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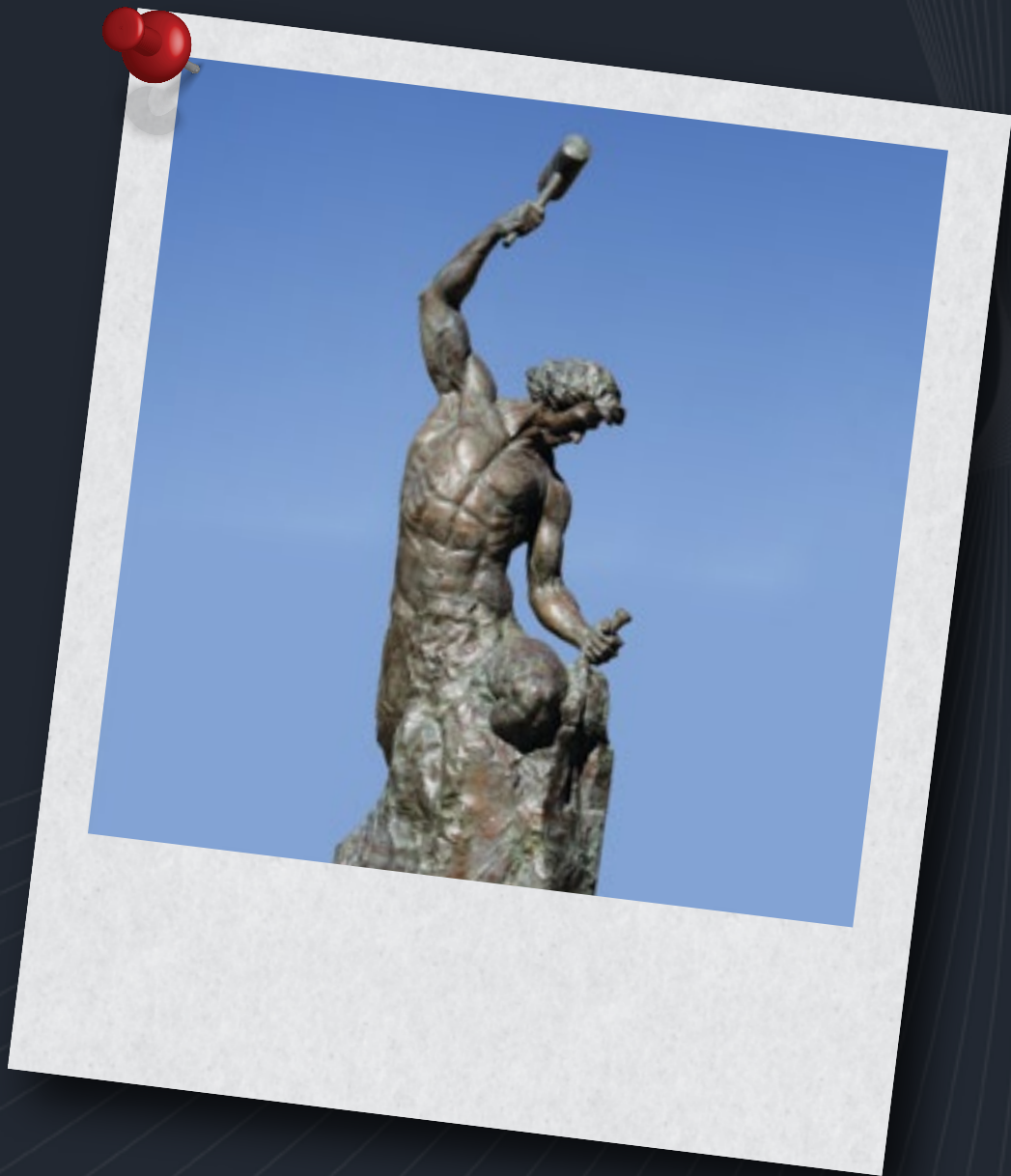
Annual Report
2021-22



BAJAJ

Bajaj Electricals Ltd.

Inspiring Trust





Bobbie Carlyle's bronze sculpture, 'Self Made Man', has been one of her most successful pieces. Like many of her works, it has evolved from the experiences in her life. At Bajaj Electricals, we believe this piece of art rightly portrays our journey of transformation at this stage of our corporate history. We thank Bobbie Carlyle for inspiring us with her piece of art that reflects our corporate milestone, today. We do not intend to commercialise or monetise this document. It purely remains for stakeholder reference prepared in accordance with Regulation 34 of (Listing Obligations and Disclosure Requirements), 2015 of the Companies Act, 2015.

The image of "Self-Made-Man-1.jpg" (CC BY-NC 2.0) by Steven Erdmanczyk has been taken from <https://www.flickr.com/photos/erby/1804574301/in/photostream/>. To make the image more aesthetically pleasing, we have changed the background.

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Scan the QR code to know more about us



You can also find this report online:
<https://www.bajajelectricals.com/annual-reports/>

Corporate Information

BOARD OF DIRECTORS

Shekhar Bajaj
Chairman & Managing Director

Anuj Poddar
Executive Director

Madhur Bajaj

Rajiv Bajaj

Pooja Bajaj

Harsh Vardhan Goenka

Shailesh Haribhakti

Dr. Indu Shahani

Munish Khetrpal

Dr. Rajendra Prasad Singh

COMPANY SECRETARY

Ajay Nagle

AUDITORS

S R B C & Co. LLP,
Chartered Accountants

SECRETARIAL AUDITOR

Anant B. Khamankar & Co.
Practicing Company Secretaries

COST AUDITOR

R. Nanabhoy & Co.
Cost Accountants

BANKERS

State Bank of India | Bank of India | Union Bank of India | Yes Bank Ltd. | IDBI Bank Ltd. | HDFC Bank Ltd. | ICICI Bank Ltd.

REGISTERED OFFICE

45/47, Veer Nariman Road,
Mumbai - 400 001

CIN: L31500MH1938PLC009887

CORPORATE OFFICE

i. 001, 502, 701 & 801, Rustomjee Aspiree, Off Eastern Express Highway, Bhanu Shankar Yagnik Marg, Sion (E), Mumbai - 400 022

ii. Mulla House, 51 M. G. Road, Fort, Mumbai 400 001

FACTORIES

Chakan Unit | Ranjangaon Unit | Wind Farm Unit | Shikohabad Unit | Parwanoo Unit

BRANCH OFFICES

Ahmedabad | Bangalore | Bhubaneswar | Chandigarh | Chennai | Cochin | Dehradun | Delhi | Guwahati | Hyderabad | Indore | Jaipur | Kolkata | Kundli | Lucknow | Mumbai | Nagpur | Noida | Patna | Pune | Raipur | Ranchi | Vijaywada

DEPOTS

Ahmedabad | Bangalore | Luhari | Coimbatore | Hyderabad | Kolkata | Lucknow | Mumbai | Nagpur | Noida | Patna | Zirakpur

CENTRAL WAREHOUSES

Luhari | Mumbai | Vapi

OVERSEAS REPRESENTATIVE / LIAISON OFFICES

China | Dubai | Kenya | Togo | Zambia

Annual General Meeting

On Friday, the 12th day of August, 2022 at 03.00 PM (IST) through Video Conferencing / Other Audio Visual Means.

INTRODUCING THE INTEGRATED REPORT

APPROACH TO REPORTING

A paradigm shift has occurred in how shareholders evaluate a corporation. Stakeholders are concerned not only with a company's financial performance, but also with its entire value creation. Bajaj Electricals is committed to walk on the path of responsible business and through its vision, it strives for value creation, sustainably. This report communicates the information about Bajaj Electrical Limited's governance, business model, strategy, opportunity assessment, material risk, operations, and performance for the year 2021-2022. It is published in accordance with the framework prescribed by the International Integrated Reporting Council (IIRC), which is based on the integrated thinking approach around the six capitals namely the Financial capital, Manufactured capital, Intellectual capital, Human capital, Natural capital, and Social and relationship capital. The report enables the stakeholders to understand how Bajaj Electricals manage their resources and relationships while creating sustainable long-term value.

REPORTING YEAR AND CYCLE

The reporting period for this Integrated Report is 1st April, 2021 to 31st March, 2022. It provides an overview of the operations and business development activities of the Company showcasing the environmental, economic, and social performance for the financial year 2021-22.

The electronic version of the report can be found on our [website www.bajajelectricals.com](http://www.bajajelectricals.com).

REPORTING FRAMEWORKS AND COMPLIANCE

The report has been prepared in accordance with the principles recommended by the International Integrated Reporting Council (IIRC). In addition, the GRI (Global Reporting Initiative) Standards and Sustainable Development Goals (SDGs) are mapped to the KPIs used for reporting on the Capitals.



MATERIAL ISSUES

Materiality assessment has been conducted by Bajaj electricals to identify the most significant issues, which could impact the Company's ability to create long term value for its stakeholders. These issues are determined after considering the internal and external factors, the trends in the industry, the Company's business strategy and the economic environment.

These material issues will be reviewed by the management as the Company evolves on its sustainability journey. A brief explanation on the material issues is provided in Materiality section (page 30). These material topics would provide an insight into the growth drivers of the Company.

REPORTING BOUNDARY

This report is for Bajaj Electrical and the scope of this report covers its four manufacturing locations, its Offices across India, project sites, international projects managed from India. It includes the two segments of Bajaj Electricals — Consumer Products and Engineering Procurement & Construction (Illumination, Power Distribution and Transmission)

QUERIES REGARDING THE REPORT

Any feedback or query related to this report can be communicated to

Mr. Ajay Nagle.
CS & Compliance Officer
legal@bajajelectricals.com

Readers can also reach out to us at the above email to provide feedback on improving our disclosures.



An Impressive Legacy of Evolution

The Bajaj Group has always lived up to the expectations of its customers, patrons, employees, communities and all other stakeholders, while staying true to the vision and endeavour of its founder, Shri Jamnalal Bajaj. More than nine decades ago in 1926, the Group was founded by Shri Jamnalal Bajaj with the core belief that ‘common good is more important than individual gain’

Today, the seed that he had planted decades ago has transformed into a rich, vibrant tree of shared prosperity and common good. The Bajaj Group is now a diversified conglomerate and amongst the most respected business houses in India. The Group’s business interests span an impressive spectrum — from automobiles, financial services, insurance, steel, to consumer appliances, fast moving consumer durables, engineering, procurement and construction, travel and tourism and material handling.

Despite exponential growth and success of the Group’s businesses since inception, it still upholds the cherished values of ethical business practices and social engineering. Today, the Bajaj Group is more than a corporate identity. It is a catalyst for social empowerment. Beyond business priorities, the Group focuses on community development, healthcare and promotion of education, art, heritage and sports, while helping restore and maintain the ecological balance.

90+

Years in Business

36,000+

Employees worldwide

40+

Number of Companies

FOUNDING MEMBERS – PILLARS OF STRENGTH



Jamnalal Bajaj
(1889 – 1942)

Over a century ago, a philanthropist instinctively took the unprecedented step of using business to serve society. He was the founder of the Bajaj Group, **Shri. Jamnalal Bajaj**. Endearingly called as the Merchant Prince by Mahatma Gandhi himself, his businesses were known for their quality, as a direct result of his staunch refusal to indulge in popular unethical cost cutting measures.



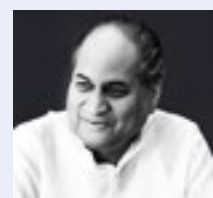
Kamalnayan Bajaj
(1915 – 1972)

After Shri. Jamnalal passed away in 1942, **Shri. Kamalnayan Bajaj** took up the mantle of the businesses. Not only did he do a stellar job managing these, but also expanded to new territories and scaled the Bajaj group to fit into the Nehruvian vision of a modern, cosmopolitan and industrial India. He carried the company through the tumultuous partition era and in the post-independence period he deftly navigated the changing industrial laws and legalities.



Ramkrishna Bajaj
(1923 – 1994)

In 1972, **Shri. Ramkrishna Bajaj**, the younger of the Bajaj sons took over as head of Bajaj Group and complimented his brother’s business acumen. He was a leader who approached the business from a different, more holistic perspective. He was deeply passionate about creating a better ethical business environment, and this found manifestation in two organisations that he co-founded — Council for Fair Business Practices and the Advertising Standards Council of India — both of which remain important bodies even today.



Rahul Bajaj
(1938 – 2022)

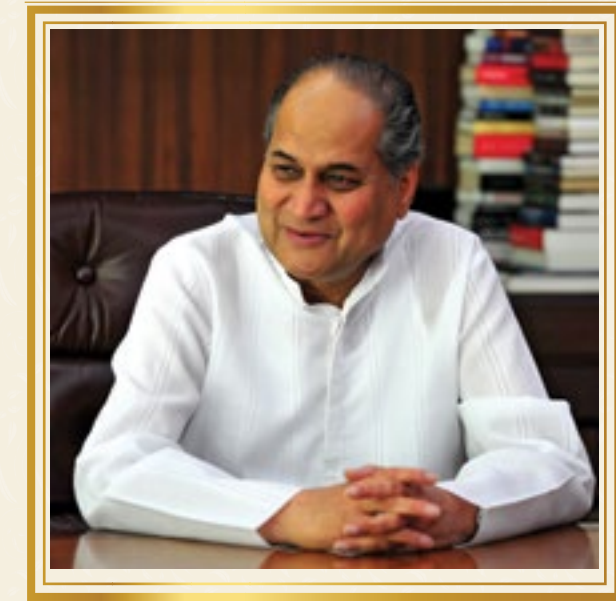
A former member of the Rajya Sabha and Padma Bhushan awardee, **Shri. Rahul Bajaj** took over the reins in 1994 and laid the founding pillars for key Group activities in the auto, insurance and investment, consumer finance and many more sectors. He left no stone unturned to take the Group to newer heights making it one of the largest and renowned Indian business conglomerates. He was passionate about welfare of society and ably spear-headed the CSR activities of the Group and Jamnalal Bajaj Foundation.

A TRIBUTE TO

Shri. Rahul Bajaj

CHAIRMAN EMERITUS OF THE BAJAJ GROUP

(1938 – 2022)



Born on 10th June, 1938, he completed his schooling from the Cathedral and John Connon School in Bombay. He then graduated from St. Stephen's College in Delhi in 1958 and earned a degree in law from Bombay University. After this, he pursued an MBA degree at the Harvard Business School in the US. Upon his return, he learnt the nuances of business with Bajaj Electricals and then went on to build a world-renowned Indian automobile giant. He was at the helm when the eternally iconic chant, Hamara Bajaj, was coined. A former Rajya Sabha member and Padma Bhushan awardee, Rahul Bajaj ably lead the Bajaj Group as Chairman for over four decades.

Rahul Bajaj inherited and carried forward Bajaj Group’s core values of integrity and trust, forming an unshakable foundation. His friends and colleagues revered him as plain-spoken, and many a times called him ‘fearless’ as he voiced his opinions to power. His leadership and vision are an inspiration to many, and he leaves behind an unbeatable spirit. Our heart swells with pride to see people the world over shower him with tributes being a promoter of entrepreneurs, a voice of the industry and the cornerstone of making brand Bajaj a household name.

As India mourns the loss of an extraordinary industrialist, we will always remember him as a visionary with tremendous courage who contributed to the country and community alike.

His presence will be missed, but his legacy will live on forever.

“Buland Bharat Ki Buland Tasveer- Humara Bajaj”!

ABOUT BAJAJ ELECTRICALS

Enhancing Quality of Life Sustainably

With a legacy of more than eight decades, Bajaj Electricals has evolved as a unique business, with a diverse portfolio spanning across Consumer Products and EPC.

Bajaj Electricals is a globally renowned and trusted brand, guided by its core value of 'Inspiring Trust' and ethos of putting the consumer first. Over the years, it has continued to make big strides in its transformational journey by setting high benchmarks across all fronts – products, execution, business, communication, governance, financials and value creation.

Bajaj Electricals ranks among India's most preferred brands, creating value for all stakeholders including customers, business partners, investors and communities.

VISION



Enhancing quality of life and bringing happiness with sustainability

VALUES



Integrity



Customer delight



Teamwork



Innovation



Empowerment



Trust



QUICK FACTS

20+
Branch offices

~2.30 lakhs
Retail outlets

2,661
Total Employees

₹ 12,339 crore
Market capitalisation as on
31st March, 2022

596
Distributors

40+
Countries of presence

₹ 964 crore
EPC order book value

₹ 4,813 crore
Revenue from operations

Net debt free

after almost a span of more than four decades

Streamlining Business to Unlock Value

For the purpose of streamlining our business operations and sharpening our focus on each business segment, we are demerging our power transmission and distribution (T&D) business into a separate entity. The strategic decision has been taken to leverage opportunities and unlock more value across segments for all stakeholders.

OUR OFFERINGS

Consumer Products

At Bajaj Electricals, our constant evolution and innovation are reflected in the design and development of products that are market-leading, convenient, energy-efficient and add value to life. As consumers are demanding smarter products to suit their new-age lifestyles, we are stepping up our innovation to ensure their convenience and peace of mind.

HOME COMFORT



Room Heaters



Irons



Air Coolers



Water Heaters

HOME ESSENTIALS



Fans



Lightings

FOOD PREPARATIONS



Mixer Grinders



Hand Blenders



Choppers



Food Processors

BREAKFAST AND SNACKS



Coffee Makers



Snack Makers



Juicers



Electric Kettles



Pop-up Toasters

COOKING ESSENTIALS



Electric Cookers



Gas stoves



Induction Cookers



Microwave Ovens



Non-Stick Cookware



Hard Anodised Cookware

Illumination

Our indoor and outdoor lighting solutions, cater to a wide range of illumination requirements of different industries. From streetlights to innovative lights, we are crafting solutions for new India.

OUTDOOR SOLUTIONS

Our outdoor solutions are being widely accepted for infrastructural projects across India.



INDOOR SOLUTIONS

Our wide range of lighting solutions meet crucial requirements for performance, energy efficiency and innovation.



SOLAR SOLUTIONS

Sharpening our focus on sustainability and technologically advanced products, we execute solar projects that are a confluence of expertise in design and engineering. We provide end-to-end solutions starting from design to commissioning.

Power Transmission and Distribution

India's huge consumption-driven economy creates huge electricity demand. Our Power Transmission and Distribution segments contribute to fulfilling this growing electricity demand of our country through sustainable infrastructure development.

POWER TRANSMISSION



Monopoles



Transmission Lines



EHV Substation

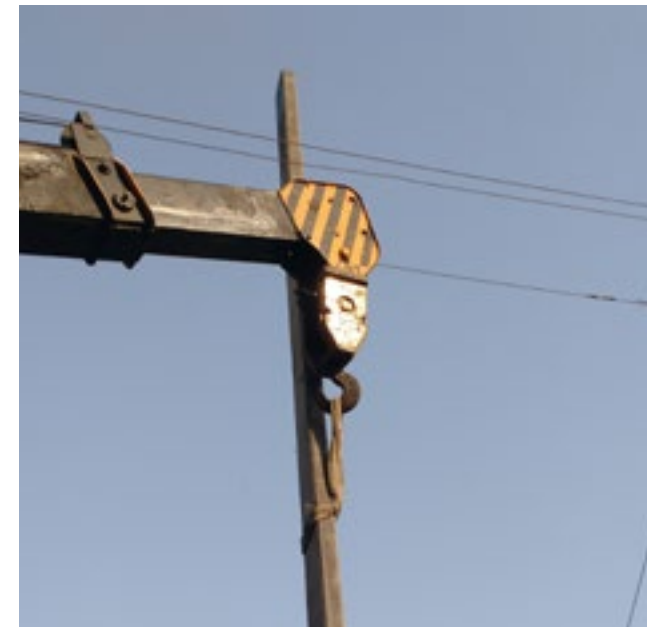
POWER DISTRIBUTION



Rural Electrification Works



Feeder Separation Projects



System Strengthening



Substation

CHAIRMAN'S COMMUNIQUE

Multi-year Transformational Journey

► Your Company generated very strong cash flow from operations of ₹ 914 crore. As a result, we have achieved a significant milestone of achieving net-debt-free status as on 31st March, 2022. ◄



DEAR SHAREHOLDERS,

It gives me pleasure to share with you, your Company's performance for the year 2021-22.

While it has been a tough environment due to the continuing impact of the pandemic, the unprecedented commodity cost inflation and the repercussions of the Russia-Ukraine war, we have continued to maintain our focus on our transformation journey and our strategic goals. Let me first share an operational update and then cover the more important strategic overview.

During the year under review, our total revenues from operations grew from ₹ 4,585 crore (in the previous year) to ₹ 4,813 crore. Our Profit Before Exceptional Items and Tax declined from ₹ 221 crore in 2020-21 to ₹ 180 crore. Our Profit after Tax declined from ₹ 189 crore in 2020-21 to ₹ 124 crore. However, your Company generated very strong cash flow from operations of ₹ 914 crore. As a result, we have achieved a significant milestone of achieving net-debt-free status as on 31st March, 2022. As you know, addressing our high debt situation has been a key strategic goal for us. We have maintained a laser-focus on generating cash from operations, consistently over the last 12 quarters, which has allowed us to achieve this milestone. Hereon, we will continue to strengthen our balance sheet to support our growth aspirations.

Our Consumer Products segment delivered growth of 13.7% on a full-year basis. The segmental PBIT dropped from ₹ 320 crore in 2020-21 to ₹ 270 crore. This has primarily been due to the commodity costs inflation impacting margins. However, that has not deterred us from continuing to maintain our focus and investments towards new product launches, brand revitalisation and other key initiatives.

Our EPC segment maintained its focus towards execution of the current projects on hand. We continued to drive successful closure of legacy projects in the Power Distribution business and reduced our receivables significantly. Our Power Transmission business commissioned projects during the year. As a testimony to our focus over the past couple of years on project management excellence, our team has successfully executed complex projects in a time-bound and profitable manner. As a testimony to our focus over the past couple of years on project management excellence, our team has successfully executed complex projects in a time-bound and profitable manner. This includes 765 KV Ajmer Phagi TL for PGCIL (ahead of schedule and on a profitable basis) and a highly challenging monopole project for MMRDA that really showcases our capabilities. We have exited the year with a stronger order book that augurs well for the business. On an overall basis, we are confident of the business becoming profitable in the current year and growing profitably hereon.

Our Illumination business has been a clear outperformer in its industry, having clocked 16% revenue growth even as the industry de-grew. More hearteningly, the business has turned around to deliver an operating profit. The turn around is on the back of several new specialised product launches, innovations, key orders wins and better operational execution. In the years to come, we see this business becoming a strong growth driver and margin contributor for us.

On the organisational front we continued to drive many initiatives towards greater institutionalisation and agility of the Company. We undertook a delayering exercise to create a flatter organisation, enhanced our talent pool, embarked upon leadership development initiatives,

► The Power Transmission and Distribution businesses would be demerged into a separate listed company, 'Bajel Projects Limited'. This will result in a corporate structure that is aligned to the distinct needs of the respective businesses. ◄

established a Diversity and Inclusion Council and were re-certified as a 'Great Place To Work'. We went live with the first phase of our new ERP system in May, 2022 and will complete the transition in this fiscal, followed by several digital transformation initiatives that are lined up.

During the previous year we announced a scheme of arrangement whereby the Power Transmission and Distribution businesses would be demerged into a separate listed company 'Bajel Projects Limited'. This will result in a corporate structure that is aligned to the distinct needs of the respective businesses and allow for sharper strategic focus on each business, tailored capital structures and agility for each entity to drive growth. This has been a long-standing request from many investors; we have chosen the timing to do this from a position of strength, having cleaned up the legacy issues, so that both entities have a strong balance sheet as well as capable leadership and teams in place.

At a broader strategic level, we have now achieved a clear milestone in our overall transformation journey. 'Horizon One' of this journey involved resolving the legacy issues, taking various corporate actions, establishing a strong financial foundation, putting in place the right people, processes and systems and creating the framework for our future growth. Despite the challenges of the pandemic as well as the unprecedented external volatility we have demonstrated our ability to execute to

this strategic agenda through unwavering pursuit of our goals. We are now at the cusp of embarking on, 'Horizon Two', of this journey. Quite simply, this will be about focusing on establishing operational excellence across all our businesses and functions and delivering market-leading growth over the next 3 years. We have several initiatives lined up to deliver on this agenda and will demonstrate the same unwavering pursuit.

As we continue on our path to business excellence, we are equally committed to introducing sustainability-driven initiatives to ensure that we create meaningful value for all of our stakeholders. Being a responsible organisation, we strive to have a long-term good impact on the environment and communities through concerted efforts.

I would like to acknowledge and thank all our employees and business associates for all their contributions, efforts and faith in driving our agenda through these tough times. I would also like to thank my colleagues on the Board for their support and guidance to the Company. And I remain grateful to you, our shareholders, for trusting us and being a part of the Bajaj Electricals family.

Yours sincerely,

SHEKHAR BAJAJ
Chairman & Managing Director

FINANCIAL HIGHLIGHTS

Steady Performance through Disciplined Execution

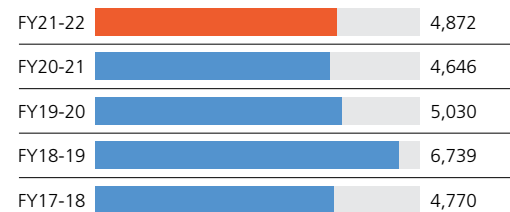
Despite operating in a challenging environment which was marked by elevated inflation and supply chain constraints, our financial prudence and disciplined execution have enabled us to deliver steady performance on our revenues and profitability. At the same time, our focus on cash flow has helped us to become net debt free after a span of more than four decades.

Our CP Division continues to show strong 3-year CAGR growth of

11%

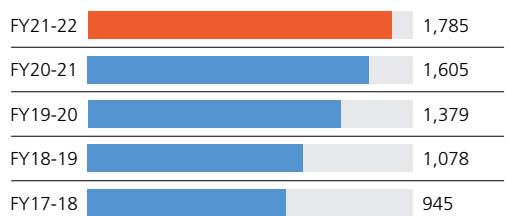
Gross Revenue

(₹ in crore)



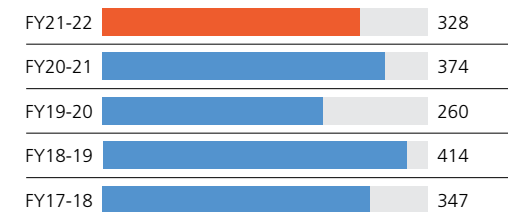
Net Worth / Total Equity

(₹ in crore)



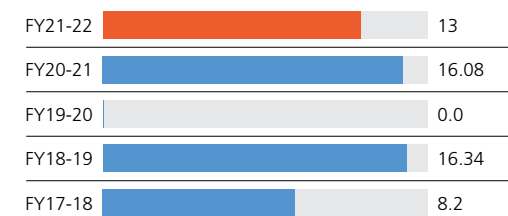
EBITDA

(₹ in crore)



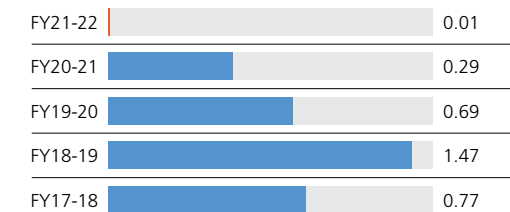
Basic EPS

(in ₹)



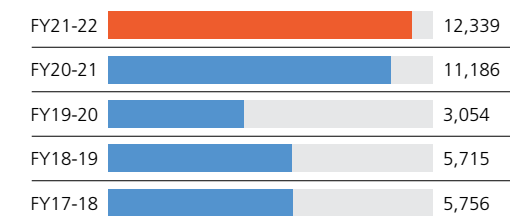
Debt Equity

(in times)



Market Capitalisation

(₹ in crore, as on 31st March)



Note: All the above numbers are based on standalone financial.

BOARD OF DIRECTORS



Shekhar Bajaj
Chairman &
Managing Director



Anuj Poddar
Executive
Director



Harsh Vardhan Goenka
Independent
Director



Shailesh Haribhakti
Independent
Director



Madhur Bajaj
Non-Executive
Director



Rajiv Bajaj
Non-Executive
Director



Munish Khetrpal
Independent
Director



Dr. Indu Shahani
Independent
Director



Pooja Bajaj
Non-Executive
Director



Dr. Rajendra Prasad Singh
Independent
Director



Scan to our website for profile of
our Board of Directors [https://www.
bajajelectricals.com/board-of-directors/](https://www.bajajelectricals.com/board-of-directors/)

AWARDS

Recognised for our Pursuit of Excellence



Honoured with the **'Sustainability Excellence Award 2021'** at the SCALE Awards by Confederation of Indian Industry.



Our Nirlep Appliances factory was certified as a **zero-waste to landfills factory**.



Adjudged as **'Winners in Environment Leadership in the Manufacturing sector'** at the 'Project Evaluation and Recognition Programme' 2021 by Frost & Sullivan



Awarded the **'Great Place To Work'** certification by the Great Place to Work® Institute (India) for the second year in a row



We were the 1st runner up in manufacturing category at **MQH Best Practices Competition 2021** organised by IMC Ramkrishna Bajaj National Quality Award Trust



Felicitated with **ESG India Leadership Awards 2021** in Social category for our best-in-class initiatives for Product Quality by Acuité Ratings & Research Limited and ESG Risk Assessments & Insights

NEW PRODUCTS



CONSUMER APPLIANCES

Water Heater -
Caldia NXGWater Heater -
CompagnoWater Heater -
VerreMixer Grinder -
SplendorMixer Grinder -
Juvel Digital MGMixer Grinder -
HerculoMixer Grinder -
NX01Pressure Cooker -
PC 3Pressure Cooker -
PC 5Iron -
SplendorIron -
HerculoIron -
Canvas MetalliqueRoom Heater -
RH3HNirlep - Stainless
Steel Kadhai

FANS & COOLERS

Ceiling Fan -
Brezza 425: BlueCeiling Fan -
EsperanzaCeiling Fan - Astor
- Cherry WoodCeiling Fan - Hurricane
425 RPM: White FanTower Fan -
Tempesta

Fan - Nuvo

Air Cooler - TMH
SKIVEAir Cooler - MDF
60Air Cooler - DMH
90 Neo

Air Cooler - DMH 70

Air Cooler - MDB
60

CONSUMER LIGHTING

AWE Plus IoT Lamp
9w B22Ivora Motion Sensor LED
Lamp 9w CDL B22Hyperion LED Downlight
5w (6 colours)Insect Shield
LampInverter batten
and bulb

NEW PRODUCTS CONTINUED

MORPHY RICHARDS

Mixer Grinder - Aero Pro
500W

Mixer Grinder - Brut 800W



Mixer Grinder - Lush 750W



Mixer Grinder - Supreme Pro 750W



Kenzo Cold Press Juicer



BlendXpert Table Blender



Maximo Dlx Juicer



Divo Plus JMG



Water Heater - Kwik 3L IWH



Water Heater - Kude 15L SWH



Duochef 28L Hybrid MWO



Digichef 35L & 48L OTG



Luxechef 45L & 60L OTG

EPC- ILLUMINATION

Street Lighting



Zela



Edge NXT



Hexa



Amaze



Gleam

Area Lighting

Commercial Lighting



Praze



Glint



Lighting - Levitaire



Lighting - Radiance



Skylux Gladen

Industrial

Solar



Blaze pro



Lucid



Nuke



Supremo - Solar

Architectural Lighting



BUGA ROUND



TOYO CYLINDRICAL WALL PACKS



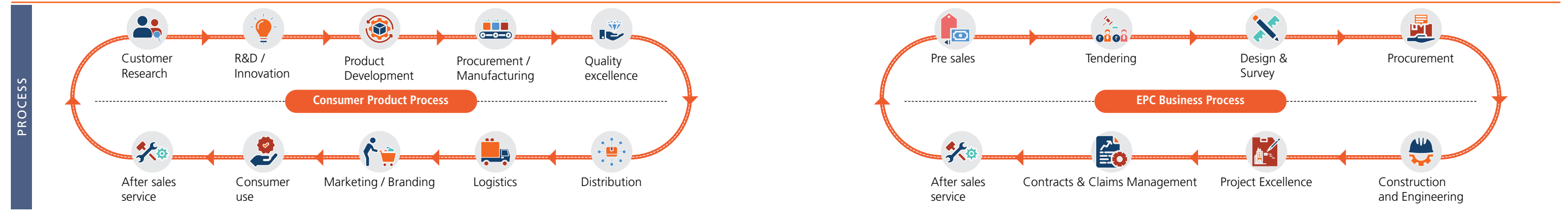
MERC SQUARE PROJECTORS



Amaze

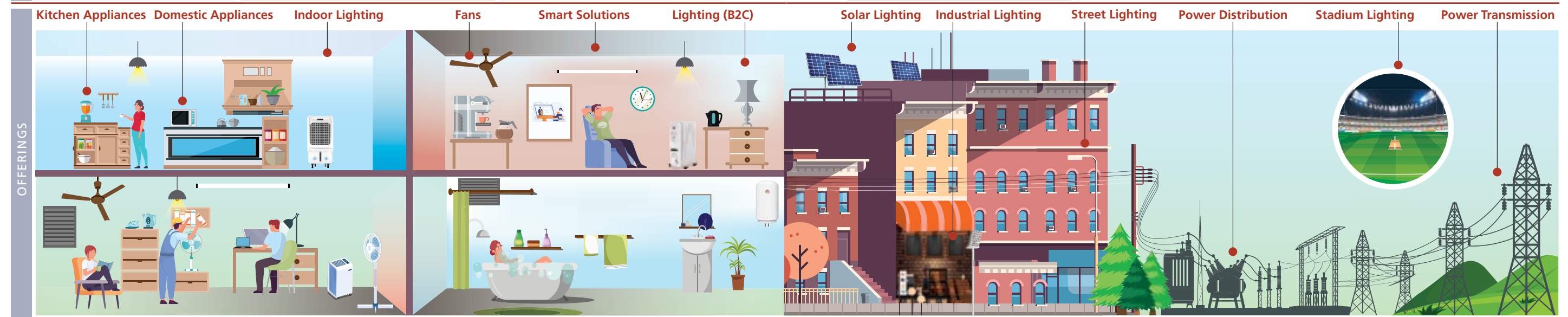
VALUE CREATION MODEL

INPUTS	Financial Capital Average Capital Employed: ₹ 1,900 crore Average Net Worth: ₹ 1,642 crore CAPEX: ₹ 75 crore	Manufactured Capital Manufacturing Sites: 4 Installed Capacity EPC: c. 36K MT Installed Capacity CP: c. 16.1 Mn Warehouse Footprint (on sqft): 24.22 lakhs Net Block of Assets: 182 crore	Intellectual Capital Total Spend in R&D: c. 1% of revenue Investment in Brand: 118 crore Team Strength: 170 Patents filed: 11 Design filed: 7	Human Capital Permanent employees / workers: 2,661 Employees trained: 31,540 manhours Gender Diversity: 5.4% Presence in countries: 6	Social & Relationship Capital Dealer Base: 596 Retailers Base: 2,30,546 Vendor Base: 1,198 MSME Touchpoints: 513 % Domestic Sourcing: c. 87% CSR Spend: ₹ 3.3 crore Number of CSR Partners: 12	Natural Capital Installed Renewable Capacity: 4,400 KW Material Consumed EPC: 20,231 MT Energy Consumption at factories: 16,033 GJ Trees Plantation: 27,078
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OUTPUTS	Mcap FY 2021-22: ₹ 12,339 crore Total Revenue: ₹ 4,813 crore EBITDA: ₹ 318 crore PAT: ₹ 124 crore % Dividend Payout in FY 2021-22: 28% Net Cash (net of Debt): ₹ 74 crore	No. of Units Produced CP: c. 8.7 Mn MT Produced EPC: c. 27K No. of c-Kms connected (in TL): 1,159 Kms	New SKU Launched: 551 Designs accepted: 1	New employees onboarded: 385 Ave age of on-roll employees: < 40 Yrs Employees with tenure excluding factories > 10 years: 19.1% Engagement score as per Great Place to Work (GPTW): 79% Attrition excluding factories: 31% LTIFR at PD PT BU: 1.5	Net Promoter Score: 30 Customer Satisfaction Score (CSAT): 99.6% Customer complaints for appliances: c. <2.6% Customer complaints for fans: c. <2% Villages impacted via electrification: 2 New OEMs Partnered: 26 Pin codes serviced: 18,914 Volunteering Days for CSR: 1,751 Days	Green Energy generated: 12,959 GJ Waste Recycled: 99% Zero waste to landfill certified: 2 out of 4 sites
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OUTCOMES	Sustainable growth in revenue and debt free funds.	Efficient manufacturing process and decreased operational cost due to innovative technology. Manufacturing facilities with international accreditations.	Increased efficiency through use of smart digital solutions. Development of diverse products using advanced technology.	Enhanced employee productivity through robust incentive and recognition programme. Improved competencies due to comprehensive training programmes, with special focus on career development and leadership.	Uplifted communities through rural electrification Supplier empowerment through skill development trainings and providing financial aid.	Enhanced focus on increasing share of renewables in the energy mix. Targets for lowering carbon footprint.
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STAKEHOLDER ENGAGEMENT

Interacting with our stakeholders

At Bajaj Electricals, stakeholder engagement is a critical aspect of the Company's decision-making process. It is constantly working to strengthen its ties with its stakeholders so that their viewpoints are reflected in the Company's business strategy and their concerns are addressed. The Company believes in open communication and proactively engages with all its stakeholders.

STAKEHOLDERS	IMPACT ON CAPITAL	MODE OF ENGAGEMENT	FREQUENCY	EMPHASIS AREAS
Board and Leadership 	F I H S N M	<ul style="list-style-type: none"> Board and Committee meetings 	<ul style="list-style-type: none"> Board meetings – 8 in FY 2021-22 Total Board Committee Meetings – 26 in FY 2021-22 	<ul style="list-style-type: none"> Company's growth and performance Business strategy Focus on ESG
Investors 	F I	<ul style="list-style-type: none"> Annual general meetings Investor and analyst meet and conferences Quarterly earnings call and presentation Integrated reports and press releases 	<ul style="list-style-type: none"> Total 1-on-1 investor meets and conferences – 43 in FY 2021-22 Need based 	<ul style="list-style-type: none"> Economic performance Business model resilience and profitability Ethics and compliance Financial growth and business scalability ESG interventions
Customers 	S I	<ul style="list-style-type: none"> Customer feedback and surveys Brand Campaigns (ATL & BTL) Social media engagements Loyalty programmes 	<ul style="list-style-type: none"> Real time Need-based 	<ul style="list-style-type: none"> Innovation Product and solution offerings Product, quality, safety and accessibility Sustainable products
Vendors 	S M N	<ul style="list-style-type: none"> Vendor meets Training programmes Quality enhancement programmes Safety trainings Feedback and surveys 	<ul style="list-style-type: none"> Need-based 	<ul style="list-style-type: none"> Product quality Health, safety and Human rights Supply chain sustainability
Employees 	H I	<ul style="list-style-type: none"> Semi-annual international townhall Trainings and L&D activities Reward and recognition Employee survey Regular emails, webinars and newsletters 	<ul style="list-style-type: none"> Ongoing Need-based 	<ul style="list-style-type: none"> Career enhancement and growth opportunities Employee benefits Occupational health and safety Rewards and recognitions Learning and development interventions
Communities 	S	<ul style="list-style-type: none"> CSR interventions 	<ul style="list-style-type: none"> Ongoing Need-based 	<ul style="list-style-type: none"> Community upliftment and development Health and well-being Financial assistance and support



Look for these icons throughout the report to relate with capitals

- F — Financial
- I — Intellectual
- H — Human
- S — Social and Relationship
- N — Natural
- M — Manufactured

MATERIALITY

Along with establishing itself as a major business in India, Bajaj Electricals has been consistently working towards creating a positive impact on the environment and communities.

The Company believes that implementing right measures can enable it to create value for all its stakeholders in the long run. In this regard, Bajaj Electricals is set to create value by enabling innovation, creativity, integrity, and service to community in everything it does. The Company's goal is to embed sustainability in its operations and achieve balance between its business vision and social, economic, and environmental goal.

APPROACH TO MATERIALITY

As Bajaj Electricals moves forward in its endeavour to create sustainable development, it is essential to identify the sustainability issues, which are material to the business and as well as for its stakeholders. During FY 2021-22, the Company conducted an in-depth materiality assessment in consultation with an independent consulting firm to identify the possible ESG topics, which are:

- ◀ relevant to its stakeholders;
- ◀ has the potential to impact the organisation either positively or negatively;

To carry out the materiality exercise, the Company identified its internal and external stakeholders to gather their insights. To this end, online surveys and one-on-one interactions were conducted to understand

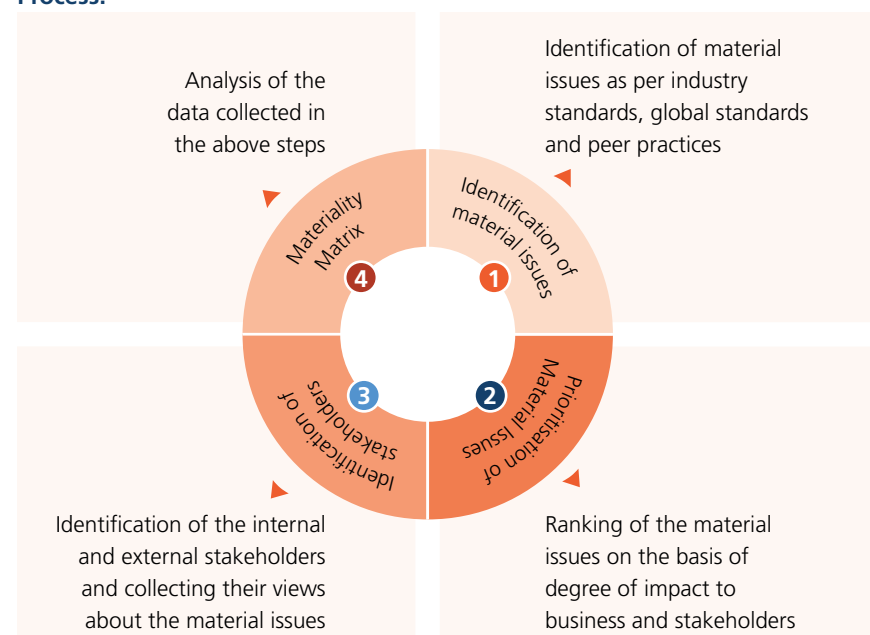
the views of the stakeholders on several material topics that are relevant to Bajaj Electricals' business. Around 233 internal and external stakeholders including leadership, employees, vendors, customers, contract employee, investors and analysts, NGOs and CSR partners, and research institutes were involved in this assessment.

Key Stakeholders:

To undertake the materiality assessment, Bajaj Electricals identified key relevant stakeholder groups who will play a fundamental role in recognising the material topics that are relevant for Bajaj Electricals' business. As a part of the materiality process, the Company engaged with these stakeholders to understand their viewpoints on the key ESG areas that need to be addressed. The stakeholders, which were involved in the assessment were:



Process:



Supported by the above process, Bajaj Electricals has assessed the responses received from the stakeholder interactions. Post this, the Company has identified the core topics that are material to its business operations. From the universe of 40 material issues that were selected as per the peer practices, industry standards and global standards, 14 topics were of key importance to the business.

Following are the issues of material topics for Bajaj Electricals:

ESG DIMENSION	MATERIAL TOPICS	RELEVANCE TO THE COMPANY
Environmental Capitals Influenced N M H	Environmental Portfolio 	<ul style="list-style-type: none"> ◀ Provide new growth opportunities for the company with a diversified portfolio of greener products. ◀ Capitalise on the variety of energy efficient products and services.
	Energy Management 	<ul style="list-style-type: none"> ◀ An important material topic due to growing demand for energy and use of electrical products. ◀ Need for optimum utilisation of energy to ensure resource conservation, climate protection and cost savings.
	Product Stewardship 	<ul style="list-style-type: none"> ◀ Understand the environmental impact of the products. ◀ Facilitate the Company to manage the ecological impacts of its products. ◀ Develop essential strategies to reduce the environmental impact of its products.
	Water Management 	<ul style="list-style-type: none"> ◀ Efficient management of water resources. ◀ Helps to build climate resilience in view of water becoming a scarce resource.
	Supply Chain Management 	<ul style="list-style-type: none"> ◀ Dependence on suppliers for majority of products. ◀ Ensure effective flow of products to consumers.
	Waste Generation and Recycling 	<ul style="list-style-type: none"> ◀ Reduce the impact of our operations on environment. ◀ Saves energy, and eases burden on landfill. ◀ Saves cost and optimises raw material consumption



MATERIALITY CONTINUED

ESG DIMENSION	MATERIAL TOPICS	RELEVANCE TO THE COMPANY
Social  Capitals Influenced S M H	Employee Health & Safety 	<ul style="list-style-type: none"> ◀ Increase the overall productivity and efficiency of the Company. ◀ Ensure safe workplace.
	Quality and Service Delivery 	<ul style="list-style-type: none"> ◀ Ensures customer safety and loyalty. ◀ Enhances brand image.



ESG DIMENSION	MATERIAL TOPICS	RELEVANCE TO THE COMPANY
Governance  Capitals Influenced N F H	Fair Business Practices 	<ul style="list-style-type: none"> ◀ Creates stakeholder trust and respect, resulting in corporate growth.
	Corporate Governance, Transparency and Disclosures 	<ul style="list-style-type: none"> ◀ Smooth functioning of the firm, resulting in enhanced stakeholder trust and brand reputation.
	Regulatory Compliance and Integrity 	<ul style="list-style-type: none"> ◀ Ensures the Company complies with relevant national/local laws and regulations applicable to its business, thereby fostering confidence among its stakeholders.
	Business Ethics and Anti-corruption 	<ul style="list-style-type: none"> ◀ Protects the Company's brand and the trust of its stakeholders
	Resilient Business Model and Long-term Profitability 	<ul style="list-style-type: none"> ◀ Ensures uninterrupted growth and success and helps in creating value for shareholders.
	Environmental Risk Management 	<ul style="list-style-type: none"> ◀ Enables the Company to determine the environment-related risks that the organisation is exposed to. ◀ Develop and implement mitigation strategies to ensure that the business operations are not adversely impacted.



ESG STRATEGY

Bajaj Electricals has further leveraged the materiality assessment to develop an ESG strategic framework which will provide a path to achieve the proposed vision and will be driven at the corporate level. The ESG Strategy is developed after understanding all the relevant aspects of Bajaj Electricals and bucketing them under similar themes. The strategy will assist Bajaj Electricals in integrating ESG aspects into the Company's core business strategy and will be fundamental in laying down a comprehensive roadmap ahead. The purpose is supported by four strategic pillars, which in turn, will be supported by ten focus areas.

Focus Areas based on the four pillars are:



1

Vision - Inspiring Sustainable Living

4

Strategic Pillars

10

Focus Areas

The Company developed its Key Performance Indicators (KPIs) based on its 10 focus areas

<p>Empowering our team</p> <table border="1"> <thead> <tr> <th>Focus Areas</th> <th>KPIs</th> </tr> </thead> <tbody> <tr> <td>Ensuring Safety</td> <td>Lost Time Injury Frequency Rate Workplace Safety</td> </tr> <tr> <td>Strengthening Human Capital</td> <td>Diverse and Inclusive workforce ESG Training Employee Delight</td> </tr> </tbody> </table>	Focus Areas	KPIs	Ensuring Safety	Lost Time Injury Frequency Rate Workplace Safety	Strengthening Human Capital	Diverse and Inclusive workforce ESG Training Employee Delight	<p>Preserving Environment</p> <table border="1"> <thead> <tr> <th>Focus Areas</th> <th>KPIs</th> </tr> </thead> <tbody> <tr> <td>Combating Climate Change</td> <td>Energy and Emissions Carbon Sequestration Climate Risk Assessment</td> </tr> <tr> <td>Enhancing Circularity</td> <td>Waste Management Single Use Plastic</td> </tr> <tr> <td>Sustainable Supply Chain</td> <td>ESG-specific Vendor Assessment</td> </tr> </tbody> </table>	Focus Areas	KPIs	Combating Climate Change	Energy and Emissions Carbon Sequestration Climate Risk Assessment	Enhancing Circularity	Waste Management Single Use Plastic	Sustainable Supply Chain	ESG-specific Vendor Assessment
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Financial Capital

At Bajaj Electricals Limited, financial capital is generated annually from surplus arising from the current business operations, as well as optimal mix of capital allocation across both streams of business.



Material Topics:

- RESILIENT BUSINESS MODEL AND LONG-TERM PROFITABILITY

Linkage with UNSDG:



Total Revenues

₹ **4,813** crore

Total Equity

₹ **1,705** crore

Cash and Cash Equivalents

₹ **119** crore

Net Capital Expenditure

₹ **43** crore

Return on Capital Employed

13.1%

FINANCIAL CAPITAL CONTINUED

HOW WE MANAGE OUR FINANCIAL CAPITAL

India is one of the fastest growing markets despite the setback due to the COVID-19 pandemic. Even during the challenging period, the demand and consumption for Fast Moving Consumer Durables (FMCD) have continued to increase. Despite the pandemic, Bajaj Electricals has remained resilient and has continued its journey towards achieving substantial growth. The Company aims to manage its capital efficiently to optimise returns to its shareholders. The Company's capital structure is determined by management's assessment of the right balance of key aspects to suit its strategic and operational needs. The management considers the amount of capital in proportion to risk and manages the capital structure as per the evolving changes in the economic conditions and the risk characteristics of the underlying assets.

ENHANCING BALANCE SHEET STRENGTH

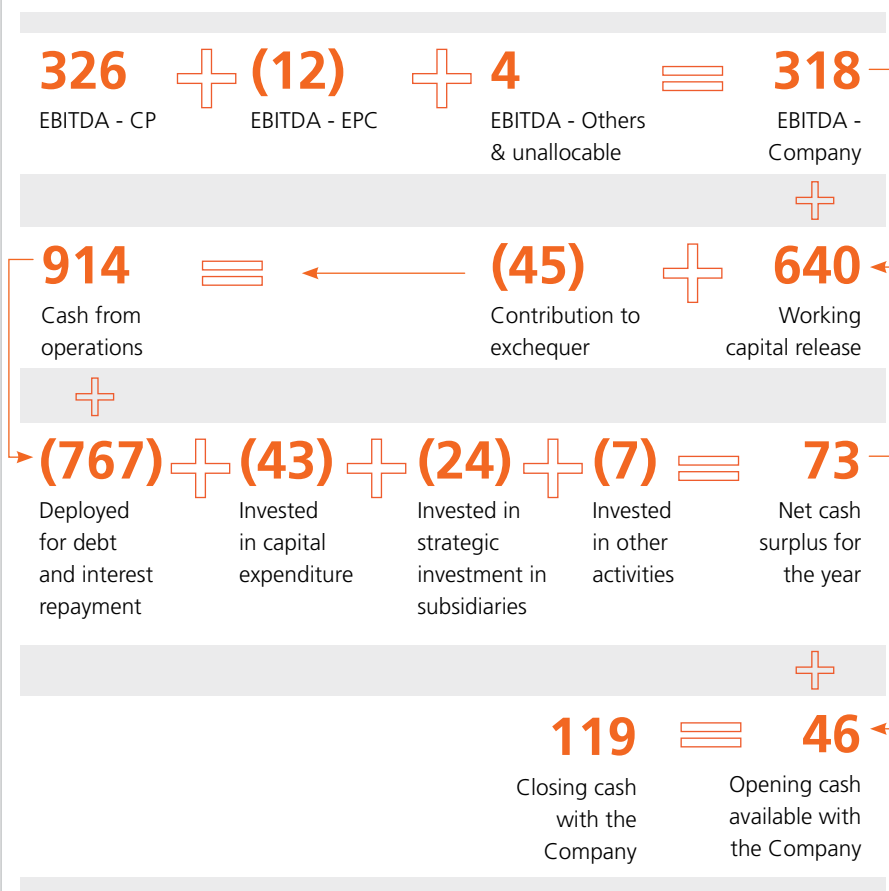
During the year under review, the Company continued with the overall focus of deleveraging its balance sheet by striking the optimum capital allocation across both the businesses. Through out the year, we focused on optimising our working capital, operating leverage and treasury activities.

Our operational KPIs are compared with internal and external benchmarks

to achieve best production, higher productivity and yields. These initiatives provide better customer connect and reach, and higher realisations and result in cost optimisation to ensure positive cash flows from operations.

The funds thereby generated were primarily deployed for debt and interest repayments. Allocations are also made towards strategic investments in subsidiaries and investments in capital assets including research and development.

The surplus post the above deployment is then invested in short-term instruments from a liquidity aspect.



MANAGING CAPITAL – INPUTS

Strong EBITDA generation of

₹ 318 crore

supported by the CP business, which has grown by 14% and a decline in the losses in the EPC business during FY 2021-22.

Generated strong cash flow in operations of

₹ 914 crore

due to the risk calibrated approach taken for the EPC business. The capital employed in the EPC segment has reduced to the tune of ₹ 400 crore, thereby providing a strong impetus to this cash flow from operations.

MANAGING CAPITAL – OUTCOMES:

Capex towards manufacturing plants, R&D initiatives and IT Infrastructure

₹ 43 crore

Transitioning into a net debt-free Company after four decades

Undertaken several portfolio simplification initiatives

- Nirlep Appliances Private Limited converted into Wholly Owned Subsidiary
- Acquisition of controlling stake in Starlite Lighting Limited, subsequently followed by a scheme of merger into Bajaj Electricals Limited
- Filed a scheme of demerger of Power Distribution and Transmission business into a separate listed entity (Bajel Projects Limited)

Highest short term credit rating upgrade from

A1 to A1+

Strong Long term credit rating upgrade from

A to A+

supported by reduction in the debt and finance cost, and improvement in the profitability and liquidity ratios.

Proposed a dividend of

₹ 3 per share

and also framed a dividend policy, which will act as an indicator towards the future dividend pay-out.

Net cash of

₹ 119 crore

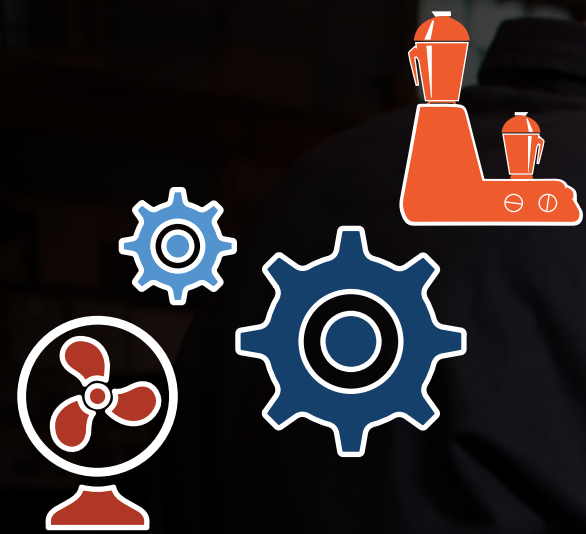
has also been achieved through focused efforts and actions.

INVESTOR ENGAGEMENT AND GRIEVANCE REDRESSAL

At Bajaj Electricals, the Company makes consistent efforts to maintain a continuous dialogue with its investors to keep them updated with the Company's performance and growth plans. It believes in conducting consistent interactions with its shareholders to build trust in them and provide them with a platform to share their suggestions. The Company has a dedicated grievance mechanism process in place, which enables it to track concerns raised by the investors and resolve them at the earliest.

Way Forward

- ▶ Continue to enhance balance sheet position
- ▶ Maintaining flexible capital structure in line with the business needs to support growth opportunities
- ▶ Making sound investments towards the intellectual capital with a strong focus on generating healthy return on investment
- ▶ Focusing on shareholders' wealth maximisation



Manufactured Capital

At Bajaj Electricals, manufacturing plants are used to transform input resources into high quality sustainable products. For us, operational excellence, resource optimisation and efficiency are a critical parameter of sustained growth.

Material Topics:

◀ QUALITY AND SERVICE DELIVERY

Linkage with UNSDG:



4

Manufacturing units

4,400 KW

Green Energy produced at Ranjangaon plant and Windmill, Chakan Plant

54%

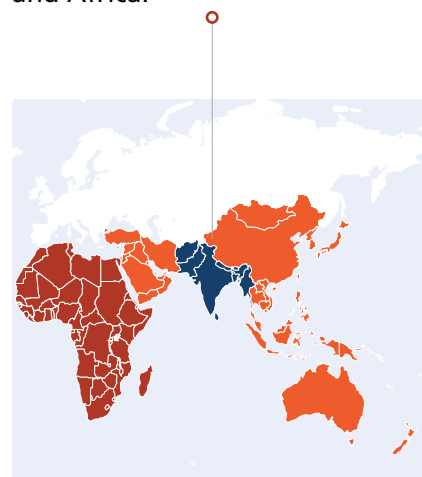
Annual capacity utilisation

MANUFACTURED CAPITAL CONTINUED

Bajaj Electricals is taking consistent strides to provide best-in-class products and services to its customers. Additionally, it maintains a strong focus on environmental sustainability, long-term value generation, company resilience, and producing inexpensive and sustainable products for consumers. In this regard, certain products have undergone technology and design improvements, making them more user-friendly. Technological advancements remain the cornerstone of the Company's manufacturing excellence. Most of the products manufactured by Bajaj Electricals such as water heaters, fans, LED lights, pressure cookers and mixer grinders, are supported by latest technology and reflect strong quality. In addition, the organisation's international footprint is also growing, with operations in South Asia, Asia Pacific, the Middle East, and Africa.

As a responsible organisation, Bajaj Electricals aspires to achieve efficiency in the utilisation of manufacturing resources. The Company has relentlessly worked on enhancing its management practices, upskilling its employees who work at the plants, and implementing Total Productive Maintenance (TPM) across its manufacturing sites to achieve cost efficiency.

During the year under review, Bajaj Electricals concentrated on increasing operational efficiency while optimising cost. The manufacturing units began operations when the lockdown limitations were eased. Social distancing rules were closely observed in addition to frequent sanitisation. To guarantee smooth operations, the Company established different cross-functional teams (CFT) to handle essential challenges such as productivity, quality, cost optimisation, inventory management, efficiency improvement, and capacity utilisation.



FACTORY FOOTPRINT

With its extensive presence across countries, Bajaj Electricals is a well-known brand for home and kitchen appliances. Despite the pandemic, the Company has maintained its growth on the back of its high-quality product portfolio.

Across India, Bajaj Electricals has four major manufacturing facilities — **Ranjangaon, Chakan, Nashik (under Starlite Lighting) and Aurangabad (under Nirlep Appliances).**



KEY PRODUCTS MANUFACTURED



INSTALLED CAPACITY

36,000 MT

ANNUAL PRODUCTION

27,703 MT

CAPACITY UTILISATION FOR FY 2021-22

77%

MANUFACTURED CAPITAL CONTINUED

Chakan

Maharashtra

CAPACITY UTILISATION FOR FY 2021-22

66%

KEY PRODUCTS MANUFACTURED	INSTALLED CAPACITY	ANNUAL PRODUCTION
LED products	1.2 Mn units per annum	0.7 Mn units
Fans	2.2 Mn units per annum	1.5 Mn units

Starlite

Maharashtra

CAPACITY UTILISATION FOR FY 2021-22

46%

KEY PRODUCTS MANUFACTURED	INSTALLED CAPACITY	ANNUAL PRODUCTION
Water Heaters	8.8 Mn units per annum	4.0 Mn units
Mixers		
LED bulbs		
Battens		

Nirlep

Maharashtra

CAPACITY UTILISATION FOR FY 2021-22

61%

KEY PRODUCTS MANUFACTURED	INSTALLED CAPACITY	ANNUAL PRODUCTION
Non-stick cookware	3.9 Mn units per annum	2.4 Mn units
Pressure Cooker		

TOTAL PRODUCTIVE MAINTENANCE (TPM)

- ◀ Bajaj Electricals has adopted TPM across its manufacturing plants in order to enhance worker and machine efficiency to and ensure culture of continuous improvement.
- ◀ The eight pillar TPM methodology focuses on zero accident, zero breakdown, zero defect and zero waste with the help of various proven tools and technique.
- ◀ Various improvements have been recorded in last six months while following TPM methodology at shop floor in all the manufacturing units. Challenging Machines selected as Manager Model Machine wherein Managers involved in TPM activities showcases best results out of it to other team members. Further, JH Circle formed on shop floor to take forward all machines for Step 3 Certification. KMI-KPA-KAI Matrix has been prepared for eight pillars to attack on hidden losses and bring out best operational efficiencies. Each unit has aligned their KPIs target with TPM goals to ensure most effective way of resource utilisation.
- ◀ Hourly loss monitoring, OEE analysis and defect data monitoring on daily basis have been initiated at all plants for efficiency improvement and delivery of quality products under TPM approach.

SUSTAINABILITY INTERVENTIONS

- ◀ The Nirlep and Chakan plants have achieved ZWTL (Zero Waste to Landfill with diversion rate >99%), certified by Intertek, a globally known quality assurance, product testing and certification agency.
- ◀ Other initiatives have been taken towards sustainability in terms of Green Energy through Solar Power generation, Rainwater harvesting, and PNG Gas connection, amongst others.
- ◀ The Chakan plant is equipped with Solar Grid Power Plant. Another project of solar power plant at Ranjangaon unit is under progress.

MANUFACTURED CAPITAL CONTINUED

CAPACITY ENHANCEMENT INITIATIVES

- Capacity enhancement of the fan unit at the Chakan plant from

1.35 lakhs/month

to **2.0**
lakhs/month.

- Initiated

Ultra Modern

paint shop for liquid painting and powder coating in premises.

- Storage Water Heater Capacity enhancement from

45K

to **65_K**

per month

- Mixer Grinder Capacity Improvement from

40K

to **100_K**

per month

INDIGENISATION

- In house Development of Exclusives Premium range models like 4-star rating model & BLDC fans.
- First time twin monopole manufactured and commissioned successfully.
- Indigenisation of new products such as Air Cooler and Immersion Rod to load available plant capacity during lean season.

DIGITAL INTEGRATION

- The Company has taken a step in the direction towards Industry 4.0 with pilot project of IoT based Digital Dashboard for Data Capturing and Analysis at Nirlep, Aurangabad.
- Horizontal deployment of IoT projects across all manufacturing units have been planned in the coming year.
- Next-gen ERP Platform SAP S4 HANA implemented.
- To ensure efficient and flawless operations, Bajaj Electricals provided its employees with the essential tools and software and developed digital applications such as 'BEL Connect.'

SAFETY AT PLANTS

- The Company emphasises on providing appropriate training in order to improve their understanding and adapt behaviour changes toward safety. Workers and staff are also being educated on the Company's safety policies.
- The specific set of workers are also given firefighting and first-aid training. Induction training, basic safety guidelines, machine safety, and general safety, among other things, are all provided to the temporary / contract labour.
- The Company has formed a health and management division to safeguard worker safety in production facilities.
- The organisation complies with the Electricity Act of 2003 and meets the requirements of the OHSAS-18001/ IS 18001 **Occupational Health and Safety Management System** in broad terms.



KEY PARAMETERS FACTORIES



Minor Accidents

11



ETP COD (in mg/l)

62.4



Safety Training (in hours)

1,568



First Aid Injury

196



Chakan ETP TDS Value (in mg/l)

446



STP-BOD (in mg/l)

28



Near Miss

215



STP-TDS (in mg/l)

392



STP-COD (in mg/l)

122



Chakan ETP BOD (in mg/l)

20.17



Chalan Environment TPM (in microg/ cubic meter)

80

Way Forward

Improve utilisation of plants to best-in-class levels

Focus towards workers, health and safety

Investment towards capacity enhancement and operational efficiencies, for advanced technologies to launch products for both B2B and B2C segments



Intellectual Capital

At Bajaj Electricals, we aspire to develop a fostering culture of innovation which is critical to achieving our stated objectives. Further, the pandemic has reinforced the importance of digital technology adoption in creating and unlocking value in the new normal.



Material Topics:

- ENVIRONMENTAL PORTFOLIO
- PRODUCT STEWARDSHIP

Linkage with UNSDG:



c. 1%
of revenue spent towards R&D in FY 2021-22

11
Patents filed

170
R&D team strength

50
New trademarks

7
New design registration

159
Engineers in technical roles

INTELLECTUAL CAPITAL CONTINUED

Bajaj Electricals is a leading Company in the electrical products segment. The Company has maintained its position as a market leader due to its innovative and quality products.

The Company's R&D team relentlessly works on product innovation that further enables the Company to strengthen its performance and position in the dynamic electrical products market. To acquire an edge in its sector and satisfy the evolving consumer demands, Bajaj Electricals consistently makes significant investments in its R&D competencies. In FY 2021-22, the Company launched 551SKUs in Illumination and Consumer Products division in the market. The products have been successful in achieving a sound response from the end users.

PRODUCT DESIGNING AND R&D

To develop diversified product portfolio, increase the efficiency, and to enhance customer satisfaction, Bajaj Electricals introduced Product Research Centre (PRC), Centre of Excellence, and Design Quality departments within the Company's R&D vertical. In addition, Bajaj Electricals carried out the infrastructure expansion at Sanpada R&D location and setup lab for testing of Reliability measurements and Material property measurements. Bajaj Electricals also ensured the facilities are equipped with recent technologies and software. Bajaj Electricals installed Simulation software, Reliability software and initiated Programme Lifecycle Management (PLM) for all R&D projects.

Before the product is introduced to the consumers, a thorough market research is conducted to explore and understand the market trend, gaps, and opportunities. To identify specific consumer centric aspects of the key directions, qualitative assessments are conducted with the help of the Product Research Centre of the R&D department. Bajaj Electricals undertakes advanced development projects to create solutions that are in line with the Company's cost targets and are tested prior to their deployment in new products. Trend analysis of colour preferences is captured by the R&D teams by visiting the market and continuous benchmarking of peer products is conducted with Bajaj Electricals products. Post this, feedback is taken from all the departments, based on which, designs are developed and offered for sale.

Additionally, Bajaj Electricals increased its team's strength by adding the position of Lead in the product development team and structuring them as per the requirements of the business. The Company has 170 employees in the R&D team who work throughout the year to develop best-in-class products for the Company to meet evolving customer needs.

INNOVATIVE AND SUSTAINABLE PRODUCTS

Bajaj Electricals has always been a leader in the consumer products segment because of the products, which are designed keeping in mind the needs of the consumers. Bajaj is keen on improving the products in terms of quality, features, design, and affordability. In this regard, the Company's R&D team ensures that it adapts to its changing environment. It has introduced energy efficient products such as LED bulbs and energy efficient consumer products, and is currently focusing on launching the products, which cater to the health and hygiene needs of the consumers

During FY 2021-22, 163 new projects were released in the consumer products segment, 22 projects under Morphy Richards and 378 projects under Luminaries. The unique selling point (USP) of the products is that they can address consumer pain points with clear differentiation as compared to its competitors in the market. The products are approved by NABL accredited labs, export certified labs like Bureau of veritas, TUV Rhein land & BIS approved labs to ensure that the customers receive safe products and reflect high levels of quality.

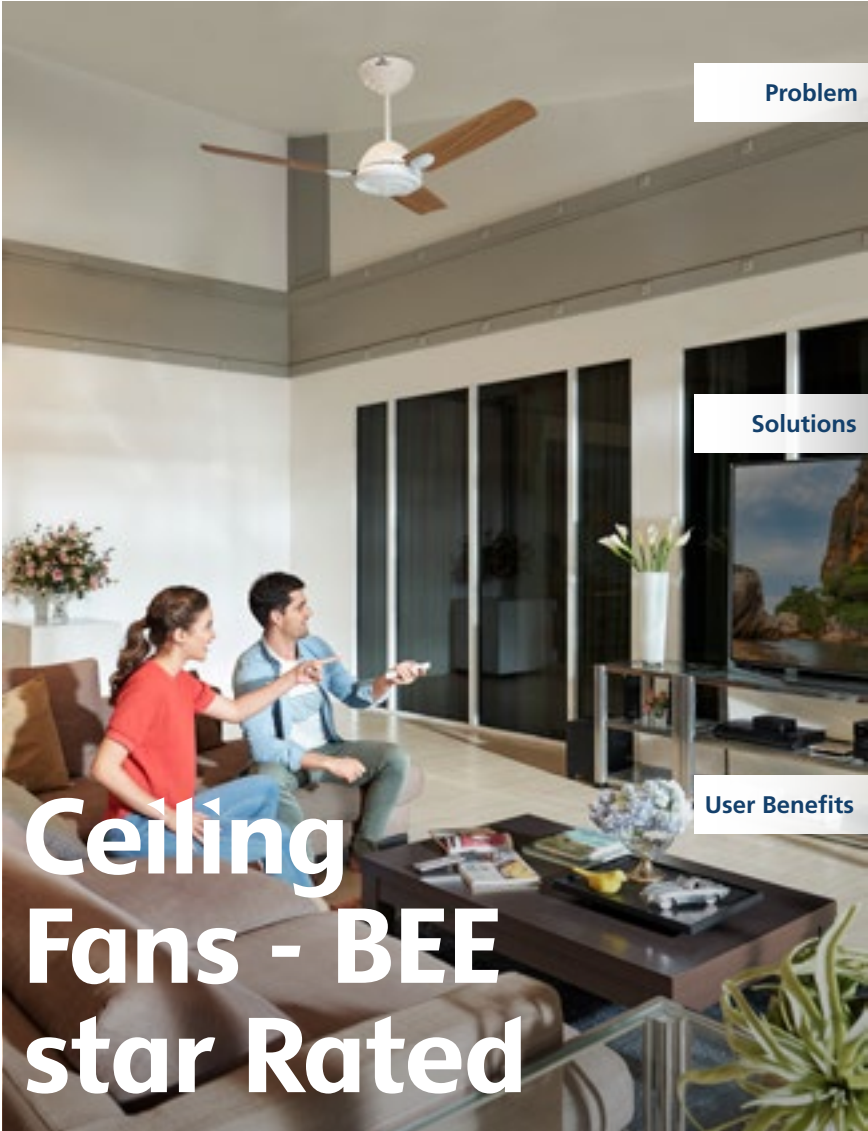


INTELLECTUAL CAPITAL CONTINUED

A

Energy Efficient Products

Sustainability and green operations are some of the key goals of Bajaj Electricals. The Company strives to develop energy efficient products for maximum consumer satisfaction. Bajaj Electricals' R&D team is dedicated to upgrade the existing products in accordance with the energy star labelling regulations. The Company has filed 11 patents in FY 2021-22 and has 7 designs registered under its name, all of which offer to solve various customer problems.



Problem ?

How can we ensure energy - efficient ceiling fans?


Solutions ?

Good energy - efficient motor with compact design blades.

User Benefits

Lesser consumption of electrical energy compared to non-star rated fans.

Ceiling Fans - BEE star Rated



Problem ?

How can we ensure energy - efficient Storage water heater?

Solutions ?

Good architecture with efficient heating elements and good dual safety system (Thermostat and Thermal Cutout)

User Benefits

Lesser consumption of electrical energy compared to non-star rated Water heaters.

Water storage heater - BEE star Rated

INTELLECTUAL CAPITAL CONTINUED

Induction Cooktop, Microwave Oven - Star Rated

Problem ?
How can we get good energy - efficient Induction Cooktop (ICT) & Microwave Oven?

Solutions 

ICT: Optimised design of main PCB and Heating and sensors ensure energy-efficient ICT.

Microwave Oven: Optimised design of cavity, heating element, Magnetron and fans ensure energy efficient oven.

User Benefits

Lesser consumption of electrical energy compared to non-star rated Induction Cooktop and Microwave Oven.



Bajaj developed BEE star rated ceiling fans and storage water heaters. Currently, the two products – induction cooktop and microwave oven – are under the star rating voluntary phase. Bajaj Electricals has achieved Bureau of Indian Standards (BIS) certification, CB certification and G mark certificate for its products.




B Health and Hygiene

Apart from manufacturing energy - efficient products, Bajaj Electricals has ventured in manufacturing of products, which contribute to the customer's health and hygiene. Bajaj Electricals has introduced the Nutri Pro feature in the mixer grinder category. The Company is in the process of launching nutritional range in pressure cooker, food processor, wet grinder, induction cooktop, Juicer-Mixer-Grinder (JMG), Oven-Toaster-Grill (OTG), microwave, kettle, and toaster in the coming year.

Mixer Grinders

Problem ?
How can I minimise the nutritional loss during grinding?


Solutions 

Different ingredients require different grinding speed to reduce the nutritional losses. Unique jar, blade and overall mixer grinder architecture in Bajaj MGs minimises the nutritional losses in >90% test cases at any of the grinding speeds compared to traditional method of grinding.

User Benefits

Nutrition retention of food during grinding in Bajaj MGs

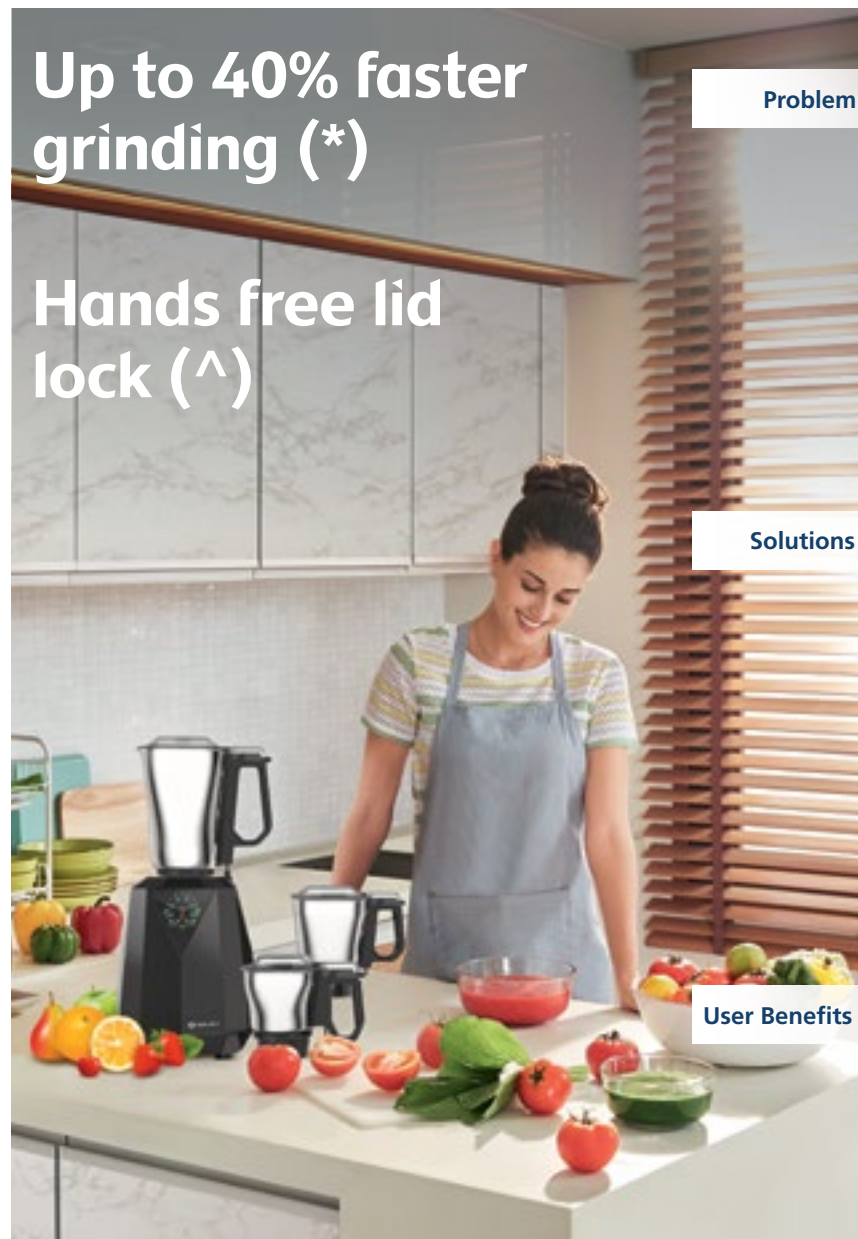
'Nutri pro' Features which ensures there is minimum nutrition loss at any of the grinding speeds



Bajaj Juvel MG

Up to 40% faster grinding (*)

Hands free lid lock (^)



Problem ?

- * Grinding of some tough ingredients (like turmeric) take lot time
- ^ Holding a lid during grinding is cumbersome especially when there are larger quantities of the ingredients to grind. It does not allow to do other tasks.

Solutions ?

- * Uniquely designed blades and jar shape (square-shaped jar without flow breakers) facilitates efficient flow of ingredients towards the blade, thereby increasing the contact between the blade and ingredients and speed up the grinding process
- ^ Hands-free lid lock ensures safe and easy grinding without holding the lid during the process

User Benefits

- * Faster grinding of even tough ingredients like turmeric, garam masala, and so on.
- ^ Less user engagement, allows multitasking.

SMART SOLUTIONS

Bajaj Electricals believes that it is important to get empowered by technology to be ahead in the market. Bajaj Electricals is working on various smart solutions such as:

Smart Office Solutions

As part of Bajaj Electricals' internal initiative during the pandemic year, the Company worked on building smart workplace solutions. Building a stable workplace management system ensured that the employees would have a comfortable and safe work environment. It encouraged the employees to work effectively and efficiently even during the challenging pandemic period.

Bajaj Electricals also introduced a Workplace Management System, which is a combination of smart devices and software platforms. It helps organisations in optimising the use of workplace resources, including management of a company's infrastructure and facilities assets.

Additions to smart office initiatives include the following solutions.

Hotdesking
(Seat
Allocations)

Visitor
Management
Solution

Meeting
Room
Management

Material
Management
System

Guest
House
Booking

Smart Factories Solutions

Smart factory initiative was undertaken with following steps:

Horizontal Integration

Under this initiative inter-corporation collaboration was facilitated through value networks. New value networks and servers were implemented at factory level along with the evaluation and installation of Programmable Logic Controller (PLC) and Human Machine Interface (HMI) interface inside the Nirlep factory.

Vertical Integration

Under vertical integration, a factory owns several physical and informational subsystems, such as actuator and sensor, control, and production management and manufacturing, amongst others. It is essential to vertically integrate Programme Logic Controller (PLC) and sensor signals across various levels.



INTELLECTUAL CAPITAL CONTINUED

Cyber Security and IT Monitoring

Bajaj Electricals has a cyber security policy where VAPT and security tests are conducted according to the Bajaj Electricals security policies. The data that is sent from the factory to Cloud is encrypted.

To ensure that the IT system is functioning properly there is a daily monitoring process done by the IT support team. Daily monitoring reports include EBS Daily Monitoring Report, EBS Second Shift Monitoring, Time Overcurrent (TOC) Status – ORCL (Oracle language), Daily Monitoring Sheet, Microsoft SQL Server (MSSQL) Daily Monitoring Report. It also includes:

Daily Health Check of Infrastructure and Systems	Database Health Check and Monitoring	Proactive Monitoring of IT Infrastructure	Real Time Alert mechanism for Proactive Alerts
Anti virus Application monitoring for Threats	Provide Business Hours Support to Users	Regular daily follow-ups with Distributors for Sales and Stock Sync	Conduct Monthly Review Meetings with Business and Support Functions
Conduct Knowledge Sharing Sessions	Various platforms are used to ensure that the operations run smoothly. Platform such as Enterprise Resource Platform (ERP), Analytical Tools, Software defined Wide area network (SDWAN), IT Asset Managements tool are used in Bajaj Electricals		

INTERNET OF THINGS (IOT) AND ARTIFICIAL INTELLIGENCE (AI)

AI and IOT have a great impact on today's consumer products. It has redefined the ways the products are used by the consumers. Bajaj Electricals is using this technology to digitally transform products into smart products. The smart technology is incorporated in various products. It also introduced Project Evolve to bring its IOT products in the market. IOT is highly used in the illumination business segment of Bajaj Electricals. The IOT products currently in the market are Awe Plus LED Lamp 9W and Awe plus LED Smart Batten 20W

BEL CitiSol

BEL CitiSol is a new business model from box selling to solution setting approach. BEL CitiSol is platform for lighting business to provide connected and IoT based experience to B2B customers such as smart city, Urban Local Bodies' (ULB), and government project, amongst others.

The Company's CitiSol portfolio provides smart solutions for city lighting using the IOT technology CitiSol offers best-in-class technologies that deliver up to 80% energy efficiency and up to 50% operational efficiency, whereas CIoT platform using IOT technology for an enhanced customer experience.

BEL CIoT – (Consumer IoT Platform)

BEL CIoT is developed to provide consumer experience (CX), through which customer can control, monitor Bajaj consumer product. This will also help consumers to connect with product services and can purchase the new product.

Way Forward

In the next few years, Bajaj Electricals plans to focus more on energy efficient products and smart products that enhance consumer experience. The Company wants to make innovations that are centred around solving consumer pain points. It wants to maintain market leadership by offering innovative and cost-effective products with in-house design and development as per the needs of the consumer. For the next year, Bajaj Electricals aims to increase the emphasis of in-house developed products, opportunities for optimisation of costs considering the impact of raw material prices and building IP portfolio for sustaining future business.

In the illumination segment, the Company aims to increase outdoor smart lighting solution (Group & Individual Lighting Management-ILM), introduce new smart/IOT products in indoor decorative lighting, and further customise SKUs for inventory optimisation.





Human Capital

At Bajaj Electricals Limited, we believe in a 'Winning Culture'. Our talent value proposition rests on continually empowering, enriching and fulfilling the aspirations of our members so that they maximise and realise their true potential. We are focused on sustaining an engaged and skilled workforce that is capable of delivering on the commitments to our stakeholders and making us 'future ready' structurally, financially and culturally.

Material Topics:

- ◀ EMPLOYEE HEALTH AND SAFETY
- ◀ BUSINESS ETHICS AND ANTI-CORRUPTION

Linkage with UNSDG:



5.4%

Gender Diversity

2661

Permanent Employees

19.1%

With tenure > 10 years with Bajaj Electricals

3%

Employees selected for Talent Development Programme

HUMAN CAPITAL CONTINUED

At Bajaj Electricals, human capital plays a critical role in shaping the growth and success of the organisation. The organisation believes that a talented and engaged workforce is essential for to the success of the Company.

BAJAJ ELECTRICALS IS STRENGTHENING ITS HUMAN CAPITAL THROUGH THREE PILLARS:



Creating a Future Ready Organisation



Diversity and Equal Opportunity



Employee Wellness & Safety

Creating a Future Ready Organisation

1. ORGANISATION REDESIGN

Throughout the year, Bajaj Electricals strived to establish a modern organisation structure which is agile and can adapt more quickly to external events. It includes a re-organisation of the grading system into a flatter role-based structure, where workers are known for their responsibilities rather than their designations. This structure was developed with an aim to encourage employees to aspire for meaningful growth.



2. STRENGTHENING CAPABILITIES ACROSS FUNCTIONS

While developing the organisation's structure, Bajaj Electricals highlighted the need of building for the future. A professional and competent employee makes a substantial contribution to the Company's success. Therefore, beside hiring for major roles, it also focused on bolstering talent for key functions.



R&D

The major purpose of the R&D Centre is to create innovative products for the Consumer and Illumination industries. To meet this need, Bajaj Electricals employed professionals from a wide range of industries and backgrounds who can contribute the essential knowledge and skills for creative products.



Channel Marketing

A team of channel marketers with extensive experience in ground level activations as enablers was assembled to boost sales. This group collaborates closely with the Sales and Marketing departments.



Leadership hires

Several top-level hires were made during the year to strengthen the leadership team in manufacturing, supply chain, channel marketing, and other areas.

3. DIGITISATION AND SIMPLIFICATION OF HUMAN RESOURCES PROCESSES

The practices of Bajaj Electricals' employees are linked to the purpose of building the future of the Company. Therefore, it undertook various initiatives to digitalise and simplify the employee-related process.

Few of them are:



Setting performance goals that are aligned vertically and horizontally with the option to cascade goals down to all team members



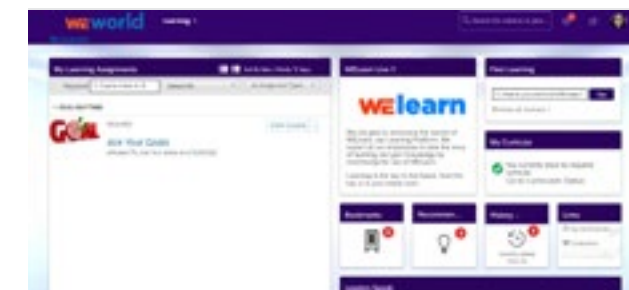
Launching e-learning platform to bolster employee capability building journey, and so on.



Reducing on-boarding new hire lead time from 3 days to 1 day



Digitally enabled appointment letter



In addition, Bajaj Electricals is the first organisation in India to implement SAP SF's On-boarding Module 2.0. The platform is designed to provide managers with tools and process which enable active engagement. The platform also contributes to development and growth of team members.

HUMAN CAPITAL CONTINUED

4. TALENT DEVELOPMENT

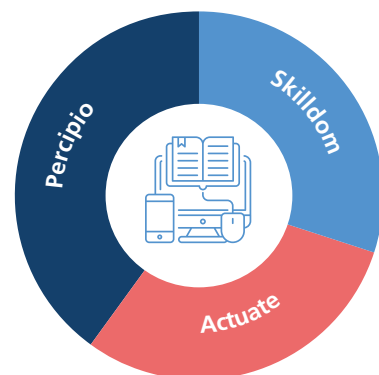
A skilled and knowledgeable employee can contribute significantly to the Company's growth. Bajaj Electricals invests heavily in employee talent development, which benefits them not just in terms of enhancing their skills and productivity, but also in terms of personal growth.

For FY 2021-22, Bajaj Electricals has invested

₹ 1.20 crore

for Learning and Development activities for the employees. To continuously upskill the employees, the Company held training programmes such as Leadership development, Functional training, Learn for a Cause, and series of compliance trainings like POSH, Code of Conduct, Insider trading and Whistle blower.

Also, the Company adopted an e-learning platform for segmented learning -



All the e-learning modules were made available to the employees through these portals.

The Company has implemented several initiatives aimed at human resource development, including the LEAD initiative (Learn, Engage, Adapt, and Develop), Anugam — the Company's induction programme, and several others. Over 231 programmes were conducted in FY 2021-22 as a part of upskilling programme during COVID-19. The Company also provides training to the contractual and site workers in the native languages in most convenient techniques available.

Training / certification

Driving Peak Performance

Integrated talent development journey for leaders in our Manufacturing plants

Catapult (Managerial Effectiveness)

Immersive and application-focused workshop for strengthening working relationships, boosting collaboration, enhancing engagement between team member & manager.



D&I

Sensitisation programme for Mid and Senior Management team.

Anugam

Corporate induction for new joinees, opportunity to interact with Leaders in the organisation

ISO 14001, 45001

Building sustainable environmental management system. Enabling safe and healthy workplace

Pygmalion

Continuous learning initiative for high – potential employees.

5. ENABLING A HIGH-PERFORMANCE CULTURE

Bajaj Electricals has created a working environment that values honesty, transparency, fairness, and pride. For the second year in a row, Bajaj Electricals has been recognised as a Great Place to Work by Great Place to Work Institute India®. The Company built several lines of communication throughout the organisation - top down, lateral, and bottom up - through programmes like All Hands Meet, International Townhalls, and Face Time with Leaders.

Bajaj Electricals drives high performance by establishing precise goals at the start of the year that are based on a business goal cascade, as well as regular reviews. Using the performance management system, employees push their limitations to achieve more, and get rewarded with higher incentives.

Last year, the Company implemented a completely flexible pay structure that allows employees to tailor their salary to their requirements. This is to provide the employees a more personalised experience.

Through a robust incentive and recognition programme (Achieverz), good performance is recognised quarterly, with Pride Awards and yearly, with the Debutant, Rising Star, Star, and Galaxy Awards. Bajaj Electricals introduced an instant reward category to help reinforce the culture of gratitude throughout the Company. This enables the leaders to acknowledge noteworthy performance, efforts, or behaviour across any Business Unit or Department over the internet.



Support for COVID-19

During the challenging period of the COVID-19 pandemic, the Company conducted online training, provided flexibility of work-from-home and implemented various initiatives for effective employee engagement. Extra insurance coverage, online wellness sessions, assistance towards the workers basic needs, and employee engagement programmes were held during the year. There were no compensation reductions during the unexpected pandemic challenge. Bajaj Electricals continued to disburse salaries in a timely manner.

Diversity & Inclusion

Bajaj Electricals recognises the true potential of diversity, hence strives to be an equal opportunity employer.

The Company's recruitment method sets the tone for diversity and inclusion. While the primary objective is to locate the best candidate for the position, it is ensured that diversity is a top priority while choosing the candidates. It is customary not to ask questions regarding caste, religion, gender, or life stage during the interview process and every candidate is evaluated completely on their own merits.

While POSH trainings and a grievance redressal committee are wonderful to have, the genuine transformation comes from ensuring that both men and women workers are aware of unconscious discrimination and self-limiting attitudes to achieve everyone's career objectives. On a cognitive level, awareness and sensitivity to various demands are critical, but constructive action is also essential to make the organisation genuinely inclusive.

At Bajaj various measures have been taken to achieve this:

STEPUP: Focusing on Women

STEPUP is a platform specifically for women employees across the organisation to connect with each other. On one hand, women are given an opportunity to interact with women leaders across the industry and seek inspiration, on the other hand, they are also exposed to sessions with leading coaches. The Step-Up community is hosted on MS Teams, along with in-person meetings to ensure that women across business units and geographies connect with each other.

The following are some of the major initiatives under STEPUP



Diversity & Inclusion Council

The D&I Council consists of both men and women in leadership positions. The representation by both men and women ensures that there is diversity of views and buy-in on decisions.



Business Resource Group

These are women employees who go beyond the call of duty to mentor other women. They act as change agents and drive D&I initiatives within their business units.



Workshops on Career Intentionality

Workshops on Career Accelerators Assessment were conducted to identify key areas of development and opportunity, for all women. This ensured that while there was awareness about development areas, action was also taken to address these issues.



Women Leadership Talks

It is important to learn about women who have achieved success in their career. This translates into talks with women leaders from different organisations and walks of life. Often the discussions take place not just with respect to the professional front, but also revolve around striking a balance between personal and professional life.

WELCOME BACK

Motherhood is undoubtedly the most significant event in the life of a professional woman. While the maternity policy addresses the need to be with the children, returning mothers must also feel welcomed in the organisation. To some extent Bajaj Electricals continues to communicate organisational news to the ladies on leave. Colleagues also remain in touch with the new mother to update her on the goings-on at work. Finally, when they rejoin the group, they are greeted with a celebration. New mothers are given the option to work in whichever way they want until they are ready to take on full-time job.

As a result of our efforts to focus on women's career advancement, women now make up 5.4% of our workforce.



HUMAN CAPITAL CONTINUED

Employee Wellness and Safety

Bajaj Electricals wants to take a comprehensive approach to its employees' safety and well-being.

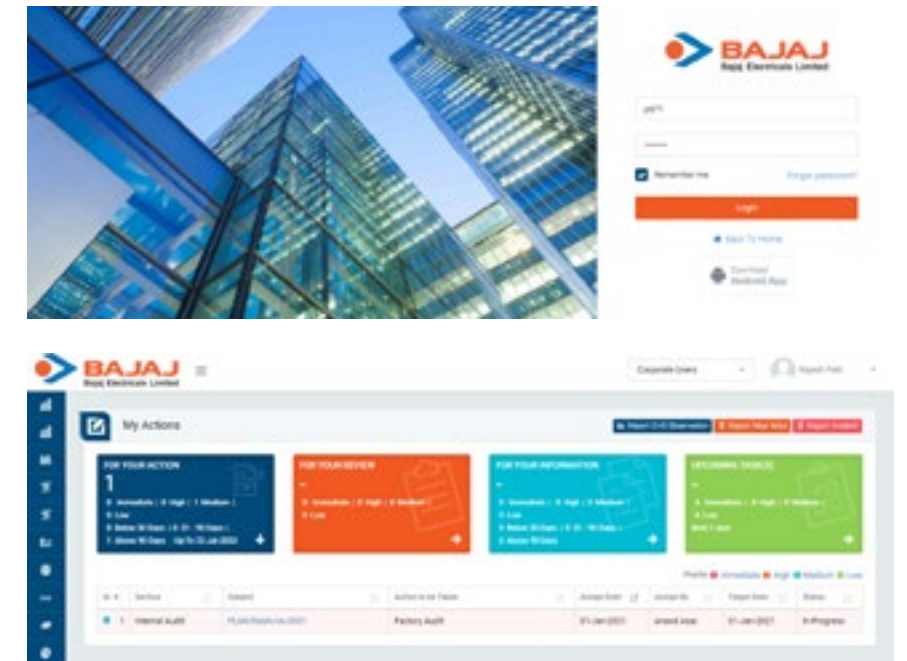
The Company is striving to make the policies and procedures more employee-centric and to address all aspects of health and safety. Few of the benefits which Bajaj provides are flexible work hours, wellness time off, additional insurance coverage for COVID-affected employees, an internal support group for COVID-related issues, employee assistance programmes, preventative healthcare initiatives, National Safety Week celebrations, classroom and on-the-job trainings, and a safety app.



The manufacturing sites of Bajaj Electricals have a safety officer and a safety committee in place to report and monitor safe work practises. The Plant Head chairs the safety committee, which includes members from several cross-functional teams. This committee meets on a regular basis to discuss safety concerns.

The Company has also implemented the Hazard Identification Risk Assessment (HIRA) technique, which is intended to determine the risk associated with certain critical equipment.

Bajaj Electricals aims to be a safe place by implementing progressive practises. Bajaj Electricals has established an EHS portal to report on near miss and deviations. The EHS portal was developed to receive support in KPI after reporting deviation near miss by the execution team. To encourage the employees to use the portal extensively and to spread awareness of the EHS portal, the Company started EHS reward function.



Additionally, it has developed and implemented One EHS app for safety observation and to achieve real time tracking of any incidents taking place at the workplace.

The app records and maintains the details of near-miss cases, which happen in the field area and report any unsafe acts, unsafe conditions, and observations at the workplace. Through this app, the authorities get notified instantly to act in a timely manner.

HUMAN CAPITAL CONTINUED

SAFETY TRAININGS

The Ranjangaon unit is ISO 45001-2018 certified, which is a standard guideline to manage the Occupational Health and Safety risks pertaining Bajaj Electricals' business. At the Ranjangaon unit, trainings are given to the new workers. Classroom trainings are based on the training calendar that is developed as per the training need identification process. On job training is a part of regular activity and is also undertaken after every corrective action.

Safety training modules are developed as per the safety hazards in the plant. Workers and employees also receive trainings on the safety policy of the Company. Firefighting and first-aid trainings are also given to the relevant group of workers. The contractual workforce receives trainings including induction training, basic safety rules, machine safety, and general safety, amongst others.

To encourage the workers participation in safety activities, Bajaj Electricals initiated various activities such as safety promotional activities, celebration of National Safety Week, fire service week and other competitions on safety to spread awareness. Workers are encouraged to report on unsafe condition/ actions, near misses and accidents.

Along with occupational safety, the health and well-being of the workforce is also an important factor to be taken care of. Bajaj Electricals take steps to ensure that its workforce is trained on various health-related challenges such as stress reduction, diet, and occupational hygiene, amongst others. The Company provides health insurance cover for the employees and their families, and for the contractual

workers, Employee State Insurance Scheme (ESIC) scheme is available for any health-related issue. The Company has tie-ups with local hospitals to get easy access and discount for any family member of the employee. Various initiatives on mental health and well-being sessions, yoga sessions, creativity session for children were also conducted.

Additionally, Bajaj Electricals drives various programmes and initiatives for the safety of the employees and workers. Some of these interventions include anti-tobacco campaign, behavioural safety, in-house inspections and colour coding, heat stroke trainings, and so on.



Testing drivers for alcohol consumption

Drivers are the most important resource in the supply and delivery of products and materials. One of the major risks associated with this group of workers is alcoholism. The consumption of alcohol is one of the main causes of loss of productivity, absenteeism and workplace injury.

To combat this problem Bajaj Electricals started an initiative to check alcohol consumption in the drivers. This initiative was started from May, 2021, to ensure safety of the drivers. Under this initiative, the drivers' alcohol levels were checked by the security guard during the transportation of materials from yard to project sites. If the drivers' alcohol levels exceeded the limit, they were not allowed to operate the vehicle. This exercise was carried out strictly by the guards on regular basis.

The initiative was taken to ensuring zero road accidents in the sites as well as safe transportation of material to the sites. This initiative facilitated:

Reduction in the rate of road accidents

Protection of life and property

Creation of a healthy and safe workplace

Conducted heat stroke training and glucose distribution to prevent heat stroke

Bajaj Electricals conducted such initiatives at project sites in June, 2021, to avoid dehydration during the work and to increase the workforce. All the workers at the project site were given training programmes to prevent heat stroke and glucose was distributed to reduce the risk of heat stroke during work and increase the work force at site without any injuries, and the results were favourable.



Some of the key outcomes were:

Reduction of the risk of heat or sun stroke

Increase in workforce

Prevention of health hazards at work

Behavioural safety

The initiative was taken in Ishnagar T/L Project office and site in November 2021 towards behavioural safety. The measure was intended towards sensitising employees on the safety - related aspects. This initiative helped employees to adopt safe practices and be mindful of their own safety.



HUMAN CAPITAL CONTINUED

EHS DATA COLLECTION

It was a challenge for Bajaj to collect and track EHS data from the manufacturing units. To resolve this the Company came up with various programmes and initiatives which would help to report all the incidences and keep a record of all the documentation related to EHS. One of the initiatives is daily basis tracking of EHS data. Other initiatives taken by Bajaj Electricals for the same are as follows.

Induction of PT worker on a fingertip

The induction to the workers were conducted verbally without any written documents.

Therefore, the initiative in December, 2021, which provides documented induction trainings to workers was conducted. Such as listing of all major work activities in TL project, prepared 3 sheets for each activity like Page 1- basic safety precautions, Page 2 -pictorial presentation of the safety measures, Page 3 -Dos' & Don'ts of the same, then combine all activities along with general basic thumb rules of construction sites. Designing of the whole data and accumulating all information and prepared a single INDUCTION FLIP CHART, which will always be on fingertip during Induction training for the worker.

The key outcomes were:

1. Compact training schedule
2. Zero time for the thought process
3. Cover all major topics without missing a single point
4. Helps to increase interest of the worker



Track the EHS performance

A lack of initiative was observed in February 2022 at DDUGY Rohtas PD in Bihar towards tracking the EHS performance and documentation for the same.

It includes listing of all work plans that are received from the engineers, identification of associated risk level, with the special focus on shutdown locations and visit or follow up through communication. The daily tracking system was implemented at the sites towards EHS documentation (record of TBT, PTW, PTP, Site photos, and so on.) It was further consolidated and shared in Rohtas PD group and notifying the entire site team about their daily performance. Additionally, monthly combined data is sent to the associated committee members in the form of graphical presentation. 100% sites were complying with it, additionally it helps for the nomination of best performer of the month. Some of the key outcomes were:

1. Tracking each employee on the daily basis
2. Sharing related data with in-group and insist the site team automatically for implementation of action
3. Regular intimation through mail keeping PM and in-charge, Region ESH.



EHS PERFORMANCE AS PER WORK PLAN											DATE: 02/02/2022	
S.No.	Name	Responsibility/Role	Work Location	Name of Activity	Start Date	End Date	TBT	PTW	PTW	Incidents	Accidents	Losses
1	Mr. Manoj Kumar	Site PM	Rohtas	Construction	01/02/2022	02/02/2022	Yes	Yes	Yes	0	0	0
2	Mr. Manoj Kumar	Site PM	Rohtas	Construction	01/02/2022	02/02/2022	Yes	Yes	Yes	0	0	0
3	Mr. Manoj Kumar	Site PM	Rohtas	Construction	01/02/2022	02/02/2022	Yes	Yes	Yes	0	0	0
4	Mr. Manoj Kumar	Site PM	Rohtas	Construction	01/02/2022	02/02/2022	Yes	Yes	Yes	0	0	0
5	Mr. Manoj Kumar	Site PM	Rohtas	Construction	01/02/2022	02/02/2022	Yes	Yes	Yes	0	0	0
6	Mr. Manoj Kumar	Site PM	Rohtas	Construction	01/02/2022	02/02/2022	Yes	Yes	Yes	0	0	0
7	Mr. Manoj Kumar	Site PM	Rohtas	Construction	01/02/2022	02/02/2022	Yes	Yes	Yes	0	0	0
8	Mr. Manoj Kumar	Site PM	Rohtas	Construction	01/02/2022	02/02/2022	Yes	Yes	Yes	0	0	0
9	Mr. Manoj Kumar	Site PM	Rohtas	Construction	01/02/2022	02/02/2022	Yes	Yes	Yes	0	0	0
10	Mr. Manoj Kumar	Site PM	Rohtas	Construction	01/02/2022	02/02/2022	Yes	Yes	Yes	0	0	0

Way Forward

The organisation is constantly working to improve the workplace environment, including employee health and safety to provide value to all stakeholders. Bajaj Electricals will continue to give learning and development training to staff to ensure their safety awareness, as well as for their career development and leadership enhancement. In the future, the Company would place a greater emphasis on zero accidents, maintaining compliance and certification for each site, employee satisfaction, and increasing the number of women in top and senior management positions.



Social and Relationship Capital

At Bajaj Electricals, we believe it is imperative to build long-term relationships based on mutual trust and respect. Our relentless pursuit towards meeting the emerging needs of our customers, creating of value for our suppliers and driving inclusive growth for our communities we serve, has contributed to creating significant social and relationship capital.



Material Topics:

- ◀ SUPPLY CHAIN MANAGEMENT
- ◀ QUALITY SERVICE AND DELIVERY

Linkage with UNSDG:



₹ 3.3 crore
CSR Spend

596
Dealers Base

1,111
Local Suppliers

12
CSR Partners

230,546
Retailers Base

SOCIAL AND RELATIONSHIP CAPITAL CONTINUED

Bajaj Electricals has always strived to maintain strong relationships with its internal as well as external stakeholders.

The Company believes that as a responsible organisation, its role is to create shared value for all and benefit the people associated with it. Year after year, Bajaj Electricals has implemented various measures to positively influence its surrounding communities. The Company takes continuous strides to ensure that it address the challenges faced by the communities and meets their expectations through its CSR programmes.

Furthermore, Bajaj Electricals has been constantly working towards providing a quality experience to all its customers. The Company believes that consumer satisfaction can be achieved by engaging with the customers on a regular basis and understanding their expectations from the Company to be able to serve them better.

In addition to this, Bajaj Electricals is focusing on establishing long-term relationships with its suppliers and vendors by implementing significant measures to enable effective supply chain management. The Company is taking constructive efforts to integrate sustainability across its value chain.

Social Initiative

Being a responsible organisation, Bajaj Electricals has continuously worked towards creating positive change in its surrounding communities. To this end, the Company has been periodically implementing meaningful measures to address the pain-points of the society and working towards meeting their expectations. The Company believes that uplifting and developing the local communities is key to overall economic development.

FOCUS AREAS UNDER THE COMPANY'S CSR AGENDA INCLUDE:



Environmental Sustainability



Art and Culture



Health



Education



Community Development

These focus areas are covered under the Company's four major pillars, that are



diversity and inclusion



employee volunteering



community initiatives



sustainability

Bajaj Electricals has a well-established policy on CSR, and it has also constituted a CSR committee to ensure the right implementation and effectiveness of its CSR programmes. The Company regularly implements impactful CSR projects in accordance with the Company's CSR policy and Schedule VII of the CSR Act.

During the year, Bajaj Electricals executed meaningful interventions to impact the society. The Company spent a total of

₹ 3.3 crore

towards its CSR programmes during the year.



Supporting Policy

Bajaj Electricals has established a Company-wide CSR policy that allows it to implement its CSR programmes. The policy can be accessed here:

[Bajaj Electricals Limited - CSR Policy](#)



Scan to know more

SOCIAL AND RELATIONSHIP CAPITAL CONTINUED

Case Study: 1

Electrification of Villages and Healthcare Upgradation

While assessing the need for implementation of CSR programmes, BEL observed that there was a lack of basic amenities in the Meghalaya region. There was no electrification in the villages along with absence of medical equipment and reliable power supply at PHC. To address this, Bajaj Electricals electrified 2 villages. In addition, the Company provided access to medical equipment and solar power plant at a PHC.

Impact

The measures led to reduction in energy poverty, positive climate action through solar energy, reduced health hazards, and quality education. The benefits achieved from this initiative were as follows:



A. Electrification

441

Individuals impacted directly

9.3

Tonnes of annual reduction in CO2 emission

3,440

Litres of annual reduction in the usage of kerosene oil

₹ 1,72,000

Of annual savings from reduction in usage of kerosene oil

18

Individuals including electricians, videographers, and drivers, amongst others have been indirectly benefited



B. Healthcare

12,000

Villagers impacted directly

74

Catchment villages dependent on the PHC

On an average,

120

Patients attended per day



Case Study: 2

Urban Forestation

The Company undertook this initiative in three locations in Mumbai, Aurangabad and Chennai

Driving force behind this initiative:

The urban areas are under the pressure of urban development to accommodate huge amount of people residing in these areas. Majority of green patches are being destroyed for different types of developmental projects, due to this all these areas are facing high AQI index. The Company through this initiative aims to reduce the carbon footprint in the said urban pockets.

Based on site conditions, a plan for three layered greens — Shrubs and undergrowth, Medium-height trees, Taller canopies — which are an integral component of the urban forestation was done using Miyawaki technique. Supplementing the plantation with Mulching, water supply, retention of water and perforation material like rice husk and use of organic compost, cow dung were undertaken to support their growth

Location:



Tamil Nadu Sports University, Chennai, Tamil Nadu

Tata Memorial Centre – ACTREC, Navi Mumbai, Maharashtra

Dr. Babasaheb Ambedkar Marathwada (BAMU), Aurangabad

Action taken under this initiative:

A Total of

10,000+

Saplings of native species were planted across various locations. The approximate area covered under the tree plantation 61,243 sqft.

Key Outcomes:

Total carbon sequestration per year after initial plantation of 10,000 will be approximately 437 tonne and it is going to increase because of the extensive growth of plants (The assessment was done with the help of standard formula for the calculation of carbon dioxide sequestration stated by scientific publications (Hangarge et al., 2012, Sheikh et al., 2011, Pearson et al., 2005)

Up to 30 times or more Carbon-dioxide absorption as compared to conventional forest. The plants growth is 20 times faster.

The plantation will improve the temperature around the area and overall biodiversity will increase, Afforestation in the region, improves community value, as a lot of people coming together and cherishing the biodiversity

The peripheral temperature is noted to be 2 to 3 degrees Celsius lower than the actual temperature. Regular exposure to forest-type environments improves the health parameters as research based on other forestation using various Miyawaki type of techniques has showcased higher oxygen levels in the surroundings.

Employee Volunteering Programme

1,712

Employees participated

1,751

Volunteering days

1,020

Activities undertaken

9,453

Total trees planted through evp efforts

100

No. of cleanliness drives undertaken through evp efforts

SOCIAL AND RELATIONSHIP CAPITAL CONTINUED

Value Creation for Suppliers

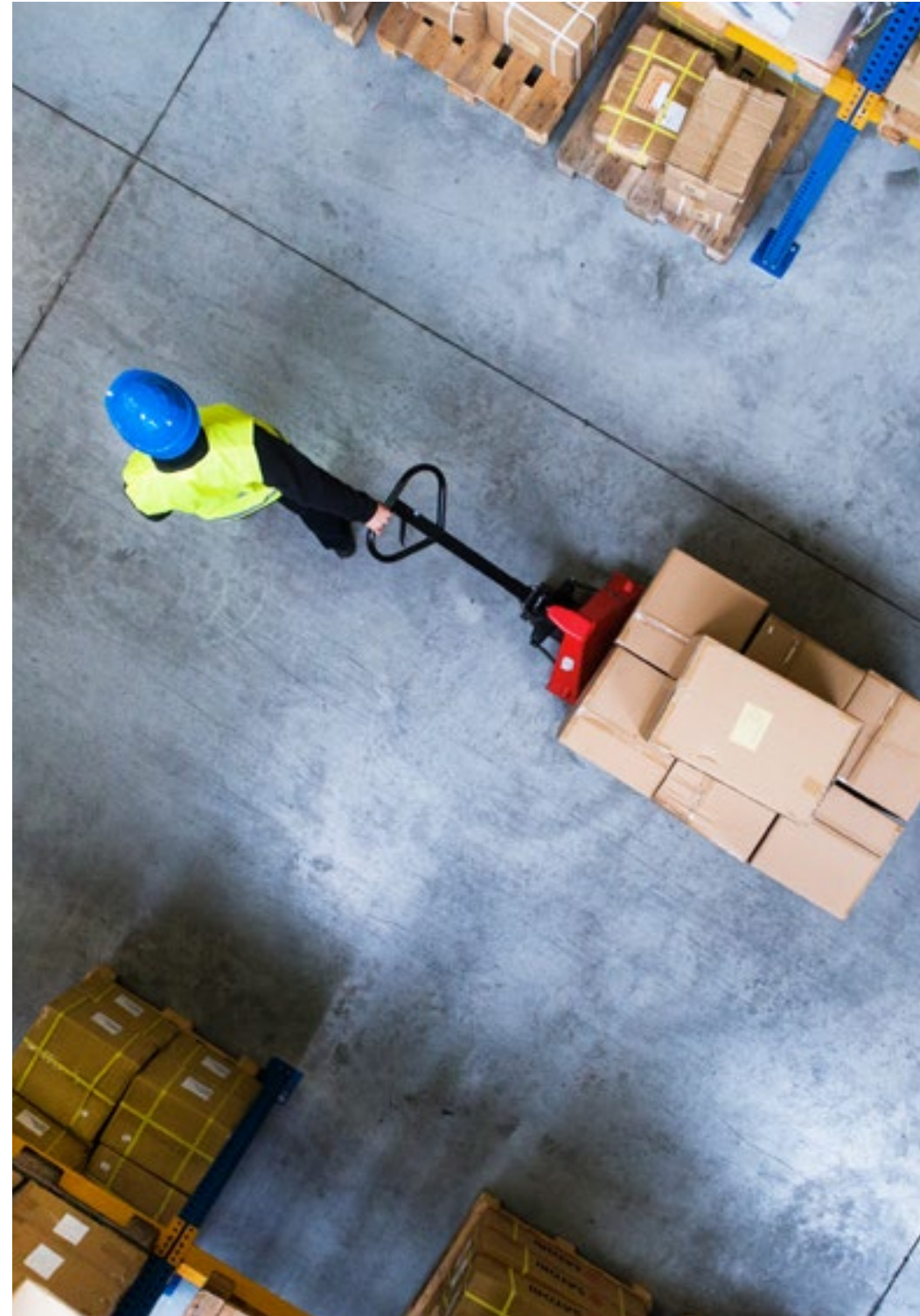
In its endeavour to transition into a sustainable business, the Company is rigorously focusing on implementing result-driven initiatives for its vendors. It engages with all its suppliers on a regular basis to understand their concerns and expectations and take immediate actions to respond to their needs. Additionally, in its journey towards sustainability, Bajaj Electricals is striving to sensitise its suppliers on the critical aspects of ESG and encouraging them to adopt sustainable practices.

A. VENDOR ON-BOARDING

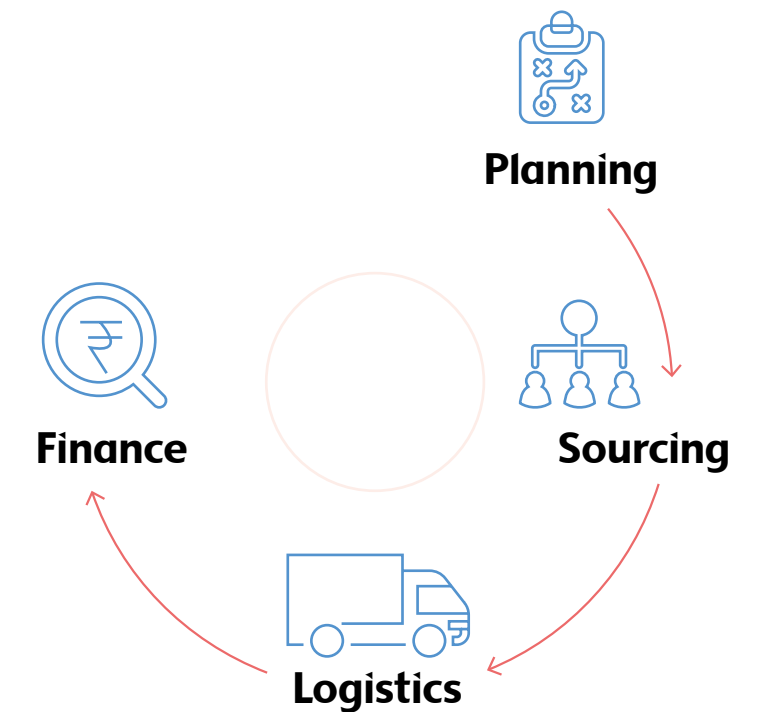
Bajaj Electricals has been fostering long-term fruitful relationships with its suppliers. Bajaj Electricals is consistently working towards providing a healthy and safe working environment for all its partners and suppliers. Bajaj has developed its Suppliers Code of Conduct policy. This policy is applicable to all their suppliers and vendors.

Also, the Company has a dedicated 'Manual for Purchasing' that allows it to lay down purchase procedures that include evaluation of new vendor, performance monitoring of existing vendors, review and placement of purchase order, and monitoring of supplies.

While on-boarding a vendor, the Company undertakes vendor assessment to screen them on the parameters such as commercial capability, technical capability, and process management, which is jointly conducted by SCM and Quality Assessment team. Moreover, Bajaj Electricals also screens its suppliers on aspects such as quality management, infrastructure, and resources, amongst others.



B. EASE OF FINANCE FOR VENDORS/SUPPLIERS



Bajaj Electricals is keen on planning various aspects of supply chain management to delivery efficiently. As most the products are outsourced from local vendors, the Company plans the location of the warehouses, the right time for delivery, the logistics for delivering the right product at the right place and financing the small-scale vendors to provide Bajaj with the resources.

SOCIAL AND RELATIONSHIP CAPITAL CONTINUED

C. PARTNERSHIP APPROACH- LOCALISATION

Bajaj Electricals is very keen on sourcing locally. The cornerstone for Bajaj Electricals' growth and success is, it's connect with the local stakeholders and their changing demands. Bajaj has endeavoured to capture the urban, semi-urban and rural market through its chain of vendors. The Company outsources the processing activity to the local vendors which help to create job opportunities in the semi-urban, areas.

To support the local vendors Bajaj Electricals developed a digital platform/portal

“Mulya”



which is accessible to all the supply partners. The portals also enable the vendors to contribute to 'VAVE' ideas/ initiatives which focus on reducing the cost without compromising on quality. This project helped Bajaj to collaborate with the supply partners with a common target of producing quality products at a competitive price. Through this project more than 1,000 different ideas were collected across all categories.

Project: Hello Local

'Hello Local' was undertaken to accelerate the localisation of Imported Products and components required for manufacturing. The objective of this project was de-risking Bajaj Electricals' dependency on imports and emphasising "Make-in-India" products.

Under this project around 20 products contributing to 50% of the total Imported purchase has been localised.



D. TRAINING AND CAPACITY BUILDING

- ◀ Vendors in the semi-urban regions are supported technically and financially by helping them with capacity building programmes.
- ◀ CTQ (Critical to Quality) trainings are conducted for the suppliers to ensure quality of the products manufactured.
- ◀ Supplier's sites are visited frequently by Bajaj Electricals to ensure the quality of the process and the operational efficiency.

E. OTHER INITIATIVES

- ◀ Paryavaran & Safety audit at Tier 2 Supplier was conducted by CFT where assessment of critical components was carried out.
- ◀ Capacity monitoring at Supplier end was done where, 30% capacity enhancement was recorder across all categories in FY 2021-22.
- ◀ Tool life assessment across 45 SKUs for Mixers & 20 SKUs for Coolers.
- ◀ Supplier Audit for CSD was conducted along with CSD partner governing the compliance related to Infrastructure, Pollution, Safety compliances.
- ◀ Half Yearly assessment of Supply partners is carried out among the CFT members which focuses on the regular adherence to complying Safety checks, and environmental norms.

De-risking of Supply Chain during COVID-19

The COVID-19 epidemic revealed the supply chain's vulnerability. It made businesses realise how reliant they were on their vendors, particularly those who were the sole providers of specific goods. To get over supply chain disruption crisis, Bajaj adopted the following steps to reduce supply chain interruption:

- ◀ Bajaj Electricals retained the manpower during the lockdown which gave thrust to the production post lockdown.
- ◀ Bajaj Electricals collaborated with the internal and external stakeholders at all the levels to aid the flow of real time information across the channel.
- ◀ Excessive internal and external communication was undertaken by Bajaj Electricals, particularly when the surge was unrealistic and had to be met in the quickest period possible.
- ◀ Diversity in product sourcing – Bajaj Electricals made sure that sourcing alignment is done for critical suppliers based on sales location.
- ◀ The productivity of the manufacturing was increased by identifying the bottlenecks and eliminating them by improvements in technology. This also enhanced the efficiency for the long run and reduced the operating cost for the Company.
- ◀ Bajaj Electricals focused on supplier governance.

Due to the above-mentioned timely actions by Bajaj Electricals the supply capacity enhanced by approximately.

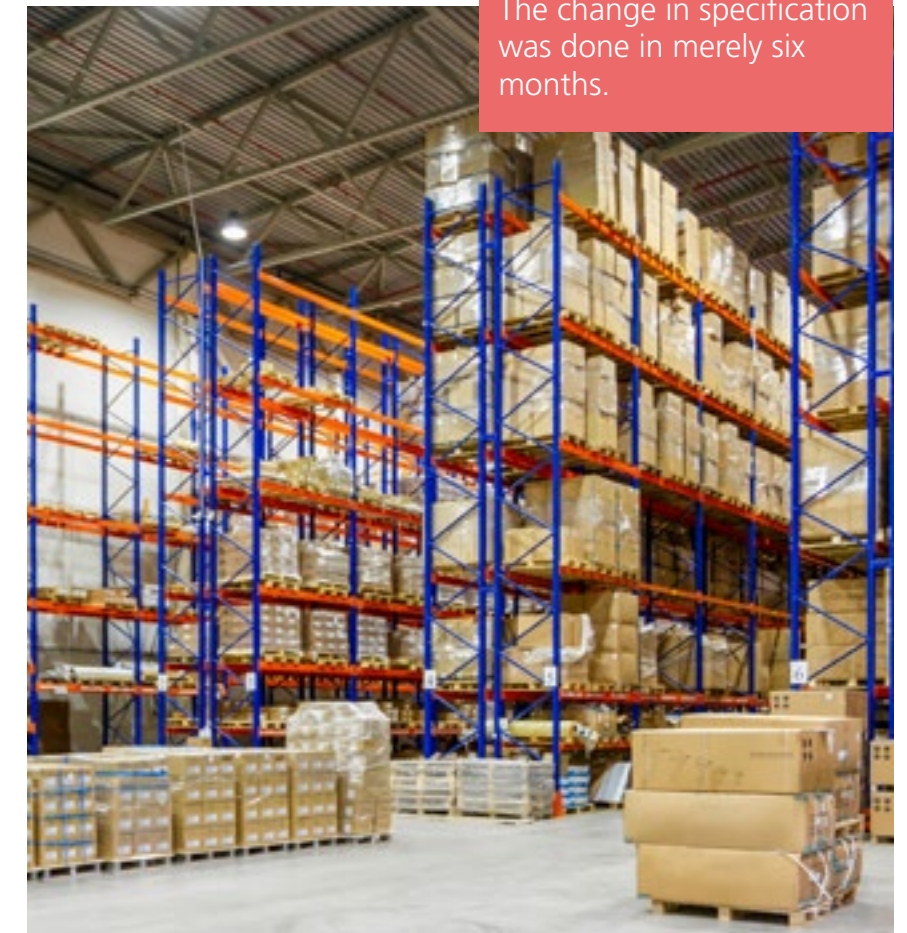
30%

in all categories fulfilling the requirement in shortest lead time. It also improved the stock availability of all the products at various levels.

Initiative: Sprint

This initiative was taken to de-risk the material availability of ABS. Focusing on standardisation Bajaj Electricals changed the material specification in all the coolers from ABS to PP to resist the sudden price hike in ABS.

The change in specification was done in merely six months.



Value creation for Customers

A. BETTER QUALITY PRODUCTS FOR CUSTOMER RETENTION/ CUSTOMER ON-BOARDING

Bajaj Electricals is focused on providing quality products. Throughout the years, Bajaj Electricals has continuously offered a wide choice of affordable products to several consumers. From the procurement of raw materials to the shipping of the product to the final customer, quality is ensured throughout the process. The Company is committed to producing high-quality, energy-efficient products that are both accessible and affordable for the consumers. Bajaj It has offered products under a wide range from Home comfort to cooking essentials. Due to such vast variety, the Company can adhere to every need of the customer.

B. EASE OF FINANCE FOR CUSTOMERS

The dealers and distributors in the General Trade channel of sales are provided channel financing facility, which provides discipline in the overall process of collection and at the same time provides working capital support to the customers.

C. RETAILER BRANDING PROGRAMME



Retail Bonding Programmes are initiated by Bajaj Electricals to increase its reach to the retailers and to keep steady the product availability in the market. Through this programme the Company ensured that the products are reached to the Retailers directly through authorised distributors of Bajaj. The retailers were also provided the platform of 'Bajaj Electricals Parivar' App to provide easy access of Bajaj Products and catalogue.



More information about the RBP can be accessed on YouTube <https://www.youtube.com/watch?v=lBr2iOTEDss>

D. AFTER SALES SERVICES

Bajaj Electricals always tries to provide best after sales service to its customers through its vast network of service franchises across country. At present Bajaj has a service network with service franchisees (called BCCDs) in 456 cities across country employing approximately 3,400 service personnel. The Company serviced 18,914 pin codes during the last financial year during the last financial year.

E. TECH SUPPORT

Bajaj Electricals has upgraded with various support methods for consumers to reach out to us like Voice Call through Call centres, Web Form and Online Chat Bots at Bajaj Electricals and Morphy Richards India website and e-mail support. The Company has deployed the web-based CRM for capturing the customer calls online. The customer calls are registered online on real time basis and almost 95% calls are resolved within two days of call registration. A confirmatory message is sent to each customer with call registration ID instantly on registering the call.

F. CUSTOMER SATISFACTION AND FEEDBACK

The Company has continuously increased agents' capacity at call centres and expanded the reach of service network to promptly reach the customers. The customer satisfaction is measured through digital online process and it has been above 99% in all the months for delighted and satisfied responses. In case of a customer complaint, each escalation is addressed promptly and followed up for resolution. Any negative response coming during customer survey is also addressed by calling the customer and understanding where we failed to meet his expectations and acted suitably. Recently the Company started WhatsApp chat facility for convenience of customers.

Way Forward

Customer satisfaction is most important to Bajaj Electricals. The Company is committed towards providing the products that are sustainable are sustainable. It intends to cater the changing needs of its customers through ease of availability, innovation, and quality products

The Company is committed to support its suppliers through capacity buildings, trainings, finance and so on. Bajaj Electricals aims to increase its number of suppliers in the future without compromising on the quality of its products.





Natural Capital

At Bajaj Electricals, we are committed to using the most efficient production routes, minimising waste generation and mitigating the negative impact on the environment.

Material Topics:

- ◀ ENERGY MANAGEMENT
- ◀ WATER MANAGEMENT
- ◀ WASTE GENERATION AND RECYCLING

Linkage with UNSDG:



12,959^{GJ}
Green Energy Generated

5,355^{MT}
Waste Recycled

21,545^{MT}
Materials Consumed

2
Factory Sites are Zero Land Fill Certified

NATURAL CAPITAL CONTINUED

Bajaj Electricals is taking consistent strides to integrate sustainability in its business operations.

The Company is consciously striving to reduce its carbon footprint and actively measures its environmental impact to identify the areas of improvement. Furthermore, it is taking efforts to reduce the waste generated through its business operations, increase its energy efficiency, and manage its water usage effectively. Bajaj Electricals identifies that it is of critical importance to manage its natural capital to ensure that it has minimum impact on the environment and to develop measures through which it can positively influence the ecosystem.



ENERGY MANAGEMENT

The Company's direct and indirect energy consumption at various units (Chakan, Nirlep, Ranjangaon Unit and Starlite unit) has been reported as 16,033 GJ and 23,187 GJ, respectively, for FY 2021-22. Direct energy is primarily due to usage of non-renewable fuels such as diesel and LPG. Indirect energy consumption is due to electricity purchased from the grid. Further, Bajaj Electricals also consumed approximately 2,759 GJ of solar energy generated from its in-house installations. Due to the introduction of an air blower in place of compressed air in the bending furnace and the installation of a variable frequency drives (VFD) in FY 2020-21 at Ranjangaon unit, there has been marginal reduction in energy consumption. In summary, there has been a 12.2% increment in direct energy consumption, while 3.02% decrease in indirect energy consumption, in FY 2021-22 compared to FY 2020-21.

Direct Energy Consumption

(Units in GJ)

16,033

FY21-22	16,033
FY20-21	14,293

Indirect Energy Consumption (Purchased Electricity)

(Units in GJ)

23,187

FY21-22	23,187
FY20-21	23,909

Power generation (Renewable)

12,959

(Units in GJ)

in FY 2021-22

GHG EMISSIONS

One of the prime focus of Bajaj Electricals is to reduce its GHG emissions. The Company has embarked on the journey of assessing its baseline GHG emissions (Scope 1 and Scope 2) and is striving to develop a strategy to reduce its GHG footprint. The total GHG emissions of Bajaj Electricals is 1,037 tCO₂eq. (Scope 1) and 5,112 tCO₂eq. (Scope 2) for FY 2021-22. There was a 3.02% reduction in Scope 2 emissions compared to the previous year due to increased usage of renewable energy in its operations.

Direct Energy Consumption

(Scope 1)

(Units in tCO₂eq.)

1,037

FY21-22	1,037
FY20-21	927

Direct Energy Consumption

(Scope 2)

(Units in tCO₂eq.)

5,112

FY21-22	5,112
FY20-21	5,271

WASTE MANAGEMENT

Bajaj Electricals is committed to sustainable environmental practises; thus, the Company is making efforts to reduce the amount of waste generated through its operations.

The waste generated by Bajaj Electricals units is divided into two categories:



Hazardous



Non-hazardous

The hazardous waste generated during operations are scraps in the steel fabrication process, spent acid in the acid pickling process, industrial sludge, Zinc ash and dross during galvanisation. This waste is disposed as per the waste handling/disposal regulations given by Central Pollution Control Board and respective State Pollution Control Board.



In FY22, hazardous waste generated was

406 MT



In FY22, the quantum of non-hazardous waste was

4,997 MT



NATURAL CAPITAL CONTINUED

Method of Disposal



Total waste generated

5,403 MT

Total waste treated

5,403 MT

Treated via recycle

5,355 MT

Treated via landfill

48 MT

Two factory sites Nirlep and Chakan are

Zero Landfill Certified.

Waste Monitoring, NMDC Nagarnar

The facility was established in December 2021 with the goal of identifying and segregating waste materials. This not only helps in determination of quantity of waste, but it also ensures employee safety. For

marking and tagging, appropriate colour coding is used. The waste collection containers are strategically located to aid in the separation, monitoring, and quantification of waste materials.

Additionally, as a part of Extended Producer Responsibility (EPR) under the E-waste rules, Bajaj Electricals is responsible for collection and safe disposal of end-of-life selected electrical equipment such as compact fluorescent lamps (CFLs) and fluorescent tube light lamps (FTLs). The CPCB has given Bajaj Electricals, EPR authorisation for electrical and electronic equipment under the 2016 e-waste management rule. The Company's generated waste is managed according to the norms and requirements of the Central Pollution Control Board (CPCB) and/or the State Pollution Control Board (SPCB). The organisation also complies with the Indian E-Waste Management Rules 2016 for Hazardous Substances Restriction (RoHS).

Reduce, Reuse and Recycle

In line with the 3R approach followed by Bajaj Electricals, an initiative was undertaken to reduce the usage of thermocol at the suppliers and vendors end. Bajaj Paryavaran Mitra, a non – profit in Shikohabad (U.P.) established in 2004 by K.S. Bajaj for protecting nature and environment, ignited the idea to reduce the usage of non-biodegradable material (thermocol)

by substituting it with pulp for packaging. As part of the initiative a packaging prototype was developed which was validated and tested before standardizing. The Company benefitted from this initiative, as it could reduce dependence on non-biodegradable thermocol. It also created zero wastage as all scrap was returned to the pulp slurry.

MANAGING ENVIRONMENTAL IMPACT

The Company follows standard environmental regulations and strives to reduce its environmental

Impacts through the following actions:

- 1 There are waste materials generated through Company's operation such as scraps in the steel fabrication process, spent acid in the acid pickling process, sludge, Zinc ash and dross during galvanisation. The waste generated at Ranjangaon unit is managed and recycled at the same manufacturing unit.
- 2 Recycle and reuse of treated water and achieving ZLD status.
- 3 Extended Producer Responsibility (EPR) initiatives towards taking responsibility of full product life cycle.
- 4 Installation of advance and energy efficient equipment in the various Bajaj Electricals units.
- 5 Installation of solar panels at the rooftop of manufacturing plants for energy efficiency and to reduce environmental footprints.
- 5 An appropriate waste management method for construction waste has been adopted which requires the proper segregation of construction and demolition debris (CDD), clean fill material and other construction waste.

Way Forward

In line with our strategic goals, we will continue investing in technologies and processes to further improve our performance on GHG emissions, water management, waste utilisation and biodiversity management.

We will also keep on evaluating risks and opportunities and adapt accordingly through various interventions such as carrying out product life cycle assessments and embedding the principles of circular economy.

Notice of the Annual General Meeting

Pursuant to Section 101 of the Companies Act, 2013

NOTICE is hereby given that the Eighty-third (83rd) Annual General Meeting ("**AGM**") of Bajaj Electricals Limited ("**Company**") will be held on Friday, August 12, 2022, at 03:00 p.m. (IST) through video conference/other audio-visual means, to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at 45/47, Veer Nariman Road, Mumbai - 400001.

ORDINARY BUSINESS:

- To receive, consider and adopt:
 - Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of Board of Directors and Auditors thereon; and
 - Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Report of Auditors thereon.
- To declare a dividend of ₹ 3.00 per equity share of face value ₹ 2 each for the financial year ended March 31, 2022.
- To appoint a director in place of Mr. Anuj Poddar (DIN: 01908009), who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a director in place of Ms. Pooja Bajaj (DIN: 08254455), who retires by rotation and being eligible, offers herself for re-appointment.
- To consider the re-appointment of Messrs S R B C & Co LLP, Chartered Accountants (Firm Registration No. 324982E/E300003), as the Statutory Auditors of the Company and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Messrs S R B C & Co LLP, Chartered Accountants (Firm Registration No. 324982E/E300003) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting, till the conclusion of the 88th Annual General Meeting, to be held in the year 2027, on such remuneration as shall be fixed by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby authorised to settle any

question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

SPECIAL BUSINESS:

- To ratify the remuneration payable to Messrs R. Nanabhoy & Co., Cost Accountants (Firm Registration No. 000010), as Cost Auditors of the Company for the financial year ending March 31, 2023, and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company hereby ratifies the remuneration of ₹ 1,65,000/- (Rupees one lakh sixty-five thousand only) plus taxes and reimbursement of out of pocket expenses at actuals, if any, incurred in connection with the audit to Messrs R. Nanabhoy & Co., Cost Accountants (Firm Registration No. 000010) who were appointed by the Board of Directors as Cost Auditors of the Company, based on recommendation of the Audit Committee, to conduct cost audits relating to cost records of the Company for the financial year ending March 31, 2023.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby authorised to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient for the purpose of giving effect to this resolution."

- To approve the Borrowing by way of Issue of Securities and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to Section 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable guidelines and regulations issued by the Securities and Exchange Board of India or any other law for the time being in force (including any statutory amendment(s), modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and in terms of the Articles of Association of the Company, approval

of the Members of the Company be accorded to authorise the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise require, any committee of the Board or any director(s) or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to borrow from time to time, by way of issue of securities including but not limited to unsecured Commercial Papers (CPs) to be issued under private placement basis, in domestic market, in one or more series/tranches aggregating upto an amount not exceeding ₹ 300 crore (Rupees Three Hundred Crore only), during the period of one year from the date of this Annual General Meeting, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said CPs be issued, the consideration for the issue, utilisation of the issue proceeds and all matters connected with or incidental thereto; provided that the said borrowings shall be within the overall borrowing limit of the Company.

Notes:

- In view of the continuing COVID-19 pandemic and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, and May 5, 2022 respectively issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as "MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 12, 2020, January 15, 2021, and May 13, 2022, respectively issued by the Securities and Exchange Board of India ("SEBI") (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), without the physical presence of the Members. In compliance with the provisions of the Companies Act, 2013 (the "Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
- The statement pursuant to Section 102 of the Act, setting out the material facts in respect of special businesses under Item Nos.6-7 is annexed hereto. Further, the relevant details concerning Item Nos.3-5 according to Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Director seeking re-appointment at

RESOLVED FURTHER THAT the Board be and is hereby authorised to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient for the purpose of giving effect to this resolution."

By Order of the Board of Directors
of Bajaj Electricals Limited

Ajay Nagle

Head of Department – Legal (and Company Secretary)
ICSI Membership No. A9855
Mumbai, May 17, 2022

Registered Office:

45/47, Veer Nariman Road, Mumbai 400001, India.

CIN: L31500MH1938PLC009887

Website: www.bajajelectricals.com

E-mail: legal@bajajelectricals.com

Tel.: +91 22 6110 7800 / 6149 7000

this AGM and re-appointment of statutory auditors provided/annexed hereunder.

- Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- Regulation 40 of the SEBI Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its circular dated January 25, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/ consolidation of share certificates, etc. In view of this, Members holding shares in physical form are requested to submit duly filled Form ISR-4 for the above-mentioned service requests. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Private Limited ("LinkIntime") for assistance in this regard.

5. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participant (DP) in case the shares are held by them in electronic form and with LinkIntime in case the shares are held by them in physical form.
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held by them in electronic form and to LinkIntime in Form ISR-1 in case the shares are held by them in physical form.
- Members holding shares in physical form who have not registered their email addresses with the Company can get their email addresses registered by clicking on the link: https://linkintime.co.in/emailreg/email_register.html on the website www.linkintime.co.in at the Investor Services tab by choosing the e-mail registration heading and update their details such as Name, Folio number, Certificate number, PAN, mobile number and email id by uploading scanned copy of share certificate (front and back) in pdf or jpeg format (upto 1MB).
- Members holding shares in demat form are requested to update their email address with their respective DPs.
7. SEBI vide its earlier circulars have made the PAN as the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction. Members are requested to submit their PAN details to their respective DP in case of holdings in dematerialised form or to LinkIntime in case of holdings in physical form, mentioning the correct folio number.
8. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to LinkIntime in case the shares are held in physical form. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be.
9. **ATTENTION SHAREHOLDER:** SEBI, vide the Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, has mandated furnishing of PAN, Address with pincode, email address, mobile number, bank account details, specimen signature and nomination by holders of physical securities. Folios wherein any one of the cited documents/details are not available on or after April 01, 2023, shall be frozen by the Registrar and Transfer Agent of the Company.

10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. Members, intending to require information about the Financial Statements or any other matter to be placed at the Meeting, are requested to inform the Company at least a week in advance of their intention to do so, so that the papers relating thereto may be made available, if the Chairman permits such information to be furnished.

12. Dividend related information:

- A. Final dividend for the financial year ended March 31, 2022, as recommended by the Board of Directors, if approved by the members at the AGM, will be paid on or after Tuesday, August 16, 2022, to those members whose names appear on the Register of Members as on Friday, July 29, 2022.
- B. Members holding shares in electronic form are hereby informed that bank particulars registered with their respective Depository Participants (DP), with whom they maintain their demat accounts, will be used by the Company for payment of dividend.
- C. Members holding shares in physical/electronic form are required to submit their bank account details, if not already registered, as mandated by SEBI.
- D. Shareholders holding shares in dematerialized mode are requested to register complete bank account details with their DPs and shareholders holding shares in physical mode shall send a duly signed request letter to LinkIntime mentioning the name, folio no., bank details, self-attested PAN card and original cancelled cheque leaf. In case of absence of name of the first shareholder on the original cancelled cheque or initials on the cheque, bank attested copy of first page of the Bank Passbook/Statement of Account along with the original cancelled cheque shall be provided.
- E. In case the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrants to such shareholder by post.
- F. Members may note that as per the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by the Company after April 1, 2020, shall be taxable in the hands of the shareholders and the Company shall be required to deduct tax at source (TDS) at the prescribed rates from the dividend to be paid to shareholders, subject to the approval of shareholders in the ensuing AGM. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by him/her/it in support and accepted by the Company.

- i. All Shareholders are requested to ensure that the below information & details are completed and/or updated, as applicable, in their respective demat account(s) maintained with the DP(s); or in case of shares held in physical form, with LinkIntime, on or before the Record Date i.e., Friday, July 29, 2022.

Please note that the following information & details, if already registered with the LinkIntime and Depositories, as the case may be, will be relied upon by the Company, for the purpose of complying with the applicable TDS provisions:

- I. Valid PAN*.
- II. Residential status as per the Income Tax Act, 1961 i.e. Resident or Non-Resident for FY 2022-23.
- III. Category of the Shareholder viz. Mutual Fund, Insurance Company, Alternate Investment Fund (AIF) Category I and II, AIF Category III, Government (Central/State Government), Foreign Portfolio Investor (FPI)/Foreign Institutional Investor (FII): Foreign Company, FPI/FII: Others (being Individual, Firm, Trust, Artificial Juridical Person, etc.), Individual, Hindu Undivided Family (HUF), Firm, Limited Liability Partnership (LLP), Association of Persons (AOP), Body of Individuals (BOI) or Artificial Juridical Person, Trust, Domestic Company, Foreign Company, Overseas Corporate Bodies, etc.
- IV. Email Address.
- V. Residential Address.

*If the PAN is not as per the database of the Income-tax Portal, it would be considered as an invalid PAN. Further as per the Notification of the Central Board of Direct Taxes, individual shareholders are requested to link their Aadhaar number with PAN.

- ii. For Resident Shareholders, TDS is required to be deducted at the rate of 10% under Section 194 of the Income Tax Act, 1961 on the amount of dividend declared and paid by the Company in the financial year 2022-23 provided valid PAN is registered by the Shareholder. If the valid PAN is not registered, the TDS is required to be deducted at the rate of 20% under Section 206AA of the Income Tax Act, 1961.
- However, in case the dividend is not exceeding ₹ 5,000 in a fiscal year to resident individual shareholder then no tax will be deducted from the dividend. If any resident individual shareholder is in receipt of Dividend exceeding ₹ 5,000 in a fiscal year, entire dividend will be subject to TDS @ 10%.

Even in the cases where the shareholder provides valid Form 15G (for individuals, with no tax liability on total income and income not exceeding maximum amount which is not chargeable to tax) or Form 15H (for individual above the age of 60 years with no tax liability on total income), no TDS shall be deducted.

- iii. For Non-resident shareholders [Including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)], the TDS is required to be deducted at the rate of 20% (plus applicable surcharge and cess) under Section 195 or 196D of the Income Tax Act, 1961, as the case may be. Further, as per Section 90 of the Income Tax Act, 1961, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Treaty between India and the country of tax residence of the shareholder, if they are more beneficial to them.

For this purpose, i.e., to avail Tax Treaty benefits, the non-resident shareholders will have to provide the following:

- I. Self-attested copy of the PAN allotted by the Indian Income Tax authorities;
- II. Self-attested copy of valid Tax Residency Certificate obtained from the tax authorities of the country of which the shareholder is a resident;
- III. Self-declaration in Form 10F; and
- IV. Self-declaration in the below stated format certifying:
 - Shareholder is and will continue to remain a tax resident of the country of its residence during the financial year 2022-23;
 - Shareholder is eligible to claim the beneficial Double Taxation Avoidance Agreement (DTAA) rate for the purposes of tax withholding on dividend declared by the Company;
 - Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 - Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
 - Shareholder does not have a taxable presence or a permanent establishment in India during the financial year 2022-23.

- iv. The draft of the aforementioned documents may also be accessed from the Company's website at: <https://www.bajaelectricals.com/miscellaneous/>

v. Submission of tax related documents:**Resident Shareholders**

The aforesaid documents such as Form 15G/15H, under Sections 196, 197A, etc. can be uploaded on the link <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before Friday, July 29, 2022 to enable the Company to determine the appropriate TDS/withholding tax rate applicable. Any communication on the tax determination/deduction received post Friday, July 29, 2022, shall not be considered.

Shareholders can also send the scanned copies of the documents mentioned above at the email id mentioned below:

Email ID bajajelectricalsdivtax@linkintime.co.in

Non-Resident Shareholders

Shareholders are requested to send the scanned copies of the documents mentioned above at the email id mentioned below:

Email ID bajajelectricalsdivtax@linkintime.co.in

These documents should reach the Company on or before Friday, July 29, 2022, in order to enable the Company to determine and deduct appropriate TDS/withholding tax rate. No communication on the tax determination/deduction shall be considered post Friday, July 29, 2022.

vi. It may be further noted that in case the tax on dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents, there would still be an option available with the shareholder to file the return of income and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.

vii. We shall arrange to email the soft copy of TDS certificate at your registered email ID in due course, post payment of the dividend.

14. It is in the Members' interest to claim any unencashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the investor's account on time. Members who have not yet encashed their dividend warrant(s) from the financial year ended March 31, 2015, and onwards are requested to forward their claims to LinkIntime at Unit: Bajaj Electricals Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra. It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount. It may also be noted that the unclaimed dividend amounts which were lying with the Company upto the year ended on March 31, 2014, have already been transferred to IEPF. The details of the unclaimed dividends are available on the Company's website: www.bajajelectricals.com and Ministry of Corporate Affairs website: www.mca.gov.in.

15. In compliance with the aforesaid MCA Circulars and SEBI Circulars, dated May 12, 2020, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.bajajelectricals.com, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of LinkIntime at <https://instavote.linkintime.co.in>.

16. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

17. The Company has designated an e-mail id legal@bajajelectricals.com to enable investors to register their complaints/queries, if any.

18. Since the AGM will be held through VC/OAVM, the Route Map is not given in this Notice.

19. Instructions for e-voting and joining the AGM are as follows:**A. Voting Through Electronic Means**

In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and the provisions of Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by LinkIntime on all Resolutions set forth in this Notice.

The remote e-voting period commences on August 8, 2022 (9:00 A.M. IST) and ends on August 11, 2022 (5:00 P.M. IST). During this period Members of the Company, holding shares

either in physical form or in dematerialised form, as on the cut-off date of August 5, 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by LinkIntime for voting thereafter. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

Pursuant to SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and DPs only. Shareholders are advised to update their mobile number and email ID in their demat accounts to access e-Voting facility. Remote e-Voting Instructions for shareholders:

a. For Individual Shareholders holding securities in demat mode with NSDL: -

- If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password.

- After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL

Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

b. For Individual Shareholders holding securities in demat mode with CDSL: -

- Existing user who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.

- After successful login of Easi / Easiest the user will also be able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote.

- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.

- Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.

c. For Individual Shareholders holding securities in demat mode and login through their DPs:-

- You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility.

- Once logged in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

d. For Individual Shareholders holding securities in Physical mode and e-voting service Provider is LINKINTIME:-

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

- A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.
- B. PAN: Enter your 10-digit PAN. Members who have not updated their PAN with the DP/ Company shall use the sequence number as provided.
- C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
- D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
 - Set the password of your choice (the password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click "confirm" (your password is now generated).

2. Click on 'Login' under 'SHARE HOLDER' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
7. After selecting the desired option i.e., Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

e. For Institutional shareholders: -

Institutional shareholders (i.e. other than Individuals, HUF, NRI, and custodians are required to log on the e-voting

system of LinkIntime at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney, etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

f. If Individual Shareholders (holding securities in physical mode, and e-Voting service provider is LINKINTIME), have forgotten the password:-

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/member is having valid email address, password will be sent to his / her registered e-mail address.
- Shareholders/member can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

g. If Individual Shareholders (holding securities in demat mode with NSDL/ CDSL) have forgotten the password:-

- Shareholders/Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/DP website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

h. Helpdesk for Individual Shareholders holding securities in demat mode:-

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e., NSDL/ CDSL, they may contact the respective helpdesk given below:

- Individual Shareholders holding securities in demat mode with NSDL: Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
- Individual Shareholders holding securities in demat mode with CDSL: Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

i. Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-Voting service Provider is LINKINTIME:-

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-Voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

j. Process for those shareholders whose email addresses are not registered with the Company/Depositories for obtaining login credentials for e-Voting for the resolutions proposed in this notice:-

1. For physical shareholders – Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to rnt.helpdesk@linkintime.co.in.
2. For Demat shareholders – Members are requested to update their email address with the DPs by following the procedure advised by them and then follow the instructions as detailed above to login for e-Voting.

B. Instructions for attending the AGM through VC/OAVM

Shareholders/Members are entitled to attend the AGM through VC/OAVM provided by Linkintime by following the below mentioned process:

- a. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
- b. Select the 'Company' and 'Event Date' and register with your following details:

A. Demat Account No. or Folio No.: Enter your 16 digit Demat Account No. or Folio No., as below-

- Shareholders/Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
- Shareholders/Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.

- Shareholders/Members holding shares in physical form shall provide Folio Number registered with the Company.

B. PAN: Enter your 10-digit PAN. Members who have not updated their PAN with the DP/Company shall use the sequence number as provided.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

c. Click 'Go to Meeting' (you are now registered for InstaMeet and your attendance is marked for the meeting).

C. Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting

a. Shareholders/Members who would like to express their views/ask questions during the meeting may register themselves as 'speakers' by sending their request mentioning their name, demat account number/folio number, email id, mobile number at least 3 days in advance with the Company at legal@bajajelectricals.com.

b. Shareholders/Members will get confirmation on first cum basis depending on the availability of time for the AGM.

c. Shareholders will receive 'speaking serial number' for the meeting.

d. Shareholders/Members, who would like to ask questions, may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at legal@bajajelectricals.com. The same will be replied by the Company suitably.

e. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

f. For a smooth experience of viewing the AGM proceedings, Shareholders/Members who are registered as speakers for the event are requested to download and install the 'Webex Meetings' application by clicking on the link: <https://www.webex.com/downloads.html/>

g. Shareholders/Members are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.

Note: Those Shareholders/Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Shareholders/Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

D. Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet

Once the electronic voting is activated by the Scrutiniser during the meeting, Shareholders/Members who have not already exercised their vote through the remote e-Voting can cast the vote as under:

- On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
- Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/registered email Id) received during registration for InstaMeet and click on 'Submit'.
- After successful login, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.
- Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under "Favour/Against".
- After selecting the appropriate option i.e. "Favour/Against" as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/Members, who will be present in the AGM through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/Members who have voted through Remote e-Voting prior to the AGM will be eligible to attend/participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the meeting.

Other Instructions

- The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-Voting and make, not later than two working days of conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- The result declared along with the Scrutiniser's Report shall be placed on the Company's website www.bajajelectricals.com and on the website of LinkIntime <https://instavote.linkintime.co.in> immediately. The

Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT

In terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Resolution No. 5

At the 78th AGM of the Company held on August 3, 2017, the shareholders had approved the appointment of Messrs S R B C & Co. LLP, Chartered Accountants (Firm Registration No.324982E/E300003), as the Statutory Auditors of the Company, to hold office till the conclusion of the 83rd AGM.

The Board of Directors at their meeting held on May 17, 2022, based on recommendation of the Audit Committee, has approved the re-appointment of Messrs S R B C & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company for a second term of 5 (five) years i.e., from the conclusion of this AGM till the conclusion of 88th AGM. The re-appointment is subject to approval of the shareholders of the Company.

In accordance with the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Messrs S R B C & Co. LLP, Chartered Accountants, have provided their consent and eligibility certificate to that effect that, their re-appointment, if made, would be in compliance with the applicable laws. The proposed remuneration to be paid to Messrs S R B C & Co. LLP, Chartered Accountants, for the financial year 2022-23 is ₹ 1.90 crores (Rupees one crore ninety lakh only).

The remuneration to be paid to Statutory Auditors during the second term shall be mutually agreed between the Board of Directors and Statutory Auditors, from time to time.

EXPLANATORY STATEMENT

In terms of Section 102 of the Companies Act, 2013

Resolution No. 6

The Board of Directors at its meeting held on May 17, 2022, based on the recommendations of the Audit Committee, had approved the appointment and remuneration of Messrs R. Nanabhoy & Co., Cost Accountants (Firm Registration No. 000010), as the Cost Auditor for audit of the cost accounting records of the Company for the financial year ending March 31, 2023, at a remuneration not exceeding ₹ 1,65,000/- (Rupees one lakh sixty-five thousand only) excluding taxes and reimbursement of out-of-pocket expenses at actuals, if any, in connection with the audit.

Messrs R. Nanabhoy & Co., Cost Accountants have confirmed that they hold a valid certificate of practice under Sub-section (1) of Section 6 of the Cost and Works Accountants Act, 1959. In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) for the time being in force), the remuneration payable to Cost Auditor has to be ratified by the members of the Company.

Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditor for conducting the audit of the cost records of the Company for the financial year ending March 31, 2023.

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding, if any, in the Company.

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

The details of the Paid-up Capital & Free Reserves and Outstanding Borrowings are as under:

Particulars	(Amount: ₹ in crore)	
	As at 31-Mar-22	As at 31-Mar-21
Paid-up Capital and Free Reserves	1,106.98	910.18
Outstanding Borrowings	24.58	463.73

The approval sought for offer of securities including but not limited to CPs, shall be within the overall borrowing limit of the Company in terms of Section 180 of the Act. Subject to the approval of the Members, the Board of Directors of the Company has approved the aforesaid proposal vide its resolution dated May 17, 2022.

All documents referred to in the accompanying Notice and Statement setting out material facts on Item No.7 will be made available for inspection of the Members through electronic mode by writing to the Company at legal@bajajelectricals.com from the date of circulation of the AGM Notice till the date of the AGM i.e., August 12, 2022.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, are interested, financially or otherwise, in the resolution set out at Item No.7 of the Notice, except to the extent of their respective shareholding, if any, in the Company.

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

By Order of the Board of Directors
of Bajaj Elvctricals Limited

Ajay Nagle

Head of Department – Legal (and Company Secretary)
ICSI Membership No. A9855
Mumbai, May 17, 2022

Registered Office:

45/47, Veer Nariman Road, Mumbai 400001, India.

CIN: L31500MH1938PLC009887

Website: www.bajajelectricals.com

E-mail: legal@bajajelectricals.com

Tel.: +91 22 6110 7800 / 6149 7000

Annexure

Information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India regarding the Directors proposed to be appointed/re-appointed:

Mr. Anuj Poddar	
Director Identification Number	01908009
Date of Birth/Age	July 15, 1974 (47 years)
Qualifications	Mr. Anuj Poddar has schooled in Mumbai, India and Michigan, USA and is a rank-holding Chartered Accountant. He is a Fellow of the Inaugural Class of Aspen Institute's India Leadership Initiative and member of Aspen Global Leadership Network, Trustee of Ananta Centre, a member of BMW Foundation's World Young Leaders' Forum and has been on the Governing Council of CII-Young Indians.
Experience (including expertise in specific functional area)/Brief Resume	<p>He was a member of the Leadership Team at Viacom18. In his over decade long stint with Viacom18 he had a string of accomplishments.</p> <p>He spearheaded the formation of Viacom18, its foray into mass entertainment with Colours and architected its very successful journey of becoming one of India's leading media and entertainment conglomerates.</p> <p>He also set-up Viacom18's operations in USA and UK, led the acquisition of the Indian Film Company leading to the set-up of Viacom18 Motion Pictures and has led strategy for MTV Networks Asia. He was also engaged in successfully repositioning and redefining the scale of the regional entertainment space in India.</p> <p>Prior to joining Viacom 18, he has had over a decade of myriad professional experience in strategy consulting, mergers & acquisitions, advisory and assurance with Arthur Andersen and KPMG, besides running his own entrepreneurial ventures. In all his pursuits, he brings to fore a unique blend of business acumen, diverse experience and deep insight into human and consumer behaviour that enable him to build and run strong successful businesses.</p> <p>He has been an Executive Director of the Company since November 1, 2018.</p>
Appointment/Re-appointment	Re-appointment on retirement by rotation.
Terms and Conditions of Appointment/ Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Anuj Poddar who was appointed as an Executive Director at the Annual General Meeting held on August 7, 2019, is liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	₹ 626.75 lakhs in the financial year 2021-22 (for remuneration details, please refer the Corporate Governance Report)
Remuneration proposed to be paid	As per existing approved terms and conditions.
Date of first appointment on the Board	May 30, 2016 (As an Independent Director)
Shareholding in the Company as on March 31, 2022	Nil
Relationship with other Directors/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel.
Number of meetings of the Board attended during the financial year 2021-22	7/8
Directorships of other Boards as on March 31, 2022	• The Indian Society of Advertisers
Membership/Chairmanship of Committees of other Boards as on March 31, 2022	Nil

Ms. Pooja Bajaj	
Director Identification Number	08254455
Date of Birth/Age	May 6, 1982 (40 years)
Qualifications	Pooja Bajaj is a Non-Executive and Non-Independent Director of Bajaj Electricals Ltd. She holds a Bachelor's Degree in Commerce with a specialization in Foreign Trade and a Post-graduate diploma in Human Resource Management from Osmania University, Hyderabad. She is a 1999-00 batch gold medallist from Nasr School, Hyderabad (A.P.) having secured the first position in commerce with 97% (ISC Board) and was appointed as a Head Girl of the School for her leadership qualities. She was awarded a certificate of merit in college for securing 2 nd position in educational general proficiency in the year 2000-01. She was also awarded a certificate of participation at the Fourth Commonwealth-India Small Business Competitiveness Development Programme in 2006 and a certificate of accomplishment for participating in the Mini-MBA Management Essentials Programme in 2012 from Think Education. Recently in May 2022, she has completed an "Executive Programme on Board Effectiveness", launched by EY in collaboration with the Indian School of Business(ISB), which comprised sessions that combine industry expertise with practical research-focused knowledge sharing.
Experience (including expertise in specific functional area)/Brief Resume	She was inducted on the Company's Board in November 2018.
Appointment/Re-appointment	Re-appointment on retirement by rotation.
Terms and Conditions of Appointment/ Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Ms. Pooja Bajaj who was appointed as Non-Executive Director at the Annual General Meeting held on August 7, 2019, is liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	₹ 19.00 lakhs in the financial year 2021-22 (for remuneration details, please refer the Corporate Governance Report)
Remuneration proposed to be paid	As per existing approved terms and conditions.
Date of first appointment on the Board	November 1, 2018.
Shareholding in the Company as on March 31, 2022	1989875 (1.73%) equity shares of ₹ 2 each.
Relationship with other Directors/Key Managerial Personnel	Daughter-in-law of Mr. Shekhar Bajaj, Chairman & Managing Director.
Number of meetings of the Board attended during the financial year 2021-22	8/8
Directorships of other Boards as on March 31, 2022	Nil
Membership/Chairmanship of Committees of other Boards as on March 31, 2022	Nil

INFORMATION AT A GLANCE

Particulars	Details
Day, date, and time of AGM	Friday, August 12, 2022, at 03:00 p.m. (IST)
Mode	Video conference and other audio-visual means
Participation through Video Conference	https://instameet.linkintime.co.in
Helpline number for VC participation	022 4918 6175
Dividend record date	Friday, July 29, 2022
Dividend payment date	On or after Tuesday, August 16, 2022
Cut-off date for e-Voting	Friday, August 5, 2022
E-Voting start time and date	Monday, August 8, 2022, at 09:00 a.m. IST
E-Voting end time and date	Thursday, August 11, 2022, at 05:00 p.m. IST
E-Voting website	Refer Point 19 of the Notice.
Name, address, and contact details of e-Voting service provider	Link Intime India Private Limited
Name, address, and contact details of Registrar and Transfer Agent	C 101, 247 Park, Lal Bahadur Shastri Rd, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai 400083. Tel.: 022 4918 6000.

Directors' Report

Dear Members,

The Board of Directors are pleased to present the 83rd Annual Report (Integrated) of the Company along with the audited financial statements (standalone and consolidated) for the financial year 2021-22.

FINANCIAL RESULTS

The highlights of the Standalone Financial Results are as under:

Particulars	₹ in crore, except for EPS)	
	FY 2021-22	FY 2020-21
Revenue from Operations & Other Income	4,871.60	4,645.75
Gross Profit before Finance Cost and Depreciation	328.38	374.23
Less: Finance Cost	52.93	75.55
Less: Depreciation	56.75	69.26
Profit/(Loss) before Exceptional Items and Tax	218.70	229.42
Exceptional Items	(13.23)	11.76
Profit/(Loss) before Taxes	205.48	241.18
Less: Provision for Tax expenses	51.98	57.54
Profit/(Loss) after Tax	153.50	183.64
Less: Other Comprehensive Income	(5.39)	(6.95)
Add: Balance in Profit & Loss Account	-	262.23
Less: Dividend including Dividend Distribution Tax paid during the year	-	-
Add: Transferred to retained earnings for vested cancelled options	0.35	1.23
Amount transferred to General Reserves	-	(18.36)
Amount transferred from Debenture Redemption Reserve	37.50	-
Balance available for appropriation	632.42	435.68
Basic EPS (₹)	13.38	16.08
Diluted EPS (₹)	13.33	16.02

The highlights of the Consolidated Financial Results are as under:

Particulars	₹ in crore, except for EPS)	
	FY 2021-22	FY 2020-21
Revenue from Operations & Other Income	4,881.35	4,653.81
Profit/(Loss) before Exceptional Items and Tax	179.51	220.78
Exceptional Items	(13.23)	25.49
Profit/(Loss) before Taxes	166.28	246.27
Share of Profit/(Loss) of subsidiaries, associates & joint ventures	-	-
Profit/(Loss) before Taxes	166.28	246.27
Less: Provision for Tax expenses	41.88	57.31
Profit/(Loss) for the period	124.41	188.96
Basic EPS (₹)	10.85	16.54
Diluted EPS (₹)	10.81	16.49

Return on Net Worth, Return on Capital Employed and EPS for the financial year ended March 31, 2022 and for the last four financial years, are given below:

Particulars	2021-22	2020-21	2019-20	2018-19	2017-18
Return on Net Worth (%)	9.06	12.31	(0.01)	15.50	8.85
Return on Capital Employed (%)	14.01	13.85	8.20	14.13	13.43
Basic EPS (after exceptional items) (₹)	13.38	16.08	(0.01)	16.34	8.23

The financial results of the Company are elaborated in the Management Discussion and Analysis Report, which forms part of the Annual Report.

STATE OF COMPANY AFFAIRS / OPERATIONS

During the financial year 2021-22:

- Revenue from operations on standalone basis increased to ₹ 4,770.35 crore as against ₹ 4,573.06 crore in the previous year - a growth of 4.3%.
- Revenue from Consumer Product Segment increased by 12.8% to ₹ 3,727.53 crore.
- Revenue from EPC Segment decreased by 17.9% to ₹ 1,042.25 crore.
- Cost of goods sold as a percentage to revenue from operations increased to 72.3% as against 70.9% in the previous year.
- Employee cost as a percentage to revenue from operations decreased to 8.1% (₹ 384.36 crore) as against 8.5% (₹ 388.28 crore) in the previous year.
- Other expense as a percentage to revenue from operations increased to 14.9% (₹ 712.18 crore) as against 14.1% (₹ 643.02 crore) in the previous year.
- The Company has contributed approximately a sum of ₹ 0.34 crore towards COVID-19 pandemic related relief activities.
- The Profit after Tax for the current year is ₹ 153.50 crore as against ₹ 183.64 crore in the previous year - a de-growth of 16.4%.
- On a consolidated basis, the group achieved revenue of ₹ 4,881.35 crore as against ₹ 4,653.81 crore - a growth of 4.9%. Net profit after non-controlling interest for the group for the current year is ₹ 124.41 crore as against ₹ 188.96 crore in the previous year - a degrowth of 34.2%.

As at March 31, 2022, the gross property, plant and equipment, investment property and other intangible assets including leased assets, stood at ₹ 694.63 crore and the net property, plant and equipment, investment property and other intangible assets, including leased assets, at ₹ 422.45 crore. Capital Expenditure during the year amounted to ₹ 57.72 crore (₹ 29.65 crore in the previous year).

The Company's cash and cash equivalent as at March 31, 2022 was ₹ 117.82 crore. The Company manages cash and cash flow processes assiduously, involving all parts of the business. The Company continues to focus on judicious management of its working capital. Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

Foreign Exchange transactions are partly covered and there are no materially significant uncovered exchange rate risks in the context of Company's imports and exports. The Company accounts for mark-to-market gains or losses every quarter end, are in line with the requirements of Ind AS 21.

The Company has not transferred any amount to the General Reserves during the current financial year.

During the year under review, there has been no change in the nature of business of the Company.

Detailed information on the operations of the different business segments of the Company are covered in the Management Discussion and Analysis Report, which forms part of the Annual Report.

TRANSFER TO RESERVES

During the year under review, there was no amount transferred to any of the reserves by the Company.

DIVIDEND & DIVIDEND DISTRIBUTION POLICY

Your Directors are pleased to recommend a dividend of 150% (₹ 3.00) on 11,48,74,114 equity shares of ₹ 2 each for the financial year 2021-22. The amount of dividend aggregates to ₹ 34.46 crore (previous year Nil). The dividend on equity shares, subject to the approval of the Members at the Annual General Meeting ("AGM") to be held on August 12, 2022, will be paid on or after August 16, 2022 to the Members whose names appear in the Register of Members as of the close of business hours on July 29, 2022; and, in respect of shares held in dematerialised form, it will be paid to Members whose names are furnished by Depositories, as beneficial owners as of the close of business hours on that date.

Shares that may be allotted on exercise of stock options granted under the Employee Stock Option Scheme before the book closure date for payment of dividend will rank pari-passu with the existing shares and be entitled to receive the dividend.

The Board of Directors, at its meeting held on May 17, 2022, has amended the Dividend Distribution Policy of the Company. In terms of the amendment, and subject to the parameters/ circumstances given in the said revised Dividend Distribution Policy, the Board would endeavor to maintain a dividend pay-out in the range of 20-40% of the Company's Profit After Tax on standalone financials. The revised Dividend Distribution Policy containing the requirements mentioned in Regulation 43A of the SEBI Listing Regulations is attached as **Annexure A** and forms part of this Report. This Policy can also be accessed on the Company's website at: <https://www.bajajelectricals.com/investors-updates/>.

SHARE CAPITAL

The paid-up equity share capital of the Company as on March 31, 2022 was ₹ 22.97 crore. The increase in number of shares during the year is on account of allotment of 3,37,495 equity shares of ₹ 2 each to the employees upon their exercise of stock options. These shares were included, on weighted average basis, for the computation of EPS. The Company has not issued shares with differential voting rights.

No disclosure is required under Section 67(3)(c) of the Act, in respect of voting rights not exercised directly by the employees of the Company, as the provisions of the said Section are not applicable.

The equity shares of the Company continue to remain listed on BSE Limited and National Stock Exchange of India Limited (collectively "Stock Exchanges"). The listing fees for financial year 2022-23 have been paid to the Stock Exchanges.

DEPOSITORY SYSTEM

The Company's shares are compulsorily tradable in electronic form. As on March 31, 2022, 98.63% of the Company's total paid up capital representing 11,33,04,794 equity shares are in dematerialised form.

In light of the provisions of Regulation 40 of the SEBI Listing Regulations, read with a Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, as issued by the Securities and Exchange Board of India ("SEBI"), Members may please note that the transfer of shares will be in dematerialised form only. In view of the above and to avail advantages offered by the Depository system as well as to avoid frauds, Members holding shares in physical mode are advised to avail the facility of dematerialisation from either of the Depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited.

CREDIT RATING

The below table depicts Company's credit ratings profile in a nutshell:

Instrument	Rating Agency	Rating	Outlook
Line of Credit (long-term)	ICRA Limited	[ICRA]A+	Stable
Line of Credit (short-term)	ICRA Limited	[ICRA]A1	Stable
Non-convertible debenture	ICRA Limited	[ICRA]A+	Stable
Short Term Debt	CRISIL Ratings Limited	CRISIL A1+	-
Bank Loan Facilities (long-term)	CRISIL Ratings Limited	CRISIL A+/Watch Developing	-
Bank Loan Facilities (short-term)	CRISIL Ratings Limited	CRISIL A1+/Watch Developing	-

RELATED PARTY TRANSACTIONS

In line with the requirements of the Act and SEBI Listing Regulations, the Company has formulated a Policy on Materiality of Related Party Transactions which is also available on the Company's website at: <https://www.bajajelectricals.com/investors-updates/>. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and its Related Parties.

All related party transactions are placed before the Audit Committee for review and approval. Pursuant to the provisions of the Act and SEBI Listing Regulations with respect to omnibus approval, prior omnibus approval is obtained for related party transactions on a yearly basis for transactions which are of

DEPOSITS

During the year under review, the Company has not accepted any deposits covered under Chapter V of the Act. Accordingly, no disclosure or reporting is required in respect of details relating to deposits.

NON-CONVERTIBLE DEBENTURES ISSUED ON PRIVATE PLACEMENT BASIS

During the financial year 2018-19, the Company had issued 1,850 Unsecured Listed Redeemable Non-Convertible Debentures ("NCDs") of ₹ 10,00,000 each, aggregating to ₹ 185 crore, on private placement basis, in 3 options viz., Option A of 350 NCDs, Option B of 750 NCDs and Option C of 750 NCDs, listed on National Stock Exchange of India Limited under ISIN 'INE193E08038', 'INE193E08020' and 'INE193E08012', respectively. Option A NCDs were redeemed on February 18, 2021, Option B NCDs were redeemed on August 20, 2021 and Option C NCDs were (early) redeemed on December 10, 2021, as per the terms of Information Memorandum dated February 18, 2019.

Axis Trustee Services Limited was the Debenture Trustee for the Debenture holders, whose details are provided in the Corporate Governance Section which forms a part of the Annual Report.

repetitive nature and entered in the ordinary course of business and are at arm's length. Transactions entered into pursuant to omnibus approval are verified and a statement giving details of all related party transactions are placed before the Audit Committee and the Board for review and approval on a quarterly basis.

All transactions entered with related parties for the year under review were in ordinary course of business and at arm's length basis. No Material related party transactions i.e., transactions exceeding 10% of the annual consolidated turnover as per the last audited financial statements, were entered during the year by the Company. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act, in Form AOC-2 is not applicable. Further, there are no material related party transactions during the year under review with the Promoters,

Directors or Key Managerial Personnel, which may have a potential conflict with the interest of the Company at large.

The related party transactions are mentioned in the notes to the accounts. The Directors draw attention of the members to Note No.38 to the standalone financial statements which sets out related party disclosure.

Pursuant to the provisions of Regulation 34(3) read with clause 2 of Part A of Schedule V of the SEBI Listing Regulations, the listed entity shall make disclosures in respect of loans and advances in compliance with the Accounting Standard on Related Party Disclosures. The required disclosure is as under:

Name	Category	(Amount: ₹ in crore)	
		Balance of loans and advances as on March 31, 2022*	Maximum outstanding during the year*
Nirlep Appliances Private Limited ("Nirlep")	Subsidiary	47.67	47.67
Starlite Lighting Limited ("Starlite")	Subsidiary	338.95	338.95
Hind Lamps Limited ("Hind Lamps")	Associate	0.10	0.10

* Excluding trade advances.

During the year under review, the following person(s) or entity(ies) belonging to the promoter/promoter group which held 10% or more share in the paid-up equity share capital of the Company:

Name of the person/entity	Shareholding (%)
Jamnial Sons Private Limited	19.54
Bajaj Holdings and Investment Limited	16.36

Disclosures of transactions pursuant to the provisions of Regulations 34(3) read with clause 2A of Part A of Schedule V of the SEBI Listing Regulations is attached as **Annexure B** and forms part of this Report.

PARTICULARS OF LOANS AND ADVANCES, GUARANTEES OR INVESTMENTS

Pursuant to the provisions of Section 186 of the Act and the rules framed thereunder, the particulars of the loans given, investments made or guarantees given or security provided are given in the Notes to the standalone financial statements.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the regulators/courts/tribunal which would impact the going concern status of the Company and its operations in the future.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENT RELATE TILL THE DATE OF THIS REPORT

There are no material changes and commitments, affecting the financial position of the Company, which has occurred between the end of the financial year for the Company i.e., March 31, 2022, and the date of this Directors' Report i.e., May 17, 2022.

APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

- Datamax Marketing Consultants, sole proprietor – Mr. Amit Thaper ("Datamax"), a sub-contractor appointed by the Company for the supply of (skilled/semi-skilled/unskilled) manpower at different locations across various states for the execution of power distribution work, had filed an application under Section 9 of the Insolvency and Bankruptcy Code, 2016 before the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT"), against the Company, claiming an amount of ₹ 2.72 crores from the Company, on account of non-payment of dues by the Company towards services supplied by Datamax. The Company was contesting the matter on the ground of double billing, non-payment of statutory dues, and non-submission of data/records for reconciliation purposes by Datamax.

During the year under review, the parties have negotiated and reached an amicable settlement. Subsequently, Datamax had applied for withdrawal of the IBC proceedings which was allowed by the Hon'ble NCLT vide its order dated April 29, 2022. Accordingly, this matter stands disposed-off.

- Shivpriya Cables Private Limited ("Shivpriya") had filed an application under Section 9 of the Insolvency and Bankruptcy Code, 2016 before the Hon'ble NCLT, against the Company, claiming an amount of ₹ 0.92 crore from the Company, on account of non-payment of dues by the Company towards goods supplied by Shivpriya. The Company was contesting

the matter considering the issues of substandard material supplied, subsequent debarment by Madhyanchal Vidut Vitran Nigam Limited, and that the Company had a legal and equitable hold on the payments of Shivpriya.

During the year under review, the parties have settled their dispute and signed a settlement agreement. Subsequently, Shivpriya had applied for withdrawal of the IBC proceedings which was allowed by the Hon'ble NCLT vide its order dated September 24, 2021. Accordingly, this matter stands disposed-off.

consisting of Power Transmission and Power Distribution Business (as defined in the Demerger Scheme) of the Company into Bajel and consequent issue of equity shares by Bajel to the shareholders of the Company. The equity shares of Bajel shall be listed on the Stock Exchanges, post the effectiveness of the Scheme. The shareholders of the Company will be issued equity shares in Bajel in the same proportion as their holding in the Company. The Demerger Scheme is subject to the necessary statutory and regulatory approvals including the approvals of Hon'ble National Company Law Tribunal, the shareholders and creditors of each of the companies.

CORPORATE SOCIAL RESPONSIBILITY

The Company is having a Policy on Corporate Social Responsibility ("CSR") and has constituted a CSR Committee as required under the Act for implementing various CSR activities. The CSR Committee comprised of Mr. Shekhar Bajaj, as the Chairman of the Committee, and Dr. (Mrs.) Indu Shahani and Dr. Rajendra Prasad Singh, as the members of the Committee. The CSR policy is available on the website of the Company: www.bajajelectricals.com.

Other details about the CSR Committee are provided in Corporate Governance Report which forms part of this Report.

The Company has implemented various CSR projects directly and/or through implementing partners and the said projects undertaken by the Company are in accordance with its CSR Policy and Schedule VII to the Act.

Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, is given in **Annexure C**, which forms part of this Report.

BUSINESS RESPONSIBILITY REPORT

Regulation 34(2) of the SEBI Listing Regulations, inter-alia, provides that the Annual Report of the top 1000 listed entities based on market capitalisation (calculated as on March 31 of every financial year), shall include a Business Responsibility Report ("BRR").

The Company, being one of such top 1000 listed entities, has included BRR for the financial year 2021-22, as part of this Annual Report, describing initiatives taken from an environmental, social and governance perspective.

CORPORATE GOVERNANCE

Maintaining high standards of Corporate Governance has been fundamental to the business of the Company since its inception.

As per Regulation 34(3) read with Schedule V of the SEBI Listing Regulations, a separate section on corporate governance practices followed by the Company, together with the following declarations/certifications forms an integral part of this Corporate Governance Reporting:

CORPORATE OVERVIEW

- A declaration signed by Mr. Shekhar Bajaj, Chairman and Managing Director, stating that the members of board of directors and senior management personnel have affirmed compliance with the Company's Code of Business Conduct and Ethics;
- A compliance certificate from the Company's Statutory Auditors confirming compliance with the conditions of Corporate Governance;
- A certificate of Non-Disqualification of Directors from the Secretarial Auditor of the Company; and
- A certificate of the CEO and CFO of the Company, inter alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report on the operations of the Company, as required under the SEBI Listing Regulations is provided in a separate section and forms an integral part of this Annual Report.

ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company for the financial year ended March 31, 2022 can be accessed at <https://www.bajajelectricals.com/investors-updates/>.

VIGIL MECHANISM

The Company has a Whistle Blower Policy to report genuine concerns or grievances about any poor or unacceptable practice and any event of misconduct and to provide adequate safeguards against victimisation of persons who may use such mechanism. The Whistle Blower Policy has been posted on the website of the Company at: <https://www.bajajelectricals.com/investors-updates/>.

EMPLOYEES STOCK OPTION SCHEME

The Company implemented the Employees Stock Option Scheme ("ESOP Scheme") in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, read with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations") as a measure to reward and motivate employees as also to attract and retain talent. During the year under review, the ESOP Scheme was amended by shareholders at their 82nd AGM held on August 11, 2021 by increasing the maximum number of employee stock

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options ("Options") to be granted to an individual employee from 1,00,000 (One Lakh) Options to 2,00,000 (Two Lakh) Options under the Scheme. The ESOP Scheme is in compliance with SEBI SBEB Regulations.

During financial year under review, 5,17,500 stock options were granted to the eligible employees at the market price prevailing on the National Stock Exchange of India Limited as on the date of their grant. Details of the shares issued under ESOP Scheme, as also the disclosures in compliance with SEBI SBEB Regulations is uploaded on the website of the Company www.bajajelectricals.com, which forms part of this Report. No employee has been issued stock options, during the year, equal to or exceeding 1% of the issued capital of the Company at the time of grant. The issuance of equity shares pursuant to exercise of stock options does not affect the profit and loss account of the Company, as the exercise is made at the market price prevailing as on the date of the grant plus taxes as applicable.

The Company has obtained a Certificate from the Secretarial Auditors stating that ESOP Scheme has been implemented in accordance with the SEBI SBEB Regulations. The said Certificate will be made available for inspection through electronic mode by writing to the Company at legal@bajajelectricals.com from the date of circulation of the AGM Notice till the date of the AGM i.e., August 12, 2022.

SUBSIDIARY, JOINT VENTURE AND ASSOCIATE

Details of subsidiary/associate companies/joint ventures of the Company

Name	% of shareholding of the Company as on March 31, 2022	Status
Nirlep Appliances Private Limited ("Nirlep")	100.00	Subsidiary
Starlite Lighting Limited ("Starlite")	88.48	Subsidiary
Bajel Projects Limited ("Bajel")	100.00	Subsidiary
Hind Lamps Limited ("Hind Lamps")	19.00	Associate

Performance of Subsidiary, Joint Venture and Associate

Nirlep: Total income of Nirlep for the financial year 2021-22 stood at ₹ 71.17 crore (Previous Year: ₹ 51.37 crore). Loss for the year was at ₹ 7.07 crore (Previous Year Loss: ₹ 4.69 crore).

Starlite: Total income of Starlite for the financial year 2021-22 stood at ₹ 198.39 crore (Previous Year: ₹ 181.82 crore). Loss for the year was at ₹ 39.83 crore (Previous Year Loss: ₹ 49.35 crore).

Bajel: Total income of Bajel for the financial year 2021-22 was NIL. Loss for the year was at ₹ 0.09 crore.

Hind Lamps: Total income of Hind Lamps for the financial year 2021-22 stood at ₹ 2.82 crore (Previous Year: ₹ 3.81 crore). Loss for the year was at ₹ 0.08 crore (Previous Year Profit: ₹ 0.17 crore).

Pursuant to the provisions of Section 129(3) of the Act, a Report on the performance and financial position of the subsidiary, associate and joint venture are included in the Consolidated Financial Statement and their contribution to the overall performance of the Company in Form AOC-1 is given in **Annexure D**, which forms part of this Report.

In accordance with the fourth proviso to Section 136(1) of the Act, the Annual Report of Company, containing therein its Standalone and Consolidated Financial Statements are available on the Company's website at: <https://www.bajajelectricals.com/investors-updates/>. Further, as per fifth proviso to the said Section, the annual accounts of the subsidiary, joint venture and associate of the Company are also available on the Company's website at: <https://www.bajajelectricals.com/investors-updates/>. Any member who may be interested in obtaining a copy of the aforesaid documents may write to the Company Secretary at the Company's Registered Office. Further, the said documents will be available for examination by the shareholders of the Company at its Registered Office during all working days except Saturday, Sunday, Public Holidays and National Holidays, between 11.00 a.m. to 01.00 p.m.

The Policy for Determining Material Subsidiary as approved by the Board may be accessed on the Company's website at: <https://www.bajajelectricals.com/investors-updates/>.

Execution of Control Transfer Agreement and Share Subscription Agreement

- a. With the approval granted by the Board of Directors at its Meeting held April 30, 2021 ("Mentioned Meeting"), the Control Transfer Agreement ("CTA") has been executed by and amongst: (i) the Company, (ii) Mr. Ravindra Bharati and Mr. Arvind Bharati (collectively, the "Outgoing Promoters"), who, along with the Company, were Promoters/Joint Promoters of Starlite, (iii) some other shareholders of Starlite (related to the Outgoing Promoters or belonging to their business group), and (iv) Starlite, on April 30, 2021 ("Effective Date"), inter-alia:
 - to terminate the Shareholders Agreement dated February 22, 2007 by and between the Outgoing Promoters, the Company and Starlite; and
 - to record the agreed terms and conditions for the relinquishment and transfer of the joint Control and Management Rights of Starlite by the Outgoing Promoters in favour of the Company such that the Company shall have the sole Control and Management Rights of Starlite from the start of the business hours on the Effective Date.

- b. In consideration of the said relinquishment and transfer of joint Control and Management Rights of Starlite by Outgoing Promoters in favour of the Company, the Company has paid an aggregate control premium of ₹ 14.80 crore, plus GST as applicable, to the Outgoing Promoters, subject to the terms and conditions of the said CTA.
- c. Consequently, Starlite has become a subsidiary of the Company with effect from the Effective Date.
- d. Further, as per the terms of Share Subscription Agreement dated April 30, 2021 executed by and amongst: (i) the Company, (ii) Starlite, (iii) Mr. Ravindra Bharati, and (iv) Mr. Arvind Bharati, pursuant to the approval granted by the Board of the Company at its Mentioned Meeting, on May 11, 2021, the Company has acquired 4,49,99,990 Equity Shares of Starlite ("Subscription Shares") at a price of ₹ 10/- per Equity Share ("Price") on private placement/preferential allotment basis ("Mode"). Further, 10 Equity Shares of Starlite were acquired by the Company's ten (10) identified purchasers at the same Price and through the same Mode.
- e. With the aforesaid acquisition of the Subscription Shares, the total equity shareholding of the Company in Starlite has increased from 47% to 88.48%, whereas, Bajaj Group holding in Starlite (i.e. aggregate holdings of the Company along with its promoter group entity – 'Jamnalal Sons Private Limited') has increased from 60% to 91.30%.

Incorporation of Bajel

During the year under review, pursuant to the approval granted by the Board of Directors at its meeting held on December 9, 2021, a new wholly-owned subsidiary company of the Company, in the name of "Bajel Projects Limited", has been incorporated on January 19, 2022.

Bajel is a public limited company under the provisions of the Act, having CIN-U31900MH2022PLC375133 with its registered office in the State of Maharashtra. Its main object inter-alia is to carry out the Power Transmission and Power Distribution Business.

Acquisition/Purchase of additional equity shares in Nirlep, a subsidiary of the Company

Pursuant to the Share Purchase and Shareholders Agreement dated June 15, 2018 ("SPSA"), executed by and amongst: (i) the Company, (ii) Nirlep – a subsidiary of the Company, (iii) Mr. Mukund Bhogale, Mrs. Rajani Bhogale, Mr. Ramchandra Bhogale, and Mr. Nityanand Bhogale (collectively, "Continuing Shareholders" of Nirlep), and (iv) other shareholders of Nirlep ("Other Shareholders", and together with the Continuing Shareholders, the "Sellers"), the Company had, inter-alia, agreed to purchase and acquire, along with its Nominee Shareholders (as defined under SPSA), the entire equity shareholding of Nirlep from the Sellers.

On September 1, 2018, as first tranche, the Company had completed transactions towards acquisition of 79.85% equity share capital of Nirlep, for a cash consideration of ₹ 30.70 crore, whereas 0.36% equity share capital of Nirlep was acquired by the Nominee Shareholders of the Company.

As per the terms of SPSA:

- a. The Company had a 'call option' to purchase the balance 19.78% equity shares in Nirlep or part thereof at an option price which was to be determined/calculated as per terms prescribed under SPSA; and
- b. The Continuing Shareholders had a 'put option' to call upon the Company to acquire their aforesaid 19.78% equity shares in Nirlep or part thereof at any time on or after the third anniversary of the Closing Date (as defined under SPSA) and upto 60 (sixty) business days from such date at an option price.

On September 1, 2021, the Continuing Shareholders had exercised their 'put option' in writing, to call upon the Company to acquire, or caused to be acquired through its Nominee Shareholders, 147,061 (19.78%) equity shares of face value of ₹ 100/- each ("Option Shares"), as held by the Continuing Shareholders in Nirlep, at an option price which was determined / calculated at ₹ 679.05 per equity share as per terms prescribed under SPSA ("Option Price"). The aggregate consideration for acquisition of the aforesaid Option Shares worked out to ₹ 9.99 crore.

On September 30, 2021, the Continuing Shareholders and the Company had completed the required procedure for transfer of the Option Shares to the Company. All the above Option Shares have been acquired by the Company, against a cash consideration, at an agreed Option Price. With the aforesaid acquisition of the Option Shares, the total equity shareholding of the Company in Nirlep had increased from 79.85% to 99.63%.

Thereafter, on March 23, 2022, the Company had completed the procedure towards purchase/acquisition of additional 2,671 (0.37%) equity shares in Nirlep, from all the other shareholders of Nirlep, for a cash consideration at ₹ 695.81 per equity share. The aggregate consideration for acquisition of these additional shares worked out to ₹ 0.19 crore.

With the above transactions (acquisition and purchase), the entire 100% equity share capital of Nirlep is now legally and beneficially held by the Company along with its nominees, and consequently, Nirlep had become a wholly-owned subsidiary company of the Company during the year under review.

CONSOLIDATED FINANCIAL STATEMENTS

The Directors also present the audited consolidated financial statements incorporating the duly audited financial statements of the subsidiary, associate and joint venture prepared in compliance with the Act, applicable Accounting Standards and the SEBI Listing Regulations and they form part of this Report.

FINANCIAL STATEMENTS

The financial statements of the Company for the year ended March 31, 2022, as per Schedule III to the Act forms part of this Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Appointments/Re-appointments and Director coming up for retirement by rotation

In accordance with the provisions of Section 152 of the Act and the Company's Articles of Association, Mr. Anuj Poddar (DIN: 01908009) and Ms. Pooja Bajaj (DIN: 08254455), are the Directors liable to retire by rotation at the forthcoming AGM and being eligible offers themselves for re-appointment.

The Board recommends re-appointment of Mr. Anuj Poddar and Ms. Pooja Bajaj for the consideration of the Members of the Company at the forthcoming AGM. The relevant details including profiles of Mr. Anuj Poddar and Ms. Pooja Bajaj are included separately in the Notice of AGM and Report on Corporate Governance of the Company, forming part of the Annual Report.

Mr. Siddharth Mehta (DIN: 03072352), an Independent Director of the Company, whose first term expired on May 29, 2021, had conveyed his desire not to seek reappointment for the second term, owing to his professional commitments. Accordingly, Mr. Siddharth Mehta's tenure as an Independent Director of the Company came to an end on May 29, 2021.

As on the date of this Report, the Company's Board comprises of ten (10) Directors, out of which, eight (8) are Non-Executive Directors (NEDs) including two (2) Woman Directors. NEDs represent 80% of the total strength. Further, out of the said eight (8) NEDs, five (5) are independent directors representing 50% of the total strength of the Board. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations and also with the provisions of the Act.

Independent Directors

All Independent Directors of the Company have given declarations under Section 149(7) of the Act that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) and other applicable provisions of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. The Independent Directors hold office for a fixed term of five years and are not liable to retire by rotation. All Independent Directors of the Company have valid registration in the Independent Director's databank of Indian Institute of Corporate Affairs as required under Rule 6(1) of the Companies (Appointment and Qualification of Director) Fifth Amendment Rules, 2019. In the opinion of the Board, the Independent Directors, fulfil the conditions of independence

specified in Section 149(6) of the Act and Regulation 16(1)(b) and other applicable provisions of the SEBI Listing Regulations.

The terms and conditions of appointment of the Independent Directors are placed on the website of the Company at: <https://www.bajajelectricals.com/investors-updates/>.

In compliance with the requirement of SEBI Listing Regulations, the Company has put in place a familiarisation programme for the independent directors to familiarise them with their role, rights and responsibility as directors, the working of the Company, nature of the industry in which the Company operates, business model, etc. The details of familiarisation programme are explained in the Corporate Governance Report and the same are also available on the website of the Company at: <https://www.bajajelectricals.com/investors-updates/>.

Key Managerial Personnel

The Board of Directors of the Company, at its meeting held on May 25, 2021, has:

- Taken on record the retirement of Mr. Anant Purandare, President & Chief Financial Officer and Key Managerial Personnel of the Company, with effect from the close of business hours on June 30, 2021, upon his attaining the age of superannuation; and
- Considered and approved the appointment of Mr. E C Prasad, the then Vice President – Finance and Finance Controller of the Company, as the new Chief Financial Officer and Key Managerial Personnel of the Company with effect from the start of business hours on July 1, 2021.

Pursuant to the provisions of Sections 2(51) and 203 of the Act, read with the Rules framed thereunder, the Board has designated Mr. Shekhar Bajaj, Chairman & Managing Director, Mr. E C Prasad, Chief Financial Officer and Mr. Ajay Nagle, EVP and Head of Department - Legal (and Company Secretary and Compliance Officer), as Key Managerial Personnel of the Company.

NUMBER OF MEETINGS OF THE BOARD

Eight (8) Board meetings were held during the financial year 2021-22. The intervening gap between the meetings was within the period prescribed under the Act and SEBI Listing Regulations. The details of meetings of the Board held during the financial year 2021-22 forms part of the Corporate Governance Report.

COMMITTEES OF THE BOARD

As on March 31, 2022, the Board of Directors had the following Committees:

- Audit Committee;
- Nomination and Remuneration Committee;
- Stakeholders' Relationship Committee;

- Risk Management Committee;
- Corporate Social Responsibility Committee;
- Finance Committee; and
- Committee of Independent Directors.

The details of the Committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report which forms part of this Annual Report.

BOARD EVALUATION

Pursuant to the provisions of the Act and the SEBI Listing Regulations, the Board has carried out the annual performance evaluation of the Directors individually as well as evaluation of the working of the Board and of the Committees of the Board, by way of individual and collective feedback from Directors. The manner in which the evaluation was conducted by the Company and evaluation criteria has been explained in the Corporate Governance Report which forms part of this Annual Report.

The Board of Directors has expressed its satisfaction with the evaluation process.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Board of Directors has framed a Nomination and Remuneration Policy which lays down a framework in relation to appointment and remuneration of Directors, Key Managerial Personnel, Senior Management and other employees of the Company ("Policy"). The Policy broadly lays down the guiding principles, philosophy and the basis for payment of remuneration to Executive and Non-executive Directors (by way of sitting fees and commission), Key Managerial Personnel, Senior Management and other employees. The Policy also provides for the Board Diversity, the criteria for determining qualifications, positive attributes and independence of Director and criteria for appointment of Key Managerial Personnel/Senior Management and performance evaluation which are considered by the Nomination and Remuneration Committee and the Board of Directors whilst taking a decision on the potential candidates.

The above Policy is given in **Annexure E**, which forms part of this Report, and has also been posted on the website of the Company at: <https://www.bajajelectricals.com/investors-updates/>.

RISK AND INTERNAL CONTROLS ADEQUACY

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory as well as Internal Auditors and cover all offices, factories and key business areas. Significant audit observations and follow up actions thereon are reported to the Audit Committee. The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of

audit recommendations, including those relating to strengthening of the Company's risk management policies and systems.

Based on the report of the Statutory Auditors, the internal financial controls with reference to the standalone financial statements were adequate and operating effectively.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

REPORTING OF FRAUD

There was no instance of fraud reported during the year under review, which required the Statutory Auditors, Cost Auditor or Secretarial Auditor to report the same to the Audit Committee of the Company under Section 143(12) of the Act and Rules framed thereunder.

RISK MANAGEMENT

The Company has formulated a risk management policy and has in place a mechanism to inform the Board about risk assessment and minimisation procedures along with a periodical review to ensure that executive management controls risk by means of a properly designed framework.

AUDIT COMMITTEE

The Audit Committee comprises of three Directors viz. Mr. Shailesh Haribhakti as the Chairman of the Committee, and Dr. (Mrs.) Indu Shahani, and Dr. Rajendra Prasad Singh, as the members of the Committee.

During the year under review all the recommendations of the Audit Committee were accepted by the Board. Details of the role and responsibilities of the Audit Committee, the particulars of meetings held and attendance of the Members at such Meetings are given in the Report on Corporate Governance, which forms part of the Annual Report.

AUDITORS AND AUDITOR'S REPORT

Statutory Auditors

Messrs S R B C & Co. LLP, Chartered Accountants (ICAI Registration No.324982E/E300003), were appointed as the Statutory Auditors of the Company at the 78th AGM held on August 3, 2017, to hold office till the conclusion of the ensuing 83rd AGM.

Messrs S R B C & Co. LLP, Chartered Accountants are eligible to be re-appointed for a further term of 5 (five) years, in terms of provisions of Sections 139 and 141 of the Act and the Rules framed thereunder.

Accordingly, the Board of Directors of the Company at its meeting held on May 17, 2022, on the recommendation of the Audit Committee and subject to the approval of the shareholders of the

Company at the ensuing AGM, has approved the re-appointment of Messrs S R B C & Co. LLP, Chartered Accountants (ICAI Registration No.324982E/E300003), as the Statutory Auditors, for a further period of 5 (five) years i.e. from the conclusion of the 83rd AGM till the conclusion of 88th AGM of the Company.

The Company has received written consent and certificate of eligibility in accordance with Sections 139, 141 and other applicable provisions of the Act and Rules framed thereunder, from Messrs S R B C & Co. LLP. They have confirmed to hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI) as required under the SEBI Listing Regulations.

The Auditors have issued an unmodified opinion on the Financial Statements, both standalone and consolidated for the financial year ended March 31, 2022. The said Auditors' Report(s) for the financial year ended March 31, 2022 on the financial statements of the Company forms part of this Annual Report.

Cost Auditors

Pursuant to the provisions of Section 148 of the Act read with the Rules framed thereunder, the cost audit records maintained by the Company in respect of its manufacturing activities are required to be audited. Messrs R. Nanabhoy & Co. (Firm Registration No.000010), Cost Accountants carried out the cost audit for applicable businesses during the year.

Based on the recommendation of the Audit Committee, the Board of Directors has appointed Messrs R. Nanabhoy & Co. (Firm Registration No.000010), Cost Accountants as the Cost Auditors for the financial year 2022-23. The Company has received a certificate from Messrs R. Nanabhoy & Co., confirming that they are not disqualified from being appointed as the Cost Auditors of the Company.

The remuneration payable to the Cost Auditors is required to be placed before the members in the general meeting for their ratification. Accordingly, a resolution seeking members' ratification for the remuneration payable to Messrs R. Nanabhoy & Co., Cost Accountants, is included at Item No.6 of the Notice of the ensuing AGM.

The particulars of the Cost Auditors and cost audit conducted by them for financial year 2020-21 are furnished below:

ICWA Membership No.	7464
Registration No. of Firm	000010
Address	Jer Mansion, 70, August Kranti Marg, Mumbai 400036
Cost Audit Report	Financial year 2020-21
Due date of filing of Report	September 30, 2021
Actual date of filing of Report	September 6, 2021

As per Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to maintain cost records and accordingly, such accounts and records are maintained.

Secretarial Auditors

The Board had appointed Messrs Anant B. Khamankar & Co., Practicing Company Secretaries (Membership No. FCS 3198; CP No. 1860) as the Secretarial Auditors to conduct the secretarial audit of the Company for the financial year ended March 31, 2022, as per the provisions of Section 204 of the Act read with Rules framed thereunder. The Secretarial Audit Report in Form MR-3 is given as **Annexure F** and forms part of this Report. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

Pursuant to the provisions of Regulation 24A of the SEBI Listing Regulations read with SEBI Circulars issued in this regard, the Company has undertaken an audit for the financial year 2021-22 for all applicable compliances as per SEBI Regulations and Circulars/Guidelines issued thereunder. The Annual Secretarial Compliance Report duly signed by Messrs Anant B. Khamankar & Co., Practicing Company Secretaries (Membership No. FCS 3198; CP No. 1860) has been submitted to the Stock Exchanges within 60 days of the end of the Financial Year.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

Transfer of Unpaid/Unclaimed Dividend to Investor Education and Protection Fund

Pursuant to the provisions of Sections 124 and 125 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), as amended, unpaid and/or unclaimed dividend of ₹ 8,93,203.50 pertaining to the financial year ended on March 31, 2014, were transferred during the year to the Investor Education and Protection Fund ("IEPF").

Transfer of shares to IEPF

Pursuant to the provisions of Section 124 of the Act read with the IEPF Rules, 9,522 equity shares of face value of ₹2/- each, in respect of which dividend was not paid or claimed by the members for seven consecutive years or more, have been transferred by the Company to IEPF during the year. Details of shares transferred have been uploaded on the website of IEPF as well as the Company.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as **Annexure G** which forms part of this Report.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Company takes pride in the commitment, competence and dedication shown by its employees in all areas of its business. The Company considers people as its biggest assets and hence has put in concerted efforts in talent management and succession planning practices, strong performance management and learning,

coupled with training initiatives to ensure that it consistently develops inspiring, strong and credible leadership. Apart from continued investment in skill and leadership development of its people, the Company has also focused on employee engagement initiatives and drives aimed at increasing the culture of innovation and collaboration across all strata of the workforce. These are discussed in detail in the Management Discussion and Analysis Report forming part of the Annual Report.

The relations with the employees of the Company have continued to remain cordial.

ENVIRONMENT, HEALTH AND SAFETY

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner so as to ensure safety of all concerned, compliances of environmental regulations and preservation of natural resources.

PROTECTION OF WOMEN AT WORKPLACE

In order to comply with provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder ("POSH Act"), the Company has formulated and implemented a policy on prevention, prohibition and redressal of complaints related to sexual harassment of women at the workplace. All women employees either permanent, temporary or contractual are covered under the above policy. The said policy has been uploaded on the internal portal of the Company for information of all employees. This has been widely disseminated. An Internal Complaint Committee (ICC) has been set up in compliance with the said provisions.

Number of cases filed and their disposal under Section 22 of the POSH Act, as at March 31, 2022, is as follows:

Particulars	Numbers
Number of complaints pending as on the beginning of the financial year	Nil
Number of complaints filed during the financial year	Nil
Number of complaints pending as on the end of the financial year	Nil

PARTICULARS OF EMPLOYEES

Disclosures relating to remuneration and other details as required in terms of the provisions of Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in **Annexure H**, which forms part of this Report.

Further, in accordance with the provisions of Sections 197(12) & 136(1) of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the list pertaining to the names and other particulars of employees drawing remuneration in excess of the limits set out in the aforesaid

Rules, is kept open for inspection during working hours at the Registered Office of the Company and the Report & Accounts as set out therein are being sent to all the Members of the Company. Any Member, who is interested in obtaining these, may write to the Company Secretary at the Registered Office of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors confirm that:

- in the preparation of the Annual Accounts for the year ended March 31, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- they have prepared the annual accounts on a going concern basis;
- they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

OTHER DISCLOSURES / CONFIRMATIONS

- Neither the Chairman and Managing Director nor the Executive Director of the Company received any remuneration or commission from any of the subsidiaries of the Company.
- The Company has not issued any sweat equity shares to its directors or employees.
- The Company has not failed to implement any corporate action during the year under review.
- The disclosure pertaining to explanation for any deviation or variation in connection with certain terms of a public issue, rights issue, preferential issue, etc. is not applicable to the Company.
- The Company's securities were not suspended during the year under review.

For and on behalf of
the Board of Directors of **Bajaj Electricals Limited**

Shekhar Bajaj
Chairman & Managing Director
DIN: 00089358

E C Prasad
Chief Financial Officer
Mumbai, May 17, 2022

- There was no revision of financial statements and Board's Report of the Company during the year under review.

APPRECIATION AND ACKNOWLEDGEMENT

The Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment, which is vital in achieving the over-all growth of the Company.

The Directors places on record their appreciation for the support and co-operation the Company has been receiving from its suppliers, distributors, business partners and others associated with it as its trading partners. The Company looks upon them as partners in its progress and has shared with them the rewards of growth. It will be the Company's endeavour to build and nurture strong links with the trade based on mutuality of benefits, respect for and co-operation with each other, consistent with consumer interests. The Directors also take this opportunity to thank all Shareholders, Clients, Vendors, Banks, Government Regulatory Authorities and Stock Exchanges, for their continued support.

The Directors regret the loss of life due to COVID-19 pandemic globally and are deeply grateful and have immense respect for every person who risked their life and safety to fight this pandemic.

ANNEXURES

The following annexures form part of this Report:

- Dividend Distribution Policy – **Annexure A**;
- Disclosures of transactions pursuant to the provisions of Regulation 34(3) read with clause 2A of Part A of Schedule V of the SEBI Listing Regulations – **Annexure B**;
- Annual Report on CSR Activities – **Annexure C**;
- Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures – **Annexure D**;
- Nomination and Remuneration Policy of the Company – **Annexure E**;
- Secretarial Audit Report – **Annexure F**;
- Report on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo – **Annexure G**; and
- Disclosures under Section 197(12) of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 – **Annexure H**.

Anuj Poddar
Executive Director
DIN: 01908009

Ajay Nagle
Head of Department - Legal (and Company Secretary)
ICSI Membership No. A9855

Annexure A

DIVIDEND DISTRIBUTION POLICY

1. PREAMBLE

As per the provisions of Regulation 43A of the Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, the Company is required to formulate and disclose its Dividend Distribution Policy. Accordingly, the Board of Directors (the "Board") of Bajaj Electricals Limited (the "Company") had approved the Company's first Dividend Distribution Policy at its meeting held on March 29, 2017.

In the endeavour to provide more clarity to stakeholders on the Company's dividend distribution framework, this revised Dividend Distribution Policy ("Dividend Policy") has been framed for adoption by the Board of the Company. This Dividend Policy shall supersede the earlier policy and shall be effective from May 17, 2022.

4. PARAMETERS FOR DECLARATION OF DIVIDEND

External and Internal factors (strategic and financial) that would be considered for declaration of dividend includes:

External Factors	Internal Factors
<ul style="list-style-type: none"> State of Economy in case of uncertain or recessionary economic and business conditions; Market conditions and consumer trends; 	<ul style="list-style-type: none"> Distributable surplus available and liquidity position of the Company;
<ul style="list-style-type: none"> Prevailing taxation policy or any amendments expected thereof, with respect to dividend distribution; Statutory Obligations, Government Regulations and Taxation policies; 	<ul style="list-style-type: none"> Present & future capital requirements of the existing businesses including any acquisition; Expansion / Modernisation of existing businesses;
<ul style="list-style-type: none"> Dividend pay-out ratios of companies in the same industry; and Other external factors. 	<ul style="list-style-type: none"> Outstanding Borrowings and covenants thereof; Likelihood of crystallisation of contingent liabilities, if any; and Other internal factors.

Circumstances under which shareholders may not expect a dividend includes:

- Adverse market conditions & business uncertainty;
- Inadequacy of profits earned during the fiscal year;
- Inadequacy of cash balance;
- Large forthcoming capital requirements which are funded through internal accruals;
- Changing Government regulations; and
- Any other relevant circumstances.

Even under such (unfavorable) circumstances, the Board may, at its sole discretion, and subject to applicable rules, choose to

2. DIVIDEND DISTRIBUTION PHILOSOPHY AND OBJECTIVE

This Dividend Policy of the Company aims to strike a balance between the dual objectives of rewarding shareholders through Dividends and ploughing back earnings to support sustained growth.

The management endeavours to divide 'net earnings' into dividends and retained earnings in an optimum way to achieve the objective of wealth maximisation for shareholders.

3. DIVIDEND

The dividend represents the profit of the Company, which is distributed to shareholders in proportion to the amount of the paid-up shares they hold. Dividend includes Interim Dividend.

5. DIVIDEND PAYOUT

The Board would endeavor to maintain a **Dividend pay-out in the range of 20-40%** of the Company's Profit After Tax on standalone financials. However, the Board, at its sole discretion, may pay dividend which is higher or lower than this dividend pay-out range.

The Board may also consider declaring or recommending special dividends or one or more Interim dividends during the

year. Additionally, the Board may recommend final dividend for the approval of the shareholders at the Annual General Meeting.

The date of the Board meeting in which the dividend proposal will be considered shall be intimated to the stock exchanges and post-board meeting, the outcome of the meeting shall also be provided to the stock exchanges, as required under the SEBI Listing Regulations.

6. UTILISATION OF RETAINED EARNINGS

Subject to the applicable provisions, the retained earnings of the Company shall be applied for:

- Funding Inorganic and Organic Growth needs including working capital requirement, capital expenditure, repayment of the debt, etc. The Company can consider venturing into new markets/geographies/verticals;
- Research and Development of new products, investment in emerging technologies, etc. to increase market share;
- Capital Expenditure by way of state of art factories, technology upgradation, platform development, etc.
- Mergers and acquisitions;
- Buyback of shares subject to applicable limits;
- Payment of dividends in future years;
- Issue of Bonus Shares; and
- Any other permissible purpose.

7. PARAMETERS THAT SHALL BE ADOPTED WITH REGARD TO VARIOUS CLASSES OF SHARES

The Company has only one class of shares at this point.

8. DIVIDEND POLICY EXCLUSION

The Dividend Policy shall not be applicable in the following circumstances:

- Any distribution of cash as an alternative to payment of dividend by way of buyback of equity shares.
- Distribution of dividend in kind i.e. by the issue of fully or partly paid bonus shares or other securities.
- Determination and declaring dividends on preference shares, if any.

9. DISCLOSURES

The Dividend Policy shall be disclosed on the website of the Company i.e., www.bajajelectricals.com.

10. REVIEW AND AMENDMENT

Any or all provisions of this Dividend Policy would be subject to the revision/amendment to the SEBI Listing Regulations or related circular, notification, guidance notes issued by the Securities and Exchange Board of India or relevant authority, on the subject from time to time.

Any such amendment shall automatically have the effect of amending this Dividend Policy without the need for any approval by the Board or any of its Committees. This Dividend Policy is subject to review from time to time.

11. DISCLAIMER

This Dividend Policy neither solicits investment in the Company's securities nor gives any assurance of guaranteed returns (in any form) for investments in the Company's equity shares.

sd/-
Shekhar Bajaj
Chairman & Managing Director

Mumbai, May 17, 2022

Annexure B

Disclosures of transactions of the Company with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the Company pursuant to the provisions of Regulation 34(3) read with clause 2A of part A of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

(Amounts: ₹ in lakhs)

Name of the person or entity	Nature of Transaction	FY 2021-22		FY 2020-21	
		Transaction Value for the Year	Outstanding receivable / (payable) carried in the Balance Sheet	Transaction Value for the Year	Outstanding receivable / (payable) carried in the Balance Sheet
Jamnalal Sons Private Limited	Rent Paid	44.84	(6.30)	35.40	(3.21)
	Rent Deposit Advanced	50.00	200.00	-	150.00
	Reimbursement of Expenses	4.79	-	4.79	-
Bajaj Holdings and Investment Limited	None.	Nil	Nil	Nil	Nil

For and on behalf of
the Board of Directors of **Bajaj Electricals Limited**

Shekhar Bajaj
Chairman & Managing Director
DIN: 00089358

Anuj Poddar
Executive Director
DIN: 01908009

E C Prasad
Chief Financial Officer
Mumbai, May 17, 2022

Ajay Nagle
Head of Department - Legal (and Company Secretary)
ICSI Membership No. A9855

Annexure C

Annual Report on Corporate Social Responsibilities (CSR) Activities for the Financial Year 2021-22

1. Brief outline on CSR Policy of the Company:

The vision and philosophy of late Jamnalal Bajaj, the founder of Bajaj Group, guide the Corporate Social Responsibility (CSR) activities of the group. He embodied the concept of trusteeship in business and common good, and laid the foundation for ethical, value-based and transparent functioning.

Bajaj Group believes that true and full measure of growth, success and progress lies beyond balance sheets or conventional economic indices. It is best reflected in the difference that business and industry make to the lives of people.

Through its social investments, Bajaj Group addresses the needs of communities residing in the vicinity of its facilities by taking sustainable initiatives in the areas of health, education, environment conservation, infrastructure and community development, and response to natural calamities. For society, however, Bajaj is more than a corporate identity. It is a catalyst for social empowerment and the reason behind the smiles that light up a million faces.

At Bajaj Electricals Limited, CSR encompasses not only what we do with our profits, but also how we make them. CSR is a very useful platform to engage in all key spheres of influence such as market place, workplace, supply chain and society.

The four pillars of CSR:

- Sustainability – To ensure that the long-term business goals are aligned with sustainable development without compromising on the economic, environmental and social factor.

- Gender Diversity – To have a high performing inclusive work culture and commitment to attract and retain capable talent maintaining gender sensitivity and balance.
- Employee Volunteering – To reach out to all employees and drive the volunteering programs of the Company through collective social responsibility and strong individual commitment.
- Community Outreach Programs – To ensure the communities where we operate should also benefit.

CSR Policy:

A detailed CSR Policy was last amended by the Company on May 25, 2021, with approvals of the CSR Committee and Board of Directors. The Policy, inter alia, covers the following:

- Philosophy
- Preamble / Objective of the CSR Policy
- Vision
- Corporate Social Responsibility Committee
- Responsibilities of the Board
- CSR Programmes/Projects
- Implementation and Monitoring
- Engagement of International Organisations
- CSR Annual Action Plan
- Information Dissemination

The CSR Policy is placed on the Company's website www.bajajelectricals.com.

2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Shekhar Bajaj	Chairperson – Managing Director	2	2/2
2.	Dr. (Mrs.) Indu Shahani	Member – Independent Director		2/2
3.	Dr. Rajendra Prasad Singh*	Member – Independent Director		1/2
4.	Mr. Siddharth Mehta*	Member – Independent Director		1/2

*Mr. Siddharth Mehta, whose first term was due to expire on May 29, 2021, had conveyed his desire not to seek re-appointment for the second term, owing to his professional commitments. Accordingly, Mr. Siddharth Mehta's tenure as an Independent Director of the Company came to an end on May 29, 2021. Effective from May 29, 2021, Dr. Rajendra Prasad Singh was appointed as the member of CSR Committee.

3. The web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company: <https://www.bajajelectricals.com/miscellaneous/>
4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): Not Applicable.
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, and amount required for set off for the financial year, if any:

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
		NIL	

6. Average net profit of the Company as per Section 135(5): ₹ 16,478.92 lakh.
7. (a) Two percent of average net profit of the Company as per section 135(5): ₹ 329.57 lakh.
- (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil.
- (c) Amount required to be set off for the financial year, if any: Nil.
- (d) Total CSR obligation for the financial year (7a+7b-7c): ₹ 329.57 lakh.
8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (₹ in lakh)	Amount Unspent (₹ in lakh)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
200.39	129.18	April 28, 2022	NA	Nil	NA

(b) Details of CSR amount spent against ongoing projects for the financial year:

Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Location of the project			Project duration	Amount allocated for the project (₹ in lakh)	Amount spent in the current financial year (₹ in lakh)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (₹ in lakh)	Mode of Implementation - Through Implementing Agency		
			Local area (Yes/No)	State	District							
(1)			(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)
1.	Rain Water harvesting in Govt aided schools	Education	Yes	Maharashtra	Raigad	2021-2022	27.04	24.34	2.70	No	Bajaj Electricals Foundation (BEF)	CSR00003537
2.	Upgradation of WASH Infrastructure	Education	Yes	Gujarat	Ahmedabad	2021-2022	7.72	3.86	3.86	No	BEF	CSR00003537
3.	Scholarship program	Education	Yes	Maharashtra	Mumbai	2021-2023	56.54	14.14	42.41	No	BEF	CSR00003537
4.	Kalanand	Promotion of Arts and Culture	Yes	Maharashtra	Mumbai	2021-2022	20.00	19.45	0.55	No	BEF	CSR00003537
5.	Urban Forestation Project 1	Environment Sustainability	Yes	Tamilnadu	Chennai	2021-2023	24.75	12.38	12.37	No	BEF	CSR00003537
6.	Urban Forestation Project 2	Environment Sustainability	Yes	Maharashtra	Mumbai	2021-2022	13.36	0.67	12.69	No	BEF	CSR00003537
7.	Urban Forestation Project 3	Environment Sustainability	Yes	Maharashtra	Aurangabad	2021-2022	22.01	11.01	11.01	No	BEF	CSR00003537
8.	Solar Power Project (off grid)	Environment Sustainability	No	Meghalaya	West Garo	2021-2022	39.99	35.99	4.00	No	BEF	CSR00003537
9.	Project Cloth Bag - Alternate to plastics	Environment Sustainability	Yes	Maharashtra	Mumbai	2021-2022	10.15	6.09	4.06	No	BEF	CSR00003537
10.	Project Recycle	Environment Sustainability	Yes	Maharashtra	Mumbai	2021-2022	5.16	0.86	4.30	No	BEF	CSR00003537
11.	Upgradation of the Primary Health Centre	COVID-19 Response	No	Meghalaya	West Garo	2021-2022	23.74	21.37	2.37	No	BEF	CSR00003537
12.	Distribution of medical equipments	COVID-19 Response	No	Madhya Pradesh	Balaghat, Panna, Sheopur, Allirajpur	2021-2022	25.00	15.00	10.00	No	BEF	CSR00003537
13.	Livelihood Support to women entrepreneurs	Post COVID-19 Response	No	Rajasthan	Barmer	2021-2022	16.22	4.06	12.16	No	BEF	CSR00003537
14.	Support for education to students	Post COVID-19 Response	Yes	Maharashtra and Gujarat	Mumbai and Ahmedabad	2021-2022	4.16	3.29	0.87	No	BEF	CSR00003537
15.	School refurbishment and education support for students	Post COVID-19 Response	Yes	Maharashtra	Mumbai	2021-2022	8.55	2.73	5.82	No	BEF	CSR00003537
	Total						304.40	175.22	129.18			

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

Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes / No)	Location of the project		Amount spent for the project (₹ in lakh)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration number
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
1.	Development of sports & training for students	Education	Yes	Hyderabad	Gachibowli	11.00	No	BEF	CSR00003537
2.	COVID-19 Response – 1	COVID-19 Response	Yes	Maharashtra	Mumbai	1.76	No	BEF	CSR00003537
3.	COVID-19 Response – 2	COVID-19 Response	Yes	Maharashtra	Mumbai	2.02	No	BEF	CSR00003537
4.	COVID-19 Response	COVID-19 Response	No	Rajasthan	Barmer	4.20	No	BEF	CSR00003537
5.	COVID-19 Response	COVID-19 Response	Yes	New Delhi	New Delhi	1.00	No	BEF	CSR00003537
Total						19.98			

(d) Amount spent in Administrative Overheads: ₹ 5.20 lakh.

(e) Amount spent on Impact Assessment, if applicable: Not Applicable.

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 200.39 lakh.

(g) Excess amount for set off, if any:

Sr. No.	Particulars	Amount (₹ in lakh)
(i)	Two percent of average net profit of the company as per section 135(5)	329.57
(ii)	Total amount spent for the Financial Year	200.39
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Not Applicable
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any.	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (₹ in lakh)	Amount spent in the reporting Financial Year (₹ in lakh)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any (₹ in lakh)	Amount remaining to be spent in succeeding financial years (₹ in lakh)
(1)	(2)	(3)	(4)	(5)	(6)
1.	2020-21	204.59	37.67	Nil	166.92

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

Sr. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project Duration	Total amount allocated for the project (₹ in lakh)	Amount spent on the project in the reporting Financial Year (₹ in lakh)	Cumulative amount spent at the end of reporting Financial Year (₹ in lakh)	Status of the project - Completed / Ongoing
1.	SV/20-21/001	Upgradation of the secondary school, Karjat	2020-21	2021-2022	13.93	6.96	13.93	Completed
2.	SV/20-21/002	Upgradation of WASH Infrastructure and Smart Class, Mumbai	2020-21	2021-2022	11.00	3.30	9.90	Ongoing
3.	SV/20-21/003	Upgradation of Ashram School for Girls, Mokahda	2020-21	2021-2022	10.88	4.35	10.88	Completed
4.	AC/20-21/001	Kalanand	2020-21	2020-2022	17.25	1.73	17.25	Completed
5.	GI/20-21/001	Urban Dense Plantation, Pune	2020-21	2021-2023	17.63	7.05	15.87	Ongoing
6.	GI/20-21/002	Urban Dense Plantation, Mumbai	2020-21	2021-2022	5.01	2.00	5.01	Completed
7.	CI/20-21/001	Waste Management - Innovation in Biogas Technology	2020-21	2020-2022	17.39	6.96	17.39	Completed
8.	TC/20-21/001	Awareness on Tobacco Control program	2020-21	2021-2022	13.28	-	7.97	Ongoing
9.	TC/20-21/002	Model Tobacco Cessation Centres, Maharashtra	2020-21	2021-2024	114.40	-	-	Ongoing
10.	TC/20-21/003	Tobacco Cessation Program, Navi Mumbai	2020-21	2021-2022	14.45	1.97	1.97	Ongoing
11.	TC/20-21/004	Training and Capacity Building on Tobacco Cessation and Tobacco Free Workplace, Bengaluru	2020-21	2021-2022	26.40	-	-	Ongoing
12.	TC/20-21/005	Training and Capacity Building of Dental Students, Mumbai	2020-21	2021-2022	4.01	1.67	1.67	Ongoing
13.	TC/20-21/006	Certification of Tobacco Cessation Intervention Initiatives, Mumbai	2020-21	2021-2022	4.80	1.68	1.68	Ongoing
Total					270.42	37.67	103.50	

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

(asset-wise details).

- (a) Date of creation or acquisition of the capital asset(s). – Not Applicable.
- (b) Amount of CSR spent for creation or acquisition of capital asset. - Not Applicable.
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. - Not Applicable.
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset). - Not Applicable.

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

sd/-

Shekhar Bajaj

Chairman & Managing Director and
Chairman of CSR Committee

Mumbai, May 17, 2022

Annexure D

FORM AOC-1

[Pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of subsidiary, associate and joint venture

Part A: Subsidiary

				(Amount: ₹ in lakh)
Sr. No.	Particulars	Nirlep Appliances Private Limited	Starlite Lighting Limited	Bajel Projects Limited ("Bajel")
1.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable	Not Applicable	Not Applicable [Refer Note below]
2.	Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Not Applicable	Not Applicable	Not Applicable
3.	Share capital	743.56	5,750.00	50.00
4.	Reserves & surplus	(4,152.03)	(40,409.94)	(9.50)
5.	Total assets	7,221.97	16,914.24	45.72
6.	Total liabilities	10,630.47	51,574.18	5.21
7.	Investments	-	-	-
8.	Turnover	6,929.81	19,192.75	-
9.	Profit/(Loss) before taxation	(701.75)	(3,983.23)	(9.50)
10.	Provision for taxation	4.80	-	-
11.	Profit/(Loss) after taxation	(706.55)	(3,983.23)	(9.50)
12.	Proposed dividend	-	-	-
13.	% of shareholding of the Company in the subsidiary	100.00	88.48	100.00

Note: Bajel has been incorporated on January 19, 2022, and hence, pursuant to provisions of Section 2(41) of the Companies Act, 2013, the first financial year of Bajel shall end on March 31, 2023. The above details are provided basis the management reviewed financials of Bajel as at March 31, 2022.

Names of subsidiaries which are yet to commence operations: Nil

Names of subsidiaries which have been liquidated or sold during the year: Nil

Part B: Associate and Joint Venture

Sr. No.	Particulars	Hind Lamps Limited (Associate)
1.	Date on which the associate or joint venture was associated or acquired	January 7, 1952
2.	Latest audited Balance Sheet date	March 31, 2022
3.	Shares of associate/joint venture held by the Company on the year end	
	Number of equity shares	1140000
	Amount of investment in associate / joint venture	Nil
	Extent of holding %	19.00

Sr. No.	Particulars	Hind Lamps Limited (Associate)
4.	Description of how there is significant influence	As per Section 2(6) of the Act, "associate company", in relation to another company, means a company in which that other company has a significant influence, but which is not a subsidiary of the Company having such influence and includes a joint venture company. For the purposes of this clause, "significant influence" means control of at least 20% of total share capital, or of business decisions under an agreement. The Company is in a position to influence the operating and financial policies of this company.
5.	Reason why the associate / joint venture is not consolidated	Impaired post Demerger
6.	Net worth attributable to Shareholding as per latest audited / unaudited Balance Sheet	₹ 22.35 lakh
7.	Profit / (Loss) for the year	
	i. Considered in Consolidation	-
	ii. Not Considered in Consolidation	₹ (0.01) lakh

Names of associates or joint ventures which are yet to commence operations: Nil

Names of associates or joint ventures which have been liquidated or sold during the year: Nil

For and on behalf of
the Board of Directors of **Bajaj Electricals Limited**

Shekhar Bajaj
Chairman & Managing Director
DIN: 00089358

E C Prasad
Chief Financial Officer
Mumbai, May 17, 2022

Anuj Poddar
Executive Director
DIN: 01908009

Ajay Nagle
Head of Department - Legal (and Company Secretary)
ICSI Membership No. A9855

Annexure E

NOMINATION AND REMUNERATION POLICY

1. REGULATORY FRAMEWORK

1.1. This policy ("Policy") of Bajaj Electricals Limited ("Company"/"BEL") has been prepared and adopted in accordance with the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") alongwith circulars issued thereunder, including any statutory modifications or re-enactments thereof for the time being in force.

1.2. Section 178(3) of the Act and Part D of Schedule II of SEBI LODR Regulations requires the Nomination and Remuneration Committee ("Committee") to formulate the criteria for determining qualifications, positive attributes and independence of a director, recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees, criteria for evaluation of performance, board diversity etc.

1.3. The Committee shall review the Policy periodically and may amend the same from time to time, as deemed necessary.

2. OBJECTIVES OF THIS POLICY

This policy aims to formulate certain criteria for the following activities with regards to its directors, key managerial personnel, senior management and employees:

- 2.1. Selection, appointment and removal;
- 2.2. Remuneration;
- 2.3. Evaluation of performance;
- 2.4. Board diversity.

3. DEFINITIONS

3.1. "Key Managerial Personnel" or "KMP" in relation to the Company, means-

- 3.1.1. the Chief Executive Officer or the managing director or the manager;
- 3.1.2. the company secretary;
- 3.1.3. the whole-time director;
- 3.1.4. the Chief Financial Officer;
- 3.1.5. such other officer, not more than one level below the directors who is in Whole-time employment, designated as key managerial personnel by the Board; and
- 3.1.6. such other officer as may be prescribed.

3.2. "Net Profit" shall be calculated as per section 198 of the Act.

3.3. "Senior Management" shall mean officers/personnel of the Company who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.

4. CRITERIA FOR APPOINTMENT OF DIRECTORS, KMP AND SENIOR MANAGEMENT

4.1. The Committee shall formulate criteria for determining qualifications, positive attributes and independence of a director. The Committee may consider this Policy and the below provisions of this Policy as guidance.

4.2. The person to be appointed as a Director, KMP or in the senior management should possess adequate qualification, experience and expertise for the position he or she is considered for, considering various factors including the Company's strategy and requirements.

4.3. The Committee shall have the discretion to decide whether such qualification, experience and expertise of the person is sufficient for him or her to effectively discharge duties of the concerned position.

4.4. The person to be appointed as Director, KMP or in the senior management, should possess impeccable reputation for integrity, efficiency, expertise and insight in sectors or areas relevant to the Company's industry or otherwise demonstrate relevant qualities.

4.5. In case of a Director, such person's personal and professional standing must be such that it helps him or her to best complement the other Board members thereby contributing effectively towards Company's growth.

4.6. The Committee shall consider the potential candidates on merit alone.

4.7. In case of a Director, such person must also fulfil the minimum and/or maximum age criteria as applicable under the provisions of the Act and SEBI LODR Regulations and take necessary approvals from the shareholders in this regard in case of directors above the maximum age criteria as well as comply with other requirements of law at the time.

4.8. In case of an Independent Director, he or she should meet the requirements of the Act and SEBI LODR Regulations concerning independence of directors.

5. APPOINTMENT AND REMOVAL OF DIRECTORS, KMP AND SENIOR MANAGEMENT

5.1. The Committee shall ensure that the size and composition of the Board satisfies the applicable law including provisions of the Act and SEBI LODR Regulations.

5.2. The Committee shall identify persons who are qualified to become directors, KMPs and who may be appointed in the senior management with regard to the attributes as specified under clause 4 of this Policy and such other qualifications or attributes as the Committee or board may deem necessary from time to time.

Explanation – For the purpose of this clause, “appointed in the senior management” means:

- (i) induction/appointment of persons/officers/personnel of the Company as members of the core management team of the Company as on date called as the ‘Core Management Committee’; and
- (ii) appointment of person/officer/personnel as the company secretary or chief financial officer of the Company.

5.3. The Committee while considering a person for appointment as director, shall verify that the said person has not been debarred or disqualified from being appointed as directors of companies by the Securities and Exchange Board of India (“SEBI”) and/or Ministry of Corporate Affairs or any other statutory authority.

5.4. The Committee shall then recommend the identified candidates to the Board for final selection and appointment.

5.5. In case of directors, the Committee shall ensure that the number of directorships held by each director in other companies is below the specified limit under the Act and SEBI LODR Regulations and amendments made from time to time.

5.6. The Committee shall also ensure that any person appointed as independent director does not have any material pecuniary relationship with the Company, its holding, subsidiary or associate company, or company's promoters or directors, except receiving remuneration as a director or having transaction not exceeding 10% of his total income or such amount as prescribed, during the current financial year or two immediately preceding financial years and also satisfies other criteria for determining independence as specified under the Act, SEBI LODR Regulations and amendments made from time to time.

5.7. A whole-time KMP of the Company shall not hold office at the same time in more than one Company except in its subsidiary company. However, a whole-time KMP can be appointed as a director in any company subject to the provisions of the Act and/or SEBI LODR Regulations and in accordance with the policy of the Company.

5.8. The Committee shall review the performance of the Board from time to time.

5.9. The Board shall ensure and satisfy itself that plans are in place for orderly succession of the board of directors and senior management.

5.10. The Committee may recommend removal of any director or KMP to the Board with reasons in writing explaining the breach of company policy or any disqualifications or other such criteria for removal in line with the provisions of the Act and/or SEBI LODR Regulations or for other reasons.

5.11. The Board will have the discretion to retain the whole-time directors, KMP and senior management personnel in the same position/remuneration or otherwise, even after attaining the retirement age, if they deem fit for the benefit of the Company.

6. TERMS OF APPOINTMENT

6.1. Managing Director / Whole – Time Director / Executive Director / Non-executive Director

6.1.1. The Board shall appoint or re-appoint any person as a managing director, whole-time director, executive director or manager for a term not exceeding five years (5 years) at a time subject to approval by the members at the next general meeting.

6.1.2. Not less than two-thirds of the total number of directors (excluding independent directors) shall be persons whose period of office is liable to determination by retirement of directors by rotation and be appointed by the Company in general meeting; and at every annual general meeting, one-third of such of the directors for the time being as are liable to retire by rotation, or if their number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office as per the provisions of the Act.

6.1.3. The directors retiring by rotation at every annual general meeting shall be those who have been longest in the office since last appointment; the retiring director amongst directors appointed on the same day shall be determined by a lot.

6.1.4. At the annual general meeting at which a director retires by rotation, the Company may fill up the vacancy either by appointing the retiring director or some other person as may be deemed fit.

6.2. Independent Director

6.2.1. The term of appointment of an Independent Director shall be up to five (5) years but he or she shall be eligible

for re-appointment on passing of a special resolution by the Company and disclosure of such appointment shall be made in the Board's Report.

6.2.2. No independent director shall hold office for more than two consecutive terms but shall become eligible for appointment after expiration of three years (3 years) cool off period, provided that he or she shall not be appointed or associated with the Company in any other capacity, either directly or indirectly during such period.

6.3. KMP and senior management

6.3.1. The term of appointment and subsequent retirement of KMPs and senior management shall be as per the provisions of the law including the Act, SEBI LODR Regulations, and prevailing policy of the Company.

7. CRITERIA FOR RECOMMENDATION OF REMUNERATION

7.1. Executive Directors / Whole- Time Directors / Managing Directors

7.1.1. The remuneration to the Managing Director and other Executive directors shall be broadly divided into fixed and variable components. The fixed components shall comprise of monthly salary, allowances, perquisites, amenities and other retirement benefits. The variable component shall comprise of performance based annual commission and/or incentives. The performance criteria are individual performance based on annual targets, Company's performance and recent compensation trends in the industry.

7.1.2. Subject to provisions of the Act and SEBI LODR Regulations, the remuneration payable shall be approved by the Board of Directors at the time of appointment subject to approval by shareholders of the Company.

7.1.3. The overall remuneration payable to all the directors of the Company including managing director and whole-time directors in respect of any financial year shall not exceed 11% of the net profits of the Company.

7.1.4. Remuneration payable to any one managing director; or whole-time director or manager shall not exceed 5% of the net profits of the Company and if there is more than one such director, the remuneration shall not exceed 10% of the net profits of all such directors and manager taken together.

7.1.5. Payment of remuneration in excess of the above statutory limits shall be done by recording of clear reason and justification and obtaining approval of shareholders through special resolution as per the

provisions of the Act, SEBI LODR Regulations and amendments made thereto from time to time.

7.1.6. The fees and compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting if –

- i. The annual remuneration payable to such executive director exceeds rupees five crore (5 crore) or 2.5 percent (2.5%) of the net profits of the Company, whichever is higher; or
- ii. Where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 percent (5%) of the net profits of the Company.

Such approval shall be valid only till the expiry of the term of such director.

7.1.7. In any financial year, if the Company has no profits or its profits are inadequate, the remuneration payable to its directors, including Managing Director and/or other Executive Director(s), shall be governed by the provisions of Schedule V to the Act subject to the approval of the shareholders of the Company.

7.2. Independent Directors / Non-executive Directors

7.2.1. The remuneration to Non-Executive Directors shall consist of sitting fees for attending Board/ Committee meetings, commission and other reimbursements.

7.2.2. Non-Executive Directors shall be paid commission upto an aggregate amount not exceeding 1 % of the net profits of the Company for the year. The payment of commission shall be based on their attendance at the board and the committee meetings as member.

7.2.3. All the Non-executive Directors shall be paid commission on uniform basis.

7.2.4. The Independent directors shall not be entitled to any stock options under the stock option scheme of the Company.

7.2.5. The Company shall undertake Directors and Officers insurance ('D and O insurance') for all their independent directors of such quantum and for such risks as may be determined by the board of directors.

7.3. KMP, Senior Management and other employees

7.3.1. In respect KMPs, senior management and other employees the remuneration shall be payable based on the person's performance, Company's performance, targets achieved, industry benchmark and compensation trends in the industry.

7.3.2. The remuneration shall consist of monthly salary, bonus, perquisites, KPI and other retirement benefits as per the prevailing policy of the Company.

7.3.3. The Committee shall recommend to the Board and finalise the salary and other perks remuneration in whatever form payable to the senior management.

7.4. Employee Stock Options

As permissible under the provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014 (as re-enacted), the eligible permanent employees and directors (other than promoter directors and independent directors) of the Company shall be eligible for Stock Options pursuant to Employee Stock Option Scheme of the Company.

7.5. Other common criteria

The Committee shall also consider the following criteria with regards to recommendation of remuneration:

7.5.1. the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate potential candidates of the quality required to run the Company successfully;

7.5.2. relationship of remuneration to performance shall be clear and able to meet appropriate performance benchmarks;

7.5.3. in line with best governance practices and legal requirements;

7.5.4. remuneration to directors, KMPs and senior management shall involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals; and

7.5.5. ensure high quality of work.

8. CRITERIA FOR EVALUATION OF PERFORMANCE OF DIRECTORS

8.1. The evaluation process for performance of the Board, its Committees and directors shall be carried out as per the provisions of the Act and the SEBI LODR Regulations.

8.2. The Committee shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out by the Board and also review its implementation and compliance.

8.3. Each director shall be provided with a questionnaire to be filed up, providing feedback on the overall functioning of the Board and its committees.

8.4. The questionnaire shall cover various parameters such as composition structure with independent directors and woman director with relevant skills, experience, knowledge and diversity, understanding of members on their respective roles and responsibilities, discharge of key functions & other responsibilities under the law, etc.

8.5. The directors shall also be asked to provide their suggestions for areas of improvements to ensure higher degree of engagement with the management.

8.6. The Independent Directors shall have a meeting at least once in a year to review the performance and evaluation of the non-independent directors and the entire Board as a whole including the Chairman.

8.7. The evaluation of individual directors shall be carried out considering factors such as their attendance & participation, approach to board & senior management especially for risk management & meeting competition challenges, maintaining confidentiality and other related factors as may be deemed necessary in this exercise.

8.8. The evaluation of independent directors shall be done by the entire board of directors (excluding the directors being evaluated) with respect to –

8.8.1. performance of the directors; and

8.8.2. fulfillment of the independence criteria as per the provisions of the Act and SEBI LODR Regulations and their independence from the management.

9. BOARD DIVERSITY

9.1. Board diversity is an important aspect that makes use of differences in the skills, regional and industrial experience, background, gender and other distinctions to gain competitive advantage in the market.

9.2. Board diversity shall be such that it ensures that the Board is comprised of adequate number of members with diverse experience and skills, such that it best serves the governance and strategic needs of the Company.

9.3. The Committee shall periodically review the size and composition of the Board to ensure its structure in terms of different perspectives, skills and expertise in the board room.

9.4. The Committee shall strive to maintain a proper balance in terms of diversity in gender, thought, experience, knowledge and perspective when recommending persons for appointment to the Board.

10. DISCLOSURE REQUIREMENTS

10.1. The Company shall disclose in its Corporate Governance Report, a chart or a matrix setting out the skills/expertise/competence of the board of directors specifying the following:

10.1.1. The list of core skills/ expertise/ competencies identified by the board of directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board; and

10.1.2. The names of directors who have such skills/ expertise/ competence.

10.2. The Company shall also disclose in its Corporate Governance Report a confirmation that in the opinion of the board, the independent directors fulfill the conditions specified in SEBI LODR Regulations and are independent of the management.

10.3. The Corporate Governance Report shall also include detailed reasons for the resignation of any independent director who resigns before the expiry of his or her tenure along with a confirmation by such director that there are no other material reasons other than those provided.

10.4. This policy shall be uploaded on the website of the Company i.e. www.bajajelectricals.com.

10.5. The salient features of this policy and any changes made therein in brief along with a weblink to the policy shall be provided in the Board's Report.

11. LIMITATION AND AMENDMENT

11.1. In the event of any conflict between the provisions of this policy and the Act or SEBI LODR Regulations or any other statutory requirements, rules, regulations, enactments, the provisions of such Act or SEBI LODR Regulations or any other statutory requirements, rules, regulations, enactments, the provisions shall prevail over this policy.

11.2. Any subsequent amendment/modification in SEBI LODR Regulations, Act and/ or applicable laws in this regard shall automatically apply to this policy.

sd/-

Shekhar Bajaj

Mumbai, February 4, 2021

Chairman & Managing Director

Annexure F

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

For The Financial Year Ended March 31, 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 & Rule 9 of the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
BAJAJ ELECTRICALS LIMITED
45/47, Veer Nariman Road, Mumbai – 400001.

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2022 according to the provisions of:

1. The Companies Act, 2013 (the 'Act') and the Rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – Not applicable as the Company has not delisted / proposed to delist its equity shares from any stock exchange during the financial year under review;
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018– Not applicable as the Company has not bought back / proposed to buy back its securities during the financial year under review; and
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

OTHER APPLICABLE LAWS:

- i. The Factories Act, 1948 & the Central Rules or concerned State Rules, made thereunder;
- ii. Boilers Act, 1923 & Rules made thereunder;
- iii. Environment Protection Act, 1986;
- iv. The Water (Prevention & Control of Pollution) Act, 1974 read with water (Prevention & Control of Pollution) Rules, 2011;

CORPORATE OVERVIEW

- v. The Legal Metrology Act, 2009 read with the Legal Metrology (Packaged Commodity) Rules, 2011;
- vi. The Indian Copyright Act, 1957;
- vii. The Patents Act, 1970;
- viii. The Trade Marks Act, 1999;
- ix. The Contract Labour (Regulations and Abolition) Act, 1970 & its Central Rules / concerned State Rules;
- x. Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Rules/ Scheme thereunder;
- xi. Employers Liability Act, 1938;
- xii. Equal Remuneration Act, 1976;
- xiii. Employees State Insurance Act, 1948 and Rules made thereunder;
- xiv. The Minimum Wages Act, 1948 & its Central Rules / concerned State Rules/ Notification of Minimum Wages applicable to various class of industries /Trade;
- xv. The Payment of Wages Act, 1936 & its Central Rules / concerned State Rules, if any;
- xvi. The Payment of Bonus Act, 1965 & its Central Rules / concerned State Rules, if any;
- xvii. The Payment of Gratuity Act, 1972 & its Central Rules / concerned State Rules, if any;
- xviii. The Maternity Benefit Act, 1961 & its Rules;
- xix. The Industrial Employment (Standing Orders) Act, 1946 & its Rules;
- xx. The Apprentices Act, 1961 & its Rules;
- xxi. The Workmen's Compensation Act, 1923;
- xxii. The Industrial Disputes Act, 1947;
- xxiii. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- xxiv. The Information Technology Act, 2000;
- xxv. The Competition Act, 2002;
- xxvi. The Goods and Services Tax, 2017;
- xxvii. The Customs Act, 1972;
- xxviii. The Income Tax Act, 1961 and
- xxix. The Central Excise Act, 1944.

We have relied on the representations made by the Company, its Officers and Reports of the Statutory Auditor for the systems and

STATUTORY REPORTS

mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

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

We further report that:

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

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

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes book.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period:

1. The Company during the financial year 2021-2022 has allotted 3,37,495 (Three Lakh Thirty-Seven Thousand Four Hundred and Ninety-Five) equity shares of ₹ 2 each fully paid up, on the following dates, to the employees of the Company on their exercise of stock options granted to them under the Company's ESOP 2011 / ESOP 2015 Schemes and vested in their favour:
 - a) On June 10, 2021 – 1,01,640 equity shares;
 - b) On September 03, 2021 – 1,02,700 equity shares;
 - c) On December 13, 2021 – 72,870 equity shares;
 - d) On March 17, 2022 – 60,285 equity shares;
2. As per the Shareholders Agreement (SHA) dated February 22, 2007 executed by and between Bajaj Electricals Limited ("the Company"), Starlite Lighting Limited ("SLL") and its promoters:
 - i. The Company received a letter of Intent dated January 2, 2021 from the promoters of SLL, expressing their intention to relinquish and transfer in entirety their controlling interest and management rights in SLL.

Annexure to Secretarial Auditors' Report

ii. The Company invested Rs. 45,00,00,000 (Rupees Forty-Five Crore Only) into the paid-up equity capital of SLL towards subscription of 4,50,00,000 (Four Crore Fifty Lakh) equity shares at the issue price of Rs. 10 each.

shares of the face value of Rs. 100 at an option price of Rs. 679.05. Further the total equity shareholding of the Company in Nirlep Appliances Private Limited was increased from 79.85 % to 99.63 %.

3. The Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT, Mumbai"), on February 21, 2022 has directed the Company to convene a meeting of the equity shareholders of the Company on Tuesday, May 31, 2022 at 11:00 am Through Video Conferencing (VC) / Other Audio Visual Means (OAVM) for consideration and approval of the Scheme of Merger by Absorption of Starlite Lighting Limited ("Transferor Company") with the Company and their respective Shareholders ("Scheme") under Sections 230 to 232 (read with other applicable provisions) of the Companies Act, 2013, and rules framed thereunder as approved by the Board in its meeting held on May 25, 2021.

5. The Company in its board meeting held on February 8, 2022 approved draft scheme of Arrangement between Bajaj Electricals Limited ("Demerged Company") and Bajel Projects Limited ("Resulting Company") and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

For Anant B Khamankar & Co.

sd/-

Anant Khamankar

FCS No. – 3198

CP No. – 1860

UDIN: F003198D000314421

Date: May 13, 2022

Place: Mumbai

4. As per Share Purchase and Shareholders Agreement (SPSA) executed on June 15, 2018 by and between the Company, Nirlep Appliances Private Limited and its Shareholders, the Company acquired an additional 1,47,061 (19.78 %) equity

To,

The Members,

Bajaj Electricals Limited

45/47, Veer Nariman Road,

Mumbai – 400 001.

Our Secretarial Audit Report for the Financial Year ended March 31, 2022, of even date is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to the secretarial compliances.

3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

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

Disclaimer

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

6. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

For Anant B Khamankar & Co.

sd/-

Anant Khamankar

FCS No. – 3198

CP No. – 1860

Date: May 13, 2022

Place: Mumbai

Annexure G

Report on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

[Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

A. Conservation of Energy

(i) The steps taken or impact on conservation of energy:

A. At Ranjangaon Unit:

- Unity power factor maintained throughout FY 2021-22 at RU1 and RU2;
- 39 Timer Control Circuits installed in Hydraulic Power Pack in shop floors at RU1 and RU2;
- Variable Frequency Drive (VFD) installed in Electric Overhead Traveling (EOT) cranes in HM shop at RU1;
- 48 Astronomical Timers provided to shop lights at RU1, and 126 Astronomical Timers provided to shop lights at RU2;
- 'Air blower with LPG/Propane Firing' in place of 'Compressed Air & LPG/Propane Firing' in vertical furnace at Old TLT Shop - Furnace 1;
- Interlock of Cooling Tower with Machine Hydraulic Pack of EP1, EP2 and Ficep CNC;
- VFD installed to Scrubber Motor 60 HP and timer introduced for reducing frequency when production is off;
- Installed Sequential Timer to water pump which will start and stop the pump every hour and therefore pump motor will run for 50% of the existing running time;
- Interlock of Cooling Tower with Machine Hydraulic Pack of EP1, EP2 and Ficep CNC;
- Installed Motion Sensor to Kettle Burner Area for 10 (ten) lamps;

B. At Chakan Unit:

- Motion detector sensor for light switching in office toilets, office entrance gangway, compressor room, DG room, store mezzanine floor, BSR entrance;
- Astronomical Timers provided to shop floor overhead lights;
- Astronomical Timers provided to streetlights;
- Compressor motor VFD panel installed in Fan and LED divisions;
- Power factor correction add smaller capacitor steps in APFC;
- Interlock in assembly line belt conveyor overhead batten lights on/off when conveyor is off.

(ii) The steps taken by the Company for utilising alternate sources of energy:

- At Ranjangaon Unit, 297 KWP rooftop solar panels are installed at RU2 (installed) and RU1 (in progress), with a capital investment of ₹ 117.83 lakh.
- At Chakan Unit, 625424 KWH solar energy generated through 605 KWP rooftop solar panels.

(iii) The capital investment on energy conservation equipments:

- A capital investment of ₹ 250 lakh on solar panel at Ranjangaon Unit;
- A capital investment of ₹ 1.40 lakh on scrubber VFD at Ranjangaon Unit;
- A capital investment of ₹ 5 lakh on modification in vertical furnace at Ranjangaon Unit.
- At Chakan Unit, compressor motor VFD panel installed in fan division at a capital investment of ₹ 2.78 lakh and in LED division at a capital investment of ₹ 2.61 lakh.
- A capital investment of ₹ 0.56 lakh on installation of Motion Detector Sensor at Chakan Unit.

- A capital investment of ₹ 0.29 lakh on installation of Astrological Timer for the shop floor overhead lights at Chakan Unit.
- A capital investment of ₹ 0.24 lakh on installation of Astrological Timer for the streetlights at Chakan Unit.
- A capital investment of ₹ 0.36 lakh on power factor correction (by adding smaller capacitor steps) in APFC at Chakan Unit.

(iv) Total energy consumption and energy consumption per unit of production:

- Total energy consumption at Ranjangaon Units was 26,27,810 KWH and average unit per ton of production was at 106.13 KWH/MT.
- Total energy consumption at Chakan Unit was 6,33,215 KWH and average power unit per set for fan was 0.14 units and for LED was 0.42 units.

(v) Impact of the energy conservation measures for reduction of energy consumption and consequent impact on the cost of production of goods:

- Obtained Unity Power Factor thereby received incentives for Ranjangaon Unit.
- Power Cost Per Unit Set (Fan) at 1.3 Rs./unit for Chakan Unit;
- Power Cost Per Unit Set (LED) at 3.85 Rs./unit for Chakan Unit.

B. Technology Absorption

(i) The efforts made towards technology absorption:

- Upgradation of Pole Closing Machine at RU1;
- Modification of Pole Closing and Welding SPM at RU2 from SAW welding to MIG welding of Delta Make;
- Motor and gearbox upgradation of Pole Straightening Machine at RU1;
- Powder coating line overhead conveyor gear box pully changed to increase the speed of overhead conveyor in paint shop at Chakan Unit;
- In pretreatment shop, a modification made in the existing kage and increased the capacity to 33% at Chakan Unit;
- 600MM Model Blade Painting Jigs are modified to increase productivity at 100% in paint shop at Chakan Unit;
- VFD installed in assembly and packing line to control conveyor motor speed at Chakan Unit.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution: Improvement in productivity.

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): Not applicable.

(iv) The expenditure incurred on Research and Development (R&D):

(Amount: ₹ in lakh)	
Particulars	Amount
(a) Capital	173.65
(b) Recurring	2,966.10
(c) Total	3,139.75
(d) Total R&D expenditure as a percentage of turnover (in %)	0.66

C. Foreign Exchange Earnings and Outgo

The foreign exchange earned in terms of actual inflows and the foreign exchange outgo in terms of actual outflows during the year.

(Amount: ₹ in lakh)	
Particulars	Amount
Earned (Export)	8,651.63
Used (Import)	45,166.88

For and on behalf of
the Board of Directors of **Bajaj Electricals Limited**

Shekhar Bajaj

Chairman & Managing Director
DIN: 00089358

Anuj Poddar

Executive Director
DIN: 01908009

E C Prasad

Chief Financial Officer
Mumbai, May 17, 2022

Ajay Nagle

Head of Department - Legal (and Company Secretary)
ICSI Membership No. A9855

Annexure H

Information Pursuant to the Provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Particulars	Particulars			
	Name of the Director	Category	Ratio to median Remuneration	
1. Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year	Shekhar Bajaj	Executive Director	86.47 : 1	
	Anuj Poddar		61.58 : 1	
	Madhur Bajaj	Non-Executive Director	1.57 : 1	
	Rajiv Bajaj		0.79 : 1	
	Pooja Bajaj		1.87 : 1	
	Harsh Vardhan Goenka	Independent Director	1.72 : 1	
	Shailesh Haribhakti		3.29 : 1	
	Dr. Rajendra Prasad Singh		3.39 : 1	
	Dr. Indu Shahani		3.78 : 1	
	Munish Khetrapal		1.77 : 1	
	Siddharth Mehta*		0.98 : 1	
	2. Percentage increase/(decrease) in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	Name of the Director, Chief Executive Officer or Company Secretary		Percentage increase / (decrease) in remuneration
		Shekhar Bajaj		(11.71)
Anuj Poddar		42.63		
Madhur Bajaj		33.33		
Rajiv Bajaj		(20.00)		
Pooja Bajaj		31.03		
Harsh Vardhan Goenka		40.00		
Shailesh Haribhakti		36.73		
Dr. Rajendra Prasad Singh		30.19		
Dr. Indu Shahani		30.51		
Munish Khetrapal		44.00		
Siddharth Mehta*		(63.64)		
E C Prasad (CFO)**		49.91		
Ajay Nagle (CS)		(0.45)		
Anant Purandare (CFO)**		103.75		
3. Percentage increase in the median remuneration of employees in the financial year			21.76	
4. Number of permanent employees on the rolls of Company			2,272	

Particulars	Particulars
5. Average percentile increase/(decrease) already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Average increase in remuneration of Managerial Personnel – 4.92% Average increase in remuneration of employees other than the Managerial Personnel – 22.23% The Managerial Personnel compensation is linked to Profit Before Tax and linked to the performance of the Company.
6. Affirmation that the remuneration is as per the remuneration policy of the Company	The remuneration is as per the Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and Other Employees of the Company, formulated pursuant to the provisions of Section 178 of the Companies Act, 2013.

* Mr. Siddharth Mehta, whose first term was due to expire on May 29, 2021, had conveyed his desire not to seek re-appointment for the second term, owing to his professional commitments. Accordingly, Mr. Siddharth Mehta's tenure as an Independent Director of the Company came to an end on May 29, 2021.

** The Board of Directors of the Company, at its meeting held on May 25, 2021, has: (a) Taken on record the retirement of Mr. Anant Purandare, President & Chief Financial Officer and Key Managerial Personnel of the Company, with effect from the close of business hours on June 30, 2021, upon his attaining the age of superannuation; and (b) Considered and approved the appointment of Mr. E C Prasad, then Vice President – Finance and Finance Controller of the Company, as the new Chief Financial Officer and Key Managerial Personnel of the Company with effect from the start of business hours on July 1, 2021.

For and on behalf of
the Board of Directors of **Bajaj Electricals Limited**

Shekhar Bajaj

Chairman & Managing Director
DIN: 00089358

Anuj Poddar

Executive Director
DIN: 01908009

E C Prasad

Chief Financial Officer
Mumbai, May 17, 2022

Ajay Nagle

Head of Department - Legal (and Company Secretary)
ICSI Membership No. A9855

Report on Corporate Governance

The Directors present the Company's Report on Corporate Governance for the financial year ended March 31, 2022, in terms of Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

"Business should be pursued with a view to benefit the poor, not just to become a millionaire or a billionaire."

- Jamnalal Bajaj

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The ethical values are the foundation of Company's governance philosophy which over the past eight decades of the Company's existence has become a part of its culture. We feel proud to belong to a Company whose visionary founders laid the foundation stone for good governance long back and made it an integral principle of the business. We strongly believe that in business, there is something more important than just top line and bottom line and hence, each of us needs to strive towards producing our very best in all we do, so that, we not only fulfill the needs of each and every consumer, but also far exceed their expectations. This is what has set us apart and this may be the very reason that we have been able to enjoy a very special relationship with our consumers. After all, when you strive, with every sinew to be the best you can be, it will show.

Corporate Governance is about commitment to values and ethical business conduct. Our actions are governed by our values and principles, which are reinforced at all levels within the Company. We are committed to doing things the right way which means taking business decisions and acting in a way that is ethical and is in compliance with applicable legislations.

The Company emphasises on the need for complete transparency and accountability in all its dealings to protect stakeholders interests. The governance framework encourages the efficient utilisation of resources and accountability for stewardship. The Board considers itself as the custodian of trust and acknowledges its responsibilities towards stakeholders for wealth creation sustainably and responsibly.

GOVERNANCE STRUCTURE

The Corporate Governance structure of the Company is as follows:

Board of Directors: The Board is entrusted with an ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board

provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosures.

Committees of the Board: The Board has constituted the following Committees viz, Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Risk Management Committee, Corporate Social Responsibility Committee, Finance Committee and Committee of Independent Directors. Each of the aforesaid Committees has been mandated to operate within a given framework.

Chairman & Managing Director: The primary role of the Chairman & Managing Director is to provide leadership to the Board in achieving goals of the Company. He is responsible for transforming the Company into a worldclass organisation. He is responsible, inter-alia, for the working of the Board and for ensuring that all relevant issues are placed before the Board and that all Directors are encouraged to provide their expert guidance on the relevant issues raised in the meetings of the Board. He is also responsible for formulating the corporate strategy along with other members of the Board.

Executive Director: The Executive Director, as a member of the Board and Core Management Committee, contributes to the strategic management of the Company's businesses within Board approved direction and framework. He assumes overall responsibility for strategic management of business and corporate functions including its governance processes and top management effectiveness.

Non-Executive Directors including Independent Directors: Non-Executive Directors play a critical role in balancing the functioning of the Board by providing independent judgements on various issues raised in the Board meetings like formulation of business strategies, monitoring of performances, etc.

Core Management Committee: The main function of the Core Management Committee is strategic management of the Company's businesses within the Board approved direction

and framework, ensuring that effective systems are in place for appropriate reporting to the Board on important matters. The Core Management Committee is headed by the Chairman & Managing Director and has business & functional heads as its members, which looks after the management of the day-to-day affairs of the Company.

BOARD OF DIRECTORS

The Company's Board comprises people of eminence and repute who bring the required skills, competence and expertise that allow them to make effective contribution to the Board and its Committees.

The Board takes care of the business and stakeholders' interest. The Non-Executive Directors, including the Independent Directors are well qualified, experienced and renowned persons from the fields of industrial, manufacturing, general corporate management, finance, law, media, corporate strategy, technical, marketing and other allied background. The Board Members take an active part at the Board and Committee Meetings and provide valuable guidance to the Management on various aspects of business, governance and compliance, amongst others. The Board's guidance provides foresight, enhances transparency and adds value in decision-making. The Company is managed by the Board in coordination with the senior management team.

None of the Non-Executive Directors have attained the age of Seventy-five (75) years.

Composition and category of the Board as on March 31, 2022

As per Regulation 17(1)(b) of the SEBI Listing Regulations, where the Chairman is executive or a promoter, at least one half of the Board of the Company should consist of independent directors.

The Board has identified the following skill sets with reference to its business and industry which are available with the Board:

Name of the Director	Core Skills/Competencies/Expertise in specific functional area
Mr. Shekhar Bajaj	Industrialist, Electrical Consumer Durables Industry domain, Experience in managing a large business conglomerate, Business Strategy and Corporate Management.
Mr. Anuj Poddar	A Chartered Accountant with strong professional experience across consumer and other industries, Business Strategy and Corporate Management.
Mr. Madhur Bajaj	Industrialist, Experience in managing a large industrial conglomerate.
Mr. Rajiv Bajaj	Industrialist, Experience in managing a large industrial conglomerate.
Ms. Pooja Bajaj	Strong commercial acumen.
Mr. Harsh Vardhan Goenka	Industrialist, Experience in managing a large business conglomerate.
Mr. Shailesh Haribhakti	Experience in Auditing, Tax and Risk Advisory Services.
Dr. (Mrs.) Indu Shahani	Academics, Education.
Dr. Rajendra Prasad Singh	Experience in managing a large industrial conglomerate.
Mr. Munish Khetrpal	Technology professional with extensive leadership experience across global markets.

The composition and strength of the Board is reviewed from time to time for ensuring that it remains aligned with statutory as well as business requirements.

The Board of Directors as at the end of March 31, 2022, comprised of ten (10) Directors viz. one (1) Executive Director - Promoter, one (1) Executive Director – Non Promoter, three (3) Non-Executive Directors – Promoters including one Woman Director, and five (5) Non-Executive Directors - Independent Directors, including one (1) Independent Woman Director, and accordingly, has the following composition:

Category of Directors	No. of Directors	%
Executive Directors	2	20.00
Non-Executive Directors, Non-Independent	3	30.00
Non-Executive Directors, Independent	5	50.00

The Chairman of the Board is an Executive Director. Independent Directors constitute half of the total Board strength.

Board Diversity

The Company has over the years been fortunate to have eminent persons from diverse fields to serve as Directors on its Board. Pursuant to the SEBI Listing Regulations, the Nomination and Remuneration Policy of the Company ensures diversity of the Board in terms of experience, knowledge, perspective, background, gender, age and culture. The Policy is posted on the Company's website at: www.bajajelectricals.com.

Directors' profile

The brief profiles of all the members of Board are available on the website of the Company: www.bajajelectricals.com.

Board meetings

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiaries. The Board meetings are pre-scheduled and a tentative annual calendar of the Board meeting is circulated to the Directors well in advance to facilitate them to plan their schedules accordingly. In case of business exigencies, the Board's approval is taken through circular resolutions. The circular resolutions are noted at the subsequent Board meeting.

The notice and detailed agenda along with the relevant notes and other material information are sent in advance to each Director and in exceptional cases tabled at the meeting with the approval of the Board. This ensures timely and informed decisions by the Board. The Board reviews the performance of the Company vis-à-vis the budgets/targets.

Number of meetings of the Board

During the financial year 2021-22, the Board met eight times, viz. April 30, 2021, May 25, 2021, August 11, 2021, November 12, 2021, December 9, 2021, January 3, 2022, February 8, 2022, and March 29, 2022. The gap between any two meetings has been less than one hundred and twenty days.

Attendance record of directors

Composition of the Board and attendance record of directors for the financial year 2021-22:

Name of the director	Category	Relationship with other directors	No. of Board Meetings attended	Whether attended last AGM
Mr. Shekhar Bajaj	Chairman & Managing Director, Executive	Brother of Madhur Bajaj, father-in-law of Pooja Bajaj	8/8	Yes
Mr. Anuj Poddar	Executive Director	-	7/8	Yes
Mr. Madhur Bajaj	Non-executive	Brother of Shekhar Bajaj	8/8	Yes
Mr. Rajiv Bajaj	Non-executive	-	4/8	Yes
Ms. Pooja Bajaj	Non-executive	Daughter-in-law of Shekhar Bajaj	8/8	Yes
Mr. Harsh Vardhan Goenka	Non-executive, independent	-	8/8	Yes
Mr. Shailesh Haribhakti	Non-executive, independent	-	8/8	Yes
Dr. (Mrs.) Indu Shahani	Non-executive, independent	-	8/8	Yes
Dr. Rajendra Prasad Singh	Non-executive, independent	-	8/8	Yes
Mr. Munish Khetrpal	Non-executive, independent	-	8/8	Yes
Mr. Siddharth Mehta*	Non-executive, independent	-	2/8	NA

*Mr. Siddharth Mehta, whose first term was due to expire on May 29, 2021, had conveyed his desire not to seek re-appointment for the second term, owing to his professional commitments. Accordingly, Mr. Siddharth Mehta's tenure as an Independent Director of the Company came to an end on May 29, 2021.

Information placed before the Board

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of the SEBI Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as a part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meetings.

Post meeting mechanism

The important decisions taken at the Board / Committee meetings are communicated to the concerned department / division.

Board support

The Company Secretary attends the Board Meetings and advises the Board on compliances with applicable laws and governance.

Duties and functions of the Board

The duties of Board of Directors have been enumerated in SEBI Listing Regulations, Section 166 (read with Schedule IV) of the Companies Act, 2013 (the "Act") (Schedule IV is specifically for Independent Directors). There is a clear demarcation of responsibility and authority amongst the Board of Directors.

Meeting of Independent Directors

During the year under review, the independent directors met on May 25, 2021 and March 29, 2022, inter alia to discuss (i) evaluation of the performance of Non Independent Directors and the Board of Directors as a whole; (ii) evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors; (iii) evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties; and (iv) other related matters. These meetings were attended by all the independent directors.

Opinion of the Board

The Board hereby confirms that, in its opinion, the independent directors on the Board fulfil the conditions specified in the SEBI Listing Regulations and the Act and are independent of the management. A formal letter of appointment given to independent directors as provided in the Act has been issued and disclosed on website of the Company: www.bajajelectricals.com.

Directorships and Memberships of Committees

Number of directorships/committee positions of directors as on March 31, 2022:

Name of the director	Directorships			Committee positions held in listed and unlisted public limited companies	
	In equity Listed companies	In unlisted public limited companies	In private limited companies	As Member (including as Chairman)	As Chairman
Mr. Shekhar Bajaj	4	5	5	4	1
Mr. Anuj Poddar	1	1	-	-	-
Mr. Madhur Bajaj	5	-	4	-	-
Mr. Rajiv Bajaj	5	2	5	-	-
Ms. Pooja Bajaj	1	-	-	1	1
Mr. Harsh Vardhan Goenka	5	2	2	-	-
Mr. Shailesh Haribhakti	7	3	9	10	4
Dr. (Mrs.) Indu Shahani	4	2	3	8	2
Dr. Rajendra Prasad Singh	2	2	1	1	-
Mr. Munish Khetrpal	1	-	-	-	-

Note:

None of the directors hold office as a director, including as an alternate director, in more than twenty companies at the same time. None of them has directorships in more than ten public companies. For reckoning the limit of public companies, directorships of private companies that are either holding or subsidiary company of a public company are included and directorships in dormant companies are excluded. No Independent Director holds any alternate directorship.

As per declarations received, none of the directors serves as an independent director in more than seven equity listed companies. Further, the Managing Director and Executive Director of the Company does not serve as an independent director in more than three equity listed companies and in fact not even in a single entity.

None of the directors was a member in more than ten committees, nor a chairperson in more than five committees across all companies in which he/she was a director.

For the purpose of considering the limit of the committees on which a director can serve, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies and companies under Section 8 of the Act have been excluded. Only audit committee and stakeholders' relationship committee are considered for the purpose of reckoning committee positions.

Directorships in equity listed Companies

Name of equity listed entities where directors of the Company held directorships as on March 31, 2022:

Particulars	Name of listed entities	Category
Mr. Shekhar Bajaj	Bajaj Electricals Limited	Chairman & Managing Director, Executive
	Hercules Hoists Limited	Chairman, Non-Executive, Non-Independent
	Bajaj Auto Limited	Non-Executive, Non-Independent
	Bajaj Holdings & Investments Limited	Chairman, Non-Executive, Non-Independent Director-Chairperson related to Promoter
Mr. Anuj Poddar	Bajaj Electricals Limited	Executive
Mr. Madhur Bajaj	Bajaj Electricals Limited	Non-Executive, Non-Independent
	Bajaj Holdings & Investment Limited	Non-Executive, Non-Independent
	Bajaj Finance Limited	Non-Executive, Non-Independent
	Bajaj Finserv Limited	Non-Executive, Non-Independent
	Bajaj Auto Limited	Non-Executive, Non-Independent
Mr. Rajiv Bajaj	Bajaj Electricals Limited	Non-Executive, Non-Independent
	Bajaj Holdings & Investment Limited	Non-Executive, Non-Independent
	Bajaj Finance Limited	Non-Executive, Non-Independent
	Bajaj Finserv Limited	Non-Executive, Non-Independent
	Bajaj Auto Limited	Managing Director and CEO, Executive
Ms. Pooja Bajaj	Bajaj Electricals Limited	Non-Executive, Non-Independent
Mr. Harsh Vardhan Goenka	Bajaj Electricals Limited	Non-executive, Independent
	RPG Life Sciences Limited	Chairman, Non-Executive, Non-Independent- Chairperson related to Promoter
	CEAT Limited	Chairman, Non-Executive, Non- Independent- Chairperson related to Promoter
	KEC International Limited	Chairman, Non-Executive, Non-Independent- Chairperson related to Promoter
Mr. Shailesh Haribhakti	Zensar Technologies Limited	Chairman, Non-Executive, Non-Independent
	Bajaj Electricals Limited	Non-executive, Independent
	Torrent Pharmaceuticals Limited	Non-executive, Independent
	ACC Limited	Non-executive, Independent
	Ambuja Cements Limited	Non-executive, Independent
	Blue Star Limited	Non-executive, Independent
	Future Lifestyle Fashions Limited	Non-executive, Independent
L&T Finance Holdings Limited	Non-executive, Independent	
Dr. (Mrs.) Indu Shahani	Bajaj Electricals Limited	Non-executive, Independent
	United Spirits Limited	Non-executive, Independent
	Clariant Chemicals (India) Limited	Non-executive, Independent
Dr. Rajendra Prasad Singh	Colgate-Palmolive (India) Limited	Non-executive, Independent
	Bajaj Electricals Limited	Non-executive, Independent
Mr. Munish Khetrpal	Jyoti Structures Limited	Chairman, Non-Executive, Independent- Chairperson
	Bajaj Electricals Limited	Non-executive, Independent

D&O Insurance for Directors

The Company has taken Directors and Officers Insurance (D&O) for all its Directors and Members of the Senior Management for such quantum and for such risks as determined by the Board.

Familiarisation Programme for Independent Directors

At the time of appointing an Independent Director, a formal letter of appointment is given to him / her, which inter alia explains the role, function, duties and responsibilities expected from him / her as a Director of the Company. The Director is also explained in detail the compliances required from him / her under the Act, the SEBI Listing Regulations and other statutes and an affirmation is obtained. The Chairman & Managing Director also have a one to one discussion with the newly appointed Director to familiarise him / her with the Company's operations. Further, on an ongoing basis as a part of agenda of Board / Committee meetings, presentations are regularly made

to the Independent Directors on various matters inter-alia covering the Company's and its subsidiary, associate and joint venture companies operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters.

The details of the familiarisation programme for Directors are available on the Company's website: www.bajajelectricals.com.

Plans for orderly succession for appointments

The Company believes that sound succession plans for the senior leadership are very important for creating a robust future for the Company. The Nomination and Remuneration Committee work along with the Human Resource team of the Company for a structured leadership succession plan.

GOVERNANCE CODES

Code of Business Conduct & Ethics

The Company has adopted Code of Business Conduct & Ethics ("the Code") which is applicable to the Board of Directors and all employees of the Company. The Board of Directors and the members of senior management team of the Company are required to affirm compliance of this Code on an annual basis. A declaration signed by the Chairman & Managing Director of the Company to this effect is placed at the end of this Report. The Code requires Directors and employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the Company's website: www.bajajelectricals.com.

Disclosure on conflict of interests

Each Director informs the Company on an annual basis about the Board and the Committee positions he/she occupies in other companies including as Chairman and notifies changes during the year. The members of the Board while discharging their duties, avoid conflict of interest in the decision-making process. The members of Board restrict themselves from participating in any discussions and voting in transactions in which they have concern or interest.

Insider Trading Code

The Company has adopted a 'Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and its Immediate Relatives' ("the IT Code") in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended ("PIT Regulations"). The IT Code is applicable to promoters, member of promoter group, all Directors and such designated employees

who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said PIT Regulations. The Company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)' ("Fair Disclosure Code") in compliance with the PIT Regulations.

This Fair Disclosure Code is displayed on the Company's website: www.bajajelectricals.com.

COMMITTEES OF THE BOARD

The Board of Directors has constituted Board Committees to deal with specific areas and activities which concern the Company and require a closer review. The Board Committees are formed with the approval of the Board and they function under their respective Charters. These Committees play an important role in the overall management of the day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals and take necessary steps to perform the duties entrusted by the Board. The minutes of the Committee meetings are placed before the Board for noting.

(A) Audit Committee

Audit Committee is entrusted with the responsibility to supervise the Company's financial reporting process and internal controls. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Act and the provisions of Regulation 18 of the SEBI Listing Regulations.

As on March 31, 2022, the Audit Committee comprised of three (3) Directors i.e. Mr. Shailesh Haribhakti as the Chairman and Dr. (Mrs.) Indu Shahani and Dr. Rajendra Prasad Singh as its members. All members of the Audit Committee are financially literate and bring in expertise in the fields of finance, taxation, economics, legal, risk and international finance. The Committee functions in accordance with its terms of reference that defines its authority, responsibility and reporting function. The Company Secretary acts as the convener to the Audit Committee.

Meetings and Attendance

The Audit Committee met seven (7) times during the financial year 2021-22. The maximum gap between two meetings was not more than 120 days. The Committee met on April 30, 2021, May 25, 2021, August 11, 2021, November 12, 2021, January 3, 2022, February 8, 2022 and March 29, 2022. The requisite quorum was present at all meetings. The Chairman of the Audit Committee was present at the last AGM of the Company held on August 11, 2021.

The attendance of the Audit Committee members:

Sr. No.	Name of Directors	Position	Category	No. of meetings attended
1.	Mr. Shailesh Haribhakti	Chairperson	Independent Director	7/7
2.	Mr. Rajendra Prasad Singh	Member	Independent Director	7/7
3.	Dr. (Mrs.) Indu Shahani	Member	Independent Director	7/7
4.	Mr. Siddharth Mehta*	Member	Independent Director	2/7

*Mr. Siddharth Mehta, whose first term was due to expire on May 29, 2021, had conveyed his desire not to seek re-appointment for the second term, owing to his professional commitments. Accordingly, Mr. Siddharth Mehta's tenure as an Independent Director of the Company came to an end on May 29, 2021.

Terms of reference and functions of Audit Committee

The terms of reference of the Audit Committee as stated below is in line with what is mandated in Regulation 18 of the SEBI Listing Regulations and Section 177 of the Act:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Modified Opinion(s) in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval including the financial statements, in particular, the investments made by unlisted subsidiary(ies);
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of the related party transactions;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. To review the utilization of loans, advances or both in the subsidiary company(ies) which shall not exceed Rs.100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on 1 April 2019;
22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee) submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. Appointment, removal and terms of remuneration of the Chief Internal Auditor;

The attendance of the Nomination and Remuneration Committee members:

Sr. No.	Name of Directors	Position	Category	No. of meetings attended
1.	Dr. (Mrs.) Indu Shahani	Chairperson	Independent Director	4/4
2.	Mr. Shekhar Bajaj	Member	Executive Director (Chairman & Managing Director)	4/4
3.	Mr. Shailesh Haribhakti	Member	Independent Director	3/4
4.	Mr. Rajendra Prasad Singh	Member	Independent Director	4/4
5.	Mr. Siddharth Mehta*	Member	Independent Director	1/4

*Mr. Siddharth Mehta, whose first term was due to expire on May 29, 2021, had conveyed his desire not to seek re-appointment for the second term, owing to his professional commitments. Accordingly, Mr. Siddharth Mehta's tenure as an Independent Director of the Company came to an end on May 29, 2021.

6. Statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations, 2015; and
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document / prospectus /notice in terms of Regulation 32(7) of SEBI Listing Regulations, 2015.
7. Compliance with the provisions of Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and verify that the systems for internal control are adequate and are operating effectively.

Internal Controls and Governance Processes

The Company continuously invests in strengthening its internal controls and processes. The Audit Committee formulates a detailed audit plan for the year for the internal auditor. The Internal Auditors attend the meetings of the Audit Committee and submit their recommendations to the Audit Committee and provide a road map for the future.

(B) Nomination and Remuneration Committee

As on March 31, 2022, the Nomination and Remuneration Committee comprised of four (4) Directors viz. Dr. (Mrs.) Indu Shahani as the Chairperson, and Mr. Shekhar Bajaj, Mr. Shailesh Haribhakti, and Dr. Rajendra Prasad Singh as its members. The Company Secretary acts as the convener to the Committee.

Meetings and Attendance

The Nomination and Remuneration Committee met four (4) times during the financial year 2021-22 i.e. on May 25, 2021, August 11, 2021, November 12, 2021 and February 8, 2022. The requisite quorum was present at all the meetings. The Chairperson of the Nomination and Remuneration Committee was present at the last AGM of the Company held on August 11, 2021.

Terms of reference and functions of Nomination and Remuneration Committee

The broad terms of reference of Nomination and Remuneration Committee as stated below is in compliance with Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations:

1. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal, and shall specify the manner for effective evaluation of performance of Board, its Committees, Chairperson and individual directors to be carried out by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
2. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
3. While formulating the policy, to ensure that:
 - a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
4. To take into account financial position of the Company, trend in the industry, appointees qualifications, experience, past performance, past remuneration, etc., and bring about objectivity in determining the remuneration package while striking a balance between the interest of the Company and the shareholders while approving the remuneration payable to managing director, whole time director or manager.
5. To lay down / formulate the evaluation criteria for performance evaluation of independent directors and the Board.
6. To devise a policy on Board diversity.
7. To ensure 'Fit & Proper' status of the proposed/existing directors.

8. To recommend to Board, whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
9. To review and approve the remuneration and change in remuneration payable to whole-time directors.
10. To recommend to Board, all remuneration payable to senior management (i.e. members of the core management team one level below the chief executive officer/managing director/whole time director and shall specifically include Company Secretary and Chief Financial Officer).
11. To act as the Compensation Committee under SEBI (Share Based Employee Benefits) Regulations, 2014 (including amendment thereof) to determine the quantum of Employee Stock Options to be granted to the employees under Company's ESOP Plans; determine eligibility for grant of ESOPS; decide the procedure for making a fair and reasonable adjustment in case of corporate actions; procedure and terms for the grant, vest and exercise of Employee Stock Option; procedure for cashless exercise of Employee Stock Options, etc.
12. To undertake specific duties as may be prescribed by the Board from time to time.

Remuneration Policy

The Board on the recommendation of Nomination and Remuneration Committee has framed a Nomination and Remuneration Policy ("Policy"), providing a) Selection, appointment and removal; b) Remuneration; c) Evaluation of performance; and d) Board diversity. The Policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent. The Policy is displayed on the Company's website: www.bajajelectricals.com.

Criteria for recommendation of remuneration

a) Non-Executive Directors remuneration:

The remuneration of Non-Executive Directors is determined within the limits prescribed under Section 197 of the Act read with the Rules framed thereunder and SEBI Listing Regulations. The Non-Executive Directors of the Company receive remuneration by way of sitting fees for attending the Board and Committee meetings and commission as detailed below:

- (i) Sitting fees of ₹ 1,00,000 for each meeting of the Board and Audit Committee, and ₹ 50,000 for each meeting of other Committees attended by the Director, as approved by the Board within the overall limits prescribed under the Act;

- (ii) Payment of commission on an annual basis of ₹ 1,00,000 for each meeting of the Board and Audit Committee attended by the Director, subject to the ceiling of 1% of the net profit of the Company prescribed under the Act as approved by the Members in the Eightieth (80th) AGM held on August 7, 2019;
- (iii) Reimbursement of travelling and other related expenses incurred by the Non-Executive Directors for attending the Board and Committee meetings;
- (iv) Independent Directors and any employee/director of the Company, who is a promoter or belongs to the promoter group are not entitled to participate in ESOPs of the Company.

The service contract, notice period and severance fees are not applicable to Non-Executive Directors.

b) Executive Directors' remuneration:

The appointment and remuneration of Executive Directors i.e., of Chairman & Managing Director and Executive Director, is governed by the recommendation of Nomination and Remuneration Committee and resolutions passed by the Board and Shareholders of the Company.

The terms and conditions of appointment and the remuneration payable to:

- (i) Mr. Shekhar Bajaj, Chairman & Managing Director, as approved by the Members of the Company by way of special resolution dated December 23, 2019 passed through postal ballot, can be accessed at weblink: www.bajajelectricals.com.
- (ii) Mr. Anuj Poddar, Executive Director, as approved by the Members of the Company by way of special resolutions passed at the Annual General Meetings held on August 7, 2019, and August 11, 2021, respectively, can be accessed at weblink: www.bajajelectricals.com.

The remuneration package of Executive Directors' comprises of salary, commission, perquisites and allowances, and contributions to provident fund and other retirement benefits as approved by the shareholders

at the general meetings. Annual increments are linked to performance and are decided by Nomination and Remuneration Committee and recommended to the Board for approval thereof. The Company has no stock option plans for the promoter executive directors/non-executive directors and only non-promoter executive directors are eligible for stock option plans.

During the financial year 2021-22, the Company did not advance any loans to any of the directors.

The tenure of office of the Managing Director and Executive Director is for 5 (five) years from their respective dates of appointment and can be terminated by either party by giving three months' notice in writing. There is no separate provision for payment of severance fees.

c) Remuneration Criteria for the Key Managerial Personnel (KMP) and other employees:

Remuneration of KMP and other employees largely consists of basic salary, perquisites, allowances and performance incentives. The components of total remuneration vary for different grades and are governed by industry patterns, qualifications and experience of the employee, responsibilities handled by him/her, his/her annual performance, etc. The performance pay policy links the performance pay of each employee to his/her individual, business unit and an overall Company's performance on parameters aligned to the Company's objectives.

Remuneration drawn by the Directors during the financial year 2021-22

The remuneration paid to the Directors is in accordance with the provisions of the Act and has been duly approved by Members of the Company. None of the Directors of the Company has any pecuniary relationship with the Company. The remuneration paid to the Non-Executive Directors does not exceed the threshold specified in Regulation 17(6)(ca) of the SEBI Listing Regulations and no approval of the shareholders by Special Resolution was called for. Also, the remuneration of Managing Director and Executive Director were paid as per the terms of their remuneration approved by shareholders by way of respective special resolutions under Sections 196, 197, 198, 203, Schedule V and any other applicable provisions of the Act or SEBI Listing Regulations.

The remuneration drawn by the Directors during the year is set out below:

Executive Directors

Particulars	(Amount: ₹ in lakh)				
	Salary and allowances	Perquisites	Retiral benefits	Commission payable	Total
Mr. Shekhar Bajaj	244.21	120.88	84.79	430.19	880.07
Mr. Anuj Poddar	444.56*	16.65	22.14	143.40	626.75

* Includes performance linked incentive of ₹ 92.50 lakhs.

As on March 31, 2022, Mr. Shekhar Bajaj held 18,14,639 equity shares in the Company. Further, Mr. Anuj Poddar does not hold any equity shares in the Company; however, he holds 1,10,000 stock options under the Company's ESOP Scheme.

Non-Executive Directors

Name of the Non- Executive Director(s)	Sitting Fees (₹)	Commission provided for financial year 2021-22 (₹)	Total (₹)	Number of equity shares and convertible instruments held as at March 31, 2022
Mr. Madhur Bajaj	8,00,000	8,00,000	16,00,000	2,00,000
Mr. Rajiv Bajaj	4,00,000	4,00,000	8,00,000	Nil
Ms. Pooja Bajaj	11,00,000	8,00,000	19,00,000	19,89,875
Mr. Harsh Vardhan Goenka	9,50,000	8,00,000	17,50,000	Nil
Mr. Shailesh Haribhakti	18,50,000	15,00,000	33,50,000	Nil
Dr. (Mrs.) Indu Shahani	23,50,000	15,00,000	38,50,000	Nil
Dr. Rajendra Prasad Singh	19,50,000	15,00,000	34,50,000	Nil
Mr. Munish Khetrpal	10,00,000	8,00,000	18,00,000	Nil
Mr. Siddharth Mehta*	6,00,000	4,00,000	10,00,000	NA

*Mr. Siddharth Mehta, whose first term was due to expire on May 29, 2021, had conveyed his desire not to seek re-appointment for the second term, owing to his professional commitments. Accordingly, Mr. Siddharth Mehta's tenure as an Independent Director of the Company came to an end on May 29, 2021.

Performance Evaluation

Pursuant to the provisions of the Act and the SEBI Listing Regulations, the Board has carried out the annual evaluation of its own performance, its Committees and Directors individually. A structured questionnaire was prepared covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of independent directors was done by the entire Board, excluding the director being evaluated. A separate exercise was carried out to evaluate the performance of Individual Directors. The Chairman of the Board of Directors interacted with all the Directors individually to get an overview of the functioning of the Board/Committees, inter alia, on the following broad criteria i.e., attendance and level of participation at meetings of the Board/committees, independence of judgment exercised by Independent Directors, interpersonal relationship and so on. The detailed criteria for such an evaluation is available on the website of the Company at <https://www.bajajelectricals.com/miscellaneous/>.

The performance evaluation of the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The performance evaluation of the Executive Chairman of the Company was also carried out by

the Independent Directors, taking into account the views of the Executive Director and Non- Executive Directors.

A consolidated summary of the ratings given by each Director was then prepared. The report of performance evaluation was then discussed and noted by the Board.

Based on the inputs received from the Directors, an action plan is being drawn up in consultation with the Directors to encourage their greater engagement with the Company.

(C) Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee comprises of three (3) Directors i.e. Ms. Pooja Bajaj as the Chairperson, and Dr. (Mrs.) Indu Shahani and Mr. Shekhar Bajaj as its members. The Committee is governed by a Charter.

Mr. Ajay Nagle, Company Secretary has been designated as Compliance Officer of the Company. He has also been appointed as the nodal officer in line with statutory requirements.

Meetings and Attendance

The Stakeholders' Relationship Committee met four (4) times during the financial year 2021-22 i.e. on July 10, 2021, September 3, 2021, December 13, 2021 and March 17, 2022. The requisite quorum was present at all the meetings.

The attendance of the Stakeholders' Relationship Committee members:

Sr. No.	Name of Directors	Position	Category	No. of meetings attended
1.	Ms. Pooja Bajaj	Chairperson	Non- Executive Director	4/4
2.	Mr. Shekhar Bajaj	Member	Executive Director	4/4
3.	Dr. (Mrs.) Indu Shahani	Member	Independent Director	4/4

Terms of reference

The terms of reference of Stakeholders' Relationship Committee are as under:

- To resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, nonreceipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings, etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company.
- Issue and allotment of equity and/or preference shares.
- Issue of new share certificate on allotment.
- Issue of duplicate / split / consolidated share certificates.
- To settle any question, difficulty or doubts of the shareholders that may arise with regards to the issue and allotment of shares.
- Reference to Board of Directors in case of any question, doubts or difficulty in respect of issue, allotment, transfer of shares and any shareholders grievances, if necessary.

The Corporate Secretarial Department of the Company and the Registrar and Share Transfer Agent, Link Intime India Private Limited attend to all grievances of the shareholders received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. The minutes of Stakeholders' Relationship Committee meetings are circulated to and noted by the Board.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their updated telephone numbers and e-mail addresses to facilitate prompt action.

Details of Shareholders' complaints received, resolved and pending during the financial year 2021-22:

Investors Complaints	No. of complaints
Pending at the beginning of the year	Nil
Received during the year	2
Disposed off during the year	2
Remaining unresolved at the end of the year	Nil

(D) Risk Management Committee

As on March 31, 2022, the Risk Management Committee comprised of three (3) Directors and two (2) management personnel i.e., Mr. Shekhar Bajaj as the Chairman and Mr. Anuj Poddar, Dr. (Mrs.) Indu Shahani, Mr. E C Prasad (Chief Financial Officer) and Mr. Rishiraj Haldankar (Head of Department - Audit) as its members. The Committee is governed by a Charter. The Company Secretary acts as the convener to the Committee.

The composition of the Committee is in conformity with the SEBI Listing Regulations, with majority of members being Directors of the Company.

During the year under review, the Committee met twice i.e., on September 20, 2021 and March 17, 2022. The requisite quorum was present at all the meetings. The gap between any two meetings has been less than one hundred and eighty days.

The attendance of the Risk Management Committee members:

Sr. No.	Name of Directors	Position	Category	No. of meetings attended
1.	Mr. Shekhar Bajaj	Chairperson	Executive Director	2/2
2.	Mr. Anuj Poddar	Member	Executive Director	2/2
3.	Dr. (Mrs.) Indu Shahani	Member	Independent Director	2/2
4.	Mr. E C Prasad*	Member	Management Personnel	2/2
5.	Mr. Rishiraj Haldankar	Member	Management Personnel	2/2
6.	Mr. Siddharth Mehta**	Member	Independent Director	NA
7.	Mr. Anant Purandare*	Member	Management Personnel	NA

*The Board of Directors of the Company, at its meeting held on May 25, 2021, has: (a) Taken on record the retirement of Mr. Anant Purandare, President & Chief Financial Officer and Key Managerial Personnel of the Company, with effect from the close of business hours on June 30, 2021, upon his attaining the age of superannuation; and (b) Considered and approved the appointment of Mr. E C Prasad, then Vice President – Finance and Finance Controller of the Company, as the new Chief Financial Officer and Key Managerial Personnel of the Company with effect from the start of business hours on July 1, 2021.

**Mr. Siddharth Mehta, whose first term was due to expire on May 29, 2021, had conveyed his desire not to seek re-appointment for the second term, owing to his professional commitments. Accordingly, Mr. Siddharth Mehta's tenure as an Independent Director of the Company came to an end on May 29, 2021.

The Committee may diverge from these responsibilities and may assume such other responsibilities as it deems necessary or appropriate in carrying out its functions. The role and responsibilities of the Risk Management Committee shall include such other items as may be prescribed by applicable law or the Board in compliance with applicable law, from time to time. The performance of the Committee shall be reviewed by the Board periodically.

(E) Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was constituted to undertake various corporate social responsibility related activities as envisaged in the Company's Corporate Social Responsibility Policy with the composition consisting of Mr. Shekhar Bajaj, as the Chairman of the Committee, and Dr. (Mrs.) Indu Shahani and Dr. Rajendra Prasad Singh, Independent Directors of the Company as its members.

During the financial year 2021-22, the Committee met twice i.e., on May 25, 2021, and March 29, 2022. The requisite quorum was present at all meetings.

The attendance of the Corporate Social Responsibility Committee members:

Sr. No.	Name of Directors	Position	Category	No. of meetings attended
1.	Mr. Shekhar Bajaj	Chairperson	Executive Director	2/2
2.	Dr. (Mrs.) Indu Shahani	Member	Independent Director	2/2
3.	Dr. Rajendra Prasad Singh*	Member	Independent Director	1/2
4.	Mr. Siddharth Mehta**	Member	Independent Director	1/2

**Mr. Siddharth Mehta, whose first term was due to expire on May 29, 2021, had conveyed his desire not to seek re-appointment for the second term, owing to his professional commitments. Accordingly, Mr. Siddharth Mehta's tenure as an Independent Director of the Company came to an end on May 29, 2021.

*Dr. Rajendra Prasad Singh has been inducted as a Member of the Committee w.e.f. May 29, 2021.

(F) Finance Committee

The Company has Finance Committee comprising of three Directors viz. Mr. Shekhar Bajaj as its Chairman, and Dr. Rajendra Prasad Singh and Ms. Pooja Bajaj as its members. The Company Secretary acts as the convener to the Committee.

The Committee, inter-alia, looks into the matters related to borrowings of the Company, if any, to be made in the form of fund and non-fund based limits for the business and working capital requirements of the Company, review of the Company's insurance program, issues authority to or withdraws the authority given to the officers of the Company to open / operate / close bank accounts, besides the other powers granted to it by the Board from time to time.

During the year under review, the Committee met twice i.e., on May 7, 2021 and July 21, 2021 which were attended by Mr. Shekhar Bajaj and Ms. Pooja Bajaj, whereas, leave of absence was granted to Dr. Rajendra Prasad Singh.

(G) Committee of Independent Directors

Pursuant to the provisions of the SEBI Listing Regulations, read with SEBI Circulars CFD/DIL3/CIR/2017/21 dated March 10, 2017 and SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/215 dated November 3, 2020 (collectively, "SEBI Scheme Provisions"), the Company has Committee of Independent Directors comprising of all Independent Directors as its members. The Independent Directors elect their chairperson (for the meeting) at the start of every meeting of the Committee. The Company Secretary acts as the convener to the Committee.

The Committee looks into the matters related to scheme of arrangements of the Company and submit its report in terms of the said SEBI Scheme Provisions.

During the year under review, the Committee met twice i.e., on May 25, 2021 and February 8, 2022. Both these meetings were chaired by Mr. Shailesh Haribhakti. The requisite quorum was present at all meetings.

The attendance of the members of the Committee of Independent Directors:

Sr. No.	Name of Directors	Position	Category	No. of meetings attended
1.	Mr. Shailesh Haribhakti	Chairperson	Independent Director	2/2
2.	Mr. Harsh Vardhan Goenka	Member	Independent Director	1/2
3.	Dr. (Mrs.) Indu Shahani	Member	Independent Director	2/2
4.	Dr. Rajendra Prasad Singh	Member	Independent Director	2/2
5.	Mr. Munish Khetrpal	Member	Independent Director	2/2
6.	Mr. Siddharth Mehta*	Member	Independent Director	1/1

*Mr. Siddharth Mehta, whose first term was due to expire on May 29, 2021, had conveyed his desire not to seek re-appointment for the second term, owing to his professional commitments. Accordingly, Mr. Siddharth Mehta's tenure as an Independent Director of the Company came to an end on May 29, 2021.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report has been attached as a separate chapter and forms part of the Annual Report.

SUBSIDIARY COMPANIES

The Company has a Policy for determining Material Subsidiaries, which is in line with the SEBI Listing Regulations, and the same has been uploaded on the website of the Company viz. www.bajajelectricals.com. There is no material subsidiary of the Company and hence requirements relating to composition of Board of Directors of unlisted material subsidiary do not apply to the Company.

GENERAL BODY MEETINGS

Details of last three AGMs held

AGM	Financial Year	Date and Time	Venue	Details of Special Resolution Passed
80th	2018-19	Wednesday, August 7, 2019 at 12.30 P.M.	Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400021	a. Appointment of Mr. Anuj Poddar as an Executive Director; b. Alteration of Articles of Association of the Company; c. Borrowing by way of Issue of Securities; and d. Further Issue of Securities.
81st	2019-20	Friday, August 28, 2020 at 2.30 P.M.	Meeting through Video Conferencing / Other Audio Visual Means that was anchored at the registered office of the Company at 45-47, Veer Nariman Road, Mumbai- 400001 (the deemed venue).	a. Borrowing by way of Issue of Securities; b. Giving loan or guarantee or providing security in connection with loan availed by any of Company's subsidiary or other person specified under section 185 of the Act; and c. Amendments in the 'Bajaj Electricals Limited Employee Stock Option Plan 2015'.

AGM	Financial Year	Date and Time	Venue	Details of Special Resolution Passed
82nd	2020-21	Wednesday, August 11, 2021 at 03.00 P.M.	Meeting through Video Conferencing / Other Audio Visual Means that was anchored at the registered office of the company at 45-47, Veer Nariman Road, Mumbai- 400001 (the deemed venue).	a. Revision in the remuneration of Mr. Anuj Poddar (DIN: 01908009), Executive Director of the Company; b. Amendments in the 'Bajaj Electricals Limited Employee Stock Option Plan 2015'; and c. Borrowing by way of Issue of Securities.

Details of special resolution passed through postal ballot, the persons who conducted the postal ballot exercise and details of the voting pattern and procedure of postal ballot

During the year under review, no special resolution requiring a postal ballot was passed. Further, there is no immediate proposal for passing any resolution through postal ballot. None of the businesses proposed to be transacted in the ensuing Annual General Meeting requires passing of a special resolution through postal ballot.

MEANS OF COMMUNICATION TO SHAREHOLDERS

- The unaudited quarterly/half yearly results are announced within forty-five (45) days of the close of the quarter. The audited annual results are announced within sixty (60) days from the closure of the financial year as per the requirement of the SEBI Listing Regulations.
- The approved financial results are sent to the Stock Exchanges forthwith and published in 'Free Press Journal' (English newspaper) and 'Navshakti' (local language Marathi newspaper), within forty-eight (48) hours of approval thereof. Presently the same are not sent to the shareholders separately.
- The Company's financial results and official press releases are displayed on the Company's Website: www.bajajelectricals.com.
- All financial and other vital official news releases and documents under the SEBI Listing Regulations including any presentations made to the institutional investors or/and analysts are also communicated to the concerned stock exchanges, besides being placed on the Company's website.
- The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") are filed electronically. The Company has complied with filing submissions through BSE's BSE Listing Centre. Likewise, the said information is also filed electronically with NSE through NSE's NEAPS and Parivartan portals, as applicable.
- A separate dedicated section under "Investors Relation", on the Company's website gives information on unclaimed dividends, shareholding pattern, quarterly/half yearly results and other relevant information of interest to the investors/public.

(vii) SEBI processes investor complaints in a centralised web-based complaints redressal system i.e. SCORES. Through this system a shareholder can lodge a complaint against the Company for redressal of his grievance. The Company uploads the action taken report on the complaint which can be viewed by the shareholder. The Company and shareholder can seek and provide clarifications online through SEBI.

(viii) The Company has designated the email id: legal@bajajelectricals.com for investor relations, and the same is prominently displayed on the Company's website www.bajajelectricals.com.

AFFIRMATIONS AND DISCLOSURES

a. Related Party Transactions

All transactions entered into with the related parties as defined under the Act and Regulation 23 of the SEBI Listing Regulations during the financial year were in the ordinary course of business and on arm's length basis and are in compliance with the provisions of Section 188 of the Act. There were no materially significant transactions with related parties during the financial year. Related party transactions have been disclosed under significant accounting policies and notes forming part of the financial statements in accordance with "IND AS". A statement of transactions entered into with the related parties in the ordinary course of business and at arm's length basis is periodically placed before the Audit Committee for review and recommendation to the Board for its approval.

As required under Regulation 23(1) of the SEBI Listing Regulations, the Company has formulated a policy on dealing with related party transactions. The Policy is available on the website of the Company: www.bajajelectricals.com.

The transactions are carried out on an arm's length or fair value basis and have no potential conflict with the interest of the Company at large.

b. Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during last three financial years

There are no instances of non-compliances by the Company necessitating imposition of penalties, strictures on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter

related to capital markets, during the last three (3) years except payment of fine of ₹ 10,000 each paid to BSE and NSE for delay of one (1) day in submission of voting results of Postal Ballot held on March 26, 2019 within time specified under Regulation 44(3) of the SEBI Listing Regulations.

c. Vigil Mechanism / Whistle Blower Policy

Pursuant to provisions of Section 177(9) and (10) of the Act and the rules framed thereunder, Regulation 22 of the SEBI Listing Regulations and SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, the Company has formulated the Whistle Blower Policy which is applicable to all employees and all other persons dealing with the Company to inter alia report unacceptable improper practices and/or unethical practices and/or genuine concerns and to create awareness to report instances of leak of Unpublished Price Sensitive Information.

The whistleblower shall address all the protected disclosure to the Company Secretary and Compliance Officer of the Company. Protected disclosure against the Company Secretary should be addressed to the Chairman & Managing Director of the Company and protected disclosure against the Chairman & Managing Director should be addressed to the Chairman of the Audit Committee.

The Policy provides for adequate safeguards against victimisation to all whistleblowers who use such mechanism.

During the year under review, none of the personnel of the Company have been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website: www.bajajelectricals.com.

d. Details of Adoption of Non-Mandatory (Discretionary) Requirements

The status of compliance with the non-mandatory requirements under Regulation 27 of the SEBI Listing Regulations are as under:

The Board - The requirement relating to maintenance of office and reimbursement of expenses of Non-Executive Chairman is not applicable to the Company since the Chairman of the Company is an Executive Director.

Shareholders rights - The Company has not adopted the practice of sending out half-yearly declaration of financial performance to shareholders. Quarterly results as approved by the Board are disseminated to Stock Exchanges and updated on the website of the Company.

Modified opinion(s) in audit report - There is no modified opinion in the audit reports.

Reporting of Internal Auditor - In accordance with the provisions of Section 138 of the Act, the Company has appointed an Internal Auditor who reports to the Audit

Committee. Internal audit reports submitted on quarterly basis are reviewed by the Audit Committee and suggestion / directions, if any, are given for necessary action.

Separate posts of Chairperson and the Managing Director or the Chief Executive Officer - The Company does not have separate posts of Chairperson and the Managing Director or the Chief Executive Officer since compliance to this requirement is voluntary in nature.

e. Commodity price risk or foreign exchange risk and hedging activities

The Company has managed the foreign exchange risk with appropriate hedging activities in accordance with policies of the Company. The Company has adequate risk assessment and minimization system in place including for commodities. The Company does not have material exposure in any particular commodity. Accordingly, there is no disclosure to offer in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018.

As on March 31, 2022, there are no outstanding NCDs. Series B and Series C of the NCDs were redeemed during the Financial Year 2021-22.

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

The Company had issued on private placement basis and allotted, Unsecured, Redeemable Non-convertible Debentures (NCDs) of face value of ₹ 10,00,000/- (Rupees Ten Lakh) each, aggregating to ₹ 185 crore during the financial year 2018-19 in three series as per the terms of issue. The funds raised through issuance of NCDs have been fully utilised for the purposes specified in the issue documents and there is no deviation in the use of proceeds.

As on March 31, 2022, there are no outstanding NCDs. Series B and Series C of the NCDs were redeemed during the Financial Year 2021-22.

g. A certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board / Ministry of Corporate Affairs or any such statutory authority

The Company has received a certificate from Messrs Anant B. Khamankar & Co., Practicing Company Secretaries (Membership No. FCS 3198; CP No. 1860) to the effect that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of the companies by the Board/Ministry of Corporate Affairs or any other statutory authority. The same

forms part of this report.

h. Where the Board had not accepted any recommendation of any committee of the Board which is mandatorily required, in the relevant financial year. Not Applicable

i. Fees paid to the Statutory Auditors paid by the Company and its subsidiary

Total fees for all services paid by the Company and its subsidiary, on a consolidated basis, to S R B C & CO LLP, having ICAI Registration number 324982E/E300003, statutory auditors of the Company and other firms in the network entity of which the statutory auditors are a part, during the year ended March 31, 2022, is as follows:

Particulars	(Amount: ₹ in lakhs)
	S R B C & CO LLP and their network entities
Fees for audit and related services	176.50
Other fees	18.46
Total	194.96

l. Compliance Certificate of the Auditors

Certificate from the Company's Auditors, S R B C & Co. LLP confirming compliance with conditions of Corporate Governance as stipulated under Clause E of Schedule V of the SEBI Listing Regulations, is attached to this Report.

THE DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION 46(2) OF THE SEBI LISTING REGULATIONS

Sr. No.	Particulars	Regulations	Compliance Status (Yes/No/N.A.)	Brief Descriptions of the Regulations
1.	Board of Directors	17	Yes	<ul style="list-style-type: none"> Composition and Appointment of Directors Meetings and quorum Review of compliance reports Plans for orderly succession for appointments Code of Conduct Fees / compensation to Non-Executive Directors Minimum information to be placed before the Board Compliance Certificate by Chief Executive Officer and Chief Financial Officer Risk assessment and risk management plan Performance evaluation of Independent Directors Recommendation of Board for each item of special business
2.	Maximum number of directorships	17A	Yes	<ul style="list-style-type: none"> Directorships in listed entities

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

The details of number of complaints filed and disposed-off during the year and pending as on March 31, 2022 are given in the Directors' Report.

k. CEO and CFO Certification

Certificate issued by Mr. Shekhar Bajaj, Chairman & Managing Director (CEO) and Mr. E C Prasad, Chief Financial Officer of the Company, for the financial year under review, was placed before the Board at its meeting held on May 17, 2022, in terms of Regulation 17(8) of the SEBI Listing Regulations and the said certificate is annexed to this Report. The Chairman & Managing Director (CEO) and Chief Financial Officer also gave quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2)(a) of the SEBI Listing Regulations.

Sr. No.	Particulars	Regulations	Compliance Status (Yes/No/N.A.)	Brief Descriptions of the Regulations
3.	Audit Committee	18	Yes	<ul style="list-style-type: none"> Composition Meetings and quorum Chairperson present at Annual General Meeting Role of the Committee
4.	Nomination and Remuneration Committee	19	Yes	<ul style="list-style-type: none"> Composition Chairperson present at Annual General Meeting Meetings and quorum
5.	Stakeholders Relationship Committee	20	Yes	<ul style="list-style-type: none"> Composition Chairperson present at Annual General Meeting Meetings Role of the Committee
6.	Risk Management Committee	21	Yes	<ul style="list-style-type: none"> Composition Meetings Role of the Committee
7.	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> Vigil Mechanism for Directors and employees Adequate safeguards against victimisation Direct access to Chairperson of Audit Committee
8.	Related Party Transaction	23	Yes	<ul style="list-style-type: none"> Policy on materiality of related party transactions and dealing with related party transactions Prior approval including omnibus approval of Audit Committee for related party transactions Periodical review of related party transactions Disclosure on related party transactions
9.	Subsidiaries of the Company	24	Yes	<ul style="list-style-type: none"> Review of financial statements and investments of subsidiaries by the Audit Committee Minutes of the Board of Directors of the subsidiaries are placed at the meeting of the Board of Directors Significant transactions and arrangements of subsidiaries are placed at the meeting of the Board of Directors
10.	Secretarial Audit	24A	Yes	<ul style="list-style-type: none"> Annual Secretarial Audit Report and Annual Secretarial Compliance Report
11.	Obligations with respect to Independent Directors	25	Yes	<ul style="list-style-type: none"> Maximum directorships and tenure Meetings of Independent Directors Cessation and appointment of Independent Directors Review of Performance by the Independent Directors Familiarisation of Independent Directors Declaration from Independent Director that he / she meets the criteria of independence Directors and Officers insurance for all the Independent Directors

Sr. No.	Particulars	Regulations	Compliance Status (Yes/No/N.A.)	Brief Descriptions of the Regulations
12.	Obligations with respect to Directors and Senior Management	26	Yes	<ul style="list-style-type: none"> Memberships / Chairmanships in Committees Affirmation on compliance of Code of Conduct by Directors and Senior Management Disclosure of shareholding by Non-Executive Directors Disclosures by Senior Management about potential conflicts of interest No agreement with regard to compensation or profit sharing in connection with dealings in securities of the Company by Key Managerial Personnel, Director and Promoter
13.	Other Corporate Governance Requirements	27	Yes	<ul style="list-style-type: none"> Filing of quarterly, half-yearly and yearly compliance report on Corporate Governance
14.	Website	46(2)(b) to (i)	Yes	<ul style="list-style-type: none"> Terms and conditions of appointment of Independent Directors Composition of various Committees of the Board of Directors Code of Conduct of Board of Directors and Senior Management Personnel Details of establishment of Vigil Mechanism / Whistle-blower policy Policy on dealing with related party transactions Policy for determining material subsidiaries Details of familiarisation programmes imparted to Independent Directors

GENERAL SHAREHOLDER INFORMATION

a. Company Information

The Company is registered in the State of Maharashtra, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L31500MH1938PLC009887.

b. Information on General Body Meetings

AGM for the financial year 2021-22

Day and date	Friday, August 12, 2022
Time	03.00 p.m. (IST)
Venue	Via video conferencing/other audio-visual means
Financial year	April 1, 2021 to March 31, 2022

No EGM/Court or Tribunal Conveyed Meeting was held during the financial year 2021-22.

c. Dividend

The Board of Directors at its Meeting held on May 17, 2022, has recommended dividend payout, subject to approval of the shareholders at the ensuing AGM, of ₹ 3.00 per equity share for FY 2021-22. The dividend shall be paid to the members whose names appear on Company's Register of Members on July 29, 2022, in respect of physical shareholders and whose name appear in the list of Beneficial Owner on July 29, 2022, furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose. The dividend, if declared at the AGM, shall be paid on or after August 16, 2022.

Dividend Distribution Policy

The Company has adopted Dividend Distribution Policy in terms of the requirements of the SEBI Listing Regulations and the same is annexed with this Annual Report and is also available on the Company's website: www.bajajelectricals.com.

Dividend history for the last 10 Financial Years

Table below gives the history of dividend declared and paid by the Company in the last 10 financial years:

Sr. No.	Financial Year	Date of declaration of Dividend	Dividend Per Share
1.	2011-12	July 26, 2012	₹ 2.80
2.	2012-13	August 6, 2013	₹ 2.00
3.	2013-14	July 31, 2014	₹ 1.50
4.	2014-15	August 6, 2015	₹ 1.50
5.	2015-16	March 10, 2016	₹ 2.80
6.	2016-17	August 3, 2017	₹ 2.80
7.	2017-18	August 9, 2018	₹ 3.50
8.	2018-19	August 7, 2019	₹ 3.50
9.	2019-20	No dividend recommended	
10.	2020-21	No dividend recommended	

d. Tentative calendar for financial year ending March 31, 2023

Financial Year – 1 April to 31 March.

The tentative dates for Board Meetings for consideration of quarterly financial results are as follows:

Particulars of Quarter	Tentative dates
Q1 Results	2nd Week of August 2022
Q2 and Half Yearly Results	2nd Week of November 2022
Q3 Results	1st Week of February 2023
Q4 and Annual Results	4th Week of May 2023

The Board Meetings for approval of financial results during the year ended March 31, 2022, were held on the following dates:

Particulars of Quarter	Date of approval of financial results
Q1 Results	August 11, 2021
Q2 and Half Yearly Results	November 12, 2021
Q3 Results	February 8, 2022
Q4 and Annual Results	May 17, 2022

e. Listing on stock exchanges & stock code

Equity Shares of the Company are currently listed on the following stock exchanges:

Name of the Stock Exchange(s)	Address	Stock Code
BSE Limited	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	500031
National Stock Exchange of India Limited	Exchange Plaza, Bandra - Kurla Complex, Bandra (East), Mumbai 400 051	BAJAJELEC

The ISIN Number allotted to the Company's equity shares of face value of ₹ 2 each under the depositories (NSDL and CDSL) system is INE193E01025.

Un-secured Redeemable Non-Convertible Debentures (NCDs) of face value of ₹10,00,000 each were listed on the Wholesale Debt Market segment of National Stock Exchange of India Limited.

For the financial year 2022-23, the Company has paid annual listing fees to both the stock exchanges and annual custody/issuer fees to both the depositories.

f. The details of NCDs issued by the Company

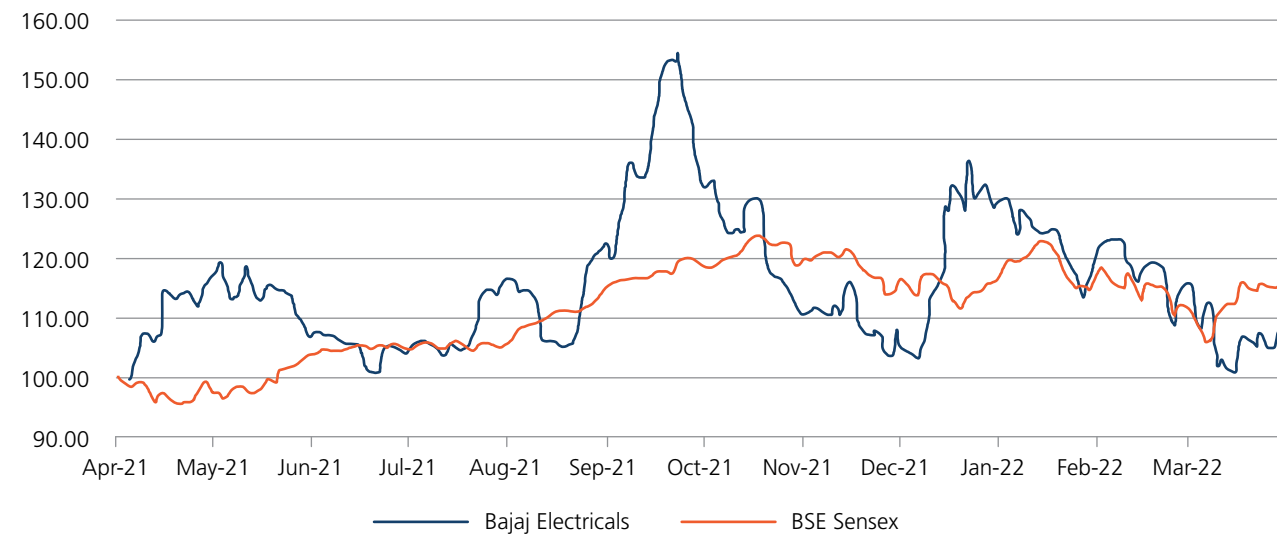
Series	ISIN	Principal amount (₹ In lakhs)	Date of Maturity	Coupon Rate %	Status (Live / Redeemed)
Option B	INE193E08020	7,500	August 20, 2021	NCDs with zero coupon at a yield to maturity of 11% p.a	Redeemed on maturity date.
Option C	INE193E08012	7,500	February 18, 2022		Early Redeemed on December 10, 2021.

g. Market Price Data

BEL Share Price on BSE vis-à-vis BSE Sensex April 2021-March 2022

Month	BSE Sensex Close	BEL Share Price			Number of shares traded during the month	Turnover (₹ in Cr.)
		High (₹)	Low (₹)	Close (₹)		
Apr-21	48,782.36	1,224.50	956.90	1,148.35	2,80,111	30.89
May-21	51,937.44	1,212.00	1,052.00	1,054.20	2,81,317	31.81
Jun-21	52,482.71	1,087.30	955.00	1,027.60	2,31,246	24.19
Jul-21	52,586.84	1,189.15	1,022.05	1,152.90	2,77,986	30.21
Aug-21	57,552.39	1,245.15	1,016.15	1,214.10	3,55,315	40.82
Sep-21	59,126.36	1,588.55	1,155.90	1,305.65	5,17,496	72.35
Oct-21	59,306.93	1,340.00	1,083.00	1,106.95	3,67,967	45.04
Nov-21	57,064.87	1,157.95	937.00	1,074.15	2,93,886	31.96
Dec-21	58,253.82	1,378.00	1,015.75	1,285.70	9,01,466	112.05
Jan-22	58,014.17	1,316.95	1,106.15	1,198.25	2,98,022	36.68
Feb-22	56,247.28	1,254.75	1,031.00	1,146.15	2,27,677	26.72
Mar-22	58,568.51	1,165.40	992.15	1,075.00	2,41,741	25.47

BEL Share Price on BSE & BSE Sensex

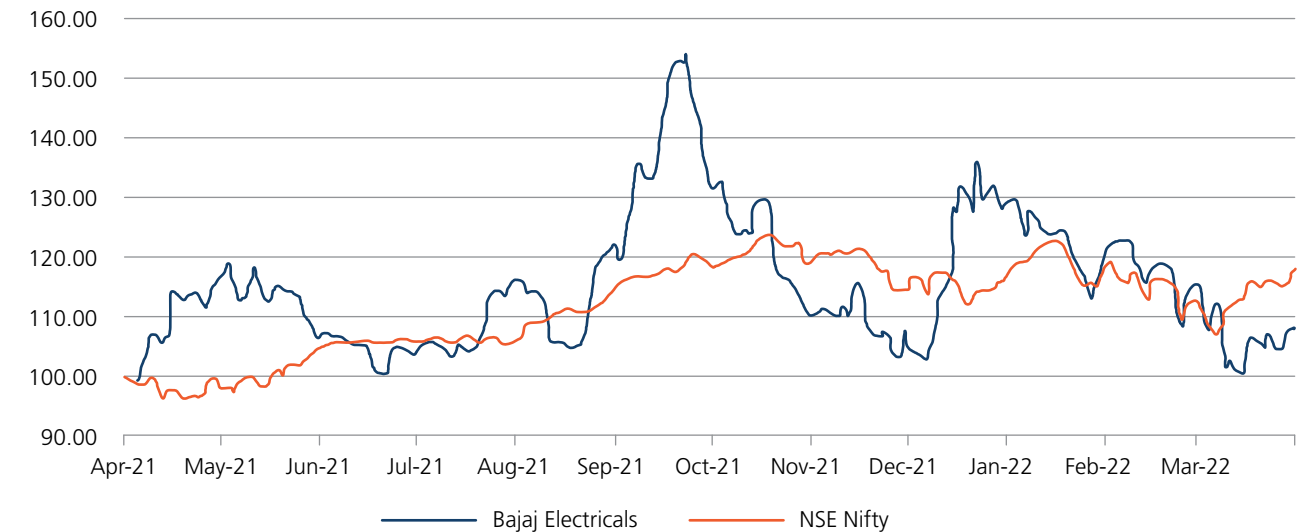


Note: Share price of Bajaj Electricals Limited and BSE Sensex have been indexed to 100 on April 1, 2021.

BEL Share Price on NSE vis-à-vis NSE Nifty April 2021-March 2022

Month	NSE Nifty Close	BEL Share Price			Number of shares traded during the month	Turnover (₹ in Crore)
		High (₹)	Low (₹)	Close (₹)		
Apr-21	14,631.10	1,224.00	956.40	1,151.00	26,83,865	293.82
May-21	15,582.80	1,218.95	1,051.00	1,053.40	35,46,232	401.54
Jun-21	15,721.50	1,089.55	954.00	1,026.90	22,66,700	236.54
Jul-21	15,763.05	1,188.00	1,022.00	1,153.00	43,51,324	476.76
Aug-21	17,132.20	1,245.00	1,013.60	1,214.35	62,07,970	712.59
Sep-21	17,618.15	1,588.95	1,172.50	1,305.65	84,68,267	1,187.55
Oct-21	17,671.65	1,355.00	1,081.70	1,105.70	34,11,685	419.19
Nov-21	16,983.20	1,159.00	932.65	1,074.25	39,91,350	434.74
Dec-21	17,354.05	1,380.00	1,015.55	1,284.25	1,41,05,475	1,754.54
Jan-22	17,339.85	1,317.70	1,107.00	1,196.30	26,36,498	324.55
Feb-22	16,793.90	1,258.25	1,030.50	1,146.80	24,78,714	292.78
Mar-22	17,464.75	1,169.50	991.50	1,074.70	36,83,559	385.63

BEL Share Price on NSE & NSE Nifty



Note: Share price of Bajaj Electricals Limited and NSE Nifty have been indexed to 100 on April 1, 2021.

h. Share Transfer System/Dividend and Other related matters

i. Share Transfer System

In light of the provisions of Regulation 40 of the SEBI Listing Regulations read with a SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, as issued by the Securities and Exchange Board of India, Members may please note that issuance of securities in the following cases shall only be done in dematerialised form:

1. Transfer of share
2. Issue of duplicate securities certificate
3. Claim from Unclaimed Suspense Account
4. Renewal / Exchange of securities certificate
5. Endorsement
6. Sub-division / Splitting of securities certificate
7. Consolidation of securities certificates/folios
8. Transmission
9. Transposition

In view of the above, the shareholders holding shares in physical form are requested to get their shares dematerialised at the earliest to avoid any inconvenience in future.

ii. Nomination facility for shareholding

In terms of the provisions of Section 72 of the Act, facility for making nomination is available for the Members in respect of shares held by them. Members holding shares in physical form may obtain a nomination form (Form SH-13), from the Company's RTA or download the same from the Company's website. Members holding shares in dematerialised form should contact their Depository Participants in this regard.

iii. Permanent Account Number and KYC

Members who hold shares in physical form are advised to register their PAN card details with the Registrar and Share Transfer Agents of the Company.

SEBI, vide the Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, has mandated furnishing of PAN, Address with pincode, email address, mobile number, bank account details, specimen signature and nomination by holders of physical securities. Folios wherein any one of the cited documents/details are not available on or after April 01, 2023, shall be frozen by the Registrar and Transfer Agent of the Company.

iv. Subdivision of shares

The Company had subdivided the face value of its equity shares from ₹ 10 to ₹ 2 in 2009. Members still holding share certificates of ₹ 10 are requested to send the certificates to the Registrar and Share Transfer Agent of the Company (contact details given below) for exchange with shares of the face value of ₹ 2 each.

In terms of the provisions of Section 72 of the Act, facility for making nomination is available for the Members in respect of shares held by them. Members holding shares in physical form may obtain a nomination form (Form SH-13), from the Company's RTA or download the same from the Company's website. Members holding shares in dematerialised form should contact their Depository Participants in this regard.

v. Dividend / Unclaimed Dividend / Unclaimed Shares

a) Payment of dividend through Automated Clearing House (ACH)

The Company provides the facility for direct credit of the dividend to the Members' Bank Account. SEBI Listing Regulations also mandate companies to credit the dividend to the members electronically. Members are therefore urged to avail this facility to ensure safe and speedy credit of their dividend into their bank account through the banks' ACH mode.

Members who hold shares in demat mode should inform their depository participant, whereas Members holding shares in physical form should inform Registrar and Share Transfer Agent of the Company (contact details given below) of the core banking account details allotted to them by their bankers. In cases where the core banking account details are not available, the Company will issue demand drafts mentioning the existing bank details available with the Company.

b) Unclaimed dividends

The Company is required to transfer dividends, which have remained unpaid/unclaimed for a period of seven (7) years from the date the amount is transferred to Unpaid Dividend Account of the Company to the Investor Education & Protection Fund ("IEPF") established by the Government. Accordingly, during the financial year 2022-23, unclaimed final dividends pertaining to the final year ended March 31, 2015 will be transferred to IEPF.

Before transferring the unclaimed dividends to IEPF, individual letters / email communications / newspaper notices are sent / given to those Members whose unclaimed dividends are due for transfer to enable them to claim the dividends before the due date for such transfer. The information on unclaimed dividend is also posted on the Company's website at www.bajajelectricals.com.

Details of Unclaimed Dividend as on March 31, 2022 and due dates for their transfer:

Sr. No.	Financial Year	Date of declaration of Dividend	Unclaimed Amount (₹)	Due Date for transfer to IEPF Account
1.	2014-15	August 6, 2015	9,50,290.50	September 5, 2022
2.	2015-16	March 10, 2016	17,89,925.20	April 9, 2023
3.	2016-17	August 3, 2017	16,64,297.60	September 1, 2024
4.	2017-18	August 9, 2018	14,52,153.50	September 7, 2025
5.	2018-19	August 7, 2019	8,69,645.00	September 5, 2026
6.	2019-20		No dividend recommended	
7.	2020-21		No dividend recommended	

c) Transfer of the 'shares' into Investor Education and Protection Fund ("IEPF") (in cases where dividend has not been paid or claimed for seven (7) consecutive years or more)

In terms of Section 124(6) of the Act read with Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ("IEPF Rules"), and Notifications issued by the Ministry of Corporate Affairs from time to time, the Company is required to transfer the shares in respect of which dividends have remained unpaid/unclaimed for a period of seven consecutive years or more to the IEPF Account established by the Central Government. As required under the said Rules, the Company has transferred the required number of shares to the IEPF.

Guidelines for investors to file claim in respect of the unclaimed dividend or shares transferred to the IEPF:

Investors/depositors whose unpaid dividends, matured deposits or debentures, etc. have been transferred to IEPF under the erstwhile Companies Act, 1956 and/or the Act, can claim the amounts. In addition, claims can also be made in respect of shares which have been transferred into the IEPF, as per the procedures/guidelines stated as follows:

- i. Download the Form IEPF-5 from the website of IEPF (www.iepf.gov.in) for filing the claim for the refund of dividend/shares. Read the instructions provided under the IEPF Rules, on the website/Instruction kit, along with the e-form carefully, before filling the form.
- ii. After filling the form, save it on your computer and submit the duly filled form by following the instructions given in the upload link on the website. On successful uploading, an acknowledgment will be generated indicating the SRN. Please note down the SRN details for future tracking of the form.
- iii. Take a print out of the duly filled Form No.IEPF-5 and the acknowledgment issued after uploading the form.

- iv. Submit an indemnity bond in original, copy of the acknowledgment and self-attested copy of e-form, along with other documents as mentioned in the Form No IEPF-5 and the IEPF Rules to the Nodal Officer of the Company at its Registered Office in an envelope marked 'Claim for refund from IEPF Authority/Claim for shares from IEPF' as the case may be. Kindly note that submission of documents to the Company is necessary to initiate the refund process.
- v. Claim forms completed in all respects will be verified by the concerned Company and on the basis of Company's Verification Report, refund will be released by the IEPF Authority in favour of claimants' Aadharlinked bank account through electronic transfer and/or the shares shall be credited to the demat account of the claimant, as the case may be.
- vi. The Nodal Officer of the Company for IEPF Refunds Process is Mr. Ajay Nagle, Head of Department – Legal (and Company Secretary).

d) Unclaimed Shares

Regulation 39(4) of the SEBI Listing Regulations read with Schedule VI 'Manner of dealing with Unclaimed Shares', had directed Companies to dematerialise such shares, which have been returned as 'undelivered' by the postal authorities and hold these shares in an 'Unclaimed Suspense Account' to be opened with either one of the Depositories viz. National Securities Depository Limited (NSDL) or Central Depository Services (India) Ltd. (CDSL).

All corporate benefits on such shares viz. bonus, dividend, etc. shall be credited to the unclaimed suspense account as applicable for a period of seven (7) years and thereafter be transferred in accordance with the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer, and Refund) Rules, 2016 (IEPF Rules) read with Section 124(6) of the Act.

Pursuant to Regulation 34(3) read with Schedule V of the SEBI Listing Regulations, the details of the shares in the

Suspense Account are as follows:

Aggregate Number of Shareholders and the Outstanding Shares in the suspense account lying at the beginning of the year	Number of shareholders who approached the Company for transfer of shares from suspense account during the year	Number of shareholders to whom shares were transferred from suspense account during the year	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares
Nil	Nil	Nil	14 number of shareholders and 7,940 Equity Shares	7,940

i. Reconciliation of Share Capital Audit

As required by the SEBI, quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with NSDL, CDSL and held in physical form, with the issued and listed capital. The Auditor's Certificate with regard to the same is submitted to BSE and NSE and is also placed before the Board of Directors.

j. Distribution of Shareholding as on March 31, 2022

Distribution of shareholding across categories

Categories	March 31, 2022		March 31, 2021	
	No. of shares	% of total capital	No. of shares	% of total capital
Promoters and Promoter Group	7,23,42,278	62.98	7,23,42,278	63.16
Mutual Funds	1,32,11,075	11.50	1,07,93,558	9.42
FIs	1,22,20,932	10.64	1,42,30,428	12.42
Individuals (including HUF)	1,17,17,752	10.20	1,10,22,364	9.62
Trusts	21,32,731	1.86	21,35,179	1.86
Indian Bodies Corporates	14,33,530	1.25	15,38,867	1.34
NRIs and OCBs	8,55,678	0.74	9,00,868	0.79
Alternate Investment Funds	1,90,572	0.17	10,02,567	0.88
Insurance Companies	4,12,375	0.36	1,69,791	0.15
IEPF	3,03,851	0.26	2,99,129	0.26
Clearing Members	35,994	0.03	83,548	0.07
Banks, NBFCs and FIs	17,346	0.02	17,430	0.02
Foreign Nationals	-	-	612	0.00
Total	11,48,74,114	100.00	11,45,36,619	100.00

Distribution of shareholding according to size category as on March 31, 2022:

Particulars	No. of folios	% to total Shareholders	No. of shares	% of total shares
1 to 1000	71041	97.2286	33,72,296	2.9356
1001 to 2000	892	1.2208	12,96,926	1.1290
2001 to 3000	364	0.4982	9,08,744	0.7911
3001 to 4000	156	0.2135	5,48,311	0.4773
4001 to 5000	97	0.1328	4,42,672	0.3854
5001 to 10000	218	0.2984	15,43,520	1.3437
10001 and above	298	0.4079	10,67,61,645	92.9379
Total	73066	100.0000	11,48,74,114	100.0000

k. Dematerialisation of shares and liquidity

As on March 31, 2022, 11,33,04,794 (98.64%) equity shares of the Company were held in dematerialised form, compared to 11,29,22,084 (98.59%) equity shares as on March 31, 2021. Shares held in physical and electronic mode as on March 31, 2022 are given herein below:

	Position as on March 31, 2022		Position as on March 31, 2021		Net change during FY 2021-22	
	No. of shares	% of total shareholding	No. of shares	% of total shareholding	No. of shares	% of total shareholding
Physical (A)	15,69,320	1.36	16,14,535	1.41	(45,215)	(0.05)
Demat						
NSDL	11,00,81,093	95.83	11,05,96,224	96.56	(5,15,131)	(0.73)
CDSL	32,23,701	2.81	23,25,860	2.03	8,97,841	0.78
Total Demat (B)	11,33,04,794	98.64	11,29,22,084	98.59	3,82,710	0.05
Total (A) + (B)	11,48,74,114	100.00	11,45,36,619	100.00	3,37,495	-

l. Outstanding Global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity: Not Applicable.

m. Credit Ratings

The Company has obtained credit ratings from ICRA Limited and CRISIL Ratings Limited. During the financial year 2021-22, there has been upgrade in rating of the Company, the details of which are given below:

Rating Agency	Particulars of Debt	Particulars of Change
ICRA Limited	Line of Credit (long-term)	Upgrade from [ICRA]A (Stable) to [ICRA]A+ (Stable)
	Line of Credit (short-term)	Reaffirmed to [ICRA]A1 (Stable)
	Non-convertible debenture (NCD)	*Upgrade from [ICRA]A (Stable) to [ICRA]A+ (Stable)
CRISIL Ratings Limited	Short Term Debt	**CRISIL A1+
	Bank Loan Facilities (long-term)	**CRISIL A+/Watch Developing
	Bank Loan Facilities (short-term)	**CRISIL A1+/Watch Developing

*Rating withdrawn consequent to the Company's full repayment of its NCDs.

**Assigned during the year under review.

n. Debenture Trustee

Axis Trustee Services Limited
The Ruby, 2nd Floor, SW,
29, Senapati Bapat Marg,
Dadar (West), Mumbai – 400028
Tel: +91-22-62300451
Fax: +91-22-62300700
Email: debenturetrustee@axistrustee.com;
complaints@axistrustee.com

o. Address for Correspondence

All Shareholders' correspondence should be forwarded to Link Intime India Private Limited, Registrar & Share Transfer Agents of the Company or to the Compliance Officer at their following respective addresses:ould be forwarded to Link Intime India Private Limited, Registrar & Share Transfer Agents of the Company or to Compliance Officer at their following respective addresses:

Link Intime India Private Limited

C101, 247 Park, L B S Marg,
Vikhroli (West),
Mumbai 400 083.
Tel.No.: 022-4918 6000
Fax No.: 022-4918 6060
E-mail: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.com

Ajay Nagle, Compliance Officer

Legal & Secretarial Department
Bajaj Electricals Limited
45/47, Veer Nariman Road,
Mumbai 400 001
Tel.No.: 022-6110 7800 / 6149 7000
E-mail: legal@bajajelectricals.com
Website: www.bajajelectricals.com

p. Factories/Plants Location

Chakan Unit	Ranjangaon Unit	Shikohabad Unit	Parwanoo Unit	Wind Farm
Village Mahalunge, Chakan, Chakan Talegaon Road, Tal: Khed, Dist: Pune, Maharashtra - 410501.	MIDC – Ranjangaon Village : Dhoksanghavi Tal: Shirur, Dist: Pune Maharashtra - 412210	Shikohabad, Firozabad, Uttar Pradesh - 205141.	Plot No. 46-48, Sector- 5, Parwanoo, Solan, Himachal Pradesh - 173220.	Village Vankusawade, Tal: Patan, Dist: Satara Maharashtra - 415206.

Compliance with Code of Conduct

As provided under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Business Conduct & Ethics for the year ended March 31, 2022.

For **Bajaj Electricals Limited**

Sd/-

Shekhar Bajaj

Chairman & Managing Director
DIN: 00089358

Mumbai, May 17, 2022

Certificate of Non-Disqualification of Directors

[pursuant to Regulation 34(3) read with Schedule V Para C clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
BAJAJ ELECTRICALS LIMITED
45147, Veer Nariman Road, Mumbai – 400001.

Pursuant to Regulation 34(3) and Schedule V Para C clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby certify that none of the Directors on the Board of BAJAJ ELECTRICALS LIMITED have been debarred or disqualified from being appointed or continuing as Directors of the companies by the Securities And Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authority as on the financial year ended on March 31, 2022.

For **Anant B Khamankar & Co.**
Company Secretaries

Sd/-
Anant B. Khamankar
Membership No.:3198
C P No.:1860
UDIN: F003198D000314388
Date: May 13,2022
Place: Mumbai

Chairman & Managing Director & Chief Executive Officer (MD & CEO) and Chief Financial Officer (CFO) Certification

To,
The Board of Directors,
Bajaj Electricals Limited
45/47, Veer Nariman Road,
Mumbai – 400001
Dear members of the Board,

We, the undersigned, in our respective capacities as Chairman & Managing Director & Chief Executive Officer and Chief Financial Officer of Bajaj Electricals Limited (“the Company”), to the best of our knowledge and belief certify that:

1. We have reviewed the financial statement and the cash flow statement for the year ended on March 31, 2022 and to the best of our knowledge and belief, we state that:
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations;
2. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the said period, which are fraudulent, illegal or violative of the Company's Code of Business Conduct Ethics.
3. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies, in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have disclosed, based on our most recent evaluation of the Company's internal control over financial reporting, wherever applicable, to the Auditors and Audit Committee:-
 - a. Any deficiencies in the design or operation of internal controls, that could adversely affect the Company's ability to record, process, summarize and report financial data, and have confirmed that there have been no material weaknesses in internal controls over financial reporting including any corrective actions with regard to deficiencies;
5. We are responsible for establishing and maintaining disclosure controls and procedures and internal controls over financial reporting for the Company, and we have:
 - a. Designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared.
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Indian Accounting Standards (Ind AS).
 - c. Evaluated the effectiveness of the Company's disclosure, controls and procedures.
 - d. Disclosed in this report, changes, if any, in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal year that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.
6. We affirm that we have not denied any personal access to the Audit Committee of the Company (in respect of matters involving alleged misconduct) and we have provided protection to whistleblowers from unfair termination and other unfair or prejudicial employment practices.
7. We hereby declare that all the members of the Board of Directors and Corporate Management Committee have confirmed compliance with the Code of Business Conduct & Ethics for the said period covered by this report.

Mumbai, May 17, 2022

Sd/-
Shekhar Bajaj
Chairman & Managing Director and CEO

Sd/-
E C Prasad
Chief Financial Officer

Compliance Certificate of the Auditors

Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

The Members of
Bajaj Electricals Limited
 45/47, Veer Nariman Road,
 Mumbai – 400 001

1. The Corporate Governance Report prepared by Bajaj Electricals Limited (hereinafter the "Company"), contains details as specified in regulations 17 to 27, clauses (b) to (i) and (t) of sub – regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') for the year ended March 31, 2022 as required by the Company for annual submission to the Stock exchange.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations.

5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of procedures performed include:
 - i. Read and understood the information prepared by the Company and included in its Corporate Governance Report;
 - ii. Obtained and verified that the composition of the Board of Directors with respect to executive and non-executive directors has been met throughout the reporting period;
 - iii. Obtained and read the Register of Directors as on March 31, 2022 and verified that atleast one independent woman director was on the Board of Directors throughout the year;
 - iv. Obtained and read the minutes of the following committee meetings April 1, 2021 to March 31, 2022:
 - (a) Board of Directors;
 - (b) Audit Committee;
 - (c) Annual General Meeting (AGM);
 - (d) Nomination and Remuneration Committee;
 - (e) Stakeholders Relationship Committee;
 - (f) Risk Management Committee;
 - (g) Corporate Social Responsibility Committee Meeting; and
 - (h) Independent Directors' Meeting
 - v. Obtained necessary declarations from the directors of the Company.
 - vi. Obtained and read the policy adopted by the Company for related party transactions.
 - vii. Obtained the schedule of related party transactions during the year and balances at the year- end. Obtained and read the minutes of the audit committee meeting where in such related party transactions have been pre-approved prior by the audit committee.

- viii. Performed necessary inquiries with the management and also obtained necessary specific representations from management.
8. The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

9. Based on the procedures performed by us, as referred in paragraph 7 above, and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations, as applicable for the year ended March 31, 2022, referred to in paragraph 4 above.

Other matters and Restriction on Use

1. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

2. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **S R B C & CO LLP**
 Chartered Accountants
 ICAI Firm Registration Number: 324982E/E300003

Sd/-
 per **Vikram Mehta**
 Partner
 Membership Number: 105938
 UDIN: 22105938AJBYVM4861

Place of Signature: Mumbai
 Date: May 17, 2022

Management discussion and analysis

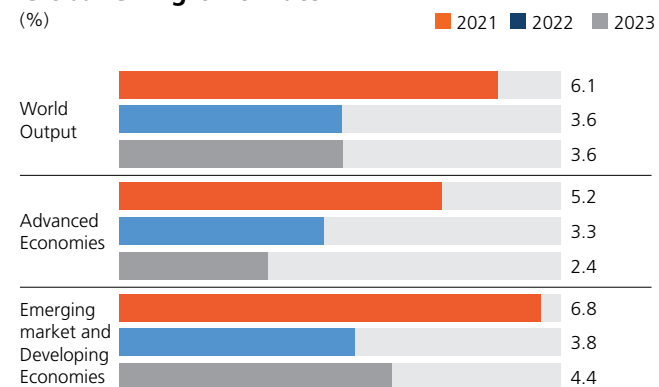
Global economic review

After witnessing significant contraction owing to the COVID-19 pandemic in 2020, the global economy recovered to a certain extent in 2021. However, the momentum was suddenly halted in Q2 by a deadlier variant of the virus, the impact of which was fortunately short lived. The subsequent recovery was supported by vaccination drives being conducted by governments worldwide, despite repeated attacks of virus mutants in several countries of the world.

Towards the end of Q4 FY 2021-22, geopolitical tensions arising from a prolonged Russia-Ukraine conflict further increased downside risks to global growth by disrupting supply chains. Prices of crude, crude derivatives and other commodity prices have since surged significantly, thereby worsening the already high inflation dynamics of both advanced as well as emerging/developing economies.

Inflation has touched multi-decadal highs in the US and many other advanced countries, accelerating policy tightening measures by Central Banks. Economies are now focusing on stabilising the inflation trajectory, without hurting growth prospects.

Global GDP growth rate



Source: International monetary fund

The country's real GDP is estimated to have grown by

8.7%

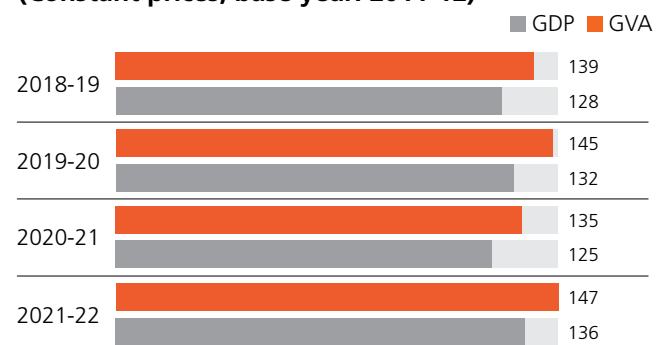
in FY 2021-22

Indian economic review

Against the backdrop of pandemic-induced headwinds and geopolitical conflicts in Europe, India remained relatively resilient. The economic recovery was supported by fiscal and monetary measures of the Government of India and the Reserve Bank (RBI), respectively. It grew by 8.7% in FY 2021-22. The country's merchandise exports performance remained buoyant growing by 14.53% and crossing the \$400 billion mark in FY 2021-22. However, imports growth too remained strong at 55% during the year. The country's formidable consumption engine came back to life as the economy gradually gained momentum and mobility restrictions were lifted. However, two factors have slowed the overall economy in the latter half of FY 2021-22: firstly, inflationary pressures have affected demand and sentiment; secondly, the rural economy and consumption trends and have been slow compared to FY 2020-21 when the rural economy was relatively strong and less impacted vs. the urban economy.

The government's renewed focus on creating new infrastructure and upgrading legacy assets will also act as a positive tailwind for the economy, going forward. With over 35% y-o-y increase in capital expenditure and a proposed infrastructure spend of over ₹ 10 lakhs crore in the Union Budget 2022-23, the government has reinforced its commitment to using infrastructure as a force multiplier for sustained economic growth.

Gross domestic output (Constant prices, base year: 2011-12)



Source: National accounts statistics, MoSPI



Industry overview

Consumer-facing business

Kitchen appliances

The increasing per capital income and shift in consumer sensibilities continue to positively impact the kitchen appliances industry. The pandemic drove greater penetration of various kitchen appliances across Indian households as well as upgradation of the features, functionalities and quality being sought by consumers. The demand (in value terms) is expected to continue to grow in double digits over the medium to long term as penetration levels will continue to rise.

Several other factors will continue to act as tail-winds. The rise in working women across strata, increasing aspirations of Indian consumers, demand for easy-to-use cookware and appliances, deeper rural electrification, etc. are all positive contributors. Further, the robust growth of India's food business, including small food outlets, restaurants, and cafés, has also contributed to the boost in demand for kitchen appliances. In addition to this, the demand for quality and assurance is leading to a continued shift towards organised, branded players.

Domestic appliances

Household appliances are amongst the fastest-growing sectors in the Indian market. The pandemic accelerated this growth further. The shift towards work-from-home and hybrid-working culture made consumers invest in purchasing/upgrading the various domestic appliances. In addition, other factors such as increasing affluence, consumer aspirations, evolving attitudes towards considering these as lifestyle choices to enhance quality of life rather than just serve basic utilitarian needs will continue to act as demand drivers.



Fans industry overview

Government schemes for the development of real estate have propelled the housing sector, which, in turn, has pushed up the demand for ceiling fans. The Indian fan industry is now valued at roughly ₹ 8,000 crore (US\$ 1.07 billion), and it produces approximately 60 Mn units each year.

The government has announced regulations for the mandatory adoption of BEE star labelling to drive a shift towards more energy-efficient fans in line with overall energy and climate goals. In the short-term the shift to star-rated energy-efficient fans will raise costs, but ultimately this will drive a greater churn and shift amongst consumers towards these fans and ensure products are made to higher, common standards and quality. This will benefit consumers as well as organised players. As fans are a common-man product and necessity, the industry is engaged with the authorities for reduction in the GST rates, to partly off-set the costs and smoothen the shift to the new mandatory star labelling.

Consumer lighting industry overview

LED lighting forms the dominant part of the consumer lighting industry. The Indian LED lighting market is expected to grow at a CAGR of 24.3% in the period between 2022 and 2026. Increasing urbanisation and several government initiatives that encourage the use of LED lights have driven up its demand. LED lights are replacing conventional light bulbs in India due to various enabling reasons. In addition, LEDs are employed in vehicle headlights, aircraft, general lighting, advertising, lit wallpapers, medical equipment, camera flashes, and traffic signals, thus leading to the expansion of the industry. The market for LED lighting is expected to continue to develop rapidly in the next few years in tandem with the growth in housing and real-estate industry across the country. The demand for value-added items including panels, battens, and down-lighters is providing a fillip to the industry.

Over the past several years, while LED adoption was increasing, it was accompanied with rapid price erosion due to technological evolution and scaling up. At the same time many players had adopted unviable warranty practices, thereby further impacting the health of the industry. Both these aspects are correcting now, with the pace of price erosion having slowed down and unviable warranties being discontinued. This bodes well for the health of the industry and also consumers as it reduces the need and scope for many players to resort to other malpractices to ensure viability. The coming years will be led by greater innovation and value-added products in consumer lighting.

Opportunities and threats

Opportunities:

- ◀ Change in consumer tastes and preferences: The pandemic triggered the consumers to upgrade their homes to offer a higher degree of convenience and quality of life. Consumers want devices that not just provide functionality, but also look aesthetic and match their home décor.
- ◀ Energy-efficient appliances: People are increasingly becoming concerned about the environment as well as saving on their power bills. This will lead to increased demand for energy-efficient lighting solutions and appliances.
- ◀ Increasing affluence and living standards: Increasing disposable income and changing consumer preferences have encouraged consumers to adopt modern lighting solutions, designer fans, feature-rich home appliances that not just make their fast-paced lives convenient but also reflect their rising affluence.
- ◀ Urbanisation: In an emerging economy like India, urbanisation and housing development is growing at a rapid pace. This provides a significant opportunity for the industry to grow.
- ◀ Increase in demand in rural India: With the increase in penetration of electricity, internet and online shopping platforms in rural areas, the demand for appliances continues to grow. The rise in agricultural incomes due to hike in Minimum Support Prices by the government is expected to support a bounce-back in rural demand and purchasing power.
- ◀ Consolidation and shift to organised segment: The Indian economy continues to demonstrate a shift towards more organised players across sectors, driven by various factors including the roll-out of the GST regime and this shift has accelerated during the pandemic. The shift towards energy-efficient products, adoption of mandatory standards and star-rating as well as consumers' increasing preference for quality products will continue to weed out unorganised and lower-quality players.

Threats

- ◀ Commodity price inflation: Raw material prices have been on the rise due to various supply chain bottlenecks caused by factors like lockdown and geopolitical instability. This is leading to pressure on margins and poses a significant challenge to the business.
- ◀ Demand uncertainty: Economic volatility and the increasing frequency and magnitude of disruptive events have affected the discretionary incomes and demand sentiment. This volatility is also affecting the predictability of demand and the ability to forecast and plan efficiently.
- ◀ Competitive intensity: While the industry size for most categories is growing and expected to be healthy for the next several years, this in turn is attracting several more players, leading to much greater competitive intensity. New players include those diversifying from adjacent categories, venture-capital-funded start-ups, direct-to-consumer brands, private label offerings, etc.

Engineering, procurement and construction (EPC)

Infrastructural and commercial lighting sector

The lighting sector has seen a fundamental shift from traditional to smart lighting solutions. LEDs form a significant part of it. The government's constant support to promote investment in energy-efficient lighting technologies has boosted the use of LED lights across various infrastructural, industrial and commercial sectors.

Under the Street Lighting National Programme (SLNP), more than 1.23 crore LED street lights have been installed across India till March 2022 through Energy Efficiency Services Limited. This has resulted in saving 8.33 billion kWh of energy per annum, 1,387 MW of peak demand has been avoided, and a 5.73 Mn tonnes reduction in CO2 emissions per year.

Additional factors like colossal investment in infrastructure by the government, lower average prices of LEDs and smart building projects are integral in driving the demand for LED lights in India. Sustainable solar lighting solutions are being used for a few NHAI projects, which adds to saving benefits.

Apart from functional lighting, modern infrastructures use façades or architectural lighting that contributes to the location's vibrancy. Such beautification projects are the core of the infrastructural illumination sector. Entry points to cities or localities such as railway stations, airports, metros, and jetties use vibrant ambient lighting fixtures to improve ease of commuting.

The requirements and growth of this sector are being matched and driven by continuous technological innovations, smarter and more energy-efficient products, sector-specific designed products and more solution-oriented offerings (rather than just product offerings).

Power sector

The country's sustained economic growth is driving the power demand in India. The government's focus on achieving 'power for all' has accelerated capacity addition. Simultaneously, both markets and supply sides are increasingly becoming competitive. The government has recognised the power sector as a critical emphasis area for promoting long-term industrial growth. It has reaffirmed its decision to expand the country's renewable capacity to realise its objective of achieving 227 GW capacity in renewable energy. The impetus for energy transition is set to increase power generation from renewable sources, which is anticipated to rise by 125-150 bp annually till FY 2024-25.

In addition, coal-fired power-generation capacity in India, which stands at 203.9 GW as of January 2022, is expected to witness an increase to 330-441 GW by 2040. However, increased heat waves increased the demand for air-conditioning in the country, causing demand to outpace supply and transportation of fuel. Despite record-breaking production of coal, many utilities were unable to restock due to the lack of supply. A lower pre-monsoon coal stock exacerbated the already strained situation. The crisis has compelled India to modify its policy of reducing thermal coal imports to zero and to allow utilities to continue importing for the next three years. India also intends to restart more than 100 coal mines.

With the growing number of government projects for the development of smart cities, the recent government initiative to double highway construction from 13,000 to 25,000 kilometres in FY 2022-23 and increased spending on housing, electricity consumption is projected to skyrocket further. The future prognosis thus remains cautiously optimistic and the power consumption is expected to grow by 6.5% from 2022 to 2045.

Power transmission and distribution

India's power industry is one of the world's most diverse, with power generating options including coal, lignite, natural gas, oil,

hydro, and nuclear power, as well as non-conventional options including wind, solar, and agricultural and household waste.

With an installed power capacity of 3,95,075 MW as of January 2022, India is the world's third-largest producer and second-largest user of energy. India's electricity consumption is expected to rise as industrial and manufacturing activity expands. Population growth coupled with increased electrification is expected to raise this electricity demand to 1,894.7-terawatt hour (TWh) in 2022. A substantial increase in power transmission and distribution network is necessary to fulfil the country's growing need for power.

Increased expenditure in creating a viable power network, and supporting regulatory changes are the key drivers of growth in the segment. Rapid technical developments have resulted in the inclusion of energy-efficient, ergonomic and cost-effective equipment.

The transmission tower sector is expected to encounter huge power demand in the future, as well as the need to repair the ageing infrastructure. The development of an advanced new-age grid capable of supporting the demands presented by growing urbanisation and industry would require new investments.

The Indian government is encouraging massive investment in distribution networks over the next five years through Revamped Distribution Sector Scheme (RDSS) to address the sector's recurring losses. Transmission and distribution losses have been haunting the industry for a long time, with average losses being around 22-25%. To minimise these losses, an auditing policy has been launched. It mandates that a certified energy manager is to conduct quarterly energy accounting, which will provide detailed information on electricity consumption by various categories of consumers, as well as transmission and distribution losses in various areas, allowing for corrective actions.

In addition, there is a growing emphasis on sustainability and technical innovation in the power industry in order to improve operating efficiency.



Opportunities and threats

Opportunities

- Government policies such as UDAY 2.0, Power for All, RDSS, Green Energy Corridor, and vehicle electrification will continue to boost the power sector.
- The government has committed to make an investment of ₹ 3.05 lakhs crore in upgrading the infrastructure of power distribution companies. Smart metering and system upgrades are expected to reduce transmission losses and improve the transmission and distribution system in India.
- The introduction of electric vehicles (EV) in India has opened a new dimension for power demand in the country. India is estimated to have nearly 261 Mn EVs on the road by 2030. To enable that, a proportionate number of charging stations and associated infrastructure will be required. Also, 100% electrification of broad-gauge routes by December 2023 is expected to add to the demand for electrification of mass transit systems. With the increasing demand for power in India, generation capacity will be expanded, thus balancing demand and supply.
- The government's emphasis on 'Make in India' and 'Aatmanirbhar Bharat' initiatives is likely to increase power demand from the industrial sector by encouraging local manufacturing.

Threats

- A limited supply of raw materials poses a substantial challenge to the Indian power sector. Also, acquiring raw materials has become challenging, especially in view of extreme volatility in global price levels of items such as aluminium, copper, steel, zinc, crude oil, coal and natural gas.
- Critical shortage in coal supply exacerbated by weak logistic infrastructure poses a significant threat to the power industry.
- Poor record of timely payments and honouring of contractual terms by various infrastructural agencies and clients poses a recurring challenge for timely closure of projects and recoveries and working capital management.

Company overview

Bajaj Electricals Limited (BEL) is a part of the leading business conglomerate 'Bajaj Group'. With a legacy of more than eight decades and a business portfolio that spans across consumer products (Appliances, Fans, Lighting) and EPC (Illumination, Power Transmission and Power Distribution), Bajaj Electricals also has a strong presence in premium home appliances and cookware segments.

With a wide network of 20+ branch offices, 550+ distributors, ~2.30 lakhs retail stores in India, and 617+ consumer care centres,

Bajaj Electricals demonstrates strong dominance in the consumer products sector.

The portfolio under the EPC segment of Bajaj Electricals Limited includes high mast and street lighting, sports lighting, industrial and commercial lighting, and specialised illumination projects on a turnkey basis. The portfolio also extends to EHV transmission line projects, EHV substations, monopoles for transmission and distribution and electrification projects.

The company has further consolidated its stake in Nirlep Appliances Private Limited and is in the process of merging Starlite Lighting Limited with itself. Both of these entities have manufacturing facilities that act as key suppliers to the Company. The Company also has an expanding geographical footprint in international territories through its own presence in the Middle East and partnerships with various channels and intermediaries.

Business segment overview

Consumer products business

Notwithstanding the unfavourable conditions, the consumer products segment performed well. The unprecedented commodity inflation raised product costs. The Company had to resort to multiple price hikes to offset the cost increases, however this was done in a calibrated manner to protect consumers and demand. Despite the impediments, the revenue from the segment crossed ₹ 3700 crore mark registering a growth of 14% over the previous financial year. Owing to strong brand loyalty and good product quality, price hikes at various intervals were agreeably received by the market.

With the introduction of premium products with unique features (such as premium range ceiling fans, digital/ anti-stain mixer-grinder, 18 blade BLDC pedestal fan and insect-shield LEDs), the brand and product strategies were redefined to ensure continued leadership in the aforementioned categories. Additionally, the Company enhanced its addressability and product portfolio in other major categories such as premium fans, table wall pedestal fans, lighting, and NPG (NEKA (non-electrical kitchen appliance), Pressure Cooker and Gas Stove) to grow its market share. Consumers have responded well to new products, thus bolstering overall sales.

₹ 3,770 crore

Revenue from the consumer products segment

42%

YoY growth in revenue from the export market

177

SKUs launched in FY 2021-22

The consumer products category accounts for almost 78% of the Company's total revenue. Fans and appliances were the major revenue drivers in FY 2021-22, with key appliances grew by 14% and fans grew by 21%.

Notwithstanding the headwinds of the international market, exports rose by more than 40% in FY 2021-22, with B2C

exports recording exceptional growth. Some of the Company's primary overseas markets include Ghana, the UAE, Sri Lanka and Bangladesh. The Company employed various brand recognition methods such as in-store promotions, to increase its brand awareness. Digital campaigns also assisted brand promotion in key regions. With a strong brand recall, the Company expects to amplify its business and expand its geographical presence.

Consumer products	Sub-category	Percentage share in total revenue mix in FY 2021-22
Appliances (includes kitchen and domestic)	Mixers, food processors, juicer mixer grinders, induction cookers, rice cookers, oven toaster grill (OTG), microwave ovens, non-electric kitchen appliances (NEKA), pressure cookers and gas stoves, water heaters, irons, air coolers, and room heaters	53.7%
Fans	Ceiling fans, table and wall fans, pedestal fans, air circulators, domestic exhaust fans	28.3%
Lighting	LED lamps, battens, panels, electrical accessories	12.1%
Morphy Richards	Coffee makers, OTG, microwave, juicer-mixer-grinder, toasters, water heaters	5.9%

Morphy Richards – Premium home and kitchen appliances brand

Bajaj Electricals renewed its exclusive long-standing licence agreement with United Kingdom-based Morphy Richards Limited. The renewed agreement is being extended for 15 years with effect from 1st July, 2022. This is the first time that this license agreement is for such a long tenure and it will empower Bajaj Electricals to plan and grow the Morphy Richards business with a long-term view, viz. with a clear product development and expansion roadmap for the market and supported by brand building and a go-to-market thrust. This will result in a stronger product portfolio and wider availability of Morphy Richards products for consumers in India and neighbouring countries.

During FY 2021-22, to meet the needs of the modern Indian customer, the Company released a new range of food processors. All of the launches were aligned with the new Morphy Richards colours, materials, and finishes (CMF) scheme, which is aimed at attracting young urban consumers. Room heaters and coffee makers were the dominant categories, with a growth of 65% and 44%, respectively.

The Company also provides year-long support and special incentives to its large and small retailers in order to widen its reach and increase counter share. To overcome channel conflicts, it also used a 'different model for different channel' (DMDC) approach. In order to promote Morphy Richards' products, the Company also used influencer marketing, festive media campaigns, and an awareness drive in the Southern region.



65%

Growth in sale of room heaters



During the year, specific initiatives such as network correction, day sales outstanding (DSO) realignment, and a separate business development team for the lighting business helped streamline focus and further augment volumes. Schemes and programmes were designed considering the regional and zonal challenges for better market extraction. The Company adopted a commercialisation process to track the placement of the newly launched SKUs as per the seeding plan. The Company is currently working upon boosting its weighted distribution as well as presence and counter share in urban markets to bolster growth in the near future.

6%

YoY growth in revenue through trade sales

Nirlep appliances

Due to raw material supply and cost challenges, the brand registered a flat performance throughout the fiscal year under review. However, in order to retain its position as one of the leading players in the non-electric kitchen appliance category, the Company has been concentrating on further growing its distribution network by adding exclusive distributors, developing its online presence, and introducing new and unique items to its portfolio.

With better procurements from secondary sources and the introduction of a wider product portfolio (including an augmentation of the existing non-stick range as well as new categories), the segment offers a promising outlook and revenue growth going forward.

40

New channel partners added

4

New products launched in the tri-ply stainless steel segment

Sales performance through various distribution channels

Trade sales channel

Despite the unfavourable conditions in the initial few months, the trade sales channel demonstrated considerable growth. Some of the key product categories, including induction cookers, LED battens, LED recessed, gas stoves, water heaters, room heaters, dry irons and pressure cookers experienced robust growth.

Apart from upcountry markets, the Company has made a concerted effort to effectively penetrate remote locations. To that end, it has begun appointing super stockists in these areas which gives the Company a competitive edge. The recently introduced same-store sales growth (SSSG) strategy offered a good start during the year under review.

Alternate channels

In FY 2021-22, the alternate channel contributed ~33.5% of the total revenue from the consumer products segment, recording a YoY growth of 24%. This can be attributed to the evolving consumer behaviour along with strategic alignment with all key customers. Greenfield B2B channels (private and government) recorded significant growth through the steady implementation of key strategic levers. Consequently, government channels, consisting of canteen stores department (CSD) and central police canteens (CPC), registered a strong recovery.

The **e-commerce channel** grew by 23.5% YoY. This can be owed to the rebalancing of the platform business mix and effective implementation of vendor flex. The 'Different Model Different Channel' (DMDC) structure was also followed to ensure growth. Digital marketing was strategically carried out with an 'always on' approach to enhance visibility. The Company is utilising new e-commerce platforms such as Tatacliq and Blinkit (earlier Grofers) to further increase its products' accessibility. In terms of online sales, fans and water heaters witnessed robust growth in FY 2021-22.

In the **modern trade channel**, offering a premium experience was the major objective along with the expansion of geographical footprint. Under this channel, total sales have registered a YoY growth of 20% and contributed ~8% of the total revenue. This includes strong contribution from National Format Retail (NFR) stores and from Regional Format Retail (RFR) stores.

Throughout the year, the channel had in-store activations, such as bulk outs, stacking displays, drop shots, aisle optimisers, cross-promotions, and combo offers to boost purchases. The Company successfully captured the festive market to further bolster growth. The Company has a solid advertising strategy, which has allowed the brand to lead across all advertising media. The emphasis for FY 2021-22 remained on new listings and promotional activations, new category introductions, and exclusive launches.

The **institutional channels** recorded robust sales, representing a growth of 77% YoY. The Company had forayed into various sectors

in FY 2021-22 such as microfinance institutions, cement, replace-and-remodel segments and the state public works department. The Company used a consistent and predictable forecast-based approach to optimise stock availability. In FY 2021-22, the channel initiated the development of segment-specific propositions with a steady focus on government departmental approvals and renewals to fuel growth.

The Company witnessed robust growth in the **government channel (CSD and CPC)** after a long haul. This is due to the effort made for one-to-one replacement of import and phased out items, the introduction of 'Made in India' SKUs, and the launch of project Nayi Disha with the procurement team. The channel recorded improvements in on-time in-full (OTIF).

These measures significantly improved the overall outstanding and overdue collections. The Company strives to build business through Against Firm Demand (AFD) mode along with building new avenues. In the coming years, the Company will focus on expanding through ex-para channel, category expansion and state bodies, such as police boards and reserve forces.

23%

YoY growth in e-commerce sales

596

Distributors as on 31st March, 2022

1700+

R-MFR stores across the country as on 31st March, 2022

1600+

N-MFR stores across the country as on 31st March, 2022

Research and development

To meet evolving needs of the customer, the Company places a strong emphasis on R&D. Owing to its domain expertise, Bajaj Electricals is at the forefront of innovation and releases advanced goods in the market, gaining insights from extensive market research which helped the Company identify key trends, gaps and opportunities in the market. Consequently, BEL's products were received well by the consumers.

The Company focuses on developing unique consumer products which addresses the pain point of the consumers. This further improves the products to be either more consumer-centric or more organisation centric. Beyond all these, improvements in terms of quality, features, designs and affordability remain the primary focus. Additionally, all of the items adhere to all applicable national and international regulations to assure absolute consumer safety.

The R&D team has now incorporated new departments, including product research, centres of excellence, and design quality, which equip the Company with advanced technologies and the latest lab setups. The lead product development team has been restructured, thus strengthening the department even more.

The Company strives to become energy efficient. Its R&D team is dedicated to upgrading the existing products in accordance with the energy star labelling regulations. The Company is essentially focused on digital products, consumer experience, material research and illumination. Bajaj Electricals is further dedicated to developing export grade products which are aligned with international standards, thus reducing the cost of poor quality (COPQ) by regulating in-house design and including the power section unit during the development process.

The Company further emphasises on developing new in-house products, optimising the cost according to the raw material prices, and meeting the CMF standards on the back of building an IP portfolio for future-proofing the business. Sustainability and green operations are one of the key goals of the Company. The development of next-gen sport lighting and smart outdoor lighting solutions (group and individual lighting management), along with the development of smart products in indoor decorative lighting and customisation of SKUs for inventory optimisation, collectively offers an optimistic outlook.

BEL has approximately filed eleven patents in FY 2021-22 and has seven designs registered under its name, all of which offer to solve various customer problems.

11

Patents filed in FY 2021-22

177

SKUs Launched

Out-of-the-box innovations

Mixer-grinder with Nutri-pro feature

Nutritional loss during grinding remains a major concern for the customers. The R&D team at BEL came up with a unique solution to minimise the nutritional loss as much as possible. The team observed that different ingredients require different grinding speeds to preserve their nutritional benefits. To effectively solve the problem, it developed a unique mixer-grinder architecture with a success rate of more than 90% at any grinding speed.

Bajaj Juvel mixer-grinder with fast and hassle-free grinding

To optimise cooking time, the R&D team designed the blades and the jar (a square jar without flow breakers), which facilitates an efficient flow of the ingredient toward the blade and thus speeds up the grinding process. In addition, the lid needed to be held tightly in case of large amounts of ingredients. To solve the inconvenience, the Company introduced a hands-free lid-lock to ensure hassle-free grinding allowing the user to multitask.

Product marketing and branding

Bajaj Electricals is a market leader in major electrical goods segments. Its flagship 'Bajaj' brand enjoys unparalleled legacy and trust. All marketing efforts are designed to build on this powerful legacy and trust, while yet positioning the offerings and brand as contemporary, aspirational and providing superior proposition to the consumers.

The Company prioritises delivering a consistent and integrated communication approach across consumer touch points. It has implemented a hybrid mode of communication as it believes it is the most effective way of engaging with the new-age customers. Thus, the Company uses an appropriate blend of Above the Line (print and broadcast), Below the Line (in-shop branding, free-standing units, leaflets, countertop units) and digital media (social media platforms, e-commerce sites, Company website and Google ads) to create enhanced brand awareness and visibility.

Leveraging the new influencer culture, the Company collaborates with celebrities and micro-influencers to promote new kitchen appliances. Chef Kunal Kapur and Masterchef Pankaj Bhadouria promoted Bajaj kitchen appliances through a series of recipe videos. Most of the promotional content across mediums, highlighted the USP of the products, such as their safety features, innovative designs and energy efficiency. For Morphy Richards appliances, celebrity influencers like Neha Dhupia, Soha Ali Khan and Sameera

Reddy were roped in. In order to strengthen its presence in the South Indian markets, the brand also engaged with popular actress Amala Paul. This enabled the brand to gain deeper penetration and higher reach among the consumers.

During the year under review, the Company undertook six major product-centric campaigns that have helped it to achieve increased visibility across categories. With the endeavour to increase sales from E-commerce/ Marketplace, the Company has significantly improved its focus on building relevant content for eCommerce platforms and increasing brand awareness on digital mediums through multiple communication interventions across social media platforms, OTTs and e-commerce.

200+

Virtual and physical events

54%

VTR achieved through digital campaigns

198.6 Mn

Unique people in the target audience



Consumer care

At Bajaj Electricals, customer satisfaction and services form the cornerstone of its strategy. Beyond sales, the Company offers after-sales services through a vast network of service franchisees across India. This helps the Company to ensure that the customer needs are duly met. During the year under review, we added 84 new franchises resulting in a total of 617 service franchises as on 31st March, 2022 in 456 cities. The Company has also increased its capacity at its call centres in order to resolve customer queries ensuring minimum wait and response time.

To serve its customers better, the Company has integrated diverse channels of communication, including voice calls through call centres, web form, email support and chatbots on the Company's website. The Company has also uploaded many DIY videos on its YouTube channel to help customers install their devices with ease at their convenience. It has further employed a web-based CRM portal for capturing customer calls online to offer a prompt response to customers in the digital space.

With such an extensive network, almost 95% of problems are addressed and solved within 48 hours of call registration, and almost 99% of the customers are satisfied with digital processes. The Company has inculcated a culture in itself by which every customer concern is addressed swiftly and their problems resolved. In the event of negative feedback during the customer survey, the customers are individually contacted to understand and remedy the issue. The Company also initiated WhatsApp chat facility during the year under review to ensure customer convenience.

617

Customer care centers in FY 2021-22

18,914

Pin codes serviced in FY 2021-22

99%

Customers are satisfied with digital processes

Outlook

The overall demand trend for the sector appears strong due to multiple factors as mentioned earlier. The commodity inflation leading to sharp price increases appears to be tapering off. This should help margins to get back to normal. Given the various initiatives being driven by the Company on product development and innovation, brand and marketing push and a go-to-market thrust across all channels including international markets, the performance of this segment is expected to continue to improve on revenues as well as margins. The level of competitive intensity has increased significantly in recent times. However, the strength of the Company's product portfolio, its distribution network and its brands will enable it to successfully deal with competitive pressures and continue to grow its market shares across product categories.

Illumination

During the year under review, the illumination segment witnessed robust growth despite headwinds such as increasing competition from unorganised players, technology obsolescence, high customisation, shortage of chips and commodity price fluctuations. The revenue from the segment grew by 16% to ₹ 625 crore in FY 2021-22 from ₹ 539 crore in FY 2020-21. The Company, on the back various initiatives, strengthened its market share as well as registered double-digit growth in shrinking markets.

In line with changing consumer behaviour and preferences, the Company revamped its LED product portfolio with higher efficacy in higher wattage offerings. It also expanded its overall product portfolio to capture untapped market segments such as Sports and Tunnel alongside launching various new and unique products across all verticals. The Company undertook the following initiatives to retain its position amid challenges:

- ◀ Providing affordable solutions with the introduction of new and unique features.
- ◀ Focusing on in-house design and development to fill gaps in the outdoor product portfolio.



- Creation of an entire product range for the whole spectrum, in accordance with the Company's needs.
- Building a common tool for managing the three major product categories streetlight, floodlight, and canopy.
- Creation of a universal Supply, Processing and Distribution management in order to decrease the number of SKUs.
- Implementation of engineering to order strategy (ETO) to develop & deliver tailored products.

The year under consideration saw the Company win various projects and introduce new products. Details of the same are provided below:

	Major projects undertaken	New products introduced
Indoor commercial lighting and IBMS	<ul style="list-style-type: none"> Microsoft, Hyderabad Max Hospitals – Pan India Google, Gurgaon Flipkart, Lucknow Jaslok Hospital, Mumbai 	<ul style="list-style-type: none"> Levitare Glint Radiance Skylux Gladen
Industrial lighting	<ul style="list-style-type: none"> Essar Steel, Gujarat Thyssenkrupp Industries, Delhi ITC, Gujarat Ceat Tyre, Chennai Apollo Tyre, Chennai TATA Projects, Hyderabad 	<ul style="list-style-type: none"> Blaze Pro Lucid Nuke
Outdoor lighting (street lighting, area lighting, HM and poles)	<ul style="list-style-type: none"> Chittorgarh - Gulabpura road project Itanagar Smart City DRDA, Tamilnadu Delhi Airport – T3 approach road and under pass PWD, Delhi Flag Mast EIL – HRRL, Barmer 	<ul style="list-style-type: none"> Hexa Zela Edge Amaze Gleam Praze Supremo street light
Metro lighting	<ul style="list-style-type: none"> DMRC – Chennai, Pune, Nagpur, Kanpur and Mumbai 	
Stadium lighting	<ul style="list-style-type: none"> DDA, Delhi Reliance, Jamnagar IDCO, Bhubaneswar and Rourkela sports stadium project Dharnidhar Sports Complex, Bhubaneswar Kadapa Cricket Stadium, Andhra Pradesh NTPC Ramagundam, Andhra Pradesh 	<ul style="list-style-type: none"> 1500 W special product launched for major stadium projects
Architectural lighting	<ul style="list-style-type: none"> Sidhawan Cannal, Ludhiana National Gallery of Modern Art, Delhi Secretariat Building, Patna RK Laxman Gallery, Pune Old Municipal Corporation and Town Hall, Vishakhapatnam 	<ul style="list-style-type: none"> 'Made in India' range launched

Outlook

With increasing opportunity in the illumination space, the Company is gearing up to capitalise on it and expand its operations. The Gati Shakti project, aimed at driving infrastructure developments, is anticipated to create huge business opportunity in segments such as metros, warehousing, data centre and airports. The Company has developed special products for these segments and had early wins as well. Additionally, increasing demand for connected indoor lighting and outdoor smart lighting and huge investment expected in sports lighting projects such as greenfield projects and 'LEDfication' of old stadiums, provides promising opportunities for expansion.

16%

YoY growth in revenue from illumination

374

SKUs launched

Power transmission

In India, Bajaj Electricals provides one of the finest power transmission systems via its transmission line towers, monopoles, and EHV substations. An enhanced operational efficiency, with a direct impact on fixed and finance costs and augmented competitiveness, is required since the Company is asset-light. Maintaining a healthy bottom line and generous cash flows remain the primary focus. In FY 2021-22, the business commissioned projects that included substations, transmission lines and monopole-based transmission lines. In India, the Company primarily operates in Uttar Pradesh, Punjab, Rajasthan, Gujarat, Madhya Pradesh, Karnataka, Tamil Nadu, Maharashtra and Bihar and has expanded footprint in Sikkim, Haryana. In the international arena, it has displayed its potential by completing the first project in Zambia and is in the process of spreading its reach into SAARC, sub-Saharan Africa, and West Africa.

The major projects executed in FY 2021-22 include the following:

- Commissioning of 1312 CKM of EHV transmission lines during the FY 2021-22 for various clients.
- Created a benchmark in the industry by commissioning the 765V Ajmer Phagi transmission line worth ₹ 350+ crore within 18 months of receiving the contract, a full 2 months before schedule.
- Commissioning of hybrid gas insulated bays for Power Grid Corporation of India (PGCIL) at Bhadla, Rajasthan.
- Attained **end-to-end self-reliance in monopole** through design, validation execution and commissioning of some of the unique tailor-made designs which boast of assorted diameters of 2.5 meters and 3.5 meters and 72.8 meters tall **monopoles for Mumbai Metropolitan Region Development Authority (MMRDA)**.

- Designed, manufactured and supplied twin tubular 400kV D/C Quad Moose monopole for the first time to Sinner Power Transmission Company Limited (SPTCL).
- Commissioning of 400 kV bay extension at Seoni, Madhya Pradesh, for PGCIL, which paves the path for the niche 400kV substation segment.

Outlook

The Company is striving to diversify and thus looking to venture into new fields associated with the current power business. This is expected to result in significant growth in revenue. It plans to expand in various domestic regions such as Sikkim, Ladakh and other parts of North East India as well as in overseas regions such as SAARC, Sub-Saharan Africa and West Africa. It has also planned bidding extensively in some upcoming segments such as solar parks, Ladakh evacuation and NE hydel evacuation, to name a few.

₹ 964 crore

Order book value as on 31st March, 2022

Power distribution

During the year, the Company was able to complete all of its outstanding projects. Currently, the Company has one old project in the operating category, and the remaining projects are in the defect liability phase (DLP). Through the segment, the Company commissioned a total of six projects from the states of Bihar and West Bengal. The key operational sites include UP, Bihar, Karnataka, and West Bengal. Since the focus remained on closing the projects, the Company did not participate in tenders. However, Bajaj Electricals is planning to start quoting for tenders. The Company is focusing on the areas of Revamping Distribution Sector Scheme (RDSS), Solar, UG cabling and Monopoles. These projects will be individual profit centres, and the team will focus on closing the projects on time (both operationally and financially).



In order to achieve operational excellence in this sector, BEL has decided to implement action plans with immediate effect. Over the last two years teams, processes and systems have been revamped to bring in project management excellence, working capital discipline and focus on deliverables. This will prove valuable for future projects undertaken. The Company will be focusing on having strong regional headquarters. The TOC/Quality team will be part of the project monitoring group, and the stores will be significantly smaller, holding no more than three months of inventory and with strong adherence to integrated project management requirements.

Outlook

Going forward, the Company is likely to bid strategically in certain upcoming segments, such as the Revamping Distribution Sector Scheme (RDSS), Solar, UG cabling and Monopoles in key geographical locations such as Madhya Pradesh, Uttar Pradesh, Bihar and Odisha. It also planning to expand its footprint in the international market through ICB [full form needed] and EPCF (Engineering, Procurement, Construction and Financing) route with strong emphasis on the African Continent.

Human resources

Bajaj Electricals has prioritised human capital development and reinforcement of expertise across critical functions. The Company believes that a competent, motivated team and a nurturing work culture are critical for achieving long-term success. In FY 2021-22, notwithstanding the pandemic-led interruptions, the Company continued to have an 'employee first' strategy while synchronising HR processes to support the business. It provided supplementary COVID-19 insurance coverage and created engagement through virtual programmes as well as health and wellness seminars.

As a part of its strategy to build a contemporary organisation, the Company undertook organisational restructuring and layering to create a flatter organisation. The endeavour is to make the organisation more agile and provide strong emphasis on building a role-based organisation over designation-based organisation. The Company moved towards building an open work environment which is transparent, diverse and inclusive. It also focused on ensuring diversity through structured hiring, retention and development initiatives for women employees. The Company has developed a Diversity and Inclusion Council, Women Leadership Talks, and Career Accelerator Workshops for women.

To ensure a strong talent pipeline availability for all critical positions in the organisation, the Company has introduced Succession planning. The process includes multiple discussions with cross-functional key stakeholders to identify a ready successor for various positions. As of now, the Company is tracking the development of potential successors.

Given the changing industry dynamics, the Company continues to invest in upskilling its new as well as existing employees. During the year under review, it undertook various learning initiatives such

as managerial effectiveness, leadership development, POSH and functional training on a need basis. The Company has created a number of projects, such as Anugam, Sukarak, and Pygmalion to help its employees and workers improve their skills and contribute to their personal development. It also introduced e-learning platforms such as Percipio, SKILLDOM and Actuate as a part of its digital transformation journey. The Company has designed four compliance e-modules and has developed a library of over 100 e-modules for all employees to upskill themselves.

The Company strives to ensure the health and well-being of its employees through an array of initiatives. It took care of not only the physical well-being of the employees but also their mental well-being. Bajaj Electricals had also tied up with Health Spring for online consultation for employees and dependent family members. Additionally, safety of workers was ensured through mandatory safety trainings and introduction of One EHS app. The app helped Bajaj to achieve real time tracking of any incidents or fatalities at the workplace. It also conducted various initiatives such as anti-tobacco campaign, behavioural safety, in-house inspections and colour coding, heat stroke trainings, yoga sessions, and sessions on mental health, amongst others.

During the year under review, Bajaj Electricals was recognised as a 'Great Place to Work' for the second time in a row. This stands as a testimony to its zeal to be an employee-centric organisation and provide immense opportunity for employees to grow and flourish in their professional and personal life.

385

New talent on board in FY 2021-22

2,661

Total employees (including workers) as on 31st March, 2022

80%

Of the employees covered through various L&D initiatives



Quality review

The Company has always prioritised the quality of its products. To improve the quality further, the Company has undertaken various initiatives such as early days product failure analysis and reliability enhancement and life testing of products. It has also implemented various product and process improvement initiatives under the Lakshya project.

To reduce the rejection rate, BEL has taken several initiatives to address field failures, such as regular analysis of field failures, root cause analysis, monitoring of corrective actions and initiation of quality improvement projects. Moreover, the cross-functional team has set a target of zero failures and is likely to boost reliability with product design modification and regular review of quality performance with stakeholders.

This has resulted in a reduction of manufacturing cost and field failure, which in turn has resulted in a better consumer experience, enhanced brand perception and a competitive edge. Through these initiatives, BEL has approximately reduced field failure by 15% YoY and thus declined market complaints by more than 70%, which has become a benchmark for the industry.

The Company has further reduced manufacturing costs with projects such as the Mulya project and VAVE project. In-house manufacturing of advanced technology products, capacity and capability enhancement of supply chain, process automation, and focus on single piece flow also strengthen BEL's quality standards.

BEL also undertakes digitalised quality processes, such as quality management system, e-documentation, warranty management to reduce manual interventions and the introduction of tutorial videos for installation and problem solving of products for customer awareness.

The Company is now demonstrating agility while responding to breakdowns and has been transformed from product-oriented to process-oriented, defect detection to prevention and reactive to proactive. This can be attributed to the steady focus on periodic audits, quality process verification, statistical process control, critical process validation and revalidation, unidirectional process flow, line balancing in manufacturing and standardisation of manufacturing processes.

80%

Certified for consumer products, illumination, transmission and distribution and R&D

Winner

of 'Best initiatives for Product Quality' award at ESG INDIA Leadership Awards 2021

Integrated supply chain management

Supply chain management is a crucial part of the organisation and plays an essential role in collaborating with all internal and external stakeholders to manage supply – starting from planning, manufacturing, and delivering value to the end consumer. The Company depends significantly on the contract manufacturing model, while having a few own manufacturing units, and a robust supply chain is essential for providing finished goods at the right time, at the right place with the right quality and at the right cost.

In the year under review, the Company has taken up multiple initiatives aimed at improving supply chain efficiency. One of the key projects – We Care programme aimed at enriching relationships with suppliers – helped supply partners in key manufacturing decisions, and provided several aids during the pandemic to build a seamless ecosystem. This helped the organisation to tackle the sharp increase in demand post-COVID-19 through capacity addition by around 30% in all categories and lead time reduction at all levels.

In its own manufacturing facilities, the Company initiated its transformational journey to deliver the best quality products at the most competitive prices. It has also adopted the TPM methodology to improve the efficiency of the entire production system. This has been initiated at the Chakan plant and is being rolled out across all other plants. In addition to this, Next-gen ERP Platform – SAP S4 HANA has been implemented in all the factories. In continuation to the Company's endeavour of promoting sustainability, the Nirlep and Chakan plants have been converted into Zero Waste to Land Fill (ZWTL) certified plants with a diversion rate of more than 99%, as verified by Intertek – a worldwide recognised quality assurance, product testing, and certification organisation.

For the year under consideration, cost reduction has been a major drive; the initiative 'Mulya', helped the Company generate more than 1,000 ideas from supply partners and employees through a digital idea pooling drive. With due scrutiny and nurturing, ideas worth ₹100 crore potential has been generated, and value creation has been observed in the year under review. The Company also launched a 'Hello Local' campaign and substituted 50% of the total import purchase.

As part of the project 'Commodity Management', the Company has closely monitored commodity price movements and devised a strategy for realising competitive pricing through a monthly/quarterly averaging approach, future hedging, competition benchmarking, and continuous evaluation of alternate sourcing avenues.

1st runner up

In manufacturing category in MQH Best Practice Competition 2021 (organised by IMC Ramkrishna Bajaj National Quality Award Trust)

Amid trying circumstances, the integrated supply chain function has held through and anchored the organisations' growth. The Company established more than 60 cross-functional teams (CFT) to handle essential challenges such as productivity, quality, cost optimisation, inventory management, efficiency improvement, and capacity utilisation. It was able to navigate these difficult times through its collaboration across departments, effective communication, prioritisation of customer needs, and implementation of good governance.

Information technology

At Bajaj Electricals, the role of information technology has always been critical for executing complex and diversified business operations. As part of the NYSA initiative, the Company has decided to transform the IT landscape by adopting the SAP S/4 HANA platform, a future-ready enterprise resource planning (ERP) system powered by the cloud, machine learning and advanced analytics. The extensive development work for this new platform was carried out through FY 2021-22 and the first phase has gone live in early FY 2022-23. Once fully implemented, it will provide comprehensive support for end-to-end business processes within the organisation as well as with partners. The Company also plans to adopt other SAP modules such as SAP Project systems, SAP SD, SAP Integrated Business Planning and SAP GRC to further strengthen its business operations.

In order to improve productivity and efficiency and to optimise operational cost, Bajaj Electricals strives to build a smart factory by adopting technologies such as IoT, big data, and cloud computing together with Artificial intelligence, adapted to the needs of Industry 4.0.

The Company believes communication and cooperation are critical for inspiring, encouraging, and empowering new ideas. Technology opens up communication channels, making it faster, easier and more effective for people to connect. As a result, it is establishing an innovation platform to allow workers, channel partners, customers, and other stakeholders to contribute ideas and views about new product creation and process improvement.

Alongside of implementing disruptive technologies, the Company has also been vigilant towards data privacy and security as there lies a risk of cyber-attacks and hacks. The Company's IT support team undertakes daily monitoring process and reporting to ensure that an IT System is functioning properly. Additionally, all the data that sends from the factory to cloud is encrypted. It also runs regular VAPT and security tests to ensure minimum exposure to cyber-attacks.

35
Employees in the IT team

11
Average experience of IT team

Financial Analysis

(on consolidated financials)

Revenue

(₹ in crore)



EBIDTA

(₹ in crore)



EBIT

(₹ in crore)



Finance Cost

(₹ in crore)



PBT

(₹ in crore)



PAT

(₹ in crore)



CORPORATE OVERVIEW

STATUTORY REPORTS

FINANCIAL STATEMENTS

Particulars	FY 2021-22	FY 2020-21	YoY Change	Reasons for change, where change is significant
EBIDTA Margin	6.62%	8.12%	-18.53%	Fall in the EBITDA margins are mainly due to increase in commodity prices which has increased the input cost and which the Company has not yet passed to the end consumers.
EBIT Margin	5.18%	6.48%	-20.12%	Same As above
PBT Margin	3.45%	5.37%	-35.68%	Impact of commodity inputs costs and very limited incremental EPC business has resulted in overall reduction in PBT Margin
PAT Margin	2.58%	4.12%	-37.29%	The Group has paid out VRS of ₹ 13.23 crore, for its employees at Shikohabad factory, which has resulted in lower PAT for the year. Further, for the year ended FY21, the Company had an exceptional gain of ₹ 25.49 crore, which had increased the PAT in last year
Debtors Turnover	2.94	2.06	42.65%	The increase in Debtors turnover Ratio is due to collection of receivables in Power Distribution Business in EPC Division with very less incremental order book
Inventory Turnover	3.45	3.84	-10.19%	Inventory turnover ratio has decreased from 3.9 times to 3.5 times mainly on account of increase in average inventory.
Interest Coverage Ratio	3.57	3.89	-8.09%	The ratio has marginally reduced due reduction in EBIT. Interest post acquisition of Starlite Lighting Debt has almost remained the same for the year
Current Ratio	1.21	1.17	3.57%	There is a marginal improvement in the current ratio largely due to reduction in short term debt levels.
Debt Equity Ratio	0.03	0.30	-91.17%	The Group has adopted a risk calibrated approach towards EPC Business, which has resulted in pullback of capital and receivables in EPC Business. Further, the Group has carried out vendor financing for the creditors in the CP Business, which has resulted in a positive cash flow from operations, which has been used to repay debt.
Return on networth	7.58%	12.91%	-41.32%	Unable to pass-on the rising input costs, VRS of ₹ 13.23 crore for its employees at Shikohabad factory has resulted in lower PAT for the year, which has resulted in lower RoE

Risk Management

A Risk Management Policy for the Company has been adopted and approved by the Board of Directors. The Company has a Comprehensive Risk Management framework in place to identify, evaluate and mitigate business risks to protect interests of its stakeholders. The Company's Risk Management framework focus on ensuring that risks are identified and reasonably addressed on a timely basis and Risk Management process adapt to the changing business requirement. Risk Management Committee is updated on emerging risks and corrective actions every 6 months.

The key business risks identified by the Company and their mitigation plans are as under:

1. Pandemic

The Pandemic situation has resulted in travel restrictions, lockdowns and need for social distancing. This has resulted in negative sentiments and operational challenges of supply disruption, labour availability and demand fluctuations.

Proactive actions in initiating Work from Home (WFH), Hybrid work arrangements, managing supply challenges by seeding plan-based supply forecasting have fetched positive outcomes and sentiments in demand fulfilments. Preemptive actions in boosting production and ensuring timely distribution to Pan India warehouses have resulted in reducing impact of supply disruptions in secondary and Tertiary sales.

2. Business Growth

EPC order book forecast for project execution in FY 2022-23 has to be improved which has been adversely impacted by low flow of tenders in FY 2021-22 due to current Pandemic situation across states. In Power Distribution, focus has been on financial closure of ongoing projects which has positively improved cash flow and recovery. The Organisation will be focusing on high contributing projects of Railways, Monopoles and Substations to strive growth and profitability. Fluctuation in commodity prices and inflationary trend in cost of other material has resulted in adverse impact on demand and profit margin.

Pandemic has created volatility on demand and supply side which is closely monitored and necessary action has been implemented to reduced impact on People, Liquidity and Viability.

3. Working Capital Management

Change in scope by clients of EPC projects and ROW issues not resolved by client have resulted in non-utilisation of material purchased for that particular project and delays in execution. This is further impacted by cash constraints at client due to current Pandemic, adversely affecting receivables from clients. Contractor management has also become vital with non-availability of labour and non-deployment of material within

agreed timelines. Adequate coordination is being made with client to identify additional work at respective projects to ensure utilisation of inventory procured at respective sites. Further, requirement at other project sites of client is assessed to move slow moving inventory to respective project sites. In addition, coordination for recovery of receivables with client by ensuring timely handover of sites and closure of project sites is performed.

Financial support is provided for working capital management of subsidiary /associate companies that are impacted by fluctuation/change in demand and supply side constraints on availability of material and manpower which is affecting the capacity utilisation of factories.

4. Hiring and retention risk

The Company has been continuously working on retaining the best talent in the industry, but it is a constant challenge to retain the good talent. The Company's human resource agenda focuses mainly on building a robust and diverse talent pipeline by hiring fresh management graduates to cater to various businesses and functions, enhancing individual and organisational capabilities for future readiness, driving greater employee engagement and strengthening employee relations. The Company has also taken several employee initiatives like great place to work survey, employee satisfaction survey, town halls across locations, benchmarking compensation structure with the industry, stock options, innovative management training programs, job rotations, spot/ quarterly /half yearly/ annual recognitions, development programs to retain and grow talent.

5. Occupational health and safety risk

Safety of employees and workers has always been of utmost importance to the Company. Occupational Health & Safety has been identified as one of its focus areas to reinforce the safety culture across the Company. Various training programmes have been conducted at the plants and project sites such as behavior-based safety training program, safety leadership program, logistics safety program and safety protocols for employees and workers. Safety Committee has deployed Safety Portal to oversee and monitor safety initiatives and adherence across the organisation.

Internal control

Commensurate with the size, scale and complexity of its operations, the Company has well-defined and adequate internal controls. Throughout the year, the internal controls were noted to be operating effectively. To test the robustness of these controls and to cover all business units, offices, factories and key areas of business, the Company had appointed an external consultant as an Internal Auditor. External consultant (Internal Auditor) and the statutory auditor evaluate the design, adequacy and operating effectiveness of the Internal Financial Controls of the Company. The controls are designed in such a manner that they are broadly

in accordance with the criteria established under the Companies Act, 2013 and Guidance Note issued by the Institute of Chartered Accountants of India.

The Company has documented Standard Operating Procedures (SOP) and risk registers, encompassing process flow, key risks and key controls for all business units and functions. SOP and risk registers in turn are evaluated and appropriate amendments are made by the business, depending on the changes in process of workflow and controls. The external consultant (Internal Auditor) on review of the internal financial controls did not identify any significant control weaknesses. All the non-significant control weaknesses identified have been discussed with the respective process owner. Remediation actions have been taken or agreed upon, to eliminate the weaknesses in a time bound manner. Adequate manual controls have been deployed where control weaknesses were identified due to system limitations in IT applications.

The external consultant (Internal Auditor) conducts internal audits for the areas that are agreed with the Management and Audit Committee. The Audit Committee finalises the scope of internal audit. The audits executed by the external consultant (Internal Auditor) are monitored by the Internal Audit function. It is ensured that internal audit and IFC reviews are conducted objectively. Also, it is ensured that reviews evaluate the efficacy and adequacy of internal control system in the Company, its compliance with operating systems and procedures, accounting procedures and policies of the Company. The internal audit function reports to the Chairman and Managing Director of the Company and the Chairman of the Audit Committee of the Board to maintain its objectivity and independence.

The process owners undertake corrective action in their respective areas within agreed timelines for significant risks identified in the reports issued by Internal Auditors. This helps to improvise and strengthen the controls. On a quarterly basis, significant audit observations and corrective actions are presented to the Audit Committee of the Board.

Disclaimer

Certain statements in the MDA section concerning future prospects may be forward-looking statements which involve a number of underlying identified / non identified risks and uncertainties that could cause actual results to differ materially. In addition to the foregoing changes in the macro-environment, a global pandemic like COVID-19 may pose an unforeseen, unprecedented, unascertainable and constantly evolving risk(s), inter-alia, to the Company and the environment in which it operates. The results of these assumptions made, relying on available internal and external information, are the basis for determining certain facts and figures stated in the report. Since the factors underlying these assumptions are subject to change over time, the estimates on which they are based are also subject to change accordingly. These forward-looking statements represent only the Company's current intentions, beliefs or expectations, and any forward-looking statement speaks only as of the date on which it was made. The Company assumes no obligation to revise or update any forward-looking statements, whether as a result of new information, future events, or otherwise.

Business Responsibility Report

As mandated by the Securities and Exchange Board of India (SEBI), India's top 1000 listed entities on BSE Limited and the National Stock Exchange of India Limited based on their market capitalisation, are required to submit a 'Business Responsibility Report' (BRR / BR Report) alongwith their Annual Report. This report is required to be in line with 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business' (NVGs), as released by the Ministry of Corporate Affairs in July 2011.

Bajaj Electricals Limited (the "Company") presents its sixth BRR in line with the NVGs and BRR requirement of SEBI. This BRR presents key initiatives undertaken by the Company, driven on the triple bottom line aspects.

Section A - General Information about the Company

Sr. No.	Particulars	Company Information
1.	Corporate Identity Number (CIN) of the Company	L31500MH1938PLC009887
2.	Name of the Company	BAJAJ ELECTRICALS LIMITED
3.	Registered address	45/47, Veer Nariman Road, Mumbai 400001.
4.	Website	www.bajajelectricals.com
5.	E-mail ID	legal@bajajelectricals.com
6.	Financial Year reported	April 1, 2021 – March 31, 2022
7.	Sector(s) that the Company is engaged in	Consumer Durables and Engineering, Procurement and Construction (EPC)
8.	List three key products/ services that the Company manufactures/ provides (as in balance sheet)	Lighting, Consumer Durables and EPC
9.	Total number of locations where business activity is undertaken by the Company	The Company operates through its: <ul style="list-style-type: none"> Registered and Corporate office situated at Mumbai; 23 Branches (Ahmedabad, Bangalore, Bhubaneswar, Chandigarh, Chennai, Cochin, Dehradun, Delhi, Guwahati, Hyderabad, Indore, Jaipur, Kolkata, Kundli, Lucknow, Mumbai, Nagpur, Noida, Patna, Pune, Raipur, Ranchi & Vijaywada); 12 Depots (Ahmedabad, Bangalore, Luhari, Coimbatore Depot, Hyderabad, Kolkata, Lucknow, Mumbai, Nagpur, Noida, Patna, & Zirakpur.); 3 Central Warehouses (Bhiwandi, Luhari & Tepla); and 5 Overseas Representative / Liaison Offices / Projects (China, Dubai, Kenya, Togo & Zambia)
10.	Markets served by the Company – Local / State / National / International	India and 40 countries across the world.

Section B - Financial details of the Company

Sr. No.	Particulars	Company Information
1.	Paid-up Capital*	22.98
2.	Total Turnover*	4,770.35
3.	Total profit after taxes*	153.50
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of average net profit of the Company for last 3 financial years.	3.30
5.	List of activities in which expenditure in 4 above has been incurred: CSR expenditure has been incurred mainly in the activities related to: (a) Education; (b) Art and Culture; (c) Environment Sustainability; and (d) COVID-19 response. Further details are available in Annexure C to the Directors' Report on CSR Activities in the Annual Report 2021-22.	

* As per standalone financial statements for the financial year 2021-22.

Section C – Other details

1.	Does the Company have any Subsidiary Company/Companies?	Yes
2.	Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s).	No
3.	Do any other entity/entities (e.g. suppliers, distributors, etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%].	No

* As per standalone financial statements for the financial year 2021-22.

Section D: Business Responsibility (BR) Information

1. Details of Director/Directors responsible for BR

a. Details of the Director(s) responsible for implementation of the Business Responsibility Policy/Policies ('BR Policy/Policies')

Sr. No.	Particulars	Details
1.	DIN Number (if applicable)	00089358
2.	Name	Shekhar Bajaj
3.	Designation	Chairman & Managing Director

b. Details of the BR head

Mr. Shekhar Bajaj, Chairman & Managing Director of the Company, oversees the BR implementation. The Company does not have a BR head as of now.

2. Principle-wise (as per NVGs) BR Policy/Policies (Reply in Yes/No)

The management of the Company is in the process to align the Company's policies as per the 'National Guidelines on Responsible Business Conduct'. The BR Policy/Policies of the Company addresses the following 9 principles as per the NVGs, released by the Ministry of Corporate Affairs, which have been duly approved by the Board of Directors and adopted by the Company:

NVGs Principle-

P1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.

P2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

P3: Business should promote well-being of all employees.

P4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.

P5: Business should respect and promote Human Rights.

P6: Business should respect, protect, and make efforts to restore the environment.

P7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

P8: Businesses should support inclusive growth and equitable development.

P9: Businesses should engage with and provide value to their customers and consumers in a responsible manner.

The responses regarding the above 9 principles (P1 to P9) are given below:

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have policy / policies for:	Yes.								
2.	Has the policy being formulated in consultation with relevant stakeholders?	All the policies have been formulated in consultation with the Management of the Company and are approved by the Board.								
3.	Does the policy conform to any national/ international standards? If yes, specify?	All the policies are compliant with respective principles of NVG guidelines.								
4.	Has the policy being approved by the Board? If yes, has it been signed by the MD / Owner / CEO / appropriate Board Director?	All the policies have been approved by the Board and signed by the Managing Director.								
5.	Does the Company have a specified committee of the Board / Director / Official to oversee the implementation of the policy?	The Board has appointed Mr. Shekhar Bajaj, Chairman & Managing Director, to oversee policy implementation.								
6.	Indicate the link for the policy to be viewed online?	Copies will be made available on receipt of written request from shareholders.								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	The policies have been formally communicated to internal stakeholders. The external stakeholders will be communicated in due course.								
8.	Does the Company have in-house structure to implement the policy / policies?	Yes.								
9.	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholder's grievances to the policy / policies?	Yes.								
10.	Has the Company carried out independent audit/evaluation of the working of this policy by an internal or external agency?	No.								

3. Governance related to BR

Information with reference to BR framework:

- Frequency of review, by the BR committee to assess the BR performance: Annual.
- Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

The Company is publishing the BR Report for the sixth time and the same is available on the website of the Company: www.bajajelectricals.com. No sustainability report is published by the Company.

Section E: Business Responsibility (BR) Information

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

- Does the policy relating to ethics, bribery and corruption cover only the company? Yes/No. Does it extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ Non-Governmental Organisations (NGOs)/ Others?

The Company has defined Code of Business Conduct and Ethics ('Code') for Directors as well as all employees of the Company that covers issues, inter-alia, related to ethics, bribery and corruption. It also covers all dealings with suppliers, customers and other business partners and other stakeholders. The Code forms an integral part of the induction of new employees.

The Company also has a Whistle Blower Policy ('WB Policy') which enables its directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code and provides safeguards against victimisation of director(s)/employee(s), who avail of the mechanism.

The Company also has policies for (a) Determining Materiality of Events and Information, to ensure disclosure of any event or information which, pursuant to SEBI regulations is material to determine whether an event or information is material or not and to ensure timely, accurate, uniform and transparent disclosure; and (b) Prevention of Insider Trading and protection of the unpublished price sensitive information.

The copies of all the above-mentioned policies are available on the website of the Company: www.bajajelectricals.com.

- How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

There were no cases of violation of the Company's Code of Conduct in financial year 2021-22. There were 10 cases reported under the Company's WB Policy during the year, all of which were resolved. There were 2 complaints received from the shareholders during the financial year ended on March 31, 2022, which were attended and resolved during the year. The Company has ensured prompt public disclosure of unpublished price sensitive information in order to make such information generally available and is in compliance with the SEBI Insider Trading Regulations. The Company has different mechanisms for receiving and dealing with complaints from various stakeholders like investors, customers, employees and suppliers, etc.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

- List upto 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities and for each such product, provide the details in respect of resource use (energy, water, raw material, etc.) per unit of product (optional).

a) Bajaj Fans

For the first time in India, the Premium range of Bajaj ceiling fans bring anti-germ and bye-bye dust features, powered by Advanced Polymer Technology. These fans are also stylishly designed, with an emphasis on providing flair and elegance to the room, along with providing maximum functionality. Also, the Company's 5 star rated fans runs on 50-54 watts, as compared to a regular ceiling fan (non-BEE star rated) which consumes 75 watts, whereby the user of the fan will be able to save the electricity consumption.

b) Bajaj LED lightings

Bajaj LED range lighting solution is widely known as one of the best in the market. The Company makes no compromise on the standards it delivers in its products and every product is manufactured with utmost care given to every component.

To make a general comparison, the Company's 7-watts LED bulb delivers as much as 600 lumens more output than a normal 60 watts GLS lamp. All this while saving as much as 85% more electricity than conventional lighting systems. Due to high standards maintained by the Company, Bajaj LED bulbs are able to last for an impressive lifetime of upto 25000 hours. Further, none of Bajaj LED lights use any chemical compounds that

are potentially detrimental to the environment. This is in contrast to the CFL or mercury lamps. The Company's range of LED lightning is also safe for domestic usage as it does not emit harmful radiation like ultraviolet light or infrared radiation, chronic exposure, which cause serious health complications.

Also, in view of regular electricity related issues like power cuts or load shedding, especially in the non-metropolitan regions, the range of Bajaj LED lightings is developed to deal with random voltage fluctuations or abrupt discontinuation of electricity. Many of electric LED bulbs have a built-in voltage surge protection mechanism, which safeguards it against surges up to 2 kV. Bajaj LED lights consume less energy that besides keeping the electricity bills light on customers' pockets also helps reduce carbon footprints.

c) High Mast & Transmission Line Towers

The Company has one of the best Transmission Line Towers (TLT) manufacturing facilities at Ranjangaon in Pune districts of Maharashtra, which manufactures a range of towers of 110/132/220/400/765 kV single/double circuit power transmission lines.

The manufacturing facility is ISO 14000 and ISO 9001 certified and is equipped with the most sophisticated, computer controlled state-of-art machineries. The galvanising bath of size 13 mtr length x 1.5 mtr width and 2.5 mtr depth is the biggest and most sophisticated plant in India with automatic CNC control machines and with totally enclosed radio remote controlled galvanising plant imported from Gimco, Italy. The Company's world class TLT manufacturing facility has been approved and appreciated by Power Grid Corporation of India and all reputed Electricity Boards across the country.

The Company is committed to environment sustainability and therefore it works toward reduction and optimal utilisation of energy, water, raw material, logistics, etc. by incorporating new techniques and innovative ideas.

- Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your input was sourced sustainably?

The Company endeavours to focus on protection of environment, stakeholders' interest and cost effectiveness while procuring any raw material or goods. The main raw materials are procured from manufacturers / producers who are well reputed keeping in mind the need for quality and consistency. Adequate steps are taken for safety during transportation and optimisation of logistics, which, in turn, helps to mitigate the impact on climate.

3. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve the capacity and capability of local and small vendors?

The Company outsources the processing activity to small vendors, which help in creation of job opportunities in semi urban area. Also, for procurement of goods, priority is given to nearby small vendors. In order to improve the capacity of the local and small producers, the Company provides them technical assistance, which includes training for CTQ (Critical to Quality) parameters. Frequent visits are also arranged by the officials of the Company to the workstations of these local and small vendors for betterment of processes and quality of products.

4. Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

The Company is consciously trying to reduce its carbon footprints, minimise waste generation and manage water resources better. Effective waste management is accomplished through a host of well laid-out and continuously monitored procedures.

The Company has been producing fresh casting by melting rejected aluminium die casting products. The Company has also been using recovery powder for powder coating its products.

The Company endeavours to manage the environmental impacts of organisational activities, products and services. The percentage of recycling of products and waste falls in the range of 5-10%. The Company has also developed gardens at its Chakan and Ranjangaon units to spread awareness on global warming.

Principle 3: Businesses should promote the well-being of all employees

1. Please indicate the total number of on roll employees: 2,272 (including 12 international employees)
2. Please indicate the total number of employees hired on temporary/casual basis: 2,129
3. Please indicate the number of permanent women employees: 143
4. Please indicate the number of permanent employees with disabilities: 2
5. Do you have an employee association that is recognised by the management: Yes
6. What percentage of your permanent employees is members of this recognised employee association?: 3.96%

7. Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

Sr. No.	Particulars	No. of complaints filed during the financial year	No. of complaints pending as on end of the financial year
1.	Child labour/forced labour/involuntary labour	Nil	Nil
2.	Sexual harassment	Nil	Nil
3.	Discriminatory employment	Nil	Nil

8. What percentage of your under mentioned employees were given safety & skill upgradation training in the last year?

- (a) Permanent Employees: 53.22%
- (b) Permanent Women Employees: 63.83%
- (c) Casual/Temporary/Contractual Employees: 0.70%
- (d) Employees with Disabilities: Nil

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised

1. Has the Company mapped its internal and external stakeholders? Yes/No: Yes
2. Out of the above, has the Company identified the disadvantaged, vulnerable & marginalised stakeholders: Yes
3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalised stakeholders? If so, provide details thereof, in about 50 words or so.

The Company's approach for identifying and engaging with stakeholders includes shareholders, customers, employees, suppliers, communities, civil society and the government. The Company believes that an effective stakeholder engagement process is necessary for achieving its sustainability goal of inclusive growth.

As a CSR project, the Company is working with the rural, semi-urban schools which caters to students from underprivileged communities. The project emphasis is on to improve school infrastructure, education, training and soft skills of the students and teachers, provide vocational skills and livelihood, and promote health care by continued support to anti-tobacco programme and campaign.

The Company, being committed towards environmental sustainability, has also undertaken projects such as large scale tree plantation, restoration and conservation of water bodies, environmental education, waste management, solar powered electrification for off grid rural schools.

Principle 5: Businesses should respect and promote human right

1. Does the policy of the Company on human rights cover only the Company or extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?

The BR Policy covers the aspects on human rights for the Company. The Company's BR policies covering various principles ranging from freedom of association to freedom from harassment, applied across operations is the testimony to its commitment. The Company's actions emanating from these policies speak louder than its intentions. Not only is the Company compliant with all the statutory laws and regulations, but it has grievance redressal mechanism in place for violations, if any.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

During the reporting year, there were no human rights violation or complaints, relating either to child, forced and involuntary labour or discriminatory employment, received against the Company.

Principle 6: Business should respect, protect, and make efforts to restore the environment

1. Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others?

The Company's policy on environment, health and safety encourages its employees to be more ecologically aware and to be more cautious in preempting potential threats by developing relevant measures to address them.

It is the Company's policy:

- To contribute to sustainable development through the establishment and implementation of environment, health and safety standards that meet the requirement of relevant laws, regulations and codes of practice;
- To take into account environment, occupational health and safety aspects in planning and decision-making;
- To provide appropriate training to employees as well as service providers' employees and implement best practices;

- To instil a sense of duty in every employee including those of service providers at the Company's premises, towards their personal safety, as well as that of their co-workers;
- To ensure adoption of resource efficient and cleaner production methods;
- To continue to increase the contribution from renewable energy sources towards meeting overall energy demand.

2. Does the Company have strategies/initiatives to address global environmental issues such as climate change, global warming, etc.? Yes/No. If yes, please give hyperlink for webpage etc.

The Company is vigilant of the emerging challenges like climate change, global warming and investing in measures that convert these challenges into opportunities. With the production of energy efficient products, conservation measures, reducing dependence on limited resources, the Company not only reducing the burden on the environment, but also on its operational costs.

The Company's green must do's are: Ensure statutory compliance, optimise natural resources, effect continuous improvement in environment management, manufacture energy efficient products, innovate greener technologies and processes and spread green awareness across internal and external stakeholders.

3. Does the Company identify and assess potential environmental risks? Yes/No

Yes. The Company has an environmental policy which guides the Company's efforts to manage its environmental impacts and continually improve its environmental performance. The Company's Ranjangaon plant is certified to ISO 14000 Environmental Management Systems (EMS) standard. As a part of EMS implementation, potential environmental risks are identified and appropriate mitigation strategies are planned.

4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if yes, whether any environmental compliance report is filed?

The Company has invested significantly in green energy, principal amongst which is its investment in wind energy. The Company's Wind Farm located at Village Vankusawade in Satara District of Maharashtra has generated 2833244 kwh electrical units during the year under review as compared to 2586241 kwh electrical units in the previous year.

5. Has the Company undertaken any other initiatives on—clean technology, energy efficiency, renewable energy, etc. Yes/No. If yes, please give hyperlink for web page etc.

Refer point Nos. P6(2) & P6(4) above and point Nos. A(i), A(ii) & A(iii) of Annexure G to the Directors' Report.

6. Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?

Yes.

7. Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year:

None.

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1. Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with.

Some of the key associations of which the Company is a member are:

- i. Bihar Chamber of Commerce & Industries;
- ii. Chhattisgarh State Renewable Energy Development Agency;
- iii. Common Effluent Treatment Plant (Thane-Belapur) Association;
- iv. Confederation of Indian Industry;
- v. IMC Chamber of Commerce and Industry;
- vi. Deccan Chamber of Commerce Industries & Agriculture, Pune;
- vii. Electric Lamp & Component Manufacturers Association of India;
- viii. Ewaysindia Inc.;
- ix. National Safety Council, Mumbai;
- x. Northern Mathura Industries Association;
- xi. Exports Promotion Council of India;
- xii. Ranjangaon Industries Association; and
- xiii. The Associated Chamber of Commerce and Industry of India.

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? If yes, specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy Security, Water, Food Security, Sustainable Business Principles, Others)

The Company responsibly and actively engages in policy advocacy. The Company contributes its views in the setting of new industry standards and regulatory developments, in areas

such as governance and administration, economic reforms, inclusive development policies, etc.

Principle 8: Businesses should support inclusive growth and equitable development

1. Does the Company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes, details thereof.

The Company undertakes projects in the following areas:

- Ensuring environmental sustainability & promoting its education;
- Education, employment, enhancing vocational skills and livelihoods;
- Promoting preventing health care; and
- Promotion of art & culture.

These projects are in accordance with Section 135 of the Companies Act, 2013 and Rules made thereunder.

2. Are the programmes/projects undertaken through inhouse team/own foundation/external NGO/government structures/any other organisation?

The CSR programmes and projects are undertaken by the Company both, directly as well as in collaboration with NGOs, educational institutions, associations, civic bodies, etc. The Company has also formed Bajaj Electricals Foundation to mainly further the cause of Company's CSR initiative. Please refer the Company's 'Annual CSR Report 2021-22' for details on various community development programmes and partnerships.

3. Have you done any impact assessment of your initiative?

No.

4. What is your Company's direct contribution to community development projects - Amount in INR and the details of the projects undertaken?

Please refer the Company's 'Annual CSR Report 2021-22' for details on various community development programmes undertaken during the reporting period.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

Most of the projects involve community participation and are designed by NGOs with due consultation with the communities. The Company initially works with NGO partner on pilot basis and then designs programmes on periodical basis. The project lifecycle tries to address all components including sustainability.

To ensure successful implementation of community development programmes in collaboration with community members, the Company adopts following approaches:

- a. Rapport building with community leaders and opinion makers;
- b. Project identification and design in association with community members and NGOs;
- c. Involvement of community members in project implementation;
- d. Maintaining continuous and close interaction with community members through field teams;
- e. Perception survey to measure impact of social initiatives; and

f. Necessary approvals are taken from the community prior to the start of work.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year?

The Company follows a robust way of tracking customer complaints and focus has been to make it easy for customer voices to be heard and accordingly, a well-established escalation matrix has been developed on the Company's website.

Some mechanisms through which the Company engages with customers are described in Table below:

Particulars	Details
Customer meets	To gauge customers' satisfaction level regarding products and services.
Customer satisfaction feedback	To analyse customer feedback and take suitable measures for upgrading products and services. A system of collecting feedback through feedback cards, e-mails, telephonic surveys, etc.
Customer Care Cell	24x7 toll-free number for receiving and redressing customer complaints.
'Bajaj Paddy' – Virtual assistant on the website of the Company	To stimulate conversations with consumers and to help them report a problem with an appliance, request a demo or schedule an appointment with a technician for installation and generate consumer complaint instantly in real time.
Product checkup and customer meets	To address customers' concerns and complaints.

The Company also keeps its eyes open to the social media and any customer complaints on any website is picked up immediately. All customer complaints are attended to with utmost seriousness and the entire organisation focusses on addressing and reducing complaints. Of the total customer complaints/requests received during the year, 0.69% were pending at the end of the year.

2. Does the Company display product information on the product label, over and above what is mandated as per local laws?

The Company displays detailed information for all its products, which also complies with all applicable labelling codes and specifications. The products are sold with an owner's manual which includes safety checking mechanisms, how to use guidance, thus encouraging consumers to use the Company's products in a responsible manner. The customers have access to the Company's website which provides host of information on products and services. The customer is educated about the features of products & services, etc. Information is also disseminated to customers through display boards at point of sale or service as well.

3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year? If so, provide details thereof, in about 50 words or so.:

During the year we did not receive any such complaints.

4. Did your Company carry out any consumer survey/consumer satisfaction trends?

The Company takes consistent feedback from customers and immediately addresses the issues, if any. In the reporting year, the Company employee representatives continued to seek suggestions in person, from customers. The Company's product responsibility policy also directs its employees to be receptive towards customer's needs and concerns.

निदेशकों की रिपोर्ट

प्रिय शेयरधारकों,

निदेशक मंडल वित्तीय वर्ष २०२१-२२ के लेखा-परीक्षित वित्तीय विवरणों (स्टैंडअलोन तथा समेकित) के साथ कंपनी के ८३वें वार्षिक रिपोर्ट (इंटिग्रेटेड) को आपके समक्ष प्रस्तुत करते हुए अत्यंत प्रसन्नता का अनुभव कर रहे हैं।

वित्तीय परिणाम

स्टैंडअलोन वित्तीय परिणाम की मुख्य विशेषताएँ इस प्रकार हैं :

	(₹ करोड़ में, “ईपीएस” के लिए छोड़कर)	
विवरण	वित्तीय वर्ष २०२१-२२	वित्तीय वर्ष २०२०-२१
प्रचालनों एवं अन्य आय से प्राप्त राजस्व	४,८७१.६०	४,६४५.७५
वित्तीय लागत एवं मूल्यहास के पूर्व सकल लाभ	३२८.३८	३७४.२३
घटाएं : वित्तीय लागत	५२.९३	७५.५५
घटाएं : मूल्यहास	५६.७५	६९.२६
अपवादात्मक मदों और कर से पहले लाभ/(हानि)	२१८.७०	२२९.४२
अपवादात्मक मदें	(१३.२३)	११.७६
करों के पूर्व लाभ/(हानि)	२०५.४८	२४१.१८
घटाएं : कर व्ययों के लिए प्रावधान	५१.९८	५७.५४
कर पश्चात लाभ/(हानि)	१५३.५०	१८३.६४
घटाएं : अन्य व्यापक आय	(५.३९)	(६.९५)
जोड़ें : लाभ और हानि खाते में अतिशेष	-	२६२.२३
घटाएँ : लाभांश, जिसमें वर्ष के दौरान भुगतान किया गया लाभांश वितरण कर शामिल है	-	-
जोड़ें: निहित रद्द विकल्पों के लिए प्रतिधारित आय में स्थानांतरित किया गया	०.३५	१.२३
सामान्य आरक्षित निधियों में अंतरित राशि	-	(१८.३६)
ऋणपत्र प्रतिदान आरक्षित निधियों से अंतरित राशि	३७.५०	-
विनियोजन के लिए उपलब्ध शेष-राशि	६३२.४२	४३५.६८
बेसिक ईपीएस (₹)	१३.३८	१६.०८
डाइल्यूटेड ईपीएस (₹)	१३.३३	१६.०२

समेकित वित्तीय परिणामों की मुख्य विशेषताएँ इस प्रकार हैं :

	(राशि : ₹ करोड़ में, ईपीएस के लिए छोड़कर)	
विवरण	वित्तीय वर्ष २०२१-२२	वित्तीय वर्ष २०२०-२१
प्रचालनों व अन्य आय से प्राप्त राजस्व	४,८८१.३५	४,६५३.८१
अपवादात्मक मदों और कर से पहले लाभ/(हानि)	१७९.५१	२२०.७८
अपवादात्मक मदें	(१३.२३)	२५.४९
करों के पूर्व लाभ/(हानि)	१६६.२८	२४६.२७
सहायक कंपनियों, सहयोगियों और संयुक्त उद्यमों के लाभ/(हानि) का हिस्सा	-	-
करों के पूर्व लाभ/(हानि)	१६६.२८	२४६.२७
घटाएं : कर व्ययों के लिए प्रावधान	४१.८८	५७.३१
अवधि के लिए लाभ/(हानि)	१२४.४१	१८८.९६
बेसिक ईपीएस (₹)	१०.८५	१६.५४
डाइल्यूटेड ईपीएस (₹)	१०.८१	१६.४९

पिछले चार वित्तीय वर्षों के लिए और ३१ मार्च २०२२ को समाप्त वित्तीय वर्ष के लिए निवल सम्पत्ति पर प्रतिफल, नियोजित पूँजी पर प्रतिफल और ईपीएस को निम्नानुसार दर्शाया गया है :

विवरण	२०२१-२२	२०२०-२१	२०१९-२०	२०१८-१९	२०१७-१८
निवल सम्पत्ति पर प्रतिफल (%)	९.०६	१२.३१	(०.०१)	१५.५०	८.८५
नियोजित पूँजी पर प्रतिफल (%)	१४.०१	१३.८५	८.२०	१४.१३	१३.४३
बेसिक ईपीएस (अपवादात्मक मदों के बाद) (₹)	१३.३८	१६.०८	(०.०१)	१६.३४	८.२३

कंपनी के वित्तीय परिणाम प्रबंधन चर्चा एवं विश्लेषण रिपोर्ट में सविस्तार दिए गए हैं, जो इस वार्षिक रिपोर्ट का हिस्सा है।

कंपनी मामलों/प्रचालनों की स्थिति

वित्तीय वर्ष २०२१-२२ के दौरान :

- स्टैंडअलोन आधार पर प्रचालनों से राजस्व पिछले वर्ष के ₹ ४,५७३.०६ करोड़ की तुलना में बढ़कर ₹ ४,७७०.३५ करोड़ हो गया - यह ४.३% की वृद्धि है।

- उपभोक्ता उत्पाद अनुभाग का राजस्व १२.८% बढ़कर य३,७२७.५३ करोड़ हो गया है।

- ईपीसी अनुभाग का राजस्व १७.९% घटकर ₹ १,०४२.२५ करोड़ हो गया है।

- प्रचालनों से राजस्व के प्रतिशत के रूप में बेचे गए माल की लागत पिछले वर्ष के ७०.९% की तुलना में बढ़कर ७२.३% हो गई है।

- प्रचालनों से राजस्व के प्रतिशत के रूप में कर्मचारी लागत घटकर ८.१% (₹ ३८४.३६ करोड़) हो गई है, जबकि पिछले वर्ष यह ८.५% (₹ ३८८.२८ करोड़) थी।

- प्रचालनों से राजस्व के प्रतिशत के रूप में अन्य व्यय पिछले वर्ष के १४.१% (₹ ६४३.०२ करोड़) की तुलना में बढ़कर १४.९% (₹ ७१२.१८ करोड़) हो गई है।

- कंपनी ने कोविड-१९ महामारी संबंधी राहत गतिविधियों में लगभग ₹ ०.३४ करोड़ का योगदान दिया है।

- चालू वर्ष के लिए कर पश्चात लाभ पिछले वर्ष के ₹ १८३.६४ करोड़ की तुलना में य१५३.५० करोड़ हो गया है - इसमें १६.४% की कमी आई है।

- समेकित आधार पर, इस समूह ने ₹ ४,६५३.८१ करोड़ की तुलना में ₹ ४,८८१.३५ करोड़ का राजस्व हासिल किया है - यह ४.९% की वृद्धि है। चालू वर्ष के लिए समूह के लिए गैर-नियंत्रित ब्याज के बाद शुद्ध लाभ पिछले वर्ष के ₹ १८८.९६ करोड़ की तुलना में ₹ १२४.४१ करोड़ हुआ है - इसमें ३४.२% की कमी आई है।

३१ मार्च, २०२२ को, पट्टे पर ली गई परिसंपत्तियों सहित सकल संपत्ति, संयंत्र और उपकरण, निवेश संपत्ति और अन्य अमूर्त परिसंपत्तियाँ ₹ ६९४.६३ करोड़ की थीं और पट्टे पर ली गई परिसंपत्तियों सहित शुद्ध संपत्ति, संयंत्र और उपकरण, निवेश संपत्ति और अन्य अमूर्त परिसंपत्तियाँ ₹ ४२२.४५ करोड़ की थीं। वर्ष के दौरान पूँजीगत व्यय ₹ ५७.७२ करोड़ (विगत वर्ष में ₹ २९.६५ करोड़) थी।

३१ मार्च, २०२२ को कंपनी का रोकड़ और रोकड़ समतुल्य ₹ ११७.८२ करोड़ था। कंपनी रोकड़ और रोकड़ प्रवाह प्रक्रियाओं, जिसमें व्यवसाय के सभी भाग शामिल हैं, का लगन से प्रबंधन करती है। कंपनी अपनी कार्यशील पूँजी के विवेकपूर्ण प्रबंधन पर ध्यान केंद्रित करना जारी रखे हुए है। निरंतर निगरानी के माध्यम से प्राप्य राशियों, मालसूचियों और अन्य कार्यशील पूँजी मापदंडों को कठोर नियंत्रण के अधीन रखा गया था।

विदेशी मुद्रा के लेनदेन आंशिक रूप से आवरित किए गए हैं और कंपनी के आयातों और निर्यातों के संदर्भ में कोई भौतिक रूप से महत्वपूर्ण अनावरित विनिमय दर जोखिम नहीं है। हर तिमाही के अंत में मार्क-टु-मार्केट लाभों या हानियों के कंपनी के खाते इंड एएस २१ की आवश्यकताओं के अनुरूप है।

कंपनी ने चालू वित्त वर्ष के दौरान सामान्य रिजर्व में कोई भी राशी को हस्तांतरित नहीं किया है।

इस समीक्षा अंतर्गत वर्ष के दौरान, कंपनी के व्यवसाय की प्रकृति में कोई परिवर्तन नहीं हुआ है।

कंपनी के विभिन्न व्यवसायिक अनुभागों के परिचालनों की विस्तृत जानकारी प्रबंधन चर्चा एवं विश्लेषण रिपोर्ट में दी गई है, जो इस वार्षिक रिपोर्ट का हिस्सा है।

आरक्षित निधि में स्थानांतरण

समीक्षाधीन वर्ष के दौरान, कंपनी द्वारा किसी भी आरक्षित निधि में कोई राशि स्थानांतरित नहीं की गई थी।

लाभांश और लाभांश वितरण नीति :

वित्तीय वर्ष २०२१-२२ के लिए ₹ २ प्रत्येक के ११,४८,७४,११४ इक्विटी शेयरों पर १५०% (₹ ३.००) के लाभांश की अनुशंसा करते हुए आपके निदेशकों को बड़ी प्रसन्नता हो रही है। लाभांश की कुल राशि ₹ ३४.४६ करोड़ (पिछले वर्ष शून्य) है। १२ अगस्त, २०२२ को होने वाली वार्षिक साधारण सभा (एजीएम) में सदस्यों के अनुमोदन के अधीन होकर, इक्विटी शेयरों पर लाभांश का भुगतान १६ अगस्त, २०२२ को या उसके बाद उन सदस्यों को किया जाएगा, जिनके नाम २९ जुलाई, २०२२ को कार्य समय की समाप्ति तक ‘सदस्यों की पंजी’ (रजिस्टर ऑफ मेम्बर्स) में विद्यमान हैं; और अभौतिक रूप में धारित शेयरों के संबंध में, इसका भुगतान उन सदस्यों को किया जाएगा, जिनके नाम डिपॉजिटरी द्वारा उस तिथि को व्यवसायिक समय की समाप्ति पर लाभार्थी स्वामियों के रूप में प्रस्तुत किए गए हैं।

लाभांश के भुगतान के लिए बुक क्लोजर तिथि से पहले कर्मचारी स्टॉक विकल्प योजना के अंतर्गत प्रदान किए गए स्टॉक विकल्पों के प्रयोग पर आवंटित किए जा सकने वाले शेयर मौजूदा शेयरों के समान ही होंगे और वे लाभांश पाने के पात्र होंगे।

१७ मई २०२२ को हुई अपनी बैठक में निदेशक मंडल द्वारा कंपनी की लाभांश वितरण नीति में संशोधन किया गया है। इस संशोधन के संदर्भ में, और उक्त संशोधित लाभांश वितरण नीति में दिए गए मानदंडों/परिस्थितियों के अधीन होकर, मंडल द्वारा स्टैंडअलोन फ़ाइनेंशियल्स पर कंपनी के कर पश्चात लाभ के २०-४०% की सीमा में लाभांश के भुगतान को बनाए रखने का प्रयास किया जाएगा। सेबी सूचीकरण विनियमों के विनियम ४३ ए में उल्लेखित आवश्यकताओं वाली संशोधित लाभांश वितरण नीति **अनुलग्नक ए** के रूप में संलग्न है और इस रिपोर्ट का भाग है। कंपनी की वेबसाइट : <https://www.bajaelectricals.com/investors-updates/> पर भी इस नीति को देखा जा सकता है।

शेयर पूँजी

३१ मार्च, २०२२ को कंपनी की चुकता इक्विटी शेयर पूँजी ₹ २२.९७ करोड़ थी। इस वर्ष के दौरान शेयरों की संख्या में वृद्धि कर्मचारियों को उनके स्टॉक विकल्पों के उपयोग पर ₹ २ प्रत्येक के ३,३७,४९५ इक्विटी शेयरों के आवंटन के कारण है। ईपीएस की गणना के लिए, भारत औसत के आधार पर इन शेयरों को शामिल किया गया है। कंपनी ने अंतरीय मताधिकारों के साथ शेयर जारी नहीं किए हैं।

कंपनी के कर्मचारियों द्वारा मतदान के अधिकार का सीधे प्रयोग नहीं करने के संबंध में अधिनियम की धारा ६७ (३) (सी) के अधीन किसी प्रकटीकरण की आवश्यकता नहीं है, क्योंकि उक्त धारा के प्रावधान लागू नहीं हैं।

कंपनी के इक्विटी शेयरस बीएसई लिमिटेड एवं नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड (समग्र रूप से “स्टॉक एक्सचेंजेस”) पर सूचीबद्ध बने रहेंगे। वित्तीय वर्ष २०२२-२३ के लिए सूचीकरण शुल्क का भुगतान स्टॉक एक्सचेंजेस को कर दिया गया है।

डिपॉज़िटरी प्रणाली

कंपनी के शेयर अनिवार्य रूप से इलेक्ट्रॉनिक रूप में व्यापार योग्य हैं। ३१ मार्च २०२२ को, ११,३३,०४,७९४ इक्विटी शेयरों का प्रतिनिधित्व करने वाली कंपनी की ९८.६३% कुल चुकता पूँजी डिमटेरियलाइज्ड रूप में है।

भारतीय प्रतिभूति एवं विनियम मंडल (“सेबी”) द्वारा जारी सेबी सूचीबद्धता विनियम के विनियम ४० के प्रावधानों, परिपत्रक संख्या. सेबी/एचओ/एमआइआरएसडी/एम आइआरएसडीमआरटीएएमबी/पी/सीआइआर/२०२२/ ८ दिनांकित २५ जनवरी २०२२ के साथ पठित, के आलोक में सदस्य कृपया ध्यान रखें कि शेयरों का हस्तांतरण केवल डिमटेरियलाइज्ड रूप में होगा। डिपॉज़िटरी प्रणाली द्वारा प्रदान किए जाने वाले सुविधाओं का लाभ उठाने के साथ-साथ धोखाधड़ी से बचने के लिए, भौतिक रीति से शेयर धारण करनेवाले सदस्यों को दोनों डिपॉज़िटरीयों, अर्थात, नेशनल सिक््योरिटीज डिपॉजिटरी लिमिटेड और सेंट्रल डिपॉजिटरी सर्विसेज (इंडिया) लिमिटेड में से किसी से भी डिमटेरियलाइजेशन की सुविधा का लाभ उठाने की सलाह दी जाती है।

क्रेडिट रेटिंग

नीचे दी गई तालिका में कंपनी के क्रेडिट रेटिंग प्रोफ़ाइल को संक्षेप में दर्शाया गया है :

इंस्ट्रूमेंट	रेटिंग एजेंसी	रेटिंग	आउटलुक
लाइन ऑफ क्रेडिट (द्विर्घावधि)	आईसीआरए लिमिटेड	इक्रॉ ए+	स्थिर
लाइन ऑफ क्रेडिट (अल्पावधि)	आईसीआरए लिमिटेड	इक्रॉ ए१	स्थिर
गैर-परिवर्तनीय ऋणपत्रों	आईसीआरए लिमिटेड	इक्रॉ ए+	स्थिर
अल्पावधि ऋण	क्रिसिल रेटिंग्स लिमिटेड	क्रिसिल ए१ +	-
बैंक ऋण सुविधाएँ (दीर्घकालीन)	क्रिसिल रेटिंग्स लिमिटेड	क्रिसिल ए+ /वाँच डेवलपिंग	-
बैंक ऋण सुविधाएं (अल्पकालीन)	क्रिसिल रेटिंग्स लिमिटेड	क्रिसिल ए१+ /वाँच डेवलपिंग	-

संबंधित पक्ष लेनदेन

अधिनियम और सेबी सूचीबद्धता विनियमों की आवश्यकताओं के अनुरूप, कंपनी ने संबंधित पक्ष लेनदेनों के अहमियत के संबंध में नीति बनाई है। यह नीति कंपनी की वेबसाइट <https://www.bajajelectricals.com/investors-updates/> पर भी उपलब्ध है। इस नीति का अभिप्राय यह सुनिश्चित करना है कि कंपनी और उसके संबंधित पक्षों के बीच सभी लेन-देनों के लिए उचित प्रतिवेदन, अनुमोदन और प्रकटीकरण प्रक्रियाएँ विद्यमान हों।

समीक्षा और अनुमोदन के लिए सभी संबंधित पक्ष लेनदेनों को लेखा परीक्षा समिति के समक्ष रखा जाता है। अधिनियम के प्रावधानों और सर्वग्राही अनुमोदन के संबंध में सेबी सूचीकरण विनियमों के अनुसार, ऐसे लेन-देनों के लिए वार्षिक आधार पर संबंधित पक्ष लेन-देनों के लिए पूर्व प्रयोजनीय अनुमोदन प्राप्त किया जाता है जो दोहराव वाली प्रकृति के होते हैं और व्यवसाय के सामान्य क्रम में दर्ज किए जाते हैं

जमा

इस समीक्षा अंतर्गत वर्ष के दौरान, कंपनी ने अधिनियम के अध्याय v के अंतर्गत आवरित कोई जमा स्वीकार नहीं किए हैं। तदनुसार, जमाओं से संबंधित विवरणों के बारे में कोई प्रकटीकरण या प्रतिवेदन आवश्यक नहीं है।

प्राइवेट प्लेसमेंट आधार पर गैर-परिवर्तनीय ऋणपत्रों का निर्गमन

वित्त वर्ष २०१८-१९ के दौरान, कंपनी ने तीन विकल्पों यानी; ३५० एनसीडी के विकल्प ए, ७५० एनसीडी के विकल्प बी तथा ७५० एनसीडी के विकल्प सी में प्राइवेट प्लेसमेंट आधार पर ₹ १८५ करोड़ पूर्ण योग के ₹ १०,००,०००/-प्रत्येक के १,८५० असुरक्षित सूचीबद्ध मोचनयोग्य गैर-परिवर्तनीय ऋणपत्र (“एनसीडी”) जारी किए थे, जो क्रमशः आईएसआईएन ‘आईएनई१९३ई०८०३८’, ‘आईएनई१९३ई०८०२०’ और ‘आईएनई१९३ई०८०१२’ के अंतर्गत नेशनल स्टॉक एक्सचेंज ऑफ़ इंडिया लिमिटेड में सूचीबद्ध हैं। सूचना ज्ञापन दिनांकित १८ फरवरी, २०१९ की शर्तों के अनुसार, विकल्प ए एनसीडी को १८ फरवरी, २०२१ को भुनाया गया था, विकल्प बी एनसीडी को २० अगस्त, २०२१ को भुनाया गया था तथा विकल्प सी एनसीडी को (जल्दी) १० दिसंबर २०२१ को भुनाया गया था।

एक्सिस ट्रस्टी सर्विसेज़ लिमिटेड ऋणपत्र धारकों के लिए डिबेंचर ट्रस्टी थी, इसका विवरण कॉर्पोरेट प्रशासन अनुभाग में प्रदान किया गया है जो कि इस वार्षिक रिपोर्ट का हिस्सा है।

संबंधित पक्ष लेनदेनों का लेखों की टिप्पणियों में उल्लेख किया गया है। निदेशक स्टैंडअलोन वित्तीय विवरणों की टिप्पणी सं. ३८ की ओर सदस्यों का ध्यान आकर्षित करते हैं जो संबंधित पक्ष प्रकटीकरण का वर्णन करते हैं।

सेबी सूचीकरण विनियमों की अनुसूची V के भाग ए की धारा २ के साथ पठित विनियमन ३४ (३) के प्रावधानों के अनुसार सूचीबद्ध इकाई संबंधित पक्ष प्रकटीकरण पर लेखांकन मानक का अनुपालन करते हुए ऋणों और अग्रिमों के संबंध में प्रकटीकरण करेगी। आवश्यक प्रकटीकरण निम्नानुसार हैं :

			(राशि : ₹ करोड़ में)
नाम	श्रेणी	३१ मार्च २०२२ को ऋणों और अग्रिमों का शेष*	वर्ष के दौरान अधिकतम बकाया*
निलोप एण्टायन्सेस प्राइवेट लिमिटेड (“निलोप”)	सहायक कंपनी	४७.६७	४७.६७
स्टारलाइट लाइटिंग लिमिटेड (“स्टारलाइट”)	सहायक कंपनी	३३८.९५	३३८.९५
हिंद लैम्प्स लिमिटेड (“हिंद लैम्प्स”)	सहयोगी कंपनी	०.१०	०.१०

*व्यापार अग्रिमों को छोड़कर

समीक्षा अंतर्गत वर्ष के दौरान, कंपनी की चुकता इक्विटी शेयर पूँजी में १०% या उससे अधिक शेयर रखने वाले प्रमोटर/प्रमोटर समूह से संबंधित निम्नलिखित व्यक्ति या इकाई (इकाइयाँ) थीं :

व्यक्ति/इकाई का नाम	शेयरधारकता (%)
जमनालाल सन्स प्राइवेट लिमिटेड	१९.५४
बजाज होल्डिंग्स एंड इन्वेस्टमेंट लिमिटेड	१६.३६

सेबी सूचीकरण विनियमों की अनुसूची V के भाग ए की धारा २ए के साथ पठित विनियम ३४ (३) के प्रावधानों के अनुसार लेनदेनों का प्रकटीकरण **अनुलग्नक बी** के रूप में संलग्न है और इस रिपोर्ट का भाग है।

ऋणों और अग्रिमों, गारंटियों या निवेश के विवरण

इस अधिनियम की धारा १८६ और उसके अंतर्गत बनाए गए नियमों के प्रावधानों के अनुसार, दिए गए ऋणों, किए गए निवेशों या दी गई गारंटियों या उपलब्ध करवाई गई प्रतिभूतियों के विवरण स्ट्रेण्डअलोन वित्तीय विवरणों की टिप्पणियों में दिए गए हैं।

नियामक या न्यायालयों द्वारा पारित महत्वपूर्ण और अर्थपूर्ण आदेश

नियामक/ न्यायालयों /न्यायाधिकरण द्वारा पारित किया गया ऐसा कोई महत्वपूर्ण और अर्थपूर्ण आदेश नहीं है, जो कंपनी की मौजूदा सक्रिय स्थिति को और उसके गतिविधि को भविष्य में प्रभावित कर सकता है।

कंपनी की वित्तीय स्थिति को प्रभावित करने वाले प्रमुख परिवर्तन एवं प्रतिबद्धताएँ, जो इस वित्तीय वर्ष के अंत के बीच हुई हैं, जिनसे यह वित्तीय विवरण इस रिपोर्ट की तिथि तक संबंधित है।

कंपनी की वित्तीय स्थिति को प्रभावित करने वाले कोई भौतिक परिवर्तन और प्रतिबद्धताएँ नहीं हैं, जो कंपनी के लिए वित्तीय वर्ष के अंत, यानी ३१ मार्च, २०२२ और इस निदेशकों की रिपोर्ट की तिथि, यानी १७ मई, २०२२ के बीच हुई है।

वित्तीय वर्ष के अंत में उनकी स्थिति के साथ-साथ वर्ष के दौरान दिवाला और दिवालियापन संहिता, २०१६ के तहत किया गया आवेदन या कोई लंबित कार्यवाही

- डेटामैक्स मार्केटिंग कंसल्टेंट्स, एकमात्र मालिक - श्री अमित थापर (“डेटामैक्स”), बिजली वितरण कार्य के निष्पादन के लिए विभिन्न राज्यों में विभिन्न स्थानों पर (कुशल/अर्ध-कुशल/अकुशल) जनशक्ति की आपूर्ति के लिए कंपनी द्वारा नियुक्त एक उप-ठेकेदार, ने कंपनी के खिलाफ माननीय राष्ट्रीय कंपनी कानून न्यायाधिकरण, मुंबई बेंच (“एनसीएलटी”) के समक्ष दिवाला और दिवालियापन संहिता, २०१६ की धारा ९ के तहत एक आवेदन दायर किया था, जिसमें डेटामैक्स द्वारा आपूर्ति की जाने वाली सेवाओं के बदले कंपनी द्वारा बकाया ₹ २.७२ करोड़ की राशि का भुगतान न करने के कारण दावा किया गया था। कंपनी, डेटामैक्स द्वारा दोगुना बिलिंग, सांविधिक देय राशि का भुगतान न करने, मिलान उद्देश्यों के लिए डेटा/रिकॉर्ड प्रस्तुत न करने के आधार पर इस मामले का विरोध कर रही थी।

समीक्षाधीन वर्ष के दौरान, पक्षों ने बातचीत की और एक सौहार्दपूर्ण समझौता किया। इसके बाद, डेटामैक्स ने आईबीसी कार्यवाही को वापस लेने के लिए आवेदन किया, जिसके लिए माननीय एनसीएलटी ने अनुमति दी थी, देखें इसका आदेश दिनांकित २९ अप्रैल, २०२२। तदनुसार, इस मामले का निपटान हो गया है।

- शिवप्रिया केबल्स प्राइवेट लिमिटेड (“शिवप्रिया”) ने कंपनी के खिलाफ माननीय एनसीएलटी के समक्ष दिवाला और दिवालियापन संहिता, २०१६ की धारा ९ के तहत एक आवेदन दायर किया था, जिसमें शिवप्रिया द्वारा आपूर्ति किए गए माल के लिए कंपनी द्वारा बकाया राशि का भुगतान न करने के कारण कंपनी से ₹ ०.९२ करोड़ की राशि का दावा किया गया था। कंपनी, घटिया

सामग्री की आपूर्ति, मध्यांचल विद्युत वितरण निगम लिमिटेड द्वारा आगामी विवर्जन के मुद्दों पर विरोध कर रही थी और कंपनी की शिवप्रिया के भुगतान पर कानूनी और न्यायसंगत पकड़ थी।

समीक्षाधीन वर्ष के दौरान, पक्षों ने अपने विवाद को सुलझा लिया और एक निपटान समझौते पर हस्ताक्षर किए। इसके बाद, शिवप्रिया ने आईबीसी कार्यवाही को वापस लेने के लिए आवेदन किया था, जिसके लिए माननीय एनसीएलटी ने अनुमति दी थी, देखें इसका आदेश दिनांकित २४ सितंबर, २०२१। तदनुसार, इस मामले का निपटान हो गया है।

एकमुश्त निपटान के समय किए गए मूल्यांकन की राशि और बैंकों या वित्तीय संस्थानों से ऋण लेते समय किए गए मूल्यांकन के बीच का अंतर इसके कारणों सहित।

समीक्षाधीन वर्ष के दौरान, बैंकों या वित्तीय संस्थानों के साथ एकमुश्त निपटान का कोई दृष्टांत नहीं था।

कंपनी अधिनियम, २०१३ (“अधिनियम”) के अनुच्छेद २३०-२३२ के अंतर्गत व्यवस्था की जारी योजना

• बजाज इलेक्ट्रिकल्स लिमिटेड और उनके संबंधित शेयरधारकों में समामेलन द्वारा स्टारलाइट लाइटिंग लिमिटेड के मर्जर की योजना

२५ मई २०२१ को आयोजित अपनी बैठक में कंपनी के निदेशक मंडल ने अधिनियम (“मर्जर योजना”) की धारा २३० से २३२ और अन्य लागू प्रावधानों के अंतर्गत बजाज इलेक्ट्रिकल्स लिमिटेड में स्टारलाइट लाइटिंग लिमिटेड और उनके संबंधित शेयरधारकों के मर्जर की योजना पर विचार किया और मंजूरी प्रदान की।

माननीय राष्ट्रीय कंपनी कानून न्यायाधिकरण, मुंबई बेंच ने, देखें इसका आदेश दिनांकित २१ फरवरी, २०२२ (मर्जर योजना के संबंध में कंपनी योजना आवेदन के मामले में पारित) अन्य बातों के साथ-साथ कंपनी को अधिनियम के अनुच्छेद २३० से २३२ (अन्य लागू प्रावधानों के साथ पठित) और उसके अंतर्गत बनाए गए नियमों के अंतर्गत मर्जर योजना के विचार और अनुमोदन के लिए मंगलवार, ३१ मई, २०२२ को भारतीय समयानुसार सुबह ११.०० बजे वीडियो कॉन्फ्रेंसिंग (वीसी) / अन्य दृष्य-श्रव्य माध्यमों (ओएवीएम) के जरिए कंपनी के इक्विटी शेयरधारकों की एक बैठक बुलाने का निर्देश दिया।

• बजाज इलेक्ट्रिकल्स लिमिटेड और बैजल प्रोजेक्ट्स लिमिटेड और उनके संबंधित शेयरधारकों के बीच व्यवस्था की योजना :

कंपनी के निदेशक मंडल ने ८ फरवरी, २०२२ को हुई अपनी बैठक में बजाज इलेक्ट्रिकल्स लिमिटेड (“कंपनी”) और बैजल प्रोजेक्ट्स लिमिटेड (“बैजल”) और उनके संबंधित शेयरधारकों के बीच कंपनी अधिनियम २०१३ के अनुच्छेद २३० से २३२ (“डिमर्जर योजना) के अंतर्गत व्यवस्था की योजना पर विचार और अनुमोदन किया है, जिसमें डिमर्जर अधिग्रहण (जैसा डिमर्जर योजना में परिभाषित है) के अविलयन के माध्यम से अंतरण संबद्ध है,

जिसमें बैजल में कंपनी के विद्युत पारेषण एवं विद्युत वितरण व्यवसाय (डिमर्जर योजना में निर्दिष्टानुसार) एवं कंपनी के शेयरधारकों को बैजल द्वारा इक्विटी शेयरों का परिणामी जारीकरण शामिल है। इस योजना के प्रभावी होने के बाद बैजल के इक्विटी शेयरों को स्टॉक एक्सचेंजों में सूचीबद्ध किया जाएगा। कंपनी के शेयरधारकों को बैजल में उसी अनुपात में इक्विटी शेयर जारी किए जाएंगे, जिस अनुपात में कंपनी में उनकी हिस्सेदारी है। डिमर्जर योजना आवश्यक वैधानिक और नियामक अनुमोदन के अधीन है, जिनमें माननीय राष्ट्रीय कंपनी कानून न्यायाधिकरण, प्रत्येक कंपनी के शेयरधारकों और लेनदारों का अनुमोदन शामिल है।

कॉर्पोरेट सामाजिक उत्तरदायित्व

कंपनी में कॉर्पोरेट सामाजिक उत्तरदायित्व (“सीएसआर”) पर नीति विद्यमान है और कंपनी ने विभिन्न सीएसआर गतिविधियाँ कार्यान्वित करने के लिए अधिनियम के अंतर्गत एक सीएसआर समिति का गठन किया है। सीएसआर समिति के अध्यक्ष के रूप में श्री शेखर बजाज, और समिति के सदस्य के रूप में डॉ. (श्रीमती) इन्दु शहानी और डॉ. राजेंद्र प्रसाद सिंह से मिलकर बनी थी। सीएसआर नीति कंपनी की वेबसाइट : www.bajajelectricals.com पर उपलब्ध है।

सीएसआर समिति के बारे में अन्य विवरण कॉर्पोरेट प्रशासन रिपोर्ट में प्रदान किए गए हैं जो इस रिपोर्ट का भाग हैं।

कंपनी ने सीधे और/या कार्यान्वित करने वाले सहभागियों के माध्यम से विभिन्न सीएसआर परियोजनाओं को कार्यान्वित किया है और कंपनी ने उसकी सीएसआर नीति और अधिनियम की अनुसूची VII के अनुसार यह परियोजनाएँ आरंभ की हैं।

कंपनी (कॉर्पोरेट सामाजिक उत्तरदायित्व नीति) नियम, २०१४, यथा संशोधित, के अंतर्गत यथा आवश्यक सीएसआर गतिविधियों पर रिपोर्ट **अनुलग्नक सी** में दिया गया है जो इस रिपोर्ट का भाग है।

व्यवसाय उत्तरदायित्व रिपोर्ट

सेबी सूचीकरण विनियमों के विनियम ३४(२) में अन्य बातों के साथ-साथ यह प्रावधान है कि बाज़ार पूँजीकरण (प्रत्येक वित्तीय वर्ष के ३१ मार्च को परिकलित) के आधार पर शीर्ष १००० सूचीबद्ध संस्थाओं की वार्षिक रिपोर्ट में एक व्यवसायिक उत्तरदायित्व रिपोर्ट/बिज़नेस रिस्पॉन्सिबिलिटी रिपोर्ट (“बीआरआर”) शामिल की जाएगी।

कंपनी ने, ऐसी शीर्ष १००० सूचीबद्ध इकाइयों में से एक होने के नाते, इस वार्षिक रिपोर्ट के भाग रूप में, वित्त वर्ष २०२१-२२ के लिए बीआरआर को शामिल किया है जो पर्यावरणीय, सामाजिक और शासन के परिप्रेक्ष्य से उठाए गए कदमों का वर्णन करता है।

कॉर्पोरेट प्रशासन

कॉर्पोरेट प्रशासन के उच्च मानक बनाए रखना कंपनी के व्यवसाय का इसकी शुरूआत से ही मूल सिद्धांत रहा है।

सेबी सूचीबद्धता विनियमों की अनुसूची V के साथ पठित नियम ३४ (३) के अनुसार, फॉलोअिंग डिक्लोरेशन/प्रमाण-पत्र के साथ कंपनी द्वारा अनुसरित कॉर्पोरेट प्रशासन प्रथाओं पर एक अलग अनुभाग इस कॉर्पोरेट प्रशासन रिपोर्टिंग का अभिन्न अंग है।

अ. अध्यक्ष और प्रबंध निदेशक श्री शेखर बजाज द्वारा हस्ताक्षरित घोषणा में कहा गया है कि निदेशक मंडल के सदस्यों और वरिष्ठ प्रबंधन कर्मियों ने कंपनी की व्यापार आचरण और आचार संहिता के अनुपालन की पुष्टि की है;

ब. कंपनी के सांविधिक लेखा परीक्षकों से कॉर्पोरेट प्रशासन की शर्तों के अनुपालन की पुष्टि करने वाला अनुपालन प्रमाण पत्र;

क. कंपनी के सचिवीय लेखा परीक्षक से निदेशकों के अपात्र न होने का प्रमाण पत्र; और

ड. अन्य बातों के साथ, वित्तीय विवरणों और रोकड़ प्रवाह विवरणों की शुद्धता, आंतरिक नियंत्रण उपायों की पर्याप्तता और लेखा परीक्षा समिति को मामलों की सूचना की पुष्टि करने वाला कंपनी के मुख्य कार्यकारी अधिकारी और मुख्य वित्तीय अधिकारी का प्रमाण पत्र।

प्रबंधन चर्चा और विश्लेषण रिपोर्ट

सेबी सूचीबद्धता विनियमों के अंतर्गत यथा आवश्यक कंपनी के परिचालनों पर प्रबंधन चर्चा और विश्लेषण रिपोर्ट एक अलग अनुभाग में प्रदान किया गया है और इस वार्षिक रिपोर्ट का अभिन्न भाग है।

वार्षिक विवरण

कंपनी (प्रबंधन और प्रशासन) नियम, २०१४ के नियम १२ के साथ पठित अधिनियम की धारा १३४(३)(ए) और धारा ९२(३) के प्रावधानों के अनुसार, ३१ मार्च २०२२ को समाप्त वित्तीय वर्ष के लिए कंपनी की वार्षिक विवरण को : <https://www.bajajelectricals.com/investors-updates/> पर देखा जा सकता है।

चौकसी तंत्र

वास्तविक चिंताओं या किसी खराब या अस्वीकार्य परिपाटी और कदाचार की किसी घटना के बारे में शिकायत और ऐसे व्यक्तियों के उत्पीड़न के खिलाफ पर्याप्त रक्षोपाय प्रदान करने के लिए कंपनी की व्हिसल ब्लोअर नीति है जो ऐसे तंत्र का उपयोग कर सकते हैं। व्हिसल ब्लोअर नीति कंपनी की वेबसाइट: <https://www.bajajelectricals.com/investors-updates/> पर डाली गई है।

कर्मचारी स्टॉक विकल्प योजना

कंपनी ने कर्मचारियों को पुरस्कृत और प्रोत्साहित करने के साथ-साथ प्रतिभा को आकर्षित करने और टिकाए रखने के उपाय के तौर पर सेबी (शेयर आधारित कर्मचारी लाभ) विनियम, २०१४, सिक्युरिटीज एवं एक्सचेंज बोर्ड ऑफ इंडिया (शेयर आधारित कर्मचारी लाभ और स्वेट इक्विटी) विनियम, २०२१ के साथ पठित (“सेबी एसबीईबी विनियम”) के अनुपालन में कर्मचारी स्टॉक विकल्प योजना (“ईएसओपी योजना”) कार्यान्वित की है। समीक्षाधीन वर्ष के दौरान, ईएसओपी योजना को शेयरधारकों द्वारा ११ अगस्त, २०२१ को आयोजित उनकी ८२वीं एजीएम में संशोधित किया गया था, जिसमें इस योजना के तहत किसी व्यक्तिगत कर्मचारी को दिए जाने वाले कर्मचारी स्टॉक विकल्प (“विकल्प”) की अधिकतम संख्या १,००,००० (एक लाख) विकल्प से बढ़ाकर २,००,००० (दो लाख) विकल्प कर दिया गया था। ईएसओपी योजना सेबी एसबीईबी विनियमों के अनुसार हैं।

समीक्षाधीन वित्तीय वर्ष के दौरान, पात्र कर्मचारियों को ग्रांट की तिथि को नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड पर तत्कालीन मार्केट कीमत पर ५,१७, ५०० स्टॉक विकल्प प्रदान किए गए थे। ईएसओपी योजना के अंतर्गत जारी किए गए शेयरों के विवरण, साथ ही सेबी एसबीईबी विनियमों का अनुपालन करते हुए प्रकटीकरण भी जो इस रिपोर्ट का भाग है, कंपनी की वेबसाइट : www.bajajelectricals.com पर अपलोड किए गए हैं। किसी भी कर्मचारी को वर्ष के दौरान कंपनी द्वारा ग्रांट के समय जारी पूंजी के १% के समान या इससे अधिक के स्टॉक विकल्प जारी नहीं किए गए हैं। स्टॉक विकल्पों का प्रयोग करने के अनुसार इक्विटी शेयरों को जारी करना कंपनी के लाभ एवं हानि खाते को प्रभावित नहीं करता, क्योंकि इसका प्रयोग स्वीकृति की तारीख पर प्रचलित मार्केट मूल्य के साथ-साथ लागू करों पर किया जाता है।

कंपनी ने सेक्रेटरीयल लेखा परीक्षकों से एक प्रमाणपत्र प्राप्त किया है, जिसमें यह कहा गया है कि ईएसओपी योजना को सेबी एसबीईबी विनियमों के अनुसार क्रियान्वित किया गया है। उक्त प्रमाणपत्र को एजीएम सूचना के परिपत्र की तिथि से एजीएम की तिथि, यानी १२ अगस्त, २०२२ तक legal@bajajelectricals.com पर कंपनी को लिखित में देकर इलेक्ट्रॉनिक विधि के माध्यम से निरीक्षण हेतु उपलब्ध करवाया जाएगा।

सहायक कंपनी, संयुक्त उद्यम और सहयोगी

कंपनियों की सहायक कंपनी /सहयोगी कंपनियाँ/संयुक्त उद्यमों का विवरण

नाम	३१ मार्च २०२२ के अनुसार कंपनी की % हिस्सेदारी	स्थिति
निल्लेप एप्लायन्सेस प्राइवेट लिमिटेड (“निल्लेप”)	१००.००	सहायक कंपनी
स्टारलाइट लाइटिंग लिमिटेड (“स्टारलाइट”)	८८.४८	सहायक कंपनी
बैजल प्रोजेक्ट्स लिमिटेड (“बैजल”)	१००.००	सहायक कंपनी
हिंद लैम्प्स लिमिटेड (“हिंद लैम्प्स”)	१९.००	सहयोगी

सहायक कंपनी, संयुक्त उद्यम और सहयोगियों का प्रदर्शन

निल्लेप : वित्त वर्ष २०२१-२२ में निल्लेप की कुल आय ₹ ७१.१७ करोड़ (गत वर्ष : ₹ ५१.३७ करोड़) थी। वर्ष के दौरान नुकसान ₹ ७.०७ करोड़ (गत वर्ष नुकसान : ₹ ४.६९ करोड़) था।

स्टारलाइट : वित्तीय वर्ष २०२१-२२ के लिए स्टारलाइट की कुल आय ₹ १९८.३९ करोड़ रही (पिछले वर्ष : ₹ १८१.८२ करोड़) थी। इस वर्ष के लिए नुकसान ₹ ३९.८३ करोड़ था (पिछले वर्ष का नुकसान : ₹ ४९.३५ करोड़)।

बैजल : वित्तीय वर्ष २०२१-२२ में बैजल की कुल आय शून्य थी। उस वर्ष के लिए नुकसान ₹ ०.०९ करोड़ था।

हिंद लैम्प्स : वित्तीय वर्ष २०२१-२२ के लिए हिंद लैम्प्स की कुल आय ₹ २.८२ करोड़ रही (पिछले वर्ष : ₹ ३.८१ करोड़) थी। इस वर्ष के लिए नुकसान ₹ ०.०८ करोड़ था (पिछले वर्ष का मुनाफा : ₹ ०.१७ करोड़)।

अधिनियम की धारा १२९ (३) के प्रावधानों के अनुसार, सहायक, सहयोगी और संयुक्त उद्यमों के प्रदर्शन और वित्तीय स्थिति पर रिपोर्ट समेकित वित्तीय विवरण में शामिल है और फॉर्म एओसी-१ में कंपनी के समग्र प्रदर्शन में उनका योगदान **अनुलग्नक डी** में दिया गया है, जो इस रिपोर्ट का भाग है।

अधिनियम की धारा १३६(१) के चौथे परंतुक के अनुसार, कंपनी की वार्षिक रिपोर्ट जिसमें कंपनी का स्टैंडअलोन और समेकित वित्तीय विवरण शामिल है, कंपनी की वेबसाइट : <https://www.bajajelectricals.com/investors-updates/> पर उपलब्ध है। इसके अतिरिक्त, उक्त धारा के पाँचवे परंतुक के अनुसार, कंपनी की सहायक कंपनी, संयुक्त उद्यम और सहयोगी के वार्षिक खाते भी कंपनी की वेबसाइट: <https://www.bajajelectricals.com/investors-updates/> पर उपलब्ध हैं। उपरोक्त दस्तावेजों की प्रति प्राप्त करने में रुचि रखने वाले किसी भी सदस्य द्वारा कंपनी के पंजीकृत कार्यालय में कंपनी सचिव से पत्राचार किया जा सकता है। इसके अतिरिक्त, उक्त दस्तावेज कंपनी के शेयरधारकों द्वारा परीक्षण के लिए शनिवार, रविवार, सार्वजनिक अवकाश और राष्ट्रीय छुट्टियों को छोड़कर पंजीकृत कार्यालय में सभी कार्य दिवसों के दौरान सुबह ११.०० बजे से दोपहर ०१.०० बजे के बीच उपलब्ध रहेंगे।

मंडल द्वारा यथा अनुमोदित मूर्त सहायक कंपनी को निर्धारित करने की नीति तक कंपनी की वेबसाइट : <https://www.bajajelectricals.com/investors-updates/> पर पहुँचा जा सकता है।

नियंत्रण हस्तांतरण समझौते और शेयर सदस्यता समझौते का निष्पादन

क. ३० अप्रैल, २०२१ (“उल्लिखित बैठक”) को आयोजित अपनी बैठक में निदेशक मंडल द्वारा दी गई मंजूरी के साथ, ३० अप्रैल, २०२१ (“प्रभावी तिथि”) को अन्य बातों के साथ नियंत्रण हस्तांतरण समझौता (“सीटीए”) निम्नलिखित द्वारा और के बीच निष्पादित किया गया: (i) कंपनी, (ii) श्री रविंद्र भारती और श्री अरविंद भारती (सामूहिक रूप से, “निवर्तमान प्रवर्तक”), जो कंपनी के साथ स्टारलाइट के प्रवर्तक/संयुक्त प्रवर्तक थे, (iii) स्टारलाइट के कुछ अन्य शेयरधारक (निवर्तमान प्रवर्तकों से संबंधित या उनके व्यापार समूह से संबंधित), और (iv) स्टारलाइट:

- निवर्तमान प्रवर्तकों, कंपनी और स्टारलाइट द्वारा और के बीच शेयरधारक समझौता दिनांकित २२ फरवरी, २००७ को समाप्त करना; तथा

- कंपनी के पक्ष में इस प्रकार निवर्तमान प्रवर्तकों द्वारा स्टारलाइट के संयुक्त नियंत्रण और प्रबंधन अधिकारों के त्याग और हस्तांतरण के लिए सहमत नियमों और शर्तों को अभिलेखित करना, कि कंपनी के पास प्रभावी तिथि को व्यवसायिक घंटों की शुरुआत से स्टारलाइट का एकमात्र नियंत्रण और प्रबंधन अधिकार होगा।

ख. कंपनी के पक्ष में निवर्तमान प्रवर्तकों द्वारा स्टारलाइट के संयुक्त नियंत्रण और प्रबंधन अधिकारों के उक्त त्याग और हस्तांतरण पर विचार करते हुए, कंपनी ने उक्त सीटीए के नियमों और शर्तों के अधीन निवर्तमान प्रवर्तकों को ₹ १४.८० करोड़ के कुल नियंत्रण प्रीमियम के साथ-साथ यथा लागू जीएसटी का भुगतान किया है।

ग. फलस्वरूप, स्टारलाइट प्रभावी तिथि से कंपनी की सहायक कंपनी बन गई है।

घ. इसके अलावा, ११ मई, २०२१ को अपनी उल्लेखित बैठक में कंपनी के निदेशक मंडल द्वारा प्रदान की गई मंजूरी के अनुसार, (i) कंपनी, (ii) स्टारलाइट, (iii) श्री रवींद्र भारती, और (iv) श्री अरविंद भारती द्वारा और के बीच निष्पादित शेयर सदस्यता समझौता दिनांकित ३० अप्रैल, २०२१ की शर्तों के अनुसार, कंपनी ने प्राइवेट प्लेसमेंट/प्रेफरेंशियल एलॉटमेंट (“मोड”) के आधार पर ₹ १०/- प्रति इक्विटी शेयर की कीमत (“कीमत”) पर स्टारलाइट के ४,४९,९९,९९० इक्विटी शेयरों (“सदस्यता शेयरों”) का अधिग्रहण किया है। इसके अलावा, कंपनी के दस (१०) पहचाने गए खरीदारों द्वारा समान कीमत पर और समान मोड के माध्यम से स्टारलाइट के १० इक्विटी शेयरों का अधिग्रहण किया गया।

च. सदस्यता शेयरों के पूर्वोक्त अधिग्रहण के साथ, स्टारलाइट में कंपनी की कुल इक्विटी हिस्सेदारी ४७% से बढ़कर ८८.४८% हो गई है, जबकि, स्टारलाइट में बजाज ग्रुप की होल्डिंग (यानी अपनी प्रवर्तक समूह इकाई - ‘जमनालाल सन्स प्राइवेट लिमिटेड’ के साथ कंपनी की कुल होल्डिंग) ६०% से बढ़कर ९१.३०% हो गई है।

बैजल का निगमन

समीक्षाधीन वर्ष के दौरान, निदेशक मंडल द्वारा ९ दिसंबर, २०२१ को हुई अपनी बैठक में दिए गए अनुमोदन के अनुसार, कंपनी की एक नई पूर्ण स्वामित्व वाली सहायक कंपनी, “बैजल प्रोजेक्ट्स लिमिटेड” के नाम से १९ जनवरी २०२२ को निगमित की गई है।

अधिनियम के प्रावधानों के अंतर्गत बैजल एक पब्लिक लिमिटेड कंपनी है, जिसका CIN-U31900MH2022PLC375133 है और जिसका पंजीकृत कार्यालय महाराष्ट्र राज्य में स्थित है। इसका मुख्य उद्देश्य अन्य बातों के साथ-साथ विद्युत पारेषण और विद्युत वितरण व्यवसाय करना है।

कंपनी की सहायक कंपनी निर्लेप में अतिरिक्त इक्विटी शेयरों का अधिग्रहण/खरीद

१५ जून, २०१८ के शेयर खरीद और शेयरधारक समझौते (“एसपीएसए”), जिसे अग्रांकित के द्वारा और उनके बीच निष्पादित किया गया, के अनुसार : (i) कंपनी, (ii) निर्लेप - कंपनी की एक सहायक कंपनी, (iii) श्री मुकुंद भोगले, श्रीमती रजनी भोगले, श्री रामचंद्र भोगले, और श्री नित्यानंद भोगले (सामूहिक रूप से, निर्लेप के “निरंतर शेयरधारक”), और (iv) निर्लेप के अन्य शेयरधारक (“अन्य शेयरधारक”, और “निरंतर शेयरधारक” के साथ, “विक्रेता”), कंपनी ने अन्य बातों के साथ-साथ, नामित शेयरधारकों (“एसपीएसए” के अंतर्गत परिभाषित) के साथ, निर्लेप की संपूर्ण इक्विटी शेयरहोल्डिंग को “विक्रेताओं” से खरीदने और अधिग्रहित करने के लिए अपनी सहमति दे दी थी।

१ सितंबर, २०१८ को, पहली किस्त के रूप में कंपनी ने ₹ ३०.७० करोड़ के नकद प्रतिफल के लिए, निर्लेप की ७९.८५% इक्विटी शेयर पूंजी के अधिग्रहण की दिशा में लेनदेन पूरा किया था, जबकि निर्लेप की ०.३६% इक्विटी शेयर पूंजी को कंपनी के नामित शेयरधारकों द्वारा अधिग्रहित किया गया था।

एसपीएसए की शर्तों के अनुसार :

अ. कंपनी के पास निर्लेप में शेष १९.७८% इक्विटी शेयरों या उसके हिस्से को एक ऑप्शन मूल्य पर खरीदने के लिए एक ‘कॉल ऑप्शन’ था, जिसे एसपीएसए के अंतर्गत निर्धारित शर्तों के अनुसार निर्धारित/गणना की जानी थी; तथा

ब. निरंतर शेयरधारकों के पास समापन तिथि (एसपीएसए के अंतर्गत परिभाषित) की तीसरी वर्षगांठ पर या उसके बाद और ऑप्शन मूल्य पर ऐसी तिथि से ६० (साठ) व्यवसायिक दिवसों तक के बीच किसी भी समय निर्लेप के उपरोक्त १९.७८% इक्विटी शेयरों या उसके हिस्से को अधिग्रहित करने के लिए कंपनी को कॉल करने का ‘पुट ऑप्शन’ था।

१ सितंबर, २०२१ को निरंतर शेयरधारकों ने कंपनी को अपने नामित शेयरधारकों के माध्यम से, ₹ १००/- प्रत्येक के अंकित मूल्य के १४७,०६१ (१९.७८%) इक्विटी शेयरों (“ऑप्शन शेयर”) को अधिग्रहित करने हेतु कंपनी को कहकर लिखित रूप में अपने ‘पुट ऑप्शन’ का प्रयोग किया था, जैसा कि निर्लेप में निरंतर शेयरधारकों द्वारा एक ऑप्शन मूल्य पर धारित थे, जिनका निर्धारण/गणना एसपीएसए के अंतर्गत निर्धारित शर्तों के अनुसार प्रति इक्विटी शेयर ₹ ६७९.०५ (“ऑप्शन मूल्य”) के अनुसार की गई थी। उपरोक्त ऑप्शन शेयरों के अधिग्रहण के लिए कुल प्रतिफल ₹ ९.९९ करोड़ निकाला गया था।

३० सितंबर, २०२१ को निरंतर शेयरधारकों और कंपनी ने कंपनी को ऑप्शन शेयरों के हस्तांतरण के लिए आवश्यक प्रक्रिया पूरी कर ली थी। उपरोक्त सभी ऑप्शन शेयरों को कंपनी द्वारा नकद प्रतिफल पर, सहमत ऑप्शन मूल्य पर अधिग्रहित किया गया है। ऑप्शन शेयरों के पूर्वोक्त अधिग्रहण के साथ, निर्लेप में कंपनी की कुल इक्विटी हिस्सेदारी ७९.८५% से बढ़कर ९९.६३% हो गई थी।

इसके बाद, २३ मार्च, २०२२ को, कंपनी ने निर्लेप में निर्लेप के अन्य सभी शेयरधारकों से अतिरिक्त २,६७१ (०.३७%) इक्विटी शेयरों की खरीद/अधिग्रहण की प्रक्रिया को ₹ ६९५.८१ प्रति इक्विटी शेयर पर नकद प्रतिफल के लिए पूरा किया। इन अतिरिक्त शेयरों के अधिग्रहण के लिए कुल प्रतिफल ₹ ०.१९ करोड़ निकाला गया।

उपरोक्त लेन-देन (अधिग्रहण और खरीद) के साथ, निर्लेप की संपूर्ण १००% इक्विटी शेयर पूंजी अब कंपनी द्वारा अपने नामांकित व्यक्तियों के साथ कानूनी और लाभकारी रूप से धारित की जाती है, और इसके परिणामस्वरूप समीक्षाधीन वर्ष में निर्लेप कंपनी की पूर्ण स्वामित्व वाली सहायक कंपनी बन गई।

समेकित वित्तीय विवरण

निदेशक लेखा-परीक्षित समेकित वित्तीय विवरण भी प्रस्तुत करते हैं जिनमें सहायक कंपनी, सहयोगी व संयुक्त उद्यमों के लेखा-परीक्षित वित्तीय विवरण शामिल हैं जिन्हें अधिनियम के अनुपालन में, लागू लेखा मानकों तथा सेबी सूचीबद्धता विनियम पर तैयार किया गया है, तथा वे इस रिपोर्ट का हिस्सा है।

वित्तीय विवरण

३१ मार्च २०२२ को समाप्त वर्ष के लिए कंपनी के वित्तीय विवरण अधिनियम की अनुसूची III के अनुसार है जो इस रिपोर्ट का हिस्सा है।

निदेशक और प्रमुख प्रबंधकीय कार्मिक

नियुक्ति/पुनर्नियुक्ति और चक्रानुक्रम द्वारा सेवानिवृत्ति के लिए आने वाले निदेशक

अधिनियम की धारा १५२ के प्रावधानों और कंपनीज आर्टिकल्स ऑफ एसोसिएशन के अनुसार, श्री अनुज पोद्दार (डीआईएन: ०१९०८००९) और श्रीमती पूजा बजाज

(डीआईएन: ०८२५४४५५), आगामी एजीएम में चक्रानुक्रम द्वारा सेवानिवृत्ति के लिए उत्तरदायी हैं और पात्र होने की वजह से पुनर्नियुक्ति के लिए खुद को प्रस्तुत करते हैं।

बोर्ड आगामी एजीएम में कंपनी के सदस्यों के विचार के लिए श्री अनुज पोद्दार और श्रीमती पूजा बजाज की पुनर्नियुक्ति की सिफारिश करता है। श्री अनुज पोद्दार और श्रीमती पूजा बजाज की प्रोफाइल और प्रासंगिक विवरण वार्षिक रिपोर्ट के भाग के रूप में एजीएम की नोटिस और कंपनी के कॉर्पोरेट प्रशासन पर रिपोर्ट में अलग से शामिल किए गए हैं।

कंपनी के स्वतंत्र निदेशक श्री सिद्धार्थ मेहता (डीआईएन : ०३०७२३५२), जिनका प्रथम कार्यकाल २९ मई, २०२१ को समाप्त हो गया, ने अपनी व्यवसायिक प्रतिबद्धताओं के कारण दूसरे कार्यकाल के लिए पुनर्नियुक्ति नहीं लेने की इच्छा व्यक्त की थी। तदनुसार, कंपनी के स्वतंत्र निदेशक के रूप में श्री सिद्धार्थ मेहता का कार्यकाल २९ मई, २०२१ को समाप्त हो गया है।

इस रिपोर्ट की तिथि तक, कंपनी के मंडल में दस (१०) निदेशक थे, जिनमें से आठ (८) गैर-कार्यकारी निदेशक (“एनईडी”) हैं जिनमें से दो (२) महिला निदेशक हैं। एनईडी कुल सदस्य संख्या के ८०% का प्रतिनिधित्व करता है। इसके अलावा, उक्त आठ (८) एनईडी में से पाँच (५) स्वतंत्र निदेशक हैं जो मंडल की कुल सदस्य संख्या के ५०% का प्रतिनिधित्व करते हैं। मंडल की संरचना सेबी सूचीकरण विनियमों के विनियम १७ के और साथ ही अधिनियम के प्रावधानों के अनुरूप है।

स्वतंत्र निदेशक

कंपनी के सभी स्वतंत्र निदेशकों ने अधिनियम की धारा १४९ (७) के अंतर्गत घोषणा की है कि वे अधिनियम की धारा १४९ (६) और विनियम १६(१)(बी) और सेबी सूचीकरण विनियमों के अन्य लागू प्रावधानों के अंतर्गत यथा निर्धारित स्वतंत्रता के मानदंडों को पूरा करते हैं। सेबी सूचीकरण विनियमों के विनियम २५ (८) के संदर्भ में, स्वतंत्र निदेशकों ने इस बात की पुष्टि की है कि वे ऐसी किसी भी परिस्थिति या स्थिति से अवगत नहीं है, जो मौजूद है या यथोचित रूप से प्रत्याशित हो सकती है, जो वस्तुनिष्ठ स्वतंत्र निर्णय के साथ और किसी बाहरी प्रभाव के बिना अपने कर्तव्यों का निर्वहन करने की उनकी क्षमता को हानि पहुँचा सकती या प्रभावित कर सकती है। स्वतंत्र निदेशक पाँच वर्ष की निश्चित अवाधि तक पद धारण करते हैं और चक्रानुक्रम द्वारा सेवानिवृत्ति के लिए उत्तरदायी नहीं होते हैं। कंपनी के सभी स्वतंत्र निदेशकों के पास कंपनी (निदेशक की नियुक्ति और योग्यता) पाँचवा संशोधन नियम, २०१९ के नियम ६ (१) अंतर्गत यथा आवश्यक इंडियन इंस्टीट्यूट ऑफ कॉर्पोरेट अफेयर्स के स्वतंत्र निदेशक डेटाबैंक में वैध पंजीकरण है। मंडल की राय में, स्वतंत्र निदेशक अधिनियम की धारा १४९ (६) और विनियम १६(१)(बी) और सेबी सूचीकरण विनियमों के अन्य लागू प्रावधानों के अंतर्गत निर्दिष्ट स्वतंत्रता की शर्तों को पूरा करते हैं।

स्वतंत्र निदेशकों की नियुक्ति के नियम और शर्तें कंपनी की वेबसाइट: <https://www.bajajelectricals.com/investors-updates/> पर डाली गई हैं।

सेबी सूचीबद्धता विनियमों की आवश्यकता का पालन करते हुए, कंपनी ने स्वतंत्र निदेशकों के लिए निदेशक के रूप में उनको अपनी भूमिका, अधिकारों और जिम्मेदारियों, कंपनी के कामकाज, उद्योग की प्रकृति जिसमें कंपनी परिचालन करती है, व्यवसाय मॉडल, आदि से परिचित कराने के लिए परिचयकरण कार्यक्रम बना रखा है। कॉर्पोरेट प्रशासन रिपोर्ट में परिचयकरण कार्यक्रम के विवरण का वर्णन किया गया है और वही कंपनी की वेबसाइट : <https://www.bajajelectricals.com/investors-updates/> पर भी उपलब्ध है।

प्रमुख प्रबंधकीय कार्मिक

२५ मई २०२१ को आयोजित अपनी बैठक में कंपनी के निदेशक मंडल ने :

क. अध्यक्ष और मुख्य वित्तीय अधिकारी और कंपनी के प्रमुख प्रबंधकीय कार्मिक श्री अनंत पुरंदरे की सेवानिवृत्ति की आयु प्राप्त करने पर ३० जून, २०२१ को व्यवसायिक घंटों की समाप्ति से प्रभावी होने के साथ उनकी सेवानिवृत्ति को रिर्काउंड पर लिया है; तथा

ख. तत्कालीन उपाध्यक्ष - वित्त और कंपनी के वित्त नियंत्रक श्री इ सी प्रसाद की १ जुलाई, २०२१ को व्यवसायिक घंटों की शुरुआत से कंपनी के नए मुख्य वित्तीय अधिकारी और प्रमुख प्रबंधकीय कार्मिक के रूप में नियुक्ति पर विचार कर मंजूरी प्रदान की है ।

अधिनियम की धारा २(५१) और २०३ के प्रावधानों के अनुसार, इसके तहत बनाए गए नियमों के साथ पठित, मंडल ने श्री शेखर बजाज, अध्यक्ष और प्रबंध निदेशक, श्री ई सी प्रसाद, मुख्य वित्तीय अधिकारी और श्री अजय नागले, ईवीपी तथा विभाग के मुख्य-वैधानिक (और कंपनी सचिव और अनुपालन अधिकारी), को कंपनी के प्रमुख प्रबंधकीय कार्मिको के तौर पर नामित किया है ।

मंडल की बैठकों की संख्या

वित्त वर्ष २०२१-२२ के दौरान मंडल की आठ (८) बैठकें हुई थीं । बैठकों के बीच का अंतराल अधिनियम और सेबी सूचीकरण विनियमों के अंतर्गत निर्धारित अवधि के भीतर था । वित्तीय वर्ष २०२१-२२ के दौरान हुई मंडल की बैठकों का ब्यौरा कॉर्पोरेट प्रशासन रिपोर्ट का भाग है ।

मंडल की समितियाँ

३१ मार्च २०२२ को निदेशक मंडल की निम्नलिखित समितियाँ थी :

क. लेखा परीक्षा समिति;

ख. नामांकन और पारिश्रमिक समिति;

ग. हितधारकों की संबंध समिति;

घ. जोखिम प्रबंधन समिति;

च. कॉर्पोरेट सामाजिक उत्तरदायित्व समिति;

छ. वित्त समिति; और

ज. स्वतंत्र निदेशकों की समिति

समितियों का विवरण, उनकी रचना, बैठकों की संख्या और बैठकों में उपस्थिति के साथ कॉर्पोरेट प्रशासन के रिपोर्ट में प्रदान किया गया है जो कि इस वार्षिक रिपोर्ट का हिस्सा है ।

मंडल मूल्यांकन

अधिनियम के प्रावधानों और सेबी सूचीकरण विनियमों के अनुसार, मंडल ने निदेशकों की व्यक्तिगत और सामूहिक प्रतिपुष्टि के माध्यम से अलग-अलग निदेशकों के वार्षिक निष्पादन मूल्यांकन के साथ-साथ मंडल और मंडल की समितियों की कार्यप्रणाली का मूल्यांकन किया है । कंपनी द्वारा जिस प्रकार मूल्यांकन किया गया था उसे और मूल्यांकन मानदंडों को कार्पोरेट प्रशासन रिपोर्ट में स्पष्ट किया गया है जो इस वार्षिक रिपोर्ट का भाग है ।

निदेशक मंडल ने मूल्यांकन प्रक्रिया पर अपना संतोष जताया है ।

निदेशकों की नियुक्ति और पारिश्रमिक पर नीति

निदेशक मंडल ने निदेशकों, प्रमुख प्रबंधकीय कार्मिकों, वरिष्ठ प्रबंधन और कंपनी के अन्य कर्मचारियों की नियुक्ति और पारिश्रमिक के संबंध में ढांचा निर्धारित करने वाली नामांकन और पारिश्रमिक नीति बनाई है (“नीति”) । यह नीति व्यापक रूप से कार्यकारी और गैर-कार्यकारी निदेशकों (बैठक शुल्क और कमीशन के माध्यम से), प्रमुख प्रबंधकीय कार्मिकों, वरिष्ठ प्रबंधन और अन्य कर्मचारियों को पारिश्रमिक के भुगतान के लिए मार्गदर्शक सिद्धांत, दर्शन और आधार निर्धारित करती है । यह नीति मंडल विविधता के लिए, निदेशकों की योग्यता, सकारात्मक विशेषताओं और निदेशकों की स्वतंत्रता को निर्धारित करने का मानदंड और प्रमुख प्रबंधकीय कार्मिकों/वरिष्ठ प्रबंधन की नियुक्ति और प्रदर्शन मूल्यांकन का मानदंड भी प्रदान करती है जिस पर नामांकन और पारिश्रमिक समिति और निदेशक मंडल द्वारा संभावित प्रत्याशियों पर कोई निर्णय लेने के दौरान विचार किया जाता है ।

उपरोक्त नीति **अनुलग्नक ई** में दी गई है, जो इस रिपोर्ट का भाग है, और इसे कंपनी की वेबसाइट : **https://www.bajajelectricals.com/investors-updates/** पर भी पोस्ट किया गया है ।

जोखिम और आंतरिक नियंत्रण पर्याप्तता

कंपनी की आंतरिक नियंत्रण प्रणालियाँ इसके व्यवसाय की प्रकृति और इसके परिचालनों के आकार और जटिलताओं के अनुरूप है । इन्हें नियमित रूप से सांविधिक और आंतरिक लेखा परीक्षकों द्वारा परीक्षित और प्रमाणित किया जाता है और इनके अंतर्गत सभी कार्यालय, कारखाने और प्रमुख व्यवसायिक क्षेत्र आते हैं तथा इन पर महत्वपूर्ण लेखापरीक्षा टिप्पणियों और अनुवर्तन कार्यवाहियों की सूचना लेखा परीक्षा समिति को दी जाती है । लेखा परीक्षा समिति कंपनी के आंतरिक नियंत्रण वातावरण की पर्याप्तता और प्रभावशीलता की समीक्षा करती है तथा लेखा परीक्षा अनुशंसाओं के कार्यान्वयन की निगरानी करती है जिनमें कंपनी की जोखिम प्रबंधन नीतियों और प्रणालियों को मजबूत बनाने से संबंधित लेखा परीक्षा अनुशंसाएँ भी शामिल हैं ।

वैधानिक लेखा परीक्षकों के रिपोर्ट के आधार पर, स्टैंडअलोन वित्तीय विवरणों के संदर्भ में आंतरिक वित्तीय नियंत्रण पर्याप्त थे एवं वे प्रभावी रूप से परिचालित हुए ।

सेक्रेटरियल मानकों का अनुपालन

कंपनी ने इंस्टीट्यूट ऑफ कंपनी सेक्रेटरीज़ ऑफ़ इंडिया द्वारा जारी किए गए लागू साचिविक मानकों का पालन किया है ।

धोखाधड़ी की सूचना

समीक्षाधीन वर्ष के दौरान धोखाधड़ी का कोई उदाहरण नहीं मिला है, जिसके लिए सांविधिक लेखा परीक्षकों, लागत लेखा परीक्षकों या साचिविक लेखा परीक्षकों को अधिनियम की धारा १४३ (१२) और उसके अंतर्गत बनाए गए नियमों के अंतर्गत इसे कंपनी की लेखा परीक्षा समिति को सूचना देना आवश्यक था ।

जोखिम प्रबंधन

कंपनी ने जोखिम प्रबंधन नीति तैयार की है और यह सुनिश्चित करने के लिए मंडल को जोखिम मूल्यांकन और आवधिक समीक्षा के साथ न्यूनीकरण प्रक्रियाओं के संबंध में सूचित करने के लिए तंत्र स्थापित किया है कि कार्यकारी प्रबंधन उचित ढंग से तैयार किए गए ढांचे के माध्यम से जोखिम नियंत्रित करे ।

लेखा परीक्षा समिति

लेखा परीक्षा समिति में समिति के अध्यक्ष के रूप में श्री शैलेश हरिभक्ति, और समिति के सदस्यों के रूप में डॉ. (श्रीमती) इन्दु शहानी और डॉ राजेंद्र प्रसाद सिंह, तीन निदेशक हैं ।

समीक्षा अंतर्गत वर्ष के दौरान लेखा परीक्षा समिति की सभी अनुशंसाओं को मंडल द्वारा स्वीकार कर लिया गया था । लेखा परीक्षा समिति की भूमिका और जिम्मेदारियों का विवरण, आयोजित बैठकों का विवरण और ऐसी बैठकों में सदस्यों की उपस्थिति का विवरण कॉर्पोरेट प्रशासन पर रिपोर्ट में दिया गया है, जो इस वार्षिक रिपोर्ट का भाग है ।

लेखा परीक्षक और लेखा परीक्षक की रिपोर्ट

वैधानिक लेखा परीक्षक

मेसर्स एस आर बी सी एंड कंपनी एलएलपी, सनदी लेखाकार (आईसीएआई पंजीकरण संख्या ३२४९८२ई/ई३००००३) को कंपनी के सांविधिक लेखा परीक्षकों के रूप में ३ अगस्त, २०१७ को आयोजित ७८वीं एजीएम में आगामी ८३वीं एजीएम सत्र के समापन तक पद पर बने रहने के लिए नियुक्त किया गया था ।

मेसर्स एस आर बी सी एंड कंपनी एलएलपी, सनदी लेखाकार अधिनियम की धारा १३९ और १४१ के प्रावधानों के अनुसार और उसके अंतर्गत बनाए गए नियमों के अंतर्गत, अगले ५ (पांच) वर्षों की एक और अवधि के लिए फिर से नियुक्त होने के पात्र हैं ।

तदनुसार, कंपनी के निदेशक मंडल ने १७ मई, २०२२ को आयोजित अपनी बैठक में, लेखा परीक्षा समिति की सिफारिश पर और आगामी वार्षिक साधारण सभा में कंपनी के शेरधारकों के अनुमोदन के अधीन, मेसर्स एस आर बी सी एंड कंपनी एलएलपी, सनदी लेखाकार (आईसीएआई पंजीकरण संख्या ३२४९८२ई/ई३००००३) को सांविधिक लेखापरीक्षकों के रूप में, अगले ५ (पांच) वर्षों की अवधि के लिए अर्थात ८३वीं एजीएम के समापन से कंपनी की ८८वीं एजीएम के समापन तक के लिए पुनः नियुक्ति को स्वीकृति दे दी है ।

कंपनी को मेसर्स एस आर बी सी एंड कंपनी एलएलपी से अधिनियम के अनुच्छेद १३९, १४१ और अन्य लागू प्रावधानों और इसके तहत बनाए गए नियमों के अनुसार लिखित सहमति और पात्रता का प्रमाण पत्र प्राप्त हुआ है । उन्होंने सेबी सूचीबद्धता विनियमों के अंतर्गत आवश्यक इंस्टिट्यूट ऑफ चार्टर्ड एकाउंटेंट्स ऑफ इंडिया (आईसीएआई) के पीयर रिव्यू बोर्ड द्वारा जारी एक वैध प्रमाण पत्र रखने की पुष्टि की है ।

लेखा परीक्षकों ने ३१ मार्च, २०२२ को समाप्त वित्तीय वर्ष के लिए स्टैंडअलोन और समेकित, दोनों वित्तीय विवरणों पर एक अपरिवर्तित राय जारी की है । कंपनी के वित्तीय विवरणों पर ३१ मार्च, २०२२ को समाप्त वित्तीय वर्ष के लिए उक्त लेखा परीक्षकों का/के प्रतिवेदन इस वार्षिक रिपोर्ट का हिस्सा हैं ।

लागत लेखा परीक्षक

अधिनियम के अनुच्छेद १४८ के प्रावधानों, इसके अंतर्गत बने नियमों के साथ पठित, के अनुसार, कंपनी द्वारा इसकी उत्पादन गतिविधियों के संबंध में इसके द्वारा रखे गए लागत लेखा अभिलेख लेखा परीक्षित किए जाने के लिए आवश्यक हैं । मेसर्स आर. नानाभाँय एंड कंपनी (फर्म पंजीकरण सं. ००००१०), लागत लेखाकार ने वर्ष के दौरान लागू व्यवसायों की लागत लेखा परीक्षा की है ।

लेखा समिति की सिफारीश के आधार पर, निदेशक मंडल ने वित्तीय वर्ष २०२२-२३ के लिए मेसर्स आर. नानाभाँय एंड कंपनी (फर्म पंजीकरण सं. ००००१०), लागत लेखाकार, को लागत लेखा परीक्षक नियुक्त किया है । कंपनी को मेसर्स आर. नानाभाँय एंड कंपनी से इस बात की पुष्टि करने वाला प्रमाण पत्र मिला है कि वे कंपनी के लागत लेखा परीक्षक बने रहने के लिए अयोग्य नहीं हैं ।

लागत लेखा परीक्षक को देय पारिश्रमिक आम सभा में सदस्यों के समक्ष उनके सुधार हेतु रखना आवश्यक है । तदनुसार, मेसर्स. आर. नानाभाँय एंड कंपनी; लागत लेखा परीक्षक के देय पारिश्रमिक के लिए सदस्यों की संपुष्टि की माँग करने वाले एक प्रस्ताव को एजीएम के नोटिस में आइटम संख्या ६ पर शामिल किया गया है ।

लागत लेखा परीक्षक के विवरण तथा वित्त वर्ष २०२०-२१ में उनके द्वारा संचालित लागत लेखा परीक्षा के पूर्ण विवरण नीचे दिए गए हैं :

आईसीडब्ल्यूए सदस्यता सं.	७४६४
फर्म का रजिस्ट्रेशन नं. :	००००१०
पता:	जेर मेंशन, ७०, अगस्त क्रांति मार्ग, मुंबई - ४०० ०३६
लागत परीक्षा रिपोर्ट	वित्त वर्ष २०२०-२१
रिपोर्ट दर्ज करने की नियत तिथि	३० सितंबर, २०२१
दर्ज करने की वास्तविक तिथि	०६ सितंबर, २०२१

कंपनी (लागत अभिलेख एवं लेखा परीक्षा) नियम, २०१४ के साथ पठित अधिनियम की धारा १४८ के अनुसार, कंपनी को लागत अभिलेख बनाए रखना होता है और तदनुसार, ऐसे लेखा और अभिलेख बनाए रखे गए हैं ।

साचिविक लेखा परीक्षक

मंडल ने अधिनियम की धारा २०४ के प्रावधानों और उसके अंतर्गत बनाए नियमों के अनुसार पठित ३१ मार्च, २०२२ को समाप्त वित्तीय वर्ष के लिए कंपनी की सचिवीय लेखा परीक्षा करने के लिए साचिविक लेखा परीक्षक के रूप में मेसर्स अनंत बी. खमनकर एंड कंपनी; प्रैक्टिसिंग कंपनी सेक्रेटरीज (सदस्यता क्रमांक एफसीएस ३१९८; सीपी नंबर १८६०) को नियुक्त किया है । प्रपत्र एमआर-३ में सचिवीय लेखा परीक्षा रिपोर्ट को **अनुलग्नक एफ** के रूप में दिया गया है और इस रिपोर्ट का भाग है । सचिवीय लेखा परीक्षा रिपोर्ट में कोई योग्यता, आरक्षण, प्रतिकूल टिप्पणी या अस्वीकरण नहीं है ।

इस संबंध में जारी किए गए सेबी परिपत्रों के साथ पठित सेबी सूचीकरण विनियमों के विनियम २४ए के प्रावधानों के अनुसार, कंपनी ने सेबी विनियमों और उनके अंतर्गत जारी किए गए परिपत्रों/मार्गदर्शनों के अनुसार सभी लागू अनुपालनों के लिए वित्तीय वर्ष २०२१-२२ के लिए लेखा परीक्षा की है । मेसर्स अनंत बी. खमनकर एंड कंपनी; प्रैक्टिसिंग कंपनी सेक्रेटरीज (सदस्यता क्रमांक एफसीएस ३१९८; सीपी नंबर १८६०) द्वारा विधिवत हस्ताक्षरित वार्षिक सचिवीय अनुपालन रिपोर्ट वित्त वर्ष की समाप्ति के ६० दिनों के भीतर स्टॉक एक्सचेंजों में जमा किया गया है ।

निवेशक शिक्षा और संरक्षण निधि में अंतरण

निवेशक शिक्षा और संरक्षण निधि में अदत्त/दावारहित लाभांश का अंतरण

यथा संशोधित निवेशक शिक्षा और संरक्षण निधि अधिकरण (लेखांकन, लेखा परीक्षा, अंतरण और वापसी) नियम, २०१६ (“आईईपीएफ नियम”) के साथ पठित

अधिनियम की धारा १२४ और १२५ के प्रावधानों के अनुसार ३१ मार्च, २०१४ को समाप्त वित्तीय वर्ष से संबंधित ₹ ८,९३,२०३.५० के अदत्त और/या दावा-रहित लाभांश का वर्ष के दौरान निवेशक शिक्षा और संरक्षण निधि (“आईईपीएफ”) में अंतरण किया गया।

आईईपीएफ में शेरयों का अंतरण

आईईपीएफ नियमों के साथ पठित अधिनियम की धारा १२४ के प्रावधानों के अनुसार, ₹ २/- प्रत्येक के अंकित मूल्य वाले ९,५२२ इक्विटी शेरयों, जिनके संबंध में लगातार सात वर्षों या उससे अधिक समय तक लाभांश का भुगतान नहीं किया गया था, या इसके लिए सदस्यों द्वारा दावा नहीं किया गया था, को वर्ष के दौरान कंपनी द्वारा आईईपीएफ में अंतरित कर दिया गया। अंतरित किए गए शेरयों का विवरण आईईपीएफ के साथ-साथ कंपनी की वेबसाइट पर अपलोड किया गया है।

ऊर्जा के संरक्षण, प्रौद्योगिकी समावेशन और विदेशी मुद्रा का अर्जन व व्यय

कंपनी (लेखा) नियम, २०१४ के नियम ८ के साथ पठित अधिनियम के अनुच्छेद १३४(३)(एम) के अंतर्गत व्यक्त ऊर्जा के संरक्षण, प्रौद्योगिकी समावेशन और विदेशी मुद्रा का अर्जन व व्यय को **अनुलग्नक ‘जी’** के रूप में जोड़ा गया है जो इस रिपोर्ट का भाग है।

मानव संसाधन तथा औद्योगिक संबंध

कंपनी को अपने कारोबार के सभी क्षेत्रों में अपने कर्मचारियों द्वारा प्रदर्शित प्रतिबद्धता, सक्षमता और समर्पण पर गर्व है। कंपनी लोगों को अपनी सबसे बड़ी परिसंपत्ति मानती है और इसलिए कंपनी ने प्रतिभा प्रबंधन और उत्तराधिकार नियोजन प्रथाओं, मजबूत निष्पादन प्रबंधन और अधिगम को प्रशिक्षण पहलों के साथ मिलाकर यह सुनिश्चित करने के लिए दृढ़ प्रयास किया है कि कंपनी निरंतर प्रेरणादायक, मजबूत और विश्वसनीय नेतृत्व विकसित करे। अपने लोगों के कौशल और नेतृत्व विकास में निरंतर निवेश के अलावा, कंपनी ने कर्मचारी संलग्नता पहलों और अभियानों पर भी अपना ध्यान केंद्रित किया है जिसका उद्देश्य श्रमबल के सभी स्तरों पर नवाचार और सहयोग की संस्कृति बढ़ाना है। प्रबंधन चर्चा और विश्लेषण रिपोर्ट में इन पर विस्तार से चर्चा की गई है जो वार्षिक रिपोर्ट का हिस्सा हैं।

अपने कर्मचारियों के साथ कंपनी के संबंध सौहार्दपूर्ण बने हुए हैं।

पर्यावरण, स्वास्थ्य और सुरक्षा

कंपनी पर्यावरणीय रूप से स्वच्छ और सुरक्षित परिचालन के महत्व को लेकर सजग है। कंपनी की नीति इस प्रकार से परिचालन आवश्यक बनाती है कि सभी संबंधितों की सुरक्षा, पर्यावरणीय नियमों का अनुपालन और प्राकृतिक संसाधनों का संरक्षण सुनिश्चित हो।

कार्यस्थल पर महिलाओं की सुरक्षा

कार्यस्थल पर महिलाओं के यौन उत्पीड़न (रोकथाम, निषेध और निवारण) अधिनियम, २०१३ के प्रावधानों और उसके अंतर्गत बनाए गए नियमों का पालन करने के लिए (“पॉश अधिनियम”), कंपनी ने कार्यस्थल पर महिलाओं के यौन उत्पीड़न से संबंधित शिकायतों की रोकथाम, निषेध और निवारण पर एक नीति बनाई और कार्यान्वित की है। स्थाई, अस्थायी या संविदात्मक सभी महिला कर्मचारी उपर्युक्त

नीति के अंतर्गत आवरित हैं। उक्त नीति सभी कर्मचारियों की जानकारी के लिए कंपनी के आंतरिक पोर्टल पर अपलोड की गई है। इसका व्यापक प्रचार-प्रसार किया गया है। उक्त प्रावधानों का पालन करते हुए आंतरिक शिकायत समिति (आईसीसी) की स्थापना की गई है।

३१ मार्च, २०२२ तक पीओएसएच (पॉश)अधिनियम की धारा २२ के तहत दर्ज मामलों और उनके निपटान की संख्या का विवरण निम्नलिखित है:

विवरण	संख्या
वित्तीय वर्ष की शुरुआत में लंबित शिकायतों की संख्या	शून्य
वित्तीय वर्ष के दौरान दर्ज शिकायतों की संख्या	शून्य
वित्तीय वर्ष के अंत में लंबित शिकायतों की संख्या	शून्य

कर्मचारियों का विवरण

कंपनी (प्रबंधकीय कार्मिकों की नियुक्ति और पारिश्रमिक) नियम, २०१४ के नियम ५ (१) के साथ पठित अधिनियम की धारा १९७ (१२) के प्रावधानों के संदर्भ में पारिश्रमिक और अन्य विवरणों से संबंधित प्रकटीकरण **अनुलग्नक एच** में दिया गया है, जो इस रिपोर्ट का भाग हैं।

इसके अलावा, कंपनी (प्रबंधकीय कार्मिकों की नियुक्ति और पारिश्रमिक) नियम, २०१४ के साथ पठित अधिनियम की धारा १९७(१२) और १३६(१) के प्रावधानों के अनुसार, पारिश्रमिक प्राप्त करने वाले कर्मचारियों के नाम और अन्य विवरणों से संबंधित सूची उपरोक्त नियमों में निर्धारित सीमा से अधिक होने पर, कंपनी के पंजीकृत कार्यालय में कार्य के घंटों के दौरान निरीक्षण के लिए खुली रखी गई है और उसमें निर्धारित रिपोर्ट और खाते कंपनी के सभी सदस्यों को भेजे जा रहे हैं। कोई भी सदस्य, जो इन्हें प्राप्त करने के इच्छुक हैं, कंपनी के पंजीकृत कार्यालय में कंपनी सचिव को लिख सकते हैं।

निदेशकों के उत्तरदायित्व का वक्तव्य

आपके निदेशक यह पुष्टी करते हैं कि :

(क) ३१ मार्च, २०२२ को समाप्त होने वाले वर्ष के लिए वार्षिक खातों को तैयार करते समय लागू लेखा मानकों का अनुपालन किया गया है, जिनमें सामग्री निर्गमन, यदि कोई हो, से संबंधित उपयुक्त वर्णन शामिल है ;

(ख) उन्होंने ऐसी लेखा नीतियाँ चुनी हैं और उन्हें लगातार लागू किया है और ऐसे निर्णय एवं आकलन किए हैं, जो उपयुक्त एवं विवेकपूर्ण हों, जिससे वित्त वर्ष के अंत में कंपनी के मामलों की स्थिति एवं उस अवधि के लिए कंपनी के लाभों का एक सत्यतापूर्ण एवं उचित दृष्टिकोण मिल सके;

(ग) निदेशकों ने कंपनी की संपत्तियों की सुरक्षा के लिए और धोखाधड़ी व अन्य अनियमितताओं की पहचान व रोकथाम के लिए अधिनियम के प्रावधानों के अनुरूप पर्याप्त लेखा अभिलेखों के प्रबंधन हेतु समुचित एवं पर्याप्त रूप से ध्यान दिया है;

(घ) उन्होंने वार्षिक लेखा एक “गोइंग कंसर्न” आधार पर तैयार किए हैं;

(च) उन्होंने कंपनी द्वारा पालन किए जाने हेतु आंतरिक वित्तीय नियंत्रण निर्धारित किए हैं और कि इस तरह के आंतरिक वित्तीय नियंत्रण पर्याप्त हैं और प्रभावी ढंग से काम कर रहे थे; तथा

(छ) उन्होंने सभी लागू कानूनों के प्रावधानों का अनुपालन सुनिश्चित करने के लिए उचित प्रणाली तैयार की है और कि इस तरह की प्रणालियाँ पर्याप्त थीं और प्रभावी ढंग से काम कर रही थीं।

अन्य प्रकटीकरण / पुष्टियाँ

क. कंपनी के न तो किसी अध्यक्ष और प्रबंध निदेशक को, और न ही किसी कार्यकारी निदेशक को कंपनी की किसी सहायक कंपनियों से कोई पारिश्रमिक या कमीशन प्राप्त हुआ है।

ख. कंपनी ने अपने निदेशकों या कर्मचारियों को कोई स्वेट इक्विटी शेरय जारी नहीं किए हैं।

ग. कंपनी समीक्षाधीन वर्ष के दौरान किसी भी कॉर्पोरेट कार्यवाही को लागू करने में विफल नहीं हुई है।

घ. किसी पब्लिक इशू, राइट्स इशू, प्रेफरेंशियल इशू आदि की कुछ शर्तों के संबंध में किसी विचलन या भिन्नता के स्पष्टीकरण से संबंधित प्रकटीकरण कंपनी पर लागू नहीं होता है।

च. समीक्षाधीन वर्ष के दौरान कंपनी की प्रतिभूतियों को निलंबित नहीं किया गया था।

छ. समीक्षाधीन वर्ष के दौरान कंपनी के वित्तीय विवरणों और मंडल की रिपोर्ट में कोई संशोधन नहीं किया गया था।

सराहना एवं आभार-पूर्ति

निदेशक हर स्तर के कर्मचारियों की उनकी कड़ी मेहनत, समर्पण और प्रतिबद्धता के लिए सराहना करते हैं, जो कि कंपनी की समग्र प्रगति प्राप्त करने हेतु अत्यावश्यक है।

निदेशक आपूर्तिकर्ताओं, वितरकों, व्यापारिक सहभागियों और व्यापारिक भागीदारों के रूप में कंपनी से जुड़े अन्य लोगों से मिले सहायता और सहयोग की सराहना करते है। कंपनी उन्हें अपनी प्रगति में सहभागी के रूप में देखती है और कंपनी ने

<p>कृते तथा वास्ते</p> <p>बजाज इलेक्ट्रिकल्स लिमिटेड का निदेशक मंडल</p>
<p></p>
<p>शेखर बजाज</p> <p>अध्यक्ष तथा प्रबंध निदेशक</p> <p>DIN: ०००८९३५८</p>
<p>इ सी प्रसाद</p> <p>मुख्य वित्तीय अधिकारी</p> <p>मुंबई, १७ मई, २०२२</p>

उनके साथ विकास प्रतिफलों को साझा किया है। कंपनी का प्रयास होगा कि लाभों की पारस्परिकता, एक-दूसरे के लिए सम्मान और साथ सहयोग के आधार पर, उपभोक्ता हितों के अनुरूप व्यापार के साथ मजबूत कड़ी का निर्माण और पोषण किया जाए। निदेशकगण इस अवसर पर सभी शेरयधारकों, ग्राहकों, विक्रेताओं, बैंको, सरकारी नियामकीय प्राधिकरणों और स्टॉक एक्सचेंजों को उनके निरंतर समर्थन के लिए धन्यवाद देना चाहते हैं।

निदेशकों को कोविड-१९ वैश्विक महामारी से हुई जीवन की क्षति के लिए खेद है और वे हर उस व्यक्ति के प्रति आभारी हैं और सम्मान व्यक्त करते हैं, जिन्होंने इस महामारी से लड़ने के लिए अपने जीवन और अपनी सुरक्षा को जोखिम में डाला है।

अनुलग्नक

निम्नलिखित अनुलग्नक इस रिपोर्ट का हिस्सा हैं :

क. लाभांश वितरण नीति - **अनुलग्नक ए** ;

ख. सेबी सूचीकरण विनियमों की अनुसूची V के भाग ए की धारा २ ए के साथ पठित विनियम ३४ (३) के प्रावधानों के अनुसार लेनदेन का प्रकटीकरण - **अनुलग्नक बी** ;

ग. सीएसआर गतिविधियों पर वार्षिक रिपोर्ट - **अनुलग्नक सी** ;

घ. सहयोगियों / सहायक कंपनियों/ संयुक्त उद्यमोंके वित्तीय विवरण की मुख्य विशेषताओं वाला विवरण - **अनुलग्नक डी** ;

च. कंपनी की नामांकन और पारिश्रमिक नीति - **अनुलग्नक इ** ;

छ. साचिविक लेखापरीक्षा रिपोर्ट - **अनुलग्नक एफ** ;

ज. ऊर्जा का संरक्षण, प्रौद्योगिकी समावेशन और विदेशी मुद्रा अर्जन और व्यय पर रिपोर्ट - **अनुलग्नक जी** ; तथा

झ. कंपनी (प्रबंधकीय कार्मिकों की नियुक्ति और पारिश्रमिक) नियम, २०१४ के साथ पठित अधिनियम की धारा १९७ (१२) के अंतर्गत प्रकटीकरण - **अनुलग्नक एच** ।

कॉर्पोरेट प्रशासन पर रिपोर्ट

निदेशकगण (सूचीबद्धता दायित्व एवं प्रकटीकरण आवश्यकताएँ) विनियम, २०१५ (“सेबी सूचीबद्धता विनियम”) सिक्युरिटीज एवं एक्सचेंज बोर्ड ऑफ़ इंडिया की अनुसूची V के साथ पठित विनियम ३४ (३) के संदर्भ में ३१ मार्च, २०२२ को समाप्त वित्तीय वर्ष के लिए कॉर्पोरेट प्रशासन पर कंपनी का रिपोर्ट प्रस्तुत कर रहे हैं।

“व्यापार निर्धनों को लाभ पहुँचाने की दृष्टि से किया जाना चाहिए, न कि केवल करोड़पति या अरबपति बनने के लिए।”

-जमनालाल बजाज

कॉर्पोरेट प्रशासन पर कंपनी का सिद्धान्त :

नैतिक मूल्य कंपनी के प्रशासन सिद्धान्त की नींव हैं जो कंपनी के पिछले ८० वर्षों के अस्तित्व में कंपनी की संस्कृति का एक हिस्सा बन गए हैं। हमें एक ऐसी कंपनी में होने पर गर्व है, जिसके दूरदृष्टा संस्थापक ने इसकी नींव बहुत समय पहले सुशासन के लिए रखी थी और इसे अपने व्यवसाय का एक अभिन्न हिस्सा बनाया था। हम दृढ़तासे मानते हैं कि व्यापार में आमदनी और मुनाफे से ज्यादा महत्वपूर्ण कुछ तो है और इसीलिए हममें से प्रत्येक को हम जो भी करते हैं उसमें अपना बेहतरीन प्रदान करने के लिए प्रयासरत रहना चाहिए, ताकि, हम न केवल प्रत्येक उपभोक्ता की जरूरतें पूरी कर सकें बल्कि उनकी अपेक्षाओं से कहीं ज्यादा अच्छा कर सकें। इसी ने हमें सबसे अलग स्थान दिलाया हुआ है और शायद यही एक वजह है कि हम अपने उपभोक्ताओं के साथ एक खास रिश्ते का आनंद लेने के योग्य बने हैं। क्यों न हो, जब आप हर साधन के साथ अपना बेहतरीन देने का प्रयास करते हैं, तो वह नज़र आता ही है।

कॉर्पोरेट प्रशासन मूल्यों एवं नैतिक व्यापारिक आचरण के प्रति कटिबद्धता के बारे में है। हमारे काम हमारे मूल्यों और सिद्धांतों से शासित होते हैं, जिसे कंपनी में सभी स्तरों पर सशक्त बनाया जाता है। हम चीजों को सही तरीके से करने के लिए प्रतिबद्ध हैं, जिसका मतलब यह है कि इस तरह से व्यवसायिक निर्णय लेना और काम करना जो कि नैतिकतापूर्ण हो और लागू कानूनों का पालन करते हुए हो।

कंपनी हितधारकों के हितों को सुरक्षित रखने के लिए अपने सभी सौदों में पूर्ण पारदर्शिता एवं जवाबदेही की आवश्यकता पर जोर देती है। शासन संबंधी रूपरेखा संसाधनों के दक्षतापूर्वक उपयोग एवं प्रबंधन की जवाबदेही के लिए प्रेरित करती है। मंडल स्वयं को धनोपार्जन की सततता एवं जिम्मेदारी के लिए हितधारकों के विश्वास का संरक्षक समझता है और उनके प्रति अपने उत्तरदायित्व को स्वीकार करता है।

प्रशासन संरचना

कंपनी की कॉर्पोरेट प्रशासन संरचना इस प्रकार है :

निदेशक मंडल : मंडल को कंपनी के प्रबंधन, निर्देशन और कार्यप्रदर्शन की जिम्मेदारी सौंपी गई है। चूँकि इसकी प्राथमिक भूमिका प्रकृति से न्यासीय है, इसलिए

मंडल अपनी जिम्मेदारियों का निर्वहन करते हुए कंपनी के प्रबंधन के लिए नेतृत्व, रणनीतिक मार्गदर्शन, उद्देश्य और स्वतंत्र दृष्टिकोण प्रदान करता है, इस प्रकार यह सुनिश्चित करता है कि प्रबंधन द्वारा नैतिकता, पारदर्शिता और प्रकटीकरण का पालन किया जाए।

मंडल की समितियाँ : मंडल ने निम्नलिखित समितियों का गठन किया है, अर्थात्, लेखा परीक्षा समिति, नामांकन और पारिश्रमिक समिति, हितधारकों की संबंध समिति, जोखिम प्रबंधन समिति, कॉर्पोरेट सामाजिक उत्तरदायित्व समिति, वित्त समिति तथा स्वतंत्र निदेशकों की समिति। उक्त में से प्रत्येक समिति के लिए निश्चित ढांचे के भीतर काम करना अनिवार्य बनाया गया है।

अध्यक्ष और प्रबंध निदेशक : अध्यक्ष और प्रबंध निदेशक की प्राथमिक भूमिका कंपनी द्वारा लक्ष्यों की प्राप्ति में मंडल का नेतृत्व करना है। वह कंपनी को विश्व-स्तरीय संगठन में बदलने के लिए जिम्मेदार हैं। अन्य बातों के साथ, वह मंडल के कामकाज के लिए और यह सुनिश्चित करने के लिए जिम्मेदार हैं कि अन्य सभी प्रासंगिक मुद्दों को मंडल के समक्ष रखा जाए और सभी निदेशकों को मंडल की बैठकों में उठाए गए प्रासंगिक मुद्दों पर अपना विशेषज्ञ मार्गदर्शन प्रदान करने के लिए प्रोत्साहित किया जाए। वे मंडल के अन्य सदस्यों के साथ कंपनी की रणनीति तैयार करने के लिए भी जिम्मेदार हैं।

कार्यकारी निदेशक : मंडल और कोर प्रबंधन समिति के सदस्य के रूप में, कार्यकारी निदेशक द्वारा मंडल अनुमोदित दिशानिर्देशों और ढांचे के भीतर कंपनी के व्यवसायों के रणनीतिक प्रबंधन में योगदान दिया जाता है। वह व्यवसाय के रणनीतिक प्रबंधन और कंपनी के कार्यों की समग्र जिम्मेदारी लेते हैं जिसमें कंपनी की प्रशासन प्रक्रियाएँ और शीर्ष प्रबंधन की प्रभावशीलता शामिल है।

स्वतंत्र निदेशकों सहित गैर-कार्यकारी निदेशक : गैर-कार्यकारी निदेशक मंडल की बैठकों में उठाए गए विभिन्न मुद्दों जैसे कि व्यवसाय रणनीतियों के निर्माण, प्रदर्शनों की निगरानी, आदि पर स्वतंत्र निर्णय प्रदान करके मंडल का कामकाज संतुलित करने में महत्वपूर्ण भूमिका निभाते हैं।

कोर प्रबंधन समिति : कोर प्रबंधन समिति का मुख्य कार्य यह सुनिश्चित करते हुए मंडल द्वारा अनुमोदित दिशानिर्देशों और ढाँचे के भीतर कंपनी के व्यवसायों का रणनीतिक प्रबंधन करना है कि महत्वपूर्ण मामलों पर मंडल को उपयुक्त सूचना देने के

लिए प्रभावी प्रणालियाँ विद्यमान हों। कोर प्रबंधन समिति की अध्यक्षता अध्यक्ष व प्रबंध निदेशक द्वारा की जाती है और इसके सदस्यों के रूप में इसमें व्यवसायिक और कार्यात्मक प्रमुख हैं, जो कंपनी के दिन-प्रतिदिन के मामलों के प्रबंधन की देखभाल करते हैं।

निदेशक मंडल

कंपनी के निदेशक मंडल में ऐसे श्रेष्ठ एवं प्रतिष्ठित लोग होते हैं जो ऐसे आवश्यक कौशल, सक्षमता और विशेषज्ञता लाते हैं, जिससे वे मंडल एवं उसकी समितियों में प्रभावी योगदान दे सकते हैं।

मंडल द्वारा व्यवसाय एवं हितधारकों के हित का ध्यान रखा जाता है। गैर-कार्यकारी निदेशक, जिनमें स्वतंत्र निदेशक शामिल हैं, वे औद्योगिक, निर्माण, सामान्य निगम प्रबंधन, वित्त, विधि, मीडिया, कॉर्पोरेट रणनीति, तकनीक, विपणन एवं अन्य संबद्ध पृष्ठभूमि के भलीभाँति अर्हता-प्राप्त, अनुभवी एवं जाने-माने लोग होते हैं। मंडल सदस्य मंडल एवं समिति बैठकों में सक्रिय रूप से भाग लेते हैं और वे अन्य के साथ-साथ व्यवसाय, शासन एवं अनुपालन के विभिन्न पहलुओं पर प्रबंधन को मूल्यवान मार्गदर्शन उपलब्ध करवाते हैं। मंडल का मार्गदर्शन दूरदर्शिता प्रदान करता है, पारदर्शिता को उन्नत बनाता है और निर्णय लेने की प्रक्रिया का मूल्य संवर्द्धन करता है। कंपनी वरिष्ठ प्रबंधन दल के साथ संयोजन में मंडल द्वारा प्रबंधित होती है।

किसी भी गैर-कार्यकारी निदेशक की आयु पचहत्तर (७५) वर्ष से अधिक नहीं हुई है।

३१ मार्च, २०२२ को मंडल की संरचना एवं श्रेणी

सेबी सूचीकरण विनियमों के विनियम १७(१)(बी) के अनुसार, जहाँ अध्यक्ष कार्यकारी या कोई प्रवर्तक होता है, कंपनी के मंडल में कम से कम आधा हिस्सा स्वतंत्र निदेशकों से बना होना चाहिए। यह सुनिश्चित करने के लिए मंडल की संरचना और सुदृढ़ता की समय-समय पर समीक्षा की जाती है कि यह वैधानिक और साथ ही साथ व्यवसायिक आवश्यकताओं के साथ संरेखित रहे।

निदेशक का नाम	प्रमुख कौशल/दक्षताएँ / विशिष्ट कार्यात्मक क्षेत्र में विशेषज्ञता
श्री शेखर बजाज	उद्योगपति, विद्युत उपभोक्ता टिकाऊ उद्योग क्षेत्र, बड़े व्यवसाय समूह का प्रबंधन करने का अनुभव, व्यवसाय रणनीति और कॉर्पोरेट प्रबंधन।
श्री अनुज पोद्दार	उपभोक्ता और अन्य उद्योगों, व्यवसाय रणनीति और कॉर्पोरेट प्रबंधन में मजबूत व्यवसायिक अनुभव वाले सनदी लेखाकार।
श्री मधुर बजाज	उद्योगपति, बड़े औद्योगिक समूह का प्रबंधन करने का अनुभव।
श्री राजीव बजाज	उद्योगपति, बड़े औद्योगिक समूह का प्रबंधन करने का अनुभव।
श्रीमती पूजा बजाज	मजबूत वाणिज्यिक कुशाग्रता।
श्री हर्ष वर्धन गोयंका	उद्योगपति, बड़े व्यवसाय समूह का प्रबंधन करने का अनुभव।
श्री शैलेश हरिभक्ति	लेखा-परीक्षण, कर एवं जोखिम परामर्शी सेवाओं में विशेषज्ञता।
डॉ (श्रीमती) इन्दु शहानी	अकादमिक, शिक्षा।
डॉ राजेंद्र प्रसाद सिंह	बड़े औद्योगिक समूह का प्रबंधन करने का अनुभव।
श्री मुनीश खेरपाल	वैश्विक बाजारों में व्यापक नेतृत्व अनुभव रखने वाले प्रौद्योगिकी व्यवसायिक।

३१ मार्च २०२२ के अंत में निदेशक मंडल में दस (१०) निदेशक शामिल थे, अर्थात् एक (१) कार्यकारी निदेशक - प्रवर्तक, एक (१) कार्यकारी निदेशक - गैर प्रवर्तक, तीन (३) गैर-कार्यकारी निदेशक - प्रवर्तक एक महिला निदेशक सहित और पाँच (५) गैर-कार्यकारी निदेशक - स्वतंत्र निदेशक, और एक (१) स्वतंत्र महिला निदेशक - सहित तथा तदनुसार, उनकी निम्नलिखित संरचना है :

निदेशकों की श्रेणी	निदेशकों की संख्या	%
कार्यकारी निदेशक	२	२०.००
गैर-कार्यकारी निदेशक - गैर- स्वतंत्र	३	३०.००
गैर-कार्यकारी निदेशक - स्वतंत्र	५	५०.००

मंडल का अध्यक्ष एक कार्यकारी निदेशक होता है। मंडल की कुल संख्या में आधी संख्या स्वतंत्र निदेशकों की है।

मंडल की विविधता

पिछले कई सालों से कंपनी के पास अपने मंडल में निदेशकों के रूप में सेवाएँ देने के लिए विविध क्षेत्रों के श्रेष्ठ व्यक्तियों के होने का सौभाग्य मिलता रहा है। सेबी सूचीकरण विनियमों के अनुरूप, कंपनी की नामांकन एवं पारिश्रमिक नीति, अनुभव, ज्ञान, दृष्टिकोण, पृष्ठभूमि, लिंग, आयु एवं संस्कृति की दृष्टि से मंडल की विविधता सुनिश्चित करती है। यह नीति कंपनी की वेबसाइट : www.bajajelectricals.com पर प्रदर्शित है।

निदेशकों की रूपरेखा

मंडल के सभी सदस्यों की संक्षिप्त रूपरेखा कंपनी की वेबसाइट : www.bajajelectricals.com पर प्रदर्शित है।

मंडल की बैठकें

मंडल व्यवसाय की रणनीतियों/नीतियों पर चर्चा करने और निर्णय लेने और कंपनी और उसकी सहायक कंपनियों के वित्तीय प्रदर्शन की समीक्षा करने के लिए नियमित अंतराल पर बैठक करता है। मंडल की बैठकें पूर्व निर्धारित होती हैं और मंडल की बैठकों का अस्थाई वार्षिक कैलेंडर अग्रिम में निदेशकों को भेजा जाता है ताकि तदनुसार उन्हें अपने कार्यक्रम की योजना बनाने में सुविधा मिल सके। व्यवसायिक अनिवार्यताओं की स्थिति में, संचलन प्रस्तावों के माध्यम से मंडल की स्वीकृति ली जाती है। संचलन प्रस्तावों पर अनुवर्ती मंडल की बैठक में चर्चा की जाती है।

नोटिस और प्रासंगिक टिप्पणियों और अन्य महत्वपूर्ण जानकारी के साथ ही विस्तृत कार्यसूची अग्रिम में प्रत्येक निदेशक को भेजी जाती है और असाधारण मामलों में मंडल की स्वीकृति से बैठक में रखी जाती है। इससे मंडल द्वारा समय पर और सूचित निर्णय सुनिश्चित होता है। मंडल बजट/लक्ष्यों की तुलना में कंपनी के प्रदर्शन की समीक्षा करता है।

मंडल की बैठकों की संख्या

वित्त वर्ष २०२१-२२ के दौरान, मंडल आठ बार मिला है, यानी ३० अप्रैल, २०२१, २५ मई, २०२१, ११ अगस्त, २०२१, १२ नवंबर, २०२१, ९ दिसंबर, २०२१, ३ जनवरी, २०२२, ८ फरवरी, २०२२ एवं २९ मार्च, २०२२। किन्हीं दो बैठकों के बीच का अंतराल एक सौ बीस दिनों से कम का रहा है।

निदेशकों का उपस्थिति अभिलेख :

वित्त वर्ष २०२१-२२ के लिए मंडल की संरचना एवं निदेशकों का उपस्थिति अभिलेख :

निदेशक का नाम	श्रेणी	अन्य निदेशकों के साथ संबंध	उपस्थिति वाली मंडल बैठकों की संख्या	क्या पिछली एजीएम में उपस्थिति रही?
श्री शेखर बजाज	अध्यक्ष तथा प्रबंध निदेशक, कार्यकारी	मधुर बजाज के भाई, पूजा बजाज के ससुर	८/८	हाँ
श्री अनुज पोद्दार	कार्यकारी निदेशक	-	७/८	हाँ
श्री मधुर बजाज	गैर-कार्यकारी	शेखर बजाज के भाई	८/८	हाँ
श्री राजीव बजाज	गैर-कार्यकारी	-	४/८	हाँ
श्रीमती पूजा बजाज	गैर-कार्यकारी	शेखर बजाज की बहू	८/८	हाँ
श्री हर्ष वर्धन गोयंका	गैर-कार्यकारी, स्वतंत्र	-	८/८	हाँ
श्री शैलेश हरिभक्ति	गैर-कार्यकारी, स्वतंत्र	-	८/८	हाँ
डॉ. (श्रीमती) इन्दु शहानी	गैर-कार्यकारी, स्वतंत्र	-	८/८	हाँ
डॉ. राजेंद्र प्रसाद सिंह	गैर-कार्यकारी, स्वतंत्र	-	८/८	हाँ
श्री मुनीश खेत्रपाल	गैर-कार्यकारी, स्वतंत्र	-	८/८	हाँ
श्री सिद्धार्थ मेहता*	गैर-कार्यकारी, स्वतंत्र	-	२/८	लागू नहीं

*श्री सिद्धार्थ मेहता, जिनका प्रथम कार्यकाल २९ मई, २०२१ को समाप्त हो रहा था, ने अपनी पेशेवर प्रतिबद्धताओं के कारण दूसरे कार्यकाल के लिए पुनर्नियुक्ति नहीं माँगने की इच्छा व्यक्त की थी। तदनुसार, कंपनी के एक स्वतंत्र निदेशक के रूप में श्री सिद्धार्थ मेहता की कालावधि २९ मई, २०२१ को समाप्त हुआ।

मंडल के समक्ष रखी गई जानकारी

कंपनी मंडल और मंडल की समितियों को लागू और प्रासंगिक सीमा तक सेबी सूचीबद्धता विनियमों की अनुपूची ॥ के भाग ए के साथ पठित विनियम १७ में यथा निर्धारित जानकारी प्रदान करती है। ऐसी जानकारी या तो संबंधित बैठकों से पहले अग्रिम में कार्यसूची के भाग के रूप में या बैठकों के दौरान प्रस्तुतियों और चर्चाओं के माध्यम से प्रस्तुत की जाती है।

बैठक पश्चात तंत्र

मंडल/समिति की बैठकों में लिए गए महत्वपूर्ण निर्णय संबंधित विभाग/प्रभाग को सूचित किए जाते हैं।

मंडल की सहायता

कंपनी सचिव मंडल की बैठकों में भाग लेते हैं और लागू कानूनों और नियंत्रणों के अनुपालन पर मंडल को सलाह देते हैं।

मंडल के कर्तव्य एवं प्रकार्य

निदेशक मंडल के कर्तव्यों का सेबी सूचीबद्धता विनियमों, अधिनियम की धारा १६६ और कंपनी अधिनियम, २०१३ (“अधिनियम”) (अनुसूची IV के साथ पठित) (अनुसूची IV विशेष रूप से स्वतंत्र निदेशकों के लिए है) में उल्लेख किया गया है। निदेशक मंडल के बीच जिम्मेदारियों और प्राधिकार का स्पष्ट सीमांकन है।

स्वतंत्र निदेशकों की बैठक

समीक्षा अंतर्गत वर्ष के दौरान, स्वतंत्र निदेशक अग्रांकित पर चर्चा के लिए २५ मई, २०२१ एवं २९ मार्च, २०२२ को परस्पर मिले : (i) गैर-स्वतंत्र निदेशकों एवं समग्र रूप से निदेशक मंडल के प्रदर्शन का मूल्यांकन; (ii) कार्यकारी एवं गैर-कार्यकारी निदेशकों के विचारों को ध्यान में रखते हुए कंपनी के अध्यक्ष के प्रदर्शन का मूल्यांकन; (iii) मंडल के लिए अपने कर्तव्यों का प्रभावी एवं उपयुक्त निर्वहन करने हेतु आवश्यक प्रबंधन व मंडल के बीच सूचनाओं के प्रवाह की गुणवत्ता, विषय-वस्तु एवं समय-सीमाओं का मूल्यांकन; एवं (iv) अन्य संबंधित मसले। इन बैठकों में सभी स्वतंत्र निदेशक उपस्थित थे।

मंडल का मत

मंडल एतद् द्वारा पुष्टि करता है कि उसके मत में, मंडल के स्वतंत्र निदेशकों ने सेबी सूचीकरण विनियमों एवं अधिनियम में निर्दिष्ट शर्तों को पूरा किया है और वे प्रबंधन से स्वतंत्र हैं। अधिनियम में उपलब्ध करवाए अनुसार नियुक्ति के औपचारिक पत्र स्वतंत्र निदेशकों को जारी किए गए हैं और उन्हें कंपनी की वेबसाइट : www.bajajelectricals.com पर प्रकट किया गया है।

समितियों की निदेशकता एवं सदस्यता

३१ मार्च, २०२२ को निदेशकता की संख्या/निदेशकों के समिति पद :

	निदेशकता			सूचीबद्ध एवं असूचीबद्ध सार्वजनिक मर्यादित कंपनियों में ग्रहित समिति पद	
निदेशक का नाम	इक्विटी सूचीबद्ध कंपनियों में	असूचीबद्ध सार्वजनिक मर्यादित कंपनियों में	निजी मर्यादित कंपनियों में	सदस्य के रूप में (अध्यक्ष के रूप में शामिल)	अध्यक्ष के रूप में
श्री शेखर बजाज	४	५	५	४	१
श्री अनुज पोद्दार	१	१	-	-	-
श्री मधुर बजाज	५	-	४	-	-
श्री राजीव बजाज	५	२	५	-	-
श्रीमती पूजा बजाज	१	-	-	१	१
श्री हर्ष वर्धन गोयंका	५	२	२	-	-
श्री शैलेश हरिभक्ति	७	३	९	१०	४
डॉ. (श्रीमती) इन्दु शहानी	४	२	३	८	२
डॉ. राजेंद्र प्रसाद सिंह	२	२	१	१	-
श्री मुनीश खेत्रपाल	१	-	-	-	-

टिप्पणी :

इनमें से कोई भी निदेशक एक ही समय में बीस कंपनियों से अधिक में एक निदेशक के रूप में, जिसमें वैकल्पिक निदेशक भी शामिल है, कार्यालय नहीं रखता/रखती है। इनमें से किसी के पास भी दस से अधिक सार्वजनिक कंपनियों में निदेशकता नहीं है। सार्वजनिक कंपनियों की सीमा की गणना के लिए निजी कंपनियों की निदेशकता, जो कि या तो धारकता हो या किसी सार्वजनिक कंपनी की सहायक कंपनी, को शामिल किया गया है, और निष्क्रिय कंपनियों में निदेशकता को बाहर रखा गया है। किसी भी स्वतंत्र निदेशक के पास कोई वैकल्पिक निदेशकता नहीं है।

प्राप्त घोषणाओं के अनुसार, इनमें से कोई भी निदेशक सात से अधिक इक्विटी सूचीबद्ध कंपनियों में एक स्वतंत्र निदेशक के रूप में सेवाएँ प्रदान नहीं करता/करती है। इसके अलावा, कंपनी के प्रबंध निदेशक एवं कार्यकारी निदेशक तीन से अधिक इक्विटी सूचीबद्ध कंपनियों में एक स्वतंत्र निदेशक के रूप में सेवाएँ प्रदान नहीं करता/करती है और वास्तव में एक एकल सत्ता के रूप में भी नहीं।

इनमें से कोई भी निदेशक उन सभी कंपनियों में, जिनमें वह निदेशक था/थी, दस से अधिक समितियों में सदस्य नहीं था/थी, न ही पाँच से अधिक समितियों में अध्यक्ष था/थी।

उन समितियों, जिन पर एक निदेशक सेवाएँ दे सकता/सकती है, की सीमा पर विचार करने के उद्देश्य से, उन सभी सार्वजनिक मर्यादित कंपनियों, चाहे वे सूचीबद्ध हों या नहीं, को शामिल किया गया है, और अन्य सभी कंपनियों, जिनमें निजी मर्यादित कंपनियाँ, विदेशी कंपनियाँ और अधिनियम के अनुच्छेद ८ के अंतर्गत कंपनियाँ शामिल हैं, को बाहर रखा गया है। समिति पदों की गणना के उद्देश्य से केवल लेखा-परीक्षण समिति एवं हितधारक संबंध समिति पर ही विचार किया गया है।

निदेशक का नाम	सूचीबद्ध संस्थाओं का नाम	श्रेणी
श्री शेखर बजाज	बजाज इलेक्ट्रिकल्स लिमिटेड <p>हर्व्यूल्स हॉइस्ट्स लिमिटेड</p> बजाज ऑटो लिमिटेड <p>बजाज होल्डिंग्स एंड इंवेस्टमेंट लिमिटेड</p>	अध्यक्ष एवं प्रबंध निदेशक, कार्यकारी <p>अध्यक्ष, गैर-कार्यकारी, गैर-स्वतंत्र</p> गैर-कार्यकारी, गैर-स्वतंत्र
श्री अनुज पोद्दार	बजाज इलेक्ट्रिकल्स लिमिटेड	कार्यकारी
श्री मधुर बजाज	बजाज इलेक्ट्रिकल्स लिमिटेड <p>बजाज होल्डिंग्स एंड इंवेस्टमेंट लिमिटेड</p> बजाज फाइनेंस लिमिटेड <p>बजाज फिनसर्व लिमिटेड</p> बजाज ऑटो लिमिटेड	गैर-कार्यकारी, गैर-स्वतंत्र <p>गैर-कार्यकारी, गैर-स्वतंत्र</p> गैर-कार्यकारी, गैर-स्वतंत्र
श्री राजीव बजाज	बजाज इलेक्ट्रिकल्स लिमिटेड <p>बजाज होल्डिंग्स एंड इंवेस्टमेंट लिमिटेड</p> बजाज फाइनेंस लिमिटेड <p>बजाज फिनसर्व लिमिटेड</p> बजाज ऑटो लिमिटेड	गैर-कार्यकारी, गैर-स्वतंत्र <p>गैर-कार्यकारी, गैर-स्वतंत्र</p> गैर-कार्यकारी, गैर-स्वतंत्र
श्रीमती पूजा बजाज	बजाज इलेक्ट्रिकल्स लिमिटेड	गैर-कार्यकारी, गैर-स्वतंत्र
श्री हर्ष वर्धन गोयंका	बजाज इलेक्ट्रिकल्स लिमिटेड <p>आरपीजी लाइफ साइंसेस लिमिटेड</p> सीएट लिमिटेड <p>केईसी इंटरनेशनल लिमिटेड</p> <p>ज़ेन्सर टेक्नोलॉजीस लिमिटेड</p>	गैर-कार्यकारी, स्वतंत्र <p>अध्यक्ष, गैर-कार्यकारी, गैर-स्वतंत्र - प्रमोटर से संबंधित चेयरपर्सन</p> अध्यक्ष, गैर-कार्यकारी, गैर-स्वतंत्र -प्रमोटर से संबंधित चेयरपर्सन
श्री शैलेश हरिभक्ति	बजाज इलेक्ट्रिकल्स लिमिटेड <p>टोरेन्ट फार्मास्यूटिकल्स लिमिटेड</p> एसीसी लिमिटेड <p>अंबुजा सीमेंट्स लिमिटेड</p> ब्लू स्टार लिमिटेड <p>फ्यूचर लाइफस्टाइल फैशन्स लिमिटेड</p> एल एंड टी फाइनेंस होल्डिंग्स लिमिटेड	अध्यक्ष, गैर-कार्यकारी, गैर-स्वतंत्र <p>गैर-कार्यकारी, स्वतंत्र</p> गैर-कार्यकारी, स्वतंत्र
डॉ. (श्रीमती) इन्दु शहानी	बजाज इलेक्ट्रिकल्स लिमिटेड <p>युनाइटेड स्पिरिट्स लिमिटेड</p> क्लेरिएंट कैमिकल्स (इंडिया) लिमिटेड <p>कोलगेट-पामोलिव (इंडिया) लिमिटेड</p>	गैर-कार्यकारी, स्वतंत्र <p>गैर-कार्यकारी, स्वतंत्र</p> गैर-कार्यकारी, स्वतंत्र
डॉ. राजेंद्र प्रसाद सिंह	बजाज इलेक्ट्रिकल्स लिमिटेड <p>ज्योती स्ट्रक्चर्स लिमिटेड</p>	गैर-कार्यकारी, स्वतंत्र <p>अध्यक्ष, गैर-कार्यकारी, स्वतंत्र -अध्यक्ष</p>
श्री मुनीश खेत्रपाल	बजाज इलेक्ट्रिकल्स लिमिटेड	गैर-कार्यकारी, स्वतंत्र

निदेशकों के लिए डी एंड ओ बीमा

कंपनी ने अपने सभी निदेशकों एवं वरिष्ठ प्रबंधन सदस्यों के लिए ऐसी मात्रा में और ऐसे जोखिमों के लिए, जैसा कि मंडल द्वारा निर्धारित किया गया है, निदेशक एवं अधिकारी बीमा (डी एंड ओ) लिया है ।

स्वतंत्र निदेशकों के लिए परिचयकरण कार्यक्रम

स्वतंत्र निदेशकों की नियुक्ति के समय, उन्हें औपचारिक नियुक्ति पत्र दिया जाता है, जो अन्य बातों के साथ कंपनी के निदेशक के रूप में उनसे अपेक्षित भूमिकाओं, कार्यों, कर्तव्यों और जिम्मेदारियों को स्पष्ट करता है । अधिनियम, सेबी सूचीबद्धता विनियम और अन्य संविधियों के अंतर्गत निदेशकों से उनसे अपेक्षित अनुपालनों का भी विस्तार से

वर्णन किया जाता है और पुष्टीकरण प्राप्त की जाती है । अध्यक्ष और प्रबंध निदेशक भी कंपनी के परिचालनों से परिचित कराने के लिए नव नियुक्त निदेशक के साथ आमने-सामने की चर्चा आयोजित करते हैं । इसके अलावा, चालू आधार पर मंडल/समिति की बैठक की कार्यसूची के भाग के रूप में, स्वतंत्र निदेशकों को नियमित रूप से विभिन्न मामलों पर प्रस्तुतियाँ दी जाती हैं जिसमें अन्य बातों के साथ कंपनी और उसकी सहायक, सहयोगी और संयुक्त उद्यम कंपनियों के परिचालन, औद्योगिक और नियामकीय अद्यतन जानकारी, रणनीति, वित्त, जोखिम प्रबंधन ढांचा, विभिन्न संविधियों के अंतर्गत स्वतंत्र निदेशकों की भूमिका, अधिकार, जिम्मेदारियाँ और अन्य प्रासंगिक मामले शामिल होते हैं ।

निदेशकों के लिए परिचयकरण कार्यक्रम का विवरण कंपनी की वेबसाइट, अर्थात, www.bajajelectricals.com पर उपलब्ध है ।

नियुक्तियों के लिए क्रमिक उत्तराधिकार हेतु योजनाएँ

कंपनी का यह मानना है कि कंपनी के भविष्य को मज़बूत बनाने के लिए वरिष्ठ नेतृत्व हेतु सशक्त उत्तराधिकार योजनाएँ बनाना बहुत महत्वपूर्ण है । नामांकन और पारिश्रमिक समिति एक संरचनापूर्ण नेतृत्व उत्तराधिकार योजना के लिए कंपनी की मानव संसाधन टीम के साथ मिलकर काम करती है ।

प्रशासन संहिताएँ

व्यवसाय आचरण संहिता और आचार नीति

कंपनी ने व्यवसाय आचरण संहिता और आचार नीति (“संहिता”) अपनाई है जो निदेशक मंडल और कंपनी के सभी कर्मचारियों पर लागू होती है । निदेशक मंडल और कंपनी के वरिष्ठ प्रबंधन दल के सदस्यों के लिए इस संहिता के अनुपालन की वार्षिक आधार पर पुष्टि करना आवश्यक है । कंपनी के अध्यक्ष और प्रबंध निदेशक द्वारा हस्ताक्षरित इस आशय का घोषणा-पत्र इस रिपोर्ट के अंत में रखा गया है । यह संहिता निदेशकों और कर्मचारियों से ईमानदारी से, निष्पक्षतापूर्वक, नैतिक रूप से और अखंडता के साथ कार्य करने, अपना आचरण व्यवसायिक, विनम्र और सम्मानजनक बनाए रखने की माँग करती है । यह संहिता कंपनी की वेबसाइट : www.bajajelectricals.com पर प्रदर्शित है ।

हितों के टकराव पर प्रकटीकरण

प्रत्येक निदेशक द्वारा वार्षिक आधार पर कंपनी को अध्यक्ष सहित अन्य कंपनियों में मंडल और समिति पदों के बारे में सूचित किया जाता है जिन पर वह असीन है और वर्ष के दौरान परिवर्तनों को सूचित किया जाता है । मंडल के सदस्य अपने कर्तव्यों का निर्वहन करते हुए, निर्णय लेने की प्रक्रिया में हितों के टकराव से बचते हैं । मंडल के सदस्य किसी भी चर्चा में भाग लेने और लेनदेन में मतदान से अपने आपको प्रतिबंधित करते हैं जिनसे उनका संबंध या जिनमें उनका हित होता है ।

इनसाइडर ट्रेडिंग संहिता

कंपनी ने सेबी (इनसाइडर ट्रेडिंग का निषेध) विनियम, २०१५, यथा संशोधित (“पीआईटी विनियम”) के अनुसार ‘पदनामित व्यक्तियों और उसके निकटतम रिश्तेदारों द्वारा की जाने वाली ट्रेडिंग को विनियमित करने, उसकी निगरानी करने और उसे प्रतिवेदित करने के लिए आचार संहिता’ (“आईटी संहिता”) को अपनाया

है । यह आईटी संहिता प्रवर्तकों, प्रवर्तक समूह के सदस्यों, सभी निदेशकों और ऐसे पदनामित कर्मचारियों पर लागू होती है, जिनकी कंपनी से संबंधित अप्रकाशित मूल्य संवेदनशील जानकारी तक पहुंच होने की उम्मीद होती है । कंपनी सचिव उक्त पीआईटी विनियमों के पालन की निगरानी हेतु अनुपालन अधिकारी होता है । कंपनी ने पीआईटी विनियमों का अनुपालन करते हुए ‘अप्रकाशित मूल्य संवेदनशील सूचना (यूपीएसआई) (“उचित प्रकटीकरण संहिता”)) के उचित प्रकटीकरण के लिए आचरण और प्रक्रिया संहिता’ भी तैयार की हैं ।

उचित प्रकटीकरण संहिता कंपनी की वेबसाइट, अर्थात, www.bajajelectricals.com पर प्रदर्शित है ।

मंडल की समितियाँ

निदेशक मंडल ने विशिष्ट क्षेत्रों और गतिविधियों से पेश आने के लिए मंडल समितियों का गठन किया है जिनसे कंपनी संबंध रखती है और जिनके लिए सावधानीपूर्ण समीक्षा की आवश्यकता होती है । मंडल समितियों का गठन मंडल की स्वीकृति से किया जाता है और वे अपनी संबंधित सनदों के अंतर्गत कार्य करती हैं । दिन-प्रतिदिन के मामलों और कंपनी के प्रशासन के समग्र प्रबंधन में ये समितियाँ महत्वपूर्ण भूमिका निभाती हैं । मंडल समितियाँ नियमित अंतराल पर बैठकें करती हैं और मंडल द्वारा सौंपे गए कर्तव्यों को संपादन करने के लिए आवश्यक कदम उठाती हैं । समिति की बैठकों का कार्यवृत्त टिप्पणी करने के लिए मंडल के सामने रखा जाता है ।

(क) लेखा परीक्षा समिति

लेखा परीक्षा समिति को कंपनी की वित्तीय प्रतिवेदन की प्रक्रिया और आंतरिक नियंत्रणों का पर्यवेक्षण करने की जिम्मेदारी सौंपी गई है । संरचना, गणपूर्ति, शक्तियाँ, भूमिकाएँ और कार्यक्षेत्र अधिनियम की धारा १७७ और सेबी सूचीबद्धता विनियमों के विनियम १८ के प्रावधानों के अनुसार हैं ।

३१ मार्च, २०२२ को, लेखा परीक्षा समिति में तीन (३) निदेशक : अध्यक्ष के रूप में श्री शैलेश हरिभक्ती और इसके सदस्य के रूप में डॉ. (श्रीमती) इन्दु शहानी और डॉ. राजेंद्र प्रसाद सिंह शामिल थे । लेखा परीक्षा समिति के सभी सदस्य वित्तीय रूप से साक्षर हैं और वित्त, कराधान, अर्थशास्त्र, कानूनी,जोखिम और अंतर्राष्ट्रीय वित्त के क्षेत्र में विशेषज्ञता रखते हैं । यह समिति अपनी संदर्भ की शर्तों के अनुसार कार्य करती है जो इसका प्राधिकार, जिम्मेदारी और प्रतिवेदन कार्य परिभाषित करते हैं । कंपनी सचिव द्वारा लेखा परीक्षा समिति के संयोजक के रूप में कार्य किया जाता है ।

बैठकें और उपस्थिति

वित्त वर्ष २०२१-२२ के दौरान लेखा परीक्षा समिति की सात (७) बार बैठक हुई । दो बैठकों के बीच अधिकतम अंतराल १२० दिनों से अधिक का नहीं था । समिति की ३० अप्रैल, २०२१, २५ मई, २०२१, ११ अगस्त, २०२१, १२ नवंबर, २०२१, ३ जनवरी, २०२२, ८ फरवरी, २०२२ और २९ मार्च, २०२२ को बैठक हुई थी । सभी बैठकों में अपेक्षित गणपूर्ति उपस्थित थी । लेखा परीक्षा समिति के अध्यक्ष ११ अगस्त, २०२१ को आयोजित कंपनी की अंतिम एजीएम में उपस्थित थे ।

लेखापरीक्षा समिति के सदस्यों की उपस्थिति:

क्र. सं.	निदेशकों का नाम	पद	श्रेणी	बैठकों में उपस्थिति की संख्या
१.	श्री शैलेश हरिभक्ति	अध्यक्ष	स्वतंत्र निदेशक	७/७
२.	डॉ. राजेंद्र प्रसाद सिंह	सदस्य	स्वतंत्र निदेशक	७/७
३.	डॉ. (श्रीमती) इन्दु शहानी	सदस्य	स्वतंत्र निदेशक	७/७
४.	श्री सिद्धार्थ मेहता*	सदस्य	स्वतंत्र निदेशक	२/७

*श्री सिद्धार्थ मेहता, जिनका प्रथम कार्यकाल २९ मई, २०२१ को समाप्त हो रहा था, ने अपनी पेशेवर प्रतिबद्धताओं के कारण दूसरे कार्यकाल के लिए पुनर्नियुक्ति नहीं मांगने की इच्छा व्यक्त की थी। तदनुसार कंपनी के एक स्वतंत्र निदेशक के रूप में श्री सिद्धार्थ मेहता की कालावधि २९ मई, २०२१ को समाप्त हुई।

लेखा परीक्षा समिति की संदर्भ की शर्तें और कार्य

जैसा कि नीचे बताया गया है, लेखा परीक्षा समिति की संदर्भ की शर्तें सेबी सूचीबद्धता विनियम के विनियम १८ और अधिनियम की धारा १७७ में जो अधिदेशित है, उसके अनुरूप हैं :

- कंपनी की वित्तीय रिपोर्ट प्रक्रिया की देख-रेख और यह सुनिश्चित करने के लिए कि वित्तीय विवरण सही, पर्याप्त और विश्वसनीय है, इसकी वित्तीय जानकारी का प्रकटीकरण;
- कंपनी के लेखा परीक्षकों की नियुक्ति, पारिश्रमिक और नियुक्ति की शर्तों की सिफारिश;
- सांविधिक लेखा परीक्षकों द्वारा प्रदान की गई किन्हीं अन्य सेवाओं के लिए सांविधिक लेखा परीक्षकों को भुगतान की स्वीकृति;
- निम्नलिखित के विशेष संदर्भ के साथ अनुमोदन के लिए मंडल को प्रस्तुत करने से पहले वार्षिक वित्तीय विवरण और उस पर लेखा परीक्षकों के रिपोर्ट की प्रबंधन के साथ समीक्षा करना :
 - कंपनी अधिनियम, २०१३ के खंड १३४ के उप-खंड ३ की धारा (सी) के संदर्भ में मंडल के रिपोर्ट में शामिल किए जाने वाले निदेशक के उत्तरदायित्व वक्तव्य में शामिल किए जाने वाले आवश्यक मामले।
 - लेखांकन नीतियों और प्रथाओं में परिवर्तन, यदि कोई हो, और उसके कारण।
 - प्रबंधन द्वारा निर्णय के प्रयोग के आधार पर अनुमानों को शामिल करने वाली प्रमुख लेखा प्रविष्टियाँ।
 - लेखापरीक्षा निष्कर्षों से उत्पन्न होने वाले वित्तीय विवरणों में किए गए महत्वपूर्ण समायोजन।
 - सूचीबद्धता और वित्तीय विवरणों से संबंधित अन्य कानूनी आवश्यकताओं का अनुपालन।
 - किसी भी संबंधित पक्ष लेनदेन का प्रकटीकरण।
 - प्रारूप लेखा परीक्षा रिपोर्ट में संशोधित राय।
- वित्तीय विवरणों, विशेष रूप से, असूचीबद्ध सहायक कंपनी (कंपनियों) द्वारा किए गए निवेशों सहित अनुमोदन के लिए मंडल को प्रस्तुत करने से पहले त्रैमासिक वित्तीय विवरण की प्रबंधन के साथ समीक्षा;

- इश्यू (पब्लिक इश्यू, राईट्स इश्यू, प्रीफेरेन्शियल इश्यू आदि) के माध्यम से जुटाई गई धनराशि के उपयोग/अनुप्रयोग के विवरण, प्रस्ताव दस्तावेज/विवरणिका/सूचना में बताए गए उद्देश्यों से भिन्न उद्देश्यों के लिए उपयोग किए गए फंडों का विवरण और सार्वजनिक या राइटइश्यू की आय के उपयोग की निगरानी करने वाली निगरानी एजेंसी द्वारा प्रस्तुत रिपोर्ट की प्रबंधन के साथ समीक्षा करना और मंडल को इस मामले में कदम उठाने के लिए उपयुक्त सिफारिशें करना;
- लेखा परीक्षा की स्वतंत्रता और संपादन, और लेखा परीक्षा प्रक्रिया की प्रभावशीलता की समीक्षा और निगरानी;
- संबंधित पक्ष लेनदेनों की स्वीकृति या कोई आगामी संशोधन;
- अंतर-कंपनी ऋण और निवेश की संवीक्षा;
- कंपनी के उपक्रमों या परिसंपत्तियों का मूल्यांकन, जहाँ भी यह आवश्यक हो;
- आंतरिक वित्तीय नियंत्रणों और जोखिम प्रबंधन प्रणालियों का मूल्यांकन;
- सांविधिक और आंतरिक लेखा परीक्षकों के प्रदर्शन, आंतरिक नियंत्रण प्रणालियों की पर्याप्तता की प्रबंधन के साथ समीक्षा;
- आंतरिक लेखा परीक्षा विभाग की संरचना, स्टाफ की भर्ती और विभाग की अध्यक्षता करने वाले अधिकारी की वरिष्ठता सहित आंतरिक लेखा परीक्षा कार्य, यदि कोई है, की पर्याप्तता की समीक्षा, संरचना आच्छादन और आंतरिक लेखा परीक्षा की आवृत्ति की रिपोर्टिंग;
- किसी भी महत्वपूर्ण निष्कर्ष की आंतरिक लेखा परीक्षकों के साथ चर्चा और उस पर अनुवर्ती कार्रवाई;
- ऐसे मामलों में आंतरिक लेखा परीक्षकों द्वारा किसी भी आंतरिक जांच के निष्कर्षों की समीक्षा जिसमें संदिग्ध धोखाधड़ी या अनियमितता या महत्वपूर्ण प्रकृति के आंतरिक नियंत्रण प्रणालियों की विफलता है और मंडल को मामले की सूचना देना;
- लेखा परीक्षा की प्रकृति और कार्यक्षेत्र के संबंध में लेखा परीक्षा शुरू होने से पहले सांविधिक लेखा परीक्षकों के साथ चर्चा के साथ-साथ चिंता का कोई भी क्षेत्र पता लगाने के लिए लेखापरीक्षा बाद की चर्चा;
- जमाकर्ताओं, ऋणपत्र धारकों, शेयरधारकों (घोषित लाभांश का भुगतान न होने की स्थिति में) और लेनदारों को भुगतान में महत्वपूर्ण चूक के कारणों की जाँच-पड़ताल;

१८. व्हिसिल ब्लोअर तंत्र के कामकाज की समीक्षा;

१९. उम्मीदवार की योग्यता, अनुभव और पृष्ठभूमि आदि का मूल्यांकन करने के बाद सीएफओ (यानी, पूर्णकालिक वित्त निदेशक या वित्त प्रकाय की अध्यक्षता करने वाले या उक्त प्रकार्य का निर्वहन करने वाले किसी भी अन्य व्यक्ति) की नियुक्ति की स्वीकृति;

२०. लेखापरीक्षा समिति के संदर्भ की शर्तों में उल्लेखित कोई अन्य कार्य करना।

२१. १ अप्रैल २०१९ को मौजूदा वर्तमान ऋणों/अग्रिमों/निवेशों सहित सहायक कंपनी (कंपनियों) में ऋणों, अग्रिमों या दोनों के उपयोग की समीक्षा, जो ₹ १०० करोड़ या सहायक कंपनी के परिसंपत्ति आकार के १०% से अधिक न हो, जो भी कम हो;

२२. सूचीबद्ध इकाई और उसके शेयरधारकों पर विलय, अविलय, समामेलन आदि से जुड़ी योजनाओं के औचित्य, लागत-लाभ और प्रभाव पर विचार और टिप्पणी।

लेखा परीक्षा समिति अनिवार्य रूप से निम्नलिखित सूचनाओं की समीक्षा करेगी :

- प्रबंधन चर्चा और वित्तीय स्थिति और परिचालन के परिणामों के विश्लेषण की;
- प्रबंधन द्वारा प्रस्तुत महत्वपूर्ण संबंधित पक्ष लेनदेनों के विवरण (लेखा परीक्षा समिति द्वारा परिभाषित अनुसार) की;
- प्रबंधन पत्रों/सांविधिक लेखा परीक्षकों द्वारा जारी आंतरिक नियंत्रण दुर्बलताओं के पत्रों की;
- आंतरिक नियंत्रण दुर्बलताओं से संबंधित आंतरिक लेखा परीक्षा रिपोर्ट की;
- मुख्य आंतरिक लेखा परीक्षक की नियुक्ति, पदच्युति और पारिश्रमिक की शर्तों की;
- विचलनों के विवरण की।

नामांकन और पारिश्रमिक समिति के सदस्यों की उपस्थिति:

क्र. सं.	निदेशक का नाम	पद	श्रेणी	बैठकों में उपस्थिति की संख्या
१.	डॉ. (श्रीमती) इन्दु शहानी	अध्यक्ष	स्वतंत्र निदेशक	४/४
२.	श्री शेखर बजाज	सदस्य	कार्यकारी निदेशक (अध्यक्ष तथा प्रबंध निदेशक)	४/४
३.	श्री शैलेश हरिभक्ति	सदस्य	स्वतंत्र निदेशक	३/४
४.	डॉ. राजेंद्र प्रसाद सिंह	सदस्य	स्वतंत्र निदेशक	४/४
५.	श्री सिद्धार्थ मेहता*	सदस्य	स्वतंत्र निदेशक	१/४

*श्री सिद्धार्थ मेहता, जिनका प्रथम कार्यकाल २९ मई, २०२१ को समाप्त हो रहा था, ने अपनी पेशेवर प्रतिबद्धताओं के कारण दूसरे कार्यकाल के लिए पुनर्नियुक्ति नहीं मांगने की इच्छा व्यक्त की थी। तदनुसार कंपनी के एक स्वतंत्र निदेशक के रूप में श्री सिद्धार्थ मेहता की कालावधि २९ मई, २०२१ को समाप्त हुई।

अ. सेबी सूचीबद्धता विनियम, २०१५ के विनियम ३२ (१) के संदर्भों में शेयर बाजार (बाजारों) को प्रस्तुत निगरानी एजेंसी के रिपोर्ट, यदि लागू हो, सहित विचलन(नों) के त्रैमासिक विवरण की; तथा

ब. सेबी सूचीबद्धता विनियम, २०१५ के विनियम ३२ (७) के संदर्भों में प्रस्ताव-पत्र/विवरणिका/नोटिस में बताए गए उद्देश्यों से भिन्न, उद्देश्यों के लिए प्रयुक्त निधियों के वार्षिक विवरण की।

७. वित्तीय वर्ष में कम से कम एक बार सेबी (इनसाइडर ट्रेडिंग का निषेध) विनियम, २०१५ के विनियम ९ के प्रावधानों के अनुपालन की और सत्यापित करती है कि आंतरिक नियंत्रण की प्रणालियाँ पर्याप्त हैं और प्रभावी ढंग से परिचालन कर रही हैं।

आंतरिक नियंत्रण और नियंत्रण प्रक्रियाएँ

कंपनी अपनी आंतरिक नियंत्रणों और प्रक्रियाओं की मजबूती में निरंतर निवेश करती है। लेखा परीक्षा समिति वर्ष के लिए आंतरिक लेखा परीक्षक के लिए विस्तृत लेखा परीक्षा योजना तैयार करती है। आंतरिक लेखा परीक्षकगण लेखा परीक्षा समिति की बैठकों में भाग लेते हैं और लेखा परीक्षा समिति को अपनी सिफारिश प्रस्तुत करते हैं और भविष्य के लिए रोड मैप प्रदान करते हैं।

(ख) नामांकन और पारिश्रमिक समिति

३१ मार्च, २०२२ को नामांकन और पारिश्रमिक समिति में चार (४) निदेशक, यानी : अध्यक्ष के रूप में डॉ. (श्रीमती) इन्दु शहानी, और इसके सदस्य के रूप में श्री शेखर बजाज, श्री शैलेश हरिभक्ति और डॉ. राजेंद्र प्रसाद सिंह शामिल थे। कंपनी सचिव समिति के संयोजक के रूप में कार्य करते हैं।

बैठकें और उपस्थिति

वित्त वर्ष २०२१-२२ के दौरान नामांकन और पारिश्रमिक समिति की चार (४) बार अर्थात् २५ मई, २०२१, ११ अगस्त २०२१, १२ नवंबर २०२१ तथा ८ फरवरी, २०२२ को बैठकें हुई थी। सभी बैठकों में अपेक्षित गणपूर्ति उपस्थित थी। नामांकन और पारिश्रमिक समिति के अध्यक्ष ११ अगस्त, २०२१ को आयोजित कंपनी की अंतिम एजीएम में उपस्थित थे।

नामांकन और पारिश्रमिक समिति की संदर्भ की शर्तें और कार्य

निम्नानुसार नामांकन एवं पारिश्रमिक समिति के संदर्भ की व्यापक शर्तें अधिनियम के अनुच्छेद १७८ एवं सेबी सूचीबद्धता विनियम के विनियम १९ के अनुरूप हैं।

- उन व्यक्तियों की पहचान करना जो निदेशक बनने की योग्यता रखते हैं और निर्धारित किए गए मानदंडों के अनुसार जो वरिष्ठ प्रबंधन में नियुक्त किए जा सकते हैं, मंडल को उनकी नियुक्ति और निष्कासन की सिफारिश करना, और मंडल द्वारा, नामांकन और पारिश्रमिक समिति द्वारा या स्वतंत्र बाहरी एजेंसी द्वारा किए जाने वाले मंडल, उसकी समितियों, अध्यक्ष और व्यक्तिगत निदेशकों के प्रभावी मूल्यांकन का तरीका निर्दिष्ट किया जाएगा और उसके कार्यान्वयन और अनुपालन की समीक्षा की जाएगी।
- योग्यताओं, सकारात्मक गुणों और निदेशक की स्वतंत्रता के लिए मानदंड प्रतिपादित करना और मंडल को निदेशकों, प्रमुख प्रबंधकीय कर्मचारी और अन्य कर्मचारियों के लिए पारिश्रमिक से संबंधित एक पॉलिसी की सिफारिश करना;
- पॉलिसी प्रतिपादित करते समय यह निश्चित करना कि -
 - पारिश्रमिक का स्तर और संयोजन यथोचित है और कंपनी को सफलतापूर्वक चलाने के लिए आवश्यक उत्कृष्ट निदेशकों को आकर्षित करने, प्रतिधारण करने और प्रेरित करने के लिए पर्याप्त है;
 - पारिश्रमिक से प्रदर्शन का संबंध स्पष्ट है और उचित प्रदर्शन कीर्तिमानों को पूरा करता है; और
 - निदेशकों, प्रमुख प्रबंधकीय कर्मचारियों और वरिष्ठ प्रबंधन के लिए पारिश्रमिक में स्थिर और प्रोत्साहन वेतन के बीच का संतुलन शामिल है जो कंपनी और उसके लक्ष्यों के संचालन के लिए उचित लघु और लम्बी अवधि के प्रदर्शन लक्ष्यों को दर्शाता है।
- कंपनी की वित्तीय स्थिति, उद्योग में रुझान, नियुक्ति की योग्यताओं, अनुभव, पिछला कार्य निष्पादन, पिछला पारिश्रमिक, आदि पर विचार करना और प्रबंध निदेशक, पूर्णकालिक निदेशक या प्रबंधक को देय पारिश्रमिक को स्वीकृति प्रदान करते समय कंपनी और शेयरधारकों के हित के बीच एक संतुलन बनाते हुए पारिश्रमिक संपुष्टि निर्धारित करने में निष्पक्षता उत्पन्न करना;
- स्वतंत्र निदेशक एवं मंडल के प्रदर्शन मूल्यांकन के लिए मूल्यांकन मानदंड निर्धारित करना/प्रतिपादित करना;
- मंडल बहुरूपता पर एक नीति ढूँढ निकालना;
- प्रस्तावित/वर्तमान निदेशकों की 'उपयुक्त और उचित' स्थिति सुनिश्चित करना;
- स्वतंत्र निदेशक के प्रदर्शन मूल्यांकन की रिपोर्ट के आधार पर, मंडल को सिफारिश करना कि स्वतंत्र निदेशक की नियुक्ति का कार्यकाल बढ़ाना या जारी रखना है या नहीं।
- पूर्णकालिक निदेशकों को देय पारिश्रमिक तथा पारिश्रमिक में परिवर्तन की समीक्षा और अनुमोदन करना।

१०. मंडल को वरिष्ठ प्रबंधन (अर्थात्, मुख्य कार्यकारी अधिकारी/प्रबंध निदेशक/पूर्णकालिक निदेशक से एक स्तर नीचे मुख्य प्रबंधन टीम के सदस्य और विशेष रूप से कंपनी सचिव और मुख्य वित्तीय अधिकारी शामिल होंगे) को देय सभी पारिश्रमिक की सिफारिश करना।

११. सेबी (शेयर आधारित कर्मचारी लाभ) विनियम, २०१४ (इसके संशोधन सहित) के अंतर्गत क्षतिपूर्ति समिति के रूप में कार्य करना; कंपनी की ईएसओपी योजनाओं के अंतर्गत कर्मचारियों को प्रदान किए जाने वाली कर्मचारी स्टॉक विकल्पों की मात्रा निर्धारित करना; ईएसओपीएस प्रदान करने के लिए पात्रता निर्धारित करना; कंपनी कार्यवाहियों के मामले में निष्पक्ष और उचित समायोजन की प्रक्रिया तय करना; अनुदान की प्रक्रिया और शर्तें, कर्मचारी स्टॉक विकल्प निहित और प्रयोग करना; कर्मचारी स्टॉक विकल्प के नकदीरहित प्रयोग की प्रक्रिया, आदि।

१२. मंडल द्वारा समय समय पर निर्धारित किये हुए विशिष्ट दायित्वों का भार उठाना;

पारिश्रमिक नीति

नामांकन और पारिश्रमिक समिति की सिफारिश पर मंडल ने एक नामांकन और पारिश्रमिक नीति ("नीति") का निर्माण किया है, जो (क) चयन, नियुक्ति एवं निकासी; (ख) पारिश्रमिक; (ग) प्रदर्शन का मूल्यांकन; और (घ) मंडल विविधता प्रदान करता है। नीति उपलब्धियों की समीक्षा के आधार पर लाभदायक प्रदर्शन के लिए निर्देशित है। इसका लक्ष्य उच्च क्षमतावान प्रतिभा को आकर्षित करना है। नीति कंपनी की वेबसाइट: www.bajajelectricals.com पर प्रकाशित की गई है।

पारिश्रमिक की सिफारिश के लिए मानदंड

अ) गैर-कार्यकारी निदेशकों का पारिश्रमिक

गैर-कार्यकारी निदेशकों का पारिश्रमिक अधिनियम की धारा १९७ के तहत निर्धारित आधार पर लागू नियम के साथ पठित और सेबी सूचीकरण विनियमों के सीमा के भीतर तय किए गए हैं। कंपनी के गैर-कार्यकारी निदेशक अपना पारिश्रमिक और कमीशन नीचे दिये अनुसार मंडल और समितियों की बैठकों में भाग लेने के लिए बैठक शुल्क के माध्यम से प्राप्त करते हैं :

- निदेशक को मंडल द्वारा, अधिनियम के तहत निर्धारित समग्र सीमा के अंतर्गत स्वीकृत लेखा परीक्षा समिति और मंडल की प्रत्येक बैठक के लिए बैठक फ़ीस ₹ १,००,०००/- और भाग ली हुई अन्य समितियों की बैठक के लिये बैठक फ़ीस ₹ ५०,०००/-;
- दिनांक ७ अगस्त, २०१९ को आयोजित अस्सीवी (८०वीं) एजीएम में सदस्यों द्वारा अनुमोदित किए अनुसार वार्षिक आधार पर निदेशक द्वारा भाग ली हुई मंडल और लेखा परीक्षा समिति की प्रत्येक बैठक के लिये अधिनियम के तहत निर्धारित कंपनी के शुद्ध लाभ की १% सीमा के अध्यक्षीन ₹ १,००,०००/- कमीशन का भुगतान किया जाएगा;
- मंडल और समिति की बैठकों में भाग लेने के लिए गैर-कार्यकारी निदेशकों द्वारा किए गए यात्रा और अन्य संबंधित खर्च की प्रतिपूर्ति;

(iv) कंपनी का/की स्वतंत्र निदेशक और ऐसा कोई कर्मचारी/निदेशक, जो प्रमोटर हो या प्रमोटर ग्रुप से संबंधित हो, कंपनी की ईएसओपी में भाग लेने का/की पात्र नहीं है।

सर्विस कान्ट्रैक्ट, नोटिस अवधि तथा सेवरेन्स फीस गैर-कार्यकारी निदेशकों पर लागू नहीं हैं।

ब) कार्यकारी निदेशकों का पारिश्रमिक

कार्यकारी निदेशकों, अर्थात्, अध्यक्ष और प्रबंध निदेशक और कार्यकारी निदेशक की नियुक्ति और पारिश्रमिक, नामांकन और पारिश्रमिक समिति की सिफारिश द्वारा तथा कंपनी के मंडल और शेयरधारकों द्वारा पारित प्रस्तावों से नियंत्रित होता है।

निम्नांकित की नियुक्ति और उन्हें देय पारिश्रमिक के नियम व शर्तें :

- श्री शेखर बजाज, अध्यक्ष एवं प्रबंध निदेशक, जैसा कि कंपनी के सदस्यों द्वारा डाक मतपत्र के माध्यम से पारित दिनांक २३ दिसंबर, २०१९ के विशेष प्रस्ताव द्वारा अनुमोदित किया गया, का आकलन इस वेबलिंग पर किया जा सकता है : www.bajajelectricals.com.
- श्री अनुज पोद्दार, कार्यकारी निदेशक, जैसा कि कंपनी के सदस्यों द्वारा दिनांक ०७ अगस्त, २०१९ और ११ अगस्त, २०२१ को क्रमशः आयोजित वार्षिक साधारण सभाओं में पारित विशेष प्रस्तावों द्वारा अनुमोदित किया गया, का आकलन इस वेबलिंग पर किया जा सकता है : www.bajajelectricals.com.

कार्यकारी निदेशकों के पारिश्रमिक पैकेज में आम बैठक में शेयरधारकों द्वारा यथा अनुमोदित वेतन, कमीशन, अनुलाभ और भत्ते और भविष्य निधि में अंशदान और अन्य सेवानिवृत्ति लाभ शामिल हैं। वार्षिक वेतन वृद्धि प्रदर्शन से जुड़ी है और नामांकन और पारिश्रमिक समिति द्वारा तय की जाती है और मंडल को उसकी स्वीकृति के लिए अनुशंसित की जाती है। प्रवर्तक कार्यकारी निदेशकों/गैर-कार्यकारी निदेशकों के लिए कंपनी की कोई स्टॉक विकल्प योजना नहीं है तथा केवल गैर-प्रवर्तक कार्यकारी निदेशक ही स्टॉक विकल्प योजनाओं के लिए पात्र हैं।

इस वर्ष के दौरान निदेशकों द्वारा लिया गया पारिश्रमिक निम्नानुसार है :

कार्यकारी निदेशक

निदेशक (कों) का नाम	वेतन एवं भत्ते	अनुलाभ	सेवानिवृत्त लाभ	देय कमीशन	(राशि : ₹ लाख में)
					कुल
श्री शेखर बजाज	२४४.२९	१२०.८८	८४.७९	४३०.१९	८८०.०७
श्री अनुज पोद्दार	४४४.५६*	१६.६५	२२.१४	१४३.४०	६२६.७५

*₹ ९२.५० लाख के प्रदर्शन संबद्ध इंसेंटिव सहित।

३१ मार्च, २०२२ तक श्री शेखर बजाज के पास कंपनी में १८,१४,६३९ इक्विटी शेयर थे। इसके अलावा श्री अनुज पोद्दार के पास कंपनी में कोई इक्विटी शेयर नहीं है; हालाँकि, उनके पास कंपनी की ईएसओपी योजना के अंतर्गत १,१०,००० स्टॉक विकल्प हैं।

वित्त वर्ष २०२१-२२ के दौरान, कंपनी ने किसी भी निदेशक को कोई ऋण नहीं दिया है।

प्रबंध निदेशक एवं कार्यकारी निदेशक के कार्यालय की अवधि उनकी नियुक्ति की संबंधित तिथियों से ५ (पाँच) वर्ष है और इसे तीन माह की लिखित सूचना देकर किसी भी पक्ष द्वारा समाप्त किया जा सकता है। सेवरेन्स फीस के भुगतान का अलग से कोई प्रावधान नहीं है।

क) प्रमुख प्रबंधकीय कार्मिक (केएमपी) और अन्य कर्मचारियों के लिए पारिश्रमिक मानदंड

केएमपी और अन्य कर्मचारियों का पारिश्रमिक काफी हद तक मूल वेतन, अनुलाभ, भत्ते और प्रदर्शन प्रोत्साहन मिलाकर बनता है। कुल पारिश्रमिक के घटक विभिन्न दर्जों के लिए अलग होते हैं और कर्मचारी के औद्योगिक तरीकों, शैक्षणिक योग्यता और अनुभव, उसके द्वारा उठाई गई जिम्मेदारियों, उसकी वार्षिक कार्यकुशलता आदि द्वारा शासित होते हैं। कार्यकुशलता भुगतान नीति कंपनी के उद्देश्यों से मेल खाने वाले मापदंडों पर प्रत्येक कर्मचारी का कार्यकुशलता भुगतान उसके व्यक्तित्व, व्यापारिक इकाई और कंपनी की समूची कार्यकुशलता से जुड़ा होता है।

वित्तीय वर्ष २०२१-२२ के दौरान निदेशकों द्वारा प्राप्त पारिश्रमिक

निदेशकों को प्रदत्त पारिश्रमिक अधिनियम के प्रावधानों के अनुरूप है और इन्हें कंपनी सदस्यों द्वारा उपयुक्त रूप से अनुमोदित किया गया है। कंपनी के किसी भी निदेशक का कंपनी से कोई वित्तीय संबंध नहीं रहा है। गैर-कार्यकारी निदेशकों को प्रदत्त पारिश्रमिक सेबी सूचीकरण विनियमों के विनियम १७(६)(सीए) में निर्दिष्ट सीमाओं से अधिक नहीं है और विशेष प्रस्ताव द्वारा अंशधारकों का अनुमोदन नहीं बुलाया गया है। और, प्रबंध निदेशक एवं कार्यकारी निदेशक के पारिश्रमिकों का भुगतान उन्हें अधिनियम के अनुच्छेद १९६, १९७, १९८, २०३, अनुसूची V एवं इसके किन्हीं अन्य लागू प्रावधानों या सेबी सूचीबद्धता विनियम के अंतर्गत संबंधित विशेष प्रस्तावों के माध्यम से शेयर धारकों द्वारा अनुमोदित उनके पारिश्रमिक की शर्तों के अनुसार किया गया था।

गैर-कार्यकारी निदेशक

गैर-कार्यकारी निदेशक(कों) का/के नाम	बैठक शुल्क (₹)	वित्तीय वर्ष २०२१-२२ के लिए प्रदान किया गया कमीशन(₹)	कुल (₹)	दिनांक ३१ मार्च, २०२२ को धारित इक्विटी शेयरों एवं कंवर्टिबल इस्ट्रूमेंट्स की कुल संख्या
श्री मधुर बजाज	८,००,०००	८,००,०००	१६,००,०००	२,००,०००
श्री राजीव बजाज	४,००,०००	४,००,०००	८,००,०००	शून्य
श्रीमती पूजा बजाज	११,००,०००	८,००,०००	१९,००,०००	१९,८९,८७५
श्री हर्ष वर्धन गोयंका	९,५०,०००	८,००,०००	१७,५०,०००	शून्य
श्री शैलेश हरिभक्ति	१८,५०,०००	१५,००,०००	३३,५०,०००	शून्य
डॉ. (श्रीमती) इन्दु शहानी	२३,५०,०००	१५,००,०००	३८,५०,०००	शून्य
डॉ. राजेंद्र प्रसाद सिंह	१९,५०,०००	१५,००,०००	३४,५०,०००	शून्य
श्री मुनीश खेत्रपाल	१०,००,०००	८,००,०००	१८,००,०००	शून्य
श्री सिद्धार्थ मेहता*	६,००,०००	४,००,०००	१०,००,०००	लागू नहीं

*श्री सिद्धार्थ मेहता, जिनका प्रथम कार्यकाल २९ मई, २०२१ को समाप्त हो रहा था, ने अपनी पेशेवर प्रतिबद्धताओं के कारण दूसरे कार्यकाल के लिए पुनर्निश्चिती नहीं मांगने की इच्छा व्यक्त की थी। तदनुसार कंपनी के एक स्वतंत्र निदेशक के रूप में श्री सिद्धार्थ मेहता की कालावधि २९ मई, २०२१ को समाप्त हुई।

प्रदर्शन मूल्यांकन

अधिनियम के प्रावधानों और सेबी सूचीबद्धता विनियमों के अनुसार, मंडल ने अपने स्वयं, अपनी समितियों और निदेशकों का व्यक्तिगत रूप से प्रदर्शन का वार्षिक मूल्यांकन किया है। मंडल के कामकाज के विभिन्न पहलुओं जैसे कि मंडल और उसकी समितियों की संरचना की पर्याप्तता, मंडल की संस्कृति, विशिष्ट कर्तव्यों, दायित्वों और नियंत्रण के निष्पादन और प्रदर्शन को शामिल करते हुए, एक संरचित प्रश्नावली तैयार की गई थी।

स्वतंत्र निदेशकों का प्रदर्शन मूल्यांकन संपूर्ण मंडल द्वारा किया गया, जिसमें मूल्यांकित हो रहे निदेशक शामिल नहीं थे। वैयक्तिक निदेशकों के प्रदर्शन का मूल्यांकन करने हेतु एक अलग अभ्यास किया गया था। निदेशक मंडल के अध्यक्ष द्वारा मंडल/समितियों के प्रकाश्यों का एक सिंहावलोकन प्राप्त करने हेतु सभी निदेशकों से वैयक्तिक रूप से चर्चा की गई, जो अन्य विषयों के साथ-साथ इन व्यापक मानदंडों पर थी, जैसे मंडल/समितियों की बैठकों में उपस्थिति एवं प्रतिभागिता का स्तर, स्वतंत्र निदेशकों द्वारा किए गए निर्णयों की स्वतंत्रता, अंतरव्यक्तिगत संबंध इत्यादि इत्यादि। ऐसे एक मूल्यांकन के लिए विस्तृत मानदंड कंपनी की वेबसाइट <https://www.bajajelectricals.com/miscellaneous/> पर उपलब्ध है।

गैर-स्वतंत्र निदेशकों एवं समग्र रूप से मंडल का प्रदर्शन मूल्यांकन स्वतंत्र निदेशकों द्वारा किया गया था। कंपनी के कार्यकारी अध्यक्ष का प्रदर्शन मूल्यांकन भी स्वतंत्र निदेशकों द्वारा किया गया था, जो कि कार्यकारी निदेशक एवं गैर-कार्यकारी निदेशकों के विचारों को ध्यान में रखते हुए किया गया था।

हितधारकों की संबंध समिति सदस्यों की उपस्थिति :

क्र. सं.	निदेशक का नाम	पद	श्रेणी	बैठकों में उपस्थिति की संख्या
१.	श्रीमती पूजा बजाज	अध्यक्ष	गैर-कार्यकारी निदेशक	४/४
२.	श्री शेखर बजाज	सदस्य	कार्यकारी निदेशक	४/४
३.	डॉ. (श्रीमती) इन्दु शहानी	सदस्य	स्वतंत्र निदेशक	४/४

प्रत्येक निदेशक द्वारा दी जाने वाली रेटिंग का एक समेकित सार तैयार किया गया था। फिर प्रदर्शन मूल्यांकन के प्रतिवेदन पर चर्चा हुई और उसे मंडल द्वारा दर्ज किया गया।

निदेशकों से प्राप्त निविष्टियों के आधार पर, निदेशकों के परामर्श से एक एक्शन प्लान तैयार किया गया, जिससे कंपनी के साथ उनकी अधिक संबद्धता प्रेरित हो।

(ग) हितधारकों की संबंध समिति

हितधारकों की संबंध समिति में तीन (३) निदेशक शामिल हैं। इसमें श्रीमती पूजा बजाज अध्यक्ष के रूप में, तथा डॉ. (श्रीमती) इन्दु शहानी और श्री शेखर बजाज इसके सदस्यों के रूप में और शामिल हैं। यह समिति एक घोषणा-पत्र (चार्टर) द्वारा शासित है।

कंपनी सचिव, श्री अजय नागले को कंपनी का अनुपालन अधिकारी पदनामित किया गया है। उन्हें वैधानिक आवश्यकताओं के अनुरूप नोडल अधिकारी के रूप में भी नियुक्त किया गया।

बैठकें और उपस्थिति

वित्तीय वर्ष २०२१-२२ के दौरान हितधारकों की संबंध समिति चार (४) बार मिली, यानी १० जुलाई, २०२१, ३ सितंबर, २०२१, १३ दिसंबर, २०२१ और १७ मार्च, २०२२ को। इन सभी बैठकों में आवश्यक गणपूर्ति उपस्थित रही।

संदर्भ की शर्तें

हितधारकों की संबंध समिति की संदर्भ की शर्तें इस प्रकार हैं :

- शेयरों के हस्तांतरण/सौंपने, वार्षिक रिपोर्ट प्राप्त न होने, घोषित लाभांश प्राप्त न होने, नए/डुप्लिकेट प्रमाणपत्रों के निर्गमन, सामान्य बैठकों, आदि से संबंधित शिकायतों सहित कंपनी के प्रतिभूति धारकों की शिकायतों का समाधान।
- शेयरधारकों द्वारा मताधिकार के प्रभावी प्रयोग के लिए किए गए उपायों की समीक्षा।
- रजिस्ट्रार और शेयर ट्रांसफर एजेंट द्वारा प्रदान की जा रही विभिन्न सेवाओं के संबंध में कंपनी द्वारा अपनाए गए सेवा मानकों के पालन की समीक्षा।
- दावारहित लाभांशों की मात्रा को कम करने और कंपनी के शेयरधारकों द्वारा लाभांश वारंट/वार्षिक रिपोर्ट/सांविधिक नोटिसों की समय पर प्राप्ति सुनिश्चित करने के लिए कंपनी द्वारा किए गए विभिन्न उपायों और पहलों की समीक्षा।
- इक्विटी और/या प्रेफरेंस शेयरों का निर्गमन और आवंटन।
- आवंटन पर नए शेयर प्रमाणपत्र का निर्गमन।
- डुप्लिकेट/विभाजित/समेकित शेयर प्रमाण पत्र का निर्गमन।
- शेयरधारकों के किसी भी प्रश्न, कठिनाई या संदेह का समाधान करना जो शेयरों के निर्गमन और आवंटन के संबंध में पैदा हो सकते हैं।
- आवश्यक होने पर शेयरों के निर्गमन, आवंटन, हस्तांतरण और शेयरधारकों की किन्हीं शिकायतों के संबंध में किसी भी प्रश्न, संदेह या समस्या की स्थिति में निदेशक मंडल को संदर्भ।

कंपनी का कॉर्पोरेट सचिवालय विभाग और रजिस्ट्रार और शेयर ट्रांसफर एजेंट, लिंक इनटाइम इंडिया प्राइवेट लिमिटेड सीधे या सेबी, शेयर बाजारों, कॉर्पोरेट मामलों के मंत्रालय, कंपनी रजिस्ट्रार, आदि के माध्यम से प्राप्त शेयरधारकों की सभी शिकायतों पर ध्यान देते हैं। हितधारकों की संबंध समिति की बैठकों के कार्यवृत्त मंडल द्वारा परिचालित और नोट किए जाते हैं।

यह सुनिश्चित करने का निरंतर प्रयास किया जाता है कि निवेशकों की पूर्ण संतुष्टि के लिए शिकायतों का अधिक तेजी से निवारण किया जाए। शेयरधारकों से अनुरोध है कि वे त्वरित कार्रवाई की सुविधा के लिए अपना अद्यतन टेलीफोन नंबर और ई-मेल पता जमा करें।

वित्त वर्ष २०२१-२२ के दौरान शेयरधारकों की प्राप्त, निपटाई गई और लंबित शिकायतों का विवरण:

निवेशकों की शिकायतें	शिकायतों की संख्या
वर्ष के आरंभ में अनिर्णीत	कुछ नहीं
वर्ष के दौरान प्राप्त	२
वर्ष के दौरान सुलझायी गयी	२
वर्ष के अंत में शेष अनसुलझी	कुछ नहीं

(घ) जोखिम प्रबंधन समिति

३१ मार्च, २०२२ को, जोखिम प्रबंधन समिति में तीन (३) निदेशक और दो (२) प्रबंधन कर्मचारी जैसे श्री शेखर बजाज, अध्यक्ष और श्री अनुज पोद्दार, डॉ. (श्रीमती) इन्दु शाहनी, श्री इ सी प्रसाद (मुख्य वित्तीय अधिकारी) और श्री ऋषिराज हल्दनकर (विभाग प्रमुख- लेखा) इसके सदस्य हैं। समिति एक चार्टर द्वारा शासित होती है। कंपनी सचिव समिति के संयोजक के रूप में कार्य करते हैं।

समिति की संरचना सेबी सूचीबद्धता विनियमों के अनुरूप है, जिसमें अधिकांश सदस्य कंपनी के निदेशक हैं।

समीक्षाधीन वर्ष के दौरान, उक्त समिति की २० सितंबर, २०२१ और १७ मार्च, २०२२ को दो बार बैठकें हुईं। सभी बैठकों में अपेक्षित गणपूर्ति रही थी। किन्हीं दो बैठकों के बीच का अंतर एक सौ अस्सी दिनों से कम रहा है।

जोखिम प्रबंधन समिति के सदस्यों की उपस्थिति :

क्र. सं.	निदेशकों के नाम	पद	श्रेणी	उपस्थिति वाली बैठकों की संख्या
१.	श्री शेखर बजाज	अध्यक्ष	कार्यकारी निदेशक	२/२
२.	श्री अनुज पोद्दार	सदस्य	कार्यकारी निदेशक	२/२
३.	डॉ. (श्रीमती) इन्दु शहानी	सदस्य	स्वतंत्र निदेशक	२/२
४.	श्री इ सी प्रसाद*	सदस्य	प्रबंधन कर्मी	२/२
५.	श्री ऋषिराज हल्दनकर	सदस्य	प्रबंधन कर्मी	२/२
६.	श्री सिद्धार्थ मेहता**	सदस्य	स्वतंत्र निदेशक	लागू नहीं
७.	श्री अनंत पुरंदरे*	सदस्य	प्रबंधन कर्मी	लागू नहीं

*कंपनी के निदेशक मंडल ने २५ मई, २०२१ को आयोजित अपनी बैठक में: (ए) कंपनी के अध्यक्ष और मुख्य वित्तीय अधिकारी और प्रमुख प्रबंधन कर्मी श्री अनंत पुरंदरे की सेवानिवृत्ति को अभिलेखित किया, जो ३० जून, २०२१ को उनके सेवानिवृति की आयु प्राप्त करने पर व्यवसायिक समय की समाप्ति से प्रभावी हुआ; और (बी) तत्कालीन उपाध्यक्ष - कंपनी के वित्त एवं वित्त नियंत्रक श्री इ सी प्रसाद की कंपनी के नए मुख्य वित्तीय अधिकारी और प्रमुख प्रबंधन कर्मी के रूप में नियुक्ति पर विचार किया और स्वीकृत किया जो १ जुलाई २०२१ को व्यवसायिक समय से प्रभावी हुआ ।

* **श्री सिद्धार्थ मेहता, जिनका प्रथम कार्यकाल २९ मई, २०२१ को समाप्त हो रहा था, ने अपनी पेशेवर प्रतिबद्धताओं के कारण दूसरे कार्यकाल के लिए पुनर्नियुक्ति नहीं माँगने की इच्छा व्यक्त की थी । तदनुसार कंपनी के एक स्वतंत्र निदेशक के रूप में श्री सिद्धार्थ मेहता की कालावधि २९ मई, २०२१ को समाप्त हुई।

समिति इन जिम्मेदारियों से अलग हो सकती है और ऐसी अन्य जिम्मेदारियों को ग्रहण कर सकती है, जिन्हें वह अपने कार्यों को करने के लिए आवश्यक या उपयुक्त समझती है । जोखिम प्रबंधन समिति की भूमिका और जिम्मेदारियों में ऐसी अन्य मदें शामिल होंगी जो लागू कानून या मंडल द्वारा समय-समय पर लागू कानून के अनुपालन में निर्धारित की जा सकती हैं । मंडल द्वारा समिति के प्रदर्शन की समय-समय पर समीक्षा की जाएगी ।

(च) कॉर्पोरेट सामाजिक उत्तरदायित्व समिति

कॉर्पोरेट सामाजिक उत्तरदायित्व समिति का गठन कंपनी की कॉर्पोरेट सामाजिक उत्तरदायित्व नीति में उल्लेखित अनुसार विभिन्न कॉर्पोरेट सामाजिक उत्तरदायित्व संबंधी गतिविधियाँ संचालित करने हेतु की गई थी, जिसमें समिति के अध्यक्ष के रूप में श्री शेखर बजाज, तथा इसके सदस्यों के रूप में कंपनी के स्वतंत्र निदेशक, डॉ. (श्रीमती) इन्दु शहानी और डॉ. राजेंद्र प्रसाद सिंह हैं ।

वित्तीय वर्ष २०२१-२२ के दौरान, यह समिति दो बार यानी, २५ मई, २०२१ और २९ मार्च, २०२२ को मिली थी । सभी बैठकों में अपेक्षित गणपूर्ति रही थी ।

कॉर्पोरेट सामाजिक उत्तरदायित्व समिति के सदस्यों की उपस्थिति :

क्र. सं.	निदेशकों के नाम	पद	श्रेणी	उपस्थिति वाली बैठकों की संख्या
१.	श्री शेखर बजाज	अध्यक्ष	कार्यकारी निदेशक	२/२
२.	डॉ. (श्रीमती) इन्दु शहानी	सदस्य	स्वतंत्र निदेशक	२/२
३.	श्री राजेंद्र प्रसाद सिंह*	सदस्य	स्वतंत्र निदेशक	१/२
४.	श्री सिद्धार्थ मेहता**	सदस्य	स्वतंत्र निदेशक	१/२

*डॉ राजेंद्र प्रसाद सिंह को समिति के सदस्य के रूप में शामिल किया गया है, जो २९ मई २०२१ से प्रभावी हुआ ।

* **श्री सिद्धार्थ मेहता, जिनका प्रथम कार्यकाल २९ मई, २०२१ को समाप्त हो रहा था, ने अपनी पेशेवर प्रतिबद्धताओं के कारण दूसरे कार्यकाल के लिए पुनर्नियुक्ति नहीं माँगने की इच्छा व्यक्त की थी । तदनुसार कंपनी के एक स्वतंत्र निदेशक के रूप में श्री सिद्धार्थ मेहता की कालावधि २९ मई, २०२१ को समाप्त हुआ।

(छ) वित्त समिति

कंपनी की वित्त समिति है, जिसमें तीन निदेशक हैं यानी, इसके अध्यक्ष के रूप में श्री शेखर बजाज, और सदस्यों के रूप में डॉ. राजेंद्र प्रसाद सिंह एवं श्रीमती पूजा बजाज है । कंपनी सचिव इस समिति के संयोजक के रूप में काम करते हैं ।

यह समिति अन्य विषयों के साथ-साथ, कंपनी के ऋणों, यदि कोई हों, जो कंपनी की व्यवसायिक एवं कार्यशील पूँजी संबंधी आवश्यकताओं के लिए फंड एवं नॉन-फंड आधार पर लिए गए थे, से संबंधित मसलों को देखती है, कंपनी के बीमा कार्यक्रम की समीक्षा करती है, बैंक खाते खोलने / चलाने / बंद करने के लिए कंपनी के अधिकारियों को अधिकरण जारी करती है या अधिकरण वापस लेती है, उन अन्य शक्तियों के साथ, जो उसे समय-समय पर मंडल द्वारा दिए जाते हैं ।

समीक्षाधीन वर्ष के दौरान, यह समिति दो बार यानी, ७ मई, २०२१ और २१ जुलाई, २०२१ को मिली थी, जिसमें श्री शेखर बजाज और श्रीमती पूजा बजाज ने भाग लिया था, जबकि डॉ. राजेंद्र प्रसाद सिंह को अनुपस्थिति की छुट्टी प्रदान कर दी गई थी ।

(ज) स्वतंत्र निदेशकों की समिति

सेबी सूचीबद्धता विनियमों के प्रावधानों के अनुसार, जो सेबी परिपत्र सीएफडी/डीआईएल३/सीआईआर/२०१७/२१ दिनांकित १० मार्च २०१७ और सेबी परिपत्र सेबी/एचओ/सीएफडी/डीआईएल१/सीआईआर/पी/२०२०/२१५ दिनांकित ३ नवंबर, २०२० (सामूहिक रूप से “सेबी योजना प्रावधान”) के साथ पठित है, कंपनी के पास स्वतंत्र निदेशकों की समिति है जिसमें सभी स्वतंत्र निदेशक इसके सदस्य हैं । स्वतंत्र निदेशकों द्वारा समिति की प्रत्येक बैठक के प्रारंभ में अपने अध्यक्ष (बैठक हेतु) का चुनाव किया जाता है । कंपनी सचिव द्वारा समिति के संयोजक के रूप में कार्य किया जाता है ।

समिति कंपनी की व्यवस्था योजना से संबंधित मामलों को देखती है और उक्त सेबी योजना प्रावधानों के अनुसार अपनी रिपोर्ट प्रस्तुत करती है ।

समीक्षाधीन वर्ष के दौरान समिति की दो बार, अर्थात २५ मई, २०२१ और ८ फरवरी, २०२२ को बैठक संपन्न हुई । इन दोनों बैठकों की अध्यक्षता श्री शैलेश हरिभक्ति ने की । अपेक्षित गणपूर्ति सभी बैठकों में विद्यमान थी ।

स्वतंत्र निदेशकों की समिति के सदस्यों की उपस्थिति :

क्र. सं.	निदेशकों के नाम	पद	श्रेणी	उपस्थिति वाली बैठकों की संख्या
१.	श्री शैलेष हरिभक्ति	अध्यक्ष	स्वतंत्र निदेशक	२/२
२.	श्री हर्ष वर्द्धन गोयंका	सदस्य	स्वतंत्र निदेशक	१/२
३.	डॉ. (श्रीमती) इन्दु शहानी	सदस्य	स्वतंत्र निदेशक	२/२
४.	श्री राजेंद्र प्रसाद सिंह	सदस्य	स्वतंत्र निदेशक	२/२
५.	श्री मुनीष खेत्रपाल	सदस्य	स्वतंत्र निदेशक	२/२
६.	श्री सिद्धार्थ मेहता*	सदस्य	स्वतंत्र निदेशक	१/१

*श्री सिद्धार्थ मेहता, जिनका प्रथम कार्यकाल २९ मई, २०२१ को समाप्त हो रहा था, ने अपनी पेशेवर प्रतिबद्धताओं के कारण दूसरे कार्यकाल के लिए पुनर्नियुक्ति नहीं माँगने की इच्छा व्यक्त की थी । तदनुसार कंपनी के एक स्वतंत्र निदेशक के रूप में श्री सिद्धार्थ मेहता की कालावधि २९ मई, २०२१ को समाप्त हुआ।

प्रबंधन चर्चा एवं विश्लेषण रिपोर्ट

प्रबंधन चर्चा एवं विश्लेषण रिपोर्ट को एक अलग अध्याय में संलग्न किया गया है और वह इस वार्षिक रिपोर्ट का हिस्सा है ।

सहायक कंपनियाँ

कंपनी की सेबी सूचीबद्धता विनियमों के अनुरूप महत्वपूर्ण सहायक कंपनियाँ निर्धारित करने की नीति है और इसे कंपनी के वेबसाइट www.bajajelectricals.com पर भी अपलोड किया गया है । कंपनी की कोई महत्वपूर्ण सहायक कंपनी नहीं है और इसलिए असूचीबद्ध महत्वपूर्ण सहायक कंपनी के निदेशक मंडल की संरचना से संबंधित आवश्यकताएँ कंपनी पर लागू नहीं होती हैं ।

वार्षिक आम सभा

पूर्व तीन एजीएम (वार्षिक आम सभा) का विवरण :

एजीएम	वित्तीय वर्ष	तिथि और समय	स्थान	विशेष प्रस्ताव का विवरण पारित
८०वीं एजीएम	२०१८-१९	बुधवार,०७ अगस्त, २०१९ को दोपहर १२.३० बजे	कमलनयन बजाज हॉल, बजाज भवन, जमनालाल बजाज मार्ग, नरीमन पॉईंट, मुंबई-४०० ०२१	क. कार्यकारी निदेशक के रूप में श्री अनुज पोद्दार की नियुक्ति; <p>ख. कंपनी के संस्था के अंतर्नियमों में परिवर्तन;</p> <p>ग. प्रतिभूतियों के निर्गमन द्वारा ऋण लेना; और</p> <p>घ. प्रतिभूतियों का आगामी निर्गमन ।</p>
८१वीं एजीएम	२०१९-२०	शुक्रवार, २८ अगस्त, २०२० को दोपहर २.३० बजे	कंपनी के पंजीकृत कार्यालय ४५-४७, वीर नरीमन रोड, मुंबई- ४००००१ (माने गए स्थल) में स्थापित वीडियो कॉन्फ्रेंसिंग/अन्य ऑडियो विजुअल माध्यमों के जरिए बैठक हुई थी ।	क. प्रतिभूतियों के निर्गमन द्वारा ऋण लेना; <p>ख. अधिनियम की धारा १८५ के तहत निर्दिष्ट कंपनी की किसी सहायक कंपनी या अन्य व्यक्ति द्वारा लिए गए ऋण के संबंध में ऋण या गारंटी देना या प्रतिभूति जमानत प्रदान करना; और</p> <p>ग. ‘बजाज इलेक्ट्रिकल्स लिमिटेड कर्मचारी स्टॉक विकल्प योजना २०१५’ में संशोधन।</p>

एजीएम	वित्तीय वर्ष	तिथि और समय	स्थान	विशेष प्रस्ताव का विवरण पारित
८२वीं एजीएम	२०२०-२१	बुधवार, ११ अगस्त, २०२१ को दोपहर ०३.०० बजे	कंपनी के पंजीकृत कार्यालय ४५-४७, वीर नरीमन रोड, मुंबई- ४००००१ (माने गए स्थल) में स्थापित वीडियो कॉन्फ्रेंसिंग/अन्य ऑडियो विजुअल माध्यमों के जरिए बैठक हुई थी।	क. कंपनी के कार्यकारी निदेशक श्री अनुज पोद्दार (डीआईएन: ०१९०८००९) के पारिश्रमिक में संशोधन; <p>ख. ‘बजाज इलेक्ट्रिकल्स लिमिटेड कर्मचारी स्टॉक विकल्प योजना २०१५’ में संशोधन; और</p> <p>ग. प्रतिभूतियों के निर्गमन द्वारा ऋण लेना।</p>

डाक मतदान के माध्यम से पारित विशेष प्रस्ताव के विवरण, वे व्यक्ति जिन्होंने डाक मतदान अभ्यास संचालित किया और मतदान स्वरूप तथा डाक मतदान की प्रक्रिया के विवरण।

समीक्षाधीन वर्ष के दौरान, डाक मतदान की आवश्यकता वाला कोई विशेष प्रस्ताव पारित नहीं किया गया था। इसके अलावा, डाक मतदान के माध्यम से किसी प्रस्ताव को पारित करने हेतु कोई त्वरित प्रस्ताव नहीं है। आगामी वार्षिक आम सभा में निष्पादित होने वाले किसी भी व्यवसायिक प्रस्ताव के लिए डाक मतदान के माध्यम से विशेष प्रस्ताव पारित करने की आवश्यकता नहीं थी।

शेयरधारकों के साथ संचार के साधन

(i) अलेखापरीक्षित तिमाही/छमाही परिणाम, तिमाही की समाप्ति के पैंतालीस (४५) दिनों के भीतर घोषित कर दिए जाते हैं। लेखा परीक्षण किए हुए वार्षिक परिणाम, सेबी सूचीकरण विनियमों की आवश्यकता के अनुसार वित्तीय वर्ष के समापन से साठ (६०) दिनों के भीतर घोषित किए जाते हैं।

(ii) स्वीकृत वित्तीय परिणाम उसी समय स्टॉक एक्सचेंजों को भेजे जाते हैं और ‘फ्री प्रेस जर्नल’(अंग्रेजी समाचार पत्र) और ‘नवशक्ति’ (स्थानीय भाषा मराठी समाचार पत्र) में इसके अनुमोदन के अड़तालीस (४८)घंटे के भीतर प्रकाशित होते हैं। फिलहाल इसे शेयरधारकों को अलग से नहीं भेजा जाता है।

(iii) कंपनी के वित्तीय परिणाम और आधिकारिक प्रेस विज्ञप्तियाँ कंपनी की वेबसाइट: www.bajajelectricals.com पर प्रदर्शित की जाती हैं।

(iv) सेबी सूचीकरण विनियमों के अंतर्गत सभी वित्तीय एवं अन्य अत्यावश्यक आधिकारिक समाचार जारीकरण एवं प्रलेख, जिनमें संस्थागत निवेशकों और/या विश्लेषकों को किए जाने वाले कोई प्रस्तुतिकरण शामिल हैं, से भी संबंधित स्टॉक एक्सचेंजों को अवगत करवा दिया गया था और इसके साथ उन्हें कंपनी की वेबसाइट पर भी प्रदर्शित किया गया था।

(v) तिमाही परिणाम, शेयरधारिता शैली, त्रैमासिक अनुपालन और अन्य सभी कॉर्पो रेट संचार, स्टॉक एक्सचेंजों जैसे की, बीएसई लिमिटेड (“बीएसई”) और नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड (“एनएसई”) को इलेक्ट्रॉनिक रूप से प्रस्तुत किया जाता है। कंपनी ने बीएसई के बीएसई सूचीकरण केंद्र के माध्यम से सबमिशन दाखिल करने का अनुपालन किया है। इसी तरह, एनएसई के एनईएपीएस और परिवर्तन पोर्टल, जैसा लागू हो, के माध्यम से एनएसई के साथ भी उक्त जानकारी को इलेक्ट्रॉनिक रूप से साझा किया जाता है।

(vi) कंपनी की वेबसाइट पर एक अलग समर्पित अनुभाग, “इन्वेस्टर्स रिलेशन” दावा-रहित लाभांश की जानकारी, शेयरधारिता शैली, तिमाही/छमाही परिणाम और ब्याज की अन्य प्रासंगिक जानकारी निवेशकों/जनता को देता है।

(vii)सेबी एक केंद्रीकृत वेब-आधारित शिकायत निवारण प्रणाली यानी एससीओआरईएस (स्कोर्स) में निवेशकों की शिकायतों को संसाधित करता है। इस प्रणाली के माध्यम से एक शेयरधारक अपनी शिकायत के निवारण के लिए कंपनी के खिलाफ शिकायत दर्ज कर सकता है। कंपनी शिकायत पर की गई कार्रवाई को अपलोड करती है जिसे शेयरधारक द्वारा देखा जा सकता है। कंपनी और शेयरधारक, सेबी के माध्यम से ऑनलाइन स्पष्टीकरण मांग सकते हैं और दे सकते हैं।

(viii) कंपनी ने निवेशक से संपर्क के लिए ईमेल आईडी : legal@bajajelectricals.com को नामित किया है, और इसे कंपनी की वेबसाइट www.bajajelectricals.com पर प्रमुखता से दर्शाया गया है।

अभिपुष्टि और प्रकटीकरण

ए. संबंधित पक्ष लेनदेन

जैसा कि अधिनियम और सेबी सूचीबद्धता विनियमों के विनियम २३ के अंतर्गत परिभाषित किया गया है, वित्त वर्ष के दौरान संबंधित पक्षों के साथ किए गए सभी लेन-देन व्यवसाय की साधारण कार्यप्रणाली में एवं निष्पक्ष वाणिज्यिक आधार पर थे और ये अधिनियम की धारा १८८ के प्रावधानों के साथ अनुपालन में हैं। वित्त वर्ष के दौरान संबंधित पक्षों के साथ वस्तुत: कोई महत्वपूर्ण लेनदेन नहीं हुआ था। महत्वपूर्ण लेखांकन नीतियों और टिप्पणियों के अंतर्गत संबंधित पक्ष लेन-देन का प्रकटीकरण किया गया है और “आईएनडी एएस” के अनुसार वित्तीय विवरणों का भाग हैं। व्यवसाय के सामान्य क्रम में और निष्पक्ष वाणिज्यिक आधार पर संबंधित पक्षों के

साथ किए गए लेन-देनों का विवरण समय-समय पर लेखा परीक्षा समिति के समक्ष समीक्षा के लिए और मंडल के समक्ष उसके अनुमोदन के लिए सिफारिश हेतु रखा जाता है।

जैसा कि सेबी सूचीबद्धता विनियमों के विनियम २३ (१) के अंतर्गत आवश्यक है, कंपनी ने संबंधित पक्ष लेनदेन से व्यवहार करने की नीति तैयार की है। यह नीति कंपनी की वेबसाइट : www.bajajelectricals.com पर उपलब्ध है।

लेनदेन निष्पक्ष वाणिज्यिक या उचित मूल्य आधार पर किए गए हैं और उनका कंपनी के हित के साथ कोई संभावित टकराव नहीं है।

बी. पिछले तीन वित्तीय वर्षों के दौरान पूँजी बाजारों से संबंधित किसी भी मामले पर कंपनी द्वारा गैर-अनुपालन, स्टॉक एक्सचेंज या सेबी या किसी भी सांविधिक प्राधिकरण द्वारा कंपनी पर आरोपित अर्थदंडों और व्यवहार को नियंत्रित करने वाले नियमों का विवरण।

पिछले तीन (३) वर्षों में कंपनी द्वारा गैर-अनुपालन की ऐसी कोई भी घटनाएँ नहीं हुई हैं, जिनके लिए कंपनी पर कोई अर्थदंड लगाने, स्टॉक एक्सचेंज या

सेबी या किसी वैधानिक प्राधिकरण द्वारा कंपनी पर बाध्यताएँ लगाने की आवश्यकता हुई हो या पूँजी बाजारों से संबंधित कोई मसला नहीं हुआ है, सिवाय ₹ १०,००० के अर्थदंड के भुगतान के, जिसका भुगतान बीएसई और एनएसई को सेबी सूचीकरण विनियमों के विनियम ४४(३) के अंतर्गत निर्दिष्ट समय के भीतर, २६ मार्च, २०१९ को हुए डाक मतदान के मतदान परिणामों को जमा करने में एक (१) दिन के विलंब के लिए किया गया था।

सी. चौकसी तंत्र/ व्हिसिल ब्लोअर नीति

अधिनियम के अनुच्छेद १७७(९) एवं (१०) के प्रावधानों एवं इनके अंतर्गत गठित नियमों, सेबी सूचीकरण विनियमों के विनियम २२ एवं सेबी (इनसाइडर ट्रेडिंग निषिद्धता) विनियम, २०१५, यथा संशोधित, के अनुरूप, कंपनी ने एक व्हिसिल ब्लोअर नीति बनाई है, जो सभी कर्मचारियों एवं कंपनी के साथ व्यवहार करने वाले अन्य व्यक्तियों पर लागू है, जिसके अंतर्गत अन्य विषयों के साथ अस्वीकार्य अनुचित कार्यप्रणालियों और/या अनैतिक कार्यप्रणालियों और/या उचित चिंताओं को प्रतिवेदित करना एवं अग्रकाशित मूल्य संवेदनशील सूचनाओं के प्रकटीकरण की घटनाएँ प्रतिवेदित करने हेतु जागरूकता लाना शामिल है।

व्हिसिल ब्लोअर द्वारा समस्त संरक्षित प्रकटीकरण कंपनी सचिव और कंपनी के अनुपालन अधिकारी को संप्रेषित किए जाएँगे। कंपनी सचिव के विरुद्ध संरक्षित प्रकटीकरण को कंपनी के अध्यक्ष एवं प्रबंध निदेशक को संप्रेषित करना चाहिए और अध्यक्ष एवं प्रबंध निदेशक के विरुद्ध संरक्षित प्रकटीकरण लेखा-परीक्षण समिति के अध्यक्ष को संप्रेषित किया जाना चाहिए।

यह नीति ऐसी क्रिया विधि का उपयोग करने वाले सभी सचेतकों (व्हिसिल ब्लोअर)को पीड़ितकरण के प्रति पर्याप्त सुरक्षा उपलब्ध करवाती है।

समीक्षा अंतर्गत वर्ष के दौरान, कंपनी के किसी भी कर्मचारी ने लेखा-परीक्षण समिति की पहुँच को अस्वीकृत नहीं किया है। व्हिसिल ब्लोअर नीति कंपनी की वेबसाइट : www.bajajelectricals.com पर प्रदर्शित है।

डी. गैर-अनिवार्य (विवेकाधीन) आवश्यकताओं के अंगीकरण का विवरण

सेबी सूचीबद्धता विनियमों के विनियम २७ के अंतर्गत गैर-अनिवार्य आवश्यकताओं के अनुपालन की स्थिति निम्नानुसार है :

मंडल - गैर-कार्यकारी अध्यक्ष के कार्यालय के रखरखाव और खर्चों की प्रतिपूर्ति से संबंधित आवश्यकता कंपनी पर लागू नहीं होती है क्योंकि कंपनी का अध्यक्ष एक कार्यकारी निदेशक है।

शेयरधारकों के अधिकार - कंपनी ने शेयरधारकों को वित्तीय प्रदर्शन की छमाही घोषणा भेजने की प्रथा को नहीं अपनाया है। मंडल द्वारा यथा अनुम ेदित तिमाही परिणाम शेयर बाजारों को प्रसारित किए जाते हैं और कंपनी की वेबसाइट पर अद्यतन किए जाते हैं।

लेखा परीक्षा रिपोर्ट में संशोधित राय - लेखा परीक्षा रिपोर्टों में कोई संशोधित राय नहीं है।

आंतरिक लेखा परीक्षक की रिपोर्टिंग -अधिनियम की धारा १३८ के प्रावधानों के अनुसार, कंपनी ने एक आंतरिक लेखा परीक्षक नियुक्त किया है जो लेखापरीक्षा समिति को रिपोर्ट देता है। त्रैमासिक आधार पर प्रस्तुत आंतरिक लेखा परीक्षा के रिपोर्ट की लेखा परीक्षा समिति द्वारा समीक्षा की जाती है और आवश्यक कार्रवाई के लिए सुझाव/निर्देश, यदि कोई हो, दिए जाते हैं।

अध्यक्ष और प्रबंध निदेशक या मुख्य कार्यकारी अधिकारी के अलग-अलग पद - कंपनी में अध्यक्ष और प्रबंध निदेशक या मुख्य कार्यकारी अधिकारी के अलग-अलग पद नहीं हैं, क्योंकि इस आवश्यकता का अनुपालन स्वभावत: स्वैच्छिक होता है।

ई. कमोडिटी मूल्य जोखिम या फॉरेन एक्सचेंज जोखिम और हेजिंग गतिविधियाँ

कंपनी ने कंपनी की नीतियों के अनुसार उचित हेजिंग गतिविधियों के साथ विदेशी मुद्रा जोखिम का प्रबंधन किया है। कमोडिटी सहित कंपनी के पास पर्याप्त जोखिम मूल्यांकन और न्यूनीकरण प्रणाली है। कंपनी का किसी विशेष कमोडिटी में भौतिक संपर्क नहीं है। तदनुसार, सेबी के परिपत्र सं. सेबी/एचओ/सीएफडी/सीएमडी१/सीआईआर/पी/२०१८/०००००००१४१ दिनांकित १५ नवंबर २०१८ के संबंध में कोई प्रकटीकरण प्रस्तावित नहीं है।

एफ. जैसा कि विनियम ३२ (७ ए) के अंतर्गत निर्दिष्ट है, प्रिफरेंशियल आवंटन या अर्हताप्राप्त संस्थानों के प्लेसमेंट के माध्यम से जुटाई गई निधियों के उपयोग का विवरण।

कंपनी ने इशू की शतों के अनुसार तीन श्रंखलाओं में वित्तीय वर्ष २०१८-१९ के दौरान ₹ १०,००,०००/- (रुपए दस लाख) प्रत्येक के असुरक्षित, प्रतिदान-योग्य नॉन-कंवर्टिबल डिबेंचर (एनसीडी), जो समेकित रूप से ₹ १८५ करोड़ के हैं, निजी नियोजन आधार पर जारी एवं आवंटित किए थे। एनसीडी जारी करने के माध्यम से प्राप्त निधियों का पूर्ण रूप से उपयोग, इशू प्रलेखों में निर्दिष्ट उपयोगों के लिए ही किया गया है और प्राप्तियों के उपयोग में कोई विचलन नहीं है।

३१ मार्च, २०२२ तक कोई भी एनसीडी बकाया नहीं है। वित्तीय वर्ष २०२१-२२ के दौरान एनसीडी की सीरीज बी और सीरीज सी का प्रतिदान किया गया था।

जी. व्यवसायरत कंपनी सचिव से प्रमाण पत्र कि कंपनी के मंडल में कोई भी निदेशक मंडल/कॉर्पोरेट मामलों के मंत्रालय या ऐसे किसी भी सांविधिक प्राधिकरण द्वारा कंपनी के निदेशक के रूप में नियुक्त किए जाने या बने रहने से विवर्जित नहीं किया गया या अयोग्य नहीं ठहराया गया है।

कंपनी को मेसर्स अनंत बी. खमनकर एंड कंपनी, प्रैक्टिसिंग कंपनी सेक्रेटरीज़ (सदस्यता क्रमांक : एफसीएस ३१९८; सीपी नं. १८६०) से इस बात का प्रमाण-पत्र प्राप्त हुआ है कि मंडल/कॉर्पोरेट मामलों के मंत्रालय द्वारा या किसी अन्य वैधानिक प्राधिकरण द्वारा कंपनी के मंडल के किसी भी निदेशक को नियुक्त होने से या कंपनियों की निदेशकता जारी रखने से वंचित या अपात्र नहीं किया गया है। यह इस रिपोर्ट का हिस्सा है।

एच. जहाँ प्रासंगिक वित्त वर्ष में मंडल ने मंडल की किसी भी समिति की किसी भी अनुशंसा को स्वीकार नहीं किया था जो अनिवार्य रूप से आवश्यक थी। लागू नहीं

आई. वैधानिक लेखा-परीक्षकों को भुगतान किया गया शुल्क, जिसका भुगतान कंपनी और उसकी सहायक संस्थाओं द्वारा किया गया हो।

३१ मार्च, २०२२ को समाप्त वर्ष के दौरान एस आर बी सी एंड कं. एलएलपी, जिसका आईसीएआई रजिस्ट्रेशन नंबर ३२४९८२ई/ई३००००३ है, कंपनी

के वैधानिक लेखा-परीक्षकों एवं उस नेटवर्क संस्था में अन्य फर्मों, जिनके वैधानिक लेखा-परीक्षक हिस्सा हैं, को एक समेकित आधार पर कंपनी एवं इसकी सहायक संस्थाओं द्वारा सभी सेवाओं के लिए भुगतान किया गया कुल शुल्क इस प्रकार है :

	(राशि : ₹ लाख में)
विवरण	एस आर बी सी एंड कं. एलएलपी एवं उनकी नेटवर्क संस्थाएँ
लेखा-परीक्षण एवं संबंधित सेवाओं के लिए शुल्क	१७६.५०
अन्य शुल्क	१८.४६
कुल	१९४.९६

जे. कार्यस्थल पर महिलाओं के यौन उत्पीड़न (रोकथाम, निषेध और निवारण) अधिनियम, २०१३ के संबंध में प्रकटीकरण ।

वर्ष के दौरान दाखिल और निपटाई गई और ३१ मार्च, २०२२ को लंबित शिकायतों की संख्या का विवरण निदेशकों के रिपोर्ट में दिया गया है ।

विनियम १७ से २७ और सेबी सूचीकरण विनियमों के विनियम ४६ (२) में निर्दिष्ट कॉर्पोरेट प्रशासन आवश्यकताओं के अनुपालन का प्रकटीकरण

क्र. सं.	विवरण	विनियम	अनुपालन स्थिति (हाँ/नहीं/लागू नहीं)	विनियमों का संक्षिप्त विवरण
१.	निदेशक मंडल	१७	हाँ	<ul style="list-style-type: none">निदेशकों की संरचना एवं नियुक्ति बैठकें और गणपूर्ति अनुपालन प्रतिवेदनों की समीक्षा नियुक्तियों के लिए क्रमागत अनुक्रमण की योजनाएँ आचार संहिता गैर-कार्यकारी निदेशकों को शुल्क/प्रतिपूर्ति मंडल के समक्ष रखी जानेवाली न्यूनतम जानकारी मुख्य कार्यकारी अधिकारी और मुख्य वित्तीय अधिकारी द्वारा अनुपालन प्रमाण-पत्र जोखिम आकलन और जोखिम प्रबंधन योजना स्वतंत्र निदेशकों का प्रदर्शन मूल्यांकन विशेष व्यवसाय की प्रत्येक मद के लिए मंडल की सिफारिश
२.	निदेशकता की अधिकतम संख्या	१७ए	हाँ	
३.	लेखा परीक्षा समिति	१८	हाँ	<ul style="list-style-type: none">संरचना बैठकें और गणपूर्ति वार्षिक साधारण सभा में उपस्थित अध्यक्ष समिति की भूमिका
४.	नामांकन और पारिश्रमिक समिति	१९	हाँ	<ul style="list-style-type: none">संरचना वार्षिक साधारण सभा में उपस्थित अध्यक्ष बैठकें और गणपूर्ति
५.	हितधारकों की संबंध समिति	२०	हाँ	<ul style="list-style-type: none">संरचना वार्षिक साधारण सभा में उपस्थित अध्यक्ष बैठकें समिति की भूमिका

के. सीईओ एवं सीएफओ प्रमाणन

इस समीक्षा अंतर्गत वित्तीय वर्ष के लिए कंपनी के अध्यक्ष एवं प्रबंध निदेशक (सीईओ) श्री शेखर बजाज तथा कंपनी के मुख्य वित्तीय अधिकारी श्री इ सी प्रसाद द्वारा जारी प्रमाण-पत्र को सेबी सूचीकरण विनियमों के विनियम १७(८) के अनुसार १७ मई, २०२२ को आयोजित बैठक में मंडल के समक्ष रखा गया था और उक्त प्रमाण-पत्र इस रिपोर्ट के साथ संलग्न है । अध्यक्ष एवं प्रबंध निदेशक (सीईओ) तथा मुख्य वित्तीय अधिकारी ने वित्तीय परिणामों पर त्रैमासिक प्रमाणन भी दिया है, वहीं सेबी सूचीकरण विनियमों के विनियम ३२(२)(ए) के अनुसार मंडल के समक्ष वित्तीय परिणाम रखे गए थे ।

एल. लेखा परीक्षकों द्वारा अनुपालन प्रमाण पत्र

कंपनी के लेखा परीक्षकों एस आर बी सी एंड कंपनी एलएलपी का प्रमाणपत्र, कॉर्पोरेट प्रशासन की शर्तों, जो सेबी सूचीकरण विनियमों की V अनुसूची के खंड ई के तहत निर्धारित है, के अनुपालन की पुष्टि करता है और इस रिपोर्ट के साथ संलग्न है ।

क्र. सं.	विवरण	विनियम	अनुपालन स्थिति (हाँ/नहीं/लागू नहीं)	विनियमों का संक्षिप्त विवरण
६.	जोखिम प्रबंधन समिति	२१	हाँ	<ul style="list-style-type: none">संरचना बैठकें समिति की भूमिका
७.	चौकसी तंत्र	२२	हाँ	<ul style="list-style-type: none">निदेशकों और कर्मचारियों के लिए निगरानी क्रियाविधि अत्याचार के विरुद्ध पर्याप्त सुरक्षा-उपाय लेखा परीक्षा समिति के अध्यक्ष तक सीधे पहुँच संबंधित पक्ष लेनदेनों के महत्व और संबंधित पक्ष लेनदेनों के साथ व्यवहार पर नीति संबंधित पक्ष लेनदेनों के लिए लेखा परीक्षा समिति के सर्वग्राही अनुमोदन सहित पूर्व अनुमोदन संबंधित पक्ष लेनदेनों की सावधिक समीक्षा संबंधित पक्ष लेनदेनों पर प्रकटीकरण
८.	संबंधित पक्ष लेनदेन	२३	हाँ	<ul style="list-style-type: none">लेखा परीक्षा समिति द्वारा सहायक कंपनियों के निवेशों तथा वित्तीय लेखा-विवरणों की समीक्षा सहायक कंपनियों के निदेशक मंडल के कार्यवृत्तों को निदेशक मंडल की बैठक में रखा गया है सहायक कंपनियों की व्यवस्थाओं और महत्वपूर्ण लेनदेनों को निदेशक मंडल की बैठक में रखा गया है वार्षिक साचिविक परीक्षण रिपोर्ट और वार्षिक साचिविक अनुपालन रिपोर्ट
९.	कंपनी की सहायक कंपनियाँ	२४	हाँ	<ul style="list-style-type: none">अधिकतम निदेशकताएँ और अवधि स्वतंत्र निदेशकों की बैठकें स्वतंत्र निदेशकों की समाप्ति और नियुक्ति स्वतंत्र निदेशकों द्वारा प्रदर्शन की समीक्षा स्वतंत्र निदेशकों का परिचितीकरण स्वतंत्र निदेशक की ओर से घोषणा, कि वह स्वतंत्रता के म ानदंडों को पूरा करता/करती है सभी स्वतंत्र निदेशकों के लिए निदेशक एवं अधिकारी बीमा
१०.	साचिविक लेखा परीक्षण	२४ए	हाँ	<ul style="list-style-type: none">समितियों में सदस्यता/अध्यक्षता निदेशकों और वरिष्ठ प्रबंधन द्वारा आचार संहिता के अनुपालन पर अभिपुष्टि गैर-कार्यकारी निदेशकों द्वारा अंशधारकता का प्रकटीकरण हितों के संभावित टकराव के बारे में वरिष्ठ प्रबंधन द्वारा प्रकटीकरण
११.	स्वतंत्र निदेशक के संबंध में दायित्व	२५	हाँ	<ul style="list-style-type: none">प्रमुख प्रबंधकीय कर्मियों, निदेशक एवं प्रर्वतक द्वारा कंपनी की प्रतिभूतियों में डीलिंग के संबंध में प्रतिपूर्ति या लाभ साझाकरण के बारे में कोई सहमति (अनुबंध) नहीं
१२.	निदेशकों और वरिष्ठ प्रबंधन के संबंध में दायित्व	२६	हाँ	<ul style="list-style-type: none">कॉर्पोरेट प्रशासन पर त्रैमासिक, अर्द्ध-वार्षिक एवं वार्षिक अनुपालन प्रतिवेदन दाखिल करना स्वतंत्र निदेशकों की नियुक्ति के नियम व शर्तें निदेशक मंडल की विभिन्न समितियों की संरचना निदेशक मंडल एवं वरिष्ठ प्रबंधन कर्मियों की आचार संहिता चौकसी तंत्र / व्हिसिल ब्लोअर नीति की स्थापना के विवरण संबंधित पक्ष लेनदेनों के साथ डीलिंग पर नीति महत्वपूर्ण सहायक कंपनियों के निर्धारण हेतु नीति स्वतंत्र निदेशकों को प्रदत्त परिचितीकरण कार्यक्रमों के विवरण
१३.	अन्य कॉर्पोरेट प्रशासन आवश्यकताएँ	२७	हाँ	
१४.	वेबसाइट	४६(२) (बी) से (i) तक	हाँ	

सामान्य शेयरधारक जानकारी

क. कंपनी की जानकारी

यह कंपनी भारत के महाराष्ट्र राज्य में पंजीकृत है। कॉर्पोरेट मामलों के मंत्रालय (एमसीए) द्वारा कंपनी को जारी किया गया कॉर्पोरेट आईडेंटिटी नंबर (सीआईएन) है L३१५००MH१९३८PLC००९८८७।

ख. साधारण निकाय बैठकों की जानकारी

वित्तीय वर्ष २०२१-२२ के लिए एजीएम

दिन एवं समय	शुक्रवार, १२ अगस्त, २०२२
समय	दोपहर ३.०० बजे(भा.मा.स.)
स्थल	विडियो कॉन्फ्रेंसिंग/अन्य ऑडियो विजुअल माध्यमों द्वारा
वित्तीय वर्ष	१ अप्रैल, २०२१ से ३१ मार्च, २०२२

वित्तीय वर्ष २०२१-२२ के दौरान कोई ईजीएम/कोर्ट या ट्रिब्यूनल कंवेयड मीटिंग नहीं हुई थी।

ग. लाभांश

निदेशक मंडल ने १७ मई, २०२२ को आयोजित अपनी बैठक में वित्तीय वर्ष २०२१-२२ के लिए ₹ ३.०० प्रति इक्विटी शेयर के लाभांश भुगतान की सिफारिश की है, जो आगामी एजीएम में शेयरधारकों के अनुमोदन के अधीन है। लाभांश का भुगतान उन सदस्यों को किया जाएगा जिनके नाम भौतिक शेयरधारकों के संबंध में २९ जुलाई, २०२२ को कंपनी के सदस्यों के रजिस्टर में प्रदर्शित होते हैं और जिनका नाम इस उद्देश्य से नेशनल सिक््योरिटीज डिपॉजिटरी लिमिटेड (एनएसडीएल) और सेंट्रल डिपॉजिटरी सर्विसेज (इंडिया) लिमिटेड (सीडीएसएल) द्वारा २९ जुलाई, २०२२ को प्रस्तुत लाभार्थी स्वामी की सूची में आता है। यदि एजीएम में लाभांश घोषित किया जाता है तो उसका भुगतान १६ अगस्त, २०२२ को या उसके बाद किया जाएगा।

लाभांश वितरण नीति

कंपनी ने सेबी सूचीकरण विनियमों की आवश्यकताओं के संदर्भ में लाभांश वितरण नीति अपनाई है और इसे इस वार्षिक रिपोर्ट के साथ संलग्न किया गया है और यह कंपनी की वेबसाइट : www.bajajelectricals.com पर भी उपलब्ध है।

पिछले १० वित्तीय वर्षों का लाभांश इतिहास

नीचे दी गई तालिका पिछले १० वित्तीय वर्षों में कंपनी द्वारा घोषित और भुगतान किए गए लाभांश का इतिहास प्रदान करती है :

क्र. सं.	वित्तीय वर्ष	लाभांश घोषित करने की तिथि	प्रति शेयर लाभांश
१.	२०११-१२	२६ जुलाई, २०१२	₹ २.८०
२.	२०१२-१३	६ अगस्त, २०१३	₹ २.००
३.	२०१३-१४	३१ जुलाई, २०१४	₹ १.५०
४.	२०१४-१५	६ अगस्त, २०१५	₹ १.५०
५.	२०१५-१६	१० मार्च, २०१६	₹ २.८०
६.	२०१६-१७	३ अगस्त, २०१७	₹ २.८०
७.	२०१७-१८	९ अगस्त, २०१८	₹ ३.५०
८.	२०१८-१९	७ अगस्त, २०१९	₹ ३.५०
९.	२०१९-२०	कोई लाभांश अनुशंसित नहीं हुआ	
१०.	२०२०-२१	कोई लाभांश अनुशंसित नहीं हुआ	

घ. ३१ मार्च, २०२३ को समाप्त होने वाले वित्तीय वर्ष के लिए संभावित कैलेंडर

वित्तीय वर्ष - १ अप्रैल से ३१ मार्च

त्रैमासिक वित्तीय परिणामों पर विचार के लिए मंडल की बैठक की संभावित तारीखें इस प्रकार हैं :

तिमाही का ब्योरा	संभावित तिथियां
पहली तिमाही के परिणाम	अगस्त २०२२ के दूसरे हफ्ते में
दूसरी तिमाही तथा छमाही के परिणाम	नवंबर २०२२ के दूसरे हफ्ते में
तीसरी तिमाही के परिणाम	फरवरी २०२३ के पहले हफ्ते में
चौथी तिमाही तथा वार्षिक परिणाम	मई २०२३ के चौथे हफ्ते में

३१ मार्च, २०२२ को समाप्त वर्ष के दौरान वित्तीय परिणामों के अनुमोदन के लिए मंडल की बैठकें निम्नांकित तिथियों पर हुईं :

तिमाही का ब्योरा	संभावित तिथियां
पहली तिमाही के परिणाम	११ अगस्त, २०२१
दूसरी तिमाही तथा छमाही के परिणाम	१२ नवंबर, २०२१
तीसरी तिमाही के परिणाम	८ फरवरी २०२२
चौथी तिमाही तथा वार्षिक परिणाम	१७ मई, २०२२

च. स्टॉक एक्सचेंजों में सूचीबद्ध तथा स्टॉक कोड

कंपनी के शेयर वर्तमान में निम्नलिखित स्टॉक एक्सचेंजों में सूचीबद्ध हैं :

स्टॉक एक्सचेंजों के नाम	पता	स्टॉक कोड
बीएसई लिमिटेड	फिरोज जीजीभाई टॉवर्स, दलाल स्ट्रीट, मुंबई ४००००९	५०००३१
नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड	एक्सचेंज प्लाजा, बांद्रा-कुर्ला काम्प्लेक्स, बांद्रा (पूर्व), मुंबई ४०००५१	BAJAJELEC

डिपॉजिटरीज (एनएसडीएल एवं सीडीएसएल) सिस्टम के अंतर्गत कंपनी के ₹ २ प्रत्येक के अंकित मूल्य के शेयरों को आवंटित आईएसआईएन नंबर है INE१९३E०१०२५।

₹ १०,००,०००/- प्रत्येक अंकित मूल्य के असुरक्षित प्रतिदेय गैर-परिवर्तनीय डिबेंचर (एनसीडीज) नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड के थोक ऋण बाजार खंड में सूचीबद्ध हैं।

वित्तीय वर्ष २०२२-२३ के लिए, कंपनी ने दोनों स्टॉक एक्सचेंजों को वार्षिक सूचीकरण शुल्क एवं दोनों डिपॉजिटरीयों को वार्षिक कस्टडी/इश्युअर शुल्क का भुगतान कर दिया है।

छ. कंपनी द्वारा जारी एनसीडी के विवरण

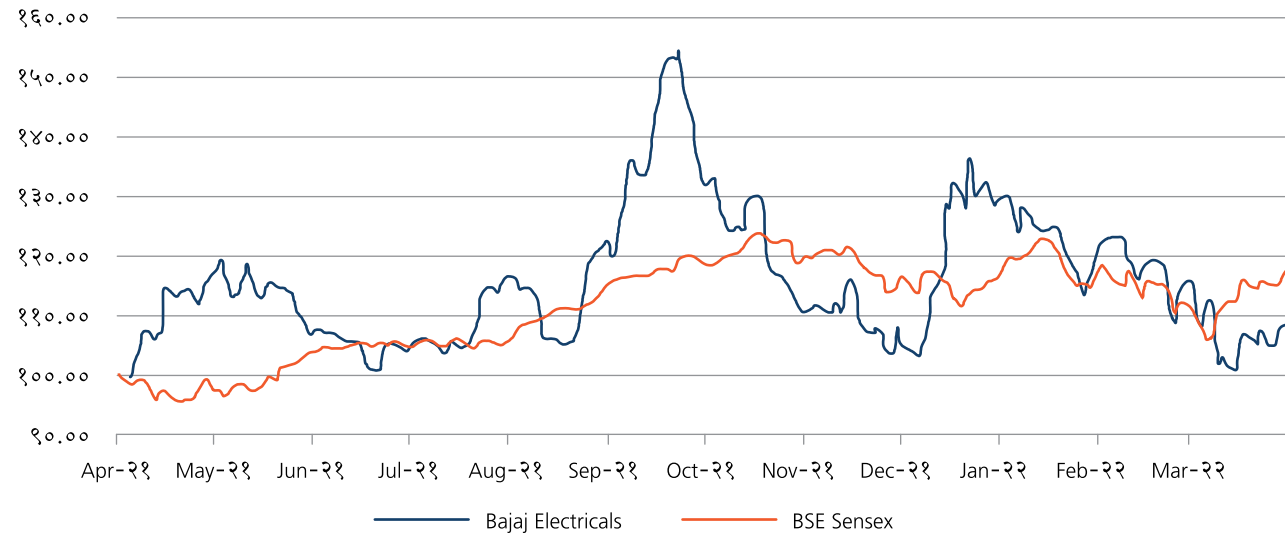
श्रृंखला	आईएसआईएन	मूलधन राशि (₹ लाख में)	परिपक्वता की तिथि	कूपन दर %	स्थिति (जीवंत/प्रतिदानित)
विकल्प बी	INE१९३E०८०२०	७,५००	२० अगस्त, २०२१	११% प्रति वर्ष की परिपक्वता की एक	परिपक्वता तिथि पर प्रतिदानित.
विकल्प सी	INE१९३E०८०१२	७,५००	१८ फरवरी, २०२२	प्राप्ति पर शून्य कूपन वाली एनएसडी	१० दिसंबर, २०२१ को समय से पहले प्रतिदानित.

ज. बाजार मूल्य डेटा

बीएसई सेंसेक्स अप्रैल २०२१ - मार्च २०२२ के समक्ष बीएसई पर बीईएल शेयर मूल्य

माह	बीएसई सेंसेक्स समापन	बीईएल शेयर मूल्य			माह के दौरान ट्रेडेड शेयरों की संख्या	टर्नओवर (₹ करोड़ में)
		उच्च (₹)	निम्न (₹)	समापन (₹)		
अप्रैल-२१	४८,७८२.३६	१,२२४.५०	९५६.९०	१,१४८.३५	२,८०,१११	३०.८९
मई-२१	५१,९३७.४४	१,२१२.००	१,०५२.००	१,०५४.२०	२,८१,३१७	३१.८१
जून-२१	५२,४८२.७१	१,०८७.३०	९५५.००	१,०२७.६०	२,३१,२४६	२४.१९
जुलाई-२१	५२,५८६.८४	१,१८९.१५	१,०२२.०५	१,१५२.९०	२,७७,९८६	३०.२१
अगस्त-२१	५७,५५२.३९	१,२४५.१५	१,०१६.१५	१,२१४.१०	३,५५,३१५	४०.८२
सितंबर-२१	५९,१२६.३६	१,५८८.५५	१,१५५.९०	१,३०५.६५	५,१७,४९६	७२.३५
अक्टूबर-२१	५९,३०६.९३	१,३४०.००	१,०८३.००	१,१०६.९५	३,६७,९६७	४५.०४
नवंबर-२१	५७,०६४.८७	१,१५७.९५	९३७.००	१,०७४.१५	२,९३,८८६	३१.९६
दिसंबर-२१	५८,२५३.८२	१,३७८.००	१,०१५.७५	१,२८५.७०	९,०१,४६६	११२.०५
जनवरी-२२	५८,०१४.१७	१,३१६.९५	१,०१६.१५	१,१९८.२५	२,९८,०२२	३६.६८
फरवरी-२२	५६,२४७.२८	१,२५४.७५	१,०३१.००	१,१४६.१५	२,२७,६७७	२६.७२
मार्च-२२	५८,५६८.५१	१,१६५.४०	९९२.१५	१,०७५.००	२,४१,७४१	२५.४७

बीएसई एवं बीएसई सेंसेक्स पर बीईएल शेयर मूल्य

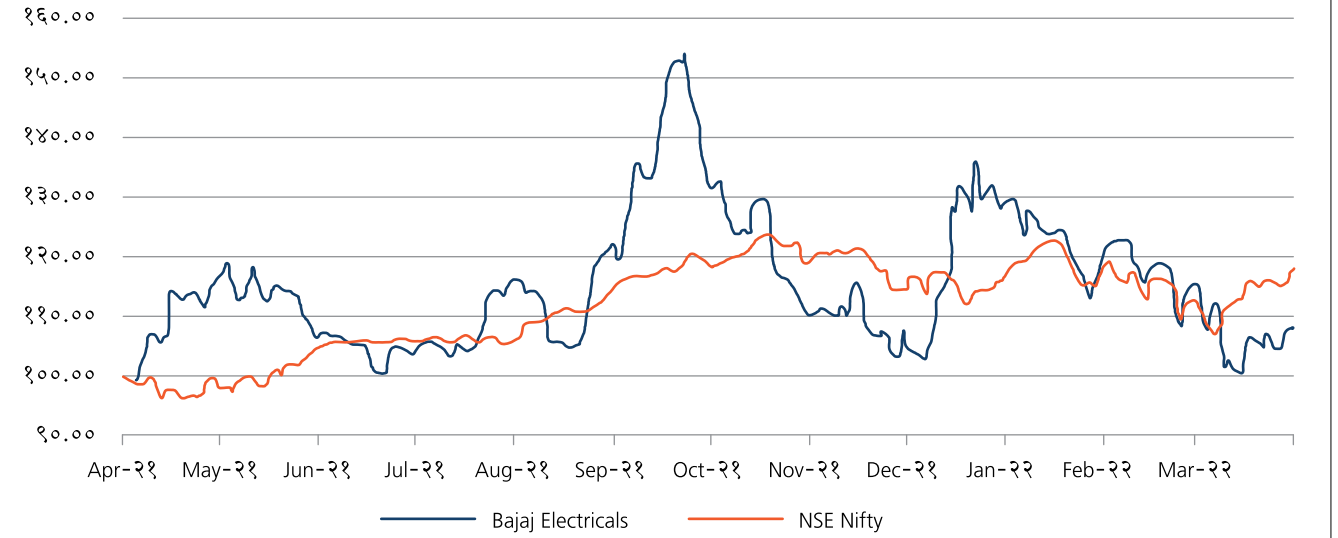


टिप्पणी : बजाज इलेक्ट्रिकल्स लिमिटेड का शेयर मूल्य और बीएसई सेंसेक्स १ अप्रैल, २०२१ को १०० पर सूचीबद्ध किया गया है।

एनएसई निफ्टी अप्रैल २०२१ से मार्च २०२२ के समक्ष एनएसई पर बीईएल शेयर मूल्य

माह	एनएसई निफ्टी समापन	बीईएल शेयर मूल्य			माह के दौरान ट्रेडेड शेयरों की संख्या	टर्नओवर (₹ करोड़ में)
		उच्च (₹)	निम्न (₹)	समापन (₹)		
अप्रैल-२१	१४,६३१.१०	१,२२४.००	९५६.४०	१,१५१.००	२६,८३,८६५	२९३.८२
मई-२१	१५,५८२.८०	१,२१८.९५	१,०५१.००	१,०५३.४०	३५,४६,२३२	४०१.५४
जून-२१	१५,७२१.५०	१,०८९.५५	९५४.००	१,०२६.९०	२२,६६,७००	२३६.५४
जुलाई-२१	१५,७६३.०५	१,१८८.००	१,०२२.००	१,१५३.००	४३,५१,३२४	४७६.७६
अगस्त-२१	१७,१३२.२०	१,२४५.००	१,०१३.६०	१,२१४.३५	६२,०७,९७०	७१२.५९
सितंबर-२१	१७,६१८.१५	१,५८८.९५	१,१७२.५०	१,३०५.६५	८४,६८,२६७	१,१८७.५५
अक्टूबर-२१	१७,६७१.६५	१,३५५.००	१,०८१.७०	१,१०५.७०	३४,११,६८५	४१९.१९
नवंबर-२१	१६,९८३.२०	१,१५९.००	९३२.६५	१,०७४.२५	३९,९१,३५०	४३४.७४
दिसंबर-२१	१७,३५४.०५	१,३८०.००	१,०१५.५५	१,२८४.२५	१,४१,०५,४७५	१,७५४.५४
जनवरी-२२	१७,३३९.८५	१,३१७.७०	१,०१७.००	१,१९६.३०	२६,३६,४९८	३२४.५५
फरवरी-२२	१६,७९३.९०	१,२५८.२५	१,०३०.५०	१,१४६.८०	२४,७८,७१४	२९२.७८
मार्च-२२	१७,४६४.७५	१,१६९.५०	९९१.५०	१,०७४.७०	३६,८३,५५९	३८५.६३

एनएसई एवं एनएसई निफ्टी पर बीईएल शेयर मूल्य



टिप्पणी : बजाज इलेक्ट्रिकल्स लिमिटेड का शेयर मूल्य और एनएसई निफ्टी १ अप्रैल, २०२१ को १०० पर सूचीबद्ध किया गया है।

झ. शेयर ट्रांसफर सिस्टम / डिविडेंड एवं अन्य संबंधित मसले

i) शेयर ट्रांसफर सिस्टम

प्रतिभूति और विनियम मंडल, भारत द्वारा जारी, सेबी सूचीकरण विनियमों के विनियम ४० के प्रावधानों, जो कि सेबी परिपत्र सं. सेबी/एचओ/ एम आईआरएसडी/ एमआईआरएसडीमआरटीएमबी/पी/सीआईआर / २०२२ /८ दिनांकित २५ जनवरी, २०२२ के साथ पठित, को दृष्टिगत रखते हुए, सदस्य कृपया ध्यान दें कि निम्नलिखित मामलों में प्रतिभूतियों को जारी करने का कार्य केवल अभौतिक (डिमटेरियलाइज्ड) स्वरूप में ही किया जाएगा :

- शेयर का हस्तांतरण
- डुप्लीकेट प्रतिभूति प्रमाण-पत्र जारी करना
- दावा न किए गए सस्पेंस खाते से दावा
- प्रतिभूति नवीनीकरण / विनियम प्रमाण-पत्र
- अनुमोदन
- प्रतिभूति प्रमाण-पत्र का उप-विभाजन/विभक्तिकरण
- प्रतिभूति प्रमाण-पत्रों/फोलियोज़ का समेकन
- संचरण
- स्थानान्तरण

उपरोक्त को ध्यान में रखते हुए, भौतिक रूप में शेयर रखने वाले शेयरधारकों से अनुरोध है कि भविष्य में किसी भी तरह की असुविधा से बचने के लिए अपने शेयरों का जल्द से जल्द अभौतिकीकरण करवा लें।

ii) शेयरधारकता सुविधा के लिए नामांकन सुविधा

अधिनियम के अनुच्छेद ७२ के प्रावधानों के अनुसार, सदस्यों के लिए उनके द्वारा धारित शेयरों के संबंध में नामांकन करने की सुविधा उपलब्ध है। भौतिक स्वरूप में शेयर धारण करने वाले सदस्य कंपनी के आरटीए से एक नामांकन प्रपत्र (फॉर्म एसएच-१३) ले सकते हैं या उसे कंपनी की वेबसाइट से डाउनलोड कर सकते हैं। अभौतिक (डीमटेरियलाइज्ड) स्वरूप में शेयर धारण करने वाले सदस्यों को इस बारे में अपने डिपॉज़िटरी पार्टिसिपेंट्स से संपर्क करना चाहिए।

iii) पर्मेनेंट अकाउंट नंबर तथा केवायसी

भौतिक स्वरूप में शेयर धारण करने वाले सदस्यों को सलाह दी जाती है कि वे अपने पेन कार्ड विवरण कंपनी के रजिस्ट्रार एवं शेयर ट्रांसफर एजेन्टों के पास पंजीकृत करवाएँ।

सेबी, देखें इसका परिपत्र क्र. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/२०२१/६५५ दिनांकित ३ नवंबर, २०२१, ने भौतिक प्रतिभूति धारकों द्वारा पेन, पिनकोड सहित पता, ई-मेल पता, मोबाइल नंबर, बैंक खाता विवरण, नमूना हस्ताक्षर एवं नामांकन प्रदान किया जाना अनिवार्य किया है। दिनांक ०१ अप्रैल, २०२३ को या उसके पश्चात जिन फोलियोज़ में उक्त प्रलेखों/विवरणों में से कोई एक भी अनुपलब्ध होगा, उन्हें कंपनी के रजिस्ट्रार एवं ट्रांसफर एजेन्ट द्वारा अवरुद्ध कर दिया जाएगा।

iv) शेयरों का अवच्छेदन (सब डिवीज़न)

कंपनी ने वर्ष २००९ में अपने इक्विटी शेयरों के अंकित मूल्य को अवच्छेदित करते हुए ₹ १० से ₹ २ कर दिया था। जिन सदस्यों के पास अभी भी ₹ १० के शेयर सर्टिफिकेट हैं, उनसे अनुरोध है कि वे ये सर्टिफिकेट कंपनी के रजिस्ट्रार और शेयर ट्रांसफर एजेंट को भेजकर (इनके संपर्क विवरण नीचे दिए गए हैं) ₹ २ प्रति शेयर के अंकित मूल्य के शेयरों के साथ बदलवा लें।

अधिनियम के अनुच्छेद ७२ के प्रावधानों के अनुसार सदस्यों को उनके द्वारा धारित शेयरों के संबंध में नामांकन करने की सुविधा उपलब्ध है। भौतिक स्वरूप में शेयर धारण करने वाले सदस्य कंपनी के आरटीए से नामांकन प्रपत्र (फॉर्म एसएच-१३) प्राप्त कर सकते हैं या उसे कंपनी की वेबसाइट से भी डाउनलोड कर सकते हैं। डीमेट रूप में शेयर धारण करने वाले सदस्यों को इस संबंध में अपने डिपॉज़िटरी पार्टिसिपेंट्स से संपर्क करना चाहिए।

v) लाभांश / दावा-रहित लाभांश / दावा-रहित शेयर

ए) ऑटोमेटेड क्लियरिंग हाउस (एसीएच) के माध्यम से लाभांश का भुगतान

कंपनी लाभांश को सीधे सदस्यों के बैंक खाते में जमा करने की सुविधा प्रदान करती है। सेबी सूचीकरण विनियमों के अंतर्गत भी कंपनी के लिए सदस्यों का लाभांश इलेक्ट्रॉनिक रूप से जमा करना अनिवार्य किया गया है। इसलिए सदस्यों से अनुरोध है कि वे इस सुविधा का लाभ लेकर बैंक के एसीएच मोड के माध्यम से अपने बैंक खाते में लाभांश तेज़ी से व सुरक्षित रूप से जमा होना सुनिश्चित करें।

जिन सदस्यों के पास डीमेट स्वरूप में शेयर हैं, उन्हें अपने डिपॉज़िटरी पार्टिसिपेंट्स को, जबकि जिन सदस्यों के पास भौतिक स्वरूप में शेयर हैं, उन्हें कंपनी के रजिस्ट्रार और शेयर ट्रांसफर एजेंट (इनके संपर्क विवरण नीचे दिए गए हैं) को वे कोर बैंकिंग खाता विवरण बताना चाहिए, जो उन्हें उनके बैंकों द्वारा आवंटित किए गए हैं। अगर कोर बैंकिंग खाता विवरण उपलब्ध नहीं हों, तो ऐसी स्थिति में कंपनी द्वारा डिमांड ड्राफ्ट जारी किए जाएंगे, जिनमें कंपनी के साथ उपलब्ध मौजूदा बैंक विवरणों का उल्लेख होगा।

बी) दावा-रहित लाभांश

कंपनी के लिए ऐसे लाभांश, जो कंपनी के अप्रदत्त लाभांश खाते में राशि अंतरित होने की तिथि से सात (७) वर्षों की अवधि तक अप्रदत्त/दावा-रहित रहते हैं, को सरकार द्वारा स्थापित निवेशक शिक्षण एवं सुरक्षा निधि ("आईईपीएफ") में अंतरित करना आवश्यक है। तदनुसार, वित्तीय वर्ष २०२२-२३ के दौरान, ३१ मार्च, २०१५ को समाप्त अंतिम वर्ष के संबंध में दावारहित अंतिम लाभांश आईईपीएफ में अंतरित होगा।

दावा-रहित लाभांशों को आईईपीएफ में अंतरित करने से पहले, उन सदस्यों को वैयक्तिक पत्र/ इमेल सूचना / समाचार पत्रों में सूचना द्वारा भेजे / दिए जाएंगे, जिनके दावा-रहित लाभांश अंतरित होना बकाया हैं, जिससे वे ऐसे अंतरण की नियत तिथि से पहले लाभांशों का दावा कर सकें। दावा-रहित लाभांश की जानकारी कंपनी की वेबसाइट : www.bajajelectricals.com पर भी प्रकाशित की जाती है।

३१ मार्च, २०२२ को दावा-रहित लाभांश एवं उनके अंतरण की नियत तिथियों के विवरण :

क्र. सं.	वित्तीय वर्ष	लाभांश घोषित होने की तिथि	दावा-रहित राशि (₹)	आईईपीएफ खाते में अंतरित होने की नियत तिथि
१.	२०१४-१५	६ अगस्त, २०१५	९,५०,२९०.५०	५ सितंबर, २०२२
२.	२०१५-१६	१० मार्च, २०१६	१७,८९,९२५.२०	९ अप्रैल, २०२३
३.	२०१६-१७	३ अगस्त, २०१७	१६,६४,२९७.६०	१ सितंबर, २०२४
४.	२०१७-१८	९ अगस्त, २०१८	१४,५२,१५३.५०	७ सितंबर, २०२५
५.	२०१८-१९	७ अगस्त, २०१९	८,६९,६४५.००	५ सितंबर, २०२६
६.	२०१९-२०		लाभांश की सिफारीश नहीं	
७.	२०२०-२१		लाभांश की सिफारीश नहीं	

सी) निवेशक शिक्षण एवं सुरक्षा निधि ("आईईपीएफ") में 'शेयरों' का अंतरण (ऐसे मामलों में जहाँ सात (७) क्रमागत वर्षों या उससे अधिक तक लाभांश का भुगतान नहीं हो या वे दावा-रहित रहे हों)।

निवेशक शिक्षण एवं सुरक्षा निधि प्राधिकरण (लेखा, लेखा परीक्षा, अंतरण एवं धन-वापसी) नियम, २०१६, यथा संशोधित ("आईईपीएफ नियमों"), के साथ पठित अधिनियम के अनुच्छेद १२४(६) के अनुसार, तथा समय-समय पर कॉर्पोरेट मामलों के मंत्रालय द्वारा जारी अधिसूचनाओं के अनुसार, कंपनी के लिए ऐसे शेयरों को, जिनके लाभांश सात क्रमागत वर्षों या उससे अधिक की अवधि तक अप्रदत्त/दावा-रहित रहते हैं, को केन्द्र सरकार द्वारा स्थापित आईईपीएफ खाते में अंतरित करना आवश्यक है। उक्त नियमों के अंतर्गत आवश्यकतानुसार, कंपनी ने आवश्यक संख्या में शेयर आईईपीएफ में अंतरित कर दिए हैं।

आईईपीएफ में अंतरित शेयरों या दावा-रहित लाभांश के संबंध में निवेशक को दावा दाखिल करने हेतु दिशा-निर्देश :

ऐसे निवेशक/जमाकर्ता, जिनके अप्रदत्त लाभांश, परिपक्व जमा या डिबेंचर्स आदि भूतपूर्व कंपनी अधिनियम, १९५६ और/या अधिनियम के अंतर्गत आईईपीएफ में अंतरित कर दिए गए हैं, वे धनराशि के लिए दावा कर सकते हैं। इसके अलावा, उन शेयरों के संबंध में भी दावे किए जा सकते हैं, जो निम्नांकित प्रक्रियाओं/दिशा-निर्देशों के अनुसार आईईपीएफ में अंतरित हो गए हैं :

- लाभांश/शेयरों की धन-वापसी के लिए दावा दाखिल करने हेतु आईईपीएफ नियमों के तहत, आईईपीएफ की वेबसाइट (www.iepf.gov.in) से फॉर्म आईईपीएफ-५ डाउनलोड करें। यह प्रपत्र भरने से पहले ई-फॉर्म के साथ-साथ वेबसाइट/निर्देश श किट में दिए गए निर्देशों को सावधानी पूर्वक पढ़ लें।
- प्रपत्र भरने के बाद, इसे अपने कंप्यूटर पर सहेज लें और वेबसाइट पर अपलोड लिंक में दिए गए निर्देशों का पालन करते हुए उपयुक्त रूप से भरा गया प्रपत्र जमा कर दें। सफलता पूर्वक अपलोड कर देने के बाद, इसकी प्राप्ति निर्मित होगी, जिसमें एसआरएन होगा। इस प्रपत्र की भावी ट्रैकिंग के लिए कृपया इन एसआरएन विवरणों को लिख लें।
- उपयुक्त रूप से भरे गए प्रपत्र नं. आईईपीएफ-५ का तथा प्रपत्र अपलोड करने के बाद जारी हुई प्राप्ति का प्रिंटआउट ले लें।

iv) क्षतिपूर्ति बंध-पत्र (इडेम्नीटी बाँड) की मूल प्रति, प्राप्ति की प्रति एवं स्व-प्रमाणित ई-प्रपत्र प्रति को प्रपत्र नं. आईईपीएफ-५ और आईईपीएफ नियमों में उल्लेखित अन्य दस्तावेजों के साथ कंपनी के नोडल अधिकारी के पास उसके पंजीकृत कार्यालय में जमा करवाएँ, जिसके लिफाफे पर 'आईईपीएफ प्राधिकरण से धन-वापसी के लिए दावा / आईईपीएफ से शेयरों के लिए दावा', जैसा भी मामला हो, लिखा होना चाहिए। कृपया यह ध्यान रखें कि धन-वापसी की प्रक्रिया शुरू करने के लिए कंपनी के पास दस्तावेज़ जमा करना अनिवार्य है।

v) हर प्रकार से परिपूर्ण दावा प्रपत्रों को संबंधित कंपनी द्वारा सत्यापित किया जाएगा और कंपनी के सत्यापन प्रतिवेदन के आधार पर आईईपीएफ प्राधिकरण द्वारा दावाकर्ता के आधार-संबद्ध बैंक खाते में इलेक्ट्रॉनिक ट्रांसफर के माध्यम से धन-वापसी जमा कर दी जाएगी और/या शेयरों को दावाकर्ता के डीमेट खाते में जमा कर दिया जाएगा, जैसा भी मामला हो।

vi) आईईपीएफ धन-वापसी प्रक्रिया के लिए कंपनी के नोडल अधिकारी हैं श्री अजय नागले, विभाग प्रमुख-वैधानिक (एवं कंपनी सचिव)।

डी) दावा-रहित शेयर

अनुसूची VI 'दावा-रहित शेयरों के साथ व्यवहार का तरीका' के साथ पठित, सेबी सूचीकरण विनियमों के विनियम ३९(४) के अंतर्गत कंपनियों को ऐसे शेयरों को, जो डाक प्राधिकरणों द्वारा 'अनडिलिबर्ड' के रूप में वापस आ गए हैं, अभौतिक (डीमटेरियलाइज्ड) करने और इन शेयरों को एक 'दावा-रहित संशय खाता' में, जिसे किसी भी डिपॉज़िटरी, यानी नेशनल सिक्योरिटीज़ डिपॉज़िटरी लिमिटेड (एनएसडीएल) या सेन्ट्रल डिपॉज़िटरी सर्विसेस (इंडिया) लि. (सीडीएसएल) में से किसी के साथ भी खोला जाना चाहिए, धारित रखने के निर्देश दिए गए हैं।

ऐसे शेयरों पर सभी प्रकार के कॉर्पोरेट लाभ, यानी बोनस, लाभांश, आदि को सात (७) वर्ष की अवधि तक लागू अनुसार दावा-रहित संशय खाते में जमा किया जाएगा और उसके बाद उन्हें निवेशक शिक्षण एवं सुरक्षा निधि प्राधिकरण (लेखा, लेखा परीक्षा, अंतरण एवं धन-वापसी) नियम, २०१६ (आईईपीएफ नियम), जो अधिनियम के अनुच्छेद १२४(६) के साथ पठित हैं, के प्रावधानों के अनुसार अंतरित कर दिया जाएगा।

सेबी सूचीकरण विनियमों की अनुसूची V के साथ पठित विनियम ३४(३) के तहत, सस्पेंस अकाउंट में शेयरों के विवरण निम्नानुसार हैं :

वर्ष के प्रारंभ में सस्पेंस अकाउंट में पड़े बकाया शेयरों एवं शेयरधारकों की समेकित संख्या	उन शेयरधारकों की संख्या, जिन्होंने वर्ष के दौरान सस्पेंस अकाउंट से शेयर अंतरित करने हेतु कंपनी से संपर्क किया है	उन शेयरधारकों की संख्या, जिनके शेयर वर्ष के दौरान सस्पेंस अकाउंट से अंतरित किए गए थे	वर्ष के समापन पर सस्पेंस अकाउंट में पड़े बकाया शेयरों एवं शेयरधारकों की समेकित संख्या	इन शेयरों पर वोटिंग अधिकार तब तक अवरुद्ध रहेंगे, जब तक ऐसे शेयरों के सही स्वामी द्वारा शेयरों का दावा नहीं किया जाता
शून्य	शून्य	शून्य	१४ शेयरधारकों की संख्या और ७,९४० इक्विटी शेयर	७,९४०

ट. शेयर पूँजी लेखा-परीक्षण का समाधान

सेबी द्वारा तय आवश्यकता के अनुसार, कंपनी की शेयर पूँजी का त्रैमासिक लेखा-परीक्षण एक स्वतंत्र बाह्य लेखा-परीक्षक द्वारा, जारीकृत एवं सूचीबद्ध पूँजी के साथ, भौतिक स्वरूप में धारित तथा एनएसडीएल, एवं सीडीएसएल के साथ स्वीकृत कुल शेयर पूँजी के समाधान को दृष्टिगत रखते हुए किया जाना चाहिए। इसके संबंध में लेखा परीक्षक का प्रमाण-पत्र बीएसई एवं एनएसई को जमा करा दिया गया है और इसे निदेशक मंडल के समक्ष भी रख दिया गया है।

ठ. ३१ मार्च, २०२२ को शेयरधारिता का वितरण :

सभी श्रेणियों में शेयरधारिता का वितरण :

श्रेणियाँ	३१ मार्च २०२२		३१ मार्च २०२१	
	शेयरों की संख्या	कुल पूँजी का %	शेयरों की संख्या	कुल पूँजी का %
प्रवर्तक और प्रवर्तक ग्रुप	७,२३,४२,२७८	६२.९८	७,२३,४२,२७८	६३.१६
म्युचुअल फंड्स	१,३२,११,०७५	११.५०	१,०७,९३,५५८	९.४२
एफआईआईज़	१,२२,२०,९३२	१०.६४	१,४२,३०,४२८	१२.४२
व्यक्ति (एचयूएफ सहित)	१,१७,१७,७५२	१०.२०	१,१०,२२,३६४	९.६२
न्यास	२१,३२,७३१	१.८६	२१,३५,१७९	१.८६
भारतीय निकाय निगम	१४,३३,५३०	१.२५	१५,३८,८६७	१.३४
एनआरआईज़ और ओसीबीज़	८,५५,६७८	०.७४	९,००,८६८	०.७९
वैकल्पिक निवेश निधि	१,९०,५७२	०.१७	१०,०२,५६७	०.८८
बीमा कंपनियाँ	४,१२,३७५	०.३६	१,६९,७९१	०.१५
आईईपीएफ	३,०३,८५१	०.२६	२,९९,१२९	०.२६
समाशोधन सदस्य	३५,९९४	०.०३	८३,५४८	०.०७
बैंक, एनबीएफसीज़ तथा एफआईज़	१७,३४६	०.०२	१७,४३०	०.०२
विदेशी नागरिक	-	-	६१२	०.००
कुल	११,४८,७४,११४	१००.००	११,४५,३६,६९९	१००.००

३१ मार्च, २०२२ को आकार श्रेणी के अनुसार शेयरधारिता का वितरण :

श्रेणियाँ	फोलीयों की संख्या	कुल शेयरधारकों का %	शेयरों की संख्या	कुल शेयरों का %
१ से १०००	७१०४१	९७.२२८६	३३,७२,२९६	२.९३५६
१००१ से २०००	८९२	१.२२०८	१२,९६,९२६	१.१२९०
२००१ से ३०००	३६४	०.४९८२	९,०८,७४४	०.७९११
३००१ से ४०००	१५६	०.२१३५	५,४८,३११	०.४७७३
४००१ से ५०००	९७	०.१३२८	४,४२,६७२	०.३८५४
५००१ से १००००	२१८	०.२९८४	१५,४३,५२०	१.३४३७
१०००१ और उससे अधिक	२९८	०.४०७९	१०,६७,६१,६४५	९२.९३७९
कुल	७३०६६	१००.००००	११,४८,७४,११४	१००.००००

ड. शेयरों का अभौतिकीकरण (डिमटेरियलाइज़ेशन) एवं तरलता

३१ मार्च, २०२२ को, कंपनी के ११,३३,०४,७९४ (९८.६४%) इक्विटी शेयर डिमटेरियलाइज़्ड स्वरूप में थे, जबकि ३१ मार्च, २०२१ को ११,२९,२२,०८४ (९८.५९%) इक्विटी शेयर डिमटेरियलाइज़्ड थे। ३१ मार्च, २०२२ को भौतिक एवं इलेक्ट्रॉनिक विधि में धारित शेयर नीचे बताए गए हैं :

	३१ मार्च २०२२ को स्थिति		३१ मार्च २०२१ को स्थिति		वित्तवर्ष २०२१-२२ के दौरान शुद्ध परिवर्तन	
	शेयरों की संख्या	कुल शेयरधारिता का %	शेयरों की संख्या	कुल शेयरधारिता का %	शेयरों की संख्या	कुल शेयरधारिता का %
भौतिक (ए)	१५,६९,३२०	१.३६	१६,१४,५३५	१.४१	(४५,२१५)	(०.०५)
डिमैट						
एनएसडीएल	११,००,८१,०९३	९५.८३	११,०५,९६,२२४	९६.५६	(५,१५,१३१)	(०.७३)
सीडीएसएल	३२,२३,७०९	२.८१	२३,२५,८६०	२.०३	८,९७,८४९	०.७८
कुल डिमैट (बी)	११,३३,०४,७९४	९८.६४	११,२९,२२,०८४	९८.५९	३,८२,७१०	०.०५
कुल (ए) + (बी)	११,४८,७४,११४	१००.००	११,४५,३६,६९९	१००.००	३,३७,४९५	-

ढ. बकाया वैश्विक डिपॉजिटरी रसीदें या अमेरिकी डिपॉजिटरी रसीदें या वारंट या किसी भी तरह के परिवर्तनीय इंस्ट्रूमेंट, परिवर्तन तारीख और इक्विटी पर संभावित प्रभाव: लागू नहीं

त. क्रेडिट रेटिंग

कंपनी ने आईसीआरए (इक्रा) लिमिटेड और क्रिसिल रेटिंग्स लिमिटेड से क्रेडिट रेटिंग्स प्राप्त की है। वित्तीय वर्ष २०२१-२२ के दौरान कंपनी की रेटिंग में चढ़ाव था, जिसके विवरण नीचे दिए गए हैं :

रेटिंग एजेंसी	डेट के विवरण	परिवर्तन के विवरण
आईसीआरए (इक्रा) लिमिटेड	लाइन ऑफ क्रेडिट (लाँग-टर्म)	[आईसीआरए] ए (स्थिर) से [आईसीआरए] ए+ (स्थिर) में अपग्रेड
	लाइन ऑफ क्रेडिट (शॉर्ट-टर्म)	[आईसीआरए] ए१ (स्थिर) के लिए पुनः पुष्टि
	नॉन-कंवर्टिबल डिबेंचर (एनसीडी)	*[आईसीआरए] ए (स्थिर) से [आईसीआरए] ए+ (स्थिर) में अपग्रेड करें
	शॉर्ट टर्म डेट	**क्रिसिल ए१+
क्रिसिल रेटिंग्स लिमिटेड	बैंक ऋण सुविधाएँ (दीर्घकालीन)	**क्रिसिल ए+ /विकासशील देखें
	बैंक ऋण सुविधाएँ (अल्पकालीन)	**क्रिसिल ए१+ /विकासशील देखें

* कंपनी द्वारा अपने एनसीडी के पूर्ण पुनर्भुगतान के परिणामस्वरूप रेटिंग वापस ले ली गई।

** समीक्षाधीन वर्ष के दौरान प्रदत्त।

थ. डिबेंचर ट्रस्टी

एक्सिस ट्रस्टी सर्विसेज लिमिटेड

द रुबी, दूसरी मंजिल, एसडब्ल्यू,

२९, सेनापती बापट मार्ग,

दादर (पश्चिम), मुंबई - ४०० ०२८

फोन नं. : +९१-२२-६२३००४५१

फैक्स : +९१-२२-६२३००७००

ई-मेल : debenturetrustee@axistrustee.com;

complaints@axistrustee.com

द. पत्र व्यवहार हेतु पता :

शेयरधारकों के समस्त पत्र लिंक इनटाइम इंडिया प्राइवेट लिमिटेड, कंपनी के रजिस्ट्रार व शेयर ट्रांसफर एजेंट या अनुपालन अधिकारी को भिजवाए जाने चाहिए, जिनके पते नीचे दिए गये हैं :

लिंक इनटाइम इंडिया प्राइवेट लिमिटेड

सी १०१, २४७ पार्क, एल बी एस मार्ग,
विक्रोली (पश्चिम),
मुंबई - ४०० ०८३.
फ़ोन : ०२२-४९९८ ६०००
फैक्स : ०२२-४९९८ ६०६०
ई-मेल : rnt.helpdesk@linkintime.co.in
वेबसाइट : www.linkintime.com

अजय नागले, अनुपालन अधिकारी

वैधानिक व सेक्रेटेरियल विभाग
बजाज इलेक्ट्रिकल्स लिमिटेड
४५/४७, वीर नरीमन रोड,
मुंबई - ४०० ००१.
फ़ोन : ०२२-६११० ७८०० / ६१४९ ७०००
ई-मेल : legal@bajajelectricals.com
वेबसाइट : www.bajajelectricals.com

ध. कारखानों / प्लांट्स की अवस्थिति :

चाकण इकाई	रांजनगांव इकाई	शिकोहाबाद इकाई:	परवानू इकाई	विंड फ़ार्म
ग्राम महालुंगे, चाकण, चाकण-तलेगांव मार्ग, तालुका : खेड, जिला : पुणे, महाराष्ट्र - ४१० ५०१.	एमआईडीसी-रांजनगांव, ग्राम : ढोकसांगवी, तालुका : शिरूर, जिला : पुणे, महाराष्ट्र-४१२ २१०.	शिकोहाबाद, फ़िरोजाबाद, उत्तर प्रदेश - २०५ १४१.	प्लाट सं. ४६-४८, सेक्टर - ५, परवानू, सोलन, हिमाचल प्रदेश - १७३ २२०.	ग्राम : वंकुसावडे तालुका : पाटण, जिला : सातारा, महाराष्ट्र-४१५ २०६.

Independent Auditor's Report

To the Members of **Bajaj Electricals Limited**

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

We have audited the accompanying standalone financial statements of Bajaj Electricals Limited ("the Company"), which comprise the Balance sheet as at March 31 2022, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the

'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2022. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Key audit matters**How our audit addressed the key audit matters****(a) A. Cost to complete estimates in the EPC business segment (Refer Note 1D(3) of the standalone financial statements)**

Revenue from construction contracts is recognised based on the stage of completion determined with reference to the actual costs incurred up to reporting date on the construction contract and the estimated cost to complete the project. Cost estimates involves judgments including those relating to cost escalations; assessment of related contract risks and their financial estimation; scope of deliveries and services required for fulfilling the contractually defined obligations and expected delays, if any.

Accordingly, cost to complete estimates have been considered as a key audit matter.

Our audit procedures included the following:

- Performed procedures to test the design and operating effectiveness of controls relating to cost estimation;
- Selected projects by applying audit sampling techniques and examined whether the cost estimates for these projects are in line with the supplier quotations obtained by the management and other internal estimates where latest supplier quotations are not available.

Key audit matters	How our audit addressed the key audit matters
	<ul style="list-style-type: none"> Examined whether the future supply quantities in the selected projects are in line with the contractual Bill of Quantities (BOQ) / survey conducted by the management. Further, also performed audit tests in respect of erection and other overhead costs considered in the selected projects. Examined the contingencies identified by the management in these selected projects and corroborated the same with internal / external evidence available with the management. Examined project contractual terms and customer correspondences for the selected projects, to determine any adjustments to be considered to the project margins. Assessed management impact on account of COVID-19 on potential delays and cost increases.
<p>B. Impairment allowance on trade receivables pertaining to operationally closed projects in Power Distribution (PD) and Transmission Line Tower (TLT) business (Refer Note 1D(2) and Note 6 of the standalone financial statements)</p> <p>As at March 31, 2022, trade receivables of ₹ 47,814.22 lakhs (net of impairment allowance of ₹ 3,872.35 lakhs) related to amounts collectible in respect of operationally closed projects in the PD and TLT business.</p> <p>In determining whether an impairment allowance is required, the management takes into consideration the ageing status and likelihood of collection based on contractual terms, past experience, customer correspondences etc. Based on such assessment, specific allowances are made for receivables that are unlikely to be collected.</p> <p>Due to the involvement of management's judgement and materiality of the amounts involved, we have considered the same as a key audit matter.</p>	<p>Our audit procedures included the following</p> <ul style="list-style-type: none"> Obtained management's assessment of recoverability of receivables from operationally closed projects. Discussed with the business heads in the PD and TLT business on the steps taken by them for recovery of the amounts, including discussions with customers during the period under audit. For samples, assessed whether the rationale behind the management's judgment in determining the impairment provisions are in line with the customer correspondences (including any disputes), material reconciliations (where done during the year) and post year end payments.
<p>C. Impairment of investment and recoverability of advances to subsidiaries and recognition of liability for guarantee given for loans taken by the subsidiaries (Refer Notes 5.1, 5.2, 7, 10, 14 and 40a(x) of the standalone financial statements)</p> <p>As at March 31, 2022, the Company has the following exposure in respect of Starlite Lighting Limited ('SLL') and Nirlep Appliances Private Limited ('NAPL'), other than those provided for in the books: -</p> <p>Investment of ₹ 10,325.17 lakhs Trade advances of ₹ 4,134.42 lakhs Loans of ₹ 38,662.00 lakhs</p> <p>Financial guarantee given by the Holding Company for loans taken by SLL and NAPL from the banks (outstanding balance of ₹ 2,033.39 lakhs to the extent of borrowings as at March 31, 2022)</p> <p>SLL and NAPL has been making losses over the past years. Management has performed a fair value assessment by forecasting and discounting future cash flows which involve significant estimates and judgment and determined that: -</p> <ul style="list-style-type: none"> No impairment is required to be recorded for the year ended March 31, 2022 No liability is probable on the financial guarantee given by the Company for loans taken by SLL and NAPL. <p>Considering the judgments / estimates as discussed above, it has been determined as a key audit matter.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> Obtained management's future cash flow forecasts (including COVID 19 considerations) along with the discounted cash flow working for subsidiaries and tested the mathematical accuracy of the underlying calculations. Compared historical actual results to those budgeted and inquired with management on the reasons for significant deviations, to assess the quality of management's forecasts. Assessed the key assumptions used in the fair value assessment, comprising sales growth rates with reference to the contractual arrangements, EBITDA margin perpetual growth rate and discount rates. Examined the valuation report obtained by the management from external valuation specialists. Also, examined the objectivity and competence of the specialists involved. Assessed the sensitivity analysis of key assumptions used, including management assessment on the impact on change in assumptions.

Key audit matters

D. Timing of revenue recognition for Consumer Product business (Refer Notes 1B(2)(1) and 24 of the standalone Ind AS financial statements)

Revenue from contracts with customers is recognised upon transfer of control of promised goods and is measured at the fair value of the consideration received or receivable, net of returns, schemes and rebates, based on contractually defined terms.

The timing of transfer of control in case of sales to distributors is basis the arrangements including delivery specifications and incoterms, payment terms and ability of customers to return the goods if unsold in the market which create complexity and judgment in determining the timing of recognition of revenues.

The risk is, therefore, that revenue is not recognized in the correct period and accordingly, it was determined to be a key audit matter in our audit of the standalone Ind AS financial statements.

Audit procedures included the following:

- Assessed the Company's revenue recognition policy and its compliance in terms of Ind AS 115 'Revenue from contracts with customers'.
- Assessed the design and tested the operating effectiveness of internal financial controls related to timing of revenue recognition.
- For sample customers, obtained and assessed the arrangements with the Company and impact on revenue recognition including their payment terms and right to returns
- Performed sample tests of individual sales transaction based on sales invoices and other related documents. In respect of the samples selected, tested the timing of revenue recognition in accordance with Ind AS 115.
- Selected sample of sales transactions made pre- and post-year end, agreed the period of revenue recognition to underlying documents and the terms of sale.
- Performed analytical procedures on sales and sales return trend
- For sample customer balances, obtained direct confirmation and tested the reconciliations if any

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

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

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

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

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

Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial

statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2022 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
- As required by Section 143(3) of the Act, we report that:
 - 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;
 - 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;

- The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;
- With respect to the adequacy of the internal financial controls with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
- In our opinion, the managerial remuneration for the year ended March 31, 2022 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- 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:
 - The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 40 to the standalone financial /statements;
 - 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 40 to the standalone financial statements;
 - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company
 - a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested

(either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

- As stated in note 17 to the standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per **Vikram Mehta**
Partner
Membership Number: 105938
UDIN: 22105938AJBYDK2427
Mumbai, May 17, 2022

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF BAJAJ ELECTRICALS LIMITED

Referred to in Paragraph 1 under the hearing "Report on other legal and regulatory requirements" of our report of even date:

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

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment
- (i) (a) (B) The Company has maintained proper records showing full particulars of Intangible assets
- (i) (b) All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noted on such verification.
- (i) (c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease arrangement are duly executed in favour of the lessee) are in held in the name of the Company.

- (i) (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2022.
- (i) (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion the coverage and the procedure of such verification by the management is appropriate. Discrepancies on such physical verification were less than 10% in aggregate for each class of inventory and have been properly dealt with in the books of account.
- (ii) (b) As disclosed in note 18 to the standalone financial statements, the Company has been sanctioned working capital limits in excess of. ₹ five crores in aggregate from banks during the year on the basis of security of current assets of the Company. Based on the records examined by us in the normal course of audit of the financial statements, the quarterly returns/statements filed by the Company with such banks and financial institutions are in agreement with the books of accounts of the Company.

- (iii) (a) During the year the Company has provided loans, advances in the nature of loans and stood guarantee to companies as follows:

	Amount in ₹ in lakhs			
	Guarantees	Security	Loans	Advances in nature of loans
Aggregate amount granted/ provided during the year - Subsidiaries	Nil	Nil	29,932.00	10,410.00
Aggregate amount granted/ provided during the year - Associates	Nil	Nil	10.00	Nil
Balance outstanding as at balance sheet date in respect of above cases - Subsidiaries	7,200.00	Nil	38,942.00	4,134.42
Balance outstanding as at balance sheet date in respect of above cases - Associates	Nil	Nil	10,00	Nil

- (iii) (b) During the year the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans, investments and guarantees to companies are not prejudicial to the Company's interest.

- (iii) (c) In respect of loans and / or advance in the nature of loans granted to companies, the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular except in the following cases:

Name of the Entity	Amount in ₹ in lakhs	Due date	Extent of delay
Starlite Lighting Limited- Advances in nature of loan	2,711.28	Various dates	43-1,758 days
Nirlep Appliances Private Limited – Advances in nature of loan	3,036.61	Various dates	3-139 days

- (iii) (d) The following amounts are overdue for more than ninety days from companies to whom loan has been granted during the year, and reasonable steps have been taken by the Company for recovery of the overdue amount of principal and interest.

Name of the Entity	Number of Cases	Amount in ₹ in lakhs		
		Principal Amount Overdue	Interest Overdue	Total Overdue
Starlite Lighting Limited- Advances in nature of loan	6	933.19	Nil	933.19
Nirlep Appliances Private Limited – Advances in nature of loan	8	1,400.00	Nil	1,400.00

- (iii) (e) There were no loans or advance in the nature of loan granted to companies which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- (iii) (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- (iv) Loans, investments, guarantees and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable have been complied with by the Company.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture of its products, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including goods and service tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year-end, for a period of more than six months from the date they become payable.
- (vii) (b) The dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues have not been deposited on account of any dispute, are as follows:

Matter	Year	Forum where dispute is pending (Amount in ₹ in lakhs)				
		Dy. Commissioner / Commissioner / Jt. Commissioner Appeals	Appellate/ Revision	Tribunal	High court	Total*
Entry Tax	2010-13	1.15	-	-	-	1.15
Entry Tax	2015-16	1.70	-	-	-	1.70
Sales tax	2001-02	122.19	-	-	-	122.19
Sales tax	2005-06	37.80	-	-	-	5.13
Sales tax	2006-07	-	-	8.19	-	8.19
Sales tax	2007-08	24.33	-	-	-	36.29

Matter	Year	Forum where dispute is pending (Amount in ₹ in lakhs)				
		Dy. Commissioner / Commissioner / Jt. Commissioner Appeals	Appellate/ Revision	Tribunal	High court	Total*
Sales tax	2008-09	0.81	-	-	-	0.81
Sales tax	2009-10	13.77	-	-	-	13.77
Sales tax	2010-11	18.98	-	-	-	18.98
Sales tax	2010-12	-	-	-	6.40	6.40
Sales tax	2011-12	0.62	-	-	-	0.62
Sales tax	2012-13	14.90	-	267.83	41.96	324.69
Sales tax	2013-14	458.35	-	-	-	462.54
Sales tax	2013-15	-	-	846.97	-	846.97
Sales tax	2014-15	207.64	19.38	-	-	228.00
Sales tax	2015-16	188.50	87.40	10.79	-	286.69
Sales tax	2016-17	1,158.13	-	-	-	1,158.13
Sales tax	2017-18	595.07	-	-	-	595.07
Service Tax	2005-10	139.14	-	-	-	139.14
Customs	2016-17	-	-	15.49	-	15.49
Income Tax	2012-13	30.00	-	-	-	30.00
Income Tax	2012-13	2,829.34	-	-	-	2,829.34
Income Tax	2015-16	1,051.60	-	-	-	1,051.60
Total		6,894.02	106.78	1,149.27	48.36	8,198.43

*The unpaid amount mentioned above is net of ₹ 1,403.29 lakhs paid under protest

- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (ix) (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (ix) (c) The Company did not raise any money under any term loans during the year hence, the requirement to report on clause (ix)(c) of the Order is not applicable to the Company.
- (ix) (d) On an overall examination of the standalone financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (ix) (e) On an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (ix) (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (x) (b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) No fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
- (xi) (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor/ secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (xi) (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.

(xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the standalone financial statements, as required by the applicable accounting standards.

(xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.

(xiv) (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

(xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

(xvi) (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.

(xvi) (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

(xvi) (d) In our opinion, and according to the information and explanation given to us, in the group (in accordance with Core Investment Companies (Reserve Bank) Directions, 2016) there are 16 companies forming part of the promoter/promoter group of the Company which are CICs (These are unregistered CICs as per Para 9.1 of Notification No. RBI/2020-21/24 dated 13th August 2020 of the Reserve Bank of India).

(xvii) The Company has not incurred cash losses in the current financial year. The Company has not incurred cash losses in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) On the basis of the financial ratios disclosed in note 46 to the standalone financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 43 to the standalone financial statements.

(xx) (b) All amounts that are unspent under section (5) of section 135 of Companies Act, pursuant to any ongoing project, has been transferred to special account in compliance of with provisions of sub section (6) of section 135 of the said Act. This matter has been disclosed in note 43 to the standalone financial statements.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per **Vikram Mehta**
Partner
Membership Number: 105938
UDIN: 22105938AJBYDK2427
Mumbai, May 17, 2022

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF BAJAJ ELECTRICALS LIMITED

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 with reference to standalone financial statements of Bajaj Electricals Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone financial statements 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, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. 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 with reference to these standalone financial statements 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

with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these standalone financial statements.

Meaning of Internal Financial Controls With Reference to these Standalone Financial Statements

A company's internal financial controls with reference to standalone financial statements 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 controls with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, 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 with reference to standalone financial

statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements 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, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2022, based on the internal control over financial

reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per **Vikram Mehta**
Partner
Membership Number: 105938
UDIN: 22105938AJBYDK2427
Mumbai, May 17, 2022

Standalone Balance Sheet

as at 31st March 2022

(₹ in Lakhs)

Particulars	Notes	As at 31-Mar-22	As at 31-Mar-21
ASSETS			
Non-Current Assets			
Property, plant and equipment	2	22,197.20	27,146.60
Capital work in progress	2	2,810.51	1,002.01
Right-of-use assets	3	6,855.68	6,123.05
Intangible assets	4	114.90	213.01
Intangible assets under development	4	1,546.59	781.50
Investment properties	4.1	13,077.04	12,600.00
Investments in subsidiaries and associate	5.1	10,375.17	3,315.32
Financial Assets			
i) Investments	5.2	489.73	469.74
ii) Trade receivables	6	22,109.94	40,470.53
iii) Loans	7	37,684.35	11,144.74
iv) Other financial assets	8	2,567.56	2,946.14
Deferred tax assets (net)	9	545.69	5,249.35
Non-current tax assets (net)		10,620.92	7,560.12
Other non-current assets	10	13,250.84	10,994.42
Total Non-Current Assets		1,44,246.12	1,30,016.53
Current Assets			
Inventories	11	94,519.22	97,104.86
Financial Assets			
i) Trade receivables	6	1,12,924.96	1,51,150.52
ii) Cash and cash equivalents	12	11,781.85	4,562.91
iii) Bank balances other than (ii) above	12	2,352.64	1,592.54
iv) Loans	7	1,000.84	1.02
v) Other current financial assets	13	365.47	389.60
Other current assets	14	27,084.61	33,042.96
Contract assets	41	5,344.34	6,861.30
		2,55,373.93	2,94,705.71
Assets classified as held for sale	15	1,719.41	287.02
Total Current Assets		2,57,093.34	2,94,992.73
Total Assets		4,01,339.46	4,25,009.26
EQUITY & LIABILITIES			
Equity			
Equity share capital	16	2,297.48	2,290.73
Other Equity	17	1,76,163.40	1,58,182.54
Total Equity		1,78,460.88	1,60,473.27
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
i) Borrowings	18	1,183.32	2,457.61
ia) Lease liabilities	3	3,035.04	2,210.59
ii) Other financial liabilities	19	16.36	84.37
Provisions	20	2,254.73	2,094.64
Employee benefit obligations	21	5,947.41	6,764.10
Total Non-Current Liabilities		12,436.86	13,611.31
Current Liabilities			
Financial Liabilities			
i) Borrowings	18	1,274.29	43,915.55
ia) Lease liabilities	3	1,552.76	1,652.70
ii) Trade payables	22		
Total Outstanding dues of micro enterprises & small enterprises		6,719.74	10,977.22
Total Outstanding dues of other than micro enterprises & small enterprises		1,14,520.47	83,434.13
iii) Other current financial liabilities	19	45,906.62	53,691.39
Provisions	20	7,758.24	8,966.27
Employee benefit obligations	21	899.31	1,183.04
Current tax liabilities (net)		1,701.23	2,382.58
Contract liabilities	41	9,117.44	20,545.95
Other current liabilities	23	20,991.62	24,175.85
Total Current Liabilities		2,10,441.72	2,50,924.68
Total Liabilities		2,22,878.58	2,64,535.99
Total Equity & Liabilities		4,01,339.46	4,25,009.26
Summary of significant accounting policies	1B		
The accompanying notes are an integral part of the Standalone Financial Statements			

As per our report attached of even date
For **S R B C & CO LLP**
ICAI Firm Registration No. 324982E/E300003
Chartered Accountants

per **Vikram Mehta**
Partner
Membership No.105938
Mumbai, May 17, 2022

EC Prasad
Chief Financial Officer

Ajay Nagle
Legal & Company Secretary

For and on behalf of the Board of directors
of **Bajaj Electricals Limited**

Shekhar Bajaj
Chairman & Managing Director
DIN: 00089358

Anuj Poddar
Executive Director
DIN: 01908009

Shailesh Haribhakti
Chairman - Audit Committee
DIN: 00007347

Statement of Standalone Profit and Loss

for the year ended 31st March 2022

(₹ in Lakhs)

Particulars	Notes	For the year ended 31-Mar-22	For the year ended 31-Mar-21
Income:			
Revenue from operations	24	4,77,034.57	4,57,306.34
Other income	25	10,125.01	7,268.64
Total Income		4,87,159.58	4,64,574.98
Expenses:			
Cost of raw materials consumed	26	39,319.65	29,378.51
Purchases of traded goods		2,89,805.51	2,97,245.53
Changes in inventories of work-in-progress, finished goods, traded goods	26	2,154.77	(26,970.43)
Erection & subcontracting expenses	27	13,388.60	24,368.64
Employee benefit expenses	28	38,435.59	38,827.79
Depreciation and amortisation expense	29	5,674.90	6,926.12
Other expenses	30	71,217.70	64,302.09
Finance cost	31	5,292.58	7,555.16
Total Expenses		4,65,289.30	4,41,633.41
Profit before exceptional items and tax		21,870.28	22,941.57
Exceptional Items	44, 45	1,322.69	(1,176.12)
Profit before tax		20,547.59	24,117.69
Income tax expense:			
Current tax	32	5,045.56	4,761.14
Deferred tax	9	641.55	992.45
Adjustment of tax relating to earlier periods	32	(489.34)	-
Total tax expenses		5,197.77	5,753.59
Profit for the year		15,349.82	18,364.10
Other comprehensive (income) / loss			
Items that will be reclassified to profit and loss in subsequent periods			
Cash flow hedge reserve	35c	(51.20)	-
Tax impacts on above		12.89	-
Items that will not be reclassified to profit and loss in subsequent periods			
Remeasurement (gains)/losses on defined benefit plans	21	(720.80)	(928.22)
Tax impacts on above	9	181.41	233.61
Gain on bargain purchase on demerger	44	-	(165.18)
Other comprehensive income net of tax		(577.70)	(859.79)
Total Comprehensive Income net of tax		15,927.52	19,223.89
Earnings per equity share before exceptional items (face value per share ₹ 2)	39		
Basic		14.25	15.05
Diluted		14.19	15.00
Earnings per equity share after exceptional items (face value per share ₹ 2)	39		
Basic		13.38	16.08
Diluted		13.33	16.02
Summary of significant accounting policies	1B		
The accompanying notes are an integral part of the Standalone Financial Statements			

As per our report attached of even date
For **S R B C & CO LLP**
ICAI Firm Registration No. 324982E/E300003
Chartered Accountants

per **Vikram Mehta**
Partner
Membership No.105938
Mumbai, May 17, 2022

EC Prasad
Chief Financial Officer

Ajay Nagle
Legal & Company Secretary

For and on behalf of the Board of directors
of **Bajaj Electricals Limited**

Shekhar Bajaj
Chairman & Managing Director
DIN: 00089358

Anuj Poddar
Executive Director
DIN: 01908009

Shailesh Haribhakti
Chairman - Audit Committee
DIN: 00007347

Standalone Statement of changes in equity for the year ended 31st March 2022

A. Equity share capital (Note 16)

Particulars	₹ In Lakhs)	
	Year Ended 31st March 2022	Year Ended 31st March 2021
Equity shares of ₹ 2 each issued, subscribed and fully paid-up		
At the beginning of the year	2,290.73	2,275.35
Issue of equity share capital during the year	6.75	15.38
At the end of the year	2,297.48	2,290.73

B. Other equity (Note 17)

Particulars	Reserves and surplus										Total
	Others	Share Application Money Pending Allotment	Effective Portion of Cashflow Hedges	Securities premium reserve	Debt Redemption Reserve	Shares Option Outstanding	General Reserve	Retained earnings*	Capital Redemption Reserve	Capital Reserve	
Balance as at 31st March 2021	12.51	-	63,391.97	3,750.00	1,181.39	45,967.75	43,568.03	135.71	175.18	1,58,182.54	
Profit for the year	-	-	-	-	-	-	15,349.82	-	-	15,349.82	
Other comprehensive income	-	38.31	-	-	-	-	539.39	-	-	577.70	
Total	12.51	38.31	63,391.97	3,750.00	1,181.39	45,967.75	59,457.24	135.71	175.18	1,74,110.06	
Exercise of share options	-	-	1,435.02	-	-	-	-	-	-	1,435.02	
Exercise of options - transferred from shares options outstanding account	-	-	529.14	-	(529.14)	-	-	-	-	-	
Employee stock option expense for the year	-	-	-	-	580.85	-	-	-	-	580.85	
Transferred from share options outstanding account on lapse of vested options	-	-	-	-	(34.54)	-	34.54	-	-	-	
Transfer from Debt redemption reserve to retained earnings	-	-	-	(3,750.00)	-	-	3,750.00	-	-	-	
Issue of share capital	(12.51)	-	-	-	-	-	-	-	-	(12.51)	
Charge for the year	-	49.98	-	-	-	-	-	-	-	49.98	
Balance at 31st March 2022	-	88.29	65,356.13	-	1,198.56	45,967.75	63,241.78	135.71	175.18	1,76,163.40	

* Retained earnings includes revaluation reserve of ₹ 808.60 lakhs subsumed during transition to Ind AS

Standalone Statement of changes in equity for the year ended 31st March 2022

B. Other equity (Note 17)

Particulars	Reserves and surplus										Total
	Others	Share Application Money Pending Allotment	Effective Portion of Cashflow Hedges	Securities premium reserve	Debt Redemption Reserve	Shares Option Outstanding	General Reserve	Retained earnings*	Capital Redemption Reserve	Capital Reserve	
Balance as at 31st March 2020	0.02	-	60,139.79	4,625.00	1,261.09	43,256.34	26,223.02	135.71	10.00	1,35,650.97	
Profit for the year	-	-	-	-	-	-	18,364.10	-	-	18,364.10	
Other comprehensive income	-	-	-	-	-	-	694.61	-	-	859.79	
Total	0.02	-	60,139.79	4,625.00	1,261.09	43,256.34	45,281.73	135.71	175.18	1,54,874.86	
Exercise of share options	-	-	1,030.84	-	-	-	-	-	-	1,030.84	
Exercise of options - transferred from shares options outstanding account	-	-	378.98	-	(378.98)	-	-	-	-	-	
Securities premium proceeds received on issue of equity shares	-	-	0.05	-	-	-	-	-	-	0.05	
Securities premium on issue of shares on demerger (refer note 44)	-	-	1,842.31	-	-	-	-	-	-	1,842.31	
Employee stock option expense for the year	-	-	-	-	421.99	-	-	-	-	421.99	
Transferred from share options outstanding account on lapse of vested options	-	-	-	-	(122.71)	-	122.71	-	-	-	
Issue of share capital	12.49	-	-	-	-	-	-	-	-	12.49	
Transfer from Debt redemption reserve to general reserve	-	-	-	(875.00)	-	-	875.00	-	-	(0.00)	
Transfer from Retained Earnings to General Reserve	-	-	-	-	-	-	1,836.41	-	-	1,836.41	
Balance as at 31st March 2021	12.51	-	63,391.97	3,750.00	1,181.39	45,967.75	43,568.03	135.71	175.18	1,58,182.54	

* Retained earnings includes revaluation reserve of ₹ 808.60 lakhs subsumed during transition to Ind AS

Summary of significant accounting policies (Note 1B)

The accompanying notes are an integral part of the Standalone Financial Statements

As per our report attached of even date

For **S R B C & CO LLP**

ICAI Firm Registration No. 324982/E300003

Chartered Accountants

per Vikram Mehta
Partner
Membership No. 105938
Mumbai, May 17, 2022

EC Prasad
Chief Financial Officer

Ajay Nagle
Legal & Company Secretary

For and on behalf of the Board of directors
of **Bajaj Electricals Limited**

Shekhar Bajaj
Chairman & Managing Director
DIN: 00089358

Anuj Poddar
Executive Director
DIN: 01908009

Shailesh Haribhakti
Chairman - Audit Committee
DIN: 00007347

Standalone Cash Flow Statement

for the year ended 31st March 2022

Particulars	(₹ in Lakhs)	
	Year ended 31-Mar-22	Year ended 31-Mar-21
Cash flow from operating activities		
Profit before income tax	20,547.59	24,117.69
Adjustments for:		
Depreciation and amortisation expense	5,674.90	6,926.12
Employee share-based payment expense	580.85	421.99
Gain on disposal of property, plant and equipment (net)	(484.23)	(2,256.81)
Measurement of financial assets held at fair value through Profit or Loss	(19.99)	(117.00)
Measurement of financial assets and liabilities held at amortised cost	(59.05)	(229.10)
Measurement of provisions at fair value	(354.49)	(341.47)
Derecognition of investment in associate pursuant to merger	-	(1,176.12)
Impairment of property, plant & equipment	850.65	-
Finance costs	5,292.58	7,555.16
Interest income	(4,237.15)	(2,264.88)
Impairment allowance for doubtful debts & advances (net of write back)	(1,785.00)	(1,224.30)
Bad debts and other irrecoverable debit balances written off	971.96	3,016.36
	26,978.62	34,427.64
Change in operating assets and liabilities:		
(Increase)/decrease in trade receivables (current & non-current)	57,702.76	60,429.51
(Increase)/decrease in financial and other assets (current & non-current)	3,697.39	(383.72)
(Increase)/decrease in inventories	2,585.64	(27,259.99)
Increase/(decrease) in trade payables, provisions, employee benefit obligations, other financial liabilities and other liabilities (current & non-current)	7,049.52	(89.01)
Cash generated from operations	98,013.93	67,124.43
Income taxes paid (net of refunds)	(4,430.57)	(1,157.26)
Net cash inflow from operating activities	93,583.36	65,967.17
Cash flows from investing activities		
Purchase of property, plant and equipment including capital work in progress and capital advances	(4,975.59)	(2,145.70)
Purchase of intangible assets including intangible assets under development	(796.44)	(818.55)
Proceeds from sale of property, plant and equipment including advances received	2,386.20	1,983.45
Loans and advances given to subsidiary, associate and joint venture	(40,352.00)	(8,698.19)
Loans and advances repaid by subsidiary, associate and joint venture	14,394.95	-
Purchase of equity shares of subsidiary	(7,059.85)	-
Investment in bank deposits	(773.19)	(2,219.20)
Interest received	4,101.68	848.18
Net cash used in investing activities	(33,074.24)	(11,050.01)
Cash flows from financing activities		
Proceeds from issues of shares	1,429.26	1,049.33
Proceeds from borrowings	-	1,724.44
Repayment of borrowings	(43,915.55)	(53,880.51)
Payment of principal portion of lease liabilities	(1,781.51)	(2,708.53)
Interest paid on lease liabilities	(378.00)	(944.00)
Interest paid on borrowings	(8,644.38)	(5,759.57)
Net cash used in financing activities	(53,290.18)	(60,518.84)
Net increase / (decrease) in cash and cash equivalents	7,218.94	(5,601.68)
Cash and cash equivalents at the beginning of the financial year	4,562.91	10,160.64
Acquired on demerger of Hind Lamps Limited (refer note 44)	-	3.95
Cash and cash equivalents at the end of the year (refer note 12)	11,781.85	4,562.91

Standalone Cash Flow Statement

for the year ended 31st March 2022

Change in liability arising from financing activities	(₹ in Lakhs)	
	Year ended 31-Mar-22	Year ended 31-Mar-21
Borrowings as on the beginning of the year	46,373.16	95,715.22
Proceeds from borrowings *	-	1,724.44
Repayment of borrowings	(43,915.55)	(53,880.51)
Acquired on demerger of Hind Lamps Limited (refer note 44)	-	2,775.55
Foreign exchange movement	-	38.46
Borrowings as on the end of the year	2,457.61	46,373.16

* Proceeds from borrowings includes ₹ NIL towards borrowings.

Summary of significant accounting policies (Note 1B)

The accompanying notes are an integral part of the Standalone Financial Statements

As per our report attached of even date

For **S R B C & CO LLP**

ICAI Firm Registration No. 324982E/E300003

Chartered Accountants

For and on behalf of the Board of directors
of **Bajaj Electricals Limited****Shekhar Bajaj**

Chairman & Managing Director

DIN: 00089358

EC Prasad

Chief Financial Officer

Anuj Poddar

Executive Director

DIN: 01908009

Ajay Nagle

Legal & Company Secretary

Shailesh Haribhakti

Chairman - Audit Committee

DIN: 00007347

per Vikram Mehta

Partner

Membership No.105938

Mumbai, May 17, 2022

Notes to standalone financial statements

for the year ended 31st March, 2022

Note : 1

1A GENERAL INFORMATION.

Bajaj Electricals Limited ('the Company') is an existing public limited company incorporated on 14th July 1938 under the provisions of the Indian Companies Act, 1913 and deemed to exist within the purview of the Companies Act, 2013, having its registered office at 45/47, Veer Nariman Road, Mumbai-400 001. The Company deals in Consumer Segments (CP) (which includes appliances, fan and consumer lighting products). The Company also deals in Engineering and projects (EPC) (which includes transmission line towers, power distribution and Illumination Projects). The equity shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). The standalone financial statements are presented in Indian Rupee (INR).

The standalone financial statements have been recommended for approval by the audit committee and is approved and adopted by their Board in their meeting held in Mumbai on 17th May, 2022.

1B SIGNIFICANT ACCOUNTING POLICIES

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

1 Basis of preparation

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (hereinafter referred to as Ind AS) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

The standalone financial statements are prepared under the historical cost convention except for the following:

- certain financial assets and liabilities (including derivative instruments) that are measured at fair value;
- assets held for sale which are measured at lower of carrying value and fair value less cost to sell;
- defined benefit plans where plan assets are measured at fair value; and
- share-based payments at fair value as on the grant date of options given to employees.

Estimates, judgements and assumptions used in the preparation of the standalone financial statements and disclosures are based upon management's evaluation of the relevant facts and circumstances as of the date of the standalone financial statements, which may differ from the actual results at a subsequent date. The critical estimates, judgements and assumptions are presented in Note no. 1D.

The Company presents assets and liabilities in the balance sheet based on current / non-current classification. Deferred tax assets and liabilities are classified as non-current.

The Company has prepared the standalone financial statements on the basis that it will continue to operate as a going concern.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is due to be settled within twelve months after 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

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

2 Revenue from contract with customers:

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in

Notes to standalone financial statements

for the year ended 31st March, 2022

exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

The recognition criteria for sale of products and construction contracts is described below

(1) Sale of products

Revenue from sale of products is recognized at the point in time when control of the asset is transferred to the customer, generally on delivery of the product to the customer's destination. The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated (e.g. customer loyalty points and warranties). In determining the transaction price for the sale of product, the Company considers the effects of variable consideration, the existence of significant financing components, and consideration payable to the customer (if any).

The Company provides volume rebates to certain customers once the quantity of products purchased during the period exceeds a threshold specified in the contract. Rebates are offset against amounts payable by the customer. To estimate the variable consideration for the expected future rebates, the Company applies the most likely amount method. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract.

Generally, the Company receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

The Company has a loyalty points program, "Retailer Bonding Program", which allows customers to accumulate points that can be redeemed for free products. The loyalty points give rise to a separate performance obligation as they provide a material right to the customer. A portion of the transaction price is allocated to the loyalty points awarded to customers based on relative stand-alone selling

price and recognized as deferred revenue until the points are redeemed. Revenue is recognized upon redemption of products by the customer. When estimating the stand-alone selling price of the loyalty points, the Company considers the likelihood that the customer will redeem the points. The Company updates its estimates of the points that will be redeemed on a quarterly basis and any adjustments to the deferred revenue are charged against revenue.

The Company provides a warranty beyond fixing defects that existed at the time of sale. These service-type warranties are bundled together with the sale of products. Contracts for bundled sales of products and a service-type warranty comprise two performance obligations because the product and service-type warranty are both sold on a stand-alone basis and are distinct within the context of contract. Using the relative stand-alone selling price method, a portion of the transaction price is allocated to the service-type warranty and recognised as deferred revenue. Revenue for service-type warranties is recognised over the period in which the service is provided based on the time elapsed.

(2) Construction contracts

Performance obligation in case of construction contracts is satisfied over a period of time, as the Company creates an asset that the customer control and the Company has an enforceable right to payment for performance completed to date if it meets the agreed specifications. Revenue from construction contracts is recognised based on the stage of completion determined with reference to the actual costs incurred up to reporting date on the construction contract and the estimated cost to complete the project. Cost estimates involves judgments including those relating to cost escalations; assessment of technical, political, regulatory and other related contract risks and their financial estimation; scope of deliveries and services required for fulfilling the contractually defined obligations and expected delays, if any. Provision for foreseeable losses/ construction contingencies on said contracts is made based on technical assessments of costs to be incurred and revenue to be accounted for. The Company pays insurance and bank guarantee charges for each contract that they obtain for supply of materials and erection services. The Company amortizes the same over the period of the contract. The Company has long-

Notes to standalone financial statements for the year ended 31st March, 2022

term receivables from customers. The transaction price for such contracts is discounted, using the rate that would be reflected in a separate financing transaction between the Company and its customers at contract inception, to take into consideration the significant financing component

(3) Contract balances

Contract asset

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognized when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

3 Leases:

As a lessee:

Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Company is reasonably certain to obtain ownership of the leased

asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment test.

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised

The Company has determined leasehold lands also as, right of use assets and hence the same has been classified from property, plant and equipment to right of use assets.

Leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs.

Notes to standalone financial statements for the year ended 31st March, 2022

In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered of low value (i.e., below ₹ 5,00,000). Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

4 Other income:

(1) Interest income on financial asset is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instruments.

(2) Others:

The Company recognises other income (including income from sale of power generated, income from scrap sales, income from claims received, etc.) on accrual basis. However, where the ultimate collection of the same is uncertain, revenue recognition is postponed to the extent of uncertainty. Rental income arising from operating leases is accounted for on a straight line basis over lease terms unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases and is included in the Statement of profit or loss due to its operating nature.

5 Property, plant and equipment :

A) Asset class:

- i) Freehold land is carried at historical cost including expenditure that is directly attributable to the acquisition of the land.
- ii) All other items of property, plant and equipment (including capital work in progress) are stated at historical cost less accumulated depreciation and impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

iii) Capital goods manufactured by the Company for its own use are carried at their cost of production (including duties and other levies, if any) less accumulated depreciation and impairment losses if any.

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

v) Losses arising from the retirement of, and gains or losses arising from disposal of property, plant and equipments which are carried at cost are recognised in the statement of profit and loss.

vi) Capital work-in-progress, property, plant and equipment is stated at cost, net of accumulated depreciation. Such cost includes the cost of replacing part of the property, plant and equipment and borrowing cost for long-term construction projects if the recognition criteria are met. When significant parts of property, 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 property, plant and equipment as a replacement if the recognition criteria are satisfied. All other repairs and maintenance costs are recognised in profit or loss as incurred. Capital work-in-progress comprises cost of property, plant and equipment (including related expenses), that are not yet ready for their intended use at the reporting date.

B) Depreciation:

i) Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives. Premium of Leasehold land and leasehold improvements cost are amortised over the primary period of lease.

ii) 100% depreciation is provided in the month of addition for temporary structure cost at project site

iii) Where a significant component (in terms of cost) of an asset has an economic useful life different than that of its corresponding asset, the component is depreciated over its estimated useful life.

iv) The Company, based on internal technical assessments and management estimates, depreciates certain items of

Notes to standalone financial statements

for the year ended 31st March, 2022

property, plant & equipment over the estimated useful lives and considering residual value which are different from the one prescribed in Schedule II of the Companies Act, 2013. The management believes that these estimated useful lives and residual values are realistic and reflect fair approximation of the period over which the assets are likely to be used.

v) Useful life of asset is as given below:

Asset block	Useful Lives (in years)
Building – Office	5 to 70
Building – Factory	2 to 30
Ownership Premises	60
Plant & Machinery	1 to 22
Furniture & Fixtures	1 to 24
Electric Installations	1 to 25
Office Equipment	1 to 10
Vehicles	8 to 10
Dies & Jigs	1 to 10
Leasehold Improvements	2 to 10
Roads & Borewell	3 to 21
IT hardware	1 to 10
Laboratory equipments	1 to 10

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

6 Intangible assets:

An intangible asset shall be recognised if, and only if:

- it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company; and
- the cost of the asset can be measured reliably.

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use.

Asset class & depreciation:

Computer software / licenses are carried at historical cost. They have an expected finite useful life of 3 years and are carried at cost less accumulated amortisation and impairment losses. Computer licenses which are purchased on annual subscription basis are expensed off in the year of purchase.

Trademarks are carried at historical cost. They have an registered finite useful life of 10 years and are carried at cost less accumulated amortisation and impairment losses.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete, and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. During the period of development, the asset is tested for impairment annually.

7 Investment properties:

Investment properties that are not intended to be occupied substantially for use by, or in the operations of the Company

Notes to standalone financial statements

for the year ended 31st March, 2022

have been considered as investment property. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The Company does not charge depreciation to investment property land which is held for future undetermined use. Though the Company measures investment property using cost-based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer applying a valuation model.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition. In determining the amount of consideration from the derecognition of investment property the Company considers the effects of variable consideration, existence of a significant financing component, non-cash consideration, and consideration payable to the buyer (if any).

Transfers are made to (or from) investment property only when there is a change in use.

The Company depreciates its investment properties over the useful life which is similar to that of property, plant and equipment.

8 Impairment of non-financial assets:

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Impairment loss is charged to the Statement of Profit & Loss Account in the year in which an asset is identified as impaired. An impairment loss recognized in the prior accounting periods is reversed if there has been change in the estimates used to determine the assets recoverable amount since the last impairment loss was recognised

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax

discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account.

Impairment losses are recognised in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI.

For assets, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

9 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.

I. Financial Assets

A) Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

B) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost

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

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

Notes to standalone financial statements

for the year ended 31st March, 2022

- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the statement of profit and loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

- Debt instruments at fair value through other comprehensive income (FVTOCI)

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). 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.

- Debt instruments at fair value through profit or loss (FVTPL)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as

at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

C) Derecognition

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

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the

Notes to standalone financial statements

for the year ended 31st March, 2022

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

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.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

D) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

II. Financial Liabilities

A) Initial recognition and measurement

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

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

B) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

- Financial liabilities at fair value through profit or loss

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

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

- Loans and Borrowings

This 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 profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

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 as finance costs in the statement of profit and loss.

Notes to standalone financial statements

for the year ended 31st March, 2022

- Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

The fair value of financial guarantees is determined as the present value of the difference in net cash flows between the contractual payments under the debt instrument and the contractual payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

C) De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. 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 or loss.

III. Reclassification of financial assets / liabilities

After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations.

IV. Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of Company or the counterparty.

V. Derivatives and hedging activities

The Company enters derivatives like forwards contracts to hedge its foreign currency risks. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently marked to market at the end of each reporting period with profit/loss being recognised in statement of profit and loss. Further, the Company has also entered into put and call options in respect of its investment in its subsidiaries which are initially recognised at fair value with subsequent changes in fair value recognised in the statement of profit and loss. Derivative assets/liabilities are classified under "other financial assets/ other financial liabilities". Profits and losses arising from cancellation of contracts are recognised in the statement of profit and loss.

The company designates certain hedging instruments, which includes derivatives, embedded derivatives and non-derivatives in respect of foreign currency and commodity risk, as either cash flow hedge, fair value hedge or hedges or net investment in foreign operations. Hedges of foreign currency risk on firm commitments are accounted for cash flow hedges.

For the purpose of hedge accounting, hedges are classified as:

- fair value hedge is when hedging the exposure to change in fair value of a recognised asset or liability or an unrecognised song commitment
- cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to particular risk associated with a recognised asset or liability or highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment.

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for the year ended 31st March, 2022

At the inception of hedge relationship, the Company formally designates and keeps the hedge relationship to which the Company wishes to apply hedge accounting and risk management objective and strategy for undertaking the hedge. The documentation includes the company's risk management objective and strategy for undertaking hedge, the hedging/economic relationship, the hedged item or transaction, the nature of the risk by hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting exposure to changes in the hedge item fair value or cash flow attributable to the hedge risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cashflows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated. Hedge that meet the strict criteria for hedge accounting accounted for as described below

Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the Effective portion of cash flow hedges, while any ineffective portion is recognised immediately in the statement of profit and loss. The Effective portion of cash flow hedges is adjusted to the lower of the cumulative gain or loss on the hedging instrument and the cumulative change in fair value of the hedged item.

The Company uses forward currency contracts as hedges of its exposure to foreign currency risk in forecast transactions and firm commitments, as well as forward commodity contracts for its exposure to volatility in the commodity prices. The ineffective portion relating to foreign currency contracts is recognised in finance costs and the ineffective portion relating to commodity contracts is recognised in other income or expenses.

The Company designates only the spot element of a forward contract as a hedging instrument. The forward element is recognised in OCI.

The amounts accumulated in OCI are accounted for, depending on the nature of the underlying hedged transaction. If the hedged transaction subsequently results in the recognition of a non-financial item, the amount accumulated in equity is removed from

the separate component of equity and included in the initial cost or other carrying amount of the hedged asset or liability. This is not a reclassification adjustment and will not be recognised in OCI for the period. This also applies where the hedged forecast transaction of a non-financial asset or non-financial liability subsequently becomes a firm commitment for which fair value hedge accounting is applied.

For any other cash flow hedges, the amount accumulated in OCI is reclassified to profit or loss as reclassification adjustment in the same period or periods during which the hedged cash flows affect profit or loss.

If cash flow hedge accounting is discontinued, the amount that has been accumulated in OCI must remain in accumulated OCI if the hedged future cash flows are still expected to occur. Otherwise, the amount will be immediately reclassified to profit or loss as a reclassification adjustment. After discontinuation, once the hedged cash flow occurs, any amount remaining in accumulated OCI must be accounted for depending on the nature of the underlying transaction as described above.

10. Fair value measurements:

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

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

Notes to standalone financial statements

for the year ended 31st March, 2022

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

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

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

11. Cash and cash equivalents:

Cash and cash equivalents in the balance sheet and for the purpose of the statement of cash flows, include cash on hand, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

12. Inventories:

Inventories are valued at the lower of cost and net realisable value. Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.

Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Cost is determined on first in, first out basis.

Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Initial cost of inventories includes the transfer of gains and losses on qualifying cash flow hedges, recognised in OCI, in respect of the purchases of raw materials. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

13. Foreign currency transactions:

Items included in the standalone financial statements are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in Indian Rupee (INR), which is the Company's functional and presentation currency.

- On initial recognition, all foreign currency transactions are recorded at the functional currency spot rate at the date the transaction first qualifies for recognition.
- Monetary assets and liabilities in foreign currency outstanding at the close of reporting date are translated at the functional currency spot rates of exchange at the reporting date.
- Exchange differences arising on settlement of translation of monetary items are recognised in the Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively)

Notes to standalone financial statements

for the year ended 31st March, 2022

14. Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for the jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and unabsorbed depreciation.

Current and deferred tax is recognized in the Statement of Profit and Loss except to the extent it relates to items recognized directly in equity or other comprehensive income, in which case it is recognized in equity or other comprehensive income.

A. Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. The Company establishes provisions, wherever appropriate, on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities.

B. Deferred tax

Deferred tax is provided 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 is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

The carrying amount of deferred tax assets is reviewed at each reporting date and adjusted to reflect changes in probability that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current

tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

15. Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Borrowing costs also include exchange difference arising from foreign currency borrowings to the extent they are regarded as an adjustment to interest costs. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

16. Provisions, contingent liabilities and contingent assets

A. Provisions

A provision is recognised if

- the Company has present legal or constructive obligation as a result of an event in the past;
- it is probable that an outflow of resources will be required to settle the obligation; and
- the amount of the obligation has been reliably estimated.

Provisions are measured at the management's best estimate of the expenditure required to settle the obligation at the end of the reporting period. If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

The Company provides for general repairs of defects that existed at the time of sale, as required by the law.

Notes to standalone financial statements

for the year ended 31st March, 2022

Provision for warranty related costs are recognised when the product is sold to the customer. Initial recognition is based on historical experience. The estimate of warranty related costs is revised annually.

If the Company has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Company recognises any impairment loss that has occurred on assets dedicated to that contract. An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Company cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).

B. Contingent liabilities

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 the obligation or a reliable estimate of the amount cannot be made.

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of the amount that would be recognised in accordance with the requirements for provisions above or the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the requirements for revenue recognition.

C. Contingent assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. A contingent asset is not recognised but disclosed where an inflow of economic benefit is probable.

17. Employee benefits

A. Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in the same period in which the employees renders the related service and are measured at the amounts expected to be paid when the liabilities are settled.

Retirement benefit in the form of provident fund is a defined contribution plan. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related services. If the Contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the prepayment will lead to a reduction in future payment or a cash refund.

B. Other long-term employee benefit obligations

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the statement of profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

C. Post-employment obligations

The Company operates the following post-employment schemes

Notes to standalone financial statements

for the year ended 31st March, 2022

(a) defined benefit plans - gratuity and obligation towards shortfall of Provident Fund Trusts

(b) defined contribution plans - Provident fund (RPF Contributions), superannuation and pension

Defined benefit plans :

The liability or asset recognised in the balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets excluding non-qualifying asset (reimbursement right). The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Insurance policy held by the Company from insurers who are related parties are not qualifying insurance policies and hence the right to reimbursement is recognised as a separate assets under other non-current and/or current assets as the case may be.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Defined contribution plans:

In respect of certain employees, the Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. Such contributions are accounted for as employee benefit expense when they are due. Defined contribution to superannuation fund is being made as per the scheme of the Company. Defined

contribution to Employees Pension Scheme 1995 is made to Government Provident Fund Authority whereas the contributions for National Pension Scheme is made to Stock Holding Corporation of India Limited

D. Share based payment

The Company operates a number of equity settled, employee share based compensation plans, under which the Company receives services from employees as consideration for equity shares of the Company. Equity settled share based payment to employees and other providing similar services are measured at fair value of the equity instrument at grant date.

The fair value of the employee services received in exchange for the grant of the options is determined by reference to the fair value of the options as at the Grant Date and is recognised as an 'employee benefits expense' with a corresponding increase in equity. The total expense is recognised over the vesting period which is the period over which the applicable vesting condition is to be satisfied. The total amount to be expensed is determined by reference to the fair value of the options granted excluding the impact of any service vesting conditions.

At the end of each year, the entity revises its estimates of the number of options that are expected to vest based on the service vesting conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

If at any point of time after the vesting of the share options, the right to the same expires (either by virtue of lapse of the exercise period or the employee leaving the Company), the fair value of the options accruing in favour of the said employee are written back to the retained earning in the reporting period in which the right expires.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share

18. Segment reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available.

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for the year ended 31st March, 2022

Operating segments often exhibit similar long-term financial performance if they have similar economic characteristics. Two or more operating segments are aggregated by the Company into a single operating segment if aggregation is consistent with the core principle of Ind AS 108, the segments have similar economic characteristics, and the segments are similar in aspects as defined by Ind AS.

The Company reports separately, information about an operating segment that meets any of quantitative thresholds as defined by Ind AS. Operating segments that do not meet any of the quantitative thresholds, are considered reportable and separately disclosed, only if management of the Company believes that information about the segment would be useful to users of the financial statements

Information about other business activities and operating segments that are not reportable separately are combined and disclosed in an 'all other segments' category

19. Dividends

The Company recognises a liability to pay dividend to equity holders when the distribution is authorised and 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 equity. Interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

20. Assets held for sale

The Company classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale/ distribution should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale and the sale expected within one year from the date of classification. For these

purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets or disposal group is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets (or disposal groups), its sale is highly probable; and it will genuinely be sold, not abandoned.

The Company treats sale of the asset or disposal group to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset (or disposal group),
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Property, plant and equipment and intangible are not depreciated, or amortised assets once classified as held for sale. Assets and liabilities classified as held for sale are presented separately from other items in the balance sheet.

21. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period. The weighted average number equity shares outstanding during the period and all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit of loss for the period attributable to equity shareholders and the weighted average number of share outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

Notes to standalone financial statements

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22. Investment in Subsidiaries

Investment in subsidiaries are accounted at cost in accordance with Ind AS 27.

23. All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakh (upto two decimals) as per the requirement of Schedule III, unless otherwise stated.

1C NEW AND AMENDED STANDARDS

The Company has applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 Apr 2021. The Company has not early adopted any other standard or amendment that has been issued but is not yet effective:

Interest Rate Benchmark Reform – Phase 2: Amendments to Ind AS 109, Ind AS 107, Ind AS 104 and Ind AS 116

The amendments provide temporary reliefs which address the financial reporting effects when an interbank offered rate (IBOR) is replaced with an alternative nearly risk-free interest rate (RFR). The amendments include the following practical expedients:

- A practical expedient to require contractual changes, or changes to cash flows that are directly required by the reform, to be treated as changes to a floating interest rate, equivalent to a movement in a market rate of interest
- Permit changes required by IBOR reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued
- Provide temporary relief to entities from having to meet the separately identifiable requirement when an RFR instrument is designated as a hedge of a risk component

These amendments had no impact on the standalone financial statements of the Company. The Company intends to use the practical expedients in future periods if they become applicable.

Conceptual framework for financial reporting under Ind AS issued by ICAI

The Framework is not a Standard and it does not override any specific standard. Therefore, this does not form part of a set of standards pronounced by the standard-setters. While, the Framework is primarily meant for the standard-setter for formulating the standards, it has relevance to the preparers in certain situations such as to develop consistent accounting

policies for areas that are not covered by a standard or where there is choice of accounting policy, and to assist all parties to understand and interpret the Standards.

The amendments made in following standards due to Conceptual Framework for Financial Reporting under Ind AS .includes amendment of the footnote to the definition of an equity instrument in Ind AS 102- Share Based Payments, footnote to be added for definition of liability i.e. definition of liability is not revised on account of revision of definition in conceptual framework in case of Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets etc.

The MCA has notified the Amendments to Ind AS consequential to Conceptual Framework under Ind AS vide notification dated June 18, 2021, applicable for annual periods beginning on or after April 1, 2021. Accordingly, the Conceptual Framework is applicable for preparers for accounting periods beginning on or after 1 April 2021.

These amendments had no impact on the standalone financial statements of the Company.

Ind AS 116: COVID-19 related rent concessions

MCA issued an amendment to Ind AS 116 Covid-19-Related Rent Concessions beyond 30 June 2021 to update the condition for lessees to apply the relief to a reduction in lease payments originally due on or before 30 June 2022 from 30 June 2021. The amendment applies to annual reporting periods beginning on or after 1 April 2021. In case a lessee has not yet approved the financial statements for issue before the issuance of this amendment, then the same may be applied for annual reporting periods beginning on or after 1 April 2020.

These amendments had no impact on the standalone financial statements of the Company.

Ind AS 103: Business combination

The amendment states that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Framework for the Preparation and Presentation of Financial Statements in accordance with Indian Accounting Standards issued by the Institute of Chartered Accountants of India at the acquisition date. Therefore, the acquirer does not recognise those costs as part of applying the acquisition method. Instead, the acquirer recognises those costs in its post-combination financial statements in accordance with other Ind AS.

These amendments had no impact on the standalone financial statements of the Company.

Notes to standalone financial statements

for the year ended 31st March, 2022

Amendment to Ind AS 105, Ind AS 16 and Ind AS 28

The definition of “Recoverable amount” is amended such that the words “the higher of an asset’s fair value less costs to sell and its value in use” are replaced with “higher of an asset’s fair value less costs of disposal and its value in use”. The consequential amendments are made in Ind AS 105, Ind AS 16 and Ind AS 28.

These amendments had no impact on the standalone financial statements of the Company.

1D SUMMARY OF CRITICAL ESTIMATES, JUDGEMENTS AND ASSUMPTIONS

The preparation of standalone financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. The management also needs to exercise judgment in applying the Company’s accounting policies. This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included below.

1 Warranty provision

The Company generally offers 1 to 2 year standard warranties for its consumer products. Based on the evaluation of the past warranty trends, management has estimated that warranty costs for 25% of sales arises in the year of sale itself, warranty costs for 50% of the sales in Year 1 and the balance 25% in Year 2. Based on the same, the related provision for future warranty claims has been determined.

The Company also sells lighting fitting to its customers. In few lighting fittings products, the drivers are an essential part and are expected to last for a longer period. In such cases, the Company provides warranties beyond fixing defects that existed at the time of sale. Basis this, the Company recognises this as a separate performance obligation and recognises revenue only in the period in which such service is provided based on time elapsed.

The assumptions made in relation to serviceable sales and related standard or serviceable warranty provision for the current period are consistent with those in the prior years.

2 Impairment allowance for trade receivables

The Company makes allowances for doubtful accounts receivable using a simplified approach which is a dual

policy of an ageing based provision and historical / anticipated customer experience. Management believes that this simplified model closely represents the expected credit loss model to be applied on financial assets as per Ind AS 109. Further, in case of operationally closed projects, Company makes specific assessment of the overdue balances by considering the customer’s historical payment patterns, latest correspondences with the customers for recovery of the amounts outstanding and credit status of the significant counterparties where available. Accordingly, a best judgment estimate is made to record the impairment allowance in respect of operationally closed projects

3 Project revenue and costs

Revenue from construction contracts is recognised based on the stage of completion determined with reference to the actual costs incurred up to reporting date on the construction contract and the estimated cost to complete the project. The percentage-of-completion method places considerable importance on accurate estimates to the extent of progress towards completion and may involve estimates on the scope of deliveries and services required for fulfilling the contractually defined obligations. These significant estimates include total contract costs, total contract revenues, contract risks, including technical, political and regulatory risks, and other judgments. The Company re-assesses these estimates on periodic basis and makes appropriate revisions accordingly.

4 Fair value measurement

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 appropriate valuation techniques. The inputs for these valuations are taken from observable sources where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of various inputs including liquidity risk, credit risk, volatility etc. Changes in assumptions/judgments about these factors could affect the reported fair value of financial instruments. Refer Note 34 of financial statements for the fair value disclosures and related sensitivity.

5 Employee benefits

The cost of the defined benefit gratuity plan and other post-employment leave benefits are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the

Notes to standalone financial statements

for the year ended 31st March, 2022

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. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases are based on expected future inflation rates. Refer note 21

6 Leases

Estimates are required to determine the appropriate discount rate used to measure lease liabilities. The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company ‘would have to pay’, which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Company estimates the IBR using observable inputs (such as market interest rates, bank rates to the Company for a loan of a similar tenure, etc). The Company has applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.

7 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 exists, or when annual impairment testing for an asset is required, the Company estimates the asset’s recoverable amount. An asset’s recoverable amount is the higher of an asset’s or cash-generating unit’s (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent

market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company’s CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the Company operates, or for the market in which the asset is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset’s or CGU’s recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset’s recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

8 Retailer Bonding Program

The Company has a loyalty points program, “Retailer Bonding Program”, which allows customers to accumulate points that can be redeemed for free

Notes to standalone financial statements for the year ended 31st March, 2022

products. The loyalty points give rise to a separate performance obligation as they provide a material right to the customer. A portion of the transaction price is allocated to the loyalty points awarded to customers based on relative stand-alone selling price and recognized as deferred revenue until the points are redeemed. Revenue is recognized upon redemption of products by the customer. When estimating the stand-alone selling price of the loyalty points, the Company considers the likelihood that the customer will redeem the points. The Company considers various judgement and estimates like determination of cost of redemption, redeemed points, etc. The Company updates its estimates on a quarterly basis and any adjustments to the deferred revenue are charged against revenue.

9 Share based payments

The Company initially measures the cost of cash-settled transactions with employees using a binomial model to determine the fair value of the liability incurred. Estimating

fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

10 Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement 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.

- For judgements relating to contingent liabilities, refer note 40(a).

Notes to standalone financial statements for the year ended 31st March, 2022

Note 2 : Property, plant and equipment

Particulars	Freehold Land	Building	Ownership Premises	Plant & Machinery	Furniture & Fixtures	Electrical Installations	Office Equipment	Vehicles	Dies & Jigs	Leasehold Improvements	Temporary Structures	Roads & Borewell	Hardware	IT	Total
Opening gross block as at 1st April 2020	3,728.06	4,148.32	11,222.69	7,986.97	2,256.44	614.48	1,686.09	966.08	3,259.37	381.51	125.84	130.07	7,953.88	1,790.81	44,459.80
Additions	-	97.94	-	220.68	71.04	213.84	75.24	12.92	948.60	-	0.75	-	149.80	-	1,790.81
Disposals	-	-	(156.84)	(9.96)	(24.53)	(8.14)	(29.36)	(34.53)	(46.43)	(2.70)	-	-	(59.94)	-	(372.43)
Asset classified as held for sale	-	-	(78.00)	-	-	-	-	-	-	-	-	-	-	-	(78.00)
Acquired on demerger of Hind Lamps Limited (refer note 44)	-	800.00	-	166.00	35.82	30.00	1.63	9.21	-	-	-	-	-	-	1,042.66
Closing gross block as at 31st March 2021	3,728.06	5,046.26	10,987.85	8,363.69	2,338.77	850.18	1,733.60	953.68	4,161.54	378.81	126.59	130.07	8,043.74	1,042.66	46,842.84
Additions	-	40.19	-	166.54	186.11	144.21	125.51	0.81	1,996.61	72.76	-	-	705.86	-	3,438.60
Disposals	-	-	(1,978.30)	(1,204.21)	(146.94)	(38.44)	(77.11)	(146.24)	(34.90)	(75.48)	-	-	(317.05)	-	(4,018.66)
Asset classified as held for sale	(1,900.98)	(618.50)	78.00	-	-	-	-	-	-	-	-	(30.89)	-	-	(2,472.37)
Asset classified to investment property	-	(446.35)	(259.12)	-	-	-	-	-	-	-	-	(103.59)	-	-	(809.06)
Reclassification	-	(353.65)	259.12	(0.61)	(5.01)	(18.37)	10.79	(0.11)	-	-	-	103.59	4.26	-	(0.00)
Closing gross block as at 31st March 2022	1,827.08	3,667.95	9,087.55	7,325.41	2,372.93	937.58	1,792.79	808.14	6,123.25	376.09	126.59	99.18	8,436.81	42,981.35	42,981.35
Opening accumulated depreciation as at 1st April 2020	-	659.73	1,042.71	4,158.71	939.46	245.32	857.39	306.10	2,092.08	172.81	125.84	55.83	5,010.95	15,666.93	15,666.93
Depreciation charge during the year	-	295.90	198.61	655.24	237.95	70.23	236.66	90.96	558.11	32.47	0.75	8.48	1,151.58	3,536.94	3,536.94
Disposals	-	-	(21.99)	(9.75)	(12.60)	(3.08)	(25.68)	(21.46)	(44.81)	(2.70)	-	-	(59.93)	(202.00)	(202.00)
Asset classified as held for sale	-	-	(10.39)	-	-	-	-	-	-	-	-	-	-	(10.39)	-
Closing accumulated depreciation as at 31st March 2021	-	955.63	1,208.94	4,804.20	1,164.81	312.47	1,068.37	375.60	2,605.38	202.58	126.59	64.31	6,102.60	18,991.48	18,991.48
Depreciation charge during the year	-	294.62	220.01	543.10	327.21	73.36	222.88	84.62	931.91	26.42	-	8.47	976.57	3,709.17	3,709.17
Disposals	-	-	(210.25)	(497.70)	(95.56)	(29.14)	(71.55)	(65.27)	(34.90)	(75.48)	-	-	(315.31)	(1,395.16)	(1,395.16)
Asset classified as held for sale	-	(183.35)	10.39	-	-	-	-	-	-	-	-	(16.36)	-	(189.32)	(189.32)
Asset classified to investment property	-	(241.29)	(90.73)	-	-	-	-	-	-	-	-	-	-	(332.02)	(332.02)
Reclassification	-	(37.89)	38.91	0.82	0.19	(5.38)	2.38	(0.02)	-	-	-	-	0.99	-	(0.00)
Closing accumulated depreciation as at 31st March 2022	-	787.72	1,177.27	4,850.42	1,396.65	351.31	1,222.08	394.93	3,502.39	153.52	126.59	56.42	6,764.85	20,784.15	20,784.15
Impairment allowance as at March 31, 2020	-	-	-	704.76	-	-	-	-	-	-	-	-	-	-	704.76
Impairment charge / (reversal) during the year (Refer Note v below)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Impairment allowance as at March 31, 2021	-	-	-	704.76	-	-	-	-	-	-	-	-	-	-	704.76
Impairment charge during the year (Refer Note v below)	-	-	-	(704.76)	-	-	-	-	-	-	-	-	-	-	(704.76)
Impairment allowance as at March 31, 2022	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Closing Net carrying amount as at 31st March 2021	3,728.06	4,090.63	9,778.91	2,854.73	1,173.96	537.71	665.23	578.08	1,556.16	176.23	-	65.76	1,941.14	27,146.60	27,146.60
Closing Net carrying amount as at 31st March 2022	1,827.08	2,880.23	7,910.28	2,474.99	976.28	586.27	570.71	413.21	2,620.86	222.57	-	42.76	1,671.96	22,197.20	22,197.20

Notes to standalone financial statements for the year ended 31st March, 2022

Note 2 : Property, plant and equipment (Contd..)

(i) Leased assets

The Company has given few assets on operating lease to third parties. The gross block, accumulated depreciation and net book value is as mentioned below:

Particulars	₹ in Lakhs	
	31-Mar-22	31-Mar-21
Plant and Machinery		
Cost / Deemed cost	637.91	637.91
Accumulated depreciation	372.88	319.61
Net carrying amount	265.03	318.30

(ii) Property, plant and equipment pledged as security

Refer to note 18 for information on property, plant and equipment pledged as security by the Company.

(iii) Contractual obligations

Refer to note 40(b) for disclosure of contractual commitments for the acquisition of property, plant and equipment.

(iv) Capital work-in-progress

Capital work-in-progress mainly comprises of Electrical Installations and Dies & Jigs amounting to ₹ 240.60 lakhs (March 31, 2021 - ₹ 314.20 lakhs) and ₹ 2,363.76 lakhs (March 31, 2021 - ₹ 543.13 lakhs) respectively, pending for installation.

(v) Impairment

The operations at Kosi unit have been discontinued since 2016. The Company is evaluating potential use of the existing facilities and is also exploring selling opportunities. Accordingly, based on assessment performed, the plant and machinery amounting to ₹ 729.36 lakhs has been impaired in financial year 2019. In the financial year 2020, the Company has sold few of these assets and accordingly, the impairment charge of ₹ 24.60 lakhs has been reversed and profit on sale of assets has been recognised. Further, in the current year, the Company has sold of the entire plant and machinery and hence the remaining impairment charge of ₹ 704.76 lakhs has been reversed and loss on sale of assets has been recognised.

(vi) Title deeds

The title deeds of immovable properties (other than properties where the Company is a lessee and the lease arrangement are duly executed in the favour of the lessee) are held in the name of the Company.

(vii) Ageing schedule

CWIP aging schedule as at March 31, 2022

Particulars	Amount in CWIP for a period of				31-Mar-22
	Less than 1 Year	1-2 Years	2-3 years	More than 3 years	
Projects in progress	2,515.46	83.59	211.46	-	2,810.51
Projects temporarily suspended	-	-	-	-	-
TOTAL	2,515.46	83.59	211.46	-	2,810.51

CWIP aging schedule as at March 31, 2021

Particulars	Amount in CWIP for a period of				31-Mar-22
	Less than 1 Year	1-2 Years	2-3 years	More than 3 years	
Projects in progress	463.81	511.60	26.60	-	1,002.01
Projects temporarily suspended	-	-	-	-	-
TOTAL	463.81	511.60	26.60	-	1,002.01

All the upcoming projects of the Company are within the timelines as estimated during the original plan and the actual cost of projects are within the total cost as estimated by the management of the Company as at the Balance Sheet date.

Notes to standalone financial statements for the year ended 31st March, 2022

Note 3 : Right of use assets and Lease liabilities

The details of the right-of-use asset held by the Company is as follows:

Right-of-use assets

Particulars	₹ In Lakhs			
	Buildings	Equipments	Leasehold land	Total
Gross block as on March 31, 2020	12,246.61	-	2,805.69	15,052.30
Adjustments	57.63	-	-	57.63
Additions for the year	2,802.33	-	-	2,802.33
Acquired on demerger of Hind Lamps Limited (refer note 44)	-	22.72	-	22.72
Reassessments (modifications) *	(5,687.71)	-	-	(5,687.71)
Deletions for the year	(3,184.22)	-	-	(3,184.22)
Gross block as on March 31, 2021	6,234.64	22.72	2,805.69	9,063.05
Additions for the year	2,806.99	-	-	2,806.99
Deletions for the year	(1,764.12)	-	-	(1,764.12)
Closing gross block as on March 31, 2022	7,277.51	22.72	2,805.69	10,105.92
Accumulated depreciation as on March 31, 2020	2,818.00	-	187.02	3,005.02
Adjustments	(3.96)	-	-	(3.96)
Depreciation for the year	3,076.45	9.33	37.38	3,123.16
Deletions for the year	(3,184.22)	-	-	(3,184.22)
Accumulated depreciation as on March 31, 2021	2,706.27	9.33	224.40	2,940.00
Depreciation for the year	1,786.94	11.94	37.38	1,836.26
Deletions for the year	(1,526.02)	-	-	(1,526.02)
Closing accumulated depreciation as on March 31, 2022	2,967.19	21.27	261.78	3,250.24
Net carrying value of right of use assets as on March 31, 2021	3,528.37	13.39	2,581.29	6,123.05
Net carrying value of right of use assets as on March 31, 2022	4,310.32	1.45	2,543.91	6,855.68

* Modification in right of use assets and liabilities are mainly due to migration / termination of leases due to new logistics agreement entered by the Company

The details of the lease liabilities held by the Company is as follows:

Lease liabilities

Particulars	₹ in Lakhs	
	Year Ended March 31, 2022	Year Ended March 31, 2021
Opening lease liabilities	3,863.29	9,862.88
Additions for the year	2,761.19	2,784.65
Deletions / Modifications for the year *	(254.83)	(6,100.87)
Acquired on demerger of Hind Lamps Limited (refer note 44)	-	25.15
Finance cost for the year	377.66	944.13
Lease instalments paid for the year	(2,159.51)	(3,652.65)
Closing lease liabilities	4,587.80	3,863.29
- classified as current	1,552.76	1,652.70
- classified as non-current	3,035.04	2,210.59

For maturity profile of lease liabilities, refer Note 35 (B)(ii)

Notes to standalone financial statements for the year ended 31st March, 2022

Note 4: Other Intangible Assets

Particulars	(₹ in Lakhs)		
	Trade Marks	Computer Software	Total
Opening gross block as at 1st April 2020	0.51	763.22	763.73
Additions	-	193.75	193.75
Closing gross block as at 31st March 2021	0.51	956.97	957.48
Additions	-	31.36	31.36
Closing gross block as at 31st March 2022	0.51	988.33	988.84
Opening accumulated amortization as at 1st April 2020	0.25	478.20	478.45
Amortisation charge for the year	0.05	265.97	266.02
Closing accumulated amortization as at 31st March 2021	0.30	744.17	744.47
Amortisation charge for the year	0.05	129.42	129.47
Closing accumulated amortization as at 31st March 2022	0.35	873.59	873.94
Closing Net carrying amount as at 31st March 2021	0.21	212.80	213.01
Closing Net carrying amount as at 31st March 2022	0.16	114.74	114.90

Note

Intangible assets under development mainly comprises of IT softwares license and implementation cost amounting to ₹ 1,546.59 lakhs (March 31, 2021 - ₹ 781.50 lakhs).

Intangible asset under development aging schedule as at March 31, 2022

Particulars	(₹ in Lakhs)				
	Amount in CWIP for a period of				31-Mar-22
	Less than 1 Year	1-2 Years	2-3 years	More than 3 years	
Projects in progress	796.04	750.55	-	-	1,546.59
Projects temporarily suspended	-	-	-	-	-
TOTAL	796.04	750.55	-	-	1,546.59

Intangible asset under development aging schedule as at March 31, 2021

Particulars	(₹ in Lakhs)				
	Amount in CWIP for a period of				31-Mar-22
	Less than 1 Year	1-2 Years	2-3 years	More than 3 years	
Projects in progress	781.50	-	-	-	781.50
Projects temporarily suspended	-	-	-	-	-
TOTAL	781.50	-	-	-	781.50

All the upcoming projects of the Company are within the timelines as estimated during the original plan and the actual cost of projects are within the total cost as estimated by the management of the Company as at the Balance Sheet date.

Note 4.1: Investment properties

Particulars	(₹ in Lakhs)		
	Building & Ownership Premises	Land	Total
Closing gross block as at 31st March 2020	-	-	-
Acquired on demerger of Hind Lamps Limited (refer note 44)	-	12,600.00	12,600.00
Closing gross block as at 31st March 2021	-	12,600.00	12,600.00
Transferred from property, plant and equipment (refer note 2)	809.06	-	809.06
Closing gross block as at 31st March 2022	809.06	12,600.00	13,409.06
Opening accumulated depreciation as at 31st March 2020	-	-	-
Amortisation charge for the year	-	-	-
Closing accumulated depreciation as at 31st March 2021	-	-	-

Notes to standalone financial statements for the year ended 31st March, 2022

Note 4.1: Investment properties (Contd..)

Particulars	(₹ in Lakhs)		
	Building & Ownership Premises	Land	Total
Transferred from property, plant and equipment (refer note 2)	332.02	-	332.02
Closing accumulated depreciation as at 31st March 2022	332.02	-	332.02
Closing net carrying amount as at 31st March 2021	-	12,600.00	12,600.00
Closing net carrying amount as at 31st March 2022	477.04	12,600.00	13,077.04

The amounts recorded above for freehold land are fair values on acquisition date based on valuation performed by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. The Company has no restrictions on the realisability of its investment property. Fair value as at 31st March 2022 is ₹ 12,600 lakhs (₹ 12,600 lakhs as at 31st March 2021). The fair valuation is based on current prices in the active market for similar lands. The main inputs used are quantum, area, location, demand, etc.

Note 5.1 : Investments in subsidiaries and associate

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Investment in equity instruments of subsidiaries and associate (fully paid up)		
Measured at cost		
Unquoted		
Investment in subsidiaries		
Non-current equity investments (unquoted) in Nirlep Appliances Pvt Ltd ***	4,333.20	3,315.32
- 743,555 (March 31, 2021 - 593,724) equity shares of ₹ 100 each		
	4,333.20	3,315.32
Non-current equity investments (unquoted) in Starlite Lighting Ltd. ****	7,629.16	1,637.19
- 50,875,000 (March 31, 2021 - 5,875,000) equity shares of ₹ 10 each		
Accumulated impairment allowance in value of investments in Starlite Lighting Ltd	(1,637.19)	(1,637.19)
	5,991.97	-
Non-current equity investments (unquoted) in Bajel Projects Ltd. *****	50.00	-
- 2,500,000 (March 31, 2021 - NIL) equity shares of ₹ 2 each		
Investment in associate		
Non-current equity investments (unquoted) in Hind Lamps Limited.	-	-
- 1,140,000 (March 31, 2021 - 1,140,000) equity shares of ₹ 25 each **		
Accumulated impairment allowance in value of investments in Hind Lamps Limited	-	-
	-	-
Total investments in subsidiaries and associate	10,375.17	3,315.32

Note 5.2 : Financial assets (Investments)

5.2 (a) Investment in equity instruments

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Measured at fair value through profit and loss		
Unquoted		
Investment in equity shares		
Non-current equity investments (unquoted) in M. P. Lamps Limited *	2.40	2.40
- 48,000 (March 31, 2021 - 48,000) equity shares of ₹ 10/- each;		
(Partly paid shares - ₹ 2.50/- Per share paid up, Called up ₹ 5.00/- per share)		
- 95,997 (March 31, 2021 - 95,997) equity shares of ₹ 10/- each;		
(Partly paid shares - ₹ 1.25 Per share paid up, Called up ₹ 5 per share).		
Accumulated Fair value loss recorded in value of investments M. P. Lamps Limited.	(2.40)	(2.40)
	-	-

Notes to standalone financial statements

for the year ended 31st March, 2022

Note 5.2 : Financial assets (Investments) (Contd..)

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Non-current equity investments (unquoted) in Mayank Electro Ltd. - 100 (March 31, 2021 - 100) equity shares of ₹ 100/- each.	0.10	0.10
Total equity instruments	0.10	0.10

5.2 (b) Investment in debt instruments

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Measured at fair value through profit and loss		
Unquoted		
Investment in venture capital fund		
Units of Bharat Innovation Fund - 4,189.470 Units as on 31st March 2022 (4,189.470 Units as on 31st March 2021)	489.26	469.27
Investment in other securities		
Gold coins	0.37	0.37
Investment in preference shares (fully paid up)		
10,000,000 - 9% cumulative redeemable preference shares (unquoted) of ₹ 10/- each of Starlite Lighting Ltd, redeemable on June 30, 2024	950.83	950.83
Accumulated Impairment Allowance on Preference Shares	(950.83)	(950.83)
	-	-
5,000,000 - 9% cumulative redeemable preference shares (unquoted) of ₹ 10/- each of Starlite Lighting Ltd, redeemable on June 30, 2025	406.79	406.79
Accumulated Impairment Allowance on Preference Shares	(406.79)	(406.79)
	-	-
Measured at amortised cost		
Unquoted		
Investment in preference shares (fully paid up)		
30,000,000 - 0% redeemable preference shares (unquoted) of ₹ 10/- each of Starlite Lighting Ltd, redeemable in 3 equal tranches at an yield of 10% on June 30, 2026, 30 June, 2027 and June 30, 2028 respectively	4,294.18	4,294.18
Accumulated Impairment Allowance on Preference Shares	(4,294.18)	(4,294.18)
	-	-
Total debt instruments	489.63	469.64
Total non-current investments	489.73	469.74
Aggregate value of quoted investments	-	-
Aggregate value of unquoted investments	489.73	469.74

* In respect of Investments made in M. P. Lamps Ltd., calls of ₹ 2.50 per share on 48,000 equity shares and ₹ 3.75 per share on 95,997 Equity Shares aggregating to ₹ 4.80 lakhs have not been paid by the Company. On principles of prudence the entire investment in M.P. Lamps Ltd. is considered as impaired and accordingly carried at ₹ NIL.

** During the previous year, the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated May 21, 2020 had approved the scheme of arrangement for demerger of the manufacturing undertaking of the Hind Lamps Limited (associate of the Company) into the Company, which has been filed with the Registrar of Companies on June 30, 2020. The Company has accounted for the demerger as a business combination under Ind AS 103 as per the Scheme and accounted for the fair value of assets and liabilities acquired. Consequently, the Company has derecognised its existing 19% of the proportionate investment in the manufacturing undertaking of Hind Lamps Limited. Refer note 44 for more details

*** In the current year, Mr. Mukund Bhogale, Mrs. Rajani Bhogale, Mr. Ramchandra Bhogale, and Mr. Nityanand Bhogale (collectively, "Continuing Shareholders", of Nirlep Appliances Private Limited ("Nirlep") – a subsidiary of the Company) and the Company have completed the required procedure for transfer of the Option Shares to the Company, as per the terms of the agreement. All the above Option Shares have been acquired by the Company, against a cash consideration of ₹ 1,017.88 lakhs.

With the above purchase/acquisition, the entire 100% equity share capital of Nirlep is now legally and beneficially held by the Company along with its nominees, and consequently, Nirlep has now become a wholly-owned subsidiary company of the Company.

Notes to standalone financial statements

for the year ended 31st March, 2022

Note 5.2 : Financial assets (Investments) (Contd..)

**** During the current year, the Company at its meeting held on April 30, 2021, ("Effective Date") executed the Control Transfer Agreement ("CTA") with (i) Shri Ravindra Bharati and Shri Arvind Bharati (collectively, the "Outgoing Promoters"), who, along with the Company, were promoters / joint promoters of Starlite Lighting Limited ("SLL"), (ii) some other shareholders of SLL (related to the outgoing promoters or belonging to their business group), and (iii) SLL

- to terminate the Shareholders Agreement dated February 22, 2007 by and between the outgoing promoters, company and SLL; and
- to record the agreed terms and conditions for the relinquishment and transfer of the joint control and management rights of SLL by the outgoing promoters in favour of the Company such that the Company shall have the sole control and management rights of SLL from the start of the business hours on the Effective Date.

In consideration of the said relinquishment and transfer of joint control and management rights of SLL by outgoing promoters in favour of the Company, the Company has paid an aggregate control premium of ₹.1,480 lakhs, plus GST as applicable, to the outgoing promoters, subject to the terms and conditions of the said CTA. Subsequently, SLL is consolidated as a subsidiary from the said date.

Further with the approval granted by the Board of Directors at its meeting, the Share Subscription Agreement ("SSA") has been executed on April 30, 2021 (after the execution of CTA) by and amongst: (i) the Company, (ii) SLL, (iii) Shri Ravindra Bharati, and (iv) Shri Arvind Bharati, for subscribing to the 4,50,00,000 Equity Shares of SLL ("Subscription Shares") by the Company and/or by its identified purchaser(s) at a price of ₹.10/- per Equity Share, which are issued on a private placement / preferential allotment basis.

***** The Board of Directors ("the Board") of the Company at its meeting held on, February 8, 2022 has inter-alia, subject to the approval of the shareholders of the Company, considered and approved the Scheme of Arrangement between Bajaj Electricals Limited (the "Demerged Company" or "Company") and Bajel Projects Limited (the "Resulting Company") and their respective shareholders under Sections 230-232 of the Companies Act, 2013 ("Scheme") involving the following:-

- Transfer by way of demerger of the Demerged Undertaking (as defined in the Scheme) consisting of Power Transmission and Power Distribution Business (as defined in the Scheme) of the Demerged Company into the Resulting Company and consequent issue of equity shares by the Resulting Company to the shareholders of the Demerged Company; and
- Various other matters consequential or otherwise integrally connected therewith.

The equity shares of the Resulting Company shall be listed on BSE Limited and National Stock Exchange of India Limited (collectively, the "Stock Exchanges"), post the effectiveness of the Scheme. The shareholders of the Company will be issued shares in the Resulting Company in the same proportion as their holding in the Company. The Scheme is subject to necessary statutory and regulatory approvals including the approval of Hon'ble National Company Law Tribunal, Mumbai Bench.

Note 6 : Trade receivables

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Current	1,12,924.96	1,51,150.52
Non-current	22,109.94	40,470.53
	1,35,034.90	1,91,621.05
Unsecured, considered good	1,35,034.90	1,91,621.05
Unsecured, credit impaired	10,541.94	11,822.36
Total	1,45,576.84	2,03,443.41
Impairment allowance, credit impaired (allowance for bad and doubtful debts)	(10,541.94)	(11,822.36)
Total trade receivables (net of impairment allowance)	1,35,034.90	1,91,621.05

The above includes receivables from related parties. Refer note 38 for more details.

Transferred receivables

The carrying amount of trade receivables, include receivables which are subject to factoring arrangements and channel financing facilities. Under this arrangement the Company has transferred the relevant receivables to the factor in exchange for cash. The said facilities are with recourse to Company. The Company therefore continues to recognise the transferred assets in their entirety in its balance sheet. The amount repayable under the factoring agreement is presented as other financial liabilities.

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Other financial liabilities (Note 19)	30,395.32	37,849.71
Total transferred receivables	30,395.32	37,849.71

Trade receivable are non-interest bearing and are generally received within the credit period. For trade and other receivables due from firms or private companies in which any director is a partner, a director or a member, refer note 38.

Notes to standalone financial statements for the year ended 31st March, 2022

Note 6 : Trade receivables (Contd..)

Trade Receivables ageing schedule as at 31st March 2022

(₹ in Lakhs)

Particulars	Outstanding for following periods from *						Total
	Not Due	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables — considered good	60,513.65	25,972.77	12,649.61	26,634.69	7,769.17	1,495.01	135,034.90
(ii) Undisputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables — credit impaired	-	181.09	93.75	349.23	306.53	7,436.47	8,367.07
(iv) Disputed Trade Receivables — considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables — credit impaired	-	-	-	10.21	201.38	1,963.28	2,174.87
TOTAL	60,513.65	26,153.86	12,743.36	26,994.13	8,277.08	10,894.76	145,576.84

Trade Receivables ageing schedule as at 31st March 2021

(₹ in Lakhs)

Particulars	Outstanding for following periods from *						Total
	Not Due	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables — considered good	106,712.01	47,750.70	13,203.05	13,321.24	9,810.42	823.63	191,621.05
(ii) Undisputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables — credit impaired	-	0.03	26.71	557.96	132.41	8,242.34	8,959.45
(iv) Disputed Trade Receivables — considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables — credit impaired	-	-	-	135.55	280.20	2,447.16	2,862.91
TOTAL	106,712.01	47,750.73	13,229.76	14,014.75	10,223.03	11,513.13	203,443.41

* Outstanding for the following period from the date of due (for debtors of Consumer Product Segment) and transaction (for debtors of EPC segment)

Note 7 : Loans

(Unsecured, considered good unless otherwise stated)

(₹ in Lakhs)

Particulars	31-Mar-22	31-Mar-21
Non Current		
Unsecured, considered good	37,684.35	11,144.74
Unsecured, credit impaired	280.00	280.00
Total	37,964.35	11,424.74
Impairment allowance, credit impaired	(280.00)	(280.00)
Total Non-current loans	37,684.35	11,144.74

Notes to standalone financial statements for the year ended 31st March, 2022

Note 7 : Loans (Contd..)

Unsecured, considered good, consists of loans given to Nirlep Appliances Private Limited and Starlite Lighting Limited (Subsidiaries of the Company) for meeting its capex and working capital requirements.

(₹ in Lakhs)

Particulars	Amount (₹ in Lakhs)	Interest Rate	Tenure
Nirlep Appliances Private Limited	4,767.00	9.30% - 11.00%	5 years
- repayment in 8 equal instalments for loans amounting to ₹ 2,000 lakhs, commencing from June 2022 till March 2024.			
- Bullet repayment for loans amounting to ₹ 2,767 lakhs between Apr 2024 and Dec 2026			
Starlite Lighting Limited	33,895.00	10.30%	5 years
- Bullet repayment for loans amounting to ₹ 11,915 lakhs between June 2025 and Sep 2026			
- Repayable in 4 equal installments in 5th year for loans amounting to ₹ 21,980 lakhs between June 2025 and Jan 2027			
Hind Lamps Limited	10.00	9.95%	90 days
- Bullet repayment after 3 months			

(₹ in Lakhs)

Particulars	31-Mar-22	31-Mar-21
Current		
Secured, considered good	1,000.84	1.02
Total current loans	1,000.84	1.02

Note 8 : Other financial assets

(Unsecured, considered good unless otherwise stated)

(₹ in Lakhs)

Particulars	31-Mar-22	31-Mar-21
Security deposits, considered good	1,491.00	1,798.52
Security deposits, credit impaired	128.56	586.50
Impairment allowance for credit impaired security deposits	(128.56)	(586.50)
	1,491.00	1,798.52
Fixed deposit under lien	1,023.14	1,019.88
Fair value of call option (refere note 5.1)	-	110.11
Interest accrued on fixed deposits	53.42	17.63
Total non-current other financial assets	2,567.56	2,946.14

For breakup of financial assets carried at amortised cost, refer note 34.

Note 9 : Deferred tax assets (net)

(₹ in Lakhs)

Particulars	31-Mar-22	31-Mar-21
Deferred tax assets	7,271.73	11,649.70
Deferred tax liabilities	(6,726.04)	(6,400.35)
Total deferred tax assets (net)	545.69	5,249.35

Notes to standalone financial statements for the year ended 31st March, 2022

Note 9 : Deferred tax assets (net) (Contd..)

Deferred tax assets comprise of the following:

Particulars	₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Employee benefit obligations (gratuity)	(86.59)	128.63
Employee benefit obligations (leave obligations)	2.18	384.64
Impairment allowance (allowance for doubtful debts and advances)	3,435.72	3,883.18
Financial assets measured at amortised cost	1.40	0.62
Assets held for sale	528.44	501.77
Carried forward losses	-	3,880.71
Right of use assets	2,036.29	1,551.06
Others	1,354.29	1,319.09
Total deferred tax assets	7,271.73	11,649.70

Movement in deferred tax assets

Particulars	₹ in Lakhs)							
	Employee benefit obligations (gratuity)	Employee benefit obligations (leave obligations)	Impairment allowance (allowance for doubtful debts and advances)	Financial assets measured at amortised cost	Assets held for sale	Carried forward losses	Right of use assets and Others	Total
As at 31st March, 2020	162.83	803.28	4,140.20	31.49	542.95	-	1,801.80	7,482.55
(Charged) / Credited :								
to statement of profit and loss	(43.87)	(462.68)	(299.86)	(30.87)	(41.18)	-	613.18	(265.28)
to other comprehensive income	(201.23)	-	-	-	-	-	(32.38)	(233.61)
acquired on demerger of Hind Lamps Limited (Refer note 44)	210.90	44.04	42.84	-	-	3,880.71	487.55	4,666.04
As at 31st March, 2021	128.63	384.64	3,883.18	0.62	501.77	3,880.71	2,870.15	11,649.70
(Charged) / Credited :								
to statement of profit and loss	(37.59)	(382.46)	(447.46)	0.78	26.67	-	524.21	(315.85)
to other comprehensive income	(177.63)	-	-	-	-	-	(3.78)	(181.41)
transferred to income tax assets	-	-	-	-	-	(3,880.71)	-	(3,880.71)
As at 31st March, 2022	(86.59)	2.18	3,435.72	1.40	528.44	-	3,390.58	7,271.73

Deferred tax liabilities comprise of the following:

Particulars	₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Property, plant and equipment	1,986.95	2,384.17
Financial assets measured at amortised cost	104.42	77.12
Financial liabilities measured at amortised cost	163.04	120.43
Investment property *	2,568.70	2,473.20
Others **	1,902.93	1,345.43
Total deferred tax liabilities	6,726.04	6,400.35

* Acquired on demerger of Hind Lamps Limited (refer note 44)

** Mainly includes deferred tax liabilities on lease liabilities of ₹ 1,776.89 lakhs (March 31, 2021 - ₹ 1,328.44 lakhs)

Notes to standalone financial statements for the year ended 31st March, 2022

Note 9 : Deferred tax assets (net) (Contd..)

Movement in deferred tax liabilities

Particulars	₹ in Lakhs)						
	Property, plant and equipment	Financial Assets measured at Amortised Cost	Financial Liabilities measured at Amortised Cost	Employee benefit obligations (gratuity)	Investment property	Others	Total
As at 31st March, 2020	2,114.38	100.86	89.98	-	-	646.76	2,951.98
Charged / (credited) :							
to Statement of Profit or Loss	21.79	(23.74)	30.45	-	-	698.67	727.17
to other comprehensive income	-	-	-	-	-	-	-
acquired on demerger of Hind Lamps Limited (Refer note 44)	248.00	-	-	-	2,473.20	-	2,721.20
As at 31st March, 2021	2,384.17	77.12	120.43	-	2,473.20	1,345.43	6,400.35
Charged / (credited) :							
to Statement of Profit or Loss	(397.22)	27.30	42.61	-	95.50	557.50	325.69
to other comprehensive income	-	-	-	-	-	-	-
As at 31st March, 2022	1,986.95	104.42	163.04	-	2,568.70	1,902.93	6,726.04

Note 10 : Other non-current assets

Particulars	₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Capital advances	448.29	719.80
Impairment allowance for credit impaired capital advances	(21.56)	(21.56)
	426.73	698.24
Sales tax recoverables	3,984.51	4,080.81
Right to reimbursement against employee benefit obligations for insurers who are related parties (Non-qualifying insurance policies)	5,077.08	3,654.02
Advance to Starlite Lighting Limited	2,200.00	2,200.00
Others *	4,223.73	3,078.62
	15,912.05	13,711.69
Impairment allowance for doubtful advances	(461.21)	(517.27)
Impairment allowance for advances to Starlite Lighting Limited	(2,200.00)	(2,200.00)
Total other non-current assets	13,250.84	10,994.42

*Others mainly include prepaid expenses of ₹ 868.27 lakhs (March 31, 2021 ₹ 53.66 lakhs) and advances to suppliers of ₹ 3,315.51 lakhs (31 March, 2021 ₹ 3,023.71 lakhs).

Note 11 : Inventories

Particulars	₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Raw material	8,321.45	8,724.63
Work-in-progress	1,777.36	1,531.03
Finished goods	1,567.23	1,921.75
Traded goods	81,159.87	83,502.08
Material in Transit (traded goods)	1,450.83	1,155.20
Stores and spares	242.48	270.17
Total Inventories	94,519.22	97,104.86

Notes to standalone financial statements for the year ended 31st March, 2022

Note 12 : Cash and cash equivalents

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Balances with banks		
in current accounts	1,760.06	2,198.96
in cash credit accounts	3,285.38	1,501.80
Deposits with maturity of less than three months	6,700.00	800.00
Cash on hand	36.41	62.15
Total cash and cash equivalents	11,781.85	4,562.91

There are no restrictions with regards to cash and cash equivalents as at the end of the reporting period and prior period.

Note 12 : Bank balances

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Unpaid Dividend Accounts *	67.26	77.10
Deposits with maturity of more than three months & less than twelve months	2,118.41	1,515.39
Others	166.97	0.05
Total other bank balances	2,352.64	1,592.54

* There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at March 31, 2022 and March 31, 2021.

Note 13 : Other current financial assets

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Interest accrued on fixed deposits	33.53	12.28
Security deposits	0.18	371.79
Receivable from gratuity fund	2.33	3.71
Derivative asset	329.43	1.82
Total other current financial assets	365.47	389.60

Note 14 : Other current assets

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Advance to Starlite Lighting Limited	1,524.42	5,395.32
Advance to Nirlep Appliance Pvt Ltd (subsidiary)	2,610.00	314.04
Export benefits	783.17	664.63
Balances with government authorities	14,041.12	17,326.28
Right to reimbursement against employee benefit obligations for insurers who are related parties (Non-qualifying insurance policies)	1,753.82	1,706.56
Others*	6,372.08	7,636.13
Total other current assets	27,084.61	33,042.96

*Others mainly includes prepaid expenses of ₹ 1,547.14 lakhs (March 31, 2021 ₹ 1,791.23 lakhs) and advances to suppliers of ₹ 4,065.02 lakhs (March 31, 2021 ₹ 5,091.81 lakhs)

Notes to standalone financial statements for the year ended 31st March, 2022

Note 15 : Assets classified as held for sale

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Land & Buildings	1,719.41	219.41
Ownership premises	-	67.61
Total assets classified as held for sale	1,719.41	287.02

* Upon relocation of Company's employees to new office premises in Mumbai, the erstwhile leasehold immovable property together with buildings and structure standing thereon was lying vacant. Therefore, the Board of Directors of the Company approved the sale and transfer of leasehold rights therein in favour of the purchaser vide Resolution dated March 23, 2015 subject to the permissions from the appropriate authorities and accordingly the said transaction of sale and transfer of leasehold rights was to be completed within one (1) year. However, on account of delay in getting the requisite permissions from the appropriate local / municipal authorities the transaction execution is pending. The purchaser and the Company are committed for the transaction to sail through. The asset held for sale are not attached to any reported business segment but part of other unallocable assets. The Company has received an advance of ₹ 800 lakhs from the purchaser in relation to this sale and is expected to be completed in FY 2022-23. The same is shown as a liability under other current liabilities.

** The Company has decided to sell Company owned land admeasuring 55,690 sq meter at Village – Dautana, Tehsil Chhata, Distt. Mathura (U.P) together with the building standing thereon on an as is where is basis for an aggregate consideration of ₹ 1,500 lakhs, basis the copy of letter of intent executed between the Company and the Buyer in this regard. The above sale of Property shall be subject to release of the charge created on the said Property by the consortium of banks.

Note 16 : Equity share capital

Particulars	(₹ in Lakhs)	
	31-Mar-22 Amount	31-Mar-21 Amount
Authorised		
20,00,00,000 equity shares (March 31, 2020 - 20,00,00,000) of ₹ 2/- each.	4,000.00	4,000.00

Note 16 : Equity share capital

i) Movement in Issued, Subscribed and Paid up Equity Share Capital Issued capital

Particulars	(₹ in Lakhs)	
	No of Shares	Amount
As at 31st March 2020	113,767,707	2,275.35
Exercise of Options under employee stock option scheme (refer note v below)	297,485	5.95
Issued pursuant to the scheme of arrangement for demerger of the manufacturing undertaking of the Hind Lamps Limited (associate of the Company) into the Company (refer note vi below)	471,420	9.43
Issued under rights issue (refer note iii below)	7	0.00
As at 31st March 2021	114,536,619	2,290.73
Exercise of Options under employee stock option scheme (refer note v below)	337,495	6.75
As at 31st March 2022	114,874,114	2,297.48
Paid-up capital		
Calls in arrears @ ₹ 2 per share, under rights issue (refer note iii below)	(55)	(0.00)
As at 31st March 2022	114,874,059	2,297.48

Notes to standalone financial statements for the year ended 31st March, 2022

Note 16 : Equity share capital (Contd..)

ii) Terms and rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 2/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

iii) Issue of shares under Rights Issue:

In the financial year 2019-2020, Board of Directors of the Company at their meeting held on January 6, 2020, approved the offer and issue of 11,290,142 fully paid-up equity shares of the Company by way of a rights issue to eligible shareholders of the Company as on the record date in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2018, as amended and other applicable laws, at a price of ₹ 310 per share including a premium of ₹ 308 per share.

Pursuant to the finalisation of the basis of allotment of the Issue in consultation with BSE Limited, the designated stock exchange for the Issue, the Rights Issue Committee at its meeting held on March 13, 2020 considered and approved the allotment of 11,287,956 Rights Equity Shares, at an issue price of ₹.310 per Rights Equity Share, including a premium of ₹308 per Rights Equity Share to the eligible applicants in the Issue.

In light of the Ministry of Finance (Department of Financial Services) (Banking Division) and Reserve Bank of India imposing a moratorium on Yes Bank Limited ("Yes Bank") with effect from 18.00 hours on March 5, 2020 until April 3, 2020, 2186 Rights Equity Shares of applicants who have made application in the Rights Equity Shares using Applications Supported by Blocked Amount ("ASBA") facility of Yes Bank, have been kept in abeyance which shall be allotted post receipt of the requisite funds. The Company has received funds for 7 shares, which is lying in share application money pending allotment account. The Company has allotted these shares at the subsequent rights issue committee meeting held on May 14, 2020. The Company has forfeited the remainder 2,179 shares.

Further, with regards to 55 shares, the Company has received final certificates from the Banks who have blocked the funds using ASBA Facility. However these Banks are yet to transfer the funds to the Company.

iv) The Details of Shareholders holding more than 5% Shares:

(₹ in Lakhs)

Name of the Shareholder	As at 31st March 2022		As at 31st March 2021	
	Nos.	% Holding	Nos.	% Holding
Jamnallal Sons Private Limited	22,443,275	19.54	22,443,275	19.59
Bajaj Holdings & Investment Limited	18,793,840	16.36	18,793,840	16.41
Kiran Bajaj	7,545,224	6.57	7,545,224	6.59
HDFC Small Cap Fund	6,518,743	5.67	6,775,359	5.92
Smallcap World Fund, Inc	6,515,607	5.67	7,218,607	6.30

v) Share reserved for issue under employee stock option scheme

For details of shares reserved for issue under the employee share based payment plan of the Company, please refer Note 33.

vi) Issue of shares under demerger scheme

During the previous year, the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated May 21, 2020 had approved the scheme of arrangement for demerger of the manufacturing undertaking of the Hind Lamps Limited (associate of the Company) into the Company, which has been filed with the Registrar of Companies on June 30, 2020. The Company has issued 471,420 shares to the shareholders of Hind Lamps Limited on December 15, 2020.

Notes to standalone financial statements for the year ended 31st March, 2022

Note 16 : Equity share capital (Contd..)

vii) Change in promoter shareholding

(₹ in Lakhs)

Sr no.	Grp Sr no.	Promoter Name	As at 31st March 2022		As at 31st March 2021		% change during the year
			No of shares	% of total shares	No of shares	% of total shares	
A Promoters							
1	1	Mr. Shekhar Bajaj	1,814,639	1.58%	2,814,639	2.46%	(0.88%)
2	2	Mr. Madhur Bajaj	200,000	0.17%	703,199	0.61%	(0.44%)
3	3	Mr. Niraj Bajaj	1,130,882	0.98%	1,130,882	0.99%	0.00%
4	4	Mr. Sanjivnayan Bajaj *	428,749	0.37%	428,749	0.37%	0.00%
5	5	Mr. Rahul Kumar Bajaj **	-	0.00%	-	0.00%	0.00%
B Promoter Group							
a. Individuals :							
6	1	Mrs. Kiran Bajaj	7,545,224	6.57%	7,545,224	6.59%	(0.02%)
7	2	Ms. Neelima Bajaj Swamy	200,000	0.17%	200,000	0.17%	0.00%
8	3	Ms. Minal Bajaj	694,674	0.60%	694,674	0.61%	0.00%
9	4	Ms. Geetika Bajaj	2,160,084	1.88%	798,199	0.70%	1.18%
10	5	Ms. Nimisha Jaipuria	-	0.00%	-	0.00%	0.00%
11	6	Ms. Sunaina Kejriwal	1,240,730	1.08%	1,240,730	1.08%	0.00%
12	7	Mr. Niravnayan Bajaj	282,507	0.25%	282,507	0.25%	0.00%
13	8	Ms. Kumud Bajaj	200,000	0.17%	200,000	0.17%	0.00%
14	9	Ms. Pooja Bajaj	1,989,875	1.73%	1,989,875	1.74%	(0.01%)
15	10	Ms. Suman Jain	110,700	0.10%	110,700	0.10%	0.00%
16	11	Ms. Kriti Bajaj	101,297	0.09%	101,297	0.09%	0.00%
17	12	Ms. Shefali Bajaj	33,767	0.03%	33,767	0.03%	0.00%
18	13	Ms. Deepa Bajaj	1,126	0.00%	1,126	0.00%	0.00%
19	14	Master Vanraj Bajaj	1,843,556	1.60%	1,843,556	1.61%	0.00%
b. Bodies Corporate							
20	1	Jamnallal Sons Private Limited	22,443,275	19.54%	22,443,275	19.59%	(0.06%)
21	2	Bajaj Holdings And Investment Limited	18,793,840	16.36%	18,793,840	16.41%	(0.05%)
22	3	Hind Musafir Agency Limited	1,288,000	1.12%	1,288,000	1.12%	0.00%
23	4	Baroda Industries Private Limited	1,412,738	1.23%	1,412,738	1.23%	0.00%
24	5	Bajaj International Private Limited	917,881	0.80%	917,881	0.80%	0.00%
25	6	Hercules Hoists Limited	624,596	0.54%	624,596	0.55%	0.00%
26	7	Shekhar Holdings Private Limited	540,253	0.47%	540,253	0.47%	0.00%
27	8	Rahul Securities Private Limited	467,093	0.41%	467,093	0.41%	0.00%
28	9	Bachhraj Factories Private Limited	105,466	0.09%	105,466	0.09%	0.00%
29	10	Bajaj Sevashram Private Limited	5,550	0.00%	5,550	0.00%	0.00%
30	11	Bachhraj And Company Private Limited	66,585	0.06%	66,585	0.06%	0.00%
31	12	Kamalnayan Investment & Trading Private Limited	1,110	0.00%	1,110	0.00%	0.00%
32	13	Madhur Securities Private Limited	1,110	0.00%	1,110	0.00%	0.00%
33	14	Niraj Holdings Private Limited	1,110	0.00%	1,110	0.00%	0.00%
34	15	Rupa Equities Private Limited	1,110	0.00%	1,110	0.00%	0.00%
35	16	Sanraj Nayan Investments Private Limited	1,110	0.00%	1,110	0.00%	0.00%
c. Trusts							
36	1	Geetika Trust No.2 (Kiran Bajaj as a Trustee)	-	0.00%	1,361,885	1.19%	(1.19%)
37	2	Niravnayan Trust (Niraj Bajaj as a Trustee)	524,721	0.46%	524,721	0.46%	0.00%
38	3	Neelima Bajaj Swamy Family Trust (Neelima Bajaj Swamy as a Trustee)	812,973	0.71%	812,973	0.71%	0.00%

Notes to standalone financial statements for the year ended 31st March, 2022

Note 16 : Equity share capital (Contd..)

Sr no.	Grp Sr no.	Promoter Name	As at 31st March 2022		As at 31st March 2021		% change during the year
			No of shares	% of total shares	No of shares	% of total shares	
39	4	Nimisha Jaipuria Family Trust (Nimisha Jaipuria as a Trustee)	628,043	0.55%	628,043	0.55%	0.00%
40	5	Kriti Bajaj Family Trust (Minal Niraj Bajaj as a Trustee)	500,000	0.44%	500,000	0.44%	0.00%
41	6	Niravnayan Bajaj Family Trust (Niraj Bajaj as a Trustee)	500,000	0.44%	500,000	0.44%	0.00%
42	7	Rishab Family Trust	471,052	0.41%	471,052	0.41%	0.00%
43	8	Sanjali Family Trust	262,717	0.23%	262,717	0.23%	0.00%
44	9	Siddhant Family Trust	262,717	0.23%	262,717	0.23%	0.00%
45	10	Nimisha Bajaj Family Trust (Madhur Bajaj as a Trustee)	206,575	0.18%	206,575	0.18%	0.00%
46	11	Neelima Bajaj Family Trust (Kumud Bajaj as a Trustee)	21,644	0.02%	21,644	0.02%	0.00%
47	12	Vanraj Bajaj Trust (Kiran Bajaj as a Trustee)	1,000,000	0.87%	-	0.00%	0.87%
48	13	Kumud Neelima Family Trust (Madhur Bajaj as a Trustee)	125,800	0.11%	-	0.00%	0.11%
49	14	Kumud Nimisha Family Trust (Madhur Bajaj as a Trustee)	125,800	0.11%	-	0.00%	0.11%
50	15	Madhur Neelima Family Trust (Kumud Bajaj as a Trustee)	125,800	0.11%	-	0.00%	0.11%
51	16	Madhur Nimisha Family Trust (Kumud Bajaj as a Trustee)	125,799	0.11%	-	0.00%	0.11%
Total			72,342,278	62.98%	72,342,278	63.16%	(0.19%)

(₹ in Lakhs)

Sr no.	Grp Sr no.	Promoter Name	As at 31st March 2021		As at 31st March 2020		% change during the year
			No of shares	% of total shares	No of shares	% of total shares	
A		Promoters					
1	1	Mr. Shekhar Bajaj	2,814,639	2.46%	2,814,639	2.47%	(0.02%)
2	2	Mr. Madhur Bajaj	703,199	0.61%	917,342	0.81%	(0.19%)
3	3	Mr. Niraj Bajaj	1,130,882	0.99%	2,130,882	1.87%	(0.89%)
4	4	Mr. Sanjivnayan Bajaj *	428,749	0.37%	12,083	0.01%	0.36%
5	5	Mr. Rahul Kumar Bajaj **	-	0.00%	2,355,252	2.07%	(2.07%)
B		Promoter Group					
a.		Individuals :					
6	1	Mrs. Kiran Bajaj	7,545,224	6.59%	5,912,179	5.20%	1.39%
7	2	Mr. Anant Bajaj	-	0.00%	5,530,667	4.86%	(4.86%)
8	3	Ms. Neelima Bajaj Swamy	200,000	0.17%	1,012,973	0.89%	(0.72%)
9	4	Ms. Minal Bajaj	694,674	0.61%	694,674	0.61%	0.00%
10	5	Ms. Geetika Bajaj	798,199	0.70%	684,709	0.60%	0.10%
11	6	Ms. Nimisha Jaipuria	-	0.00%	628,043	0.55%	(0.55%)
12	7	Ms. Sunaina Kejriwal	1,240,730	1.08%	298,630	0.26%	0.82%
13	8	Mr. Niravnayan Bajaj	282,507	0.25%	282,507	0.25%	0.00%
14	9	Ms. Kumud Bajaj	200,000	0.17%	214,076	0.19%	(0.01%)

(₹ in Lakhs)

Notes to standalone financial statements for the year ended 31st March, 2022

Note 16 : Equity share capital (Contd..)

Sr no.	Grp Sr no.	Promoter Name	As at 31st March 2021		As at 31st March 2020		% change during the year
			No of shares	% of total shares	No of shares	% of total shares	
15	10	Ms. Pooja Bajaj	1,989,875	1.74%	146,319	0.13%	1.61%
16	11	Ms. Suman Jain	110,700	0.10%	110,700	0.10%	0.00%
17	12	Ms. Kriti Bajaj	101,297	0.09%	101,297	0.09%	0.00%
18	13	Ms. Shefali Bajaj	33,767	0.03%	33,767	0.03%	0.00%
19	14	Ms. Deepa Bajaj	1,126	0.00%	1,126	0.00%	0.00%
20	15	Master Vanraj Bajaj	1,843,556	1.61%	-	0.00%	1.61%
b. Bodies Corporate							
21	1	Jamnial Sons Private Limited	22,443,275	19.59%	22,395,260	19.69%	(0.09%)
22	2	Bajaj Holdings And Investment Limited	18,793,840	16.41%	18,793,840	16.52%	(0.11%)
23	3	Hind Musafir Agency Limited	1,288,000	1.12%	1,288,000	1.13%	(0.01%)
24	4	Baroda Industries Private Limited	1,412,738	1.23%	975,248	0.86%	0.38%
25	5	Bajaj International Private Limited	917,881	0.80%	900,421	0.79%	0.01%
26	6	Hercules Hoists Limited	624,596	0.55%	624,596	0.55%	0.00%
27	7	Shekhar Holdings Private Limited	540,253	0.47%	540,253	0.47%	0.00%
28	8	Rahul Securities Private Limited	467,093	0.41%	467,093	0.41%	0.00%
29	9	Bachhraj Factories Private Limited	105,466	0.09%	105,466	0.09%	0.00%
30	10	Bajaj Sevashram Private Limited	5,550	0.00%	5,550	0.00%	0.00%
31	11	Bachhraj And Company Private Limited	66,585	0.06%	1,110	0.00%	0.06%
32	12	Kamalnayan Investment & Trading Private Limited	1,110	0.00%	1,110	0.00%	0.00%
33	13	Madhur Securities Private Limited	1,110	0.00%	1,110	0.00%	0.00%
34	14	Niraj Holdings Private Limited	1,110	0.00%	1,110	0.00%	0.00%
35	15	Rupa Equities Private Limited	1,110	0.00%	1,110	0.00%	0.00%
36	16	Sanraj Nayan Investments Private Limited	1,110	0.00%	1,110	0.00%	0.00%
c. Trusts							
37	1	Geetika Trust No.2 (Kiran Bajaj as a Trustee)	1,361,885	1.19%	1,361,885	1.20%	(0.01%)
38	2	Niravnayan Trust (Niraj Bajaj as a Trustee)	524,721	0.46%	524,721	0.46%	0.00%
39	3	Neelima Bajaj Swamy Family Trust (Neelima Bajaj Swamy as a Trustee)	812,973	0.71%	-	0.00%	0.71%
40	4	Nimisha Jaipuria Family Trust (Nimisha Jaipuria as a Trustee)	628,043	0.55%	-	0.00%	0.55%
41	5	Kriti Bajaj Family Trust (Minal Niraj Bajaj as a Trustee)	500,000	0.44%	-	0.00%	0.44%
42	6	Niravnayan Bajaj Family Trust (Niraj Bajaj as a Trustee)	500,000	0.44%	-	0.00%	0.44%
43	7	Rishab Family Trust	471,052	0.41%	-	0.00%	0.41%
44	8	Sanjali Family Trust	262,717	0.23%	-	0.00%	0.23%
45	9	Siddhant Family Trust	262,717	0.23%	-	0.00%	0.23%
46	10	Nimisha Bajaj Family Trust (Madhur Bajaj as a Trustee)	206,575	0.18%	-	0.00%	0.18%
47	11	Neelima Bajaj Family Trust (Kumud Bajaj as a Trustee)	21,644	0.02%	-	0.00%	0.02%
Total			72,342,278	63.16%	71,870,858	63.17%	(0.01%)

(₹ in Lakhs)

* Considered as a Promoter post demise of Mr. Rahul Kumar Bajaj on February 12, 2022

** Ceased to be a promoter post sad demise on February 12, 2022

Notes to standalone financial statements for the year ended 31st March, 2022

Note 17 : Other Equity

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
i) Securities premium reserve	65,356.13	63,391.97
ii) Debenture redemption reserve	-	3,750.00
iii) General reserve	45,967.75	45,967.75
iv) Share options outstanding account	1,198.56	1,181.39
v) Retained earnings	63,241.78	43,568.03
vi) Capital reserve	175.18	175.18
vii) Capital redemption reserve	135.71	135.71
viii) Effective Portion of Cashflow Hedges	88.29	-
ix) Share application money pending allotment	-	12.51
Total reserves and surplus	176,163.40	158,182.54

i) Securities premium reserve

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Opening Balance	63,391.97	60,139.79
Add: Exercise of share options	1,435.02	1,030.84
Add: Exercise of options - transferred from shares options outstanding account	529.14	378.98
Add: Securities premium proceeds received on issue of equity shares (Note 16(iii))	-	0.05
Add: Securities premium on issue of shares on demerger (note 44)	-	1,842.31
Closing Balance	65,356.13	63,391.97

ii) Debenture redemption reserve

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Opening Balance	3,750.00	4,625.00
Add / (Less): Transferred from / to General Reserve / Retained Earnings	(3,750.00)	(875.00)
Closing Balance	-	3,750.00

iii) General Reserve

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Opening Balance	45,967.75	43,256.34
Add : Transferred from debenture redemption reserve	-	875.00
Add : Transferred from retained earnings	-	1,836.41
Closing Balance	45,967.75	45,967.75

iv) Shares options outstanding account

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Opening Balance	1,181.39	1,261.09
Add : Employee stock option expense	580.85	421.99
Less : Transferred from share options outstanding account on lapse of vested options	(34.54)	(122.71)
Less : Exercise of options - transferred from shares options outstanding account	(529.14)	(378.98)
Closing Balance	1,198.56	1,181.39

Notes to standalone financial statements for the year ended 31st March, 2022

Note 17 : Other Equity (Contd..)

v) Retained earnings

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Opening Balance	43,568.03	26,223.02
Add : Net profit for the year	15,349.82	18,364.10
Add : Other comprehensive income (net of tax)	539.39	694.61
Add : Transferred from stock options reserve for vested cancelled options	34.54	122.71
Add : Transfer from Debenture Redemption Reserve	3,750.00	-
Less: Transferred to general reserve	-	(1,836.41)
Closing Balance	63,241.78	43,568.03

vi) Capital reserve

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Opening Balance	175.18	10.00
Add: Gain on bargain purchase on demerger (note 44)	-	165.18
Closing Balance	175.18	175.18

vii) Capital redemption reserve

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Opening Balance	135.71	135.71
Closing Balance	135.71	135.71

viii) Effective Portion of Cashflow Hedges

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Opening Balance	-	-
Add: Charge for the year	49.98	-
Add: Other comprehensive income (net of tax)	38.31	-
Closing Balance	88.29	-

ix) Share application money pending allotment

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Opening Balance	12.51	0.02
Add: Issue of Share Capital	(12.51)	12.49
Closing Balance	-	12.51

Nature and purpose of reserves

Securities Premium

Securities Premium Reserve is used to record the premium on issue of shares and is utilised in accordance with the provisions of the Companies Act, 2013.

Notes to standalone financial statements

for the year ended 31st March, 2022

Note 17 : Other Equity (Contd..)

Debenture Redemption Reserve (DRR)

The Indian Companies Act requires companies that issue debentures to create a debenture redemption reserve (DRR) from annual profits until such debentures are redeemed. Companies are required to maintain 25% as a reserve of outstanding redeemable debentures. Accordingly, the Company creates DRR at 25% in the penultimate year to the year in which the repayment obligation arises on the Company. The amounts credited to the debenture redemption reserve will not be utilised except to redeem debentures.

General Reserve

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.

Share options outstanding account

The fair value of the equity-settled share based payment transactions is recognised in Statement of Profit and Loss with corresponding credit to Employee Stock Options Outstanding Account.

Effective Portion of Cashflow Hedges

The Company uses hedging instruments as part of its management of foreign currency risk and interest rate risk associated on borrowings. For hedging foreign currency and interest rate risk, the Company uses foreign currency forward contracts, cross currency swaps, foreign currency option contracts and interest rate swaps. To the extent these hedges are effective, the change in fair value of the hedging instrument is recognised in the effective portion of cash flow hedges. Amounts recognised in the effective portion of cash flow hedges is reclassified to the statement of profit and loss when the hedged item affects profit or loss.

Distribution proposed

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Proposed dividend on equity shares (*)		
Proposed dividend of ₹ 3 per share (March 31, 2021 - NIL per share)	3,446.22	-

* The proposed dividend on equity shares is subject to the approval of shareholders in the annual general meeting and hence is not recognised as a liability as at the Balance Sheet date.

Note 18 : Borrowings

Non-current	Note No.	(₹ in Lakhs)	
		31-Mar-22	31-Mar-21
Non-current			
Unsecured			
Sales tax deferral liability	Note a	16.65	124.28
Rupee term loans	Note b	1,166.67	2,333.33
Total unsecured non-current borrowings		1,183.32	2,457.61
Total non-current borrowings		1,183.32	2,457.61
Current			
Secured			
Cash credits	Note c.a	-	215.85
Working capital rupee loan	Note c.b	-	11,200.00
Total secured current borrowings		-	11,415.85

Notes to standalone financial statements

for the year ended 31st March, 2022

Note 18 : Borrowings (Contd..)

Non-current	Note No.	(₹ in Lakhs)	
		31-Mar-22	31-Mar-21
Unsecured			
Short term borrowings	Note c.c	-	9,500.00
Hundi acceptances	Note c.d	-	2,504.31
Current maturities of Non Convertible Debenture (NCD)	Note c.f	-	15,000.00
Current maturities of foreign currency loan	Note c.e	-	1,100.22
Current maturities of sales tax deferral liability	Note a	107.62	228.50
Current maturities of long term rupee loans	Note b	1,166.67	4,166.67
Total unsecured current borrowings		1,274.29	32,499.70
Total current borrowings		1,274.29	43,915.55

Refer Note d for security details. The maturity dates of the loans and their interest rates are as given below:

Note a:

Sales tax deferral liability is interest free and repayable over predefined instalments from the initial date of deferment of liability, as per the respective schemes as given below:

Particulars	Maturity Date	Liability In ₹ Lakhs as on 31-Mar-22
Sales tax deferral liability	FY23-24	16.65
Total Non-Current		16.65
Sales tax deferral liability	FY22-23	107.62
Total Current		107.62

Particulars	Maturity Date	Liability In ₹ Lakhs as on 31-Mar-21
Sales tax deferral liability	FY 2022-23	107.63
Sales tax deferral liability	FY 2023-24	16.65
Total Non-Current		124.28
Sales tax deferral liability	FY 2021-22	228.50
Total Current		228.50

Note b: Rupee term loan is as per the following terms

Lending Bank	Maturity Date	Interest rate %	Liability In ₹ Lakhs as on 31-Mar-22
Bank of Bahrain & Kuwait B.S.C.	17-Aug-22	7.05%	1,167.67
Bank of Bahrain & Kuwait B.S.C.	17-Aug-23	7.05%	1,166.67
Total			2,334.34

Lending Bank	Maturity Date	Interest rate %	Liability In ₹ Lakhs as on 31-Mar-21
IDFC First Bank Ltd	23-May-21	9.00%	3,000.00
Bank of Bahrain & Kuwait B.S.C.	17-Aug-21	7.85%	1,167.67
Bank of Bahrain & Kuwait B.S.C.	17-Aug-22	7.85%	1,167.67
Bank of Bahrain & Kuwait B.S.C.	17-Aug-23	7.85%	1,166.66
Total			6,500.00

Notes to standalone financial statements

for the year ended 31st March, 2022

Note 18 : Borrowings (Contd..)

Note c: Other loans outstanding as on March 31, 2021

- a) Cash credits are secured, repayable on demand and bear interest in the range of 7.90% to 13.00%.
b) Details of working capital loans are as below

Lending Bank	Maturity Date	Interest rate %	Liability In ₹ Lakhs as on 31-Mar-21
State Bank of India	6-Apr-21	7.90%	4,000.00
HDFC Bank Ltd	8-Apr-21	6.00%	2,200.00
State Bank of India	13-Apr-21	7.90%	1,700.00
HDFC Bank Ltd.	22-Apr-21	6.00%	900.00
HDFC Bank Ltd	28-Apr-21	6.00%	1,800.00
IDBI Bank Ltd.	30-Apr-21	7.55%	600.00
Total			11,200.00

- c) Details of short term borrowings are as below

Name of the Subscriber	Date of Maturity	Interest rate %	Liability In ₹ Lakhs as on 31-Mar-21
Kotak Mahindra Bank Ltd	17-Apr-21	4.95%	1,200.00
Kotak Mahindra Bank Ltd	28-Apr-21	4.95%	1,300.00
Kotak Mahindra Bank Ltd	4-May-21	4.95%	1,100.00
Kotak Mahindra Bank Ltd	11-May-21	4.95%	1,400.00
Kotak Mahindra Bank Ltd	12-May-21	4.90%	1,000.00
Kotak Mahindra Bank Ltd	18-May-21	4.90%	1,000.00
CTBC BANK LTD	1-Jun-21	4.45%	1,200.00
CTBC BANK LTD	8-Jun-21	4.45%	1,300.00
Total			9,500.00

- d) The Company also has arrangement with various banks for purchase bill discounting (Hundis). These are also unsecured and carry an interest rate in the range of 5.25 % p.a. to 9.70 % p.a. and are for a period of upto 90 days.
e) Details of foreign currency term loans are as below

Lending Bank	Maturity Date	Interest rate %	Liability In ₹ Lakhs as on 31-Mar-21
Kotak Mahindra Bank Ltd	9-May-21	6M LIBOR + 225 bps	1,100.22

- f) Details of non-convertible debentures are as below

Interest Rate	Maturity Date	Lending Bank
Redeemable at premium at ₹ 13,08,774.70 per debenture (face value of ₹ 10,00,000 per debenture)	₹ 7500 Lakhs - 20-08-2021	HDFC Mutual Fund
Redeemable at premium at ₹ 13,81,775.74 per debenture (face value of ₹ 10,00,000 per debenture)	₹ 7500 Lakhs - 18-02-2022	

Note d : Charge on secured borrowings is as given below

- a) First pari passu charge by way of hypothecation of inventories, book debts and all movable assets under the head 'property, plant and equipment'

Notes to standalone financial statements

for the year ended 31st March, 2022

Note 18 : Borrowings (Contd..)

- b) First pari passu charge on the Company's immovable properties at
i) Wardha premises - Plot no. 36, Block no. 17, Mouza no. 225, Bacharaj road, Gandhi Chowk, Wardha
ii) Hari Kunj - Flat No. 103 and 104, 'B' wing, Sindhi Society, Chembur East, Mumbai - 400071
- c) Second pari passu charge over present and future property, plant and equipment of the Company, situated at:
i) Ranjangaon Units : Village Dhoksanghvi, Taluka Shirur, Ranjangaon, Dist. Pune - 412210;
ii) Chakan Unit : Village Mahalunge, Chakan Talegaon Road, Khed, Pune - 410501;
iii) Wind Farm : Village Vankusawade, Tal. Patan, Dist. Satara, Maharashtra 415206;
iv) Showroom on Ground floor and Office Premises on Second Floor at Bajaj Bhawan 226, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400 021.
v) Office Premises No : 001, 502, 701 and 801, 'Rustomjee Aspiree', Bhanu Shankar Yagnik Marg, Off Eastern Highway, Sion (East), Mumbai - 400 022
vi) Kosi Factory Unit at Khasra No.647,648, NH 02, Km 109 Mile Stone, Village Dautana, Chhatta, Kosi Kallan, Mathura 281403.
vii) R & D centre at Plot no. 27/ pt 2/ at Millennium Business Park, TTC Industrial area, Mahape, Navi Mumbai
- The Company has not defaulted on any loans which were due for repayment during the year.

Note e : The Company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken. Further, the Company has borrowings from banks or financial institutions on the basis of security of current assets and has filed quarterly returns / statement of current assets with banks or financial institutions which are in agreement with the books of accounts.

Note 19 : Other Financial Liabilities

Particulars	31-Mar-22	31-Mar-21
(₹ in Lakhs)		
Non Current		
Fair value of put option	-	84.37
Employee benefit liabilities	16.36	-
Total other non-current financial liabilities	16.36	84.37

Particulars	31-Mar-22	31-Mar-21
(₹ in Lakhs)		
Current		
Accrued interest on Non Convertible Debenture but not due	-	3,823.22
Capital creditors	351.85	1,096.80
Unpaid dividends	67.26	77.10
Trade deposits (dealers, vendors etc.)	900.24	972.67
Interest (payable) accrued and not due	-	18.78
Interest accrued and due on borrowings	-	75.54
Channel financing liability (Note 6)	30,395.32	37,849.71
Derivative liability	8.97	74.67
Other payables	8,657.72	4,877.96
Liability towards corporate social responsibility (shortfall)	296.10	204.59
Employee benefit liabilities	5,229.16	4,620.35
Total other current financial liabilities	45,906.62	53,691.39

All the above financial liabilities are carried at amortised cost except for derivative liabilities (forward exchange contracts) which are fair valued through profit and loss and financial guarantee contracts which are initially recognised at fair value.

Notes to standalone financial statements

 for the year ended 31st March, 2022

Note 20 : Provisions

	(₹ in Lakhs)					
	As at 31st March 2022			As at 31st March 2021		
	Current	Non Current	Total	Current	Non Current	Total
Service warranties*	5,742.40	2,254.73	7,997.13	7,018.58	2,094.64	9,113.22
Legal claims	373.42	-	373.42	543.80	-	543.80
Other matters**	1,642.42	-	1,642.42	1,403.89	-	1,403.89
Total Provisions	7,758.24	2,254.73	10,012.97	8,966.27	2,094.64	11,060.91

Movement in provisions is as given below:

Particulars	(₹ in Lakhs)		
	Service Warranties	Legal Claims	Other matters
Opening balance as on 1st April, 2020	9,108.53	545.04	1,319.65
Arising during the year	5,606.81	-	84.24
Unwinding of discount (finance cost)	215.87	-	-
Utilised during the year	(5,817.99)	(1.24)	-
Closing balance as on 31st March, 2021	9,113.22	543.80	1,403.89
Arising during the year	5,189.35	-	194.78
Unwinding of discount (finance cost)	197.09	-	-
Utilised during the year	(6,502.53)	(170.38)	-
Closing balance as on 31st March, 2022	7,997.13	373.42	1,642.42

*Refer note 1D(1)

**The Company has made provisions for litigation cases and pending assessments in respect of taxes, the outflow of which would depend on the cessation of the respective events.

Note 21 : Employee Benefit Obligations

	(₹ in Lakhs)					
	As at 31st March 2022			As at 31st March 2021		
	Current	Non Current	Total	Current	Non Current	Total
Leave obligations	283.47	1,249.71	1,533.18	306.82	1,221.45	1,528.27
Interest rate guarantee on provident fund	-	351.18	351.18	-	547.21	547.21
Gratuity (refer note a below)	615.84	4,346.52	4,962.36	876.22	4,995.44	5,871.66
Total employee benefit obligations	899.31	5,947.41	6,846.72	1,183.04	6,764.10	7,947.14

Disclosure of defined benefit plans are as given below :

A. Gratuity :

The Company has a defined benefit gratuity plan in India (Funded) for its employees, which requires contribution to be made to a separately administered fund. Company had an unfunded Gratuity Liability towards employees of erstwhile HLL Demerged Undertaking, which has been completely paid off during FY. 2021-22 on account of their VRS from the Company

The gratuity benefit payable to the employees of the Company is greater of the two : (i) The provisions of the Payment of Gratuity Act, 1972 or (ii) The Company's gratuity scheme as described below.

(i) The provisions of the Payment of Gratuity Act, 1972 :

Benefits as per the Payment of Gratuity Act, 1972

Salary for calculation of Gratuity (GS)	Last drawn basic salary including dearness allowance (if any)
Gratuity Service (SER)	Completed years of Continuous Service with part thereof in excess of six months

Notes to standalone financial statements

 for the year ended 31st March, 2022

Note 21 : Employee Benefit Obligations (Contd..)

Benefits as per the Payment of Gratuity Act, 1972

Vesting period	5 Years #
Benefit on normal retirement	15/26 * GS * SER
Benefit on early retirement / termination / resignation / withdrawal	Same as normal retirement benefit based on the service upto the date of exit.
Benefit on death in service	Same as normal retirement benefit and no vesting period condition applies.
Limit	₹ 20 lakhs

(ii) The Company's gratuity scheme :

Benefits as per the Company's Gratuity Scheme for HO Employees (Category S - Staff)

Salary for calculation of Gratuity (GS)	Basic Salary + Special Pay + Personal Pay + Variable Dearness Allowance + Fixed Dearness Allowance
Gratuity Service (SER)	Completed years of Continuous Service with part thereof in excess of six months
Vesting period	5 Years #
Benefit on normal retirement	21/26 * GS * SER
Benefit on early retirement / termination / resignation / withdrawal	Same as normal retirement benefit based on the service upto the date of exit.
Benefit on death in service	Same as normal retirement benefit and no vesting period condition applies.
Limit	No Limit

Benefits as per the Company's Gratuity Scheme for HO (Category E - Executives, Category PSG - Project Services Group and Category Factory Staff - Chakan & Ranjangaon Employees)

Salary for calculation of Gratuity (GS)	HO Category E & PSG: Basic Salary Factory Staff : Basic Salary + DA, if any	
Gratuity Service (SER)	Completed years of Continuous Service with part thereof in excess of six months	
Vesting period	5 Years #	
Benefit on normal retirement	Service	Benefits
	Between 5 & 9 years	60% x GS x SER
	Between 10 & 14 years	70% x GS x SER
	Between 15 & 24 years 25 years & Above	80% x GS x SER GS x SER
Benefit on early retirement / termination / resignation / withdrawal	Service	Benefits
	Between 5 & 9 years	60% x GS x SER
	Between 10 & 14 years	70% x GS x SER
	Between 15 & 24 years 25 years & Above	80% x GS x SER 90% x GS x SER
Benefit on death in service	HO Category E & PSG: GS x SER Factory Staff : Same as normal retirement benefit based on the service upto the date of exit.	
Limit	No Limit	

Completion of 240 days during the 5th year can be treated as completion of 1 year of continuous service.

In case of employees with age above the retirement age, the retirement is assumed to happen immediately and valuation is done accordingly.

Notes to standalone financial statements

for the year ended 31st March, 2022

Note 21 : Employee Benefit Obligations (Contd..)

Changes in the Present Value of Obligation are as given below :

(₹ in Lakhs)

Particulars	For the year ended	
	31-Mar-22	31-Mar-21
Present Value of Obligation as at the beginning	6,698.08	5,983.39
Current Service Cost	559.65	618.67
Interest Cost	414.99	351.06
Re-measurement (gain) / loss arising from:		
- change in demographic assumptions	-	-
- change in financial assumptions	(120.30)	34.65
- experience adjustments (i.e. Actual experience vs assumptions)	(310.88)	(102.95)
Benefits Paid	(1,368.56)	(1,024.58)
Acquisition Adjustment (HLL Mfg. Undertaking absorbed in Demerger)	-	837.85
Present Value of Obligation as at the end	5,872.98	6,698.08

Changes in the Fair Value of Plan Assets is as given below :

(₹ in Lakhs)

Particulars	For the year ended	
	31-Mar-22	31-Mar-21
Fair Value of Plan Assets as at the beginning	830.33	337.18
Investment Income	51.45	21.40
Employer's Contribution	2.09	574.96
Benefits Paid	-	(107.18)
Return on plan assets, excluding amount recognised in interest (expense)/income	30.81	3.97
Fair Value of Plan Assets as at the end	914.68	830.33

Changes in the Fair Value of Reimbursement Right is as given below * :

(₹ in Lakhs)

Particulars	For the year ended	
	31-Mar-22	31-Mar-21
Fair Value of Reimbursement Right as at the beginning	5,360.58	5,003.05
Investment Income	332.12	317.47
Employer's Contribution	-	-
Benefits Paid	(630.10)	(687.22)
Return on plan assets , excluding amount recognised in interest (expense)/income	243.80	727.28
Fair Value of Reimbursement Right as at the end	5,306.40	5,360.58

* Reimbursement right is a non-qualifying insurance policy under Ind AS 19 as it is with Bajaj Allianz Life Insurance Co. Ltd (a related party of Bajaj Electricals Limited). The same has been disclosed in Note 10 and Note 14 of the standalone financials statements

Amount recognised in balance sheet is as given below :

(₹ in Lakhs)

Particulars	As on	
	31-Mar-22	31-Mar-21
Present Value of Obligation	5,872.98	6,698.09
Fair Value of Plan Assets	914.68	830.34
Surplus / (Deficit)	(4,958.30)	(5,867.75)
Effects of Asset Ceiling, if any	-	-
Net Actuarially Valued Asset / (Liability)	(4,958.30)	(5,867.75)
Liability on an actual basis for employees at foreign branches	(4.06)	(3.91)
Total Net Asset / (Liability)	(4,962.36)	(5,872.66)

Notes to standalone financial statements

for the year ended 31st March, 2022

Note 21 : Employee Benefit Obligations (Contd..)

Amount recognised in statement of profit and loss and other comprehensive income is as given below :

(₹ in Lakhs)

Particulars	For the year ended	
	31-Mar-22	31-Mar-21
Costs charged to statement of profit and loss :		
Current Service Cost	559.65	618.67
Interest Expense or Cost	414.99	351.06
Investment Income	(383.57)	(338.87)
Expense recognised in statement of profit and loss	591.07	630.86
Re-measurement (gain) / loss arising from:		
Change in demographic assumptions	-	-
Change in financial assumptions	(120.30)	34.65
Experience adjustments (i.e. Actual experience vs assumptions)	(310.88)	(102.95)
Return on plan assets , excluding amount recognised in interest expense/ (income)	(274.61)	(731.25)
(Income) / Expense recognised in Other Comprehensive Income	(705.79)	(799.55)
Total Expense Recognised during the year	(114.72)	(168.69)

Major categories of Plan Assets & Reimbursement Right (as percentage of Total Assets)

Particulars	As on	
	31-Mar-22	31-Mar-21
Funds managed by Insurer	100%	100%
Total	100%	100%

As the funds are managed wholly by the insurance company, the break-up of the plan assets is unavailable

The significant actuarial assumptions are as follows:

Financial Assumptions

Particulars	As on	
	31-Mar-22	31-Mar-21
Discount rate (per annum)	6.60%	6.20%
Salary growth rate (per annum)	For HLL- 8.00%	For HLL- 8.00%
	For Others - 8.50%	For Others - 8.50%

Demographic Assumptions

Particulars	As on	
	31-Mar-22	31-Mar-21
Mortality Rate	100% of IALM 12-14	100% of IALM 12-14
Withdrawal rates, based on age: (per annum) :		
Up to 30 years	For HLL- 4.00%	For HLL- 4.00%
	For Others - 21.00%	For Others - 21.00%
31 - 44 years	For HLL- 4.00%	For HLL- 4.00%
	For Others - 14.00%	For Others - 14.00%
Above 44 years	For HLL- 4.00%	For HLL- 4.00%
	For Others - 12.00%	For Others - 12.00%

Notes to standalone financial statements

for the year ended 31st March, 2022

Note 21 : Employee Benefit Obligations (Contd..)

Summary of Membership Status

Particulars	As on	
	31-Mar-22	31-Mar-21
Number of employees	2,259	2,966
Total monthly salary (₹ In Lakhs)	816.06	873.54
Average past service (years)	7.09	8.17
Average age (years)	37.24	37.67
Average remaining working life (years)	20.77	20.34
Number of completed years valued	16,018	24,229
Decrement adjusted remaining working life (years)	6.12	6.24
Normal retirement age	58 years *	58 years *

* The standard retirement date for executive employees is June 30 and the April 1st for the staff employees. In case of employees with age above the normal retirement age indicated above, the retirement is assumed to happen immediately and valuation is done accordingly.

Sensitivity Analysis

The sensitivity analysis is determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. (Amounts in INR Lakhs)

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Defined Benefit Obligation (Base)	5,872.98	6,698.10

Particulars	31-Mar-22		31-Mar-21	
	Result of decrease	Result of increase	Result of decrease	Result of increase
Discount Rate (- / + 1%)	6,184.07	5,594.71	7,070.72	6,365.66
(% change compared to base due to sensitivity)	5.30%	(4.74%)	5.60%	(5.00%)
Salary Growth Rate (- / + 1%)	5,614.37	6,155.59	6,389.38	7,036.17
(% change compared to base due to sensitivity)	(4.40%)	4.81%	(4.60%)	5.00%
Attrition Rate (- / + 50% of attrition rates)	6,452.14	5,562.67	7,428.19	6,312.66
(% change compared to base due to sensitivity)	9.86%	(5.28%)	10.90%	(5.80%)
Mortality Rate (- / + 10% of mortality rates)	5,871.79	5,874.20	6,697.23	6,698.97
(% change compared to base due to sensitivity)	(0.02%)	0.02%	0.00%	0.00%

The description of plans ability to affect the amount, timing and uncertainty of the entity's future cash flows

a) Funding arrangements and Funding Policy

The scheme is managed on funded basis. Payment for present liability of future payment of gratuity is being made to approved gratuity fund, which fully covers the same under Cash Accumulation Policies of the Life Insurance Corporation of India (LIC) and Bajaj Allianz Life Insurance Company Ltd. (BALIC). Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the Company. Any deficit in the assets arising as a result of such valuation is funded by the Company.

Notes to standalone financial statements

for the year ended 31st March, 2022

Note 21 : Employee Benefit Obligations (Contd..)

b) Expected Contribution during the next annual reporting period

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
The Company's best estimate of Contribution during the next year	186.16	1,098.66

c) Maturity Profile of Defined Benefit Obligation

Particulars	31-Mar-22	31-Mar-21
Weighted average duration (based on discounted cashflows)	5 years	6 years

Expected cash flows over the next (valued on undiscounted basis):	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
1 year	1,530.53	1,706.56
More than 1 and upto 2 years	582.55	593.73
More than 2 and upto 5 years	1,666.92	1,813.51
More than 5 and upto 10 years	2,194.44	2,524.63
More than 10 years	2,870.58	3,336.44

d) Asset liability matching strategies

For gratuity, the Company has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance company, as part of the policy terms, makes payment of all gratuity outgoes happening during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Company is exposed to movement in interest rate (in particular, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset)

B. Provident Fund (Defined Benefit Plan) :

Bajaj Electricals Limited operates in two schemes for the compliance of provident fund statute - (i) Bajaj Electricals Limited Employees' Provident Fund Trust & Matchwel Electricals (India) Ltd Employees' Provident Fund Trust (defined benefit plan) and (ii) RPF Contributions for provident fund (defined contribution plan).

For exempt provident fund, the defined benefit obligation of the Company arises from the possibility that during anytime in the future, the scheme may earn insufficient investment income to meet the guaranteed interest rate declared by government / EPFO / relevant authorities as well as for fund assets shortfall as against the liabilities of the Trusts

The net defined benefit obligation as at the valuation date represents the excess of accumulated fund value (determined on actuarial basis) plus interest rate guaranteed liability over the fair value of plan assets or vice-versa

The benefit valued under PF obligation are summarised below:

Normal Retirement Age	58 Years *
Benefit on normal retirement	Accrued Account Value
Benefit on early retirement / termination / resignation / withdrawal	Accrued Account Value
Benefit on death in service	Accrued Account Value

* The standard retirement date for executive employees is June 30th of every year and the same is April 1st of every year for the staff employees.

Notes to standalone financial statements

 for the year ended 31st March, 2022

Note 21 : Employee Benefit Obligations (Contd..)

The company's compliances for provident fund is governed by Employees' Provident Fund and Miscellaneous Provisions Act, 1952. Responsibility for governance of the plans, including investment decisions and contribution schedules lies jointly with the company and the board of trustees. The board of trustees are composed of representatives of the company and plan participants in accordance with the plan's regulations

Changes in the Present Value of Obligation of Trusts are as given below :

(₹ in Lakhs)

Particulars	For the year ended	
	31-Mar-22	31-Mar-21
Present Value of Obligation as at the beginning	17,128.90	15,716.67
Interest Cost	1,112.74	1,296.82
Current Service Cost	752.63	864.85
Employee's Contributions	1,392.61	1,401.26
Transfer In / (out) of the liability	149.76	302.80
Benefits Paid	(2,402.91)	(2,576.04)
Re-measurement (gain) / loss arising from:		
- experience variance (i.e. Actual experience vs assumptions), loss if positive	503.78	122.54
- change in financial assumptions	(483.40)	-
Present Value of Obligation as at the end	18,154.11	17,128.90

Changes in the Fair Value of Plan Assets of Trusts are as given below :

(₹ in Lakhs)

Particulars	For the year ended	
	31-Mar-22	31-Mar-21
Fair Value of Plan Assets as at the beginning	16,256.04	14,543.19
Investment Income	1,054.05	1,236.17
Employer's Contributions	697.24	864.85
Employee's Contributions	1,392.61	1,401.26
Transfers In	149.76	302.80
Benefits Paid	(2,402.91)	(2,576.04)
Return on plan assets , excluding amount recognised in interest (expense)/income	999.44	483.81
Fair Value of Plan Assets as at the end	18,146.23	16,256.04

A deterministic approach is considered to estimate the value of Interest Rate Guarantee on the Exempt Provident Fund. The per annum cost of guarantee at which Interest Rate Guarantee Liability has been valued is mentioned below

Amount recognised in balance sheet of Trusts is as given below:

Matchwel Electricals (India) Ltd Employees' Provident Fund Trust (for Chakan unit employees) (Amounts in INR Lakhs) :

(₹ in Lakhs)

Particulars	As on	
	31-Mar-22	31-Mar-21
Present Value of Obligation	441.36	423.00
Fair Value of Plan Assets	918.30	820.27
Surplus / (Deficit)	476.94	397.27
Effects of Asset Ceiling, if any	-	-
Net Asset / (Liability)	476.94	397.27

Notes to standalone financial statements

 for the year ended 31st March, 2022

Note 21 : Employee Benefit Obligations (Contd..)

The present value of obligation of Matchwel Electricals (India) Ltd Employees' Provident Fund Trust represents the aggregate of accumulated fund value of ₹ 433.36 lakhs (As on March 31, 2021 - ₹ 412.07 lakhs) and interest rate guarantee ₹ 8.00 lakhs (As on March 31, 2021 - ₹ 10.92 lakhs). Of the above, the interest rate guarantee is recognised as provision in the Company's books, while the accumulated fund value is recognised by the Trust. The interest rate guarantee so recognised in the Company's books is considered as non-current liability

Bajaj Electricals Limited Employees' Provident Fund Trust (for H.O. employees) :

(₹ in Lakhs)

Particulars	As on	
	31-Mar-22	31-Mar-21
Present Value of Obligation	17,712.74	16,705.89
Fair Value of Plan Assets	17,227.94	15,435.77
Surplus / (Deficit)	(484.80)	(1,270.12)
Effects of Asset Ceiling, if any	-	-
Net Asset / (Liability)	(484.80)	(1,270.12)

The present value of obligation of Bajaj Electricals Limited Employees' Provident Fund Trust represents the aggregate of accumulated fund value of ₹ 17,391.82 lakhs (As on March 31, 2021 - ₹ 16,274.54 lakhs) and interest rate guarantee ₹ 320.92 lakhs (As on March 31, 2021 - ₹ 431.35 lakhs). Of the above, the interest rate guarantee is recognised as provision in the Company's books, while the accumulated fund value is recognised by the Trust. The interest rate guarantee so recognised in the Company's books is considered as non-current liability.

Since interest rate guarantee is already accounted in BEL's books, the liability of ₹ 163.68 lakhs which is Accumulated Fund Value of ₹ 17,391.82 lakhs in excess of Fair Value of Plan Assets of ₹ 17,227.94 lakhs is accounted by BEL as payable to Trust on shortfall of plan assets. During the year, out of the liability which had arisen mainly on account of negative return on plan assets contributed by negative return on Trust's investment in IL&FS as well as DHFL in past years; the partial recovery in the form of fresh debt security units and cash has happened from DHFL and the differential value is funded by BEL to the Trust. BEL has also recorded full liability towards IL&FS which is to be paid by BEL to the Trust

Bajaj Electricals Limited can offset an asset relating to one plan against a liability relating to another plan when, and only when, Bajaj Electricals Limited has a legally enforceable right to use a surplus in one plan to settle obligations under the other plan; and intends either to settle the obligations on a net basis, or to realize the surplus in one plan and settle its obligation under the other plan simultaneously. However the two trusts namely Matchwel Electricals (India) Ltd Employees' Provident Fund Trust (for Chakan employees) and Bajaj Electricals Limited Employees' Provident Fund Trust (for H.O. employees) are independent trusts. Accordingly, surplus assets of trust for Chakan employees cannot be offset against liability relating to trust for H.O. employees

Amount recognised in statement of profit and loss and other comprehensive income of Trusts is as given below (Amounts in INR Lakhs):

(₹ in Lakhs)

Particulars	For the year ended	
	31-Mar-22	31-Mar-21
Costs charged to statement of profit and loss :		
Current Service Cost	752.63	864.85
Interest Cost	1,112.74	1,296.82
Investment Income	(1,054.05)	(1,236.17)
Expense recognised in statement of profit and loss	811.33	925.50
Re-measurement (gain) / loss arising from:		
- Experience variance (i.e. Actual experience vs assumptions) *	503.78	122.54
- change in financial assumptions	(483.40)	-
Return on plan assets , excluding amount recognised in interest expense/(income)	(999.44)	(483.81)
Expense recognised in Other Comprehensive Income	(979.06)	(361.27)
Total Expense Recognised during the year	(167.74)	564.23

* included in other comprehensive income in the statement of profit and loss

Notes to standalone financial statements

for the year ended 31st March, 2022

Note 21 : Employee Benefit Obligations (Contd..)

The significant actuarial assumptions are as follows :

Financial and Demographic Assumptions

Particulars	As on 31-Mar-22		As on 31-Mar-21	
	HO Unit	Chakan Unit	HO Unit	Chakan Unit
Discount rate (per annum)	6.94%	6.94%	6.52%	6.52%
Interest rate guarantee (per annum)	8.10%	8.10%	8.50%	8.50%
Discount Rate for the Remaining Term to Maturity of the Investment (p.a.)	6.94%	6.94%	6.52%	6.52%
Average Historic Yield on the Investment (p.a.)	7.82%	7.82%	8.06%	8.06%
Mortality Rate	100% of IALM 2012-14		100% of IALM 2012-14	

Particulars	As on 31-Mar-22	As on 31-Mar-21
	Live Employees	Live Employees
Attrition Rate, based on ages:		
- Upto 30 years	4.99%	4.99%
- 31 to 44 years	3.63%	3.63%
- 45 to 57 years	3.62%	3.62%
- Above 57 years	0.38%	0.38%

Summary of Membership Status :

Particulars	As on	
	31-Mar-22	31-Mar-21
Dormant/Inoperative Employees	3,523	3,371
Live Number of employees	1,555	1,714
Total Number of employees	5,078	5,085
Average age (years)	40.90	40.19

Major categories of Plan Assets (as percentage of Total Plan Assets)

Particulars	As on	
	31-Mar-22	31-Mar-21
Government of India securities	4.4%	4.5%
State Government securities	38.5%	36.6%
High quality corporate bonds	31.3%	28.7%
Equity shares of listed companies	0.0%	0.0%
Public Sector Bonds	0.0%	0.0%
Special Deposit Scheme	8.4%	8.8%
Funds managed by Insurer	0.0%	0.0%
Bank balance	0.3%	0.2%
Other Investments	17.1%	21.3%
Total	100%	100%

Notes to standalone financial statements

for the year ended 31st March, 2022

Note 21 : Employee Benefit Obligations (Contd..)

Sensitivity Analysis

The sensitivity analysis is determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. (Amounts in INR Lakhs)

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Defined Benefit Obligation (Base)	18,154.11	17,128.90

Particulars	31-Mar-22		31-Mar-21	
	Result of decrease	Result of increase	Result of decrease	Result of increase
Discount Rate (- / + 1%)	18,292.09	18,016.94	17,302.81	16,961.50
(% change compared to base due to sensitivity)	0.76%	(0.76%)	1.02%	(0.98%)
Interest rate guarantee (- / + 1%)	17,825.18	19,349.12	16,686.61	18,144.23
(% change compared to base due to sensitivity)	(1.81%)	6.58%	(2.58%)	5.93%

The description of plans ability to affect the amount, timing and uncertainty of the entity's future cash flows

a) Funding arrangements and Funding Policy

The scheme is managed on funded basis. Payment for present liability of future payment of PF is made by the Company towards shortfall of Bajaj Electricals Limited Employees' Provident Fund Trust and Matchwel Electricals (India) Ltd Employees' Provident Fund Trust. The investments for the same are managed by Trustees as per advice and recommendations of a professional consultant and in compliance of obligatory pattern of investments as per government notification in official gazette for the pattern of investment for EPF exempted establishments. Any deficit in the assets of PF Trusts is funded by the Company. The provident fund for certain employees is a defined contribution plans covered under RPFC Contributions

b) Expected contribution during the next annual reporting period (Amounts in INR Lakhs)

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
The Trusts' best estimate of Contribution during the next year	790.26	908.09

This has been calculated assuming that the employer's contribution next year shall increase by 5%.

c) Asset liability matching strategies

For PF Trust Investments, the same are managed by Trustees as per advice and recommendations of a professional consultant. The Employees' Provident Fund Organisation, Ministry of Labour, Government of India, vide its notification in official gazette notified the pattern of investment for EPF exempted establishments, which depicts the obligatory pattern of investments of PF contributions and interests. The pattern mandates to invest as below :

Category No.	Particulars	31-Mar-21
(i)	Government Securities and Related Investments	Minimum 45% and upto 50%
(ii)	Debt Instruments and Related Investments	Minimum 35% and upto 45%
(iii)	Short-Term Debt Instruments and Related Investments	Upto 5%
(iv)	Equity and Related Investments	Minimum 5% and upto 15%
(v)	Asset Backed, Trust Structured and Miscellaneous Investments	Upto 5%

Notes to standalone financial statements for the year ended 31st March, 2022

Note 21 : Employee Benefit Obligations (Contd..)

C. Expenses Recognised during the year (Defined Contribution Plan) :

(₹ in Lakhs)

Particulars	Provident Fund		Superannuation		Pension	
	For the year ended		For the year ended		For the year ended	
	31-Mar-22	31-Mar-21	31-Mar-22	31-Mar-21	31-Mar-22	31-Mar-21
Expense recognised in the statement of Profit & Loss	122.71	344.57	238.04	240.76	522.61	581.64

The superannuation and pension schemes are managed on unfunded basis, hence Asset Liability Matching Strategies are not applicable

Note 22 : Trade Payables

(₹ in Lakhs)

Particulars	31-Mar-22	31-Mar-21
Current		
Trade payable	114,085.18	83,292.81
Dues to micro, small and medium enterprises *	6,719.74	10,977.22
Trade payable to related parties	435.29	141.32
Total current trade payables	121,240.21	94,411.35

* Information as required to be furnished as per Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) is given below. This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

Principal amount and interest due thereon remaining unpaid to any supplier covered under MSMED Act, 2006:

(₹ in Lakhs)

Particulars	31-Mar-22	31-Mar-21
Principal	6,350.42	10,649.17
Interest	369.32	328.05
i) The amount of interest paid by the buyer in terms of Section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	328.05	335.08
ii) 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 MSMED Act, 2006.	-	-
iii) The amount of interest accrued and remaining unpaid at the end of each accounting year.	369.32	328.05
iv) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-

Trade Payables aging schedule as at March 31, 2022

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 Year	1-2 Years	2-3 years	More than 3 years	Total
(i) MSME	4,641.25	756.07	27.36	209.61	-	5,634.29
(ii) Others	71,521.95	24,008.15	5,053.11	3,186.80	10,728.75	114,498.76
(iii) Disputed Dues - MSME	-	-	-	-	1,085.45	1,085.45
(iv) Disputed Dues - Others	-	7.84	-	1.83	12.04	21.71
TOTAL	76,163.20	24,772.06	5,080.47	3,398.24	11,826.24	121,240.21

Notes to standalone financial statements for the year ended 31st March, 2022

Note 22 : Trade Payables (Contd..)

Trade Payables aging schedule as at March 31, 2021

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 Year	1-2 Years	2-3 years	More than 3 years	
(i) MSME	8,081.67	1,336.63	328.26	-	-	9,746.56
(ii) Others	34,931.55	29,894.55	3,726.04	646.65	14,214.29	83,413.08
(iii) Disputed Dues - MSME	-	-	-	1,229.73	0.93	1,230.66
(iv) Disputed Dues - Others	-	2.83	1.75	0.05	16.42	21.05
TOTAL	43,013.22	31,234.01	4,056.05	1,876.43	14,231.64	94,411.35

Note 23 : Other Current Liabilities

(₹ in Lakhs)

Particulars	31-Mar-22	31-Mar-21
Statutory liabilities payable	2,794.70	3,639.27
Deferred revenue *	17,087.79	18,611.33
Others	1,109.13	1,925.25
Total other current liabilities	20,991.62	24,175.85

* Deferred revenue includes ₹ 16,738.10 lakhs (March 31, 2021 - ₹ 18,261.64 lakhs) for accrual of points under the Retailer Bonding Program and ₹ 349.70 lakhs (March 31, 2021 - ₹ 349.70) for warranty provision considered as a separate performance obligation.

Note 24 : Revenue from operations

(₹ in Lakhs)

Particulars	31-Mar-22	31-Mar-21
Sale of products	423,956.39	376,857.97
Contract Revenue	45,537.77	76,705.89
Other operating revenue		
Scrap sales	6,299.32	2,614.88
Insurance claims	364.85	757.98
Writeback of provisions	463.64	-
Others	412.60	369.62
Total revenue from operations (Refer Note 41(i))	477,034.57	457,306.34

Note 25 : Other income

(₹ in Lakhs)

Particulars	31-Mar-22	31-Mar-21
Interest income on bank deposits and others	195.97	1,516.41
Interest income from financial assets at amortised cost	3,636.32	676.94
Interest on income tax refund	475.67	394.85
Rental income	254.70	268.38
Net gain / (losses) on disposal of property, plant & equipment	467.44	1,782.25
Others		
Impairment allowance on trade receivables and others written back	2,679.20	746.37
Credit balance written back	1,555.25	1,324.72
Gain on termination of right-of-use assets	16.79	474.56
Others	843.67	84.16
Total other income	10,125.01	7,268.64

Notes to standalone financial statements for the year ended 31st March, 2022

Note 26 : Cost of raw materials consumed

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Raw materials at the beginning of the year	8,724.63	7,696.46
Add : Purchases	38,916.47	30,406.68
Less : Raw materials at the end of the year	8,321.45	8,724.63
Total cost of raw material consumed	39,319.65	29,378.51

Note 26 : Changes in inventories of work-in-progress, finished goods, traded goods

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Opening balance		
Work in progress	1,531.03	1,303.95
Finished Goods	1,921.75	3,627.10
Traded goods	84,657.28	56,208.58
Total opening balance	88,110.06	61,139.63
Closing balance		
Work in progress	1,777.36	1,531.03
Finished Goods	1,567.23	1,921.75
Traded goods	82,610.70	84,657.28
Total Closing balance	85,955.29	88,110.06
Total Changes in inventories of work in progress, traded goods and finished goods	2,154.77	(26,970.43)

Note 27 : Erection & subcontracting expenses

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Erection and subcontracting expense	13,388.60	24,368.64
Total Erection & subcontracting expense	13,388.60	24,368.64

Note 28 : Employee benefit expenses

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Salaries, wages and bonus	34,634.30	35,144.44
Contribution to provident and other funds (Note 21)	1,634.70	1,628.48
Employees share based payment expense (Note 33)	580.85	421.99
Gratuity (Note 21)	594.13	630.87
Staff welfare expenses	991.61	1,002.01
Total employee benefit expense	38,435.59	38,827.79

Note 29 : Depreciation and amortisation expense

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Depreciation of property, plant and equipment (Note 2)	3,709.17	3,536.94
Amortisation of intangible assets (Note 4)	129.47	266.02
Depreciation of Right of Use assets (Note 3)	1,836.26	3,123.16
Total depreciation and amortisation expense	5,674.90	6,926.12

Notes to standalone financial statements for the year ended 31st March, 2022

Note 30 : Other expenses

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Consumption of stores & spares	683.15	608.87
Packing material consumed	1,437.01	1,122.85
Power and fuel	1,084.67	970.99
Rent	2,287.34	1,607.89
Repairs and maintenance		
Plant and machinery	1,049.18	1,053.98
Buildings	10.06	1.85
Others	458.62	421.21
Telephone and communication charges	797.57	700.31
Rates and taxes	112.36	226.66
Travel and conveyance	2,871.29	3,283.43
Insurance	1,025.35	1,168.33
Printing and stationery	122.25	151.35
Directors fees	117.05	92.79
Non executive directors commission	85.00	77.00
Advertisement & publicity	11,774.01	11,237.39
Freight & forwarding	9,416.17	10,156.75
Product promotion & service charges (net)	11,455.63	10,291.31
Sales commission	1,168.26	1,267.13
Impairment allowance for doubtful debts and advances (net of reversals)	1,357.84	(477.93)
Bad debts and other irrecoverable debit balances written off	1,071.32	3,019.62
Payments to auditors (refer note 30(a))	194.96	166.35
Corporate social responsibility expenditure (refer note 43)	329.58	384.91
Impairment of property, plant and equipment	850.65	-
Legal and professional fees	2,496.83	2,300.56
Site support charges	1,849.22	3,255.80
Sales tax expenses	232.49	74.11
Security service charges	1,238.16	1,543.99
Software expenses (AMC)	2,440.32	1,466.58
Warehouse Management Services	4,255.14	857.74
Miscellaneous expenses	8,946.22	7,270.27
Total other expenses	71,217.70	64,302.09

Note 30(a) : Details of payment to auditors

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Payment to Auditors		
As Auditor		
Audit fee	124.25	111.00
Tax audit fee	5.25	5.00
Limited review fees	47.00	44.00
In other capacities		
Certification fees	16.35	4.00
Re-imbursement of expenses	2.11	2.35
Total payment to auditors	194.96	166.35

Notes to standalone financial statements

 for the year ended 31st March, 2022

Note 31 : Finance cost

Particulars	₹ in Lakhs	
	31-Mar-22	31-Mar-21
Interest expense on borrowings	3,763.32	6,095.64
Interest expense on mobilization advances	847.94	88.84
Interest expense on lease liability (refer note 3)	377.66	944.13
Unwinding of discount on provisions	187.74	225.50
Exchange differences regarded as an adjustment to borrowing costs	2.18	54.19
Other borrowing costs	125.17	146.86
Total	5,304.01	7,555.16
Finance cost capitalised	(11.43)	-
Finance cost expensed in profit and loss	5,292.58	7,555.16

Note 32 : Income Tax Expense

(a) Income Tax Expense

Particulars	₹ in Lakhs	
	31-Mar-22	31-Mar-21
Current Tax		
Current income tax charge	5,045.56	4,761.14
Adjustments of tax relating to earlier periods	(489.34)	-
Total Current tax expense	4,556.22	4,761.14
Total deferred tax expense / (benefit)	641.55	992.45
Income tax expense in the statement of profit and loss	5,197.77	5,753.59

(b) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate:

Particulars	₹ in Lakhs	
	31-Mar-22	31-Mar-21
Profit from continuing operations before income tax expense	20,547.59	24,117.69
Income Tax @ standard tax rate of 25.168% (March 31, 2021 - 25.168%)	5,171.42	6,069.94
Permanent differences due to:		
Corporate social responsibility	132.71	47.40
Interest on MSME	92.96	82.56
Donation expenses	19.89	4.84
Exceptional Items (derecognition of associate pursuant to demerger [HLL])	-	(296.01)
Adjustment of tax relating to earlier periods	(489.34)	-
Others	270.13	(155.14)
Income Tax Expense reported in statement of profit and loss	5,197.77	5,753.59

Note 33 : Employee stock options :

A. Summary of Status of ESOPs Granted :

The position of the existing schemes is summarized as under:

Sr. No.	Particulars	BAJAJ GROWTH 2007	ESOP 2011	ESOP 2015
I. Details of the ESOS :				
1	Date of Shareholder's Approval	Originally approved in AGM held on 26 Jul 2007 and revised in AGM held on 28 Jul 2010		As per the Postal Ballot dated 21 Jan 2016

Notes to standalone financial statements

 for the year ended 31st March, 2022

Note 33 : Employee stock options: (Contd..)

Sr. No.	Particulars	BAJAJ GROWTH 2007	ESOP 2011	ESOP 2015
2	Total Number of Options approved	Bajaj Growth 2007 Scheme approved 4,321,440 shares of face value ₹2 each (erstwhile 864,288 shares of ₹10 each prior to share-split) equivalent to 5% of paid up equity shares i.e. 86,428,800 shares as at the date of the announcement of scheme. The ESOP 2011 being the modified ESOP 2007 Scheme approved aggregate of 78,03,560 shares of face value ₹2 each equivalent to 8% of paid up equity shares i.e. 97,544,495 as at the date of the announcement of scheme.		30,27,073 shares of face value ₹2 each equivalent to 3% of paid up equity i.e. 100,902,426 shares as at the date of the announcement of scheme.
3	Vesting Requirements & Exercise Period	Options' vesting happen only on continuation of employment being the vesting requirement. The options are granted to employees with grade Assistant General Manager and above. As per Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, SEBI (Share Based Employee Benefits) (Amendment) Regulations, 2015 and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, there is a minimum period of one year between the grant of options and vesting of option observed by the Company. As per the Company Policy, the vested options can be exercised anytime upto 3 years from date of vesting. Options granted under the plan carry no dividend or voting rights till the options are exercised and duly allotted to the employees. When exercisable, each option is convertible into one equity share.		
4	The Pricing Formula	Closing price on the stock exchange where there is highest traded volume on working day prior to the date of grant.		
5	Maximum term of Options granted (years)	7 Years	7 Years	7 Years
6	Method of Settlement	Equity settled	Equity settled	Equity settled
7	Source of shares	Fresh Issue	Fresh Issue	Fresh Issue
8	Variation in terms of ESOP	Nil	Nil	The Nomination & Remuneration Committee of the Company at its meeting held on 12 November 2021 amended the Scheme to align it with the requirements of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
9	Equity Shares reserved for issue under Employee Stock Options outstanding as at March 31, 2022	The Company has 10,830,633 Equity Shares of ₹2/- each available to issue as Employees Stock Options as its Total Pool Size as of March 31, 2022, of which number of stock options not yet granted under ESOP 2015 scheme are 462,643, number of stock options vested & exercisable under ESOP 2011 & ESOP 2015 schemes are 234,795 and number of stock options unvested under ESOP 2015 scheme are 939,625. Thus, total equity shares reserved for issuance under ESOP Scheme outstanding as at March 31, 2021 are 1,637,063.		

II. Option Movement during the year ended March 31, 2022

Sr. No.	Particulars	BAJAJ GROWTH 2007		ESOP 2011		ESOP 2015	
		No. of options	Wt. avg exercise price	No. of options	Wt. avg exercise price	No. of options	Wt. avg exercise price
1	No. of Options Outstanding at the beginning of the year	-	-	28,400	290.26	1,103,140	466.01
2	Options Granted during the year	-	-	-	-	517,500	1,116.35
3	Options Forfeited / Surrendered during the year	-	-	2,750	257.81	124,625	558.84

Notes to standalone financial statements

for the year ended 31st March, 2022

Note 33 : Employee stock options: (Contd..)

Sr. No.	Particulars	BAJAJ GROWTH 2007		ESOP 2011		ESOP 2015	
		No. of options	Wt. avg exercise price	No. of options	Wt. avg exercise price	No. of options	Wt. avg exercise price
4	Options Expired (Lapsed) during the year	-	-	3,250	261.44	6,500	347.76
5	Options Exercised during the year	-	-	20,500	302.19	316,995	435.28
6	Number of options outstanding at the end of the year	-	-	1,900	257.81	1,172,520	752.14
7	Number of options exercisable at the end of the year	-	-	1,900	257.81	232,895	464.43

Option Movement during the year ended March 31, 2021

Sr. No.	Particulars	BAJAJ GROWTH 2007		ESOP 2011		ESOP 2015	
		No. of options	Wt. avg exercise price	No. of options	Wt. avg exercise price	No. of options	Wt. avg exercise price
1	No. of Options Outstanding at the beginning of the year	-	-	132,500	282.71	1,267,800	422.99
2	Options Granted during the year	-	-	-	-	207,500	610.57
3	Options Forfeited / Surrendered during the year	-	-	6,250	316.25	149,875	437.06
4	Options Expired (Lapsed) during the year	-	-	20,150	312.42	2,500	259.24
5	Options Exercised during the year	-	-	77,700	269.55	219,785	376.44
6	Number of options outstanding at the end of the year	-	-	28,400	290.26	1,103,140	466.01
7	Number of Options exercisable at the end of the year	-	-	28,400	290.26	318,265	428.98

III. Weighted Average remaining contractual life

	BAJAJ GROWTH 2007	ESOP 2011	ESOP 2015
Range of Exercise Price	Weighted average contractual life (years) as on March 31, 2022		
0 to 100	Nil	Nil	Nil
No. of Options Outstanding	Nil	Nil	Nil
101 to 200	Nil	Nil	Nil
No. of Options Outstanding	Nil	Nil	Nil
201 to 300	Nil	0.35	0.99
No. of Options Outstanding	Nil	1,900	13,125
301 to 400	Nil	Nil	3.42
No. of Options Outstanding	Nil	Nil	285,900
401 to 500	Nil	Nil	3.76
No. of Options Outstanding	Nil	Nil	120,500
501 to 600	Nil	Nil	2.58
No. of Options Outstanding	Nil	Nil	58,750
601 to 700	Nil	Nil	2.69
No. of Options Outstanding	Nil	Nil	92,795
701 to 800	Nil	Nil	4.60
No. of Options Outstanding	Nil	Nil	98,950
801 to 900	Nil	Nil	Nil
No. of Options Outstanding	Nil	Nil	Nil

Notes to standalone financial statements

for the year ended 31st March, 2022

Note 33 : Employee stock options: (Contd..)

	BAJAJ GROWTH 2007	ESOP 2011	ESOP 2015
901 to 1000	Nil	Nil	Nil
No. of Options Outstanding	Nil	Nil	Nil
1001 to 1100	Nil	Nil	5.02
No. of Options Outstanding	Nil	Nil	65,000
1101 to 1200	Nil	Nil	5.27
No. of Options Outstanding	Nil	Nil	397,500
1201 to 1300	Nil	Nil	5.51
No. of Options Outstanding	Nil	Nil	40,000

Range of Exercise Price	Weighted average contractual life (years) as on March 31, 2021		
0 to 100	Nil	Nil	Nil
No. of Options Outstanding	Nil	Nil	Nil
101 to 200	Nil	Nil	Nil
No. of Options Outstanding	Nil	Nil	Nil
201 to 300	Nil	0.95	1.70
No. of Options Outstanding	Nil	17,900	69,175
301 to 400	Nil	0.27	4.00
No. of Options Outstanding	Nil	10,500	437,540
401 to 500	Nil	Nil	3.85
No. of Options Outstanding	Nil	Nil	198,800
501 to 600	Nil	Nil	3.48
No. of Options Outstanding	Nil	Nil	84,375
601 to 700	Nil	Nil	3.16
No. of Options Outstanding	Nil	Nil	200,750
701 to 800	Nil	Nil	5.50
No. of Options Outstanding	Nil	Nil	112,500

IV. Weighted average Fair Value of Options Granted during the year ended March 31, 2022 whose

	BAJAJ GROWTH 2007	ESOP 2011	ESOP 2015
(a) Exercise price equals market price	No options were granted during the year	No options were granted during the year	458.10
(b) Exercise price is greater than market price			None
(c) Exercise price is less than market price			None

Weighted average Fair Value of Options Granted during the year ended March 31, 2021 whose

	BAJAJ GROWTH 2007	ESOP 2011	ESOP 2015
(a) Exercise price equals market price	No options were granted during the year	No options were granted during the year	240.38
(b) Exercise price is greater than market price			None
(c) Exercise price is less than market price			None

V. The weighted average market price of options exercised :

	BAJAJ GROWTH 2007	ESOP 2011	ESOP 2015
During the year ended March 31, 2022	Nil	1,088.36	1,094.25
During the year ended March 31, 2021	Nil	616.71	721.47

Notes to standalone financial statements

 for the year ended 31st March, 2022

Note 33 : Employee stock options: (Contd..)

VI Method and Assumptions used to estimate the fair value of options granted during the year ended March 31, 2022:

The fair value has been calculated using the Black Scholes Option Pricing model

The Assumptions used in the model are as follows:

	BAJAJ GROWTH 2007	ESOP 2011	ESOP 2015
Variables	Weighted Average	Weighted Average	Weighted Average
1. Risk Free Interest Rate			5.44%
2. Expected Life (in years)			4.15
3. Expected Volatility			42.92%
4. Dividend Yield	No options granted during the year	No options granted during the year	0.00%
5. Exercise Price (₹)			1116.35
6. Price of the underlying share in market at the time of the option grant. (₹)			1116.35

Method and Assumptions used to estimate the fair value of options granted during the year ended March 31, 2021:

The fair value has been calculated using the Black Scholes Option Pricing model

The Assumptions used in the model are as follows:

	BAJAJ GROWTH 2007	ESOP 2011	ESOP 2015
Variables	Weighted Average	Weighted Average	Weighted Average
1. Risk Free Interest Rate			5.14%
2. Expected Life (in years)			4.15
3. Expected Volatility			41.35%
4. Dividend Yield	No options granted during the year	No options granted during the year	0.16%
5. Exercise Price (₹)			610.57
6. Price of the underlying share in market at the time of the option grant. (₹)			610.57

Assumptions:

Stock Price: Closing price on National Stock Exchange on the date of grant has been considered

Volatility: The expected price volatility is based on the historic volatility, adjusted for any expected changes to future volatility due to publicly available information. The volatility is calculated considering the daily volatility of the stock prices on National Stock Exchange of India Ltd. (NSE), over a period prior to the date of grant corresponding with the expected life of the options.

Risk-free rate of return: The risk-free interest rate being considered for the calculation is the interest rate applicable for a maturity equal to the expected life of the options based on the zero-coupon yield curve for Government Securities

Exercise Price: Exercise Price of each specific grant has been considered.

Time to Maturity: Time to Maturity / Expected Life of options is the period for which the Company expects the options to be live.

Expected dividend yield: Expected dividend yield has been calculated as an average of dividend yields for five financial years preceding the date of the grant

VII Effect of Share-Based Payment Transactions on the Entity's Profit or Loss for the year (₹ In Lakhs) :

(₹ in Lakhs)

Particulars	31-Mar-22	31-Mar-21
1 Employee Stock Option Plan Expense	580.85	421.99
2 Total ESOP Reserve at the end of the year	1,198.56	1,181.39

Notes to standalone financial statements

 for the year ended 31st March, 2022

Note 34 : Fair value measurements

(i) Financial instruments by category

The carrying amounts of financial instruments by class are as follows

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
A. Financial assets		
I. Measured at amortized cost		
Trade Receivables	135,034.90	191,621.05
Loans	38,685.19	11,145.76
Cash and Cash Equivalents	11,781.85	4,562.91
Bank Balances other than above	2,352.64	1,592.54
Other Financial Assets	2,603.60	3,223.81
II. Measured at fair value through profit and loss (FVTPL)		
Other Financial Assets		
- Forward contracts	329.43	1.82
- Fair value of call option	-	110.11
Investments	489.73	469.74
	191,277.34	212,727.74
B. Financial liabilities		
I. Measured at amortized cost		
Borrowings	2,457.61	46,373.16
Trade Payables	121,240.21	94,411.35
Other Financial Liabilities	45,914.01	53,616.70
Lease Liabilities	4,587.80	3,863.29
II. Measured at fair value through profit and loss (FVTPL)		
Other Financial Liabilities		
- Forward contracts	8.97	74.67
- Fair value of put option	-	84.38
	174,208.60	198,423.55

(ii) Set out below, is a fair value measurement hierarchy and comparison by class of carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts which are reasonable approximations of their fair values:

Particulars	Valuation Techniques	Carrying values	Fair Values	Fair Values Measurement using		
				Level 1	Level 2	Level 3
As at March 31, 2022						
Other Financial Assets						
- Forward contracts	Mark to Market	329.43	329.43	-	329.43	-
Investments	Net Asset Value (note a)	489.73	489.73	-	-	489.73
Other Financial Liabilities						
- Forward contracts	Mark to Market	8.97	8.97	-	8.97	-
		828.13	828.13	-	338.40	489.73
As at March 31, 2021						
Other Financial Assets						
- Forward contracts	Mark to Market	1.82	1.82	-	1.82	-
- Fair value of call option	Note b	110.11	110.11	-	-	110.11
Investments	Net Asset Value (note a)	469.74	469.74	-	-	469.74

Notes to standalone financial statements

for the year ended 31st March, 2022

Note 34 : Fair value measurements (Contd..)

Particulars	Valuation Techniques	Carrying values	Fair Values	Fair Values Measurement using		
				Level 1	Level 2	Level 3
Other Financial Liabilities						
- Forward contracts	Mark to Market	74.67	74.67	-	74.67	-
- Fair value of put option	Note b	84.38	84.38	-	-	84.38
		740.72	740.72	-	76.49	664.23

There have been no transfers between Level 1 and Level 2 during the period.

Note a

In case of Bharat Innovation Fund, the fair value has been determined based on the NAV (net asset value) as per the statement issued by Bharat Innovation Fund.

The Company has given long term loans and advances to Starlite Lighting Limited and Nirlep Appliances Private Limited. The Company has determined the amount of loss allowance as per impairment requirements of Ind AS 109. Based on independent valuation performed by an external valuer based on the discounted cash flow model, the Company has determined that no liability has materialised as at March 31, 2022. The valuation has been performed using the below stated significant unobservable inputs as at March 31, 2022.

Significant unobservable inputs used in Level 3 fair values as at March 31, 2022

Particulars	Significant Unobservable Inputs	Sensitivity
Loans, advances and Investments in Starlite Lighting Limited and Nirlep Appliances Private Limited	Starlite Lighting Limited	Starlite Lighting Limited
	Discount rate – 14.50% Terminal value growth rate – 3%	The enterprise value is greater than the value of the debt of SLL and considering the sensitivity around the assumptions used, there is no impairment required as on March 31, 2022 1% increase in discount rate will decrease fair value by ₹ 4,012.65 lakhs. 1% decrease in discount rate will increase the fair value by ₹ 4,784.01 lakhs 1% increase in terminal value growth rate will increase fair value by ₹ 3,018.67 lakhs. 1% decrease in terminal value growth rate will decrease the fair value by ₹ 2,534.42 lakhs
	Nirlep Appliances Private Limited	Nirlep Appliances Private Limited
	Discount rate – 15.25% Terminal value growth rate – 3%	The enterprise value is greater than the value of the debt of NAPL and considering the sensitivity around the assumptions used, there is no impairment required as on March 31, 2022 0.25% increase in discount rate will decrease fair value by ₹ 179.72 lakhs. 0.25% decrease in discount rate will increase the fair value by ₹ 186.88 lakhs 0.25% increase in terminal value growth rate will increase fair value by ₹ 118.53 lakhs. 0.25% decrease in terminal value growth rate will decrease the fair value by ₹ 113.79 lakhs

Notes to standalone financial statements

for the year ended 31st March, 2022

Note 34 : Fair value measurements (Contd..)

Note b: For March 31, 2021, the call and put option has been valued by applying the Black & Scholes Model considering risk free rate of 3.48%. time to maturity of 0.42 years and annualised volatility of 37.07%.

All other current financial assets and current financial liabilities have fair values that approximate to their carrying amounts due to their short term nature. Further all other non-current financial assets and non-current financial liabilities have fair values that approximates to their carrying amounts as it is based on the net present value of the anticipated future cash flows.

(iii) Reconciliation of Level 3 fair value measurement

Particulars	(₹ in Lakhs)	
		Amount
Balance as on 31st March 2020		718.93
Change during the year		0.37
Loss recognised in statement of profit and loss		(55.07)
Balance as on 31st March 2021		664.23
Change during the year		(194.48)
Profit recognised in statement of profit and loss		19.99
Balance as on 31st March 2022		489.73

Note 35: Financial risk management objectives and policies

The Company's principal financial liabilities comprise of trade payables, borrowings, lease liabilities and other financial liabilities. The main purpose of these financial liabilities is to finance the entity's operations and to provide support for its operations. The Company's principal financial assets include trade receivables, cash and cash equivalents and bank balances, loans and other financial assets, that derive directly from its operations.

The Company lays down appropriate policies and procedures to ensure that financial risks are identified, measured and managed in accordance with the entity's policies and risk objectives.

The Company is exposed to credit risk, liquidity risk and market risk, which are explained in detail below:

(A) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations. Credit risk encompasses the direct risk of default, the risk of deterioration of creditworthiness as well as concentration risks. The Company is exposed to credit risk from its operating activities mainly in relation to trade and other receivables and bank deposits. Further, the Company is also exposed to credit risk arising from its loans, advances and investments of its affiliate companies.

Trade and other receivables

Trade and other receivables of the Company are typically unsecured and credit risk is managed through credit approvals and periodical monitoring of the creditworthiness of customers to which the Company grants credit terms.

In respect of trade receivables, the Company typically operates in two segments:

Consumer products

The Company sells the consumer products mainly through various channels i.e. dealers and distributors, institutions and e-commerce and through government sector. The appointment of dealers, distributors, institutions is strictly driven as per the standard operating procedures and credit policy followed by the Company. In case of government sector, the credit risk is low.

Engineering and projects

The Company undertake projects for government institutions (including local bodies) and private institutional customers. The credit concentration is more towards government institutions. These projects are normally of long term duration of two to three years. Such projects normally are regular tender business with the terms and conditions agreed as per the tender. These projects are fully funded

Notes to standalone financial statements for the year ended 31st March, 2022

Note 35: Financial risk management objectives and policies (Contd..)

by the government of India through Rural Electrification Corporation, Power Finance Corporation, and Asian Development Bank etc. The Company enters into such projects after careful consideration of strategy, terms of payment, past experience etc.

In case of private institutional customers, before tendering for the projects company evaluate the creditworthiness, general feedback about the customer in the market, past experience, if any with customer, and accordingly negotiates the terms and conditions with the customer.

The Company assesses its trade and other receivables for impairment at the end of each reporting period. In determining whether an impairment loss should be recorded in profit or loss, the Company makes judgements as to whether there is observable data indicating a measurable decrease in the estimated future cash flows from such trade and other receivables. In respect of trade receivables the Company has a provisioning policy that is commensurate to the expected losses. The provisioning policy is based on past experience, customer creditability, and also on the nature and specifics of business especially in the engineering and projects division. In case of engineering projects, the Company also provides on more case-to-case basis, since they are large projects in individuality.

The maximum exposure to credit risk as at March 31, 2022 and March 31, 2021 is the carrying value of such trade and other receivables as shown in note 6, 8 and 13 of the standalone financial statements.

Reconciliation of impairment allowance on trade and other receivables

Particulars	(₹ in Lakhs) Amount
Impairment allowance on March 31, 2020	13,968.89
Additions during the year	2,362.09
Reversals during the year since amounts are written off	(3,072.87)
Reversal during the year since provision no longer required	(750.65)
Acquired on demerger of Hind Lamps Limited	170.23
Impairment allowance on March 31, 2021	12,947.69
Additions during the year	4,513.56
Reversals during the year since amounts are written off	(3,320.41)
Reversal during the year since provision no longer required	(3,227.56)
Impairment allowance on March 31, 2022	10,913.28

Bank deposits

The Company maintains its cash and bank balances with credit worthy banks and financial institutions and reviews it on an on-going basis. Moreover, the interest-bearing deposits are with banks and financial institutions of reputation, good past track record and high-quality credit rating. Hence, the credit risk is assessed to be low. The maximum exposure to credit risk as at March 31, 2022 and March 31, 2021 is the carrying value of such cash and cash equivalents and deposits with banks as shown in note 12 of the financials.

Loans, advances and investments with affiliate companies

The Company has given loans and advances to its affiliate companies (Nirlep Appliances Pvt Ltd and Starlite Lighting Limited) to meet their capex and working capital requirements. Further, the Company also has made strategic investments (equity and preference investments) in these entities. All such loans / advances / investments and their respective terms and conditions are duly approved by the Board of Directors of the Company. These entities also act as a strategic source of product supply to the Company.

The exposure on these loans / advances / investments are reviewed on regular basis for their recoverability on the basis of their business plan, future profitability, cash flow projections, market value of the assets, etc. Such assessment is performed by the management through an independent external valuer based on which any expected credit losses are provided for in the books. (Refer Note 5, 10 and 14)

Notes to standalone financial statements for the year ended 31st March, 2022

Note 35: Financial risk management objectives and policies (Contd..)

(B) Liquidity risk

The Company has a central treasury department, which is responsible for maintaining adequate liquidity in the system to fund business growth, capital expenditures, as also ensure the repayment of financial liabilities. The department obtains business plans from business units including the capex budget, which is then consolidated and borrowing requirements are ascertained in terms of long term funds and short-term funds. Considering the peculiar nature of EPC business, which is very working capital intensive, treasury maintains flexibility in funding by maintaining availability under committed credit lines in the form of fund based and non-fund based (LC and BG) limits.

The limits sanctioned and utilised are then monitored monthly, fortnightly and daily basis to ensure that mismatches in cash flows are taken care of, all operational and financial commitments are honoured on time and there is proper movement of funds between the banks from cashflow and interest arbitrage perspective.

(i) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period

Particulars	31-Mar-22	31-Mar-21
Floating / Fixed Rate		
- Expiring within One year (Bank overdraft and other facilities)	271,088.00	232,675.48

Bank overdraft facilities are sanctioned for a period of one year which are then enhanced / renewed from time to time. Though the Bank overdrafts are repayable on demand as per the terms of sanction, these are usually renewed by all banks in normal circumstances. Hence Bank overdraft facilities are available for use throughout the year.

(ii) Maturities of financial liabilities

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

Particulars	Carrying value as at March 31, 2022	upto 1 year	Between 1 and 2 years	Between 2 and 5 years	More than 5 years	Total
Borrowings (refer note 18)	2,457.61	1,274.29	1,183.32	-	-	2,457.61
Trade payables	121,240.21	121,240.21	-	-	-	121,240.21
Lease liabilities (including expected interest payable)	4,587.80	1,898.60	1,575.84	1,393.06	582.30	5,449.80
Other financial liabilities	45,922.98	45,906.62	16.36	-	-	45,922.98
Total	174,208.60	170,319.72	2,775.52	1,393.06	582.30	175,070.60

Particulars	Carrying value as at March 31, 2021	upto 1 year	Between 1 and 2 years	Between 2 and 5 years	More than 5 years	Total
Borrowings (refer note 18)	46,373.16	43,915.54	1,274.29	1,183.33	-	46,373.16
Trade payables	94,411.35	94,411.35	-	-	-	94,411.35
Lease liabilities (including expected interest payable)	3,863.29	1,937.17	1,246.54	1,216.19	-	4,399.90
Other financial liabilities	53,775.75	54,859.23	84.37	-	-	54,943.60
Total	198,423.55	195,123.29	2,605.20	2,399.52	-	200,128.01

Notes to standalone financial statements

for the year ended 31st March, 2022

Note 35: Financial risk management objectives and policies (Contd..)

(C) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk such as commodity risk.

(i) 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 operates in the global market and is therefore exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the US Dollar ('USD'), Euro ('EUR'), Great Britain Pound ('GBP'), Chinese Yuan Renminbi ('RMB'), United Arab Emirates Dirham ('AED'), Kenyan Shillings ('KES'), Zambian Kwacha ('ZMW') and Canadian Dollar ('CAD'). Exposure is largely in exports receivables and Imports payables arising out of trade in the normal course of business. As these commercial transactions are recorded in currency other than the functional currency (INR), the Company is exposed to Foreign Exchange risk arising from future commercial transactions and recognised assets and liabilities. The Company is a net importer as its imports and other forex liabilities exceeds the exports. It ascertains its forex exposure and bifurcates the same into forex receivables and payables. These exposures are covered by taking appropriate forward cover from the banks.

The Company takes a forward cover based on the underlying liability for the estimated period which would be closed to the likely maturity date of the forex liability proposed to be hedged. On maturity date, the forward contracts are utilized for settlement of the underlying transactions or cancelled.

(a) Foreign currency risk exposure:

The Company's exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows:
(₹ in Lakhs)

Particulars	31-Mar-22		31-Mar-21	
	Financial assets	Financial liabilities	Financial assets	Financial liabilities
USD	1,136.47	504.78	472.20	7,423.26
EUR	1.81	10.50	-	7.66
CFA	68.34	188.05	261.52	191.22
GBP	61.57	-	42.55	-
RMB	114.76	170.21	60.70	57.44
KES	1,138.50	261.28	2,290.94	-
ZMW	146.49	167.91	7.87	75.83
SGD	-	0.41	-	-
AED	17.49	17.37	43.44	20.39

Further, the Company has open foreign exchange forward contracts amounting to USD 24.48 lakhs (March 31, 2021 - USD 117.77 lakhs)

b) Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments is given below

Particulars	Impact on profit after tax & Equity	
	31-Mar-22	31-Mar-21
USD sensitivity		
INR appreciates by 5% (31 March 2021 - 5%)	(31.58)	347.55
INR depreciated by 5%(31 March 2021 - 5%)	31.58	(347.55)

In respect of exposure in other currencies, the impact of sensitivity of which is very negligible.

Notes to standalone financial statements

for the year ended 31st March, 2022

Note 35: Financial risk management objectives and policies (Contd..)

(ii) 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. In case of short term borrowings, the interest rate is fixed in a large number of cases. Hence, interest rate risk is assessed to be low. Accordingly, the sensitivity / exposure to change in interest rate is insignificant

(iii) Commodity Price risk

The Company's revenue is exposed to market risk of price fluctuations related to the sales of its products. Market forces generally determine the prices for the products sold by the Company. These prices may be influenced by the factors such as supply, demand, production cost (including the cost of raw materials), regional and global economic conditions and growth. Adverse changes in any of the factors may reduce the revenue that Company earns from sale of its products. The Company is therefore subject to fluctuations in prices for the purpose of raw materials like Aluminium, Copper and other raw material inputs.

Commodity hedging is used primarily as a risk management tool to secure the future cash flow in case of volatility by entering into commodity forward contracts. The Company has entered into commodity forward contracts for aluminium and Copper. Hedging the price volatility of forecast aluminium and copper purchases is in accordance with the risk management strategy outlined by the Board of Directors. Hedging commodity is based on procurement schedule and price risk. Commodity is undertaken as a risk offsetting exercise and depending upon market conditions, hedges may extend beyond the financial year.

There is an economic relationship between the hedged items and the hedging instruments as the terms of the foreign exchange and commodity forward contracts match the terms of the expected highly probable forecast transactions (i.e., notional amount and expected payment date). The Company has established a hedge ratio of 1:1 for the hedging relationships as the underlying risk of the foreign exchange and commodity forward contracts are identical to the hedged risk components. To test the hedge effectiveness, the Company uses the hypothetical derivative method and compares the changes in the fair value of the hedging instruments against the changes in fair value of the hedged items attributable to the hedged risks.

The hedge ineffectiveness can arise from:

- Differences in the timing of the cash flows of the hedged items and the hedging instruments
- Different indexes (and accordingly different curves) linked to the hedged risk of the hedged items and hedging instruments
- The counterparties' credit risk differently impacting the fair value movements of the hedging instruments and hedged items
- Changes to the forecasted amount of cash flows of hedged items and hedging instruments

A. The Company is holding the following commodity future contracts:

	Maturity					
	Less than 1 month	1 to 3 months	3 to 6 months	6 to 9 months	9 to 12 months	Total
As at 31st March 2022						
Aluminium						
Notional Qty (in MT)	195.00	-	-	-	-	195.00
Notional amount (in INR Lakhs)	546.86	-	-	-	-	546.86
Average hedged rates (per MT)	2.80	-	-	-	-	-
Copper						
Notional Qty (in MT)	22.50	-	-	-	-	22.50
Notional amount (in INR Lakhs)	183.32	-	-	-	-	183.32
Average hedged rates (per MT)	8.15	-	-	-	-	-
As at 31st March 2021						
Aluminium						
Notional Qty (in MT)	-	-	-	-	-	-
Notional amount (in INR Lakhs)	-	-	-	-	-	-
Average hedged rates (per MT)	-	-	-	-	-	-

Notes to standalone financial statements

for the year ended 31st March, 2022

Note 35: Financial risk management objectives and policies (Contd..)

(₹ in Lakhs)

	Maturity					Total
	Less than 1 month	1 to 3 months	3 to 6 months	6 to 9 months	9 to 12 months	
Copper						
Notional Qty (in MT)	-	-	-	-	-	-
Notional amount (in INR Lakhs)	-	-	-	-	-	-
Average hedged rates (per MT)	-	-	-	-	-	-

B. The impact of hedged items on the balance sheet is, as follows

(₹ in Lakhs)

	Change in fair value used for measuring ineffectiveness	Effective portion of cash flow hedges	cost of cash flow hedges
As at 31st March 2022			
Commodity future contracts	51.20	51.20	2.88
As at 31st March 2021			
Commodity future contracts	-	-	-

C. The effect of the cash flow hedge in the statement of profit and loss is, as follows

(₹ in Lakhs)

	Total hedging gain/(loss) recognised in OCI*	Ineffectiveness recognised in profit or loss	Line item in statement of profit and loss	Cost of hedging recognised in OCI	Amount reclassified from OCI to profit or loss	Line item in statement of profit and loss
As at 31st March 2022						
Commodity future contracts	51.20	-	Other comprehensive (income) / loss	2.88	-	-
As at 31st March 2021						
Commodity future contracts	-	-	-	-	-	-

*This represents total unrealised gain/(loss) net of charges and net of taxes

Note 36: Capital Management

For the purpose of capital management, capital includes issued equity share capital, securities premium and all other equity reserves attributable to the equity shareholders.

The Company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to its shareholders. The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. Management considers the amount of capital in proportion to risk and manages the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders (buy-back) or issue new shares.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure. The management monitors the return on capital as well as the level of dividends to shareholders.

Notes to standalone financial statements

for the year ended 31st March, 2022

Note 36: Capital Management (Contd..)

Consistent with others in the industry, the Company monitors capital on the basis of the following gearing ratio:

Total debt (total borrowings including current maturities of long term borrowings) divided by total equity (as shown in the balance sheet). The Company's strategy is to maintain a gearing ratio within 2 times. The Debt Equity ratio is as follows:

	31-Mar-22	31-Mar-21
Total debt	2,457.59	46,373.15
Total equity	178,460.88	160,473.27
Total debt to equity ratio (in times)	0.01	0.29

NOTE 37: Segment reporting

The Company has, pursuant to the provisions of Ind AS 108, identified its business segments as its primary reportable segments, which comprises of Consumer Products; Engineering & Projects and Others. "Consumer Products" includes Appliances, Fans and Consumer Lighting Products; "Engineering & Projects" includes Transmission Line Towers, Power Distribution and Illumination; and "Others" includes Wind Energy.

1) Segment Results

Particulars	31-Mar-22	31-Mar-21
a) Consumer Products	26,492.63	32,400.81
b) EPC	(2,471.22)	(5,412.63)
c) Others	(5.65)	(27.87)
Operating Segment Profit	24,015.76	26,960.31
Unallocated income / (expenses)		
Depreciation & amortisation expenses	(29.63)	(30.16)
Finance Cost	(5,292.58)	(7,555.16)
Interest income on financial assets measured at amortised cost	2,737.60	890.51
Profit / (Loss) on sale of Property, plant & equipment	(451.42)	1,748.00
Rent received	244.08	258.24
Interest on Income Tax refund	475.67	394.85
Others	170.80	274.98
Profit before income tax and exceptional items	21,870.28	22,941.57
Exceptional items	1,322.69	(1,176.12)
Profit before income tax	20,547.59	24,117.69

The operating segment results includes depreciation and amortization of ₹ 4,351.78 lakhs (March 31, 2021 – ₹ 5,074.31 lakhs) for consumer products, ₹ 1,277.19 lakhs (March 31, 2021 – ₹ 1,783.39 lakhs) for EPC and ₹ 16.30 lakhs (March 31, 2021 – ₹ 38.26 lakhs) for others.

2) Segment Revenue:

Particulars	31-Mar-22	31-Mar-21
a) Consumer Products	372,752.80	330,353.97
b) EPC	104,225.19	126,893.41
c) Others	56.59	58.96
Sub-total	477,034.58	457,306.34
Less: Inter Segment Revenue	-	-
Net Sales / Income from Operations	477,034.58	457,306.34

Notes to standalone financial statements for the year ended 31st March, 2022

NOTE 37: Segment reporting (Contd..)

There is no single customer which is more than 10% of the entity's revenues. The amount of revenue from external customers broken down by location of the customers is shown in table below:

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
India	464,721.83	443,649.99
Outside India	12,312.75	13,656.35
Total	477,034.58	457,306.34

3) Segment Assets

Segment assets are measured on the same principles as they have been for the purpose of these financial statements. These assets are allocated based on the operations of the segment and the physical location of the asset.

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
a) Consumer Products	155,948.28	158,542.88
b) EPC	132,725.65	193,385.75
c) Others	39.45	133.10
Total Segment Assets	288,713.38	352,061.73
Unallocated		
Deferred tax assets	545.69	5,249.35
Income tax assets (net)	10,620.92	7,560.12
Investments	10,864.54	3,785.06
Investment property	12,600.00	12,600.00
Property, Plant & Equipments, Capital work in progress, Intangible assets and Intangible assets under development	15,435.93	18,988.27
Cash & cash equivalents and other bank balances	14,134.48	6,255.45
Others	48,424.52	18,509.28
Total assets as per balance sheet	401,339.46	425,009.26

The total of non-current assets other than financial instruments, investments and deferred tax assets, broken down by location of the assets, is shown below:

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
India	70,439.37	66,326.01
Outside India	34.27	94.68
Total	70,473.64	66,420.69

The capital expenditure incurred for consumer products is ₹ 2,118.57 lakhs (March 31, 2021 – ₹ 1,184.63 lakhs), for EPC is ₹ 284.75 lakhs (March 31, 2021 – ₹ 305.07 lakhs) and for Unallocable is ₹ 1,066.64 lakhs (March 31, 2021 – ₹ 494.86 lakhs).

4) Segment Liabilities

Segment liabilities are measured on the same principles as they have been for the purpose of these financial statements. The Company's borrowings and derivative financial instruments are not considered to be segment liabilities but are managed by the treasury function.

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
a) Consumer Products	150,069.79	122,653.89
b) EPC	62,554.07	82,707.78
c) Others	-	-
Total Segment Liabilities	212,623.86	205,361.67

Notes to standalone financial statements for the year ended 31st March, 2022

NOTE 37: Segment reporting (Contd..)

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Unallocated		
Borrowings	2,457.61	46,373.17
Others	7,797.11	12,801.15
Total liabilities as per balance sheet	222,878.58	264,535.99

Note 38: Disclosure of transactions with related parties

Name of Related Party and Nature of relationship	Nature of Transaction	2021-22		2020-21	
		Transaction Value for the year	Outstanding receivable / (payable) carried in the Balance Sheet	Transaction Value for the year	Outstanding receivable / (payable) carried in the Balance Sheet
(A) Parent Entities					
	Not Applicable				
(B) Subsidiaries					
	Nirlep Appliances Private Limited				
	Purchases	5,016.32	(377.18)	4,524.49	(151.98)
	Royalty Paid	42.02	(10.46)	43.31	(11.65)
	Loan given	867.00	4,767.00	1,300.00	3,900.00
	Trade Advance Given	5,810.00	2,610.00	1,350.00	314.04
	Interest Received	594.79	67.09	352.51	22.31
	Sales of Asset	42.86	-	9.37	0.48
	Contribution to Equity	1,017.88	4,088.30	-	3,070.42
	Starlite Lighting Limited				
	Purchases	19,649.45	(120.76)	17,623.99	-
	Reimbursement of Expenses	78.95	-	-	-
	Trade Advance Given	4,600.00	1,524.42	1,400.00	5,395.32
	Loans given	26,655.00	33,895.00	7,240.00	7,240.00
	Interest on loan and advance	2,970.17	-	1,169.60	-
	Sales of Components	3,818.83	9.25	2,303.06	3.03
	Investment	4,500.00	5,991.97	-	-
	Bajel Projects Ltd				
	Contribution to Equity	50.00	50.00	-	-
	Reimbursement of Expenses	4.13	4.13	-	-
(C) Associate - Hind Lamps Limited					
	Purchases	-	-	329.08	-
	Loan given	10.00	10.00	380.00	-
	Interest on loan and advance	0.17	-	59.40	-
	Sales	264.98	32.34	356.61	60.50
	Rent Received	1.80	3.15	7.55	1.35
	Finance Income of preference shares (financial asset at amortised cost)	-	-	24.51	-

Notes to standalone financial statements

for the year ended 31st March, 2022

Note 38: Disclosure of transactions with related parties (Contd..)

		(₹ in Lakhs)			
Name of Related Party and Nature of relationship	Nature of Transaction	2021-22		2020-21	
		Transaction Value for the year	Outstanding receivable / (payable) carried in the Balance Sheet	Transaction Value for the year	Outstanding receivable / (payable) carried in the Balance Sheet
(E) Key Management Personnel #					
	Short-term employee benefits	1,979.20	(648.39)	1,706.39	(531.36)
	Gratuity Settlement	-	-	-	-
	Post- employment benefits (contribution to superannuation fund)	55.99	-	60.64	-
	Long-term employee benefits (contribution to provident fund)	58.63	-	46.19	-
	Perquisite value of ESOPs exercised during the year	95.48	-	16.46	-
	Total Compensation	2,189.30	(648.39)	1,829.67	(531.36)
	Sales	0.03	-	-	-

* Outstanding balance is net of impairment allowance created in the books.

		(₹ in Lakhs)			
Name of Related Party and Nature of relationship	Nature of Transaction	2021-22		2020-21	
		Transaction Value for the year	Outstanding receivable / (payable) carried in the Balance Sheet	Transaction Value for the year	Outstanding receivable / (payable) carried in the Balance Sheet
(F) Transactions with the Entities which is Controlled or Jointly Controlled by a person identified in para 9 (a) of Ind AS 24 - Related Party Disclosures					
	Advance given	-	-	1.80	1.80
	Reimbursement of Expenses	91.57	(8.14)	37.58	(6.56)
	Services Received	36.65	(44.30)	25.81	(39.46)
	Interest Received	-	-	0.17	-
	Rent Paid	57.00	-	57.00	-
	Deposits given	-	28.24	-	28.24
	Donations Given	50.00	-	-	-
	Deposits Refund	-	-	1.57	-
	Sales	497.91	236.25	777.38	352.28
	Purchases	-	-	75.21	(57.43)

(G) Transactions with the entities in which a person identified in para 9 (a) (i) of Ind AS 24 - Related Party Disclosures is a member of the KMP of the entity

	Advance Insurance Premium for next year	965.12	965.12	-	624.61
	Claims Received	19.28	-	32.31	-
	Insurance Premium paid	681.05	-	1,221.65	-
	Other Expenses	7.97	(0.63)	4.25	(0.74)
	CSR Contribution	233.49	-	175.37	-
	Sales	3.75	6.25	23.93	26.35
	Sale of Asset	-	-	6.00	-
	Employee Benefit Obligations and/or Retirement Benefits	1,500.00	6,830.91	-	5,360.58

Notes to standalone financial statements

for the year ended 31st March, 2022

Note 38: Disclosure of transactions with related parties (Contd..)

		(₹ in Lakhs)			
Name of Related Party and Nature of relationship	Nature of Transaction	2021-22		2020-21	
		Transaction Value for the year	Outstanding receivable / (payable) carried in the Balance Sheet	Transaction Value for the year	Outstanding receivable / (payable) carried in the Balance Sheet
	Reimbursement of Expenses	4.79	-	4.79	0.03
	Rent Deposit Advanced	50.00	200.00	-	150.00
	Rent Paid	44.84	(6.30)	35.40	(3.21)
	Purchases	-	-	1.46	-
	Advance given	2.00	-	5.00	-
	Services Received	19.90	(0.46)	9.20	(1.45)
	Rent Received	1.62	0.11	2.11	0.18

(H) Transactions with the entities in which a person identified in para 9 (a) (i) of Ind AS 24 - Related Party Disclosures has significant influence over the entities

	Services Received	40.44	(2.79)	-	-
	Deposits Given/Refund	(0.42)	3.78	-	-
	Sales	3.23	0.52	-	-

(I) Transactions with the entities which are the post employment benefit plans as identified in para 9 (b) (v) of Ind AS 24 - Related Party Disclosures

	Trustees Bajaj Electricals Ltd Employees Provident Fund	2,351.60	(173.35)	2,123.55	(170.88)
	Matchwel Electrical India Limited Employees Provident Fund Trust	45.42	(3.97)	41.49	(3.69)

(J) Transactions with the persons identified in para 9 (a) (i) of Ind AS 24 - Related Party Disclosures

	Refund of Advance Rent	-	(15.00)	-	(15.00)
	Sales	-	(0.81)	-	-

* As the future liability for defined benefit obligations and other long term employment benefits is provided on an actuarial basis for the Company as a whole, the amounts pertaining to key managerial personnel is not ascertainable and hence not included above.

There are no loans or advances granted to promoters, directors, KMPs and the related parties) that are repayable on demand or without any terms or period of repayment

Note 39. Earnings per share:

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Profit for the year (A) (₹ In Lakhs) - before exceptional	16,340.42	17,187.98
Profit for the year (A) (₹ In Lakhs) - after exceptional	15,349.82	18,364.10
Weighted average number of equity shares for basic EPS (B)	114,702,038	114,218,703
Add: Effect of dilution (employee stock options - Refer Note 33)	419,325	404,101
Weighted average number of equity shares for diluted EPS (C)	115,121,363	114,622,804
Earnings Per Share in ₹ :- after exceptional items		
(a) Basic EPS (A/B)	13.38	16.08
(b) Diluted EPS (A/C)	13.33	16.02
Earnings Per Share in ₹ :- before exceptional items		
(a) Basic EPS (A/B)	14.25	15.05
(b) Diluted EPS (A/C)	14.19	15.00

Notes to standalone financial statements

for the year ended 31st March, 2022

Note 40. Commitments and contingencies

a. Contingent liabilities

	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Contingent Liabilities not provided for :		
i) Claims against the Company not acknowledged as debts (Refer Note xi, xii below)	1,582.71	2,067.20
ii) Guarantees on behalf of Subsidiaries ₹ 7,200 Lakhs (Previous Year ₹ 26,700.00 Lakhs) (refer note x below)	2,359.41	22,986.70
iii) Excise and Customs duty matters under dispute	15.49	15.49
iv) Service Tax matters under dispute	149.40	149.40
v) Income Tax matters under dispute	4,266.70	385.76
vi) Sales Tax matters under dispute	5,150.43	4,655.82
vii) Uncalled liability in respect of partly paid Shares held as investments	7.20	7.20
viii) Others	1,062.60	181.60

ix. The Company's fluorescent and mercury containing lamps (CFL/FTL) fall within the purview of the E-waste (Management) Rules, 2016 (the "E-waste Rules") which has come in force with effect from October 01, 2016. Under the E-waste Rules the Company is responsible for collection and safe disposal of end of life CFL/FTL in terms of Extended Producer Responsibility (EPR) obligation set out therein. In the 57th meeting of Technical Review Committee of Central Pollution Control Board ("CPCB"), the compliances and implementation of EPR Authorisation conditions including targets under the E-waste Rules for the existing producers of CFL/FTL were deferred till May 01, 2017. Electric Lamp and Component Manufacturers Association of India (ELCOMA), on behalf of all its members, has filed the Writ Petition (C) 5461 of 2016 ("Writ Petition") in the Hon'ble Delhi High Court challenging the inclusion of 'fluorescent and mercury containing lamps' under E-waste Rules. The Hon'ble Delhi High Court by its order dated September 28, 2016, directed the producers of CFL/FTL, to apply for EPR Authorisation without prejudice to their rights and contentions in the said Writ Petition. Subsequently, vide a later order (dated August 5, 2019) the Hon'ble Delhi High Court directed that the said interim order (dated September 28, 2016) shall continue to be operative during the pendency of the Writ.

The matter was supposed to be listed in March, 2020 but progress of the case was stalled due to lockdown as courts were only taking up extremely urgent cases through video conferences and since then no development has taken place in the matter.

The Company has been granted EPR authorization under E-Waste (Management) Rules, 2016 by Central Pollution Control Board for Electricals and Electronic Equipment with a collection target of 986.67 MT for FY 2019-20. The Company has entered into agreements with Trans Thane Creek Waste Management Association and GATI Logistics for collection and disposal of E-waste.

x. The Company has investments, loans and advances given to Starlite Lighting Limited (SLL) and Nirlep Appliances Private Limited (NAPL). Management has determined the enterprise value of SLL & NAPL based on the discounted cash flow projections for a period of 5 years. The enterprise value is greater than the value of the external debt of SLL & NAPL and considering the sensitivity around the assumptions used, the exposure in this regard is considered to be 'possible' and disclosed as contingent liability (Refer Note 34).

xi. These represent legal claims filed against the Company by various parties and these matters are in litigation. Management has assessed that in all these cases the outflow of resources embodying economic benefits is not probable.

xii. The Company had in earlier years terminated employment agreements of few die casting workmen at the Chakan plant. On 3rd July, 2018, the Honourable High Court of Bombay had awarded the appeal in favour of the Company. On 27th June, 2019, the appeal on the matter has been admitted in the Honourable Supreme Court. Management has assessed that the outflow of resources embodying economic benefits is not probable and has accordingly considered the claim of ₹ 307.75 lakhs as contingent liability.

b. Commitments

i. Estimated amounts of contracts remaining to be executed in capital account (net of capital advances) is ₹ 787.45 lakhs (March 31, 2021, ₹ 1,474.86 lakhs).

Notes to standalone financial statements

for the year ended 31st March, 2022

Note 40. Commitments and contingencies (Contd..)

ii. The Company has entered into an agreement with Bharat Innovation Fund (Category 1 Alternative Investment Fund – Venture Capital Fund) amongst IDBI Trusteeship Services Limited (the trustee) and CIIE Advisors Private Limited (the fund manager), for a contribution of ₹ 1,300 lakhs. As on March 31, 2022, only ₹ 418.94 Lakhs has been drawn down by Bharat Innovation Fund.

iii. During the year the Company has successfully won bidding for the Transmission line package of Ghatampur, Hapur and Indrapuram with Substation at Mohanlalganj. The cost estimated to complete the project has significantly exceeded the cost expected at the time of bidding on account of

- Delay in awarding the project;
- increase in metal prices,

Considering the foreseeable loss on the project basis March 31, 2022 rates, the Company has recorded a loss of ₹ 2,213 lakhs in the year ended March 31, 2022

Note 41: Disclosures of revenue from contracts with customers

The disclosures as required for revenue from contracts with customers are as given below

(i) Disaggregation of revenue

Disaggregation of the Company's revenue from contracts with customers and reconciliation of amount of revenue recognised in the statement of profit and loss with the contracted price is as given below.

	(₹ in Lakhs)	
Particulars	31-Mar-22	31-Mar-21
A. Revenue from contracts with customers		
Consumer products (includes appliances, lighting and fans)	372,442.88	330,102.00
Engineering, procurement and construction (EPC) (includes power distribution, transmission line towers and illumination)	103,814.25	126,076.73
Others	56.58	58.97
	476,313.71	456,237.70
B. Reconciliation of contracted price with (A) above		
Revenue at contracted price	482,425.54	468,290.26
Unbilled on account of work under certification	(1,516.96)	(3,731.26)
Billing in excess of contract revenue	10,634.21	5,924.97
Revenue deferred on customer loyalty program	1,523.54	(4,385.12)
Discounts	(13,131.02)	(9,598.67)
Others	(3,621.60)	(262.48)
Revenue from contracts with customers (a)	476,313.71	456,237.70
Add: Other operating income (b)		
Claims received, export incentives, etc	720.86	1,068.64
Revenue from operations (a+b)	477,034.57	457,306.34

	(₹ in Lakhs)	
Particulars	For the year ended	
	31-Mar-22	31-Mar-21
Timing of revenue recognition		
At a point in time	372,809.39	330,412.93
Over a period of time	104,225.18	126,893.41
Revenue from operations	477,034.57	457,306.34

Notes to standalone financial statements

for the year ended 31st March, 2022

Note 41: Disclosures of revenue from contracts with customers (Contd..)

(ii) Contract balances

The details of the contract assets, contract liabilities and receivables are as under

Particulars	₹ in Lakhs	
	31-Mar-22	31-Mar-21
Contract assets	5,344.34	6,861.30
Contract liabilities	9,117.44	20,545.95
Accounts receivables	135,034.90	191,621.05
Revenue recognised in the period from:		
Amounts included in contract liability at the beginning of the period	11,826.15	16,551.91

The contract assets and contract liabilities balances mentioned above pertain to the EPC segment of the Company. The Company executes the work as per the terms and agreements mentioned in the contracts. The Company receives payments from the customers based on the milestone achievement and billing schedule as established in the contracts.

Contract assets are initially recognised for revenue earned from supply of materials and erection services provided when the performance obligation is met. Upon achievement and acceptance of milestones mentioned by the customer, the amounts recognised as contract assets are reclassified to trade receivables.

Contract liabilities are relates to payments received in advance of performance under the contract and billing in excess of contract revenue recognised. Contract liabilities are recognised as revenue when the Company satisfies the performance obligation under the contract.

(iii) Performance obligations

Information about the Company's performance obligations under CP and EPC segment are summarised below:

Consumer Product Segment:

a) Delivery of goods:

The Company sells fans, appliances and lighting products to the dealers and distributors. The performance obligation is satisfied and revenue is recognised on delivery of the goods to the dealer and distributor. The stand alone selling price of the performance obligation is determined after taking the variable consideration and right to return. The contracts do not have a significant financing component. The Company offers standard warranty on selected products. The Company makes provision for same as per the principles laid down under Ind AS 37. The payment is generally due within 30 to 60 days across various streams of dealers and distributors.

b) Loyalty program:

The Company operates a customer loyalty program (for retailers), where the customer is awarded certain points on purchase of selected products from the Company. The customer (retailer) can redeem these points in future. The Company treats the redemption of customer loyalty points as a separate performance obligation. Accordingly, the revenue is recognised by allocating the total transaction price on the stand alone selling prices of sale of goods and loyalty points.

c) Extended warranties:

The Company provides a warranty beyond fixing defects that existed at the time of sale. These service-type warranties are bundled together with the sale of products. Contracts for bundled sales of products and a service-type warranty comprise two performance obligations because the product and service-type warranty are both sold on a stand-alone basis and are distinct within the context of contract. Using the relative stand-alone selling price method, a portion of the transaction price is allocated to the service-type warranty and recognised as deferred revenue. Revenue for service-type warranties is recognised over the period in which the service is provided based on the time elapsed.

Notes to standalone financial statements

for the year ended 31st March, 2022

Note 41: Disclosures of revenue from contracts with customers (Contd..)

Engineering, procurement and construction:

The performance obligations in EPC segment is the supply of materials and erection services. The supply of materials and erection services are promised goods and services which are not individually distinct. Hence both of them are counted as a single performance obligation under the contract. The satisfaction of this performance obligation happens over time, as the performance or enhancement of the obligation is controlled by the customer. Also, the performance of the obligation creates an asset without any alternative use to the customer. The Company uses the input method to determine the progress of the satisfaction of the performance obligation and accordingly recognises revenue.

The standalone selling price of the performance obligation is determined after taking the variable consideration and significant financing component .

(iv) Unsatisfied performance obligations

The transaction price allocated to the unsatisfied performance obligations are as below:

Particulars	₹ in Lakhs	
	31-Mar-22	31-Mar-21
Consumer products	16,738.10	18,261.64
EPC	77,994.94	79,255.75
Total	94,733.04	97,517.39

(v) Assets recognised from the costs to obtain or fulfil a contract

The incremental costs of obtaining a contract with a customer are recognised as an asset if the Company expects to recover them. The Company incurs costs such as bank guarantee charges and insurance charges. The Company amortizes the same over the period of the contract. The total unamortised balances towards such cost is as below.

Particulars	₹ in Lakhs	
	31-Mar-22	31-Mar-21
Unamortised portion of cost to obtain a contract	17.21	11.01
Amount recognised in the profit and loss account	1,578.86	2,408.46

Note 42: Leases:

The Company for the consumer products segment, generally takes godowns on lease to store the goods at various locations. These godowns generally have a term of 1 year to 3 years. There are few godowns with a longer lease period of 5 years or more also. Similarly, the Company also takes on lease, storage places at various EPC sites to store the inventories which are used for construction. These leases are generally short term in nature, with very few contracts having a tenure of 1-2 years. Further, the Company has few guest houses, residential premises and office premises also on leases which generally for a longer period ranging from 2-5 years.

The Company's obligations under its leases are secured by the lessor's title to the leased assets. Upon adoption of Ind AS 116, the Company applied a single recognition and measurement approach for all leases for which it is the lessee, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets, on the commencement of the lease. There are several lease contracts that include extension and termination options. The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The leases which the Company enters, does not have any variable payments. The lease rents are fixed in nature with gradual escalation in lease rent.

Apart from the above, the Company also has various leases which are either short term in nature or the assets which are taken on the leases are generally low value assets (e.g. printers). Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Notes to standalone financial statements for the year ended 31st March, 2022

Note 42: Leases: (Contd..)

The Company has determined leasehold lands also as, right of use assets and hence the same has been classified from property, plant and equipment to right of use assets.

Disclosures under Ind AS 116

Particulars	₹ in Lakhs	
	31-Mar-22	31-Mar-21
Amortization charge for right of use assets	1,836.26	3,123.16
Interest expense on lease liabilities	377.66	944.13
Lease rent expenses for short term leases	2,287.34	1,273.20
Cash outflow towards lease liabilities	2,159.51	3,652.65
- as principal	1,781.85	2,708.53
- as interest	378.00	944.00
Carrying amount of right of use assets	6,855.68	6,123.05
Carrying amount of lease liabilities	4,587.80	3,863.29

For movement of right of use assets, refer note 3

For movement of lease liability, refer note 3. For maturity profile of lease liabilities, refer note 35 (liquidity risk)

For significant judgements used for accounting right of use assets and lease liabilities, refer note 1D(6)

Note 43: Corporate Social Responsibility

As per section 135 of the Companies Act, 2013, the gross amount to be spent by the Company during financial year 21-22 is ₹ 329.58 lakhs (Previous year ₹ 384.91 Lakhs). The Company has spent ₹ 200.40 lakhs (Previous year ₹ 387.24 Lakhs) on various CSR initiatives as below:

Particulars	₹ in Lakhs	
	31-Mar-22	31-Mar-21
Two percent of average net profit of the company as per section 135(5)	329.58	384.91
Spent on ongoing projects	175.22	65.84
Spent on other than ongoing projects	19.98	109.32
Administrative expenses	5.20	5.17
Others	-	-
Total Amount Spent for the Financial Year. (in ₹) (a) *	200.40	180.33
Total Amount transferred to Unspent CSR Account as per section 135(6) (b)	129.18	204.58
Total (a + b)	329.58	384.91

* The amount has been spent on purposes other than construction / acquisition of asset and no amounts are yet to be paid in cash

Out of the above unspent amount for FY21, of ₹ 204.58 lakhs, the Company has already spent ₹ 37.67 lakhs in the current financial year on various ongoing projects.

Note 44: Business combination on demerger of manufacturing undertaking of the Hind Lamps Limited into the Group

During the previous year, the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated May 21, 2020 had approved the scheme of arrangement for demerger of the manufacturing undertaking of the Hind Lamps Limited (associate of the Company) into the Company, which has been filed with the Registrar of Companies on June 30, 2020. The Company has accounted for the demerger as a business combination under Ind AS 103 as per the Scheme and accounted for the fair value of assets and liabilities acquired. Consequently, the Company has derecognised its existing 19% of the proportionate investment in the manufacturing undertaking of Hind Lamps Limited, resulting in a gain of ₹ 1,176.12 lakhs which has been disclosed as an exceptional items in the financial statements. As per the Ind AS 103 and the Scheme, the difference of ₹ 165.18 lakhs, between the fair value of the assets acquired, liabilities assumed and the consideration has been credited to other comprehensive income and accumulated in equity as capital reserve.

Notes to standalone financial statements for the year ended 31st March, 2022

Note 44: Business combination on demerger of manufacturing undertaking of the Hind Lamps Limited into the Group (Contd..)

Particulars	₹ in Lakhs	
	31-Mar-21	
Assets		16,656.12
Cash and cash equivalents		3.95
Others current financial assets		68.22
Inventories		767.73
Other current assets		159.47
Deferred tax assets (net)		1,944.83
Financial Assets - Non Current		35.34
Income tax assets (net)		5.14
Investment Properties		12,600.00
Other non-current assets		6.06
Property, plant and equipment		1,042.66
Right of Use Assets		22.72
Liabilities		14,166.30
Financial Liabilities - Current		4,276.55
Other Current Liabilities		3,985.86
Provisions - Current		100.00
Employee Benefit Obligations - Non Current		1,117.78
Financial Liabilities - Non Current		4,686.11
Fair value of net assets acquired (a)		2,489.82
Consideration (equity shares of BEL and derecognition of existing equity) (b)		2,324.64
Equity shares issued		9.43
Securities premium		1,842.31
Derecognition of existing value of equity as an associate		472.90
Gain on bargain purchase on demerger (a-b)		165.18

Note 45: Exceptional Items

During the year, the Company has paid ₹ 1,322.69 lakhs as voluntary retirement scheme to the employees of the Shikhoabad factory.

Note 46: Ratios

Ratio	Numerator	Denominator	31-Mar-22	31-Mar-21	% Change	Reasons for variance
Current ratio (in times)	Total current assets	Total current liabilities	1.22	1.18	3.92%	-
Debt equity ratio (in times)	Total borrowings (including current maturities of long term borrowings)	Total equity	0.01	0.29	(95.23%)	The Company has adopted a risk calibrated approach towards EPC Business, which has resulted in pullback of capital and receivables in EPC Business. Further, the Company has carried out vendor financing for the creditors in the CP Business, which has resulted in a positive cash flow from operations, which has been used to repay debt.

Notes to standalone financial statements for the year ended 31st March, 2022

Note 46: Ratios (Contd..)

Ratio	Numerator	Denominator	31-Mar-22	31-Mar-21	% Change	Reasons for variance
Debt service coverage ratio (in times)	(Net Profit / (Loss) for the period + Exceptional Items + Finance Costs + Depreciation and amortisation expense + Non-cash operating expenses	Finance Costs + Long term borrowings scheduled principal repayments during the period	1.06	1.05	1.16%	-
Return on equity ratio (%)	Profit / (loss) for the year	Average total equity	9.06%	12.31%	(26.41%)	Unable to pass on the rise in commodity prices has resulted in an overall reduction on PAT for the year. Further, the Company has paid out VRS of ₹ 1,322.69 lakhs, for its employees at Shikohabad factory, which has resulted in lower PAT for the year. Further, for the year ended FY21, the Company had an exceptional gain of ₹ 1,176.12 lakhs, which had increased the PAT in FY21
Inventory turnover ratio (in times)	Cost of raw materials consumed + Purchases of traded goods + Changes in inventories of work-in-progress, finished goods, traded goods + Erection & subcontracting expenses	Average inventory	3.60	3.90	(7.75%)	-
Trade receivables turnover ratio (in times)	Revenue from operations (including other operating income)	Average receivables	2.92	2.05	42.19%	The increase in Debtors turnover Ratio is due to collection of receivables in Power Distribution Business in EPC Division with very less incremental order book.
Trade payables turnover ratio (in times)	Cost of raw materials consumed + Purchases of traded goods + Changes in inventories of work-in-progress, finished goods, traded goods + Erection & subcontracting expenses	Average payables	3.20	3.51	(9.02%)	-

Notes to standalone financial statements for the year ended 31st March, 2022

Note 46: Ratios (Contd..)

Ratio	Numerator	Denominator	31-Mar-22	31-Mar-21	% Change	Reasons for variance
Net capital turnover ratio (in times)	Revenue from operations (including other operating income)	Net capital (current assets - current liabilities)	10.23	10.38	(1.46%)	-
Net profit ratio (%)	Profit for the year	Revenue from operations	3.22%	4.02%	(19.87%)	-
Return on capital employed (%)	Finance cost + Exceptional items + Profit before tax	Average capital employed	14.01%	13.85%	1.18%	-
Return on investment (%)	Interest on bank deposits	Average bank deposits	1.78%	6.39%	(72.09%)	Base effect as most of the investments were made towards the end of FY22.

Note 47: Other statutory information

- The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,
- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961
- Transactions with the companies which are struck off are as under

Nature of Transaction	Count	(₹ in Lakhs)	
		As on March 31, 2022	As on March 31, 2021
Receivables from customers	2	33.60	41.25
Receivables / (Payable) from /(to) vendors	32	6.92	(26.55)

- The Company has not granted any loans or advances in nature of loans to promoters, directors and KMPs either severally or jointly with any other person during the year ended March 31, 2022 and March 31, 2021.
- The Company has not been declared wilful defaulter by any bank, financial institution, government or government authority.
- The Company has not revalued its property, plant and equipment (including right-to-use assets) or intangible assets during the year ended March 31, 2022.

Notes to standalone financial statements for the year ended 31st March, 2022

Note 48: Covid-19 Disclosure

The Company has made an assessment of the impact of continuing COVID-19 pandemic on its current and future operations, liquidity position and cashflow giving due consideration to internal and external factors. The Company is continuously monitoring the situation and does not foresee any significant impact on its operations and the financial position as at March 31, 2022.

Note 49: Subsequent events

The Company has evaluated subsequent events from the balance sheet date through May 17, 2022, the date at which the standalone financial statements were available to be issued, and determined that there are no material items to disclose.

Note 50: Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

As per our report attached of even date
For **S R B C & CO LLP**
ICAI Firm Registration No. 324982E/E300003
Chartered Accountants

per Vikram Mehta
Partner
Membership No.105938
Mumbai, May 17, 2022

EC Prasad
Chief Financial Officer

Ajay Nagle
Legal & Company Secretary

For and on behalf of the Board of directors
of **Bajaj Electricals Limited**

Shekhar Bajaj
Chairman & Managing Director
DIN: 00089358

Anuj Poddar
Executive Director
DIN: 01908009

Shailesh Haribhakti
Chairman - Audit Committee
DIN: 00007347

Independent Auditor's Report

To the Members of **Bajaj Electricals Limited**

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Bajaj Electricals Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associate comprising of the consolidated Balance sheet as at March 31 2022, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries and associate, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associate as at March 31, 2022, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those

Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group and its associate in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2022. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matters	How our audit addressed the key audit matters
(a) A. Cost to complete estimates in the EPC business segment Revenue from construction contracts is recognised based on the stage of completion determined with reference to the actual costs incurred up to reporting date on the construction contract and the estimated cost to complete the project. Cost estimates involves judgments including those relating to cost escalations; assessment of related contract risks and their financial estimation; scope of deliveries and services required for fulfilling the contractually defined obligations and expected delays, if any.	Our audit procedures included the following: <ul style="list-style-type: none"> Performed procedures to test the design and operating effectiveness of controls relating to cost estimation; Selected projects by applying audit sampling techniques and examined whether the cost estimates for these projects are in line with the supplier quotations obtained by the management and other internal estimates where latest supplier quotations are not available.

Key audit matters	How our audit addressed the key audit matters
Accordingly, cost to complete estimates have been considered as a key audit matter.	<ul style="list-style-type: none"> Examined whether the future supply quantities in the selected projects are in line with the contractual Bill of Quantities (BOQ) / survey conducted by the management. Further, also performed audit tests in respect of erection and other overhead costs considered in the selected projects. Examined the contingencies identified by the management in these selected projects and corroborated the same with internal / external evidence available with the management. Examined project contractual terms and customer correspondences for the selected projects, to determine any adjustments to be considered to the project margins. Assessed management impact on account of COVID-19 on potential delays and cost increases.
B. Impairment allowance on trade receivables pertaining to operationally closed projects in Power Distribution (PD) and Transmission Line Tower (TLT) business (Refer Note 1D(2) and Note 6 of the consolidated financial statements)	
As at March 31, 2022, trade receivables of ₹ 47,814.22 lakhs (net of impairment allowance of ₹ 3,872.35 lakhs) related to amounts collectible in respect of operationally closed projects in the PD and TLT business.	Our audit procedures included the following
In determining whether an impairment allowance is required, the management takes into consideration the ageing status and likelihood of collection based on contractual terms, past experience, customer correspondences etc. Based on such assessment, specific allowances are made for receivables that are unlikely to be collected.	<ul style="list-style-type: none"> Obtained management's assessment of recoverability of receivables from operationally closed projects. Discussed with the business heads in the PD and TLT business on the steps taken by them for recovery of the amounts, including discussions with customers during the period under audit. For samples, assessed whether the rationale behind the management's judgment in determining the impairment provisions are in line with the customer correspondences (including any disputes), material reconciliations (where done during the year) and post year end payments.
Due to the involvement of management's judgement and materiality of the amounts involved, we have considered the same as a key audit matter.	
C. Timing of revenue recognition for Consumer Product business (Refer Notes 1B(2)(1) and 24 of the consolidated financial statements)	
Revenue from contracts with customers is recognised upon transfer of control of promised goods and is measured at the fair value of the consideration received or receivable, net of returns, schemes and rebates, based on contractually defined terms.	Audit procedures included the following:
The timing of transfer of control in case of sales to distributors is basis the arrangements including delivery specifications and incoterms, payment terms and ability of customers to return the goods if unsold in the market which create complexity and judgment in determining the timing of recognition of revenues.	<ul style="list-style-type: none"> Assessed the Holding Company's revenue recognition policy and its compliance in terms of Ind AS 115 'Revenue from contracts with customers'. Assessed the design and tested the operating effectiveness of internal financial controls related to timing of revenue recognition. For sample customers, obtained and assessed the arrangements with the Company and impact on revenue recognition including their payment terms and right to returns Performed sample tests of individual sales transaction based on sales invoices and other related documents. In respect of the samples selected, tested the timing of revenue recognition in accordance with Ind AS 115. Selected sample of sales transactions made pre- and post-year end, agreed the period of revenue recognition to underlying documents and the terms of sale. Performed analytical procedures on sales and sales return trend. For sample customer balances, obtained direct confirmation and tested the reconciliations if any.
The risk is, therefore, that revenue is not recognized in the correct period and accordingly, it was determined to be a key audit matter in our audit of the consolidated financial statements.	

Key audit matters	How our audit addressed the key audit matters
(b) D. Impairment testing of Goodwill (Refer Note 1B(2) and 44 of the consolidated financial statements)	of the consolidated financial statements)
As at March 31, 2022, the Company has carrying amount of Goodwill of ₹ 19,001.10 lakhs pertaining to Starlite Lighting Limited and Nirlep Appliances Private Limited	Our audit procedures included the following:
In accordance with the requirements of Ind AS 36 Impairment of Assets, the Company performs an annual impairment assessment of Goodwill and the corresponding cash generating units to determine whether the recoverable value is below the carrying amount as at March 31, 2022.	<ul style="list-style-type: none"> Obtained an understanding of the process followed by the management to determine the recoverable amounts of cash generating units determined by the Company. Evaluated the design and implementation and tested the operating effectiveness of key internal controls related to the Company's process relating to review of the annual impairment analysis. Assessed Company's valuation methodology applied in determining recoverable value including the reasonableness of identification of cash generating units around the key drivers (cash flow forecasts, discount rates, expected growth rates, forecasted margins and terminal growth rates) based on our knowledge of the Company and Industry. Compared the historical accuracy by comparing past forecasts to actual results achieved. Assessed the recoverable value headroom by performing sensitivity testing of key assumptions used. Tested the arithmetical accuracy of the computation of recoverable amounts of cash generating units Assessed the disclosures made in the consolidated financial statements
For this purpose, the recoverable value of the cash generating unit is based on the value in use model, which has been derived from the discounted cash flow model. The model requires the Company to make significant assumptions such as discount rate, near and long-term revenue growth rate and projected margins which involves inherent uncertainty since they are based on future business prospects and economic outlook.	
Changes in certain methodologies and assumptions can lead to significant changes in the assessment of the recoverable value.	
Due to the level of judgments involved and its significance to the Company's financial position, this is considered to be a key audit matter.	

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

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

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

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

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

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associate in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and of its associate 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 the 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of the Group and of its associate 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 Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group and of its associate are also responsible for overseeing the financial reporting process of the Group and of its associate.

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements 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 ability of the Group and its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2022 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our

report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

- The consolidated financial statements also include the Group's share of net profit of ₹ 0.00 lakhs for the year ended March 31, 2022, as considered in the consolidated financial statement, in respect of an associate, whose financial statement, other financial information have been audited by other auditor and whose reports have been furnished to us by the Management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this associate, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid associate, is based solely on the report of such other auditor.
- The accompanying consolidated financial statements include unaudited financial statement and other unaudited financial information in respect of one subsidiary, whose financial statement and other financial information reflect total assets of ₹ 45.88 lakhs as at March 31, 2022, and total revenues of ₹ 0.00 lakhs and net cash outflows of ₹ 5.40 lakhs for the year ended on that date. This unaudited financial statement and other unaudited financial information have been furnished to us by the management. Our opinion, in so far as it relates amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary, is based solely on such unaudited financial statement and other unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, this financial statement and other financial information are not material to the Group.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditor and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies and associate company, incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xi) of the Order.

- As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries and associate, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

- We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
- In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
- The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
- In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- On the basis of the written representations received from the directors of the Holding Company as on March 31, 2022 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies and associate company, none of the directors of the Group's companies, and its associate, incorporated in India, is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;
- With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies and associate company, incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
- In our opinion and based on the consideration of reports of other statutory auditors of the associate, the managerial remuneration for the year ended March 31, 2022 has been paid / provided by the Holding Company, its subsidiary and associate incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(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 and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries and an associate, as noted in the 'Other matter' paragraph:

- i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group and its associate in its consolidated financial statements – Refer Note 40 to the consolidated financial statements;
- ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 40 to the consolidated financial statements in respect of such items as it relates to the Group;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiaries, and associate, incorporated in India during the year ended March 31, 2022.
- iv. a) The respective managements of the Holding Company and its subsidiaries and associate which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, and associate respectively that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries and associate to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries and associate ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The respective managements of the Holding Company and its subsidiaries and associate which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and associate respectively that, to the best of its knowledge and belief, no funds have been received by the respective Holding Company or any of such subsidiaries and associate from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries and associate shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries and associate which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

v) As stated in note 17 to the consolidated financial statements, the Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members of the Company at the respective ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

For **S R B C & CO LLP**

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003

per **Vikram Mehta**

Partner

Membership Number: 105938

UDIN: 22105938AJBYDK2427

Mumbai, May 17, 2022

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF BAJAJ ELECTRICALS LIMITED

Referred to in Paragraph 1 under the hearing "Report on other legal and regulatory requirements" of our report of even date:

(xxi) Qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements are:

Sr no	Name	CIN	Holding company/ subsidiary/ associate/ joint venture	Clause number of the CARO report which is qualified or is adverse
1	Bajaj Electricals Limited	L31500MH1938PLC009887	Holding Company	Paragraph 3 (iii c and iii d)
2	Nirlep Appliances Private Limited	U27200MH1979PTC021470	Subsidiary	Paragraph 3(xvii)
3	Starlite Lighting Limited	U31300MH1995PLC090213	Subsidiary	Paragraph 3(xvii)

For **S R B C & CO LLP**

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003

per **Vikram Mehta**

Partner

Membership Number: 105938

UDIN: 22105938AJBYDK2427

Mumbai, May 17, 2022

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF BAJAJ ELECTRICALS LIMITED

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

In conjunction with our audit of the consolidated financial statements of Bajaj Electricals Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2022, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associate, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group and its associate, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding 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 the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements 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, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. 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 with reference to consolidated financial statements 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 with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements

A company's internal financial control with reference to consolidated financial statements 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 with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, 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 with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements 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 Group and its associate, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Holding Company

considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company, in so far as it relates to these three subsidiaries and an associate, which are companies incorporated in India, is based on the corresponding reports of the auditors of such associate incorporated in India.

For **S R B C & CO LLP**

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003

per **Vikram Mehta**

Partner

Membership Number: 105938

UDIN: 22105938AJBYDK2427

Mumbai, May 17, 2022

Consolidated Balance Sheet

as at 31st March 2022

(₹ in Lakhs)

Particulars	Notes	As at 31-Mar-22	As at 31-Mar-21
ASSETS			
Non-Current Assets			
Property, plant and equipment	2	35,769.89	30,579.85
Capital work in progress	2	2,820.12	1,002.49
Right-of-use assets	3	6,855.68	6,123.05
Intangible assets	4	665.88	1,155.09
Intangible assets under development	4	1,546.59	781.50
Investment properties	4.1	13,077.04	12,600.00
Goodwill	44	19,001.10	2,644.36
Investments in associate	5.1	-	-
Financial Assets			
i) Investments	5.2	489.73	471.45
ii) Trade receivables	6	22,109.94	40,470.53
iii) Loans	7	22.35	7,244.74
iv) Other financial assets	8	3,783.59	2,884.34
Deferred tax assets (net)	9	8,143.54	5,249.35
Non-current tax assets (net)		10,405.17	7,574.32
Other non-current assets	10	13,358.61	11,012.87
Total Non-Current Assets		1,38,049.23	1,29,793.94
Current Assets			
Inventories	11	99,788.02	98,639.97
Financial Assets			
i) Trade receivables	6	1,13,951.23	1,51,215.95
ii) Cash and cash equivalents	12	11,881.50	4,563.58
iii) Bank balances other than (ii) above	12	2,372.26	1,598.71
iv) Loans	7	0.84	1.02
v) Other current financial assets	13	776.39	389.66
Other current assets	14	25,273.97	33,420.95
Contract assets	41	5,344.34	6,861.30
		2,59,388.55	2,96,691.14
Assets classified as held for sale	15	1,719.41	287.02
Total Current Assets		2,61,107.96	2,96,978.16
Total Assets		3,99,157.19	4,26,772.10
EQUITY & LIABILITIES			
Equity			
Equity share capital	16	2,297.48	2,290.73
Other Equity	17	1,70,857.92	1,55,531.89
Non-controlling interest	47	(2,633.98)	-
Total Equity		1,70,521.42	1,57,822.62
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
i) Borrowings	18	1,183.32	2,555.11
ia) Lease liabilities	3	3,035.04	2,210.59
ii) Other financial liabilities	19	34.48	988.06
Provisions	20	2,309.11	2,149.02
Employee benefit obligations	21	6,314.56	6,896.31
Total Non-Current Liabilities		12,876.51	14,799.09
Current Liabilities			
Financial Liabilities			
i) Borrowings	18	3,307.68	44,507.78
ia) Lease liabilities	3	1,552.76	1,652.70
ii) Trade payables	22		
Total Outstanding dues of micro enterprises & small enterprises		7,905.23	11,775.27
Total Outstanding dues of other than micro enterprises & small enterprises		1,15,641.46	84,239.90
iii) Other current financial liabilities	19	46,157.91	53,857.62
Provisions	20	7,854.79	8,983.64
Employee benefit obligations	21	918.77	1,233.11
Current tax liabilities (net)		1,701.21	2,382.61
Contract liabilities	41	9,117.44	20,545.95
Other current liabilities	23	21,602.01	24,971.81
Total Current Liabilities		2,15,759.26	2,54,150.39
Total Liabilities		2,28,635.77	2,68,949.48
Total Equity & Liabilities		3,99,157.19	4,26,772.10
Summary of significant accounting policies	1B		
The accompanying notes are an integral part of the Consolidated Financial Statements			

As per our report attached of even date
For **S R B C & CO LLP**
ICAI Firm Registration No. 324982E/E300003
Chartered Accountants

per **Vikram Mehta**
Partner
Membership No.105938
Mumbai, May 17, 2022

EC Prasad
Chief Financial Officer

Ajay Nagle
Legal & Company Secretary

For and on behalf of the Board of directors
of **Bajaj Electricals Limited**

Shekhar Bajaj
Chairman & Managing Director
DIN: 00089358

Anuj Poddar
Executive Director
DIN: 01908009

Shailesh Haribhakti
Chairman - Audit Committee
DIN: 00007347

Consolidated Statement of Profit and Loss

for the year ended 31st March 2022

(₹ in Lakhs)

Particulars	Notes	For the year ended 31-Mar-22	For the year ended 31-Mar-21
Income:			
Revenue from operations	24	4,81,301.45	4,58,460.46
Other income	25	6,833.64	6,920.48
Total Income		4,88,135.09	4,65,380.94
Expenses:			
Cost of raw materials consumed	26	59,814.65	35,015.06
Purchases of traded goods		2,67,605.16	2,91,613.05
Changes in inventories of work-in-progress, finished goods, traded goods	26	1,711.05	(27,072.70)
Erection & subcontracting expenses	27	13,395.21	24,371.20
Employee benefit expenses	28	40,140.08	39,450.58
Depreciation and amortisation expense	29	6,923.44	7,516.48
Other expenses	30	73,620.19	64,765.85
Finance cost	31	6,974.36	7,643.45
Total Expenses		4,70,184.14	4,43,302.97
Profit before share of profit / (loss) of an associate and a joint venture, exceptional items and tax		17,950.95	22,077.97
Exceptional Items	45, 48	1,322.69	(2,548.61)
Profit before share of profit / (loss) of an associate and a joint venture and tax		16,628.26	24,626.58
Share of profit / (loss) of associate and joint venture		-	-
Profit before tax		16,628.26	24,626.58
Income tax expense:			
Current tax	32	5,321.86	4,761.14
Deferred tax	9	(644.92)	969.55
Adjustment of tax relating to earlier periods		(489.34)	-
Total tax expenses		4,187.60	5,730.69
Profit for the year		12,440.66	18,895.89
Other comprehensive (income) / loss			
Items that will be reclassified to profit and loss in subsequent periods			
Cash flow hedge reserve	35c	(51.20)	-
Tax impacts on above		12.89	-
Items that will not be reclassified to profit and loss in subsequent periods			
Remeasurement (gains)/losses on defined benefit plans	21	(710.34)	(936.30)
Tax impacts on above	9	178.78	235.65
Gain on bargain purchase on demerger	45	-	(165.18)
Other comprehensive income net of tax		(569.87)	(865.83)
Total Comprehensive Income net of tax		13,010.53	19,761.72
Profit for the year attributable to			
Equity holders of the parent		12,851.65	19,054.69
Non-controlling interest		(410.99)	(158.80)
Other comprehensive (income) / loss for the year attributable to			
Equity holders of the parent		(571.97)	(864.61)
Non-controlling interest		2.10	(1.22)
Total comprehensive income / (loss) for the year attributable to			
Equity holders of the parent		13,423.62	19,919.30
Non-controlling interest		(413.09)	(157.58)
Earnings per equity share before exceptional items (face value per share ₹ 2)	39		
Basic		11.71	14.31
Diluted		11.67	14.26
Earnings per equity share after exceptional items (face value per share ₹ 2)	39		
Basic		10.85	16.54
Diluted		10.81	16.49
Summary of significant accounting policies	1B		
The accompanying notes are an integral part of the Consolidated Financial Statements			

As per our report attached of even date

For **S R B C & CO LLP**

ICAI Firm Registration No. 324982E/E300003

Chartered Accountants

per **Vikram Mehta**
Partner
Membership No.105938
Mumbai, May 17, 2022

EC Prasad
Chief Financial Officer

Ajay Nagle
Legal & Company Secretary

For and on behalf of the Board of directors
of **Bajaj Electricals Limited**

Shekhar Bajaj
Chairman & Managing Director
DIN: 00089358

Anuj Poddar
Executive Director
DIN: 01908009

Shailesh Haribhakti
Chairman - Audit Committee
DIN: 00007347

Consolidated Statement of changes in equity

for the year ended 31st March 2022

A. Equity share capital (Note 16)

Particulars	₹ In Lakhs)	
	Year Ended 31st March 2022	Year Ended 31st March 2021
Equity shares of ₹ 2 each issued, subscribed and fully paid-up		
At the beginning of the year	2,290.73	2,275.35
Issue of equity share capital during the year	6.75	15.38
At the end of the year	2,297.48	2,290.73

B. Other equity (Note 17)

Particulars	Reserves and surplus										Total
	Others	Share Application Money Pending Allotment	Effective portion of cash flow hedges	Securities premium reserve	Debt Redemption Reserve	Shares Option Outstanding	General Reserve	Retained earnings*	Capital Redemption Reserve	Capital Reserve	
Balance as at 31st March 2021	12.51	-	63,391.97	3,750.00	1,181.39	45,967.75	40,917.38	135.71	175.18	1,55,531.89	
Profit for the year	-	-	-	-	-	-	12,851.65	-	-	12,851.65	
Other comprehensive income	-	38.31	-	-	-	-	533.66	-	-	571.97	
Total	12.51	38.31	63,391.97	3,750.00	1,181.39	45,967.75	54,302.69	135.71	175.18	1,68,955.51	
Exercise of share options	-	-	1,435.02	-	-	-	-	-	-	1,435.02	
Exercise of share options - transferred from shares options outstanding account	-	-	529.14	-	(529.14)	-	-	-	-	-	
Employee stock option expense for the year	-	-	-	-	580.85	-	-	-	-	580.85	
Transferred from share options outstanding account on lapse of vested options	-	-	-	-	(34.54)	-	34.54	-	-	-	
Transfer from Debt redemption reserve to retained earnings	-	-	-	(3,750.00)	-	-	3,750.00	-	-	-	
Issue of share capital	(12.51)	-	-	-	-	-	-	-	-	(12.51)	
Fair value of non-controlling interest put option (Note 47)	-	-	-	-	-	-	(150.93)	-	-	(150.93)	
Charge for the year	-	49.98	-	-	-	-	-	-	-	49.98	
Balance as at 31st March 2022	-	88.29	65,356.13	-	1,198.56	45,967.75	57,936.30	135.71	175.18	1,70,857.92	

* Retained earnings includes revaluation reserve of ₹ 808.60 lakhs subsumed during transition to Ind AS

Consolidated Statement of changes in equity

for the year ended 31st March 2022

B. Other equity (Note 17) (Contd..)

Particulars	Reserves and surplus										Total
	Others	Share Application Money Pending Allotment	Effective portion of cash flow hedges	Securities premium reserve	Debt Redemption Reserve	Shares Option Outstanding	General Reserve	Retained earnings*	Capital Redemption Reserve	Capital Reserve	
Balance as at 31st March 2020	0.02	-	60,139.79	4,625.00	1,261.09	43,256.34	23,121.79	135.71	10.00	1,32,549.74	
Profit for the year	-	-	-	-	-	-	19,054.69	-	-	19,054.69	
Other comprehensive income	-	-	-	-	-	-	699.43	-	-	864.61	
Total	0.02	-	60,139.79	4,625.00	1,261.09	43,256.34	42,875.91	135.71	175.18	1,52,469.04	
Exercise of share options	-	-	1,030.84	-	-	-	-	-	-	1,030.84	
Exercise of share options - transferred from shares options outstanding account	-	-	378.98	-	(378.98)	-	-	-	-	-	
Securities premium proceeds received on issue of equity shares (Note 16(iii))	-	-	0.05	-	-	-	-	-	-	0.05	
Securities premium on issue of shares on demerger (refer note 45)	-	-	1,842.31	-	-	-	-	-	-	1,842.31	
Employee stock option expense for the year	-	-	-	-	421.99	-	-	-	-	421.99	
Transferred from share options outstanding account on lapse of vested options	-	-	-	-	(122.71)	-	122.71	-	-	-	
Transfer from Debt redemption reserve to general reserve	-	-	-	(875.00)	-	875.00	-	-	-	(0.00)	
Issue of share capital	12.49	-	-	-	-	-	-	-	-	12.49	
Fair value of non-controlling interest put option	-	-	-	-	-	-	(244.83)	-	-	(244.83)	
Transfer from retained earnings to general reserve	-	-	-	-	-	1,836.41	(1,836.41)	-	-	-	
Balance as at 31st March 2021	12.51	-	63,391.97	3,750.00	1,181.39	45,967.75	40,917.38	135.71	175.18	1,55,531.89	

* Retained earnings includes revaluation reserve of ₹ 808.60 lakhs subsumed during transition to Ind AS

Summary of significant accounting policies (Note 1B). The accompanying notes are an integral part of the Consolidated Financial Statements

As per our report attached of even date

For **S R B C & CO LLP**

ICAI Firm Registration No. 324982/E300003

Chartered Accountants

per Vikram Mehta

Partner

Membership No. 105938

Mumbai, May 17, 2022

EC Prasad

Chief Financial Officer

Ajay Nagle

Legal & Company Secretary

For and on behalf of the Board of directors

of **Bajaj Electricals Limited****Shekhar Bajaj**

Chairman & Managing Director

DIN: 00089358

Anuj Poddar

Executive Director

DIN: 01908009

Shailesh Haribhakti

Chairman - Audit Committee

DIN: 00007347

Consolidated Cash Flow Statement

 for the year ended 31st March 2022

Particulars	(₹ in Lakhs)	
	Year ended 31-Mar-22	Year ended 31-Mar-21
Cash flow from operating activities		
Profit before income tax	16,628.26	24,626.58
Adjustments for:		
Depreciation and amortisation expense	6,923.44	7,516.48
Employee share-based payment expense	580.85	421.99
Gain on disposal of property, plant and equipment (net)	(490.97)	(2,256.81)
Measurement of financial assets held at fair value through Profit or Loss	(19.99)	(117.00)
Measurement of financial assets and liabilities held at amortised cost	(59.05)	(229.12)
Measurement of provisions at fair value	(354.49)	(341.47)
Derecognition of investment in associate pursuant to demerger	-	(2,548.61)
Impairment of property, plant and equipment	845.00	-
Finance costs	6,974.36	7,643.45
Interest income	(694.81)	(1,916.69)
Impairment allowance for doubtful debts & advances (net of write back)	(2,303.18)	(1,228.96)
Bad debts and other irrecoverable debit balances written off	1,374.00	3,016.36
	29,403.42	34,586.20
Change in operating assets and liabilities:		
(Increase)/decrease in trade receivables (current & non-current)	57,213.09	60,368.97
(Increase)/decrease in financial and other assets (current & non-current)	3,051.67	(762.42)
(Increase)/decrease in inventories	2,047.45	(27,985.52)
Increase/(decrease) in trade payables, provisions, employee benefit obligations, other financial liabilities and other liabilities (current & non-current)	4,159.64	767.45
Cash generated from operations	95,875.27	66,974.68
Income taxes paid (net of refunds)	(4,461.45)	(1,157.16)
Net cash inflow from operating activities	91,413.82	65,817.52
Cash flows from investing activities		
Purchase of property, plant and equipment including capital work in progress and capital advances	(6,768.33)	(3,214.24)
Purchase of intangible assets including intangible assets under development	(796.44)	(818.92)
Proceeds from sale of property, plant and equipment including advances received	3,272.12	1,983.45
Loans and advances given by associate and joint venture (net)	(10.00)	(7,240.00)
Purchase of equity shares of subsidiary	(2,508.14)	-
Investment in bank deposits	(792.75)	(2,223.31)
Interest received	551.25	495.84
Net cash used in investing activities	(7,052.29)	(11,017.18)
Cash flows from financing activities		
Proceeds from issues of shares	1,429.26	1,049.33
Proceeds from borrowings	1,263.67	1,860.30
Repayment of borrowings	(65,297.92)	(53,813.88)
Payment of principal portion of lease liabilities	(1,781.85)	(2,708.53)
Interest paid on lease liabilities	(545.00)	(944.00)
Interest paid on borrowings	(12,187.99)	(5,847.26)
Net cash used in financing activities	(77,119.83)	(60,404.04)
Net increase / (decrease) in cash and cash equivalents	7,241.70	(5,603.70)
Cash and cash equivalents at the beginning of the financial year	4,563.58	10,163.33
Acquired on business combinations (refer note 45 and 46)	76.22	3.95
Cash and cash equivalents at the end of the year (refer note 12)	11,881.50	4,563.58

Consolidated Cash Flow Statement

 for the year ended 31st March 2022

Change in liability arising from financing activities	(₹ in Lakhs)	
	Year Ended 31st March 2022	Year Ended 31st March 2021
Borrowings as on the beginning of the year	47,062.89	96,202.47
Proceeds from borrowings *	1,263.67	1,860.30
Repayment of borrowings	(65,297.92)	(53,813.88)
Acquired on business combinations	21,462.36	2,775.55
Foreign exchange movement	-	38.45
Borrowings as on the end of the year	4,491.00	47,062.89

* Proceeds from borrowings includes ₹ NIL towards borrowings.

Summary of significant accounting policies (Note 1B)

The accompanying notes are an integral part of the Consolidated Financial Statements

As per our report attached of even date
For **S R B C & CO LLP**
ICAI Firm Registration No. 324982E/E300003
Chartered Accountants

For and on behalf of the Board of directors
of **Bajaj Electricals Limited**

Shekhar Bajaj
Chairman & Managing Director
DIN: 00089358

EC Prasad
Chief Financial Officer

Anuj Poddar
Executive Director
DIN: 01908009

per Vikram Mehta
Partner
Membership No.105938
Mumbai, May 17, 2022

Ajay Nagle
Legal & Company Secretary

Shailesh Haribhakti
Chairman - Audit Committee
DIN: 00007347

Notes to consolidated financial statements for the year ended 31st March, 2022

Note : 1

1A GENERAL INFORMATION.

Bajaj Electricals Limited ('the Company') is an existing public limited company incorporated on 14th July 1938 under the provisions of the Indian Companies Act, 1913 and deemed to exist within the purview of the Companies Act, 2013, having its registered office at 45/47, Veer Nariman Road, Mumbai-400 001.

The Group deals in Consumer Segments (CP) (which includes appliances, fan and consumer lighting products). The Group also deals in Engineering and projects (EPC) (which includes transmission line towers, power distribution and Illumination Projects). The equity shares of the Parent Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). The consolidated financial statements are presented in Indian Rupee (INR).

The consolidated financial statements have been recommended for approval by the audit committee and is approved and adopted by the Board of the Parent Company, in their meeting held in Mumbai on 17th May, 2022.

1B SIGNIFICANT ACCOUNTING POLICIES

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

1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (hereinafter referred to as Ind AS) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

The consolidated financial statements are prepared under the historical cost convention except for the following:

- certain financial assets and liabilities (including derivative instruments) that are measured at fair value;
- assets held for sale which are measured at lower of carrying value and fair value less cost to sell;
- defined benefit plans where plan assets are measured at fair value; and

- share-based payments at fair value as on the grant date of options given to employees.

Estimates, judgements and assumptions used in the preparation of the consolidated financial statements and disclosures are based upon management's evaluation of the relevant facts and circumstances as of the date of the consolidated financial statements, which may differ from the actual results at a subsequent date. The critical estimates, judgements and assumptions are presented in Note no. 1D.

The Group presents assets and liabilities in the balance sheet based on current and non-current classification. Deferred tax assets and liabilities are classified as non-current.

The Group has prepared the consolidated financial statements on the basis that it will continue to operate as a going concern.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is due to be settled within twelve months after 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

All other liabilities as classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

Notes to consolidated financial statements for the year ended 31st March, 2022

Basis of consolidation

The consolidated financial statements includes financial statements of Bajaj Electricals Limited and its subsidiaries (together referred as a Group), an associate and results of a joint venture, consolidated in accordance with Ind AS 28 - Investments in associate and joint venture, Ind AS 111 – Joint Arrangements and Ind AS 110 – Consolidated financial statements as given below:

Name of the Company	Country of Incorporation	% share holding of the Company	Consolidated / Equity accounted as
Starlite Lighting Limited	India	88.48%	Subsidiary
Hind Lamps Limited	India	19.00%	Associate
Nirlep Appliances Private Ltd	India	100.00%	Subsidiary
Bajel Projects Limited	India	100.00%	Subsidiary

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when

the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and other events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies. The financial statement of all entities used for the purpose of consolidation are drawn upto same reporting date as that of the parent company i.e., year ended 31st March .

Consolidation procedure:

- Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
- Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

Notes to consolidated financial statements

for the year ended 31st March, 2022

- (c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Put options held by non-controlling interests in the Group's subsidiaries entitle the non-controlling interest to sell its interest in the subsidiary to the Group at pre-determined values and on contracted dates. In such cases, the Group consolidates the non-controlling interest's share of the equity in the subsidiary and recognises the fair value of the non-controlling interest's put option, being the present value of the estimated future purchase price, as a financial liability in the statement of financial position. In raising this liability, the non-controlling interest is derecognised and any excess or shortfall is charged or realised directly in retained earnings in the statement of changes in equity.

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations made in determining whether significant influence or joint control are similar to those necessary to determine control over the subsidiaries.

Interest in associate and joint ventures are accounted for using the equity method. They are initially recognised at cost which includes transaction costs. Subsequent to initial recognition the consolidated financial statements include the groups share of profit and loss and OCI of equity accounted investee until the date on which significant influence or joint control ceases

When the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the other entity. Unrealised gains on transactions between the group and its associates and joint ventures are eliminated to the extent of the group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

2 Business combination and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values (including related deferred tax). For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are

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expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Recognise that distribution of shares of subsidiary to Group in Group's capacity as owners

- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or transferred directly to retained earnings, if required by other Ind ASs as would be required if the Group had directly disposed of the related assets or liabilities

3 Revenue from contract with customers:

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

The recognition criteria for sale of products and construction contracts is described below

(1) Sale of products

Revenue from sale of products is recognized at the point in time when control of the asset is transferred to the customer, generally on delivery of the product to the customer's destination. The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated (e.g., customer loyalty points and warranties). In determining the transaction price for the sale of product, the Group considers the effects of variable consideration, the existence of significant financing components, and consideration payable to the customer (if any).

The Group provides volume rebates to certain customers once the quantity of products purchased during the period exceeds a threshold specified in the contract. Rebates are offset against amounts payable by the customer. To estimate the variable consideration for the expected future rebates, the Group applies the most likely amount method. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract.

Generally, the Group receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Group does not adjust the promised amount of consideration for the effects

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of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

The Group has a loyalty points program, "Retailer Bonding Program", which allows customers to accumulate points that can be redeemed for free products. The loyalty points give rise to a separate performance obligation as they provide a material right to the customer. A portion of the transaction price is allocated to the loyalty points awarded to customers based on relative stand-alone selling price and recognized as deferred revenue until the points are redeemed. Revenue is recognized upon redemption of products by the customer. When estimating the stand-alone selling price of the loyalty points, the Group considers the likelihood that the customer will redeem the points. The Group updates its estimates of the points that will be redeemed on a quarterly basis and any adjustments to the deferred revenue are charged against revenue.

The Group provides a warranty beyond fixing defects that existed at the time of sale. These service-type warranties are bundled together with the sale of products. Contracts for bundled sales of products and a service-type warranty comprise two performance obligations because the product and service-type warranty are both sold on a stand-alone basis and are distinct within the context of contract. Using the relative stand-alone selling price method, a portion of the transaction price is allocated to the service-type warranty and recognised as deferred revenue. Revenue for service-type warranties is recognised over the period in which the service is provided based on the time elapsed.

(2) Construction contracts

Performance obligation in case of construction contracts is satisfied over a period of time, as the Group creates an asset that the customer control and the Group has an enforceable right to payment for performance completed to date if it meets the agreed specifications. Revenue from construction contracts is recognised based on the stage of completion determined with reference to the actual costs incurred up to reporting date on the construction contract and the estimated cost to complete the project. Cost estimates

involves judgments including those relating to cost escalations; assessment of technical, political, regulatory and other related contract risks and their financial estimation; scope of deliveries and services required for fulfilling the contractually defined obligations and expected delays, if any. Provision for foreseeable losses/ construction contingencies on said contracts is made based on technical assessments of costs to be incurred and revenue to be accounted for. The Group pays insurance and bank guarantee charges for each contract that they obtain for supply of materials and erection services. The Group amortizes the same over the period of the contract. The Group has long-term receivables from customers. The transaction price for such contracts is discounted, using the rate that would be reflected in a separate financing transaction between the Group and its customers at contract inception, to take into consideration the significant financing component

(3) Contract balances

Contract asset

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade receivables

A receivable represents the Group right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognized when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

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4 Leases:

As a lessee:

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment test.

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised

The Group has determined leasehold lands also as, right of use assets and hence the same has been classified from property, plant and equipment to right of use assets.

Leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Group's general policy on the borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Consolidate Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low value assets recognition exemption to leases that are considered of low value (i.e., below ₹ 5,00,000). Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

5 Other income:

- (1) Interest income on financial asset is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instruments.

- (2) Others:

The Group recognises other income (including income from sale of power generated, income from scrap sales, income from claims received, etc.) on accrual basis. However, where the ultimate collection of the same is uncertain, revenue recognition is postponed to the extent of uncertainty. Rental income arising from operating leases is accounted for on a straight line basis over lease terms unless the receipts are structured to increase in line with expected general inflation to compensate for

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the expected inflationary cost increases and is included in the Consolidate Statement of profit or loss due to its operating nature.

6 Property, plant and equipment :

A) Asset class:

- i) Freehold land is carried at historical cost including expenditure that is directly attributable to the acquisition of the land.
- ii) All other items of property, plant and equipment (including capital work in progress) are stated at historical cost less accumulated depreciation and impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.
- iii) Capital goods manufactured by the Group for its own use are carried at their cost of production (including duties and other levies, if any) less accumulated depreciation and impairment losses if any.
- iv) 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 Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the consolidated statement of profit and loss. during the year in which they are incurred.
- v) Losses arising from the retirement of, and gains or losses arising from disposal of property, plant and equipments which are carried at cost are recognised in the consolidated statement of profit and loss.
- vi) Capital work-in-progress, property, plant and equipment is stated at cost, net of accumulated depreciation. Such cost includes the cost of replacing part of the property, plant and equipment and borrowing cost for long-term construction projects if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced at intervals, the Group 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 property, plant and equipment as a replacement if the recognition criteria are satisfied. All other repairs and maintenance costs are recognised in profit or loss as incurred. Capital work-in-progress comprises cost of property, plant and equipment (including related expenses), that are not yet ready for their intended use at the reporting date.

B) Depreciation:

- i) Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives. Premium of Leasehold land and leasehold improvements cost are amortised over the primary period of lease.
- ii) 100% depreciation is provided in the month of addition for temporary structure cost at project site
- iii) Where a significant component (in terms of cost) of an asset has an economic useful life different than that of it's corresponding asset, the component is depreciated over it's estimated useful life.
- iv) The Group, based on internal technical assessments and management estimates, depreciates certain items of property, plant & equipment over the estimated useful lives and considering residual value which are different from the one prescribed in Schedule II of the Companies Act, 2013. The management believes that these estimated useful lives and residual values are realistic and reflect fair approximation of the period over which the assets are likely to be used.
- v) Useful life of asset is as given below:

Asset block	Useful Lives (in years)
Leasehold Land	Over the period of the lease
Building - Office	5 to 70
Building - Factory	2 to 30
Ownership Premises	60
Plant & Machinery	1 to 22
Furniture & Fixtures	1 to 24
Electric Installations	1 to 25
Office Equipment	2 to 10
Vehicles	8 to 10
Dies & Jigs	1 to 10
Leasehold Improvements	2 to 10
Roads & Borewell	3 to 21
IT hardware	1 to 10
Laboratory Equipment	1 to 10

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

7 Intangible assets:

An intangible asset shall be recognised if, and only if:

- (a) it is probable that the expected future economic benefits that are attributable to the asset will flow to the Group; and

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- (b) the cost of the asset can be measured reliably.

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use.

Asset class & depreciation:

Computer softwares / licenses are carried at historical cost. They have an expected finite useful life of 3 years and are carried at cost less accumulated amortisation and impairment losses. Computer licenses which are purchased on annual subscription basis are expensed off in the year of purchase.

Trademarks are carried at historical cost. They have an registered finite useful life of 10 years and are carried at cost less accumulated amortisation and impairment losses.

Brand (Nirlep) is recognised on business combination and is amortised over a period of 5 years.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the consolidate statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits

- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete, and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the consolidate statement of profit and loss unless such expenditure forms part of carrying value of another asset. During the period of development, the asset is tested for impairment annually.

8 Investment properties:

Investment properties that are not intended to be occupied substantially for use by, or in the operations of the Group have been considered as investment property. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The Group does not charge depreciation to investment property land which is held for future undetermined use. Though the Group measures investment property using cost-based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer applying a valuation model.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition. In determining the amount of consideration from the derecognition of investment property the Group considers the effects of variable consideration, existence of a significant financing component, non-cash consideration, and consideration payable to the buyer (if any).

Transfers are made to (or from) investment property only when there is a change in use. The Group depreciates its investment properties over the useful life which is similar to that of property, plant and equipment.

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9 Impairment of non-financial assets:

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Impairment loss is charged to the Statement of Profit & Loss Account in the year in which an asset is identified as impaired. An impairment loss recognized in the prior accounting periods is reversed if there has been change in the estimates used to determine the assets recoverable amount since the last impairment loss was recognised.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account.

Impairment losses are recognised in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI.

For assets, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the consolidated statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

10 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.

I. Financial Assets

A) Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

B) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- **Debt instruments at amortised cost**

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

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

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the consolidated statement of profit and loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

- **Debt instruments at fair value through other comprehensive income (FVTOCI)**

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at

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each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to consolidated statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

- **Debt instruments at fair value through profit or loss (FVTPL)**

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the consolidated statement of profit and loss.

- **Equity instruments measured at fair value through other comprehensive income (FVTOCI)**

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to

P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

C) Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the consolidated balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

When the Group 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 Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group 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 Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

D) Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt

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instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables only, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

II. Financial Liabilities

A) Initial recognition and measurement

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

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

B) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

- **Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the consolidated statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L.

However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the consolidated statement of profit and loss.

- **Loans and Borrowings**

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

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 as finance costs in the consolidated statement of profit and loss.

- **Financial guarantee contracts**

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

The fair value of financial guarantees is determined as the present value of the difference in net cash flows between the contractual payments under the debt instrument and the contractual payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

- **De-recognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms

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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 consolidated statement of profit or loss.

III. Reclassification of financial assets / liabilities

After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations.

IV. Offsetting of financial instruments

Financial assets and liabilities are offset, and the net amount is reported in the consolidated balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of Group or the counterparty.

V. Derivatives and hedging activities

The Group enters derivatives like forwards contracts to hedge its foreign currency risks. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently marked to market at the end of each reporting period with profit/loss being recognised in consolidated statement of profit and loss. Derivative assets/liabilities are classified under "other financial assets/other financial liabilities". Profits and losses arising from cancellation of contracts are recognised in the consolidated statement of profit and loss.

The Group designates certain hedging instruments, which includes derivatives, embedded derivatives and non-derivatives in respect of foreign currency and commodity risk, as either cash flow hedge, fair value hedge or hedges or net investment in foreign operations. Hedges of foreign currency risk on firm commitments are accounted for cash flow hedges.

For the purpose of hedge accounting, hedges are classified as:

- fair value hedge is when hedging the exposure to change in fair value of a recognised asset or liability or an unrecognised song commitment
- cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to particular risk associated with a recognised asset or liability or highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment.

At the inception of hedge relationship, the Group formally designates and keeps the hedge relationship to which the Group wishes to apply hedge accounting and risk management objective and strategy for undertaking the hedge. The documentation includes the Group's risk management objective and strategy for undertaking hedge, the hedging/economic relationship, the hedged item or transaction, the nature of the risk by hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting exposure to changes in the hedge item fair value or cash flow attributable to the hedge risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cashflows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated. Hedge that meet the strict criteria for hedge accounting accounted for as described below

Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the Effective portion of cash flow hedges, while any ineffective portion is recognised immediately in the consolidated statement of profit and loss. The Effective portion of cash flow hedges is adjusted to the lower of the cumulative gain or loss on the hedging instrument and the cumulative change in fair value of the hedged item.

The Group uses forward commodity contracts for its exposure to volatility in the commodity prices. The ineffective portion relating to commodity contracts is recognised in other income or expenses.

The amounts accumulated in OCI are accounted for, depending on the nature of the underlying hedged

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transaction. If the hedged transaction subsequently results in the recognition of a non-financial item, the amount accumulated in equity is removed from the separate component of equity and included in the initial cost or other carrying amount of the hedged asset or liability. This is not a reclassification adjustment and will not be recognised in OCI for the period. This also applies where the hedged forecast transaction of a non-financial asset or non-financial liability subsequently becomes a firm commitment for which fair value hedge accounting is applied.

For any other cash flow hedges, the amount accumulated in OCI is reclassified to profit or loss as reclassification adjustment in the same period or periods during which the hedged cash flows affect profit or loss.

If cash flow hedge accounting is discontinued, the amount that has been accumulated in OCI must remain in accumulated OCI if the hedged future cash flows are still expected to occur. Otherwise, the amount will be immediately reclassified to profit or loss as a reclassification adjustment. After discontinuation, once the hedged cash flow occurs, any amount remaining in accumulated OCI must be accounted for depending on the nature of the underlying transaction as described above.

11. Fair value measurements:

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

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and

best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses 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. All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

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

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

12. Cash and cash equivalents:

Cash and cash equivalents in the consolidated balance sheet and for the purpose of the consolidated statement of cash flows, include cash on hand, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

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13. Inventories:

Inventories are valued at the lower of cost and net realisable value. Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.

Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Cost is determined on first in, first out basis.

Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Initial cost of inventories includes the transfer of gains and losses on qualifying cash flow hedges, recognised in OCI, in respect of the purchases of raw materials. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

14. Foreign currency transactions:

Items included in the consolidated financial statements are measured using the currency of the primary economic environment in which the Group operates ('the functional currency'). The consolidated financial statements are presented in Indian Rupee (INR), which is the Group functional and presentation currency.

- On initial recognition, all foreign currency transactions are recorded at the functional currency spot rate at the date the transaction first qualifies for recognition.
- Monetary assets and liabilities in foreign currency outstanding at the close of reporting date are translated at the functional currency spot rates of exchange at the reporting date.
- Exchange differences arising on settlement of translation of monetary items are recognised in the Consolidated statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using

the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively)

15. Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for the jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and unabsorbed depreciation.

Current and deferred tax is recognized in the consolidated statement of profit and loss, except to the extent, it relates to items recognized directly in equity or other comprehensive income, in which case it is recognized in equity or other comprehensive income.

A. Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. The Group establishes provisions, wherever appropriate, on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities.

B. Deferred tax

Deferred tax is provided using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised, or the deferred income tax liability is settled.

The carrying amount of deferred tax assets is reviewed at each reporting date and adjusted to reflect changes in probability that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

16. Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Borrowing costs also include exchange difference arising from foreign currency borrowings to the extent they are regarded as an adjustment to interest costs. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

17. Provisions, contingent liabilities and contingent assets

A. Provisions

A provision is recognised if

- the Group has present legal or constructive obligation as a result of an event in the past;
- it is probable that an outflow of resources will be required to settle the obligation; and
- the amount of the obligation has been reliably estimated.

Provisions are measured at the management's best estimate of the expenditure required to settle the obligation at the end of the reporting period. If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax discount rate that reflects the current market

assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

The Group provides for general repairs of defects that existed at the time of sale, as required by the law. Provision for warranty related costs are recognised when the product is sold to the customer. Initial recognition is based on historical experience. The estimate of warranty related costs is revised annually.

If the Group has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Group recognises any impairment loss that has occurred on assets dedicated to that contract. An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Group cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).

B. Contingent liabilities

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 Group 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 the obligation or a reliable estimate of the amount cannot be made.

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of the amount that would be recognised in accordance with the requirements for provisions above or the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the requirements for revenue recognition.

C. Contingent assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the

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occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

A contingent asset is not recognised but disclosed where an inflow of economic benefit is probable.

18. Employee benefits

A. Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in the same period in which the employees renders the related service and are measured at the amounts expected to be paid when the liabilities are settled.

Retirement benefit in the form of provident fund is a defined contribution plan. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related services. If the Contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the prepayment will lead to a reduction in future payment or a cash refund.

B. Other long-term employee benefit obligations

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the consolidated statement of profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

C. Post-employment obligations

The Group operates the following post-employment schemes

- defined benefit plans - gratuity and obligation towards shortfall of Provident Fund Trusts
- defined contribution plans - Provident fund (RPF Contributions), superannuation and pension

Defined benefit plans :

The liability or asset recognised in the consolidated balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets excluding non-qualifying asset (reimbursement right). The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the consolidated statement of profit and loss. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the consolidated statement of changes in equity and in the balance sheet.

Insurance policy held by the Group from insurers who are related parties are not qualifying insurance policies and hence the right to reimbursement is recognised as a separate assets under other non-current and/or current assets as the case may be.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in consolidated profit or loss as past service cost.

Defined contribution plans :

In respect of certain employees, the Group pays provident fund contributions to publicly administered provident funds as per local regulations. The Group has no further payment obligations once the contributions have been paid. Such contributions are accounted for as employee benefit expense

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when they are due. Defined contribution to superannuation fund is being made as per the scheme of the Group. Defined contribution to Employees Pension Scheme 1995 is made to Government Provident Fund Authority whereas the contributions for National Pension Scheme is made to Stock Holding Corporation of India Limited

D. Share based payments

The Parent Company operates a number of equity settled, employee share based compensation plans, under which the Parent Company receives services from employees as consideration for equity shares of the Parent Company. Equity settled share based payment to employees and other providing similar services are measured at fair value of the equity instrument at grant date.

The fair value of the employee services received in exchange for the grant of the options is determined by reference to the fair value of the options as at the Grant Date and is recognised as an 'employee benefits expense' with a corresponding increase in equity. The total expense is recognised over the vesting period which is the period over which the applicable vesting condition is to be satisfied. The total amount to be expensed is determined by reference to the fair value of the options granted excluding the impact of any service vesting conditions.

At the end of each year, the entity revises its estimates of the number of options that are expected to vest based on the service vesting conditions. It recognises the impact of the revision to original estimates, if any, in the consolidated profit or loss, with a corresponding adjustment to equity.

If at any point of time after the vesting of the share options, the right to the same expires (either by virtue of lapse of the exercise period or the employee leaving the Parent Company), the fair value of the options accruing in favour of the said employee are written back to the retained earnings in the reporting period in which the right expires.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share

19. Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be

allocated to the segment and assess its performance and for which discrete financial information is available.

Operating segments often exhibit similar long-term financial performance if they have similar economic characteristics. Two or more operating segments are aggregated by the Group into a single operating segment if aggregation is consistent with the core principle of Ind AS 108, the segments have similar economic characteristics, and the segments are similar in aspects as defined by Ind AS.

The Group reports separately, information about an operating segment that meets any of quantitative thresholds as defined by Ind AS. Operating segments that do not meet any of the quantitative thresholds, are considered reportable and separately disclosed, only if management of the Group believes that information about the segment would be useful to users of the consolidated financial statements

Information about other business activities and operating segments that are not reportable separately are combined and disclosed in an 'all other segments' category

20. Dividends

The Parent Company recognises a liability to pay dividend to equity holders when the distribution is authorised and is no longer at the discretion of the Parent 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 equity. Interim dividends are recorded as a liability on the date of declaration by the Parent Company's Board of Directors.

21. Assets held for sale

The Group classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale/distribution should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed

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to the sale and the sale expected within one year from the date of classification. For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets or disposal group is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets (or disposal groups), its sale is highly probable; and it will genuinely be sold, not abandoned.

The Group treats sale of the asset or disposal group to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset (or disposal group),
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Property, plant and equipment and intangible are not depreciated, or amortised assets once classified as held for sale. Assets and liabilities classified as held for sale are presented separately from other items in the balance sheet.

22. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Group's earnings per share is the net profit for the period. The weighted average number equity shares outstanding during the period and all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit of loss for the period attributable to equity shareholders and the weighted average number of share outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

23. All amounts disclosed in the consolidated financial statements and notes have been rounded off to the nearest lakh (upto two decimals) as per the requirement of Schedule III, unless otherwise stated.

1C NEW AND AMENDED STANDARDS

The Group has applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 Apr 2021. The Group has not early adopted any other standard or amendment that has been issued but is not yet effective:

Interest Rate Benchmark Reform – Phase 2: Amendments to Ind AS 109, Ind AS 107, Ind AS 104 and Ind AS 116

The amendments provide temporary reliefs which address the financial reporting effects when an interbank offered rate (IBOR) is replaced with an alternative nearly risk-free interest rate (RFR). The amendments include the following practical expedients:

- A practical expedient to require contractual changes, or changes to cash flows that are directly required by the reform, to be treated as changes to a floating interest rate, equivalent to a movement in a market rate of interest
- Permit changes required by IBOR reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued
- Provide temporary relief to entities from having to meet the separately identifiable requirement when an RFR instrument is designated as a hedge of a risk component

These amendments had no impact on the consolidated financial statements of the Group. The Group intends to use the practical expedients in future periods if they become applicable.

Conceptual framework for financial reporting under Ind AS issued by ICAI

The Framework is not a Standard and it does not override any specific standard. Therefore, this does not form part of a set of standards pronounced by the standard-setters. While, the Framework is primarily meant for the standard-setter for formulating the standards, it has relevance to the preparers in certain situations such as to develop consistent accounting policies for areas that are not covered by a standard or where there is choice of accounting policy, and to assist all parties to understand and interpret the Standards.

The amendments made in following standards due to Conceptual Framework for Financial Reporting under Ind

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AS includes amendment of the footnote to the definition of an equity instrument in Ind AS 102- Share Based Payments, footnote to be added for definition of liability i.e. definition of liability is not revised on account of revision of definition in conceptual framework in case of Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets etc.

The MCA has notified the Amendments to Ind AS consequential to Conceptual Framework under Ind AS vide notification dated June 18, 2021, applicable for annual periods beginning on or after April 1, 2021. Accordingly, the Conceptual Framework is applicable for preparers for accounting periods beginning on or after 1 April 2021.

These amendments had no impact on the consolidated financial statements of the Group.

Ind AS 116: COVID-19 related rent concessions

MCA issued an amendment to Ind AS 116 Covid-19-Related Rent Concessions beyond 30 June 2021 to update the condition for lessees to apply the relief to a reduction in lease payments originally due on or before 30 June 2022 from 30 June 2021. The amendment applies to annual reporting periods beginning on or after 1 April 2021. In case a lessee has not yet approved the financial statements for issue before the issuance of this amendment, then the same may be applied for annual reporting periods beginning on or after 1 April 2020.

These amendments had no impact on the consolidated financial statements of the Group.

Ind AS 103: Business combination

The amendment states that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Framework for the Preparation and Presentation of Financial Statements in accordance with Indian Accounting Standards issued by the Institute of Chartered Accountants of India at the acquisition date. Therefore, the acquirer does not recognise those costs as part of applying the acquisition method. Instead, the acquirer recognises those costs in its post-combination financial statements in accordance with other Ind AS.

These amendments had no impact on the consolidated financial statements of the Company.

Amendment to Ind AS 105, Ind AS 16 and Ind AS 28

The definition of "Recoverable amount" is amended such that the words "the higher of an asset's fair value less costs to sell and its value in use" are replaced with "higher of an asset's fair value less costs of disposal and its value in use".

The consequential amendments are made in Ind AS 105, Ind AS 16 and Ind AS 28.

These amendments had no impact on the consolidated financial statements of the Group

1D SUMMARY OF CRITICAL ESTIMATES, JUDGEMENTS AND ASSUMPTIONS

The preparation of consolidated financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. The management also needs to exercise judgment in applying the Group's accounting policies. This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included below.

1 Warranty provision

The Group generally offers 1 to 2 year warranties for its consumer products. Based on the evaluation of the past warranty trends, management has estimated that warranty costs for 25% of sales arises in the year of sale itself, warranty costs for 50% of the sales in Year 1 and the balance 25% in Year 2. Based on the same, the related provision for future warranty claims has been determined.

The Group also sells lighting fitting to its customers. In few lighting fittings products, the drivers are an essential part and are expected to last for a longer period. In such cases, the Group provides warranties beyond fixing defects that existed at the time of sale. Basis this, the Group recognises this as a separate performance obligation and recognises revenue only in the period in which such service is provided based on time elapsed. The assumptions made in relation to serviceable sales and related standard or serviceable warranty provision for the current period are consistent with those in the prior years.

2 Impairment allowance for trade receivables

The Group makes allowances for doubtful accounts receivable using a simplified approach which is a dual policy of an ageing based provision and historical / anticipated customer experience. Management believes that this simplified model closely represents the expected credit loss model to be applied on financial assets as per Ind AS 109. Further, in case of operationally closed projects, Group makes specific assessment of the overdue balances by considering the customer's

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historical payment patterns, latest correspondences with the customers for recovery of the amounts outstanding and credit status of the significant counterparties where available. Accordingly, a best judgment estimate is made to record the impairment allowance in respect of operationally closed projects

3 Project revenue and costs

Revenue from construction contracts is recognised based on the stage of completion determined with reference to the actual costs incurred up to reporting date on the construction contract and the estimated cost to complete the project. The percentage-of-completion method places considerable importance on accurate estimates to the extent of progress towards completion and may involve estimates on the scope of deliveries and services required for fulfilling the contractually defined obligations. These significant estimates include total contract costs, total contract revenues, contract risks, including technical, political and regulatory risks, and other judgments. The Group re-assesses these estimates on periodic basis and makes appropriate revisions accordingly.

4 Fair value measurement

When the fair values of financial assets and financial liabilities recorded in the consolidated balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using appropriate valuation techniques. The inputs for these valuations are taken from observable sources where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgments include considerations of various inputs including liquidity risk, credit risk, volatility etc. Changes in assumptions/ judgments about these factors could affect the reported fair value of financial instruments. Refer Note 34 of consolidated financial statements for the fair value disclosures and related sensitivity.

5 Employee benefits

The cost of the defined benefit gratuity plan and other post-employment leave benefits are 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. Those mortality tables tend

to change only at interval in response to demographic changes. Future salary increases are based on expected future inflation rates. Refer note 21

6 Leases

Estimates are required to determine the appropriate discount rate used to measure lease liabilities. The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates, bank rates to the Group for a loan of a similar tenure, etc). The Group has applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.

7 Impairment of non-financial assets and goodwill

In case of non-financial assets, the Group estimates asset's recoverable amount, which is higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used. Refer note 44.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and

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forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the Group operates, or for the market in which the asset is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase

8 Retailer Bonding Program

The Parent Company has a loyalty points program, "Retailer Bonding Program", which allows customers

to accumulate points that can be redeemed for free products. The loyalty points give rise to a separate performance obligation as they provide a material right to the customer. A portion of the transaction price is allocated to the loyalty points awarded to customers based on relative stand-alone selling price and recognized as deferred revenue until the points are redeemed. Revenue is recognized upon redemption of products by the customer. When estimating the stand-alone selling price of the loyalty points, the Parent Company considers the likelihood that the customer will redeem the points. The Parent Company considers various judgement and estimates like determination of fair value, redeemed points, etc. The Parent Company updates its estimates on a quarterly basis and any adjustments to the deferred revenue are charged against revenue.

9 Share based payments

The Group initially measures the cost of cash-settled transactions with employees using a binomial model to determine the fair value of the liability incurred. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

10 Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement 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.

11 For judgements relating to contingent liabilities, refer note 40(a).

Notes to consolidated financial statements

for the year ended 31st March, 2022

Note 2 : Property, plant and equipment

Particulars	Freehold Land	Building	Ownership Premises	Plant & Machinery	Furniture & Fixtures	Electrical Installations	Office Equipment	Vehicles	Dies & Jigs	Leasehold Improvements	Temporary Structures	Roads & Borewell	Hardware	IT	Total
Opening gross block as at 1st April 2020	4,268.06	4,906.08	11,222.69	9,230.87	2,264.78	658.10	1,681.91	966.08	3,354.68	381.51	125.84	130.07	7,977.04	47,167.71	
Additions	-	609.89	-	709.45	95.57	282.68	85.34	12.92	1,009.04	-	0.75	-	151.00	2,956.64	
Asset classified as held for sale	-	-	(78.00)	-	-	-	-	-	-	-	-	-	-	(78.00)	
Disposals	-	-	(156.84)	(9.96)	(24.53)	(8.14)	(29.36)	(34.53)	(46.43)	(2.70)	-	-	(59.94)	(372.43)	
Acquired on business combinations (refer note 45)	-	800.00	-	166.00	35.82	30.00	1.63	9.21	-	-	-	-	-	1,042.66	
Closing gross block as at 31st March 2021	4,268.06	6,315.97	10,987.85	10,096.36	2,371.64	962.64	1,739.52	953.68	4,317.29	378.81	126.59	130.07	8,068.10	50,716.58	
Additions	-	131.35	-	1,695.46	196.31	390.51	139.74	0.81	2,094.54	72.76	-	-	705.86	5,427.34	
Disposals	-	(377.26)	(1,978.30)	(1,354.38)	(146.94)	(38.44)	(77.11)	(146.24)	(34.90)	(75.48)	-	-	(317.05)	(4,546.10)	
Asset classified as held for sale	(1,900.98)	-	78.00	-	-	-	-	-	-	-	-	-	-	(2,472.37)	
Acquired on business combinations (refer note 46)	1,355.20	4,971.22	-	2,610.80	197.28	-	143.20	-	-	-	-	-	-	9,277.70	
Asset classified to investment property	-	(446.35)	(259.12)	-	-	-	-	-	-	-	-	-	-	(809.06)	
Reclassification *	-	(353.65)	259.12	(0.62)	(5.01)	(18.37)	10.79	(0.11)	-	-	-	-	103.59	4.26	
Closing gross block as at 31st March 2022	3,722.28	9,622.78	9,087.55	13,047.62	2,613.28	1,296.34	1,956.14	808.14	6,376.93	376.09	126.59	99.18	8,461.17	57,594.09	
Opening accumulated depreciation as at 1st April 2020	-	709.20	1,042.71	4,317.49	941.04	260.70	843.57	306.10	2,111.58	172.81	125.84	55.83	5,021.16	15,908.03	
Depreciation charge during the year	-	318.75	198.61	800.06	239.88	76.59	237.90	90.96	572.37	32.47	0.75	8.48	1,159.51	3,736.33	
Disposals	-	-	(21.99)	(9.75)	(12.60)	(3.08)	(25.68)	(21.46)	(44.81)	(2.70)	-	-	(59.93)	(202.00)	
Asset classified as held for sale	-	-	(10.39)	-	-	-	-	-	-	-	-	-	-	(10.39)	
Closing accumulated depreciation as at 31st March 2021	-	1,027.95	1,208.94	5,107.80	1,168.32	334.21	1,055.79	375.60	2,639.14	202.58	126.59	64.31	6,120.74	19,431.97	
Depreciation charge during the year	-	481.25	220.01	1,094.99	363.85	83.98	258.13	84.03	951.72	26.42	-	8.47	981.64	4,554.49	
Disposals	-	(147.23)	(210.25)	(596.23)	(95.56)	(29.14)	(71.55)	(65.27)	(34.90)	(75.48)	-	-	(315.31)	(1,640.92)	
Asset classified as held for sale	-	(183.35)	10.39	-	-	-	-	-	-	-	-	-	(16.36)	(189.32)	
Asset classified to investment property	-	(241.29)	(90.73)	-	-	-	-	-	-	-	-	-	-	(332.02)	
Reclassification *	-	(34.40)	38.91	(5.64)	2.00	(5.38)	3.54	(0.02)	-	-	-	-	0.99	0.00	
Closing accumulated depreciation as at 31st March 2022	-	902.93	1,177.27	5,600.92	1,438.61	383.67	1,245.91	394.34	3,555.96	153.52	126.59	56.42	6,788.06	21,824.20	
Impairment allowance as at March 31, 2020	-	-	-	704.76	-	-	-	-	-	-	-	-	-	704.76	
Impairment charge / (reversal) during the year (Refer Note v below)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Impairment allowance as at March 31, 2021	-	-	-	704.76	-	-	-	-	-	-	-	-	-	704.76	
Impairment reversal during the year (Refer Note v below)	-	-	-	(704.76)	-	-	-	-	-	-	-	-	-	(704.76)	
Impairment allowance as at March 31, 2022	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Closing Net carrying amount as at 31st March 2021	4,268.06	5,288.02	9,778.91	4,283.80	1,203.32	628.43	683.73	578.08	1,678.15	176.23	-	-	1,947.36	30,579.85	
Closing Net carrying amount as at 31st March 2022	3,722.28	8,719.85	7,910.28	7,446.70	1,174.67	912.67	710.23	413.80	2,820.97	222.57	-	-	1,673.11	35,769.89	

* Adjustment includes few assets which have been moved from property, plant and equipment block to intangible block, due to migration of assets to fixed assets module

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 2 : Property, plant and equipment (Contd..)

(i) Leased assets

The Group has given following assets on operating lease to third parties, the gross block, accumulated depreciation and net book value is as mentioned below:

Particulars	₹ in Lakhs	
	31-Mar-22	31-Mar-21
Plant and Machinery		
Cost / Deemed cost	637.91	637.91
Accumulated depreciation	372.88	319.61
Net carrying amount	265.03	318.30

(ii) Property, plant and equipment pledged as security

Refer to note 18 for information on property, plant and equipment pledged as security by the Group.

(iii) Contractual obligations

Refer to note 40(b) for disclosure of contractual commitments for the acquisition of property, plant and equipment.

(iv) Capital work-in-progress

Capital work-in-progress mainly comprises of Electrical Installations and Dies & Jigs amounting to ₹ 240.60 lakhs (March 31, 2021 - ₹ 314.68 lakhs) and ₹ 2,363.76 lakhs (March 31, 2021 - ₹ 543.13 lakhs) respectively, pending for installation.

(v) Impairment

The operations at Kosi unit have been discontinued since 2016. The Group is evaluating potential use of the existing facilities and is also exploring selling opportunities. Accordingly, based on assessment performed, the plant and machinery amounting to ₹ 729.36 lakhs has been impaired in financial year 2019. In the financial year 2020, the Group has sold few of these assets and accordingly, the impairment charge of ₹ 24.60 lakhs has been reversed and profit on sale of assets has been recognised. Further, in the current year, the Group has sold of the entire plant and machinery and hence the remaining impairment charge of 704.76 has been reversed and loss on sale of assets has been recognised.

(vi) Title deeds

The title deeds of immovable properties (other than properties where the Group is a lessee and the lease arrangement are duly executed in the favour of the lessee) are held in the name of the Group.

(vii) Ageing schedule

CWIP aging schedule as at March 31, 2022

(₹ in Lakhs)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 years	More than 3 years	
Projects in progress	2,525.07	83.59	211.46	-	2,820.12
Projects temporarily suspended	-	-	-	-	-
TOTAL	2,525.07	83.59	211.46	-	2,820.12

CWIP aging schedule as at March 31, 2021

(₹ in Lakhs)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 years	More than 3 years	
Projects in progress	464.28	511.60	26.61	-	1,002.49
Projects temporarily suspended	-	-	-	-	-
TOTAL	464.28	511.60	26.61	-	1,002.49

All the upcoming projects of the Group are within the timelines as estimated during the original plan and the actual cost of projects are within the total cost as estimated by the management of the Group as at the Balance Sheet date.

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 3: Right of use assets and Lease liabilities

The details of the right-of-use asset held by the Group is as follows:

Right-of-use assets

Particulars	₹ In Lakhs			
	Buildings	Equipments	Leasehold land	Total
Gross block as on March 31, 2020	12,246.61	-	2,805.69	15,052.30
Adjustments	57.63	-	-	57.63
Additions for the year	2,802.33	-	-	2,802.33
Acquired on business combination (refer note 45)	-	22.72	-	22.72
Reassessments (modifications)	(5,687.71)	-	-	(5,687.71)
Deletions for the year	(3,184.22)	-	-	(3,184.22)
Gross block as on March 31, 2021	6,234.64	22.72	2,805.69	9,063.05
Additions for the year	2,806.99	-	-	2,806.99
Acquired on business combination (refer note 46)	-	-	670.00	670.00
Deletions for the year	(1,764.12)	-	(670.00)	(2,434.12)
Closing gross block as on March 31, 2022	7,277.51	22.72	2,805.69	10,105.92
Accumulated depreciation as on March 31, 2020	2,818.00	-	187.02	3,005.02
Adjustments	(3.96)	-	-	(3.96)
Depreciation for the year	3,076.45	9.33	37.38	3,123.16
Deletions for the year	(3,184.22)	-	-	(3,184.22)
Accumulated depreciation as on March 31, 2021	2,706.27	9.33	224.40	2,940.00
Depreciation for the year	1,786.94	11.94	49.50	1,848.38
Deletions for the year	(1,526.02)	-	(12.12)	(1,538.14)
Closing accumulated depreciation as on March 31, 2022	2,967.19	21.27	261.78	3,250.24
Net carrying value of right of use assets as on March 31, 2021	3,528.37	13.39	2,581.29	6,123.05
Net carrying value of right of use assets as on March 31, 2022	4,310.32	1.45	2,543.91	6,855.68

The details of the lease liabilities held by the Group is as follows:

Lease liabilities

Particulars	₹ in Lakhs	
	Year Ended March 31, 2022	Year Ended March 31, 2021
Opening lease liabilities	3,863.29	9,862.88
Additions for the year	2,761.19	2,784.65
Deletions / Modifications for the year*	(421.82)	(6,100.86)
Acquired on business combinations (refer note 45)	-	25.15
Finance cost for the year	544.65	944.13
Lease instalments paid for the year	(2,159.51)	(3,652.65)
Closing lease liabilities	4,587.80	3,863.29
- classified as current	1,552.76	1,652.70
- classified as non-current	3,035.04	2,210.59

For maturity profile of lease liabilities, refer Note 35 (B)(ii)

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 4: Other Intangible Assets

Particulars	(₹ in Lakhs)					
	Trade Marks	Computer Software	Brand	Distributor / Dealer Network	Customer relationships	Total
Opening gross block as at 1st April 2020	0.51	769.42	1,952.33	195.57	26.10	2,943.93
Additions	-	194.12	-	-	-	194.12
Closing gross block as at 31st March 2021	0.51	963.54	1,952.33	195.57	26.10	3,138.05
Additions	-	31.36	-	-	-	31.36
Closing gross block as at 31st March 2022	0.51	994.90	1,952.33	195.57	26.10	3,169.41
Opening accumulated amortization as at 1st April 2020	0.25	483.64	620.41	195.57	26.10	1,325.97
Amortisation charge for the year	0.05	266.47	390.47	-	-	656.99
Closing accumulated amortization as at 31st March 2021	0.30	750.11	1,010.88	195.57	26.10	1,982.96
Amortisation charge for the year	0.05	130.05	390.47	-	-	520.57
Closing accumulated amortization as at 31st March 2022	0.35	880.16	1,401.35	195.57	26.10	2,503.53
Closing Net carrying amount as at 31st March 2021	0.21	213.43	941.45	-	-	1,155.09
Closing Net carrying amount as at 31st March 2022	0.16	114.74	550.98	-	-	665.88

Note

Intangible assets under development mainly comprises of IT softwares license and implementation cost amounting to ₹ 1,546.59 lakhs (March 31, 2021 - ₹ 781.50 lakhs).

Intangible asset under development aging schedule as at March 31, 2022

Particulars	(₹ in Lakhs)				
	Amount in IAUD for a period of				
	Less than 1 Year	1-2 Years	2-3 years	More than 3 years	Total
Projects in progress	796.04	750.55	-	-	1,546.59
Projects temporarily suspended	-	-	-	-	-
TOTAL	796.04	750.55	-	-	1,546.59

Intangible asset under development aging schedule as at March 31, 2021

Particulars	(₹ in Lakhs)				
	Amount in IAUD for a period of				
	Less than 1 Year	1-2 Years	2-3 years	More than 3 years	Total
Projects in progress	781.50	-	-	-	781.50
Projects temporarily suspended	-	-	-	-	-
TOTAL	781.50	-	-	-	781.50

All the upcoming projects of the Group are within the timelines as estimated during the original plan and the actual cost of projects are within the total cost as estimated by the management of the Group as at the Balance Sheet date.

Note 4.1: Investment properties

Particulars	(₹ in Lakhs)		
	Building & Ownership Premises	Land	Total
Closing gross block as at 31st March 2020	-	-	-
Acquired on business combination (refer note 45)	-	12,600.00	12,600.00
Closing gross block as at 31st March 2021	-	12,600.00	12,600.00
Transferred from property, plant and equipment (refer note 2)	809.06	-	809.06
Closing gross block as at 31st March 2022	809.06	12,600.00	13,409.06
Opening accumulated depreciation as at 31st March 2020	-	-	-
Amortisation charge for the year	-	-	-
Closing accumulated depreciation as at 31st March 2021	-	-	-

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 4.1: Investment properties (Contd..)

Particulars	(₹ in Lakhs)		
	Building & Ownership Premises	Land	Total
Transferred from property, plant and equipment (refer note 2)	332.02	-	332.02
Closing accumulated depreciation as at 31st March 2022	332.02	-	332.02
Closing net carrying amount as at 31st March 2021	-	12,600.00	12,600.00
Closing net carrying amount as at 31st March 2022	477.04	12,600.00	13,077.04

The amounts recorded above for freehold land are fair values on acquisition date based on valuation performed by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. The Group has no restrictions on the realisability of its investment property. Fair value as at 31st March 2022 is ₹ 12,600 lakhs (₹ 12,600 lakhs as at 31st March 2021). The fair valuation is based on current prices in the active market for similar lands. The main inputs used are quantum, area, location, demand, etc.

Note 5.1: Investments in associate

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Investment in equity instruments of associate (fully paid up)		
Measured at cost		
Unquoted		
Investment in an associate		
Non-current equity investments (unquoted) in Hind Lamps Limited.	-	-
- 1,140,000 (March 31, 2021 - 1,140,000) equity shares of ₹ 25 each **	-	-
Accumulated impairment allowance in value of investments in Hind Lamps Limited	-	-
Total investments in an associate	-	-

Note 5.2 : Financial assets (Investments)

5.2 (a) Investment in equity instruments

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Measured at fair value through profit and loss		
Unquoted		
Investment in equity shares		
Non-current equity investments (unquoted) in M. P. Lamps Limited *	2.40	2.40
- 48,000 (March 31, 2021 - 48,000) equity shares of ₹ 10/- each; (Partly paid shares - ₹ 2.50/- Per share paid up, Called up ₹ 5.00/- per share)	-	-
- 95,997 (March 31, 2021 - 95,997) equity shares of ₹ 10/- each; (Partly paid shares - ₹ 1.25 Per share paid up, Called up ₹ 5 per share).	-	-
Accumulated Fair value loss recorded in value of investments M. P. Lamps Limited.	(2.40)	(2.40)
	0.10	-
Non-current equity investments (unquoted) in Mayank Electro Ltd.		0.10
- 100 (March 31, 2021 - 100) equity shares of ₹ 100/- each.		
Investment in equity shares of co-operative banks	-	1.71
Total equity instruments	0.10	1.81

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 5.2 : Financial assets (Investments) (Contd..)

5.2 (b) Investment in debt instruments

Particulars	31-Mar-22	31-Mar-21
(₹ in Lakhs)		
Measured at fair value through profit and loss		
Unquoted		
Investment in venture capital fund		
Units of Bharat Innovation Fund - 4,189.470 Units as on 31st March 2022 (4,189.470 Units as on 31st March 2021)	489.26	469.27
Investment in other securities		
Gold coins	0.37	0.37
Investment in preference shares (fully paid up)		
10,000,000 - 9% cumulative redeemable preference shares (unquoted) of ₹ 10/- each of Starlite Lighting Ltd, redeemable on June 30, 2024	-	950.83
Accumulated Impairment Allowance on Preference Shares	-	(950.83)
5,000,000 - 9% cumulative redeemable preference shares (unquoted) of ₹ 10/- each of Starlite Lighting Ltd, redeemable on June 30, 2025	-	406.79
Accumulated Impairment Allowance on Preference Shares	-	(406.79)
Measured at amortised cost		
Unquoted		
Investment in preference shares (fully paid up)		
30,000,000 - 0% redeemable preference shares (unquoted) of ₹ 10/- each of Starlite Lighting Limited, redeemable in 3 equal tranches at an yield of 10% on June 30, 2026, 30 June, 2027 and June 30, 2028 respectively	-	4,294.18
Accumulated Impairment Allowance on Preference Shares	-	(4,294.18)
Total debt instruments	489.63	469.64
Total non-current investments	489.73	471.45
Aggregate value of quoted investments	-	-
Aggregate value of unquoted investments	489.73	471.45

* In respect of Investments made in M. P. Lamps Ltd., calls of ₹ 2.50 per share on 48,000 equity shares and ₹ 3.75 per share on 95,997 Equity Shares aggregating to ₹ 4.80 Lakhs have not been paid by the Parent Company. On principles of prudence the entire investment in M.P. Lamps Ltd. is considered as impaired and accordingly carried at ₹ NIL.

** During the previous year, the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated May 21, 2020 had approved the scheme of arrangement for demerger of the manufacturing undertaking of the Hind Lamps Limited (associate of the Company) into the Parent Company, which has been filed with the Registrar of Companies on June 30, 2020. The Group has accounted for the demerger as a business combination under Ind AS 103 as per the Scheme and accounted for the fair value of assets and liabilities acquired. Consequently, the Group has derecognised its existing 19% of the proportionate investment in the manufacturing undertaking of Hind Lamps Limited. Refer note 45 for more details.

Note 6 : Trade receivables

Particulars	31-Mar-22	31-Mar-21
(₹ in Lakhs)		
Current	1,13,951.23	1,51,215.95
Non-current	22,109.94	40,470.53
	1,36,061.17	1,91,686.48
Unsecured, considered good	1,36,061.17	1,91,686.48
Unsecured, credit impaired	10,571.98	12,237.62
Total	1,46,633.15	2,03,924.10
Impairment allowance, credit impaired (allowance for bad and doubtful debts)	(10,571.98)	(12,237.62)
Total trade receivables (net of impairment allowance)	1,36,061.17	1,91,686.48

The above includes receivables from related parties. Refer note 38 for more details.

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 6 : Trade receivables (Contd..)

Transferred receivables

The carrying amount of trade receivables, include receivables which are subject to factoring arrangements and channel financing facilities. Under this arrangement the Group has transferred the relevant receivables to the factor in exchange for cash. The said facilities are with recourse to Group. The Group therefore continues to recognise the transferred assets in their entirety in its balance sheet. The amount repayable under the factoring agreement is presented as other financial liabilities.

Particulars	31-Mar-22	31-Mar-21
(₹ in Lakhs)		
Other financial liabilities (Note 19)	30,395.32	37,849.71
Total Transferred receivables	30,395.32	37,849.71

Trade receivable are non-interest bearing and are generally received within the credit period. For trade and other receivables due from firms or private companies in which any director is a partner, a director or a member, refer note 38.

Trade Receivables ageing schedule as at 31st March 2022

Particulars	Outstanding for following periods from *						Total
	Not Due	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables — considered good	60,513.65	26,579.90	12,945.20	26,758.23	7,769.17	1,495.02	136,061.17
(ii) Undisputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables — credit impaired	-	190.76	93.75	349.23	306.53	7,436.47	8,376.74
(iv) Disputed Trade Receivables — considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables — credit impaired	-	-	20.37	10.21	201.38	1,963.28	2,195.24
TOTAL	60,513.65	26,770.66	13,059.32	27,117.67	8,277.08	10,894.77	146,633.15

Trade Receivables ageing schedule as at 31st March 2021

Particulars	Outstanding for following periods from Invoice Date						Total
	Not Due	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables — considered good	106,712.01	47,816.13	13,203.05	13,321.24	9,810.42	823.63	191,686.48
(ii) Undisputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables — credit impaired	-	415.28	26.71	557.96	132.41	8,242.35	9,374.71
(iv) Disputed Trade Receivables — considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables — credit impaired	-	-	-	135.55	280.20	2,447.16	2,862.91
TOTAL	106,712.01	48,231.41	13,229.76	14,014.75	10,223.03	11,513.14	203,924.10

* Outstanding for the following period from the date of due (for debtors of Consumer Product Segment) and transaction (for debtors of EPC segment)

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 7 : Loans

(Unsecured, considered good unless otherwise stated)

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Non Current		
Unsecured, considered good	22.35	7,244.74
Unsecured, credit impaired	-	280.00
Total	22.35	7,524.74
Impairment allowance, credit impaired	-	(280.00)
Total Non-current loans	22.35	7,244.74

Particulars	Amount		Interest Rate
	(₹ in Lakhs)		
Hind Lamps Limited			
- Bullet repayment after 3 months (tenure 90 days)	10.00		9.95%

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Current		
Secured, considered good	0.84	1.02
Total current loans	0.84	1.02

Note 8 : Other financial assets

(Unsecured, considered good unless otherwise stated)

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Security deposits, considered good	2,595.26	1,846.83
Security deposits, credit impaired	128.56	586.50
Impairment allowance for credit impaired security deposits	(128.56)	(586.50)
	2,595.26	1,846.83
Deposits with maturity more than 12 months	109.91	-
Fixed deposit under lien	1,023.14	1,019.88
Interest accrued on fixed deposits	55.28	17.63
Total non-current other financial assets	3,783.59	2,884.34

For breakup of financial assets carried at amortised cost, refer note 34.

Note 9 : Deferred tax assets (net)

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Deferred tax assets	15,240.14	12,260.48
Deferred tax liabilities	(7,096.60)	(7,011.13)
Total deferred tax assets (net)	8,143.54	5,249.35

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 9 : Deferred tax assets (net) (Contd..)

Deferred tax assets comprise of the following:

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Employee benefit obligations (gratuity)	(51.01)	173.90
Employee benefit obligations (leave obligations)	7.38	391.07
Impairment allowance (allowance for doubtful debts and advances)	3,446.93	4,020.50
Financial assets measured at amortised cost	1.40	0.62
Assets held for sale	528.44	501.77
Carried forward losses	8,485.53	4,277.43
Right of use assets	2,036.29	1,551.06
Others	785.18	1,344.13
Total deferred tax assets	15,240.14	12,260.48

Movement in deferred tax assets

Particulars	Employee benefit obligations (gratuity)	Employee benefit obligations (leave obligations)	Impairment allowance (allowance for doubtful debts and advances)	Financial assets measured at amortised cost	Assets held for sale	Right of use assets and Others	Carry forward losses of Subsidiary	(₹ in Lakhs)	
								Total	
As at 31st March, 2020	212.96	809.08	4,279.08	31.49	542.95	1,824.69	472.36	8,172.61	
(Charged) / Credited :									
to statement of profit and loss	(46.69)	(462.05)	(301.42)	(30.87)	(41.18)	582.95	(75.64)	(374.90)	
to other comprehensive income	(203.27)	-	-	-	-	-	-	(203.27)	
acquired on business combination (Refer note 45)	210.90	44.04	42.84	-	-	487.55	3,880.71	4,666.04	
As at 31st March, 2021	173.90	391.07	4,020.50	0.62	501.77	2,895.19	4,277.43	12,260.48	
(Charged) / Credited :									
to statement of profit and loss	(47.28)	(383.69)	(573.57)	0.78	26.67	5,591.49	(3,884.03)	730.37	
to other comprehensive income	(177.63)	-	-	-	-	(1.15)	-	(178.78)	
transferred to income tax assets	-	-	-	-	-	-	(3,880.71)	(3,880.71)	
accounted under business combinations	-	-	-	-	-	-	6,308.78	6,308.78	
As at 31st March, 2022	(51.01)	7.38	3,446.93	1.40	528.44	8,485.53	2,821.47	15,240.14	

Deferred tax liabilities comprise of the following:

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Property, plant and equipment	2,396.79	2,758.00
Intangible assets on business combination	138.67	236.95
Financial assets measured at amortised cost	104.42	77.12
Financial liabilities measured at amortised cost	163.04	120.43
Investment property	2,568.70	2,473.20
Others	1,724.98	1,345.43
Total deferred tax liabilities	7,096.60	7,011.13

Notes to consolidated financial statements

for the year ended 31st March, 2022

Note 9 : Deferred tax assets (net) (Contd..)

Movement in deferred tax liabilities

Particulars	Property, plant and equipment	Intangible assets	Financial Assets measured at Amortised Cost	Financial Liabilities measured at Amortised Cost	Employee benefit obligations (gratuity)	Investment property	Others	₹ in Lakhs	
									Total
As at 31st March, 2020	2,490.09	335.22	100.86	89.98	-	-	646.76	3,662.91	
Charged / (credited) :									
to Statement of Profit or Loss	19.91	(98.27)	(23.74)	30.45	-	-	698.67	627.02	
to other comprehensive income	-	-	-	-	-	-	-	-	
acquired on business combination (Refer note 45)	248.00	-	-	-	-	2,473.20	-	2,721.20	
As at 31st March, 2021	2,758.00	236.95	77.12	120.43	-	2,473.20	1,345.43	7,011.13	
Charged / (credited) :									
to Statement of Profit or Loss	(361.21)	(98.28)	27.30	42.61	-	95.50	379.55	85.47	
to other comprehensive income	-	-	-	-	-	-	-	-	
As at 31st March, 2022	2,396.79	138.67	104.42	163.04	-	2,568.70	1,724.98	7,096.60	

Note 10 : Other non-current assets

Particulars	₹ in Lakhs	
	31-Mar-22	31-Mar-21
Capital advances	468.29	725.37
Impairment allowance for credit impaired capital advances	(21.56)	(21.56)
	446.73	703.81
Sales tax recoverables	3,984.51	4,080.81
Balances with government authorities	60.77	-
Right to reimbursement against employee benefit obligations for insurers who are related parties (Non-qualifying insurance policies)	5,077.08	3,654.02
Advance to Starlite Lighting Limited	-	2,200.00
Others	4,285.62	3,221.85
	13,854.71	13,860.49
Impairment allowance for doubtful advances	(496.10)	(647.62)
Impairment allowance for advances to Starlite Lighting Limited	-	(2,200.00)
Total other non-current assets	13,358.61	11,012.87

*Others mainly include prepaid expenses of ₹ 868.27 lakhs (March 31, 2021 ₹ 53.66 lakhs) and advances to suppliers of ₹ 3,377.41 lakhs (March 31, 2021 ₹ 3,163.41 lakhs).

Note 11 : Inventories

Particulars	₹ in Lakhs	
	31-Mar-22	31-Mar-21
Raw material	12,633.72	10,007.74
Work-in-progress	2,168.06	1,666.70
Finished goods	2,285.97	2,124.07
Traded goods	80,746.13	83,411.37
Material in Transit (traded goods)	1,450.84	1,159.92
Stores and spares	503.30	270.17
Total Inventories	99,788.02	98,639.97

Notes to consolidated financial statements

for the year ended 31st March, 2022

Note 12 : Cash and cash equivalents

Particulars	₹ in Lakhs	
	31-Mar-22	31-Mar-21
Balances with banks		
in current accounts	1,859.33	2,199.50
in cash credit accounts	3,285.38	1,501.80
Deposits with maturity of less than three months	6,700.00	800.00
Cash on hand	36.79	62.28
Total cash and cash equivalents	11,881.50	4,563.58

There are no restrictions with regards to cash and cash equivalents as at the end of the reporting period and prior period.

Note 12 : Bank balances

Particulars	₹ in Lakhs	
	31-Mar-22	31-Mar-21
Unpaid Dividend Accounts *	67.26	77.10
Deposits with maturity of more than three months & less than twelve months	2,138.03	1,521.56
Others	166.97	0.05
Total other bank balances	2,372.26	1,598.71

* There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at March 31, 2022 and March 31, 2021.

Note 13 : Other current financial assets

Particulars	₹ in Lakhs	
	31-Mar-22	31-Mar-21
Interest accrued on fixed deposits	33.57	12.34
Security deposits	411.06	371.79
Receivable from Gratuity Fund	2.33	3.71
Derivative Asset	329.43	1.82
Total other current financial assets	776.39	389.66

Note 14 : Other current assets

Particulars	₹ in Lakhs	
	31-Mar-22	31-Mar-21
Advance to Starlite Lighting Limited	-	5,395.32
Export benefits	809.32	683.50
Balances with government authorities	16,097.55	17,983.29
Right to reimbursement against employee benefit obligations for insurers who are related parties (Non-qualifying insurance policies)	1,753.82	1,706.56
Others	6,497.05	7,652.28
Sales tax recoverables	116.23	-
Total other current assets	25,273.97	33,420.95

*Others mainly includes prepaid expenses of ₹ 1,575.42 lakhs (March 31, 2021 ₹ 1,799.00) and advances to suppliers of ₹ 4,159.73 lakhs (March 31, 2021 ₹ 5,095.09 lakhs)

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 15 : Assets classified as held for sale

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Land and Buildings	1,719.41	219.41
Ownership premises	-	67.61
Total assets classified as held for sale	1,719.41	287.02

* Upon relocation of Parent Company's employees to new office premises in Mumbai, the erstwhile leasehold immovable property together with buildings and structure standing thereon was lying vacant. Therefore, the Board of Directors of the Parent Company approved the sale and transfer of leasehold rights therein in favour of the purchaser vide Resolution dated March 23, 2015 subject to the permissions from the appropriate authorities and accordingly the said transaction of sale and transfer of leasehold rights was to be completed within one (1) year. However, on account of delay in getting the requisite permissions from the appropriate local / municipal authorities the transaction execution is pending. The purchaser and the Parent Company are committed for the transaction to sail through. The asset held for sale are not attached to any reported business segment but part of other unallocable assets. The Parent Company has received an advance of ₹ 800 lakhs from the purchaser in relation to this sale and is expected to be completed in FY 2022-23. The same is shown as a liability under other current liabilities.

** The Parent Company has decided to sell Parent Company owned land admeasuring 55,690 sq meter at Village – Dautana, Tehsil Chhata, Distt. Mathura (U.P.) together with the building standing thereon on an as is where is basis for an aggregate consideration of ₹ 1,500 lakhs, basis the copy of letter of intent executed between the Company and the Buyer in this regard. The above sale of Property shall be subject to release of the charge created on the said Property by the consortium of banks.

Note 16 : Equity share capital

Particulars	(₹ in Lakhs)	
	31-Mar-22 Amount	31-Mar-21 Amount
Authorised		
20,00,00,000 equity shares (March 31, 2020 - 20,00,00,000) of ₹ 2/- each.	4,000.00	4,000.00

i) Movement in Issued, Subscribed and Paid up Equity Share Capital

Particulars	(₹ in Lakhs)	
	No of Shares	Amount
Issued capital		
As at 31st Mar 2020	11,37,67,707	2,275.35
Exercise of Options under employee stock option scheme (refer note v below)	2,97,485	5.95
Issued pursuant to the scheme of arrangement for demerger of the manufacturing undertaking of the Hind Lamps Limited (associate of the Company) into the Parent Company (refer note vi below)	4,71,420	9.43
Issued under rights issue (refer note iii below)	7	0.00
As at 31st March 2021	11,45,36,619	2,290.73
Exercise of Options under employee stock option scheme (refer note v below)	3,37,495	6.75
As at 31st March 2022	11,48,74,114	2,297.48
Paid-up capital		
Calls in arrears @ ₹ 2 per share, under rights issue (refer note iii below)	(55)	(0.00)
As at 31st March 2022	11,48,74,059	2,297.48

ii) Terms and rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 2/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

iii) Issue of shares under Rights Issue:

In the financial year 2019-2020, Board of Directors of the Company at their meeting held on January 6, 2020, approved the offer and issue of 11,290,142 fully paid-up equity shares of the Company by way of a rights issue to eligible shareholders of the Company

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 16 : Equity share capital (Contd..)

as on the record date in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2018, as amended and other applicable laws, at a price of ₹ 310 per share including a premium of ₹ 308 per share.

Pursuant to the finalisation of the basis of allotment of the Issue in consultation with BSE Limited, the designated stock exchange for the Issue, the Rights Issue Committee at its meeting held on March 13, 2020 considered and approved the allotment of 11,287,956 Rights Equity Shares, at an issue price of ₹ 310 per Rights Equity Share, including a premium of ₹ 308 per Rights Equity Share to the eligible applicants in the Issue.

In light of the Ministry of Finance (Department of Financial Services) (Banking Division) and Reserve Bank of India imposing a moratorium on Yes Bank Limited ("Yes Bank") with effect from 18.00 hours on March 5, 2020 until April 3, 2020, 2186 Rights Equity Shares of applicants who have made application in the Rights Equity Shares using Applications Supported by Blocked Amount ("ASBA") facility of Yes Bank, have been kept in abeyance which shall be allotted post receipt of the requisite funds. The Company has received funds for 7 shares, which is lying in share application money pending allotment account. The Company has allotted these shares at the subsequent rights issue committee meeting held on May 14, 2020. The Company has forfeited the remainder 2,179 shares.

Further, with regards to 55 shares, the Company has received final certificates from the Banks who have blocked the funds using ASBA Facility. However these Banks are yet to transfer the funds to the Company.

iv) The Details of Shareholders holding more than 5% Shares:

Name of the Shareholder	As at 31st March 2022		As at 31-Mar-21	
	Nos.	% Holding	Nos.	% Holding
Jamnial Sons Private Limited	22,443,275	19.54	22,443,275	19.59
Bajaj Holdings & Investment Limited	18,793,840	16.36	18,793,840	16.41
Kiran Bajaj	7,545,224	6.57	7,545,224	6.59
HDFC Small Cap Fund	6,518,743	5.67	6,775,359	5.92
Smallcap World Fund, Inc	6,515,607	5.67	7,218,607	6.30

v) Share reserved for issue under employee stock option scheme

For details of shares reserved for issue under the employee share based payment plan of the Company, please refer Note 33.

vi) Issue of shares under demerger scheme

During the previous year, the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated May 21, 2020 had approved the scheme of arrangement for demerger of the manufacturing undertaking of the Hind Lamps Limited (associate of the Company) into the Company, which has been filed with the Registrar of Companies on June 30, 2020. The Company has issues 471,420 shares to the shareholders of Hind Lamps Limited on December 15, 2020.

vii) Change in promoter shareholding

Sr no.	Grp Sr no.	Promoter Name	As at 31st March 2022		As at 31-Mar-21		% change during the year
			No of shares	% of total shares	No of shares	% of total shares	
A Promoters							
1	1	Mr. Shekhar Bajaj	1,814,639	1.58%	2,814,639	2.46%	(0.88%)
2	2	Mr. Madhur Bajaj	200,000	0.17%	703,199	0.61%	(0.44%)
3	3	Mr. Niraj Bajaj	1,130,882	0.98%	1,130,882	0.99%	0.00%
4	4	Mr. Sanjivnayan Bajaj *	428,749	0.37%	428,749	0.37%	0.00%
5	5	Mr. Rahul Kumar Bajaj **	-	0.00%	-	0.00%	0.00%

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 16 : Equity share capital (Contd..)

Sr no.	Grp Sr no.	Promoter Name	As at 31st March 2022		As at 31-Mar-21		% change during the year
			No of shares	% of total shares	No of shares	% of total shares	
B Promoter Group							
a. Individuals :							
6	1	Mrs. Kiran Bajaj	7,545,224	6.57%	7,545,224	6.59%	(0.02%)
7	2	Ms. Neelima Bajaj Swamy	200,000	0.17%	200,000	0.17%	0.00%
8	3	Ms. Minal Bajaj	694,674	0.60%	694,674	0.61%	0.00%
9	4	Ms. Geetika Bajaj	2,160,084	1.88%	798,199	0.70%	1.18%
10	5	Ms. Nimisha Jaipuria	-	0.00%	-	0.00%	0.00%
11	6	Ms. Sunaina Kejriwal	1,240,730	1.08%	1,240,730	1.08%	0.00%
12	7	Mr. Niravnayan Bajaj	282,507	0.25%	282,507	0.25%	0.00%
13	8	Ms. Kumud Bajaj	200,000	0.17%	200,000	0.17%	0.00%
14	9	Ms. Pooja Bajaj	1,989,875	1.73%	1,989,875	1.74%	(0.01%)
15	10	Ms. Suman Jain	110,700	0.10%	110,700	0.10%	0.00%
16	11	Ms. Kriti Bajaj	101,297	0.09%	101,297	0.09%	0.00%
17	12	Ms. Shefali Bajaj	33,767	0.03%	33,767	0.03%	0.00%
18	13	Ms. Deepa Bajaj	1,126	0.00%	1,126	0.00%	0.00%
19	14	Master Vanraj Bajaj	1,843,556	1.60%	1,843,556	1.61%	0.00%
b. Bodies Corporate							
20	1	Jamnallal Sons Private Limited	22,443,275	19.54%	22,443,275	19.59%	(0.06%)
21	2	Bajaj Holdings And Investment Limited	18,793,840	16.36%	18,793,840	16.41%	(0.05%)
22	3	Hind Musafir Agency Limited	1,288,000	1.12%	1,288,000	1.12%	0.00%
23	4	Baroda Industries Private Limited	1,412,738	1.23%	1,412,738	1.23%	0.00%
24	5	Bajaj International Private Limited	917,881	0.80%	917,881	0.80%	0.00%
25	6	Hercules Hoists Limited	624,596	0.54%	624,596	0.55%	0.00%
26	7	Shekhar Holdings Private Limited	540,253	0.47%	540,253	0.47%	0.00%
27	8	Rahul Securities Private Limited	467,093	0.41%	467,093	0.41%	0.00%
28	9	Bachhraj Factories Private Limited	105,466	0.09%	105,466	0.09%	0.00%
29	10	Bajaj Sevashram Private Limited	5,550	0.00%	5,550	0.00%	0.00%
30	11	Bachhraj And Company Private Limited	66,585	0.06%	66,585	0.06%	0.00%
31	12	Kamalnayan Investment & Trading Private Limited	1,110	0.00%	1,110	0.00%	0.00%
32	13	Madhur Securities Private Limited	1,110	0.00%	1,110	0.00%	0.00%
33	14	Niraj Holdings Private Limited	1,110	0.00%	1,110	0.00%	0.00%
34	15	Rupa Equities Private Limited	1,110	0.00%	1,110	0.00%	0.00%
35	16	Sanraj Nayan Investments Private Limited	1,110	0.00%	1,110	0.00%	0.00%
c. Trusts							
36	1	Geetika Trust No.2 (Kiran Bajaj as a Trustee)	-	0.00%	1,361,885	1.19%	(1.19%)
37	2	Niravnayan Trust (Niraj Bajaj as a Trustee)	524,721	0.46%	524,721	0.46%	0.00%
38	3	Neelima Bajaj Swamy Family Trust (Neelima Bajaj Swamy as a Trustee)	812,973	0.71%	812,973	0.71%	0.00%
39	4	Nimisha Jaipuria Family Trust (Nimisha Jaipuria as a Trustee)	628,043	0.55%	628,043	0.55%	0.00%
40	5	Kriti Bajaj Family Trust (Minal Niraj Bajaj as a Trustee)	500,000	0.44%	500,000	0.44%	0.00%
41	6	Niravnayan Bajaj Family Trust (Niraj Bajaj as a Trustee)	500,000	0.44%	500,000	0.44%	0.00%
42	7	Rishab Family Trust	471,052	0.41%	471,052	0.41%	0.00%

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 16 : Equity share capital (Contd..)

Sr no.	Grp Sr no.	Promoter Name	As at 31st March 2022		As at 31-Mar-21		% change during the year
			No of shares	% of total shares	No of shares	% of total shares	
43	8	Sanjali Family Trust	262,717	0.23%	262,717	0.23%	0.00%
44	9	Siddhant Family Trust	262,717	0.23%	262,717	0.23%	0.00%
45	10	Nimisha Bajaj Family Trust (Madhur Bajaj as a Trustee)	206,575	0.18%	206,575	0.18%	0.00%
46	11	Neelima Bajaj Family Trust (Kumud Bajaj as a Trustee)	21,644	0.02%	21,644	0.02%	0.00%
47	12	Vanraj Bajaj Trust (Kiran Bajaj as a Trustee)	1,000,000	0.87%	-	0.00%	0.87%
48	13	Kumud Neelima Family Trust (Madhur Bajaj as a Trustee)	125,800	0.11%	-	0.00%	0.11%
49	14	Kumud Nimisha Family Trust (Madhur Bajaj as a Trustee)	125,800	0.11%	-	0.00%	0.11%
50	15	Madhur Neelima Family Trust (Kumud Bajaj as a Trustee)	125,800	0.11%	-	0.00%	0.11%
51	16	Madhur Nimisha Family Trust (Kumud Bajaj as a Trustee)	125,799	0.11%	-	0.00%	0.11%
Total			72,342,278	62.98%	72,342,278	63.16%	(0.19%)

(₹ in Lakhs)

Sr no.	Grp Sr no.	Promoter Name	As at 31st March 2021		As at 31-Mar-20		% change during the year
			No of shares	% of total shares	No of shares	% of total shares	
A Promoters							
1	1	Mr. Shekhar Bajaj	2,814,639	2.46%	2,814,639	2.47%	(0.02%)
2	2	Mr. Madhur Bajaj	703,199	0.61%	917,342	0.81%	(0.19%)
3	3	Mr. Niraj Bajaj	1,130,882	0.99%	2,130,882	1.87%	(0.89%)
4	4	Mr. Sanjivnayan Bajaj *	428,749	0.37%	12,083	0.01%	0.36%
5	5	Mr. Rahul Kumar Bajaj **	-	0.00%	2,355,252	2.07%	(2.07%)
B Promoter Group							
a. Individuals :							
6	1	Mrs. Kiran Bajaj	7,545,224	6.59%	5,912,179	5.20%	1.39%
7	2	Mr. Anant Bajaj	-	0.00%	5,530,667	4.86%	(4.86%)
8	3	Ms. Neelima Bajaj Swamy	200,000	0.17%	1,012,973	0.89%	(0.72%)
9	4	Ms. Minal Bajaj	694,674	0.61%	694,674	0.61%	0.00%
10	5	Ms. Geetika Bajaj	798,199	0.70%	684,709	0.60%	0.10%
11	6	Ms. Nimisha Jaipuria	-	0.00%	628,043	0.55%	(0.55%)
12	7	Ms. Sunaina Kejriwal	1,240,730	1.08%	298,630	0.26%	0.82%
13	8	Mr. Niravnayan Bajaj	282,507	0.25%	282,507	0.25%	0.00%
14	9	Ms. Kumud Bajaj	200,000	0.17%	214,076	0.19%	(0.01%)
15	10	Ms. Pooja Bajaj	1,989,875	1.74%	146,319	0.13%	1.61%
16	11	Ms. Suman Jain	110,700	0.10%	110,700	0.10%	0.00%
17	12	Ms. Kriti Bajaj	101,297	0.09%	101,297	0.09%	0.00%
18	13	Ms. Shefali Bajaj	33,767	0.03%	33,767	0.03%	0.00%
19	14	Ms. Deepa Bajaj	1,126	0.00%	1,126	0.00%	0.00%
20	15	Master Vanraj Bajaj	1,843,556	1.61%	-	0.00%	1.61%
b. Bodies Corporate							
21	1	Jamnallal Sons Private Limited	22,443,275	19.59%	22,395,260	19.69%	(0.09%)
22	2	Bajaj Holdings And Investment Limited	18,793,840	16.41%	18,793,840	16.52%	(0.11%)

Notes to consolidated financial statements

for the year ended 31st March, 2022

Note 16 : Equity share capital (Contd..)

Sr no.	Grp Sr no.	Promoter Name	As at 31st March 2021		As at 31-Mar-20		% change during the year
			No of shares	% of total shares	No of shares	% of total shares	
23	3	Hind Musafir Agency Limited	1,288,000	1.12%	1,288,000	1.13%	(0.01%)
24	4	Baroda Industries Private Limited	1,412,738	1.23%	975,248	0.86%	0.38%
25	5	Bajaj International Private Limited	917,881	0.80%	900,421	0.79%	0.01%
26	6	Hercules Hoists Limited	624,596	0.55%	624,596	0.55%	0.00%
27	7	Shekhar Holdings Private Limited	540,253	0.47%	540,253	0.47%	0.00%
28	8	Rahul Securities Private Limited	467,093	0.41%	467,093	0.41%	0.00%
29	9	Bachhraj Factories Private Limited	105,466	0.09%	105,466	0.09%	0.00%
30	10	Bajaj Sevashram Private Limited	5,550	0.00%	5,550	0.00%	0.00%
31	11	Bachhraj And Company Private Limited	66,585	0.06%	1,110	0.00%	0.06%
32	12	Kamalnayan Investment & Trading Private Limited	1,110	0.00%	1,110	0.00%	0.00%
33	13	Madhur Securities Private Limited	1,110	0.00%	1,110	0.00%	0.00%
34	14	Niraj Holdings Private Limited	1,110	0.00%	1,110	0.00%	0.00%
35	15	Rupa Equities Private Limited	1,110	0.00%	1,110	0.00%	0.00%
36	16	Sanraj Nayan Investments Private Limited	1,110	0.00%	1,110	0.00%	0.00%
c. Trusts							
37	1	Geetika Trust No.2 (Kiran Bajaj as a Trustee)	1,361,885	1.19%	1,361,885	1.20%	(0.01%)
38	2	Niravnayan Trust (Niraj Bajaj as a Trustee)	524,721	0.46%	524,721	0.46%	0.00%
39	3	Neelima Bajaj Swamy Family Trust (Neelima Bajaj Swamy as a Trustee)	812,973	0.71%	-	0.00%	0.71%
40	4	Nimisha Jaipuria Family Trust (Nimisha Jaipuria as a Trustee)	628,043	0.55%	-	0.00%	0.55%
41	5	Kriti Bajaj Family Trust (Minal Niraj Bajaj as a Trustee)	500,000	0.44%	-	0.00%	0.44%
42	6	Niravnayan Bajaj Family Trust (Niraj Bajaj as a Trustee)	500,000	0.44%	-	0.00%	0.44%
43	7	Rishab Family Trust	471,052	0.41%	-	0.00%	0.41%
44	8	Sanjali Family Trust	262,717	0.23%	-	0.00%	0.23%
45	9	Siddhant Family Trust	262,717	0.23%	-	0.00%	0.23%
46	10	Nimisha Bajaj Family Trust (Madhur Bajaj as a Trustee)	206,575	0.18%	-	0.00%	0.18%
47	11	Neelima Bajaj Family Trust (Kumud Bajaj as a Trustee)	21,644	0.02%	-	0.00%	0.02%
Total			72,342,278	63.16%	71,870,858	63.17%	(0.01%)

* Considered as a Promoter post demise of Mr. Rahul Kumar Bajaj on February 12, 2022

** Ceased to be a promoter post sad demise on February 12, 2022

Notes to consolidated financial statements

for the year ended 31st March, 2022

Note 17 : Other Equity

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
i) Securities premium reserve	65,356.13	63,391.97
ii) Debenture redemption reserve	-	3,750.00
iii) General reserve	45,967.75	45,967.75
iv) Share options outstanding account	1,198.56	1,181.39
v) Retained earnings	57,936.30	40,917.38
vi) Capital reserve	175.18	175.18
vii) Capital redemption reserve	135.71	135.71
viii) Effective portion of cash flow hedges	88.29	-
ix) Share application money pending allotment	-	12.51
Total reserves and surplus	170,857.92	155,531.89

i) Securities premium reserve

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Opening Balance	63,391.97	60,139.79
Add: Exercise of share options	1,435.02	1,030.84
Add: Exercise of share options - transferred from shares options outstanding account	529.14	378.98
Add: Securities premium proceeds received on issue of equity shares (Note 16(iii))	-	0.05
Add: Securities premium on issue of shares on demerger (refer note 45)	-	1,842.31
Closing Balance	65,356.13	63,391.97

ii) Debenture redemption reserve

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Opening Balance	3,750.00	4,625.00
Less: Transfer from Debenture redemption reserve to general reserve / retained earnings	(3,750.00)	(875.00)
Closing Balance	-	3,750.00

iii) General Reserve

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Opening Balance	45,967.75	43,256.34
Add : Transferred from debenture redemption reserve	-	875.00
Add: Transfer from retained earnings to general reserve	-	1,836.41
Closing Balance	45,967.75	45,967.75

iv) Shares options outstanding account

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Opening Balance	1,181.39	1,261.09
Add : Employee stock option expense for the year	580.85	421.99
Less : Transferred from share options outstanding account on lapse of vested options	(34.54)	(122.71)
Less : Exercise of options - transferred from shares options outstanding account	(529.14)	(378.98)
Closing Balance	1,198.56	1,181.39

Notes to consolidated financial statements

for the year ended 31st March, 2022

Note 17 : Other Equity (Contd..)

v) Retained earnings

(₹ in Lakhs)

Particulars	31-Mar-22	31-Mar-21
Opening Balance	40,917.38	23,121.79
Add: Net profit for the year	12,851.65	19,054.69
Add: Other comprehensive income (net of tax)	533.66	699.43
Add: Transferred from share options outstanding account on lapse of vested options	34.54	122.71
Less: Fair value of non-controlling interest put option	(150.93)	(244.83)
Add : Transfer from Debenture redemption reserve to retained earnings	3,750.00	-
Less: Transferred to general reserve	-	(1,836.41)
Closing Balance	57,936.30	40,917.38

vi) Capital reserve

(₹ in Lakhs)

Particulars	31-Mar-22	31-Mar-21
Opening Balance	175.18	10.00
Add: Gain on bargain purchase on demerger (refer note 45)	-	165.18
Closing Balance	175.18	175.18

vii) Capital redemption reserve

(₹ in Lakhs)

Particulars	31-Mar-22	31-Mar-21
Opening Balance	135.71	135.71
Closing Balance	135.71	135.71

viii) Effective portion of cash flow hedges

(₹ in Lakhs)

Particulars	31-Mar-22	31-Mar-21
Opening Balance	-	-
Add: Charge for the year	49.98	-
Add: Other comprehensive income (net of tax)	38.31	-
Closing Balance	88.29	-

ix) Share application money pending allotment

(₹ in Lakhs)

Particulars	31-Mar-22	31-Mar-21
Opening Balance	12.51	0.02
Add /(less): Issue of share capital	(12.51)	12.49
Closing Balance	-	12.51

Nature and purpose of reserves

Securities Premium

Securities Premium Reserve is used to record the premium on issue of shares and is utilised in accordance with the provisions of the Companies Act, 2013.

Notes to consolidated financial statements

for the year ended 31st March, 2022

Note 17 : Other Equity (Contd..)

Debenture Redemption Reserve (DRR)

The Indian Companies Act requires companies that issue debentures to create a debenture redemption reserve (DRR) from annual profits until such debentures are redeemed. Companies are required to maintain 25% as a reserve of outstanding redeemable debentures. Accordingly, the Group creates DRR at 25% in the penultimate year to the year in which the repayment obligation arises on the Group. The amounts credited to the debenture redemption reserve will not be utilised except to redeem debentures.

General Reserve

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.

Share options outstanding account

The fair value of the equity-settled share based payment transactions is recognised in Statement of Profit and Loss with corresponding credit to Employee Stock Options Outstanding Account.

Effective Portion of Cashflow Hedges

The Group uses hedging instruments as part of its management of foreign currency risk and interest rate risk associated on borrowings. For hedging foreign currency and interest rate risk, the Group uses foreign currency forward contracts, cross currency swaps, foreign currency option contracts and interest rate swaps. To the extent these hedges are effective, the change in fair value of the hedging instrument is recognised in the effective portion of cash flow hedges. Amounts recognised in the effective portion of cash flow hedges is reclassified to the statement of profit and loss when the hedged item affects profit or loss.

Distribution proposed

(₹ in Lakhs)

Particulars	31-Mar-22	31-Mar-21
Proposed dividend on equity shares *		
Proposed dividend of ₹ 3 per share (March 31, 2021 - NIL per share)	3,446.22	-

* The proposed dividend on equity shares is subject to the approval of shareholders in the annual general meeting and hence is not recognised as a liability as at the Balance Sheet date.

Note 18 : Borrowings

(₹ in Lakhs)

	Note No.	31-Mar-22	31-Mar-21
Non-current			
Secured			
Term loan	Note c.a	-	97.50
Total secured non-current borrowings		-	97.50
Unsecured			
Sales tax deferral liability	Note a	16.65	124.28
Rupee Loans	Note b	1,166.67	2,333.33
Total unsecured non-current borrowings		1,183.32	2,457.61
Total non-current borrowings		1,183.32	2,555.11

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 18 : Borrowings (Contd..)

	Note No.	31-Mar-22	31-Mar-21
(₹ in Lakhs)			
Current			
Secured			
Cash credits	Note c.g	2,033.39	769.72
Working capital rupee loan	Note c.b	-	11,200.00
Rupee Loans	Note c.a	-	38.36
Total secured current borrowings		2,033.39	12,008.08
Unsecured			
Short term borrowings	Note c.c	-	9,500.00
Hundi acceptances	Note c.d	-	2,504.31
Current maturities of Non Convertible Debenture (NCD)	Note c.f	-	15,000.00
Current maturities of foreign currency loan	Note c.e	-	1,100.22
Current maturities of sales tax deferral liability	Note a	107.62	228.50
Current maturities of long term rupee loans	Note b	1,166.67	4,166.67
Total unsecured current borrowings		1,274.29	32,499.70
Total current borrowings		3,307.68	44,507.78

Refer Note D for security details. The maturity dates of the loans and their interest rates are as given below:

Note a:

Sales tax deferral liability is interest free and repayable over predefined instalments from the initial date of deferment of liability, as per the respective schemes as given below:

Particulars	Maturity Date	Liability In ₹ Lakhs as on 31-Mar-22
Sales tax deferral liability	FY23-24	16.65
	Total Non-Current	16.65
Sales tax deferral liability	FY22-23	107.62
	Total Current	107.62

Particulars	Maturity Date	Liability In ₹ Lakhs as on 31-Mar-21
Sales tax deferral liability	FY 2022-23	107.63
Sales tax deferral liability	FY 2023-24	16.65
	Total Non-Current	124.28
Sales tax deferral liability	FY 2021-22	228.50
	Total Current	228.50

Note b: Rupee term loan is as per the following terms

Lending Bank	Maturity Date	Interest rate %	Liability In ₹ Lakhs as on 31-Mar-22
Bank of Bahrain & Kuwait B.S.C.	17-Aug-22	7.05%	1,167.67
Bank of Bahrain & Kuwait B.S.C.	17-Aug-23	7.05%	1,166.67
	Total		2,334.34

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 18 : Borrowings (Contd..)

Lending Bank	Maturity Date	Interest rate %	Liability In ₹ Lakhs as on 31-Mar-21
IDFC First Bank Ltd	23-May-21	9.00%	3,000.00
Bank of Bahrain & Kuwait B.S.C.	17-Aug-21	7.85%	1,167.67
Bank of Bahrain & Kuwait B.S.C.	17-Aug-22	7.85%	1,167.67
Bank of Bahrain & Kuwait B.S.C.	17-Aug-23	7.85%	1,166.66
	Total		6,500.00

Note c: Other loans outstanding as on March 31, 2021

a) Details of rupee loans are as below

Lending Bank	Maturity Date	Interest rate %	Liability In ₹ Lakhs as on 31-Mar-21
Bank of Maharashtra	36 instalments of ₹ 3.75 lakhs starting from June 2021	7.50%	135.86

b) Details of working capital loans are as below

Lending Bank	Maturity Date	Interest rate %	Liability In ₹ Lakhs as on 31-Mar-21
State Bank of India	6-Apr-21	7.90%	4,000.00
HDFC Bank Ltd	8-Apr-21	6.00%	2,200.00
State Bank of India	13-Apr-21	7.90%	1,700.00
HDFC Bank Ltd.	22-Apr-21	6.00%	900.00
HDFC Bank Ltd	28-Apr-21	6.00%	1,800.00
IDBI Bank Ltd.	30-Apr-21	7.55%	600.00
	Total		11,200.00

c) Details of short term borrowings are as below

Name of the Subscriber	Date of Maturity	Interest rate %	Liability In ₹ Lakhs as on 31-Mar-21
Kotak Mahindra Bank Ltd	17-Apr-21	4.95%	1,200.00
Kotak Mahindra Bank Ltd	28-Apr-21	4.95%	1,300.00
Kotak Mahindra Bank Ltd	4-May-21	4.95%	1,100.00
Kotak Mahindra Bank Ltd	11-May-21	4.95%	1,400.00
Kotak Mahindra Bank Ltd	12-May-21	4.90%	1,000.00
Kotak Mahindra Bank Ltd	18-May-21	4.90%	1,000.00
CTBC BANK LTD	1-Jun-21	4.45%	1,200.00
CTBC BANK LTD	8-Jun-21	4.45%	1,300.00
	Total		9,500.00

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 18 : Borrowings (Contd..)

- d) The Group / Parent Company also has arrangement with various banks for purchase bill discounting (Hundis). These are also unsecured and carry an interest rate in the range of 5.25 % p.a. to 9.70 % p.a. and are for a period of upto 90 days.
- e) Details of foreign currency term loans are as below

Lending Bank	Maturity Date	Interest rate %	Liability In ₹ Lakhs as on 31-Mar-21
Kotak Mahindra Bank Ltd	9-May-21	6M LIBOR + 225 bps	1,100.22

- f) Details of non-convertible debentures are as below

Interest Rate	Maturity Date	Lending Bank
Redeemable at premium at ₹ 13,08,774.70 per debenture (face value of ₹ 10,00,000 per debenture)	₹ 7500 Lakhs - 20-08-2021	HDFC Mutual Fund
Redeemable at premium at ₹ 13,81,775.74 per debenture (face value of ₹ 10,00,000 per debenture)	₹ 7500 Lakhs - 18-02-2022	

- g) Cash credits are secured, repayable on demand and bear interest in the range of 7.90% to 13.00%.

Note D : Charge on secured borrowings is as given below

- a) First pari passu charge by way of hypothecation of inventories, book debts and all movable assets under the head 'property, plant and equipment'.
- b) First pari passu charge on the Company's immovable properties at
- Wardha premises - Plot no. 36, Block no. 17, Mouza no. 225, Bacharaj road, Gandhi Chowk, Wardha
 - Hari Kunj - Flat No. 103 and 104, 'B' wing, Sindhi Society, Chembur East, Mumbai - 400071
- c) Second pari passu charge over present and future property, plant and equipment of the Company, situated at;
- Ranjangaon Units : Village Dhoksanghvi, Taluka Shirur, Ranjangaon, Dist. Pune - 412210;
 - Chakan Unit : Village Mahalunge, Chakan Talegaon Road, Khed, Pune - 410501;
 - Wind Farm : Village Vankusawade, Tal. Patan, Dist. Satara, Maharashtra 415206;
 - Showroom on Ground floor and Office Premises on Second Floor at Bajaj Bhawan 226, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400 021.
 - Office Premises No : 001, 502, 701 and 801, 'Rustomjee Aspiree', Bhanu Shankar Yagnik Marg, Off Eastern Highway, Sion (East), Mumbai - 400 022
 - Kosi Factory Unit at Khasra No.647,648, NH 02, Km 109 Mile Stone, Village Dautana, Chhatta, Kosi Kallan, Mathura 281403.
 - R & D centre at Plot no. 27/ pt 2/ at Millennium Business Park, TTC Industrial area, Mahape, Navi Mumbai
- d) The below assets of the subsidiary have been kept on charge for the secured borrowings.
- First and exclusive charge by way of mortgage of land & building at Gut No. 16 Naigavhan, Khandewadi, Tq. Paithan, Paithan Road, Aurangabad.

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 18 : Borrowings (Contd..)

- First and exclusive charge by way of mortgage of land at Gut No 09, situated at Naighavan Khandewadi, Tq. Paithan, Paithan Road, Aurangabad.
- First and exclusive charge by way of hypothecation of plant and machinery at Gut No 16, Naigavhan, Khandewadi, Tq. Paithan, Paithan Road, Aurangabad.
- First and exclusive charge by way of hypothecation of inventory and receivables of the company.

The Group has not defaulted on any loans which were due for repayment during the year.

Note e : The Group has used the borrowings from banks and financial institutions for the specific purpose for which it was taken. Further, the Group has borrowings from banks or financial institutions on the basis of security of current assets and has filed quarterly returns / statement of current assets with banks or financial institutions which are in agreement with the books of accounts.

Note 19 : Other Financial Liabilities

Particulars	31-Mar-22	31-Mar-21
(₹ in Lakhs)		
Non Current		
Redemption liability of non-controlling interest at fair value	-	973.02
Employee benefit liabilities	34.48	15.04
Total other non-current financial liabilities	34.48	988.06

Particulars	31-Mar-22	31-Mar-21
(₹ in Lakhs)		
Current		
Accrued interest on Non Convertible Debenture but not due	-	3,823.22
Capital creditors	404.94	1,179.10
Unpaid dividends	67.26	77.10
Trade deposits (dealers, vendors etc.)	908.70	981.13
Interest (payable) accrued and not due	-	18.78
Interest accrued and due on borrowings	0.59	76.14
Channel financing liability (Note 6)	30,395.32	37,849.71
Derivative liability	8.97	74.67
Other payables	8,657.72	4,877.96
Liability towards corporate social responsibility (shortfall)	296.10	204.59
Employee benefit liabilities	5,418.31	4,695.22
Total other current financial liabilities	46,157.91	53,857.62

All the above financial liabilities are carried at amortised cost except for derivative liabilities (forward exchange contracts) which are fair valued through profit and loss and financial guarantee contracts which are initially recognised at fair value.

Note 20 : Provisions

Particulars	31-Mar-22			31-Mar-21		
	Current	Non Current	Total	Current	Non Current	Total
Service warranties*	5,837.91	2,309.11	8,147.02	7,018.58	2,149.02	9,167.60
Legal claims	373.42	-	373.42	543.80	-	543.80
Other matters**	1,643.46	-	1,643.46	1,421.26	-	1,421.26
Total Provisions	7,854.79	2,309.11	10,163.90	8,983.64	2,149.02	11,132.66

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 20 : Provisions (Contd..)

Movement in provisions is as given below:

Particulars	(₹ in Lakhs)		
	Service Warranties	Legal Claims	Other matters
Opening balance as on 1st April, 2020	9,162.91	545.04	1,335.25
Arising during the year	5,606.81	-	86.01
Unwinding of discount (finance cost)	215.87	-	-
Utilised during the year	(5,817.99)	(1.24)	-
Closing balance as on 31st March, 2021	9,167.60	543.80	1,421.26
Arising during the year	5,284.86	-	178.45
Unwinding of discount (finance cost)	197.09	-	-
Utilised during the year	(6,502.53)	(170.38)	-
Closing balance as on 31st March, 2022	8,147.02	373.42	1,643.46

*Refer note 1D(1)

**The Group has made provisions for litigation cases and pending assessments in respect of taxes, the outflow of which would depend on the cessation of the respective events.

Note 21 : Employee Benefit Obligations

Particulars	(₹ in Lakhs)					
	31-Mar-22			31-Mar-21		
	Current	Non Current	Total	Current	Non Current	Total
Leave obligations	292.71	1,345.06	1,637.77	311.61	1,242.24	1,553.85
Interest rate guarantee on provident fund	-	351.18	351.18	-	547.21	547.21
Gratuity (refer note a below)	626.06	4,618.32	5,244.38	921.50	5,106.86	6,028.36
Total employee benefit obligations	918.77	6,314.56	7,233.33	1,233.11	6,896.31	8,129.42

Disclosure of defined benefit plans are as given below :

A. Gratuity :

The Company has a defined benefit gratuity plan in India (Funded) for its employees, which requires contribution to be made to a separately administered fund. Company had an unfunded Gratuity Liability towards employees of erstwhile HLL Demerged Undertaking, which has been completely paid off during FY. 2021-22 on account of their VRS from the Company

The gratuity benefit payable to the employees of the Company is greater of the two : (i) The provisions of the Payment of Gratuity Act, 1972 or (ii) The Company's gratuity scheme as described below.

(i) The provisions of the Payment of Gratuity Act, 1972 :

Benefits as per the Payment of Gratuity Act, 1972

Salary for calculation of Gratuity (GS)	Last drawn basic salary including dearness allowance (if any)
Gratuity Service (SER)	Completed years of Continuous Service with part thereof in excess of six months
Vesting period	5 Years #
Benefit on normal retirement	15/26 * GS * SER
Benefit on early retirement / termination / resignation / withdrawal	Same as normal retirement benefit based on the service upto the date of exit.
Benefit on death in service	Same as normal retirement benefit and no vesting period condition applies.
Limit	₹ 20 lakhs

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 21 : Employee Benefit Obligations (Contd..)

(ii) The Company's gratuity scheme :

Benefits as per the Company's Gratuity Scheme for HO Employees (Category S - Staff)

Salary for calculation of Gratuity (GS)	Basic Salary + Special Pay + Personal Pay + Variable Dearness Allowance + Fixed Dearness Allowance
Gratuity Service (SER)	Completed years of Continuous Service with part thereof in excess of six months
Vesting period	5 Years #
Benefit on normal retirement	21/26 * GS * SER
Benefit on early retirement / termination / resignation / withdrawal	Same as normal retirement benefit based on the service upto the date of exit.
Benefit on death in service	Same as normal retirement benefit and no vesting period condition applies.
Limit	No Limit
Limit	No Limit

Benefits as per the Company's Gratuity Scheme for HO (Category E - Executives, Category PSG - Project Services Group and Category Factory Staff - Chakan & Ranjangaon Employees)

Salary for calculation of Gratuity (GS)	HO Category E & PSG: Basic Salary Factory Staff : Basic Salary + DA, if any										
Gratuity Service (SER)	Completed years of Continuous Service with part thereof in excess of six months										
Vesting period	5 Years #										
Benefit on normal retirement	<table border="1"> <thead> <tr> <th>Service</th> <th>Benefits</th> </tr> </thead> <tbody> <tr> <td>Between 5 & 9 years</td> <td>60% x GS x SER</td> </tr> <tr> <td>Between 10 & 14 years</td> <td>70% x GS x SER</td> </tr> <tr> <td>Between 15 & 24 years</td> <td>80% x GS x SER</td> </tr> <tr> <td>25 years & Above</td> <td>GS x SER</td> </tr> </tbody> </table>	Service	Benefits	Between 5 & 9 years	60% x GS x SER	Between 10 & 14 years	70% x GS x SER	Between 15 & 24 years	80% x GS x SER	25 years & Above	GS x SER
Service	Benefits										
Between 5 & 9 years	60% x GS x SER										
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Benefit on early retirement / termination / resignation / withdrawal	<table border="1"> <thead> <tr> <th>Service</th> <th>Benefits</th> </tr> </thead> <tbody> <tr> <td>Between 5 & 9 years</td> <td>60% x GS x SER</td> </tr> <tr> <td>Between 10 & 14 years</td> <td>70% x GS x SER</td> </tr> <tr> <td>Between 15 & 24 years</td> <td>80% x GS x SER</td> </tr> <tr> <td>25 years & Above</td> <td>90% x GS x SER</td> </tr> </tbody> </table>	Service	Benefits	Between 5 & 9 years	60% x GS x SER	Between 10 & 14 years	70% x GS x SER	Between 15 & 24 years	80% x GS x SER	25 years & Above	90% x GS x SER
Service	Benefits										
Between 5 & 9 years	60% x GS x SER										
Between 10 & 14 years	70% x GS x SER										
Between 15 & 24 years	80% x GS x SER										
25 years & Above	90% x GS x SER										
Benefit on death in service	HO Category E & PSG: GS x SER Factory Staff : Same as normal retirement benefit based on the service upto the date of exit.										
Limit	No Limit										

Completion of 240 days during the 5th year can be treated as completion of 1 year of continuous service.

In case of employees with age above the retirement age, the retirement is assumed to happen immediately and valuation is done accordingly.

Changes in the Present Value of Obligation are as given below

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Present Value of Obligation as at the beginning	7,076.97	6,152.13
Current Service Cost	588.21	627.59
Interest Cost	440.66	362.36

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 21 : Employee Benefit Obligations (Contd..)

Particulars	For the year ended	
	31-Mar-22	31-Mar-21
(₹ in Lakhs)		
Re-measurement (gain) / loss arising from:		
- change in demographic assumptions	-	-
- change in financial assumptions	(134.78)	34.11
- experience adjustments (i.e. Actual experience vs assumptions)	(285.94)	(110.50)
Benefits Paid	(1,530.11)	(1,048.75)
Acquisition Adjustment (HLL Mfg Undertaking absorbed in Demerger)	-	837.85
Present Value of Obligation as at the end	6,155.01	6,854.79

Changes in the Fair Value of Plan Assets is as given below

Particulars	For the year ended	
	31-Mar-22	31-Mar-21
(₹ in Lakhs)		
Fair Value of Plan Assets as at the beginning	830.33	337.18
Investment Income	51.45	21.40
Employer's Contribution	2.09	574.96
Benefits Paid	-	(107.18)
Return on plan assets , excluding amount recognised in interest (expense)/income	30.81	3.97
Fair Value of Plan Assets as at the end	914.68	830.33

Subsidiary's gratuity liability is unfunded

Changes in the Fair Value of Reimbursement Right is as given below *

Particulars	For the year ended	
	31-Mar-22	31-Mar-21
(₹ in Lakhs)		
Fair Value of Reimbursement Right as at the beginning	5,360.58	5,003.05
Investment Income	332.12	317.47
Employer's Contribution	-	-
Benefits Paid	(630.10)	(687.22)
Return on plan assets , excluding amount recognised in interest (expense)/income	243.80	727.28
Fair Value of Reimbursement Right as at the end	5,306.40	5,360.58

* Reimbursement right is a non-qualifying insurance policy under Ind AS 19 as it is with Bajaj Allianz Life Insurance Co. Ltd (a related party of Bajaj Electricals Limited). The same has been disclosed in Note 10 and Note 14 of the financials statements

Amount recognised in balance sheet is as given below

Particulars	As on	
	31-Mar-22	31-Mar-21
(₹ in Lakhs)		
Present Value of Obligation	6,155.01	6,854.79
Fair Value of Plan Assets	914.68	830.33
Surplus / (Deficit)	(5,240.33)	(6,024.46)
Effects of Asset Ceiling, if any	-	-
Net Asset / (Liability)	(5,240.33)	(6,024.46)
Liability on an actual basis for employees at foreign branches	(4.05)	(3.90)
Total Net Asset / (Liability)	(5,244.38)	(6,028.36)

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 21 : Employee Benefit Obligations (Contd..)

Amount recognised in statement of profit and loss and other comprehensive income is as given below :

Particulars	For the year ended	
	31-Mar-22	31-Mar-21
(₹ in Lakhs)		
Costs charged to statement of profit and loss :		
Current Service Cost	588.21	627.59
Interest Expense or Cost	440.66	362.36
Investment Income	(383.57)	(338.87)
Expense recognised in statement of profit and loss	645.30	651.08
Re-measurement (gain) / loss arising from:		
Change in demographic assumptions	-	-
Change in financial assumptions	(134.78)	34.11
Experience adjustments (i.e. Actual experience vs assumptions)	(285.94)	(110.50)
Return on plan assets , excluding amount recognised in interest expense/ (income)	(274.61)	(731.25)
(Income) / Expense recognised in Other Comprehensive Income	(695.33)	(807.64)
Total Expense Recognised during the year	(50.03)	(156.56)

Major categories of Plan Assets & Reimbursement Right (as percentage of Total Assets)

Particulars	As on	
	31-Mar-22	31-Mar-21
Funds managed by Insurer	100%	100%
Total	100%	100%

As the funds are managed wholly by the insurance company, the break-up of the plan assets is unavailable

The significant actuarial assumptions are as follows:

Financial Assumptions - Group

Particulars	As on	
	31-Mar-22	31-Mar-21
Discount rate (per annum) - Range	6.60% - 7.25%	6.20% - 6.75%
Salary growth rate (per annum) - Range	5.00% - 8.50%	5.00% - 8.50%

Demographic Assumptions - BEL

Particulars	As on	
	31-Mar-22	31-Mar-21
Mortality Rate	100% of IALM 12-14	100% of IALM 12-14
Withdrawal rates, based on age: (per annum) : *		
Up to 30 years	For HLL- 4.00%	For HLL- 4.00%
	For Others - 21.00%	For Others - 21.00%
31 - 44 years	For HLL- 4.00%	For HLL- 4.00%
	For Others - 14.00%	For Others - 14.00%
Above 44 years	For HLL- 4.00%	For HLL- 4.00%
	For Others - 12.00%	For Others - 12.00%

*For the subsidiary, it is 1.6% across all categories

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 21 : Employee Benefit Obligations (Contd..)

Summary of Membership Status - Parent Company

Particulars	As on	
	31-Mar-22	31-Mar-21
Number of employees	2,259	2,966
Total monthly salary (₹ Lakhs)	816.06	873.54
Average past service (years)	7.09	8.17
Average age (years)	37.24	37.67
Average remaining working life (years)	20.77	20.34
Number of completed years valued	16,018	24,229
Decrement adjusted remaining working life (years)	6.12	6.24
Normal retirement age	58 years *	58 years *

* The standard retirement date for executive employees is June 30 and the April 1st for the staff employees. In case of employees with age above the normal retirement age indicated above, the retirement is assumed to happen immediately and valuation is done accordingly.

Summary of Membership Status - Subsidiary (Nirlep)

Particulars	As on	
	31-Mar-22	31-Mar-21
Number of employees	147	147
Total monthly salary (₹ Lakhs)	23.20	23.94
Average past service (years)	9.44	10.63
Average age (years)	39.30	39.31
Average remaining working life (years)	18.70	18.71
Number of completed years valued	1,387	1,562
Decrement adjusted remaining working life (years)	14.96	14.88
Normal retirement age	58 years #	58 years #

The retirement date for Nirlep employee is the 58th date of birth of the employee

Summary of Membership Status - Subsidiary (SLL)

Particulars	As on	
	31-Mar-22	31-Mar-21
Number of employees	196	233
Total monthly salary (₹ Lakhs)	35.11	40.72
Average past service (years)	8.04	7.45
Average age (years)	35.69	35.51
Average remaining working life (years)	22.31	22.49
Number of completed years valued	1,576	1,735
Decrement adjusted remaining working life (years)	16.77	16.83
Normal retirement age	58 years #	58 years #

The retirement date for SLL employee is the 58th date of birth of the employee

Sensitivity Analysis

The sensitivity analysis is determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. (Amounts in Lakhs)

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Defined Benefit Obligation (Base)	6,155.01	6,854.79

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 21 : Employee Benefit Obligations (Contd..)

(₹ in Lakhs)

Particulars	31-Mar-22		31-Mar-21	
	Result of decrease	Result of increase	Result of decrease	Result of increase
Discount Rate (- / + 1%)	6,500.03	5,848.29	7,239.11	6,512.22
(% change compared to base due to sensitivity)	5.61%	(4.98%)	5.61%	(5.00%)
Salary Growth Rate (- / + 1%)	5,867.48	6,471.51	6,535.87	7,204.47
(% change compared to base due to sensitivity)	(4.67%)	5.14%	(4.65%)	5.10%
Attrition Rate (- / + 50% of attrition rates)	6,732.44	5,846.25	7,583.74	6,470.40
(% change compared to base due to sensitivity)	9.38%	(5.02%)	10.63%	(5.61%)
Mortality Rate (- / + 10% of mortality rates)	6,153.75	6,156.29	6,853.88	6,855.71
(% change compared to base due to sensitivity)	(0.02%)	0.02%	(0.01%)	0.01%

The description of plans ability to affect the amount, timing and uncertainty of the entity's future cash flows

a) Funding arrangements and Funding Policy

The scheme is managed on funded basis. Payment for present liability of future payment of gratuity is being made to approved gratuity fund, which fully covers the same under Cash Accumulation Policies of the Life Insurance Corporation of India (LIC) and Bajaj Allianz Life Insurance Company Ltd. (BALIC). Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the Company. Any deficit in the assets arising as a result of such valuation is funded by the Company.

b) Expected Contribution during the next annual reporting period (Amounts in INR Lakhs)

Particulars	31-Mar-22	31-Mar-21
The Company's best estimate of Contribution during the next year	186.16	1,098.66

c) Maturity Profile of Defined Benefit Obligation (Amounts in INR)

Particulars	31-Mar-22	31-Mar-21
Weighted average duration (based on discounted cashflows)	5 years for BEL, 8 years for Nirlep and 14 years for SLL	6 years for BEL and 7 years for Nirlep

c) Maturity Profile of Defined Benefit Obligation (Amounts in INR)

Particulars	31-Mar-22	31-Mar-21
Weighted average duration (based on discounted cashflows)	5 years for BEL, 8 years for Nirlep and 14 years for SLL	6 years for BEL and 7 years for Nirlep

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 21 : Employee Benefit Obligations (Contd..)

Expected cash flows over the next (valued on undiscounted basis):(Amounts in INR Lakhs):	₹ in Lakhs	
	31-Mar-22	31-Mar-21
1 year	1,540.75	1,751.84
More than 1 and upto 2 years	620.53	601.04
More than 2 and upto 5 years	1,732.05	1,848.40
More than 5 and upto 10 years	2,301.87	2,585.66
More than 10 years	3,427.72	3,472.92

d) Asset liability matching strategies

For gratuity, the Company has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance company, as part of the policy terms makes payment of all gratuity outgoes happening during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Company is exposed to movement in interest rate (in particular, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset). The Gratuity Liability for SLL and Nirlep are unfunded and hence; ALM strategies are not applicable.

B. Provident Fund (Defined Benefit Plan) :

Bajaj Electricals Limited operates in two schemes for the compliance of provident fund statute - (i) Bajaj Electricals Limited Employees' Provident Fund Trust & Matchwel Electricals (India) Ltd Employees' Provident Fund Trust (defined benefit plan) and (ii) RPF Contributions for provident fund (defined contribution plan).

For exempt provident fund, the defined benefit obligation of the Company arises from the possibility that during anytime in the future, the scheme may earn insufficient investment income to meet the guaranteed interest rate declared by government / EPFO / relevant authorities as well as for fund assets shortfall as against the liabilities of the Trusts

The net defined benefit obligation as at the valuation date represents the excess of accumulated fund value (determined on actuarial basis) plus interest rate guaranteed liability over the fair value of plan assets or vice-a-versa

The benefit valued under PF obligation are summarised below:

Normal Retirement Age	58 Years *
Benefit on normal retirement	Accrued Account Value
Benefit on early retirement / termination / resignation / withdrawal	Accrued Account Value
Benefit on death in service	Accrued Account Value

* The standard retirement date for executive employees is June 30th of every year and the same is April 1st of every year for the staff employees.

The company's compliances for provident fund is governed by Employees' Provident Fund and Miscellaneous Provisions Act, 1952. Responsibility for governance of the plans, including investment decisions and contribution schedules lies jointly with the company and the board of trustees. The board of trustees are composed of representatives of the company and plan participants in accordance with the plan's regulations

Changes in the Present Value of Obligation of Trusts are as given below :

Particulars	₹ in Lakhs	
	For the year ended	
	31-Mar-22	31-Mar-21
Present Value of Obligation as at the beginning	17,128.90	15,716.67
Interest Cost	1,112.74	1,296.82
Current Service Cost	752.63	864.85

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 21 : Employee Benefit Obligations (Contd..)

Particulars	₹ in Lakhs	
	For the year ended	
	31-Mar-22	31-Mar-21
Employee's Contributions	1,392.61	1,401.26
Transfer In / (out) of the liability	149.76	302.80
Benefits Paid	(2,402.91)	(2,576.04)
Re-measurement (gain) / loss arising from:		
- experience variance (i.e. Actual experience vs assumptions), loss if positive	503.78	122.54
- change in financial assumptions	(483.40)	-
Present Value of Obligation as at the end	18,154.11	17,128.90

Changes in the Fair Value of Plan Assets of Trusts are as given below :

Particulars	₹ in Lakhs	
	For the year ended	
	31-Mar-22	31-Mar-21
Fair Value of Plan Assets as at the beginning	16,257.04	14,544.19
Investment Income	1,054.05	1,236.17
Employer's Contributions	697.24	864.85
Employee's Contributions	1,392.61	1,401.26
Transfers In	149.76	302.80
Benefits Paid	(2,402.91)	(2,576.04)
Return on plan assets , excluding amount recognised in interest (expense)/income	999.44	483.81
Fair Value of Plan Assets as at the end	18,147.23	16,257.04

A deterministic approach is considered to estimate the value of Interest Rate Guarantee on the Exempt Provident Fund. The per annum cost of guarantee at which Interest Rate Guarantee Liability has been valued is mentioned below

Amount recognised in balance sheet of Trusts is as given below:

Matchwel Electricals (India) Ltd Employees' Provident Fund Trust (for Chakan unit employees) (Amounts in INR Lakhs) :

Particulars	₹ in Lakhs	
	As on	
	31-Mar-22	31-Mar-21
Present Value of Obligation	441.36	423.00
Fair Value of Plan Assets	918.30	820.27
Surplus / (Deficit)	476.94	397.27
Effects of Asset Ceiling, if any	-	-
Net Asset / (Liability)	476.94	397.27

The present value of obligation of Matchwel Electricals (India) Ltd Employees' Provident Fund Trust represents the aggregate of accumulated fund value of ₹ 433.36 lakhs (As on March 31, 2021 - ₹ 412.07 lakhs) and interest rate guarantee ₹ 8.00 lakhs (As on March 31, 2021 - ₹ 10.92 lakhs). Of the above, the interest rate guarantee is recognised as provision in the Company's books, while the accumulated fund value is recognised by the Trust. The interest rate guarantee so recognised in the Company's books is considered as non-current liability

Bajaj Electricals Limited Employees' Provident Fund Trust (for H.O. employees) :

Particulars	₹ in Lakhs	
	As on	
	31-Mar-22	31-Mar-21
Present Value of Obligation	17,712.74	16,705.89
Fair Value of Plan Assets	17,227.94	15,435.77
Surplus / (Deficit)	(484.80)	(1,270.12)

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 21 : Employee Benefit Obligations (Contd..)

(₹ in Lakhs)

Particulars	As on	
	31-Mar-22	31-Mar-21
Effects of Asset Ceiling, if any	-	-
Net Asset / (Liability)	(484.80)	(1,270.12)

The present value of obligation of Bajaj Electricals Limited Employees' Provident Fund Trust represents the aggregate of accumulated fund value of ₹ 17,391.82 lakhs (As on March 31, 2021 - ₹ 16,274.54 lakhs) and interest rate guarantee ₹ 320.92 lakhs (As on March 31, 2021 - ₹ 431.35 lakhs). Of the above, the interest rate guarantee is recognised as provision in the Company's books, while the accumulated fund value is recognised by the Trust. The interest rate guarantee so recognised in the Company's books is considered as non-current liability.

Since interest rate guarantee is already accounted in BEL's books, the liability of ₹ 163.68 lakhs which is Accumulated Fund Value of ₹ 17,391.82 lakhs in excess of Fair Value of Plan Assets of ₹ 17,227.94 lakhs is accounted by BEL as payable to Trust on shortfall of plan assets. During the year, out of the liability which had arisen mainly on account of negative return on plan assets contributed by negative return on Trust's investment in IL&FS as well as DHFL in past years; the partial recovery in the form of fresh debt security units and cash has happened from DHFL and the differential value is funded by BEL to the Trust. BEL has also recorded full liability towards IL&FS which is to be paid by BEL to the Trust

Bajaj Electricals Limited can offset an asset relating to one plan against a liability relating to another plan when, and only when, Bajaj Electricals Limited has a legally enforceable right to use a surplus in one plan to settle obligations under the other plan; and intends either to settle the obligations on a net basis, or to realize the surplus in one plan and settle its obligation under the other plan simultaneously. However the two trusts namely Matchwel Electricals (India) Ltd Employees' Provident Fund Trust (for Chakan employees) and Bajaj Electricals Limited Employees' Provident Fund Trust (for H.O. employees) are independent trusts. Accordingly, surplus assets of trust for Chakan employees cannot be offset against liability relating to trust for H.O. employees

Amount recognised in statement of profit and loss and other comprehensive income of Trusts is as given below :

(₹ in Lakhs)

Particulars	For the year ended	
	31-Mar-22	31-Mar-21
Costs charged to statement of profit and loss :		
Current Service Cost	752.63	864.85
Interest Cost	1,112.74	1,296.82
Investment Income	(1,054.05)	(1,236.17)
Expense recognised in statement of profit and loss	811.32	925.50
Re-measurement (gain) / loss arising from:		
- Experience variance (i.e. Actual experience vs assumptions) *	503.78	122.54
- change in financial assumptions	(483.40)	-
Return on plan assets , excluding amount recognised in interest expense/(income)	(999.44)	(483.81)
Expense recognised in Other Comprehensive Income	(979.06)	(361.27)
Total Expense Recognised during the year	(167.74)	564.23

* included in other comprehensive income in the statement of profit and loss

The significant actuarial assumptions are as follows :

Financial and Demographic Assumptions

Particulars	As on 31-Mar-22		As on 31-Mar-21	
	HO Unit	Chakan Unit	HO Unit	Chakan Unit
Discount rate (per annum)	6.94%	6.94%	6.52%	6.52%
Interest rate guarantee (per annum)	8.10%	8.10%	8.50%	8.50%
Discount Rate for the Remaining Term to Maturity of the Investment (p.a.)	6.94%	6.94%	6.52%	6.52%

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 21 : Employee Benefit Obligations (Contd..)

Particulars	As on 31-Mar-22		As on 31-Mar-21	
	HO Unit	Chakan Unit	HO Unit	Chakan Unit
Average Historic Yield on the Investment (p.a.)	7.82%	7.82%	8.06%	8.06%
Mortality Rate	100% of IALM 2012-14		100% of IALM 2012-14	

Particulars	As on 31-Mar-22	As on 31-Mar-21
	Live Employees	Live Employees
Attrition Rate, based on ages:		
- Upto 30 years	4.99%	4.99%
- 31 to 44 years	3.63%	3.63%
- 45 to 57 years	3.62%	3.62%
- Above 57 years	0.38%	0.38%

Summary of Membership Status :

Particulars	As on	
	31-Mar-22	31-Mar-21
Dormant/Inoperative Employees	3,523	3,371
Live Number of employees	1,555	1,714
Total Number of employees	5,078	5,085
Average age (years)	40.90	40.19

Major categories of Plan Assets (as percentage of Total Plan Assets)

Particulars	As on	
	31-Mar-22	31-Mar-21
Government of India securities	4.4%	4.5%
State Government securities	38.5%	36.6%
High quality corporate bonds	31.3%	28.7%
Equity shares of listed companies	0.0%	0.0%
Public Sector Bonds	0.0%	0.0%
Special Deposit Scheme	8.4%	8.8%
Funds managed by Insurer	0.0%	0.0%
Bank balance	0.3%	0.2%
Other Investments	17.1%	21.3%
Total	100%	100%

Sensitivity Analysis

The sensitivity analysis is determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. (Amounts in INR Lakhs)

Particulars	31-Mar-22	31-Mar-21
	Defined Benefit Obligation (Base)	18,154.11

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 21 : Employee Benefit Obligations (Contd..)

(₹ in Lakhs)

Particulars	31-Mar-22		31-Mar-21	
	Result of decrease	Result of increase	Result of decrease	Result of increase
Discount Rate (- / + 1%)	18,292.09	18,016.94	17,302.81	16,961.50
(% change compared to base due to sensitivity)	0.76%	(0.76%)	1.02%	(0.98%)
Interest rate guarantee (- / + 1%)	17,825.18	19,349.12	16,686.61	18,144.23
(% change compared to base due to sensitivity)	(1.81%)	6.58%	(2.58%)	5.93%

The description of plans ability to affect the amount, timing and uncertainty of the entity's future cash flows

a) Funding arrangements and Funding Policy

The scheme is managed on funded basis. Payment for present liability of future payment of PF is made by the Company towards shortfall of Bajaj Electricals Limited Employees' Provident Fund Trust and Matchwel Electricals (India) Ltd Employees' Provident Fund Trust. The investments for the same are managed by Trustees as per advice and recommendations of a professional consultant and in compliance of obligatory pattern of investments as per government notification in official gazette for the pattern of investment for EPF exempted establishments. Any deficit in the assets of PF Trusts is funded by the Company. The provident fund for certain employees is a defined contribution plans covered under RPF Contributions

b) Expected contribution during the next annual reporting period (Amounts in INR Lakhs)

(₹ in Lakhs)

Particulars	31-Mar-22	31-Mar-21
The Trusts' best estimate of Contribution during the next year	790.26	908.09

This has been calculated assuming that the employer's contribution next year shall increase by 5%.

c) Asset liability matching strategies

For PF Trust Investments, the same are managed by Trustees as per advice and recommendations of a professional consultant. The Employees' Provident Fund Organisation, Ministry of Labour, Government of India, vide its notification in official gazette notified the pattern of investment for EPF exempted establishments, which depicts the obligatory pattern of investments of PF contributions and interests. The pattern mandates to invest as below :

Category No.	Category / Sub-Category	Percentage of amount to be invested
(i)	Government Securities and Related Investments	Minimum 45% and upto 50%
(ii)	Debt Instruments and Related Investments	Minimum 35% and upto 45%
(iii)	Short-Term Debt Instruments and Related Investments	Upto 5%
(iv)	Equity and Related Investments	Minimum 5% and upto 15%
(v)	Asset Backed, Trust Structured and Miscellaneous Investments	Upto 5%

C. Expenses Recognised during the year (Defined Contribution Plan) :

(₹ in Lakhs)

Particulars	Provident Fund		Superannuation		Pension	
	For the year ended		For the year ended		For the year ended	
	31-Mar-22	31-Mar-21	31-Mar-22	31-Mar-21	31-Mar-22	31-Mar-21
Expense recognised in the statement of Profit & Loss	236.09	359.78	238.04	240.76	542.13	599.15

The leave encashment schemes, superannuation and pension schemes are managed on unfunded basis, hence Asset Liability Matching Strategies are not applicable

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 22 : Trade Payables

(₹ in Lakhs)

Particulars	31-Mar-22	31-Mar-21
Current		
Trade payable	115,641.46	84,239.90
Dues to micro, small and medium enterprises *	7,905.23	11,775.27
Total current trade payables	123,546.69	96,015.17

* Information as required to be furnished as per Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) is given below. This information has been determined to the extent such parties have been identified on the basis of information available with the Group.

Principal amount and interest due thereon remaining unpaid to any supplier covered under MSMED Act, 2006:

(₹ in Lakhs)

Particulars	31-Mar-22	31-Mar-21
Principal	7,535.91	11,447.22
Interest	369.32	328.05
i) The amount of interest paid by the buyer in terms of Section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	328.05	335.08
ii) 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 MSMED Act, 2006.	-	-
iii) The amount of interest accrued and remaining unpaid at the end of each accounting year.	369.32	328.05
iv) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-

Trade Payables aging schedule as at 31st March 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 Year	1-2 Years	2-3 years	More than 3 years	
(i) MSME	4,641.25	1,939.57	29.35	209.61	0.01	6,819.78
(ii) Others	71,521.95	25,049.20	5,133.06	3,186.80	10,728.74	115,619.75
(iii) Disputed Dues - MSME	-	-	-	-	1,085.45	1,085.45
(iv) Disputed Dues - Others	-	7.84	-	1.83	12.04	21.71
TOTAL	76,163.20	26,996.61	5,162.41	3,398.24	11,826.24	123,546.69

Trade Payables aging schedule as at 31st March 2021

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 Year	1-2 Years	2-3 years	More than 3 years	
(i) MSME	8,081.67	2,134.68	328.26	-	-	10,544.61
(ii) Others	34,931.55	30,572.64	3,853.72	646.65	14,214.29	84,218.85
(iii) Disputed Dues - MSME	-	-	-	1,229.73	0.93	1,230.66
(iv) Disputed Dues - Others	-	2.83	1.75	0.05	16.42	21.05
TOTAL	43,013.22	32,710.15	4,183.73	1,876.43	14,231.64	96,015.17

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 23 : Other Current Liabilities

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Statutory liabilities payable	3,404.49	4,397.74
Deferred revenue *	17,087.79	18,611.33
Others	1,109.73	1,962.74
Total other current liabilities	21,602.01	24,971.81

* Deferred revenue includes ₹ 16,738.10 lakhs (March 31, 2021 - ₹ 18,261.64 lakhs) for accrual of points under the Retailer Bonding Program and ₹ 349.70 lakhs (March 31, 2021 - ₹ 349.70) for warranty provision considered as a separate performance obligation.

Note 24 : Revenue from operations

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Sale of products	427,231.47	377,983.79
Contract Revenue	45,537.77	76,705.89
Other operating revenue		
Scrap sales	6,686.34	2,615.67
Insurance claims	364.85	757.98
Writeback of provisions	463.64	-
Others	1,017.38	397.13
Total revenue from operations (Refer Note 41(i))	481,301.45	458,460.46

Note 25 : Other income

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Interest income on bank deposits and others	217.95	1,520.73
Interest income from financial assets at amortised cost	71.36	324.44
Interest on income tax refund	476.30	394.85
Rental income	254.70	268.38
Gain on disposal of property, plant & equipment (net)	1,070.09	1,782.25
Others		
Impairment allowance on trade receivables and others written back	2,716.69	746.47
Credit balance written back	1,760.51	1,324.72
Gain on termination of right-of-use assets	16.79	474.56
Others	249.25	84.08
Total other income	6,833.64	6,920.48

Note 26 : Cost of raw materials consumed

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Raw materials at the beginning of the year	10,007.74	8,356.33
Add : Purchases	62,440.63	36,666.47
Less : Raw materials at the end of the year	12,633.72	10,007.74
Total cost of raw material consumed	59,814.65	35,015.06

Note 26 : Changes in inventories of work-in-progress, finished goods, traded goods

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Opening balance		
Work in progress	1,666.70	1,400.01
Finished Goods	2,124.07	3,751.63

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 26 : Changes in inventories of work-in-progress, finished goods, traded goods

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Traded goods	84,571.28	56,137.71
Total opening balance	88,362.05	61,289.35
Closing balance		
Work in progress	2,168.06	1,666.70
Finished Goods	2,285.97	2,124.07
Traded goods	82,196.97	84,571.28
Total Closing balance	86,651.00	88,362.05
Total Changes in inventories of work in progress, traded goods and finished goods	1,711.05	(27,072.70)

Note 27 : Erection & subcontracting expenses

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Erection and subcontracting expense	13,395.21	24,371.20
Total Erection & subcontracting expense	13,395.21	24,371.20

Note 28 : Employee benefit expenses

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Salaries, wages and bonus	36,120.84	35,686.33
Contribution to provident and other funds (Note 21)	1,787.63	1,668.43
Employees share based payment expense (Note 33)	580.85	421.99
Gratuity (Note 21)	633.26	651.09
Staff welfare expenses	1,017.50	1,022.74
Total employee benefit expense	40,140.08	39,450.58

Note 29 : Depreciation and amortisation expense

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Depreciation of property, plant and equipment (Note 2)	4,554.49	3,736.33
Amortisation of intangible assets (Note 4)	520.57	656.99
Depreciation of Right of Use assets (Note 3)	1,848.38	3,123.16
Total depreciation and amortisation expense	6,923.44	7,516.48

Note 30 : Other expenses

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Consumption of stores & spares	1,007.98	719.52
Packing material consumed	1,437.02	1,122.85
Power and fuel	1,742.24	1,201.81
Rent	2,313.58	1,608.91
Repairs and maintenance		
Plant and machinery	1,236.79	1,109.87
Buildings	13.74	1.85
Others	464.19	425.33
Telephone and communication charges	806.02	703.14
Rates and taxes	199.52	228.68

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 30 : Other expenses(Contd..)

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Travel and conveyance	2,972.06	3,290.80
Insurance	1,082.98	1,177.82
Printing and stationery	127.64	153.92
Directors fees	117.68	94.01
Non executive directors commission	85.00	77.00
Advertisement & publicity	11,772.84	11,237.61
Freight & forwarding	9,439.04	10,162.50
Product promotion & service charges (net)	11,495.59	10,291.48
Sales commission	1,168.26	1,267.13
Impairment allowance for doubtful debts and advances (net of reversals)	877.16	(482.59)
Bad debts and other irrecoverable debit balances written off	1,570.71	3,019.62
Payments to auditors	240.25	183.95
Corporate social responsibility expenditure (refer note 49)	329.58	384.91
Impairment of property, plant and equipment	845.00	-
Legal and Professional Fees	2,595.28	2,300.56
Site support charges	1,849.22	3,255.80
Sales tax expenses	237.40	76.50
Security service charges	1,324.01	1,580.63
Software expenses (AMC)	2,442.27	1,466.67
Warehouse Management Services	4,255.14	857.74
Miscellaneous expenses	9,572.00	7,247.83
Total other expenses	73,620.19	64,765.85

Note 31 : Finance cost

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Interest expense on borrowings	5,108.69	6,154.67
Interest expense on mobilization advances	939.26	143.09
Interest expense on lease liability (refer note 3)	544.65	944.13
Unwinding of discount on provisions	187.74	225.50
Exchange differences regarded as an adjustment to borrowing costs	2.18	54.19
Other borrowing costs	203.27	154.41
Total	6,985.79	7,675.99
Finance cost capitalised	(11.43)	(32.54)
Finance cost expensed in profit and loss	6,974.36	7,643.45

Note 32 : Income Tax Expense

(a) Income Tax Expense

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Current Tax		
Current income tax charge	5,321.86	4,761.14
Adjustments of tax relating to earlier periods	(489.34)	-
Total Current tax expense	4,832.52	4,761.14
Total deferred tax expense / (benefit)	(644.92)	969.55
Income tax expense in the statement of profit and loss	4,187.60	5,730.69

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 32 : Income Tax Expense (Contd..)

(b) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate:

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Profit from continuing operations before income tax expense	16,628.26	24,626.58
Income Tax @ standard tax rate of 25.168% (March 31, 2021 - 25.168%)	4,185.00	6,198.02
Permanent differences due to:		
Corporate social responsibility	132.71	47.40
Interest on MSME	92.96	82.56
Donation expenses	19.89	4.84
Exceptional Items (derecognition of associate pursuant to demerger [HLL])	-	(296.01)
Adjustment of tax relating to earlier periods	(489.34)	-
Others	246.38	(306.12)
Income Tax Expense reported in statement of profit and loss	4,187.60	5,730.69

Note 33 : Employee stock options :

A. Summary of Status of ESOPs Granted :

The position of the existing schemes is summarized as under :

Sr. No.	Particulars	BAJAJ GROWTH 2007	ESOP 2011	ESOP 2015
I. Details of the ESOS :				
1	Date of Shareholder's Approval	Originally approved in AGM held on 26 Jul 2007 and revised in AGM held on 28 Jul 2010		As per the Postal Ballot dated 21 Jan 2016
2	Total Number of Options approved	Bajaj Growth 2007 Scheme approved 4,321,440 shares of face value ₹ 2 each (erstwhile 864,288 shares of ₹ 10 each prior to share-split) equivalent to 5% of paid up equity shares i.e. 86,428,800 shares as at the date of the announcement of scheme. The ESOP 2011 being the modified ESOP 2007 Scheme approved aggregate of 78,03,560 shares of face value ₹ 2 each equivalent to 8% of paid up equity shares i.e. 97,544,495 as at the date of the announcement of scheme.		30,27,073 shares of face value ₹ 2 each equivalent to 3% of paid up equity i.e. 100,902,426 shares as at the date of the announcement of scheme.
3	Vesting Requirements & Exercise Period	Options' vesting happen only on continuation of employment being the vesting requirement. The options are granted to employees with grade Assistant General Manager and above. As per Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, SEBI (Share Based Employee Benefits) (Amendment) Regulations, 2015 and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, there is a minimum period of one year between the grant of options and vesting of option observed by the Company. As per the Company Policy, the vested options can be exercised anytime upto 3 years from date of vesting. Options granted under the plan carry no dividend or voting rights till the options are exercised and duly allotted to the employees. When exercisable, each option is convertible into one equity share.		
4	The Pricing Formula	Closing price on the stock exchange where there is highest traded volume on working day prior to the date of grant.		
5	Maximum term of Options granted (years)	7 Years	7 Years	7 Years
6	Method of Settlement	Equity settled	Equity settled	Equity settled
7	Source of shares	Fresh Issue	Fresh Issue	Fresh Issue

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 33 : Employee stock options: (Contd..)

Sr. No.	Particulars	BAJAJ GROWTH 2007	ESOP 2011	ESOP 2015
8	Variation in terms of ESOP	Nil	Nil	The Nomination & Remuneration Committee of the Company at its meeting held on 12 November 2021 amended the Scheme to align it with the requirements of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
9	Equity Shares reserved for issue under Employee Stock Options outstanding as at March 31, 2022	The Company has 10,830,633 Equity Shares of ₹ 2/- each available to issue as Employees Stock Options as its Total Pool Size as of March 31, 2022, of which number of stock options not yet granted under ESOP 2015 scheme are 462,643, number of stock options vested & exercisable under ESOP 2011 & ESOP 2015 schemes are 234,795 and number of stock options unvested under ESOP 2015 scheme are 939,625. Thus, total equity shares reserved for issuance under ESOP Scheme outstanding as at March 31, 2021 are 1,637,063.		

II. Option Movement during the year ended March 31, 2022

Sr. No.	Particulars	BAJAJ GROWTH 2007		ESOP 2011		ESOP 2015	
		No. of options	Wt. avg exercise price	No. of options	Wt. avg exercise price	No. of options	Wt. avg exercise price
1	No. of Options Outstanding at the beginning of the year	-	-	28,400	290.26	1,103,140	466.01
2	Options Granted during the year	-	-	-	-	517,500	1,116.35
3	Options Forfeited / Surrendered during the year	-	-	2,750	257.81	124,625	558.84
4	Options Expired (Lapsed) during the year	-	-	3,250	261.44	6,500	347.76
5	Options Exercised during the year	-	-	20,500	302.19	316,995	435.28
6	Number of options outstanding at the end of the year	-	-	1,900	257.81	1,172,520	752.14
7	Number of options exercisable at the end of the year	-	-	1,900	257.81	232,895	464.43

Option Movement during the year ended March 31, 2021

Sr. No.	Particulars	BAJAJ GROWTH 2007		ESOP 2011		ESOP 2015	
		No. of options	Wt. avg exercise price	No. of options	Wt. avg exercise price	No. of options	Wt. avg exercise price
1	No. of Options Outstanding at the beginning of the year	-	-	132,500	282.71	1,267,800	422.99
2	Options Granted during the year	-	-	-	-	207,500	610.57
3	Options Forfeited / Surrendered during the year	-	-	6,250	316.25	149,875	437.06
4	Options Expired (Lapsed) during the year	-	-	20,150	312.42	2,500	259.24
5	Options Exercised during the year	-	-	77,700	269.55	219,785	376.44
6	Number of options outstanding at the end of the year	-	-	28,400	290.26	1,103,140	466.01
7	Number of Options exercisable at the end of the year	-	-	28,400	290.26	318,265	428.98

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 33 : Employee stock options: (Contd..)

III. Weighted Average remaining contractual life

	BAJAJ GROWTH 2007	ESOP 2011	ESOP 2015
Range of Exercise Price	Weighted average contractual life (years) as on March 31, 2022		
0 to 100	Nil	Nil	Nil
No. of Options Outstanding	Nil	Nil	Nil
101 to 200	Nil	Nil	Nil
No. of Options Outstanding	Nil	Nil	Nil
201 to 300	Nil	0.35	0.99
No. of Options Outstanding	Nil	1,900	13,125
301 to 400	Nil	Nil	3.42
No. of Options Outstanding	Nil	Nil	285,900
401 to 500	Nil	Nil	3.76
No. of Options Outstanding	Nil	Nil	120,500
501 to 600	Nil	Nil	2.58
No. of Options Outstanding	Nil	Nil	58,750
601 to 700	Nil	Nil	2.69
No. of Options Outstanding	Nil	Nil	92,795
701 to 800	Nil	Nil	4.60
No. of Options Outstanding	Nil	Nil	98,950
801 to 900	Nil	Nil	Nil
No. of Options Outstanding	Nil	Nil	Nil
901 to 1000	Nil	Nil	Nil
No. of Options Outstanding	Nil	Nil	Nil
1001 to 1100	Nil	Nil	5.02
No. of Options Outstanding	Nil	Nil	65,000
1101 to 1200	Nil	Nil	5.27
No. of Options Outstanding	Nil	Nil	397,500
1201 to 1300	Nil	Nil	5.51
No. of Options Outstanding	Nil	Nil	40,000
Range of Exercise Price	Weighted average contractual life (years) as on March 31, 2021		
0 to 100	Nil	Nil	Nil
No. of Options Outstanding	Nil	Nil	Nil
101 to 200	Nil	Nil	Nil
No. of Options Outstanding	Nil	Nil	Nil
201 to 300	Nil	0.95	1.70
No. of Options Outstanding	Nil	17,900	69,175
301 to 400	Nil	0.27	4.00
No. of Options Outstanding	Nil	10,500	437,540
401 to 500	Nil	Nil	3.85
No. of Options Outstanding	Nil	Nil	198,800
501 to 600	Nil	Nil	3.48
No. of Options Outstanding	Nil	Nil	84,375
601 to 700	Nil	Nil	3.16
No. of Options Outstanding	Nil	Nil	200,750
701 to 800	Nil	Nil	5.50
No. of Options Outstanding	Nil	Nil	112,500

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 33 : Employee stock options: (Contd..)

IV. Weighted average Fair Value of Options Granted during the year ended March 31, 2022 whose

	BAJAJ GROWTH 2007	ESOP 2011	ESOP 2015
(a) Exercise price equals market price	No options were granted during the year	No options were granted during the year	458.10
(b) Exercise price is greater than market price			None
(c) Exercise price is less than market price			None

Weighted average Fair Value of Options Granted during the year ended March 31, 2021 whose

	BAJAJ GROWTH 2007	ESOP 2011	ESOP 2015
(a) Exercise price equals market price	No options were granted during the year	No options were granted during the year	240.38
(b) Exercise price is greater than market price			None
(c) Exercise price is less than market price			None

V. The weighted average market price of options exercised :

	BAJAJ GROWTH 2007	ESOP 2011	ESOP 2015
During the year ended March 31, 2022	Nil	1,088.36	1,094.25
During the year ended March 31, 2021	Nil	616.71	721.47

VI Method and Assumptions used to estimate the fair value of options granted during the year ended March 31, 2022:

The fair value has been calculated using the Black Scholes Option Pricing model

The Assumptions used in the model are as follows:

	BAJAJ GROWTH 2007	ESOP 2011	ESOP 2015
Variables	Weighted Average	Weighted Average	Weighted Average
1. Risk Free Interest Rate			5.44%
2. Expected Life (in years)			4.15
3. Expected Volatility	No options granted during the year	No options granted during the year	42.92%
4. Dividend Yield			0.00%
5. Exercise Price (₹)			1116.35
6. Price of the underlying share in market at the time of the option grant. (₹)			1116.35

Method and Assumptions used to estimate the fair value of options granted during the year ended March 31, 2021:

The fair value has been calculated using the Black Scholes Option Pricing model

The Assumptions used in the model are as follows:

	BAJAJ GROWTH 2007	ESOP 2011	ESOP 2015
Variables	Weighted Average	Weighted Average	Weighted Average
1. Risk Free Interest Rate			5.14%
2. Expected Life (in years)			4.15
3. Expected Volatility	No options granted during the year	No options granted during the year	41.35%
4. Dividend Yield			0.16%
5. Exercise Price (₹)			610.57
6. Price of the underlying share in market at the time of the option grant. (₹)			610.57

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 33 : Employee stock options: (Contd..)

Assumptions:

Stock Price: Closing price on National Stock Exchange on the date of grant has been considered

Volatility: The expected price volatility is based on the historic volatility, adjusted for any expected changes to future volatility due to publicly available information. The volatility is calculated considering the daily volatility of the stock prices on National Stock Exchange of India Ltd. (NSE), over a period prior to the date of grant corresponding with the expected life of the options.

Risk-free rate of return: The risk-free interest rate being considered for the calculation is the interest rate applicable for a maturity equal to the expected life of the options based on the zero-coupon yield curve for Government Securities

Exercise Price: Exercise Price of each specific grant has been considered.

Time to Maturity: Time to Maturity / Expected Life of options is the period for which the Company expects the options to be live.

Expected dividend yield: Expected dividend yield has been calculated as an average of dividend yields for five financial years preceding the date of the grant

VII Effect of Share-Based Payment Transactions on the Entity's Profit or Loss for the year (₹ In Lakhs):

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
1 Employee Stock Option Plan Expense	580.85	421.99
2 Total ESOP Reserve at the end of the year	1,198.56	1,181.39

Note 34 : Fair value measurements

(i) Financial instruments by category

The carrying amounts of financial instruments by class are as follows

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
A. Financial assets		
I. Measured at amortized cost		
Trade Receivables	136,061.17	191,686.48
Loans	23.19	7,245.76
Cash and Cash Equivalents	11,881.50	4,563.58
Bank Balances other than above	2,372.26	1,598.71
Other Financial Assets	4,230.55	3,272.18
II. Measured at fair value through profit and loss (FVTPL)		
Other Financial Assets (Derivative Assets)	329.43	1.82
Investments	489.73	471.45
	155,387.83	208,839.98
B. Financial liabilities *		
I. Measured at amortized cost		
Borrowings	4,491.00	47,062.89
Trade Payables	123,546.69	96,015.17
Lease Liabilities	4,587.80	3,863.29
Other Financial Liabilities	46,183.42	53,797.67
II. Measured at fair value through profit and loss (FVTPL)		
Other Financial Liabilities (Derivative Liability)	8.97	75.00
	178,817.88	200,814.02

* Does not include redemption liability of non-controlling interest of ₹ NIL lakhs (March 31, 2021 - ₹ 973.02 Lakhs), changes of which are recognised directly in equity.

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 34 : Fair value measurements

(ii) Set out below, is a fair value measurement hierarchy and comparison by class of carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts which are reasonable approximations of their fair values:

Particulars	Valuation Techniques	Carrying values	Fair Values	Fair Values Measurement using		
				Level 1	Level 2	Level 3
As at March 31, 2022						
Other Financial Assets (Derivative Assets)	Mark to Market	329.43	329.43	-	329.43	
Investments	Net Asset Value (note a)	489.73	489.73	-		489.73
Other Financial Liabilities (Derivative Liability)	Mark to Market	8.97	8.97	-	8.97	-
		828.13	828.13	-	338.40	489.73
As at March 31, 2021						
Other Financial Assets (Derivative Assets)	Mark to Market	1.82	1.82		1.82	
Investments	Net Asset Value (note a)	471.45	471.45	-		471.45
Other Financial Liabilities (Derivative Liability)	Mark to Market	75.00	75.00		75.00	
Redemption liability of non-controlling interest		973.02	973.02	-		973.02
		1,521.29	1,521.29	-	76.82	1,444.47

There have been no transfers between Level 1 and Level 2 during the period.

Note a

In case of Bharat Innovation Fund, the fair value has been determined based on the NAV (net asset value) as per the statement issued by Bharat Innovation Fund.

(iii) Reconciliation of level 3 fair value measurement

Particulars	(₹ in Lakhs)	
	Amount	
Balance as on 31st March 2021	1,239.84	
Additions made during the year	0.38	
Charge / (Credit) for the year	204.25	
Balance as on 31st March 2021	1,444.47	
Deletions made during the year	(974.73)	
Charge / (Credit) for the year	19.99	
Balance as on 31st March 2022	489.73	

Note 35: Financial risk management objectives and policies

The Group's principal financial liabilities comprise of trade payables, borrowings, lease liabilities and other financial liabilities. The main purpose of these financial liabilities is to finance the entity's operations and to provide guarantees to support its operations. The Group's principal financial assets include trade receivables, cash and cash equivalents and bank balances and other financial assets, that derive directly from its operations.

The risk management committee of the Parent Company lays down appropriate policies and procedures to ensure that financial risks are identified, measured and managed in accordance with the entity's policies and risk objectives.

The Group is exposed to credit risk, liquidity risk and market risk, which are explained in detail below:

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 35: Financial risk management objectives and policies (Contd..)

(A) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counter-party fails to meet its contractual obligations. Credit risk encompasses the direct risk of default, the risk of deterioration of creditworthiness as well as concentration risks. The Group is exposed to credit risk from its operating activities mainly in relation to trade and other receivables and bank deposits. Further, the Group is also exposed to credit risk arising from its loans, advances and investment in preference shares of its affiliate companies.

Trade and other receivables

Trade and other receivables of the Group are typically unsecured and credit risk is managed through credit approvals and periodical monitoring of the creditworthiness of customers to which the Group grants credit terms.

In respect of trade receivables, the Group typically operates in two segments:

Consumer products

The Group sells the consumer products mainly through three channels i.e. dealers and distributors, institutions and e-commerce and through government sector. The appointment of dealers, distributors, institutions is strictly driven as per the standard operating procedures and credit policy followed by the Group. In case of government sector, the credit risk is low.

Engineering and projects

The Group undertake projects for government institutions (including local bodies) and private institutional customers. The credit concentration is more towards government institutions. These projects are normally of long term duration of two to three years. Such projects normally are regular tender business with the terms and conditions agreed as per the tender. These projects are fully funded by the government of India through Rural Electrification Corporation, Power Finance Corporation, and Asian Development Bank etc. The Group enters into such projects after careful consideration of strategy, terms of payment, past experience etc.

In case of private institutional customers, before tendering for the projects Group evaluate the creditworthiness, general feedback about the customer in the market, past experience, if any with customer, and accordingly negotiates the terms and conditions with the customer.

The Group assesses its trade and other receivables for impairment at the end of each reporting period. In determining whether an impairment loss should be recorded in profit or loss, the Group makes judgements as to whether there is observable data indicating a measurable decrease in the estimated future cash flows from such trade and other receivables. In respect of trade receivables the Group has a provisioning policy that is commensurate to the expected losses. The provisioning policy is based on past experience, customer creditability, and also on the nature and specifics of business especially in the engineering and projects division. In case of engineering projects, the Group also provides on more case-to-case basis, since they are large projects in individuality.

The maximum exposure to credit risk as at March 31, 2022 and March 31, 2021 is the carrying value of such trade and other receivables as shown in note 6, 8 and 13 of the consolidated financials statements.

Reconciliation of impairment allowance on trade and other receivables

Particulars	(₹ in Lakhs)	
	Amount	
Impairment allowance on March 31, 2020	14,519.17	
Additions during the year	2,627.14	
Reversals during the year since amounts are written off	(3,072.87)	
Reversal during the year since provision no longer required	(750.27)	
Acquired on demerger of Hind Lamps Limited	170.23	
Impairment allowance on March 31, 2021	13,493.30	
Additions during the year	4,774.19	
Reversals during the year since amounts are written off	(3,838.23)	
Reversal during the year since provision no longer required	(3,211.05)	
Impairment allowance on March 31, 2022	11,218.21	

Notes to consolidated financial statements

for the year ended 31st March, 2022

Note 35: Financial risk management objectives and policies (Contd..)

Bank deposits

The Group maintains its cash and bank balances with credit worthy banks and financial institutions and reviews it on an on-going basis. Moreover, the interest-bearing deposits are with banks and financial institutions of reputation, good past track record and high-quality credit rating. Hence, the credit risk is assessed to be low. The maximum exposure to credit risk as at 31 March 2022 and 31 March 2021 is the carrying value of such cash and cash equivalents and deposits with banks as shown in note 12 of the financials.

(B) Liquidity risk

The Group has a central treasury department, which is responsible for maintaining adequate liquidity in the system to fund business growth, capital expenditures, as also ensure the repayment of financial liabilities. The department obtains business plans from business units including the capex budget, which is then consolidated and borrowing requirements are ascertained in terms of Long term funds and short-term funds. Considering the peculiar nature of EPC business, which is very working capital intensive, treasury maintains flexibility in funding by maintaining availability under committed credit lines in the form of fund based and non-fund based (LC and BG) limits.

The limits sanctioned and utilised are then monitored monthly, fortnightly and daily basis to ensure that mismatches in cash flows are taken care of, all operational and financial commitments are honoured on time and there is proper movement of funds between the banks from cashflow and interest arbitrage perspective.

(i) Financing arrangements

The Group had access to the following undrawn borrowing facilities at the end of the reporting period

Particulars	₹ in Lakhs	
	31-Mar-22	31-Mar-21
Floating / Fixed Rate		
- Expiring within One year (Bank overdraft and other facilities)	272,054.61	233,965.00

Bank overdraft facilities are sanctioned for a period of one year which are then enhanced / renewed from time to time. Though the Bank overdrafts are repayable on demand as per the terms of sanction, these are usually renewed by all banks in normal circumstances. Hence Bank overdraft facilities are available for use throughout the year.

(ii) Maturities of financial liabilities

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

Particulars	₹ in Lakhs					
	Carrying value as at March 31, 2022	upto 1 year	Between 1 and 2 years	Between 2 and 5 years	More than 5 years	Total
Borrowings (refer note 18)	4,491.00	3,307.68	1,183.32	-	-	4,491.00
Trade payables	123,546.69	123,546.69	-	-	-	123,546.69
Lease liabilities (including expected interest payable)	4,587.80	1,898.60	1,575.84	1,393.06	582.30	5,449.80
Other financial liabilities	46,192.39	46,157.91	34.48	-	-	46,192.39
Total	178,817.88	174,910.88	2,793.64	1,393.06	582.30	179,679.88

Notes to consolidated financial statements

for the year ended 31st March, 2022

Note 35: Financial risk management objectives and policies (Contd..)

Particulars	₹ in Lakhs					
	Carrying value as at March 31, 2021	upto 1 year	Between 1 and 2 years	Between 2 and 5 years	More than 5 years	Total
Borrowings (refer note 18)	47,062.89	44,507.78	1,319.29	1,235.82	-	47,062.89
Trade payables	96,015.17	96,015.17	-	-	-	96,015.17
Lease liabilities (including expected interest payable)	3,863.29	1,937.17	1,246.54	1,216.19	-	4,399.90
Other financial liabilities	54,845.69	55,025.47	988.06	-	-	56,013.53
Total	201,787.04	197,485.59	3,553.89	2,452.01	-	203,491.49

(C) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk such as commodity risk.

(i) 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 Group operates in the global market and is therefore exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the US Dollar ('USD'), Euro ('EUR'), Great Britain Pound ('GBP'), Chinese Yuan Renminbi ('RMB'), United Arab Emirates Dirham ('AED'), Kenyan Shillings ('KES'), Zambian Kwacha ('ZMW') and Canadian Dollar ('CAD'). Exposure is largely in exports receivables and Imports payables arising out of trade in the normal course of business. As these commercial transactions are recorded in currency other than the functional currency (INR), the Group is exposed to Foreign Exchange risk arising from future commercial transactions and recognised assets and liabilities. The Group is a net importer as its imports and other forex liabilities exceeds the exports. It ascertains its forex exposure and bifurcates the same into forex receivables and payables. These exposures are covered by taking appropriate forward cover from the banks.

The Group takes a forward cover for the period which matches the maturity date of the forex liability which is proposed to be hedged. On maturity date, the forward contracts are utilized for settlement of the underlying transactions.

(a) Foreign currency risk exposure:

The Group's exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows :

Particulars	31-Mar-22		31-Mar-21	
	Financial assets	Financial liabilities	Financial assets	Financial liabilities
USD	1,150.95	664.80	472.20	7,423.26
EUR	1.81	11.33	-	7.66
CFA	68.34	188.05	261.52	191.22
GBP	61.57	-	42.55	-
RMB	114.76	170.21	60.70	57.44
KES	1,138.50	261.28	2,290.94	-
ZMW	146.49	167.91	7.87	75.83
SGD	-	0.41	-	-
AED	17.49	17.37	43.44	20.39

Further, the Group has open foreign exchange forward contracts amounting to USD 24.48 lakhs (March 31, 2021 - USD 117.77 lakhs)

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 35: Financial risk management objectives and policies (Contd..)

b) Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments is given below

Particulars	(₹ in Lakhs)	
	Impact on profit after tax & Equity	
	31-Mar-22	31-Mar-21
USD sensitivity		
INR appreciates by 5% (31 March 2021 - 5%)	(24.31)	347.55
INR depreciated by 5%(31 March 2021 - 5%)	24.31	(347.55)

In respect of exposure in other currencies, the impact of sensitivity of which is very negligible.

(ii) 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. In case of short term borrowings, the interest rates is fixed in a large number of cases, hence the interest rate risk is negligible.

(iii) Commodity Price risk

The Parent Company's revenue is exposed to market risk of price fluctuations related to the sales of its products. Market forces generally determine the prices for the products sold by the Parent Company. This prices may be influenced by the factors such as supply, demand, production cost (including the cost of raw materials) , regional and global economic conditions and growth. Adverse changes in any of the factors may reduce the revenue that Parent Company earns from sale of its products. The Parent Company is therefore subject to fluctuations in prices for the purpose of raw materials like Aluminium, Copper and other raw material inputs.

Commodity hedging is used primarily as a risk management tool to secure the future cash flow in case of volatility by entering into commodity forward contracts. The Parent Company has entered into commodity forward contracts for aluminium and Copper. Hedging the price volatility of forecast aluminium and copper purchases is in accordance with the risk management strategy outlined by the Board of Directors. Hedging commodity is based on procurement schedule and price risk. Commodity is undertaken as a risk offsetting exercise and depending upon market conditions, hedges may extend beyond the financial year.

There is an economic relationship between the hedged items and the hedging instruments as the terms of the foreign exchange and commodity forward contracts match the terms of the expected highly probable forecast transactions (i.e., notional amount and expected payment date). The Parent Company has established a hedge ratio of 1:1 for the hedging relationships as the underlying risk of the foreign exchange and commodity forward contracts are identical to the hedged risk components. To test the hedge effectiveness, the Parent Company uses the hypothetical derivative method and compares the changes in the fair value of the hedging instruments against the changes in fair value of the hedged items attributable to the hedged risks.

The hedge ineffectiveness can arise from:

- Differences in the timing of the cash flows of the hedged items and the hedging instruments
- Different indexes (and accordingly different curves) linked to the hedged risk of the hedged items and hedging instruments
- The counterparties' credit risk differently impacting the fair value movements of the hedging instruments and hedged items
- Changes to the forecasted amount of cash flows of hedged items and hedging instruments

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 35: Financial risk management objectives and policies (Contd..)

A The Parent Company is holding the following commodity future contracts:

(₹ in Lakhs)

	Maturity					Total
	Less than 1 month	1 to 3 months	3 to 6 months	6 to 9 months	9 to 12 months	
As at 31st March 2022						
Aluminium						
Notional Qty (in MT)	195.00	-	-	-	-	195.00
Notional amount (in INR Lakhs)	546.86	-	-	-	-	546.86
Average hedged rates (per MT)	2.80	-	-	-	-	-
Copper						
Notional Qty (in MT)	22.50	-	-	-	-	22.50
Notional amount (in INR Lakhs)	183.32	-	-	-	-	183.32
Average hedged rates (per MT)	8.15	-	-	-	-	-
As at 31st March 2021						
Aluminium						
Notional Qty (in MT)	-	-	-	-	-	-
Notional amount (in INR Lakhs)	-	-	-	-	-	-
Average hedged rates (per MT)	-	-	-	-	-	-
Copper						
Notional Qty (in MT)	-	-	-	-	-	-
Notional amount (in INR Lakhs)	-	-	-	-	-	-
Average hedged rates (per MT)	-	-	-	-	-	-

B The impact of hedged items on the balance sheet is, as follows

(₹ in Lakhs)

	Change in fair value used for measuring ineffectiveness	Effective portion of cash flow hedges	cost of cash flow hedges
As at 31st March 2022			
Commodity future contracts	51.20	51.20	2.88
As at 31st March 2021			
Commodity future contracts	-	-	-

C The effect of the cash flow hedge in the statement of profit and loss is, as follows

(₹ in Lakhs)

	Total hedging gain/(loss) recognised in OCI*	Ineffectiveness recognised in profit or loss	Line item in statement of profit and loss	Cost of hedging recognised in OCI	Amount reclassified from OCI to profit or loss	Line item in statement of profit and loss
As at 31st March 2022						
Commodity future contracts	51.20	-	Other comprehensive (income) / loss	2.88	-	-
As at 31st March 2021						
Commodity future contracts	-	-	-	-	-	-

*This represents total unrealised gain/(loss) net of charges and net of taxes

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 36: Capital Management

For the purpose of capital management, capital includes issued equity share capital, securities premium and all other equity reserves attributable to the equity shareholders.

The Group aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to its shareholders. The capital structure of the Group is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. Management considers the amount of capital in proportion to risk and manages the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders (buy-back) or issue new shares.

The Group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Group will take appropriate steps in order to maintain, or if necessary adjust, its capital structure. The management monitors the return on capital as well as the level of dividends to shareholders.

Consistent with others in the industry, the Group monitors capital on the basis of the following gearing ratio:

Total debt (total borrowings including current maturities of long term borrowings) divided by total equity (as shown in the balance sheet). The Group's strategy is to maintain a gearing ratio within 2 times. The Debt Equity ratio is as follows:

	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Total debt	4,491.00	47,062.89
Total equity	170,521.42	157,822.62
Total debt to equity ratio (in times)	0.03	0.30

NOTE 37: Segment reporting

The Group has, pursuant to the provisions of Ind AS 108, identified its business segments as its primary reportable segments, which comprises of Consumer Products; Engineering & Projects and Others. "Consumer Products" includes Appliances, Fans and Consumer Lighting Products; "Engineering & Projects" includes Transmission Line Towers, Power Distribution and Illumination; and "Others" includes Wind Energy.

1) Segment Results

	(₹ in Lakhs)	
Particulars	31-Mar-22	31-Mar-21
a) Consumer Products	27,037.08	31,973.54
b) EPC	(2,480.71)	(5,412.63)
c) Others	(5.65)	(27.87)
Operating Segment profit	24,550.72	26,533.04
Unallocated income / (expenses)		
Depreciation & amortisation expenses	(29.63)	(30.16)
Finance Cost	(6,974.36)	(7,643.44)
Interest income on financial assets measured at amortised cost	(34.89)	890.51
Profit / (Loss) on sale of Property, plant & equipment	(451.42)	1,748.00
Rent received	245.43	258.24
Interest on Income Tax refund	475.67	394.85
Others	169.43	(73.07)
Profit before income tax	17,950.95	22,077.97
Exceptional items	1,322.69	(2,548.61)
Profit before income tax	16,628.26	24,626.58

Notes to consolidated financial statements for the year ended 31st March, 2022

NOTE 37: Segment reporting (Contd..)

The operating segment results includes depreciation and amortization of ₹ 5,600.31 lakhs (March 31, 2021 – ₹ 5,664.67 lakhs) for consumer products, ₹ 1,277.19 lakhs (March 31, 2021 – ₹ 1,783.39 lakhs) for EPC and ₹ 16.30 lakhs (March 31, 2021 – ₹ 38.26 lakhs) for others.

2) Segment Revenue:

	(₹ in Lakhs)	
Particulars	31-Mar-22	31-Mar-21
a) Consumer Products	377,019.68	331,508.08
b) EPC	104,225.19	126,893.41
c) Others	56.58	58.97
Sub-total	481,301.45	458,460.46
Less: Inter Segment Revenue	-	-
Net Sales / Income from Operations	481,301.45	458,460.46

There is no single customer which is more than 10% of the entity's revenues. The amount of its revenue from external customers broken down by location of the customers is shown in table below:

	(₹ in Lakhs)	
Particulars	31-Mar-22	31-Mar-21
India	466,684.72	444,804.11
Outside India	14,616.73	13,656.35
Total	481,301.45	458,460.46

3) Segment Assets

Segment assets are measured on the same principles as they have been for the purpose of these financial statements. These assets are allocated based on the operations of the segment and the physical location of the asset.

	(₹ in Lakhs)	
Particulars	As at March 31, 2022	As at March 31, 2021
a) Consumer Products	195,350.76	167,498.29
b) EPC	132,673.40	193,385.75
c) Others	39.45	133.10
Total Segment Assets	328,063.61	361,017.14
Unallocated		
Deferred tax assets	8,143.54	5,249.35
Income tax assets (net)	10,405.17	7,574.32
Investments	489.36	471.45
Investment Property	12,600.00	12,600.00
Property, Plant & Equipments, Capital work in progress, Intangible assets and	15,385.93	18,237.72
Intangible assets under development		
Cash & cash equivalents	14,253.76	6,162.29
Others	9,815.82	15,459.83
Total assets as per balance sheet	399,157.19	426,772.10

Notes to consolidated financial statements for the year ended 31st March, 2022

NOTE 37: Segment reporting (Contd..)

The total of non-current assets other than financial instruments, investments and deferred tax assets, broken down by location of the assets, is shown below:

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
India	93,060.61	65,804.50
Outside India	34.27	94.68
Total	93,094.88	65,899.18

The capital expenditure incurred for consumer products is ₹ 3,179.00 lakhs (March 31, 2021 - 2,350.83 lakhs), for EPC is ₹ 284.75 lakhs (March 31, 2021 - 305.07 lakhs) and for others is ₹ 1,066.64 lakhs (March 31, 2021 - 494.86 lakhs)

4) Segment Liabilities

Segment liabilities are measured on the same principles as they have been for the purpose of these financial statements. The Group's borrowings and derivative financial instruments are not considered to be segment liabilities but are managed by the treasury function.

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
a) Consumer Products	153,792.53	126,377.63
b) EPC	62,555.16	82,707.78
c) Others	-	-
Total Segment Liabilities	216,347.69	209,085.41
Unallocated		
Borrowings	4,491.00	47,062.89
Others	7,797.08	12,801.18
Total liabilities as per balance sheet	228,635.77	268,949.48

Note 38: Disclosure of transactions with related parties

Name of Related Party and Nature of relationship	Nature of Transaction	2021-22		2020-21	
		Transaction Value for the year	Outstanding receivable / (payable) carried in the Balance Sheet	Transaction Value for the year	Outstanding receivable / (payable) carried in the Balance Sheet
(A) Parent Entities					
	Not Applicable				
(B) Associate - Hind Lamps Limited					
	Purchases	-	-	329.08	-
	Loan given	10.00	10.00	380.00	-
	Interest on loan and advance	0.17	-	59.40	-
	Sales	264.98	32.34	356.61	60.50
	Rent Received	1.80	3.15	7.55	1.35
	Finance Income of preference shares (financial asset at amortised cost)	-	-	24.51	-
(C) Key Management Personnel #					
	Short-term employee benefits	1,979.20	(648.39)	1,706.39	(531.36)
	Gratuity Settlement	-	-	-	-

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 38: Disclosure of transactions with related parties (Contd..)

Name of Related Party and Nature of relationship	Nature of Transaction	2021-22		2020-21	
		Transaction Value for the year	Outstanding receivable / (payable) carried in the Balance Sheet	Transaction Value for the year	Outstanding receivable / (payable) carried in the Balance Sheet
	Post-employment benefits (contribution to superannuation fund)	55.99	-	60.64	-
	Long-term employee benefits (contribution to provident fund)	58.63	-	46.19	-
	Perquisite value of ESOPs exercised during the year	95.48	-	16.46	-
	Total Compensation	2,189.30	(648.39)	1,829.68	(531.36)
	Sales	0.03	-	-	-

(D) Transactions with the Entities which is Controlled or Jointly Controlled by a person identified in para 9 (a) of Ind AS 24 - Related Party Disclosures

	Advance given	-	-	1.80	1.80
	Reimbursement of Expenses	91.57	(8.14)	37.58	(6.56)
	Services Received	36.65	(44.30)	25.81	(39.46)
	Interest Received	0.72	3.68	0.17	-
	Rent Paid (net)	44.10	-	57.00	-
	Deposits given	-	28.24	-	28.24
	Donations Given	50.00	-	-	-
	Deposits Refund	-	-	1.57	-
	Sales	543.88	250.06	777.38	352.28
	Purchases	135.65	(37.15)	254.73	(128.54)

(E) Transactions with the entities in which a person identified in para 9 (a) (i) of Ind AS 24 - Related Party Disclosures is a member of the KMP of the entity

	Advance Insurance Premium for next year	965.12	965.12	-	624.61
	Claims Received	19.28	-	32.31	-
	Insurance Premium paid	681.05	-	1,221.65	-
	Other Expenses	7.97	(0.63)	4.25	(0.74)
	CSR Contribution	233.49	-	175.37	-
	Sales	3.75	6.25	23.93	26.35
	Sale of Asset	-	-	6.00	-
	Employee Benefit Obligations and/or Retirement Benefits	1,500.00	6,830.91	-	5,360.58
	Reimbursement of Expenses	4.79	-	4.79	0.03
	Rent Deposit Advanced	50.00	200.00	-	150.00
	Rent Paid	44.84	(6.30)	35.40	(3.21)
	Purchases	-	-	1.46	-
	Advance given	2.00	-	5.00	-
	Services Received	19.90	(0.46)	9.20	(1.45)
	Rent Received	1.62	0.11	2.11	0.18

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 38: Disclosure of transactions with related parties (Contd..)

		(₹ in Lakhs)			
		2021-22		2020-21	
Name of Related Party and Nature of relationship	Nature of Transaction	Transaction Value for the year	Outstanding receivable / (payable) carried in the Balance Sheet	Transaction Value for the year	Outstanding receivable / (payable) carried in the Balance Sheet
(F) Transactions with the entities which are the post employment benefit plans as identified in para 9 (b) (v) of Ind AS 24 - Related Party Disclosures					
	Trustees Bajaj Electricals Ltd Employees Provident Fund	2,351.60	(173.35)	2,123.55	(170.88)
	Matchwel Electrical India Limited Employees Provident Fund Trust	45.42	(3.97)	41.49	(3.69)
(G) Transactions with the persons identified in para 9 (a) (i) of Ind AS 24 - Related Party Disclosures					
	Refund of Advance Rent	-	(15.00)	-	(15.00)
	Sales	-	(0.81)	-	-

* As the future liability for defined benefit obligations and other long term employment benefits is provided on an actuarial basis for the Company as a whole, the amounts pertaining to key managerial personnel is not ascertainable and hence not included above.

There are no loans or advances granted to promoters, directors, KMPs and the related parties) that are repayable on demand or without any terms or period of repayment.

Note 39. Earnings per share:

	(₹ in Lakhs)	
Particulars	31-Mar-22	31-Mar-21
Profit for the year (A) (₹ In Lakhs) - before exceptional items	13,431.16	16,347.28
Profit for the year (A) (₹ In Lakhs) - after exceptional items	12,440.66	18,895.89
Weighted average number of equity shares for basic EPS (B)	114,702,038	114,218,703
Add: Effect of dilution (employee stock options - Refer Note 33)	419,325	404,101
Weighted average number of equity shares for diluted EPS (C)	115,121,363	114,622,804
Earnings Per Share in Rs. :- after exceptional items		
(a) Basic EPS (A/B)	10.85	16.54
(b) Diluted EPS (A/C)	10.81	16.49
Earnings Per Share in Rs. :- before exceptional items		
(a) Basic EPS (A/B)	11.71	14.31
(b) Diluted EPS (A/C)	11.67	14.26

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 40. Commitments and contingencies

a. Contingent liabilities

	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Contingent Liabilities not provided for :		
i) Claims against the Company not acknowledged as debts (Refer Note x, xi below)	1,582.71	2,067.20
ii) Guarantees on behalf of Subsidiaries ₹ 7,200 Lakhs (Previous Year ₹ 26,700.00 Lakhs) (refer note x below)	-	22,986.70
iii) Excise and Customs duty matters under dispute	15.49	15.49
iv) Service Tax matters under dispute	178.89	149.40
v) Income Tax matters under dispute	4,266.70	385.76
vi) Sales Tax matters under dispute	5,150.43	4,665.02
vii) Uncalled liability in respect of partly paid Shares held as investments	7.20	7.20
viii) Others	1,359.42	181.60

ix. The Parent Company's fluorescent and mercury containing lamps (CFL/FTL) fall within the purview of the E-waste (Management) Rules, 2016 (the "E-waste Rules") which has come in force with effect from October 01, 2016. Under the E-waste Rules the parent Company is responsible for collection and safe disposal of end of life CFL/FTL in terms of Extended Producer Responsibility (EPR) obligation set out therein. In the 57th meeting of Technical Review Committee of Central Pollution Control Board ("CPCB"), the compliances and implementation of EPR Authorisation conditions including targets under the E-waste Rules for the existing producers of CFL/ FTL were deferred till May 01, 2017. Electric Lamp and Component Manufacturers Association of India (ELCOMA), on behalf of all its members, has filed the Writ Petition (C) 5461 of 2016 ("Writ Petition") in the Hon'ble Delhi High Court challenging the inclusion of 'fluorescent and mercury containing lamps' under E-waste Rules. The Hon'ble Delhi High Court by its order dated September 28, 2016, directed the producers of CFL/FTL, to apply for EPR Authorisation without prejudice to their rights and contentions in the said Writ Petition. Subsequently, vide a later order (dated August 5, 2019) the Hon'ble Delhi High Court directed that the said interim order (dated September 28, 2016) shall continue to be operative during the pendency of the Writ.

The matter was supposed to be listed in Mach, 2020 but progress of the case was stalled due to lockdown as courts were only taking up extremely urgent cases through video conferences and since then no development has taken place in the matter.

The Parent Company has been granted EPR authorization under E-Waste (Management) Rules, 2016 by Central Pollution Control Board for Electricals and Electronic Equipment with a collection target of 986.67 MT for FY 2019-20. The Parent Company has entered into agreements with Trans Thane Creek Waste Management Association and GATI Logistics for collection and disposal of E-waste

x. These represent legal claims filed against the Company by various parties and these matters are in litigation. Management has assessed that in all these cases the outflow of resources embodying economic benefits is not probable.

xi. The Parent Company had in earlier years terminated employment agreements of few die casting workmen at the Chakan plant. On 3rd July, 2018, the Honourable Hight Court of Bombay had awarded the appeal in favour of the Company. On 27th June, 2019, the appeal on the matter has been admitted in the Honourable Supreme Court. Management has assessed that the outflow of resources embodying economic benefits is not probable and has accordingly considered the claim of ₹ 307.75 lakhs as contingent liability.

b. Commitments

i. Estimated amounts of contracts remaining to be executed in capital account (net of capital advances) is ₹ 834.87 lakhs (March 31, 2021, ₹ 1,474.86 lakhs).

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 40. Commitments and contingencies (Contd..)

- ii. The Parent Company has entered into an agreement with Bharat Innovation Fund (Category 1 Alternative Investment Fund – Venture Capital Fund) amongst IDBI Trusteeship Services Limited (the trustee) and CIE Advisors Private Limited (the fund manager), for a contribution of ₹ 1,300 lakhs. As on March 31, 2022, only ₹ 418.94 Lakhs has been drawn down by Bharat Innovation Fund.
- iii. During the year the Parent Company has successfully won bidding for the Transmission line package of Ghatampur, Hapur and Indirapuram with Substation at Mohanlalganj. The cost estimated to complete the project has significant exceeded the cost expected at the time of bidding on account of
- Delay in awarding the project;
 - increase in metal prices,

Considering the foreseeable loss on the project basis March 31, 2022 rates, the Parent Company has recorded a loss of ₹ 2,213 lakhs in the year ended March 31, 2022

Note 41: Disclosures of revenue from contracts with customers

The disclosures as required for revenue from contracts with customers are as given below

(i) Disaggregation of revenue

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
A. Revenue from contracts with customers		
Consumer products (includes appliances, lighting and fans)	376,104.98	331,229.65
Engineering, procurement and construction (EPC) (includes power distribution, transmission line towers and illumination)	103,814.25	126,076.73
Others	56.58	58.98
	479,975.81	457,365.36
B. Reconciliation of contracted price with (A) above		
Revenue at contracted price	486,087.64	469,417.95
Unbilled on account of work under certification	(1,516.96)	(3,731.26)
Billing in excess of contract revenue	10,634.21	5,924.97
Revenue deferred on customer loyalty program and warranty provision	1,523.54	(4,385.12)
Discounts	(13,131.02)	(9,598.70)
Others	(3,621.60)	(262.48)
Revenue from contracts with customers (a)	479,975.81	457,365.36
Add: Other operating income (b)		
Claims received, export incentives, etc	1,325.64	1,095.10
Revenue from operations (a+b)	481,301.45	458,460.46

(₹ in Lakhs)

Particulars	For the year ended	
	31-Mar-22	31-Mar-21
Timing of revenue recognition		
At a point in time	377,076.26	331,567.04
Over a period of time	104,225.19	126,893.42
Revenue from operations	481,301.45	458,460.46

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 41: Disclosures of revenue from contracts with customers (Contd..)

(ii) Contract balances

Particulars	(₹ in Lakhs)	
	31-Mar-22	31-Mar-21
Contract assets	5,344.34	6,861.30
Contract liabilities	9,117.44	20,545.95
Accounts receivables	136,061.17	191,686.48
Revenue recognised in the period from:		
Amounts included in contract liability at the beginning of the period	11,826.15	16,651.91

The contract assets and contract liabilities balances mentioned above pertain to the EPC segment of the Group. The Group executes the work as per the terms and agreements mentioned in the contracts. The Group receives payments from the customers based on the milestone achievement and billing schedule as established in the contracts.

Contract assets are initially recognised for revenue earned from supply of materials and erection services provided when the performance obligation is met. Upon achievement and acceptance of milestones mentioned by the customer, the amounts recognised as contract assets are reclassified to trade receivables.

Contract liabilities are relates to payments received in advance of performance under the contract and billing in excess of contract revenue recognised. Contract liabilities are recognised as revenue when the Group satisfies the performance obligation under the contract.

(iii) Performance obligations

Information about the Group's performance obligations under CP and EPC segment are summarised below:

Consumer Product Segment:

a) Delivery of goods:

The Group sells fans, appliances and lighting products to the dealers and distributors. The performance obligation is satisfied and revenue is recognised on delivery of the goods to the dealer and distributor. The stand alone selling price of the performance obligation is determined after taking the variable consideration and right to return. The contracts do not have a significant financing component. The Group offers standard warranty on selected products. The Group makes provision for same as per the principles laid down under Ind AS 37. The payment is generally due within 30 to 60 days across various streams of dealers and distributors.

b) Loyalty program:

The Group operates a customer loyalty program (for retailers), where the customer is awarded certain points on purchase of selected products from the Group. The customer (retailer) can redeem these points in future. The Group treats the redemption of customer loyalty points as a separate performance obligation. Accordingly, the revenue is recognised by allocating the total transaction price on the stand alone selling prices of sale of goods and loyalty points.

c) Extended warranties:

The Group provides a warranty beyond fixing defects that existed at the time of sale. These service-type warranties are bundled together with the sale of products. Contracts for bundled sales of products and a service-type warranty comprise two performance obligations because the product and service-type warranty are both sold on a stand-alone basis and are distinct within the context of contract. Using the relative stand-alone selling price method, a portion of the transaction price is allocated to the service-type warranty and recognised as deferred revenue. Revenue for service-type warranties is recognised over the period in which the service is provided based on the time elapsed

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 41: Disclosures of revenue from contracts with customers (Contd..)

Engineering, procurement and construction:

The performance obligations in EPC segment is the supply of materials and erection services. The supply of materials and erection services are promised goods and services which are not individually distinct. Hence both of them are counted as a single performance obligation under the contract. The satisfaction of this performance obligation happens over time, as the performance or enhancement of the obligation is controlled by the customer. Also, the performance of the obligation creates an asset without any alternative use to the customer. The Group uses the input method to determine the progress of the satisfaction of the performance obligation and accordingly recognises revenue.

The standalone selling price of the performance obligation is determined after taking the variable consideration and significant financing component

(iv) Unsatisfied performance obligations

Particulars	₹ in Lakhs	
	31-Mar-22	31-Mar-21
Consumer products	16,738.10	18,261.64
EPC	77,994.94	79,255.75
Total	94,733.04	97,517.39

(v) Assets recognised from the costs to obtain or fulfil a contract

Particulars	₹ in Lakhs	
	31-Mar-22	31-Mar-21
Unamortised portion of cost to obtain a contract	17.21	11.01
Amount recognised in the profit and loss account	1,578.86	2,408.46

Note 42: Leases:

The Group for the consumer products segment, generally takes godowns on lease to store the goods at various locations. These godowns generally have a term of 1 year to 3 years. There are few godowns with a longer lease period of 5 years or more also. Similarly, the Group also takes on lease, storage places at various EPC sites to store the inventories which are used for construction. These leases are generally short term in nature, with very few contracts having a tenure of 1-2 years. Further, the Group has few guest houses, residential premises and office premises also on leases which generally for a longer period ranging from 2-5 years.

The Group's obligations under its leases are secured by the lessor's title to the leased assets. Upon adoption of Ind AS 116, the Group applied a single recognition and measurement approach for all leases for which it is the lessee, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets, on the commencement of the lease. There are several lease contracts that include extension and termination options. The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The leases which the Group enters, does not have any variable payments. The lease rents are fixed in nature with gradual escalation in lease rent.

Apart from the above, the Group also has various leases which are either short term in nature or the assets which are taken on the leases are generally low value assets (e.g. printers). Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

The Group has determined leasehold lands also as, right of use assets and hence the same has been classified from property, plant and equipment to right of use assets.

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 42: Leases: (Contd..)

Disclosures under Ind AS 116

Particulars	₹ in Lakhs	
	31-Mar-22	31-Mar-21
Amortization charge for right of use assets	1,848.38	3,123.16
Interest expense on lease liabilities	544.65	944.13
Lease rent expenses for short term leases	2,313.58	1,273.20
Cash outflow towards lease liabilities	2,159.51	3,652.65
- as principal	1,614.86	2,708.53
- as interest	544.65	944.00
Carrying amount of right of use assets	6,855.68	6,123.05
Carrying amount of lease liabilities	4,587.80	3,863.29

For movement of right of use assets, refer note 3

For movement of lease liability, refer note 3. For maturity profile of lease liabilities, refer note 35 (liquidity risk)

For significant judgements used for accounting right of use assets and lease liabilities, refer note 1D(6)

NOTE 43: Disclosure of interest in entities

Disclosure in terms of Schedule III of the Companies Act, 2013 as at and for the year ended March 31, 2022.

Particulars	₹ in Lakhs							
	Net Assets (i.e. Total assets minus total liabilities)		Share in Profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
1. Parent								
Bajaj Electricals Limited	104.66%	178,460.88	123.38%	15,349.82	101.37%	(577.70)	122.42%	15,927.52
2. Subsidiaries								
Nirlep Appliances Private Limited	(2.00%)	(3,408.47)	(5.64%)	(701.75)	(2.51%)	14.28	(5.50%)	(716.03)
Starlite Lighting Limited	(20.33%)	(34,659.94)	(32.02%)	(3,983.23)	1.51%	(8.62)	(30.55%)	(3,974.61)
Bajel Projects Limited	0.02%	40.50	(0.08%)	(9.50)	0.00%	-	(0.07%)	(9.50)
3. Associate								
Hind Lamps Limited	-	-	0.00%	-	0.00%	-	0.00%	-
4. Intercompany eliminations and consolidation adjustments	17.64%	30,088.49	14.35%	1,785.34	(0.38%)	2.17	13.71%	1,783.17
Total	100.00%	170,521.46	100.00%	12,440.68	100.00%	(569.87)	100.00%	13,010.55

Disclosure in terms of Schedule III of the Companies Act, 2013 as at and for the year ended March 31, 2021.

Particulars	₹ in Lakhs							
	Net Assets (i.e. Total assets minus total liabilities)		Share in Profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
1. Parent								
Bajaj Electricals Limited	101.68%	160,473.27	97.19%	18,364.10	99.30%	(859.78)	97.28%	19,223.89
2. Subsidiary								
Nirlep Appliances Private Limited	(1.70%)	(2,687.63)	(2.48%)	(469.02)	0.70%	(6.05)	(2.34%)	(462.95)
3. Joint Venture								
Starlite Lighting Limited	-	-	-	-	-	-	-	-

Notes to consolidated financial statements

for the year ended 31st March, 2022

NOTE 43: Disclosure of interest in entities (Contd..)

Particulars	(₹ in Lakhs)							
	Net Assets (i.e Total assets minus total liabilities)		Share in Profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
4. Associate								
Hind Lamps Limited	-	-	-	-	-	-	-	-
5. Intercompany eliminations and consolidation adjustments	0.02%	37.03	5.30%	1,000.70	-	-	5.06%	1,000.70
Total	100.00%	157,822.62	100.00%	18,895.89	100.00%	(865.83)	100.00%	19,761.72

NOTE 44: Goodwill

Particulars	(₹ in Lakhs)	
	31-Mar-21	
Goodwill on acquisition of Nirlep Appliances Private Limited	2,644.36	
Goodwill on acquisition of Starlite Lighting Limited (refer note 46)	16,356.74	
TOTAL	19,001.10	

During the year ended March 31, 2022, the Group has performed its annual impairment test and determined that there is no impairment. The recoverable amounts of the CGU's have been determined on the basis of the value in use calculations. The calculation uses cash flow projections based on budgets approved by the management, discounting rate and terminal growth rate. Management believes that any reasonably possible change in the key assumptions on which the specific CGU's recoverable amount is based would not cause its carrying amount to exceed its recoverable amount.

Note 45: Business combination on demerger of manufacturing undertaking of the Hind Lamps Limited into the Group

During the previous year, the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated May 21, 2020 had approved the scheme of arrangement for demerger of the manufacturing undertaking of the Hind Lamps Limited (associate of the Parent Company) into the Parent Company, which has been filed with the Registrar of Companies on June 30, 2020. The Parent Company has accounted for the demerger as a business combination under Ind AS 103 as per the Scheme and accounted for the fair value of assets and liabilities acquired. Consequently, the Parent Company has derecognised its existing 19% of the proportionate investment in the manufacturing undertaking of Hind Lamps Limited, resulting in a gain of ₹ 2,548.61 lakhs which has been disclosed as an exceptional items in the financial results. As per the Ind AS 103 and the Scheme, the difference of ₹ 165.18 lakhs, between the fair value of the assets acquired, liabilities assumed and the consideration has been credited to other comprehensive income and accumulated in equity as capital reserve.

Particulars	Amount in Lakhs
Assets	16,656.12
Cash and cash equivalents	3.95
Others current financial assets	68.22
Inventories	767.73
Other current assets	159.47
Deferred tax assets (net)	1,944.83
Financial Assets - Non Current	35.34
Income tax assets (net)	5.14
Investment Properties	12,600.00
Other non-current assets	6.06
Property, plant and equipment	1,042.66
Right of Use Assets	22.72

Notes to consolidated financial statements

for the year ended 31st March, 2022

Note 45: Business combination on demerger of manufacturing undertaking of the Hind Lamps Limited into the Group (Contd..)

Particulars	Amount in Lakhs
Liabilities	14,166.30
Financial Liabilities - Current	4,276.55
Other Current Liabilities	3,985.86
Provisions - Current	100.00
Employee Benefit Obligations - Non Current	1,117.78
Financial Liabilities - Non Current	4,686.11
Fair value of net assets acquired (a)	2,489.82
Consideration (equity shares of BEL and derecognition of existing equity) (b)	2,324.64
Equity shares issued	9.43
Securities premium	1,842.31
Derecognition of existing value of equity as an associate	472.90
Gain on bargain purchase on demerger (a-b)	165.18

Note 46: Business combination on consolidation of Starlite Lighting Limited into the Group

During the current year, the Parent Company at its meeting held on April 30, 2021, executed the Control Transfer Agreement ("CTA") with (i) Shri Ravindra Bharati and Shri Arvind Bharati (collectively, the "Outgoing Promoters"), who, along with the Company, were promoters / joint promoters of Starlite Lighting Limited ("SLL"), (ii) some other shareholders of SLL (related to the outgoing promoters or belonging to their business group), and (iii) SLL

- to terminate the Shareholders Agreement dated February 22, 2007 by and between the outgoing promoters, company and SLL; and
- to record the agreed terms and conditions for the relinquishment and transfer of the joint control and management rights of SLL by the outgoing promoters in favour of the Parent Company such that the Parent Company shall have the sole control and management rights of SLL from the start of the business hours on the Effective Date.

In consideration of the said relinquishment and transfer of joint control and management rights of SLL by outgoing promoters in favour of the Parent Company, the Parent Company has paid an aggregate control premium of ₹ 1,480 lakhs, plus GST as applicable, to the outgoing promoters, subject to the terms and conditions of the said CTA. Subsequently, SLL is consolidated as a subsidiary from April 1, 2021.

Further with the approval granted by the Board of Directors at its meeting, the Share Subscription Agreement ("SSA") has been executed on April 30, 2021 (after the execution of CTA) by and amongst: (i) the Company, (ii) SLL, (iii) Shri Ravindra Bharati, and (iv) Shri Arvind Bharati, for subscribing to the 4,50,00,000 Equity Shares of SLL ("Subscription Shares") by the Parent Company and/or by its identified purchaser(s) at a price of ₹ 10/- per Equity Share, which are issued on a private placement / preferential allotment basis.

Particulars	Amount in Lakhs
Assets	30,095.84
Cash and cash equivalents	4,576.21
Others current financial assets	3,122.87
Inventories	3,195.50
Other current assets	1,044.82
Deferred tax assets (net)	6,932.92
Financial Assets - Non Current	1,043.81
Income tax assets (net)	16.51
Other non-current assets	58.48
Property, plant and equipment	9,947.70
Capital work in progress	157.02

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 46: Business combination on consolidation of Starlite Lighting Limited into the Group (Contd..)

Particulars	Amount in Lakhs
Liabilities	53,474.34
Financial Liabilities - Current	40,215.65
Other Current Liabilities	39.97
Provisions - Current	477.98
Provisions - Non-Current	215.26
Financial Liabilities - Non Current	12,525.48
Fair value of net assets acquired (A)	(23,378.50)
Share of minority at 11.52% (B)	(2,693.20)
Share of owners at 88.48% - (C)	(20,685.30)
Investment in Starlite Lighting Limited (D)	5,991.98
Initial Goodwill E = (C-D)	(26,677.27)
Adjustments made for provision already made in earlier years for preference shares, loans and advances already written off	
- Goodwill (F)	10,320.54
- Minority Interest (G)	366.24
Goodwill on acquisition (E+F)	(16,356.74)
Minority Interest on acquisition (B+G)	(2,326.97)

Note 47: Non-Controlling Interest

Nirlep Appliances Private Limited

During the financial year 2019, the Group had acquired controlling equity stake of 79.85% in Nirlep Appliances Private Limited ('Nirlep') to further augment the product range available under the consumer products segment. In the current year, Mr. Mukund Bhogale, Mrs. Rajani Bhogale, Mr. Ramchandra Bhogale, and Mr. Nityanand Bhogale (collectively, "Continuing Shareholders", of Nirlep Appliances Private Limited ("Nirlep") – a subsidiary of the Group) and the Company have completed the required procedure for transfer of the Option Shares to the Company, as per the terms of the agreement. All the above Option Shares have been acquired by the Company, against a cash consideration of ₹ 1,017.88 lakhs. With the above purchase/acquisition, the entire 100% equity share capital of Nirlep is now legally and beneficially held by the Company along with its nominees, and consequently, Nirlep has now become a wholly-owned subsidiary company of the Company.

Movement in non-controlling interest as on March 31, 2022 is as given below:

Particulars	₹ in Lakhs
For the year ended March 31,2021	
Redemption liability of non-controlling interest as at March 31, 2020 (being the present value of the estimated future purchase price)	885.76
Share in profit / loss attributable to NCI as per the statement of profit and loss	(158.80)
Share in other comprehensive income attributable to NCI	1.22
Redemption liability of non-controlling interest after above adjustments (A)	728.18
Redemption liability of non-controlling interest as at March 31, 2021 (being the present value of the estimated future purchase price) (B)	973.02
Differential recognised in equity (A-B)	244.84
For the year ended March 31,2022	
Redemption liability of non-controlling interest as at March 31, 2021 (being the present value of the estimated future purchase price)	973.02
Share in profit / loss attributable to NCI as per the statement of profit and loss	(102.98)
Share in other comprehensive income attributable to NCI	(3.09)
Redemption liability of non-controlling interest after above adjustments (A)	866.95
Cash consideration for acquisition of remaining minority stake of 20.15% (B)	1,017.88
Differential recognised in equity (A-B)	(150.93)

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 47: Non-Controlling Interest (Contd..)

Starlite Lighting Limited

Movement in non-controlling interest as on March 31, 2022 is as given below:

Particulars	₹ in Lakhs
Non-controlling interest as at April 1, 2021 (date of acquisition)	(2,326.97)
Share in profit / loss attributable to NCI as per the statement of profit and loss for the year	(308.00)
Share in other comprehensive income attributable to NCI for the year	0.99
Non-controlling interest as at March 31, 2022	(2,633.98)

Note 48: Exceptional Items

During the year, the Parent Company has paid ₹ 1,322.69 lakhs as voluntary retirement scheme to the employees of the Shikhoabad factory.

Note 49: Corporate Social Responsibility

As per section 135 of the Companies Act, 2013, the gross amount to be spent by the Parent Company during financial year 21-22 is ₹ 329.58 lakhs (Previous year ₹ 384.91 Lakhs). The Parent Company has spent ₹ 200.40 lakhs (Previous year ₹ 387.24 Lakhs) on various CSR initiatives as below:

Particulars	31-Mar-22	31-Mar-21
Two percent of average net profit of the Parent Company as per section 135(5)	329.58	384.91
Spent on ongoing projects	175.22	65.84
Spent on other than ongoing projects	19.98	109.32
Administrative expenses	5.20	5.17
Others	-	-
Total Amount Spent for the Financial Year. (in ₹) (a) *	200.40	180.33
Total Amount transferred to Unspent CSR Account as per section 135(6) (b)	129.18	204.58
Total (a + b)	329.58	384.91

* The amount has been spent on purposes other than construction / acquisition of asset and no amounts are yet to be paid in cash

Out of the above unspent amount for FY21, of ₹ 204.58 lakhs, the Parent Company has already spent ₹ 37.67 lakhs in the current financial year on various ongoing projects.

Note 50: Other statutory information

- The Group do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- The Group do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,
- The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- The Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- The Group have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

Notes to consolidated financial statements for the year ended 31st March, 2022

Note 50: Other statutory information (Contd..)

- b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
6. The Group have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961
7. Transactions with the companies which are struck off are as under

(₹ in Lakhs)

Nature of Transaction	Count	As on March 31, 2022	As on March 31, 2021
Receivables from customers	2	33.60	41.25
Receivables / (Payable) from /(to) vendors	32	6.92	(26.55)

8. The Group has not granted any loans or advances in nature of loans to promoters, directors and KMPs either severally or jointly with any other person during the year ended March 31, 2022 and March 31, 2021.
9. The Group has not been declared wilful defaulter by any bank, financial institution, government or government authority.
10. The Group has not revalued its property, plant and equipment (including right-to-use assets) or intangible assets during the year ended March 31, 2022.

Note 51: Covid-19 Disclosure

The Group has made an assessment of the impact of continuing COVID-19 pandemic on its current and future operations, liquidity position and cashflow giving due consideration to internal and external factors. The Group is continuously monitoring the situation and does not foresee any significant impact on its operations and the financial position as at March 31, 2022.

Note 52 Subsequent events

The Group has evaluated subsequent events from the balance sheet date through May 17, 2022, the date at which the consolidated financial statements were available to be issued, and determined that there are no material items to disclose.

Note 53: Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

As per our report attached of even date
For **S R B C & CO LLP**
ICAI Firm Registration No. 324982E/E300003
Chartered Accountants

For and on behalf of the Board of directors
of **Bajaj Electricals Limited**

Shekhar Bajaj
Chairman & Managing Director
DIN: 00089358

EC Prasad
Chief Financial Officer

Anuj Poddar
Executive Director
DIN: 01908009

per Vikram Mehta
Partner
Membership No.105938
Mumbai, May 17, 2022

Ajay Nagle
Legal & Company Secretary

Shailesh Haribhakti
Chairman - Audit Committee
DIN: 00007347

Notes



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