering business as expected experienced improved performance in Q4FY21 than the previous three quarters due to rise in inspections and dispatches. Metering business was hard hit in H1. The Metering business posted a revenue of Rs. 142 crores in Q4FY21, thereby recording a notable growth of 93% YoY and 29% QoQ. The Company expects good traction in the Meter business in FY22 with an increase in inspections and enquiries.

The smart meter segment is a sunrise sector and HPL is well equipped to tap the opportunities present in this segment with growing emphasis on installing the smart meters by the SEBs and the Government. With a focussed thrust on the latest R&D, we are continuously strengthening our smart meter technological base targeting to be the market leaders in the smart meter segment.

The Consumer business (B2C) recorded revenue of Rs. 166 crores in Q4FY21 registering a double-digit growth of 24% YoY and 20% QoQ led by a stupendous performance by

the lighting segment & wires and cable segment.

We have a diversified portfolio of electrical equipment catering to various needs of the market and are confident about the long-term growth trajectory of the Consumer segment fuelled by a pick-up in the economic activity, improved consumer sentiments and increased government funding.

The Company's order book stands at Rs. 704 Crores* ensuring revenue visibility for the current year despite the lockdown in Q1FY22 which has caused few disruptions. We have recently won an order worth over Rs. 372 Crores for switchgear, wires and other related accessories enhancing our position as one of the leading Electrical equipment manufacturers in the country.

HPL is looking to capitalise for future revenue growth is exports. We are happy to disclose that the wide product range of HPL backed by world-class in-house R&D capabilities helped to gain 69% YoY growth in exports.

We are currently catering to 40+ countries for exports. HPL's testing lab for LED lighting was certified by National Accreditation Board for Testing and Calibration Laboratories (NABL) for independent testing of LED lighting. Our LV switchgear testing laboratory in Jabli, Himachal Pradesh accredited with IECEE certification for independent testing of MCB & RCCB for KEMA and CB certification from DEKRA, Netherlands. These certifications enable HPL access to the new 53 countries.

Despite increase in the raw material prices, rationalisation of employee expenses and overheads helped the company to report an EBITDA of Rs. 44 crores (EBITDA Margin of 14.2%) in Q4 FY21, while Cash PAT grew exponentially by 117% YoY to Rs. 26 crores. Covid induced disruption impacted the dispatches & consequently sales of meters in FY21.

We have a diversified portfolio of electrical equipments catering to various needs of the market and are confident about the long-term growth trajectory of the Consumer segment fuelled by a pick-up in the economic activity, improved consumer sentiments and increased government funding.

Looking beyond the short-term challenges, the Company is eyeing huge opportunities in the smart metering and consumer segment. We are extremely positive about the opportunities in the smart metering space as both the public and private power distribution companies increasingly shift focus towards installing smart meters to replace conventional meters.

HPL is armed with a diverse product portfolio, state-of-the-art technology and capacity for tapping the opportunities in the industry.

The Company continues to focus on widening and strengthening its touch points and distributor base as it remains positive on the growth trajectory of the consumer segment. Overall, HPL is confident of growing and creating sustainable value for its stakeholders.

Note: *Order Book Size is as on 24th June, 2021

3. Performance of subsidiaries, associates and joint venture companies and their contribution to the overall performance of the company

As on 31st March, 2021, the company is having only one subsidiary namely Himachal Energy Private Limited and two Joint Ventures (JVs) namely HPL Electric & Power Pvt. Ltd. – Shriji Designs (JV) and HPL Electric & Power Pvt. Ltd. – Trimurthi Hitech Co. Pvt. Ltd. - Shriji Designs (JV). These JVs are established as Association of Person (AOP) and not registered under the Companies Act, 2013 and accordingly are not Associate Companies as per section 2(6) of the Companies Act, 2013.

Himachal Energy Private Limited is engaged in the manufacturing of energy saving meters and other related products. The Gross Revenue of the Company for the FY 2021 stood at Rs. 5900.84 lakhs (P.Y. Rs. 8532.28 lakhs). Profit after tax for the year stood at Rs. 212.62 lakhs (P.Y. Rs. 522.73 lakhs).

4. Names of Companies which have become or ceased to be its Subsidiaries, Joint Ventures or Associate Companies during the year

During the Financial Year ended 31st March, 2021, no company became or ceased to be a subsidiary of the Company or Joint Venture or Associate Company.

5. Consolidated Financial Statement

The statement (in prescribed Form AOC-1) as required under Section 129 of the Companies Act, 2013, in respect of the Subsidiaries and Associate companies of the Company is annexed as **Annexure I** and forms an integral part of this Report.

The consolidated financial statements of the Company & its subsidiary/ associate companies, as mentioned in Form AOC-1, for the year ended 31st March 2021, prepared in accordance with Accounting Standard (IND AS-110) "Consolidated Financial Statements" prescribed by the Institute of Chartered Accountants of India, form part of the Annual Report and Financial Statements.

The Financial Statements of the subsidiary company and the related detailed information (as per Section 129 of the Companies Act, 2013) will be made available to the shareholders of the Company and subsidiary company seeking such information. The financial statements of the subsidiary company will also be kept for inspection by any shareholder at Company's Corporate Office/ Registered Office and also that of the subsidiary. The Company has also uploaded the Financial Statements of subsidiary company on its website i.e. www.hplindia.com.

6. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the Report

There have been no material change and commitment affecting the financial position of the Company between the end of the financial year and date of this report.

7. Change in the nature of business, if any

There was no change in the nature of business of the Company during the financial year ended 31st March, 2021.

8. Reserves

During the period under report, the company do not propose to transfer any amount to the General Reserve.

9. Dividend

The Board of Directors in its meeting held on 28th June, 2021 recommended a final dividend of Rs. 0.15 per equity share of Rs. 10 face value (1.5%) for the financial year ended 31st March, 2021, subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company.

The dividend would be payable to all those Shareholders whose names appear in the Register of Members as on 23rd September, 2021, the record date fixed for this purpose.

10. Public deposits

During the period under report, the Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

11. Details of Directors or Key Managerial Personnel including those who were appointed or have resigned during the year

During the year under report, Mr. Hargovind Sachdev (DIN: 08105319) was appointed as an Independent Director of the Company for the second term of 5 (five) consecutive years with effect from 13th April, 2020 by the shareholders in the last Annual General Meeting of the Company held on 30th September 2020.

Mr. Tarun Sehgal, Mr. Jatinder Singh Sabharwal, Mrs. Madhu Bala Nath and Mr. Jainul Haque ceased to be the Independent Directors of the Company, subsequent to the expiration their second term of appointment w.e.f. 14th January, 2021. Mr. Chandra Prakash Jain, ceased to be the Whole-time Director/Director of the Company w.e.f 11th January, 2021. The Board placed on record its appreciation towards valuable contribution made by Mr. Tarun Sehgal, Mr. Jatinder Singh Sabharwal, Mr. Jainul Haque and Mrs. Madhu Bala Nath during their tenure as an Independent Directors of the company and Mr. Chandra Prakash Jain as a Whole time Director/Director of the company.

In pursuance of the Nomination and Remuneration Policy of the company, the Board of Directors in its meeting held on 12th May, 2021 within the sipulated time period as per Companies Act, 2013 and SEBI Listing Regulations 2015, appointed Dr. Rashmi Vij (DIN: 01103219) and Mr. Dhruv Goyal (DIN: 06963262) as an Additional (Independent) Directors of the Company w.e.f 12th May, 2021. Both the directors shall hold the office upto the date of forthcoming Annual General Meeting. The company has received consent in writing from both the directors to act as director in the form DIR-2 and intimation in the Form DIR- 8 to the effect that they are not disqualified U/s 164 (2) of the Companies Act, 2013 to act as Director and confirmation that they meet the criteria of independence prescribed under the Companies Act, 2013 and the SEBI Listing Regulations 2015.

The appointment of both the Independent directors requires approval of the shareholders in the ensuing Annual General Meeting. The Board recommends the appointment of Mrs. Rashmi Vij as an independent Director for the shareholders' approval for the first term of 5 (five) consecutive years w.e.f. 12th May, 2021 and the appointment of Mr. Dhruv Goyal as an Independent Director for the shareholders' approval for the first term of 6 (six) months w.e.f. 12th May, 2021.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and other applicable provisions of the Act, Mr. Gautam Seth (DIN:00203405), Jt. Managing Director of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

The Company has received declarations from all the Independent Directors of the Company confirming that

they meet the criteria of independence prescribed under the provisions of Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations 2015.

Brief details of the directors being recommended for appointment/reappointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been furnished in the Notice dated 12th August, 2021 convening the 29th Annual General Meeting.

12. Number of meetings of the Board

During the year under report, 5 (five) meetings of the Board were held, the details of which forms part of the Corporate Governance Report.

13. Formal Annual Evaluation of the Performance of the Board, its Committees and of Individual directors

Pursuant to the provisions of Section 178 of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Nomination and remuneration committee has laid down the manner for effective evaluation of performance of Board, its committees and individual directors and accordingly the Board of directors has carried out an annual evaluation of its own performance, board committees and individual directors.

While evaluating the performance of Board, the Board had considered the composition and structure of the Board in terms of size, experience, diversity, effectiveness of the board process, dissemination of information etc. The Board gives effective advice and assistance for achieving the company's mission and vision.

The performance of the committees was evaluated by the board taking into consideration the factors such as composition of the committee; effectiveness of committee meetings; independence of the committee from the Board and contribution in decision making by the Board etc. It was found that their performance and functioning was within the mandate of the Board besides meeting the expectations of the Board.

The performance evaluation of all the individual directors was carried out after taking into account their individual contribution to the board and committee meetings such as preparedness on the issues to be discussed, effective contribution in the discussion on the various agenda items, whether the independent directors fulfil the independence criteria as specified in the Companies Act, 2013 and SEBI Listing Regulations 2015 and their independence from the management. Therefore the outcome of the performance evaluation for the period under report, was satisfactory and reflects how well the directors, board and committees are carrying their respective activities.

The independent directors in its separate meeting held on 12th January, 2021 without the attendance of non-independent directors and members of management, reviewed -

(a) the performance of non-independent directors and the Board as a whole;

(b) the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;

(c) the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

14. Nomination and Remuneration Policy of Directors, Key Managerial Personnel and other employees of the Company

As per the provisions of Section 178 of the Companies Act, 2013, the Board of Directors has approved a policy which lays down a framework in relation to appointment and remuneration of Directors, Key Managerial Personnel and other employees of the Company.

The Policy broadly lays down the guiding principles, philosophy and the basis for payment of remuneration to Directors, Key Managerial Personnel, and other employees. The policy also provides the criteria for determining qualifications, positive attributes and Independence of Director and criteria for appointment of Key Managerial Personnel / Senior Management while making selection of the candidates. The above policy is available on the website of the Company at www.hplindia.com.

15. Annual Return

The Annual Return in Form MGT-7 for the financial year 2019-20 is available on the Company's website at www.hplindia.com and for the financial year 2020-21 will be made available after the same is filed with the Registrar of Companies. An extract of the Annual Return for the financial year ended 31st March, 2021 is annexed as **Annexure II** in the Form No. MGT-9.

16. Audit Committee

The details pertaining to the composition of the Audit Committee are included in the Corporate Governance Report which is a part of this Annual Report.

17. Vigil mechanism/ Whistle Blower Policy

Pursuant to the provisions of Companies Act, 2013 and SEBI Listing Regulations 2015, the Company has established a robust vigil Mechanism for directors and employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct. The Vigil Mechanism Policy provides that the company investigates in such incidents, when reported, in an impartial manner and shall take appropriate action as and when required to do so. The policy also provides the mechanism for adequate safeguard against the victimization of Director(s)/ employees who avail the mechanism and also provide for the direct access to the Chairman of the Audit Committee in exceptional cases. A vigil Mechanism policy is available on the website of the company at www.hplindia.com.

18. Risk Management Policy

The Company has in place a robust risk management policy to anticipate, identify, measure, manage, mitigate, monitor and report the risk and uncertainties that may have an impact to achieve the business objective of the company. The Company recognizes these risks which need to be managed and mitigated to protect the interest of the stakeholders, to achieve business objectives and enable sustainable growth. The risk management framework is aimed at e□ectively mitigating the Company's various business and operational risks, through strategic actions. The Company believes that managing risks helps in maximizing returns.

An extensive program of internal audits and regular reviews by the Audit Committee is carried out to ensure compliance with the best practices.

19. Policy on Material Subsidiary

The Company has framed a Policy on Material Subsidiary under Regulations 16(c) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 which is available on the website of the company i.e. www.hplindia.com.

20. Corporate Social Responsibility (CSR)

It is the responsibility of the corporations operating within society to contribute towards social and environmental development that will help in creating a positive impact on society at large.

The company discharges its CSR obligations either directly or through publicly registered Implementing Agencies towards supporting projects in eradicating hunger, poverty and malnutrition, promoting health care; promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the di□erently abled and livelihood enhancement projects, in line with the Corporate Social Responsibility policy of the company.

The Board of Directors have approved the CSR Policy of the Company as formulated and recommended by the CSR Committee, which is available on the website of the Company at www.hplindia.com. A detailed report on Corporate Social Responsibility as per the provisions of Companies Act, 2013 is annexed as **Annexure III.**

21. Particulars of Contracts or Arrangements with related Parties as per Section 188 of the Companies Act, 2013

All the transactions entered into with related parties as de□ned under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the □nancial year ended 31st March, 2021 were in the ordinary course of business and on arm's length basis. As per the provisions of Section 177 of the Companies Act, 2013, and Rules made thereunder read with Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had obtained the necessary prior approvals of the Audit Committee for all the related party transactions. Further, there were no material related party transactions with promoters, directors or Key Management Personnel during the year under report.

None of the transactions with any of the related parties were in con□ict with the interest of the Company rather, they synchronize and synergise with the Company's operations. The Related Party Transactions are available at Note no. 40 of the Standalone Financial Statements.

The Company has framed a Policy on materiality of Related Party Transactions and on dealing with related party Transactions in accordance with SEBI Listing Regulations 2015 and Companies Act, 2013, as amended. The Policy intends to ensure that proper reporting; approval and disclosure processes are in place for all transactions between the Company and related parties. The policy is available on the website of the company at www.hplindia.com and the Details of Related Party Transactions are annexed as per Form AOC-2 in **Annexure IV.**

22. Auditors

A) Statutory Auditors

As per the provisions of Section 139(1) of the Companies Act, 2013, the Company had appointed M/s. Kharabanda Associates, Chartered Accountants (Regn. No. 003456N) as Statutory Auditors for a period of 5 (Five) years in the Annual General Meeting of the company held on 28th September 2017. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute. Hence the resolution seeking ratification of the Members for continuance of their appointment at this AGM is not being sought.

Statutory Auditors Report

There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in their Audit Report that may call for any explanation from the Directors. Further, the notes to accounts referred to in the Auditors' Report are self-explanatory.

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

B) Cost Auditors

As per Section 148 of the Companies Act, 2013, the company is required to have the audit of its cost records conducted by a Cost Accountant in practice.

Pursuant to the provisions of Section 141, 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 and other applicable provisions of the Act, as amended from time to time, M/s Bikram Jain & Associates, Cost Accountants, (Firm Registration No. 101610) was appointed as the Cost Auditors of the Company for the financial year ended 31st March, 2021. However, due to the sudden demise of Mr. Bikram Jain, Proprietor, M/s Bikram Jain & Associates, the Board of directors appointed M/s M.K. Singhal & Co., Cost Accountants (Registration No. 00074) in order to fill the casual vacancy, to conduct the cost audit for the financial year ended 31st March, 2021 on the same terms and conditions including remuneration as approved.

The company has received the Cost Audit Report of the company for the financial year ended 31st March, 2020 in its meeting held on 3rd September, 2020 and the same was filed in XBRL mode within due date. The company has made and maintained the Cost records under Section 148 of the Companies Act, 2013 for the financial year ended 31st March, 2021 on the same terms and conditions including remuneration as approved.

C) Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with corresponding rules made there under M/s. AVA Associates, Company Secretaries were re-appointed as Secretarial Auditors of the Company to conduct Secretarial Audit of the Company for the financial year ended 31st March, 2021.

Secretarial Audit Report

The Secretarial Audit Report for the financial year ended 31st March, 2021 as submitted by Secretarial Auditor in Form MR-3 is annexed to this Report as **Annexure V.**

There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Secretarial Auditors in their Secretarial Audit Report that may call for any explanation from the Directors.

Annual Secretarial Compliance Report

A Secretarial Compliance Report for the financial year ended 31st March, 2021 on compliance of all applicable SEBI Listing Regulations 2015 and circulars/ guidelines issued thereunder, was obtained from M/s AVA Associates, Secretarial Auditors, and submitted to both the stock exchanges. The Secretarial Compliance Report for the financial year ended 31st March, 2021 is available on the website of the Company at www.hplindia.com.

23. Particulars of Loans, Guarantees or investments under Section 186 of the Companies Act, 2013

The investment made by the company in the subsidiary company in the form of equity share capital is disclosed in the notes to the Audited Financial Statements forming part of this Annual Report. The company has not given any loans, guarantees or provided any security in connection with a loan to any body corporate or person as per section 186 of the Companies Act, 2013 during the period under report.

24. Particulars of remuneration of Directors/ KMP/Employees

The information required to be disclosed in the Director's Report pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is set out in **Annexure VI** to this report.

25. Research and Development:

Innovation is the passion in HPL. It has undertaken a lot of initiatives to accelerate the business growth curve in the upward direction. Company has been regularly investing in infrastructure and its R&D centers to make world-class products, meeting stringent Quality standards. All the R&D centers in various units have been focusing on design and development of innovative products in the field of Switchgear, Lighting and Metering etc. to meet the growing technological challenges of the times.

Our R&D centers are recognised by DSIR (Department of

f. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating e□ectively.

29. Disclosure under the sexual harassment of women at workplace (Prevention, Prohibition And Redressal) Act, 2013

The Company has always believed in providing a safe and harassment free workplace for every individual working in the Company premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has in place robust policy on prevention, prohibition and redressal of complaints relating to sexual harassment at workplace which is applicable to the company as per the provisions of Sexual Harassment of Women at Workplace (Prevention, prohibition and Redressal) Act, 2013. The company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, prohibition and Redressal) Act, 2013.

During the year under report, the company has not received any complaint pertaining to sexual harassment.

30. Significant/material orders passed by the regulators

There are no signi□cant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operations in future.

31. Internal Financial Control Systems and their adequacy

The Company has adopted policies and procedures for e□ective internal controls system. This ensures that all transactions are authorized, recorded & timely preparation of reliable □nancial information, the safeguarding of its assets, the prevention and detection of frauds and errors. The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations.

32. Management Discussion and Analysis Report

Management Discussion and Analysis Report for the year under report, as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is also presented in a separate section forming part of this Annual Report.

33. CEO and CFO Certificate

CEO and CFO Certi□cate as prescribed under Schedule II Part B of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the Corporate Governance Report forming part of this Annual Report.

34. Disclosure of commission paid to Managing Director or Whole time directors

There is no commission paid or payable by the company to the managing director or the whole time directors.

35. Acknowledgement

The Board of Directors acknowledges the continued co-operation assistance and support the Company has received from various Government Departments, Banks/ □nancial Institutions and shareholders. The Board also places on record its appreciation for the sincere services rendered by employees of the company at all levels and the support and co-operation extended by the valued business associates and the continuous patronage of the customers of the Company.

For and on Behalf of the Board

Lalit Seth
Chairman and Whole-time Director
DIN: 00312007

Date : 12th August, 2021
Place : Noida

ANNEXURE-I

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 subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

(Rs. In Crores)

Sr. No.	Particulars	Details
1.	Name of the subsidiary	Himachal Energy Private Limited
2.	The date since when subsidiary was acquired	09.05.2016
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31.03.2021
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR
5.	Share capital	15.44
6.	Reserves & surplus	45.06
7.	Total assets	119.47
8.	Total Liabilities	58.97
9.	Investments	Nil
10.	Turnover	59.01
11.	Profit before taxation	3.01
12.	Provision for taxation	0.88
13.	Profit after taxation	2.13
14.	Proposed Dividend	Nil
15.	% of shareholding	97.15%

1. Names of subsidiaries which are yet to commence operations: None
2. Names of subsidiaries which have been liquidated or sold during the year: None

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(Amount in Rs.)

Name of Associates/Joint Ventures		HPL-Shriji Designs (JV)	HPL-Shriji-Trimurthi Hitech Company Pvt.Ltd. (JV)
1.	Latest audited Balance Sheet Date	31.03.2021	31.03.2021
2.	Date on which the Associate or Joint Venture was associated or Acquired	30.10.2010	22.06.2011
3.	Shares of Associate/Joint Ventures held by the company on the year end	97%	94%
	No.	N.A.	N.A.
	Amount of Investment in Associates/Joint Venture (Rs.)	68,89,523	1,35,96,319
	Extend of Holding%		
4.	Description of how there is significant influence	Company is holding 97% of the ownership interest	Company is holding 94% of the ownership interest
5.	Reason why the associate/joint venture is not consolidated	N.A.	N.A.
6.	Net worth attributable to shareholding as per latest audited Balance Sheet(Rs.)	(45,23,533)	(58,59,631)
7.	Profit/Loss for the year(Rs.)		
	i. Considered in Consolidation	(4,97,049)	(75,938)
	ii. Not Considered in Consolidation	-	-

1. Names of associates or Joint Ventures which are get to commence operation : None
2. Names of associates or Joint Ventures which have been liquidated or sold during the year: None

For and on Behalf of the Board of Directors

Lalit Seth	**Rishi Seth**	**Sudhir Barik**	**Vivek Kumar**
Chairman and Whole-time Director	Managing Director	Chief Financial Officer	Company Secretary
DIN: 00312007	DIN: 00203469	M. No. 13243	M. No. A18491

Date : 12th August, 2021
Place : Noida

ANNEXURE-II

FORM NO. MGT-9

Extract of Annual Return

as on the Financial Year ended 31st March, 2021

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

I. Registration and other details:

i)	CIN	L74899DL1992PLC048945
ii)	Registration Date	28-05-1992
iii)	Name of the Company	HPL Electric & Power Limited
iv)	Category of the Company	Public Limited Company
v)	Sub-Category of the Company	Limited By Shares
vi)	Address of the Registered o□ce and contact details	1/20 Asaf Ali Road, New Delhi-110002, Phone No-011-23234411 Fax: 011-23232639 Email: hpl@hplindia.com Website: www.hplindia.com
vii)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	KFin Technologies Private Limited Selenium Tower B, Plot 31-32, Financial District - Nanakramguda, Serilingampally Mandal, Hyderabad- 500 032, India Phone no.: +91 40 67161526 / Fax: (+91 40) 23001135 E-mail: einward.ris@karvy.com Website: www.k□ntech.com

II. Principal business activities of the company

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

SN	Name and Description of main products / services	NIC Code of the Product/ service*	% to total turnover of the company
1	Metering	2651	41.71
2	Switchgear	2710	18.99
3	Lighting & Electronics	2740	29.53
4	Cables	2732	9.77

**** As per NIC Code 2008.***

III. Particulars of holding, subsidiary and associate companies:

S. No	Name and address of the company	CIN/GLN	Holding/ subsidiary / associate	% age of shares held	Applicable section
1.	Himachal Energy Private Limited	U31909HP2003PTC027983	Subsidiary	97.15	Section 2(87) of Companies Act, 2013
2.	HPL Electric & Power Private Limited – Shriji Designs (JV)	NA	Joint Venture	Nil#	NA
3.	HPL Electric & Power Private Limited – Shriji Designs – Trimurthi Hitech Company Private Limited (JV)	NA	Joint Venture	Nil#	NA

The Company has Two Joint Ventures in form of Association of Person (AOP) under the names of Joint Ventures of M/s HPL Electric & Power Private Limited – Shriji Designs (JV) & HPL Electric & Power Private Limited – Shriji Designs – Trimurthi Hitech Company Private Limited (JV) w.e.f. October 30, 2010 & June 22, 2011 which were subsequently amended on September 24, 2011. Your company is the Lead Partner in both the Joint Ventures and having entitlement of 97% & 94% of pro□ts earned respectively.

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

a) Category-wise Share Holding

CATEGORY CODE	CATEGORY OF SHAREHOLDER	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR (01/04/2020)				NO. OF SHARES HELD AT THE END OF THE YEAR (31/03/2021)				% CHANGE DURING THE YEAR
		DEMAT	PHYSICAL	TOTAL	% OF EEEEAR AT				AAAYEAR	

CATEGORY CODE	CATEGORY OF SHAREHOLDER	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR (01/04/2020)				NO. OF SHARES HELD AT THE END OF THE YEAR (31/03/2021)				% CHANGE DURING THE YEAR
		DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
(b)	Individuals									
	(i) Individuals holding nominal share capital upto Rs.1 lakh	8720709	1	8720710	13.56	10526791	1	10526792	16.37	2.81
	(ii) Individuals holding nominal share capital in excess of Rs.1 lakh	1904877	0	1904877	2.96	3343074	0	3343074	5.20	2.24
(c)	Others									
	CLEARING MEMBERS	50790	0	50790	0.08	334755	0	334755	0.52	0.44
	DIRECTORS	37500	0	37500	0.06	0	0	0	0	-0.06
	NON RESIDENT INDIANS	1107565	0	1107565	1.72	370832	0	370832	0.58	-1.14
	NRI NON-REPATRIATION	403549	0	403549	0.63	67656	0	67656	0.11	-0.52
(d)	Quali□ed Foreign Investor	0	0	0	0	0	0	0	0	0
	Sub-Total B(2) :	**13150739**	**1**	**13150740**	**20.45**	**15322110**	**1**	**15322111**	**23.83**	**3.38**
	Total B=B(1)+B(2) :	**17787286**	**1**	**17787287**	**27.66**	**17581656**	**1**	**17581657**	**27.34**	**-0.32**
	Total (A+B) :	**64300485**	**1**	**64300486**	**100**	**64300485**	**1**	**64300486**	**100**	**0.00**
(C)	Shares held by custodians, against which									
	Depository Receipts have been issued									
(1)	Promoter and Promoter Group	0	0	0	0	0	0	0	0	0
(2)	Public	0	0	0	0	0	0	0	0	0
	GRAND TOTAL (A+B+C) :	**64300485**	**1**	**64300486**	**100**	**64300485**	**1**	**64300486**	**100**	

b) Shareholding of Promoter:

S. No	Shareholder's Name	Shareholding at the beginning of the year (01/04/2020)			Share holding at the end of the year (31/03/2021)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Mr. Lalit Seth	7824598	12.17	0	8030228	12.49	0	0.32
2	Mrs. Praveen Seth	2133098	3.32	0	2133098	3.32	0	0
3	Mr. Rishi Seth	2231740	3.47	0	2231740	3.47	0	0
4	Mr. Gautam Seth	2231740	3.47	0	2231740	3.47	0	0
5	HPL India Limited	17573238	27.33	0	17573238	27.33	0	0
6	Jesons Impex Private Limited	24000	0.04	0	24000	0.04	0	0
7	Havell's Private Limited	2842655	4.42	0	2842655	4.42	0	0
8	Havells Electronics Private Limited	11652130	18.12	0	11652130	18.12	0	0
	Total	**46513199**	**72.34**	**0**	**46718829**	**72.66**	**0**	**0.32**

c) Change in Promoters' Shareholding

Sr. No.		Shareholding		Cumulative shareholding during the year (01.04.2020- 31.03.2021)	
	Promoter	No. of Shares	% of the total shares of the Company	No. of Shares	% of the total shares of the Company
	At the beginning of the year **01/04/2020**	46513199	72.34	46513199	72.34
	Date wise Increase/ Decrease in promoters Share holding during the year Specifying the reasons for increase/ decrease (allotment/ transfer/ bonus/ sweat etc.)*			There is a change in the holding of Mr. Lalit Seth, promoter which is as per Note – I below	
	At the end of the year 31**/03/2021**	46718829	72.66	46718829	72.66

NOTE-I Details of Increase and Decrease in Promoters Shareholding

Sl. No	Name	Shareholding		Date of debit/ credit	Increase/ Decrease in shareholding	Reason	Cumulative shareholding during the year (01.04.2020- 31.03.2021)	
		No. of shares at the beginning (01.04.2020)/ end of the year (31.03.2021)	% of total shares of the company				No. of Shares	% of the total shares of the Company
1.	Mr. Lalit Seth	7824598	12.17	01.04.2020			7824598	12.17
				25.12.2020	205630	Market purchase	8030228	12.49
		8030228	12.49	31.03.2021			8030228	12.49

d) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

Slno	Name of the Share Holder	Shareholding at the beginning of the Year (01.04.2020)		Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the Year (01.04.2020-31.03.2021)	
		No of Shares	% of total shares of the company				No of Shares	% of total shares of the company
1	HDFC TRUSTEE CO LTD A/C HDFC HOUSING OPPORTUNITIES	3876523	6.03	01/04/2020			3876523	6.03
				11/09/2020	-26100	Sale	3850423	5.99
				25/09/2020	-37223	Sale	3813200	5.93
				30/09/2020	-17601	Sale	3795599	5.90
				09/10/2020	-91558	Sale	3704041	5.76
				16/10/2020	-18400	Sale	3685641	5.73
				23/10/2020	-26459	Sale	3659182	5.69
				30/10/2020	-116292	Sale	3542890	5.51
				06/11/2020	-53400	Sale	3489490	5.43
				13/11/2020	-119003	Sale	3370487	5.24
				20/11/2020	-109000	Sale	3261487	5.07
				27/11/2020	-527200	Sale	2734287	4.25
				04/12/2020	-201652	Sale	2532635	3.94
				11/12/2020	-493000	Sale	2039635	3.17
				18/12/2020	-532900	Sale	1506735	2.34
				22/01/2021	-47208	Sale	1459527	2.27
				29/01/2021	-204942	Sale	1254585	1.95
				12/02/2021	-59000	Sale	1195585	1.86
				05/03/2021	-996	Sale	1194589	1.86
				19/03/2021	-15568	Sale	1179021	1.83

Slno	Name of the Share Holder	Shareholding at the beginning of the Year (01.04.2020)		Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the Year (01.04.2020-31.03.2021)	
		No of Shares	% of total shares of the company				No of Shares	% of total shares of the company
				26/03/2021	-8544	Sale	1170477	1.82
				31/03/2021	-10945	Sale	1159532	1.80
				31/03/2021			1159532	1.80
2	EQ INDIA FUND	760000	1.18	01/04/2020			760000	1.18
				01/05/2020	-82217	Sale	677783	1.05
				10/07/2020	-177783	Sale	500000	0.78
				12/02/2021	600000	Purchase	1100000	1.71
				31/03/2021			1100000	1.71
3	GANESH SRINIVASAN	299000	0.47	01/04/2020			299000	0.47
				25/12/2020	125000	Purchase	424000	0.66
				31/12/2020	50000	Purchase	474000	0.74
				29/01/2021	-6676	Sale	467324	0.73
				05/02/2021	-467324	Sale	0	0.00
				31/03/2021			0	0.00
4	BHARAT TAPARIA	258000	0.40	01/04/2020			258000	0.40
				31/03/2021			258000	0.40
5	MY MONEY SECURITIES LTD.	210000	0.33	01/04/2020			210000	0.33
				11/12/2020	-210000	Sale	0	0.00
				31/03/2021			0	0.00
6	MEHAK INFRACON PRIVATE LIMITED	148000	0.23	01/04/2020			148000	0.23
				22/05/2020	1150	Purchase	149150	0.23
				30/09/2020	-50000	Sale	99150	0.15
				09/10/2020	-99150	Sale	0	0.00
				31/03/2021			0	0.00
7	NITIN KAPIL TANDON	93000	0.14	01/04/2020			93000	0.14
				31/03/2021			93000	0.14
8	MY MONEY SECURITIES LIMITED	92278	0.14	01/04/2020			92278	0.14
				30/10/2020	-30000	Sale	62278	0.10
				06/11/2020	-30000	Sale	32278	0.05
				13/11/2020	-20000	Sale	12278	0.02
				20/11/2020	-12278	Sale	0	0.00
				11/12/2020	210000	Purchase	210000	0.33
				26/02/2021	10430	Purchase	220430	0.34
				31/03/2021			220430	0.34
9	EQUITY INTELLIGENCE INDIA PRIVATE LIMITED	85000	0.13	01/04/2020			85000	0.13
				24/04/2020	-85000	Sale	0	0.00
				05/02/2021	50000	Purchase	50000	0.08
				12/02/2021	50000	Purchase	100000	0.16
				26/02/2021	250000	Purchase	350000	0.54
				05/03/2021	50000	Purchase	400000	0.62
				26/03/2021	-400000	Sale	0	0.00
				31/03/2021			0	0.00
10	BHARAT KUNVERJI KENIA	70000	0.11	01/04/2020			70000	0.11
				12/06/2020	16000	Purchase	86000	0.13
				19/06/2020	14000	Purchase	100000	0.16
				31/03/2021			100000	0.16

e) Shareholding of Directors and Key Managerial Personnel:

S. No.	Name of the Directors and KMPs	Shareholding				Date of change*	Increase/ (Decrease) in shareholding*	Reason	Cumulative Shareholding during the year (01.04.2020 to 31.03.2021)	
		No. of Shares								
		01.04.2020		31.03.2021						
		No. of Shares	% of Shares	No. of Shares	% of Shares				No. of Shares	% of total Shares of the Company
1.	Mr. Lalit Seth	7824598	12.17	8030228	12.49	25.12.2020	205630	Market purchase	8030228	12.49
2.	Mr. Rishi Seth	2231740	3.47	2231740	3.47	-	-	-	2231740	3.47
3.	Mr. Gautam Seth	2231740	3.47	2231740	3.47	-	-	-	2231740	3.47
4.	Mr. Chandra Prakash Jain**	37500	0.06	Nil	Nil	-	-	-	Nil	Nil
5.	Mr. Jatinder Singh Sabharwal*	Nil	Nil	NA	NA	Nil	Nil	Nil	Nil	Nil
6.	Mrs. Madhu Bala Nath*	Nil	Nil	NA	NA	Nil	Nil	Nil	Nil	Nil
7.	Mr. Tarun Sehgal*	Nil	Nil	NA	NA	Nil	Nil	Nil	Nil	Nil
8.	Mr. Jainul Haque*	Nil	Nil	NA	NA	Nil	Nil	Nil	Nil	Nil
9.	Mr. Hargovind Sachdev	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
10.	Mr. Vivek Kumar	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
11.	Mr. Sudhir Barik	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

*Mr. Jatinder Singh Sabharwal, Mrs. Madhu Bala Nath, Mr. Tarun Sehgal and Mr. Jainul Haque ceased to be independent Directors w.e.f 14 January, 2021.

**Mr. Chandra Prakash Jain ceased to be the Whole Time Director/Director w.e.f 11th January, 2021.

V) Indebtedness of the company including interest outstanding/ accrued but not due for payment

(Amt. in Rs.)

Sl. No	Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
A)	**Indebtedness at the beginning of the financial year (as on 01.04.2020)**				
	i) Principal Amount	5,456,355,134	-	-	5,456,355,134
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	**5,456,355,134**	**-**	**-**	**5,456,355,134**
B)	**Change in Indebtedness during the financial year (2020-21)**				
	Addition (B1)	-	6,525,000	-	6,525,000
	Reduction (B2)	59,211,325	-	-	59,211,325
	Net Change (B1-B2)	**(59,211,325)**	6,525,000	-	**(52,686,325)**
C)	**Indebtedness at the end of the financial year (as on 31.03.2021)**				
	i) Principal Amount	5,397,143,809	6,525,000	-	5,403,668,809
	ii) Interest due but not paid		-	-	
	iii) Interest accrued but not due		-	-	
	Total (i+ii+iii)	**5,397,143,809**	**6,525,000**	**-**	**5,403,668,809**

VI. Remuneration of directors and key managerial personnel

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

(Rs. In lakhs)

S. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total
		Mr. Lalit Seth	**Mr. Rishi Seth**	**Mr. Gautam Seth**	**Mr. Chandra Prakash Jain****	
		Chairman and Whole-time Director	Managing Director	Jt. Managing Director	Whole-time Director	

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

(Rs. In Lakhs)

S. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Mr. Sudhir Barik	Mr. Vivek Kumar	
		CFO	CS	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	29.80	16.62	46.42
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-	-
	(c) Pro□ts in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of pro□t	-	-	-
	others, specify…	-	-	-
5	Others	-	-	-
	Total	29.80	16.62	46.42

VII. Penalties/ punishment/ compounding of offences: Nil [*No penalties/punishment/compounding of offences were levied under the Companies Act, 2013.]*

Type		Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A.	**Company**					
	Penalty	NIL				
	Punishment	NIL				
	Compounding	NIL				
B.	**Directors**					
	Penalty	NIL				
	Punishment	NIL				
	Compounding	NIL				
C.	**Other officers in default**					
	Penalty	NIL				
	Punishment	NIL				
	Compounding	NIL				

For and on Behalf of the Board

Lalit Seth
Chairman & Whole Time Director
DIN: 00312007

Date : 12th August, 2021
Place : Noida

ANNEXURE III

ANNUAL REPORT ON CSR PURSUANT TO RULE 8 OF COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014

1. **Brief Outline on CSR Policy of the Company**

As per the provisions of Section 135 of the Companies Act 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Corporate Social Responsibility Committee (CSR Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board. The CSR Policy may be accessed on the Company's website at www.hplindia.com. The company discharges its CSR obligations as per Schedule VII to the Companies Act, 2013 directly and through implementing agencies appointed by the Company.

2. **Composition of CSR Committee**

Sl. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mrs. Madhu Bala Nath*	Chairperson	1	1
2.	Mr. Lalit Seth#	Chairman	1	1
3.	Mr. Rishi Seth	Member	1	1
4.	Mr. Jainul Haque*	Member	1	1
5.	Dr. Rashmi Vij#	Member	NA	NA

* Mrs. Madhu Bala Nath and Mr. Jainul Haque ceased to be the chairperson and member, respectively of the CSR Committee consequent upon the expiration of their second term of appointment as Independent Director w.e.f. 14th January, 2021.

Mr. Lalit Seth is appointed as Chairman and Dr. Rashmi Vij as member of the CSR Committee w.e.f. 12th May, 2021.

3. **Provide the web-link where the composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company**

CSR Committee: https://www.hplindia.com/images/composition-of-board-of-directors-and-committees-15-May-2020.pdf

CSR Policy: https://www.hplindia.com/photos/investor-pdf/CSR-Policy.pdf

CSR Projects: https://www.hplindia.com/photos/investor-pdf/CSR-Projects.pdf

4. **Provide the details of Impact Assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report)**

Not Applicable for Financial year 2020-21

5. **Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any**

Sl. No.	Financial Year	Amount available for set-o from preceding nancial years (in Rs)	Amount required to be set- o for the nancial year, if any (in Rs)
		NIL	

6. Average net pro t of the company as per section 135(5)= **Rs. 24.76 crores**

7. (a) Two percent of average net pro t of the company as per section 135(5)= **Rs. 49.52 Lakhs**

(b) Surplus arising out of the CSR projects or programmes or activities of the previous nancial years.=**NIL**

(c) Amount required to be set o for the nancial year, if any.= **NIL**

(d) Total CSR obligation for the nancial year (7a+7b- 7c). = **Rs. 49.52 Lakhs**

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

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund speci□ed under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
Rs. 51 Lakhs	-	-	-	-	-

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No).	Location of the project.		Project duration.	Amount allocated for the project (in Rs.).	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	Mode of Implementation- Direct (Yes/No).	Mode of Implementation – Through Implementing Agency	
				State.	District.						Name	CSR Registration number.
1.								NIL				

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/ No).	Location of the project		Amount spent for the project (in Rs.)	Mode of implementation - Direct (Yes/No)	Mode of implementation – Through implementing agency	
				State	District			Name	CSR registration number
1.	Medical Relief Activities	(i)	No	Andhra Pradesh	Anantapur	45,00,000	No	SRI SATHYA SAI CENTRAL TRUST	-
2.	Education of Children, Women and Gender equality	(ii)	Yes	Himachal Pradesh	Himachal Pradesh	4,00,000	No	SUTRA	-
3.	Education of differently abled and providing relief to the poor	(ii)	Yes	New Delhi	New Delhi	2,00,000	No	SAKSHAM	CSR00002055
	TOTAL					51,00,000			

(d) Amount spent in Administrative Overheads= **NIL**

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

(f) Total amount spent for the Financial Year (8b+8c+8d+8e)= **Rs. 51 Lakhs**

(g) Excess amount for set o□, if any= **Rs. 1,47,547**

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net pro□t of the company as per section 135(5)	49,52,453
(ii)	Total amount spent for the Financial Year	51,00,000
(iii)	Excess amount spent for the □nancial year [(ii)-(i)]	1,47,547
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous □nancial years, if any	0
(v)	Amount available for set o□ in succeeding □nancial years[(iii)-(iv)]	1,47,547

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

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs).	Date of transfer.	
NIL							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **Not Applicable**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project- Completed /Ongoing.
NIL								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: **NIL**

(asset-wise details).

(a) Date of creation or acquisition of the capital asset(s).

(b) Amount of CSR spent for creation or acquisition of capital asset.

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

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

Rishi Seth
Managing Director
DIN: 00203469

Lalit Seth
Chairman, CSR Committee
DIN: 00312007

Date : 12th August, 2021
Place : Noida

ANNEXURE-IV

FORM NO. AOC -2

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

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

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

(a) Name(s) of the related party and nature of relationship: N.A.

(b) Nature of contracts/ arrangements/ transactions: N.A.

(c) Duration of the contracts/ arrangements/ transactions: N.A.

(d) Salient terms of the contracts or arrangements or transactions including the value, if any: N.A.

(e) Justi□cation for entering into such contracts or arrangements or transactions: N.A.

(f) Date(s) of approval by the Board: N.A.

(g) Amount paid as advances, if any: N.A.

(h) Date on which the special resolution was passed in general meeting as required under □rst proviso to section 188: N.A.

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

(a) Name(s) of the related party and nature of relationship: N.A.

(b) Nature of contracts/ arrangements/ transactions: N.A.

(c) Duration of the contracts/ arrangements/ transactions: N.A

(d) Salient terms of the contracts or arrangements or transactions including the value, if any: N.A.

(e) Date(s) of approval by the Board, if any: N.A

(f) Amount paid as advances, if any: N.A.

For and on Behalf of the Board

Date : 12th August, 2021
Place : Noida

Mr. Lalit Seth
Chairman and Whole-time Director
DIN: 00312007

ANNEXURE-V

FORM NO MR-3

SECRETARIAL AUDIT REPORT

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

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2021

To,
The Members
HPL Electric & Power Limited
1/20, Asaf Ali Road,
New Delhi -110002

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

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

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by **HPL Electric & Power Limited** for the financial year ended on 31st March 2021 according to the provisions of:

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

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

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

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

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

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

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

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

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and

i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

vi. Other laws as are applicable to the Company as per representations made by the Company

a) Central Excise Act

b) Sales Tax Act / Vat Act

c) GST Act

d) The Finance Act

e) Income Tax Act

f) Labour Laws

g) Environmental Laws

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

(i) **Secretarial Standards** issued by The Institute of Company Secretaries of India with respect to Board and General Meeting.

(ii) The Listing Agreement entered into by the Company with BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE).

(iii) The **Companies (Corporate Social Responsibility) Rules, 2014** along with Corporate Social Responsibility Voluntary Guidelines, 2009 issued by the Ministry of CorporateA□airs, Government of India;

Based on our examination and veri□cation of the books, papers, minute books, forms and returns □led and other records produced to us and according to information and explanations given to us by the Company, we do report that the Company has in our opinion, complied with the provisions of the Companies Act, 2013 (Act) and the Rules made thereunder, the Memorandum and Articles of Association of the Company and the applicable provisions of the above mentioned laws, standards, guidelines, agreements, etc.

We report that, during the year under review:

1. The Status of the Company during the □nancial year has been that of a Listed Public Company, listed at the BSE Limited (BSE), The National Stock Exchange of India Limited (NSE).

2. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director.

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

4. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that compliance of applicable □nancial laws including Direct and Indirect Tax laws by the Company have not been reviewed in this Audit since the same have been subject to review by the Statutory Financial Audit and other designated professionals.

We further report that (as represented by the Company and relied upon by us) there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period no events occurred which had a major bearing on the Company's a□airs in pursuance of the above referred laws, rules, regulations, guidelines etc.

For AVA Associates
Company Secretaries

CS Vinod Kumar Gupta
FCS: 3648; CP: 2148
UDIN: F003648600084720 5

Date : 28th June, 2021
Place : Delhi

Annexure A

Responsibility Statement

To,
The Members
HPL Electric & Power Limited
1/20, Asaf Ali Road,
New Delhi -110002

Our report is to be read along with the following:

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on the secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain responsible assurance about the correctness of the contents of secretarial records. The veri□cation was done on test basis to ensure that correct facts are re□ected in secretarial records. We believe that the processes and practices, we follow provide a responsible basis for our opinion.

3. We have not veri□ed the correctness and appropriateness of □nancial records and books of accounts of the Company.

4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events, etc.

5. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to veri□cation of procedures on test basis.

6. The secretarial audit report is neither an assurance as to the future viability of the Company nor the e□cacy or e□ectiveness with which the management has conducted the a□airs of the Company.

For AVA Associates
Company Secretaries

CS Vinod Kumar Gupta
FCS: 3648; CP: 2148
UDIN: F0036486000847205

Date : 28th June, 2021
Place : Delhi

ANNEXURE-VI

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

Relevant Clause u/r 5(1)	Prescribed Requirement	Particulars
(i)	Ratio of the remuneration of each Director to the median remuneration of employees of the company for the □nancial year	1. Mr. Lalit Seth, Chairman and Whole-time Director-72:1 2. Mr. Rishi Seth, Managing Director-30:1 3. Mr. Gautam Seth, Jt. Managing Director-30:1
(ii)	Percentage increase in remuneration of each director, Chief Financial O□cer, Chief Executive o□cer, Company Secretary, manager, if any, in the □nancial year	1. Mr. Lalit Seth, Chairman and Whole-time Director-NIL 2. Mr. Rishi Seth, Managing Director- NIL 3. Mr. Gautam Seth, Jt. Managing Director-NIL 4. Mr. Sudhir Barik, CFO- 17.30% 5. Mr. Vivek Kumar Gupta, CS – Nil
(iii)	Percentage increase in the median remuneration of employees in the □nancial year	Nil
(iv)	Number of permanent employees on the rolls of company	1115
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last □nancial year and its comparison with the percentile increase in the managerial remuneration and justi□cation thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average increase in remuneration of Managerial Personnel- Nil Average increase in remuneration of employees other than the Managerial Personnel – Nil
(vi)	A□rmation that the remuneration is as per the remuneration policy of the company	It is hereby a□rmed that the remuneration paid to Directors, Key Managerial Personnel and other Employees is as per the Nomination and Remuneration Policy of the Company.

B. STATEMENT SHOWING PARTICULARS OF EMPLOYEES PURSUANT TO THE PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Top 10 Persons:

Persons Employed for the full year ended 31st March, 2021 who were in receipt of the remuneration which in the aggregate was not less than Rs. 1,02,00,000/- p.a.

Employee Name Designation Gross Remuneration(Rs.) Qualification Total Experience in Years Date of Commencement of Employment Age in Years Last Employer & Designation Held

Mr. Lalit Seth Chairman and Whole-time Director 2,63,78,236 Undergraduate 51, 28.05.1992, 75; Mr. Chandra Prakash Jain 1,28,07,289 Bachelor of Engineering, PG in Statistical Quality Control, MBA, 30 18.05.2009 60; Mr. Gautam Seth Joint Managing Director 1,18,88,052 B.com, CA 24 15.02.2008 49; Mr. Rishi Seth Managing Director 1,10,13,236 B.com, MBA 26 14.04.2000 50; Mr. G N Sharma Chief Vice President 96,00,000 Diploma in Mechanical Engineering 25 01.05.2011 60 Havells India Limited; Mr. C.R. Kundu Sr. VP Switchgear 80,52,509 Bachelor of Engineering (Electrical) 39 01.08.2017 64 BCH Electric Ltd; Mr. Devendra

Vyas General Manager R&D Meters 70,00,008 MBA Electronics Engineering 25 18.05.2020 46 Secure Meter Limited; Mr. Sundeep Tandon VP Business Development 54,18,133 BE in Electricals, PGDBM, MBA 33 03.12.2007 57 English Electrical Company of India Ltd, GRC ASTON; Mr. Ghanshyam Verma Sr. General Manager 47,78,004 B. Tech Electrical 31 12.10.2020 52 Genus Power Infrastructure Limited; Mr. Niraj Tiwari VP (Trade Lighting & Wire Division) 43,22,207 PG Diploma in Business Development 24 03.03.2014 47 Philip India Ltd.

Persons employed for part of the year ended 31st March, 2021 who were in receipt of the remuneration which in the aggregate was not less than Rs. 8,50,000/- p.m.

Employee Name Designation Gross Remuneration Qualification Total Experience in Years Tenure of Employment (Date of Commencement Date of Cessation) Age in Years Last Employer &Designation Held

NIL

Notes:

1. Gross Remuneration includes salary, allowances, contribution towards P.F. and perquisites.

2. The nature of employment is permanent in all the above cases.

3. Except Mr. Lalit Seth, Mr. Rishi Seth and Mr. Gautam Seth, none of the above employees hold more than 2% of the total paid up capital of the Company.

4. None of the employee is related to any director or manager of the Company except Mr. Rishi Seth and Mr. Gautam Seth, both being the sons of Mr. Lalit Seth, Chairman and Whole Time Director as per Section 2(77) of the Companies Act, 2013.

For and on Behalf of the Board

Lalit Seth
Chairman and Whole-time Director
DIN: 00312007

Date : 12th August, 2021
Place : Noida

ANNEXURE VII

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

Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014

(A) Conservation of energy

(i) The steps taken or impact on conservation of energy and the steps taken by the company for utilising alternate sources of energy:

Energy Conservation measures taken

HPL group has been always focused for Energy conservation thereby reducing the e□ect of global warming. It has been our endeavor to adopt and implement new technologies to conserve energy and keep the environment green. The company has aligned its goal with the Indian government's National plan on Energy conservation to reduce the carbon footprint to save the planet earth. In the last few decades, we have seen alarming change in the climate conditions. As such, it has become the need of the hour to save energy as much as possible. The company has made a mandatory policy to use only energy e□cient BEE star rated products in all the manufacturing units. It has taken several steps for conserving energy through various initiatives and is continuously working to improve energy conservation and utilization. Main focus has been to reduce the energy cost thereby minimizing the e□ect on the Environment. Innovative methods and various energy conservation measures have been implemented in all the plants and o□ces of HPL. Energy utilization cost of the company has come down in the last year compared to previous year's record. The company has already ventured into Solar projects last 2 years and has started implementation of use of solar energy for all the plants in di□erent stages. Continuous e□orts are put on innovation of new products which are cost e□ective as well as energy e□cient. Recently, the Kundli plant laboratory has been NABL accredited, which shows HPL's e□orts in further strengthening its R&D work in the □eld of Switchgear & Lighting products.

HPL is contributing for Energy conservation by design, development and supply of centralizedstreet light management systems, Net Energy meter, Smart pre-paid energy meters for reducing energy usage, encouraginguse of renewable power sources and reducing carbon footprint.

This would be a great e□ort in reducing the carbon footprint thereby conserving energy for the social good. Special e□orts have been put on some speci□c energy conservation projects, which have been mentioned below:

Lighting:

Company has tried to reduce and optimize the lighting requirements in the plants through following initiatives:

a. For all lighting circuits, the Lighting load has been optimized.Natural light is used in as many places as possible to save energy. To make this e□ective signage with "Switch OFF when NOT in USE" are used at various electrical points.

b. All conventional Light □ttings have been replaced with LED Light e□cient □xtures at factory and o□ce premises leading to savings in energy consumption.

c. LED tube light □ttings are used in all the assembly sections & o□ces to conserve energy.

d. Almost 100% of conventional light □ttings have been replaced with LED lighting □tting in all the plants.

Replacement of old equipment with new energy efficient equipment:

- Energy e□cient AC VFD motors & drives are in use.
- Solar LED lights along the compound walls of factories. These lights are □tted with dusk & dawn sensors to conserve energy.
- Higher lumen rated LED lighting in use.
- BEE star rated Air conditioning units are being in use.
- All molding machines are connected with UPS to maintain continuous running leading to increase in productivity.
- Insulated heaters for Injection molding machines are being used to conserve energy.
- Hot runner molds are used in high volume items to conserve material, energy and increase productivity.
- Integral heating mechanism for Thermoset Moldings tools is in use to create better heating and improve product quality.

Optimization of electrical equipment:

Power factor is being monitored on regular basis continuously to maintain in the range of 0.97- 0.99 against the minimum required standard of 0.95 as per Govt. Electricity consumption rules.

Impact:

All the various energy conservation methods have resulted in

- ✓ Optimizing the energy consumption
- ✓ Savings on cost of production
- ✓ Reduction in carbon footprint
- ✓ Reduction in processing time
- ✓ Increase in productivity
- ✓ Increase in overall e□ciency

Capital investment of energy conservation equipment:

The company is putting all e□orts to reduce and optimize the energy requirements in the manufacturing unit by investing in energy saving equipment, plants and machineries on regular basis.

B. Technology absorption

The Company is continuously working towards absorption of new technologies by doing latest developments in products, processes and use of new materials to ensure quality of products for customers.

Efforts made toward the Technology absorption

Company is continuously spending money in R&D department to meet the new challenges. The company has two R&D centres which are approved by Department of science& Industrial Research, Govt. of India as well as NABL accredited. As a process of technological development, company is continuously adopting & absorbing new technologies to develop products & up gradation of processes to meet the new challenges. Once the product or process is developed, the prototypes are built, followed by pilot development batch which undergoes complete testing before proceeding for commercial production or implementation. HPL continuously works towards following activities for achieving the short term as well as long term business goals:-

- Continuous development of new products & process for improvement in business e□ciency by reduction in cost, cycle time which leads to energy conservation also.
- Development of Import substitution for products & material.
- Value Engineering in products & process to reduce wastages.
- Continuously absorb new technologies to improve the testing procedures for products, process & materials to enhance the quality of products, safety to persons concerned &be environment friendly.
- Special focus on development of in-house products which are compatible to new technology, specially, interface with computers.

The benefits which are derived like product improvement, cost re6 (t)]TJ(c),..n devry is 5of ll p (t)80 Td0(D)-4 (ev)1

-

CORPORATE GOVERNANCE REPORT

In terms of Regulation 34(3) read with Section C of Schedule V to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is essentially a system by which Companies are governed and controlled by the management under the direction and supervision of the Board in the best interest of all stakeholders. It is not mere compliance of laws, rules and regulations, but also the application of best management practices and adherence to the highest ethical principles in all its dealings, to achieve the objects of the Company, enhance stakeholder's value and discharge its social responsibility. Above all, it is a way of life, rather than merely a regulatory and legal compulsion.

Company's philosophy on the Code of Governance is based on the belief that e□ective Corporate Governance practices constitute a strong foundation on which successful commercial enterprises are built to last. Good Corporate Governance is indispensable to resilient and vibrant capital markets and is, therefore, an important instrument of investor protection. Your Company lays great emphasis on a corporate culture of conscience, integrity, fairness, transparency, accountability and responsibility for e□cient and ethical conduct of its business.

The Company adheres to compliance requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as regard to Corporate Governance.

2. BOARD OF DIRECTORS

The Board of Directors is the apex body constituted by the shareholders for overseeing the Company's overall functioning. The Board provides and evaluates the Company's strategic direction, management policies and their e□ectiveness and ensures that the shareholders' long term interests are being served.

The Board of Directors consists of eminent persons with wide knowledge and experience in di□erent □elds including technical, commercial, □nance, business administration etc., which not only bring wide range of expertise, but also impart desired level of independence to the Board and helps healthy deliberations at the board meetings to decide on various matters of the Company.

2.1 Composition of the Board of Directors

The Board of Directors of HPL Electric & Power Limited (the 'Company') oversees the conduct of business activities by management and serves to ensure the implementation of company's policies in an e□ective and e□cient manner.

As on 31st March, 2021, the Board of Directors comprised of four directors including one Independent director. During the year under report, Mr. Tarun Sehgal, Mr. Jatinder Singh Sabharwal, Mr. Jainul Haque and Mrs. Madhu Bala Nath ceased to be the Independent Directors of the Company wef 14th January, 2021, subsequent to the expiration of their second term of appointment and Mr. Chandra Prakash Jain resigned as the Whole-time Director/ Director of the Company w.e.f. 11th January, 2021 in order to facilitate the reconstitution of the Board. However, as per the provisions of the SEBI Listing Regulations 2015 and Companies Act, 2013, the board of directors in its meeting held on 12th May, 2021 appointed Dr. Rashmi Vij and Mr. Dhruv Goyal as Additional (Independent) Directors of the company w.e.f. 12th May, 2021, subject to the approval of shareholders in the forthcoming Annual general meeting of the company. The pro□les of the Directors can be accessed on the Company's website at www.hplindia.com.

None of the Directors on the board hold directorships in more than ten public Companies and None of the directors on the board is a member of more than 10 committees or act as chairman of more than 5 committees across all the listed companies in which he is a director.

2.2. Meetings and Attendance of Directors

During the □nancial year 2020-21, 5 (Five) Board Meetings were held on 9th July, 2020, 3rd September, 2020, 14th September, 2020, 12th November, 2020 and 12th January, 2021. The maximum interval between the two Board Meetings did not exceed 120 days as prescribed under the Companies Act, 2013 and Regulation 17 (2) of the SEBI Listing Regulations 2015.

Details regarding the category of Directors, attendance of Directors at Board Meetings and the last Annual general meeting (AGM), number of other directorships and Committee positions held by them in companies are given below:

Name and Designation of the Director	Category	No. of Board Meetings Attended (against 5 held during nancial year 2020-21)	Attendance at the last AGM held on 30th September, 2020	No. of Directorship in other public Limited Companies (As on 31st March, 2021)	No. of Committee positions held in other Public Companies (As on 31st March, 2021)	
					Chairman	Member
Mr. Lalit Seth Chairman and Whole Time Director DIN: 00312007	Non-Independent/ Executive	5	Yes	3	0	0
Mr. Rishi Seth Managing Director DIN: 00203469	Non Independent/ Executive	3	Yes	3	0	0
Mr. Gautam Seth Joint Managing Director DIN: 00203405	Non-Independent/ Executive	5	Yes	3	1	1
Mr. Chandra Prakash Jain* Whole-time Director DIN: 00311643	Non Independent/ Executive	1	No	NA	NA	NA
Mr. Hargovind Sachdev DIN: 08105319	Independent/ Non Executive	5	Yes	0	0	0
Mr. Jatinder Singh Sabharwal** DIN: 07364399	Independent/ Non Executive	5	Yes	NA	NA	NA
Mrs. Madhu Bala Nath** DIN: 01320110	Independent/ Non Executive	5	Yes	NA	NA	NA
Mr. Tarun Sehgal** DIN: 07384592	Independent/ Non Executive	1	No	NA	NA	NA
Mr. Jainul Haque ** DIN: 00004762	Independent/ Non Executive	5	No	NA	NA	NA
Dr. Rashmi Vij# DIN: 01805319	Independent/ Non Executive	NA	NA	NA	NA	NA
Mr. Dhruv Goyal# DIN: 06963262	Independent/ Non Executive	NA	NA	NA	NA	NA

* Mr. Chandra Prakash Jain resigned as the Whole-time Director/Director of the Company w.e.f. 11th January, 2021.

** Mr. Tarun Sehgal, Mr. Jatinder Singh Sabharwal, Mrs. Madhu Bala Nath and Mr. Jainul Haque ceased to be the Independent Directors of the Company w.e.f. 14th January, 2021, subsequent to the expiration of their second term of appointment as Independent Directors.

Dr. Rashmi Vij and Mr. Dhruv Goyal are appointed as Additonal (Independent) Directors of the company w.e.f 12th May, 2021.

NOTES:

1. Mr. Lalit Seth, Mr. Rishi Seth and Mr. Gautam Seth belongs to the promoter and promoter group of the Company.
2. Other Directorship does not include, Directorship of Private Limited Companies, Foreign Companies and companies under section 8 of the Companies Act, 2013. Chairmanship/ Membership of Board committees include only Audit Committee and Stakeholders' Relationship Committee.
3. None of the Directors of the Company is related inter-se, except Mr. Lalit Seth, Mr. Gautam Seth and Mr. Rishi Seth who are related in terms of Section 2(77) of the Companies Act, 2013 read with Rule 4 of the Companies (Speci cation of de nitions details) Rules, 2014.
4. None of the Non- Executive Directors hold any shares in the company. The Company has not issued any convertible instrument.
5. None of the Director on the Board is a Director of any other listed entity.

2.3 Skills/ Expertise/Competence of the Board of Directors including the areas as identified by the Board in the context of the Company's business:

The Company's Board comprises of quali□ed members who have requisite skills, competencies and expertise to discharge their duties as Company's directors and make e□ective contribution. The Nomination and Remuneration policy of Directors, KMPs and other employees of the company sets out the criteria for determining the quali□cations and expertise of the director in order to have a diverse and competent Board.

The independent directors possess the desired skills, experience and knowledge in the □elds of □nance, law, management, sales, marketing, administration, corporate governance or other disciplines related to the company's business. The Independent Directors discharge their responsibilities with full impartiality as Independent directors.

The following matrix setting out the skills/expertise/competencies in the context of business of the company currently available with the Board is as follows:

Sl. No.	Name of the Director	Skill/expertise/competence
1	Mr. Lalit Seth	Leadership and overall corporate and general management
2	Mr. Rishi Seth	Commercial, operations and Legal
3	Mr. Gautam Seth	Sales & marketing, Finance, Corporate Governance, Investor Protection
4	Mr. Dhruv Goyal	Commercial and Business Management
5	Dr. Rashmi Vij	Corporate Governance, General Management and Social Responsibility
6	Mr. Hargovind Sachdev	Audit, banking, Finance Corporate Governance and Investor Protection

2.4 INDEPENDENT DIRECTORS

A. Familiarization Programmes

The Independent Directors are provided with necessary documents, information and policies to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made at the Board and Committee meetings on business and performance updates of the Company, business strategy and risks involved.

Quarterly updates on the Board Meetings regarding the relevant statutory, regulatory changes are regularly circulated to the Directors. Site visits to various plant locations are organized for the Independent Directors to enable them to understand and acquaint with the operations of the Company.

The details of such familiarisation programmes for Independent Directors are put up on the Company's website and can be accessed at www.hplindia.com.

B. Confirmation that in the opinion of the Board, the Independent Directors fulfill the conditions specified in SEBI Listing Regulations 2015 and are Independent of the Management

Based on the declaration submitted by the Independent Directors of the Company provided at the beginning of the Financial Year 2021-22, the Board hereby certify that all the Independent Directors appointed by the Company ful□lls the conditions speci□ed in SEBI Listing Regulations 2015 and are independent of the management.

C. Detailed reasons for the Resignation of an Independent Director who resigns before the expiry of his/ her tenure alongwith a confirmation by such director that there are no other material reasons

During the period under report, none of the Independent Directors of the company resigned before the expiry of his/ her tenure. Mr. Tarun Sehgal, Mr. Jatinder Singh Sabharwal, Mrs. Madhu Bala Nath and Mr. Jainul Haque ceased to the Independent Directors of the Company wef 14th January, 2021, subsequent to the expiration of their second term of appointment and there was no other material reason behind their cessation. Mr. Chandra Prakash Jain resigned as the Whole-time Director/Director of the Company wef 11th January, 2021.

D. Separate Meeting of Independent Directors

In terms of the provisions of Regulation 25 of the SEBI Listing Regulations 2015 and Schedule IV of the Companies Act 2013, separate meetings of the Independent Directors of the company are held every year in a □nancial year, without the attendance of Non-Independent Directors and members of the management.

During the Financial year 2020-21, the Independent Directors met separately on 12th January, 2021, whereat the following items were discussed:

- Review the performance of non-independent directors and the board as a whole.
- Review the performance of the chairman of the company, taking into account the views of Executive Directors and Non executive directors.
- Assessment of the quality, quantity and timeliness of □ow of information between the Company Management and the Board that is necessary for the board to e□ectively and reasonably perform their duties.

2.5 CODE OF CONDUCT

The Board of Directors have laid down a Code of Conduct for all the Board members and Senior management Personnel of the Company. The Code of Conduct has also been posted on the website of the Company at www.hplindia.com.

All Board members and Senior Management Personnel have, on 31st March, 2021, a□rmed compliance with the Code of Conduct. A declaration to this e□ect, duly signed by the Managing Director, forms part of this Report.

3. BOARD COMMITTEES

3.1 Audit Committee

A. Composition and Attendance

The constitution of the Audit Committee is in conformance with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations 2015, which comprises of three Directors with two Independent Directors forming majority. All the members of the Committee have adequate knowledge of □nancial and accounting matters. The Company Secretary acts as the Secretary to the Audit Committee.

During the Financial Year 2020-21, 5 (□ve) Audit Committee meetings were held on 9th July, 2020, 3rd September, 2020, 14th September, 2020, 12th November, 2020 and 12th January, 2021. The maximum gap between the two meetings did not exceed 120 days as prescribed under Regulation 18 of the SEBI Listing Regulations 2015.

The Constitution of the Audit Committee and attendance of the members at its Meetings are as follows:

Sr. No.	Name	Category	Designation	No. of Meetings Held	No. of Meetings Attended
1.	Mr. Hargovind Sachdev*	Independent/ Non Executive	Chairman	5	5
2.	Mr. Gautam Seth	Non Independent/ Executive	Member	5	5
3.	Dr. Rashmi Vij#	Independent/ Non Executive	Member	NA	NA
4.	Mr. Tarun Sehgal**	Independent/ Non Executive	Chairman	5	1
5.	Mr. Jatinder Singh Sabharwal**	Independent/ Non Executive	Member	5	5

*Mr. Hargovind Sachdev took the charge as the Chairman of the Audit Committee w.e.f. 12th May, 2021.

#Dr. Rashmi Vij is appointed as the Member of the Audit Committee subsequent to her appointment as Additional (Independent) Director of the company w.e.f. 12th May, 2021.

** Mr. Tarun Sehgal and Mr. Jatinder Singh Sabharwal ceased to be the members of the Committee w.e.f 14th January, 2021, subsequent to their cessation as Independent Directors of the Company.

B. Terms of Reference

The terms of reference of Audit Committee as per the governing provisions of the Companies Act, 2013 and SEBI Listing Regulations 2015. The role of the Audit Committee includes the following:

I. Oversight of Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

II. Recommendation for appointment, remuneration and terms of appointment of auditors of Company;

III. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

IV. Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:

a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Act.

b) Changes, if any, in accounting policies and practices and reasons for the same.

c) Major accounting entries involving estimates based on the exercise of judgment by management.

d) Significant adjustments made in the financial statements arising out of audit findings.

e) Compliance with listing and other legal requirements relating to financial statements.

f) Disclosure of any related party transactions; and

g) Modified opinion(s)in the draft audit report.

V. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;

VI. Reviewing, with the management, the statement of uses / application of funds raised through an issue(public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

VII. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

VIII. Approval or any subsequent modification of transactions of the Company with related parties;

IX. Scrutiny of inter-corporate loans and investments;

X. Valuation of undertakings or assets of the Company, wherever it is necessary;

XI. Evaluation of internal financial controls and risk management systems;

XII. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

XIII. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

XIV. Discussion with internal auditors of any significant findings and follow up thereon;

XV. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

XVI. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

XVII. To look into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

XVIII. To review the functioning of the whistle blower mechanism;

XIX. Approval of appointment of Chief Financial O□cer after assessing the quali□cations, experience and background, etc. of the candidate;

XX. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

XXI. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

XXII. Consider and comment on rationale, cost-bene□ts and impact of Schemes involving merger, demerger, amalgamation etc. on the Company and its shareholders.

XXIII. Shall review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 at least once in a □nancial year and shall verify that the systems for internal control are adequate and are operating e□ectively.

XXIV. mandatorily review the following information:

- Management discussion and analysis of □nancial condition and results of operations;
- Statement of signi□cant related party transactions (as de□ned by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses;
- The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee; and
- Statement of deviations:

  (i) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to the stock exchanges in terms of sub-Regulation (1) of Regulation 32 of the SEBI Listing Regulations; and

  (ii) Annual statement of funds utilized for purposes other than those stated in the o□er Document/prospectus/ notice in terms of sub-Regulation (7) of Regulation 32 of SEBI Listing Regulations.

3.2 Nomination & Remuneration Committee

A. Composition and Attendance

The constitution of the Nomination and Remuneration Committee is in conformance with the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations 2015, which comprises of three Non-Executive Independent Directors. The Company Secretary acts as the Secretary to the said Committee.

During the Financial Year 2020-21, 1 (One) Nomination & Remuneration Committee Meeting was held on 12th January, 2021.

The constitution of the Nomination and Remuneration Committee and attendance of the members at its meetings are as follows:

Sr. No.	Name	Category	Designation	No. of Meetings Held	No. of Meetings Attended
1.	Mr. Jatinder Singh Sabharwal*	Independent/ Non Executive	Chairman	1	1
2.	Mr. Tarun Sehgal*	Independent/ Non Executive	Member	1	0
3.	Mrs. Madhu Bala Nath*	Independent/ Non Executive	Member	1	1
4.	Mr. Dhruv Goyal**	Independent/ Non Executive	Chairman	NA	NA
5.	Mr. Hargovind Sachdev**	Independent/ Non Executive	Member	NA	NA
6.	Dr. Rashmi Vij**	Independent/ Non Executive	Member	NA	NA

*Mr. Jatinder Singh Sabharwal, Mr. Tarun Sehgal and Mrs. Madhu Bala Nath ceased to be the members of the Committee w.e.f. 14th January, 2021, subsequent to their cessation as Independent Directors of the Company.

**Appointed Mr. Dhruv Goyal as Chairman and Mr. Hargovind Sachdev and Dr. Rashmi Vij as the members of the Committee w.e.f. 12th May, 2021.

B. Terms of Reference:

The terms of reference of the Nomination and Remuneration Committee, inter alia, includes the following:

I. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

II. Formulation of criteria for evaluation of performance of independent directors and the Board of Directors;

III. Devising a policy on diversity of Board of Directors;

IV. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;

V. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of Independent Directors.

VI. Recommend to the board, all remuneration, in whatever form, payable to senior management.

C. Performance evaluation criteria for Independent Directors

As per the provisions of Section 178 of the Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations 2015, the Nomination and Remuneration Committee of the Company has laid out the manner for effective evaluation of performance of Board, its Committees and individual directors including Independent Directors to be carried out by the Board.

The said manner provides certain parameters like professional qualification and appropriate experience in various fields like marketing, finance, risk management, communication with other board members, effective participation, compliance with code of conduct, exercise his/her own judgement and views openly which is in compliance with applicable laws. The performance evaluation of the Independent Directors includes the fulfilment of the independence criteria as specified and independence from the management, their performance and how constructively they contribute in Boards' deliberations etc. The brief about the performance evaluation carried out for the financial year 2020-21 is provided in the Directors' Report Section of this Annual Report.

D. Remuneration of Directors

(i) All pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company:

During the Financial Year 2020-21, the company has no pecuniary relationship or transaction with the Non Executive Directors except the payment of sitting fees for attending the board meetings and its allied committees.

(ii) Criteria of making payments to Non-Executive Directors:

The terms of appointment / re-appointment, remuneration / fees, removal of Non-Executive Directors are governed as per the Nomination and Remuneration Policy for Directors, key managerial Personnel and other employees, as adopted by the Company. The Nomination & Remuneration Policy is available on the website of the company at www.hplindia.com. The non-executive directors are entitled to sitting fees for attending the meetings of the Board and its allied Committees.

(iii) Disclosures with respect to Remuneration/Sitting Fee paid

a) Details of remuneration/sitting fee paid to Directors during the Financial Year 2020-21 are given below:

(Rupees in Lakhs)

Sr. no.	Name and Designation	Sitting Fee (A)	Salary (B)	Perquisites (C)	Contribution to P.F. (D)	Total (A+B+C+D)
1.	Mr. Lalit Seth (Chairman and Whole-time Director)	NA	263.39	0.40	-	263.79
2.	Mr. Rishi Seth (Managing Director)	NA	109.74	0.40	-	110.14
3.	Mr. Gautam Seth (Joint Managing Director)	NA	118.48	0.40	-	118.88
4.	Mr. Chandra Prakash Jain* (Whole Time Director)	NA	94.79	-	0.15	94.94
5	Mr. Hargovind Sachdev** (Independent Director)	4.30	-	-	-	4.30
6	Mrs. Madhu Bala Nath** (Independent Director)	3.10	-	-	-	3.10
7	Mr. Jainul Haque** (Independent Director)	2.80	-	-	-	2.80
8	Mr. Hargovind Sachdev (Independent Director)	4.30	-	-	-	4.30
9	Dr. Rashmi Vij# (Independent Director)	-	-	-	-	-
10	Mr. Dhruv Goyal# (Independent Director)	-	-	-	-	-

*Mr. Chandra Prakash Jain was paid uptil 10th January, 2021, as Whole-time Director/Director of the company subsequent to his resignation wef 11th January, 2021.

**Mr. Tarun Sehgal, Mr. Jatinder Singh Sabharwal, Mrs. Madhu Bala Nath and Mr. Jainul Haque ceased to be the Independent Directors w.e.f 14th January, 2021.

Dr. Rashmi Vij and Mr. Dhruv Goyal are appointed as Additional (Independent) Directors of the company w.e.f. 12th May, 2021.

Notes:

1. Sitting Fees represents payment to the Non-executive Independent Directors for attending Meetings of the Board and Committees thereof held during the tenure of office of Director.

2. As per the amendment to the Income Tax Act, 1961, Income Tax at Source was deducted.

b) Service Contract, Severance Fees and Notice Period of the Executive Directors:

The appointment/re-appointment of the Executive Directors is governed by the resolutions passed by the Nomination and Remuneration Committee, Board and the Shareholders of the Company, which cover the terms and conditions of such appointment read with the service rules of the Company. A separate Service Contract is not entered into by the Company with Executive Directors. No notice period or severance fees is payable to any Director.

c) Stock Options details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable:

During the Financial Year 2020-21, no stock options were granted to any of the directors of the company.

3.3 Stakeholders' Relationship Committee:

A. Composition and Attendance

The constitution of the Stakeholders' Relationship Committee is in conformance with the requirements of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations 2015. The Committee comprises of three members including one Independent Director and the Chairman is a Non-executive Independent Director. The Company Secretary acts as the secretary to the said committee.

During the Financial Year 2020-21, 1 (one) Stakeholders' Relationship Committee meeting was held on 12th November 2020.

The composition of the Stakeholders' Relationship Committee and attendance of the members at its meeting are as follows:

Sr. No.	Name	Category	Designation	No. of Meetings Held	No. of Meetings Attended
1.	Mr. Hargovind Sachdev	Independent/ Non Executive	Chairman	1	1
2.	Mr. Rishi Seth	Non Independent/ Executive	Member	1	0
3.	Mr. Gautam Seth	Non Independent/ Executive	Member	1	1

B. Name and designation of compliance officer

Mr. Vivek Kumar, Company Secretary is the Compliance O□cer of the Company.

C. Terms of Reference:

The terms of reference of the Stakeholders' Relationship Committee is as under:

I. Resolving the grievances of the security holders of the company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certi□cates, general meetings etc.

II. Review of measures taken for e□ective exercise of voting rights by shareholders.

III. Review of adherence to the service standards adopted by the company in respect of various services being rendered by the Registrar & Share Transfer Agent.

IV. Review of the various measures and initiatives taken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

D. Shareholder Grievance Redressal

The Company has received 1 Investor complaint during the period under report which was resolved to the satisfaction of the investor. There was no pending investor complaint as on 31st March, 2021.

3.4 Executive Committee

The Executive Committee was constituted to expedite the day to day a□airs of the company which are in routine nature. The committee functions within the approved framework and on the directions of the Board of directors.

During the □nancial year 2020-21,15 (Fifteen) Executive Committee meetings were held on 24th April, 2020, 14th May, 2020, 22nd May, 2020, 5th June, 2020, 6th July, 2020, 17th July, 2020, 19th August, 2020, 8th September, 2020, 10th October, 2020, 8th December, 2020, 28th January, 2021, 15th February, 2021, 4th March, 2021, 18th March, 2021 and 24th March, 2021.

The Composition of the Executive Committee and attendance of the members at its Meetings are as follows:

Sr. No.	Name	Category	Designation	No. of Meetings Held	No. of Meetings Attended
1.	Mr. Lalit Seth	Non Independent/ Executive	Chairman	15	15
2.	Mr. Rishi Seth	Non Independent/ Executive	Member	15	15
3.	Mr. Gautam Seth	Non Independent/ Executive	Member	15	15

B. Terms of Reference:

The terms of reference of the Executive Committee as authorised by the Board of Directors of the Company are as under:

1. To open and operate any bank account like imprest account; EEFC account; current account; CC account; working capital account.

2. Change in signatory for the operation of the said bank accounts.

3. authorized to accept, sign or execute the sanctions letters or any other agreement or document with any Bank or □nancial Institution and to do all other acts deeds in relation to availing Bank borrowings/Credit Facility (Fund Based/Non Fund Based)/Channel Financing Facilities or any other banking facilities upto a sum of Rs. 1750 crore subject to the ceiling as prescribed by the Companies Act, 2013

4. For Issuing commercial papers and execution of documents

5. To authorize any person to appear and to sign any paper or document in relation to any legal matter including authority to appoint advocate etc.

6. To authorize any person to appear and to apply & sign any document under Sales Tax Act, VAT Act; Central Excise, GST; Pollution Acts, Industrial Act, Provident Fund Act, Employee State Insurance Act or any other state or Central Act or to represent the company in any of the Government or Semi Government Department.

7. To authorize any person to appear and to sign any tender document.

8. To create security or provide guarantee in relation to availing Bank borrowings/Credit Facility (Fund Based/Non Fund Based)/Channel Financing Facilities or any other banking facilities

3.5 Corporate Social Responsibility(CSR) Committee:

A. Composition and Attendance

The constitution of the CSR Committee is in conformance with the requirements of Section 135 of the Companies Act, 2013, which comprises of 3 (three) Directors including one Independent Director. The Company Secretary acts as the secretary to the said committee.

During the Financial Year 2020-21, One (1) CSR Committee Meeting was held on 9th July, 2020.

The constitution of the CSR Committee and attendance of the members at its meetings is as under:

Sr. No.	Name	Category	Designation	No. of Meetings Held	No. of Meetings Attended
1.	Mr. Lalit Seth *	Non Independent / Executive	Chairman	1	1
2.	Mrs. Madhu Bala Nath **	Independent/ Non Executive	Chairperson	1	1
3.	Mr. Rishi Seth	Non Independent / Executive	Member	1	1
4.	Mr. Jainul Haque**	Independent/ Non Executive	Member	1	1
5	Dr. Rashmi Vij#	Independent/ Non Executive	Member	NA	NA

*Mr. Lalit Seth took charge as the Chairman of the Committee w.e.f. 12th May, 2021

**Mrs. Madhu Bala Nath and Mr. Jainul Haque ceased to be members of the Committee wef 14th January, 2021.

Dr. Rashmi Vij is appointed as member of the Committee w.e.f. 12th May, 2021

B. Terms of Reference:

The terms of reference of the CSR Committee is as under:

I. To formulate and recommend to the board, a CSR Policy which will indicate the activities to be undertaken by the company in accordance with Schedule VII of the Companies Act,2013, as amended;

II. To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;

III. To monitor the CSR Policy of the company from time to time;

IV. Any other matter as may be directed by the board of directors from time to time which may deem appropriate.

4. GENERAL BODY MEETINGS

A. Location and time, where last three Annual General Meetings held and Special resolution passed thereat:

Day, Date and time of AGM	Venue	Details of Special Resolution passed, if any
Wednesday, 30th September, 2020 at 11:00 AM	Conducted through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)	1. Appointment of Mr. Hargovind Sachdev (DIN: 08105319) as an Independent Director for the second term 2. Change in designation of Mr. Lalit Seth (DIN: 00312007) from Chairman and Managing Director to Chairman and Whole-time Director, effective from 14th February, 2020 3. Change in designation of Mr. Rishi Seth (DIN: 00203469) from Joint Managing Director to Managing Director, effective from 14th February, 2020
Thursday, 26th September, 2019 at 11:00 AM	Palm Green Resort, 21/30, Bakoli, GT Karnal Road, Alipur, New Delhi- 110036	Nil
Thursday, 27th September, 2018 at 11:00 AM	Palm Green Resort, 21/30, Bakoli, GT Karnal Road, Alipur, New Delhi- 110036	1. Revision of remuneration payable to Mr. Chandra Prakash Jain (DIN: 00311643), Whole-time Director of the Company. 2. Revision of remuneration payable to, Mr. Vinod Ratan Gupta (DIN: 07401017) Whole-time Director of the Company.

B. Details of special resolution passed in the last year through Postal Ballot:

No resolution was passed through postal ballot during the financial year ended 31st March, 2021.

C. Details of the special resolution proposed to be conducted through postal ballot and procedure for postal ballot:

At present there is no special resolution proposed to be conducted through postal ballot.

5. MEANS OF COMMUNICATION

A. Quarterly Results :

The Company publishes limited reviewed Un-audited Financial Results on a quarterly basis. In respect of the fourth quarter, the Company publishes the Audited financial results for the complete financial year.

B. Newspapers wherein results normally published:

The quarterly, half-yearly and annual financial results are published in Business Standard in both English and Hindi editions.

C. Website, where displayed:

The financial results are placed on the Company's website at www.hplindia.com under the 'Investor Relations' section.

D. Official news releases:

The Company regularly publishes an information update on its financial results and also displays official news releases in the Investor Relations section on its website at www.hplindia.com.

E. Presentations made to institutional investors or to the analysts:

The Company holds analysts calls in each quarter, to apprise and make public the information relating to the Company's working and future at outlook. The presentations on financial results to analysts or institutional investors are placed on the Company's website at www.hplindia.com.

6. GENERAL SHAREHOLDER INFORMATION

A. Annual General Meeting- day, date, time and Venue

29th Annual General Meeting
Day: Thursday
Date: 30th September, 2021
Time : 11:00 AM

Venue: Through Video conferencing/ Other Audio Visual means (OAVM) – Company's Registered office i.e. 1/20, Asaf Ali Road, New Delhi – 110002 will be considered as venue for the purpose of 29th Annual General Meeting.

B. Financial Year:

The Financial Year of the Company starts from April 1, of a year and ends on March 31, of the following year.

C. Dividend Payment Date:

The Board of Directors of the Company has recommended a final dividend of Rs. 0.15 per equity share of 10/- each i.e. @ 1.5% for the Financial Year ended 31st March, 2021. Date of payment of dividend would be within 30 days from the date of declaration of the dividend.

D. Listing on Stock Exchanges and Stock Code

Stock Exchanges and their address	Stock Code	ISIN
BSE Limited(BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001	540136	INE495S01016
National Stock Exchange of India Limited(NSE) "Exchange Plaza", 5th Floor, Plot No. C-1, Block G, Bandra- Kurla Complex, Bandra (E), Mumbai – 400 051	HPL	

E. Annual Fee

a. **Payment of Listing Fee**: The Annual Listing fee for the financial year 2021-22, as applicable to the Company has been paid to BSE and NSE within the stipulated time.

b. **Payment of Depository Fee**: Annual Custody fee for the year 2021-22 has been paid by the Company to Central Depository Services Limited (CDSL) and National Securities Depository Limited (NSDL) within the stipulated time.

F. Market Price Data: The monthly high & low prices and volumes of the equity shares of the company at NSE and BSE during the Financial year 2020-21 are as under:

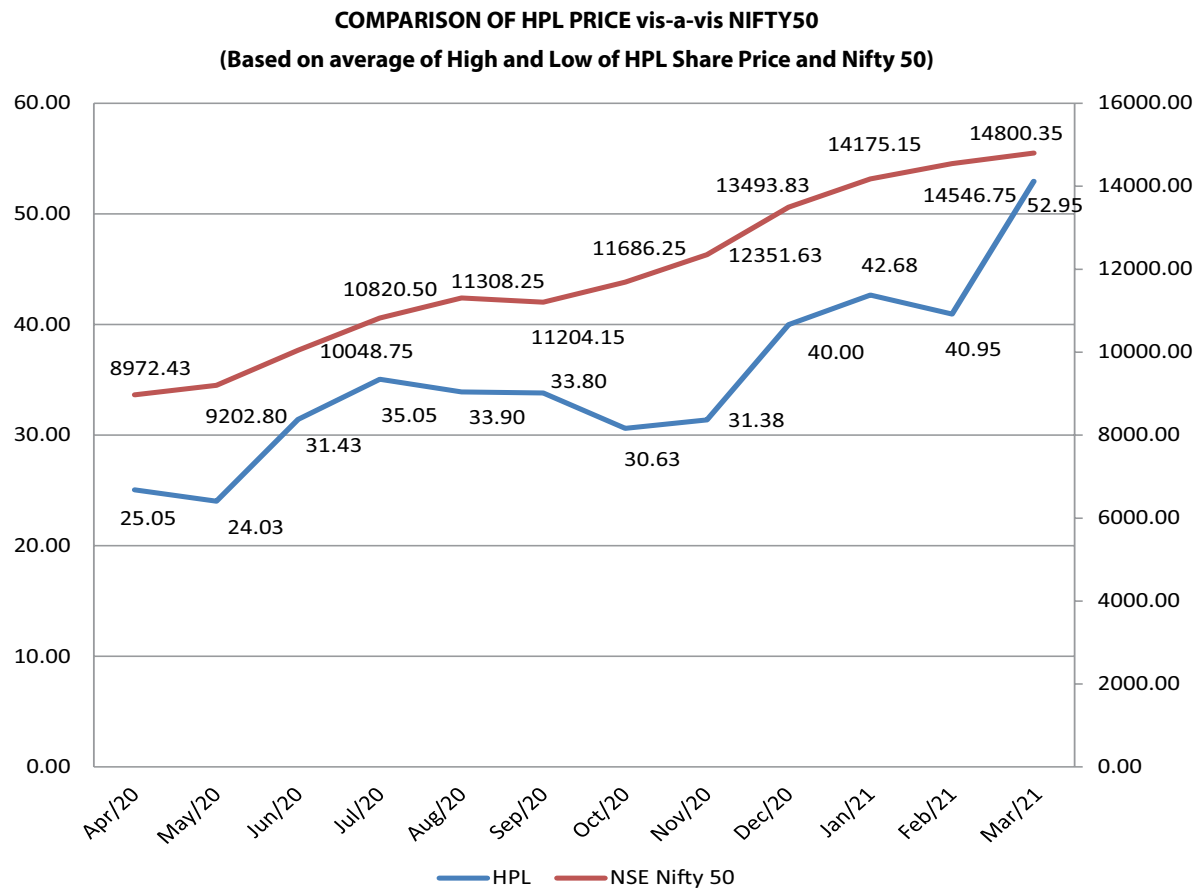
(Amount in Rs.)

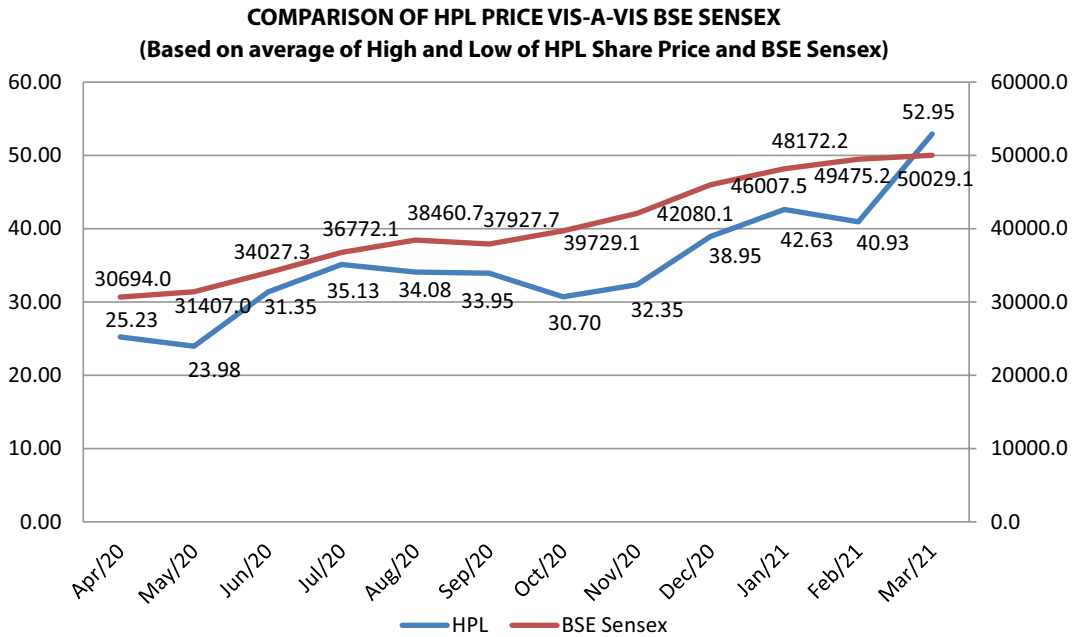
Month	National Stock Exchange of India Limited			BSE Limited		
	High	Low	Volume (No. of shares)	High	Low	Volume (No. of shares)
Apr-20	30.00	20.10	1647581	30.15	20.30	164247
May-20	25.85	22.20	541921	25.55	22.40	46453
Jun-20	38.35	24.50	2192823	38.70	24.00	347224
Jul-20	41.05	29.05	2516176	41.05	29.20	350243
Aug-20	39.00	28.80	2242912	39.00	29.15	320022
Sep-20	36.50	31.10	847959	36.55	31.35	136873
Oct-20	33.05	28.20	1260171	33.00	28.40	201788
Nov-20	37.95	24.80	4950780	37.85	26.85	562078
Dec-20	45.00	35.00	10867967	44.90	33.00	1098656
Jan-21	48.30	37.05	6333959	48.45	36.80	755936
Feb-21	44.40	37.50	5896722	44.40	37.45	445606
Mar-21	64.70	41.20	22214011	64.50	41.40	2896273

(Source: NSE and BSE website)

Note: High and low are in rupees per traded share. Volume is the total monthly volume of trade (in numbers) in the Company's share on the respective Stock Exchange(s).

G. Share Price Performance in comparison to broad-based indices BSE Sensex, and NSE Nifty 50:





H. In case the securities are suspended from trading, the Directors Report shall explain the reason thereof:

Not applicable.

I. Registrar to an issue and share transfer agents:

Name	KFin Technologies Private Limited (formerly Karvy Fintech Private Limited)
Address	Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally, Mandal, Hyderabad - 500032 India
Toll Free No.	1-800-309-4001
E-mail :	einward.ris@karvy.com
Website:	www.k□ntech.com

J. Share transfer system:

As per SEBI mandate, e□ective from 1st April, 2019, no share can be transferred in physical mode. The company has sent communications to the shareholders encouraging them to dematerialize their holding in the company. The Communications, inter-alia, contained procedure for getting the shares dematerialized. Shareholders holding shares in physical form are advised to avail the facility of dematerialization.

In compliance of the provisions of SEBI Listing Regulations 2015, the share transfer system of the Company is audited every six months by a Practicing Company Secretary and a certi□cate to that e□ect is issued by him.

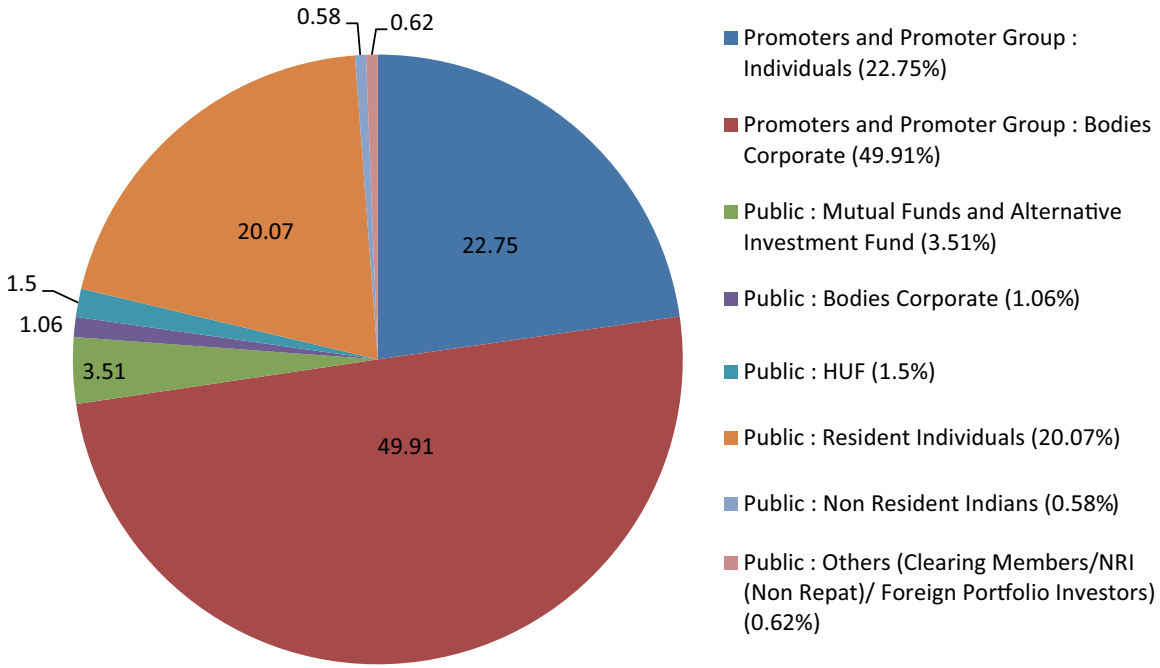
K. Distribution of Shareholding:

a. Shareholding by size as on 31st March, 2021

S. no	Category	No. of shareholders	% of shareholders	Nominal Value (in Rs.)	% of Nominal Value
1	1-5000	47304	92.46	45889050	7.14
2	5001- 10000	1958	3.83	16048910	2.50
3	10001- 20000	983	1.92	14985320	2.33
4	20001- 30000	287	0.56	7447210	1.16
5	30001- 40000	152	0.30	5515240	0.86
6	40001- 50000	135	0.26	6441340	1.00
7	50001- 100000	203	0.40	14560010	2.26
8	100001& Above	141	0.28	532117780	82.75
	Total:	**51163**	**100**	**643004860**	**100**

b. Shareholding by category as on 31st March, 2021

Category of Shareholders	Number of shareholders	No. of Shares	% of Shareholding
Promoters and Promoter Group			
Individuals	4	14626806	22.75
Bodies Corporate	4	32092023	49.91
Public			
Mutual Funds and Alternative Investment Fund	2	2259532	3.51
Bodies Corporate	115	679002	1.06
HUF	2292	961682	1.50
Resident Individuals	48244	12908184	20.07
Non Resident Indians	290	370832	0.58
Others (Clearing Members/NRI (Non Repat)/ Foreign Portfolio Investors)	212	402425	0.62
Total	**51163**	**64300486**	**100**



L. Dematerialization of shares and liquidity:

Trading in Equity Shares of the Company is permitted only in dematerialised form.

Number of shares along with percentage held in dematerialized and physical mode as on 31st March, 2021 are as follows:

Form	Number of Shares	Percentage
NSDL	16210696	25.21
CDSL	48089789	74.79
Physical	1	0.00
Total	**64300486**	**100**

The Company's Equity Shares are among the most liquid and actively traded shares on the Stock Exchanges.

M. Outstanding global depository receipts or American depository receipts or warrant Or any convertible instruments, conversion date and likely impact on equity:

There are no GDRs/ ADRs/ Warrants outstanding as on 31st March, 2021.

N. Commodity price risk or foreign exchange risk and hedging activities:

The Company has in place Risk Management policy in order to mitigate foreign exchange risk. When required forward contracts/cover are also used to cover these exposures.

O. Plant locations:

Sl No.	Address
1.	Plot No. 132-133, Pace City –I, Sector -37, Gurgaon, Haryana
2	Plot No. 357-Q,Pace City- II, Sector – 37, Gurgaon, Haryana
3	Vill : Shavela, P.O. Jabli, Distt. Solan, Himachal Pradesh
4	Vill: Bigan, Dhaturi Road, Tehsil : Gannaur, Sonepat Haryana
5	Plot No. 76-B, Phase- IV, Sector – 57,Industrial Estate, Kundli, Sonepat Haryana
6	Main GT Karnal Road Village Bastawa, Tehsil Gharaunda, District Karnal, Haryana

P. Address for correspondence:

(A) Company's address:

Registered Office	1/20, Asaf Ali Road, New Delhi- 110002
Phone:	011 23234411
Fax	011 23232639
Corporate Office:	Windsor Business Park, B-1D, Sector-10, Noida- 201301
Phone:	0120-4656300
Fax :	0120-4656333
Website	www.hplindia.com
E-mail :	hplcs@hplindia.com

(B) Registrar & Share Transfer Agent's Address:

Address :	KFin Technologies Private Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal,Hyderabad - 500032 India
Toll Free No.:	1-800-309-4001
E-mail:	einward.ris@karvy.com
Website:	www.kfintech.com

Q. List of all credit ratings obtained alongwith any revisions thereto during the relevant financial year:

During the Financial year 2020-21, the instrument wise credit ratings as obtained from India Ratings & Research Private Limited are as follows:

Fund-based working capital limits	IND BBB+/Stable/INDA2
Non Fund-based working capital limits	IND BBB+/Stable/INDA2
Term Loan	IND BBB+/Stable
Commercial paper	IND A2

The details on credit ratings are available on the website of the company at www.hplindia.com in the Investor Relations Section.

7. OTHER DISCLOSURES

a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large:

During the Financial Year 2020-21, there was no materially significant Related Party Transactions with the company's Directors, Promoters, the KMPs, management or their relatives that may have potential conflict with the interests of the

Company at large. All related party transactions entered into during the year were on arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations 2015.

Members may refer to the disclosure of transactions with related parties in accordance with IND AS -24 as given in Note No. 40 on Accounts of the Annual Report .

b) Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the Board or any statutory authority, on any matter related to capital markets, during the last three years:

During the period under report, NSE and BSE imposed penalty on the Company for the non-compliance of Regulation 29 of SEBI Listing Regulations 2015 regarding the prior intimation of Board meeting held on 12th January, 2021 which was held at shorter notice since there was delay in receiving the con□rmation of availability of some of the directors of the company due to the Covid-19 pandemic and consequently, the Company delayed in intimating to NSE and BSE about the date of Board Meeting. The company however, paid the penalty within stipulated time.

Apart from the abovementioned details, the Company has not been penalized, nor have the stock exchanges, or the Board or any statutory authority imposed any strictures, during the last three years, on any matter relating to capital markets.

C) Details of establishment of vigil mechanism, Whistle Blower Policy and affirmation that no personnel has been denied access to the Audit Committee:

The Company has established a Vigil Mechanism/ Whistle Blower Policy pursuant to the provisions of Section 177 of the Companies Act, 2013 and rules made thereunder as amended from time to time and Regulation 22 of the SEBI Listing Regulations 2015 for its Directors and Employees to report the genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. During the year under report, no Director or Employee has been denied access to the Audit Committee.

The Vigil Mechanism / Whistle Blower Policy is available on the website of the company i.e. www.hplindia.com.

d) Details of compliance with mandatory requirements and adoption of the non mandatory requirements:

The Company has fully complied with the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

e) Web link where policy for determining 'material' subsidiaries is disclosed:

The policy for determining 'material' subsidiaries is available on the website of the Company under "Policies and Code" in the Investor Relations section and can be accessed at http://www.hplindia.com/policies-and-codes.aspx.

f) Web link where policy on dealing with related party transactions:

The policy on dealing with related party transactions is available on the website of the Company under "Policies and Code" in the Investor Relations section and can be accessed at http://www.hplindia.com/policies-and-codes.aspx.

g) Disclosure of commodity price risks and commodity hedging activities:

The Company not importing commodity and hence commodity price risk & Commodity hedging activities not applicable.

h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

The company has not raised funds through preferential allotment or quali□ed institutions placement as speci□ed under Regulation 32 (7A)

i) Certificate from the Company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

On the basis of written representations/ declaration received from the Directors, as on 31st March, 2021, M/s AVA Associates, Company Secretaries (Membership No. FCS 3648, CP No. 2148), have issued a certi□cate, con□rming that none of the Directors

on Board of the Company has been debarred or disqualified from being appointed or continuing as Director of Companies by SEBI/ MCA or any such authority and certificate forms part of this Report.

j) where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof:

There is no case during financial year 2020-21 that the Board had not accepted any recommendation of any Committee- of the Board which is mandatorily required, hence, the need to disclose the same along with reasons does not arise.

k) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part which are part of this Annual Report.

Details relating to fees paid to the Statutory Auditors are given in Note 30(a) of the Consolidated Financial Statements of this Annual Report.

l) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

a. number of complaints filed during the financial year : NIL

b. number of complaints disposed off during the financial year : NA

c. number of complaints pending as on end of the financial year: NIL

8. The Company has complied with the requirements of Corporate Governance Report as mentioned in sub paras (2) to (10) of Schedule V of the SEBI Listing Regulations.

9. Disclosure of the Extent to which the Discretionary Requirements as Specified in Part E of Schedule II have been adopted

(a) The Board: As the Chairman of the Company is an Executive Chairman, hence the provision on entitlement of chairperson's office at the expense of the Company in case of a Non-Executive Chairperson is not applicable.

(b) Shareholder's Rights: The company uploads its Quarterly, half yearly and Annual Results, shareholding information, statutory communications to stock exchanges, press releases and presentations on its website i.e. www.hplindia.com which is accessible to all. The Results are also reported to Stock Exchanges and published in national newspapers in English and Hindi newspapers having wide circulation.

(c) Modified opinion(s) in audit report: The Company already has a regime of un-qualified financial statements. Auditors have raised no qualification on the financial statements.

(d) Separate posts of Chairperson and CEO: Presently, Mr. Lalit Seth is the Chairman and Mr. Rishi Seth is the Managing Director of the Company.

(e) Reporting of Internal Auditor: The Company has appointed PwC as the Internal Auditors for conducting the internal audit who reports directly to the Audit Committee.

10. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT:

The company does not have any shares in the demat suspense account or unclaimed suspense account.

For and on Behalf of the Board
For HPL Electric & Power Limited

Lalit Seth
Chairman and Whole-time Director
DIN: 00312007

Date : 12th August, 2021
Place : Noida

DECLARATION PURSUANT TO CLAUSE D OF SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

I hereby con□rm that all the Board Members and Senior Management Personnel of the company have a□rmed compliance with the Code of Conduct of Directors and Senior Management, as approved by the Board, for the □nancial year ended 31st March, 2021.

RISHI SETH
MANGING DIRECTOR
DIN: 00203469

Date : 12th May, 2021
Place : Noida

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
HPL Electric & Power Limited
1/20, Asaf Ali Road
New Delhi-110002

We have examined the compliance of Corporate Governance by HPL Electric & Power Limited ("the Company"), for the year ended 31st March, 2021, as per the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the □nancial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the above mentioned Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the e□ciency or e□ectiveness with which the management has conducted the a□airs of the Company.

For Kharabanda Associates.
Chartered Accountants
Firm Registration No. 003456N

Sunil Kharabanda
Proprietor
Membership No. 082402
UDIN: 21082402AAAAFS4028

Date: 12.08.2021
Place: New Delhi

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
HPL Electric & Power Limited
1/20, Asaf Ali Road,
New Delhi -110002

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of ***HPL Electric & Power Limited*** having CIN L74899DL1992PLC048945 and having registered office at 1/20, Asaf Ali Road, New Delhi 110002 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority :

Sr. No	Name of Director	DIN	Date of appointment in Company
1	Mr. Lalit Seth	00312007	28/05/1992
2	Mr. Rishi Seth	00203469	29/09/2000
3	Mr. Gautam Seth	00203405	15/02/2008
4	Mr. Hargovind Sachdev	08105319	13/04/2018

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Gupta Vinod & Company
Company Secretaries

Vinod Kumar Gupta
Practicing Company Secretary
FCS: 3648; CP: 2148
UDIN : F003648C000772141

Place : Delhi
Dated : 12th August, 2021

CEO & CFO CERTIFICATE

To
The Board of Directors
HPL Electric & Power Limited
1/20, Asaf Ali Road
New Delhi – 110002

We, Rishi Seth, Managing Director and Sudhir Barik, Chief Financial O□cer of HPL Electric & Power Limited (the 'Company') to the best of our knowledge and belief, certify that:

A. We have reviewed the, Standalone and Consolidated □nancial statements and cash □ow statement for the year ended on 31st March, 2021 and based on our knowledge and belief certify that:

   1) these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;

   2) these statements together present a true and fair view of the Company's a□airs and are in compliance with existing accounting standards, applicable laws and regulations;

B. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year ended on 31st March, 2021 which are fraudulent, illegal or violative of the company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for □nancial reporting and we have evaluated the e□ectiveness of internal control systems of the Company pertaining to □nancial reporting and we have disclosed to the auditors and the audit committee, de□ciencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these de□ciencies.

D. We have indicated to auditors and the audit committee of the Board, wherever applicable:

   1) signi□cant changes in internal control over the □nancial reporting during the year;

   2) signi□cant changes in accounting policies during the year and the same has been disclosed in the notes to the □nancial statements; and

   3) instances of signi□cant fraud of which we have become aware and the involvement therein, if any, of management or an employee having a signi□cant role in the Company's internal control system over □nancial reporting.

Date : 28th June, 2021
Place : Noida

Rishi Seth
Managing Director
DIN: 00203469

Sudhir Barik
Chief Financial O□cer
M. No. 13243

Independent Auditor's Report

To the Members of

HPL Electric & Power Ltd.

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the financial statements of HPL ELECTRIC & POWER LIMITED ("the Company"), which comprise the balance sheet as at 31st March 2021, and the standalone statement of Profit and Loss (including other comprehensive income), standalone statement of Changes in Equity and standalone statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2021, its profit/loss and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the 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.

The key audit matters	How the matter was addressed in our audit
Evaluation of uncertain tax positions The Company operates in multiple jurisdictions and is subject to periodic challenges by local tax authorities on a range of tax matters during the normal course of business including indirect tax matters. These involve significant management judgment to determine the possible outcome of the uncertain tax positions, consequently having an impact on related accounting and disclosures in the consolidated financial statements.	**Principal Audit Procedures** Our audit procedures include the following substantive procedures: • Obtained understanding of key uncertain tax positions; and • We along with our internal tax experts – ➢ Read and analyzed select key correspondences, external legal opinions / consultations by management for key uncertain tax positions; ➢ Discussed with appropriate senior management and evaluated management's underlying key assumptions in estimating the tax provisions; and Assessed management's estimate of the possible outcome of the disputed cases.
Expected credit loss (ECL) on trade receivables Trade receivables balances represent significant portion of the Company's assets. Loss allowances on trade receivables for delays and defaults in recovery involves significant judgements and estimates. Timing of collection of dues from the customers may differ from the actual credit period.	**Principal Audit Procedures** Our audit procedures over ECL on trade receivables included the following: ➢ Testing the design, implementation and operating effectiveness of key internal financial controls, on a sample basis, over accounting of measurement of ECL on trade receivables, credit control process over aged receivables;

The balance of loss allowances on trade receivables represent the Company's best estimates at the reporting date of ECL under Ind AS 109. The Company assesses the ECL allowance resulting from all possible defaults over the expected life of the receivables and credit impaired receivables. These are expected to be recognized before a trade receivables becomes past due.	➢ Evaluating governance structure over provisioning matrix; ➢ Assessing Company's policy for ECL on trade receivables and credit impaired receivables with applicable accounting standards:
The measurement of ECL involves signi□cant Company's judgement and assumption, primarily relating to: - Historical credit loss experience adjusted for future economic conditions, - Credit risk of customers	➢ Challenging the ECL estimates by examining the information used to form such estimates such as application of future economic conditions, credit risk of customers, etc: ➢ Checking completeness and accuracy of the data used by the Company for computation of assumptions used for computing ECL on trade receivables; ➢ Conducting audit procedure on existence of trade receivables. We performed independent checks for outstanding balances, tested subsequent receipts and sales transactions for audit samples.

Other Information

The company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the company's annual report, but does not include the standalone □nancial statements and our auditors' report thereon.

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

Responsibilities of Management and Those Charged with Governance for the 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 □nancial statements that give a true and fair view of the □nancial position, □nancial performance and cash □ows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards speci□ed under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal □nancial controls, that were operating e□ectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the □nancial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the □nancial 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.

Boards of Directors are also responsible for overseeing the Company's □nancial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone □nancial 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 in□uence the economic decisions of users taken on the basis of these standalone □nancial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism

throughout the audit. We also:

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, 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 management.

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

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

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

   (A) As required by Section 143 (3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including the Standalone Statement of Other Comprehensive Income), the Standalone Cash Flow Statement and Standalone Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

   d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

   e) On the basis of the written representations received from the directors as on 31st March,

2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.

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

i. The Company has disclosed pending litigations and the impact on its financial position - refer note 44 to 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;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

(C) With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For Kharabanda Associates
Chartered Accountants
FRN: 003456N

Sunil Kharabanda
Proprietor
M. No. 082402
UDIN: 21082402AAAAES2951

Place : New Delhi
Date : 28th June 2021

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

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

(1) In respect of the Company's □xed assets:

a) The company has maintained proper records showing full particulars, including quantitative details and situation of □xed assets (property, plant and equipment).

b) The □xed assets (property, plant and equipment) were physically veri□ed during the year by the Management in accordance with a regular program of veri□cation which, on our opinion, provides physical veri□cation of all the □xed assets (property, plant and equipment) at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such veri□cation. In our opinion, this periodicity of physical veri□cation is reasonable having regard to the size of the company and the nature of its assets.

c) According to the information and explanations given to us and the records examined by us and based on the examination of the conveyance deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.

(2) As explained to us, the inventories were physical veri□ed during the year by the management at reasonable intervals and no material discrepancies were noticed on such veri□cation.

(3) The Company has not granted any loans, secured or unsecured to companies, □rm, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.

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

(5) The company has not accepted any deposits during the year and does not have any unclaimed deposits as at March 31, 2021 and therefore, the provision of the clause 3(v) of the Order are not applicable to the Company.

(6) We have broadly reviewed the books of accounts maintained by the company in respect of the products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records have been prescribed under sub-section (1) of Section 148 of the Companies Act, 2013 and are of the opinion that, prima-facie, the prescribed accounts and records have been made and maintained.

(7) According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, Goods and service Tax, duty of Custom, duty of Excise, Cess and other material statutory dues applicable to it with the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales tax, Service Tax, Value Added Tax, Goods and Service tax, duty of Customs, duty of Excise, Cess and other material statutory dues in arrear as at 31st March, 2021 for a period of more than six months from the date they became payable.

(c) According to the information and explanations given to us by the management and records of the Company examined by us, the particulars of dues of Income Tax, Sales Tax, Service Tax and Excise Duty as at 31st March, 2021 which have not been deposited on account of dispute, are given below:

Nature of the statue	Nature of dues	Financial year to which the matter pertains	Forum where the Dispute is pending	Amount (Rs. in lakhs)
Central Excise Act,1944	Excise Duty	2008-2009	Addl. Comm, LTU, New Delhi.	16.40
Finance Act, 1994	Service Tax	2012--2017	Comm. (A), LTU, Delhi	1.01
Haryana VAT Act, 2003	Sales Tax	2008-2009	Haryana Tax Tribunal, Chandigarh.	25.51
Haryana VAT Act, 2003	Sales Tax	2011-2012	Jt.Comm.(A), Ambala	4.38

Nature of the statue	Nature of dues	Financial year to which the matter pertains	Forum where the Dispute is pending	Amount (Rs. in lakhs)
Haryana VAT Act, 2003	Sales Tax	2010-2011	Jt.Comm.(A),Rohtak.	17.83
Haryana VAT Act, 2003	Sales Tax	2009-2010	Haryana Tax Tribunal, Chandigarh.	4.78
Finance Act, 1994	Service Tax	2011-2012	CESTAT, New Delhi.	1.13
Haryana VAT Act, 2003	Sales Tax	2011-2012	Haryana Tax Tribunal, Rohtak.	18.45
Haryana VAT Act, 2003	Sales Tax	2011-2012	Haryana Tax Tribunal, Sonepat.	23.19
Central Excise Act,1944	Excise Duty	2009-10 to 2015-16	Comm..(A),New Delhi	82.49
Haryana VAT Act, 2003	Sales Tax	2012-13	Haryana Tax Tribunal, Rohtak	10.06
Haryana VAT Act, 2003	Sales Tax	2010-11	Haryana Tax Tribunal, Rohtak	49.22
Finance Act 1994	Service Tax	2010-11 to 2014-15	CESTAT, New Delhi.	163.04
Employee 's Provident Fund Act 1952	EPF	Demand For EPF	EPF Appelllate, Truibunal New Delhi	8.87
Haryana VAT Act, 2003	Sales Tax	2011-12	Haryana Tax Tribunal, Rohtak	23.39
Haryana VAT Act, 2003	Sales Tax	2012-13	Haryana Tax Tribunal, Rohtak	23.67
Haryana VAT Act, 2003	Sales Tax	2013-14	Haryana Tax Tribunal, Rohtak	80.59
Haryana VAT Act, 2003	Sales Tax	2013-14	Jt. Commissioner (A), Rohtak	72.95
Haryana VAT Act, 2003	Sales Tax	2014-15	Jt. Commissioner (A), Rohtak	25.35
Haryana VAT Act, 2003	Sales Tax	2013-14	Jt. Commissioner (A), Rohtak	18.38
Haryana VAT Act, 2003	Sales Tax	2013-14	Jt. Commissioner (A), Rohtak	97.68
Haryana VAT Act, 2003	Sales Tax	2011-12	Haryana Tax Tribunal, Chandigarh	3.61
Haryana VAT Act, 2003	Sales Tax	2012-13	Haryana Tax Tribunal, Chandigarh	1.97
Haryana VAT Act, 2003	Sales Tax	2013-14	Haryana Tax Tribunal, Chandigarh	3.73
Haryana VAT Act, 2003	Sales Tax	2014-15	Haryana Tax Tribunal, Chandigarh	0.52
Haryana VAT Act, 2003	Sales Tax	2010-11	Haryana Tax Tribunal, Jt. ETC (A) Rohtak	33.95
Haryana VAT Act, 2003	Sales Tax	2014-15	Dy. Excise & Taxation Commissioner (ST), Sonipat	10.14
Haryana VAT Act, 2003	Sales Tax	2014-15	Jt Excise & Taxation Commissioner, Ambala	55.74
Income Tax Act, 1961	Income Tax	AY 2017-18	Income Tax Demand before Asstt. Commissioner of IT, Delhi for AY 2017-18	28.72
Haryana VAT Act, 2003	Sales Tax	2015-16	Demand for Sales Tax before Haryana Tax Tribunal, Rohtak for 2015-16	41.89
Haryana VAT Act, 2003	Sales Tax	2014-15	Demand for Sales Tax before Haryana Tax Tribunal, Rohtak for 2014-15	97.13
Haryana VAT Act, 2003	Sales Tax	2015-16	Demand for Sales Tax before Haryana Tax Tribunal, Rohtak for 2015-16	75.76
Central Excise Act,1944	Excise Duty	2016-17	Deputy Comm.Central GST Gurgram	1.72
Finance Act 1994	Service Tax	2015-16 to 2017-18	Demand for Service Tax C before Asstt. Commissioner Gurugram	14.78
Custom Act, 1962	Custom Duty	2018-19	Adl./Joint Commissioner, New Delhi	22.67
Haryana VAT Act, 2003	Sales Tax	2016-17	Demand for Sales Tax before Haryana Tax Tribunal, Rohtak for 2016-17	73.54
Haryana VAT Act, 2003	Sales Tax	2016-17	Demand for Sales Tax before Haryana Tax Tribunal, Rohtak for 2016-17	37.23

(8) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of loan or borrowing to banks. The Company does not have any loans or borrowing from government and has not issued any debentures.

(9) In our opinion and according to the information and explanations given to us, the monies taken by way of term loan have been applied for the purposes for which they were obtained.

(10) To the best of our knowledge and according to the information and explanations given to us, no fraud by the company and no fraud on the company by its o□cers or employees has been noticed or reported during the year.

(11) In our opinion and according to the information and explanations given to us the company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provision of Section 197 read with Schedule V to the Act.

(12) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.

(13) In our opinion and according to the information and explanations given to us the company is in compliance with Section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the □nancial statements as required by the applicable accounting standards.

(14) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debenture and hence reporting under clause 3(XIV) of the Order is not applicable to the Company.

(15) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its Directors as referred to in Section 192 of the Act.

(16) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For Kharabanda Associates
Chartered Accountants
FRN: 003456N

Sunil Kharabanda
Proprietor
M. No. 082402
UDIN: 21082402AAAAES2951

Place : New Delhi
Date : 28th June 2021

ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of HPL Electric & Power Limited 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 **HPL ELECTRIC & POWER LTD.** ('the Company') as of March 31, 2021 in conjunction with our audit of the standalone Ind AS financial statement of the company for the year then ended and as on that date.

Management's Responsibility for the Internal Financial Controls

The Board of Directors of the company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the 'Guidance Note'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, 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 Company'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 extant applicable to an audit of internal financial controls. Those Standards and the Guidance Note required that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about 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 of the auditors' judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial controls 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 purpose in accordance with generally accepted accounting principles. A company's internal financial controls 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 statement in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorisation of the management and directors of the company, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitation 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 controls over financial reporting may become inadequate because of change in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal financial controls 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 Control Over Financial Reporting issued by the Institute of Chartered Accountant of India.

For Kharabanda Associates
Chartered Accountants
FRN: 003456N

Sunil Kharabanda
Proprietor
M. No. 082402
UDIN: 21082402AAAAES2951

Place : New Delhi
Date : 28th June 2021

Balance Sheet

as at 31st March 2021

(₹ in Lakhs)

Particulars	Note	As at 31st March 2021	As at 31st March 2020
ASSETS			
Non-current assets			
Property, plant and equipment	2	40,303.91	42,257.04
Capital work in progress		88.28	337.74
Right of use assets	3	497.39	710.26
Intangible assets	4	1,351.04	2,136.72
Financial assets			
i. Investments	5	5,400.00	5,400.00
ii. Loans	6	255.18	283.42
Deferred tax assets (Net)	7	1,532.91	1,659.96
Other non-current assets	8	956.17	1,400.93
		50,384.88	**54,186.07**
Current assets			
Inventories	9	42,630.28	42,183.78
Financial assets			
i. Trade receivables	10	49,441.79	44,007.71
ii. Cash and cash equivalents	11	2,744.18	2,416.50
iii. Bank balances other than (ii) above	12	3,359.97	3,177.21
iv. Loans	6	47.64	43.88
v. Other financial assets	13	1,192.92	1,236.19
Current tax assets (Net)	14	149.86	287.23
Other current assets	8	3,293.65	3,509.93
		102,860.29	**96,862.43**
		153,245.17	**151,048.50**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	15	6,430.05	6,430.05
Other equity	16	69,093.78	68,332.84
Total equity		**75,523.83**	**74,762.89**
Liabilities			
Non-current liabilities			
Financial liabilities			
i. Borrowings	17	2,308.85	3,002.41
ii. Other financial liabilities	21	1,657.88	1,662.10
Provisions	18	924.54	843.98
		4,891.27	**5,508.49**
Current liabilities			
Financial liabilities			
i. Borrowings	19	48,951.36	50,297.83
ii. Trade payables	20		
a) total outstanding dues of micro enterprises and small enterprises		2,545.88	3,430.38
b) total outstanding dues of creditors other than micro enterprises and small enterprises		15,523.59	12,862.99
iii. Other financial liabilities	21	4,145.48	2,771.70
Other current liabilities	22	1,006.04	674.18
Provisions	18	657.72	740.04
		72,830.07	**70,777.12**
		153,245.17	**151,048.50**

The accompanying notes are an integral part of financial statements

As per our report of even date attached

For Kharabanda Associates
Chartered Accountants

Sunil Kharabanda
Proprietor
M.No. : 082402
F.R.N. : 003456N
UDIN : 21082402AAAAES2951

Place : New Delhi
Dated : 28.06.2021

For and on behalf of board

Rishi Seth
Managing Director
DIN- 00203469

Lalit Seth
Chairman
DIN- 00312007

Vivek Kumar
Company Secretary
M.No. A18491

Sudhir Barik
Chief Financial Officer
M.No. 13243

Statement of Profit & Loss

for the year ended 31st March 2021

(₹ in Lakhs)

Cash Flow Statement

for the year ended 31st March 2021

(₹ in Lakhs)

Particulars	Year ended 31st March 2021	Year ended [illegible]

Statement of Changes in Equity

for the year ended 31st March 2021

I) Equity Share Capital

(₹ in Lakhs)

Particulars	Notes	Total
Balance as at 1st April 2019		6,430.05
Changes during the year	15	-
Balance as at 31st March 2020		6,430.05
Changes during the year	15	-
Balance as at 31st March 2021		6,430.05

II) Other equity

(₹ in Lakhs)

Particulars	Notes	Security premium	General reserve	Retained earnings	Total
Balance as at 1st April 2019	16	36,601.35	2,571.31	27,643.25	66,815.91
Profit for the year		-	-	1,670.62	1,670.62
Other comprehensive income		-	-	1.35	1.35
Total comprehensive income		**-**	**-**	**1,671.97**	**1,671.97**
Transaction with owners in their capacity as owners:					
Final equity dividend				(128.61)	(128.61)
Tax on final equity dividend				(26.43)	(26.43)
Balance as at 31st March 2020		**36,601.35**	**2,571.31**	**29,160.18**	**68,332.84**
Profit for the year		-	-	795.47	795.47
Other comprehensive income				61.92	61.92
Total comprehensive income		**-**	**-**	**857.39**	**857.39**
Transaction with owners in their capacity as owners:					
Final equity dividend		-	-	(96.45)	(96.45)
Balance as at 31st March 2021		**36,601.35**	**2,571.31**	**29,921.12**	**69,093.78**

The accompanying notes are an integral part of financial statements

As per our report of even date attached

For Kharabanda Associates
Chartered Accountants

Sunil Kharabanda
Proprietor
M.No. : 082402
F.R.N. : 003456N
UDIN : 21082402AAAAE52951
Place : New Delhi
Dated : 28.06.2021

For and on behalf of board

Rishi Seth
Managing Director
DIN- 00203469

Lalit Seth
Chairman
DIN- 00312007

Vivek Kumar
Company Secretary
M.No. A18491

Sudhir Barik
Chief Financial Officer
M.No. 13243

Notes to Accounts

Note-1
COMPANY OVERVIEW

HPL Electric & Power Limited ('the Company') is a limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956 having its registered office at 1/20, Asaf Ali Road, New Delhi. The Company is one of the leading players and India's fastest growing electrical and power distribution equipment manufacturer with products ranging from Industrial and Domestic Circuit Protection Switchgears, Cables, Energy Saving Meters, CFL & LED Lamps and Luminaries for Domestic, Commercial and Industrial applications, Modular Switches covering the entire range of household, commercial and industrial electrical needs. The Company's manufacturing facilities are located at 6 locations, 2 units at Gurgaon, 1 unit at village Bastara, Tehsil Gharaunda, Karnal, 1 unit at village Bhigan, Ganauar, Sonipat, 1 unit at Kundli in Haryana and 1 unit at village Shavela, Jabli in Himachal Pradesh.

The Company has R&D facilities located at Gurgaon and Kundli in Haryana, approved by Department of Scientific & Industrial Research (DSIR), Ministry of Science & Technology.

The Financial statements were approved by the Board of Directors for issue in accordance with resolution passed on June 28, 2021.

Note-2
SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

A) Basis of Preparation

i) *Compliance with Ind AS*

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act)[Companies(Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

ii) *Historical cost convention*

The financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities that are measured at fair value.

B) Property plant and equipment

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment, if any. The cost comprises of purchase price, taxes, duties, freight and other incidental expenses directly attributable and related to acquisition and installation of the concerned assets and are further adjusted by the amount of CENVAT /GST/VAT credit availed wherever applicable. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

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

Depreciation methods, estimated useful lives and residual value

Depreciation on buildings, machinery and equipments has been provided on straight-line basis over the estimated useful lives of the respective assets. Intangibale assets are amortised over their estimated useful economic lives on straight line basis. Freehold land and work in progress are not depreciated. The estimated useful lives considered for providing depreciation on other substantial assets are as follows:

Building- 35-45 years

Plant & Machinery-15-25 years

Computers-3-5 years

Furniture & Fixtures-10-15 years

Office Equipments-5-10 years

Vehicles-8-10 years

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

C) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at costless accumulated amortization and accumulated impairment losses, if any. Internally generated intangibles, excluding capitalized

development cost, are not capitalized and the related expenditure is reflected in Statement of Profit and Loss in the period in which the expenditure is incurred. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Research and development cost

Research and development expenditure that do not meet the criteria as given in Ind AS-38 "Intangible Assets" are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Amortisation methods and periods

The Company amortises intangible assets with a finite useful life using the straight-line method over their estimated useful life of 3-6 years.

The amortization period and the amortization method for an intangible asset with a finite useful life is reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognised in the Statement of Profit and Loss.

Gains or losses arising from disposal of the intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the assets are disposed off.

D) Impairment of non-financial assets

The carrying amounts of the assets are reviewed at each Balance sheet date for any indication of impairment based on internal/external factors. If any such indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are 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. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

Impairment losses including impairment on inventories are recognised in the Statement of Profit and Loss.

E) Financial Instruments

i) Financial Assets

A) Initial recognition and measurement

All financial assets and liabilities are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition.

B) Subsequent measurement

a) Financial assets carried at amortised cost

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Financial assets carried at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c) Financial assets carried at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL.

C) *Investment in subsidiaries*

The investment in subsidiary and Joint venture are carried at cost as per IND AS 27. The Company regardless of the nature of its involvement with an entity (the investee), determines whether it is a parent by assessing whether it controls the investee. The Company controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to a□ect those returns through its power over the investee. Thus, the Company controls an investee if and only if it has all the following:

(a) power over the investee;

(b) exposure, or rights, to variable returns from its involvement with the investee and

(c) Investments are accounted in accordance with IND AS 105 when they are classi□ed as held for sale. On disposal of investment, the di□erence between its carrying amount and net disposal proceeds is charged or credited to the statement of pro□t and loss

(d) Investments are accounted in accordance with IND AS 105 when they are classi□ed as held for sale. On disposal of investment, the di□erence between its carrying amount and net disposal proceeds is charged or credited to the statement of pro□t and loss

D) *Other Equity Investments*

All other equity investments are measured at fair value with changes in fair value recognised in statement of pro□t and loss except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

E) *Impairment of financial assets*

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of □nancial assets other than those measured at fair value through pro□t and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12 months expected credit losses(expected credit losses that result from those default events on the □nancial instrument that are possible within 12 months after the reporting date; or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the □nancial instrument).

For trade receivables Company applies 'simpli□ed approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no signi□cant increase in credit risk. If there is signi□cant increase in credit risk full lifetime ECL is used.

ii) Financial Liabilities

A) *Initial recognition and measurement*

All □nancial liabilities are recognised at fair value and in case of loans net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Pro□t and Loss as □nance cost.

B) *Subsequent measurement*

Financial liabilities are carried at amortised cost using the e□ective interest rate method (EIR). Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of EIR. The EIR amortisation is included as □nance costs in the Statement of Pro□t and Loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

F) Income recognition

Interest income

Interest income from debt instruments is recognised using the e□ective interest rate method. The e□ective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the □nancial asset to the gross carrying amount of a □nancial asset.

When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Dividends

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

G) Inventories

Raw materials and stores, work in progress, traded and finished goods are stated at the lower of cost and net realisable value. Cost of raw materials and traded goods comprises cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis of weighted average cost basis. Costs of purchased inventory are determined after deducting rebates and discounts. 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.

H) Revenue Recognition

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18 and Ind AS 11. The impact of adoption of the standard on the financial statements of the Company is insignificant.

Revenue is recognised upon transfer of control of promised products or services to customer in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services, which is usually at the time of delivery of products or services to the customer. Revenue from sale of product is measured at fair value of consideration received /receivable, net of returns, trade allowances, rebates, value added taxes, Goods and Service Tax (GST) and amounts collected on behalf of third parties. Revenue is recognised when it is probable that economic benefits associated with the transaction will flow to the entity, amount of revenue can be measured reliably and entity retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

I) Contract Balances

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. A receivable represents the Company's right to an amount of consideration that is unconditional.

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

A trade receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (Financial instruments – initial recognition and subsequent measurement).

J) Employee Benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

(ii) Post-Employment Benefits

De□ned Contribution Plan: A de□ned contribution plan is a post-employment bene□t plan under which the Company pays speci□ed contributions to a separately entity. The Company has de□ned contribution plans for the post-employment bene□ts namely provident fund scheme. The Company's contribution in the above plans is recognised as an expense in the Statement of Pro□t and Loss during the year in which the employee renders the related service.

De□ned Bene□t Plans: The Company has de□ned bene□t plan namely Gratuity for employees. The liability in respect of gratuity plans is calculated annually by independent actuary using the projected unit credit method. The Company recognises the following changes in the net de□ned bene□t obligation under Employee bene□ts expense in statement of pro□t or loss:

- Service costs comprising current service costs, past service costs , gains and losses on curtailment and non-routine-settlements
- Net Interest expense

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in Other comprehensive income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet. Remeasurements are not reclassi□ed to pro□t or loss in subsequent periods.

Termination bene□ts are recognized as an expense immediately.

K) Borrowing Cost

General and speci□c borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of speci□c borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

L) Income Tax

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

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary di□erences arising between the tax bases of assets and liabilities and their carrying amounts in the □nancial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction a□ects neither accounting pro□t nor taxable pro□t (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

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

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

Current and deferred tax is recognised in pro□t or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

M) Lease

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identi□ed asset for a period of time in exchange for consideration.

Company as a lessee

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

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets as below:

Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the underlying assets (i.e. 30 and 60 years)

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. Refer to the accounting policies in section 'Impairment of non-financial assets'.

Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Company as a lessor

Leases for which the Company is a lessor is classified as finance or operating lease. Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

N) Foreign Currency Transactions

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the Company's functional and presentation currency.

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

O) Earnings Per Share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, wherever applicable, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

P) Provisions and Contingent liabilities

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

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

A contingent liability is possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but disclose its existence in the financial statements unless the probability of outflow of resource is remote.

Q) Other Operating Revenues

i) Government Grant

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

ii) Export Benefit

Revenue from export benefits arising from Duty entitlement pass book (DEPB scheme), duty drawback scheme, merchandise export incentive scheme are recognised on export of goods in accordance with their respective underlying scheme at fair value of consideration received or receivable.

R) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief operating decision maker (CODM). CODM monitors the operating results of all strategic business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss and is measured consistently with profit and loss in the financial statements.

S) Contributed equity

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

T) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

U) Cash and Cash Equivalents

For the purpose of presentation in the Statement of Cash Flows, Cash and Cash equivalents includes cash on hand, deposits held at call, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the Balance Sheet.

V) Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

W) Rounding of amounts

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

X) Changes in significant accounting policies

The Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2020 has notified amendments to certain Ind AS. The Company applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after April 1, 2020. The Company has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

Amendments to Ind AS 1 and Ind AS 8 Definition of Material:

The amendments provide a new definition of material that states, "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. These amendments had no impact on the consolidated financial statements of, nor is there expected to be any future impact to the Company.

Amendments to Ind AS 103: Definition of a Business:

The amendment to Ind AS 103 Business Combinations clarifies that to be considered a business, an integrated set of activities and assets must include, at a minimum, an input and a substantive process that, together, significantly contribute to the ability to create output. Furthermore, it clarifies that a business can exist without including all of the inputs and processes needed to create outputs. These amendments had no impact on the consolidated financial statements of the Company, but may impact future periods should the Company enter into any business combinations.

Amendments to Ind AS 107 and Ind AS 109 Interest Rate Benchmark Reform:

The amendments to IFRS 9 and IAS 39 Financial Instruments: Recognition and Measurement provide a number of reliefs, which apply to all hedging relationships that are directly affected by interest rate benchmark reform. A hedging relationship is affected if the reform gives rise to uncertainty about the timing and/or amount of benchmark-based cash flows of the hedged item or the hedging instrument. These amendments have no impact on the consolidated financial statements of the Company as it does not have any interest rate hedge relationships.

Amendments to Ind AS 116 COVID-19 Related Rent Concessions:

The amendments provide relief to lessees from applying Ind AS 116 guidance on lease modification accounting for rent concessions arising as a direct consequence of the COVID-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a COVID-19 related rent concession from a lessor is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from the COVID-19 related rent concession the same way it would account for the change under Ind AS 116, if the change were not a lease modification. The Company opted to apply the practical expedient and recognised income of `12.96 million (presented under ""Other income') during the current year.

Conceptual Framework for Financial Reporting:

The Conceptual Framework is not a standard, and none of the concepts contained therein override the concepts or requirements in any standard. The purpose of the

Conceptual Framework is to assist in developing standards, to help preparers develop consistent accounting policies where there is no applicable standard in place and to assist all parties to understand and interpret the standards. This will a□ect those entities which developed their accounting policies based on the Conceptual Framework. The revised Conceptual Framework includes some new concepts, updated de□nitions and recognition criteria for assets and liabilities and clari□es some important concepts. These amendments had no impact on the consolidated □nancial statements of the Company.

Amendments to CSR requirement

The Ministry of Corporate A□airs (MCA) has amended the Companies (Corporate Social Responsibility Policy) Rules, 2014 through a noti□cation dated January 22, 2021, These amendments have introduced some signi□cant changes that require better understanding to ensure compliance. The amendments, amongst others, mandatorily require utilisation of the unspent amount earmarked for CSR activities, failing which it would be transferred to a fund speci□ed in Schedule VII of the Companies Act, 2013. Resultantly, the Company will have to make a provision towards unspent CSR spent, if any, at the end of the year, after deducting the provision created for the CSR activity completed, if applicable and as provided.

The amendments also permit a company which spends an amount in excess of the prescribed CSR amount of 2%, to set-o□ excess amount against the requirement to spend up to immediately succeeding three □nancial years subject to the ful□lment of certain conditions. As per the guidance issued by the ICAI, in case the Company, decides to adjust excess amount spent against future obligation, then an asset would have to be recognised to the extent of such excess amount spent.

Y) Recent accounting pronouncements

On March 24, 2021 the Ministry of Corporate A□airs ("MCA") through a noti□cation, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021. Key amendments relating to Division II which relate to companies whose □nancial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

Balance Sheet:

(a) Lease liabilities should be separately disclosed under the head '□nancial liabilities', duly distinguished as current or non-current.

(b) Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.

(c) Speci□ed format for disclosure of shareholding of promoters.

(d) Speci□ed format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.

(e) If a company has not used funds for the speci□c purpose for which it was borrowed from banks and □nancial institutions, then disclosure of details of where it has been used.

(f) Speci□c disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc

Statement of profit and loss:

(a) Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency speci□ed under the head 'additional information' in the notes forming part of the standalone □nancial statements.

The amendments are extensive and the Company will evaluate the same to give e□ect to them as required by law.

Z) Significant accounting judgements, estimates and assumptions

The preparation of the Company's □nancial statements requires management to make judgements, estimates and assumptions that a□ect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the assets or liabilities a□ected in future periods.

Judgements, Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a signi□cant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next □nancial year, are described below. The Company based its assumptions and estimates on parameters available when the □nancial statements were prepared. Existing circumstances and assumptions

about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

a) Defined benefit plan-Gratuity

The cost of defined benefit plans (i.e. Gratuity benefit) is determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions 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. In determining the appropriate discount rate, management considers the interest rates of long term government bonds with extrapolated maturity corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Future salary increases and pension increases are based on expected future ii-sed on obligation. to mal1.278 Tde base.278 Td[0.567 Tw 0 -1.278 Td[(c)6 (oun)4 (t. F)t mar(t)6(

Notes forming part of the financial statement for the year ended 31st March, 2021

2 Property, plant and equipment

(□ in Lakhs)

S. No.	Particulars	Gross Block				Accumulated Depreciation				Net Block
		1st April 2020	Additions	Deletion / Adjustment	31st March 2021	1st April 2020	For the year	Deletion / Adjustment	31st March 2021	31st March 2021
1	Freehold Land	12,991.00	141.01	-	13,132.01	-	-	-	-	13,132.01
2	Building	9,311.47	67.45	-	9,378.92	932.71	255.72	-	1,188.43	8,190.49
3	Plant & Machinery	26,341.61	810.52	(0.14)	27,151.99	6,282.77	2,710.45	(0.02)	8,993.20	18,158.79
4	Furniture & Fittings	397.30	56.42	(0.39)	453.33	139.23	43.85	(0.15)	182.93	270.40
5	O□ce Equipment's	231.85	18.82	(0.12)	250.55	90.46	35.57	(0.11)	125.92	124.63
6	Vehicles	609.31	74.34	(0.01)	683.64	180.33	75.72	-	256.05	427.59
	TOTAL	**49,882.54**	**1,168.57**	**(0.67)**	**51,050.44**	**7,625.50**	**3,121.31**	**(0.28)**	**10,746.53**	**40,303.91**

S. No.	Particulars	Gross Block				Accumulated Depreciation				Net Block
		1st April 2019	Additions	Deletion / Adjustment	31st March 2020	1st April 2019	For the year	Deletion / Adjustment	31st March 2020	31st March 2020
1	Freehold Land	12,991.00	-	-	12,991.00	-	-	-	-	12,991.00
2	Building	8,697.27	614.20	-	9,311.47	696.59	236.12	-	932.71	8,378.76
3	Plant & Machinery	20,791.19	5,672.59	(122.17)	26,341.61	4,317.65	2,010.61	(45.49)	6,282.77	20,058.84
4	Furniture & Fittings	318.69	78.61	-	397.30	97.08	42.15	-	139.23	258.07
5	O□ce Equipment's	137.96	93.89	-	231.85	63.76	26.70	-	90.46	141.39
6	Vehicles	581.30	70.44	(42.43)	609.31	145.17	71.40	(36.24)	180.33	428.98
	TOTAL	**43,517.41**	**6,529.73**	**(164.60)**	**49,882.54**	**5,320.25**	**2,386.98**	**(81.73)**	**7,625.50**	**42,257.04**

3 Right of use assets

Particulars	FY 20-21 Leashold Buildings	FY 19-20 Leashold Buildings
Gross carrying value		
As at 01 April	1,013.09	-
Transition impact of Ind As 116	-	1,000.30
Additions	135.50	36.59
Disposals	(185.53)	(23.80)
As at 31 March	**963.06**	**1,013.09**
Accumlated depreciaiton		
As at 01 April	302.83	-
Additions	277.59	308.07
Disposals	(114.75)	(5.25)
As at 31 March	**465.67**	**302.83**
Net carrying value		
As at 31 March	**497.39**	**710.26**

4 Intangible assets

S. No.	Particulars	Gross Block				Accumulated Depreciation				Net Block
		1st April 2020	Additions	Deletion / Adjustment	31st March 2021	1st April 2020	For the year	Deletion / Adjustment	31st March 2021	31st March 2021
1	Software & Designs	4,827.87	-	-	4,827.87	2,691.16	785.67	-	3,476.83	1,351.04
	TOTAL	**4,827.87**	**-**	**-**	**4,827.87**	**2,691.16**	**785.67**	**-**	**3,476.83**	**1,351.04**

S. No.	Particulars	Gross Block				Accumulated Depreciation				Net Block
		1st April 2019	Additions	Deletion / Adjustment	31st March 2020	1st April 2019	For the year	Deletion / Adjustment	31st March 2020	31st March 2020
1	Software & Designs	5,000.78	-	(172.90)	4,827.87	2,032.69	785.74	(127.27)	2,691.16	2,136.72
	TOTAL	**5,000.78**	**-**	**(172.90)**	**4,827.87**	**2,032.69**	**785.74**	**(127.27)**	**2,691.16**	**2,136.72**

5 Non-Current Investments

(₹ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
Investment in Subsidiary		
Himachal Energy Pvt Ltd (15,000,000 Shares of ₹ 10 each)	5,400.00	5,400.00
(31st March 2020: 15,000,000 Shares of ₹ 10 each)		
Total	**5,400.00**	**5,400.00**
Aggregate amount of unquoted investments	**5,400.00**	**5,400.00**

6 Loans

(Unsecured, considered good)

(₹ in Lakhs)

Particulars	Non-current		Current	
	As at 31st March 2021	As at 31st March 2020	As at 31st March 2021	As at 31st March 2020
Security Deposits	255.18	283.42	47.64	43.88
Total	**255.18**	**283.42**	**47.64**	**43.88**

7 Deferred tax assets

(₹ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
The balance comprises temporary differences attributable to:	-	-
Provision for employee benefits	254.17	342.02
Provision for warranties	263.15	216.62
Provision for doubtful debts	439.07	400.68
Property, plant and equipment	(2,739.59)	(2,646.13)
Others	565.47	660.40
MAT credit	2,750.64	2,686.37
Total deferred tax assets	**1,532.91**	**1,659.96**

Movement in deferred tax assets

(₹ in Lakhs)

Particulars	Provision for employee benefits	Provision for warranties	Provision for doubtful debts	Total
At 1st April 2019	**360.81**	**174.69**	**879.21**	**1,414.71**
(Charged)/credited:				
- to profit or loss	(19.51)	41.93	(478.53)	(456.11)
- to other comprehensive income	0.72	-	-	0.72
At 31st March 2020	**342.02**	**216.62**	**400.68**	**959.32**
(Charged)/credited:				
- to profit or losss	(121.11)	46.53	38.39	(36.19)
- to other comprehensive incomes	33.26	-	-	33.26
At 31st March 2021	**254.17**	**263.15**	**439.07**	**956.39**

Particulars	Property, plant and equipment	Others	MAT Credit	Total
At 1st April 2019	**(2,309.98)**	**681.47**	**2,136.18**	**507.67**
(Charged)/credited:				-
- to profit or loss	(336.15)	(21.07)	550.19	192.97
- to other comprehensive income	-	-	-	-
At 31st March 2020	**(2,646.13)**	**660.40**	**2,686.37**	**700.64**
(Charged)/credited:				
- to profit or losss	(93.46)	(94.93)	64.27	(124.12)
- to other comprehensive incomes	-	-	-	-
At 31st March 2021	**(2,739.59)**	**565.47**	**2,750.64**	**576.52**

8 Other assets

(₹ in Lakhs)

Particulars	Non-current		Current	
	As at 31st March 2021	As at 31st March 2020	As at 31st March 2021	As at 31st March 2020
Capital advances to related parties	79.24	456.57	-	-
Receivable on deferred basis to related parties	875.78	937.71	-	-
Prepaid Expenses	1.15	6.65	133.05	108.74
Balance with government authorities	-	-	851.94	1,232.57
Advance to Suppliers*	-	-	2,291.29	2,165.11
Duty Drawback Recoverable	-	-	17.37	3.51
Total	**956.17**	**1,400.93**	**3,293.65**	**3,509.93**

*includes Rs. 204.86/- from joint ventures where directors are interested (PY: 199.14/-)

9 Inventories

(₹ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
a. Raw Materials and components		
(i) Raw materials	18,880.54	17,748.42
(ii) Material-in-transit	87.02	51.92
b. Work-in-progress	13,719.58	14,272.47
c. Finished goods	9,920.58	10,086.50
d. Stores and spares	22.56	24.47
Total	**42,630.28**	**42,183.78**

10 Trade Receivables

(₹ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
(i) Considered good*	49,441.79	44,007.71
(ii) Considered doubtful	1,174.27	1,181.03
	50,616.06	45,188.74
Less: Provision for doubtful receivables	(1,174.27)	(1,181.03)
Total	49,441.79	44,007.71

* includes from subsidiary company ₹ 574.38 (P.Y. ₹ 1,386.42 lakhs) and from companies where directors are interested ₹ 816.79 lakhs (P.Y. ₹ 923.87 lakhs) Refer note no.39

11 Cash and Cash Equivalents

(₹ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
Cash and Cash equivalents		
Balances with banks	2,718.98	2,382.36
Cash on hand	25.20	34.14
	2,744.18	**2,416.50**

12 Other Bank Balances

(₹ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
Balances with Banks held as Margin Money	3,359.97	3,177.21
Total	**3,359.97**	**3,177.21**

13 Other financial assets

(₹ in Lakhs)

Particulars	Current	
	As at 31st March 2021	As at 31st March 2020
Earnest money deposit	913.16	863.74
Insurance claim Recoverable	39.54	110.45
Contract Asset Recoverable	240.22	262.00
Total	**1,192.92**	**1,236.19**

14 Current tax assets (Net)

(₹ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
Advance Income Tax (net of provision for tax)	149.86	287.23
Total	**149.86**	**287.23**

15 Share Capital

(₹ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
(a) Authorized		
70,000,000 Equity Shares of ₹ 10/- each (Previous year 70,000,000 Equity Shares of ₹ 10/- each)	7,000.00	7,000.00
(b) Issued, Subscribed & Paid Up		
64,300,486 Equity Shares of ₹ 10/- each fully paid up (31st March 2020; 64,300,486 Equity Shares of ₹ 10/- each fully paid)	6,430.05	6,430.05
Total	**6,430.05**	**6,430.05**

(c) Reconciliation of share capital at the beginning and close of the accounting year ended :-

(₹ in Lakhs)

Particulars	As at 31st March 2021		As at 31st March 2020	
	Number	Amount ₹	Number	Amount ₹
Shares outstanding at the beginning of the year	643.00	6,430.05	643.00	6,430.05
Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year	**643.00**	**6,430.05**	**643.00**	**6,430.05**

(d) Rights, Preferences and Restrictions attached to the shares

The company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares are entitled to receive remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. Dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting.

(e) Shareholders holding more than 5% shares in the Company :-

Name of Shareholder	As at 31st March 2021		As at 31st March 2020	
	No. of Equity Shares held	% of Holding	No. of Equity Shares held	% of Holding
Mr. Lalit Seth	8,030,228	12.49	7,824,598	12.17
HPL India Ltd	17,573,238	27.33	17,573,238	27.33
Havell's Electronics Pvt. Ltd	11,652,130	18.12	11,652,130	18.12
HDFC Trustee Co Ltd A/c HDFC Housing Opportunity	-	-	3,876,523	6.03

16 Other equity

(i) Reserves and Surplus

(₹ in Lakhs)

(a) Securities Premium	As at 31st March 2021	As at 31st March 2020
Opening Balance	36,601.35	36,601.35
Add : Received on issue of equity shares	-	-
Less : share issue expenses	-	-
Closing Balance	**36,601.35**	**36,601.35**

Securities premium reserve

Securities premium reserve is used to record the premium on issue of securities. The reserve is utilised in accordance with the provisions of the act.

(₹ in Lakhs)

(b) General Reserve	As at 31st March 2021	As at 31st March 2020
Opening Balance	2,571.31	2,571.31
(+) Current Year Transfer	-	-
Closing Balance	**2,571.31**	**2,571.31**

(c) Retained earnings	As at 31st March 2021	As at 31st March 2020
Opening balance	29,160.18	27,643.25
(+) Net Profit/(Loss) For the current year	795.47	1,670.62
(-) Dividend on Equity Shares	96.45	128.61
(-) Tax on Dividend	-	26.43
Items of other comprehensive income recognised directly in retained earnings		
- Remeasurements of post-employment benefit obligation, net of tax	61.92	1.35
Closing Balance	29,921.12	29,160.18
Total Reserves & Surplus (a+b+c)	**69,093.78**	**68,332.84**

17 Borrowings

(₹ in Lakhs)

Particulars	Non-Current		Current Maturities	
	As at 31st March 2021	As at 31st March 2020	As at 31st March 2021	As at 31st March 2020
Secured				
Term loan from banks (refer note 19)*	2,176.01	2,911.85	2,693.34	933.84
Vehicle loans - from banks**	67.59	90.56	60.15	48.82
Unsecured				
Loan from related party (refer note 40)	65.25	-	-	-
Total	**2,308.85**	**3,002.41**	**2,753.49**	**982.66**

*The term loan is secured as per the note given in note 19 details are below:-

First pari-passu charge with term lenders having FACR of 1.33 and second pari-passu charge on the current assets of the company to the extent of term loan and also secured by personal guarantee of three promoters directors.

Tata Capital Finacial Services term loan rate of interest 11% repayable in 36 monthly installments, starting from Jan 2020 to May 2023.

Karnataka Bank term loan rate of interest 10.7% repayable in 60 monthly installments, starting from July 2019 to March 2025.

** Vehicles loans are secured against hypothecation of respective vehicles and are repayable in maximum 60 instalments and last date of installment is April. 2024. The loan carries an interest rate @ 9.10% pa.

Covid Emergency Loan is secured as follows :

First pari-passu charge over entire current assets of the company including stocks and receivables both present and future and □rst charge on pari-passu basis over Company's entire □xed assets excluding □xed assets of Rs. 106.40 Crores □nanced by Term Lenders for Term Loan upto Rs. 80 Crores which covers FACR of 1.33 on which term lenders have □rst pari-passu charge and 2nd pari-passu charge on current assets to the extent of Rs. 80 Crores. Covid Emergency term loans are also secured by personal guarantees of three promoter directors.

State Bank of India loan rate of interest 7.5% repayable in 18 monthly installments, starting from Dec 2020 to June 2022.

Union Bank of India loan rate of interest 8% repayable in 18 monthly installments, starting from Jan 2021 to July 2022.

Canara Bank loan rate of interest 1 year MCLR + .5 % repayable in 18 monthly installments, starting from Jan 2021 to July 2022.

18 Provisions

(₹ in Lakhs)

Particulars	Non-Current		Current	
	As at 31st March 2021	As at 31st March 2020	As at 31st March 2021	As at 31st March 2020
(a) Provision for employee benefits				
Gratuity	426.61	404.20	29.10	94.22
Leave Encashment	-	-	358.68	450.88
	426.61	404.20	387.78	545.10
(b) Other Provisions				
Provision for Warranties	497.93	439.78	269.94	194.94
	497.93	439.78	269.94	194.94
Total	**924.54**	**843.98**	**657.72**	**740.04**

Service warranties

Product warranties:- The company gives warranties on certain products to repair or replace the items that fail to perform satisfactorily during the warranty period. Provision made represents the amount of the expected cost of meeting such obligations of recti□cation/ replacement.

(ii) Movements in provisions

Movements in each class of provision during the financial year, are set out below:

(₹ in Lakhs)

Particulars	Warranty
As at 1st April 2019	505.59
Charged/(credited) to profit or loss	
- additional provisions recognised	99.58
- unwinding of discount	29.55
Amounts used during the year	-
As at 31st March 2020	**634.72**
Charged/(credited) to profit or loss	
- additional provisions recognised	125.00
- unwinding of discount	8.15
Amounts used during the year	-
As at 31st March 2021	**767.87**

19 Short Term Borrowings

(₹ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
Loans repayable on demand		
-Secured Loans		
- From Banks	48,951.36	50,297.83
Total	**48,951.36**	**50,297.83**

Working capital facilities (fund based and non fund based) are availed from consortium of banks led by State Bank of India. The lead bank has linked its interest rate with 6 Month MCLR + spread of 2% p.a. and these working capital facilities are repayable on demand. Working capital facilities are secured by way of first pari-passu charge over entire current assets of the company including stocks and receivables both present and future and first charge on pari-passu basis over Company's entire fixed assets excluding fixed assets of ₹ 106.40 Crores financed/to be financed by Term Lenders for Term Loan upto ₹ 80 Crores which covers FACR of 1.33 on which term lenders have first pari-passu charge and 2nd pari-passu charge on current assets to the extent of ₹ 80 Crores. The working capital lender have also second charge on fixed assets of ₹ 106.40 Crores. Working capital facilities and term loans are also secured by personal guarantees of three promoter directors.

Net Debt Reconciliation

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented

(₹ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
Cash and cash equivalents	6,104.15	5,593.71
Long term borrowings	(5,062.34)	(3,985.07)
Short term borrowings	(48,951.36)	(50,297.83)
Net debt	**(47,909.55)**	**(48,689.19)**

Particulars	Cash and cash equivalents	Long term Borrowings	Current Borrowings	Total
Net debt as at 1st April 2019	**5,704.01**	**(850.53)**	**(47,254.47)**	**(42,400.99)**
Cash □ows	(110.30)	-		(110.30)
Proceeds from working capital loan	-	-	(3,043.36)	(3,043.36)
Repayment of secured long term loan		(4,000.00)		(4,000.00)
Repayment of secured long term loan	-	865.46	-	865.46
Net debt as at 31st March 2020	**5,593.71**	**(3,985.07)**	**(50,297.83)**	**(48,689.19)**
Cash □owss	510.44	-		510
Proceeds from working capital loan	-	-	1,346	1,346
Proceeds from secured term loan capital loan		(1,077)		(1,077)
Repayment of secured long term loan	-	-	-	-
Net debt as at 31st March 2021	**6,104.15**	**(5,062.34)**	**(48,951.36)**	**(47,909.55)**

Utilised amount of bank guarantees (performance and bid bonds) as at 31st March 2021 : □ 31,904.20/- lakhs (PY 33,672 lakhs)

20 Trade Payables

(□ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
Trade Payables		
(a) Due to Micro and Small Enterprises under MSMED Act, 2006* (Refer note 36)	2,545.88	3,430.38
(b) Others	15,523.59	12,862.99
Total	**18,069.47**	**16,293.37**

21 Other financial liabilities

(□ in Lakhs)

Particulars	Non-current		Current	
	As at 31st March 2021	As at 31st March 2020	As at 31st March 2021	As at 31st March 2020
Current maturities of long-term debt	-	-	2,753.49	982.66
Expenses Payable	-	-	106.73	83.53
Interest Accrued but not due	-	-	22.99	280.66
Employee Bene□ts Payable	-	-	1,003.38	1,073.84
Security deposit received	1,178.83	1,148.35	-	-
Factoring of Debtors	-	-	180.27	100.15
Lease Liabilities	479.05	513.75	78.62	250.86
Total	**1,657.88**	**1,662.10**	**4,145.48**	**2,771.70**

22 Other Current Liabilities

(□ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
Statutory dues payable	1,003.24	671.53
Unpaid Dividend	2.80	2.65
Total	1,006.04	674.18

23 Revenue from operation

(₹ in Lakhs)

Particulars	Year ended 31st March 2021	Year ended 31st March 2020
Sale of Products		
Finished Goods	85,019.66	92,522.40
Total	**85,019.66**	**92,522.40**

Particulars of Sale of products

Particulars	Year ended 31st March 2021	Year ended 31st March 2020
Finished goods		
Metering	35,463.74	45,999.91
Switch Gears	16,146.16	18,954.46
Lighting & Electronics	25,105.65	20,975.83
Cables	8,304.11	6,592.20
Total	85,019.66	92,522.40

24 Other Income

(₹ in Lakhs)

Particulars	Year ended 31st March 2021	Year ended 31st March 2020
Interest income from financial assets at amortised cost	335.31	351.70
Other non-operating income	12.02	32.05
Total	**347.33**	**383.75**

25 Particulars of Raw Materials Consumed

(₹ in Lakhs)

Particulars	Year ended 31st March 2021	Year ended 31st March 2020
Copper	8,028.31	6,315.02
Electronic Components	32,242.93	36,741.53
Engineering Plastic	9,236.16	9,921.34
Packing	848.58	1,258.48
Others	3,395.56	4,898.14
Total	**53,751.54**	**59,134.51**

26 Changes in Inventories of Finished Goods and Work-in-Progress and Stock-in- Trade

(₹ in Lakhs)

Particulars	Year ended 31st March 2021	Year ended 31st March 2020
Inventories (at close)		
Finished Goods	9,920.58	10,086.50
Work-in-Progress	13,719.57	14,272.45
	23,640.15	**24,358.95**
Inventories (at commencement)		
Finished Goods	10,086.50	9,954.44
Work-in-Progress	14,272.45	13,600.92
	24,358.95	**23,556.36**
Total	**718.80**	**(802.59)**

27 Employee Benefits Expense

(₹ in Lakhs)

Particulars	Year ended 31st March 2021	Year ended 31st March 2020
Salaries and wages	10,475.16	12,593.04
Contribution to provident and other funds	194.10	240.99
Staff welfare expenses	143.00	157.86
Total	**10,812.26**	**12,991.89**

28 Finance Cost

(₹ in Lakhs)

Particulars	Year ended 31st March 2021	Year ended 31st March 2020
Interest Expenses	5,211.57	5,105.87
Other borrowing costs- Bank Charges	772.04	533.94
Total	**5,983.61**	**5,639.81**

29 Depreciation and Amortization Expenses

(₹ in Lakhs)

Particulars	Year ended 31st March 2021	Year ended 31st March 2020
Depreciation on property, plant and equipment	3,121.31	2,386.98
Depreciation of right-of-use assets	277.59	308.07
Amortisation of intangible assets	785.67	785.74
Total	**4,184.57**	**3,480.79**

30 Other Expenses

(₹ in Lakhs)

Particulars	Year ended 31st March 2021	Year ended 31st March 2020
Power and Fuel	816.10	978.17
Rent	35.89	79.58
Repairs & Maintenance	914.86	936.62
Research & Development Expenses	777.84	821.29
Testing Expenses	199.34	305.53
Rates and taxes excluding taxes on income	154.54	138.47
Legal & Professional Expenses	397.01	583.85
Travelling & Conveyance	662.47	1,130.39
Communication Expenses	135.08	166.81
Printing & Stationery	63.68	73.28
Insurance	187.24	182.06
Membership & Subscription	18.54	12.24
Commision on sales	1,174.71	1,311.17
Provision for expected credit loss	109.86	30.37
Advertisement and business promotion	1,855.06	2,212.05
Freight Outward	1,089.56	776.74
Product Warranties	144.65	99.58
Loss on sale of Fixed Assets	-	72.36
Donation	9.00	2.70
Auditors remuneration	18.00	18.00
Contribution towards Corporate Social Responsibility	75.00	204.66
Miscellaneous Expenses	0.77	2.74
Total	**8,839.20**	**10,138.66**

30(a) Auditor's Remuneration

(₹ in Lakhs)

Particulars	Year ended 31st March 2021	Year ended 31st March 2020
Audit Fees	16.50	16.50
Tax Audit Fees	1.50	1.50
Total	**18.00**	**18.00**

30(b) Research & Development Expenditure :-

(₹ in Lakhs)

Particulars	Year ended 31st March 2021	Year ended 31st March 2020
(i) Capital Expenditure	71.31	37.42
	71.31	**37.42**
(ii) Revenue Expenditure		
a) Employee Cost	704.83	784.63
b) Purchase of Raw Materials	68.24	30.73
c) Electricity Expenses	4.77	5.93
	777.84	**821.29**
Total	**849.15**	**858.71**

30(c) Corporate Social Responsibility Expenditure :-

As per the provisions of section 135 of the Companies Act, 2013, the Company has to spend at least 2% of average net profits of the preceding three financial years towards Corporate Social Responsibility ("CSR"). Accordingly, a CSR committee has been formed for carrying out CSR activities. The areas for CSR activities are eradicating hunger, poverty and malnutrition, promoting preventive health care, providing relief to the poor and rural development projects.

Details of CSR Expenditure	Year ended 31st March 2021	Year ended 31st March 2020
a) Gross amount required to be spent by the Company during the year	49.52	58.23
b) Amount spent during year ended 31st March 2021		
Construction/ acquisition of an asset	-	-
Contribution to other purpose other than above	51.00	33.66
c) Amount unspent during year ended 31st March 2021		
Construction/ acquisition of an asset	-	-
Contribution to other purpose other than above	-	171.00
(Excess)/Unspent Amount	**(1.48)**	**204.66**

31 Income tax expense

(₹ in Lakhs)

Particulars	Year ended 31st March 2021	Year ended 31st March 2020
Current tax		
Current tax on profits for the year	187.76	391.76
Total current tax expense	**187.76**	**391.76**
Deferred tax		
Deferred tax expense/(income) for the period	158.06	811.89
MAT credit entitlement/Setoff	(64.27)	(550.19)
Total deferred tax expense/(benefit)	93.78	261.70
Income tax expense	**281.54**	**653.46**

(a)	Reconciliation of tax expense and the accounting profit	Year ended 31st March 2021	Year ended 31st March 2020
	Pro□t before income tax expense	1,077.01	2,324.08
	Tax at the Indian tax rate of 34.944% (31st March 2020 – 34.944%)	376.35	812.13
	Tax e□ect of amounts which are not deductible (taxable) in calculating taxable income:		
	Corporate social responsibility expenditure	13.10	36.22
	Research & development expenses	(173.28)	(163.11)
	Other items	65.37	(31.78)
	Income tax expense	281.54	653.46

32 Earnings per share

(□ in Lakhs)

Particulars		Year ended 31st March 2021	Year ended 31st March 2020
(i)	Pro□t after tax	795.47	1,671.00
(ii)	Weighted average number of equity shares for basic EPS	643.00	643.00
(iii)	Weighted average number of equity shares for dilutive EPS	643.00	643.00
(iv)	Nominal value per Equity Shares	10.00	10.00
(v)	Earning Per Share (Basic)	1.24	2.60
(vi)	Earning Per Share (Dilutive)	1.24	2.60

33 Fair value measurements

(□ in Lakhs)

Financial instruments by category	31st March 2021		31st March 2020	
	FVTPL	Amortised cost	FVTPL	Amortised cost
Financial assets				
Trade receivables	-	49,441.79	-	44,007.71
Loans	-	302.82	-	327.30
Cash and Bank Balances	-	6,104.15	-	5,593.71
Other Financial Assets	-	1,192.92	-	1,236.19
Total financial assets	**-**	**57,041.68**	**-**	**51,164.91**
Financial liabilities				
Borrowings	-	51,260.21	-	53,300.24
Trade payables	-	18,069.47	-	16,293.37
Other Financial Liabilities	-	5,803.36	-	4,433.80
Total financial liabilities	**-**	**75,133.04**	**-**	**74,027.41**

(i) Fair value hierarchy

This section explains the judgments and estimates made in determining the fair values of the □nancial instruments that are measured at amortized cost and for which fair values are disclosed in the □nancial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classi□ed its □nancial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath.

Assets and liabilities which are measured at amortised cost (₹ in Lakhs)

Particulars	Level 1	Level 2	Level 3	Total
As at March 31, 2021				
Financial assets				
Trade receivables	-	-	49,441.79	49,441.79
Loans	-	-	302.82	302.82
Cash and bank balances	-	-	6,104.15	6,104.15
Other financial assets	-	-	1,192.92	1,192.92
Total financial assets	**-**	**-**	**57,041.68**	**57,041.68**
Financial liabilities				
Borrowings	-	-	51,260.21	51,260.21
Trade payables	-	-	18,069.47	18,069.47
Other financial liabilities	-	-	5,803.36	5,803.36
Total financial liabilities		**-**	**75,133.04**	**75,133.04**
As at March 31, 2020				
Financial assets				
Trade receivables	-	-	44,007.71	44,007.71
Loans	-	-	327.30	327.30
Cash and bank balances	-	-	5,593.71	5,593.71
Other financial assets	-	-	1,236.19	1,236.19
Total financial assets	**-**	**-**	**51,164.91**	**51,164.91**
Financial liabilities				
Borrowings	-	-	53,300.24	53,300.24
Trade payables	-	-	16,293.37	16,293.37
Other financial liabilities	-	-	4,433.80	4,433.80
Total financial liabilities	**-**	**-**	**74,027.41**	**74,027.41**

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market (for example foreign exchange forward contracts) is determined using valuation techniques which maximize 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.

There are no transfer of levels during the year.

As of 31st March 2021, 31st March 2020, the fair value of cash and bank balances, trade receivables, other current financial assets and liabilities, borrowings, trade payables approximate their carrying amount largely due to the short term nature of these instruments.

For other financial assets and liabilities that are measured at amortised cost, the carrying amounts approximate the fair value.

34 Financial risk management

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to provide finance to the Company to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and short-term deposits that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management ensures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

(A) Credit risk

Credit risk refers to the risk of default on its obligation by the counter party resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Trade receivables are typically unsecured and are derived from revenue earned through government customers and other corporate customers. The Company has used the expected credit loss model to assess the impairment loss or gain on trade receivables and unbilled revenue, and has provided

it wherever appropriate. The following table gives the movement in allowance for expected credit loss for the year ended 31 March, 2021:

Movement in Expected Credit Loss Allowance:

(₹ in Lakhs)

Particulars	31st March 2021	31st March, 2020
At the beginning of year	1,181.03	2,550.46
Provision during the year	109.86	30.37
Bad debts written off	(116.62)	(1,399.80)
Total ECL	**1,174.27**	**1,181.03**

(B) Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. The Company's objective is to at all times maintain optimum levels of liquidity to meet its cash and liquidity requirements. The Company closely monitors its liquidity position and maintains adequate source of financing through the use of short term bank deposits and cash credit facility. Processes and policies related to such risks are overseen by senior management.

(i) Maturities of financial liabilities

The table below provides details regarding the contractual maturities of significant financial liabilities:

Contractual maturities of financial liabilities: (undiscounted) (₹ in Lakhs)

Particulars	Less than 1 year	1 to 5 years	More than 5 year	Total
31st March 2021				
Borrowings	48,951.36	2,308.85	-	51,260.21
Trade payables	18,069.47	-	-	18,069.47
Lease liability undiscounted	72.90	332.53	-	405.43
Other financial liabilities	4,066.86	1,178.83	-	5,245.69
Total	**71,160.59**	**3,820.21**	**-**	**74,980.80**
31st March 2020				
Borrowings	50,297.83	3,002.41	-	53,300.24
Trade payables	16,293.37	-	-	16,293.37
Lease liability undiscounted	315.84	555.97	31.41	903.22
Other financial liabilities	2,520.84	1,148.35	-	3,669.19
Total	**69,427.88**	**4,706.73**	**31.41**	**74,166.02**

(C) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprises three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity price risk. Financial instruments affected by market risks include loans and borrowings, deposits, investments and foreign currency receivables and payables. The sensitivity analyses in the following sections relate to the position as at 31st March 2021. The analyses exclude the impact of movements in market variables on: the carrying values of gratuity, pension obligation and other post-retirement obligations; provisions; and the non-financial assets and liabilities. The sensitivity of the relevant Profit and Loss item is the effect of the assumed changes in the respective market risks. This is based on the financial assets and financial liabilities held as of 31st March 2021.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the short term debt obligation at floating interest rates.The Company's borrowings outstanding as at March 31,2021 comprises of floating rate loans and accordingly, are expose to risk of fluctuation in market interest rate.

Sensitivity

Pro□t or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

(□ in Lakhs)

	Impact on profit after tax	
Particulars	**31st March 2021**	**31st March, 2020**
Interest rate (increase by 100 basis points)*	(512.60)	(533.00)
Interest rate (decrease by 100 basis points)*	512.60	533.00

* Holding other variables constant

(ii) Foreign currency risk

The company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the trade receivables and payables. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR).

The Company's exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows

Particulars	**March 31, 2021**		**March 31, 2020**	
	Foreign currency	**Indian Rupee**	**Foreign currency**	**Indian Rupee**
Trade receivables				
United States Dollar (USD)	13.21	969.67	4.41	332.09
Euro (EUR)	-	-	0.05	4.43
Great Britain Pound (GBP)	2.42	244.16	0.38	34.95
Net exposure to foreign currency risk (assets)		**1,213.83**		**371.47**
Trade payables				
United States Dollar (USD)	51.17	3,756.89	31.78	2,396.05
Euro (EUR)	0.02	1.29	0.02	1.25
Great Britain Pound (GBP)	0.18	18.17	-	-
Net exposure to foreign currency risk (liabilities)		**3,776.34**		**2,397.30**

Sensitivity

The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjust their translation for the period end for 1% change in foreign currency rates. A positive number below indicates an increase in pro□t or equity where the Rupees 1% against the relevant currency. For a 1% weakening of the Rs. against relevant currency, there would be a comparable impact on the pro□ts or equity, and the balances below would be negative.

(□ in Lakhs)

Particulars	**Impact on profit after tax**	
	31st March 2021	**31st March, 2020**
USD sensitivity		
INR/USD - Increase by 1%*	(27.87)	(20.64)
INR/USD - Decrease by 1%*	27.87	20.64
EUR sensitivity		
INR/EUR - Increase by 1%*	(0.01)	0.03
INR/EUR - Decrease by 1%*	0.01	(0.03)
GBP sensitivity		
INR/GBP - Increase by 1%	2.44	0.35
INR/GBP - Decrease by 1%	(2.44)	(0.35)

* Holding other variables constant

35 Capital management

(a) Risk management

For the purposes of the Company's capital management, Capital includes equity attributable to the equity holders of the Company and all other equity reserves. The primary objective of the Company's capital management is to ensure that it maintains an e□cient capital structure and maximize shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the □nancial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders or issue new shares. The Company is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the year ended 31st March 2021, 31st March 2020.

The Company monitors capital using net debt to equity ratio, which is net debt (as reduced by Cash and Cash Equivalent) divided by total equity.

(□ in Lakhs)

Particulars	31st March 2021	31st March, 2020
Borrowings	54,013.70	54,282.90
Cash and Bank Balances	(6,104.15)	(5,593.71)
Net debt	47,909.55	48,689.19
Equity	75,523.83	74,762.89
Net debt to equity ratio	63.44%	65.12%

(□ in Lakhs)

(b) Dividends	31st March 2021	31st March, 2020
(i) Equity shares		
Final dividend for the year ended 31st March 2020 of INR 0.15	96.45	128.61
(31 March 2019 – INR .20) per fully paid share		
DDT on □nal dividend	-	26.43

(ii) Dividends not recognised at the end of the reporting period

In addition to the above dividends, since year end the directors have recommended the payment of a □nal dividend of □ 0.15 per (1.5%) fully paid equity share. This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.

36 Leases

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

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

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying value may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash □ows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are

discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows. Lease liabilities have been included in other financial liabilities. The Company has used a single discount rate to a portfolio of leases with similar characteristics

Transition

On transition, the adoption of the new standard resulted in recognition of Right-of-Use asset (ROU) of `1000.30 lakh and lease liability of `1000.30 lakh. The adoption of the new standard has also resulted in decrease in profit before tax and profit for the year by ₹ 0.54 Lakhs (Increase in depreciation expense and finance cost with corresponding decrease in other expense). The effect of this adoption is insignificant on earnings per share.The lease payments for operating leases as per Ind AS 17-Leases, were earlier reported under cash flow from operating activities. On application of Ind AS 116, the nature of expenses has changed from lease rent in previous periods to depreciation cost for the right-to-use asset, and finance cost for interest accrued on lease liability.

(i) Following is carrying value of right of use assets recognised on date of transition and the movements thereof during the year ended March 31, 2021.

Particulars	FY 20-21	FY 19-20
	ROU Asset Leashold Buildings	ROU Asset Leashold Buildings
Gross carrying value		
As at 01 April	**710.26**	-
Transition impact of Ind As 116	-	1,000.30
Additions	135.50	36.59
Deletion during the year	(70.78)	(18.56)
Depreciation of Right of use assets	(277.59)	(308.07)
Net carrying value 'As at 31 March	497.39	710.26

ii) The following is the carrying value of lease liability for the year ended March 31, 2021

Particulars	Leashold Buildings	Leashold Buildings
As at 01 April	764.61	-
Transition impact of on account of adoption of Ind As 116 "Leases"	-	1,000.30
Additions	135.50	36.59
Finance cost accrued during the year	68.69	88.77
Deletion during the year	(80.25)	(18.56)
Payment of lease liabilities	(330.87)	(342.49)
Net carrying value 'As at 31 March	557.67	764.61
Current maturities of Lease Liability (refer note no-21)	78.62	250.86
Non-Current Lease Liability (refer note no -21)	479.05	513.75

37 The disclosure pursuant to Micro, Small & Medium Enterprises Act 2006, are as under:

a) Principal amount and the interest due thereon remaining unpaid to any supplier at the period ending 31st March, 2021 - ₹ 2,545.88/- lakhs (P.Y. ₹ 3,430.38/- lakhs)

b) Amount of interest paid by the Company in terms of Section 16 of the MSMED, along with the amount of the payment made to the beyond the appointed day during the accounting period ending 31st March, 2021 – Nil (P.Y. Nil)

c) 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 period) but without adding the interest specified under the MSMED – Nil (P.Y. Nil)

d) Amount of interest accrued and remaining unpaid at the end of the accounting period ending 31st March, 2021 – Nil (P.Y. Nil)

38 Disclosures pursuant to Ind AS-19 "Employee Bene□ts"(speci□ed under section 133 of the Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rules, 2015) are given below :

a Defined Contribution Plans

Contribution to De□ned Contribution Plan, recognized as expenses for the period are as under :

(□ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March, 2020
Employer's contribution to Provident Fund	179.62	220.43
Employer's contribution to ESI	11.67	17.72
Employer's contribution to Welfare Fund	3.17	3.91
Total	**194.46**	**242.06**

b Defined Benefit Plans

The following tables summaries the components of net bene□t expense recognised in the statement of pro□t or loss and the funded status and amounts recognised in the balance sheet for the respective plans:"

i) Reconciliation of opening and closing balance of Defined Benefit Obligation

(□ in Lakhs)

Particulars	Gratuity (Non Funded)	
	As at 31st March 2021	As at 31st March, 2020
De□ned Bene□t obligation at beginning of the year	498.43	499.36
Current Service Cost	65.19	70.72
Past Service Cost	-	-
Interest Cost	34.89	34.96
Bene□ts paid	(47.62)	(104.54)
Remeasurement of (Gain)/loss recognised in other comprehensive income		
Actuarial changes arising from changes in demographic assumptions	-	-
Actuarial changes arising from changes in □nancial assumptions	-	-
Actuarial changes arising from changes in experience adjustments	(95.18)	(2.07)
Defined Benefit obligation at end of the year	**455.71**	**498.43**

Net de□ned bene□t asset/ (liability) recognised in the balance sheet

Particulars	As at 31st March 2021	As at 31st March, 2020
Present value of de□ned bene□t obligation	455.71	498.43
Amount recognised in Balance Sheet- Asset / (Liability)	455.71	498.43

ii) Net defined benefit expense (Recognised in the Statement of profit and loss for the year)

(□ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March, 2020
Current Service Cost	65.19	70.72
Past Service Cost	-	-
Interest Cost	34.89	34.96
Net defined benefit expense debited to statement of profit and loss	**100.08**	**105.68**

iii) Remeasurement of (Gain)/loss recognised in other comprehensive income

(₹ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March, 2020
Actuarial changes arising from changes in demographic assumptions	-	-
Actuarial changes arising from changes in financial assumptions	-	-
Actuarial changes arising from changes in experience adjustments	(95.18)	(2.07)
Recognised in other comprehensive income	(95.18)	(2.07)

iv) Principal assumptions used in determining defined benefit obligation

Discount Rate	7 % p.a.	7 % p.a.
Rate of escalation in salary(per annum)	4% p.a	4% p.a
Mortality	IALM 2012-14 Ultimate	IALM 2012-14 Ultimate
Withdrawal rate (Per Annum)	2- 5% p.a.	2- 5% p.a.

a) The estimates of rate of escalation in salary considered in actuarial valuation are after taking into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is as certified by the Actuary.

b) Discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligations.

v) Quantitative sensitivity analysis for significant assumptions is as below:

(₹ in Lakhs)

Increase / (decrease) on present value of defined benefits obligations at the end of the year	As at 31st March 2021	As at 31st March, 2020
Discount Rate		
Increase by 1%	414.71	459.19
Decrease by 1%	503.29	544.06
Salary Increase		
Increase by 1%	504.27	545.00
Decrease by 1%	413.24	457.79
Attrition Rate		
Increase by 1%	465.02	507.50
Decrease by 1%	445.07	488.04

vi) Maturity profile of defined benefit obligation (undiscounted)

(₹ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March, 2020
Within the next 12 months (next annual reporting period)	29.10	94.22
Between 2 and 5 years	64.50	62.85
Between 5 and 10 years	362.11	341.35
Total expected payments	455.71	498.43

vii) The average duration of the defined benefit plan obligation at the end of the reporting period is 14 years (31st March 2020: 12 years)

viii) The estimates of rate of escalation in salary considered in actuarial valuation are after taking into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is

as certified by the Actuary.

ix) The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

39 Segment Reporting

a) The segment reporting of the Company has been prepared in accordance with Ind AS-108, "Operating Segment" (specified under section 133 of the Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rules, 2015). For management purposes, the company is organised into business units based on its products and services and has identified four reportable segments viz Metering,Switchgear, Lighting & Electronics and cables on the basis of the nature of products, the risk return profile of individual business and the internal business reporting systems.

b) Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocated".

c) Segment assets and segment liabilities represent assets and liabilities in respective segments. Investment, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocated"

d) There are no customers having revenue exceeding 10% of the total revenues.

(₹ in Lakhs)

(A)	Revenue	As at 31st March 2021	As at 31st March, 2020
	Segment Revenue (Gross)	₹	₹
	Metering	35,463.74	45,999.91
	Switchgear	16,146.16	18,954.46
	Lighting & Electronics	25,105.65	20,975.83
	Cables	8,304.11	6,592.20
		85,019.66	**92,522.40**
(B)	**Results**		
	Segment Results		
	Metering	4,703.93	6,325.91
	Switchgear	2,681.23	3,521.24
	Lighting & Electronics	2,416.74	2,313.78
	Cables	230.74	265.19
		10,032.64	**12,426.12**
	Unallocated expenses net of income	2,972.02	4,462.23
	Operating Profit	7,060.62	7,963.88
	Interest Expenses	5,983.61	5,639.81
	Profit before tax	1,077.01	2,324.08
	Tax Expenses	281.54	653.46
	Profit after tax	**795.47**	**1,670.62**
(C)	**Other Information**		
	Segment Assets		
	Metering	61,956.45	66,268.53
	Switchgear	38,355.70	38,074.50
	Lighting & Electronics	29,856.19	25,205.09
	Cables	15,994.06	14,153.19
	Unallocated	7,082.77	7,347.19
		153,245.17	**151,048.50**

Segment Liabilities		
Metering	13,055.47	12,752.56
Switchgear	6,294.20	5,374.04
Lighting & Electronics	5,354.61	3,860.97
Cables	1,625.11	710.56
Unallocated	51,391.95	53,587.48
	77,721.34	**76,285.61**
Capital Expenditure		
Metering	458.30	2,499.47
Switchgear	518.83	3,696.91
Lighting & Electronics	177.83	272.95
Cables	13.61	60.40
	1,168.57	**6,529.73**
Depreciation		
Metering	1,898.76	1,732.51
Switchgear	1,943.06	1,433.98
Lighting & Electronics	161.97	131.27
Cables	180.78	183.03
	4,184.57	**3,480.79**
Segment Revenue		
The following is the distribution of Company's revenue by geographical market :-		
Domestic Market	81,703.96	90,540.54
Overseas Market	3,315.70	1,981.86
	85,019.66	**92,522.40**

40 Related Party Disclosure

(i) Name of related parties with and description of relationship :

(A) Subsidiary Company :

(1) Himachal Energy Pvt. Ltd.
(2) HPL Electric & Power Pvt.Ltd.- Shriji Designs (JV)
(3) HPL Electric & Power Pvt.Ltd. -Trimurthi Hitech Co. Pvt. Ltd.- Shriji Designs (JV)

(B) Entities in which directors are interested :

(1) HPL India Ltd.
(2) HPL Power Corporation Ltd.
(3) Havells Electronics Pvt. Ltd.
(4) Amerex Pvt. Ltd.
(5) Jesons Impex Pvt. Ltd.
(6) Havells Pvt. Ltd.
(7) Seth Inder Narain Trust

(C) Key Management Personnel :

(1) Mr. Lalit Seth
(2) Mr. Rishi Seth
(3) Mr. Gautam Seth
(4) Mr. C.P.Jain (up to 10.01.2021)
(5) Mr. Sudhir Kumar Barik
(6) Mr. Vivek Kumar

(D) Relatives of Key Management Personnel

(1) Mrs. Praveen Seth
(2) Mrs. Pooja Seth
(3) Mrs. Vani Seth

(iii) Key management personnel compensation

(₹ in Lakhs)

Particulars	31st March 2021	31st March 2020
Short-term employee benefits	632.96	899.21
Dividend paid during the year	18.49	24.65
Total Compensation	651.45	923.86

(iv) Details of tranactions with Related Parties:-

(₹ in Lakhs)

Particulars	31st March 2021	31st March 2020
Purchase of goods		
1. Himachal Energy Pvt. Ltd	729.75	673.35
2. Havells Private Limited	-	151.74
Sale of goods		
1. Himachal Energy Pvt. Ltd	2,681.39	2,781.33
2. HPL India Ltd	9.90	187.18
Sale of services		
1. HPL India Ltd	118.00	182.90
2. Havells Private Limited	-	45.62
Purchase of fixed assets		
1. HPL India Ltd	-	1,497.77
Dividend paid to related parties		
1. Havells Electronics Pvt. Ltd	17.48	23.30
2. Havells Pvt. Ltd	4.26	5.69
3. HPL India Ltd	26.36	35.15
4. Jesons impex Pvt Ltd	0.04	0.05
CSR Contribution		
Enterprises in which directors are interested		
1. Seth Inder Narain Trust	24.00	204.66
Loan taken from entities in which directors are interested :		
1. Havells Electronics Pvt. Ltd	16.50	-
2. Havells Pvt. Ltd	4.00	-
3. HPL India Ltd	24.25	-
Transaction with Key Managerial Person		
1. Managerial Remuneration	632.96	899.21
2. Director sitting fees	14.50	12.70
3. Dividend Paid	18.49	24.65
4. Rent Paid	1.50	18.00
5. Loan from directors	20.50	-
Transaction with relatives of Key Managerial Person		
1. Rent paid	1.50	18.00
2. Dividend Paid	3.20	4.27

(v) Summary of outstanding Balances with the above Related Parties for the respective years are as given below:

(₹ in Lakhs)

Particulars	31st March 2021	31st March 2020
Subsidiary Companies		
Himachal Energy Pvt. Ltd.	5,400.00	5,400.00
Advance to Joint Venturs		
1. HPL ELECTRIC & POWER PRIVATE LIMITED- THCPL-SD(JV)	135.96	135.15
2. HPL ELECTRIC & POWER PRIVATE LIMITED- SHRIJI DESIGNS (JV)	68.90	63.99
Trade Receivables		
1. HPL India Ltd	739.73	611.64
2. Havells Private Limited	77.06	62.21
3. Amerex Private Limited	-	250.02
4. Himachal Energy Pvt. Ltd	574.38	1,368.42
Deferred Receivables		
1. HPL India Ltd	875.78	937.71
Capital Advance		
1. HPL India Ltd	79.24	456.57
Loan outstanding		
1. Havells Electronics Pvt. Ltd	16.50	-
2. Havells Pvt. Ltd	4.00	-
3. HPL India Ltd	24.25	-
4. Directors	20.50	-

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31st March 2021, the Company has not recorded any impairment of receivables relating to amounts owed by related parties .This assessment is undertaken each □nancial year through examining the □nancial position of the related party and the market in which the related party operates.

All outstanding balances are unsecured and are repayable in cash

41 The Company do not have any outstanding commercial paper period ending 31st March, 2021. (P Y □ Nil)

42 The Company has taken various residential/ commercial premises under cancellable operating leases. These lease agreements are normally renewed on expiry. There are no restrictions placed upon the company by entering into these leases. Lease payments recognized in the Statement of Pro□t & Loss as rent expenses for the year.

43 **Commitments**

(₹ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
Estimated amount of capital contracts remaining to be executed and not provided for (net of advances)	70.76	280.51

44 Contingent Liabilities:

(₹ in Lakhs)

S. No	Name of Statute	Description	As at 31st March 2021	As at 31st March 2020
1	Central Excise Act, 1944	Demand for Excise Duty before Add. Comm. LTU, New Delhi for 2008-09	16.40	16.40
2	Central Excise Act, 1944	Demand for Excise Duty before Comm. (A), New Delhi for 2009-10 to 2015-16.	82.49	82.49
3	Finance Act, 1994	Demand for Service Tax Credit before Commissioner Appeal, LTU, Delhi for 2012-13	1.01	1.01
4	Finance Act, 1994	Demand for Cenvat Credit before Commissioner Appeal, LTU, Delhi for 2011-12	1.13	1.13
5	Haryana Vat Act, 2003	Demand for Sales Tax before Haryana Tax, Tribunal, Chandigarh for 2008-09	25.51	25.51
6	Haryana Vat Act, 2003	Demand for Sales Tax before Joint Comm., (Appeal), Rohtak for 2010-11	17.83	17.83
7	Haryana Vat Act, 2003	Demand for Sales Tax before Haryana Tax, Tribunal, Chandigarh for 2009-10	4.78	4.78
8	Haryana Vat Act, 2003	Demand for Sales Tax before Haryana Tax, Tribunal, Rohtak for 2011-12	18.45	18.45
9	Haryana Vat Act, 2003	Demand for Sales Tax before Haryana Tax, Tribunal, Rohtak for 2012-13	10.06	10.06
10	Haryana Vat Act, 2003	Demand for Sales Tax before Haryana Tax, Tribunal, Rohtak for 2010-11	49.22	49.22
11	Haryana Vat Act, 2003	Demand for Sales Tax before Haryana Tax, Tribunal, Chandigarh for 2011-12	23.19	23.19
12	Haryana Vat Act, 2003	Demand for Sales Tax before Joint Comm., (Appeal), Ambala for 2011-12	4.38	4.38
13	Finance Act, 1994	Show cause notice received towards short payment of Service Tax for 2010-11 to 2014-15	163.04	163.04
14	Employee's Provident Fund Act, 1952	Demand for EPF before EPF appellate, Tribunal, New Delhi.	8.87	8.87
15	Haryana Vat Act, 2003	Demand for sales tax before Haryana Tax Tribunal for 2011-12	23.39	23.39
16	Haryana Vat Act, 2003	Demand for sales tax before Haryana Tax Tribunal for 2012-13	23.67	23.67
17	Haryana Vat Act, 2003	Demand for sales tax before Haryana Tax Tribunal for 2013-14	80.59	80.59
18	Haryana Vat Act, 2003	Demand for sales tax before Jt. Commissioner (A), Rohtak for 2013-14	72.95	72.95
19	Haryana Vat Act, 2003	Demand for sales tax before Jt. Commissioner (A), Rohtak for 2014-15	25.35	25.35
20	Haryana Vat Act, 2003	Demand for sales tax before Jt. Commissioner (A), Rohtak for 2013-14	18.38	18.38
21	Haryana Vat Act, 2003	Demand for sales tax before Jt. Commissioner (A), Rohtak for 2013-14	97.68	97.68
22	Haryana Vat Act, 2003	Haryana Tax Tribunal, Chandigarh-Final demand after Recti□cation on 31.07.2017 (Revision Pending)	3.61	3.61
23	Haryana Vat Act, 2003	Haryana Tax Tribunal, Chandigarh-Pending for Recti□cation for 2012-13	1.97	1.97
24	Haryana Vat Act, 2003	Haryana Tax Tribunal, Chandigarh-Pending for Recti□cation for 2013-14	3.73	3.73
25	Haryana Vat Act, 2003	Haryana Tax Tribunal, Chandigarh-Pending for Recti□cation for 2014-15	0.52	0.52
26	Haryana Vat Act, 2003	Haryana Tax Tribunal-Rohtak-Appeal pending before the Jt.ETC(A),Rohtak for 2010-11	33.95	33.95
27	Haryana Vat Act, 2003	Demand for sales tax before Dy. Excise & Taxation Commissioner (ST),Sonepat for 2014-15	10.14	10.14

28	Haryana Vat Act, 2003	Demand for sales tax before Jt Excise Excise & Taxation Commissioner, Ambala for 2014-15	55.74	55.74
29	Incomet Tax Act, 1961	Income Tax demand before Asstt. Commissioner of Income Tax, Delhi for AY-2017-18	28.72	28.72
30	Haryana Vat Act, 2003	Demand for Sales Tax before Haryana Tax, Tribunal, Rohtak for 2015-16	41.89	41.89
31	Haryana Vat Act, 2003	Demand for Sales Tax before Haryana Tax, Tribunal, Rohtak for 2014-15	97.13	97.13
32	Haryana Vat Act, 2003	Demand for Sales Tax before Haryana Tax, Tribunal, Rohtak for 2015-16	75.76	75.76
33	Central Excise Act, 1944	Demand for Excise Duty before Deputy Comm. Central GST Gurgram for 2016-17.	1.72	-
34	Finance Act, 1994	Demand for Service Tax Credit before Asstt. Commissioner Gurugram for 2015-16 to 2017-18	14.78	-
35	Custom Act,1962	Demand for Custom Duty before Adl./Joint Comm./Customs Gr-VA,ACC Import New Custom House New Delhi for 2018-19	22.67	-
36	Haryana Vat Act, 2003	Demand for Sales Tax before Haryana Tax, Tribunal, Rohtak for 2016-17	73.54	-
37	Haryana Vat Act, 2003	Demand for Sales Tax before Haryana Tax, Tribunal, Rohtak for 2016-17	37.23	-

Notes :1. Based on the favorable decisions in similar cases and discussions with the solicitors, the company does not expect any liability against these matters, hence no provision has been considered in the books of the accounts.

2. Besides the above, show cause notices from the various departments have been received by the company, had not been treated as contingent liabilities since the company has represented to the concerned departments and does not expect any liability on this account.

45 The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity. The e□ective date from which the changes are applicable is yet to be noti□ed and the □nal rules are yet to be framed. The Company will carry out an evaluation of the impact and record the same in the □nancial statements in the period in which the Code becomes e□ective and the related rules are published.

46 Consequent to the disruption caused due to COVID-19, the Company has made an assessment as at March 31, 2021 of recoverability of the carrying values of its assets such as property, plant and equipment, intangible assets having inde□nite useful life, goodwill, inventory, trade receivables, and other current assets giving due consideration to the internal and external factors. Further, on account of continued spread of COVID-19 disease in the country, the Company has made timely and requisite changes in business model which has resulted in consistent growth across the product segments during the year. The Company is continuously monitoring the situation arising on account of COVID-19 and will make appropriate action required, if any.

47 Previous year's □gure have been regrouped/ re-arranged, wherever considered necessary to make them comparable with corresponding period ending 31st March, 2021.

As per our report of even date attached
For Kharabanda Associates
Chartered Accountants

Sunil Kharabanda
Proprietor
M.No. : 082402
F.R.N. : 003456N
UDIN : 21082402AAAAES2951
Place : New Delhi
Date : 28.06.2021

For and on behalf of board

Rishi Seth
Managing Director
DIN- 00203469

Lalit Seth
Chairman
DIN- 00312007

Vivek Kumar
Company Secretary
M.No. A18491

Sudhir Barik
Chief Financial O□cer
M.No. 13243

Independent Auditor's Report

To the Members of

HPL Electric & Power Ltd.

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of HPL ELECTRIC & POWER LIMITED ("the Holding Company") and its subsidiaries listed in Annexure-I (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at 31st March 2021, the consolidated statement of Profit and Loss (including other comprehensive income), consolidated Statement of Changes in Equity and consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors on separate financial statement and on the other financial information of the subsidiaries and joint venture as were audited by the other auditor, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2021, their consolidated profit including other comprehensive income, their consolidated statement of changes in Equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and joint venture in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the 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. For each matter below, our description of how our audit addressed the matter is provided in the context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatements of the consolidated Ind AS financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated Ind AS financial statements.

The key audit matters	How the matter was addressed in our audit
Evaluation of uncertain tax positions The Company operates in multiple jurisdictions and is subject to periodic challenges by local tax authorities on a range of tax matters during the normal course of business including indirect tax matters. These involve significant management judgment to determine the possible outcome of the uncertain tax positions, consequently having an impact on related accounting and disclosures in the consolidated financial statements.	**Principal Audit Procedures** Our audit procedures include the following substantive procedures: • Obtained understanding of key uncertain tax positions; and • We along with our internal tax experts – ➢ Read and analyzed select key correspondences, external legal opinions / consultations by management for key uncertain tax positions; ➢ Discussed with appropriate senior management and evaluated management's underlying key assumptions in estimating the tax provisions; and Assessed management's estimate of the possible outcome of the disputed cases.

Expected credit loss (ECL) on trade receivables	Principal Audit Procedures
Trade receivables balances represent signi□cant portion of the Company's assets. Loss allowances on trade receivables for delays and defaults in recovery involves signi□cant judgements and estimates. Timing of collection of dues from the customers may di□er from the actual credit period. The balance of loss allowances on trade receivables represent the Company's best estimates at the reporting date of ECL under Ind AS 109. The Company assesses the ECL allowance resulting from all possible defaults over the expected life of the receivables and credit impaired receivables. These are expected to be recognized before a trade receivables becomes past due. The measurement of ECL involves signi□cant Company's judgement and assumption, primarily relating to: - Historical credit loss experience adjusted for future economic conditions, - Credit risk of customers	Our audit procedures over ECL on trade receivables included the following: ➢ Testing the design, implementation and operating e□ectiveness of key internal □nancial controls, on a sample basis, over accounting of measurement of ECL on trade receivables, credit control process over aged receivables; ➢ Evaluating governance structure over provisioning matrix; ➢ Assessing Company's policy for ECL on trade receivables and credit impaired receivables with applicable accounting standards: ➢ Challenging the ECL estimates by examining the information used to form such estimates such as application of future economic conditions, credit risk of customers, etc: ➢ Checking completeness and accuracy of the data used by the Company for computation of assumptions used for computing ECL on trade receivables; ➢ Conducting audit procedure on existence of trade receivables. We performed independent checks for outstanding balances, tested subsequent receipts and sales transactions for audit samples.

Other Information

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the □nancial statements and our auditors' report thereon.

Our opinion on the consolidated □nancial 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 □nancial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated □nancial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done/audit report of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these consolidated □nancial statements that give a true and fair view of the consolidated □nancial position, consolidated □nancial performance including other comprehensive income, consolidated cash □ows and consolidated statement of changes in equity of the Group including its joint ventures in accordance with the accounting principles generally accepted in India, including the accounting Standards speci□ed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the each entity 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 □nancial controls, that were operating e□ectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated □nancial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated □nancial statements, the respective management and board of director's of the entities included in the Group and its joint ventures are responsible for assessing the ability of each company 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 entity or to cease operations, or has no realistic alternative but to do so.

The respective Boards of Directors of the entities included in the Group and its joint ventures is responsible for overseeing the □nancial reporting process of each entity.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated □nancial 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 in□uence the economic decisions of users taken on the basis of these consolidated □nancial 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 □nancial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is su□cient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the entity has adequate internal □nancial controls system in place and the operating e□ectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast signi□cant doubt on the entity 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 consolidated □nancial 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 □nancial statements, including the disclosures, and whether the consolidated □nancial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain su□cient appropriate audit evidence regarding the □nancial information of the entities or business activities within the Group of which we are the independent auditors, to express an opinion on the consolidated Ind AS □nancial statements. We are responsible for the direction, supervision and performance of the audit of the □nancial statements of such entities included in the consolidated □nancial statements of which we are independent auditors. For the other entities included in the consolidated Ind As □nancial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub-paragraph (a) of the other matter paragraph below, is su□cient & appropriate to provide a basis for our audit opinion on the consideration □nancial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind As □nancial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and signi□cant audit □ndings, including any signi□cant de□ciencies 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 signi□cance in the audit of the consolidated □nancial statements for the □nancial year ended March 31, 2021 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 bene□ts of such communication.

Other Matter

We did not audit the □nancial statements and other □nancial information, in respect of subsidiary companies whose □nancial statements include total assets of Rs. 12,026.24 lakhs as at March 31, 2021 and total revenues of Rs. 5,900.84 lakhs and total net pro□t / (loss) of Rs. 206.99 lakhs and total comprehensive income /(loss) of Rs. 204.53 lakhs and net cash in□ows of Rs. 71.73 lakhs for the year ended on that date. These Ind As □nancial statement and other □nancial information have been audited by other auditors whose reports have been furnished to us by the management. Our opinion on the consolidated Ind AS □nancial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint ventures, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on report of such auditors.

Our opinion on the consolidated Ind AS □nancial statements, and our report on Other Legal and Regulatory Requirements

below, is not modi□ed in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the □nancial statements and other □nancial information certi□ed by the Management.

Report on Other Legal and Regulatory Requirements

(A) As required by Section 143 (3) of the Act, based on our audit and on the consideration of report of the other auditor on separate □nancial statements of such subsidiaries and joint ventures were audited by other auditor, as noted in sub paragraph (a) of 'other matter' paragraph we report, to the extent applicable, that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law related to preparation of the aforesaid consolidated □nancial statement have been kept by the Group and its joint ventures so far as it appears from our examination of those books and report of the other auditors;

c) The Consolidated Balance Sheet, the Consolidated Statement of Pro□t and Loss (including the Statement of other comprehensive income), the Consolidated Cash Flow Statement and consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained.

d) In our opinion, the aforesaid consolidated □nancial statements comply with the Accounting Standards speci□ed under Section 133 of the Act, read with Companies (Indian Accounting Standard) Rules 2015, as amended;

e) On the basis of the written representations received from the directors of the Holding company as on 31st March, 2021 taken on record by the Board of Directors and the reports of the statutory auditors of its subsidiary company and joint venture none of the directors of the Group company and joint ventures are disquali□ed as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.

f)

te[(l)-10

statementhf subsidiar, enturtee in

ConsolidateFtatemen(C)11 (.)]TJ07357 Tw -2.205 -1.75 Tdii.) oudidano uhdloding t
eeabRu lobses;(.)]TJ0.175 Tw -2.205 -1.75 Tdiii.)
ItoE Tdeduc(ta)4 (tiul)]TJ-0.087 Tw 0 -1.25 Td a1(P(W)16 Gr)10 cectioFu aneitthHolludin[(C)11 (ompan)13 (y and ite)]TJ64 Tw 0 -1.

Icco thin afoRtatiup and

Cepor.1

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of HPL Electric & Power Limited 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 **HPL ELECTRIC & POWER LTD.** ('the Holding Company') as of March 31, 2021 in conjunction with our audit of the consolidated Ind AS financial statement of the company and its subsidiaries for the year then ended and as on that date.

Management's Responsibility for the Internal Financial Controls

The Board of Directors of the Holding Company and its subsidiaries are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company and its subsidiaries considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the 'Guidance Note'). 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, 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 Holding Company and its subsidiaries 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 extant applicable to an audit of internal financial controls. Those Standards and the Guidance Note required that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about 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 of the auditors' judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial controls 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 purpose in accordance with generally accepted accounting principles. A company's internal financial controls 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 statement in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorization of the management and directors of the company, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitation 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 controls over financial reporting may become inadequate because of change in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

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

For Kharabanda Associates
Chartered Accountants
FRN: 003456N

Sunil Kharabanda
Proprietor
M. No. 082402

Place : New Delhi
Date : 28th June 2021

Consolidated Balance Sheet

as at 31st March 2021

(₹ in Lakhs)

Particulars	Note	As at 31st March 2021	As at 31st March 2020
ASSETS			
Non-current assets			
Property, plant and equipment	3	44,594.26	46,511.05
Capital work in progress		166.13	337.74
Right of use Assets		497.39	710.26
Intangible assets	5	1,351.04	2,136.72
Financial assets			
i. Loans	6	263.69	291.93
Deferred tax assets (Net)	7	3,258.41	3,405.18
Other non-current assets	8	956.17	1,400.93
		51,087.09	**54,793.81**
Current assets			
Inventories	9	44,294.71	43,938.77
Financial assets			
i. Trade receivables	10	51,292.91	46,309.98
ii. Cash and cash equivalents	11	3,401.43	2,957.03
iii. Bank balances other than (ii) above	12	3,833.66	3,695.89
iv. Loans	6	47.64	43.88
v. Other financial assets	13	1,485.17	1,428.01
Current tax assets (Net)	14	98.78	265.96
Other current assets	8	3,481.86	3,499.42
		107,936.16	102,138.94
		159,023.25	**156,932.75**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	15	6,430.05	6,430.05
Other equity	16	69,398.29	68,438.83
Equity attributable to equity holders of the parent Company		75,828.34	74,868.88
Non-controlling interests		172.40	166.41
Total equity		**76,000.74**	**75,035.29**
Liabilities			
Non-current liabilities			
Financial liabilities			
i. Borrowings	17	4,397.24	5,112.71
ii. Other financial liabilities	21	1,657.88	1,662.10
Provisions	18	978.80	890.68
		7,033.92	**7,665.49**
Current liabilities			
Financial liabilities			
i. Borrowings	19	50,786.38	52,281.36
ii. Trade payables	20		
a) total outstanding dues of micro enterprises and small enterprises		2,878.16	3,960.96
b) total outstanding dues of creditors other than micro enterprises and small enterprises		16,131.23	13,405.70
iii. Other financial liabilities	21	4,489.87	3,122.67
Other current liabilities	22	1,014.54	686.85
Provisions	18	688.41	774.43
		75,988.59	**74,231.97**
		159,023.25	**156,932.75**

The accompanying notes are an integral part of financial statements

As per our report of even date attached

For Kharabanda Associates
Chartered Accountants

Sunil Kharabanda
Proprietor
M.No. : 082402
F.R.N. : 003456N
UDIN : 21082402AAAAET5520
Place : New Delhi
Dated : 28.06.2021

For and on behalf of board

Rishi Seth
Managing Director
DIN- 00203469

Lalit Seth
Chairman
DIN- 00312007

Vivek Kumar
Company Secretary
M.No. A18491

Sudhir Barik
Chief Financial Officer
M.No. 13243

Consolidated Statement of profit and loss

for the year ended 31st March 2021

(₹ in Lakhs)

	Particulars	Notes	Year ended 31st March, 2021	Year ended 31st March, 2020
	Income:			
I.	Revenue from operations	23	87,509.35	97,651.44
II.	Other income	24	406.74	458.21
III.	**Total income (I + II)**		**87,916.09**	**98,109.65**
IV.	**Expenses:**			
	Cost of materials consumed	25	54,631.42	62,137.95
	Changes in inventories of finished goods, work-in-progress	26	546.45	(982.73)
	Employee benefits expense	27	11,189.03	13,469.89
	Finance cost	28	6,441.92	6,144.79
	Depreciation and amortization expenses	29	4,494.36	3,741.98
	Other expenses	30	9,240.61	10,536.00
	Total expenses		**86,543.79**	**95,047.88**
V.	**Profit before tax (III-IV)**		**1,372.30**	**3,061.77**
VI.	**Tax expense:**			
	(1) Current tax	31	255.41	531.57
	(2) Deferred tax	31	114.46	338.07
VII.	**Profit for the year (V-VI)**		**1,002.43**	**2,192.13**
	Other comprehensive income			
	Items that will not be reclassified to profit or loss			
	Remeasurement of post employment benefit obligations		91.78	(2.29)
	Income tax relating to these items		(32.31)	0.49
	Other comprehensive income for the year, net of tax		**59.47**	**(1.80)**
VIII.	**Total comprehensive income for the year, net of tax**		**1,061.90**	**2,190.33**
	Profit for the year attributable to			
	Equity shareholders of parent company		996.37	2,177.23
	Non controlling interests		6.06	14.90
			1,002.43	**2,192.13**
	Total comperhensive income for the year attributable to			
	Equity shareholders of parent company		1,055.91	2,175.52
	Non controlling interests		5.99	14.81
			1,061.90	**2,190.33**
VIII.	Earnings per equity share of ₹10/- each	32		
	(1) Basic		1.55	3.39
	(2) Diluted		1.55	3.39

The accompanying notes are an integral part of financial statements

As per our report of even date attached

For Kharabanda Associates
Chartered Accountants

Sunil Kharabanda
Proprietor
M.No. : 082402
F.R.N. : 003456N
UDIN : 21082402AAAAET5520

Place : New Delhi
Dated : 28.06.2021

For and on behalf of board

Rishi Seth
Managing Director
DIN- 00203469

Lalit Seth
Chairman
DIN- 00312007

Vivek Kumar
Company Secretary
M.No. A18491

Sudhir Barik
Chief Financial Officer
M.No. 13243

Statement of Changes in Equity

for the year ended 31st March 2021

I) Equity Share Capital

(₹ in Lakhs)

Particulars	Notes	Total
Balance as at 1st April 2019		6,430.05
Changes during the year	15	-
Balance as at 31st March 2020		6,430.05
Changes during the year	15	-
Balance as at 31st March 2021		6,430.05

II) Other equity

(₹ in Lakhs)

Particulars	Notes	Security premium	Capital reserve	General reserve	Retained earnings	Total
Balance as at 1st April 2019	16	36,601.35	(1,933.84)	3,788.31	27,962.53	66,418.35
Profit for the year		-		-	2,177.23	2,177.23
Other comprehensive income		-		-	(1.71)	(1.71)
Total comprehensive income		-	-	-	2,175.52	2,175.52
Transaction with owners in their capacity as owners:						
Final equity dividend					(128.61)	(128.61)
Tax on final equity dividend					(26.43)	(26.43)
Balance as at 31st March 2020		**36,601.35**	**(1,933.84)**	**3,788.31**	**29,983.01**	**68,438.83**
Profit for the year		-	-	-	996.37	996.37
Other comprehensive income					59.54	59.54
Total comprehensive income		-	-	-	1,055.91	1,055.91
Transaction with owners in their capacity as owners:						
Final equity dividend		-		-	(96.45)	(96.45)
Tax on final equity dividend		-		-	-	-
Balance as at 31st March 2021		**36,601.35**	**(1,933.84)**	**3,788.31**	**30,942.47**	**69,398.29**

The accompanying notes are an integral part of financial statements

As per our report of even date attached

For Kharabanda Associates
Chartered Accountants

Sunil Kharabanda
Proprietor
M.No. : 082402
F.R.N. : 003456N
UDIN : 21082402AAAAET5520
Place : New Delhi
Dated : 28.06.2021

For and on behalf of board

Rishi Seth
Managing Director
DIN- 00203469

Lalit Seth
Chairman
DIN- 00312007

Vivek Kumar
Company Secretary
M.No. A18491

Sudhir Barik
Chief Financial Officer
M.No. 13243

Consolidated Cash Flow Statement

for the year ended 31st March 2021

(₹ in Lakhs)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
A. Cash flow from operating activities	**Audited**	**Audited**
Net profit/ (loss) before tax	1,372.30	3,061.77
Adjustments for :		
- Depreciation and amortisation expenses	4,494.36	3,741.98
- Finance expenses	6,441.92	6,144.79
- Interest income	(394.35)	(417.12)
- Loss / (profit) on sale of fixed assets	(0.24)	72.36
Operating profit before working capital changes	11,913.99	12,603.78
Adjustments for :		
Decrease/(increase) in trade receivables	(4,921.00)	1,006.00
Decrease/(increase) in other financial and non-financial assets	(37.86)	(248.80)
Decrease/(increase) in inventories	(355.94)	(2,530.78)
(Decrease)/increase in trade payables	1,642.72	(4,236.44)
(Decrease)/increase in other financial, non financial liabillities and provisions	302.37	283.34
Cash generated from operations	**8,544.28**	**6,877.11**
- Taxes paid (net of refunds)	(88.24)	(625.67)
Net cash from operating activities	**8,456.04**	**6,251.44**
B. Cash flow from investing activities		
- Purchase of property, plant & equipment and intangible assets	(1,137.36)	(6,512.87)
- (increase)/ decrease in capital work in progress	171.61	377.33
- Payment for acquiring right of use of assets	(271.66)	(252.77)
- Proceeds from Sale of property, plant and equipments	0.63	10.50
- Secuity Deoposits (Paid)/Received	28.24	(29.51)
- Interest income received	394.35	417.12
Net cash used in investing activities	**(814.19)**	**(5,990.20)**
C. Cash flow from financing activities		
- Proceeds/(Repayment) from working capital loan (net)	(1,494.97)	3,039.50
- Repayment of secured long term loan	-	(1,033.75)
- Proceeds from secured long term loan	973.66	4,000.00
- Repayment of lease liabilities interest portion	(59.21)	(89.72)
- Finance expenses	(6,382.71)	(6,055.07)
- Payment of dividend and dividend distribution tax	(96.45)	(155.04)
Net cash used in financing activities	**(7,059.68)**	**(294.08)**
Net changes in cash & cash equivalents (a+b+c)	582.17	(32.84)
Cash & cash equivalents at the beginning of the year	6,652.92	6,685.76
Cash & cash equivalents at the end of the year	7,235.09	6,652.92

The accompanying notes are an integral part of financial statements

As per our report of even date attached

For Kharabanda Associates
Chartered Accountants

Sunil Kharabanda
Proprietor
M.No. : 082402
F.R.N. : 003456N
UDIN : 21082402AAAAET5520
Place : New Delhi
Dated : 28.06.2021

For and on behalf of board

Rishi Seth
Managing Director
DIN- 00203469

Lalit Seth
Chairman
DIN- 00312007

Vivek Kumar
Company Secretary
M.No. A18491

Sudhir Barik
Chief Financial Officer
M.No. 13243

Note-1

COMPANY OVERVIEW

HPL Electric & Power Limited ('the Company') and its subsidiaries (collectively referred to as "Group") is a limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956 having its registered o□ce at 1/20, Asaf Ali Road, New Delhi. The Group is one of the leading players and India's fastest growing electrical and power distribution equipment manufacturer with products ranging from Industrial and Domestic Circuit Protection Switchgears, Cables, Energy Saving Meters, CFL & LED Lamps and Luminaries for Domestic, Commercial and Industrial applications, Modular Switches covering the entire range of household, commercial and industrial electrical needs.

The Group has R&D facilities located at Gurgaon and Kundli in Haryana, approved by Department of Scienti□c & Industrial Research (DSIR), Ministry of Science & Technology.

The Financial statements were approved by the Board of Directors for issue in accordance with resolution passed on July 28, 2021.

Note-2
SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the signi□cant accounting policies adopted in the preparation of these □nancial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

A) Basis of Preparation

i) *Compliance with Ind AS*

The □nancial statements comply in all material aspects with Indian Accounting Standards (Ind AS) noti□ed under Section 133 of the Companies Act, 2013 (the Act)[Companies(Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

ii) *Historical cost convention*

The □nancial statements have been prepared on a historical cost basis, except for certain □nancial assets and liabilities that are measured at fair value.

B) Principles of consolidation and equity accounting

(i) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to a□ect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The group combines the □nancial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Inter-company transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred assets. Accounting policies of the subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the consolidated statement of pro□t and loss, consolidated statement of changes in equity and balance sheet respectively.

C) Property plant and equipment

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment, if any. The cost comprises of purchase price, taxes, duties, freight and other incidental expenses directly attributable and related to acquisition and installation of the concerned assets and are further adjusted by the amount of CENVAT /GST/VAT credit availed wherever applicable. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic bene□ts associated with the item will □ow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to pro□t or loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation on buildings, machinery and equipments has been provided on straight-line basis over the estimated useful lives of the respective assets. Intangibale assets are amortised over their estimated useful economic lives on straight line basis. Freehold land and work in progress are not depreciated. The estimated useful lives considered for

providing depreciation on other substantial assets are as follows:

Building- 35-45 years

Plant & Machinery-15-25 years

Computers-3-5 years

Furniture & Fixtures-10-15 years

Office Equipments-5-10 years

Vehicles-8-10 years

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at costless accumulated amortization and accumulated impairment losses, if any. Internally generated intangibles, excluding capitalized development cost, are not capitalized and the related expenditure is reflected in Statement of Profit and Loss in the period in which the expenditure is incurred. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Research and development cost

Research expenditure and development expenditure that do not meet the criteria as given in Ind AS-38 "Intangible Assets" are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Amortisation methods and periods

The Group amortises intangible assets with a finite useful life using the straight-line method over their estimated useful life of 3-6 years.

The amortization period and the amortization method for an intangible asset with a finite useful life is reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognised in the Statement of Profit and Loss.

Gains or losses arising from disposal of the intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the assets are disposed off.

E) Impairment of non-financial assets

The carrying amounts of the assets are reviewed at each Balance sheet date for any indication of impairment based on internal/external factors. If any such indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are 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. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

Impairment losses including impairment on inventories are recognised in the Statement of Profit and Loss.

F) Financial Instruments

i) **Financial Assets**

A) *Initial recognition and measurement*

All financial assets and liabilities are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition.

B) *Subsequent measurement*

a) Financial assets carried at amortised cost

A financial asset is measured at amortised cost if it is held within a business model

whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Financial assets carried at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c) Financial assets carried at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL.

C) Investment in subsidiaries

The Group has accounted for its investments in subsidiary at cost.

D) Other Equity Investments

All other equity investments are measured at fair value with changes in fair value recognised in statement of profit and loss except for those equity investments for which the Group has elected to present the value changes in 'Other Comprehensive Income'.

E) Impairment of financial assets

In accordance with Ind AS 109, the Group uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12 months expected credit losses(expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date; or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

For trade receivables Group applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Group uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Group uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

ii) Financial Liabilities

A) Initial recognition and measurement

All financial liabilities are recognised at fair value and in case of loans net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

B) Subsequent measurement

Financial liabilities are carried at amortised cost using the effective interest rate method (EIR). Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

G) Income recognition

Interest income

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the

contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Dividends

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be measured reliably.

H) Inventories

Raw materials and stores, work in progress, traded and finished goods are stated at the lower of cost and net realisable value. Cost of raw materials and traded goods comprises cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis of weighted average cost basis. Costs of purchased inventory are determined after deducting rebates and discounts. 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.

I) Revenue Recognition

Effective April 1, 2018, the Group has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Group has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18 and Ind AS 11. The impact of adoption of the standard on the financial statements of the Group is insignificant.

Revenue is recognised upon transfer of control of promised products or services to customer in an amount that reflects the consideration which the Group expects to receive in exchange for those products or services, which is usually at the time of delivery of products or services to the customer. Revenue from sale of product is measured at fair value of consideration received /receivable, net of returns, trade allowances, rebates, value added taxes, Goods and Service Tax (GST) and amounts collected on behalf of third parties. Revenue is recognised when it is probable that economic benefits associated with the transaction will flow to the entity, amount of revenue can be measured reliably and entity retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

J) Contract Balances

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. A receivable represents the Company's right to an amount of consideration that is unconditional.

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

A trade receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (Financial instruments – initial recognition and subsequent measurement).

K) Employee Benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities

are settled.

(ii) Post-Employment Benefits

De□ned Contribution Plan: A de□ned contribution plan is a post-employment bene□t plan under which the Groul pays speci□ed contributions to a separately entity. The Group has de□ned contribution plans for the post-employment bene□ts namely provident fund scheme. The Group's contribution in the above plans is recognised as an expense in the Statement of Pro□t and Loss during the year in which the employee renders the related service.

De□ned Bene□t Plans: The Group has de□ned bene□t plan namely Gratuity for employees. The liability in respect of gratuity plans is calculated annually by independent actuary using the projected unit credit method. The Group recognises the following changes in the net de□ned bene□t obligation under Employee bene□ts expense in statement of pro□t or loss:

- Service costs comprising current service costs, past service costs , gains and losses on curtailment and non-routine-settlements
- Net Interest expense

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in Other comprehensive income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet. Remeasurements are not reclassi□ed to pro□t or loss in subsequent periods.

Termination bene□ts are recognized as an expense immediately.

L) Borrowing Cost

General and speci□c borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of speci□c borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

M) Income Tax

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

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary di□erences arising between the tax bases of assets and liabilities and their carrying amounts in the □nancial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction a□ects neither accounting pro□t nor taxable pro□t (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

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

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

Current and deferred tax is recognised in pro□t or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. I3 (er)-4 ()10 (ed0.0

N) Lease

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

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

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets as below:

Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the underlying assets (i.e. 30 and 60 years)

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. Refer to the accounting policies in section 'Impairment of non-financial assets'.

Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Company as a lessor

Leases for which the Company is a lessor is classified as finance or operating lease. Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and

recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

O) Foreign Currency Transactions

Items included in the financial statements of the Group are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the Group's functional and presentation currency.

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

P) Earnings Per Share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Group
- by the weighted average number of equity shares outstanding during the financial year.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, wherever applicable, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

Q) Provisions and Contingent liabilities

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

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

A contingent liability is possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognise a contingent liability but disclose its existence in the financial statements unless the probability of outflow of resource is remote.

R) Other Operating Revenues

i) Government Grant

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

ii) Export Benefit

Revenue from export benefits arising from Duty entitlement pass book (DEPB scheme), duty drawback scheme, merchandise export incentive scheme are recognised on export of goods in accordance with their respective underlying scheme at fair value of consideration received or receivable

S) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief operating decision maker (CODM). CODM monitors the operating results of all strategic business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on pro□t and loss and is measured consistently with pro□t and loss in the □nancial statements.

T) Contributed equity

Equity shares are classi□ed as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

U) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

V) Cash and Cash Equivalents

For the purpose of presentation in the Statement of Cash □ows, Cash and Cash equivalents includes cash on hand, deposits held at call, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insigni□cant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the Balance Sheet.

W) Offsetting financial instruments

Financial assets and □nancial liabilities are o□set and the net amount is reported in the Balance Sheet where there is a legally enforceable right to o□set the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

X) Rounding of amounts

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

Y) Changes in significant accounting policies

The Ministry of Corporate A□airs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2020 has noti□ed amendments to certain Ind AS. The Company applied for the □rst-time certain standards and amendments, which are e□ective for annual periods beginning on or after April 1, 2020. The Company has not early adopted any other standard, interpretation or amendment that has been issued but is not yet e□ective.

Amendments to Ind AS 1 and Ind AS 8 Definition of Material:

The amendments provide a new de□nition of material that states, "information is material if omitting, misstating or obscuring it could reasonably be expected to in□uence decisions that the primary users of general purpose □nancial statements make on the basis of those □nancial statements, which provide □nancial information about a speci□c reporting entity." The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the □nancial statements. A misstatement of information is material if it could reasonably be expected to in□uence decisions made by the primary users. These amendments had no impact on the consolidated □nancial statements of, nor is there expected to be any future impact to the Company.

Amendments to Ind AS 103: Definition of a Business:

The amendment to Ind AS 103 Business Combinations clari□es that to be considered a business, an integrated set of activities and assets must include, at a minimum, an input and a substantive process that, together, signi□cantly contribute to the ability to create output. Furthermore, it clari□es that a business can exist without including all of the inputs and processes needed to create outputs. These amendments had no impact on the consolidated □nancial statements of the Company, but may impact future periods should the Company enter into any business combinations.

Amendments to Ind AS 107 and Ind AS 109 Interest Rate Benchmark Reform:

The amendments to IFRS 9 and IAS 39 Financial Instruments: Recognition and Measurement provide a number of reliefs, which apply to all hedging relationships that are directly a□ected by interest rate benchmark reform. A hedging relationship is a□ected if the reform gives rise to uncertainty about the timing and/or amount of benchmark-based cash □ows of the hedged item or the hedging instrument. These amendments have no impact on the consolidated □nancial statements of the Company as it does not have any interest rate hedge relationships.

Amendments to Ind AS 116 COVID-19 Related Rent Concessions:

The amendments provide relief to lessees from applying Ind AS 116 guidance on lease modi□cation accounting for rent concessions arising as a direct consequence of the COVID-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a COVID-19 related rent concession from a lessor is a lease modi□cation. A lessee that makes this election accounts for any change in lease payments resulting from the COVID-19 related rent concession the same way it would account for the change under Ind AS 116, if the change were not a lease modi□cation. The Company opted to apply the practical expedient and recognised income of `12.96 million (presented under ""Other income') during the current year.

Conceptual Framework for Financial Reporting:

The Conceptual Framework is not a standard, and none of the concepts contained therein override the concepts or requirements in any standard. The purpose of the Conceptual Framework is to assist in developing standards, to help preparers develop consistent accounting policies where there is no applicable standard in place and to assist all parties to understand and interpret the standards. This will a□ect those entities which developed their accounting policies based on the Conceptual Framework. The revised Conceptual Framework includes some new concepts, updated de□nitions and recognition criteria for assets and liabilities and clari□es some important concepts. These amendments had no impact on the consolidated □nancial statements of the Company.

Amendments to CSR requirement

The Ministry of Corporate A□airs (MCA) has amended the Companies (Corporate Social Responsibility Policy) Rules, 2014 through a noti□cation dated January 22, 2021, These amendments have introduced some signi□cant changes that require better understanding to ensure compliance. The amendments, amongst others, mandatorily require utilisation of the unspent amount earmarked for CSR activities, failing which it would be transferred to a fund speci□ed in Schedule VII of the Companies Act, 2013. Resultantly, the Company will have to make a provision towards unspent CSR spent, if any, at the end of the year, after deducting the provision created for the CSR activity completed, if applicable and as provided.

The amendments also permit a company which spends an amount in excess of the prescribed CSR amount of 2%, to set-o□ excess amount against the requirement to spend up to immediately succeeding three □nancial years subject to the ful□lment of certain conditions. As per the guidance issued by the ICAI, in case the Company, decides to adjust excess amount spent against future obligation, then an asset would have to be recognised to the extent of such excess amount spent

Z) Recent accounting pronouncements

On March 24, 2021 the Ministry of Corporate A□airs ("MCA") through a noti□cation, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021. Key amendments relating to Division II which relate to companies whose □nancial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

Balance Sheet:

(a) Lease liabilities should be separately disclosed under the head '□nancial liabilities', duly distinguished as current or non-current.

(b) Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.

(c) Speci□ed format for disclosure of shareholding of promoters.

(d) Speci□ed format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.

(e) If a company has not used funds for the speci□c purpose for which it was borrowed from banks and □nancial institutions, then disclosure of details of where it has been used.

(f) Speci□c disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc

Statement of profit and loss:

(a) Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency speci□ed under the head 'additional information' in the notes forming part of the standalone □nancial statements.

The amendments are extensive and the Company will evaluate the same to give e□ect to them as required by

law.

AA) Significant accounting judgements, estimates and assumptions

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the assets or liabilities affected in future periods.

Judgements, Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

a) Defined benefit plan-Gratuity

The cost of defined benefit plans (i.e. Gratuity benefit) is determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions 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. In determining the appropriate discount rate, management considers the interest rates of long term government bonds with extrapolated maturity corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Future salary increases and pension increases are based on expected future inflation rates for the respective countries. Further details about the assumptions used, including a sensitivity analysis, are given in Note 37.

b) Impairment of Financial assets

The impairment provisions of financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

c) Warranty provision

Warranty Provisions are measured at discounted present value using pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the liability. A warranty provision is determined based on the historical percentage of warranty expense to sales for the same types of goods for which the warranty is currently being determined. The same percentage to the sales is applied for the current accounting period to derive the warranty expense to be accrued. It is adjusted to account for unusual factors related to the goods that were sold, such as defective inventory lying at the depots. It is very unlikely that actual warranty claims will exactly match the historical warranty percentage, so such estimates are reviewed annually for any material changes in assumptions and likelihood of occurrence.

d) Depreciation/amortisation and useful lives of property plant and equipment/intangible assets

Property, plant and equipment / Intangible assets are depreciated /amortised over their estimated useful lives, after taking into account estimated residual values. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation / amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Group's historical experience with similar assets and take into account anticipated technological changes. The depreciation/amortisation for future period is revised if there are significant changes from previous estimates.

e) Provisions

Provisions and liabilities are recognised in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgment to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

Notes forming part of the financial statements for the year ended 31st March 2021

3 Property, plant and equipment

(□ in Lakhs)

S. No.	Particulars	Gross Block				Accumulated Depreciation				Net Block
		1st April 2020	Additions	Deletion / Adjustment	31st March 2021	1st April 2020	For the year	Deletion / Adjustment	31st March 2021	31st March 2021
1	Freehold Land	14,254.00	141.01	-	14,395.01	-	-	-	-	14,395.01
2	Building	9,973.47	67.45	-	10,040.92	1,100.42	297.65	-	1,398.07	8,642.85
3	Plant & Machinery *	29,384.36	1,156.53	(0.14)	30,540.75	6,833.49	2,977.60	(0.02)	9,811.07	20,729.68
4	Furniture & Fittings	400.86	56.50	(0.36)	457.00	140.34	44.18	(0.15)	184.37	272.63
5	O□ce Equipment	234.18	18.81	(0.21)	252.78	90.93	35.84	(0.16)	126.61	126.17
6	Vehicles	609.31	74.35	(0.01)	683.65	180.34	75.72	-	256.06	427.59
7	Computers	0.86	0.04	-	0.90	0.47	0.10	-	0.57	0.33
	TOTAL	**54,857.04**	**1,514.69**	**(0.72)**	**56,371.01**	**8,345.99**	**3,431.09**	**(0.33)**	**11,776.75**	**44,594.26**

S. No.	Particulars	Gross Block				Accumulated Depreciation				Net Block
		1st April 2019	Additions	Deletion / Adjustment	31st March 2020	1st April 2019	For the year	Deletion / Adjustment	31st March 2020	31st March 2020
1	Freehold Land	14,254.00	-	-	14,254.00	-	-	-	-	14,254.00
2	Building	9,359.27	614.20	-	9,973.47	822.38	278.04	-	1,100.42	8,873.05
3	Plant & Machinery *	23,480.22	6,026.31	(122.17)	29,384.36	4,649.88	2,229.10	(45.49)	6,833.49	22,550.87
4	Furniture & Fittings	322.25	78.61	-	400.86	97.89	42.45	-	140.34	260.52
5	O□ce Equipment	138.70	95.48	-	234.18	63.91	27.02	-	90.93	143.25
6	Vehicles	581.30	70.44	(42.43)	609.31	145.17	71.43	(36.26)	180.34	428.97
7	Computers	0.86	-	-	0.86	0.34	0.13	-	0.47	0.39
	TOTAL	**48,136.60**	**6,885.04**	**(164.60)**	**54,857.04**	**5,779.57**	**2,648.17**	**(81.75)**	**8,345.99**	**46,511.05**

4 Right of use assets

(₹ in Lakhs)

Particulars	FY 20-21	FY 19-20
	Leashold Buildings	Leashold Buildings
Gross carrying value		
As at 01 April	1,013.09	-
Transition impact of Ind As 116	-	1,000.30
Additions	135.50	36.59
Deisposals	(185.53)	(23.80)
As at 31 March 2021	**963.06**	**1,013.09**
Accumlated depreciaiton		
As at 01 April 2020	302.83	-
Additions	277.59	308.07
Deisposals	(114.75)	(5.25)
As at 31 March 2021	**465.67**	**302.83**
Net carrying value		
As at 31 March 2021	**497.39**	**710.26**

5 Intangible assets

(₹ in Lakhs)

S. No.	Particulars	Gross Block				Accumulated Depreciation				Net Block
		1st April 2020	Additions	Deletion / Adjustment	31st March 2021	1st April 2020	For the year	Deletion / Adjustment	31st March 2021	31st March 2021
1	Software & Designs	4,842.74	-	-	4,842.74	2,706.02	785.68	-	3,491.70	1,351.04
	TOTAL	**4,842.74**	**-**	**-**	**4,842.74**	**2,706.02**	**785.68**	**-**	**3,491.70**	**1,351.04**

S. No.	Particulars	Gross Block				Accumulated Depreciation				Net Block
		1st April 2019	Additions	Deletion / Adjustment	31st March 2020	1st April 2019	For the year	Deletion / Adjustment	31st March 2020	31st March 2020
1	Software & Designs	5,015.64	-	(172.90)	4,842.74	2,047.56	785.74	(127.28)	2,706.02	2,136.72
	TOTAL	**5,015.64**	**-**	**(172.90)**	**4,842.74**	**2,047.56**	**785.74**	**(127.28)**	**2,706.02**	**2,136.72**

6 Loans

(Unsecured, considered good)

(₹ in Lakhs)

Particulars	Non-current		Current	
	As at 31st March 2021	As at 31st March 2020	As at 31st March 2021	As at 31st March 2020
Security Deposits	263.69	291.93	47.64	43.88
Total	**263.69**	**291.93**	**47.64**	**43.88**

7 Deferred tax assets

(₹ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
The balance comprises temporary differences attributable to:	-	-
Provision for employee benefits	280.89	367.57
Provision for warranties	263.15	216.62
Provision for doubtful debts	620.92	582.53
Property, plant and equipment	(2,770.01)	(2,675.78)
Others	663.56	758.49
MAT credit	4,199.90	4,155.75
Total deferred tax assets	**3,258.41**	**3,405.18**

Movement in deferred tax assets

Particulars	Provision for employee benefits	Provision for warranties	Provision for doubtful debts	Total
At 1st April 2019	382.75	174.69	1,061.06	1,618.50
(Charged)/credited:				-
- to profit or loss	(14.69)	41.93	(478.53)	(451.29)
- to other comprehensive income	(0.49)	-	-	(0.49)
At 31st March 2020	**367.57**	**216.62**	**582.53**	**1,166.72**
(Charged)/credited:				
- to profit or losss	(118.99)	46.53	38.39	(34.07)
- to other comprehensive incomes	32.31	-	-	32.31
At 31st March 2021	**280.89**	**263.15**	**620.92**	**1,164.96**

Particulars	Property, plant and equipment	Others	MAT Credit	Total
At 1st April 2019	(2,320.27)	779.55	3,664.97	2,124.25
(Charged)/credited:				
- to profit or loss	(355.51)	(21.06)	490.78	114.21
- to other comprehensive income		-		-
At 31st March 2020	**(2,675.78)**	**758.49**	**4,155.75**	**2,238.46**
(Charged)/credited:				
- to profit or losss	(94.23)	(94.93)	44.15	(145.01)
- to other comprehensive incomes	-	-		-
At 31st March 2021	**(2,770.01)**	**663.56**	**4,199.90**	**2,093.45**

8 Other assets

(₹ in Lakhs)

Particulars	Non-current		Current	
	As at 31st March 2021	As at 31st March 2020	As at 31st March 2021	As at 31st March 2020
Capital advances to related parties	79.24	456.57	-	-
Receivable on deferred basis to related parties	875.78	937.71	-	-
Prepaid Expenses	1.15	6.65	170.70	142.93
Balance with government authorities	-	-	1,045.29	1,335.11
Vat Recoverable	-	-	-	-
Other Advances****	-	-	128.03	-
Advance to Suppliers*	-	-	2,120.47	2,017.87
Duty Drawback Recoverable	-	-	17.37	3.51
Total	**956.17**	**1,400.93**	**3,481.86**	**3,499.42**

9 Inventories

(₹ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
a. Raw Materials and components		
(i) Raw materials	19,651.35	18,785.07
(ii) Material-in-transit	111.77	72.27
b. Work-in-progress	14,508.86	14,938.74
c. Finished goods	9,994.70	10,111.28
d. Stores and spares	28.03	31.41
Total	**44,294.71**	**43,938.77**

10 Trade Receivables

(₹ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
(i) Considered good*		

13 Other financial assets

(₹ in Lakhs)

Particulars	Current	
	As at 31st March 2021	As at 31st March 2020
Earnest money deposit	1,205.41	1,055.56
Insurance claim Recoverable	39.54	110.45
Contract Asset Recoverable	240.22	262.00
Total	**1,485.17**	**1,428.01**

14 Current tax assets (Net)

(₹ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
Advance Income Tax (net of provision for tax)	98.78	265.96
Total	**98.78**	**265.96**

15 Share Capital

(₹ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
(a) Authorized		
70,000,000 Equity Shares of ₹ 10/- each (Previous year 70,000,000 Equity Shares of ₹ 10/- each)	7,000.00	7,000.00
(b) Issued, Subscribed & Paid Up		
64,300,486 Equity Shares of ₹ 10/- each fully paid up (31st March 2020; 64,300,486 Equity Shares of ₹ 10/- each fully paid)	6,430.05	6,430.05
Total	**6,430.05**	**6,430.05**

(c) Reconciliation of share capital at the beginning and close of the accounting year ended :-

Particulars	As at 31st March 2021		As at 31st March 2020	
	Number	Amount ₹	Number	Amount ₹
Shares outstanding at the beginning of the year	643.00	6,430.05	643.00	6,430.05
Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year	**643.00**	**6,430.05**	**643.00**	**6,430.05**

(d) Rights, Preferences and Restrictions attached to the shares

The company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares are entitled to receive remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting. In the event of liquidation of the company, the holders of equity shares are entitled to receive remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(e) Shareholders holding more than 5% shares in the Company :-

Name of Shareholder	As at 31st March 2021		As at 31st March 2020	
	No. of Equity Shares held	% of Holding	No. of Equity Shares held	% of Holding
Mr. Lalit Seth	8,030,228	12.49	7,824,598	12.17
HPL India Ltd.	17,573,238	27.33	17,573,238	27.33
Havell's Electronics Pvt. Ltd	11,652,130	18.12	11,652,130	18.12
HDFC Trustee Co Ltd A/c HDFC Housing Opportunities	-	-	3,877,376	6.03

16 Reserves and Surplus

(₹ in Lakhs)

(a) Securities Premium	As at 31st March 2021	As at 31st March 2020
Opening Balance	36,601.35	36,601.35
Add : Received on issue of equity shares	-	-
Less : share issue expenses	-	-
Closing Balance	**36,601.35**	**36,601.35**

Securities premium reserve

Securities premium reserve is used to record the premium on issue of securities. The reserve is utilised in accordance with the provisions of the act.

(₹ in Lakhs)

(b) Capital reserve	As at 31st March 2021	As at 31st March 2020
Opening Balance	(1,933.84)	(1,933.84)
Add/less : Change during the year	-	-
	-	-
Total	**(1,933.84)**	**(1,933.84)**

(₹ in Lakhs)

(b) General Reserve	As at 31st March 2021	As at 31st March 2020
Opening Balance	3,788.31	3,788.31
(+) Current Year Transfer	-	-
Closing Balance	**3,788.31**	**3,788.31**

(₹ in Lakhs)

(c) Retained earnings	As at 31st March 2021	As at 31st March 2020
Opening balance	29,983.01	27,962.53
(+) Net Profit/(Loss) For the current year	996.37	2,177.23
(-) Dividend on Equity Shares	96.45	128.61
(-) Tax on Dividend	-	26.43
Items of other comprehensive income recognised directly in retained earnings		
- Remeasurements of post-employment benefit obligation, net of tax	59.54	(1.71)
Closing Balance	**30,942.47**	**29,983.01**
Total Reserves & Surplus (a+b+c)	**69,398.29**	**68,438.83**

17 Borrowings

(₹ in Lakhs)

Particulars	Non-Current		Current Maturities	
	As at 31st March 2021	As at 31st March 2020	As at 31st March 2021	As at 31st March 2020
Secured				
Term loan from banks (refer note 19)*	2,559.40	3,427.15	2,971.63	1,183.84
Vehicle loans - from banks**	67.59	90.56	60.15	48.82
11,000,000,10% Cumulative Compulsorily Redeemable Preference Shares	1,705.00	1,595.00	-	-
Unsecured Loans				
Loan from related parties (refer note 40)	65.25	-	-	-
Total	**4,397.24**	**5,112.71**	**3,031.78**	**1,232.66**

***The term loan is secured as per the note given in note 19 details are below:-**

First pari-passu charge with term lenders having FACR of 1.33 and second pari-passu charge on the current assets of the company to the extent of term loan and also secured by personal guarantee of three promoters directors.

Tata Capital Finacial Services term loan rate of interest 11% repayable in 36 monthly installments, starting from Jan 2020 to May 2023.

Karnataka Bank term loan rate of interest 10.7% repayable in 60 monthly installments, starting from July 2019 to March 2025.

HDFC Bank loan is repayable in 48 equal quarterly installments, starting from 2nd February, 2019 and have maturity date of 2nd May, 2023 and interest is linked with MCLR + spread.

"** Vehicles loans are secured against hypothecation of respective vehicles and are repayable in maximum 60 instalments and last date of installment is April. 2024. The loan carries an interest rate @ 9.10% pa.

Covid Emergency Loan is secured as follows :

First pari-passu charge over entire current assets of the company including stocks and receivables both present and future and first charge on pari-passu basis over Company's entire fixed assets excluding fixed assets of Rs. 106.40 Crores financed by Term Lenders for Term Loan upto Rs. 80 Crores which covers FACR of 1.33 on which term lenders have first pari-passu charge and 2nd pari-passu charge on current assets to the extent of Rs. 80 Crores. Covid Emergency term loans are also secured by personal guarantees of three promoter directors.

State Bank of India loan rate of interest 7.5% repayable in 18 monthly installments, starting from Dec 2020 to June 2022.

Union Bank of India loan rate of interest 8% repayable in 18 monthly installments, starting from Jan 2021 to July 2022.

Canara Bank loan rate of interest 1 year MCLR + .5 % repayable in 18 monthly installments, starting from Jan 2021 to July 2022.

18 Provisions

(₹ in Lakhs)

Particulars	Long-term		Short-term	
	As at 31st March 2021	As at 31st March 2020	As at 31st March 2021	As at 31st March 2020
(a) Provision for employee benefits				
Gratuity	480.86	450.90	40.83	101.19
Leave Encashment	-	-	377.64	478.30
	480.86	450.90	418.47	579.49
(b) Other Provisions				
Provision for Warranties	497.94	439.78	269.94	194.94
	497.94	439.78	269.94	194.94
Total	**978.80**	**890.68**	**688.41**	**774.43**

Service warranties

Product warranties:- The company gives warranties on certain products to repair or replace the items that fail to perform satisfactorily during the warranty period. Provision made represents the amount of the expected cost of meeting such obligations of rectification/ replacement.

(i) Movements in provisions

Movements in each class of provision during the financial year, are set out below:

(₹ in Lakhs)

Particulars	Warranty
As at 1st April 2019	**505.59**
Charged/(credited) to profit or loss	
- additional provisions recognised	99.58
- unused amounts reversed	
- unwinding of discount	29.55
Amounts used during the year	-
As at 31st March 2020	**634.72**
Charged/(credited) to profit or loss	
- additional provisions recognised	125.00
- unused amounts reversed	
- unwinding of discount	8.16
Amounts used during the year	-
As at 31st March 2021	**767.88**

19 Short Term Borrowings

(₹ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
Loans repayable on demand		
-Secured Loans		
- From Banks	50,786.38	52,281.36
Total	**50,786.38**	**52,281.36**

Working capital facilities (fund based and non fund based) are availed from consortium of banks led by State Bank of India. The lead bank has linked its interest rate with 6 Month MCLR + spread of 2% p.a. and these working capital facilities are repayable on demand. Working capital facilities are secured by way of first pari-passu charge over entire current assets of the company including stocks and receivables both present and future and first charge on pari-passu basis over Company's entire fixed assets excluding fixed assets of ₹ 106.40 Crores financed/to be financed by Term Lenders for Term Loan upto ₹ 80 Crores which covers FACR of 1.33 on which term lenders have first pari-passu charge and 2nd pari-passu charge on current assets to the extent of ₹ 80 Crores. The working capital lender have also second charge on fixed assets of ₹ 106.40 Crores. Working capital facilities and term loans are also secured by personal guarantees of three promoter directors.

Net Debt Reconciliation

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented

(₹ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
Cash and cash equivalents	7,235.09	6,652.92
Long term borrowings	(7,429.02)	(6,345.37)
Short term borrowings	(50,786.38)	(52,281.36)
Net debt	**(50,980.31)**	**(51,973.81)**

(₹ in Lakhs)

Particulars	Cash and cash equivalents	Long term Borrowings	Current Borrowings	Total
Net debt as at 1st April 2019	6,685.76	(3,379.11)	(49,241.86)	(45,935.21)
Cash flows	(110.30)	-	-	(110.30)
(Proceeds) from working capital loan	77.46	-	(3,039.50)	(2,962.04)
Proceeds of secured long term loan	-	(4,000.00)	-	(4,000.00)
Repayment of secured long term loan	-	1,143.74	-	1,143.74
Interest accrued	-	(110.00)	-	(110.00)
Net debt as at 31st March 2020	**6,652.92**	**(6,345.37)**	**(52,281.36)**	**(51,973.81)**
Cash flowss	582.17	-	-	582.17
(Proceeds)/Repayment from working capital loan	-	-	1,494.98	1,494.98
Proceeds of secured long term loan		(1,105.56)	-	(1,105.56)
Repayment of secured long term loan	-	131.91	-	131.91
Interest accrued	-	(110.00)	-	(110.00)
Net debt as at 31st March 2021	**7,235.09**	**(7,429.02)**	**(50,786.38)**	**(50,980.31)**

Utilised amount of bank guarantees (performance and bid bonds) as at 31st March 2021 : ₹ 35,772.86/- lakhs (PY ₹ 38,120/- lakhs)

20 Trade Payables

(₹ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
Trade Payables		
(a) Due to Micro and Small Enterprises under MSMED Act, 2006* (Refer note 37)	2,878.16	3,960.96
(b) Others	16,131.23	13,405.70
Total	**19,009.39**	**17,366.66**

21 Other financial liabilities

(₹ in Lakhs)

Particulars	Non-current		Current	
	As at 31st March 2021	As at 31st March 2020	As at 31st March 2021	As at 31st March 2020
Current maturities of long-term debt	-	-	3,031.78	1,232.66
Expenses Payable	-	-	137.10	134.55
Interest Accrued but not due	-	-	22.99	280.66
Employee Benefits Payable	-	-	1,039.11	1,123.79
Security deposit received	1,178.83	1,148.35	-	-
Factoring of Debtors	-	-	180.27	100.15
Lease Liabilities*	479.05	513.75	78.62	250.86
Total	**1,657.88**	**1,662.10**	**4,489.87**	**3,122.67**

Refer note no. 36

22 Other Current Liabilities

(₹ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
Statutory dues payable	1,011.74	684.20
Unpaid Dividend	2.80	2.65
Total	**1,014.54**	**686.85**

23 Revenue from operation

(₹ in Lakhs)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
Sale of Products		
Finished Goods	87,509.35	97,651.44
Total	**87,509.35**	**97,651.44**

Particulars of Sale of products (gross)

(₹ in Lakhs)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
Finished goods		
Metering	37,953.43	51,077.51
Switch Gears	16,146.16	18,954.46
Lighting & Electronics	25,105.65	20,975.83
Cables	8,304.11	6,592.20
Project	-	51.44
Total	**87,509.35**	**97,651.44**

24 Other Income

(₹ in Lakhs)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
Interest income from financial assets at amortised cost	394.35	417.12
Other non-operating income	12.39	41.09
Total	**406.74**	**458.21**

25 Particulars of Raw Materials Consumed

(₹ in Lakhs)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
Copper	8,028.31	6,315.02
Electronic Components	31,058.19	40,568.95
Engineering Plastic	10,173.41	10,799.22
Packing	912.40	1,338.64
Others	4,459.11	3,116.12
Total	**54,631.42**	**62,137.95**

26 Changes in Inventories of Finished Goods and Work-in-Progress and Stock-in- Trade

(₹ in Lakhs)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
Inventories (at close)		
Finished Goods	9,994.70	10,111.28
Work-in-Progress	14,482.71	14,912.57
	24,477.41	**25,023.85**
Inventories (at commencement)		
Finished Goods	10,111.27	10,066.01
Work-in-Progress	14,912.59	13,975.11
	25,023.86	**24,041.12**
Total	**546.45**	**(982.73)**

27 Employee Benefits Expense

(₹ in Lakhs)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
Salaries and wages	10,805.60	13,016.28
Contribution to provident and other funds	214.03	270.97
Sta welfare expenses	169.40	182.64
Total	**11,189.03**	**13,469.89**

28 Finance Cost

(₹ in Lakhs)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
Interest Expenses	5,480.37	5,407.92
Other borrowing costs- Bank Charges	851.55	626.87
Interest expense on nancial liabilities measured at amortized cost	110.00	110.00
Total	**6,441.92**	**6,144.79**

29 Depreciation and Amortization Expenses

(₹ in Lakhs)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
Depreciation on property, plant and equipment	3,431.09	2,648.17
Depreciation of right-of-use assets	277.59	308.07
Amortisation of intangible assets	785.68	785.74
Total	**4,494.36**	**3,741.98**

30 Other Expenses

(₹ in Lakhs)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
Power and Fuel	875.84	1,041.54
Job Work Charges	127.12	95.75
Rent	35.89	80.24
Repairs & Maintenance	963.41	1,006.49
Research & Development Expenses	777.84	821.83
Testing Expenses	247.76	328.92
Rates and taxes excluding taxes on income	177.04	162.28
Legal & Professional Expenses	406.32	591.77
Travelling & Conveyance	671.83	1,143.67
Communication Expenses	135.89	167.64
Printing & Stationery	64.88	74.78
Insurance	198.87	191.48
Membership & Subscription	20.43	14.93
Commision on sales	1,189.59	1,367.91
Provision for expected credit loss	109.86	30.37
Advertisement and business promotion	1,855.09	2,212.56
Freight Outward	1,118.42	802.43
Product Warranties	144.65	99.58
Loss on sale of Fixed Assets	-	72.36
Donation	9.00	2.70
Auditors remuneration	19.10	19.05
Contribution towards Corporate Social Responsibility	91.00	204.66
Miscellaneous Expenses	0.78	3.06
Total	**9,240.61**	**10,536.00**

30(a) Auditor's Remuneration

(₹ in Lakhs)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
Audit Fees	17.45	17.40
Tax Audit Fees	1.65	1.65

30(b) Research & Development Expenditure :-

(₹ in Lakhs)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
(i) Capital Expenditure	71.31	37.42
	71.31	37.42
(ii) Revenue Expenditure		
a) Employee Cost	704.83	784.63
b) Purchase of Raw Materials	68.24	31.27
c) Electricity Expenses	4.77	5.93
	777.84	**821.83**
Total	**849.15**	**859.25**

30(c) Corporate Social Responsibility Expenditure :-

As per the provisions of section 135 of the Companies Act, 2013, the Company has to spend at least 2% of average net profits of the preceding three financial years towards Corporate Social Responsibility ("CSR"). Accordingly, a CSR committee has been formed for carrying out CSR activities. The areas for CSR activities are eradicating hunger, poverty and malnutrition, promoting preventive health care, providing relief to the poor and rural development projects.

(₹ in Lakhs)

Details of CSR Expenditure		Year ended 31st March, 2021	Year ended 31st March, 2020
a)	Gross amount required to be spent by the Company during the year	64.77	74.44
b)	Amount spent during year ended 31st March 2021		
	Contribution/acquisition of an asset	-	-
	Contribution to other purpose other than above	67.00	33.66
c)	Amount unspent during year ended 31st March 2021		
	Contribution/acquisition of an asset	-	-
	Contribution to other purpose other than above	-	171.00
	(Excess)/Unspent Amount	**(2.23)**	**204.66**

31 Income tax expense

(₹ in Lakhs)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
Current tax		
Current tax on profits for the year	255.41	531.57
Total current tax expense	**255.41**	**531.57**
Deferred tax		
Deferred tax expense/(income) for the period	158.61	828.86
MAT credit entitlement/Setoff	(44.15)	(490.79)
Total deferred tax expense/(benefit)	**114.46**	**338.07**
Income tax expense	369.87	869.64

(a)	Reconciliation of tax expense and the accounting profit	Year ended 31st March, 2021	Year ended 31st March, 2020
	Profit before income tax expense	1,372.30	3,061.77
	Tax at the Indian tax rate of 34.944% (31st March 2020 – 34.944%)	460.07	1,017.70
	Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
	Corporate social responsibility expenditure	13.10	36.22
	Research & development expenses	(173.28)	(163.11)
	Interest due on preference shares	30.60	30.60
	Other items	39.38	(51.77)
	Income tax expense	**369.87**	**869.64**

32 Earnings per share

(₹ in Lakhs)

Particulars		Year ended 31st March, 2021	Year ended 31st March, 2020
(i)	Profit attributable to equity holders of the parent company	996.37	2,177.23
(ii)	Weighted average number of equity shares for basic EPS	643.00	643.00
(iii)	Weighted average number of equity shares for dilutive EPS	643.00	643.00
(iv)	Nominal value per Equity Shares	10	10.00
(v)	Earning Per Share (Basic)	1.55	3.39
(vi)	Earning Per Share (Dilutive)	1.55	3.39

33 Fair value measurements

(₹ in Lakhs)

Financial instruments by category	31st March 2021		31st March 2020	
	FVTPL	Amortised cost	FVTPL	Amortised cost
Financial assets				
Trade receivables	-	51,292.91	-	46,309.98
Loans	-	311.33	-	335.81
Cash and Bank Balances	-	7,235.09	-	6,652.92
Other Financial Assets	-	1,485.17	-	1,428.01
Total financial assets	**-**	**60,324.50**	**-**	**54,726.72**
Financial liabilities				
Borrowings	-	58,215.40	-	58,626.73
Trade payables	-	19,009.39	-	17,366.66
Other Financial Liabilities	-	3,115.97	-	3,552.11
Total financial liabilities	**-**	**80,340.76**	**-**	**79,545.50**

(i) Fair value hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are measured at amortized 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. An explanation of each level follows underneath.

Assets and liabilities which are measured at amortised cost

(₹ in Lakhs)

Particulars	Level 1	Level 2	Level 3	Total
As at March 31, 2021				
Financial assets				
Trade receivables	-	-	51,292.91	51,292.91
Loans	-	-	311.33	311.33
Cash and bank balances	-	-	7,235.09	7,235.09
Other financial assets	-	-	1,485.17	1,485.17
Total financial assets	-	-	60,324.50	60,324.50
Financial liabilities				
Borrowings	-	-	58,215.40	58,215.40
Trade payables	-	-	19,009.39	19,009.39
Other financial liabilities	-	-	3,115.97	3,115.97
Total financial liabilities	-	-	80,340.76	80,340.76
As at March 31, 2020				
Financial assets				
Trade receivables	-	-	46,309.98	46,309.98
Loans	-	-	335.81	335.81
Cash and bank balances	-	-	6,652.92	6,652.92
Other financial assets	-	-	1,428.01	1,428.01
Total financial assets	-	-	54,726.72	54,726.72
Financial liabilities				
Borrowings	-	-	58,626.73	58,626.73
Trade payables	-	-	17,366.66	17,366.66
Other financial liabilities	-	-	3,552.11	3,552.11
Total financial liabilities	**-**	**-**	**79,545.50**	**79,545.50**

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market (for example foreign exchange forward contracts) is determined using valuation techniques which maximize 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 signi□cant inputs is not based on observable market data, the instrument is included in level 3.

There are no transfer of levels during the year.

As of 31st March 2021 and 31st March 2020 the fair value of cash and bank balances, trade receivables, other current □nancial assets and liabilities, borrowings, trade payables approximate their carrying amount largely due to the short term nature of these instruments.

For other □nancial assets and liabilities that are measured at amortised cost, the carrying amounts approximate the fair value.

34 Financial risk management

The Company's principal □nancial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these □nancial liabilities is to provide □nance to the Company to support its operations. The Company's principal □nancial assets include loans, trade and other receivables, and cash and short-term deposits that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management ensures that the Company's □nancial risk activities are governed by appropriate policies and procedures and that □nancial risks are identi□ed, measured and managed in accordance with the Company's policies and risk objectives.

(A) Credit risk

Credit risk refers to the risk of default on its obligation by the counter party resulting in a □nancial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Trade receivables are typically unsecured and are derived from revenue earned through government customers and other corporate customers. The Company has used the expected credit loss model to assess the impairment loss or gain on trade receivables and unbilled revenue, and has provided it wherever appropriate. The following table gives the movement in allowance for expected credit loss for the year ended 31 March, 2021:

Movement in ECL on trade receivable:

(□ in Lakhs)

Particulars	31st March 2021	31st March 2020
At the beginning of year	1,730.84	3,100.27
Provision during the year	109.86	30.37
Bad debts written o□	(116.62)	(1,399.80)
Total ECL	**1,724.08**	**1,730.84**

(B) Liquidity risk

Liquidity risk is de□ned as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. The Company's objective is to at all times maintain optimum levels of liquidity to meet its cash and liquidity requirements. The Company closely monitors its liquidity position and maintains adequate source of □nancing through the use of short term bank deposits and cash credit facility. Processes and policies related to such risks are overseen by senior management.

(i) Maturities of financial liabilities

The table below provides details regarding the contractual maturities of signi□cant □nancial liabilities:

(□ in Lakhs)

Particulars	Less than 1 year	1 to 5 years	More than 5 year	Total
31st March 2021				
Borrowings	53,818.16	4,397.24	-	58,215.40
Trade payables	19,009.39	-	-	19,009.39
Lease liability undiscounted	72.90	332.53	-	405.43
Other □nancial liabilities	1,379.47	1,178.83	-	2,558.30
Total	**74,279.92**	**5,908.60**	**-**	**80,188.52**
31st March 2020				
Borrowings	53,514.02	5,112.71	-	58,626.73
Trade payables	17,366.66	-	-	17,366.66
Lease liability undiscounted	315.84	555.97	31.41	903.22
Other □nancial liabilities	1,125.39	1,662.10	-	2,787.49
Total	**72,321.91**	**7,330.78**	**31.41**	**79,684.10**

(C) Market risk

Market risk is the risk that the fair value of future cash □ows of a □nancial instrument will □uctuate because of changes in market prices. Market prices comprises three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity price risk. Financial instruments a□ected by market risks include loans and borrowings, deposits, investments and foreign currency receivables and payables. The sensitivity analyses in the following sections relate to the position as at 31st March 2020. The analyses exclude the impact of movements in market variables on: the carrying values of gratuity, pension obligation and other post-retirement obligations; provisions; and the non□nancial assets and liabilities. The sensitivity of the relevant Pro□t and Loss item is the e□ect of the assumed changes in the respective market risks. This is based on the □nancial assets and □nancial liabilities held as of 31st March 2021.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash □ows of a □nancial instrument will □uctuate because of changes in market interest rates. There Company is exposed to risk of changes in borrowing rates. The Board continuously monitors the prevailing interest rates in the market.

Interest rate risk exposure

The exposure of the group's borrowing to interest rate changes at the end of the reporting period are as follows:

Sensitivity

Pro□t or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

(□ in Lakhs)

Particulars	Impact on profit after tax	
	31st March 2021	31st March, 2020
Interest rate (increase by 100 basis points)*	(551.84)	(573.94)
Interest rate (decrease by 100 basis points)*	551.84	573.94

* Holding other variables constant

(ii) Foreign currency risk

The company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the trade receivables and payables. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR).

The Company's exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows

Particulars	March 31, 2021		March 31, 2020	
	Foreign currency	Indian Rupee	Foreign currency	Indian Rupee
Trade receivables				
United States Dollar (USD)	13.21	969.67	4.41	332.09
Euro (EUR)	-	-	0.05	4.43
Great Britain Pound (GBP)	2.42	244.16	0.38	34.95
Net exposure to foreign currency risk (assets)		**1,213.83**		**371.47**
Trade payables				
United States Dollar (USD)	52.85	3,881.35	31.78	2,396.05
Euro (EUR)	0.02	1.29	0.02	1.25
Great Britain Pound (GBP)	0.18	18.17	-	-
Net exposure to foreign currency risk (liabilities)		**3,900.80**		**2,397.30**

Sensitivity

The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjust their translation for the period end for 5% change in foreign currency rates. A positive number below indicates an increase in pro□t or equity where the Rupees 1% against the relevant currency. For a 1% weakening of the Rs. against relevant currency, there would be a comparable impact on the pro□ts or equity, and the balances below would be negative.

(□ in Lakhs)

Particulars	Impact on profit after tax	
	31st March 2021	31st March, 2020
USD sensitivity		
INR/USD - Increase by 1%*	(29.12)	(20.64)
INR/USD - Decrease by 1%*	29.12	20.64
EUR sensitivity		
INR/EUR - Increase by 1%*	(0.01)	0.03
INR/EUR - Decrease by 1%*	0.01	(0.03)
GBP sensitivity		
INR/GBP - Increase by 1%*	2.26	0.35
INR/GBP - Decrease by 1%*	(2.26)	(0.35)

* Holding other variables constant

35 Capital management

(a) Risk management

For the purposes of the Company's capital management, Capital includes equity attributable to the equity holders of the Company and all other equity reserves. The primary objective of the Company's capital management is to ensure that it maintains an e□cient capital structure and maximize shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the □nancial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders or issue new shares. The Company is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the year ended 31st March 2021, 31st March 2020.

The Company monitors capital using net debt to equity ratio, which is net debt (as reduced by Cash and Cash Equivalent) divided by total equity.

(□ in Lakhs)

Particulars	31st March 2021	31st March 2020
Borrowings	58,215.40	58,626.73
Cash and Bank Balances	(7,235.09)	(6,652.92)
Net debt	50,980.31	51,973.81
Equity	76,000.74	75,035.29
Net debt to equity ratio	67.08%	69.27%

(□ in Lakhs)

(b) Dividends	31st March, 2021	31st March, 2020
(i) Equity shares		
Final dividend for the year ended 31st March 2020 of INR .15 (31 March 2019 – INR .20) per fully paid share	96.45	128.61
DDT on □nal dividend	-	26.43

(ii) Dividends not recognised at the end of the reporting period

In addition to the above dividends, since year end the directors have recommended the payment of a □nal dividend of □ 0.15 per (1.5%) fully paid equity share. This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.

36 Leases

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

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

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying value may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

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

Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows. Lease liabilities have been included in other financial liabilities. The Company has used a single discount rate to a portfolio of leases with similar characteristics

Transition

On transition, the adoption of the new standard resulted in recognition of Right-of-Use asset (ROU) of ₹1000.30 lakh and lease liability of ₹1000.30 lakh. The adoption of the new standard has also resulted in decrease in profit before tax and profit for the year by ₹ 0.54 Lakhs (Increase in depreciation expense and finance cost with corresponding decrease in other expense). The effect of this adoption is insignificant on earnings per share.The lease payments for operating leases as per Ind AS 17-Leases, were earlier reported under cash flow from operating activities. On application of Ind AS 116, the nature of expenses has changed from lease rent in previous periods to depreciation cost for the right-to-use asset, and finance cost for interest accrued on lease liability.

(i) Following is carrying value of right of use assets recognised on date of transition and the movements thereof during the year ended March 31, 2021.

(₹ in Lakhs)

Particulars	FY 20-21	FY 19-20
	ROU Asset Leashold Buildings	ROU Asset Leashold Buildings
Gross carrying value		
As at 01 April	710.26	-
Transition impact of Ind As 116	-	1,000.30
Additions	135.50	36.59
Deletion during the year	(70.78)	(18.56)
Depreciation of Right of use assets	(277.59)	(308.07)
Net carrying value 'As at 31 March	**497.39**	**710.26**

ii) The following is the carrying value of lease liability for the year ended March 31, 2021

(₹ in Lakhs)

Particulars	Leashold Buildings	Leashold Buildings
As at 01 April	**764.61**	**-**
Transition impact of on account of adoption of Ind As 116 "Leases"	-	1,000.30
Additions	135.50	36.59
Finance cost accrued during the year	68.69	88.77
Deletion during the year	(80.25)	(18.56)
Payment of lease liabilities	(330.87)	(342.49)
Net carrying value 'As at 31 March	**557.67**	**764.61**
Current maturities of Lease Liability (refer note no-21)	78.62	250.86
Non-Current Lease Liability (refer note no -21)	479.05	513.75

37 The disclosure pursuant to Micro, Small & Medium Enterprises Act 2006, are as under:

a) Principal amount and the interest due thereon remaining unpaid to any supplier at the period ending 31st March, 2021 ₹ 2,878.16/-(P.Y. ₹ 3,960.96/- Lakhs)

b) Amount of interest paid by the Company in terms of Section 16 of the MSMED, along with the amount of the payment made to the beyond the appointed day during the accounting period ending 31st March, 2021 – Nil (P.Y. Nil)

c) 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 period) but without adding the interest specified under the MSMED – Nil (P.Y. Nil)

d) Amount of interest accrued and remaining unpaid at the end of the accounting period ending 31st March, 2021 – Nil (P.Y. Nil)

38 Disclosures pursuant to Ind AS-19 "Employee Benefits"(specified under section 133 of the Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rules, 2015) are given below :

a Defined Contribution Plans

Contribution to Defined Contribution Plan, recognized as expenses for the period are as under :

(₹ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
Employer's contribution to Provident Fund	195.84	244.02
Employer's contribution to ESI	15.37	24.11
Employer's contribution to Welfare Fund	3.17	3.91
Total	**214.38**	**272.04**

b Defined Benefit Plans

The following tables summaries the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

i) Reconciliation of opening and closing balance of Defined Benefit Obligation

(₹ in Lakhs)

Particulars	Gratuity (Non Funded)	
	As at 31st March 2021	As at 31st March 2020
De□ned Bene□t obligation at beginning of the year	552.09	542.84
Current Service Cost	72.65	77.78
Past Service Cost	-	-
Interest Cost	38.65	38.00
Bene□ts paid	(49.93)	(108.82)
Remeasurement of (Gain)/loss recognised in other comprehensive income		
Actuarial changes arising from changes in demographic assumptions	-	-
Actuarial changes arising from changes in □nancial assumptions	-	-
Actuarial changes arising from changes in experience adjustments	(91.78)	2.29
Defined Benefit obligation at end of the year	**521.69**	**552.09**

Net de□ned bene□t asset/ (liability) recognised in the balance sheet

(₹ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
Present value of de□ned bene□t obligation	521.69	552.09
Amount recognised in Balance Sheet- Asset / (Liability)	521.69	552.09

ii) Net defined benefit expense (Recognised in the Statement of profit and loss for the year)

(₹ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
Current Service Cost	72.65	77.78
Past Service Cost	-	-
Interest Cost	38.65	38.00
Net defined benefit expense debited to statement of profit and loss	**111.30**	**115.78**

iii) Remeasurement of (Gain)/loss recognised in other comprehensive income

(₹ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
Actuarial changes arising from changes in demographic assumptions	-	-
Actuarial changes arising from changes in □nancial assumptions	-	-
Actuarial changes arising from changes in experience adjustments	(91.78)	2.29
Recognised in other comprehensive income	(91.78)	2.29

iv) Principal assumptions used in determining defined benefit obligation

Discount Rate	7% p.a.	7% p.a.
Rate of escalation in salary(per annum)	4-5% p.a	4-5% p.a
Mortality	IALM 2012-14 Ultimate	IALM 2012-14 Ultimate
Withdrawal rate (Per Annum)	2- 5% p.a.	2- 5% p.a.

a) The estimates of rate of escalation in salary considered in actuarial valuation are after taking into account in□ation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is as certi□ed by the Actuary.

b) Discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligations.

v) Quantitative sensitivity analysis for significant assumptions is as below:

(₹ in Lakhs)

Increase / (decrease) on present value of defined benefits obligations at the end of the year	As at 31st March 2021	As at 31st March 2020
Discount Rate		
Increase by 1%	475.25	508.11
Decrease by 1%	575.68	603.33
Salary Increase		
Increase by 1%	576.73	604.32
Decrease by 1%	473.64	506.59
Attrition Rate		
Increase by 1%	531.95	561.94
Decrease by 1%	509.96	540.79

vi) Maturity profile of defined benefit obligation (undiscounted)

(₹ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
Within the next 12 months (next annual reporting period)	40.83	101.19
Between 2 and 5 years	69.97	67.01
Between 5 and 10 years	410.89	383.89
Total expected payments	521.69	552.09

vii) The average duration of the defined benefit plan obligation at the end of the reporting period is 14 years (31st March 2020: 12 years)

viii) The estimates of rate of escalation in salary considered in actuarial valuation are after taking into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is as certified by the Actuary.

ix) The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

39 Segment Reporting

a) The segment reporting of the Group has been prepared in accordance with Ind AS-108, "Operating Segment" (specified under section 133 of the Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rules, 2015). For management purposes, the company is organised into business units based on its products and services and has identified four reportable segments viz Metering,Switchgear, Lighting & Electronics and cables on the basis of the nature of products, the risk return profile of individual business and the internal business reporting systems.

b) Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocated".

c) Segment assets and segment liabilities represent assets and liabilities in respective segments. Investment, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocated"

(₹ in Lakhs)

(A)	Revenue	As at 31st March 2021	As at 31st March 2020
	Segment Revenue (Gross)	`	`
	Metering	37,953.43	51,077.51
	Switchgear	16,146.16	18,954.46
	Lighting & Electronics	25,105.65	20,975.83
	Cables	8,304.11	6,592.20
	Projects	-	51.44
		87,509.35	**97,651.44**

(B)	**Results**		
	Segment Results		
	Metering	5,474.73	7,588.07
	Switchgear	2,681.23	3,521.24
	Lighting & Electronics	2,416.74	2,313.78
	Cables	230.74	265.19
	Projects	(5.62)	(7.60)
		10,797.82	**13,680.68**
	Unallocated expenses net of income	2,983.60	4,474.12
	Operating Pro□t	7,814.22	9,206.56
	Interest Expenses	6,441.92	6,144.79
	Pro□t before tax	1,372.30	3,061.77
	Tax Expenses	369.87	869.64
	Pro□t after tax	1,002.43	2,192.13
(C)	**Other Information**		
	Segment Assets		
	Metering	71,107.44	75,573.74
	Switchgear	38,355.70	38,074.50
	Lighting & Electronics	29,856.19	25,205.09
	Cables	15,994.06	14,153.19
	Projects	249.18	211.22
	Unallocated	3,460.68	3,715.01
		159,023.25	**156,932.75**
	Segment Liabilities		
	Metering	15,877.13	15,739.30
	Switchgear	6,294.20	5,374.04
	Lighting & Electronics	5,354.61	3,860.97
	Cables	1,625.11	710.56
	Projects	261.10	126.30
	Unallocated	53,610.36	56,086.29
		83,022.51	**81,897.46**
	Capital Expenditure		
	Metering	804.43	2,854.78
	Switchgear	518.83	3,696.91
	Lighting & Electronics	177.83	272.95
	Cables	13.60	60.40
		1,514.69	**6,885.04**
	Depreciation		
	Metering	2,208.55	1,993.70
	Switchgear	1,943.06	1,433.98
	Lighting & Electronics	161.97	131.27
	Cables	180.78	183.03
		4,494.36	**3,741.98**
	Segment Revenue		
	The following is the distribution of Company's revenue by geographical market :-		
	Domestic Market	84,193.65	95,669.58
	Overseas Market	3,315.70	1,981.86
		87,509.35	**97,651.44**

40 Related Party Disclosure

(i) Name of related parties with and description of relationship :

(A) Entities in which directors are interested:

(1) HPL India Ltd.
(2) HPL Power Corporation Ltd.
(3) Havells Electronics Pvt. Ltd.
(4) Jesons Impex Pvt. Ltd.
(5) Amerex Pvt. Ltd.
(6) Havells Pvt. Ltd.
(7) Seth Inder Narain Trust

(B) Key Management Personnel :

(1) Mr. Lalit Seth
(2) Mr. Rishi Seth
(3) Mr. Gautam Seth
(4) Mr. C.P.Jain (up to 10.01.2021)
(5) Mr. Sudhir Kumar Barik
(6) Mr. Vivek Kumar

(C) Relatives of Key Management Personnel

(1) Mrs. Praveen Seth
(2) Mrs. Pooja Seth
(3) Mrs. Vani Seth

(ii) Key management personnel compensation

(₹ in Lakhs)

Particulars	31st March 2021	31st March 2020
Short-term employee benefits	632.96	918.25
Dividend paid during the year	18.49	24.65
Total Compensation	651.45	942.90

(iii) Details of tranactions with Related Parties:-

(₹ in Lakhs)

Particulars	31st March 2021	31st March 2020
Purchase of goods		
1. Havells Private Limited	-	151.74
Sale of goods		
1. HPL India Ltd	9.90	187.18
Sale of services		
1. HPL India Ltd	118.00	182.90
2. Havells Private Limited	-	45.62
Purchase of fixed assets		
1. HPL India Ltd	-	1,497.77
Dividend paid to related parties		
1. Havells Electronics Pvt. Ltd	17.48	23.30
2. Havells Pvt. Ltd	4.26	5.69
3. HPL India Ltd	26.36	35.15
4. Jesons impex Pvt Ltd	0.04	0.05
Transaction with Key Managerial Person Managerial Remuneration		
1. Managerial Remuneration	632.96	918.25
2. Dividend paid to related parties	18.49	24.65
3. Rent Paid	1.50	18.00
4. Director sitting fees	14.50	12.70
5. Loan from directors	20.50	-

CSR Contribution			
1.	Seth Inder Narain Trust	40.00	204.66
Loan taken from entities in which directors are interested			
1.	Havells Electronics Pvt. Ltd	16.50	-
2.	Havells Pvt. Ltd	4.00	-
3.	HPL India Ltd	24.25	-
Transaction with relatives of Key Managerial Person			
1.	Rent paid for relatives of Key Managerial Person	1.50	18.00
2.	Dividend Paid	3.20	4.27

(iv) Summary of outstanding Balances with the above Related Parties for the respective years are as given below:

(₹ in Lakhs)

Particulars		As at 31st March 2021	As at 31st March 2020
Trade Receivables			
1.	HPL India Ltd	739.73	611.64
2.	Havells Private Limited	77.06	62.21
3.	Amerex Private Limited	-	250.02
Deferred Receivables			
1.	HPL India Ltd	875.78	937.71
Capital Advance			
1.	HPL India Ltd	79.24	456.57
Loan outstanding			
1.	Havells Electronics Pvt. Ltd	16.50	-
2.	Havells Pvt. Ltd	4.00	-
3.	HPL India Ltd	24.25	-
4.	Directors	20.50	-
Financial liability			
11,000,000,10% Cumlative Compulsorily Redeemable Preference Shares			
Mr Lalit Seth		596.75	558.25
Mr Praveen Seth		426.25	398.75
Mr Rishi Seth		341.00	319.00
Mr Gautam Seth		341.00	319.00

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31st March 2021, the Company has not recorded any impairment of receivables relating to amounts owed by related parties .This assessment is undertaken each □nancial year through examining the □nancial position of the related party and the market in which the related party operates.

All outstanding balances are unsecured and are repayable in cash

41 a) Interests in other entities

The entities on which the group exercises control as at 31st March 2021 are set out below. The country of incorporation or registration is also their principal place of business.

Name of entity	Principal activities	Place of business/ country of incorporation	Ownership interest held by the group (in %)	
			As at 31st March 2021	As at 31st March 2020
Himachal Energy Private Limited	Manufacturing	India	97.15	97.15
HPL Electric & Power Pvt.Ltd.-Shriji Designs	Lighting Projects	India	97	97
HPL Electric & Power Pvt.Ltd. Trimurthi Hitech Co. Pvt. Ltd.-Shriji Designs	Lighting Projects	India	94	94

Name of entity	Principal activities	Place of business/ country of incorporation	Ownership interest held by non-controlling interests (in %)	
			As at 31st March 2021	As at 31st March 2020
Himachal Energy Private Limited	Manufacturing	India	2.85	2.85
HPL Electric & Power Pvt.Ltd.-Shriji Designs	Lighting Projects	India	3	3
HPL Electric & Power Pvt.Ltd. Trimurthi Hitech Co. Pvt. Ltd.-Shriji Designs	Lighting Projects	India	6	6

b) Non-controlling interests (NCI)

Set out below is summarised □nancial information for each subsidiary that has non-controlling interests that are material to the group. The amounts disclosed for each subsidiary are before inter-company eliminations.

(□ in Lakhs)

Summarised balance sheet	As at 31st March 2021	As at 31st March 2020
Current assets	5,775.85	6,792.07
Current liabilities	3,754.46	4,871.99
Net current assets	2,021.39	1,920.08
Non-current assets	6,170.83	6,076.33
Non-current liabilities	2,142.65	2,157.00
Net non-current assets	**4,028.18**	**3,919.33**
Net assets	**6,049.57**	**5,839.41**
Accumulated NCI	**172.40**	**166.41**

(□ in Lakhs)

Summarised statement of profit & loss	As at 31st March 2021	As at 31st March 2020
Revenue	5,900.84	8,532.28
Pro□t for the year	212.62	522.73
Other comprehensive income	(2.46)	(3.15)
Total comprehensive income	210.16	519.58
Pro□t allocated to NCI	5.99	14.81
Dividends paid to NCI	-	-

(₹ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
Cash flows from operating activities	1,171.86	1,154.68
Cash flows from investing activities	(364.95)	(289.89)
Cash flows from financing activities	(738.68)	(787.08)
Net increase/ (decrease) in cash and cash equivalents	**68.23**	**77.71**

42 Statutory Group information

Additional information as required under Schedule III to the Companies Act, 2013 of enterprises consolidated as Subsidiaries:

(₹ in Lakhs)

Name of Enterprises	Net Assets, i.e. Total Assets minus Total Liabilities		Share in Profit & Loss	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Profit & Loss	Amount
Parent Company				
HPL Electric & Power Ltd	92.84%	70,054.91	79.35%	795.47
Subsidiary Companies				
Himachal Energy Pvt Ltd	7.96%	6,049.57	21.21%	212.62
HPL Electric & Power Pvt Ltd-Shriji Designs	-0.06%	(45.19)	-0.49%	(4.94)
HPL Electric & Power Pvt.Ltd. Trimurthi Hitech Co. Pvt. Ltd.-Shriji Designs	-0.08%	(58.55)	-0.07%	(0.72)
Total	**100.00%**	**76,000.74**	**100.00%**	**1,002.43**

Name of Enterprises	Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Profit & Loss	Amount
Parent Company				
HPL Electric & Power Ltd	104.12%	61.92	80.74%	857.39
Subsidiary Companies				
Himachal Energy Pvt Ltd	-4.12%	(2.45)	19.79%	210.17
HPL Electric & Power Pvt Ltd-Shriji Designs	0.00%	-	-0.47%	(4.94)
HPL Electric & Power Pvt.Ltd. Trimurthi Hitech Co. Pvt. Ltd.-Shriji Designs	0.00%	-	-0.07%	(0.72)
Total	**100.00%**	**59.47**	**100.00%**	**1,061.90**

43 The Company do not have any outstanding commercial paper period ending 31st March, 2021. (P Y ₹ Nil)

44 The Company has taken various residential/ commercial premises under cancellable operating leases. These lease agreements are normally renewed on expiry. There are no restrictions placed upon the company by entering into these leases. Lease payments recognized in the Statement of Profit & Loss as rent expenses for the year.

45 Commitments

(₹ in Lakhs)

Particulars	As at 31st March 2021	As at 31st March 2020
Estimated amount of capital contracts remaining to be executed and not provided for (net of advances)	70.76	280.51

46 Contingent Liabilities:

(₹ in Lakhs)

S. No	Name of Statute	Description	As at 31st March 2021	As at 31st March 2020
1	Central Excise Act, 1944	Demand for Excise Duty before Add. Comm. LTU, New Delhi for 2008-09	16.40	16.40
2	Central Excise Act, 1944	Demand for Excise Duty before Comm. (A), New Delhi for 2009-10 to 2015-16.	82.49	82.49
3	Finance Act, 1994	Demand for Service Tax Credit before Commissioner Appeal, LTU, Delhi for 2012-13	1.01	1.01
4	Finance Act, 1994	Demand for Cenvat Credit before Commissioner Appeal, LTU, Delhi for 2011-12	1.13	1.13
5	Haryana Vat Act, 2003	Demand for Sales Tax before Haryana Tax, Tribunal, Chandigarh for 2008-09	25.51	25.51
6	Haryana Vat Act, 2003	Demand for Sales Tax before Joint Comm., (Appeal), Rohtak for 2010-11	17.83	17.83
7	Haryana Vat Act, 2003	Demand for Sales Tax before Haryana Tax, Tribunal, Chandigarh for 2009-10	4.78	4.78
8	Haryana Vat Act, 2003	Demand for Sales Tax before Haryana Tax, Tribunal, Rohtak for 2011-12	18.45	18.45
9	Haryana Vat Act, 2003	Demand for Sales Tax before Haryana Tax, Tribunal, Rohtak for 2012-13	10.06	10.06
10	Haryana Vat Act, 2003	Demand for Sales Tax before Haryana Tax, Tribunal, Rohtak for 2010-11	49.22	49.22
11	Haryana Vat Act, 2003	Demand for Sales Tax before Haryana Tax, Tribunal, Chandigarh for 2011-12	23.19	23.19
12	Haryana Vat Act, 2003	Demand for Sales Tax before Joint Comm., (Appeal), Ambala for 2011-12	4.38	4.38
13	Finance Act, 1994	Show cause notice received towards short payment of Service Tax for 2010-11 to 2014-15	163.04	163.04
14	Employee's Provident Fund Act, 1952	Demand for EPF before EPF appellate, Tribunal, New Delhi.	8.87	8.87
15	Haryana Vat Act, 2003	Demand for sales tax before Haryana Tax Tribunal for 2011-12	23.39	23.39
16	Haryana Vat Act, 2003	Demand for sales tax before Haryana Tax Tribunal for 2012-13	23.67	23.67
17	Haryana Vat Act, 2003	Demand for sales tax before Haryana Tax Tribunal for 2013-14	80.59	80.59
18	Haryana Vat Act, 2003	Demand for sales tax before Jt. Commissioner (A), Rohtak for 2013-14	72.95	72.95
19	Haryana Vat Act, 2003	Demand for sales tax before Jt. Commissioner (A), Rohtak for 2014-15	25.35	25.35
20	Haryana Vat Act, 2003	Demand for sales tax before Jt. Commissioner (A), Rohtak for 2013-14	18.38	18.38
21	Haryana Vat Act, 2003	Demand for sales tax before Jt. Commissioner (A), Rohtak for 2013-14	97.68	97.68
22	Haryana Vat Act, 2003	Haryana Tax Tribunal, Chandigarh-Final demand after Recti□cation on 31.07.2017 (Revision Pending)	3.61	3.61
23	Haryana Vat Act, 2003	Haryana Tax Tribunal, Chandigarh-Pending for Recti□cation for 2012-13	1.97	1.97
24	Haryana Vat Act, 2003	Haryana Tax Tribunal, Chandigarh-Pending for Recti□cation for 2013-14	3.73	3.73
25	Haryana Vat Act, 2003	Haryana Tax Tribunal, Chandigarh-Pending for Recti□cation for 2014-15	0.52	0.52
26	Haryana Vat Act, 2003	Haryana Tax Tribunal-Rohtak-Appeal pending before the Jt.ETC(A),Rohtak for 2010-11	33.95	33.95
27	Haryana Vat Act, 2003	Demand for sales tax before Dy. Excise & Taxation Commissioner (ST),Sonepat for 2014-15	10.14	10.14
28	Haryana Vat Act, 2003	Demand for sales tax before Jt Excise Excise & Taxation Commissioner, Ambala for 2014-15	55.74	55.74

29	Incomet Tax Act, 1961	Income Tax demand before Asstt. Commissioner of Income Tax, Delhi for AY-2017-18	28.72	28.72
30	Haryana Vat Act, 2003	Demand for Sales Tax before Haryana Tax, Tribunal, Rohtak for 2015-16	41.89	41.89
31	Haryana Vat Act, 2003	Demand for Sales Tax before Haryana Tax, Tribunal, Rohtak for 2014-15	97.13	97.13
32	Haryana Vat Act, 2003	Demand for Sales Tax before Haryana Tax, Tribunal, Rohtak for 2015-16	75.76	75.76
33	Central Excise Act, 1944	Demand for Excise Duty before Deputy Comm. Central GST Gurgram for 2016-17.	1.72	-
34	Finance Act, 1994	Demand for Service Tax Credit before Asstt.Commissioner Gurugram for 2015-16 to 2017-18	14.78	-
35	Custom Act,1962	Demand for Custom Duty before Adl./Joint Comm./ Customs Gr-VA,ACC Import New Custom House New Delhi for 2018-19	22.67	-
36	Haryana Vat Act, 2003	Demand for Sales Tax before Haryana Tax, Tribunal, Rohtak for 2016-17	73.54	-
37	Haryana Vat Act, 2003	Demand for Sales Tax before Haryana Tax, Tribunal, Rohtak for 2016-17	37.23	-
38	Employee's Provident Fund Act, 1952	Demand for EPF before EPF appellate, Tribunal, New Delhi for July 2011-Jan 2016	3.02	3.02

Notes :1. Based on the favorable decisions in similar cases and discussions with the solicitors, the company does not expect any liability against these matters, hence no provision has been considered in the books of the accounts.

2. Besides the above, show cause notices from the various departments have been received by the company, had not been treated as contingent liabilities since the company has represented to the concerned departments and does not expect any liability on this account.

47 The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified and the final rules are yet to be framed. The Company will carry out an evaluation of the impact and record the same in the financial statements in the period in which the Code becomes effective and the related rules are published.

48 Consequent to the disruption caused due to COVID-19, the Company has made an assessment as at March 31, 2021 of recoverability of the carrying values of its assets such as property, plant and equipment, intangible assets having indefinite useful life, goodwill, inventory, trade receivables, and other current assets giving due consideration to the internal and external factors. Further, on account of continued spread of COVID-19 disease in the country, the Company has made timely and requisite changes in business model which has resulted in consistent growth across the product segments during the year. The Company is continuously monitoring the situation arising on account of COVID-19 and will make appropriate action required, if any.

49 Previous year's figure have been regrouped/ re-arranged, wherever considered necessary to make them comparable with corresponding period ending 31st March, 2021.

As per our report of even date attached
For Kharabanda Associates
Chartered Accountants

Sunil Kharabanda
Proprietor
M.No. : 082402
F.R.N. : 003456N
UDIN : 21082402AAAAET5520

For and on behalf of board

Rishi Seth
Managing Director
DIN- 00203469

Lalit Seth
Chairman
DIN- 00312007

Vivek Kumar
Company Secretary
M.No. A18491

Sudhir Barik
Chief Financial Officer
M.No. 13243

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the Members of **HPL Electric & Power Limited** will be held on Thursday, 30th September, 2021 at 11:00 A.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the Registered O□ce of the Company situated at 1/20, Asaf Ali Road, New Delhi – 110002 shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2021 together with the Reports of the Board of Directors and Auditors thereon.

2. To declare □nal dividend of Rs. 0.15 per equity share for the □nancial year ended 31st March, 2021.

3. To appoint a director in place of Mr. Gautam Seth (DIN: 00203405), who retires by rotation and being eligible, o□ers himself for re-appointment.

SPECIAL BUSINESS

4. **Ratification of Remuneration of the Cost Auditors**

   To consider and if thought □t, to pass, with or without modi□cation(s), the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modi□cation(s), enactment(s) or re-enactment(s) thereof, for the time being in force), the company hereby rati□es the remuneration of Rs. 1,00,000 (Rupees one lakh only) plus Service Tax/GST & re-imbursement of out–of–pocket expenses incurred in connection with the cost audit of the Company payable to M/s M.K. Singhal & Co., Cost Accountants (Registration No. 00074), the Cost Auditors who have been appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the □nancial year ending 31st March, 2022.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give e□ect to this Resolution."

5. **Appointment of Dr. Rashmi Vij (DIN: 01103219) as an Independent Director of the Company**

   To consider and if thought □t, to pass, with or without modi□cation(s), the following resolution as **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, Schedule IV read with the Rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 (Act) and in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Articles of Association of the Company, Dr. Rashmi Vij (DIN: 01103219), who was appointed as an Additional (Independent) Director of the Company w.e.f 12th May, 2021 and whose term of o□ce expires at the ensuing Annual General Meeting and who has submitted a declaration that she meets the criteria of independence, as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (□ve) consecutive years w.e.f. 12th May, 2021 to 11th May, 2026.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give e□ect to this Resolution."

6. **Appointment of Mr. Dhruv Goyal (DIN: 06963262) as an Independent Director of the Company**

   To consider and if thought □t, to pass, with or without modi□cation(s), the following resolution as **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, Schedule IV read with the Rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 (Act) and in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Articles of Association of the Company, Mr. Dhruv Goyal (DIN: 06963262), who was appointed as an Additional (Independent) Director of the Company w.e.f 12th May, 2021 and whose term of o□ce expires at the ensuing Annual General Meeting and who has submitted a declaration that he meets the criteria of independence, as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 6 (six) months

w.e.f. 12th May, 2021 to 11th November, 2021.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

7. Re-appointment of Mr. Lalit Seth (DIN: 00312007) as the Chairman and Whole-time Director of the Company and fixation of remuneration

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"**Resolved That** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and in line with the Nomination and Remuneration Policy of Directors, Key Managerial Personnel and other employees and all other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, on recommendation of the Board of Directors, the consent of the members, be and is hereby accorded to the re-appointment of Mr. Lalit Seth (DIN: 00312007) as the Chairman and Whole-time Director (KMP) of the Company, for a further period of three (3) consecutive years with effect from 21st January, 2022 till 20th January, 2025, not liable to retire by rotation, at a remuneration of Rs. 30,00,000/- (Rupees thirty lakhs only) per month, whether paid as salary, allowances, perquisites or a combination thereof.

Resolved Further that in addition to the above the company shall provide to the aforesaid appointee a car with chauffer and telephone at the residence and the provision of the Car for the use in company's business and telephone at residence will not be considered as perquisites and personal long distance calls and use of car for private purpose shall be billed by the company.

Resolved Further that payment towards the following perquisites will not be included in the aforesaid remuneration:

a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;

b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and

c. Encashment of leave as per the policy of the company.

Resolved Further that the aforesaid remuneration payable to Mr. Lalit Seth as the Chairman and Whole-time Director of the Company shall be paid even, in the event of loss or inadequacy of profits, in any financial year during the aforesaid period, subject to the requirements of Schedule V to the Companies Act, 2013.

Resolved Further that the Board of Directors of the Company and/or any committee thereof, be and is hereby authorised to alter or vary any or all of the terms of appointment of Mr. Lalit Seth including relating to remuneration, as it may, at its sole discretion, deem fit, from time to time within the subsisting provisions of the Companies Act, 2013, without any further reference to the Company in General Meeting.

Resolved Further That the Company Secretary of the Company be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution.**"**

8. Re-appointment of Mr. Rishi Seth (DIN: 00203469) as the Managing Director of the Company and fixation of remuneration

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"**Resolved That** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and in line with the Nomination and Remuneration Policy of Directors, Key Managerial Personnel and other employees and all other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, on recommendation of the Board of Directors, the consent of the members, be and is hereby accorded to the re-appointment of Mr. Rishi Seth (DIN: 00203469) as a Managing Director (KMP) of the Company, for a further period of 3 (three) consecutive years with effect from 21st January, 2022 till 20th January, 2025, liable to retire by rotation, at a remuneration of Rs 12,50,000/- (Rupees twelve lakhs fifty thousand only) per month, whether paid as salary, allowances, perquisites or a combination thereof.

Resolved Further That in addition to the above the company shall provide to the aforesaid appointee a car with chauffer and telephone at the residence and the provision of the Car for the use in company's business and telephone at residence will not be considered as perquisites and personal long distance calls and use of car for private purpose shall be billed by the company.

Resolved Further That payment towards the following perquisites will not be included in the aforesaid remuneration:

a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;

b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and

c. Encashment of leave as per the policy of the company.

Resolved Further That the aforesaid remuneration payable to Mr. Rishi Seth as the Managing Director of the Company shall be paid even, in the event of loss or inadequacy of profits, in any financial year during the aforesaid period, subject to the requirements of Schedule V to the Companies Act, 2013.

Resolved Further that the Board of Directors of the Company and/or any committee thereof, be and is hereby authorised to alter or vary any or all of the terms of appointment of Mr. Rishi Seth including relating to remuneration, as it may, at its sole discretion, deem fit, from time to time within the subsisting provisions of the Companies Act, 2013, without any further reference to the Company in General Meeting.

Resolved Further That the Company Secretary of the Company be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution."

9. Re-appointment of Mr. Gautam Seth (DIN: 00203405) as the Joint Managing Director of the Company and fixation of remuneration

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"**Resolved That** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and in line with the Nomination and Remuneration Policy of Directors, Key Managerial Personnel and other employees and all other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, on recommendation of the Board of Directors, the consent of the members, be and is hereby accorded to the re-appointment of Mr. Gautam Seth (DIN: 00203405) as a Joint Managing Director (KMP) of the Company, for a further period of 3 (three) consecutive years with effect from 21st January, 2022 till 20th January, 2025, liable to retire by rotation, at a remuneration of Rs 12,50,000/- (Rupees twelve lakhs fifty thousand only) per month, whether paid as salary, allowances, perquisites or a combination thereof.

Resolved Further That in addition to the above the company shall provide to the aforesaid appointee a car with chauffer and telephone at the residence and the provision of the Car for the use in company's business and telephone at residence will not be considered as perquisites and personal long distance calls and use of car for private purpose shall be billed by the company.

Resolved Further That payment towards the following perquisites will not be included in the aforesaid remuneration:

a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;

b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and

c. Encashment of leave as per the policy of the company

Resolved Further That the aforesaid remuneration payable to Mr. Gautam Seth as the Joint Managing Director of the Company shall be paid even, in the event of loss or inadequacy of profits, in any financial year during the aforesaid period, subject to the requirements of Schedule V to the Companies Act, 2013.

Resolved Further that the Board of Directors of the Company and/or any committee thereof be and is hereby authorised to alter or vary any or all of the terms of appointment of Mr. Gautam Seth including relating to remuneration, as it may, at its sole discretion, deem fit, from time to time within the subsisting provisions of the Companies Act, 2013, without any further reference to the Company in General Meeting.

Resolved Further That the Company Secretary of the Company be and is hereby authorized to take all necessary

NOTES:

1. **In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 13th January, 2021 read with circulars dated 5th May, 2020, 13th April, 2020 and 8th April, 2020 permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing or other audio video means (VC / OAVM). In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and aforementioned MCA Circulars, the AGM of the Company is being held through VC / OAVM.**

2. **Pursuant to the provisions of Section 105 of the Act, a proxy is allowed to attend and vote at a general meeting on behalf of a Member who is not able to attend personally. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

3. The Company has enabled VC / OAVM facility for participation of members in the AGM. Instructions for participation in the AGM through VC / OAVM are provided under the 'Instructions to Members' section given in the Notice.

4. The business set out in the Notice will be transacted through electronic voting (e-voting) system and the Company is providing e-voting facility. Instructions and other information relating to e-voting are provided under the 'Instructions to Members' section given in the Notice.

5. Corporate members intending to attend the AGM through their authorised representatives are requested to send a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the AGM through e-mail to deepak.kukreja@dmkassociates.in or einward.ris@kfintech.com.

6. An explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of all Special business specified above is annexed hereto.

7. Information required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') in respect of appointment / re-appointment of directors and auditors is furnished in this Notice.

8. In terms of MCA and SEBI notifications, Notice of the 29th AGM along with the Annual Report 2020-21 are being sent only by electronic mode to those members whose email addresses are registered with the Company/ Depository participants ('DPs'). Members who have not yet registered their email addresses are requested to follow the procedure provided under the 'Instructions to Members' section given in the Notice.

9. The Register of Members and Share Transfer Books will remain closed from 24th September, 2021 to 30th September, 2021 (both days inclusive) in connection with Annual General Meeting and for the purpose of payment of dividend, if declared at the meeting.

10. The dividend on the equity shares, if declared at the Annual General Meeting, will be payable subject to deduction of tax at source within 30 days from the date of the Annual General Meeting to those members:

    a) Whose names appear as member in the register of member of the company on 23rd September, 2021; and

    b) Whose names appear as Beneficial Owners in the list of Beneficial Owners on 23rd September, 2021 furnished by National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.

11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the Register of Contacts or arrangements in which the directors are interested under section 189 of the Act and all other documents referred in the notice will be available for inspection. Members who wish to inspect the documents can send an email to hplcs@hplindia.com.

12. All correspondence relating to change of address, change in the e-mail address already registered with the company, transfer / transmission of shares, issue of duplicate share certificates, bank mandates and all other matters relating to the shareholding in the company may be made to KFin Technologies Private Limited (KFin), the Registrar and Share Transfer agent ('RTA') of the Company at einward.ris@kfintech.com. Members holding shares in dematerialized form may send such communication to their respective DPs.

13. Members who are holding shares in physical form are advised to submit complete particulars of their bank account to our RTA, at einward.ris@kfintech.com, to facilitate electronic remittance of dividend. This would help avoiding fraudulent encashment of the warrants.

14. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed Form no. SH-13, duly filled in, to the RTA. The prescribed form can be obtained from the RTA or the secretarial department of the Company.

15. Members may note that pursuant to the amendments introduced by the Finance Act, 2020, w.e.f. April 1, 2020, the Company will be required to deduct tax at the applicable rates on the dividend declared and paid to the members. Therefore, members who have not furnished their Permanent Account Number (PAN) are requested to submit a copy of the same immediately to the Company / RTA or to the depository participant, as the case may be, to avoid deduction of tax at a higher rate. Members seeking non-deduction of tax on their dividends may submit Form 15G/15H as applicable, to the RTA at https://ris.kfintech.com/form15/.

16. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form, are therefore requested to submit their PAN to their DPs. Members holding shares in physical form may submit their details to RTA.

17. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to KFin, for consolidation into a single folio.

18. As per regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. In view of this requirement members holding shares in physical form are requested to consider converting their holdings to dematerialised form.

19. To promote green initiative, members are requested to register their e-mail address to receive all communication and documents including annual reports from time to time in electronic form. Members holding shares in dematerialised form may send such communication to their respective DPs and those holding shares in physical form may send such communication to the RTA.

20. Since the 29th AGM is being held in an electronic mode through VC / OAVM, the route map is not provided.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

M/s M.K. Singhal & Co., Cost Accountants (Registration No. 00074) are appointed as the Cost Auditors of the Company by the Board in its meeting held on 28th June, 2021, on the recommendation of the Audit Committee, to conduct the audit of the cost records maintained by the Company in connection with manufacture of Switch Gears, Cables and Lights for the Financial Year ending 31st March, 2022 at a remuneration of Rs. 1,00,000 (Rupees one lakh only) plus Service Tax/GST & re-imbursement of out–of–pocket expenses incurred in connection with the cost audit of the Company.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the remuneration payable to the Cost Auditors as approved by the Board of Directors on the recommendation of Audit Committee, shall be ratified by the members of the Company. Accordingly, consent of the shareholders is sought for ratification of remuneration amounting to Rs. 1,00,000 (Rupees one lakh only) plus Service Tax/GST & re-imbursement of out–of–pocket expenses incurred in connection with the cost audit of the Company.

Accordingly, consent of the members is being sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2022.

None of the Directors/ Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Resolution set forth at Item No. 4 of the Notice for approval of the members as an **Ordinary Resolution**.

Item No. 5

Appointment of Dr. Rashmi Vij (DIN: 01103219) as an Independent Director

In line with the Nomination and Remuneration Policy of Directors, Key Managerial Personnel and other employees and subject to the approval of the Shareholders, the Board of Directors in its meeting held on 12th May, 2021, appointed Dr. Rashmi Vij as an Additional (Independent) Director on the Board of the Company for a consecutive period of 5 (five) years w.e.f. 12th May, 2021 in terms of the provisions of Section 149, 150, 152 and 161 of the Companies Act, 2013, read with Schedule IV of the Companies Act, 2013 and in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Pursuant to the provisions of Section 161 of the Companies Act, 2013, she shall

The Company has received Consent in writing to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that she is not disqualified u/s 164(2) to act as Director, shareholding Details, list of Relatives etc. The Company has also received declaration from her that she meets the criteria of independence as prescribed u/s 149(6) of the Companies Act, 2013 and SEBI Listing Regulations 2015. Keeping in view that she is a person of integrity and possesses relevant expertise and experience, it will be in the interest of the Company to appoint Dr. Rashmi Vij as an Independent Director of the Company.

She does not hold directorship in any other listed Company. She is a member of the Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Board of HPL Electric & Power Limited. She does not hold any Shares in the Company in her own name or in the name of any other person on a beneficial basis.

Copy of the Draft letter of appointment of Dr. Rashmi Vij as an Independent Director, setting out the terms and conditions of appointment is available for inspection by members at the Registered Office of the Company.

Save and except, Dr. Rashmi Vij and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The disclosure under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) regarding Directors seeking appointment/re-appointment, is annexed to the Notice as **Annexure A**.

The Board recommends the Resolution set forth at Item No. 5 of the Notice for approval of the members as an **Ordinary Resolution**.

Item No. 6

Appointment of Mr. Dhruv Goyal (DIN: 06963262) as an Independent Director

In line with the Nomination and Remuneration Policy of Directors, Key Managerial Personnel and other employees and subject to the approval of the Shareholders, the Board of Directors in its meeting held on 12th May, 2021, appointed Mr. Dhruv Goyal as an Additional (Independent) Director on the Board of the Company for a consecutive period of 6 (six) months w.e.f. 12th May, 2021 in terms of the provisions of Section 149, 150, 152 and 161 of the Companies Act, 2013, read with Schedule IV of the Companies Act, 2013 and in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Pursuant to the provisions of Section 161 of the Companies Act, 2013, he shall hold office upto the date of ensuing Annual General Meeting.

The Company has received Consent in writing to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that he is not disqualified u/s 164(2) to act as Director, shareholding Details, list of Relatives etc. The Company has also received declaration from him that he meets the criteria of independence as prescribed u/s 149(6) of the Companies Act, 2013 and SEBI Listing Regulations 2015. Keeping in view that he is a person of integrity and possesses relevant expertise and experience, it will be in the interest of the Company to appoint Mr. Dhruv Goyal as an Independent Director of the Company.

He does not hold directorship in any other listed Company. He is a Chairman of the Nomination and Remuneration Committee of the Board of HPL Electric & Power Limited. He does not hold any Shares in the Company in his own name or in the name of any other person on a beneficial basis.

Copy of the Draft letter of appointment of Mr. Dhruv Goyal as an Independent Director, setting out the terms and conditions of appointment is available for inspection by members at the Registered Office of the Company.

Save and except, Mr. Dhruv Goyal and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The disclosure under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) regarding Directors seeking appointment/re-appointment, is annexed to the Notice as **Annexure A**.

The Board recommends the Resolution set forth at Item No. 6 of the Notice for approval of the members as an **Ordinary Resolution**.

Item No. 7

Re-appointment of Mr. Lalit Seth (DIN: 00312007) as the Chairman and Whole-time Director of the Company and fixation of remuneration

Mr. Lalit Seth was appointed as the Chairman and Managing Director of the Company for a period of three years w.e.f. 21st January, 2019. However, the shareholders approved the change in designation of Mr. Lalit Seth from Chairman and Managing Director to Chairman and Whole-time Director of the Company w.e.f 14th February, 2020. The prevailing term of Mr. Lalit Seth as Chairman and Whole-time Director shall expire on 20th January, 2022.

Mr. Lalit Seth is 75 years of age and therefore keeping in view his contribution in the growth of the Company during his tenure, his leadership qualities supported by his vast experience vis-à-vis size of the Company, it would be in the best interest of the Company to continue the employment of Mr. Lalit Seth as the Chairman and Whole-time Director of the Company.

The Board upon the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the Company, at its meeting held on 12th August, 2021, re-appointed Mr. Lalit Seth as the Chairman and Whole-time Director (KMP) of the Company for a further period of 3 (three) years with effect from 21st January, 2022 till 20th January, 2025, not liable to retire by rotation on the terms and conditions (on his existing remuneration) as set out in the abovementioned Resolution in Item No. 7.

However, Pursuant to the provisions of Section 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Board recommends the re-appointment of Mr. Lalit Seth as the Chairman and Whole-time Director, for the approval of the members.

The Company has received the consent in writing to act as a Director in Form DIR-2, Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, Notice of interest in Form MBP-1 in terms of section 184(1) as per the Companies Act, 2013, Shareholding details, List of Relatives. In compliance with Stock Exchanges Circulars dated 20th June, 2018, the Nomination and Remuneration Committee and Board of Directors while considering the re-appointment of Mr. Lalit Seth have verified that he has not been debarred from holding the office of director pursuant to any SEBI Order.

The disclosure under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) regarding Directors seeking appointment/re-appointment, is annexed to the Notice as **Annexure A**. The statement of information, as required under Schedule V of the Companies Act, 2013, is annexed to the Notice as **Annexure B**.

Save and except, Mr. Lalit Seth to whom the resolution relates alongwith his relatives including Mr. Rishi Seth and Mr. Gautam Seth, none of the Directors/ Key Managerial Personnel of the Company/their relatives is in any way, financially or otherwise, concerned or interested in this Resolution.

The Board recommends the Resolution set forth at Item No. 7 of the Notice for approval of the members as a **Special Resolution**.

Item No. 8

Re-appointment of Mr. Rishi Seth (DIN: 00203469) as the Managing Director of the Company and fixation of remuneration

Mr. Rishi Seth was appointed as the Joint Managing Director of the Company for a period of three years w.e.f. 21st January, 2019. However, the shareholders approved the change in designation of Mr. Rishi Seth from Joint Managing Director to Managing Director of the Company w.e.f 14th February, 2020. The prevailing term of Mr. Rishi Seth as Managing Director shall expire on 20th January, 2022.

Keeping in view his experience in the HPL Group's organic growth and for shaping the strategic perspective that has led to expansion of HPL Group, supported by his qualifications and experience vis-à-vis size of the Company, the Board upon the recommendation of the Nomination and Remuneration Committee and subject to the approval of members of the company, at its meeting held on 12th August, 2021, re-appointed Mr. Rishi Seth as the Managing Director (KMP) of the Company for a further period of three (3) years with effect from 21st January, 2022 till 20th January, 2025, liable to retire by rotation on the terms and conditions (on his existing remuneration) as set out in the abovementioned Resolution in Item No. 8.

However, Pursuant to the provisions of Section 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Board recommends the re-appointment of Mr. Rishi Seth as the Managing Director, for the approval of the members.

The Company has received the consent in writing to act as a Director in Form DIR-2, Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, Notice of interest in Form MBP-1 in terms of section 184(1) as per the Companies Act, 2013, Shareholding details, List of Relatives. In compliance with Stock Exchanges Circulars dated 20th June, 2018, the Nomination and Remuneration Committee and Board of Directors while considering the re-appointment of Mr. Rishi Seth have verified that he has not been debarred from holding the office of director pursuant to any SEBI Order.

The disclosure under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) regarding Directors seeking appointment/re-appointment, is annexed to the Notice as **Annexure A**. The statement of information, as required under Schedule V of the Companies Act, 2013, is annexed to the Notice as **Annexure B**.

Save and except, Mr. Rishi Seth to whom the resolution relates alongwith his relatives including Mr. Lalit Seth and Mr. Gautam Seth, none of the Directors/ Key Managerial Personnel of the Company/their relatives is in any way, financially or otherwise, concerned or interested in this Resolution.

The Board recommends the Resolution set forth at Item No. 8 of

the Notice for approval of the members as a **Special Resolution**.

Item No. 9

Re-appointment of Mr. Gautam Seth (DIN: 00203405) as the Joint Managing Director of the Company and fixation of remuneration

Mr. Gautam Seth was appointed as the Joint Managing Director of the Company for a period of three years w.e.f. 21st January, 2019. The prevailing term of Mr. Gautam Seth as Joint Managing Director shall expire on 20th January, 2022. Keeping in view his dedication and commitment in the growth of the Company during his tenure as Joint Managing Director, supported by his quali□cations and experience vis-à-vis size of the Company, the Board upon the recommendation of the Nomination and Remuneration Committee and subject to the approval of members of the Company, at its meeting held on 12th August, 2021, re-appointed Mr. Gautam Seth as the Joint Managing Director (KMP) of the Company for a further period of three (3) years with e□ect from 21st January, 2022 till 20th January, 2025, liable to retire by rotation on the terms and conditions (on his existing remuneration) as set out in the abovementioned Resolution in Item No. 9.

However, Pursuant to the provisions of Section 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Board recommends the re-appointment of Mr. Gautam Seth as the Joint Managing Director, for the approval of the members.

The Company has received the consent in writing to act as a Director in Form DIR-2, Intimation in Form DIR-8 in terms of Companies (Appointment & Quali□cation of Directors) Rules, 2014, Notice of interest in Form MBP-1 in terms of section 184(1) as per the Companies Act, 2013, Shareholding details, List of Relatives. In compliance with Stock Exchanges Circulars dated 20th June, 2018, the Nomination and Remuneration Committee and Board of Directors while considering the re-appointment of Mr. Gautam Seth have veri□ed that he has not been debarred from holding the o□ce of director pursuant to any SEBI Order.

The disclosure under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) regarding Directors seeking appointment/ re-appointment, is annexed to the Notice as **Annexure A**. The statement of information, as required under Schedule V of the Companies Act, 2013, is annexed to the Notice as **Annexure B**.

Save and except, Mr. Gautam Seth to whom the resolution relates alongwith his relatives including Mr. Lalit Seth and Mr. Rishi Seth, none of the Directors/ Key Managerial Personnel of the Company/their relatives is in any way, □nancially or otherwise, concerned or interested in this Resolution.

The Board recommends the Resolution set forth at Item No. 9 of the Notice for approval of the members as a **Special Resolution**.

By order of the board
For **HPL Electric & Power Limited**

Vivek Kumar
Company Secretary and
Compliance O□cer
M. No. A18491

Date : 12th August, 2021
Place : Noida

Regd. O□ce: 1/20, Asaf Ali Road
New Delhi – 110002

Annexure- A

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) regarding Directors seeking Appointment/re-appointment in respect of Item No. 5-9.

Particulars	**Dr. Rashmi Vij** (Non-Executive Independent Director)	**Mr. Dhruv Goyal** (Non-Executive Independent Director)	**Mr. Lalit Seth** (Chairman and Whole-time Director)	**Mr. Rishi Seth** (Managing Director)	**Mr. Gautam Seth** (Jt. Managing Director)
Age	57 years	54 years	75 years	50 years	49 years
Qualification(s)	Doctorate in Psychology	B.Sc Honours (Chemistry), Diploma in International Marketing from IIFT	Undergraduate	MBA in Finance	Chartered Accountant
Experience	34 years	29 years	51 years	26 years	24 years
Expertise in Specific functional area/Brief Profile	Dr. Rashmi Vij, aged about 57 years, Doctorate in Psychology with a brilliant academic record, and a gold medalist in MA (Psychology), Presently Principal, Police DAV Public School. She joined Police DAV Public School as The Founder Principal in year 1996. She is the Manager of Police DAV Public School, Amritsar, Patiala and Ludhiana, and the Co–ordinator of all Police DAV Schools of Punjab. She is Chairperson of Jalandhar Sahodaya Complex and heading various sports organizations of Punjab and India, British Council School Ambassador for various advocacy programs of British Council. She has been honoured with various awards, prime being - National Teacher Award – 2007 by the Honourable President of India Smt. Pratibha Patil; The Best Principal Award by the DAV Management Committee, New Delhi; Scout Award by National Innovation Foundation for promoting innovative thinking in school. She is a certified trainer on Assessment, CBE, stress management, classroom management, life skills, Art integration, Counseling and conducts workshops for education institutions & Corporate. She is rendering valuable service in the field of education of underprivileged children and women empowerment.	Mr. Dhruv Goyal has over 29 years of experience in the field of cable and telecommunication industry. He also has a vast exposure related to international business.	Mr. Lalit Seth is the vision behind HPL's success and reputation in the market. With more than 51 years of experience in the Electrical Industry, he has been responsible for a series of progressive projects with HPL Group. Under his inspiring leadership and dynamic approach, HPL stands tall in the Electrical Market segment.	An MBA in Finance with more than 26 years of experience, Mr. Rishi Seth is a man of sharp vision. He has been instrumental in HPL Group's organic growth and is responsible for shaping the strategic perspective that has led to the diversification and expansion of HPL into new avenues including EPC projects. He looks after the Institutional and Government business in addition to a few manufacturing facilities. He has also been instrumental in the Company's foray into green projects. His major achievement includes HPL's growth into utility segment, making the Group stand tall as the Electronic Energy Meter manufacturer.	Mr. Gautam Seth is responsible for the overall functioning and management of the administration. With over 24 years of experience in the field of electrical industry, Mr. Gautam Seth has carried forward the group with pure dedication and commitment. As a Joint Managing Director of the Company, he has been involved foremost in the Group's sales and marketing activities and has spearheaded the Group's various forays into new products and green field projects. A strong vision, exemplary leadership and expertise in the electrical market have enabled him to lead HPL towards the success path.

Particulars	Dr. Rashmi Vij (Non-Executive Independent Director)	Mr. Dhruv Goyal (Non-Executive Independent Director)	Mr. Lalit Seth (Chairman and Whole-time Director)	Mr. Rishi Seth (Managing Director)	Mr. Gautam Seth (Jt. Managing Director)
Terms & Conditions of re-appointment alongwith remuneration sought to be paid	As per Explanatory Statement	As per Explanatory Statement	As per Explanatory Statement	As per Explanatory Statement	As per Explanatory Statement
Remuneration Last Drawn	Not Applicable	Not Applicable	As per Annexure B	As per Annexure B	As per Annexure B
Date of first appointment on the Board	12.05.2021	12.05.2021	28.05.1992	29.09.2000	15.02.2008
Relationship with other Directors/ Manager/ Key Managerial Personnel of the Company	Not Related with any Director/ KMP of the Company	Not Related with any Director/ KMP of the Company	Related with Mr. Rishi Seth and Mr. Gautam Seth	Related with Mr. Lalit Seth and Mr. Gautam Seth	Related with Mr. Lalit Seth and Mr. Rishi Seth
Number of Board Meetings attended during the year	As per Corporate Governance Report	As per Corporate Governance Report	As per Corporate Governance Report	As per Corporate Governance Report	As per Corporate Governance Report
Other Directorships held (including listed entity, if any)	NIL	1. Himachal Energy Pvt Ltd 2. Technica Fiber Tech Private Limited	1. Himachal Energy Pvt Ltd 2. HPL India Ltd 3. Havell's Pvt Ltd 4. Havells Electronics Pvt Ltd 5. Jesons Impex Pvt Ltd 6. HPL Power Corporation Ltd	1. Himachal Energy Pvt Ltd 2. HPL India Ltd 3. Havell's Pvt Ltd 4. Havells Electronics Pvt Ltd 5. Jesons Impex Pvt Ltd 6. HPL Power Corporation Ltd	1. Himachal Energy Pvt Ltd 2. HPL India Ltd 3. Havells Electronics Pvt Ltd 4. Jesons Impex Pvt Ltd 5. HPL Power Corporation Ltd 6. Amerex Private Limited 7. Homepunch Private Limited
Chairmanship/ Membership of the Committee of the Board of other Companies	Not Applicable	Member of Audit Committee and Nomination & Remuneration Committee of Himachal Energy Private Limited	Chairman of CSR Committee of Himachal Energy Private Limited	Member of CSR Committee of Himachal Energy Private Limited	Chairman of Audit Committee and Nomination & Remuneration Committee of Himachal Energy Private Limited
Shareholding in the Company	NIL	NIL	8030228 equity shares of Rs. 10/- face value	2231740 equity shares of Rs. 10/- face value	2231740 equity shares of Rs. 10/- face value

Annexure B

Statement of Information, as required under Schedule-V of the Companies Act, 2013, for Item Nos. 7-9 is given below:

I GENERAL INFORMATION:

(1)	Nature of Industry	:	Engaged in the business of and manufacture, produce, buy, sell, install, distribute, commission or otherwise deal in electric equipments like meters, switchgears etc.
(2)	Date or expected date of commencement of commercial production	:	The Company was incorporated on 28th May, 1992 and the commercial operations commenced forthwith.
(3)	In case of new companies, expected date of commencement of activities as per project approved by □nancial institutions appearing in the prospectus.	:	Not Applicable

(4)	Financial performance based on given indicators		**Financial Year**	**Stand-alone (Rs. in lakhs)**
				31.03.2021
			INCOME	
			Gross Revenue	85,019.66
			Other Income	347.33
			Total Income	85366.99
			EXPENDITURE	
			Operating expenses	74121.80
			Finance Cost	5983.61
			Depreciation and Amortization Expenses	4184.57
			Total Expenses	84289.98
			Profit/(Loss) before Tax	**1077.01**
			Less: Provision for Tax	187.76
			Less: Deferred Tax	93.78
			Profit/(Loss) after Tax	**795.47**
(5)	Foreign Investments Collaborations, if any	:	Not Applicable	

II INFORMATION ABOUT MR. LALIT SETH, THE APPOINTEE (at Item No. 7)

(1)	Background details	:	As per the Explanatory Statement
(2)	Past remuneration	:	Rs 30,00,000/- (Rupees thirty lakhs only) per month, whether paid as salary, allowances, perquisites or a combination thereof. A car with chau□er and telephone at the residence and the provision of the Car for the use in company's business and telephone at residence will not be considered as perquisites and personal long distance calls and use of car for private purpose shall be billed by the company.
(3)	Recognition or awards	:	-
(4)	Job pro□le and Suitability	:	As per Annexure A
(5)	Remuneration proposed	:	Same as Past Remuneration
(6)	Comparative remuneration pro□le with respect to industry, size of the company, pro□le of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	:	The proposed remuneration is comparable and justi□able considering the size of the Company, volume of work involved, consistent requirement of management expertise and keeping in view the quali□cation and experience/ expertise of Mr. Lalit Seth.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any		Except for drawing remuneration and details as provided under Note No. 40 of Standalone Financial Statements, there is no other pecuniary relationship with the company. Mr. Lalit Seth is related to Mr. Rishi Seth, Managing Director and Mr. Gautam Seth, Jt. Managing Director of the Company.

III INFORMATION ABOUT MR. RISHI SETH, THE APPOINTEE (at Item No. 8)

(1)	Background details	:	As per the Explanatory Statement
(2)	Past remuneration	:	Rs 12,50,000/- (Rupees twelve lakhs □fty thousand only) per month, whether paid as salary, allowances, perquisites or a combination thereof. A car with chau□er and telephone at the residence and the provision of the Car for the use in company's business and telephone at residence will not be considered as perquisites and personal long distance calls and use of car for private purpose shall be billed by the company.
(3)	Recognition or awards	:	-
(4)	Job pro□le and Suitability	:	As per Annexure A
(5)	Remuneration proposed	:	Same as Past Remuneration
(6)	Comparative remuneration pro□le with respect to industry, size of the company, pro□le of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	:	The proposed remuneration is comparable and justi□able considering the size of the Company, volume of work involved, consistent requirement of management expertise and keeping in view the quali□cation and experience of Mr. Rishi Seth.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any		Except for drawing remuneration and details as provided under Note No. 40 of Standalone Financial Statements, there is no other pecuniary relationship with the company. Mr. Rishi Seth is related to Mr. Lalit Seth, Chairman and Whole-time Director and Mr. Gautam Seth, Jt. Managing Director of the Company.

IV INFORMATION ABOUT MR. GAUTAM SETH, THE APPOINTEE (at Item No. 9)

(1)	Background details	:	As per the Explanatory Statement
(2)	Past remuneration	:	Rs 12,50,000/- (Rupees twelve lakhs □fty thousand only) per month, whether paid as salary, allowances, perquisites or a combination thereof. A car with chau□er and telephone at the residence and the provision of the Car for the use in company's business and telephone at residence will not be considered as perquisites and personal long distance calls and use of car for private purpose shall be billed by the company.
(3)	Recognition or awards	:	-
(4)	Job pro□le and Suitability	:	As per Annexure A
(5)	Remuneration proposed	:	Same as Past Remuneration
(6)	Comparative remuneration pro□le with respect to industry, size of the company, pro□le of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	:	The proposed remuneration is comparable and justi□able considering the size of the Company, volume of work involved, consistent requirement of management expertise and keeping in view the quali□cation and experience of Mr. Gautam Seth.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any		Except for drawing remuneration and details as provided under Note No. 40 of Standalone Financial Statements, there is no other pecuniary relationship with the company. Mr. Gautam Seth is related to Mr. Lalit Seth, Chairman and Whole-time Director and Mr. Rishi Seth, Managing Director of the Company.

V. OTHER INFORMATION:

(1)	Reasons of loss or inadequate profits	:	Financial year 2020-21 was a challenging year for the Indian consumer and industrial electrical companies impacted by Covid-19 Pandemics. Covid induced disruption and lockdowns adversely impacted the revenue and profitability of the company.
(2)	Steps taken or proposed to be taken for improvement	:	HPL shall continue to maintain a strict vigil on its operating costs, focus on order execution, ramping up of sales, efficient management of working capital to minimize the impact of covid induced disruption on cash flows and profitability.
(3)	Expected increase in productivity and profits in measurable terms	:	At present, the future impact of Covid-19 on the operations, results, and financial health of the company cannot be ascertained, as the external environment is extremely uncertain and fluid. Despite these near-term challenges, HPL is confident of successfully navigating its way through the current crisis. New meter orders from B2B customers and the demand for lighting, switchgear, and wires & cables products are expected to gradually pick-up going forward.

VI. The 'Disclosures' as required under point IV of Section II Part II 'Remuneration' of Schedule V of the companies Act, 2013 are mentioned in the 'Corporate Governance' Report forming part of the Annual Report 2020-21.

INSTRUCTIONS TO MEMBERS

i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations 2015 and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFin, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

The company has engaged the services of KFin Technologies Private Limited (KFin) to provide remote e-voting facility for members to cast their votes in a secure manner. Mr. Deepak Kukreja and Mrs. Monika Kohli, Practicing Company Secretaries will act as the scrutinizer and alternate scrutinizer respectively, to scrutinise e-voting and conduct the voting process at the AGM in a fair and transparent manner. In terms of the requirements of the Act and the Rules made there under, the Company has fixed Thursday, 23rd September, 2021 as the cut-off date. The remote e-voting / voting rights of the members / beneficial owners shall be reckoned on the equity shares held by them as on cut-off date, i.e. 23rd September, 2021.

The remote e-voting facility begins on Monday, 27th September, 2021 (9:00 a.m. Indian Standard Time) and ends on Wednesday, 29th September, 2021 (5:00p.m. Indian Standard Time). During this period, the members of the company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 23rd September, 2021, are entitled to avail the facility to cast their vote electronically/ voting in the general meeting, as the case may be. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting facility shall be disabled by KFin upon expiry of the aforesaid period. Once the vote on a resolution is cast by a member, he / she shall not be allowed to change it subsequently or cast the vote again.

ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

iv. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

v. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for

casting the vote.

vi. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-o date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

vii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFin e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meeting (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

INSTRUCTIONS FOR REMOTE E-VOTING

Details on Step 1 are mentioned below:

I) **Login method for remote e-Voting for Individual shareholders holding securities in demat mode.**

The remote e-voting process of the depositories viz NSDL and CDSL are different which are stated below to facilitate the members.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. **User already registered for IDeAS facility:** I. Visit URL: https://eservices.nsdl.com II. Click on the "Bene cial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. **User not registered for IDeAS e-Services** I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required elds. IV. Follow steps given in points 1. 3. **Alternatively by directly accessing the e-Voting website of NSDL** I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Veri cation Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.

Individual Shareholders holding securities in demat mode with CDSL	**1. Existing user who have opted for Easi / Easiest** I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. **User not registered for Easi/Easiest** I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required □elds. III. Follow the steps given in point 1 3. **Alternatively, by directly accessing the e-Voting website of CDSL** I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e **KFintech** where the e- Voting is in progress. V. Click on company name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
Individual Shareholder login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider –**Kfintech** and you will be redirected to e-Voting website of **KFintech** for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.	
Login type	**Helpdesk details**
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: **1800 1020 990** and **1800 22 44 30**
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at **022- 23058738** or **022-23058542-43**

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders (other than Individual shareholders holding securities in demat mode) and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL:https://emeetings.kfintech.com/

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number.In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'HPL Electric & Power Limited - AGM" and click on "Submit"

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id deepak.kukreja@dmkassociates.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "HPL - 29th AGM."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: https://ris.kfintech.com/clientservices/mobilereg/

mobileemailreg.aspx. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@k□ntech.com.

ii. Alternatively, member may send an e-mail request at the email id einward.ris@k□ntech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certi□cate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.

iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) **Instructions for all the shareholders for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.**

i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at https://emeetings.k□ntech.com/ by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

ii. Facility for joining AGM though VC/ OAVM shall open atleast 30 minutes before the commencement of the Meeting.

iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox22.

iv. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum for the meeting under Section 103 of the Act.

v. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to □uctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on □rst come □rst served basis. This restriction is not applicable for participation of large shareholders (shareholder holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.

ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit https://emeetings.k□ntech.com and login through the user id and password provided in the mail received from K□ntech. On successful login, select 'Speaker Registration' which will opened from 9:00 AM on 26th September, 2021 to 5:00 PM on 27th September, 2021. Members shall be provided a 'queue number' before the meeting. The Company

reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

II. Post your Question: The Members who wish to post their questions prior to the meeting can do the same by visiting https://emeetings.k□ntech.com. Please login through the user id and password provided in the mail received from K□ntech. On successful login, select 'Post Your Question' option which will opened from 9:00 AM on 26th September, 2021 to 5:00 PM on 27th September, 2021.

III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.k□ntech.com (KFintech Website) or contact Mr. P. Nageshwara Rao at evoting@k□ntech.com or call KFintech's toll free No. 1-800-309-4001 for any further clari□cations.

IV. The Members, whose names appear in the Register of Members / list of Bene□cial Owners as on Thursday, 23rd September, 2021, being the cut-o□ date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-o□ date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-o□ date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

1.	Example for NSDL:	MYEPWD <SPACE> IN12345612345678
2.	Example for CDSL:	MYEPWD <SPACE> 1402345612345678
3.	Example for Physical:	MYEPWD <SPACE> XXXX1234567890

ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.k□ntech.com/, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@k□ntech.com .

VI. The Scrutiniser shall immediately after the conclusion of voting at the AGM, □rst count the votes cast during the AGM, there after unblock the votes cast through remote e-voting and make a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, and submit the report to the Chairman of the company or a person authorized by him in writing in that respect, as per the provisions of Companies Act, 2013 and SEBI Listing Regulations, 2015, who shall countersign the same and declare the results of the voting forthwith as per the Statutory timelines.

VII. The voting results declared along with the scrutiniser's report will be placed on the company's website www.hplindia.com and on the website of KFin at https://evoting.karvy.com/public/Downloads.aspx after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange(s).

****

HPL Electric & Power Limited

Concept, Content & Design
WYATT Prism COMMUNICATIONS (info@wyatt.co.in)
Printed by: Print Media 9873000211, 011-29541681