



## **S. C. VARMA AND CO.**

*Chartered Accountants*

A-60, NDSE, Part-I

New Delhi - 110049,

Tel.: 24648247, 24649845, 24638170

Email : [scvarma@scvandco.com](mailto:scvarma@scvandco.com)

### **INDEPENDENT AUDITOR'S REPORT**

**To the Members of**

**Gripwel Fasteners Private Limited**

**Report on the Audit of the Financial Statements**

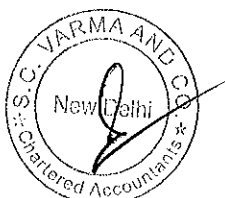
#### **Opinion**

We have audited the accompanying financial statements of Gripwel Fasteners Private Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, notes to financial statements and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("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, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### **Basis of Opinion**

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's 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 independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made 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 Financial Statements.



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

The Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

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

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

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

## **Management's Responsibility for the Financial Statements**

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

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

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



## **Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal 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 Financial Statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



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

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

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

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operative 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 the requirements of section 197(16) of the Act, as amended:

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

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

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements. (Refer Note 33 to the financial statements).
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts (Refer Note 16 and 18 to the financial statements).
- iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.

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

For S. C. Varma and Co.  
Chartered Accountants  
Firm Registration No: 000533N

  
(S. C. Varma)

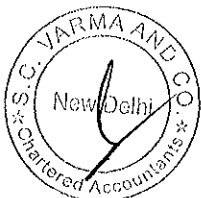
Partner

Membership Number: 011450

UDIN : 20011450AAAADT2000

Place : New Delhi

Dated : 29 AUG 2020



## **Annexure - A to the Independent Auditors' Report**

(Referred to in paragraph 1(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Gripwel Fasteners Private Limited 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 Gripwel Fasteners Private Limited ("the Company") as at 31<sup>st</sup> March, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditors' Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based



on the assessed risk. The procedures selected depend on the auditor's judgment, 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 controls system over financial reporting of the Company.

### **Meaning of Internal Financial Controls over Financial Reporting**

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

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

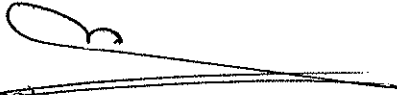
### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2020, based on the internal control over financial reporting



criteria a 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 S. C. Varma and Co.  
Chartered Accountants  
Firm Registration No: 000533N



(S. C. Varma)

Partner

Membership Number: 011450

UDIN : 20011450AAAADT2000

Place : New Delhi

Dated 29 AUG 2020





## Annexure - B to the Independent Auditors' Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Gripwel Fasteners Private Limited of even date)

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March, 2020, we report that:

- i. In respect of the Company's fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
  - (c) According to the information and explanation given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.

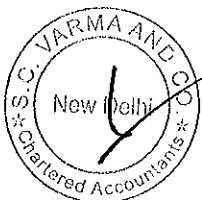
In respect of immovable properties been taken on lease and disclosed as property, plant and equipment in the standalone financial statements, the lease agreements are in the name of the Company.

- ii. The inventory has been physically verified at the end of the year by the management. In our opinion, the frequency of physical verification is reasonable. The Company has maintained proper records of the inventory. No material discrepancies were noticed during such physical verification.
- iii.
  - (a) According to the information and explanation given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, paragraph 3(iii)(a) of the Order is not applicable to the Company.
  - (b) According to the information and explanation given to us, the Company has not granted loans to the bodies corporate listed in the register maintained under section 189 of the Act. Accordingly, paragraph 3(iii)(b) of the Order is not applicable to the Company in respect of repayment of the principal amount.
  - (c) According to the information and explanation given to us, there are no overdue amounts of more than ninety days as the company has not granted loans to the



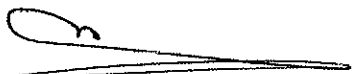
bodies corporate listed in the register maintained under section 189 of the Act. Accordingly, paragraph 3(iii)(c) of the Order is not applicable to the Company.

- iv. In our opinion and according to the information and explanations given to us, the provisions of sec. 185 and 186 of the Companies Act, 2013 have been complied with in respect of loans given, investments made, guarantees and security deposits given.
- v. The Company has not accepted any deposits from the public within the meaning of directives issued by the Reserve Bank of India, provisions of Section 73 to 78 of the Act, any other relevant provisions of the Act and the relevant rules framed there under.
- vi. We have broadly reviewed the cost records maintained by the company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under section 148(1) of the Act and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate and complete.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, goods and service tax, duty of customs, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and goods and service tax. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, goods and service tax, wealth tax, duty of customs, cess and other material statutory dues were in arrears as at 31st March, 2020 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no material dues of duty of customs which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, no dues of income tax, goods and service tax and service tax have not been deposited by the Company on accounts of disputes.
- viii. In our opinion and according to the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to a financial institution, bank, Government or debenture holders during the year.



- ix. In our opinion and according to the information and explanation given to us, the Company has not raised any money by way of initial public offer or further public offer and the term loans were not applied for the purpose for which the same were raised during the year.
- x. To the best of our knowledge and according to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.
- xi. In our opinion and according to the information and explanation given to us, the company has paid / provided managerial remuneration in accordance with requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- xii. According to the information and explanation given to us, the company is not a "Nidhi Company". Accordingly, paragraph (xii) of the Order is not applicable to the company.
- xiii. According to the information and explanation given to us, all the transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 wherever applicable and the details have been disclosed in the financial statements, as required by the applicable accounting standards.
- xiv. According to the information and explanation given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.
- xv. According to the information and explanation given to us and based on our examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
- xvi. According to the information and explanation given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For S. C. Varma and Co.**  
Chartered Accountants  
Firm Registration No: 000533N

  
**(S. C. Varma)**  
Partner  
Membership Number: 011450  
UDIN : 20011450AAAADT2000

**Place : New Delhi**

**Dated : 29 AUG 2020**



Gripwel Fasteners Private Limited  
Balance Sheet as at 31st March 2020



Particulars	Note No.	(INR in millions)	
		As at 31st March 2020	As at 31st March 2019
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	143.63	149.20
Capital work-in-progress	3	-	4.55
Intangible Assets	3	0.23	0.33
<b>Financial assets</b>			
Other financial assets	4	4.55	4.57
Current tax assets (net)		29.00	29.01
Deferred tax assets (net)	14	2.59	-
<b>Total Non-current assets</b>		<b>180.00</b>	<b>187.66</b>
<b>Current assets</b>			
Inventories	5	268.79	248.69
<b>Financial assets</b>			
Trade receivables	6	437.07	480.45
Cash and cash equivalents	7	14.40	8.02
Loans	8	0.21	0.21
Other assets	9	27.21	29.56
<b>Total Current assets</b>		<b>747.68</b>	<b>766.93</b>
<b>Total assets</b>		<b>927.68</b>	<b>954.59</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	10	57.60	57.60
Other equity	11	534.98	484.09
<b>Total equity</b>		<b>592.58</b>	<b>541.69</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
Other Financial Liabilities	12	3.48	-
Provisions	13	30.91	30.77
Deferred tax liabilities (net)	14	-	2.59
<b>Total Non-current liabilities</b>		<b>34.39</b>	<b>33.36</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	15	178.11	206.67
Derivative instruments	16	20.92	-
Trade payables	17	-	-
micro enterprises and small enterprises		9.53	22.94
other than to micro enterprises and small enterprises		63.04	118.32
Other financial liabilities	12	1.61	0.09
Other liabilities	18	13.64	20.91
Provisions	13	13.86	10.61
<b>Total Current liabilities</b>		<b>300.71</b>	<b>379.54</b>
<b>Total equity and liabilities</b>		<b>927.68</b>	<b>954.59</b>
Significant Accounting Policies	1 & 2		
The accompanying notes form an integral part of the financial statements			

As per our report of even date attached.  
For S. C. VARMA AND CO.  
Chartered Accountants  
Firm Regn. No: 000533N

S.C. Varma  
(Partner)  
Membership No. 011450

Place : New Delhi  
Date: 29 AUG 2020



For and on behalf of Board of Directors of  
Gripwel Fasteners Private Limited

Gurdeep Soni  
(Chairman & Managing Director)  
[DIN: 00011478]

Paragjit Singh Soni  
(Vice Chairman & Director)  
[DIN: 00011616]

Deepika Sharma  
(Company Secretary)  
[ACS: 30879]

Gripwel Fasteners Private Limited  
Statement of Profit and Loss for the year ended 31st March 2020



(INR in millions)

Particular	Note No.	Year ended 31st March 2020	Year ended 31st March 2019
<b>INCOME</b>			
Revenue from operations	19	1,474.59	1,877.82
Other income	20	0.39	1.11
<b>Total Income</b>		<b>1,474.98</b>	<b>1,878.93</b>
<b>EXPENSES</b>			
Cost of materials consumed	21	467.70	592.82
Purchases of stock-in-trade	21	387.61	483.81
Changes in inventories of finished goods, stock-in-trade and work in-progress	22	(26.45)	2.67
Employee benefits expense	23	157.64	158.20
Finance costs	24	7.78	10.07
Depreciation and amortization expenses	25	21.55	17.33
Other expenses	26	288.21	404.61
<b>Total expenses</b>		<b>1,304.04</b>	<b>1,669.51</b>
<b>Profit before tax</b>		<b>170.94</b>	<b>209.42</b>
<b>Tax expenses:</b>			
Current tax		45.74	50.60
Earlier years			0.33
Deferred tax		(0.23)	(1.73)
<b>Total tax expenses</b>		<b>45.51</b>	<b>49.20</b>
<b>Profit for the year</b>		<b>125.43</b>	<b>160.22</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified to profit or loss			
Re-measurement gains / (losses) of defined benefit plans		1.89	(3.43)
Income tax effect		(0.48)	1.00
		<b>1.41</b>	<b>(2.43)</b>
Items that will be reclassified to profit or loss			
Effective portion of cash flow hedge		(20.92)	-
Income tax effect		5.27	-
		<b>(15.65)</b>	<b>-</b>
<b>Other comprehensive income/ (loss) for the year (Net of tax)</b>		<b>(14.24)</b>	<b>(2.43)</b>
<b>Total comprehensive income for the year</b>		<b>111.19</b>	<b>157.79</b>
<b>Earnings per equity share of face value of Rs. 10 each</b>			
Basic (Amount in INR)	27	21.78	27.82
Diluted (Amount in INR)		21.78	27.82
Significant Accounting Policies	1 & 2		
The accompanying notes form an integral part of the financial statements			

As per our report of even date attached.  
For S.C. VARMA AND CO.  
Chartered Accountants  
Firm Regn. No: 000533N

S.C. Varma  
(Partner)  
Membership No. 011450

Place : New Delhi  
Date: 29 AUG 2020



Gurdeep Soni  
(Chairman & Managing Director)  
[DIN: 00011478]

For and on behalf of Board of Directors of  
Gripwel Fasteners Private Limited

Paranjit Singh Soni  
(Vice Chairman & Director)  
[DIN: 00011616]

Deepika Sharma  
(Company Secretary)  
[ACS: 30879]

Gripwel Fasteners Private Limited  
Statement of Changes in Equity for the year ended 31st March, 2020



a. Equity share capital

(INR in millions)

Particular	Amount
Balance at 1st April, 2018	57.60
Change during the year 2018-19	-
Balance at 1st April, 2019	57.60
Change during the year 2019-20	-
Balance at 31st March, 2020	57.60

b. Other equity

(INR in millions)

Particular	Reserves and Surplus			Items of other comprehensive income	Total
	General Reserve	Retained earnings	Special Economic Zone re-investment reserve	Effective portion of cash flow hedge	
Balance as at 1st April, 2019	12.05	432.04	40.00	-	484.09
Profit for the year	-	125.41	-	-	125.41
Other comprehensive income for the year	-	1.41	-	(15.66)	(14.25)
Total	12.05	558.86	40.00	(15.66)	595.25
Payment of dividend on equity shares	-	(51.84)	-	-	(51.84)
Tax on dividend	-	(10.66)	-	-	(10.66)
Transfer from Special Economic Zone re-investment reserve	-	4.21	(4.21)	-	-
Adoption of Ind AS 116 (net of tax)	-	(0.45)	-	-	(0.45)
ESOP Granted during the year by holding company	-	2.68	-	-	2.68
	12.05	502.80	35.79	(15.66)	534.98
Balance as at 31st March, 2020	12.05	502.80	35.79	(15.66)	534.98

(INR in millions)

Particular	Reserves and Surplus			Items of other comprehensive income	Total
	General Reserve	Retained earnings	Special Economic Zone re-investment reserve	Effective portion of cash flow hedge	
Balance as at 1st April, 2018	12.05	359.40	-	(0.14)	371.31
Profit for the year	-	160.21	-	-	160.21
Other comprehensive income for the year	-	(2.43)	-	-	(2.43)
Total	12.05	517.18	-	(0.14)	529.09
Payment of dividend on equity shares	-	(37.44)	-	-	(37.44)
Tax on dividend	-	(7.70)	-	-	(7.70)
Reclassified to statement of profit & loss	-	-	-	0.14	0.14
Transfer from Special Economic Zone re-investment reserve	-	(40.00)	40.00	-	-
	12.05	432.04	40.00	-	484.09
Balance as at 31st March, 2019	12.05	432.04	40.00	-	484.09

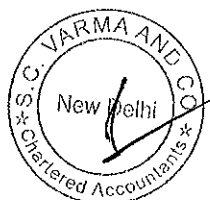
The accompanying notes are forming part of these financial statements

As per our report of even date attached.  
For S.C. VARMA AND CO.  
Chartered Accountants  
Firm Regn. No: 000533N

S.C. Varma  
(Partner)  
Membership No. 011450

Place : New Delhi

Date: 29 AUG 2020



For and on behalf of Board of Directors of  
Gripwel Fasteners Private Limited

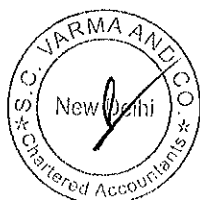
Paramjit Singh Soni  
(Vice Chairman & Director)  
[DIN: 00011616]

Deepika Sharma  
(Company Secretary)  
[ACS: 30879]

**Gripwel Fasteners Private Limited**  
**Cash Flow Statement for the year ended 31st March 2020**



Particular	(INR in millions)	
	Year ended 31st March 2020	Year ended 31st March 2019
<b>A. Cash flow from operating activities:</b>		
Profit before tax	170.92	209.41
Adjustments for:		
Depreciation and amortization expenses	21.55	17.33
Interest expenses	6.05	7.22
Interest income	(0.20)	(1.01)
Employee Related Expenses	2.68	-
(Profit) / Loss on sale of Property, plant and equipment	(0.01)	-
Unrealised foreign exchange (gain)/ loss	(16.56)	2.20
Effects of foreign exchange on loans and forwards	-	(0.08)
<b>Operating profit before working capital changes</b>	<b>184.43</b>	<b>235.07</b>
Adjustments for changes in Working Capital :		
Increase/(decrease) in loans (current)	0.01	-
(Increase)/decrease in other financial assets (non-current)	0.02	(0.05)
(Increase)/decrease in other non-current assets	-	2.40
(Increase)/decrease in inventories	(20.11)	(11.45)
(Increase)/decrease in trade receivables	68.38	(172.53)
(Increase)/decrease in Income Tax assets	-	(23.58)
(Increase)/decrease in other current assets	2.34	5.39
Increase/(decrease) in provisions (non-current)	2.03	(1.20)
Increase/(decrease) in trade payables	(69.77)	(2.92)
Increase/(decrease) in other financial liabilities	-	(0.84)
Increase/(decrease) in other current liabilities	(7.27)	0.85
Increase/(decrease) in provisions (current)	3.25	(8.86)
<b>Cash Generated From/(Used In) Operations</b>	<b>163.31</b>	<b>22.28</b>
Income Tax Paid / (Refunds)	45.74	50.93
<b>Net cash flow from/ (used in) operating activities (A)</b>	<b>117.57</b>	<b>(28.65)</b>
<b>B. Cash flow from investing activities:</b>		
Payments for purchase of property, plant and equipment and capital work in progress	(5.03)	(39.06)
Proceeds from sale of property, plant and equipment	0.02	-
Interest received	0.20	1.01
<b>Net cash flow from/ (used in) investing activities (B)</b>	<b>(4.81)</b>	<b>(38.05)</b>
<b>C. Cash flow from financing activities</b>		
Payment of Lease Liabilities	(2.04)	-
Proceeds from short term borrowings	-	125.93
Repayment of short term borrowings	(35.92)	-
Proceeds from long term borrowings	-	(0.15)
Interest Paid	(5.93)	(7.22)
Payment of dividend on equity shares (including DDT)	(62.49)	(45.13)
<b>Net cash flow from/ (used in) financing activities (C)</b>	<b>(106.38)</b>	<b>73.43</b>



**Gripwel Fasteners Private Limited**  
**Cash Flow Statement for the year ended 31st March 2020**



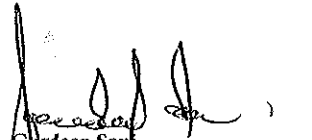
Net increase/(decrease) in cash and cash equivalents (A+B+C)	6.38	6.73
Cash and Cash equivalents at the beginning of the year	8.02	6.01
Net Increase/(Decrease) in Temporary overdraft	-	(4.71)
Cash and Cash equivalents at the end of the year	14.40	8.02
<b>Cash and cash equivalents comprises :</b>		
Cash in hand	0.33	0.48
Balances with Banks-in Cash Credit and Current Accounts	14.07	7.47
Balances with Banks-in EEFC Accounts		0.07

As per our report of even date attached.  
**For S.C. VARMA AND CO.**  
 Chartered Accountants  
 Firm Regn. No: 000533N

  
**S.C. Varma**  
 (Partner)  
 Membership No. 011450

Place : New Delhi  
 Date: **29 AUG 2020**



  
**Gurdeep Son**  
 (Chairman & Managing Director)  
 [DIN: 00011478]

For and on behalf of Board of Directors of  
**Gripwel Fasteners Private Limited**

  
**Paramjit Singh Soni**  
 (Vice Chairman & Director)  
 [DIN: 00011616]

  
**Deepika Sharma**  
 (Company Secretary)  
 [ACS: 30879]



**1) Corporate Information**

Gripwel Fasteners Private Limited ("the Company") is a Company (limited by shares) incorporated under the provisions of Companies Act, 1956. The Company is domiciled in India having registered office at Gripwel House, Block-5 C6 & 7, Vasant Kunj, New Delhi 110070, India. The Company is engaged into manufacturing having facility at Noida. The main objects of, inter-alia, manufacturing, sale and export of precision engineering products and allied engineering products. The Company's holding company is Uniparts India Limited.

The Company caters both the domestic and international markets. The Company's CIN is U29214DL2005PTC132107.

**2. SIGNIFICANT ACCOUNTING POLICIES:**

**2.1) Basis of Preparation**

These financial statements of the Company are prepared on an accrual basis under historical cost convention except for certain financial instruments which are measured at fair value. These financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 ("The Act") and other relevant provisions of the Act, as applicable

With effect from 1st April, 2019, Ind AS 116 – "Leases" (Ind AS 116) supersedes Ind AS 17 – "Leases". The Company has adopted Ind AS 116 using the modified approach. The application of Ind AS 116 has resulted into recognition of 'Right-of-Use' asset with a corresponding Lease Liability in the Balance Sheet.

The Company's Financial Statements are presented in Indian Rupees (₹), which is also its functional currency and all values are rounded to the nearest million (₹ 000,000), except when otherwise indicated.

**2.2) Current versus non-current classification**

The assets and liabilities are presented as current or non-current in the balance sheet by the company.

An asset is treated as current when it is expected that it will be realised or intended to be sold or consumed in normal operating cycle, it is held primarily for trading purposes, it is expected to be realised within twelve months after the reporting period or cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are treated as non-current in the balance sheet.

A liability is treated as current when it is expected to be settled in normal operating cycle, if it is held primarily for the purpose of trading, it is due to be settled within twelve months after the end of the reporting period or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The company classifies all other liabilities as non-current in the balance sheet.

The company identifies its operating cycle as twelve months.

Deferred tax asset and liabilities are classified as non-current assets and liabilities in the balance sheet.

**2.3) Critical Accounting Judgments & key sources of Estimation uncertainties**

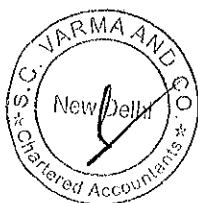
The following are the critical judgments and the key estimates concerning the future that management has made in the process of applying the Company's accounting policies and these may have the most significant effect on the amounts recognized in the financial statements or have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. The estimates and associated assumptions are based on historical experiences and other factors that are considered to be relevant. These estimates and underlying assumptions are reviewed on an ongoing basis. Revision of accounting estimates are recognised in the period in which the estimates are revised if the revision affects only that period or in the period of the revision and future periods where revision affects both current and future periods.

**Intangible Assets**

Capitalization of cost for intangible assets and intangible assets under development is based on the management judgment that technological and economic feasibility is confirmed and assets under development will generate economic benefits in future. Based on the evaluation carried out, the company's management has determined that there are no factors which indicate that those assets have suffered any impairment loss.

**Useful life of depreciable Assets**

Management reviews the useful life of depreciable assets at each reporting date. As at March 31, 2020, management assessed that the useful life represents the expected utility of the assets by the company. Further there is no significant change in useful life as compared to the previous year.



#### Impairment of non-financial assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exist, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Unit's (CGU) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. In determining the fair value less costs to disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Intangible assets under development are tested for impairment annually. Impairment losses including impairment on inventories are recognised in the statement of profit and loss.

#### Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

#### Defined benefit plans

The cost of the defined benefit gratuity plan, other post-employment plans and the present value of the gratuity obligation is determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at interval in response to demographic changes.

#### Fair value measurement of financial instruments

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

#### Income tax and deferred tax

Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

#### 2.4) 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.

#### Initial Recognition and measurement

On initial recognition, all the financial assets and liabilities are recognized at their fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability.

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

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.



Subsequent measurement

(i) Financial assets carried at amortised cost

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

The trade & other receivables, after initial measurement 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 other income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss.

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

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

Financial assets included within the FVTOCI are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the company recognizes interest income, impairment losses, reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

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

A financial asset which is not classified in any of the above categories is subsequently measured at fair value through profit or loss.

(iv) Financial liabilities

a) The financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short-term maturity of these instruments. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

b) Loans and borrowings is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. In the calculation of amortised cost, discount or premium on acquisition and fees or costs that are an integral part of the EIR are taken into account. This category generally applies to borrowings.

Fair value measurement of financial instruments

The fair value of financial instruments is determined using the valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Based on the three level fair value hierarchy, the methods used to determine the fair value of financial assets and liabilities include quoted market price, discounted cash flow analysis and valuation certified by the external valuer.

In case of financial instruments where the carrying amount approximates fair value due to the short maturity of those instruments, carrying amount is considered as fair value.

Derecognition of financial instrument

A financial asset is derecognized when the contractual rights to the cash flows from the financial asset expire or has transferred the financial asset and the transfer qualifies for derecognition under Ind AS 109.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

A financial liability is derecognized when the obligation specified in the contract is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.





2.5) Inventories

Inventories are valued as below:

- (i) Raw Materials, Packing Materials and Consumable Stores & Spares are valued at cost computed on FIFO method.
- (ii) Work-in-progress are valued at materials cost plus appropriate share of labour and production overheads incurred till the stage of completion of production.
- (iii) Finished Goods/Traded Goods are valued at lower of the cost or net realizable value.
- (iv) Scrap is valued at net realizable value calculated based on last month's average realization.

2.6) Revenue Recognition

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue is presented net of Goods and Service Tax, wherever applicable. However, Goods & Service Tax (GST) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, these are excluded from revenue.

The specific recognition criteria as described below must also be met before revenue is recognised.

**Sale of Goods**

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer at the time of dispatch of goods from the factory/stockyard/storage area/port as the case may be. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

**Export incentives**

Revenue from export incentives are accounted for on export of goods if the entitlements can be estimated with reasonable assurance and conditions precedent to claim are fulfilled.

**Die design and preparation charges**

Revenues from die design and preparation charges are recognized as per the terms of the contract as and when the significant risks and rewards of ownership of dies are transferred to the buyers.

**Interest income**

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

**Dividends**

Dividend income is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

2.7) Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant or subsidy relates to revenue, it is recognized as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate.

Where the grant relates to an asset, it is recognized as deferred income and is allocated to statement of profit and loss over the periods and in the proportions in which depreciation on those assets is charged.



**2.8) Property, Plant & Equipment****Tangible Assets**

Since there is no change in the functional currency, the Company has elected to continue with the carrying value for all of its property, plant and equipment as recognised in its Indian GAAP financial statements as deemed cost at the transition date, viz., April 1, 2017.

Depreciation on tangible assets is provided on the straight-line method at the rates and manner prescribed under Schedule II of the Companies Act, 2013 except in the case of Plant and Machinery where the depreciation has been provided on the basis of the useful lives of the assets estimated by the management based on internal assessment and independent technical evaluation carried out by external Chartered Engineer at the time of adoption of Companies Act, 2013. Depreciation for the assets purchased / sold during the year is proportionately charged.

The estimated useful lives are as mentioned below:

Type of Asset	Method	Useful Lives
Factory Building	Straight Line	30 Years
Furniture & Fittings	Straight Line	10 Years
Plant and Machinery	Straight Line	10 - 20 Years
Office Equipment	Straight Line	5 Years
Electrical Installment	Straight Line	10 Years
Computers	Straight Line	3-6 Years
Vehicles	Straight Line	8-10 Years

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Property, plant and equipment are stated at cost of acquisition or construction net of accumulated depreciation and impairment loss (if any). Internally manufactured property, plant and equipment are capitalized at cost, including non-creditable, GST wherever applicable. All significant costs relating to the acquisition and installation of property, plant and equipment are capitalised. Such cost includes the cost of replacing part of the property, plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. Refer to note regarding significant accounting judgments, estimates and assumptions and provisions for further information.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised.

**2.9) Intangible Assets****Recognition and initial measurement**

Purchased Intangible assets are stated at cost less accumulated amortisation and impairment, if any.

**Internally developed intangible assets**

Expenditure on the research phase of projects is recognised as an expense as incurred.

Costs that are directly attributable to a project's development phase are recognised as intangible assets, provided the Company can demonstrate the following:

- the technical feasibility of completing the intangible asset so that it will be available for use.
- its intention to complete the intangible asset and use or sell it
- its ability to use or sell the intangible asset
- how the intangible asset will generate probable future economic benefits
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset.
- its ability to measure reliably the expenditure attributable to the intangible asset during its development costs not meeting these criteria for capitalisation are expensed as incurred.

Directly attributable costs include employee costs incurred on development of prototypes along with an appropriate portion of relevant overheads and borrowing costs.



2.10) Foreign Currency Transactions

**Functional and presentation currency**

The financial statements are presented in Indian Rupee (INR) and are rounded to two decimal places of millions, which is also the functional and presentation currency of the Company.

**Transactions and balances**

Foreign currency transactions are recorded in the functional currency, by applying to the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Foreign currency monetary items are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transactions.

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the statement of profit and loss in the year in which they arise.

2.11) Employee Benefits

**(i) Short term employee benefits**

All employee benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service, are classified as short term employee benefits, which include salaries, wages, short term compensated absences and performance incentives and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet. These are recognised as expenses in the period in which the employee renders the related service.

**(ii) Post-employment benefits**

Contributions towards Superannuation Fund, Pension Fund and government administered Provident Fund are treated as defined contribution schemes. In respect of contributions made to government administered Provident Fund, the Company has no further obligations beyond its monthly contributions. Such contributions are recognised as expense in the period in which the employee renders related service. The cost of defined benefit such as is determined using the projected unit credit method, with actuarial valuation being carried out at each balance sheet date. Actuarial gains and losses in respect of the same are charged to the Other Comprehensive Income (OCI).

**(iii) Other long-term benefits**

All employee benefits other than post-employment benefits and termination benefits, which do not fall due wholly within twelve months after the end of the period in which the employees render the related service, including long term compensated absences, service awards, and ex-gratia, are determined based on actuarial valuation carried out at each balance sheet date. Estimated liability on account of long term employee benefits is discounted to the present value using the yield on government bonds as the discounting rate for the term of obligations as on the date of the balance sheet. Actuarial gains and losses in respect of the same are charged to the statement of profit and loss.

**(iv) Termination benefits**

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or when an employee accepts voluntary retirement in exchange of these benefits. The Company recognises termination benefits at the earlier of the following dates: (a) when the Company can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of termination benefits. The termination benefits are measured based on the number of employees expected to accept the offer in case of voluntary retirement scheme.

2.12) Leases

**(i) Determining whether a contract contains lease**

At inception of a contract, the Company determines whether the contract is, or contains, a lease. The contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset or assets for a period of time in exchange for consideration, even if that right is not explicitly specified in a contract.

At inception or on reassessment of a contract that contains lease component and one or more additional lease or non-lease components, the Company separates payments and other consideration required by the contract into those for each lease component on the basis of their relative stand-alone price and those for non-lease components on the basis of their relative aggregate stand-alone price. If the Company concludes that it is impracticable to separate the payments reliably, then right-of-use asset and Lease liability are recognised at an amount equal to the present value of future lease payments; subsequently the liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the Company's incremental borrowing rate. The previous determination pursuant to Ind AS 17 and its 'Appendix C' of whether a contract is a lease has been maintained for existing contracts.



## (ii) Company as a lessee

At inception, the Company assesses whether a contract is or contains a lease. This assessment involves the exercise of judgement about whether it depends on an identified asset, whether the Company obtains substantially all the economic benefits from the use of that asset, and whether the Company has the right to direct the use of that asset.

The Company has elected to separate lease and non-lease components of contracts, wherever possible.

The Company recognizes a right-of-use (ROU) asset and a lease liability at the transition date/ lease commencement date. The right-of-use asset is initially measured based on the present value of future lease payments, plus initial direct costs, and cost to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, and lease payments made at or before the commencement date, less any incentives received. The right-of-use asset is depreciated over the shorter of the lease term or the useful life of the underlying asset. The right-of-use asset is subject to testing for impairment if there is an indicator for impairment.

At the commencement date, Company measures the lease liability at the present value of the future lease payments that are not yet paid at that date discounted using interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company's uses its incremental borrowing rate as the discount rate. The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero. Contingent rents payments are recognised as an expense in the period in which they are incurred. Lease payments generally include fixed payments and variable payments that depend on an index (such as an inflation index). When the lease contains an extension or purchase option that the Company considers reasonably certain to be exercised, the cost of the option is included in the lease payments.

The Company presents right-of-use assets that do not meet the definition of investment property and lease liabilities in separately from other assets/liabilities in the balance sheet.

The Company has elected not to recognize right-of-use assets and liabilities for leases where the total lease term is less than or equal to 12 months, or for leases of low value assets. The payments for such leases are recognized in the Statement of Profit and Loss on a straight-line basis over the lease term.

## (iii) Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an underlying assets are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease unless the payments are structured to increase in line with the general inflation to compensate for the lessor's expected inflationary cost increase. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards incidental to ownership of underlying asset is transferred from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

## 2.13) Taxation

## a) Current Tax

The tax currently payable is based on taxable profit for the year. 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. The Company's current tax is calculated using tax rates as per Income Tax Act, 1961 that have been enacted or substantively enacted by the end of the reporting period.

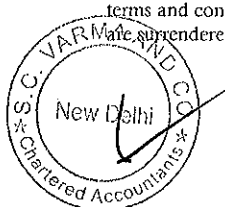
## b) Deferred Tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are recognised and carried forward only if it is probable that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted as on the balance sheet date. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax. Current and deferred tax is recognised in profit and loss, except to the extent that it relates to items recognised in other comprehensive income. In this case, the tax is also recognised in other comprehensive income.

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 all or part of the asset to be recovered.

## 2.14) Employee Stock options

The company has accounted for the share based payment for employees in respect of UIL ESOP - based on the IND AS 102 " Share-based payments" and Guidance Note on "Accounting for Employees Share Based Payment" issued by ICAI ("Guidance Note"). The Company follows the Fair Market Value Method (calculated on the basis of Black-Scholes method) to account for compensation expenses arising from issuance of stock options to the employees and has recognized the services received in an equity-settled employee share-based payment plan as an expense when it receives the services, with a corresponding credit to Stock Options Outstanding Account / other equity, depends on terms and condition. Further, employees compensation cost recognized earlier on grant of options is reversed in the year when the Options are surrendered by the employee.





#### 2.15) Borrowings & Borrowing Costs

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest rate method. Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

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

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

All other borrowing costs are recognised in statement of profit and loss in the period in which they are incurred.

#### 2.16) Impairment of Assets

##### Non-financial assets

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

##### Financial assets

The company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL.

#### 2.17) Cash and Cash Equivalents

Cash and cash equivalents includes cash and cheques in hand, current accounts and fixed deposit accounts with banks with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

#### 2.18) Cash Flow Statement

Cash flows are reported using the indirect method, whereby a profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, financing and investing activities of the Company are segregated.

#### 2.19) Provisions and Contingencies

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

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

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.







2.20) Derivative financial instruments and hedge accounting

**Cash Flow Hedge:**

The Company holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures.

The effective portion of changes in the fair value of the hedging instruments is recognized in other comprehensive income and accumulated in the cash flow hedging reserve. Such amounts are reclassified in to the statement of profit or loss when the related hedge items affect profit or loss. Any ineffective portion of changes in the fair value of the derivative or if the hedging instrument no longer meets the criteria for hedge accounting, is recognized immediately in the statement of profit and loss.

Any derivative that is either not designated a hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial instruments at fair value through profit or loss.

2.21) Dividend to equity holders of the Company

The Company recognises a liability to make cash or non-cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the Corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in other equity.

2.22) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker.

2.23) Earnings Per Share

Earning per share is calculated by dividing the profit attributable to owners of the company by the weighted average number of equity shares outstanding during the financial year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all ditutive potential equity shares.



Gripwel Fasteners Private Limited

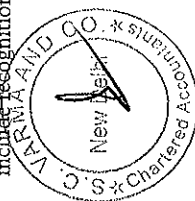
Notes on Financials Statements for the year ended 31st March, 2020

3. PROPERTY, PLANT & EQUIPMENT, CAPITAL WORK-IN-PROGRESS AND INTANGIBLE ASSETS

Description	Gross Block			Depreciation/Amortisation and Depletion			Net Block	
	As at 1st April 2019	Additions/ Adjustments	Deductions/ Adjustments	As at 1st April 2019	For the year	Deductions/ Adjustments	As at 31st March 2020	As at 31st March 2019
<b>PROPERTY, PLANT AND EQUIPMENT</b>								
Own Assets:								
Buildings	61.27	-	-	24.61	1.91	-	26.52	34.75
Plant & Machinery	167.42	4.35	-	80.98	12.62	-	93.60	78.17
Furniture & fixtures	6.32	-	-	5.21	0.27	-	5.48	0.84
Office Equipments	4.39	-	-	3.31	0.27	-	3.58	0.81
Vehicles	28.07	4.35	-	6.97	3.49	-	10.46	21.96
Computers	10.65	0.88	0.15	7.84	1.06	0.14	8.76	2.62
Sub total	278.12	9.58	0.15	128.92	19.62	0.14	148.40	139.15
<b>Right-of-Use Assets:</b>								
Buildings	2.62	-	-	-	0.68	-	0.68	1.94
Vehicles	0.92	2.78	-	-	1.15	-	1.15	2.55
Sub total	3.54	2.78	-	-	1.83	-	1.83	4.49
Total (A)	281.66	12.36	0.15	128.92	21.45	0.14	150.23	143.64
<b>INTANGIBLE ASSETS</b>								
Software	2.13	-	-	1.80	0.10	-	1.90	0.23
Total (B)	2.13	-	-	1.80	0.10	-	1.90	0.23
Total (A+B)	283.79	12.36	0.15	130.72	21.55	0.14	152.13	143.87
Previous Year	241.63	36.49	-	111.78	17.13	-	128.92	149.20
<b>CAPITAL WORK-IN-PROGRESS</b>								
								4.55

3.1) For Assets given as security - Refer Note: 15

3.2) The Company has adopted Ind AS 116 'Leases' effective April 1, 2019 and applied the Standard to its leases, pursuant to which it has reclassified its leased asset as Right-of-Use Assets. Further, additions include recognition of leasing arrangement towards Building and Vehicles as Right-of-use Assets of INR 3.54 million and a Lease Liability of INR 4.13 million as at April 1, 2019.



## 4 Other financial assets

Particulars	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
<b>Non-current</b>		
Security Deposits	4.50	4.52
Fixed Deposits (more than 12 months maturity)	0.05	0.05
<b>Total</b>	<b>4.55</b>	<b>4.57</b>

## 5 Inventories

Particulars	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
Raw Materials (Includes Materials in Transit)	69.18	75.52
Work-in-Progress	75.05	90.53
Finished Goods (Includes Goods at Port)	74.75	40.67
Traded Goods	35.13	27.29
Stores and Spares (Includes Materials in Transit)	14.45	13.95
Scrap	0.23	0.73
<b>Total</b>	<b>268.79</b>	<b>248.69</b>

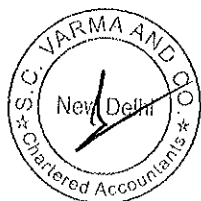
## 6 Trade receivables

Particulars	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
<b>Current (secured)</b>		
Trade receivables (considered good)	4.73	9.11
<b>Current (unsecured)</b>		
Trade receivables (considered good) [Refer Note 32- for related parties]	432.34	471.34
<b>Total</b>	<b>437.07</b>	<b>480.45</b>

Generally payment against sale of goods become due as per payment terms, and fixed transaction price as per contracts with customers.

## 7 Cash and cash equivalents

Particular	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
<b>Cash and Cash Equivalents</b>		
Cash in hand	0.33	0.48
<b>Balances with Banks</b>		
Balances with Banks-in Cash Credit and Current Accounts	14.07	7.47
Balances with Banks-in EEFC Accounts	-	0.07
<b>Total</b>	<b>14.40</b>	<b>8.02</b>



8 Loans

Particulars	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
Current (Unsecured, Considered Good)		
Loans to employees	0.21	0.21
<b>Total</b>	<b>0.21</b>	<b>0.21</b>

9 Other assets

Particular	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
Current		
Advances to Suppliers	2.84	3.45
Balance with Sales Tax, Central Excise Department etc.	1.00	1.00
Government Grant - Export Incentives Receivable	20.36	23.16
Prepaid Expenses	3.01	1.86
Advance Payments, other recoverable in cash or in kind-or for value to be received		0.09
<b>Total</b>	<b>27.21</b>	<b>29.56</b>

Particulars	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
Break up of financial assets carried at amortised cost		
Loans [Refer Note 8]	0.21	0.21
Other financial assets [Refer Note 4]	4.55	4.57
Trade receivables [Refer Note 6]	437.07	480.45
Cash and cash equivalents [Refer Note 7]	14.40	8.02
<b>Total</b>	<b>456.23</b>	<b>493.25</b>



10 Equity share capital

Particular	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
<b>Authorised:</b>		
60,00,000 (March 31, 2019 : 60,00,000) equity shares of INR 10 each	60.00	60.00
<b>Issued, Subscribed and Paid-up:</b>		
57,59,842 (March 31, 2019 : 57,59,842) equity shares of INR 10 each fully Paid-up	57.60	57.60
<b>Total</b>	<b>57.60</b>	<b>57.60</b>

a. The reconciliation of the number of shares outstanding is set out as below:

Particulars	(INR in millions)			
	Year ended 31st March 2020		Year ended 31st March 2019	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares at the beginning of the year	57,59,842	57.60	57,59,842	57.60
Equity Shares at the end of the year	57,59,842	57.60	57,59,842	57.60

b. Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of INR 10 per share. Each holder of equity shares is entitled to one vote per share. The shareholders of equity shares of the Company are entitled to receive dividends as and when declared by the Company and enjoy proportionate voting rights in case any resolution is put to vote. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amount, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Details of shareholders holding more than 5% shares in the company

Name of the Shareholder	(INR in millions)			
	Year ended 31st March 2020		Year ended 31st March 2019	
	Number	% holding in the class	Number	% holding in the class
Uniparts India Limited (Holding Company) (Includes One Share held in trust by Mr. Gurdeep Soni)	57,59,842	100.00	57,59,842	100.00



Gripwel Fasteners Private Limited  
Notes on Financials Statements for the year ended 31st March, 2020



11 Other equity

Particular	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
<b>Cash flow hedge reserve</b>		
Balance as the beginning		(0.14)
Arised during the year	(15.66)	
Less: Adjusted during the year		(0.14)
<b>Balance as the end</b>	<b>(15.66)</b>	
<b>General Reserve*</b>		
Balance as the beginning	12.05	12.05
Balance as the end	12.05	12.05
<b>Special Economic Zone re-investment reserve**</b>		
Transfer from Surplus/(Deficit) in the Statement of Profit & Loss	40.00	
Add: Arising during the year		40.00
Less: Adjusted during the year	(4.21)	
	35.79	40.00
<b>Surplus/(Deficit) in the Statement of Profit and Loss***</b>		
Balance as the beginning	432.04	359.40
Add: Profit for the year	125.41	160.21
Less: Adjustment due to adoption of Ind AS 116 (Net of tax)	(0.45)	
Add: ESOP Granted during the year by holding company	2.68	
<b>Add: Other Comprehensive Income:</b>		
Re-measurement of defined benefit obligations (net of tax)	1.41	(2.43)
	561.09	517.18
<b>Less: Appropriations</b>		
Payment of dividend on equity shares	51.84	37.44
Tax on dividend	10.66	7.70
Transfer to Special Economic Zone re-investment reserve	(4.21)	40.00
	58.29	85.14
Balance as the end	502.80	432.04
<b>Total</b>	<b>534.98</b>	<b>484.09</b>

\* Retained earnings and General Reserve are to be utilised for General purpose.

\*\* The Special Economic Zone Re-investment Reserve has been created out of the profit of eligible SEZ units in terms of the provisions of Sec 10AA(1)(ii) of Income Tax Act, 1961. The reserve should be utilized by the Company for acquiring new plant and machinery for the purpose of its business in the terms of the Sec 10AA(2) of the Income Tax Act, 1961 .



11(a) Distribution made and proposed to made

Particular	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
<b>Cash dividends on equity shares declared and paid:</b>		
<b>Final cash dividend</b>		
For the year ended on March 31, 2020 Rs. 9.00 per share (March 31, 2019 : Rs. 6.50 per share)	51.84	37.44
DDT on Final Dividend	10.66	7.70
<b>Total Dividend</b>	<b>62.50</b>	<b>45.14</b>
<b>Proposed dividend on equity shares :</b>		
<b>Final dividend on equity shares:</b>		
For the year ended on March 31, 2020 :Rs.Nil per share (March 31, 2019 : Rs.9.00 per share)	-	51.84
DDT on proposed dividend	-	10.66
<b>Total Dividend</b>	<b>-</b>	<b>62.50</b>

12 Other financial liabilities

Particulars	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
<b>Non-current</b>		
Lease liabilities	3.48	-
<b>Total</b>	<b>3.48</b>	<b>-</b>
<b>Current</b>		
Lease liabilities	1.52	-
Current maturities of long term loan	0.09	0.09
<b>Total</b>	<b>1.61</b>	<b>0.09</b>

13 Provisions

Particulars	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
<b>Non-current</b>		
Provision for gratuity (Refer Note 31)	28.26	28.15
Provision for leave entitlement (Refer Note 31)	2.65	2.62
<b>Total</b>	<b>30.91</b>	<b>30.77</b>
<b>Current</b>		
Provision for gratuity (Refer Note 31)	8.09	9.41
Provision for leave entitlement (Refer Note 31)	0.76	1.20
Provision for Income Tax	5.01	-
<b>Total</b>	<b>13.86</b>	<b>10.61</b>

14 Deferred tax liabilities / Deferred tax assets (Net)

Particulars	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
Deferred tax Assets	10.94	13.10
Deferred tax Liabilities	8.36	15.69
<b>Total</b>	<b>(2.58)</b>	<b>2.59</b>



**Gripwel Fasteners Private Limited**  
**Notes on Financials Statements for the year ended 31st March, 2020**



	Opening balances	Recognised in profit and Loss account	Recognised in Other comprehensive income	Impact of Ind AS 116	Closing Balances
<b>Financial year 2019-20</b>					
Deferred tax Assets					
Expenses deductible in future years	13.10	(1.81)	(0.48)	-	10.81
Lease Liability	-	(0.02)	-	0.15	0.13
	13.10	(1.83)	(0.48)	0.15	10.94
Deferred tax Liabilities					
Property, plant and equipment and intangible assets	15.69	(2.07)	-	-	13.62
Fair valuation of cash flow hedges	-	-	(5.27)	-	(5.27)
	15.69	(2.07)	(5.27)	-	8.35
<b>Total</b>	<b>2.59</b>	<b>(0.24)</b>	<b>(4.79)</b>	<b>(0.15)</b>	<b>(2.59)</b>

**14.1. Income Tax & Deferred Tax**

The major components of income tax expense for the year ended March 31, 2020 and year ended March 31, 2019 are:

Income tax recognised in the Statement of Profit and Loss	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
Particulars		
Current Tax	45.74	50.60
Deferred Tax	(0.23)	-1.73
<b>Income tax expenses recognise in the statement of profit and loss</b>	<b>45.51</b>	<b>48.87</b>

Income tax recognised in OCI	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
Particulars		
Tax effect on net (loss)/gain on revaluation of cash flow hedges	5.27	-
Tax effect on net (loss)/gain on re-measurement of defined benefit plans	(0.48)	1.00
<b>Income tax expenses/ benefit recognise in OCI</b>	<b>4.79</b>	<b>1.00</b>

Reconciliation of tax expenses and the accounting profit multiplied by the applicable tax rate	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
Particulars		
Accounting profit before tax from operations	170.92	209.41
Applicable Tax Rate*	25.17%	29.12%
Income tax expense calculated at applicable tax rate	43.02	60.98
Tax effect of:		
Deductions u/s 80	(0.40)	(0.36)
Deductions u/s 10AA	-	(11.65)
Expenses disallowed	2.56	2.65
OCI/ICDS Adjustment	-	(1.06)
Others	0.57	0.04
Current tax provision (A)	45.74	50.60
Incremental deferred tax liability on Account of timing difference	1.84	(2.74)
Incremental deferred tax Assets on Account of timing difference	2.07	(1.01)
Deferred tax provision (B)	(0.23)	(1.73)
<b>Total tax expenses recognised (A+B)</b>	<b>45.51</b>	<b>48.87</b>
<b>Effective Tax Rate</b>	<b>26.63%</b>	<b>23.34%</b>

\* The tax rate used for reconciliation above is the corporate tax rate of 25.168% (Previous year 29.12%) payable by corporate entities in India on taxable profit under Indian tax law. During the year, Company has adopted for lower tax rate under section 115BAA of the Income Tax Act, 1961 inserted vide Taxation Laws (Amendment) Act, 2019.





### 15 Borrowings

Particulars	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
<b>Current</b>		
<b>Current maturity of term loans from banks</b>		
Rupee term loans from banks (secured) [Refer note 15.1]	0.09	0.09
<b>Secured Working Capital Loans repayable on demand:</b>		
<b>Foreign currency loans</b>		
Preshipment packing credit (secured) [Refer note 15.2]	178.11	206.67
<b>Total</b>	<b>178.20</b>	<b>206.76</b>
Less: Amount disclosed in other current financial liabilities [Refer note 12]	0.09	0.09
<b>Total</b>	<b>178.11</b>	<b>206.67</b>

#### 15.1 Rupee Term Loans:

From Axis Bank

Balance outstanding ₹ .09 million (For March 31, 2019 ₹ .09 million)

Above loan is secured against hypothecation of Car, repayable within 36 months from the date of sanction and carries rate of Interest @ 9.75% p.a.

#### 15.2 Foreign Currency Term Loans:

From Citibank N.A.

Balance outstanding ₹ 178.11 million (For March 31, 2019 ₹ 206.67 million)

Above loan is secured against (i) First exclusive charge on present and future stocks and book debts of the company, (ii) First exclusive charge by way of equitable mortgage on land and building located at 142A/30 to 142A/51, NSEZ, Noida, UP and (iii) Corporate Guarantees of Holding Company i.e. Uniparts India Limited.

Rate of Interest

@ Ranges from LIBOR+100 bps to 200 bps

### 16 Derivative instruments

Particulars	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
<b>Current</b>		
<b>Cash flow hedge</b>		
Foreign exchange forward contracts	20.92	-
<b>Total</b>	<b>20.92</b>	<b>-</b>

### 17 Trade payables

Particulars	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
micro enterprises and small enterprises (refer note 34)	9.53	22.94
other than to micro enterprises and small enterprises	63.04	118.32
<b>Total</b>	<b>72.57</b>	<b>141.26</b>



18 Other liabilities

Particulars	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
<b>Current</b>		
Trade Deposits and Advances*	0.17	0.51
Employee Benefits Payable	9.83	15.29
Temporary Overdraft from Banks	-	0.15
Statutory Dues Payable	3.64	4.96
<b>Total</b>	<b>13.64</b>	<b>20.91</b>

\* Recognised as revenue upon satisfaction of performance obligation in immediate next reporting period.

Break up of financial liabilities carried at amortised cost

Particulars	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
Current borrowings (Refer Note 15)	178.11	206.67
Other financial liabilities (Refer Note 12)	1.61	0.09
Trade payables (Refer Note 17)	72.57	141.25
<b>Total</b>	<b>252.29</b>	<b>348.01</b>



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19 Revenue from operations

Particular	(INR in millions)	
	Year ended 31st March 2020	Year ended 31st March 2019
Sale of Products		
Finished Goods [Net of returns, rebate etc.]	1,009.98	1,261.82
Traded Goods	411.20	541.87
Scrap	17.31	24.33
	1,438.49	1,828.02
Other Operating Revenues		
Export Incentives	36.10	49.80
	36.10	49.80
<b>Total</b>	<b>1,474.59</b>	<b>1,877.82</b>

20 Other income

Particulars	(INR in millions)	
	Year ended 31st March 2020	Year ended 31st March 2019
Interest Income		
Interest	0.20	1.01
Others		
Miscellaneous Receipts	0.19	0.10
<b>Total</b>	<b>0.39</b>	<b>1.11</b>



## 21 Cost of materials consumed

Particulars	(INR in millions)	
	Year ended 31st March 2020	Year ended 31st March 2019
Inventories at the beginning of the year	73.75	59.85
Add: Purchases	462.35	606.72
Less: Inventories at the end of the year	68.40	73.75
<b>Cost of Materials Consumed</b>	<b>467.70</b>	<b>592.82</b>

## Purchase of stock-in-trade

Particulars	(INR in millions)	
	Year ended 31st March 2020	Year ended 31st March 2019
Linkage parts and components for off-highway vehicles	387.61	483.81
<b>Total</b>	<b>387.61</b>	<b>483.81</b>

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

Particulars	(INR in millions)	
	Year ended 31st March 2020	Year ended 31st March 2019
(Increase)/Decrease in Stocks:		
Stocks at close [A]:		
Finished Goods	74.75	40.67
Traded Goods	31.54	23.20
Work-in-Progress	75.05	90.53
Scrap	0.23	0.73
	181.57	155.13
Stocks at commencement [B]:		
Finished Goods	40.67	64.31
Traded Goods	23.20	23.32
Work-in-Progress	90.53	68.90
Scrap	0.73	1.26
	155.12	157.80
<b>Total (B-A)</b>	<b>(26.45)</b>	<b>2.67</b>

## 23 Employee benefits expense

Particulars	(INR in millions)	
	Year ended 31st March 2020	Year ended 31st March 2019
Salaries and Wages (Refer Note 31)	143.14	144.12
Contribution to Provident and other Funds	5.49	5.48
Expense on Employee Stock Option Scheme	2.68	-
Staff Welfare Expenses	6.33	8.60
<b>Total</b>	<b>157.64</b>	<b>158.20</b>

## 24 Finance costs

Particulars	(INR in millions)	
	Year ended 31st March 2020	Year ended 31st March 2019
Interest	5.93	7.22
Interest on MSMED Payables	0.08	0.01
Finance cost on Lease Liability	0.12	-
Other Borrowing Costs:		
Bank Charges	1.65	2.84
<b>Total</b>	<b>7.78</b>	<b>10.07</b>

25 Depreciation and amortization expenses

Particulars	(INR in millions)	
	Year ended 31st March 2020	Year ended 31st March 2019
Depreciation of Tangible Assets	19.62	17.13
Amortization of Intangible Assets	0.10	0.20
Depreciation of ROU Assets	1.83	-
<b>Total</b>	<b>21.55</b>	<b>17.33</b>

26 Other expenses

Particulars	(INR in millions)	
	Year ended 31st March 2020	Year ended 31st March 2019
Stores, Spares and Tools Consumed	58.47	78.04
Sub-contracting Expenses	83.72	104.26
Power, Fuel and Water	29.36	32.76
Cartage, Freight and Forwarding	82.50	95.76
Air Freight	7.78	33.48
Rent	3.08	10.67
Rates and Taxes	2.58	4.14
Travelling and Conveyance	4.11	3.57
Communication	0.74	0.79
Printing and Stationery	1.30	1.41
Insurance	1.09	0.54
<b>Repairs and Maintenance:</b>		
Building	0.91	2.28
Plant and Machinery	17.20	19.84
Others	8.06	8.67
Office Maintenance	4.82	4.84
Vehicle Repairs and Maintenance	2.05	0.78
Advertisement, Publicity and Sales Promotion	0.17	0.04
Legal and Professional Charges	3.35	2.84
Directors Sitting Fees	0.04	0.20
Payment to Auditors (Refer details below)	0.45	0.50
Exchange Differences (net)	(29.00)	(4.16)
Loss on sale of Fixed Assets (net)	(0.01)	-
Donation and charity	-	-
Contribution towards CSR	3.20	2.50
Miscellaneous	2.24	0.86
<b>Total</b>	<b>288.21</b>	<b>404.61</b>

Payment to Auditors

Particulars	(INR in millions)	
	Year ended 31st March 2020	Year ended 31st March 2019
As Auditors:		
Audit Fee	0.35	0.39
Tax Audit Fee	0.07	0.07
In Other Capacity:		
Taxation Matters	0.03	0.04
<b>Total</b>	<b>0.45</b>	<b>0.50</b>

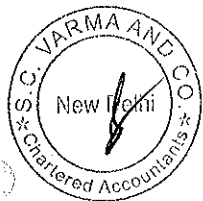


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27 Computation of earning per share (EPS)

Particular	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
Computation of Profit (Numerator)		
Net Profit after Tax as per the Statement of Profit & Loss attributable to Equity Shareholders	125.43	160.22
Computation of Weighted Average Number of Shares (Denominator)		
Number of Shares outstanding at the Beginning of the year	57,59,842	57,59,842
Adjusted Weighted Average number of Equity Shares for calculating Diluted EPS	57,59,842	57,59,842
Adjusted Weighted Average number of Equity Shares for calculating Basic EPS	57,59,842	57,59,842
Computation of EPS - Basic (in INR)	21.78	27.82
Computation of EPS - Diluted (in INR)	21.78	27.82



## 28 Components of other comprehensive income (OCI)

The disaggregation of changes to OCI by each type of reserve in equity is shown below:

Year ended 31st March 2020	Effective portion of cash flow hedge	Retained earnings	Income tax/Deferred tax	(INR in millions)
				Total
Re-measurement gains / (losses) of defined benefit plans		1.89	(0.48)	1.41
Effective portion of cash flow hedge	(20.92)	-	5.27	(15.65)
	(20.92)	1.89	4.79	(14.24)

Year ended 31st March 2019	Effective portion of cash flow hedge	Retained earnings	Income tax/Deferred tax	(INR in millions)
				Total
Re-measurement gains / (losses) of defined benefit plans	-	(3.43)	1.00	(2.43)
	-	(3.43)	1.00	(2.43)



29 LEASE

- (i) Effective 01 April 2019, the Company adopted Ind AS 116 "Leases", applied to all lease contracts existing on 01 April 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings as on the date of initial application. Accordingly, the Company is not required to restate the comparative information.

On 01 April 2019, the Company has recognised a lease liability measured at the present value of the remaining lease payments and Right-of-Use (ROU) assets at its carrying amount as if the standard had been applied since the lease commencement date, but discounted using the lessee's incremental borrowing rate as at 01 April 2019. This has resulted in recognizing a "Right of use assets" of INR 3.54 million and a corresponding "Lease liability" of INR 4.13 million by adjusting retained earnings net of taxes of INR 0.45 million as on 01 April 2019.

Consequently, in the statement of profit and loss for the current period, the nature of expenses in respect of operating leases has changed from "Rent" in previous period to "Depreciation and amortisation expense" for the right of use assets and "Finance cost" for interest accrued on lease liability. As a result, the "Rent", "Depreciation and amortisation expense" and "Finance cost" of the current period is not comparable to the earlier periods.

To the extent the performance of the current period is not comparable with previous year, the reconciliation of above effect on standalone statement of profit and loss for the year ended 31 March 2020 is as under:

Adjustment to increase/(decrease) in net profit	(INR in millions)		
	Year ended 31st March 2020 comparable basis	Changes due to IndAS 116	Year ended 31st March 2020 as reported
Rent	5.12	(2.04)	3.08
Depreciation and amortization expenses	19.72	1.83	21.55
Finance Cost	7.66	0.12	7.78
<b>Profit before tax</b>	<b>171.03</b>	<b>(0.09)</b>	<b>170.94</b>
Less: Tax expense	45.49	-0.02	45.51
<b>Profit after tax</b>	<b>125.54</b>	<b>(0.11)</b>	<b>125.43</b>

- (ii) The following is the break-up of current and non-current lease liabilities:

Particular	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
Current lease liabilities	1.52	-
Non-current lease liabilities	3.48	-
<b>Total</b>	<b>5.00</b>	<b>-</b>

- (iii) Lease commitments are the undiscounted future cash out flows from the lease contracts which are not recorded in the measurement of lease liabilities. These include potential future payments related to leases with term less than twelve months and leases of low value assets.

Particular	(INR in millions)
	As at 31st March 2020
Payable within one year	1.52
Payable between one to five years	3.48
<b>Total</b>	<b>5.00</b>





### 30 Segment Information

The Company operates primarily in the business of manufacturing of Linkage Parts and Components for Off-Highway Vehicles.

The board of directors, which has been identified as being the Chief Operating Decision Maker (CODM), evaluates the company's performance, based on the analysis of the various performance indicators of the company, the board has decided that there is no reportable segment for the Company.

The company disaggregate revenue from contracts with customers into categories that depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors. The following table illustrates the disaggregation disclosure by primary geographical market, major product line and timing of revenue recognition in accordance with Ind AS 115.

(INR in millions)

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
<b>Primary geographical markets</b>		
USA	851.53	959.51
Europe	511.45	774.19
India	17.24	37.07
Rest of the World	58.26	57.25
<b>Total</b>	<b>1,438.49</b>	<b>1,828.02</b>
<b>Major Product line</b>		
3PL	1059.95	1249.10
PMP	352.50	537.77
Others	26.03	41.15
<b>Total</b>	<b>1,438.49</b>	<b>1,828.02</b>

### 31 Gratuity and other post employment benefits

The following table summarises the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan.

The principal assumptions used in determining gratuity for the Company's plan is shown below:

Particulars	As at 31st March 2020	As at 31st March 2019
Expected Rate of Return on Plan Assets	N.A.	N.A.
Discounting Rate	6.24%	7.65%
Salary Escalation rate		
-Staff	7.94%	
-Worker	6.00%	7.14%
Rate of Employee Turnover		
ff	20.00%	
-Worker	8.00%	11.40%
Mortality Rate During Employment	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)
Mortality Rate After Employment	N.A.	N.A.

Changes in the present value of the defined benefit obligation recognised in balance sheet are as follows:

(INR in millions)

Particulars	As at 31st March 2020	As at 31st March 2019
Present value of obligation as at the beginning of the year	37.57	30.88
Interest cost	2.71	2.36
Current service cost	1.77	1.92
Liability Transferred In/ Acquisitions		0.07
(Benefit Paid Directly by the Employer)	(3.81)	(1.10)
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	0.35	(0.92)
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	0.04	1.85
Actuarial (Gains)/Losses on Obligations - Due to Experience	(2.28)	2.49
Present Value of Benefit Obligation at the End of the year	36.35	37.57

Changes in the fair value of plan assets recognised in the balance sheet are as follows:

Particulars	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
Opening fair value of plan assets	-	-
Interest Income	-	-
Contributions	-	-
Benefits paid	-	-
Remeasurements	-	-
Return on plan assets, excluding amount recognized in Interest Income - Gain / (Loss)	-	-
Closing fair value of plan assets	-	-

Particulars	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
Present value of obligation as at the end of the year	(36.35)	(37.57)
Funded Status (Surplus/ (Deficit))	(36.35)	(37.57)
Net asset / (liability) to be recognised in balance sheet	(36.35)	(37.57)

## Net Interest cost (Income/Expense)

Particulars	(INR in millions)	
	Year ended 31st March 2020	Year ended 31st March 2019
Present Value of Benefit Obligation at the Beginning of the year	37.57	30.88
Net Liability/(Asset) at the Beginning	37.57	30.88
Interest Cost	2.71	2.36
Net Interest Cost for Current year	2.71	2.36

## Expense recognised in the statement of profit and loss

Particulars	(INR in millions)	
	Year ended 31st March 2020	Year ended 31st March 2019
Current service cost	1.77	1.92
Net Interest (Income) / Expense	2.71	2.36
Net periodic benefit cost recognised in the statement of profit and loss	4.49	4.28

## Amount recognised in Statement of Other Comprehensive Income (OCI)

Particulars	(INR in millions)	
	Year ended 31st March 2020	Year ended 31st March 2019
Actuarial (Gains)/Losses on Obligation For the year	(1.89)	3.43
Net (Income)/Expense For the Year Recognized in OCI	(1.89)	3.43

## Reconciliation of net asset/(liability) recognised:

Particulars	(INR in millions)	
	Year ended 31st March 2020	Year ended 31st March 2019
Opening Net Liability	37.57	30.88
Expenses Recognized in Statement of Profit or Loss	4.49	4.28
Expenses Recognized in OCI	(1.89)	3.43
Net Liability/(Asset) Transfer In (Benefit Paid Directly by the Employer)	(3.81)	(1.10)
Net asset / (liability) recognised at the end of the year	36.35	37.57

## Other Details

Particulars	(INR in millions)	
	Year ended 31st March 2020	Year ended 31st March 2019
No of Active Members	196.00	205.00
Per Month Salary For Active Members	5.69	6.45
Weighted Average Duration of the Projected Benefit Obligation	5.00	6.00
Average Expected Future Service	5.00	6.00
Projected Benefit Obligation (PBO)	36.35	37.57



**Maturity Analysis of Projected Benefit Obligation: From the Employer**

Particulars	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
Projected Benefits Payable in Future Years From the Date of Reporting		
1st Following Year	8.09	9.41
2nd Following Year	5.13	3.61
3rd Following Year	4.43	4.57
4th Following Year	3.71	3.63
5th Following Year	3.70	3.28
Sum of Years 6 To 10	12.72	14.40

**Sensitivity analysis**

**A) Impact of change in discount rate when base assumption is decreased/increased present value of obligation**

Discount rate	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
Decrease by 1%	1.51	1.71
Increase by 1%	(1.38)	(1.55)

**B) Impact of change in salary increase rate when base assumption is decreased/increased present value of obligation**

Salary increment rate	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
Decrease by 1%	(1.32)	(1.47)
Increase by 1%	1.41	1.59

**C) Impact of change in withdrawal rate when base assumption is decreased/increased present value of obligation**

Withdrawal rate	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
Decrease by 1%	0.02	(0.01)
Increase by 1%	(0.02)	0.01

Sensitivity analysis is an analysis which will give the movement in liability if the assumptions were not proved to be true on different count. This only signifies the change in the liability if the difference between assumed and the actual is not following the parameters of the sensitivity analysis.

**The following are the expected Interest cost for Next Year:**

Particulars	(INR in millions)	
	Year ended 31st March 2020	Year ended 31st March 2019
Present Value of Benefit Obligation at the End of the Year	36.35	35.57
Liability/(Asset) at the End of the Year	36.35	35.57
Interest Cost	2.27	2.71
Net Interest Cost for Next Year	2.27	2.71

**The following are the expected expenses to be recognised in the Statement of Profit or Loss for Next Year:**

Particulars	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
Current Service Cost	1.74	1.77
Net Interest Cost	2.27	2.71
Expenses Recognized	4.01	4.49

**(b) Leave Encashment**

The leave obligations cover the Company's liability for sick and earned leaves. The Company does not have an unconditional right to defer settlement for the obligation shown as current provision balance above. However based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months, therefore based on the independent actuarial report, only a certain amount of provision has been presented as current and remaining as non-current. Amount for the year ended March 31, 2020 is INR 1.58 million ( for the year ended March 31, 2019, INR 2.08 million) has been recognised in the statement of profit and loss.

Particulars	(INR in millions)			
	As at 31st March 2020		As at 31st March 2019	
	Current	Non-current	Current	Non-current
Compensated absences (unfunded)	0.76	2.65	1.20	2.62



32 Related party disclosure

(i) Name of the related parties where control exists and related parties with whom transactions have taken place and relationships.

a) Holding Company

Name of the Company	Country of Incorporation
Uniparts India Limited	India

b) Fellow Subsidiaries

Name of the Company	Country of Incorporation
Uniparts USA Limited	USA
Uniparts Olsen Inc.	USA
Uniparts Europe BV	Netherlands
Uniparts India GmbH	Germany

c) Enterprises over which Key Managerial Personnel and their relatives exercise significant influence:

SKG Engineering Pvt. Ltd.  
 Sweaty Spirit Apparel Ltd. (Formerly known as Ace Tractor Parts Ltd.)  
 Avid Maintenance LLP (Formerly known as Avid Maintenance Pvt Ltd)  
 SGA Trading Pvt. Ltd.  
 Tima Trading Pvt. Ltd.  
 Amazing Estates Pvt. Ltd.  
 Vivify Net Pvt. Ltd.  
 G.K.P. Farms Pvt. Ltd.  
 Silveroak Estates Pvt. Ltd.  
 Uniparts Engineering Pvt. Ltd.  
 Charisma Homes LLP (Formerly known as Charisma Homes Pvt. Ltd.)  
 Bluebells Homes Pvt. Ltd. (Formerly known as Oilintec Pvt. Ltd.)  
 Gripwel Fasteners (Partnership Firm)  
 Farmparts Company (Partnership Firm)  
 Soni Holdings (Partnership Firm)  
 P Soni Family Trust  
 Soni Foundation  
 Indento International (Partnership Firm)  
 Sepoy Beverages LLP  
 Ninety Hospitality LLP  
 Paramjit Singh (HUF)  
 Gurdeep Soni (HUF)  
 Beekay Travels P. Ltd.  
 Paper Bag Entertainment Inc.  
 Diamante (Partnership Firm)  
 Leon India (Partnership Firm)



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**d) Key Managerial Personnel / Individuals having significant influence on the Company:**

Gurdeep Soni-Chairman & Managing Director  
 Paramjit Singh Soni- Vice Chairman & Director  
 Parmeet Singh Kalra- Independent Director  
 Sharat Krishan Mathur- Independent Director  
 Divya Aggarwal- Company Secretary (till 17.04.2020)  
 Deepika Sharma- Company Secretary (w.e.f 12.05.2020)  
 Rini Kalra (Head M&A / Funding)

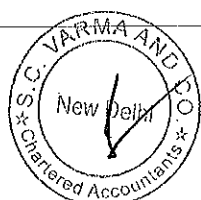
**(ii) Outstanding Balances at the end of the year** (INR in millions)

Particulars	As at	As at
	31st March 2020	31st March 2019
1. Uniparts India Limited	(10.73)	(75.59)
2. Uniparts USA Limited	134.29	155.14
3. Uniparts India GmbH	23.20	80.30
4. Uniparts Olsen Inc.	134.43	66.58

**Disclosure in respect of Related Party Transactions during the year \* :**

(INR in millions)

Particulars	Relationship	Year ended	Year ended
		31st March 2020	31st March 2019
<b>1 Purchase of Goods/Samples/Packing and Services</b>			
Uniparts India Limited	Holding Company	598.48	790.85
Uniparts India GmbH	Fellow Subsidiary	5.06	6.48
		<b>603.54</b>	<b>797.34</b>
<b>2 Sale of Goods</b>			
Uniparts India Limited	Holding Company	17.24	12.73
Uniparts India GmbH	Fellow Subsidiary	103.05	210.18
Uniparts USA Limited	Fellow Subsidiary	289.82	315.11
Uniparts Olsen Inc.	Fellow Subsidiary	261.49	364.67
		<b>671.61</b>	<b>902.70</b>
<b>3 Lease Rentals</b>			
Uniparts India Limited	Holding Company	0.04	5.96
Soni Holdings	Enterprises over which Key Managerial Personnel and their relatives exercise significant influence	0.99	0.94
		<b>1.03</b>	<b>6.89</b>
<b>4 Guarantees &amp; Collaterals (by)</b>			
Uniparts India Limited	Holding Company	225.00	225.00
		<b>225.00</b>	<b>225.00</b>
<b>5 Guarantees &amp; Collaterals (for)</b>			
Uniparts India Limited	Holding Company	200.00	200.00
		<b>200.00</b>	<b>200.00</b>
<b>6 Current Account Receipts</b>			
Uniparts India Limited	Holding Company	6.69	12.45
		<b>6.69</b>	<b>12.45</b>
<b>7 Current Account Payments</b>			
Uniparts India Limited	Holding Company	6.69	12.45
		<b>6.69</b>	<b>12.45</b>



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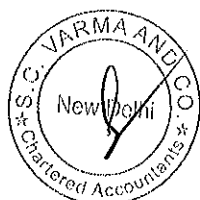
<b>8</b>	<b>Sitting Fees</b>			
	Sharat Krishan Mathur	Independent Director	0.02	0.12
	Parmeet Singh Kalra	Independent Director	0.02	0.08
			<b>0.04</b>	<b>0.20</b>
<b>9</b>	<b>Dividend Paid</b>			
	Uniparts India Limited	Holding Company	51.84	37.44
			<b>51.84</b>	<b>37.44</b>
<b>10</b>	<b>Managerial Remuneration**</b>			
	Gurdeep Soni	Key Managerial Personnel	23.13	18.90
	Rini S Kalra	Head M&A / Funding	6.60	12.70
	Divya Aggarwal	Company Secretary	1.25	1.24
			<b>30.98</b>	<b>32.84</b>
<b>11</b>	<b>ESOP Expenses to Key Managerial Person***</b>			
	Rini S Kalra	Head M&A / Funding	0.67	1.91
			<b>0.67</b>	<b>1.91</b>

**Notes:**

\*The Company has international and specified domestic transactions with related parties. For the current year, the management believes that it maintains documents as prescribed by the Income Tax Act, 1961 to prove that these transactions are at arm's length and the aforesaid legislation will not impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

\*\*Excludes contribution to employee retirement/post retirement and other employee benefits which are based on actuarial valuation done on an overall Company basis

\*\*\*Based on ESOP valuation on the date of grant, the fair value of grant is charged to statement of profit & loss on the basis of vesting period.



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Notes on Financials Statements for the year ended 31st March, 2020



33 Contingencies, Capital and other commitments

Particulars	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
<b>(i) Claims against the company not acknowledged as debt:</b>		
-Sales Tax / GST Matters	0.18	0.49
-Others	0.97	-
<b>(ii) Sales Tax Liability against Pending Forms</b>	0.36	0.37
<b>(iii) Income Tax Demands</b>	0.02	-
<b>(iii) Others</b>		
-Estimated amount of contracts remaining to be executed on Capital Accounts and not provided for (Net of Advances)		0.17
-Corporate Guarantee given to Banks against financial assistance to holding company	200.00	200.00
<b>(iv) Other money for which the company is contingently liable:</b>		
Bond cum Legal Undertaking to Noida Special Economic Zone	-	398.07



34 Details of dues to micro and small enterprises as defined under micro, small and medium enterprises development act, 2006 (MSMED, Act 2006)

**Dues to micro and small enterprises**

The Ministry of Corporate Affairs has issued notification no.G.S.R 1022(E) dated October 11, 2018 which prescribes certain disclosures regarding amount payable to micro enterprises and small enterprises. Accordingly, the disclosure in respect of the amounts payable to such enterprises has been made in the financial statements based on the information received from the vendors. The necessary information in this regard has been given hereunder :

(INR in millions)

Particulars	As at 31st March 2020	As at 31st March 2019
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;		
- Principal	9.53	22.94
- Interest	0.08	0.01
The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, (the Act) along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the said Act	-	-
The amount of interest accrued and remaining unpaid at the end of each year	0.08	0.01
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	0.01	0.00

35 CSR expenditure

As per Section 135 of the Companies Act, 2013, a corporate social responsibility (CSR) committee has been formed by the Company. The Company spent the funds allocated for CSR activities primarily on promoting health aid program (education) projects which are specified in Schedule VII of the Companies Act, 2013 as follows:

(INR in millions)

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
(a) Gross amount required to be spent by the Company during the year	3.07	2.31

Amount spent during the year ending on

(INR in millions)

Particulars	In cash	Yet to be paid in cash	Total
- March 31, 2020			
(i) Construction/acquisition of any asset			-
(ii) On purposes other than(i) above	3.20	-	3.20
	3.20	-	3.20
- March 31, 2019			
(i) Construction/acquisition of any asset			-
(ii) On purposes other than(i) above	2.50	-	2.50
	2.50	-	2.50





36 Hedging activities and derivatives

The Company uses foreign currency denominated borrowings and foreign exchange forward contracts for the purpose of hedging its currency risks. These contracts are not intended for trading or speculation. The foreign exchange forward contracts are designated as cash flow hedges.

Cash flow hedges

Foreign Currency risks

Foreign exchange forward contracts measured at fair value through OCI are designated as hedging instruments in cash flow hedges of forecast sales in US dollar. These forecast transactions are highly probable.

While the Company also enters into other foreign exchange forward contracts with the intention to reduce the foreign exchange risk of expected sales and purchases, these other contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

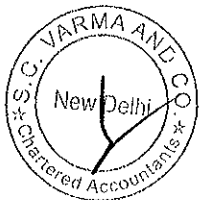
The foreign exchange forward contract balances vary with the level of expected foreign currency sales and purchases and changes in foreign exchange forward rates.

The terms of the foreign currency forward contracts match the terms of the expected highly probable forecast transactions. As a result, no hedge ineffectiveness arise requiring recognition through profit or loss. Notional amounts of outstanding forward contracts are as follows :

Nature of instrument	Currency	Purpose	(INR in millions)			
			As at 31st March 2020		As at 31st March 2019	
			Foreign Currency in Million	in INR million	Foreign Currency in Million	in INR million
Forward contract	USD	Hedging of highly probable sales	6.13	53.83	-	-
			6.13	53.83	-	-

The cash flow hedges of the expected future sales during the year ended March 31, 2020 were assessed to be highly effective and a net realised loss of INR 15.65 million, with a deferred tax assets of INR 5.27 million relating to the hedging instruments is included in OCI. Comparatively, the cash flow hedges of the expected future sales during the year ended March 31, 2019 were assessed to be highly effective and a net unrealised gain of NIL, with a deferred tax liability of NIL was included in OCI in respect of these contracts.

Reclassifications to profit or loss during the year gains or losses included in OCI are shown in Note 28.



### 37 Financial Risk management objectives and policies

The Company's principal financial liabilities other than derivatives, comprise loans and borrowings, trade payables, employee related payables and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loan to employees, trade receivables & other receivables and cash and cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by a Audit committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The Audit committee provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. All derivative activities for risk management purposes are carried out by experienced members from the senior management who have the relevant expertise, appropriate skills and supervision. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised as below.

#### Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are subject to commodity price risk, foreign exchange risk and interest rate risk.

The financial instruments that are affected by these include loans and borrowing, deposits, available-for-sale investments and derivative financial instruments. We, from time to time, undertake analysis in relation to the amount of our net debt, the ratio of fixed to floating interest rates of our debt and our financial instruments that are in foreign currencies. We use derivative financial instruments such as foreign exchange contracts to manage our exposures to foreign exchange fluctuations.

#### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. The interest rate on remaining loans (except vehicle loans), although fixed, is subject to periodic review by lending banks / financial institutions in relation to their respective base lending rates, which may vary over a period result of any change in the monetary policy of the Reserve Bank of India.

Particulars	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
<b>Variable rate borrowings</b>		
Short Term	178.11	206.67
<b>Total Variable rate borrowings</b>	<b>178.11</b>	<b>206.67</b>
<b>Fixed rate borrowings</b>		
Long Term	0.09	0.09
<b>Total fixed rate borrowings</b>	<b>0.09</b>	<b>0.09</b>
<b>Total Borrowings</b>	<b>178.20</b>	<b>206.76</b>



**Interest rate sensitivity**

Variable interest rate loans are exposed to Interest rate risk, the impact on profit or loss before tax may be as follows:

Particulars	(INR in millions)	
	Effect on profit and equity	
	As at 31st March 2020	As at 31st March 2019
Interest rate - increase by 100 basis points (100 bps)*	(1.78)	(2.07)
Interest rate - decrease by 100 basis points (100 bps)*	1.78	2.07

\* Holding all other variable constant

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment, showing a significantly higher volatility than in prior years.

**Foreign currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's export revenue and long term foreign currency borrowings.

The Company have long term agreements with its major customers, the company face foreign exchange risk in respect of (i) our foreign currency loans, in respect of which selectively hedge currency exchange rate risk, (ii) currency mismatches between income and expenditures, which the company seek to manage as much as possible by matching income currency to expenditure currency, and (iii) currency translation for the purpose of preparing consolidated financial statements, on account of global operations.

The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

Particulars	Currency	Description	(Amount in millions)	
			As at	As at
			31st March 2020	31st March 2019
Receivables	USD	Sale	4.46	1.79
	EUR	Sale	-	1.23
	AUD	Sale	0.18	0.41
	GBP	Sale	0.09	0.38
Payables	USD	Purchase	0.23	0.63
Loans	EUR	PCFC Loan	1.49	-
Bank	USD	BEFC	-	0.00
Other Payables	USD		0.00	-



Foreign currency sensitivity

With respect to the above unhedged exposure the sensitivity is as follows:

Particulars	(INR in millions)	
	Effect on profit and equity	
	As at 31st March 2020	As at 31st March 2019
INR/USD-Increase by 5%	15.92	3.99
INR/EUR-Increase by 5%	-	4.77
INR/GBP-Increase by 5%	0.40	1.69
INR/AUD-Increase by 5%	0.42	1.00
INR/USD-Decrease by 5%	(15.92)	(3.99)
INR/EUR-Decrease by 5%	-	(4.77)
INR/GBP-Decrease by 5%	(0.40)	(1.69)
INR/AUD-Decrease by 5%	(0.42)	(1.00)

Commodity price risk

Commodity price risk is the possibility of impact from changes in the prices of raw materials such as steel, which we use in the manufacture of our products. While we seek to pass on input cost increases to our customers, we may not be able to fully achieve this in all situations or at all times

Commodity price sensitivity

As the Company has a back to back pass through arrangements for volatility in raw material prices there is no impact on the profit and loss and equity of the Company.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, investment in mutual funds, other receivables and deposits, foreign exchange transactions and other financial instruments.

In relation to credit risk arising from financing activities, we monitor our credit spreads and financial strength on a regular basis, and based on our on-going assessment of counterparty risk, we adjust our exposure to various counterparties.

As on March 31, 2020, March 31, 2019, our provision for doubtful debts amounted to INR Nil and INR Nil respectively.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Particulars	(INR in millions)	
	As at	As at
	31st March 2020	31st March 2019
Total Committed working capital limits from Banks	225.00	225.00
Utilized working capital limit	178.11	206.67
Unutilized working capital limit	46.89	18.33

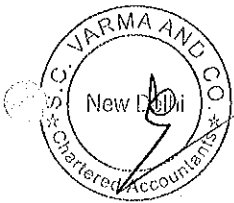




Maturities of financials liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities. The amount disclosed in the table are the contractual undiscounted cash flow.

Particulars	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
<b>Long Term Borrowings</b>		
Upto 1 year	0.09	0.09
<b>Short Term Borrowings</b>		
Upto 1 year	178.11	206.67
<b>Trade Payables</b>		
Upto 1 year	72.57	141.26
<b>Total</b>	<b>250.77</b>	<b>348.02</b>



**Gripwel Fasteners Private Limited**  
**Notes on Financial Statements for the year ended 31st March, 2020**



**38 Financial Instruments by category and Fair value hierarchy**

Set out below, is a comparison by class of the carrying amounts and fair value of the Group's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

(INR in millions)

Particulars	Level of Inputs used	Carrying Value		Fair Values	
		As at 31st March 2020	As at 31st March 2019	As at 31st March 2020	As at 31st March 2019
<b>Financial Assets</b>					
Loan to Employees	-	0.21	0.21	0.21	0.21
Security Deposits	-	4.50	4.52	4.50	4.52
Derivatives	Level 1	20.92	-	20.92	-
Trade Receivables	-	437.07	480.45	437.07	480.45
Cash & Cash Equivalents	-	14.40	8.02	14.40	8.02
Other Financial Assets	-	0.05	0.05	0.05	0.05
<b>Financial Liabilities</b>					
Borrowings	-	178.20	206.76	178.20	206.76
Trade Payables	-	72.57	141.26	72.57	141.26

The management assessed that the fair value of cash and cash equivalent, trade receivables, derivative instruments, trade payables and other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

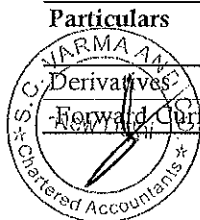
The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- (i) Long-term fixed-rate and variable-rate receivables are evaluated by the Company based on parameters such as individual creditworthiness of the customer. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.
- (ii) The fair value of other non-current financial liabilities and security deposits, is estimated by discounting future cash flows using 10 year government bond rates. In addition to being sensitive to a reasonably possible change in the forecast cash flows or the discount rate, the fair value of the equity instruments is also sensitive to a reasonably possible change in the growth rates.
- (iii) Further the management assessed that the fair value of loan to employees approximate their carrying amounts largely due to discounting at rates which are an approximation of current lending rates.
- (iv) The Company enters into derivative financial instruments with various counterparties, principally financial institutions with investment grade credit ratings. Foreign exchange forward contracts are valued using valuation techniques, which employs the use of market observable inputs. The most frequently applied valuation techniques include forward pricing using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies and forward rate curves of the underlying. All derivative contracts are fully cash collateralised, thereby eliminating both counterparty and the Company's own non-performance risk. As at March 31, 2020 the marked-to-market value of derivative asset positions is net of a credit valuation adjustment attributable to derivative counterparty default risk. The changes in counterparty credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationships and other financial instruments recognised at fair value.

**Reconciliation of fair value measurement of financial assets/ (liabilities) classified as FVTOCI:**

(INR in millions)

Particulars	As at	As at
	31st March 2020	31st March 2019
Derivatives		
Forward Currency Contract	(20.92)	-



**39 Capital management**

The capital includes issued equity capital and other equity reserves attributable to the equity holders of the company. The primary objective of the company's capital management is to maintain optimum capital structure to reduce cost of capital and to maximize the shareholder value.

The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants which otherwise would permit the banks to immediately call loans and borrowings. In order to maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

Particulars	(INR in millions)	
	As at 31st March 2020	As at 31st March 2019
<b>Borrowings</b>	179.72	206.76
Less: cash and other liquid assets	14.40	8.02
<b>Net Debt</b>	165.32	198.74
<b>Equity</b>	592.58	541.69
<b>Net Debt/Equity ratio</b>	0.28	0.37

○ No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2020 and year ended March 31, 2019.

**40 Impact of Covid-19 on financial statements**

In view of the pandemic relating to COVID - 19, the Company has considered internal and external information and has performed an analysis based on current estimates while assessing the recoverability of investments, property plant and equipment, right-of-use assets, trade receivables, other current and financial assets, for any possible impact on the financial statements. The Company has also assessed the impact of this whole situation on its capital and financial resources, profitability, liquidity position, internal financial reporting controls etc. and is of the view that based on its present assessment this situation does not materially impact the standalone financial statements.

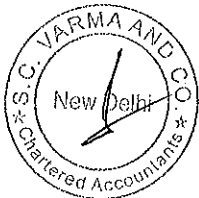
However, the actual impact of COVID - 19 on the financial statements may differ from that estimated due to unforeseen circumstances and the Company will continue to closely monitor any material changes to future economic conditions.

41 Previous Year figures have been re-grouped/ re-arranged/ re-classified wherever necessary to correspond with the current year's classification/ disclosure.

As per our report of even date attached  
 For **S.C. VARMA AND CO.**

Chartered Accountants  
 Firm Regn. No: 000533N

**S.C. Varma**  
 Partner  
 Membership No.: 011450  
 Place: New Delhi  
 Date: **29 AUG 2020**



For and on behalf of the Board of Directors

**Gurdeep Soni**  
 [Managing Director]  
 [DIN: 00011478]

**Paramjit Singh Soni**  
 [Director]  
 [DIN: 00011616]

**Archika**  
**Deepika Sharma**  
 [Company Secretary]  
 [ACS:30879]