ASME STAMP AUTHORISED COMPANY | ISO 9001 BUREAU VERITAS Certification | UKAS MANAGEMENT SYSTEMS 008 | insight CERTIFICATIONS ISO 14001 : 2004 OHSAS 18001 : 2007 | SCB ASCB(E) UK

Mazda LIMITED

31 August, 2019

To,

Bombay Stock Exchange Limited Corporate Relationships Department 1st Floor, New Trading Ring, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 **BSE CODE: 523792**	**National Stock Exchange of India Limited** Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 **NSE CODE : MAZDA**

Sub: Submission of Annual Report for the financial year 2018-19 of the company pursuant Regulation 34 of SEBI (LODR) Regulations, 2015

Dear Sir,

With reference to the captioned subject, we hereby submit the Annual Report for the financial year 2018-19 along with the Notice of the 29th Annual General Meeting of the company to be held on Thursday, 26th September, 2019 at 9.30 a.m. at Plot No.17/1, Phase-III, GIDC, Naroda, Ahmedabad – 382 330.

The Annual Report for the financial year 2018-19 along with notice of the AGM is available on the website of the company i.e. www.mazdalimited.com

Please take the same on record.

Thanking you,

Yours faithfully,
For Mazda Limited

MAZDA LIMITED AHMEDABAD

Nishith Kayasth
Company Secretary

Sales & Admn. Office : Mazda House, Panchwati 2nd Lane, Ambawadi, Ahmedabad - 380006. INDIA Phone: +91 (0) 79 40007000 (30 Lines) +91 (0) 79 2644 2036, 37, 38 Fax : +91 (0) 79 2656 5605 E-mail : vacuum@mazdalimited.com Website : www.mazdalimited.com

Works & Registered Office : Unit-1 C/1-39/13/16, G.I.D.C., Naroda, Ahmedabad - 382 330 Phone: +91 (0) 79 22821779 +91 (0) 79 40267000

Works : Unit-2 Plot No. 11 & 12, Hitendranagar Sahakari Vasahat Ltd., N.H. Road, Naroda, Ahmedabad - 382 340 Phone: +91 (0) 79 40266900

Works : Unit-3 C/1-A5, G.I.D.C., Odhav, Ahmedabad - 380 015 Phone: +91 (0) 79 9879113091 +91 (0) 79 22872614, 4945

Works : Unit-4 Plot No. 17/1, Phase-III, G.I.D.C., Naroda, Ahmedabad - 382 330 Phone: +91 (0) 79 22822274 +91 (0) 79 65140791

CIN : L29120GJ1990 PLCO14293

Mazda
LIMITED

29th ANNUAL REPORT
2018-2019

MAZDA LIMITED

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BOARD OF DIRECTORS:

SORAB R. MODY, Managing Director

SAMUEL W. CROLL- III

MOHIB N. KHERICHA, Chairman

SHEILA S. MODY

HOUTOXI F. CONTRACTOR

PERCY X. AVARI, Whole-Time Director

SHANAYA MODY KHATUA, Whole-Time Director

NILESH C. MANKIWALA

SAURIN V. PALKHIWALA

CHIEF FINANCIAL OFFICER:
CYRUS J. BHAGWAGAR

COMPANY SECRETARY
NISHITH C. KAYASTH

CIN : L29120GJ1990PLC014293

REGISTERED OFFICE:
C/1-39/13/16, GIDC, Naroda,
Ahmedabad- 382 330

BANKERS:
State Bank of India
Laghu Udyog Branch,
Neptune Tower Complex,
Opp. Gandhigram Railway Station,
Off. Ashram Road, Ahmedabad- 380 009.

AUDITORS:
Mayank Shah & Associates,
Chartered Accountants
706, Mahakant
Opp. V.S. Hospital,
Ellis Bridge, Ahmedabad- 380 006.

SHARES LISTED AT:
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051.

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001
(Company Code- 523792)

REGISTRAR & SHARE TRANSFER AGENT:
Link Intime India Pvt. Ltd.
506-508 Amarnath Business Centre – I,
Besides Gala Business Centre,
Off. C.G. Road, Navarangpura,
Ahmedabad – 380 009.

NOTICE

NOTICE is hereby given that the Twenty Ninth Annual General Meeting ("AGM") of members of Mazda Limited ("the company") will be held at Plot No. 17/1, Phase-III, GIDC, Naroda, Ahmedabad - 382 330 on **Thursday, 26th September, 2019 at 09.30 a.m.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the company for the year ended 31st March, 2019 including the Audited Balance Sheet as at 31st March, 2019, the statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To declare dividend of ₹ 9.00 (90%) per share on equity shares of the company for the financial year ended on 31st March, 2019.
3. To appoint a director in place of Mr. Percy Avari (DIN: 00499114), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a director in place of Mrs. Shanaya Mody Khatua (DIN: 01241585), who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

5. **Re-appointment of Mr. Sorab R. Mody as Managing Director and remuneration thereon**

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

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, the consent of the members be and is hereby accorded for the re-appointment of Mr. Sorab R. Mody (DIN: 00498958) as a Managing Director of the company with effect from 1st April, 2020 till 31st March, 2023 (both days inclusive) for a period of three consecutive years at a remuneration mentioned hereunder which is approved and sanctioned with the authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed to between the Board of Directors and Mr. Sorab Mody:

I. Salary

Basic Salary shall not be less than ₹ 3,00,000 (Rupees Three lakhs only) per month and shall not exceed ₹ 6,00,000 (Rupees Six lakhs only) per month.

II. Perquisites & Allowances

Perquisites as mentioned below will be paid and/or provided in addition to salary. Perquisites shall be valued in terms of actual expenditure incurred by the company. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy the perquisites shall be valued as per Income Tax Rules:

a) Medical Reimbursement: Reimbursement of the expenses actually incurred for self and his family, the total cost of which to the company shall not exceed one month's salary in a year.

b) Leave Travel Allowance: Mr. Sorab Mody and his family once in a year, subject to one month's salary.

c) House Rent Allowance as per the company rules.

d) Statutory contribution: EPF, FPF, statutory bonus, encashment of leave and gratuity payable at the end of the tenure as per the company rules which will not be included in calculation of remuneration limits as per schedule V of the Companies Act, 2013.

e) Car: Mr. Sorab Mody to be provided a car with chauffeur for use of company's business, a telephone at residence and mobile facility.

f) Club Fees: Fees of club payable as per the company rules.

g) Terminal Benefits: Terminal Benefits will be provided to Mr. Sorab Mody as per the company rules.

III. Commission

The Percentage of net profits of the company as commission payable shall be determined by the Nomination & Remuneration Committee / Board of Directors of the company, subject to the total remuneration in any one financial year which shall not exceed an overall ceiling as mentioned in the Section II of Part II of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

IV. Other Conditions

Mr. Sorab Mody shall not without the prior permission of the Board either during or after termination of the appointment hereunder, divulge or communicate to any person or persons (except to such of the employees of the company or any other duly authorised persons to whom the same could be divulged or communicated for the efficient conduct of the company's business) or himself make use of any of the company's secret or any other information which he may receive or obtain in relation to the company's affairs or to the working or any process or invention which is carried on or used by the company or any other matter which comes to his knowledge in the course of or by reason of his appointment with the company.

V. Overall Remuneration

That the total remuneration in any one financial year shall not exceed an overall ceiling as mentioned in the Section II of Part II of Schedule V of the Companies Act, 2013 as may be for the time being, be in force and any amendments thereto. In case of any doubt / discrepancy / clarification that may arise with respect to payment of remuneration the same shall be determined and decided by the board of directors on the recommendation of Nomination & Remuneration committee. Further, within the overall remuneration, the individual components may be changed as may be decided and accepted by the Nomination & Remuneration committee and Mr. Sorab R. Mody.

VI. Termination

Two months' notice shall be required, on either side for termination of service."

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

6. Re-appointment of Mr. Percy X. Avari as Whole-Time Director and remuneration thereon

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

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder the consent of the members be and is hereby accorded for the re-appointment of Mr. Percy Avari (DIN: 00499114) as a Whole-Time Director of the company with effect from 1st April, 2020 till 31st March, 2023 (both days inclusive) for a period of three consecutive years at a remuneration mentioned hereunder which is approved and sanctioned with the authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed to between the Board of Directors and Mr. Percy Avari:

I. Salary

Basic Salary shall not be less than ₹ 4,00,000 (Rupees Four lakhs only) per month and shall not exceed ₹ 7,00,000 (Rupees Seven lakhs only) per month.

II. Perquisites and Allowances

Perquisites as mentioned below will be paid and/or provided in addition to salary. Perquisites shall be valued in terms of actual expenditure incurred by the company. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy the perquisites shall be valued as per Income Tax Rules:

a) Medical Reimbursement: Reimbursement of the expenses actually incurred for self and his family, the total cost of which to the company shall not exceed one month's salary in a year.

b) Leave Travel Allowance: Mr. Percy Avari and his family once in a year, subject to one month's salary.

c) House Rent Allowance as per the company rules.

d) Statutory contribution: EPF, FPF, statutory bonus, encashment of leave and gratuity payable at the end of the tenure as per the company rules which will not be included in calculation of remuneration limits as per schedule V of the Companies Act, 2013.

e) Car: Mr. Percy Avari to be provided a car with chauffeur for use of company's business, a telephone at residence and mobile facility.

f) Club Fees: Fees of club payable as per the company rules.

g) Terminal Benefits: Terminal Benefits will be provided to Mr. Percy Avari as per the company rules.

III. Commission

The Percentage of net profits of the company as commission payable shall be determined by the Nomination & Remuneration Committee / Board of Directors of the company, subject to the total remuneration in any one financial year which shall not exceed an overall ceiling as mentioned in the Section II of Part II of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

IV. Other Conditions

Mr. Percy Avari shall not without the prior permission of the Board either during or after termination of the appointment hereunder, divulge or communicate to any person or persons (except to such of the employees of the company or any other duly authorised persons to whom the same could be divulged or communicated for the efficient conduct of the company's business) or himself make use of any of the company's secret or any other information which he may receive or obtain in relation to the company's affairs or to the working or any process or invention which is carried on or used by the company or any other matter which comes to his knowledge in the course of or by reason of his appointment with the company.

V. Overall Remuneration

That the total remuneration in any one financial year shall not exceed an overall ceiling as mentioned in the Section II of Part II of Schedule V of the Companies Act, 2013 as may be for the time being, be in force and any amendments thereto. In case of any doubt / discrepancy / clarification that may arise with respect to payment of remuneration the same shall be determined and decided by the board of directors on the recommendation of Nomination & Remuneration committee. Further, within the overall remuneration, the individual components may be changed as may be decided

and accepted by the Nomination & Remuneration committee and Mr. Percy Avari.

VI. Termination

Two months' notice shall be required, on either side for termination of service."

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

7. Re-appointment of Mrs. Shanaya Mody Khatua as Whole-Time Director and remuneration thereon

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

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, and various notifications, circulars, etc., issued by the Central Government in said regard from time to time and subject to the approval of Central Government the consent of the members be and is hereby accorded for the re-appointment of Mrs. Shanaya Mody Khatua (DIN: 01241585) as a Whole-Time Director of the company with effect from 1st April, 2020 till 31st March, 2023 (both days inclusive) for a period of three consecutive years at a remuneration mentioned hereunder which is approved and sanctioned with the authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed to between the Board of Directors and Mrs. Shanaya Mody Khatua:

I. Salary

Basic Salary shall not be less than ₹ 4,00,000 (Rupees Four lakhs only) per month and shall not exceed ₹ 7,00,000 (Rupees Seven lakhs only) per month.

II. Perquisites and Allowances

Perquisites as follows will be paid and/or provided in addition to salary. Perquisites shall be valued in terms of actual expenditure incurred by the company. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy the perquisites shall be valued as per Income Tax Rules:

a) Medical Reimbursement: Reimbursement of the expenses actually incurred for self and her family, the total cost of which to the company shall not exceed one month's salary in a year.

b) Leave Travel Allowance: Mrs. Shanaya Mody Khatua and her family once in a year, subject to one month's salary.

c) House Rent Allowance as per the company rules.

d) Statutory contribution: EPF, FPF, statutory bonus, encashment of leave and gratuity payable at the end of the tenure as per the company rules which will not be included in calculation of remuneration limits as per schedule V of the Companies Act, 2013.

e) Car: Mrs. Shanaya Mody Khatua to be provided a car with chauffeur for use of company's business, a telephone at residence and mobile facility.

f) Club Fees: Fees of club payable as per the company rules.

g) Terminal Benefits: Terminal Benefits will be provided to Mrs. Shanaya Mody Khatua as per the company rules.

III. Commission

The Percentage of net profits of the company as commission payable shall be determined by the Nomination & Remuneration Committee / Board of Directors of the company, subject to the total remuneration in any one financial year which shall not exceed an overall ceiling as mentioned in the Section II of Part II of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

IV. Other Conditions

Mrs. Shanaya Mody Khatua shall not without the prior permission of the Board either during or after termination of the appointment hereunder, divulge or communicate to any person or persons (except to such of the employees of the company or any other duly authorised persons to whom the same could be divulged or communicated for the efficient conduct of the company's business) or herself make use of any of the company's secret or any other information which she may receive or obtain in relation to the company's affairs or to the working or any process or invention which is carried on or used by the company or any other matter which comes to her knowledge in the course of or by reason of her appointment with the company.

V. Overall Remuneration

That the total remuneration in any one financial year shall not exceed an overall ceiling as mentioned in the Section II of Part II of Schedule V of the Companies Act, 2013 as may be for the time being, be in force and any amendments thereto. In case of any doubt / discrepancy / clarification that may arise with respect to payment of remuneration the same shall be determined and decided by the board of directors on the recommendation of Nomination & Remuneration committee. Further, within the overall remuneration, the individual components may be changed as may be decided and accepted by the Nomination & Remuneration committee and Mrs. Shanaya Mody Khatua.

VI. Termination

Two months' notice shall be required, on either side for termination of service."

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

8. Re-appointment of Mr. Mohib N. Khericha as Independent Director

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 ("Act") read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended ("the Listing Regulations") and all other applicable provisions made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Mr. Mohib N. Khericha (DIN 00010365), who was appointed as a Non-Executive and Independent Director of the company up to the date of the 29th Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of the Director be and is hereby re-appointed as an Independent Non-Executive Director of the company for second term of 5 (five) consecutive years with effect from the date of the said meeting i.e. 26th September, 2019 till the date of 34th Annual General Meeting of the company and whose office shall not be liable to retire by rotation."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution."

9. Re-appointment of Mr. Nilesh C. Mankiwala as Independent Director

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 ("Act") read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended ("the Listing Regulations") and all other applicable provisions made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Mr. Nilesh C. Mankiwala (DIN 06927530), who was appointed as a Non-Executive and Independent Director of the company up to the date of the 29th Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of the Director be and is hereby re-appointed as an Independent Non-Executive Director of the company for second term of 5 (five) consecutive years with effect from the date of the said meeting i.e. 26th September, 2019 till the date of 34th Annual General Meeting of the company and whose office shall not be liable to retire by rotation."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution."

10. Re-appointment of Mr. Saurin V. Palkhiwala as Independent Director

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 ("Act") read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended ("the Listing Regulations") and all other applicable provisions made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Mr. Saurin V. Palkhiwala (DIN 03604769), who was appointed as a Non-Executive and Independent Director of the company up to the date of the 29th Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of the Director be and is hereby re-appointed as an Independent Non-Executive Director of the company for second term of 5 (five) consecutive years with effect from the date of the said meeting i.e. 26th September, 2019 till the date of 34th Annual General Meeting of the company and whose office shall not be liable to retire by rotation."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution."

11. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 thereon

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

"**RESOLVED THAT** pursuant to the provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting and duly initialed by the Chairman of the Meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts and take such actions as may be necessary, expedient and proper to give effect to this resolution."

12. Ratification of remuneration payable to the Cost Auditors for the financial year 2019-20

To consider and if thought fit, pass, with or without modifications, the following resolutions 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 modifications or re-enactment thereof, for time being in force) and on the recommendation of the Audit Committee and approval by the Board of Directors of the company, V. H. Shah & Co., Cost Accountant (Firm registration no.: 100257) appointed by the Board of Directors of the company, to conduct the audit of the cost records of the company for the financial year ending on 31st March, 2020, be paid the remuneration as set out in the statement annexed to this Notice convening this meeting."

"**RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorised to do all such acts and take such actions as may be necessary, expedient and proper to give effect to this resolution.

Registered Office:
C/1-39/13/16 GIDC,
Naroda,
Ahmedabad – 382 330
Date : 13/08/2019
Place : Ahmedabad

By Order of the Board,
Sd/-
Nishith Kayasth
Company Secretary

NOTES:

(1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('THE MEETING/AGM') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES DULY STAMPED AND SIGNED, IN ORDER TO BE EFFECTIVE, MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY, IN ORIGINAL NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

(2) A PERSON CAN ACT AS A PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT ONE PERSON AS A PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.

(3) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') in respect of the special business under Item No. 5 to 12 of the Notice, is annexed hereto.

(4) Corporate members intending to send their Authorised Representatives to attend the Meeting are requested to send to the company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

(5) The Register of Members and the Share Transfer Books of the company will remain close from 14th September, 2019 to 21st September, 2019 (both days inclusive) to determine entitlement of dividend on equity shares, if declared at the Meeting. Dividend will be paid to those shareholders, whose name appears on the Register of Members of the company as at the end of the business hours on the record date i.e. 13th September, 2019.

(6) The dividend, if declared will be paid on or after 07th October, 2019.

(7) The dividend warrants pertaining to earlier years issued by the company are not yet encashed by some of the members. Hence, those members who have not encashed the dividend warrants may please get the same revalidated by the company and encash them at the earliest to avoid inconvenience at a later date.

(8) The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholders for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the company urges all the shareholders to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the company are available on the website of the company. The shareholders whose dividend/ shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority http://www.iepf.gov.in/IEPFA/refund.html

(9) As per SEBI Circular No. CIR/MRD/DP/10/2013 dated 21st March, 2013, listed companies are required to use, either directly or through their RTA, any RBI approved electronic mode of payment like ECS, NECS, NACH etc. for distribution of dividends or providing other cash benefits to the investors. Accordingly, the members, holding shares in physical form, are requested to update their address or provide / update their bank mandate (including details of MICR, IFSC etc.) with the company or its Registrars & Transfer Agents (RTA), LINK Intime India Private Limited and members holding shares in dematerialized form are requested to intimate any change in their address or to change / update bank mandate with their Depository Participants (DP) to enable the company or RTA for making arrangements for electronic credit of dividend and other cash benefits to members.

(10) Members are requested to bring the copy of their Annual Report and duly filled Attendance Slip at the Annual General

Meeting. In case of Joint holders, if both the members are attending the Meeting, the first holder is entitled to vote at the said Meeting.

(11) The proxy form for the AGM is enclosed herewith.

(12) SEBI vide its circular dated June 8, 2018 amended Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to which requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form. Members holding the shares in physical form are requested to dematerialize their holdings as the physical transfer of shares will not be possible.

(13) Members holding shares in physical form are requested to notify immediately the change in their registered address, bank details etc., if any to RTA, Link Intime India Private Limited.

(14) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.

(15) The equity shares of the company are available for dematerialisation, as the company has entered into agreement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Those shareholders who wish to hold shares in electronic form may approach their Depository Participant. The ISIN No. of the Equity Shares is INE885E01034.

(16) The members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, NECS mandates, Power of Attorney, change of address or name etc. to their Depository Participant only. Changes intimated to Depository Participant will be automatically reflected in the company's record which will help the company and its registrar and transfer agents to provide efficient and better services.

(17) Pursuant to Section 72 of the Act shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.

(18) As required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2, brief profile of the Directors proposed for re-appointment at the forthcoming Annual General Meeting, is annexed to the notice. The Directors have furnished the requisite consent / declarations for their re-appointment as required under the Companies Act, 2013 and the Rules made thereunder.

(19) 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 RTA, for consolidation into a single folio. The share certificates will be returned to the members after making requisite changes thereon.

(20) Non-Resident Indian members are requested to inform the RTA, immediately of:

i) Change in their residential status on return to India for permanent settlement.

ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

(21) The notice of AGM, Annual Report and Attendance slip are being sent in electronic mode to members whose e-mail IDs are registered with the company or the Depository Participant(s) for communication purposes, unless any member has requested for a physical copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those members who have not registered their e-mail IDs with the Company or Depository Participant(s).

(22) TO SUPPORT THE 'GREEN INITIATIVE' MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESSES SO FAR ARE REQUESTED TO REGISTER THEIR E-MAIL ADDRESS WITH RTA / DEPOSITORIES FOR RECEIVING ALL COMMUNICATION INCLUDING ANNUAL REPORT, NOTICES, CIRCULARS, ETC. FROM THE COMPANY ELECTRONICALLY.

(23) Members desirous of obtaining any information concerning accounts and operations of the company are requested to address their questions in writing to the company at nishith@mazdalimited.com at least 7 days before the date of the AGM so that the information required may be made available at the AGM.

(24) Trading in the shares of the company is compulsorily in dematerialized form for all investors. Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.

(25) Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions, the company is pleased to provide the facility to Members to exercise their right to vote at 29th AGM by electronic means and the business may be transacted through E-Voting Services provided by Central Depository Services (India) Limited (CDSL).

(26) The shareholders who have not registered their PAN with the company can generate their passwords using sequence no. mentioned in the attendance slip attached to this report.

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 23 September 2019 at 9:00 a.m. and ends on 25 September 2019 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Record date) of 19 September 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance slip indicated in the PAN Field.
DOB	Enter the Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant Company Name 'MAZDA LIMITED' on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to

helpdesk.evoting@cdslindia.com

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(27) In case of members receiving the physical copy: Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.

(28) The company has appointed Mr. Rutul Shukla, Practicing Company Secretary to act as scrutinizer, for conducting the scrutiny of the votes cast. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given here above. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

(29) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the company and make, not later than three days from the conclusion of meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.

(30) The result shall be declared at or after the Annual General Meeting of the company. The result declared along with the scrutinizer's report shall be placed on company's website www.mazdalimited.com and on the website of CDSL immediately after the result is declared by the chairman and the same shall be simultaneously communicated to Bombay Stock Exchange Limited (BSE) & National Stock Exchange of India Limited (NSE).

(31) All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the registered office of the company during normal business hours (9.00 am to 5.00 pm) on all working days up to the date of 29th Annual General Meeting of the company.

Registered Office:
C-1/39/13/16 GIDC, Naroda
Ahmedabad – 382 330
Date: 13/08/2019
Place: Ahmedabad

By Order of the Board,
Sd/-
Nishith Kayasth
Company Secretary

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5. Re-appointment of Mr. Sorab R. Mody as Managing Director and remuneration thereon

Appointment and Remuneration details

The agreement dated 1st April, 2017 between Mr. Sorab Mody and company had set out the terms and conditions of re-appointment of Mr. Sorab Mody as Managing Director. The said agreement is valid till 31st March, 2020. As per the special resolution passed in the Annual General Meeting held on 27th September, 2016, company had obtained the approval of the members for re-appointment and remuneration paid to Mr. Sorab Mody.

The Board has, in its meeting held on 13th August, 2019, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members, approved the re-appointment of Mr. Sorab Mody as Managing Director w.e.f. 01st April, 2020 for a term of three consecutive years till 31st March, 2023 on such terms and conditions including remuneration.

As he had attained the age of 73 years, for his re-appointment and for payment of remuneration, special resolution is proposed to be passed as per Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013. As Mr. Sorab Mody has a rich and varied experience of 40 years in the Engineering Industry and involved in the day-to-day operations of the company since incorporation of the company, it would be in the interest of the company to continue the employment of Mr. Sorab Mody as Managing Director, as his expertise in the business has immensely helped the company to grow at this level.

Mr. Sorab Mody is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Managing Director of the Company. Mr. Sorab Mody satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

The Board as per the recommendation of the Nomination and Remuneration Committee in their meeting held on 11th February, 2019 revised the payment of remuneration up to a limit of ₹ 95.00 Lacs including the commission of 2% on the Net Profits of the company computed under Section 198 of the Companies Act, 2013 for the remaining tenure till 31st March, 2020 within the limits as mentioned in Section II of Part II of Schedule V of the Companies Act, 2013.

In terms of the applicable provisions of the Act and the relevant Rules made thereunder, it is proposed to seek the approval of members' for the re-appointment and payment of remuneration to Mr. Sorab Mody as Managing Director of the company. This Explanatory Statement may be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Mr. Sorab Mody as Managing Director of the Company.

The remuneration proposed to be paid is within the limits specified under Schedule V of the Companies Act, 2013. The remuneration may be revised within the limits of Schedule V Section II of Part II of the Companies Act, 2013 as amended from time to time and as may be decided by the Board within the said limits.

Disclosure under Regulation 36(3) of Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Notice.

Information relevant to the re-appointment of Mr. Sorab Mody as Managing Director as required under Section II of Part II of Schedule V of the Companies Act, 2013 is mentioned below:

I. General Information:

Sr. No.	Particulars	
1.	Nature of Industry	• Manufacturing of Engineering goods • Manufacturing of Food Products
2.	Date or expected date of commencement of commercial production	• Manufacturing of engineering goods since 1990. • Diversified into manufacturing of food products in the year 2006.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	The same is given in the Directors Report at point No. 1.
5.	Foreign investments or collaborations	• Croll Reynolds International Inc., U.S.A. is holding 6.80% equity share capital of the company. • The company has entered into the Technology & Know-How License Agreement with 'CNIM', France for manufacturing of Absorption Refrigeration Units. • Technology & Know-How License Agreement with a Spanish Company for Freeze Crystallization Technology for Zero Liquid Discharge.

II. Information about the appointee:

Sr. No.	Particulars	
1.	Background Details	Mr. Sorab Mody is founder promoter of the company and is associated with the company since inception. Mr. Sorab Mody has through his foresight and visionary approach, coupled with sound understanding of Engineering Industry has led the company to the path of growth. His qualification, nature of expertise and other details related to him are given in annexure to this notice.
2	Past Remuneration	Mr. Sorab Mody was paid remuneration for the past financial year as mentioned below: (a) Salary: ₹ 3,38,000/- per month (b) House Rent Allowance: ₹ 1,01,400/- per month (c) Perquisites as under reckoned on the basis of actual expenditure or liability incurred. (i) Medical Benefits for Mr. Sorab and family: Reimbursement of the expenses actually incurred, the total cost of which to the company not exceeded one month's salary in a year. (ii) Leave Travel Allowance: Mr. Sorab and his family once in a year, subject to one month's salary. (iii) Statutory contribution to PF, FPF, statutory bonus, encashment of leave and gratuity payable at the end of the tenure as per the company rules which will not be included in calculation of remuneration limits as per schedule V of the Companies Act, 2013. (d) 2% commission on the profits for the whole year as per the calculation prescribed in the Companies Act, 2013 during tenure of his appointment. (e) Provided a car with chauffeur for use of company's business and a telephone at residence. (f) Terminal Benefits will be provided to Mr. Sorab as per the company rules.
3	Recognition or awards	-
4	Job profile and his suitability	He has vast experience of 40 years working with the engineering industry including experience of 30 years working as a Managing Director of the company.
5	Remuneration proposed	As mentioned in the resolution at point no. 5.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	There are no comparable data available on other companies in the segment and the remuneration payable to their managerial persons. Hence the proposed remuneration is reasonable considering future growth of the company.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	• Mr. Sorab Mody is a Promoter and Managing Director of the company and their relatives are Mrs. Sheila Mody, Non-Executive Director and Mrs. Shanaya Mody Khatua, Whole-Time Director of the company. • Mr. Sorab Mody has received rental income for the properties let out by him to the company.

III. Other information:

Sr. No.	Particulars	
1	Reasons of loss or inadequate profits	The company has earned profits for the year 2018-2019. However the profits of the company are in-adequate, as per section 197 & 198 of the Companies Act, 2013 to cover the remuneration/ perquisites payable to Mr. Sorab Mody. Therefore the remuneration payable to Mr. Sorab Mody shall be in pursuance to Schedule V of the Companies Act, 2013.
2	Steps taken or proposed to be taken for improvement	The company management is continuously looking for the improvement in their product line by way of Research & Development. Every year new products with upgraded technology are introduced which conserve energy and improve efficiency of manufacturing processes of customers. The management has also planned for capacity expansion to achieve growth.
3	Expected increase in productivity and profits in measurable terms	The company is expecting growth in the turnover and profits due to introduction of new products and increasing the installed capacity. The same will reflect improvement in the company's overall financial performance.

IV. Disclosures:

	Disclosure in Board's Report	All elements related to remuneration package, details of fixed component and performance linked incentive along with performance criteria, service contracts, notice period and severance fees and stock option details are mentioned in the Board of Directors Report.

Except Mr. Sorab Mody himself, Mrs. Shanaya Mody Khatua, and Mrs. Sheila S. Mody, being relatives, none of the other Directors / Key Managerial Personnel of the company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at the Item No. 5 of the accompanying Notice of the AGM.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

ITEM NO. 6. Re-appointment of Mr. Percy X. Avari as Whole-Time Director and remuneration thereon

Appointment and Remuneration details:

The agreement dated 1st April, 2017 between Mr. Percy Avari and company had set out the terms and conditions of re-appointment of Mr. Percy Avari as Whole-Time Director. The said agreement is valid till 31st March, 2020. As per the special resolution passed in the Annual General Meeting held on 27th September, 2016, company had obtained the approval of the members for re-appointment and remuneration paid to be Mr. Percy Avari.

The Board has, in its meeting held on 13th August, 2019, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members, approved the re-appointment of Mr. Percy Avari as Whole-Time Director w.e.f. 01st April, 2020 for a term of three consecutive years till 31st March, 2023 on such terms and conditions including remuneration.

Mr. Percy Avari is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Whole-Time Director of the Company. Mr. Percy Avari satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his re-appointment.

The Board as per the recommendation of the Nomination and Remuneration Committee in their meeting held on 11th February, 2019 revised the payment of remuneration up to a limit of ₹ 95.00 Lacs including the commission of 2% on the Net Profits of the company computed under Section 198 of the Companies Act, 2013 for the remaining tenure till 31st March, 2020 within the limits under Section II of Part II of Schedule V of the Companies Act, 2013.

In terms of the applicable provisions of the Act and the relevant Rules made thereunder, it is proposed to seek the approval of members' for the re-appointment and paymant of remuneration to Mr. Percy Avari as Whole-Time Director of the Company. This Explanatory Statement may be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Mr. Percy Avari as the Whole-Time Director of the company.

The remuneration proposed to be paid is within the limits specified under Schedule V of the Companies Act, 2013. The remuneration may be revised within the limits of Schedule V Section II of Part II of the Companies Act, 2013 as amended from time to time as may be decided by the Board within the said limits.

Disclosure under Regulation 36(3) of Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Notice.

Information relevant to the re-appointment of Mr. Percy Avari as the Whole-Time Director as required under Section II of Part II of Schedule V of the Companies Act, 2013 is mentioned below:

I. General Information:

Sr. No.	Particulars	
1.	Nature of Industry	• Manufacturing of Engineering goods • Manufacturing of Food Products
2.	Date or expected date of commencement of commercial production	• Manufacturing of engineering goods since 1990. • Diversified into manufacturing of food products in the year 2006.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	The same is given in the Directors Report at point No. 1.
5.	Foreign investments or collaborations	• Croll Reynolds International Inc., U.S.A. is holding 6.80% equity share capital of the company. • The company has entered into the Technology & Know-How License Agreement with 'CNIM', France for manufacturing of Absorption Refrigeration Units. • Technology & Know-How License Agreement with a Spanish Company for Freeze Crystallization Technology for Zero Liquid Discharge.

II. Information about the appointee:

Sr. No.	Particulars	
1.	Background Details	Mr. Percy Avari is associated with the company since year 1990 and was an employee of the company since 2003. In the year 2003, he was appointed as the Whole-Time Director of the company. Due to his efforts, the company has developed new line of products in the engineering business. His qualification, nature of expertise and other details related to him are given in annexure to this notice.
2	Past Remuneration	Mr. Percy was paid remuneration for the past year as mentioned below: (a) Salary: ₹ 4,07,000/- per month (b) House Rent Allowance: ₹ 1,22,100/- per month (c) Perquisites as under reckoned on the basis of actual expenditure or liability incurred. i. Medical Benefits for Mr. Percy and family: Reimbursement of the expenses actually incurred, the total cost of which to the company not exceeded one month's salary in a year. ii. Leave Travel Allowance:Mr. Percy and his family once in a year, subject to one month's salary. iii. Statutory contribution to PF, FPF, statutory bonus, encashment of leave and gratuity payable at the end of the tenure as per the company rules which will not be included in calculation of remuneration limits as per schedule V of the Companies Act, 2013. (d) 2% commission on the profits for the whole year as per the calculation prescribed in the Companies Act, 2013 during tenure of his appointment. (e) Provided a car with chauffeur for use of company's business and a telephone at residence. (f) Terminal Benefits will be provided to Mr. Percy as per the company rules.
3	Recognition or awards	-
4	Job profile and his suitability	He has vast experience of 30 years in a company with overall exposure to the development of the new products related to engineering.
5	Remuneration proposed	As mentioned in the resolution at point no. 6.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	There are no comparable data available on other companies in the segment and the remuneration payable to their managerial persons. Hence the proposed remuneration is reasonable considering future growth of the company.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Percy Avari is a Whole-Time Director of the company and none of the relatives of him are Directors or KMP in the company. Mr. Percy Avari is holding 45,205 equity shares of the company.

III. Other information:

Sr. No.	Particulars	
1	Reasons of loss or inadequate profits	The company has earned profits for the year 2018-2019. However the profits of the company are in-adequate, as per section 197 & 198 of the Companies Act, 2013 to cover the remuneration/ perquisites payable to Mr. Percy Avari. Therefore the remuneration payable to Mr. Percy Avari shall be in pursuance to Schedule V of the Companies Act, 2013.
2	Steps taken or proposed to be taken for improvement	The company management is continuously looking for the improvement in their product line by way of Research & Development. Every year new products with upgraded technology are introduced which conserve energy and improve efficiency of manufacturing processes of customers. The management has also planned for capacity expansion to achieve growth.
3	Expected increase in productivity and profits in measurable terms	The company is expecting growth in the turnover and profits due to introduction of new products and increasing the installed capacity. The same will reflect improvement in the company's overall financial performance.

IV. Disclosures:

	Disclosure in Board's Report	All elements related to remuneration package, details of fixed component and performance linked incentive along with performance criteria, service contracts, notice period and severance fees and stock option details are mentioned in the Board of Directors Report.

Except Mr. Percy Avari himself, none of the other Directors / Key Managerial Personnel of the company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at the Item No. 6 of the accompanying Notice of the AGM.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

ITEM NO. 7. Re-appointment of Mrs. Shanaya Mody Khatua as Whole-Time Director and remuneration thereon

Appointment and Remuneration details:

The agreement dated 1st April, 2017 between Mrs. Shanaya Mody Khatua and company had set out the terms and conditions of re-appointment of Mrs. Shanaya Mody Khatua as Whole-Time Director. The said agreement is valid till 31st March, 2020. As per the special resolution passed in the Annual General Meeting held on 27th September, 2016, company had obtained approval of the members and Central Government for re-appointment and remuneration to be paid to Mrs. Shanaya Mody Khatua.

The Board has, in its meeting held on 13th August, 2019, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members and Central Government, approved the re-appointment of Mrs. Shanaya Mody Khatua as Whole-Time Director w.e.f. 01st April, 2020 for a term of three consecutive years till 31st March, 2023 on such terms and conditions including remuneration.

Mrs. Shanaya Mody Khatua is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Whole-Time Director of the Company.

Mrs. Shanaya Mody Khatua does not satisfy one of the conditions as set out in Part-I sub section (e) of Schedule V to the Act, therefore, approval of Central Government is required for her re-appointment. Mrs. Shanaya Mody Khatua is controlling, overseeing and managing the business of food division from abroad. The food division is an export oriented business which has its market in Eurpoean Continent, USA and other adjoining countries, which can be controlled and monitored from United Kingdom. The Food divisions has grown leaps and bounds due to her efforts. Therefore, she is not satisfying the condition of appointment as mentioned in the Schedule V to the act.

The Board as per the recommendation of the Nomination and Remuneration Committee in their meeting held on 11th February, 2019 revised the payment of remuneration up to a limit of ₹ 95.00 Lacs including commission of 2% on the Net Profits of the company computed under Section 198 of the Companies Act, 2013 for the remaining tenure till 31st March, 2020 within the limits under Section II of Part II of Schedule V of the Companies Act, 2013.

It is proposed to seek the approval of members' subject to the approval of the Central Government for the re-appointment and payment of remuneration to Mrs. Shanaya Mody Khatua as Whole-Time Director of the Company, in terms of the applicable provisions of the Act and the relevant Rules made thereunder. This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Mrs. Shanaya Mody Khatua as the Whole-Time Director of the Company.

The remuneration proposed to be paid is within the limits specified under Schedule V of the Companies Act, 2013. The remuneration may be revised within the limits of Schedule V Section II of Part II of the Companies Act, 2013 as amended from time to time as may be decided by the Board within the said limits.

Disclosure under Regulation 36(3) of Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Notice.

Information relevant to the re-appointment of Mrs. Shanaya Mody Khatua as the Whole-Time Director as required under Section II of Part II of Schedule V of the Companies Act, 2013 is mentioned below:

I. General Information:

Sr. No.	Particulars	
1.	Nature of Industry	• Manufacturing of Engineering goods • Manufacturing of Food Products
2.	Date or expected date of commencement of commercial production	• Manufacturing of engineering goods since 1990. • Diversified into manufacturing of food division products in the year 2006.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	The same is given in the Directors Report at point No. 1.
5.	Foreign investments or collaborations	• Croll Reynolds International Inc., U.S.A. is holding 6.80% equity share capital of the company. • The company has entered into the Technology & Know-How License Agreement with 'CNIM', France for manufacturing of Absorption Refrigeration Units. • Technology & Know-How License Agreement with a Spanish Company for Freeze Crystallization Technology for Zero Liquid Discharge.

II. Information about the appointee:

Sr. No.	Particulars	
1.	Background Details	Mrs. Shanaya Mody Khatua is associated with the company as a director since year 2006 and prior to that was an employee of the company upto 2007. In the year 2007, she was appointed as the Whole-Time Director of the company. She has developed the food business of the company and is completely responsible for its growth. Her qualifications, nature of expertise and other details related to her are given in annexure to this notice.
2	Past Remuneration	Mrs. Shanaya was paid remuneration for the past year as mentioned below: (a) Salary: ₹ 4,07,000/- per month (b) House Rent Allowance: ₹ 1,22,100/- per month (c) Perquisites as under reckoned on the basis of actual expenditure or liability incurred. i. Medical Benefits for Mrs. Shanaya and family: Reimbursement of the expenses actually incurred, the total cost of which to the company not exceeded one month's salary in a year. ii. Leave Travel Allowance:Mrs. Shanaya and her family once in a year, subject to one month's salary. iii. Statutory contribution to PF, FPF, statutory bonus, encashment of leave and gratuity payable at the end of the tenure as per the company rules which will not be included in calculation of remuneration limits as per schedule V of the Companies Act, 2013. (d) 2% commission on the profits for the whole year as per the calculation prescribed in the Companies Act, 2013 during tenure of her appointment. (e) Provided a car with chauffeur for use of company's business and a telephone at residence. (f) Terminal Benefits will be provided to Mrs. Shanaya as per the company rules.
3	Recognition or awards	-
4	Job profile and her suitability	She has experience of more than 12 years in the company in capacity as director & developed the diversified new business of food products. She has almost doubled the turnover on a year to year basis and expanded the product base and developed international market worldwide for the Brand 'BCool'.
5	Remuneration proposed	As mentioned in the resolution at point no. 7.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	There are no comparable data available on other companies in the segment and the remuneration payable to their managerial persons. Hence the proposed remuneration is reasonable considering future growth of the company.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mrs. Shanaya Mody Khatua is a Whole-Time Director of the company and Mr. Sorab Mody, Managing Director and Mrs. Sheila Mody, Director of the company are relatives. Mrs. Shanaya Mody Khatua is holding 4,25,622 equity shares of the company.

III. Other information:

Sr. No.	Particulars	
1	Reasons of loss or inadequate profits	The company has earned profits for the year 2018-2019. However the profits of the company are in-adequate, as per section 197 & 198 of the Companies Act, 2013 to cover the remuneration/ perquisites payable to Mrs. Shanaya Mody Khatua. Therefore the remuneration payable to Mrs. Shanaya Mody Khatua shall be in pursuance to Schedule V of the Companies Act, 2013.
2	Steps taken or proposed to be taken for improvement	The company management is continuously looking for the improvement in their product line by way of Research & Development. Every year new products with upgraded technology are introduced which conserve energy and improve efficiency of manufacturing processes of customers. The management has also planned for capacity expansion to achieve growth.
3	Expected increase in productivity and profits in measurable terms	The company is expecting growth in the turnover and profits due to introduction of new products and increasing the installed capacity. The same will reflect improvement in the company's overall financial performance.

IV. Disclosures:

	Disclosure in Board's Report	All elements related to remuneration package, details of fixed component and performance linked incentive along with performance criteria, service contracts, notice period and severance fees and stock option details are mentioned in the Board of Directors Report.

Except Mrs. Shanaya Mody Khatua herself, Mr. Sorab R. Mody, and Mrs. Sheila S. Mody, being relatives, none of the other Directors / Key Managerial Personnel of the company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at the Item No. 7 of the accompanying Notice of the AGM.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

ITEM NO. 8. Re-appointment of Mr. Mohib N. Khericha as Independent Director

Mr. Mohib Khericha (DIN 00010365) was appointed as Non-Executive Independent Director & Chairman of the company by the members at the 24th AGM of the company held on 30th September, 2014 for a first term of 5 (five) consecutive years commencing from 30th September, 2014 up to the date of 29th Annual General Meeting.

Pursuant to Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of up to 5 (five) consecutive years on the Board of a company, but shall be eligible for the re-appointment on passing a special resolution by the company for another term of 5 (five) consecutive years on the Board of a company.

Based on the performance evaluation of a Director by the Nomination and Remuneration Committee, the Committee had recommended and as per the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as may be amended from time to time, Mr. Mohib Khericha, being eligible for re-appointment as an Independent Director for the second term of 5 (five) consecutive years.

The company has received declaration from him stating that he meets the criteria of Independence as provided under section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. He has given declaration to the company stating that he is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013. He has also given the consent to continue to act as a Director of the company, if so appointed by the members.

The company has received a notice in writing from a member proposing his candidature for the office of Director of the company.

The Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail services of Mr. Mohib Khericha as an Independent Director. Accordingly the Board recommends the resolution in relation to re-appointment of Mr. Mohib Khericha as an Independent Director for second term of 5 (five) consecutive years, for the approval by the shareholders of the company.

The names of the companies and the committees in which the director is a director/member, the letter of appointment and terms and conditions of the appointment are available for inspection at the registered office of the company during the normal business hours.

Disclosure under Regulation 36(3) of Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Notice.

Except Mr. Mohib Khericha, being appointee, none of the other Directors / Key Managerial Personnel of the company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at the Item No. 8 of the accompanying Notice of the AGM.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the members.

ITEM NO. 9. Re-appointment of Mr. Nilesh C. Mankiwala as Independent Director

Mr. Nilesh Mankiwala (DIN 06927530) was appointed as Non-Executive Independent Director of the company by the members at the 24th AGM of the company held on 30th September, 2014 for a period of 5 (five) consecutive years commencing from 30th September, 2014 up to the date of 29th Annual General Meeting.

Pursuant to Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of up to 5 (five) consecutive years on the Board of a company, but shall be eligible for the re-appointment on passing a special resolution by the company for another term of 5 (five) consecutive years on the Board of a company.

Based on the performance evaluation of a Director by the Nomination and Remuneration Committee, the Committee had recommended and as per the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as may be amended from time to time, Mr. Nilesh Mankiwala, being eligible for re-appointment as an Independent Director for the second term of 5 (five) consecutive years.

The company has received declaration from him stating that he meets the criteria of Independence as provided under section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. He has given declaration to the company stating that he is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013. He has also given the consent to continue to act as a Director of the company, if so appointed by the members.

The company has received a notice in writing proposing his candidature for the office of Director of the company.

The Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail services of Mr. Nilesh Mankiwala as an Independent Director. Accordingly the Board recommends the resolution in relation to re-appointment of Mr. Nilesh Mankiwala as an Independent Director for another term of 5 (five) consecutive years, for the approval by the shareholders of the company.

The names of the companies and the committees in which the director is a director/member, the letter of appointment and terms and conditions of the appointment are available for inspection at the registered office of the company during the normal business hours.

Disclosure under Regulation 36(3) of Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Notice.

Except Mr. Nilesh Mankiwala, being appointee, none of the other Directors / Key Managerial Personnel of the company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at the Item No. 9 of the accompanying Notice of the AGM.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the members.

ITEM NO. 10. Re-appointment of Mr. Saurin V. Palkhiwala as Independent Director

Mr. Saurin Palkhiwala (DIN 03604769) was appointed as Non-Executive Independent Director of the company by the members at the 24th AGM of the company held on 30th September, 2014 for a period of 5 (five) consecutive years commencing from 30th September, 2014 up to the date of 29th Annual General Meeting.

Pursuant to Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of up to 5 (five) consecutive years on the Board of a company, but shall be eligible for the re-appointment on passing a special resolution by the company for another term of 5 (five) consecutive years on the Board of a company.

Based on the performance evaluation of a Director by the Nomination and Remuneration Committee, the Committee had recommended and as per the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as may be amended from time to time, Mr. Saurin Palkhiwala, being eligible for re-appointment as an Independent Director for the second term of 5 (five) consecutive years.

The Company has received declaration from him stating that he meets the criteria of Independence as provided under section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. He has given declaration to the company stating that he is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013. He has also given the consent to continue to act as a Director of the company, if so appointed by the members.

The company has received a notice in writing proposing his candidature for the office of Director of the company.

The Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail services of Mr. Saurin Palkhiwala as an Independent Director. Accordingly the Board recommends the resolution in relation to re-appointment of Mr. Saurin Palkhiwala as an Independent Director for another term of 5 (five) consecutive years, for the approval by the shareholders of the company.

The names of the companies and the committees in which the director is a director/member, the letter of appointment and terms and conditions of the appointment are available for inspection at the registered office of the company during the normal business hours.

Disclosure under Regulation 36(3) of Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Except Mr. Saurin Palkhiwala, being appointee, none of the other Directors / Key Managerial Personnel of the company and their

relatives are concerned or interested, financially or otherwise, in the resolution set out at the Item No. 10 of the accompanying Notice of the AGM.

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval by the members.

ITEM NO. 11. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 thereon

The existing Articles of Association ("AOA") are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013.

Consequent upon coming into force of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) several regulations of the existing AOA of the company require alteration or deletion in several articles. Hence, it is expedient to replace the existing AOA by a new set of Articles.

Pursuant to the provisions of the section 14 of the Companies Act, 2013, a Special Resolution has to be passed by the members of the company for adoption of amended and restated AOA of the Company. The new set of Articles of Association is available for inspection at the Registered Office of the company on any working day during business hours.

The new AOA to be substituted in place of the existing AOA are based on Table F of the Companies Act, 2013 which sets out the model articles of association for a company limited by shares.

None of the Directors / Key Managerial Personnel of the company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at the Item No. 11 of the accompanying Notice of the AGM.

The Board recommends the Special Resolution set out at Item No. 11 of the Notice for approval by the members.

Item No. 12: Ratification of remuneration payable to the Cost Auditors for the financial year 2019-20

The Board, on the recommendation of the Audit Committee, has approved the appointment and recommended remuneration of V. H. Shah & Co., Cost Accountants, to conduct the audit of the cost records of the company for the financial year ending on 31st March, 2020.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 1.25 Lacs payable to the Cost Auditor has to be approved by the shareholders of the company. The remuneration of the Cost Auditor shall be ratified by the shareholders.

None of the Directors / Key Managerial Personnel of the company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at the Item No. 12 of the accompanying Notice of the AGM.

The Board recommends the Ordinary Resolution set out at Item No. 12 of the Notice for approval by the members.

Registered Office:
C-1/39/13/16 GIDC,
Naroda,
Ahmedabad – 382 330
Date : 13/08/2019
Place : Ahmedabad

By Order of the Board,
Sd/-
Nishith Kayasth
Company Secretary

ANNEXURE TO THE EXPLANATORY STATEMENT PURSUANT TO REGULATION 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

Name of the Director	**Sorab Mody**	**Percy Avari**	**Shanaya Mody Khatua**	**Mohib Khericha**	**Nilesh Mankiwala**	**Saurin Palkhiwala**
Directors Identification Number (DIN)	00498958	00499114	01241585	00010365	06927530	03604769
Nationality	Indian	Indian	Indian	Indian	Indian	Indian
Date of Birth and Age	08/10/1945 73 years	17/11/1968 50 years	26/09/1981 37 years	08/04/1952 67 years	26/10/1960 58 years	05/11/1960 58 years
Qualification	B.com	B.Tech (Chemical) MBA (Finance)	B.A. (Arts) from University of New South Wales, Australia, M.Sc. (International Employment Relations & HRM) from London School of Economics	Chartered Accountant	B.E. (Mechanical)	B.Com

Experience and Expertise	He is a promoter and Managing Director of the company. He has vast experience of engineering industry. His vision and guidance to our company has made this company to grow immensely. He has an overall experience of 40 years in the engineering industry. During his tenure as a mentor of the company has developed new products and with his vision of growth company has achieved a turnover of ₹ 100 Crores. He was previously working with J. N. Marshall Ltd. as a Branch Manager.	Mr. Percy is working with the company since its incorporation. He was an employee of the company till 2003. He was appointed as a Whole-Time Director of the Company in the year 2003. He looks after overall business including focus on product development and new business avenues in the Engineering sector. His experience of 30 years in the engineering industry will help the company to grow in future.	Mrs. Shanaya was appointed as an Admin and HR Manager of the company in the year 2006. She was appointed as a Whole-Time Director of the Company in the year 2007. She looks after the business of food division which is mainly export oriented. She is also the overall in-charge of Admin and HR functions of the company.	He is Managing Director of Chartered Capital and Investment Limited – a category I Merchant Banker. He has vast experience in the area of the capital structuring, restructuring, financial management and loan syndication. He was the Chairman of the Capital Market Committee (GCCI) during the year 2003-04.	He is currently working as a consulting engineer and contractor for different types of projects. He had an experience in working with our company from 1990 to 1995 as a project engineer. He has vast experience in the field of engineering which helps company to take decisions in implementing new projects.	He is associated with cloth manufacturing business and has a wide experience of more than 30 years in textile business and his core competency is in finance and finance related activities. This also helps him in his main stream business of Proprietary Investments and Consultancy.
Date of first Appointment on the Board of the Company	03/09/1990	29/01/2003	22/01/2007	12/09/1992	29/07/2014	29/07/2014
Shareholding in the Company	12,94,656	45,205	4,25,622	NIL	NIL	NIL
List of Directorship held in other companies	Please refer Report on Corporate Governance					
Membership / Chairmanship in Committees of other companies as on date	Please refer Report on Corporate Governance					
Relationships between Directors inter-se	Relative of Sheila Mody and ShanayaMody Khatua	There is no inter-se relationship among the directors	Relative of Sorab Mody and Sheila Mody	There is no inter-se relationship among the directors		

DIRECTORS' REPORT

To,
THE MEMBERS,
MAZDA LIMITED

Your Directors are pleased to present the 29th Annual Report on the business and operations of the company together with the Audited Accounts for the financial year ended 31 March, 2019.

1. FINANCIAL PERFORMANCE

(₹ In Lacs)

Sr. No.	Particulars	2018-19	2017-18
i.	**Total revenue**	**14137.62**	**11220.31**
ii.	**(Less):** Total expenditure	11914.58	9411.78
iii.	**Profit before depreciation, finance cost & tax**	**2223.04**	**1808.53**
iv.	**(Less):** Finance cost	75.46	58.76
v.	**(Less):** Tax Expenses	443.63	414.60
vi.	**Cash Profit**	**1703.95**	**1335.17**
vii.	**(Less):** Depreciation	294.21	305.57
viii.	**Profit for the year**	**1409.74**	**1029.60**
ix.	**Items of OCI for the year**	**(11.64)**	**19.05**
x.	**Total Comprehensive Income for the Year**	**1398.10**	**1048.65**
xi.	**Surplus brought forward**	**12045.80**	**11371.26**
xii.	**Profit available for appropriation**	**13443.90**	**12419.91**
xiii.	Dividend on equity shares	344.90	310.83
xiv.	Tax on distributed profits	70.89	63.28
xv.	Buyback expenses	18.52	-
xvi.	**Surplus carried forward**	**13009.59**	**12045.80**

Note: The previous year figures have been regrouped whenever necessary.

2. DIVIDEND

Your Directors recommend dividend for the year ended 31 March, 2019 at the rate of ₹ 9.00 (i.e. 90%) per equity share of ₹ 10/- each (last year ₹ 8.10 per equity share) amounting to total payment of Dividend of ₹ 360.45 Lacs compared to previous year payment of ₹ 344.90 Lacs. The company will pay the Tax on dividend as per the provisions of the Income Tax Act, 1961. The payment of dividend is subject to the approval of the shareholders at the ensuing Annual General Meeting ("AGM").

3. OPERATIONS

The revenue from operations for FY 2018-19 at ₹ 14137.62 lakhs, increased by 26% over the last year compared to ₹ 11220.31 lakhs in FY 2017-18. The profit after tax for the year was ₹ 1409.74 lakhs, registering a growth of 37% over the profit of ₹ 1029.60 lakhs in FY 2017-18.

4. FINANCE AND ACCOUNTS

There are no term loans or interest thereon outstanding during the year under review. Your company is at present using financial assistance in the form of working capital facilities from State Bank of India, Ahmedabad with overall banking limits up to ₹ 22.38 Crores to capture its fund based and non-fund based requirements. The fund based limits are in the form of Cash credit / PCFC loans and non-fund based limits are in the form of Bank Guarantees and LCs.

Your company is sufficiently funded from the internal accruals which has been invested in debt market instruments like fixed maturity plans, liquid funds and bond funds. The market value of the investment has decreased from the previous year from ₹ 56.84 Crores to ₹ 43.21 Crores in the year under review due to requirement of Working Capital and for Buyback.

During the year under review, ICRA has conducted the surveillance of credit facilities and re-affirmed the long term credit ratings to 'A' and short term credit ratings to 'A1'. The outlook of the long term ratings is stable.

The financial statements for the year ended on 31 March, 2019 has been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 as amended from time to time and all other applicable provisions for time being in force. The Notes to the Financial Statements adequately cover the Standalone Audited Statements and form an integral part of this Report.

5. EXPORTS AND TECHNOLOGY DEVELOPMENTS

Exports for the year were at ₹ 40.57 Crores as compared to ₹ 33.70 Crores for the previous year showing increase by 20%.

Your Directors expect moderate improvement in export business in the financial year 2019-20 in anticipation of improved global economic environment.

6. PUBLIC DEPOSITS

Your company has not accepted any deposits falling within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 during the financial year.

7. INSURANCE

Taking into consideration the multiple risks from riot, fire, earthquake, terrorism and other risks considered by the management, your company's assets and interest of the company are adequately insured.

8. MANAGEMENT DISCUSSION AND ANALYSIS

(a) Industry Structure and Developments:

Your company provides engineering, manufacturing, maintenance and design related services to industry leaders. It delivers innovative solutions that add value to businesses through the deployment of robust processes and state-of-the-art technology. The company's high quality products and services help clients leverage market opportunities and gain the competitive advantage.

Going forward, the industry is expected to grow at a CAGR of 14% between FY 2018-2022. The growth will be on account of various government initiatives and growth in capital intensive industries and by increasing investment in infrastructure. The GST impact has also minimized during the year and industry has accepted the reality of it.

Engineering Business:

With a positive enquiry of our products resulting into strong order booking, our Engineering Business has registered robust growth in terms of turnover and profitability. Turnover from OEMs in both domestic and international markets has risen substantially, endorsing the strength of our business model and underscoring our capabilities in the field. The overall stability in the market, coupled with positive signs of growth in some of our key sectors, has boosted the visibility for the business. This helped us sow the seeds of higher growth all through Financial year 2018-19, and for well beyond, when our current orders become executable. We have enhanced our focus into the chemical, agro-chemical and pesticides industries and other sectors which are showing greater demand potential. As new products and geographies are getting added to our portfolio, offering potential growth opportunities, the Water Pollution Control business is set to achieve higher growth in the coming years.

Food Business:

During the year under review, the food division has achieved a record growth target of more than 20 crores, a robust growth of more than 23% from the previous financial year. This has been fuelled by a new customer base and our foray into artificial sweetener products for our customers. Our business within India continues to grow and we aim to have a larger Indian reach by 2020. We will be expanding our product offering and also setting up more distribution channels for our products by 2020.

Our new factory is under construction and will be fully operational by mid-year 2020 and this will enable us to meet the increasing demand of our customers in terms of both products and quantity. We have a fully automated factory planned with high quality standards.

Our focus for the coming year is to ensure smooth transition from our old premises to our new ones and set up a strong distribution network for our Indian product offering. We will also be launching some exciting packaged products by 2020.

(b) Segment-wise Performance:

Your company has divided the business in two segments i.e. Engineering Division and Food division.

During the year under review, the turnover of engineering business has increased by 29% and profits of the engineering business has increased by 24% compared to the previous financial year.

The food business has continued its growth story in this year which is reflected by an increase in turnover by 23% and increase in profits by 77% compared to the previous financial year.

(c) Outlook:

India has emerge as the fastest growing major economy in the world which has registered a growth rate of 6.8% in 2018-19. The global economy is expected to slow down in 2019-20, particularly in developing economies. International trade and investment are moderating and trade tension and financial market pressures are expected to escalate the slowdown in global activity.

Growth prospects of your company are linked to overall economic conditions in capital intensive industries in addition to its strategy around taking higher market share.

The new technology and know-how derived from the Spanish company for Freeze Crystallization System for Zero Liquid Discharge has achieved partial success. There has been significant improvement in the results of the trails that were carried out. As a result of this the company has been able to get its first major order from a large mining company.

Your company has developed environment friendly Chill Water Base Vacuum System for the edible oil refineries. The response from the market is positive and we have received many inquiries for the same. This product has become quite popular and the company is getting good orders for the same.

The company has developed technology for harnessing freely available atmospheric pressure waste steam generated during a stage of food processing for running their own Zero Liquid Discharge (ZLD) plant.

(d) Threat and concerns:

From a competition standpoint, we believe that there is no other comparable company in India except few companies globally, which is having the capability of offering the same or similar solutions in the vacuum business and that too not covering the entire range of the solutions which are offered by our company.

Key risks facing by the company is around stability of the capital intensive industry, foreign exchange rate fluctuation, delay in dispatches due to which maintenance of high level of inventory resulting into blockage of working capital.

Despite all these risks noted above, your company is positively working to achieve efficiency and effectiveness and is confident of dealing well with adversities whatsoever.

(e) Internal control systems and risk management:

The company and the management has established adequate Internal Control systems to ensure reliable financial reporting. Internal Controls also help in assessing, evaluating, safeguarding and shielding the company from losses and unofficial use or deposition of assets. This ensures that the company's resources are put to optimum use and all transactions are authorized, recorded and reported correctly to the Management.

The company constantly refines and testifies its internal controls to ensure management effectiveness and efficiencies of operating procedures. The company always adheres to set guidelines and follows all Accounting Standards prescribed for maintenance of books of accounts and reporting of financial statements.

These standards require Independent Internal Auditors to plan risk based audits and execute audits to assess the effectiveness of internal control over various areas of operations and financial reporting throughout the year. Summary of the observation by Internal Auditors is reported to the Audit Committee of the Board of Directors and corrective measures are taken. The Internal Control systems are designed to provide assurances on an ongoing basis so that the business operations function efficiently and ensure that applicable laws, rules, regulations and policies of the company are followed and the reliability of financial reporting is safeguarded.

The Audit Committee reviews the adequacy and effectiveness of the internal control systems, significant audit observations and monitors the sustainability of remedial measures.

The risk evaluation is performed as and when requires.

(f) Health, Safety & Environment:

The company is committed to health and safety of its employees, contractors and visitors. We are compliant with all EHS Regulations stipulated under the Water (Prevention and Control of Pollution) Act, The Air (Prevention and Control of Pollution) Act, The Environment Protection Act and the Factories Act and the Rules made thereunder. Our goal is to go beyond compliance standards and we are putting efforts to make a positive contribution to create a safe and healthy work environment to the communities where it operates. Your company has always believed that a safe environment always brings a better tomorrow.

Your company's manufacturing facility at all four units and corporate office are ISO 9001:2015 & 14001:2015, and OHSAS 18001:2007 certified.

(g) Human Resources and Industrial Relations:

The company continues to maintain a strong relationship with its employees, in order to improve their efficiency level at the workplace. The company places great value to its employees through their commitment, competence and effort that is shown in different aspects of the business. It also confirms its commitment towards the development of HR policies, which will help the company to full fill its business needs.

The company has employed 211 personnel as at 31 March, 2019.

The main focus has been on providing fulfilment, stretch and opportunity for the development to its employees at all levels of the business. Apart from such development, the employees have also shown considerable skill and motivation in their work, due to which the company is able to deliver highest level of performance in the year under review.

9. EMPLOYEE STOCK OPTION

Your company has not issued any Stock Option to their employees.

10. SUBSIDIARIES AND JOINT VENTURES

There are no subsidiaries or joint ventures of your company.

11. DIRECTORS

The company is well supported by the knowledge and experience of its Directors and Executives. None of the directors of the company is disqualified under the provisions of the Companies Act, 2013 ('Act') or under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). All Independent Directors have provided confirmations as contemplated under section 149(7) of the Act.

In accordance with the provisions of Section 152 of the Act, and Articles of Association of the company, Mr. Percy Avari and Mrs. Shanaya Mody Khatua, Directors retires by rotation at the forthcoming Annual General Meeting and, being eligible offers themselves for re-appointment. The Board recommends their re-appointment for the consideration of the Members of the company at the forthcoming Annual General Meeting. Brief profile of Mr. Percy Avari and Mrs. Shanaya Mody Khatua has been given in the Notice convening the Annual General Meeting.

Further, the Board of Directors on recommendation of the Nomination and Remuneration Committee re-appointed Mr. Mohib Khericha, Mr. Saurin Palkhiwala, and Mr. Nilesh Mankiwala as an Independent Directors subject to the approval of members in the ensuing AGM.

The tenure of Mr. Sorab Mody as Managing Director of the company will expire on 31 March, 2020. The Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 13 August, 2019 recommended and approved the re-appointment and payment of remuneration of Mr. Sorab Mody as Managing Director of the company for a further period of 3 (three) years w.e.f 01 April, 2020 subject to the approval of members. Terms and conditions for his re-appointment are contained in the Explanatory Statement forming part of the notice of the ensuing Annual General Meeting.

The tenure of Mr. Percy Avari and Mrs. Shanaya Mody Khatua, designated as a Whole-Time Directors of the company will expire on 31 March, 2020. The Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 13 August, 2019 recommended and approved the re-appointment and payment of remuneration to Mr. Percy Avari and Mrs. Shanaya Mody Khatua as an Whole-Time Directors of the company for a further period of 3 (three) years w.e.f. 01 April, 2020 subject to approval of members at the ensuing Annual General Meeting.

Pursuant to Regulation 20 of SEBI [Listing Obligations and Disclosure Requirements (Amendment)], Regulations 2018, the Board of Directors have appointed Mr. Nilesh Mankiwala (Independent Director) in the Stakeholders Committee.

Brief resume, area of expertise and other details of these Directors forms integral part of the Notice of the Annual General Meeting.

12. KEY MANAGERIAL PERSONNEL

Pursuant to provisions of Sections 2(51) and 203 of Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 following persons are acting as Key Managerial Personnel of the company as on 31 March, 2019;

a. Mr. Sorab Mody, Managing Director

b. Mr. Percy Avari, Whole-Time Director

c. Mrs. Shanaya Mody Khatua, Whole-Time Director

d. Mr. Cyrus Bhagwagar, Chief Financial Officer

e. Mr. Nishith Kayasth, Company Secretary

None of the Key Managerial Personnel, has resigned during the year ended on 31 March, 2019.

13. NO. OF MEETINGS OF THE BOARD

Six meetings of the Board of Directors were held during the financial year 2018-19, the gap of which not exceeding the period as prescribed under the Companies Act, 2013. The relevant details, including composition of the Board, dates of meetings, attendance and various committees of the Board are given in the Corporate Governance Report forming part of this report.

14. BOARD EVALUATION

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Executive and Non-Executive Directors of the company as per Section 178 of the Companies Act, 2013, as amended from time to time, and as per Regulation 19 of the Listing Regulations. The criteria was set based on various attributes, inter alia, profile, experience, contribution, dedication, knowledge, sharing of information with the Board, regularity of attendance, aptitude & effectiveness, preparedness & participation, team work, decision making process, their roles, rights, responsibilities in the company, & strategic guidance and contribution of each Director to the growth of the company.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

Separate meeting of Independent Directors of the company was held on 11 February, 2019 and it reviewed the performance of Non-Independent Directors & the Board as a whole and also reviewed the performance of Chairman of the company.

The company has devised a policy for performance evaluation of the Board, Committees and other Directors (including Independent Directors) which includes criteria for performance evaluation of the Non- Executive Directors and Executive Directors.

15. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 134(3)(c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, your Directors hereby confirm the following:

(i) In the preparation of the annual accounts for the year ended 31 March, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures;

(ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31 March, 2019 and of the profit of the company for the year ended on that date;

(iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud & other irregularities;

(iv) The Directors have prepared the annual accounts on a going concern basis;

(v) The Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;

(vi) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

16. DECLARATION BY INDEPENDENT DIRECTORS

Your company has received the declarations in the prescribed format from Independent Directors conforming that they meet the criteria of independence as envisaged in the provisions of Section 149 of the Companies Act, 2013, read with Regulation 25 of the Listing Regulations.

17. POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

The requisite details as required by Section 178(3) & (4) of the Companies Act, 2013 and as per the requirement of Listing Regulations is given in the Corporate Governance Report forming part of this report.

The policy of the company on Directors' appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013, is available on our website, i.e. www.mazdalimited.com.

18. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 as required under section 92(3) of the Companies Act, 2013 is attached as Annexure - A.

19. AUDIT COMMITTEE

The Composition of the Audit Committee is in line with the provisions of Section 177 of the Act read with Regulation 18 of Listing Regulations. The Chairman of the Audit Committee is an Independent Director. The Audit Committee invites such of the executives as it considers appropriate to be present at the meeting particularly the Managing Director, the Chief Financial Officer, the representative of Statutory and Cost Auditors and the Internal Auditor of the company. All the members of Audit Committee are financially literate and majority of them have accounting and financial management expertise. Besides having access to all required information within the company, the Committee may investigate any activity within its terms of reference, seek information from any employee. The Board accepted the recommendations of the Audit Committee, if any during the year.

The details pertaining to composition of audit committee, their attendance are included in the Corporate Governance Report, which forms part of this report.

20. SHARE CAPITAL

During the year under review, there has been no change in the paid-up capital of the company. The paid-up equity share capital of the company as on 31 March, 2019 is ₹ 4,25,80,000/-.

During the year under review, the company has neither issued shares with differential voting rights nor granted stock options or sweat equity.

The company had initiated the process of Buyback from 19 March, 2019 the same has been completed on 22 April, 2019. During the process, the company had purchased 90,685 shares till 31 March, 2019 which had not been extinguished on or before 31 March, 2019. Therefore, there is no change in the share capital of the company.

21. TRANSFER TO RESERVES

The company has not transferred any amount to the General Reserve for the financial year ended 31 March, 2019.

22. BUYBACK OF SHARES

In accordance with the Companies Act, 2013 and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018, the Board of Directors at its meeting held on 06 March 2019, approved the Buyback of its fully paid-up equity shares of the face value of ₹ 10/- each, from its members/beneficial owners, other than those who are promoters, the persons in control of the company and the promoter group, from the open market through the stock exchange mechanism.

The maximum size of the buyback approved by the Board was ₹ 11 Crores at a maximum price not exceeding ₹ 550/- per Equity Share. The buyback has commenced on 19 March 2019 and the same had been concluded on 22 April 2019.

During the process of Buyback of equity shares, the company has bought back and extinguished a total of 2,53,000 equity shares at an average price of ₹ 431.70 per equity share. Accordingly company has deployed ₹ 10.92 Crores (Rupees Ten Crore Ninety Two Lakh Twenty Thousand Four Hundred Six only) which represents 99.29% of the Maximum Buyback Size.

The company had extinguished 2,53,000 equity shares during the Buyback process. The share capital of the company as on date of the report is ₹ 4,00,50,000/- consisting of 40,05,000 equity shares of ₹ 10.00 each.

23. CHANGES IN THE NATURE OF BUSINESS, IF ANY

During the year under review, no changes are found in the nature of business carried on by the company. The company has not changed the class of business in which the company has an interest.

24. REPORTING OF FRAUD BY STATUTORY AUDITORS

There are no incidences of fraud reported by the auditors as required under section 143 (12) of the Companies Act, 2013.

25. AUDITORS AND AUDITORS' REPORT

- **Statutory Auditor**

  At the 27th Annual General Meeting held on 12th September, 2017, the members have approved appointment of M/s Mayank Shah & Associates, Chartered Accountants, Ahmedabad (Registration No. 106109W) to hold office from 27th AGM up to the conclusion of 32nd Annual General Meeting.

  There are no qualifications, reservations or adverse remarks or disclaimers made by the auditors in their report on the financial statements of the company for the financial year ended 31 March, 2019. The notes on the Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any comments or explanations.

- **Secretarial Auditor**

  Pursuant to requirement of Section 204 of the Companies Act, 2013 M/s Rutul Shukla & Associates, Practicing Company Secretaries, has conducted secretarial audit of the company for the financial year 2018-19. Secretarial Audit Report given by Rutul Shukla & Associates, Practicing Company Secretaries is attached as Annexure-B.

  There are no qualifications, reservations or adverse remarks or disclaimers made by the auditor in their Secretarial Audit Report of the company for the financial year ended 31 March, 2019. The Secretarial Audit Report is self-explanatory and do not call for any comments or explanations.

- **Cost Auditor**

  Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, (including any statutory modifications and re-enactments thereof) the cost audit records maintained by the company in respect of its manufacturing of other Engineering Goods activity is required to be audited.

  As per the requirement of Section 148(3) of the Companies Act read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the Board of Directors have, based on the recommendation of the Audit Committee, appointed V. H. Shah & Co., Cost Accountant, Ahmedabad (Registration No. 100257) to audit the cost accounts of the company for the financial year 2018-19. As required under the Act, necessary resolution seeking members' ratification for the remuneration payable to V. H. Shah & Co., is part of the notice.

  The Cost Audit Report for the financial year 2018-19 will be submitted to the Central Government in the prescribed format within stipulated time period.

26. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE ACT

Particulars of loans and guarantees given and the investments made by the company as at 31 March, 2019 are forming part of financial statements. During the financial year under review, the company has made investments in schemes of various mutual and debt funds, market value of which as on 31 March, 2019 is ₹ 43.21 Crores.

27. PARTICULARS OF RELATED PARTY TRANSACTIONS AND POLICY ON RELATED PARTY TRANSACTIONS

All the related party transactions are entered on arm's length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations. There are no materially significant related party transactions made by the company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the company at large or which warrants the approval of the shareholders. Accordingly, no transactions are being reported in Form AOC-2 in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014.

However, the details of the transactions with Related Party are provided in the company's financial statements at note no. 42 in accordance with the Accounting Standards. All Related Party Transactions are presented to the Audit Committee and the Board. Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature. A statement of all related party transactions is presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.

The Related Party Transactions Policy as approved by the Board is uploaded on the company's website at www.mazdalimited.com.

28. STATE OF AFFAIRS OF THE COMPANY

The state of affairs of the company are mentioned in the Management Discussion and Analysis Report.

29. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments, affecting the financial position of the company, which have occurred between the end of the financial year of the company and the date of this report, except as disclosed elsewhere in the report.

30. CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION AND RESEARCH & DEVELOPMENT

The particulars relating to conservation of energy and technology absorption as required to be disclosed in terms of Section 134 of the Act, read with the Companies (Accounts) Rules, 2014, is attached as Annexure - C.

31. MITIGATION OF RISK

Your company has been addressing various risks impacting the company which is provided in annexed Management Discussion and Analysis. However, as per the Listing Regulation constitution of Risk Management Committee for enforcing Risk Management Policy is not applicable to the company.

32. CORPORATE SOCIAL RESPONSIBILITY POLICY (CSR)

Corporate Social Responsibility is an integral part of the company's ethos and policy and it has been pursuing this on a sustained basis. Your company constantly identifies and implements unique initiatives which are scalable and sustainable and which have the capacity to create a positive impact on the lives of people especially the weaker and underprivileged or marginalized sections by contributing to development of health and education of them.

The requisite details on CSR activities pursuant to Section 135 of the Act and as per Annexure attached to the Companies (Corporate Social Responsibility Policy) Rules, 2014 are attached as Annexure - D.

33. PARTICULARS OF REMUNERATION OF MANAGERIAL PERSONNEL AND RELATED DISCLOSURES

The Board has on the recommendations of the Nomination and Remuneration Committee (NRC), framed a Policy on selection and appointment of Director(s), Senior Management Personnel and their remuneration. The salient features of Remuneration Policy is stated in the Corporate Governance Report and the policy is available on the website of the company i.e. www.mazdalimited.com.

The ratio of each director to the median employee's remuneration and other details in terms 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 forms part of this report and is attached as Annexure - E.

The particulars of employees as required under section 197(12) of the Companies Act, 2013 read with rule 5(2) & 5(3) of the Companies (Appointment and remuneration of Managerial personnel) Rules, 2014 - Not Applicable.

34. REPORT ON CORPORATE GOVERNANCE

A report on Corporate Governance along with the certificate from the Practicing Secretarial Auditors confirming compliance with the conditions of Corporate Governance to the Report is forming part of this Annual Report.

35. SIGNIFICANT ORDERS PASSED BY THE REGULATORS, COURTS OR TRIBUNALS IMPACTING GOING CONCERN AND COMPANY'S OPERATIONS

To the best of our knowledge, the company has not received any such orders passed by the regulators, courts or tribunals during the year, which may impact the going concern status or company's operations in future.

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

Your company has always believed that appropriate standard of conduct should be maintained by the employees in their conduct and that there should be a safe, indiscriminately and harassment free (including sexual harassment) work environment for individual working in the company. It aims at prevention of harassment of employees and lays down the guidelines for reporting and prevention of sexual harassment.

The company has in place a policy against Sexual Harassment at workplace in line with the requirement of Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent and contractual) are covered under this policy. No complaints were received by the company during the year under review.

37. COMPLIANCE WITH SECRETARIAL STANDARDS

The company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board meetings and Annual General Meetings.

38. VIGIL MECHANISM / WHISLTE BLOWER POLICY

Your company has formulated and established a Vigil Mechanism Framework to enable Directors and Employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of Code of Conduct. The objective of this mechanism is to maintain a redressal system which can process all complaints concerning questionable accounting practices, internal controls or fraudulent reporting of financial information.

The mechanism framed by the company is in compliance with the requirements of the Act and Listing Regulations and available on the website of the company at www.mazdalimited.com.

39. APPRECIATION

Your Board of Directors would like to express their sincere appreciation for the assistance, co-operation and support received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Board of Directors also wish to place on record the deep sense of appreciation for the committed services by the company's executive, staff and workers.

40. CAUTIONARY NOTE

The statements forming part of the Directors' Report may contain certain forward looking remarks within the meaning of applicable security laws and regulations. The actual results, performance, achievements of the company may be materially different from any future results, performance or achievements that may be expressed or implied by such forward looking statements.

For and on behalf of the Board,

Place : Ahmedabad
Date : 13/08/2019

Sd/-
Sorab Mody
Managing Director

Sd/-
Percy Avari
Whole-Time Director

Annexure - A

Form No. MGT-9
Extract of Annual Return for the Financial Year ended on 31 March, 2019
[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014]

I. Registration and other details:

CIN	L29120GJ1990PLC014293
Registration Date	03/09/1990
Name of the Company	Mazda Limited
Category / Sub- Category of the company	Public Limited / Limited by Shares
Address of Registered Office & Contact Details	C/1-39/13/16, G.I.D.C., Naroda, Ahmedabad – 382 330 Ph. 079 4000 7000 Fax: 079 2656 5605 E-mail: info@mazdalimited.com
Whether listed company	YES
Name, address & Contact details of the Registrar & Transfer Agent, if any	Link Intime India Private Limited 506-508, Amarnath Business Centre – 1 Besides Gala Business Centre, Off. C. G. Road, Navrangpura, Ahmedabad – 380 009 Email: ahmedabad@linkintime.co.in

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

Sl. no.	Name & description of main product / services	NIC code of the product / services	% to total turnover of the company
1.	Engineering Products – Vacuum system, Evaporators and others	359.9	85.30
2.	Food Products	202.4 & 202.5	14.70
	TOTAL		**100.00**

III. Particulars of Holding, Subsidiary and Associate companies

Sl. no.	Name & address of the company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable section
N.A.					

IV. Shareholding pattern (Equity share Capital breakup as percentage of Total Equity)
(i) Category wise Shareholding :

Category of Shareholders	No. of Shares held at the beginning of the year 01/04/2018				No. of Shares held at the end of the year 31/03/2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) Indian									
a) Individual / HUF	1724478	-	1724478	40.50	1795978	-	1795978	42.18	1.68
b) Central/ State Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (1) :-	**1724478**	**-**	**1724478**	**40.50**	**1795978**	**-**	**1795978**	**42.18**	**1.68**

(2) Foreign									
a) NRIs- Individuals	-	-	-	-	-	-	-		-
b) Other- Individuals	-	-	-	-	-	-	-		-
c) Bodies Corporate	-	-	-	-	-	-	-		-
d) Banks / FI	-	-	-	-	-	-	-		-
e) Any Other	-	-	-	-	-	-	-		-
Sub Total (A) (2) :-	-	-	-	-	-	-	-		-
Total shareholding of Promoter (A) = (A)(1)+(A) (2)	**1724478**	**-**	**1724478**	**40.50**	**1795978**	**-**	**1795978**	**42.18**	**1.68**
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	9595	-	9595	0.22	800	-	800	0.02	-0.20
c) Central/ State Govt. / IEPF	22061	-	22061	0.52	22061	-	22061	0.52	0.00
d) Venture Capital Funds	-	-	-	-	-	-	-	-	-
e) Insurance Companies	-	-	-	-	-	-	-	-	-
f) FIIs	-	-	-	-	-	-	-	-	-
g) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
h) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	31656	-	31656	0.74	22861	-	22861	0.54	-0.20
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	330718	-	330718	7.77	256368	-	256368	6.02	-1.75
ii) Overseas	-	289500	289500	6.80	-	289500	289500	6.80	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lac	1025904	42810	1068714	25.10	996847	37510	1034357	24.29	-0.81
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lac	594370	-	594370	13.96	532775	-	532775	12.51	-1.45
c) Others (specify)									
NBFC registered with RBI	-	-	-	-	2069	-	2069	0.05	0.05
Non-Resident Individuals	54656	9000	63656	1.49	62718	8800	71518	1.68	0.19
Others - Buyback Escrow Account	-	-	-	-	66302	-	66302	1.56	1.56
HUF	123982	-	123982	2.91	135962	-	135962	3.19	0.28
Clearing Members	30926	-	30926	0.73	50310	-	50310	1.18	0.45
Sub-total (B)(2):-	2160556	341310	2501866	58.76	2103351	335810	2439161	57.28	-1.48
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2192212	341310	2533522	59.50	2126212	335810	2462022	57.82	-1.68
C. SHARES HELD BY CUSTODIAN FOR GDRs AND ADRs	-	-	-	-	-	-	-	-	-
Grand Total(A+B+C)	**3916690**	**341310**	**4258000**	**100.00**	**3922190**	**335810**	**4258000**	**100.00**	**-**

(ii) Shareholding of Promoters:

Sr No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2018			Shareholding at the end of the year 31/03/2019			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Sorab R. Mody	1223156	28.72	0.00	1294656	30.41	0.00	1.69
2	Shanaya Mody Khatua	425622	10.00	0.00	425622	10.00	0.00	0.00
3	Sheila S. Mody	75700	1.78	0.00	75700	1.78	0.00	0.00
	Total	**1724478**	**40.50**	**0.00**	**1795978**	**42.19**	**0.00**	**1.69**

(iii) Change in Promoters' shareholding :

Sr. No.	Name of the Promoter	Shareholding at the beginning of the year 01/04/2018		Date	Increase / (Decrease) in shareholding	Reason	Cumulative shareholding during the year 01/04/2018 to 31/03/2019	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1.	Sorab R. Mody	1223156	28.72	13-04-2018	26500	Purchase	1249656	29.35
				21-09-2018	25000	Purchase	1274656	29.94
				03-12-2018	20000	Purchase	1294656	30.41
	At the end of the year				**71500**		**1294656**	**30.41**

There is no change in promoter's shareholding except Mr. Sorab Mody which is given above.

(iv) Shareholding pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) :

Sr. no.	Top 10 Shareholders	Shareholding at the beginning of the year 01/04/2018		Cumulative shareholding at the end of the year 31/03/2019	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Croll Reynolds International Inc.	289500	6.80	289500	6.80
2.	Anil Kumar Goel	90000	2.11	90000	2.11
3.	Sharad Kanayalal Shah	51000	1.20	87000	2.04
4.	Seema Goel	80000	1.88	80000	1.88
5.	Mazda Limited - Buyback 2019 - Escrow Account	-	-	66302	1.56
6.	Bharat Jamnadas Dattani	63205	1.48	63205	1.48
7.	Dorabjee and Co. Pvt. Ltd.	62859	1.48	62859	1.48
8.	Sharekhan BNP Paribas Financial Services Pvt. Ltd.	-	-	48000	1.13
9.	Nilesh Hastimal Shah	42300	0.99	42300	0.99
10.	Manharlal Chimanlal Parikh – HUF	-	-	30575	0.72
11.	Maulik Girish Sharedlal	30000	0.70	30000	0.70
12.	Shaheen Javed Saiyed	35432	0.83	14394	0.34
13.	Shailesh Babalal Shah	42120	0.99	120	0.00
14.	Kamlesh N Shah	31200	0.73	-	-

Note: The increase/decrease in shareholding in top 10 shareholders is due to Market transactions (purchase / Sale of shares) between the shareholders and the shares of the company are traded on a daily basis hence date wise increase / decrease in shareholding is not indicated.

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of the Director & KMP	Shareholding as at 1st April, 2018		Shareholding as at 31st March, 2019	
		Number of shares	% of total shares of the company	Number of shares	% of total shares of the company
1.	Mr. Sorab Mody, Managing Director	1223156	28.72	1294656	30.41
2.	Mr. Mohib Khericha, Chairman & Independent Director	-	-	-	-
3.	Mr. Samuel Croll – III, Non-Executive Director	-	-	-	-
4.	Mrs. Sheila Mody, Non-Executive Director	75700	1.78	75700	1.78
5.	Mrs. Houtoxi Contractor, Non-Executive Director	592	0.01	592	0.01
6.	Mr. Nilesh Mankiwala, Independent Director	-	-	-	-
7.	Mr. Saurin Palkhiwala, Independent Director	-	-	-	-
8.	Mr. Percy Avari, Whole-Time Director	45205	1.06	45205	1.06
9.	Mrs. Shanaya Mody Khatua, Whole-Time Director	425622	10.00	425622	10.00
	Key Managerial Personnel				
10.	Mr. Cyrus Bhagwagar, Chief Financial Officer (CFO)	1000	0.02	1000	0.02
11.	Mr. Nishith Kayasth, Company Secretary	-	-	-	-

Note: There was no purchase/sale of shares by KMP except Mr. Sorab Mody.

V. Indebtedness

Indebtedness of the Company including interest outstanding / accrued but not due for payment **(₹ in lacs)**

Particulars	Secured loans excluding deposits	Unsecured loans	Deposits	Total indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amt	268.00	-	-	268.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	268.00	-	-	268.00
Change in Indebtedness during the financial year · Addition · Reduction	 758.87 (900.82)	 - -	 - -	 758.87 (900.82)
Net Change	126.05	-	-	126.05
Indebtedness at the end of the financial year				
i) Principal Amt	126.05	-	-	126.05
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	126.05	-	-	126.05

VI. Remuneration of Directors and Key Managerial Personnel

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

Sr. no.	Particulars of Remuneration	Name of MD / WTD / Manager			Total Amount
		Sorab Mody	Percy Avari	Shanaya Mody Khatua	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income tax Act, 1961 (c) Profits in lieu of salary u/s 17(3) of the Income tax Act, 1961	49,28,000 32,400 -	49,28,000 32,400 -	49,28,000 32,400 -	**1,47,84,000** **97,200** **-**
2.	Stock Option	-	-	-	**-**
3.	Sweat Equity	-	-	-	**-**
4.	Commission - as %age of profit - others, specify	31,29,612 -	31,29,612 -	31,29,612 -	**93,88,836** **-**
5.	Others, please specify	-	-	-	**-**
	Total (A)	**80,90,012**	**80,90,012**	**80,90,012**	**2,42,70,036**
	Ceiling as per the Act	**84,00,000**	**84,00,000**	**84,00,000**	**2,52,00,000**

B. Remuneration to other Directors:

Sr. no.	Particulars of Remuneration	Name of the Director			Total Amount
1.	**Independent Directors**	**Mohib Khericha**	**Nilesh Mankiwala**	**Saurin Palkhiwala**	
	(a) Fee for attending board / Committee Meetings (b) Commission (c) Others, please specify	5,10,000 - -	3,00,000 - -	5,05,000 - -	13,15,000 - -
	Total (1)	**5,10,000**	**3,00,000**	**5,05,000**	**13,15,000**
2.	**Other Non-Executive Directors**	**Sheila Mody**	**Houtoxi Contractor**	**Samuel Croll-III**	**Total Amount**
	· Fee for attending board / committee meetings · Commission · Others, please specify	6,30,000 - -	1,00,000 - -	50,000 - -	7,80,000 - -
	Total (2)	**6,30,000**	**1,00,000**	**50,000**	**7,80,000**
	Total (B)=(1+2)				**20,95,000**
	Total Managerial Remuneration				
	Overall Ceiling as per the Act				

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

Sr. no.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Cyrus Bhagwagar, CFO	Nishith Kayasth, Company Secretary	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income tax Act, 1961 (c) Profits in lieu of salary u/s 17(3) of the Income tax Act, 1961	38,78,922 32,400 -	15,05,240 32,400 -	**53,84,162** **64,800** **-**
2.	Stock Option	-	-	**-**
3.	Sweat Equity	-	-	**-**
4.	Commission - as %age of profit - others, specify	- -	- -	**-** **-**
5.	Others, please specify	-	-	**-**
	Total	**39,11,322**	**15,37,640**	**54,48,962**

VII. Penalties / Punishment / Compounding of Offences: NA

Annexure - B

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

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

To,
The Members,
Mazda Limited,
C/1-39/13/16, G.I.D.C, Naroda,
Ahmedabad - 382330
Gujarat, India

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Mazda Limited (CIN: L29120GJ1990PLC014293) (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 as per the explanations given to us and the representations made by the company management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2019** 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 the Company for the financial year ended on 31st March, 2019 according to the applicable provisions of:

(i) The Companies Act, 2013 (the Act) and the Rules made thereunder, as applicable;

(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') to the extent applicable to the Company:-

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

  (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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

  (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (not applicable to the Company during the Audit Period);

  (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (not applicable to the Company during the Audit Period);

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

  (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (not applicable to the Company during the Audit Period); and

  (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998/2018;

(vi) As identified by the Company management, and based on the compliance system prevailing in the Company and explanations and clarifications given to us and relied on the representations made by the company management, and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

  i. The Indian Boilers Act, 1923 & Indian Boiler Regulations, 1950

  ii. Food Safety and Standards Act, 2006

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

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

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

(ii.) The Equity Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited (BSE) and the National Stock Exchange of India Limited (NSE) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

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

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

Decisions at the Board Meetings, as represented by the management, were taken unanimously.

We further report that as per the explanations given to us and the representations made by the Management 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, there were no instances of

(i.) Public / Right / Preferential issue of shares / debentures / sweat equity, etc.

(ii.) Redemption of securities

(iii.) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013

(iv.) Merger / amalgamation / reconstruction, etc.

(v.) Foreign technical collaborations

For Rutul Shukla & Associates,
Company Secretaries
Sd/-
Rutul J. Shukla
FCS : 6776 (CP : 7470)

Place: Ahmedabad
Date : 13/08/2019

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

'Annexure'

To,
The Members,
Mazda Limited,
C/1-39/13/16, G.I.D.C, Naroda,
Ahmedabad - 382330
Gujarat, India

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

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

For Rutul Shukla & Associates,
Company Secretaries
Sd/-
Rutul J. Shukla
FCS : 6776 (CP : 7470)

Place: Ahmedabad
Date : 13/08/2019

Annexure - C

Information on Conservation of Energy and Technology Absorption required in terms of Section 134(3)(m) of the Companies Act, 2013 read with rule 8(3) of the Companies (Accounts) Rules, 2014:

Sr. No.	Particulars	Action taken
1.	**Details of Conservation of Energy**	• Use of LED tube lights & computer system in office & factory premises· • Replacement of old machinery with power efficient machinery from time to time
2.	**Research & Development (R&D)**	
A.	Specific areas in which R&D carried out by the company	Freeze Crystallization Technology· • Pilot plant of Freeze Crystallization plant for treating industrial waste and product testing continued at advance stage· • Conducting various trials on industrial waste water and collection of data for various industrial waste and products
B.	Benefits derived as a result of the above R&D	• Reduction in energy consumption due to application of Freeze Crystallization Technology· • Recovery of the valuable product from effluent
C.	Future plan of action	• Development of Freeze Crystallization Technology for mining and other industrial applications
D.	Expenditure on R&D a. Capital b. Recurring **c. Total** d. Total R&D expenditure as a percentage of total turnover	 ₹ 32.27 Lacs ₹ 181.63 Lacs **₹ 213.90 Lacs** 1.51%
3A.	**Technology absorption, adaptation and innovation**	
a)	Efforts, in brief, made towards technology absorption, adaptation and innovation	License Agreement has been signed for import of technology for manufacturing of Absorption Refrigeration Units.
b)	Benefits derived as a result of the above efforts	More efficient system than currently available in the Indian Market
c)	In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished: a. Technology imported b. Year of import c. Has technology been fully absorbed ? d. If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action	 Vapor Absorption Chiller Technology 2014 Yes. The market for this product range is not sufficient for up scaling of operations.
3B.	**Technology absorption, adaptation and innovation**	
a)	Efforts, in brief, made towards technology absorption, adaptation and innovation	License Agreement has been signed for import of technology for manufacturing of Freeze Crystallizers
b)	Benefits derived as a result of the above efforts	Reduction in Energy consumption
c)	In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished:	
	a. Technology imported	Freeze Crystallization Technology
	b. Year of import	2014
	c. Has technology been fully absorbed?	No, Significant success has been achieved and is applied in mining industry.
	d. If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action	Since it is new technology and varied applications, it is time consuming.

Annexure - D

[Pursuant to Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014]

The CSR projects of the company are focused on communities that are disadvantaged, vulnerable and marginalized. We strive to contribute positively to improve their standard of living; through our interventions in health, education and skill development.

The company's CSR Policy framework details the mechanisms for undertaking various programmes in accordance with Section 135 of the Companies Act, 2013 (the Act) for the benefit of the community.

The Board of Directors at its meeting held on 11th February, 2019 has reviewed the Corporate Social Responsibility policy and decided the activities in which the amount can be spend. On basis of the various proposals received by the company falling within the ambit of CSR activity, were short listed by the committee, the details of which are as under:

- Smile Foundation for mission Education project scholarships and sponsorship of children.
- Blind People's Association for the purchase of Nano XL CXL Machine which will be set up in Bareja Eye Hospital.
- Karma Foundation for project PRAYAS for upliftment of street child.
- Ahmedabad Frolic Round Table 199 Trust for setting up Rajnagar School project.

The projects are falling under the activity head 'Promoting Education', 'Health care including preventive health care' and 'promoting education, including special education and employment enhancing vocation skills especially among children' mentioned in the CSR policy of the company and as per schedule VII of the Companies Act, 2013. Therefore, the funds available for CSR activities have been spent for the projects as mentioned above. The CSR policy of the company is available at www.mazdalimited.com.

As on date, the CSR Committee of the company consists of three Directors viz. Mrs. Sheila Mody as the Chairperson, Mr. Percy Avari & Mr. Mohib Khericha as the members of the Committee. The CSR Committee has confirmed that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the company.

Details of the expenditure on CSR activities are as follows:

Average net Profit of the company for the financial year 2015-16, 2016-17 & 2017-18	₹ 12,58,13,431
Prescribed CSR Expenditure (2% of the Average Net Profit)	₹ 25,16,269
Total Amount spent on CSR activities	₹ 26,00,000

Manner in which the amount spent during the financial year 2017-18 is detailed below:

Sr. No.	CSR project	Sector in which the project is covered	Projects or programs 1) Local Areas or other 2)Specify the state and district where projects or programs was undertaken	Amount outlay(budget) project or programs wise	Amount spent on the projects or programs Sub-heads: 1) Direct expenditure on projects or programs. 2) Overheads	Cumulative expenditure up to the reporting period	Amount spent (Direct or through implementing agency)
1.	For Educational project scholarships and sponsorship of children	Promoting Education	Ahmedabad, Gujarat	₹ 3.60 Lacs	Direct Expenses of ₹ 3.60 Lacs	₹ 3.60 Lacs	₹ 3.60 Lacs Direct payment to Smile Foundation
2.	For purchase of Nano XL CXL Machine to be set up at Bareja Eye Hospital	Health care including preventive health care	Bareja, Gujarat	₹ 10.08 Lacs	Direct expenses of ₹ 10.08 Lacs	₹ 10.08 Lacs	₹ 10.08 Lacs Direct payment to Blind People's Association
3.	For project PRAYAS for upliftment of street child	promoting education, including special education	Ahmedabad, Gujarat	₹ 6.82 Lacs	Direct Expenses of ₹ 6.82 Lacs	₹ 6.82 Lacs	₹ 6.82 Lacs Direct payment to the Karma Foundation
4.	For Rajnagar School project Benches and Furniture	promoting education, including special education	Sanand, Gujarat	₹ 5.50 Lacs	Direct Expenses of ₹ 5.50 Lacs	₹ 5.50 Lacs	₹ 5.50 Lacs Direct Payment to Ahmedabad Frolic Round Table 199 Trust.

Annexure - E

Particulars Pursuant to Section 197(12) of the Companies Act, 2013 and rule 5(1) of Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014:

1) Ratio of Remuneration of each director to the median remuneration of the employees of the company for the financial year ended 31st March, 2019:

Sr. No.	Executive Directors	Remuneration ₹ in Lacs	Median remuneration ₹ in Lacs	Ratio
1.	Mr. Sorab Mody, Managing Director	80.90	3.98	20.33
2.	Mr. Percy Avari, Whole-Time Director	80.90	3.98	20.33
3.	Mrs. Shanaya Mody Khatua, Whole-Time Director	80.90	3.98	20.33

2) Percentage increase in the remuneration of each Director, CFO & Company Secretary in the financial year:

Sr. No.	Director, CFO & Company Secretary	% increase in the remuneration in the financial year
1.	Mr. Sorab Mody, Managing Director	13.26%
2.	Mr. Percy Avari, Whole-Time Director	13.26%
3.	Mrs. Shanaya Mody Khatua, Whole-Time Director	13.26%
4.	Mr. Cyrus Bhagwagar, CFO	8.66%
5.	Mr. Nishith Kayasth, Company Secretary	15.50%

Note to Point No. 1 & 2: Non-executive Directors are paid sitting fees only. The executive directors are receiving 2% commission based on net profits. Due to increase in commission on profits their remuneration has been increased.

3) Percentage increase in median remuneration of employees in the financial year: 8%

4) The number of permanent employees on the rolls of the company as on 31st March, 2019: 211

5) Average percentile increase already made in the salaries of the employees other than the Managerial Personnel in the last financial year and its comparison with the percentile increase in the Managerial Remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the Managerial Remuneration:

   The average increase in salaries of the employees other than Managerial Personnel in 2018-19 was 8% and increase in managerial personnel remuneration is due to increase in commission on net profits.

6) It is affirmed that the remuneration paid is as per the remuneration policy of the company.

7) The Statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197 (12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014: N.A.

REPORT ON CORPORATE GOVERNACE

[Pursuant to Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')]

The following is report on Corporate Governance Code as implemented by your company.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is a set of principles, processes and systems which govern a company. The elements of corporate governance are transparency, accountability, responsibility, compliance, ethics, values and trust. Corporate Governance enables an organization to perform efficiently and generate long term wealth and create value for their stakeholders.

'MAZDA LIMITED' believes that sound corporate governance is critical for enhancing and retaining investor trust and ensure that performance goals are met accordingly. The company has established systems and procedures to ensure that its Board of Directors is well informed and well equipped to fulfill its overall responsibilities and to provide management with the strategic direction needed to create long term shareholders value. The company has always worked towards building trust with shareholders, employees, customers, suppliers and other stakeholders based on the principles of good Corporate Governance.

The Company is in compliance with the conditions of corporate governance as required under the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, as applicable.

2. BOARD OF DIRECTORS

The "Board", being the trustee of the company, responsible for the establishment of ethical and accountable growth of the company, is constituted with a high level of integrated, knowledgeable and committed professionals.

The Board provides strategic guidance and independent views to the company's senior management while discharging its fiduciary responsibilities.

(a) Composition of Board

The Board consist of 9 (nine) Directors as on 31st March, 2019, out of which 3 (three) are Executive Directors (consist of one woman Director), 3 (three) Non-Executive Non-Independent Directors (consist of two women directors) and 3 (three) Independent Directors. The Chairman of the Board is an Independent Director. The composition of Board of Directors is in compliance with the Listing Regulations.

As stipulated in Regulation 26(1) of Listing Regulations, 2015, none of the Directors on the Board is a member of more than 10 Committees or act as a Chairperson of more than 5 Committees across all the Indian public companies, in which he/she is a Director. The necessary disclosure regarding the Committee position and other Directorship has been made by the Directors.

The particulars of composition of the Board of Directors and their attendance at the Board Meetings during the year and at the last Annual General Meeting the details of which are mentioned below:

Name of the Directors	Category of Directors	No. of Board Meetings attended	Attendance at the last AGM	Directorships in other Indian Public Limited Companies	No. of Committees in which Chairperson / Member		List of Directorship held in Other Listed Companies and Category of Directorship
					Member	Chairperson	
Mr. Mohib N. Khericha, Chairman (DIN: 00010365)	Non-Executive & Independent	6 of 6	Yes	4	4	2	• TD Power Systems Limited (Non-Executive Director) • Chartered Capital And Investment Limited(Managing Director)
Mr. Sorab R. Mody, Managing Director (DIN: 00498958)	Promoter & Executive	6 of 6	Yes	NIL	Nil	Nil	Nil
Mr. Samuel W. Croll– III (DIN: 01407244)	Non-Executive	1 of 6	Leave sought	NIL	Nil	Nil	Nil

Mrs. Sheila S. Mody (DIN: 00496561)	Non-Executive	6 of 6	Yes	NIL	Nil	Nil	Nil
Mrs. Houtoxi F. Contractor (DIN: 00499260)	Non-Executive	2 of 6	Leave sought	NIL	Nil	Nil	Nil
Mr. Nilesh C. Mankiwala (DIN: 06927530)	Non-Executive & Independent	6 of 6	Yes	NIL	Nil	Nil	Nil
Mr. Saurin V. Palkhiwala (DIN: 03604769)	Non-Executive & Independent	6 of 6	Yes	NIL	Nil	Nil	Nil
Mr. Percy X. Avari, Whole-Time Director (DIN: 00499114)	Executive	6 of 6	Yes	NIL	Nil	Nil	Nil
Mrs. Shanaya Mody Khatua, Whole-Time Director (DIN: 01241585)	Executive	2 of 6	Leave sought	NIL	Nil	Nil	Nil

Notes:

These numbers exclude the directorship/committee membership held in your company and in private limited companies, foreign companies, companies registered under Section 8 of the Companies Act, 2013 and alternate directorship.

It includes only the chairmanship/membership of the Audit Committee, Stakeholders' Relationship Committee, and Nomination & Remuneration Committee.

As on 31st March, 2019, none of the Directors of the Company were related to each other except Mr. Sorab Mody, Mrs. Sheila Mody and Mrs. Shanaya Mody Khatua are related to each other.

All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1) (b) of the Listing Regulations and Section 149(6) of the Companies Act, 2013.

(b) Details of Board Meetings held during the year:

The Board meets regularly to discharge its duties and directors allocate adequate time to board meeting preparation and attendance. Board members are aware of the business, its operations and senior management well enough to contribute effectively to board discussions and decisions.

During the financial year 2018-19, the Board met 6 times on the following dates:

In due compliance with the stipulated provisions, six Board meetings were held during the year under review, details of which are as under:

29th May, 2018 13th August, 2018 03rd November, 2018 24th December, 2018 11th February, 2019 06th March, 2019

(c) Shareholding of the Directors:

Statement showing number of equity shares of the company held by the Directors as on 31st March, 2019:

Name of the Directors	Category of the Directors	Number of Equity Shares of ₹ 10/- each
Mr. Mohib Khericha	Non-Executive & Independent	NIL
Mr. Sorab Mody	Promoter & Executive	12,94,656
Mr. Samuel Croll- III	Non-Executive	NIL
Mrs. Sheila Mody	Non-Executive	75,700
Mrs. Houtoxi Contractor	Non-Executive	592
Mr. Nilesh Mankiwala	Non-Executive & Independent	NIL
Mr. Saurin Palkhiwala	Non-Executive & Independent	NIL
Mr. Percy Avari	Executive	45,205
Mrs. Shanaya Mody Khatua	Executive	4,25,622

3. AUDIT COMMITTEE

The Audit Committee is entrusted with the responsibility to supervise the company's financial reporting process and internal controls. It acts as a link among the Management, the Statutory Auditors, Internal Auditors and the Board of Directors. The Committee's purpose is to oversee the quality and integrity of accounting, auditing and financial reporting process including review of the internal audit reports and action taken report.

All members of the Audit Committee are financially literate and expertise in the fields of Finance, Taxation, and other related matters. It functions in accordance with its terms of reference that defines its authority, responsibility and reporting function. The Committee performs such duties and functions generally indicated in the Listing Regulations and Section 177 of the Companies Act, 2013 and such other functions as may be specifically delegated to the Committee by the Board from time to time. The Audit Committee constituted with following members:

Sr. No.	Name of the Director(s)	Chairman / Member	Category of Director as per Regulation 18 of the Listing Regulation
1.	Mr. Mohib Khericha	Chairman	Non-Executive & Independent
2.	Mrs. Sheila Mody	Member	Non-Executive
3.	Mr. Saurin Palkhiwala	Member	Non-Executive & Independent

The Company Secretary of the company acts as the secretary to the Committee. The Chief Financial Officer, representatives of Statutory Auditor, Internal Auditor and Cost Auditor were invited to the meeting as and when they were required by the Audit Committee.

The members of the Audit Committee have adequate experience and knowledge of Accounts, Audit, and Finance.

The terms of reference of the Audit Committee

The powers, role and terms of reference of the Audit Committee covers the areas as contemplated under Listing Regulations and Section 177 of the Companies Act, 2013. The brief terms of reference of Audit Committee are as under:

- Overseeing of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company and fixation of fees;
- Approval of the payment to statutory auditors for other services;
- Reviewing, with the management, the annual financial statements and auditor's 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 Companies Act, 2013;
  - b) Any change 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;
  - g) Modified opinion(s) in the draft audit report, if any;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 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;
- Discussion with internal auditors of any significant findings and follow up there on;
- 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;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors, if any;
- To review the functioning of the whistle blower mechanism;

- Such other functions as may be specified by the Board of Directors of the company from time to time.

In addition to the above, the Committee shall have such functions / role / powers as may be specified in the terms of reference of the Audit Committee under applicable laws or as required by any statute.

Details of Audit Committee meetings and attendance:

The Audit Committee met four times during the Financial Year 2018-19. The maximum gap between two Meetings was not more than 120 days. The Committee met on below mention dates:

29th May, 2018 13th August, 2018 03rd November, 2018 11th February, 2019

All members of the committee have attended the meetings held during the period. The Chairman of the Audit Committee has attended the Annual General Meeting of the company.

4. NOMINATION & REMUNERATION COMMITTEE

In compliance with the provisions of Companies Act, 2013 and Listing Regulations, the Board has constituted Nomination and Remuneration Committee who is endowed with the powers and roles as prescribed in the terms of reference.

The composition of the committee as well as the particulars of attendance at the committee meetings during the year and other related details are given in the table below:

Sr. No.	Name & Designation	Category of Directorship	No. of meetings held and attended during the tenure
1.	Mr. Saurin Palkhiwala, Chairman	Non-Executive & Independent	1 of 1
2.	Mr. Mohib Khericha, Member	Non-Executive & Independent	1 of 1
3.	Mrs. Sheila Mody, Member	Non-Executive	1 of 1

The Company Secretary acts as a Secretary to the Committee.

The meeting of the Nomination and Remuneration Committee was held on 11th February, 2019 during the financial year under review.

The Committee acts as a link between the Management and the Board of Directors. Besides having access to all required information within the company, the Committee may investigate any activity within its terms of reference, seek information from any employees, secure attendance of outsiders with relevant expertise or obtain legal or other professional advice from external sources, whenever required.

The Board of Directors has, on the recommendation of the Nomination and Remuneration Committee adopted the Nomination and Remuneration Policy for selection and appointment of Directors, Senior Management and their Remuneration.

(a) Terms of reference of the Nomination & Remuneration Committee

The Nomination & remuneration Committee shall act in accordance with the terms of reference, which shall include:

- Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board change in a policy, relating to the remuneration for the Directors, key managerial Personnel, senior management personnel and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of Directors;
- 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 of directors their appointments and removal;
- 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;
- Carry out evaluation of Director's performance;
- Devising a policy on the diversity of Board of Directors;
- Recommend to the board, all remuneration, in whatever form, payable to senior management.
- Performance of such function as may be assigned by the board of Directors from time to time and
- Perform such function as required as per the provision of the Companies Act, 2013, rules thereof and the Listing Regulations.

(b) Remuneration to Non-executive Directors:

The Non-Executive Directors were not paid remuneration except by way of sitting fees, reimbursement of expenses for participation in the board / committee meetings.

(c) Remuneration to Executive Directors

Subject to the approval of members of the company in the Annual General Meeting, the appointment and remuneration (including commission on profits) of Executive Directors including Managing Director and Whole-Time Directors are governed by the recommendation of Nomination and Remuneration Committee.

In determining the remuneration (including the fixed increment and performance bonus) the committee considers the relationship of remuneration and performance benchmarks, the balance between fixed and variable pay reflecting short and long term performance objectives, working of the company and its goals, the industry benchmarks and the current trends and company's performance and individual performance.

(d) The details of remuneration paid to the directors for the year under review are as follows:

Name of Directors	Sitting Fees (₹)	Salaries, Perquisites & Other allowances (₹)	Commission (₹)	Total (₹)
Mr. Sorab R. Mody (Managing Director)	NIL	49,60,400	31,29,612	**80,90,012**
Mr. Mohib N. Khericha (Chairman)	5,10,000	NIL	NIL	**5,10,000**
Mr. Samuel W. Croll – III	50,000	NIL	NIL	**50,000**
Mrs. Sheila S. Mody	6,30,000	NIL	NIL	**6,30,000**
Mrs. Houtoxi F. Contractor	1,00,000	NIL	NIL	**100,000**
Mr. Percy X. Avari	NIL	49,60,400	31,29,612	**80,90,012**
Mrs. Shanaya Mody Khatua	NIL	49,60,400	31,29,612	**80,90,012**
Mr. Nilesh C. Mankiwala	3,00,000	NIL	NIL	**3,00,000**
Mr. Saurin V. Palkhiwala	5,05,000	NIL	NIL	**5,05,000**

(e) Criteria for Performance evaluation of Directors:

Pursuant to the Companies Act, 2013 and Listing Regulations, performance evaluation of the Directors including Independent Directors has been devised by the Nomination and Remuneration Committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgment.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

Pursuant to provisions of Section 178(5) of the Companies Act, 2013 read with Regulation 20 of the Listing Regulations, 'Stakeholders Relationship Committee' of the Board has been constituted to look into the shareholders grievances.

The Committee consists of two Directors as mentioned below:

Sr. No.	Name of Director	Designation
1.	Mrs. Sheila Mody	Chairperson, Non-Executive Director
2.	Mr. Percy Avari	Member, Executive Director

The Board of Directors in their meeting held on 28th May, 2019 has appointed Mr. Nilesh Mankiwala as member of the Committee.

During the year under review, the Committee met as and when required and all the members have attended the meetings. The Committee looks into the redressal of Shareholders' complaints, which are summarized as follows:

- To consider and resolve 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 certificates, general meetings etc.
- To review measures taken for effective exercise of voting rights by shareholders.
- To review adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- To review of the measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- Issue of duplicate share certificates;
- Issue of new share certificate and to consider request for rematerialisation, if any;
- To carry out any other function as prescribed under the Listing Regulations, the Companies Act, 2013 and other Applicable Law as amended from time to time.
- To carry out any other duties that may be delegated to the Committee by the Board of Directors from time-to-time.
- All other matters related to shareholders;

  The Company Secretary is the Compliance Officer of the company. No complaints were received during the year under review.

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Board has constituted "Corporate Social Responsibility Committee", pursuant to the provisions of section 135 of the Companies Act, 2013. The Committee consists following members in the Committee:

Sr. No.	Name of Director	Designation
1.	Mrs. Sheila Mody	Chairperson, Non-Executive Director
2.	Mr. Mohib Khericha	Member, Independent Director
3.	Mr. Percy Avari	Member, Executive Director

The Committee's terms of reference meet with the requirements of the Companies Act, 2013 which are as under:

- To formulate and recommend to the Board, a Corporate Social Responsibility policy which shall indicate the activities

to be undertaken by the company in areas or subject, as specified in Schedule VII of the Companies Act, 2013 and rules made thereunder.

- To recommend the amount of expenditure to be incurred on the CSR activities.
- To decide about spending of the fund available for CSR.
- To monitor the implementation of framework of CSR Policy.

The Corporate Social Responsibility Committee meeting was held on 11th February, 2019 wherein all the members of the Committee were present. In the said meeting, the Committee had approved the turst / agencies to whom the funds can be given and projects that will be undertaken by the trust / agencies. The details of the CSR projects are given in the Annexure - D to the Directors' Report.

7. INDEPENDENT DIRECTORS MEETING

During the year under review, the Independent Director met on 11th February, 2019 without the presence of Non- Independent Directors. The meeting was conducted to enable Independent Directors to discuss following matters pertaining to the company's affairs and put forth their views to the Chairman of the company who is also an Independent Director.

- Performance Evaluation of Non- Independent Directors and the Board as a whole;
- Evaluated the quality, quantity and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present at this Meeting.

Familiarization Programme for Independent Directors:

Independent Directors have been updated with their roles, rights and responsibilities in the company by specifying them in their appointment letter along with necessary documents, reports and internal policies to enable them to familiarise with the Company's procedures and practices. The company endeavors, through presentations at regular intervals, to familiarise the Independent Directors with the strategy, operations and functioning of the company and also with changes in the regulatory environment having a significant impact on the operations of the company and the engineering industry as a whole. They are made aware of the important policies, code of conduct to be followed by the Board members and Senior Management Personnel and regulate, monitor and report trading in securities by Insiders on a continuous basis.

The details of such familiarization programme for Independent Directors are available on the website of the company i.e. www.mazdalimited.com.

8. GENERAL BODY MEETINGS

The details of the Annual General Meetings held during the last three years are as follows:

Meeting	28th AGM	27th AGM	26th AGM
Year	2017-18	2016-17	2015-16
Venue	Plot No. 17/1, Phase-III, GIDC, Naroda, Ahmedabad – 382 330	Plot No. 17/1, Phase-III, GIDC, Naroda, Ahmedabad – 382 330	Plot No. 17/1, Phase-III, GIDC, Naroda, Ahmedabad – 382 330
Date & Time	04th September, 2018 at 9.30 A M	12th September, 2017 at 9.30 A M	27th September, 2016 at 9.30 A M
No. of Special Resolution	00	00	05

- **Postal Ballot**

  During the financial year under review, no approval of the shareholders was taken through the postal ballot. At the ensuing Annual General Meeting, there is no resolution proposed to be passed through Postal Ballot. Hence the procedure for Postal Ballot is not laid down.

9. SUBSIDIARY COMPANY

The company does not have any subsidiary company.

10. POLICY FOR PROHIBITION OF INSIDER TRADING

The company has adopted a Code of conduct pursuant to the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended in 2019. All Directors, Senior Management Personnel, Promoter(s)/Promoter(s) Group(s) and such other Designated Employees and their immediate relative(s) who can have access to Unpublished Price Sensitive Information relating to the company are governed by this Code. During the year, the company had made due compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The code of conduct is available on the website of the company i.e. www.mazdalimited.com. The Company Secretary of the Company acts as the Compliance Officer to ensure compliance and effective implementation of the Insider Trading Code.

11. DISCLOSURES

- There are no transactions of a materially important character and which are not in the ordinary course of business and all the transactions are on Arm's length basis with the promoters, the Directors or the Management or relatives that may have potential conflict with the concern of the company at large; however, transactions with related parties as per requirements of applicable Accounting Standard are disclosed under notes to accounts.

- The policy on Materiality of Related Party Transactions in terms of Listing Regulations is uploaded on the website of the company at www.mazdalimited.com.
- There are no materially significant related party transactions please refer Note No. 42 of the consolidated financial statements, forming part of this Annual Report.
- The company is preparing financial statements in accordance with accounting standards prescribed under section 133 of the Companies Act, 2013.
- There have been no instances of any non-compliance and no penalties or strictures have been imposed on the company on any matter relating to the capital markets, either by Stock Exchanges, the Securities and Exchange Board of India or any statutory authority.
- The process of identification and evaluation of various risks inherent in the business environment and the operations of the company and initiation of appropriate measures for prevention and/or mitigation of the same are dealt with by the concerned operational heads under the overall supervision of the Managing Director of the company. The Audit Committee periodically reviews the adequacy and efficacy of the overall risk management system.
- The company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The company has a Vigil Mechanism and Whistle- blower policy to provide for the safeguards against victimization of employees who follow such mechanism under which they are free to report violations of applicable laws and regulations and the code of conduct. The reportable matters may be disclosed to the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no complaints have been received and no employee was denied access to the Audit Committee.
- The company has a well-defined 'Code of Business Conduct' applicable to all the Board members and senior management personnel. The compliance to 'Code of Business Conduct' has been affirmed by the Managing Director of the company. The certificate for the affirmation to the same forms part of the Corporate Governance Report.
- The Board receives on a quarterly basis, certificates of compliance with the provisions of all applicable laws from the Managing Director and Compliance Officer, which are taken on record by the Board.
- A Practicing Company Secretary carries out Reconciliation of share capital to reconcile to total admitted capital with NSDL and CDSL and total issued and listed capital. This audit is carried out every quarter and the report is submitted to the stock exchanges. The audit confirms that the total issued/paid up capital of the company is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.
- The Managing Director and Chief Financial Officer have given a Certificate to the Board as contemplated in SEBI (LODR) Regulations, 2015 and the same forms the part of Corporate Governance Report.
- The company has in place a policy for Prevention, Prohibition and Redressal of Sexual Harassment at work place. Appropriate reporting mechanisms are in place for ensuring protection against Sexual Harassment and the right to work with dignity. During the year under review, the company has not received any complaints in this regard.
- There have been no non-compliances with mandatory requirement of Corporate Governance code. Further company would also carry out the review of implementation of other non-mandatory requirements of Corporate Governance Code in due course of time which has not been implemented. The Compliance Certificate given by Practicing Company Secretary for the financial year under review forms part of the Corporate Governance Report.
- The Management Discussion and Analysis Report forms part of the Annual Report and is in accordance with the requirements laid out in Schedule V of the Listing Regulations.

12. MEANS OF COMMUNICATION

• Half-Yearly report sent to each household of shareholders	No
• The company published un-audited standalone financial results with limited review report of auditors for first three quarters. In respect of the fourth quarter, the company publishes the audited financial results for the whole financial year with audit report.	
• Quarterly Results -	
• Newspapers in which normally published	Business Standard (English) & Prabhat (Gujarati)
• Web site, where displayed	At Company's Website www.mazdalimited.com in the 'investor relation section'
• Presentation made to Institutional Investors or to Analysts	No
• Whether Management Discussion and Analysis Report is a part of Annual Report or not	Yes

13. GENERAL SHAREHOLDERS INFORMATION

•	AGM - Date	- Thursday, 26th September, 2019
	- Time	- 9.30 AM
	- Venue	- Plot No. 17/1, Phase-III, GIDC Naroda, Ahmedabad - 382 330
•	Financial Calendar (Tentative)	April 2019 to March 2020
(a)	First Quarter Results	Second week of August 2019
(b)	Second Quarter Results	Second week of November 2019
(c)	Third Quarter Results	Second week of February 2020
(d)	Fourth Quarter results	Last week of May 2020
(d)	Results for the year ending March 2020 (Audited)	Last week of May 2020
•	Date of Book Closure	14th September, 2019 to 21th September, 2019 (Both days inclusive)
•	Dividend Payment Date (Tentative)	07th October, 2019
•	Listing on Stock Exchanges	-Bombay Stock Exchange Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 -National Stock Exchange of India Limited (NSE) Exchange Plaza, C-1, Block - G, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 Listing fees for the period 2019-20 has been paid to the stock exchanges.
•	Stock Code	BSE: 523792 NSE: MAZDA
•	Demat ISIN No.	For NSDL and CDSL INE885E01034
•	CIN	L29120GJ1990PLC014293
•	Registrar and Share Transfer Agent	Link Intime India Pvt. Ltd 506-508 Amarnath Business Centre - I Off. C.G. Road, Navarangpura, Ahmedabad - 380 009
•	Share Transfer System	Transfers of Shares are processed by the Share Transfer Agents and approved by the Stakeholders' Relationship Committee, which meets at frequent intervals. Share transfers are registered and returned within 15 days from the date of receipt, if the relevant documents are complete in all respects.
•	Name and email address of the Compliance officer of the company	Mr. Nishith Kayasth Company Secretary Email: nishith@mazdalimited.com Phone: 079-4000 7000
•	Dematerialization of shares and liquidity	92.12% of the paid-up capital has been dematerialized as on March 31, 2019.
•	Plant Location	Unit-I C/1-39/13/16 GIDC, Naroda, Ahmedabad- 382 330 Unit-II Plot No. 11 & 12, Hitendranagar Sahakari Vasahat Ltd., N.H. Road, Naroda, Ahmedabad- 382 340 Unit-III C/1, A-5, GIDC, Odhav, Ahmedabad- 382 415 Unit-IV Plot No. 17/1, Phase-III, GIDC, Naroda - Ahmedabad - 382 330
•	Address for correspondence	Mazda Limited: Corporate Office Mazda House 650/1 Panchwati 2nd Lane, Ambawadi, Ahmedabad- 380 006

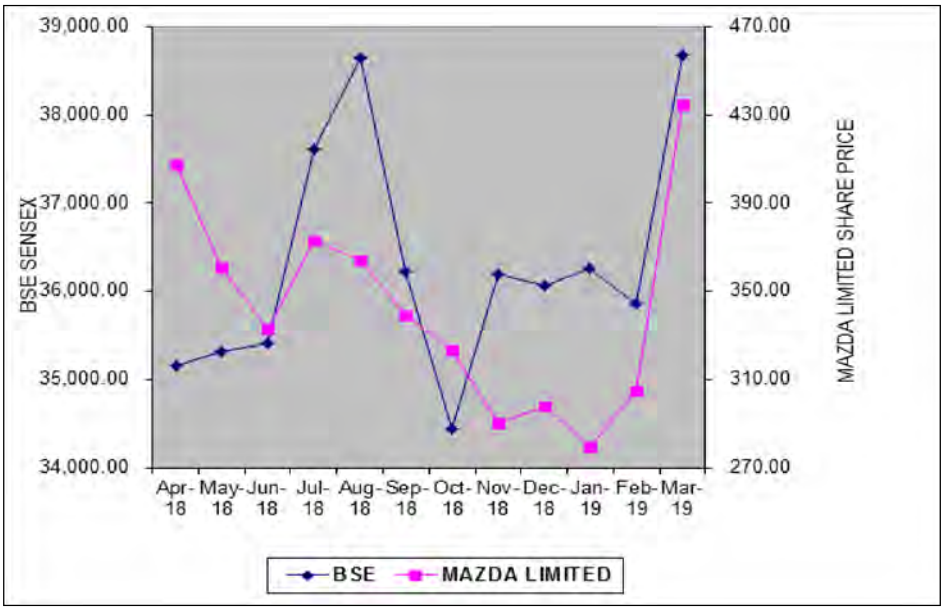
- Credit rating: ICRA has conducted the surveillance of credit facilities and re-affirmed the long term credit ratings to 'A' and short term credit ratings to 'A1'.

- Shareholders holding shares in electronic mode should address all their correspondence to their respective Depositary Participant for any queries related to change of address or change in bank mandate.
- Monthly Highs and Lows of Market Price of the Company's Shares Traded on BSE & NSE for the period April 2018 to March 2019:

Month	Bombay Stock Exchange Limited (BSE)		National Stock Exchange of India Limited (NSE)	
	High	Low	High	Low
April, 2018	424.00	338.00	424.00	339.00
May, 2018	410.00	341.15	409.50	341.55
June, 2018	368.00	321.25	371.00	322.20
July, 2018	412.90	324.15	397.00	321.55
August, 2018	370.00	341.00	371.95	341.00
September, 2018	392.20	336.80	388.50	327.00
October, 2018	354.00	310.00	353.90	309.30
November, 2018	335.00	270.90	334.00	269.95
December, 2018	330.60	275.00	314.90	276.00
January, 2019	301.00	265.00	303.00	267.00
February, 2019	338.00	244.05	349.90	245.00
March, 2019	446.40	310.00	446.00	314.70

Source: BSE Website & NSE Website

- **Stock Price Performance in comparison to BSE Sensex**



- Shareholding pattern as on March 31, 2019

Categories	No. of Shares held	% of Total Shareholding
Promoter's Holding		
Promoters and its group – Indian	**17,95,978**	**42.18**
Foreign Promoters	NIL	NIL
Sub – Total	**17,95,978**	**42.18**
Non – promoter's Holding		
Banks & NBFC	2,869	0.07
Central Government / State Government / IEPF Authority	22,061	0.52
Domestic Companies	2,56,368	6.02
Indian Public	15,67,132	36.80
NRI's	71,518	1.68
Foreign Company	2,89,500	6.80
Others	2,52,574	5.93
Sub – Total	**24,62,022**	**57.82**
GRAND TOTAL	**42,58,000**	**100.00**

- Distribution of shareholding as on March 31, 2019 :

Shareholding			Shareholders		No. of shares	
			Folios	% of total Nos.	Shares	% of total shares
Less than		500	4238	89.96	432367	10.15
501	To	1000	231	4.90	183712	4.31
1001	To	2000	92	1.95	138676	3.26
2001	To	3000	40	0.85	99259	2.33
3001	To	4000	21	0.45	77795	1.83
4001	To	5000	21	0.45	100128	2.35
5001	To	10000	37	0.78	275908	6.48
10001	And	above	31	0.66	2950155	69.29
Total			**4870**	**100.00**	**4258000**	**100.00**

- Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on the company : NIL
- Commodity price risk or foreign exchange risk and hedging activities:

  During the financial year 2018-19, the company had managed the foreign exchange risk and hedge to the extent consider necessary. The company enters into forward contracts for hedging foreign exchange exposures against exports. The details of foreign currency exposure are disclosed in note no. 34 forming part of the financial statements.
- Transfer of Dividend to Investor Education and Protection Fund (IEPF):

  Pursuant to the provisions of Section 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the dividend which remains unclaimed/unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. In terms of the provisions of Section 125 of the Act, no claim shall lie against the company after the said transfer. The Members whose dividend is transferred to the IEPF Authority can claim dividend from the Authority.

  Pursuant to the above mentioned provisions, the unpaid/ unclaimed dividend of ₹ 1,90,389/- for the financial year 2010-2011 lying in the company's unpaid dividend account, were transferred to Investors Education & Protection Fund (IEPF) during the financial year under review.

  Due dates for transfer of unclaimed dividend declared in the previous financial years to IEPF are as under:

Financial Year	Dates of Declaration of Dividend	Dividend Percentage	Dates on which dividend will become part of IEPF
2011-2012	25th September, 2012	40	24th October,2019
2012-2013	17th September, 2013	50	16th October,2020
2013-2014	30th September, 2014	55	29th October, 2021
2014-2015	01st September, 2015	60	30th September, 2022
2015-2016	27th September, 2016	66	26th October, 2023
2016-2017	12th September, 2017	73	11th October, 2024
2017-2018	04th September, 2018	81	03rd October, 2025

  Members who have not yet encashed their dividend warrants are requested to make their claims without any delays to the company.

  The company has appointed Mr. Nishith Kayasth, Company Secretary as a Nodal Officer under the provisions of IEPF, contact details of whom are available on the website of the company www.mazdalimited.com.

  The list of shareholders whose dividend are unpaid and due to be transferred to the IEPF is available on the website of the company www.mazdalimited.com.
- Transfer of Equity Shares to Investor Education and Protection Fund (IEPF):

  In accordance with the provisions of Section 124(6) of the Companies Act, 2013, all the shares in respect of which unpaid or unclaimed dividend has been transferred under sub-section (5) and which remains unpaid for continuous seven years shall also be transferred by the company in the name of Investor Education & Protection Fund along with a statement containing such details as may be prescribed.

  In respect of the above mentioned provisions, 22,061 Equity Shares of the company of the shareholders who has not claimed dividend till date had been transferred to the IEPF. In the current financial year under review, there are no shares liable to be transferred to IEPF. The list of the shareholders whose shares were transferred to IEPF is available on the website i.e. www.mazdalimited.com.

For and on behalf of the Board,
Sd/-
SORAB R. MODY
Managing Director

Place : Ahmedabad
Date : 13/08/2019

AFFIRMATION REGARDING COMPLIANCE WITH THE CODE OF CONDUCT

To,
The Members of the company

The Board of Directors of the company has adopted a Code of Conduct for all the Board members and senior executives of the company, including the Managing Director; they have affirmed compliance with the Code of Conduct applicable to them in respect of the year ended 31st March, 2019.

Sd/-

Place : Ahmedabad
Date : 13/08/2019

Sorab. R. Mody
Managing Director

CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER OF THE COMPANY

To,
The Board of Directors,
Mazda Limited

We to the best of our knowledge and belief certify that:

1. We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2019 and that to the best of our knowledge and belief :
   a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   b. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. We also certify, that based on our knowledge and the information provided to us, there are no transactions entered into by the company during the year which are fraudulent, illegal or against the company's code of conduct.
3. We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or propose to take to rectify these deficiencies.
4. We further certify that :
   a. There have been no significant changes in internal control over financial reporting during the year;
   b. There have been no significant changes in accounting policies during the year and the same has been disclosed in notes to the financial statements; and
   c. There have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

	Sd/-	**Sd/-**
Place : Ahmedabad	**Cyrus J. Bhagwagar**	**Sorab R. Mody**
Date : 13/08/2019	**Chief Financial Officer**	**Managing Director**

CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF MAZDA LIMITED,

1. We have examined the compliance of the conditions of Corporate Governance by **MAZDA LIMITED** ('the Company') for the year ended on March 31, 2019 as stipulated in:
   - Regulation 23 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).
   - Regulations 17 to 27 (excluding regulations 23 (4) and clauses (b) to (i) of regulations 46 (2) and paragraph C, D and E of schedule V of the Listing Regulations.
2. The compliance of conditions of corporate governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Corporate Governance Certificate issued by the Institute of Company Secretaries of India and was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of Regulations 46 (2) and paragraph C, D and E of schedule V of the SEBI Listing Regulations for the respective periods of applicability as specified under paragraph 1 above, during the year ended March 31, 2019.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Rutul Shukla & Associates,
Company Secretaries
Sd/-

Place : Ahmedabad
Date : 13/08/2019

Rutul J. Shukla
FCS : 6776 (CP: 7470)

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 MAZDA LIMITED,

I/ We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Mazda Limited having CIN L29120GJ1990PLC014293 and having registered office at C/1-39/13/16 GIDC, NARODA, AHMEDABAD-382 330 Gujarat, India (hereinafter referred to as 'the Company'), produced before me/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 Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my/our opinion and to the best of my 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 me / us by the Company & its officers, I/we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 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.

Ensuring the eligibility of 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 Rutul Shukla & Associates,
Company Secretaries
Sd/-
Rutul J. Shukla
FCS : 6776 (CP: 7470)

Place : Ahmedabad
Date : 13/08/2019

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF
MAZDA LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

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

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

Basis for Opinion

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

Key audit matters	How our audit addressed the key audit matter
Revenue recognition (refer notes 1.9 and 24 to the Standalone Financial Statements)	
Revenue is one of the key profit drivers and is therefore susceptible to misstatement. Cut-off is the key assertion in so far as revenue recognition is concerned, since an inappropriate cut-off can result in material misstatement of results for the year. For the year ended March 31, 2019 the Company has recognized revenue from contracts with customers amounting to ₹ 13792.74 Lacs. Revenue from contracts with customers is recognized on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services. Revenue is measured net of returns, incentives, cash discounts, trade discounts, and volume rebates (collectively 'discount and rebates'). These are material items of business cost. The calculation of the amount of expense to be recognized based on sales made during the year is material and considered to be judgmental. There is a risk that these discount and rebates are incorrectly recorded as it also requires a certain degree of estimation, resulting in understatement of the associated expenses and accrual. Accordingly, due to the significant risk associated with revenue recognition in accordance with terms of Ind AS 115 'Revenue from contracts with customers', it was determined to be a key audit matter in our audit of the standalone Ind AS financial statements.	Our audit procedures included the following: • Revenue recognition included testing controls, automated and manual, around dispatches/deliveries, inventory reconciliations and circularization of receivable balances, substantive testing for cut-offs and analytical review procedures. • Assessed the design and tested the operating effectiveness of internal controls related to revenue recognition, discounts and rebates. • Performed sample tests of individual sales transaction and traced to sales invoices, sales orders, shipping documents and other related documents. Further Tested the provision calculations related to management incentives, discounts and rebates by agreeing a sample of amounts recognized to underlying arrangements with customers and other supporting documents. • To test cut off selected sample of sales transactions made pre- and post-year end, agreeing the period of revenue recognition to third party support, such as transporter invoice and customer confirmation of receipt of goods. • Considered the adequacy of the Company's disclosures in respect of revenue.

We have determined that there are no other key audit matters to communicate in our report.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

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

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

When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information.'

Management's Responsibility for the Standalone Financial Statements

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

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

2. As required by Section 143(3) of the Act, based on our audit we report that:

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

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

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

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

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

   f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's Internal Financial Controls over financial reporting.

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

      i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements -Refer Note 37 to the 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 & Protection Fund by the Company.

For Mayank Shah& Associates
Chartered Accountants
Firm Registration No: 106109W
Sd/-
M.S. SHAH
Partner
Membership No. 044093

Place : Ahmedabad
Date : May 28, 2019

Annexure - A to the Independent Auditor's Report

(Referred to the paragraph 1 under "Report on Other Legal and Regulatory Requirements" section of our report of even date)

i. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets;

(b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals having regard to the size of the company, nature and value of its assets. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

(c) In our opinion and according to information and explanations given to us and on the basis of an examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

ii. The inventory except goods-in-transit has been physically verified by the Management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable. For goods-in-transit at year end, relevant evidences have been obtained. The discrepancies noticed on verification between the physical stocks and the book records were not material and have been dealt with in books of account.

iii. In our opinion and according to information & explanation given to us, the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly the provisions of Clause (iii) of paragraph 3 of the order are not applicable to the Company.

iv. In our opinion and according to information and explanations given to us, the Company has complied with provisions of Sections 185 and 186 of the Act in respect of loans, investments, guarantees and security.

v. According to the information and explanations given to us, the Company has not accepted any deposit nor has any unclaimed deposit within the meaning of the provisions of Sections 73 to 76 or any other relevant provision of the Act and the rules framed there under. Accordingly, the provisions of Clause (v) of paragraph 3 of the Order are not applicable to the Company.

vi. We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for the maintenance of cost records under subsection (1) of section 148 of the Act in respect of Company's products and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the same.

vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Goods and Service tax, Cess, and any other material statutory dues, as applicable, with the appropriate authorities.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Goods and Service tax, Cess and any other material statutory dues were in arrears as at 31st March, 2019 for a period of more than six months from the date they became payable.

(c) According to the information and explanations given to us, details of dues towards Income Tax and Service Tax which have not been deposited by the Company on account of disputes are as follows,

Name of the Statute	Nature of the Dues	Amount (in ₹)	Period to which amount relates	Forum where dispute is pending
Income tax Act, 1961	Income Tax	10,612	F.Y. 2012-13	Assessing Officer
Service tax	Service Tax penalty	14,17,325	F.Y. 2012-13 to 2013-14	Customs, Excise & Service Tax Appellate Tribunal

According to the information and explanations given to us, there are no dues of Sales tax, Excise Duty, Custom Duty, Value Added Tax, Goods and Service Tax and Cess which have not been deposited with the appropriate authorities on account of any dispute.

viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks. The Company does not have any loans or borrowings from financial institutions or government and has not issued any debentures.

ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans taken by the Company have been applied for the purposes for which they were obtained.

x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi. In our opinion and according to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of the Section 197 read with Schedule V to the Act.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions of Clauses (xii) of paragraph 3 of the Order are not applicable to the Company.

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

xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transaction with the Directors or Persons connected with its Directors and covered under Section 192 of the Act. Accordingly, the provisions of Clause (xv) of paragraph 3 of the Order are not applicable to the Company.

xvi. According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, Clause (xvi) of paragraph 3 of the Order is not applicable to the Company.

For Mayank Shah& Associates
Chartered Accountants
Firm Registration No: 106109W
Sd/-
M.S. SHAH
Partner
Membership No. 044093

Place : Ahmedabad
Date : May 28, 2019

Annexure-B to the Independent Auditor's Report

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

Report on the Internal Financial Controls 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 Mazda Limited (the "Company") as of 31st March, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The 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 (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's Internal Financial Control over Financial Reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of Internal Financial Controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate Internal Financial Control 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 Control over Financial Reporting included obtaining an understanding of Internal Financial Control over Financial Reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's Internal Financial Control system over Financial Reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's Internal Financial Control over Financial Reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A Company's Internal Financial Control over Financial Reporting includes those policies and procedures that:

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of 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 limitations of Internal Financial Controls over Financial Reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the Internal Financial Controls over Financial Reporting, to future periods are subject to the risk that Internal Financial Controls over Financial Reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the criteria for internal financial controls over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Mayank Shah& Associates
Chartered Accountants
Firm Registration No: 106109W
Sd/-
M.S. SHAH
Partner
Membership No. 044093

Place : Ahmedabad
Date : May 28, 2019

BALANCE SHEET AS AT 31ST MARCH, 2019

Particulars	Notes	AS AT 31st March, 2019 ₹	AS AT 31st March, 2018 ₹
ASSETS			
Non-current Assets			
Property, Plant and Equipment	2	30,87,89,255	30,64,43,598
Capital Work in Progress	2	7,70,88,822	3,72,14,787
Intangible Assets	3	2,83,61,402	3,81,51,160
Financial Assets			
Investments	4	25,96,004	26,89,756
Loans	5	6,43,719	12,39,304
Other Financial Assets	6	1,00,90,767	87,66,563
Income Tax Assets (net)	7	92,67,916	37,20,057
Other Non-current Assets	8	6,35,83,775	2,08,59,752
Total (A)		**50,04,21,660**	**41,90,84,977**
Current Assets			
Inventories	9	37,49,07,811	19,58,80,226
Financial Assets			
Investments	10	43,21,16,800	56,83,99,524
Trade Receivables	11	30,17,92,323	24,89,92,440
Cash and Cash Equivalents	12A	1,83,95,368	5,73,90,375
Other Balances with Banks	12B	2,77,74,724	22,18,275
Loans	13	2,33,367	2,30,535
Other Financial Assets	14	6,21,071	1,30,980
Other Current Assets	15	7,47,35,875	1,67,71,644
Total (B)		**1,23,05,77,340**	**1,09,00,13,998**
TOTAL ASSETS Total (A+B)		**1,73,09,99,000**	**1,50,90,98,975**
EQUITY			
Equity Share Capital	16A	4,25,80,000	4,25,80,000
Other Equity	16B	1,30,09,58,585	1,20,45,79,839
Total (A)		**1,34,35,38,585**	**1,24,71,59,839**
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
Borrowings	17	42,78,267	-
Deferred Tax Liabilities (Net)	18	2,94,75,854	3,21,73,203
Total (B)		**3,37,54,121**	**3,21,73,203**
Current Liabilities			
Financial Liabilities			
Borrowings	19	1,26,05,455	2,68,00,398
Trade Payables	20		
Due to Micro and Small Enterprises		2,25,79,848	1,72,53,905
Due to Others		21,03,38,396	12,10,85,994
Other Financial Liabilities	21	3,32,81,105	2,79,59,034
Other Current Liabilities	22	7,16,85,983	3,52,57,770
Provisions	23	32,15,507	14,08,832
Total (C)		**35,37,06,294**	**22,97,65,933**
TOTAL EQUITY AND LIABILITIES Total (A+B+C)		**1,73,09,99,000**	**1,50,90,98,975**
Significant Accounting Policies and key accounting estimates and judgements	1		
Notes are an integral part of the financial statements			

As per our report of even date attached
For MAYANK SHAH & ASSOCIATES
Chartered Accountants
(Firm Registration No. 106109W)
Sd/-
M. S. SHAH
Partner
Membership No. 044093
Place : Ahmedabad
Date : May 28, 2019

For and on behalf of the Board of Directors of Mazda Limited

Sd/-
Sorab Mody
Managing Director
(DIN: 00498958)

Sd/-
Percy Avari
Whole-Time Director
(DIN: 00499114)

Sd/-
Mohib Khericha
Chairman
(DIN: 00010365)

Sd/-
Cyrus Bhagwagar
Chief Financial Officer
Place : Ahmedabad
Date : May 28, 2019

Sd/-
Nishith Kayasth
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	Notes	Year Ended 2018-19 ₹	Year Ended 2017-18 ₹
REVENUE FROM OPERATIONS	24		
Revenue from Sale of Products		1,34,92,10,921	1,05,44,29,742
Revenue from Sale of Services		1,60,80,357	1,72,19,943
Other Operating Revenues		1,39,82,797	94,55,872
Other Income	25	3,44,87,651	4,09,25,372
TOTAL INCOME (I)		**1,41,37,61,725**	**1,12,20,30,929**
EXPENSES			
Cost of Materials Consumed	26	86,08,84,685	54,75,02,300
Changes in inventories of finished goods and work-in-progress	27	(11,14,01,759)	(71,34,763)
Excise Duty		-	72,04,203
Employee Benefit Expenses	28	15,01,25,006	13,49,51,137
Finance Cost	29	75,46,328	58,76,099
Depreciation and Amortisation Expense	30	2,94,21,276	3,05,56,861
Other Expenses	31	29,18,50,072	25,86,55,163
TOTAL EXPENSES (II)		**1,22,84,25,608**	**97,76,11,001**
PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX (I - II)		**18,53,36,117**	**14,44,19,929**
Exceptional Items		-	-
PROFIT BEFORE TAX		18,53,36,117	14,44,19,929
Tax Expenses	33		
Current Tax		4,59,75,000	3,50,40,000
Deferred Tax		(53,26,559)	62,04,061
Tax in respect of earlier years		37,13,994	2,15,547
TOTAL TAX EXPENSES		**4,43,62,435**	**4,14,59,608**
PROFIT AFTER TAX		**14,09,73,683**	**10,29,60,321**
OTHER COMPREHENSIVE INCOME (OCI)			
Items that will not be reclassified to Profit or Loss			
(a) (i) Remeasurement benefit of defined benefit plans		(15,09,400)	29,31,046
(ii) Income tax expense on remeasurement of defined benefit plans		4,39,537	(10,14,376)
(b) (i) Net fair value gain/(loss) on investments in equity instruments through OCI		(93,751)	(11,433)
(ii) Income tax expense on investments in equity instruments through OCI		-	-
TOTAL OTHER COMPREHENSIVE INCOME		**(11,63,614)**	**19,05,237**
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		**13,98,10,069**	**10,48,65,557**
Earnings per equity share (Face value of ₹10 each)	41		
1) Basic (in ₹)		33.11	24.18
2) Diluted (in ₹)		33.11	24.18
Significant Accounting Policies and key accounting estimates and judgements	1		
Notes are an integral part of the financial statements			

As per our report of even date attached
For MAYANK SHAH & ASSOCIATES
Chartered Accountants
(Firm Registration No. 106109W)
Sd/-
M. S. SHAH
Partner
Membership No. 044093
Place : Ahmedabad
Date : May 28, 2019

For and on behalf of the Board of Directors of Mazda Limited

Sd/-
Sorab Mody
Managing Director
(DIN: 00498958)

Sd/-
Percy Avari
Whole-Time Director
(DIN: 00499114)

Sd/-
Mohib Khericha
Chairman
(DIN: 00010365)

Sd/-
Cyrus Bhagwagar
Chief Financial Officer

Sd/-
Nishith Kayasth
Company Secretary

Place : Ahmedabad
Date : May 28, 2019

STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019

(A) EQUITY SHARE CAPITAL

Particulars	As at 31st March, 2019 ₹	As at 31st March, 2018 ₹
Balance at the beginning of the Reporting period	4,25,80,000	4,25,80,000
Changes in Equity Share capital during the year	-	-
Balance at the end of the Reporting period	4,25,80,000	4,25,80,000

(B) OTHER EQUITY

OTHER EQUITY	Reserves & Surplus						
	Capital Reserve ₹	Security Premium Reserve ₹	Capital Redemption Reserve ₹	General Reserve ₹	Retained earnings ₹	Equity Instrument through OCI ₹	Total ₹
Balance as at April 1, 2017 (A)	**4,24,937**	**3,00,00,000**	**41,68,000**	**11,20,10,750**	**98,94,51,405**	**10,70,439**	**1,13,71,25,531**
Addition during the year:							
Profit for the period	-	-	-	-	10,29,60,321	-	10,29,60,321
Items of OCI for the year, net of tax-							
Remeasurement of defined benefit plans	-	-	-	-	19,16,670	-	19,16,670
Net fair value loss on investment in equity instruments through OCI	-	-	-	-	-	(11,433)	(11,433)
Total Comprehensive Income for the year 2017-18 (B)	**-**	**-**	**-**	**-**	**10,48,76,990**	**(11,433)**	**10,48,65,557**
Reductions during the year:							
Dividends (Refer Note 36)	-	-	-	-	(3,10,83,400)	-	(3,10,83,400)
Income tax on dividend (Refer Note 36)	-	-	-	-	(63,27,849)	-	(63,27,849)
Total (C)	**-**	**-**	**-**	**-**	**(3,74,11,249)**	**-**	**(3,74,11,249)**
Balance as at 31st March, 2018 (D)=(A+B+C)	**4,24,937**	**3,00,00,000**	**41,68,000**	**11,20,10,750**	**1,05,69,17,146**	**10,59,006**	**1,20,45,79,839**
Addition during the year:							
Profit for the period	-	-	-	-	14,09,73,683	-	14,09,73,683
Items of OCI for the year, net of tax-							
Remeasurement of defined benefit plans	-	-	-	-	(10,69,863)	-	(10,69,863)
Net fair value loss on investment in equity instruments through OCI	-	-	-	-	-	(93,751)	(93,751)
Total Comprehensive Income for the year 2018-19(E)	**-**	**-**		**-**	**13,99,03,820**	**(93,751)**	**13,98,10,069**
Reductions during the year:							
Dividends (Refer Note 36)	-	-	-	-	(3,44,89,800)	-	(3,44,89,800)
Income tax on dividend (Refer Note 36)	-	-	-	-	(70,89,480)	-	(70,89,480)
Expenses for Buy back of equity shares (Refer Note 16A)	-	-	-	-	(18,52,043)	-	(18,52,043)
Total (F)	**-**	**-**	**-**	**-**	**(4,34,31,323)**	**-**	**(4,34,31,323)**
Balance as at 31st March, 2019 (G)=(D+E+F)	**4,24,937**	**3,00,00,000**	**41,68,000**	**11,20,10,750**	**1,15,33,89,643**	**9,65,255**	**1,30,09,58,585**

As per our report of even date attached
For MAYANK SHAH & ASSOCIATES
Chartered Accountants
(Firm Registration No. 106109W)
Sd/-
M. S. SHAH
Partner
Membership No. 044093
Place : Ahmedabad
Date : May 28, 2019

For and on behalf of the Board of Directors of Mazda Limited

Sd/-
Sorab Mody
Managing Director
(DIN: 00498958)

Sd/-
Percy Avari
Whole-Time Director
(DIN: 00499114)

Sd/-
Mohib Khericha
Chairman
(DIN: 00010365)

Sd/-
Cyrus Bhagwagar
Chief Financial Officer

Sd/-
Nishith Kayasth
Company Secretary

Place : Ahmedabad
Date : May 28, 2019

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

	Particulars	Year 2018-19 ₹	Year 2017-18 ₹
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Profit Before tax	18,53,36,117	14,44,19,929
	Adjustment for :		
	Depreciation and Amortisation	2,94,21,276	3,05,56,861
	Finance Costs	75,46,328	58,76,099
	(Profit)/Loss on sale of Investments (Net)	(21,48,964)	(3,75,888)
	Net Gain arising on financial assets measured at FVTPL	(2,63,57,170)	(3,51,19,890)
	(Profit)/Loss on Sale of property, plant and equipment (Net)	1,35,580	1,74,838
	Bad debts written off	-	1,58,98,279
	Interest/Dividend received	(2,74,644)	(3,98,874)
	Net unrealised exchange (gain) / loss	5,15,405	(11,16,378)
	Operating Profit before Working Capital Changes	**19,41,73,928**	**15,99,14,976**
	Adjustment for :		
	(Increase) / Decrease in Trade Receivables	(5,38,69,918)	(3,71,55,575)
	(Increase) / Decrease in Financial Assets	(12,21,542)	12,09,685
	(Increase) / Decrease in Inventories	(17,90,27,585)	(1,50,31,520)
	(Increase) / Decrease in Other assets	(9,60,06,318)	3,03,55,386
	Increase / (Decrease) in Trade and other payables	13,69,08,200	2,64,52,713
	Increase / (Decrease) in Provisions	2,97,275	(14,54,625)
	Cash generated from Operating activities	**12,54,040**	**16,42,91,040**
	Direct Taxes Paid (Net of Refund)	5,21,68,105	2,84,63,788
	Net Cash from Operating Activities (A)	**(5,09,14,065)**	**13,58,27,252**
B	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchases of Property, Plant and equipment including Capital Work in Progress and capital advances	(6,70,47,054)	(96,39,831)
	Proceeds from sale of property, plant and equipment (Net)	2,92,513	52,502
	Interest/Dividend received	2,74,644	3,98,874
	Purchases of current Investments	(19,00,79,960)	(16,00,00,000)
	Sale of current Investments	35,48,68,818	9,71,55,853
	(Increase) / Decrease in Other Bank Balances	(72,207)	(2,66,310)
	Net Cash used in Investing Activities (B)	**9,82,36,754**	**(7,22,98,912)**

	Particulars	Year 2018-19 ₹	Year 2017-18 ₹
C	**CASH FLOW FROM FINANCING ACTIVITIES**		
	increase in Short Term Borrowings	(1,41,10,527)	52,70,949
	increase in Long Term Borrowings	42,78,267	-
	Finance Cost	(75,46,328)	(58,76,099)
	Dividend Paid	(3,44,89,800)	(3,10,83,400)
	Corporate dividend tax paid	(70,89,480)	(63,27,849)
	Expenses relating to buy-back of equity shares	(18,52,043)	-
	Bank deposit in escrow account	(2,54,84,242)	-
	Net Cash used in Financing Activities (C)	**(8,62,94,152)**	**(3,80,16,399)**
	NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS	**(3,89,71,464)**	**2,55,11,941**
	Cash & Cash Equivalents at the beginning of the year	5,73,90,375	3,16,31,559
	Unrealised Gain/(Loss) on foreign currency Cash and Cash Equivalents	(23,543)	2,46,875
	Cash & Cash Equivalents at the end of the year	**1,83,95,368**	**5,73,90,375**

Notes :

(a) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind As-7) Statement of Cash Flow.

(b)	Particulars	As at 31st March, 2019 ₹	As at 31st March, 2018 ₹
	Cash and Cash Equivalents comprises of		
	Balance with Banks:		
	-Current Accounts	1,05,59,966	2,03,26,048
	-Exchange Foreign Currency Account	69,40,437	3,62,70,007
	Cash on hand	8,94,965	7,94,320
	Cash and Cash Equivalent in Cash Flow Statement	**1,83,95,368**	**5,73,90,375**

As per our report of even date attached
For MAYANK SHAH & ASSOCIATES
Chartered Accountants
(Firm Registration No. 106109W)
Sd/-
M. S. SHAH
Partner
Membership No. 044093
Place : Ahmedabad
Date : May 28, 2019

For and on behalf of the Board of Directors of Mazda Limited

Sd/-
Sorab Mody
Managing Director
(DIN: 00498958)

Sd/-
Percy Avari
Whole-Time Director
(DIN: 00499114)

Sd/-
Mohib Khericha
Chairman
(DIN: 00010365)

Sd/-
Cyrus Bhagwagar
Chief Financial Officer

Sd/-
Nishith Kayasth
Company Secretary

Place : Ahmedabad
Date : May 28, 2019

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

COMPANY BACKGROUND

Mazda Limited (the 'Company') is a public limited company and incorporated in 1990 under provisions of the Companies Act, 1956. The Company is engaged in the business of manufacturing of Engineering goods like Vaccum Products, Evaporators, Pollution Control Equipments and Manufacturing of Food Products like Food Colour, various Fruit Jams & Fruit Mix Powders etc. The Company sells its products in the domestic as well as export markets. The equity shares of the Company are listed on the Bombay Stock Exchange Limited (BSE) and National Stock Exchange Limited (NSE).

1. SIGNIFICANT ACCOUNTING POLICIES:

1.1. Basis of preparation of financial statements

(i) Compliance with Ind AS

These financial statements have been prepared in accordance with Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities (including Derivative Instrument) that are measured at fair values and defined benefit planned assets measured at fair value at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements.

(ii) Use of estimates and judgments

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

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

(iii) Current / Non- Current Classification

All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle (not exceeding twelve months) and other criteria set out in the Schedule III to the Act.

1.2. Property, Plant and Equipment

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

The Company identifies and determines cost of each part of an item of property, plant and equipment separately, if the part has a cost which is significant to the total cost of that item of property, plant and equipment and has useful life that is materially different from that of the remaining item.

The cost of an item of property, plant and equipment comprises of its purchase price including import duties and other non refundable purchase taxes or levies, directly attributable cost of bringing the asset to its working condition for its intended use and the initial estimate of decommissioning, restoration and similar liabilities, if any. Any trade discounts and rebates are deducted in arriving at the purchase price. Cost includes cost of replacing a part of a plant and equipment if the recognition criteria are met. Expenses directly attributable to new manufacturing facility during its construction period are capitalized if the recognition criteria are met. Expenditure related to plans, designs and drawings of buildings or plant and machinery is capitalized under relevant heads of property, plant and equipment if the recognition criteria are met.

Capital work in progress and Capital advances:

Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as capital work in progress. Advances given towards acquisition of fixed assets outstanding at each Balance Sheet date are disclosed as Other Non-Current Assets.

Depreciation:

Depreciation on each part of an item of property, plant and equipment is provided using the Straight Line Method based on the useful life of the asset as estimated by the management and is charged to the Statement of Profit and Loss as per the requirement of Schedule II of the Act. The estimate of the useful life of the assets is determined as prescribed in Schedule II of Act.

The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Derecognition:

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the Derecognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of Profit and Loss when the item is derecognized.

1.3. Intangible Assets

Intangible assets are initially recognised at cost. Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably.

Amortization:

Intangible Assets with finite lives are amortized on a Straight Line basis over the estimated useful economic life. The amortization expense on intangible assets with finite lives is recognized in the Statement of Profit and Loss. The estimated useful life of intangible assets is mentioned below:

Computer software	5 Year
Licenses & Commercial Rights	7 Year

The amortization period and the amortization method for an intangible asset with finite useful life is reviewed at the end of each financial year. If any of these expectations differ from previous estimates, such change is accounted for as a change in an accounting estimate.

Derecognition:

The carrying amount of an intangible asset is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the Derecognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and is recognized in the Statement of Profit and Loss when the asset is derecognized.

Research and Development:

Expenditure on research is recognised as an expense when it is incurred. Expenditure on development which does not meet the criteria for recognition as an intangible asset is recognised as an expense when it is incurred.

Items of property, plant and equipment and acquired Intangible Assets utilized for Research and Development are capitalised and depreciated in accordance with the policies stated for Property, Plant and Equipment and Intangible Assets.

1.4. Impairment

Assets that have an indefinite useful life, for example goodwill, are not subject to amortization and are tested for impairment annually and whenever there is an indication that the asset may be impaired.

Assets that are subject to depreciation are reviewed for impairment, whenever events or changes in circumstances indicate that carrying amount may not be recoverable. Such circumstances include, though are not limited to, significant or sustained decline in revenues or earnings and material adverse changes in the economic environment.

An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit (CGU) exceeds its recoverable amount. The recoverable amount of an asset is the greater of its fair value less cost to sell and value in use. To calculate value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market rates and the risk specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the CGU to which the asset belongs. Fair value less cost to sell is the best estimate of the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less the cost of disposal.

Impairment losses, if any, are recognized in the Statement of Profit and Loss and included in depreciation and amortization expense. Impairment losses are reversed in the Statement of Profit and Loss only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognized.

1.5. Lease

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

In respect of assets taken on operating lease, lease rentals are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases.

1.6. Financial instruments

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

Financial assets:

Initial recognition and measurement

A financial asset is recognised in the balance sheet when the Company becomes party to the contractual provisions of the instrument. At initial recognition, the Company measures a financial asset at its fair value plus or minus, in the case of a financial asset not at fair value through statement of profit and loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset.

Subsequent measurement

For purpose of subsequent measurement, financial assets are classified into:

a. Financial assets measured at amortised cost;

b. Financial assets measured at fair value through other comprehensive income (FVTOCI);

c. Financial assets measured at fair value through statement of profit and loss (FVTPL)

The Company classifies its financial assets in the above mentioned categories based on:

a. The Company's business model for managing the financial assets;

b. The contractual cash flows characteristics of the financial asset.

Financial assets measured at amortised cost

This category generally applies to trade and other receivables.

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

a. The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows;

b. The contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss.

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

A financial asset is measured at fair value through other comprehensive income if both of the following conditions are met:

a. The financial asset is held within a business model whose objective is achieved by both collecting the contractual cash flows and selling financial assets;

b. The asset's contractual cash flows represent SPPI.

Financial assets measured at fair value through the statement of profit and loss (FVTPL)

FVTPL is a residual category. Any financial asset, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. In addition, the Company may elect to designate a financial asset, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

Equity Instruments:

All the equity instruments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL.

If the company decides to classify an equity instrument as at FVTOCI, then all the fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity. Equity instruments included within FVTPL category are measured at fair value with all the changes recognized in statement of profit and loss.

Derecognition:

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized (i.e. removed from the Company's balance sheet) when:

a. The contractual rights to the cash flows from the financial asset have expired, or

b. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either

c. The Company has transferred substantially all the risks and rewards of the asset, or

d. The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

In accordance with Ind AS 109, the Company assesses impairment based on expected credit loss (ECL) model to the following:

a. Financial assets measured at amortised cost;

b. Financial assets measured at fair value through other comprehensive income

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

a. 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

b. Full time expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

The Company follows simplified approach for recognition of impairment loss allowance on trade receivables, under the simplified approach; the Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable which is adjusted for management's estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Financial Liabilities:

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through statement of profit and loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables and short term borrowings.

Subsequent measurement

a. Financial liabilities measured at amortised cost;

b. Financial liabilities subsequently measured at fair value through statement of profit and loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through statement of profit and loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

Trade and other payables

These amounts represent liability for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

(i) In the principal market for the asset or liability, or

(ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which suficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value

measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

1.7. Derivative financial instruments and Hedge Accounting

Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as forward currency contacts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

1.8. Inventories

Raw materials, work-in-progress, finished goods, packing materials, stores, spares, components and consumables are carried at the lower of cost or net realizable value. Goods-in-Transit are stated at cost. However, materials and other items held for use in production of inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost. The comparison of cost and net realizable value is made on an item-by item basis.

In determining the cost of raw materials, packing materials, stock-in-trade, stores, spares, components and consumables, FIFO method is used. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.

Cost of finished goods and work-in-progress includes the cost of raw materials, packing materials, an appropriate share of fixed and variable production overheads, and other costs incurred in bringing the inventories to their present location and condition. Fixed production overheads are allocated on the basis of normal capacity of production facilities.

1.9. Revenue Recognition

Revenue from contracts with customers is recognized on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

Sale of products:

Revenue from sale of products is recognized when the control on the goods have been transferred to the customer. The performance obligation in case of sale of product is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract.

Revenue from services:

Revenue from services is recognized over time by measuring progress towards satisfaction of performance obligation for the services rendered.

Interest and dividends:

Interest income is recognized using effective interest method. Dividend income is recognized when the right to receive dividend is established.

Other Operating Revenue -Export Incentive:

Export Incentives are recognized as income when right to receive credit as per the terms of the scheme is established in respect of the exports made and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

1.10. Segment Reporting

The Chief Operational Decision Maker (CODM) monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Operating segments are reported in a manner consistent with the internal reporting provided to the CODM.

The Board of Directors (BOD) of the Company assesses the ?nancial performance and position of the Company, and makes strategic decisions; hence the Board of Directors are CODM. Refer note 43 for segment related information.

1.11. Borrowing Costs

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to Statement of Profit and Loss.

1.12. Earnings Per Share

Basic earnings per share:

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of Equity Shares outstanding during the year.

Diluted earnings per share:

Diluted earnings per share is calculated by dividing the profit for the year attributable to the equity holders of the Company by weighted average number of Equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential Equity shares in to Equity shares.

1.13. Foreign Currency Translation

Functional and presentation currency

The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

Initial Recognition:

On initial recognition, transactions in foreign currencies entered into by the Company are recorded in the functional currency (i.e. Indian Rupees), by applying to the foreign currency amount, the spot exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss.

Transactions and balances:

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

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

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

1.14. Income Taxes

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

Current tax:

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible under the Income Tax Act, 1961.

Current tax is measured using tax rates that have been enacted by the end of reporting period for the amounts expected to be recovered from or paid to the taxation authorities.

Deferred tax:

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit under Income Tax Act, 1961.

Deferred tax liabilities are generally recognized for all taxable temporary differences. However, in case of temporary differences that arise from initial recognition of assets or liabilities in a transaction that affect neither the taxable profit nor the accounting profit, deferred tax liabilities are not recognized. Also, for temporary differences if any that may arise from initial recognition of goodwill, deferred tax liabilities are not recognized.

Deferred tax assets are generally recognized for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary difference can be utilized. In case of temporary differences that arise from initial recognition of assets or liabilities in a transaction that affect neither the taxable profit nor the accounting profit, deferred tax assets are not recognized.

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

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Minimum Alternate Tax credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

Presentation of current and deferred tax:

Current and deferred tax are recognized as income or an expense in the Statement of Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income, in which case, the current and deferred tax income/ expense are recognized in Other Comprehensive Income.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Company has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.

1.15. Provisions and Contingent Liabilities

The Company recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated.

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

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

1.16. Employee Benefits

Short Term Employee Benefits:

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus, short term compensated absences, ex-gratia, etc. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

Other long-term employee benefit obligations:

Entitlements to annual leave and sick leave are recognized when they accrue to employees. Sick leave can only be availed while annual leave can either be availed or encashed subject to a restriction on the maximum number of accumulation of leave. The Company determines the liability for such accumulated leaves using the Projected Accrued Benefit method with actuarial valuations being carried out at each Balance Sheet date. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss.

Post-Employment Benefits:

(i) Defined Contribution plans:

Defined contribution plans are employee state insurance scheme and Government administered pension fund scheme for all applicable employees and superannuation scheme for eligible employees.

Recognition and measurement of defined contribution plans:

The Company recognizes contribution payable to a defined contribution plan as an expense in the Statement of Profit and Loss when the employees render services to the Company during the reporting period. If the contributions payable for services received from employees before the reporting date exceed the contributions already paid, the deficit payable is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the reporting date, the excess is recognized as an asset to the extent that the prepayment will lead to, for example, a reduction in future payments or a cash refund.

(ii) Defined Benefit plans:

Provident Fund scheme:

Defined Contribution Plans such as Provident Fund etc., are charged to the Statement of Profit and Loss as incurred. The contributions are made to a government administered Provident Fund towards which the Company has no further obligations beyond its monthly contributions.

Defined benefit Gratuity plan:

The Company has funded its gratuity liability with Life Insurance Corporation of India (LIC).

Defined Privilege Leave Benefit plan:

Provision for Leave Encashment, which are expected to be availed and encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of leave encashment as the additional amount expected to be paid as a result of the unused entitlement as at the year end. Leave encashment, which are expected to be availed or encashed beyond 12 months from the end of the year are treated as other long term employee benefits.

The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognised in the Statement of Profit and Loss in the year in which they arise.

Recognition and measurement of Defined Benefit plans:

The cost of providing defined benefits is determined using the Projected Unit Credit method with actuarial valuations being carried out at each reporting date. The defined benefit obligations recognized in the Balance Sheet represent the present value of the defined benefit obligations as reduced by the fair value of plan assets, if applicable. Any defined benefit asset (negative defined benefit obligations resulting from this calculation) is recognized representing the present value of available refunds and reductions in future contributions to the plan.

All expenses represented by current service cost, past service cost, if any, and net interest on the defined benefit liability / (asset) are recognized in the Statement of Profit and Loss. Remeasurements of the net defined benefit liability / (asset) comprising actuarial gains and losses and the return on the plan assets (excluding amounts included in net interest on the net defined benefit liability/asset), are recognized in Other Comprehensive Income. Such remeasurements are not reclassified to the Statement of Profit and Loss in the subsequent periods.

The Company presents the above liability/(asset) as current and non-current in the Balance Sheet as per actuarial valuation by the independent actuary; however, the entire liability towards gratuity is considered as current as the Company will contribute this amount to the LIC within the next twelve months.

1.17. Cash and Cash Equivalents

Cash and cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less and other short term highly liquid investments net of bank overdrafts which are repayable on demand as these form an integral part of the Company's cash management.

1.18. Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

1.19. Recent accounting pronouncements

Standards issued but not yet effective

On March 30, 2019 the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2019, notifying Ind AS 116 on Leases. Ind AS 116 would replace the existing leases standard Ind AS 17.

The standard sets out the principles for the recognition, measurement, presentation and disclosures for both parties to a contract, i.e. the lessee and the lessor. Ind AS 116 introduces a single lease accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently for operating lease rentals are charged to the statement of profit and loss. The Company is currently evaluating the implications of Ind AS 116 on the financial statements.

The Companies (Indian Accounting Standards) Amendment Rules, 2019 also notified amendments to the following accounting standards. The amendments would be effective from April 1, 2019.

1. Ind AS 12, Income taxes - Appendix C on uncertainty over income tax treatments
2. Ind AS 12, Income Taxes - Accounting for Dividend Distribution Taxes
3. Ind AS 23 - Borrowing costs
4. Ind AS 28 - Investment in associates and joint ventures
5. Ind AS 103 and Ind AS 111 - Business combinations and joint arrangements
6. Ind AS 109 - Financial instruments
7. Ind AS 19 - Employee benefits

The Company is in the process of evaluating the impact of such amendments.

1.20. KEY ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of the Company's financial statements requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Critical accounting 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:

Income taxes:

The Company's tax jurisdiction is India. Significant judgments are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions (Refer Note 33).

Property, Plant and Equipment:

Property, Plant and Equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the product or service output of the asset.

Defined Benefit Obligation:

The costs of providing gratuity and other post-employment benefits are charged to the Statement of Profit and Loss in accordance with Ind AS 19 'Employee benefits' over the period during which benefit is derived from the employees' services. The costs are assessed on the basis of assumptions selected by the management. These assumptions include salary escalation rate, discount rates, expected rate of return on assets and mortality rates. The same is disclosed in Note 40, 'Employee benefits'.

Fair value measurement of Financial Instruments:

When the fair values of financials assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including the discounted cash flow model, which involve various judgments and assumptions.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

NOTE 2 : PROPERTY, PLANT AND EQUIPMENT

(Amount in ₹)

Particulars	Gross Carrying Value				Accumulated Depreciation				Net Carrying Value	
	Balance as at April 1, 2018	Additions during the year	Deductions during the year	Balance as at March 31, 2019	Balance as at April 1, 2018	Depreciation during the year	Deductions during the year	Balance as at March 31, 2019	Balance as at March 31, 2019	Balance as at March 31, 2018
Land	11,43,43,750	-	-	11,43,43,750	-	-	-	-	11,43,43,750	11,43,43,750
Buildings	15,15,10,245	25,45,278	-	15,40,55,523	3,62,50,456	35,45,802	-	3,97,96,258	11,42,59,265	11,52,59,789
Plant and Machineries	12,42,88,143	91,54,640	17,16,847	13,17,25,936	6,06,75,141	1,12,40,749	12,91,304	7,06,24,586	6,11,01,350	6,36,13,002
Furniture, Fixtures	1,63,80,584	5,12,411	-	1,68,92,995	1,24,38,284	7,40,873	-	1,31,79,157	37,13,838	39,42,300
Vehicles	97,92,098	75,96,060	-	1,73,88,158	85,94,086	8,40,741	-	94,34,827	79,53,331	11,98,012
Office Equipment	1,07,83,933	2,73,784	51,000	1,10,06,717	90,31,454	4,54,278	48,450	94,37,282	15,69,435	17,52,479
Computers	1,73,44,480	10,65,835	-	1,84,10,315	1,52,85,466	8,80,535	-	1,61,66,001	22,44,314	20,59,014
Patterns	6,46,989	-	-	6,46,989	1,65,483	39,851	-	2,05,334	4,41,655	4,81,506
Electrical Installation	1,59,95,297	1,43,255	-	1,61,38,552	1,22,01,551	7,74,684	-	1,29,76,235	31,62,317	37,93,746
Total Property, Plant & Equipment	**46,10,73,684**	**2,12,91,263**	**17,67,847**	**48,06,08,935**	**15,46,30,086**	**1,85,17,513**	**13,39,754**	**17,18,19,680**	**30,87,89,255**	**30,64,43,598**
Capital Work-In-Progress	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**7,70,88,822**	**3,72,14,787**

Particulars	Gross Carrying Value				Accumulated Depreciation				Net Carrying Value	
	Balance as at April 1, 2017	Additions during the year	Deductions during the year	Balance as at March 31, 2018	Balance as at April 1, 2017	Depreciation during the year	Deductions during the year	Balance as at March 31, 2018	Balance as at March 31, 2018	Balance as at March 31, 2017
Land	11,43,43,750	-	-	11,43,43,750	-	-	-	-	11,43,43,750	11,43,43,750
Buildings	12,03,95,171	3,11,15,074	-	15,15,10,245	3,24,99,477	37,50,979	-	3,62,50,456	11,52,59,789	8,78,95,694
Plant and Machineries	11,92,88,375	55,49,711	5,49,943	12,42,88,143	4,88,96,892	1,21,36,115	3,57,866	6,06,75,141	6,36,13,002	7,03,91,483
Furniture, Fixtures	1,63,16,325	64,259	-	1,63,80,584	1,15,45,932	8,92,352	-	1,24,38,284	39,42,300	47,70,393
Vehicles	98,68,607	69,700	1,46,209	97,92,098	82,74,587	4,49,151	1,29,652	85,94,086	11,98,012	15,94,020
Office Equipment	1,06,37,469	2,90,103	1,43,639	1,07,83,933	86,67,313	5,00,596	1,36,455	90,31,454	17,52,479	19,70,156
Computers	1,73,76,363	1,98,601	2,30,484	1,73,44,480	1,46,65,204	8,39,224	2,18,962	1,52,85,466	20,59,014	27,11,159
Patterns	6,46,989	-	-	6,46,989	1,25,632	39,851	-	1,65,483	4,81,506	5,21,357
Electrical Installation	1,54,26,669	5,68,628	-	1,59,95,297	1,13,43,521	8,58,030	-	1,22,01,551	37,93,746	40,83,148
Total Property, Plant & Equipment	**42,42,99,718**	**3,78,56,076**	**10,70,275**	**46,10,85,519**	**13,60,18,558**	**1,94,66,298**	**8,42,935**	**15,46,41,921**	**30,64,43,598**	**28,82,81,160**
Capital Work-In-Progress	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**3,72,14,787**	**3,68,01,794**

(i) The amount of contractual commitments for the acquisition of property, plant and equipment is disclosed in Note 37 (b).

(ii) Information on property, plant and equipment Pledge/Hypothecation as security by the company (Refer Note 19).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

NOTE 3 : INTANGIBLE ASSETS

(Amount in ₹)

Particulars	Gross Carrying Value				Accumulated Depreciation				Net Carrying Value	
	Balance as at April 1, 2018	Additions during the year	Deductions during the year	Balance as at March 31, 2019	Balance as at April 1, 2018	Amortisation during the year	Deductions during the year	Balance as at March 31, 2019	Balance as at March 31, 2019	Balance as at March 31, 2018
Computer software	1,16,99,771	11,14,005	-	1,28,13,776	98,23,767	12,22,723	-	1,10,46,490	17,67,286	18,76,004
Licenses & Commercial Rights	6,31,03,100	-	-	6,31,03,100	2,68,27,944	96,81,040	-	3,65,08,984	2,65,94,116	3,62,75,156
Total Intangible Assets	**7,48,02,871**	**11,14,005**	**-**	**7,59,16,876**	**3,66,51,711**	**1,09,03,763**	**-**	**4,75,55,474**	**2,83,61,402**	**3,81,51,160**

Particulars	Gross Carrying Value				Accumulated Depreciation				Net Carrying Value	
	Balance as at April 1, 2017	Additions during the year	Deductions during the year	Balance as at March 31, 2018	Balance as at April 1, 2017	Amortisation during the year	Deductions during the year	Balance as at March 31, 2018	Balance as at March 31, 2018	Balance as at March 31, 2017
Computer software	1,15,37,271	1,62,500	-	1,16,99,771	84,14,244	14,09,523	-	98,23,767	18,76,004	31,23,027
Licences & Commercial Rights	6,31,03,100	-	-	6,31,03,100	1,71,46,904	96,81,040	-	2,68,27,944	3,62,75,156	4,59,56,196
Total Intangible Assets	**7,46,40,371**	**1,62,500**	**-**	**7,48,02,871**	**2,55,61,148**	**1,10,90,563**	**-**	**3,66,51,711**	**3,81,51,160**	**4,90,79,223**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

NOTE 4 : INVESTMENTS

PARTICULARS	Nos.	As at 31st March, 2019 ₹	Nos.	As at 31st March, 2018 ₹
Non-Current Investments				
(A) Investments in Equity Instruments at fair value through Other Comprehensive Income (FVTOCI)				
Quoted Equity Shares				
Chartered Capital and Investment Limited (Face Value of ₹10 Each)	45,732	25,93,004	45,732	26,86,756
Total Quoted Equity Shares		**25,93,004**		**26,86,756**
(B) Investments in Equity Instruments at fair value through Profit & Loss Account (FVTPL)				
Unquoted Equity Shares				
Bombay Mercantile Co-Op Banks Ltd	100	3,000	100	3,000
Total Unquoted Equity Shares		**3,000**		**3,000**
Total Investments in Equity Instruments		**25,96,004**		**26,89,756**
Aggregate amount of Unquoted Investments -At Cost		**3,000**		**3,000**
Aggregate amount of quoted Investments -At Cost		**16,27,749**		**16,27,749**
Aggregate amount of Quoted Investments -At Market value		**25,93,004**		**26,86,756**

Refer Note 34 for information about fair value measurement, credit risk and market risk of investments.

PARTICULARS	AS AT 31st March, 2019 ₹	AS AT 31st March, 2018 ₹
NOTE 5 : LOANS		
Unsecured and Considered good		
Loan to Employees *	6,43,719	12,39,304
TOTAL ₹	**6,43,719**	**12,39,304**
* Refer Note 34 for information about credit risk and market risk for loans.		
NOTE 6 : OTHER NON CURRENT FINANCIAL ASSETS		
Unsecured and Considered good		
Security Deposits with Related Parties (Refer Note 42)	40,73,596	37,89,392
Other Deposits	60,17,171	49,77,171
TOTAL ₹	**1,00,90,767**	**87,66,563**
NOTE 7 : INCOME TAX ASSETS (NET)		
Advance Payment of Income Tax (Net of Provisions)	92,67,916	37,20,057
TOTAL ₹	**92,67,916**	**37,20,057**
NOTE 8 : OTHER NON CURRENT ASSETS		
Capital advances	2,47,67,751	2,00,00,000
Equity Shares Buy Back*	3,82,59,713	-
Prepaid Rent with Related Parties (Refer Note 42)	5,56,311	8,59,752
TOTAL ₹	**6,35,83,775**	**2,08,59,752**

* The amount represents the payment made for buy back of 90,685 equity shares, which is not extinguished before 31st March 2019.Therefore the effect of the same is not adjusted against Equity Share Capital and Reserves during the year, but will be adjusted on extinguishment of the said shares in the next financial year.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

PARTICULARS	AS AT 31st March, 2019 ₹	AS AT 31st March, 2018 ₹
NOTE 9 : INVENTORIES (At lower of cost and net realisable value)		
Raw Materials and Packing Materials	15,95,01,397	9,33,02,999
Work-in-Progress	16,48,20,076	4,69,67,323
Finished Goods	4,07,55,632	4,76,86,763
Finished Goods- in Transit	54,31,019	49,50,882
Stores and Spares	43,99,687	29,72,259
TOTAL ₹	**37,49,07,811**	**19,58,80,226**

NOTE 10 : CURRENT INVESTMENTS

PARTICULARS	Nos.	As at 31st March, 2019 ₹	Nos.	As at 31st March, 2018 ₹
Current Investments				
Investments in Mutual Funds at fair value through Profit & Loss Account (FVTPL)				
Quoted Mutual Funds				
Units of ₹ 10 Each , unless otherwise specified				
Baroda Pioneer Credit Opp. Fund Plan A-G	24,61,538	3,50,65,846	24,61,538	3,31,66,769
Birla Sunlife Corporate Bond Fund	49,91,278	6,82,27,778	49,91,278	6,44,23,925
BNP Paribas Medium Term Income Fund	-	-	20,00,000	2,77,26,000
BNP Paribas Flexi Debt Fund Growth	-	-	2,43,989	72,34,161
BSL Corporate Bond Fund Account	16,92,821	2,31,39,844	16,92,821	2,18,80,385
DSP Black Rock Income Opportunities Fund	-	-	9,93,236	2,84,01,685
Franklin India Corporate Bond Opportunities Fund Growth	41,73,072	8,17,04,580	41,73,072	7,52,93,499
HDFC Corporate Debt Opp. Fund	-	-	30,51,113	4,39,40,904
HDFC Equity Savings	5,98,193	2,20,10,528	5,98,193	2,06,68,780
DSP Black Rock Income Opportunities Fund-Growth Option	-	-	6,30,790	1,80,37,507
Franklin India Dynamic Accrual Growth	5,61,435	3,74,29,460	5,61,435	3,44,59,245
Kodak Medium Term Fund	-	-	38,23,660	5,51,10,799
Kodak Monthly Income Plan	-	-	9,53,080	2,83,22,389
Reliance Credit Risk Fund - Growth Plan	21,15,343	5,45,09,438	22,94,525	5,54,96,679
L & T Income Opportunities Fund	12,48,954	2,63,29,199	12,48,954	2,48,45,192
SBI Corporate Bond Funds (Against Bank Guarantee Lien)	10,52,259	3,14,13,416	10,52,259	2,93,91,605
SBI saving Fund Regular Growth	3,45,590	1,00,00,000	-	-
Franklin India Dynamic Accrual Growth	1,53,915	1,02,61,132	-	-
ICICI Prod Crick (G)	16,13,014	3,20,25,578	-	-
Total Investments in Mutual Funds -Quoted		**43,21,16,800**		**56,83,99,524**
Aggregate amount of Quoted Investments - At Cost		**36,00,79,961**		**46,50,00,000**
Aggregate amount of Quoted Investments - At Market Value		**43,21,16,800**		**56,83,99,524**

Refer Note 34 for information about fair value measurement, credit risk and market risk of investments.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

PARTICULARS	AS AT 31st March, 2019 ₹	AS AT 31st March, 2018 ₹
NOTE 11 : TRADE RECEIVABLES *		
Secured, considered good	-	-
Unsecured, considered good	30,17,92,323	24,89,92,440
Unsecured, considered doubtful	-	-
	30,17,92,323	**24,89,92,440**
Less: Allowances for unsecured doubtful debts	-	-
TOTAL ₹	**30,17,92,323**	**24,89,92,440**

* Refer note 34 for information about credit risk and market risk of trade receivables.

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person nor any trade or other receivable are due from firm or private companies respectively in which any director is a partner, a director or a member.

NOTE 12A : CASH AND BANK BALANCES		
(a) Balances with Banks		
(i) Current Accounts	1,05,59,966	2,03,26,048
(ii) Exchange Earners Foreign Currency Account	69,40,437	3,62,70,007
(b) Cash on hand	8,94,965	7,94,320
TOTAL ₹	**1,83,95,368**	**5,73,90,375**
NOTE 12B : OTHER BALANCES WITH BANKS		
Unpaid Dividend Account	22,90,482	22,18,275
Balance in escrow account for buyback of shares	2,54,84,242	-
TOTAL ₹	**2,77,74,724**	**22,18,275**
NOTE 13 : LOANS		
Unsecured and Considered good		
Loan to Employees *	2,33,367	2,30,535
TOTAL ₹	**2,33,367**	**2,30,535**

* Refer Note 34 for information about credit risk and market risk for loans.

NOTE 14 : OTHER FINANCIAL ASSETS		
Forward contracts	4,99,796	-
Interest Receivable	1,21,275	1,30,980
TOTAL ₹	**6,21,071**	**1,30,980**
NOTE 15 : OTHER CURRENT ASSETS		
Advances to employees	46,475	45,940
Advance to Suppliers	2,75,84,613	23,05,667
Prepaid Expenses	46,05,396	37,01,960
Prepaid Rent with Related Parties (Refer Note 42)	3,03,441	3,03,441
Balance with Statutory Authorities	3,93,75,391	92,08,934
Export Incentive Receivable	28,20,560	12,05,701
TOTAL ₹	**7,47,35,875**	**1,67,71,644**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

NOTE 16A : EQUITY SHARE CAPITAL

PARTICULARS	AS AT 31st March, 2019 ₹	AS AT 31st March, 2018 ₹
Authorised		
50,00,000 Equity Shares of ₹ 10 each	5,00,00,000	5,00,00,000
	5,00,00,000	**5,00,00,000**
Issued, Subscribed and Fully Paid up Capital		
42,58,000 Equity Shares of ₹ 10 each fully paid	4,25,80,000	4,25,80,000
	4,25,80,000	**4,25,80,000**

The Board of Directors of the Company, at its meeting held on March 06, 2019, have approved Buy- back of fully paid up Equity Shares of face value of ₹10 each for an aggregate amount not exceeding ₹ 11 Crores (Rupees Eleven Crores only) at a price not exceeding ₹ 550/- (Rupees Five Hundred Fifty only) per Equity Share from the shareholders of the Company via the "open market" route through the stock exchanges under the SEBI (Buy-Back of Securities) Regulations, 2018 and the Companies Act, 2013 (as amended from time to time).

The Company has published the Public Announcement on March 07, 2019 for the Buy-back offer. As for the year ended March 31, 2019 the Company has purchased from open market through Stock Exchanges 90,685 Equity Shares out of which 66,302 Equity shares (bought back during March 19, 2019 to March 27, 2019) and 24,383 Equity Shares (bought back during March 28, 2019 to March 29, 2019) which were extinguished on April 02, 2019 and April 16, 2019 respectively. The total amount of ₹ 3,82,59,713 spent for the Buy-back of Equity shares have not been adjusted against Equity Share Capital & Reserves during the year pending extinguishment of Shares. The transaction cost of ₹ 18,52,043 incurred during the year for buy back of equity shares have been adjusted from Retained Earnings.

a) Reconciliation of shares outstanding at the beginning and at the end of the year

PARTICULARS	No. of Shares	As at 31st March, 2019	No. of Shares	As at 31st March, 2018
At the beginning of the year	42,58,000	4,25,80,000	42,58,000	4,25,80,000
Add: Issued during the year	-	-	-	-
At the end of the year	**42,58,000**	**4,25,80,000**	**42,58,000**	**4,25,80,000**

b) Terms/rights attached to equity shares

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

c) Details of Shareholders holding more than 5% equity shares in the Company

Name of the Shareholders	As at 31st March, 2019		As at 31st March, 2018	
	No. of Shares	% held	No. of Shares	% held
Equity Shares				
Sorab R. Mody	12,94,656	30.41	12,23,156	28.73
Shanaya Mody Khatua	4,25,622	10.00	4,25,622	10.00
Croll Reynolds International Inc.	2,89,500	6.80	2,89,500	6.80

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

NOTE 16B : OTHER EQUITY

OTHER EQUITY	Reserves & Surplus						
	Capital Reserve ₹	Security Premium Reserve ₹	Capital Redemption Reserve ₹	General Reserve ₹	Retained earnings ₹	Equity Instrument through OCI ₹	Total ₹
Balance as at April 1, 2017 (A)	**4,24,937**	**3,00,00,000**	**41,68,000**	**11,20,10,750**	**98,94,51,405**	**10,70,439**	**1,13,71,25,531**
Addition during the year:							
Profit for the period	-	-	-	-	10,29,60,321	-	10,29,60,321
Items of OCI for the year, net of tax-							
Remeasurement of defined benefit plans	-	-	-	-	19,16,670	-	19,16,670
Net fair value loss on investment in equity instruments through OCI	-	-	-	-	-	(11,433)	(11,433)
Total Comprehensive Income for the year 2017-18 (B)	**-**	**-**	**-**	**-**	**10,48,76,990**	**(11,433)**	**10,48,65,557**
Reductions during the year:							
Dividends (Refer Note 36)	-	-	-	-	(3,10,83,400)	-	(3,10,83,400)
Income tax on dividend (Refer Note 36)	-	-	-	-	(63,27,849)	-	(63,27,849)
Total (C)	**-**	**-**	**-**	**-**	**(3,74,11,249)**	**-**	**(3,74,11,249)**
Balance as at 31st March, 2018 (D)=(A+B+C)	**4,24,937**	**3,00,00,000**	**41,68,000**	**11,20,10,750**	**1,05,69,17,146**	**10,59,006**	**1,20,45,79,839**
Addition during the year:							
Profit for the period	-	-	-	-	14,09,73,683	-	14,09,73,683
Items of OCI for the year, net of tax-							
Remeasurement of defined benefit plans	-	-	-	-	(10,69,863)	-	(10,69,863)
Net fair value loss on investment in equity instruments through OCI	-	-	-	-	-	(93,751)	(93,751)
Total Comprehensive Income for the year 2018-19(E)	**-**	**-**	**-**	**-**	**13,99,03,820**	**(93,751)**	**13,98,10,069**
Reductions during the year:							
Dividends (Refer Note 36)	-	-	-	-	(3,44,89,800)	-	(3,44,89,800)
Income tax on dividend (Refer Note 36)	-	-	-	-	(70,89,480)	-	(70,89,480)
Expenses for Buy back of equity shares (Refer Note 16A)	-	-	-	-	(18,52,043)	-	(18,52,043)
Total (F)	**-**	**-**	**-**	**-**	**(4,34,31,323)**	**-**	**(4,34,31,323)**
Balance as at 31st March, 2019 (G)=(D+E+F)	**4,24,937**	**3,00,00,000**	**41,68,000**	**11,20,10,750**	**1,15,33,89,643**	**9,65,255**	**1,30,09,58,585**

Description of nature and purpose of each reserve

General Reserve - General reserve is created from time to time by way of transfer profits from retained earnings for appropriation purposes. General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income.

Capital Reserve - Capital reserve is utilised in accordance with provision of the Companies Act, 2013.

Capital Redemption Reserve - Represent reserve created during buy back of Equity Shares and it is a non-distributable reserve.

Securities premium reserve - Securities premium reserve is used to record the premium on issue of shares. This reserve is utilised in accordance with the provisions of the Companies Act, 2013.

Equity instruments through other comprehensive income - This represents the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income, under an irrevocable option, net of amounts reclassified to retained earnings when such assets are disposed off.

NOTE 17 : BORROWINGS*

PARTICULARS	AS AT 31st March, 2019 ₹	AS AT 31st March, 2018 ₹
Secured Loan		
Term Loans		
From Banks	42,78,267	-
TOTAL ₹	**42,78,267**	**-**
Current maturities of long term borrowings (Refer note no. 21)	**10,29,994**	**-**

* Refer Note 34 for information about liquidity risk

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Notes:

1. Term Loan of ₹ 7.05 lacs (31st March, 2018 ₹ Nil) is secured by Hypothecation on the Vehicle of the company repayable 60 Monthly Installments starting From July, 2018. Last Installment due in June, 2023. Rate of interest 8.75 % p.a. as at year end. (31st March, 2018 Nil)
2. Term Loan of ₹ 8.58 lacs (31st March, 2018 ₹ Nil) is secured by Hypothecation on the Vehicle of the company repayable 60 Monthly Installments starting From July, 2018. Last Installment due in June, 2023. Rate of interest 8.75 % p.a. as at year end. (31st March, 2018 Nil)
3. Term Loan of ₹ 8.43 lacs (31st March, 2018 ₹ Nil) is secured by Hypothecation on the Vehicle of the company repayable 60 Monthly Installments starting From July, 2018. Last Installment due in June, 2023. Rate of interest 8.75 % p.a. as at year end. (31st March, 2018 Nil)
4. Term Loan of ₹ 8.25 lacs (31st March, 2018 ₹ Nil) is secured by Hypothecation on the Vehicle of the company repayable 60 Monthly Installments starting From September, 2018. Last Installment due in August, 2023. Rate of interest 8.75 % p.a. as at year end. (31st March, 2018 Nil)
5. Term Loan of ₹ 4.97 lacs (31st March, 2018 ₹ Nil) is secured by Hypothecation on the Vehicle of the company repayable 60 Monthly Installments starting From March, 2019. Last Installment due in February, 2024. Rate of interest 8.75 % p.a. as at year end. (31st March, 2018 Nil)
6. Term Loan of ₹ 7.90 lacs (31st March, 2018 ₹ Nil) is secured by Hypothecation on the Vehicle of the company repayable 60 Monthly Installments starting From September, 2018. Last Installment due in August, 2023. Rate of interest 8.75 % p.a. as at year end. (31st March, 2018 Nil)
7. Term Loan of ₹ 7.90 lacs (31st March, 2018 ₹ Nil) is secured by Hypothecation on the Vehicle of the company repayable 60 Monthly Installments starting From September, 2018. Last Installment due in August, 2023. Rate of interest 8.75 % p.a. as at year end. (31st March, 2018 Nil)
8. Installments falling due in respect of all the above Loans upto 31st March, 2020 have been grouped under “Current maturities of long-term debt".
9. The Company has not defaulted in the repayment of loans & interest in current and previous year.

NOTE 18 : DEFERRED TAX LIABILITIES (NET)

PARTICULARS	AS AT 31st March, 2019 ₹	AS AT 31st March, 2018 ₹
Deferred Tax Liabilities		
Property, plant and equipment - difference between value of assets as per book base and tax base	2,04,85,535	2,48,80,047
Difference in carrying value and tax base of investment measured at FVTPL	98,00,542	1,32,97,514
Provision for employee benefits	-	2,99,116
Unrealised gain on outstanding on forward contract	1,45,541	-
Total Deferred Tax Liabilities (A)	**3,04,31,618**	**3,84,76,677**
Deferred Tax Asset		
Bonus provisions	-	27,85,821
Provision for employee benefits	9,36,355	-
Unrealised gain on outstanding on forward contract	-	4,32,496
Others	19,409	16,410
Mat Credit	-	30,68,747
Total Deferred Tax Assets (B)	**9,55,764**	**63,03,474**
TOTAL (A-B) ₹	**2,94,75,854**	**3,21,73,203**

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

(i) Movements in Deferred Tax Assets and Liabilities during the year ended March 31, 2019

PARTICULARS	Balance Sheet 01st April, 2018	Profit and loss 2018-19	OCI 2018-19	Balance Sheet 31st March, 2019
Property, plant and equipment - difference between value of assets as per book base and tax base	(2,48,80,047)	43,94,512	-	(2,04,85,535)
Difference in carrying value and tax base of investment measured at FVTPL	(1,32,97,514)	34,96,972	-	(98,00,542)
Unrealised gain on outstanding on forward contract	4,32,496	(5,78,037)	-	(1,45,541)
Bonus provisions	27,85,821	(27,85,821)	-	-
Provision for employee benefits	(2,99,116)	7,95,934	4,39,537	9,36,355
Others	16,410	2,999	-	19,409
Deferred Tax (Expenses)/benefit		**53,26,559**	**4,39,537**	
Mat Credit*	30,68,747			
Net Deferred Tax Liabilities	**(3,21,73,203)**			**(2,94,75,854)**

(ii) Movements in Deferred Tax Assets and (Liabilities) during the year ended March 31, 2018

PARTICULARS	Balance Sheet 01st April, 2017	Profit and loss 2017-18	OCI 2017-18	Balance Sheet 31st March, 2018
Property, plant and equipment - difference between value of assets as per book base and tax base	(2,60,12,832)	11,32,785	-	(2,48,80,047)
Difference in carrying value and tax base of investment measured at FVTPL	(87,73,337)	(45,24,177)	-	(1,32,97,514)
Unrealised gain on outstanding on forward contract	(2,117)	4,34,613	-	4,32,496
Bonus provisions	37,38,901	(9,53,080)	-	27,85,821
Provision for employee benefits	30,22,982	(23,07,722)	(10,14,376)	(2,99,116)
Others	2,890	13,520	-	16,410
Deferred Tax (Expenses)/benefit		**(62,04,061)**	**(10,14,376)**	
Mat Credit*	31,32,705			30,68,747
Net Deferred Tax Liabilities	**(2,48,90,808)**			**(3,21,73,203)**

* During the year the Company utilised MAT credit amounting to ₹ 30,68,747 (March 31 2018: ₹.63,958)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

PARTICULARS	AS AT 31st March, 2019 ₹	AS AT 31st March, 2018 ₹
NOTE 19 : BORROWINGS *		
Secured Borrowings From Banks:		
Packing Credit Facilities (PCFC) (Note 19.1)	1,26,05,455	2,68,00,398
TOTAL ₹	**1,26,05,455**	**2,68,00,398**

* Refer Note 34 for liquidity risk

19.1 Cash credit facility, Export Packing Credit facility from the State Bank of India are secured by the Pledge/ Hypothecation of stock, book debts, Plant & Machineries and equitable mortgage of Land and Building situated at Naroda and co-lateral security of premise owned by Mr. S.R. Mody, situated at Odhav GIDC and also personally guaranteed by Mr. S.R.Mody, who is the Managing Director of the company.

NOTE 20 :TRADE PAYABLES *		
Due to Micro and Small Enterprises(Refer Note 38)	2,25,79,848	1,72,53,905
Due to others(Note 20.1)	21,03,38,396	12,10,85,994
TOTAL ₹	**23,29,18,244**	**13,83,39,899**

* Refer Note 34 for information about liquidity risk and market risk of trade payables.

20.1 Trade Payable includes ₹ 42,58,600 (31/03/2018 ₹ 61,80,022) to related parties. (Refer Note 42)

NOTE 21 :OTHER FINANCIAL LIABILITIES		
Current Maturities of Long Term Debts (Refer Note 17)	10,29,994	-
Provisions for employee benefits (Note 21.1)	2,72,40,939	2,21,90,714
Provision for Expenses	27,19,690	23,00,345
Unclaimed Dividends*	22,90,482	22,18,275
Forward Contracts	-	12,49,700
TOTAL ₹	**3,32,81,105**	**2,79,59,034**

21.1 Provision for employee benefits includes ₹ 93,88,836 (31/03/2018 ₹ 65,48,940) to related parties.(Refer Note 42)

* There is no amount due for the payment to Investor Education and Protection Fund as on 31st March 2019.

NOTE 22 :OTHER CURRENT LIABILITIES		
Statutory Liabilities*	39,45,180	28,05,847
Advance from Customers	6,61,98,734	3,19,83,571
Other Payable	15,42,069	4,68,352
TOTAL ₹	**7,16,85,983**	**3,52,57,770**

*Statutory liabilties represent amount payable towards GST, TDS etc.

NOTE 23 :PROVISIONS		
Provisions for Gratuity (Refer Note 40)	22,75,054	6,51,905
Provisions for Leave Encashment (Refer Note 40)	9,40,453	7,56,927
TOTAL ₹	**32,15,507**	**14,08,832**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

PARTICULARS	2018-19 ₹	2017-18 ₹
NOTE 24 : REVENUE FROM OPERATIONS		
Revenue from Sale of Products	1,34,92,10,921	1,05,44,29,742
Revenue from Sale of Services	1,60,80,357	1,72,19,943
Other Operating Revenues	1,39,82,797	94,55,872
Total Revenue from Operations ₹	**1,37,92,74,075**	**1,08,11,05,557**
A. Revenue from contracts with customers disaggregated based on nature of products and services		
Revenue from sale of products		
Manufactured Goods		
Vacuum Systems	41,97,04,993	34,73,76,050
Evaporators	30,16,06,871	18,13,56,656
B Cool (Food Division)	20,13,78,362	16,31,15,991
Condensers	15,19,49,492	10,47,12,263
Pollution Control Equip.	1,72,98,927	4,21,89,034
Vacuum Pumps	3,95,45,467	4,01,26,823
Thermo Compressors	4,51,84,702	3,67,92,324
Heater	8,57,55,665	2,81,14,895
Others (Including Spares)	8,67,86,442	10,34,41,503
Add: Excise Duty on Sales	-	72,04,203
Total	**1,34,92,10,921**	**1,05,44,29,742**
Revenue from Sale of Services		
Domestic		
Consultancy Income	1,15,70,500	1,18,47,126
Equipment Repairs Income	37,07,725	35,78,940
Erection, Commissioning & Installation Income	-	6,30,000
Exports		
Consultancy Income	2,97,000	6,20,319
Equipment Repairs Income	4,42,357	5,43,558
Erection, Commissioning & Installation Income	62,775	-
Total	**1,60,80,357**	**1,72,19,943**
Other Operating Revenues		
Export incentive income	58,13,176	42,85,694
Sale of Scrap	71,84,910	46,69,863
Other Income -Miscellaneous	8,90,111	4,73,315
Other Operating Income	94,600	27,000
Total	**1,39,82,797**	**94,55,872**
Total Revenue from Operations	**1,37,92,74,075**	**1,08,11,05,557**
B. Revenue from contracts with customers disaggregated based on Geography		
Domestic	97,35,34,559	74,40,99,608
Exports	40,57,39,516	33,70,05,949
Revenue from operations	**1,37,92,74,075**	**1,08,11,05,557**
C. Revenue from contracts with customers disaggregated based on Business Segment		
Engineering Products	1,17,65,41,596	91,56,16,134
Food Products	20,27,32,479	16,54,89,423
Revenue from operations	**1,37,92,74,075**	**1,08,11,05,557**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

PARTICULARS	2018-19 ₹	2017-18 ₹
D. Reconciliation of Revenue from operations with contract priced price		
Contracted price	1,39,39,62,537	1,09,52,50,399
Less:-		
Sales Commission	70,23,194	77,15,078
Sales returns	8,32,274	40,02,358
Discounts	68,32,994	24,27,406
Net Revenue recognised from Contracts with Customers	**1,37,92,74,075**	**1,08,11,05,557**
E. Contract balances		
The following table provides information about receivables, contract assets and contract liabilities from contracts with customers		
Trade receivables	30,17,92,323	24,89,92,440
Advances from customers (Refer Note no 22)	6,61,98,734	3,19,83,571

Footnotes:

1) Management expects that the entire transaction price allotted to the unsatisfied contract as at the end of the reporting period will be recognised as revenue during the next financial year.

2) Effective April 1, 2018, the Company has adopted Ind AS 115 - Revenue from Contracts with Customers, using the cumulative effect method and the comparative information is not restated. The adoption of the standard did not have any material impact on the financial statements of the Company.

NOTE 25 : OTHER INCOME		
Interest Income		
From Others	2,74,644	3,98,874
On Financial Assets at Amortised Cost	2,84,204	2,64,376
Other Gain & Losses		
Gain on sale of financial assets measured at FVTPL	21,48,964	3,75,888
Net Gain arising on financial assets measured at FVTPL	2,63,57,170	3,51,19,890
Net Foreign exchange Gain	54,22,669	47,66,344
TOTAL ₹	**3,44,87,651**	**4,09,25,372**
NOTE 26 :COST OF MATERIALS CONSUMED		
Inventory at the beginning of the Year	9,33,02,999	8,32,27,849
Add: Purchases	92,70,83,083	55,75,77,450
	1,02,03,86,082	64,08,05,299
Less: Inventory at the end of the Year	15,95,01,397	9,33,02,999
TOTAL ₹	**86,08,84,685**	**54,75,02,300**
NOTE 27 : CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS		
Inventory at the end of the Year		
Work-in-progress	16,48,20,076	4,69,67,323
Goods-in-transit	54,31,019	49,50,882
Finished Goods	4,07,55,632	4,76,86,763
	21,10,06,727	**9,96,04,968**
Inventory at the beginning of the Year		
Work-in-progress	4,69,67,323	6,02,49,142
Goods-in-transit	49,50,882	16,21,678
Finished Goods	4,76,86,763	3,26,36,033
	9,96,04,968	**9,45,06,853**
Changes in Inventories	**(11,14,01,759)**	**(50,98,115)**
Add / (Less) : Variation in Excise Duty on Closing and Opening Stock of Finished Goods	-	(20,36,648)
Changes In Inventories Of Finished Goods and Stock In Process	**(11,14,01,759)**	**(71,34,763)**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

PARTICULARS	2018-19 ₹	2017-18 ₹
NOTE 28 : EMPLOYEE BENEFIT EXPENSES		
Salaries, Wages and Bonus	13,91,79,852	12,34,15,000
Contribution to Provident and Other Fund (Refer Note 40)	48,14,766	49,89,238
Gratuity Expense (Refer Note 40)	28,46,789	31,32,082
Staff Welfare Expenses	32,83,599	34,14,817
TOTAL ₹	**15,01,25,006**	**13,49,51,137**
NOTE 29 : FINANCE COSTS		
Interest on bank borrowings	16,46,177	9,09,524
Other borrowing cost	59,00,150	49,66,575
TOTAL ₹	**75,46,328**	**58,76,099**
NOTE 30 : DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation of tangible assets (Refer Note 2)	1,85,17,513	1,94,66,298
Amortisation of intangible assets (Refer Note 3)	1,09,03,763	1,10,90,563
TOTAL ₹	**2,94,21,276**	**3,05,56,861**
NOTE 31 : OTHER EXPENSES		
Consumption of Stores & Spares	1,91,69,826	1,40,27,338
Power and Fuel	70,29,049	66,79,742
Labour Charges	11,53,74,874	8,74,14,540
Inspection and Testing Charges	48,27,185	48,13,229
Excise & Custom duty	3,315	3,58,904
Inward Freight and Carting Charges	74,71,565	53,69,312
Other Manufacturing Expense	3,46,184	8,76,629
Rent, Rates and Taxes (Refer Note 39)	1,50,14,448	1,27,76,297
Insurance	1,20,05,833	1,37,90,065
Repairs and Maintenance - Buildings	22,79,174	13,14,595
- Plant & Machineries	45,13,174	38,20,498
- Others	27,29,984	16,61,803
Travelling and Conveyance	76,81,103	68,60,035
Communication Costs	22,02,012	23,24,554
Computer Expense	21,43,673	15,44,759
Research & Development Expense (Note 32)	1,81,62,578	1,79,45,499
Legal and Professional Fees	1,28,29,537	1,08,22,485
Directors' Sitting Fees	21,08,892	19,89,657
Payment to Auditor (Refer details below)	17,31,000	15,96,000
Expenditure on Corporate Social Responsibility (CSR) Activities (Refer Note 44)	26,00,000	32,00,000
Donations	1,85,000	5,09,000
Donation to Political Party	25,000	-
Electricity Expense	9,03,445	7,95,015
Loss on Sale / write off of Fixed Assets (Net)	1,35,580	1,74,838
Bad Debt	-	1,58,98,279
Other administrative expenses	1,88,85,320	1,78,63,467
Freight and Forwarding Charges	2,45,64,945	1,91,86,215
Other Selling and Marketing Expenses	69,27,376	50,42,408
TOTAL ₹	**29,18,50,072**	**25,86,55,163**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

PARTICULARS	2018-19 ₹	2017-18 ₹
Payment to Auditors (Excluding Service Tax and GST)		
Statutory Audit Fees	9,50,000	9,50,000
Tax Audit Fees	3,25,000	3,00,000
Certification fees and other services	4,56,000	3,46,000
TOTAL ₹	**17,31,000**	**15,96,000**
NOTE 32 : RESEARCH AND DEVELOPMENT EXPENDITURE		
Capital Expenditure	32,27,198	5,61,531
Revenue Expenditure	1,81,62,578	1,79,45,499
TOTAL ₹	**2,13,89,776**	**1,85,07,030**
The details of revenue expenditure incurred on research and development are as under:		
Salaries and other benefits to employees	1,67,77,949	1,58,69,942
Material / Consumable / Spares	2,24,954	8,97,943
Repairs & Maintenance	1,38,989	5,56,819
Travelling & Conveyance	1,49,565	82,204
Other Research & Development Expense	8,71,121	5,38,592
TOTAL ₹	**1,81,62,578**	**1,79,45,499**
NOTE 33 : INCOME TAX EXPENSES		
(a) Tax Expense recognised in the Statement of Profit & Loss		
Current Tax		
Current tax on taxable income for the year	4,59,75,000	3,50,40,000
Adjustments for the current tax of prior periods	37,13,994	2,15,547
Total Current Tax Expenses	**4,96,88,994**	**3,52,55,547**
Deferred Tax		
Deferred Tax Charge/(credit)	(53,26,559)	62,04,061
Total Deferred Tax Expenses	**(53,26,559)**	**62,04,061**
Total Income Tax Expenses	**4,43,62,435**	**4,14,59,608**
(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate		
Profit Before Tax	18,53,36,117	14,44,19,929
Tax at the Indian tax rate of 29.12% (previous year - 34.015%)	5,39,69,877	4,91,23,928
Adjustment for:		
Difference between Book and Tax depreciation	13,66,662	24,43,634
Donation & CSR Expenses	8,18,272	12,61,603
Income from fair valuation of mutual funds	(76,75,208)	(1,19,45,906)
Weighted deduction on R & D Expenditure	(40,10,431)	(33,38,553)
43B items	(37,26,457)	(24,95,566)
Deduction u/s chapter VI-A	(3,97,488)	(6,29,611)
Effect of Income which is taxed at special rates	57,72,501	-
Tax effect on Non-deductible Expenses	2,04,746	2,17,709
Effect of buy back expenses debited to Retained Earnings	(5,39,315)	-
Other items	1,91,841	4,02,762
TOTAL	**4,59,75,000**	**3,50,40,000**
Adjustment in respect of current income tax of previous year	37,13,994	2,15,547
Total Current Tax Expenses	**4,96,88,994**	**3,52,55,547**
Deferred tax expense reported in the statement of P&L	(53,26,559)	62,04,061
Tax Expenses as per Statement of Profit & Loss	**4,43,62,435**	**4,14,59,608**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

NOTE 34 : FINANCIAL INSTRUMENTS FAIR VALUE AND RISK MEASUREMENTS

A. Financial instruments by category and their fair value

(Amount in ₹)

As at 31 March, 2019	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets								
Non current investment	3,000	25,93,004	-	25,96,004	25,93,004	-	3,000	25,96,004
Current Investment	43,21,16,800	-	-	43,21,16,800	43,21,16,800	-	-	43,21,16,800
Loans	-	-	6,43,719	6,43,719	-	-	-	-
Loans current	-	-	2,33,367	2,33,367	-	-	-	-
Security deposits (Non current)	-	-	40,73,596	40,73,596	-	-	40,73,596	40,73,596
Other deposits (Non current)	-	-	60,17,171	60,17,171	-	-	-	-
Trade receivables	-	-	30,17,92,323	30,17,92,323	-	-	-	-
Cash and cash equivalents	-	-	1,83,95,368	1,83,95,368	-	-	-	-
Bank balances other than above	-	-	2,77,74,724	2,77,74,724	-	-	-	-
Derivatives not designated as hedges								
Derivatives - forward contract	4,99,796	-	-	4,99,796	-	4,99,796	-	4,99,796
Other Receivable (Current)	-	-	1,21,275	1,21,275	-	-	-	-
Total financial assets	**43,26,19,597**	**25,93,004**	**35,90,51,543**	**79,42,64,144**	**43,47,09,804**	**4,99,796**	**40,76,596**	**43,92,86,197**
Financial liabilities								
Borrowings								
Non current	-	-	42,78,267	42,78,267				
Current	-	-	1,26,05,455	1,26,05,455	-	-	-	-
Trade Payable	-	-	23,29,18,244	23,29,18,244	-	-	-	-
Other financial liabilities	-	-	3,32,81,105	3,32,81,105	-	-	-	-
Total financial liabilities	**-**	**-**	**28,30,83,071**	**28,30,83,071**	**-**	**-**	**-**	**-**

As at 31 March, 2018		Carrying amount				Fair value		
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets								
Non current investment	3,000	26,86,756	-	26,89,756	26,86,756	-	3,000	26,89,756
Current Investment	56,83,99,524	-	-	56,83,99,524	56,83,99,524	-	-	56,83,99,524
Loans	-	-	12,39,304	12,39,304	-	-	-	-
Loans current	-	-	2,30,535	2,30,535	-	-	-	-
Security deposits (Non current)	-	-	37,89,392	37,89,392	-	-	37,89,392	37,89,392
Other deposits (Non current)	-	-	49,77,171	49,77,171	-	-	-	-
Trade receivables	-	-	24,89,92,440	24,89,92,440	-	-	-	-
Cash and cash equivalents	-	-	5,73,90,375	5,73,90,375	-	-	-	-
Bank balances other than above	-	-	22,18,275	22,18,275	-	-	-	-
Other Receivable (Current)	-	-	1,30,980	1,30,980	-	-	-	-
Total financial assets	**56,84,02,524**	**26,86,756**	**31,89,68,471**	**89,00,57,751**	**57,10,86,280**	**-**	**37,92,392**	**57,48,78,672**
Financial liabilities								
Borrowings - Current	-	-	2,68,00,398	2,68,00,398	-	-	-	-
Trade Payable	-	-	13,83,39,899	13,83,39,899	-	-	-	-
Derivatives not designated as hedges								
Derivatives - forward contract	12,49,700	-	-	12,49,700	-	12,49,700	-	12,49,700
Other financial liabilities	-	-	2,67,09,334	2,67,09,334	-	-	-	-
Total financial liabilities	**12,49,700**	**-**	**19,18,49,631**	**19,30,99,331**	**-**	**12,49,700**	**-**	**12,49,700**

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

Types of inputs for determining fair value are as under:

Level 1: This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of investment in quoted equity shares, and mutual fund investments.The mutual funds are valued using the closing NAV.

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

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

B. Measurement of fair values

i) Valuation techniques and significant unobservable inputs

The following tables show the valuation techniques used in measuring Level 2 and Level 3.

Financial instruments measured at fair value

Particulars	Fair value hierarchy	Valuation technique	Inputs used
Financial assets measured at fair value through profit and loss			
Foreign Exchange Forward Contracts	Level 2	Market valuation techniques	Derivative Instruments at values determined by counter parties/Banks using market observable data.
Financial liabilities measured at fair value through profit and loss			
Foreign Exchange Forward Contracts	Level 2	Market valuation techniques	Derivative Instruments at values determined by counter parties/Banks using market observable data.
Financial assets measured at amortised cost			
Security Deposits	Level 3	Discounted cash flow	Prevailing interest rates in the market, Future payouts, discounting cash flow

ii) Transfers between Levels 1 and 2

There have been no transfers between Level 1 and Level 2 during the reporting periods.

iii) Transfer out of Level 3

There were no movement in level 3 in either directions during the financial year ending on 31 March 2019 and 31 March 2018.

C. Financial risk management

The Company's financial liabilities comprise mainly of borrowings, trade payables and other payables. The Company's financial assets comprise mainly of investments, cash and cash equivalents, other balances with banks, loans, trade receivables and other receivables.

The Company is exposed to Market risk, Credit risk and Liquidity risk. The Board of Directors ('Board') oversee the management of these financial risks. The Risk Management Policy of the Company formulated by the Board, states the Company's approach to address uncertainties in its endeavor to achieve its stated and implicit objectives. It prescribes the roles and responsibilities of the Company's management, the structure for managing risks and the framework for risk management. The framework seeks to identify, assess and mitigate financial risks in order to minimize potential adverse effects on the Company's financial performance.

The following disclosures summarize the Company's exposure to financial risks and information regarding use of derivatives employed to manage exposures to such risks. Quantitative sensitivity analysis have been provided to

reflect the impact of reasonably possible changes in market rates on the financial results, cash flows and financial position of the Company.

1) 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 risk comprises three types of risks: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk includes borrowings, investments, trade payables, trade receivables, loans and derivative financial instruments.

a) 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. Since the Company has insignificant interest bearing borrowings, the exposure to risk of changes in market interest rates is minimal. The Company has not used any interest rate derivatives.

b) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates.The Company operates, in addition to domestic markets, significantly in international markets through its sales and services in overseas and purchases from overseas suppliers and is therefore exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD & GBP. The Company does not enter into any derivative instruments for trading or speculative purposes.

The Company uses forward exchange contracts, to hedge the effects of movements in exchange rates on foreign currency denominated assets.The sources of foreign exchange risk are outstanding amounts payable for imported raw materials, capital goods and other supplies denominated in foreign currency.The Company is also exposed to foreign exchange risk on its exports. Most of these transactions are denominated in US dollars.

Derivative instruments and unhedged foreign currency exposure

(i) Foreign Exchange Forward Contracts outstanding as at the reporting date are as follows:

		As at 31st March, 2019		As at 31st March, 2018	
		Foreign Currency	MTM Gain/ (Loss)	Foreign Currency	MTM Gain/ (Loss)
Foreign Exchange Forward Contracts to sell USD	USD	1,51,110	2,14,198	1,50,000	2,07,243
Foreign Exchange Forward Contracts to sell GBP	GBP	1,07,100	2,85,598	3,20,549	(14,56,942)

(ii) Particulars of unhedged foreign currency exposure as at the reporting date are as follows:

Unhedged Exposures	Foreign Currency Denomination	As at 31st March, 2019 Amount in Foreign Currency	As at 31st March, 2019 Amount in ₹	As at 31st March, 2018 Amount in Foreign Currency	As at 31st March, 2018 Amount in ₹
Trade Receivable	USD	7,53,409	5,21,14,279	4,99,428	3,24,86,001
Trade Receivable	GBP	2,33,416	2,11,18,468	2,46,007	2,27,02,674
Advance from Customer	EURO	46,175	35,87,911	1,10,583	89,13,160
Trade Payable	USD	8,562	5,92,227	-	-
Advance to Suppliers	USD	-	-	3,438	2,27,833
Advance to Suppliers	EURO	22,123	17,18,971	-	-
PCFC Loan Account	USD	1,82,235	1,26,05,455	4,12,000	2,68,00,398
Balance in EEFC Bank Account	USD	61,359	42,44,269	5,03,390	3,27,42,517
Balance in EEFC Bank Account	GBP	29,800	26,96,168	38,224	35,27,490

(iii) Foreign Currency Risk Sensitivity

The Company is mainly exposed to changes in USD. The below table demonstrates the sensitivity to a 5% increase or decrease in the USD against INR, with all other variables held constant. The sensitivity analysis is prepared on the net unhedged exposure of the Company as at the reporting date. 5% represents management's assessment of reasonably possible change in foreign exchange rate.

A change in Foreign currency would have following Impact on profit before tax **(₹ in Lakhs)**

	As at 31st March, 2019		As at 31st March, 2018	
	5% Increase	5% Decrease	5% Increase	5% Decrease
USD	21.58	(21.58)	19.33	(19.33)
GBP	11.91	(11.91)	13.12	(13.12)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

c) Other Price Risk

Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price.Other price risk arises from financial assets such as investments in equity instruments.The Company is mainly exposed to the price risk due to its investments in debt mutual funds recognised at FVTPL.As at 31st March, 2019, the carrying value of the investments in debt mutual funds amounts to ₹ 4321.17 Lacs (₹ 5683.99 Lacs as at 31st March, 2018). The details of such investments in debt mutual funds are given in Note 10. The price risk arises due to uncertainties about the future market values of these investments.

The Company is also exposed to price risk arising from investments in equity instruments recognised at FVTOCI. As at 31st March, 2019, the carrying value of such instruments recognised at FVTOCI amounts to ₹ 25.93 Lacs (₹ 26.87 Lacs as at 31st March, 2018). The details of such equity instruments are given in Note 4 (A).

The Company has laid policies and guidelines which it adheres to in order to minimise price risk arising from investments in debt mutual funds.

The Company is mainly exposed to change in market rates of its investments in debt mutual funds recognised at FVTPL. A sensitivity analysis demonstrating the impact of change in market prices of these instruments from the prices existing as at the reporting date is given below:

If the prices had been higher/lower by 1% from the market prices existing as at 31st March, 2019. Gain in the Statement of Profit and Loss for the year ended 31st March, 2019 would increase/decrease by ₹ 43.21 Lacs (2017-18 ₹ 56.84 Lacs) with a corresponding increase/decrease in Total Equity of the Company as at 31st March, 2019. 1% represents management's assessment of reasonably possible change in prices.

2) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations resulting in a financial loss to the Company.To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information.The Company considers Credit risk arises primarily from financial assets such as trade receivables, investment in mutual funds, derivative financial instruments, other balances with banks, loans.

Credit risk arising from investment in mutual funds, derivative financial instruments and other balances with banks is limited and there is no collateral held against these because the counterparties are banks and recognised financial institutions with high credit ratings assigned by the credit rating agencies.

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

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

Ageing of Account receivables

PARTICULARS	AS AT 31st March, 2019 ₹	AS AT 31st March, 2018 ₹
Not Due	21,59,71,700	18,45,20,572
2-4 months	4,36,28,343	2,93,27,231
4-6 months	58,40,653	56,88,269
6 months to 12 months	80,85,967	71,12,873
beyond 12 months and less than 5 years	2,82,65,660	2,23,43,495
Total	**30,17,92,323**	**24,89,92,440**

Financial Assets are considered to be of good quality and there is no significant increase in credit risk.

3) Liquidity Risk

Liquidity risk is the risk that the company will encounter in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The approach of the company to manage liquidity is to ensure , as far as possible, that Company will have sufficient liquidity to meet their respective liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risk damage to their reputation. The company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

The table below summarises the maturity profile of the company's financial liabilities based on contractual undiscounted payments.

As at 31st March, 2019	0-3 Months	3 Month to 12 Months	Less than 1 Year	Between 1 to 5 Years	Beyond 5 years	Total
Borrowings						
Non Current	-	-	-	42,78,267	-	42,78,267
Current	-	-	1,26,05,455	-	-	1,26,05,455
Trade payables	22,44,02,121	60,80,983	-	24,35,140	-	23,29,18,244
Other financial liabilities	-	-	3,32,81,105	-	-	3,32,81,105
Total	**22,44,02,121**	**60,80,983**	**4,58,86,560**	**67,13,407**	**-**	**28,30,83,071**

As at 31st March, 2018	0-3 Months	3 Month to 12 Months	Less than 1 Year	Between 1 to 5 Years	Beyond 5 years	Total
Borrowings -Current	-	-	2,68,00,398	-	-	2,68,00,398
Trade payables	12,86,18,493	49,71,399	-	45,39,025	2,10,982	13,83,39,899
Derivative financial liabilities	-	-	12,49,700	-	-	12,49,700
Other financial liabilities	-	-	2,67,09,334	-	-	2,67,09,334
Total	**12,86,18,493**	**49,71,399**	**5,47,59,432**	**45,39,025**	**2,10,982**	**19,30,99,331**

NOTE 35 : CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Company when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value.

As at 31st March, 2019, the Company has only one class of equity shares and has low debt. Consequent to such capital structure, there are no externally imposed capital requirements. In order to maintain or achieve an optimal capital structure, the Company allocates its capital for distribution as dividend or re-investment into business based on its long term financial plans.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

NOTE 36 : DIVIDEND

PARTICULARS	2018-19 ₹	2017-18 ₹
Dividend on equity shares paid during the year		
Final dividend for the FY 2017-18 [8.10 (Previous year 7.30) per equity share of 10 each]	3,44,89,800	3,10,83,400
Dividend distribution tax on final dividend	70,89,480	63,27,849
TOTAL	**4,15,79,280**	**3,74,11,249**

Proposed Dividend:

The Board of Directors at its meeting held on 28th May, 2019 have recommended a payment of final dividend of ₹ 9/- (Rupees Nine only) per equity share of face value of ₹ 10 each for the financial year ended 31st March, 2019. The same amounts to ₹ 434.54 lacs including dividend distribution tax of ₹ 74.09 Lacs.

The above is subject to approval at the ensuing Annual General Meeting of the Company and hence is not recognised as a liability.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

NOTE 37: CONTINGENT LIABILITIES AND COMMITMENTS

	PARTICULARS	AS AT 31st March, 2019 ₹	AS AT 31st March, 2018 ₹
a.	**Contingent Liabilities**		
	Claims against the Company not acknowledged as debts:		
	Income Tax matter in dispute under appeal	10,612	14,01,977
	Service tax matter in dispute under appeal	14,17,325	14,17,325
	TOTAL	**14,27,937**	**28,19,302**
b.	**Commitments**		
	1 Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances)		
	i) Towards Property, Plant and Equipment	13,32,76,056	-
	ii) Towards Plant and Machinery	2,03,00,000	-
	2 For Lease commitments, Refer note 39B(b)		

NOTE 38 : DISCLOSURE UNDER THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 ARE PROVIDED AS UNDER FOR THE YEAR 2018-19, TO THE EXTENT THE COMPANY HAS RECEIVED INTIMATION FROM THE "SUPPLIERS" REGARDING THEIR STATUS UNDER THE ACT.

	PARTICULARS	AS AT 31st March, 2019 ₹	AS AT 31st March, 2018 ₹
(i)	Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year (but within due date as per the MSMED Act)		
	Principal amount due to micro and small enterprise	2,25,79,848	1,72,53,905
	Interest due on above		
(ii)	Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period	-	-
(iii)	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 interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
(iv)	The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
(v)	Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-
		2,25,79,848	**1,72,53,905**

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year or on balance brought forward from previous year.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

NOTE 39 : PURSUANT TO IND AS-16 - 'LEASES', THE FOLLOWING INFORMATION IS DISCLOSED

A. Assets given on Operating Lease

The Company does not have any assets given on operating lease during the reporting period.

B. Assets taken on Operating Lease

a) The Company has taken Vehicles & Premises under cancellable and non-cancellable operating lease agreements. These lease arrangements range for a period between 11 months and 5 years. Most of the lease agreements are renewable for further period on mutually agreeable terms.The lease rentals are payable by the Company on a monthly basis.

b) Future minimum lease rentals payable under cancellable lease agreements are as under :

	PARTICULARS	AS AT 31st March, 2019 ₹	AS AT 31st March, 2018 ₹
I)	Not later than one year	60,50,356	55,83,489
II)	Later than one year and not later than five years	71,64,355	1,22,54,711
III)	Later than five years	-	-

c) Operating lease expenses debited to the Statement of Profit and Loss is ₹ 96,03,277 (Previous year ₹ 91,00,274/-).

NOTE 40 : EMPLOYEE BENEFITS

1) Post- employment benefits :

The Company has the following post-employment benefit plans:

1.1) Defined benefit gratuity plan

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

1.2) Defined Previlege Leave Benefit plan

Provision for Leave Encashment, which are expected to be availed and encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of leave encashment as the additional amount expected to be paid as a result of the unused entitlement as at the year end. Leave encashment, which are expected to be availed or encashed beyond 12 months from the end of the year are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the year in which they arise.

As per Actuarial Valuation as on 31st March, 2019 and 31st March, 2018 recognised in the financial statements in respect of Employee Benefit Schemes:

A. Amount recognised in the Balance Sheet

PARTICULARS	AS AT 31st March, 2019 ₹	AS AT 31st March, 2018 ₹
Gratuity:		
Present value of plan liabilities	5,74,74,489	5,23,65,792
Fair value of plan assets	5,51,99,436	5,17,13,888
Deficit/(Surplus) of funded plans	22,75,053	6,51,904
Unfunded plans	-	-
Net plan liability/ (Asset)	**22,75,053**	**6,51,904**
Previlege Leave Benefit:		
Present value of plan liabilities	1,17,05,479	1,11,94,701
Fair value of plan assets	1,23,84,866	1,18,53,637
Deficit/(Surplus) of funded plans	(6,79,387)	(6,58,936)
Unfunded plans	-	-
Net plan liability/ (Asset)	**(6,79,387)**	**(6,58,936)**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

B. Movements in plan assets and plan liabilities

(Amount in ₹)

GRATUITY	Year ended 31st March, 2019			Year ended 31st March, 2018		
	Plan Assets	Plan Liabilities	Net	Plan Assets	Plan Liabilities	Net
As at 1st April	**5,17,13,888**	**5,23,65,792**	**6,51,904**	**4,54,34,078**	**4,94,74,987**	**40,40,909**
Current service cost	-	34,04,033	34,04,033	-	34,81,012	34,81,012
Interest Income	36,99,573	-	(36,99,573)	30,18,670	-	(30,18,670)
Interest cost	-	36,20,289	36,20,289	-	31,79,699	31,79,699
Return on plan assets excluding amounts included in Interest Income	(11,03,281)	-	11,03,281	(4,68,773)	-	4,68,773
Actuarial loss/(gain) due to change in financial assumptions	-	6,53,813	6,53,813	-	(17,20,526)	(17,20,526)
Actuarial loss/(gain) due to change in demographic assumption	-	-	-	-	-	-
Actuarial loss/ (gain) due to experience adjustments	-	(2,47,694)	(2,47,694)	-	(16,79,293)	(16,79,293)
Employer Contribution	32,11,000	-	(32,11,000)	41,00,000	-	(41,00,000)
Benefits paid	(23,21,744)	(23,21,744)	-	(3,70,087)	(3,70,087)	-
As at 31st March,	**5,51,99,436**	**5,74,74,489**	**22,75,053**	**5,17,13,888**	**5,23,65,792**	**6,51,904**

PREVILEGE LEAVE BENEFIT	Year ended 31st March, 2019			Year ended 31st March, 2018		
	Plan Assets	Plan Liabilities	Net	Plan Assets	Plan Liabilities	Net
As at 1st April	**1,18,53,637**	**1,11,94,701**	**(6,58,936)**	**1,11,04,148**	**1,13,75,153**	**2,71,005**
Current service cost	-	14,30,932	14,30,932	-	14,77,278	14,77,278
Interest Income	9,07,466	-	(9,07,466)	7,91,872	-	(7,91,872)
Interest cost	-	8,03,698	8,03,698	-	7,59,137	7,59,137
Return on plan assets excluding amounts included in Interest Income	(2,92,494)	-	2,92,494	(2,42,153)	-	2,42,153
Actuarial loss/(gain) due to change in financial assumptions	-	1,63,063	1,63,063	-	(4,43,935)	(4,43,935)
Actuarial loss/(gain) due to change in demographic assumption	-	-	-	-	-	-
Actuarial loss/ (gain) due to experience adjustments	-	(10,43,172)	(10,43,172)	-	(13,72,702)	(13,72,702)
Employer Contribution	7,60,000	-	(7,60,000)	8,00,000	-	(8,00,000)
Benefits paid	(8,43,743)	(8,43,743)	-	(6,00,230)	(6,00,230)	-
As at 31st March,	**1,23,84,866**	**1,17,05,479**	**(6,79,387)**	**1,18,53,637**	**1,11,94,701**	**(6,58,936)**

C. Amount recognised in the Statement of Profit and Loss as Employee Benefit Expenses

(Amount in ₹)

PARTICULARS	As at 31st March, 2019	As at 31st March, 2018
GRATUITY		
Current service cost	34,04,033	34,81,012
Net interest cost	(79,284)	1,61,029
Net (Gain)/Loss recognised in the Statement of Profit and Loss	**33,24,749**	**36,42,041**
Remeasurement of the net defined benefit liability:		
Return on plan assets excluding amounts included in Interest Income	11,03,281	4,68,773
Actuarial (gains)/losses arising from changes in financial assumption	6,53,813	(17,20,526)
Actuarial (gains)/losses arising from changes in demographic assumption	-	-
Experience (gains)/losses arising on experience adjustments	(2,47,694)	(16,79,293)
Net (Gain)/Loss recognised in the Other Comprehensive Income	**15,09,400**	**(29,31,046)**
PREVILEGE LEAVE BENEFIT		
Current service cost	14,30,932	14,77,278
Net interest cost	(1,03,768)	(32,735)
Net value of remeasurements on the obligation and plan assets	(5,87,615)	(15,74,484)
Net (Gain)/Loss recognised in the Statement of Profit and Loss	**7,39,549**	**(1,29,941)**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

D. Assets (Amount in ₹)

PARTICULARS	AS AT 31st March, 2019	AS AT 31st March, 2018
GRATUITY:		
Policy of Insurance	5,51,99,436	5,17,13,888
TOTAL	**5,51,99,436**	**5,17,13,888**
PREVILEGE LEAVE BENEFIT		
Policy of Insurance	1,23,84,866	1,18,53,637
TOTAL	**1,23,84,866**	**1,18,53,637**

E. Assumption

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

The significant actuarial assumptions were as follows:

PARTICULARS	AS AT 31st March, 2019	AS AT 31st March, 2018
GRATUITY:		
Discount Rate	7.35% p.a.	7.55% p.a.
Salary Growth Rate	5.50% p.a.	5.50% p.a.
Withdrawal Rate	7% p.a.at all ages	7% p.a.at all ages
PREVILEGE LEAVE BENEFIT		
Discount Rate	7.35% p.a.	7.55% p.a.
Salary Growth Rate	5.50% p.a.	5.50% p.a.
Withdrawal Rate	7% p.a.at all ages	7% p.a.at all ages
Leave Availment Rate	0.4% p.a.	0.4% p.a.
Leave Encashment Rate	0.0% p.a.	0.0% p.a.

F. Sensitivity

The sensitivity of the defined benefit obligation to changes in the weighted key assumptions are:

Increase / (Decrease) in defined benefit obligation	Year ended 31st March, 2019		Year ended 31st March, 2018	
	Define Benefit Obligation(DBO)	Change in DBO %	Define Benefit Obligation(DBO)	Change in DBO %
GRATUITY:				
Discount Rate				
Increase by 0.50%	5,58,68,088	-2.79%	5,08,93,989	-2.81%
Decrease by 0.50%	5,91,78,274	2.96%	5,39,25,271	2.98%
Salary growth Rate				
Increase by 0.50%	5,91,82,100	2.97%	5,39,48,761	3.02%
Decrease by 0.50%	5,58,51,533	-2.82%	5,08,59,273	-2.88%
Withdrawal Rate				
Increase by 10%	5,77,49,127	0.48%	5,26,43,141	0.53%
Decrease by 10%	5,71,64,174	-0.54%	5,20,68,120	-0.57%
PRIVILEGE LEAVE BENEFIT				
Discount Rate				
Increase by 0.50%	1,13,05,717	-3.42%	1,08,17,904	-3.37%
Decrease by 0.50%	1,21,32,744	3.65%	1,15,96,912	3.59%
Salary growth Rate				
Increase by 0.50%	1,21,38,374	3.70%	1,16,03,009	3.65%
Decrease by 0.50%	1,12,97,058	-3.49%	1,08,09,052	-3.44%
Withdrawal Rate				
Increase by 10%	1,17,66,910	0.52%	1,12,71,576	0.69%
Decrease by 10%	1,16,37,007	-0.58%	1,11,11,533	-0.74%

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

The above sensitivity analysis may not be representative of the actual benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore in presenting the above sensitivity analysis, the present value of defined benefit obligation has been calculated using the projected unit credit method at the end of reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognized in the balance sheet.

G Expected cashflows based on past service liability after year end 31st March, 2019 as follows:

(Amount in ₹)

PARTICULARS		AS AT 31st March, 2019	AS AT 31st March, 2018
GRATUITY			
	2,019	-	88,29,884
	2,020	1,09,23,769	65,84,065
	2,021	1,13,88,099	95,46,631
	2,022	38,56,185	39,30,004
	2,023	45,64,111	36,29,384
	2,024	33,53,240	-
	Thereafter	2,90,14,740	2,16,69,596
PREVILEGE LEAVE BENEFIT			
	2,019	-	10,99,383
	2,020	12,40,730	13,75,093
	2,021	20,04,608	18,23,793
	2,022	9,26,417	9,82,065
	2,023	10,42,582	8,68,816
	2,024	8,51,116	-
	Thereafter	56,56,075	51,57,603

2) Other Long term employee benefits :

Sick Leave assumptions

The liability towards compensated absences (sick leave) for the year ended 31st March, 2019 based on actuarial valuation carried out by using Projected Unit credit Method resulted in increase in liability by ₹16,19,839 /-. (Previous Year ₹14,15,862/-)

PARTICULARS	AS AT 31st March, 2019	AS AT 31st March, 2018
a) Financial Assumption		
Discount Rate (p.a.)	7.35%	7.55%
Salary growth rate (p.a.)	5.50%	5.50%
b) Demographic Assumption		
Mortality	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate
Employee Turnover	7% at all ages	7% at all ages
Leave Availment Rate	6.00%	6.00%

3) Defined contribution plans

The Company also has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the period towards defined contribution plan is ₹ 45,00,908 (31st March, 2018 ₹ 45,48,207).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

NOTE 41 : EARNING PER SHARE

(Amount in ₹)

PARTICULARS	As at 31st March, 2019	As at 31st March, 2018
Earning Per Share has been computed as under:		
Profit after tax as per Statement of Profit and Loss	14,09,73,683	10,29,60,321
Weighted average number of equity shares outstanding	42,58,000	42,58,000
Basic and diluted earnings per share in rupees (Face Value ₹10 per share)	33.11	24.18

NOTE: 42 INFORMATION ON RELATED PARTY TRANSACTIONS AS REQUIRED BY IND AS- 24 - 'RELATED PARTY DISCLOSURES' FOR THE YEAR ENDED 31ST MARCH, 2019.

(i) Name of the Related Party and Nature of Relationship

a) Key Management Personnel

Mr. Sorab R. Mody	Managing Director
Mr. Percy X. Avari	Whole Time Director
Mrs. Shanaya Mody Khatua	Whole Time Director
Mr. Cryus J. Bhagwagar	Chief Financial Officer
Mr. Nishith C. Kayasth	Company Secretary

b) Independent/ Non- Executive Director

Mr. Mohib N. Khericha	Independent/ Non-Executive Director
Mr. Saurinbhai V. Palkhiwala	Independent/ Non-Executive Director
Mr. Nilesh C. Mankiwala	Independent/ Non-Executive Director
Mr. Samuel W. Croll III	Non-Executive Director
Mrs. Houtoxi Contractor	Non-Executive Director
Mrs. Sheila S. Mody	Non-Executive Director

c) Enterprises Having Significant Influence

Panache holidays	Enterprises
H.T. Engineering (Gujarat) Pvt. Ltd.	Enterprises
ATMOS Power Private Limited	Enterprises

(ii) Transactions carried out with related parties referred in (i) above, in ordinary course of business:

(Amount in ₹)

Nature of Transactions	Relationship	As at 31st March, 2019	As at 31st March, 2018
(a) Sitting Fees for Board Meetings			
Mrs. Sheila S. Mody	Non-Executive Director	6,30,000	6,60,000
Mr. Mohib N. Khericha	Independent/ Non-Executive Director	5,10,000	5,10,000
Mr. Nilesh C. Mankiwala	Independent/ Non-Executive Director	3,00,000	2,50,000
Mr. Saurinbhai V. Palkhiwala	Independent/ Non-Executive Director	5,05,000	4,05,000
Mr. Samuel W. Croll III	Non-Executive Director	63,892	64,657
Mrs. Houtoxi Contractor	Non-Executive Director	1,00,000	1,00,000

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

	Nature of Transactions	Relationship	As at 31st March, 2019	As at 31st March, 2018
(b)	**Labour Charges**			
	H.T. Engineering (Guj) Pvt Ltd	Enterprises	58,33,937	38,52,934
	Atmos Power Pvt Ltd	Enterprises	-	4,56,812
(c)	**Travelling Expense**			
	Panache Holidays	Enterprises	6,93,450	7,09,969
(d)	**Exhibition Expense**			
	Panache Holidays	Enterprises	3,332	1,06,923
(e)	**Purchase of Raw Materials**			
	H.T. Engineering (Guj) Pvt Ltd	Enterprises	2,82,39,318	2,67,82,545
(f)	**Factory Consumable**			
	H.T. Engineering (Guj) Pvt Ltd	Enterprises	12,410	1,85,812
(g)	**Repairs & Maintenance**			
	H.T. Engineering (Guj) Pvt Ltd	Enterprises	-	8,363
(h)	**Purchase of Machinery**			
	Atmos Power Pvt Ltd	Enterprises	-	4,02,900
(i)	**Rent Paid**			
	Mr. Sorab R. Mody	Managing Director	43,80,000	43,80,000
(j)	**Commission on Profit**			
	Mr. Sorab R. Mody	Managing Director	31,29,612	21,82,980
	Mr. Percy X. Avari	Whole Time Director	31,29,612	21,82,980
	Mrs. Shanaya Mody Khatua	Whole Time Director	31,29,612	21,82,980
(k)	**Dividend Paid**			
	Mr. Sorab R. Mody	Managing Director	1,01,22,214	89,29,039
	Mr. Percy X. Avari	Whole Time Director	3,66,160	3,29,997
	Mrs. Shanaya Mody Khatua	Whole Time Director	34,47,538	31,07,041
	Mrs. Sheila S. Mody	Non-Executive Director	6,13,170	5,52,610
	Mr. Cryus J. Bhagwagar	Chief Financial Officer	8,100	7,300
	Mrs. Houtoxi Contractor	Non-Executive Director	4,795	4,322
(l)	**Remuneration Paid**			
	Mr. Sorab R. Mody	Managing Director	49,82,000	49,82,000
	Mr. Percy X. Avari	Whole Time Director	49,82,000	49,82,000
	Mrs. Shanaya Mody Khatua	Whole Time Director	49,82,000	49,82,000
	Mr. Cryus J. Bhagwagar	Chief Financial Officer	39,11,322	35,99,732
	Mr. Nishith C. Kayasth	Company Secretary	15,37,640	13,31,303

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

(iii) Balances with related parties referred in (i) above, in ordinary course of business: (Amount in ₹)

	Nature of Transactions	Relationship	As at 31st March, 2019	As at 31st March, 2018
(a)	**Trade Payables**			
	H.T Engineering(Guj) Pvt Ltd	Enterprises	42,58,600	61,26,120
	Panache Holidays	Enterprises	-	53,902
(b)	**Commission Payables**			
	Mr. Sorab R. Mody	Managing Director	31,29,612	21,82,980
	Mr. Percy X. Avari	Whole Time Director	31,29,612	21,82,980
	Mrs. Shanaya Mody Khatua	Whole Time Director	31,29,612	21,82,980
(c)	**Office Rent Deposit Given**			
	Security Deposit to Mr. Sorab Mody	Managing Director	40,73,596	37,89,392
	Prepaid Rent to Mr. Sorab Mody	Managing Director	8,59,752	11,63,193

Executive Directors Compensation (Amount in ₹)

PARTICULARS	As at 31st March, 2019	As at 31st March, 2018
Short-term employee benefits	2,42,70,036	2,14,30,140
Post-employment benefits	64,800	64,800
Total Compensation *	**2,43,34,836**	**2,14,94,940**

* This aforesaid amount does not includes amount in respect of gratuity and leave as the same is not determinable.

NOTE 43 : SEGMENT REPORTING

A) Description of Segment and Principal activities:

The Company's Board of Directors monitors the operating results of the below business segments separately for the purpose of making decisions about resource allocation and performance assessment and has identified two reportable segments of its business:

	Reportable Segment	Products/Services
1	Engineering Products	Manufacturing of Engineering goods like Vaccum Products, Evaporators, Pollution Control Equipments
2	Food Products	Manufacturing of Food Products like Food Colour, various Fruit Jams & Fruit Mix Powders etc.

B) Segment revenue and expenses:

Revenue and Expenses have been identified to a segment on the basis of operating activities of the segment. Revenue and Expenses which relate to common activities and are not allocable to segment on reasonable basis have been disclosed as Unallocable.

C) Segment Assets and Liabilities:

Fixed Assets used in the Company's business or liabilities contracted have not been identified to any of the reportable segments, as allocation of assets and liabilities to segments is currently not practicable.

D) Information about geographical areas

The Company has identified its geographical segments as India and outside India.

E) Information about major customers

Revenues from one of the customers of the Company's Engineering Product Business is approximately ₹1749.36 Lacs (March 2018- ₹1349.36 Lacs) which is more than 10% of the Company's segment revenue.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

SUMMARY OF SEGMENT INFORMATION : (Amount in ₹)

PARTICULARS	Year ended 31 March, 2019			Year ended 31 March, 2018		
	ENGINEERING PRODUCTS	FOOD PRODUCTS	TOTAL	ENGINEERING PRODUCTS	FOOD PRODUCTS	TOTAL
SEGMENT REVENUE						
External Revenue	1,17,65,41,596	20,27,32,478	1,37,92,74,075	91,56,16,134	16,54,89,423	1,08,11,05,557
Inter Segment Revenue	-	-	-	-	-	-
Total Segment Revenue	**1,17,65,41,596**	**20,27,32,478**	**1,37,92,74,075**	**91,56,16,134**	**16,54,89,423**	**1,08,11,05,557**
SEGMENT RESULT	**25,57,04,680**	**4,20,22,420**	**29,77,27,100**	**20,59,65,273**	**2,37,05,844**	**22,96,71,117**
SPECIFIED AMOUNTS INCLUDED IN SEGMENT RESULTS						
Identifiable Operating Expenses	92,36,29,098	16,34,69,141	1,08,70,98,239	71,12,63,400	14,51,24,780	85,63,88,180
Segment Operating Income	27,92,182	27,59,083	55,51,265	16,12,539	33,41,201	49,53,740
SEGMENT RESULT	**25,57,04,680**	**4,20,22,420**	**29,77,27,100**	**20,59,65,273**	**2,37,05,844**	**22,96,71,117**
Unallocable Expenses			14,13,27,369			12,12,22,820
Unallocable Income			2,89,36,386			3,59,71,632
Income Taxes			4,43,62,435			4,14,59,608
PROFIT AFTER TAX AS PER STATEMENT OF PROFIT AND LOSS			**14,09,73,683**			**10,29,60,321**

GEOGRAPHICAL SEGMENT INFORMATION: (Amount in ₹)

PARTICULARS	Year 2018-19	Year 2017-18
REVENUE FROM EXTERNAL CUSTOMERS		
Within India	97,35,34,559	74,40,99,608
Outside India	40,57,39,516	33,70,05,949
	1,37,92,74,075	**1,08,11,05,557**

NOTE: 44 CORPORATE SOCIAL RESPONSIBILITY

A. Gross amount required to be spent by the Company during the year 2018-19: 25.16 Lacs (Year 2017-18: ₹ 30.78 Lacs)

B. Amount spent during the year on: (Amount in ₹)

PARTICULARS	Year 2018-19			Year 2017-18		
	In Cash	Yet to be paid in Cash	TOTAL	In Cash	Yet to be paid in Cash	TOTAL
i) Construction/Acquisition of any asset	-	-	-	-	-	-
ii) For purposes other than (i) above	26,00,000	-	26,00,000	32,00,000	-	32,00,000
	26,00,000	**-**	**26,00,000**	**32,00,000**	**-**	**32,00,000**
C. Related party transactions in relation to Corporate Social Responsibility:			**Nil**			**Nil**

As per our report of even date attached
For MAYANK SHAH & ASSOCIATES
Chartered Accountants
(Firm Registration No. 106109W)
Sd/-
M. S. SHAH
Partner
Membership No. 044093
Place : Ahmedabad
Date : May 28, 2019

For and on behalf of the Board of Directors of Mazda Limited

Sd/-
Sorab Mody
Managing Director
(DIN: 00498958)

Sd/-
Percy Avari
Whole-Time Director
(DIN: 00499114)

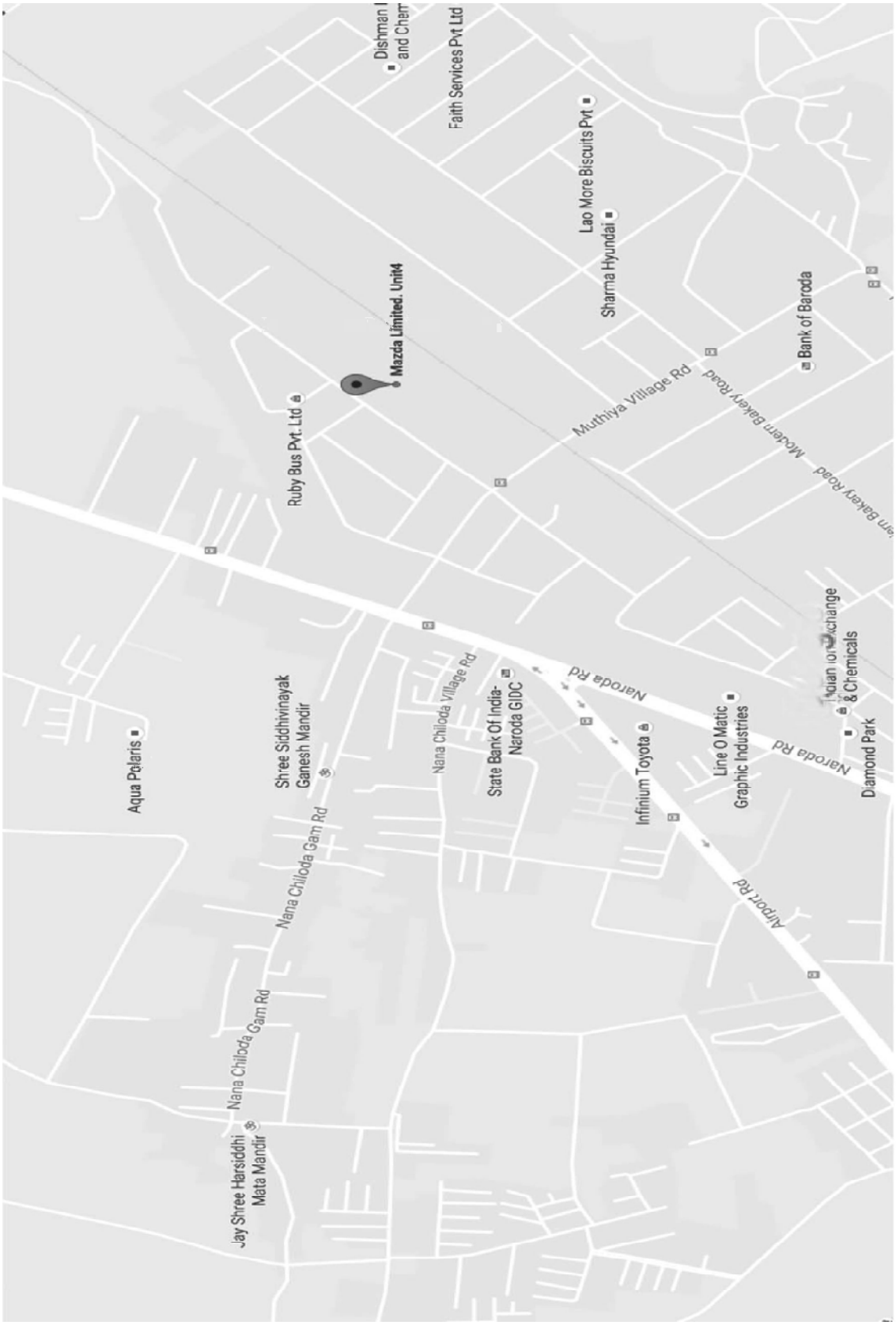
Sd/-
Mohib Khericha
Chairman
(DIN: 00010365)

Sd/-
Cyrus Bhagwagar
Chief Financial Officer

Sd/-
Nishith Kayasth
Company Secretary

Place : Ahmedabad
Date : May 28, 2019

Venue of AGM : Route Map



MAZDA LIMITED

CIN: L29120GJ1990PLC014293

Registered office: C/1-39/13/16, GIDC, Naroda, Ahmedabad- 382 330

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):	
Registered address:	
E-mail Id:	
Folio no/ Client Id:	
DP ID:	

I/ We, _____ being the member(s) of _____ shares of MAZDA LIMITED, hereby appoint

1. Name : _____ Address : _____
   E-mail ID : _____ Signature : _____ or failing him
2. Name : _____ Address : _____
   E-mail ID : _____ Signature : _____ or failing him
3. Name : _____ Address : _____
   E-mail ID : _____ Signature : _____

as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the company, to be held on Thursday, 26th September, 2019 at 9:30. a.m at Plot No. 17/1, Phase-III, GIDC, Naroda, Ahmedabad – 382 330 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
1.	Adoption of the financial statements of the company for the year ended 31st March, 2019 and the reports of the Directors and Auditors thereon		
2.	Declaration of dividend on equity shares for the year ended on 31st March, 2019		
3.	Re-appontment of Mr. Percy Avari retiring by rotation		
4.	Re-appontment of Mrs. Shanaya Mody Khatua retiring by rotation		
5.	Re-appointment of Mr. Sorab Mody as Managing Director and remuneration thereon		
6.	Re-appointment of Mr. Percy Avari as Whole-Time Director and remuneration thereon		
7.	Re-appointment of Mrs. Shanaya Mody Khatua as Whole-Time Director and remuneration thereon		
8.	Re-appointment of Mr. Mohib N. Khericha as Independent Director		
9.	Re-appointment of Mr. Nilesh C. Mankiwala as Independent Director		
10.	Re-appointment of Mr. Saurin V. Palkhiwala as Independent Director		
11.	To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 thereon		
12.	Ratification of remuneration payable to the Cost Auditors for the financial year 2019-20		

Signed this _____ day of September, 2019

Signature of Shareholder :_____

Signature of Proxy holder(s) :_____

Affix ₹ 1/- Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

MAZDA LIMITED

CIN: L29120GJ1990PLC014293

Registered office: C/1-39/13/16, GIDC, Naroda, Ahmedabad- 382 330

ATTENDANCE SLIP

Folio No.: _____ DP ID: _____

Client ID: _____ No. of shares: _____

_____

(Name of Member/ Proxy/ Representative in BLOCK letters)

I/We hereby record my/our presence at the 29th ANNUAL GENERAL MEETING of the company held at the Plot No. 17/1, Phase-III, GIDC, Naroda, Ahmedabad – 382 330, on Thursday, 26th September, 2019

_____

Member's/ Proxy's Signature

(To be signed at the time of handling over this slip)

NOTES:

1. Members/ Proxy holders are requested to bring their copies of Annual Report with them at the Meeting.
2. Please carry with you this attendance slip and hand over the same duly signed at the space provided, at the entrance of the Meeting Hall.
3. This attendance slip is valid only if equity shares are held on the date of the Meeting.

To,

If undelivered, please return to:

MAZDA LIMITED

Mazda House, 650/1, Panchwati 2nd Lane, Ambawadi, Ahmedabad - 380 006.