

**RDA Holdings Private Limited**

**THIRTY EIGHT ANNUAL REPORT**

**2019-2020**

## **RDA Holdings Private Limited**

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**BOARD OF DIRECTORS**

Mrs. Meher Pudumjee

Mrs. A. R. Aga

Mr. Pheroz Pudumjee

**BANKERS**

HDFC Bank, Bhandarkar Road, Pune

Axis Bank, Kalyaninagar, Pune

**AUDITORS**

B. K. Khare & Co.

Chartered Accountants,

Mumbai

**REGISTERED OFFICE**

501, 5<sup>TH</sup>Floor, Marvel Alaina, Koregaon Park,

Pune 411 001

**RDA HOLDINGS PRIVATE LIMITED**

Regd. Off: 501, 5<sup>th</sup> FLOOR, MARVEL ALAINA, KOREGAON PARK, PUNE 411001

Telephone: 02026158158, CIN: U45001PN1982PTC026507

EMAIL: avinash@rdaholdings.com

**NOTICE**

NOTICE is hereby given that the 38<sup>th</sup> Annual General Meeting of the Members of **RDA Holdings Private Limited** will be held on Wednesday 30<sup>th</sup> December 2020 at the registered office of the Company at 501, 5<sup>th</sup> Floor, Marvel Alaina, Koregaon Park, Pune- 411001 at 10.00 am to transact the following business:

**ORDINARY BUSINESS:**

1. To consider, approve and adopt the audited Balance Sheet (stand-alone & Consolidated) as at March 31,2020 and the Profit and Loss Statement and cash flow statement for the year ended on that date together with the Reports of Directors and Auditors thereon.
2. To consider and if thought fit to pass with or without modification(s) the following resolution as **Ordinary Resolution**.

**“RESOLVED THAT** pursuant to the provisions of Section 139 and such other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time M/s B.K. Khare & Co., Chartered Accountants, Mumbai (Firm Registration No.105102W) be and are hereby appointed as Statutory Auditors for the financial Year 2020-2021 to hold office from the conclusion of this AGM till the conclusion of the 39<sup>th</sup> AGM of the Company to be held in the year 2021 and Mrs. Meher Pudumjee, Chairperson be and is hereby authorised to fix the remuneration in consultation with the Statutory Auditors.”

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR RDA HOLDINGS PRIVATE LIMITED**



**MEHER PUDUMJEE  
CHAIRPERSON**

**DIN: 00019581**

**R/O: BUNGLOW NO. 5, 5 NAYLOR ROAD,  
CLOVER GARDENS PUNE 411001**

Date: 29<sup>th</sup> December 2020

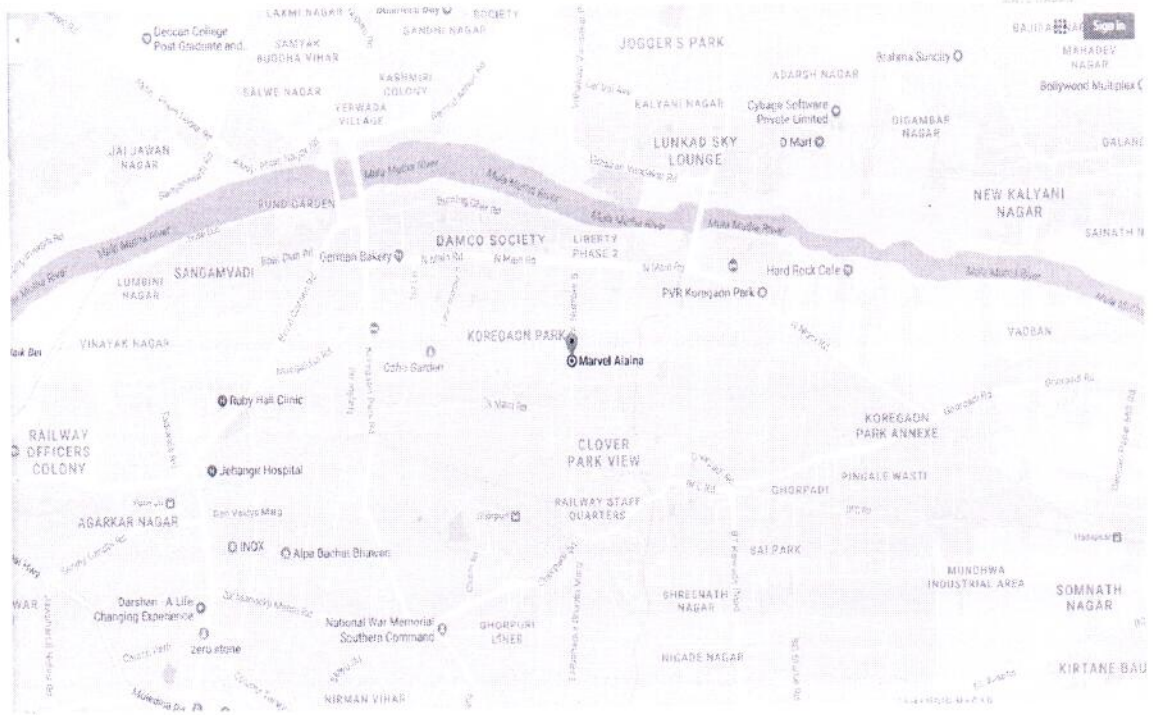
Place: Pune



**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. PROXIES IN ORDER TO BE EFFECTIVE MUST BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE TIME APPOINTED FOR THE MEETING.
3. THE DETAILED ADDRESS OF VENUE OF MEETING WITH ROUTE MAP IS ATTACHED HEREWITH

## Route Map for the venue of Annual General Meeting



**RDA HOLDINGS PRIVATE LIMITED**

Regd. Off: 501, 5<sup>th</sup> FLOOR, MARVEL ALINA, KOREGAON PARK, PUNE 411001

Telephone: 02026158158, CIN: U45001PN1982PTC026507

EMAIL: avinash@rdaholdings.com

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**DIRECTORS' REPORT**

**To,  
The Members,**

Your Directors present **38<sup>th</sup>**Annual Report of the Company for the year ended 31<sup>st</sup> March 2020.

**FINANCIAL RESULTS**

This was the **38<sup>th</sup>**year of operations of the company.

<b>Particulars</b>	<b>Financial Year 2019-2020(Rs in lakhs.)</b>	<b>Financial Year 2018-2019(Rs in lakhs.)</b>
Total Revenue & Other income	9170.11	4048.69
Total Expenses	474.08	1349.26
Profit Before Tax	8696.03	2735.43
Tax Expenses:		
Current Tax-	3.00	59.62
Excess provision written back	0	0
Deferred Tax	42.18	30.03
Profit after Tax	8650.85	2645.78
Appropriations	1730.17	529.15
Transfer to Reserve as per Section 45IC of RBI Act 1934		

**OPERATIONS AND FUTURE PROSPECTS:**

Company is registered Non-Banking Finance Company and Core Investment Company and would carry on only permitted activities as per Reserve Bank of India Regulations. Presently Company is having investment in Thermax Limited and received dividend from Thermax Limited. Company is also having investment in its wholly owned overseas subsidiary RDA Investments Singapore Pte. Ltd.

Your company has earned revenue and other income of Rs. 9170.11 Lakhs in the current year as compared to Rs. 4048.69 Lakhs in the previous year. The company has earned profit after tax of Rs. 8650.85 lakhs in current year as compared to Rs. 2645.78 lakhs in previous year.

**DIVIDEND**

In order to retain the profits of the company your directors have not declared any dividend for the financial year 2019-2020

**EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in form MGT- 9 is annexed herewith as "Annexure A".

## MEETINGS OF THE BOARD

Number of meetings of the Board.

During the Year the Board Meetings of Board of Directors were duly held 7 (Seven) times on 13<sup>th</sup> April 2019, 14<sup>th</sup> May 2019, 18<sup>th</sup> June 2019, 25<sup>th</sup> September 2019, 24<sup>th</sup> December 2019, 16<sup>th</sup> March 2020 and 17<sup>th</sup> March 2020.

Directors' attendance record

Name of Directors	Board Meeting Held	Board Meetings attended
A.R. Aga	7	7
Meher Pudumjee	7	7
Pheroze Pudumjee	7	7

During the financial year, Corporate Social Responsibility Committee meeting held on 25<sup>th</sup> September 2019

Name of Directors	Committee Meetings Held	Committee Meetings attended
A.R. Aga	1	1
Meher Pudumjee	1	1
Pheroze Pudumjee	1	1

During the financial year, Audit Committee meetings held on 13<sup>th</sup> April 2019, 18<sup>th</sup> June 2019, 25<sup>th</sup> September 2019 and 16<sup>th</sup> March 2020

Name of Directors	Committee Meetings Held	Committee Meetings attended
A.R. Aga	4	4
Meher Pudumjee	4	4
Pheroze Pudumjee	4	4

## CAPITAL

During the period under report, Company has issued equity shares on rights basis. Company issued and allotted 167039 equity shares of face value Rs 10/- each at premium of Rs. 888/- per equity share for cash to its existing shareholders. The paid up share capital as on 31<sup>st</sup> March 2020 is 1,76,88,630 Equity shares divided into 17,68,863 Equity shares of Rs. 10/- each.

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to requirements of section 134 (3) (c) of the Companies, Act, 2013, the Directors state that:

- i) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and



- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) the directors have prepared the annual accounts on a going concern basis.
- v) the Company being a non listed entity, statement pertaining to internal financial control under this clause is not required to be given.
- vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **SECRETARIAL STANDARDS:**

The company complies with all applicable mandatory secretarial standards issued by Institute of Company Secretaries of India.

#### **AUDITORS:**

The Company has appointed M/s. B. K. Khare and Co, Chartered Accountants, Mumbai (Firm Registration No. 105102W) as the Statutory Auditors in the last annual general meeting till the conclusion of Annual General Meeting to be held in the year 2020. The auditors are eligible for appointment for the financial year 2020-2021. The auditors have given their eligibility under section 141 of the Companies Act, 2013 read with rules framed there under for their appointment for the financial year 2020-2021. Members are requested to appoint the auditors and fix their remuneration.

#### **FRAUDS REPORTED BY THE AUDITOR IF ANY**

No frauds have taken place in the company as also reported by the Auditors.

#### **EXPLANATION ON COMMENTS ON AUDITORS' REPORT**

There are no qualifications, reservations or adverse remarks or disclaimer made by the statutory auditors in their audit report.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE BY THE COMPANY UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

The Company has not granted any loans, secured or unsecured to Companies, firms or other parties under section 186 of the Companies Act 2013. The Company has not given guarantees attracting provisions of section 186 of the Companies Act, 2013. The Company has made investments. Kindly refer note no. 2 of the financial statements.

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188**

There were no such contracts or Arrangements with related parties referred to in sub-section (1) of section 188 during the financial year 2019-2020.

#### **STATE OF COMPANY'S AFFAIRS**

Discussion on state of Company's affairs has been covered in operations and future prospects point already covered in the Directors Report.

**AMOUNTS PROPOSED TO BE CARRIED TO RESERVES:**

During the year under review, Company has transferred necessary amount pursuant to section 45IC of RBI Act. Kindly refer note B of other Equity in Financial Statements.

**MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY AFTER MARCH 31, 2020 AND BEFORE THE DATE OF THE REPORT:**

There were no such changes and commitments affecting the financial position of the company.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO:**

There is nothing to be reported with respect conservation of energy, technology absorption and foreign exchange earnings & outgo with respect to information required to be given pursuant to Section 134 (1) (m) of the Companies Act 2013, read with the Rule 8 of Companies (Accounts) Rules 2014.

**RISK MANAGEMENT POLICY:**

The Company has a Business Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage.

**CORPORATE SOCIAL RESPONSIBILITY**

As a part of initiatives under Corporate Social Responsibility, the Company has provided donations to notable organizations in the area of promotion of education and healthcare. These projects are in accordance with the Schedule VII of the Companies Act, 2013. In view of the requirements of the Companies Act, 2013, the Company has formed a Corporate Social Responsibility Committee and approved CSR Policy. The annual report on CSR activities is annexed as Annexure "B".

**CHANGE IN THE NATURE OF BUSINESS**

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

**DETAILS OF APPOINTMENT AND RESIGNATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

There was no change in the constitution of board of Directors. None of the Directors are liable to retire by rotation in terms of the provisions of the Articles of Association of the Company.



**NAMES OF THE COMPANIES WHICH HAVE BECOME/ CEASED TO BE SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR**

As on 31<sup>st</sup> March 2020, Company is having one Subsidiary i.e. Thermax Limited. The company has further invested an in its wholly owned subsidiary with the name RDA Investments Singapore Pte. Ltd. The report on performance of the subsidiary and step down subsidiaries/joint ventures is given in the Annexure "C" to the Directors Report.

**DEPOSITS**

The Company has not accepted deposits under Chapter V of the Companies Act, 2013. Further company has accepted unsecured loan from directors. Kindly refer note no. 5 of financial statements.

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

The Company has not received any such orders from Regulators, Courts or Tribunals during the year, which may impact the going concern status or the Company's operations in future.

**INTERNAL FINANCIAL CONTROL**

The Company has a proper and adequate system of internal financial control commensurate with the size and nature of business. The Company's Internal financial controls operate effectively and ensure orderly and efficient conduct of its business including adherence to its policies, safeguard its assets, prevent and detect frauds and errors, maintain accuracy and completeness of its accounting records and further enable it in timely preparation of reliable financial information.

**PARTICULARS OF EMPLOYEES:**

Particulars of Employees Drawing Remuneration exceeding the limits as specified in the Rule 5 (2) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

Name of Employee	Mr. Vasant Potbhare
Age of the Employee	66 yrs
Designation of the Employee / Nature of Duties	Chief Executive Officer
Gross Remuneration Received (Rs.)	Rs. 2.24 Cr.
Other Terms And Conditions	Refer Notes
Nature of Employment	Contractual
Qualification	B. Com
Experience	45 Yrs
Date of Commencement of Appointment/ Employment	1 <sup>st</sup> April 2017
The last employment held by	Elanta Beck India Limited

such employee before joining the company;	
Percentage of equity shares held by employee	NIL
Whether such employee is relative of Director or Manager of the Company	No.

**Notes:**

- 1) Gross remuneration includes Salary, bonus to directors, Allowances and cost of other perquisites.
- 2) Designation denotes nature of duties also.
- 3) Other terms and conditions are as per service rules and conditions of the Company.
- 4) The nature of employment of the employee is contractual.

**INFORMATION ON CASES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

There are no women employees in the Company. There are no cases reported in the Company under above mentioned Act.

**ACKNOWLEDGEMENTS:**

The Directors take this opportunity to place on record their appreciation of continued support and co-operation extended by the government authorities, shareholders, bankers. Your Directors look forward to their continued support in the future.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
FOR RDA HOLDINGS PRIVATE LIMITED**



MEHER PUDUMJEE  
CHAIRPERSON & DIRECTOR  
DIN: 00019581  
R/O: BUNGLOW NO. 5, 5 NAYLOR ROAD,  
CLOVER GARDENS PUNE 411001

Date: 29<sup>th</sup> December 2020  
Place: Pune



Annexure A  
FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN  
As on financial year ended on 31.03.2020

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

**I. REGISTRATION & OTHER DETAILS:**

1	CIN	U45001PN1982PTC026507
2	Registration Date	27-02-1982
3	Name of the Company	RDA Holdings Private Limited
4	Category/Sub-category of the Company	Company Limited by Shares Indian Non Government Company
5	Address of the Registered office & contact details	501, 5th Floor, Marvel Alaina, Koregaon Park, Pune 411 001 and avirash@rdaholdings.com Phone No. - 020-26158158
6	Whether listed company	UNLISTED
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Not Applicable

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Activities of Holding Companies	6420	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
	Refer an annexure				

Note 1 ARA Trusteeship Company Private Limited is holding 1768860 Equity Shares of RDA Holdings Private Limited as a trustee of Rohinton & Anu Aga Family Discretionary No. 2 Trust and accordingly ARA Trusteeship Company Private Limited is not recognized as holding company of RDA Holdings Private Limited.

#### IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

##### (i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1st April 2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF		2	2	0.00%		3	3	0.00%	50.00%
b) Central Govt			-	0.00%			-	0.00%	0.00%
c) State Govt(s)			-	0.00%			-	0.00%	0.00%
d) Bodies Corp.			-	0.00%			-	0.00%	0.00%
e) Banks / FI			-	0.00%			-	0.00%	0.00%
f) Any other - Trust through trusteeship company		1601822	16,01,822	100.00%		17,68,860	17,68,860	100.00%	10.43%
<b>Sub Total (A) (1)</b>	-	1601824	16,01,824	100.00%	-	17,68,863	17,68,863	100.00%	10.43%
(2) Foreign									
a) NRI Individuals			-	0.00%			-	0.00%	0.00%
b) Other Individuals			-	0.00%			-	0.00%	0.00%
c) Bodies Corp.			-	0.00%			-	0.00%	0.00%
d) Any other			-	0.00%			-	0.00%	0.00%
<b>Sub Total (A) (2)</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>TOTAL (A)</b>	-	16,01,824	16,01,824	100.00%	-	17,68,863	17,68,863	100.00%	10.43%

B. Public Shareholding										
<b>1. Institutions</b>										
a) Mutual Funds				-	0.00%			-	0.00%	0.00%
b) Banks / FI				-	0.00%			-	0.00%	0.00%
c) Central Govt				-	0.00%			-	0.00%	0.00%
d) State Govt(s)				-	0.00%			-	0.00%	0.00%
e) Venture Capital Funds				-	0.00%			-	0.00%	0.00%
f) Insurance Companies				-	0.00%			-	0.00%	0.00%
g) FIs				-	0.00%			-	0.00%	0.00%
h) Foreign Venture Capital Funds				-	0.00%			-	0.00%	0.00%
i) Others (specify)				-	0.00%			-	0.00%	0.00%
Sub-total (BY1):-				-	0.00%			-	0.00%	0.00%
<b>2. Non-Institutions</b>										
a) Bodies Corp.										
i) Indian				-	0.00%			-	0.00%	0.00%
ii) Overseas				-	0.00%			-	0.00%	0.00%
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh				-	0.00%			-	0.00%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh				-	0.00%			-	0.00%	0.00%

c) Others (specify)													
Non Resident Indians			-	0.00%						-	0.00%		0.00%
Overseas Corporate Bodies			-	0.00%						-	0.00%		0.00%
Foreign Nationals			-	0.00%						-	0.00%		0.00%
Clearing Members			-	0.00%						-	0.00%		0.00%
Trusts			-	0.00%						-	0.00%		0.00%
Foreign Bodies - D R			-	0.00%						-	0.00%		0.00%
Sub-total (B)(2):-			-	0.00%						-	0.00%		0.00%
Total Public (B)			-	0.00%						-	0.00%		0.00%
C. Shares held by Custodian for GDRs & ADRs			-	0.00%						-	0.00%		0.00%
Grand Total (A+B+C)		16,01,824	16,01,824	100.00%						17,68,863	17,68,863	100.00%	10.43%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year				Shareholding at the end of the year				% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares			
1	Mrs. Amavaz Aga	2	0.01%	0	3	0.00%	0	0.01%		
2	Mrs. Meher Pheroz Pudumjee	-	0.00%	0	-	0.00%	0	0.00%		
3	Mr. Pheroz Naswanjee Pudumjee	-	0.00%	0	-	0.00%	0	0.00%		
4	ARA Trusteeship Company Pvt Ltd as Trustee of Rohinton & Anu Aga Family Discretionary No. 2 Trust	16,01,822	99.99%	0	17,68,860	100.00%	0	99.99%		



(iii) Change in Promoters' Shareholding :

SN	Name:	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
		At the beginning of the year		1,601,822	100.00%	1,768,860	0.01%
		Changes during the year	Allot	167,038	10.43%		0.00%
		At the end of the year		1,768,860	0.01%	1,768,860	0.01%
1	ARA Trusteeship Company Pvt Ltd as Trustee of Rohinton & Anu Aga Family Discretionary No. 2 Trust						
		At the beginning of the year					
		Changes during the year					
		At the end of the year					
1	Name: Arnavaz Aga						
		At the beginning of the year		2	0.00%	3	0.01%
		Changes during the year	Allot	1	0.00%		0.00%
		At the end of the year		3	0.01%	3	0.01%

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

**Not applicable since the entire shares are held by promoters**

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Name						
		At the beginning of the year					0.00%
		Changes during the year					0.00%
		At the end of the year					0.00%

**(v) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Name: Amavaz Aga						
	At the beginning of the year	01.04.2019		2	0.00%	3	0.00%
	Changes during the year	17.03.2019	Allot	1	0.00%		0.00%
	At the end of the year	31.03.2020		3	0.00%	3	0.00%

**V. INDEBTEDNESS:**

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

(Amt. Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount		-		-
ii) Interest due but not paid		-		-
iii) Interest accrued but not due		-		-
<b>Total (+i+ii+iii)</b>		-		-
<b>Change in Indebtedness during the financial year</b>				
* Addition		-		-
* Reduction		-		-
<b>Net Change</b>		-		-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount		66,00,00,000.00		66,00,00,000.00
ii) Interest due but not paid		-		-
iii) Interest accrued but not due		-		-
<b>Total (+i+ii+iii)</b>		66,00,00,000.00		66,00,00,000.00

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: NIL**

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

SN.	Particulars of Remuneration	Name	Name of MD/WTD/ Manager	Total Amount (Rs)
		Designation		
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			-
2	Stock Option			-
3	Sweat Equity			-
	Commission			-
4	- as % of profit			-
	- others, specify			-
5	Others, please specify			-
	Total (A)			-
	Ceiling as per the Act			-

B. Remuneration to other Directors: NIL

SN.	Particulars of Remuneration	Name of Directors			Total Amount (Rs)
1	Independent Directors	Meher Pudumjee	A. R. Aga	Pheroze Pudumjee	-
	Fee for attending board committee				-
	Commission				-
	Others, please specify				-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors				-
	Fee for attending board committee				-
	Commission				-
	Others, please specify				-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration				-
	Overall Ceiling as per the Act				-

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

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rs)
	Name				
	Designation	CEO	CFO	CS	
1	Gross salary				-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				-
	(b) Value of perquisites u/s 17(2) Income-				-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				-
2	Stock Option				-
3	Sweat Equity				-
	Commission				-
4	- as % of profit				-
	- others, specify				-
5	Others, please specify				-
	Total	-	-	-	-



**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (Give Details)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
FOR RDA HOLDING PRIVATE LIMITED**



**MEHER PUDUMJEE  
CHAIRPERSON & DIRECTOR  
DIN: 00019581  
R/O: BUNGLOW NO. 5, 5 NAYLOR ROAD,  
CLOVER GARDENS PUNE 411001**

**Place: Pune  
Date : 29th December 2020**

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Thermax Limited 13 MIDC Industrial Area Chnchwad pune 411019	D- L29299PN1980PLC022787	subsidiary	53.99	2(87)
2	RDA Investments Singapore PTE Limited	NA	subsidiary	100	2(87)
3	Thermax Sustainable Energy Solutions Limited Thermax House, 14- Mumbai-Pune Road Wakdewadi, Pune 411003	U29219PN1987PLC045658	Subsidiary	100	2(87)
4	Thermax Engineering Construction Co. Ltd Thermax House, 14- Mumbai-Pune Road Wakdewadi, Pune 411003	U29246MH1991PLC062959	Subsidiary	100	2(87)
5	Thermax Instrumentation Ltd Thermax House, 14- Mumbai-Pune Road Wakdewadi, Pune 411003	U72200MH1996PTC099050	Subsidiary	100	2(87)
6	Thermax Onsite Energy Solutions Ltd Thermax House, 14- Mumbai-Pune Road Wakdewadi, Pune 411003	U40109PN2009PLC134659	Subsidiary	100	2(87)
7	Thermax Cooling Solutions Ltd (Formerly known as Thermax SPX Energy Technologies Ltd ) Thermax House, 14- Mumbai-Pune Road Wakdewadi, Pune 411003	U29299PN2009PLC134761	Subsidiary /Joint Veture	51	2(87)
8	Thermax Babcock & Wilcox Energy Solutions Pvt Ltd Dhanraj Mahal, 2nd Floor, Chhatrapati Shivaji Maharaj Marg, Near Regal Cinema, Colaba, Mumbai 400039	U29253MH2010PTC204890	Subsidiary	51	2(87)
9	Thermax International Ltd. (Mauritius) 9th Floor, Ebene Tower, 52 Cybercity, Ebene, Republic of Mauritius	23638/5452	Subsidiary	100	2(87)
10	Thermax Europe Ltd (UK) I Lumley Street, Mayfair, London W1K 6TT	3183441	Subsidiary	100	2(87)
11	Thermax Europe Ltd (UK) I Lumley Street, Mayfair, London W1K 6TT	3306002	Subsidiary	100	2(87)
12	Thermax do Brasil Energia Equipments Ltd. (Brazil) Av. Paulista, 37-04, ander-edificio Pq, cultural Paulista, São Paulo, Brazil	NIRE 35.218.557.301	Subsidiary	100	2(87)
13	Thermax (Zhejiang) Cooling & Heating Engineering Co. Ltd. (China) No.645, Chayuan Road, Jiaxing Economic Development Zone, Jiaxing, Zhejiang, PRC Post: 314003	91330400796482294P	Subsidiary	100	2(87)
14	Thermax Denmark Aps Industrivej Nord 13, Denmark 7400 Herning	CVR NO. 33 25 57 48	Subsidiary	100	2(87)
15	Thermax Netherlands BV Herikerbergweg 238 Luna Arena, 1101 CM Amsterdam Zuidoost, The Netherlands	B.V. - 1619257	Subsidiary	100	2(87)
16	Danstoker A/S Industrivej Nord 13DK-7400, Herning Denmark	CVR NO. 16 14 72 49	Subsidiary	100	2(87)
17	Ejendomsanp-artsselskabet Industrivej Nord 13 (EIN) 13 (EIN) Industrivej Nord 13, Herning, Denmark 7400	CVR NO. 13 96 64 43	Subsidiary	100	2(87)

18	First Energy Private Limited Address: B 101, Signate Corner, Baner Road, Pune 411045	U40200PN2008FTC139032	Subsidiary	76	2(87)
19	Boilerworks A/S Papegøjevej 7, Denmark 6270, Tønder	CVR No.35 22 67 88	Subsidiary	100	2(87)
20	Boilerworks Properties ApS Industrivej Nord 13, Denmark 7400, Herning	CVR No. 35 22 67 61	Subsidiary	100	2(87)
21	Rifox-Hans Richter GmbH Spezialarmaturen Bertha-Von-Suttner- Str. 9, 28207 Bremen, Germany HRB3148	Bremen HRB3148HB	Subsidiary	100	2(87)
22	Thermax SDN BHD 3rd Floor, South Wing, Bangunan Getah Asli, 148 Jalan Ampang, Kuala Lumpur, 59100, Malaysia	944923-K	Subsidiary	100	2(87)
23	Thermax Engineering Singapore Pte Ltd 100 Beach Road #30-00 Shaw Towers Singapore 189702	A201414742R	Subsidiary	100	2(87)
24	PT Thermax International Indonesia Perkantoran Crown Palace, Block. B02-03, Jl. Prof. Dr. Soepomo SH No. 231, Kel. Tebet, Kec. Menteng Dalam, South Jakarta, 12870 Indonesia	Nomor TDP 0903.1.25.97788 BKPM 708/1/IU/PMA/2017	Subsidiary	95	2(87)
25	Thermax Senegal SARL DAKAR (Senegal) Domicilia 29 Avenue Pasteur	0053085822A2	Subsidiary	100	2(87)
26	Thermax Nigeria Ltd. Landmark towers, Plot 5B, Water Corporation Road, Oniru, Victoria Island, Lagos	RC1290610	Subsidiary	100	2(87)
27	Thermax Energy and Environment Philippines Corporation Address: 10/F 8 Rockwell Hidalgo- Plaza Drive Rockwell centre Makati, Matro Manila, Philippines	CRN No. CS201618992	Subsidiary	100	2(87)
28	Thermax Energy & Environment Lanka (Private) Limited	PV124422	Subsidiary	100	2(87)
26	Danstoker Poland Spolka Z Organicznoscia Odpowiedzialnoscia Poland	366077890	Subsidiary	100	2(87)
29	Thermax Inc.USA	NA	Subsidiary	100	2(87)
30	Thermax Engineering Constrcutions FZE Nigeria	NA		100	2(87)
31	Thermax International Tanazania Limited	NA	subsidiary	100	2(87)
32	Thermax (Thailand) Limited	NA	subsidiary	100	2(87)

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Note 1 ARA Trusteeship Company Private Limited is holding 1768860 Equity Shares of RDA Holdings Private Limited as a trustee of Rohinton & Anu Aga Family Discretionary No. 2 Trust and accordingly ARA Trusteeship Company Private Limited is not recognized as holding company of RDA Holdings Private Limited.



**ANNEXURE “B” TO THE DIRECTORS REPORT: REPORT ON CSR ACTIVITIES FOR THE YEAR 2019-2020**

1. The Board of Directors of the Company after taking into account the recommendations of CSR committee has approved the CSR Policy of the Company. The Company is a small closely held company and would pre dominantly focus on education, energy sustainability and promoting health care. Company would be supporting established NGOs. Every year Company shall contribute 2% of the average net profits made by it during the preceding 3 financial years. The contribution shall made directly to the NGO with a proven track record of 3 yrs or more. The Company would study and monitor the projects and would also ensure accountability for the funds invested in the NGOs project.
2. The Composition of the CSR Committee.

In accordance with Section 135 of the Companies Act, 2013 and rules made thereunder, a CSR committee of the Board has been constituted comprising of following members

Mrs. Meher P. Pudumjee	Director
Mrs. A. R. Aga	Director
Mr. Pheroz Pudumjee	Director

1. Average net profit of the company for last three financial years

The average net profit of the Company for the last three financial years is (Rs.7,22,66,000) – considered as NIL

2. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)

The prescribed CSR expenditure is Rs.NIL and not applicable

3. Details of CSR spent during the financial year.

- (a) Total amount to be spent for the financial yearRs.NIL & Not applicable
- (b) Amount unspent, if any; NIL
- (c) Manner in which the amount spent during the financial year is detailed below.

Company has voluntarily spent Rs. 1.62 Cr on CSR expenditure during the financial year 2019-2020 as follows

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise Rs.	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto to the reporting period	Amount spent: Direct or through implementing agency
1	Education	Education		1,00,00,000	1,00,00,000	1,00,00,000	Donation to IPS Media Foundation
2	Healthcare	Healthcare		50,00,000	50,00,000	50,00,000	Donation to Mahabaleswar Hospital
3	Education	Education		7,00,000	7,00,000	7,00,000	Donation to Friends of Children
4	Healthcare	Healthcare		5,00,000	5,00,000	5,00,000	Donation To Hirabai Cowasji Jahangir Medical Research
					Total	1,62,00,00,000	

4. In case the Company has failed to spend the two per cent of the average net profits of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report

Not Applicable

5. A responsibility statement of the CSR Committee that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and policy of the Company

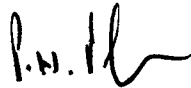
The CSR committee confirms that the implementation and monitoring of the CSR policy is in compliance with the CSR objectives and policy of the Company.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
FOR RDA HOLDINGS PRIVATE LIMITED**



MEHER PUDUMJEE  
CHAIRPERSON

DIN: 00019581  
R/O: BUNGLOW NO. 5, 5 NAYLOR ROAD,  
CLOVER GARDENS PUNE 411001



PHEROZ PUDUMJEE  
CHAIRMAN OF CSR COMMITTEE

DIN: 00019602  
R/O: BUNGLOW NO. 5, 5 NAYLOR ROAD,  
CLOVER GARDENS PUNE 411001

Place: Pune

Date: 29 December 2020

## **INDEPENDENT AUDITOR'S REPORT**

### **To the Members of RDA Holdings Private Limited**

### **Report on the Audit of the Standalone Ind AS Financial Statements**

#### **Opinion**

We have audited the Standalone Ind AS Financial Statements of **RDA Holdings Private Limited** ("the Company"), which comprise the balance sheet as at 31st March 2020, and the statement of profit and loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the Standalone Ind AS Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS Financial Statements give the information required by the Companies Act, 2013 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, 2020, and its profit/loss, changes in equity and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone Ind AS Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Other Information**

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

Our opinion on the Standalone Ind AS 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 Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially



inconsistent with the Standalone Ind AS Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

### **Responsibilities of Management and Those Charged with Governance for the Standalone Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Ind AS Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS 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 Ind AS Financial Statements, the Board of Directors 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 the Board of Directors 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 Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS 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 Ind AS Financial Statements.

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

- Identify and assess the risks of material misstatement of the Standalone Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls only if the company does not meet the criteria specified in the exemption notification G.S.R. 583 (E) dated 13<sup>th</sup> June, 2017, as amended by circular dated 13<sup>th</sup> July, 2017 which provides exemption to private limited companies from the applicability of the requirement of reporting in terms of Section 143(3)(i).
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Ind AS 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 Ind AS Financial Statements, including the disclosures, and whether the Standalone Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and

other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

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

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the '**Annexure**' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. Requirement of reporting in terms of Section 143(3)(i) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, is not applicable to the Company as the company as on 31<sup>st</sup> March 2020, meets the relevant criteria specified in paragraph 5

of Ministry of Corporate Affairs notification number G.S.R. 583 (E) dated 13<sup>th</sup> June, 2017, as amended by circular dated 13<sup>th</sup> July, 2017, which provides exemption to private limited companies which fulfil criteria mentioned in the notification.

- g.* With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, no remuneration has been paid by the Company to its directors during the year.
- 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, in our opinion and to the best of our information and according to the explanations given to us:
- i.* The Company did not have any pending litigations as at the reporting date and which need to be disclosed in the notes to the financial statements;
  - ii.* The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts
  - iii.* There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

**For, B. K. Khare & Co.**  
**Chartered Accountants**

Firm's Registration Number: 105102W

**SHIRISH SURESH RAHALKAR**  
Digitally signed by SHIRISH SURESH RAHALKAR  
Date: 2020.04.30 13:31:52 +05'30'

**Shirish Rahalkar**

Partner

Membership Number: 111212

UDIN: **20111212AAAAHI3839**

Mumbai, April 30, 2020

## **ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT**

Referred to in paragraph 1 of our report of even date on the Standalone Ind AS Financial Statements of RDA Holdings Private Limited for the year ended March 31, 2020

1. In respect of its Fixed Assets:
  - a) The Company does not own any fixed assets. Hence the provisions of clause 3(i) (a), (b) and (c) are not applicable.
2. The Company does not hold any inventories and hence Clause 3(ii) of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company.
3. The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act. Accordingly, the provisions of Clause 3(iii), (a), (b) and (c), of the Order are not applicable to the Company.
4. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and Section 186. Therefore, the provisions of Clause 3(iv) of the Order are not applicable to the company.
5. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified. Therefore, the provisions of Clause 3(v) of the Order are not applicable to the company.
6. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company. Therefore, the provisions of Clause 3(vi) of the Order are not applicable to the company.
7. (a). According to the records of the Company and information and explanations given to us, the Company is regular in depositing with the appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Goods & Services Tax, Sales Tax,, Excise Duty, Service Tax, Customs Duty, value added tax, and other statutory dues applicable to it with the concerned authorities.  
  
(b). According to the information and explanations given to us, there are no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income tax, Goods & Services Tax, Sales Tax, Wealth Tax, Excise Duty, Service Tax, Customs Duty and Value Added Tax that were outstanding, at the year-end for a period of more than six months from the date they became payable.

- (c). According to the information and explanations given to us and records of the Company examined by us, there are no dues of sales tax, service tax, excise duty, customs duty and value added tax and cess which have not been deposited on account of any dispute.
8. As the Company does not have any loans or borrowings from any financial institution or bank or Government, nor has it issued any debentures as at the balance sheet date, the provisions of Clause 3(viii) of the Order are not applicable to the Company.
  9. The Company has neither raised any moneys by way of initial public offer or further public offer (including debt instruments), nor has the company made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year, and hence the reporting under Clause 3(ix) of the Order are not applicable.
  10. Based on the examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
  11. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act. Therefore, provisions of Clause 3(xi) of the Order are not applicable to the Company.
  12. According to the information and explanations given to us, the Company is not a Nidhi Company and hence, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
  13. According to the information and explanations given to us, the related party transactions entered into by the Company are in accordance with the provisions of Section 177 and 188 of the Act and the details of related party transactions have been disclosed in the Standalone Ind AS Financial Statements as required by the applicable accounting standards.
  14. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3(xiv) of the Order is not applicable to the Company. Therefore, provisions of Clause 3(xiv) of the Order are not applicable to the Company.

**B. K. Khare & Co.**  
Chartered Accountants

706-708, Sharda Chambers  
New Marine Lines  
Mumbai 400020

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15. According to the information and explanations given to us the Company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and it has obtained the registration. The company has conducted Non-Banking Financial activities with a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

**For, B. K. Khare & Co.**

**Chartered Accountants**

Firm's Registration Number: 105102W

**SHIRISH SURESH** Digitally signed by SHIRISH  
SURESH RAHALKAR  
**RAHALKAR** Date: 2020.04.30 13:32:31  
+05'30'

**Shirish Rahalkar**

Partner

Membership Number: 111212

UDIN: **20111212AAAAHI3839**

Mumbai, April 30, 2020

**RDA HOLDINGS PRIVATE LIMITED**

**AUDITED FINANCIAL STATEMENTS**

**As at March 31, 2020**



**RDA Holdings Private Limited**  
**Balance Sheet as at March 31, 2020**  
(All amounts are ₹ in lakhs, unless stated otherwise)

(₹ in lakhs)

Particulars	Notes	As at March 31, 2020	As at March 31, 2019
<b>ASSETS</b>			
<b>1 Financial assets</b>			
(a) Cash and cash equivalents	1	14.60	5.61
(b) Bank balances other than (a) above		-	-
(d) Receivables		-	-
(i) Trade receivables		-	-
(ii) Other Receivables		-	-
(e) Loans		-	-
(f) Investments	2	22,498.17	5,744.78
(g) Other financial assets	3	-	-
<b>2 Non-financial assets</b>			
(a) Current tax assets (Net)	4	346.45	307.60
<b>Total Assets</b>		<b>22,859.22</b>	<b>6,057.99</b>
<b>LIABILITIES AND EQUITY</b>			
<b>LIABILITIES</b>			
<b>1 Financial liabilities</b>			
(a) Payables - Trade Payables			
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
(b) Debt securities		-	-
(c) Borrowings (other than Debt Securities)	5	6,600.00	-
(d) Subordinated liabilities		-	-
(e) Other financial liabilities	6	10.82	5.62
<b>2 Non-financial liabilities</b>			
(a) Provisions		-	-
(b) Other non-financial liabilities	7	46.84	1.65
<b>3 EQUITY</b>			
(a) Equity share capital	8	176.88	160.18
(b) Other equity	9	16,024.67	5,890.54
<b>Total Liabilities and Equity</b>		<b>22,859.22</b>	<b>6,057.99</b>
<b>Contingent liabilities &amp; Capital Commitments</b>	10		
<b>Notes forming part of financial statements &amp; disclosures</b>	20		

In terms of our report attached.

**For B.K.Khare & Co.**

Chartered Accountants

Firm Registration No. 105102W

**For and on behalf of the Board of Directors of  
RDA Holdings Private Limited**

Mrs Arnavaz Aga  
**Director**

ARNAVAZ  
ROHINTON  
AGA  
Digitally signed by  
ARNAVAZ ROHINTON  
AGA  
Date: 2020.04.30  
12:32:45 +05'30'

Partner

**Shirish Rahalkar**

Membership No : 111212

Mrs. Meher Pudumjee  
**Director**

MEHER  
PUDUMJEE  
Digitally signed by  
MEHER PUDUMJEE  
Date: 2020.04.30  
12:35:24 +05'30'

Place: Mumbai

Date: 30/04/2020

Mr. Pheroze Pudumjee  
**Director**

Pune,  
Date: 30/04/2020

PHEROZ  
NASWANJEE  
PUDUMJEE  
Digitally signed by  
PHEROZ  
NASWANJEE  
PUDUMJEE  
Date: 2020.04.30  
12:39:19 +05'30'

RDA Holdings Private Limited  
Statement of Profit and Loss for the year ended as on March 31, 2020  
(All amounts are ₹ in lakhs, unless stated otherwise)

(₹ in lakhs)

Particulars	Notes	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Revenue from operations</b>			
(i) Interest income	11	-	7.70
(ii) Dividend income	12	9,006.73	3,859.71
(iii) Fees and commission income	13	-	-
(iv) Net gain on fair value changes	14	163.38	217.28
(v) Net gain on derecognition of financial instruments under amortised cost category	29	-	-
<b>(I) Total revenue from operations</b>		<b>9,170.11</b>	<b>4,084.69</b>
<b>(II) Other income</b>	15	-	-
<b>(III) Total income (I + II)</b>		<b>9,170.11</b>	<b>4,084.69</b>
<b>Expenses</b>			
(i) Employee benefits expenses	16	224.00	160.00
(ii) Depreciation, amortization and impairment	17	-	-
(iii) Other expenses	18	250.08	1,189.26
<b>(IV) Total expenses</b>		<b>474.08</b>	<b>1,349.26</b>
<b>(V) Profit/(loss) before tax (III - IV)</b>		<b>8,696.03</b>	<b>2,735.43</b>
<b>(VI) Tax expense</b>			
(1) Current tax	19	3.00	59.62
(2) Deferred tax	19	42.18	30.03
<b>(VII) Profit/(loss) after tax (V - VII)</b>		<b>8,650.85</b>	<b>2,645.78</b>
<b>Other comprehensive income</b>			
(i) Items that will be reclassified to profit or loss			
Effective portion of gain and losses on hedging instrument in cash flow hedge		-	-
Debt instruments through Other Comprehensive Income (net of tax)		-	-
Income tax relating to items that will be reclassified to profit or loss		-	-
(ii) Items that will not be reclassified to profit or loss			
Remeasurements of the net defined benefit Plans		-	-
Income tax relating to items that will not be reclassified to profit or loss		-	-
<b>(VIII) Other comprehensive income for the period / year [net of tax]</b>		<b>-</b>	<b>-</b>
<b>(IX) Total comprehensive income for the period / year (VII + VIII)</b>		<b>8,650.85</b>	<b>2,645.78</b>
<b>Basic earnings per equity share (₹)</b>		<b>1.47</b>	<b>0.55</b>
<b>Diluted earnings per equity share (₹)</b>		<b>1.47</b>	<b>0.55</b>
<b>Notes forming part of financial statements</b>	20		

In terms of our report attached.

**For B.K.Khare & Co.**  
Chartered Accountants  
Firm Registration No. 105102W

Partner  
**Shirish Rahalkar**  
Membership No : 111212

Place: Mumbai  
Date: 30/04/2020

**For and on behalf of the Board of Directors of  
RDA Holdings Private Limited**

Mrs Arnavaz Aga  
**Director**

ARNAVAZ  
ROHINTON  
AGA  
Digitally signed by  
ARNAVAZ ROHINTON  
AGA  
Date: 2020.04.30  
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Mrs. Meher Pudumjee  
**Director**

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PUDUMJEE  
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MEHER PUDUMJEE  
Date: 2020.04.30  
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Mr. Pheroze Pudumjee  
**Director**

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**NOTE ON DISCLOSURE OF DETAILS AS REQUIRED UNDER CLAUSE NO. 19 OF MASTER DIRECTION - CORE INVESTMENT COMPANIES (RESERVE BANK) DIRECTION, 2016.**

(a) Provisions as per CIC Guidelines - As the company is not engaged in the business of financing, it has not provided any loans/advance and therefore related compliances in relation to classification as 'standard assets , sub standard assets, doubtful and loss assets are not applicable.

(b) Exposure to real estate sector both Direct and Indirect - Nil

(c) Maturity Pattern of Assets and Liabilities

Particulars	Liabilities		Assets	
	Borrowings from Banks and others		Advances	Investments
Up to one month	0	0	0	0
Over one month to 2 months	0	0	0	0
Over 2 months up to 3 months	0	0	0	0
Over 3 months up to 6 months	0	0	0	0
Over 6 months to 1 year	6600	0	0	0
Over 1 year to 3 years	0	0	0	0
Over 3 years to 5 years	0	0	0	0
Over 5 years	0	0	0	10436.51
<b>Total</b>	<b>6600</b>	<b>0</b>	<b>0</b>	<b>10436.51</b>

**Disclosure as required under Annex -1 of Master Direction - Core Investment Companies (Reserve Bank) Directions, 2016.**

Schedule to the Balance Sheet of a non-		(INR in lakhs)	
Particulars			
<b>Liabilities side :</b>			
(1)	<b>Loans and advances availed by the CIC inclusive of interest accrued thereon but</b>	<b>Amount out-standing</b>	<b>Amount overdue</b>
	(a) Debentures : Secured	NIL	NIL
	: Unsecured	NIL	NIL
	(b) Deferred Credits	NIL	NIL
	(c) Term Loans	NIL	NIL
	(d) Inter-corporate loans and borrowing	NIL	NIL
	(e) Commercial Paper	NIL	NIL
	(f) Other Loans (Loan from Director )	6,600	NIL

\* Please see Note 1 below

<b>Assets side :</b>		<b>Amount outstanding</b>
(2)	<b>Break-up of Loans and Advances</b>	NIL
(3)	<b>Break up of Leased Assets and stock on</b>	
	(i) Lease assets including lease rentals	NIL

	(ii) Stock on hire including hire	NIL
	(iii) Other loans counting towards	NIL
(4)	<b>Break-up of Investments :</b>	
	<b>Current Investments :</b>	
	1. Quoted :	NIL
	(i) Shares :	
	(a) Equity	
	(b) Preference	
	(ii) Debentures and Bonds	
	(iii) Units of Mutual Funds	
	(iv) Government Securities	
	(v) Others (Please specify)	
	2. Unquoted:	NIL
	(i) Shares :	
	(a) Equity	
	(b) Preference	
	(ii) Debentures and Bonds	
	(iii) Units of Mutual Funds	
	(iv) Government Securities	
	(v) Others (Please specify)	
	<b>Long Term Investments :</b>	
	1. Quoted :	
	(i) Shares :	
	(a) Equity	1,119.65
	(b) Preference	NIL
	(ii) Debentures and Bonds	NIL
	(iii) Units of Mutual Funds	10,436.51
	(iv) Government Securities	NIL
	(v) Others (Please specify)	NIL
	2. Unquoted:	
	(i) Shares :	
	(a) Equity	10,942.00
	(b) Preference	NIL
	(ii) Debentures and Bonds	NIL
	(iii) Units of Mutual Funds	NIL
	(iv) Government Securities	NIL
	(v) Others (Please specify)	NIL

(5)	<b>Borrower group-wise classification of assets financed as in (2) and (3) above :</b>			
	Category	Amount net of provisions		
		Secured	Unsecured	Total
	1. Related Parties **			
	(a) Subsidiaries			NIL

	(b) Companies in the same group			NIL
	(c) Other related parties			NIL
	other than related parties			NIL
	<b>T o t</b>			NIL

<b>(6) Investor group-wise classification of all investments (current and long term) in</b>			
	<u>Category</u>	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
	<b>1. Related Parties **</b>		
	(a) Subsidiaries	6,52,419.40	12,061.65
	(b) Companies in the same group	NIL	NIL
	(c) Other related parties	NIL	NIL
	Other than related parties	10,436.51	10,436.51
	<b>Total</b>		
** As per Accounting Standard of ICAI (Please see Note 3)			

<b>(7) Other Information</b>		
	<b>Particulars</b>	<b>Amount</b>
(i)	Gross Non-Performing Assets	NIL
	(a) Related parties	
	(b) Other than related parties	
(ii)	Net Non-Performing Assets	NIL
	(a) Related parties	
	(b) Other than related parties	
(iii)	Assets acquired in satisfaction of debt	NIL

**Notes:**

- 1 As defined in Core Investment Companies (Reserve Bank) Directions, 2016.
- 2 Provisioning norms shall be applicable as prescribed in these Directions.
- 3 All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investment and break up/fair value/NAV in respect of unquoted investments shall be disclosed irrespective of whether they are classified as long term or current in (4) above.



**RDA Holdings Private Limited**  
**Statement of Cash Flow for the year ended as on March 31, 2020**  
(All amounts are ₹ in lakhs, unless stated otherwise)

	(₹ in lakhs)	
Particulars	Year ended 31 March 2020	Year ended 31 March 2019
<b>A. Cash flows from operating activities</b>		
Profit after tax for the year (after OCI)	8,650.85	2,645.78
Adjustments for:		
Income tax expense recognised in profit or loss	45.18	89.65
Investment income recognised in profit or loss	-	-
Provision for Diminution in Value of Investments	-	-
Dividend income on long term investment	(9,006.73)	(3,859.71)
Interest accrued on borrowing	-	-
Depreciation and amortisation	-	-
Interest accrued/unamort premium or discount on Investment	-	-
Fair value gains/losses on financial instruments through Profit & Loss	(163.41)	(217.28)
Net foreign exchange (gain)/loss		
	(474.11)	(1,341.56)
Movements in working capital:		
Increase in trade and other receivables	-	-
Increase/(decrease) in Financial Liabilities	6,605.20	-
Increase/(decrease) in Other non-financial liabilities	45.19	-
(Increase)/decrease in Other non-financial assets	-	-
(Increase)/decrease in Financial assets	-	-
Increase/decrease in trade and other payables	-	2.75
Increase/(decrease) in provisions	-	-
Increase/(decrease) in Loans and advances towards financing activities	-	-
(Decrease)/increase in other liabilities	-	-
Cash (used in)/generated from operations	6,176.29	(1,338.81)
Direct taxes refund/(paid) [net]	(84.03)	(37.17)
<b>Net cash (used in)/from operating activities</b>	<b>6,092.25</b>	<b>(1,375.98)</b>
<b>B. Cash flows from investing activities</b>		
Payments to acquire financial assets	-	-
Current investments not considered as Cash and cash equivalents :		
- Purchased	(10,148.00)	(3,489.00)
- Proceeds from sale	-	-
Dividend from long term investments	9,006.73	3,859.71
Purchase of Bond/Debentures	-	-
Redemption of Bond/Debentures	-	-
Investment in equity shares of subsidiaries / associates	-	-
Purchase of long-term investments :		
- Units of Funds	-	-
- Equity Shares	(6,442.00)	-
- Bond/Debentures	-	-
Redemption of long-term investment :		
- Units of Funds	-	-
- Bond/Debentures	-	-
<b>Net cash (used in)/from investing activities</b>	<b>(7,583.27)</b>	<b>370.71</b>

<b>C. Cash flows from financing activities</b>		
Proceeds from issue of share capital (including share premium)	1,500.00	1,000.04
Payment for share issue costs	-	-
Payment for buy-back of shares	-	-
Proceeds from borrowings	-	-
Repayment of borrowings	-	-
Dividend paid on equity shares	-	-
Dividend distribution tax	-	-
Interest paid	-	-
<b>Net cash (used in)/from financing activities</b>	<b>1,500.00</b>	<b>1,000.04</b>
<b>Net (decrease)/increase in cash and cash equivalents (A + B + C)</b>	<b>8.99</b>	<b>(5.23)</b>
Cash and cash equivalents at the beginning of the year	5.61	10.84
<b>Cash and cash equivalents at the end of the year</b>	<b>14.60</b>	<b>5.61</b>

Notes:

1. Statement of cash flows has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows" as specified in the Companies (Indian Accounting Standards) Rules, 2015.

2. Previous year's figures have been regrouped/reclassified wherever applicable.

In terms of our report attached.

**For B.K.Khare & Co.**

**Chartered Accountants**

Firm Registration No. 105102W

**Partner**

**Shirish Rahalkar**

Membership No : 111212

Place: Mumbai

Date: 30/04/2020

**For and on behalf of the Board of Directors of  
RDA Holdings Private Limited**

Mrs Arnavaz Aga

**Director**

ARNAVAZ  
ROHINTON  
AGA

Digitally signed by  
ARNAVAZ  
ROHINTON AGA  
Date: 2020.04.30  
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Mrs. Meher Pudumjee

**Director**

MEHER  
PUDUMJEE

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MEHER PUDUMJEE  
Date: 2020.04.30  
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Mr. Pheroz Pudumjee

**Director**

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PUDUMJEE

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PHEROZ NASWANJEE  
PUDUMJEE  
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Pune,  
Date: 30/04/2020

**RDA Holdings Private Limited**  
**Statement of Changes in Equity for the year ended as on March 31, 2020**  
(All amounts are ₹ in lakhs, except per share data and unless stated otherwise).

**A. Equity share capital**

Particulars	2019-20		2018-19	
	Number of shares	₹ lakhs	Number of shares	₹ lakhs
Issued, subscribed and fully paid up equity shares outstanding at the beginning of the year	16,01,824	160.18	13,23,164	132.32
Add: Shares issued during the year	1,67,000	16.70	2,78,660	27.87
Issued, subscribed and fully paid up equity shares outstanding at the end of the year	<b>17,68,824</b>	<b>176.88</b>	<b>16,01,824</b>	<b>160.18</b>

**B. Other Equity**

Particulars	Reserves and Surplus						Item of other comprehensive income		Total
	Capital redemption reserve	Securities premium account	Reserve u/s 45-IC of Reserve Bank of India Act, 1934	General reserve	Amalgamation Reserve	Retained earnings	Debt instruments through other comprehensive income	Hedging Reserve Fund	
<b>Balance at April 1, 2018</b>	73.75	547.52	-	1,145.09	50.19	455.69	-	-	2,272.24
Profit for the year	-	-	-	-	-	2,645.77	-	-	2,645.77
Other comprehensive income for the year, net of income tax	-	-	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-	2,645.77	-	-	2,645.77
Payment of dividends (₹ 1.53 per share)	-	-	-	-	-	-	-	-	-
Tax on dividend	-	-	-	-	-	-	-	-	-
Issue of equity shares	-	972.52	-	-	-	-	-	-	972.52
Share issue expenses	-	-	-	-	-	-	-	-	-
Transfer to Reserve u/s 36(1)(viii) of Income tax Act, 1961	-	-	-	-	-	-	-	-	-
Transfer to debenture redemption reserve	-	-	-	-	-	-	-	-	-
Transfer to general reserve	-	-	-	-	-	-	-	-	-
Effect of hedging reserve fund	-	-	-	-	-	-	-	-	-
Transfer to Reserve u/s 45 IC of RBI Act 1934	-	-	529.15	-	-	(529.15)	-	-	-
Effects of retrospective application or retrospective restatement	-	-	-	-	-	-	-	-	-
Amounts transferred to initial amount of hedged item	-	-	-	-	-	-	-	-	-
<b>Balance at March 31, 2019</b>	<b>73.75</b>	<b>1,520.04</b>	<b>529.15</b>	<b>1,145.09</b>	<b>50.19</b>	<b>2,572.31</b>	-	-	<b>5,890.53</b>
Profit for the year	-	-	-	-	-	8,650.85	-	-	8,650.85
Other comprehensive income for the year, net of income tax	-	-	-	-	-	-	-	-	-
<b>Total comprehensive income for the year</b>	-	-	-	-	-	<b>8,650.85</b>	-	-	<b>8,650.85</b>
Issue of equity shares	-	1,483.30	-	-	-	-	-	-	1,483.30
Issue of convertible notes (equity portion), net of tax	-	-	-	-	-	-	-	-	-
Share issue costs, net of income tax	-	-	-	-	-	-	-	-	-
Buy-back of equity shares	-	-	-	-	-	-	-	-	-
Share buy-back costs, net of income tax	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-
Transfer to Reserve u/s 45 IC of RBI Act 1934	-	-	1,730.17	-	-	(1,730.17)	-	-	-
Effects of retrospective application or retrospective restatement	-	-	-	-	-	-	-	-	-
Amounts transferred to initial amount of hedged item	-	-	-	-	-	-	-	-	-
<b>Balance at March 31, 2020</b>	<b>73.75</b>	<b>3,003.34</b>	<b>2,259.32</b>	<b>1,145.09</b>	<b>50.19</b>	<b>9,492.98</b>	-	-	<b>16,024.67</b>

In terms of our report attached.

**For B.K.Khare & Co.**  
Chartered Accountants

**For and on behalf of the Board of Directors of**  
**RDA Holdings Private Limited**

Mrs Arnavaz Aga  
Director  
ARNAVAZ ROHINTON AGA  
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Date: 2020.04.30 12:34:10 +05'30'

Mrs. Meher Pudumjee  
Director  
MEHER PUDUMJEE  
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Date: 2020.04.30 12:36:51 +05'30'

Mr. Pheroze Pudumjee  
Director  
PHEROZ NASWANJEE PUDUMJEE  
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Date: 2020.04.30 12:37:52 +05'30'

Partner  
**Shirish Rahalkar**  
Membership No : 111212

Place: Mumbai  
Date: 30/04/2020

**RDA Holdings Private Limited**  
**Notes forming part of financial statements**  
(All amounts are ₹ in lakhs, unless stated otherwise)

**Note 1 : Cash and cash equivalents**

(₹ in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Cash on hand	-	-
Balances with banks	14.60	5.61
Balance with banks in fixed deposit with maturity less than 3 Months	-	-
<b>Total</b>	<b>14.60</b>	<b>5.61</b>

**Note 3 : Other Financial Assets**

(₹ in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Receivable from Mutual Funds	-	-
Forward Contract Receivable	-	-
Accrual of Fee Income	-	-
Accrued Interest on Fixed deposits	-	-
Dividend Receivable	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Note 4 : Current tax assets (Net)**

(₹ in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Advance payment of Income Tax (net of provision for tax)	346.45	307.60
<b>Total</b>	<b>346.45</b>	<b>307.60</b>

**Note 5: Borrowings (other than Debt Securities)**

(₹ in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
<b>(A)</b>		
<b>(a) Term Loans</b>		
<b>(I) from Banks</b>		
<b>(i) At Amortised Cost</b>		
Repo Borrowing	-	-
Term Loan from banks	-	-
Line of credit from bank	-	-
External Commercial Borrowings	-	-
Bank overdraft/ Cash Credit	-	-
<b>Subtotal (a)</b>	<b>-</b>	<b>-</b>
<b>(b) Loan from related parties</b>		
<b>(i) At Amortised Cost</b>		
Loan from directors	6,600.00	-
<b>Subtotal (b)</b>	<b>6,600.00</b>	<b>-</b>
<b>Total (A) = (a+b)</b>	<b>6,600.00</b>	<b>-</b>
<b>(B)</b>		
<b>(a) Borrowings in India</b>		

At Amortised Cost	6,600.00	-
<b>Subtotal (a)</b>	6,600.00	
<b>(b) Borrowings outside India</b>		
At Amortised Cost	-	-
<b>Subtotal (b)</b>	-	-
<b>Total (B)</b>	<b>6,600.00</b>	
<b>Total (B) to tally with (A)</b>	-	-

**Note 6 : Other financial liabilities** (₹ in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Other Payables		
Unclaimed infrastructure bonds application money	-	-
Unclaimed interest on infrastructure bonds	-	-
Dividend Payable	-	-
Liabilities for expenses	10.82	5.62
Other Payables	-	-
Payable against ESOP	-	-
<b>Total</b>	<b>10.82</b>	<b>5.62</b>

**Note 7 : Other non-financial liabilities** (₹ in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Others		
Dividend distribution tax payable	-	-
Deferred Tax Liability (Net)	43.73	1.55
Statutory liabilities	3.11	0.10
<b>Total</b>	<b>46.84</b>	<b>1.65</b>

**Note 8 : Equity Share Capital** (₹ in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Equity Share Capital	176.88	160.18
<b>Total</b>	<b>176.88</b>	<b>160.18</b>

**Note 9 : Other Equity** (₹ in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Capital redemption reserve	73.75	73.75
Securities premium account	3,003.34	1,520.04
General reserves <sup>1</sup>	1,145.09	1,145.09
Reserve u/s 45-IC of Reserve Bank of India Act, 1934 <sup>2</sup>	2,259.32	529.15
Amalgamation Reserve	50.19	50.19
Retained earnings	9,492.98	2,572.32
Debt instruments through other comprehensive income	-	-
Remeasurements of the net defined benefit plans	-	-
Hedging reserve	-	-
<b>Total</b>	<b>16,024.67</b>	<b>5,890.54</b>



**1. General Reserve:** The Company created a General Reserve in earlier years pursuant to the provisions of the Companies Act wherein certain percentage of profits were required to be transferred to General Reserve before declaring dividends. As per Companies Act 2013, the requirement to transfer profits to General Reserve is not mandatory. General Reserve is a free reserve

**2. Reserve u/s 45-IC of Reserve Bank of India Act, 1934:** The Company created a reserve pursuant to the Reserve Bank of India Act, 1934 wherein a sum not less than twenty per cent of its net profit every year as disclosed in the profit and loss account and before any dividend is declared.

**Note 10 : Contingent liabilities**

(₹ in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
(a) Claims against the Company not acknowledged as debt:		
1. Income Tax matter in dispute	-	-
2. Goods & Service Tax matter in dispute	-	-
3. Legal matter in dispute	-	-
(b) Bank Guarantees		
(c) Other money for which the Company is contingently liable:		
1. Liability towards Letter of Comfort	-	-
2. Liability towards Letter of Credit	-	-
<b>Total</b>	-	-

**Other Commitments**

(₹ in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Undisbursed Commitment	-	-
Capital Commitment	-	-
<b>Total</b>	-	-

RDA Holdings Private Limited  
Notes forming part of financial statements  
Note 2 : Investments

Particulars	As on March 31, 2020			As at March 31, 2019		
	Face value per unit (₹)	Quantity	Amount in ₹ in lakhs	Face value per unit (₹)	Quantity	Amount in ₹ in lakhs
<b>A. Investments in fully paid equity shares</b>						
<b>(a) Subsidiaries (at cost)</b>						
<b>Unquoted</b>						
RDA Holdings Singapore PTE Ltd.	1.00	2,13,24,521	10,942.00	1.00	86,72,221	4,500.00
<b>(b) Subsidiaries (at cost)</b>						
<b>Quoted</b>						
Thermax Limited	2.00	6,43,28,500	1,119.65	2.00	6,43,28,500	1,119.65
<b>(c) Other equity shares</b>						
<b>Quoted</b>						
<b>Investments carried at fair value through P &amp; L</b>						
<b>(i) Unquoted</b>						
<b>a. 'Investments carried at fair value through P &amp; L</b>						
			-			-
			-			-
<b>b. Investment in Share Application Money</b>						
<b>B. Investments in debt securities</b>						
<b>(a) carried at fair value through P &amp; L</b>						

(b) carried at fair value through OCI						
<b>C. Investments in mutual funds</b>						
(a) carried at fair value through P & L						
Mutual Fund Investment (Tata Liquid Fund, Regular Plan)	10	3,35,198	10,436.51	10	4,270	125.13
	-	-		-	-	-
	-	-		-	-	-
<b>D. Investments in fully paid preference shares (Unquoted)</b>						
(a) carried at fair value through P & L						
<b>E. Investments in government securities</b>						
(a) carried at amortised cost						
<b>Total – Gross (A)</b>			22,498.16			5,745
(i) Investments outside India						
(ii) Investments in India			22,498.16			5,745
<b>Total (B)</b>			22,498.16			5,745
<i>Total (A) to tally with (B)</i>						
Less: Allowance for Impairment loss (C)			-			-
<b>Total – Net (D)= (A)-(C)</b>			22,498.16			5,744.78

(a) Aggregate amount of quoted investments and market value thereof

-

-

(b) Aggregate amount of unquoted investments; and

21,378.51

4,625.13

(c) Aggregate amount of impairment in value of investments

-

-

**RDA Holdings Private Limited**

**Notes forming part of financial statements**

**Note 8 : Equity share capital**

**(a) Share capital authorised, issued, subscribed and paid up:**

Particulars	As at 31-03-2020		As at 31-03-2019	
	Number	₹ lakhs	Number	₹ lakhs
<b>Authorised</b>				
Equity shares of ₹ 10/- each	19,32,500	193.25	19,32,500	193.25
10% non cummulative redeemable preference shares of Rs. 10/- each	2,40,000	24.00	2,40,000	24.00
4% redeemable preference shares of Rs. 10/- each	6,47,500	64.75	6,47,500	64.75
Unclassified	30,000	3.00	30,000	3.00
Equity shares of ₹ 10 each	28,50,000	285.00	28,50,000	285.00
<b>Issued, Subscribed &amp; Paid up shares</b>				
Equity shares of ₹ 10 each	17,68,824	176.88	16,01,824	160.18
<b>Total Issued, Subscribed &amp; Paid up shares capital</b>	<b>17,68,824</b>	<b>176.88</b>	<b>16,01,824</b>	<b>160.18</b>

**(b) Reconciliation of the shares and amount outstanding at the beginning and at the end of the reporting year**

Particulars	2019-20		2018-19	
	Number	₹ lakh	Number	₹ lakh
Shares outstanding at the beginning of the year	16,01,824	160.18	13,23,164	132.32
Shares issued during the year	1,67,000	16.70	2,78,660	27.87
<b>Shares outstanding at the end of the year</b>	<b>17,68,824</b>	<b>176.88</b>	<b>16,01,824</b>	<b>160.18</b>

**(c) Equity shares in the Company held by the holding company**

Particulars	As at 31-03-2020		As at 31-03-2019	
	Number	₹ lakh	Number	₹ lakh
Trusteeship Company Private Limited in their capacity as the Trustees of Rohinton & Anu Aga Family Discretionary (No. 1) Trust..	17,68,824	176.88	16,01,824	160.18

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents the legal ownerships of shares.

**(d) Details of shareholders holding more than 5% shares in the Company**

Particulars	As at 31-03-2020		As at 31-03-2019	
	Number	% Holding	Number	% Holding
Trusteeship Company Private Limited in their capacity as the Trustees of Rohinton & Anu Aga Family Discretionary (No. 1) Trust..	17,68,824	100%	16,01,824	100%

RDA Holdings Private Limited  
Notes forming part of financial statements  
(All amounts are ₹ in lakhs, unless stated otherwise)

**Note 11 : Interest Income**

(₹ in lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>On Financial Assets measured at:</b>		
Amortised cost		
Other interest Income	0.00	7.70
Interest income from investments	0.00	0.00
Interest on Deposits with Banks	0.00	0.00
Other interest Income	0.00	0.00
Interest on Security deposit	0.00	0.00
Fair value through profit or loss		
Interest on Loans	0.00	0.00
Interest income from investments	0.00	0.00
Interest on Deposit with Banks	0.00	0.00
Other interest Income	0.00	0.00
Fair value through OCI		
Interest income from investments	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>7.70</b>

**Note 12 : Dividend Income**

(₹ in lakhs)

Particulars	For the period ended March 31, 2020	For the year ended March 31, 2019
Dividend income on equity shares	9,006.73	3,859.71
Dividend on Preference Shares	0.00	0.00
<b>Total</b>	<b>9,006.73</b>	<b>3,859.71</b>

**Note 13 : Fees and commission Income**

(₹ in lakhs)

Particulars	For the period ended March 31, 2020	For the year ended March 31, 2019
Fee Income	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>

**Note 14 : Net gain on fair value changes**

(₹ in lakhs)

Particulars	For the period ended March 31, 2020	For the year ended March 31, 2019
<b>(A) Net gain on financial instruments at fair value through profit or loss</b>		
LTCG on sale of investment	0.00	0.00
Gain on Fair Valuation of Investments	163.38	217.28
<b>Total</b>	<b>163.38</b>	<b>217.28</b>
<b>(B) Fair Value changes:</b>		
-Realised	0.00	0.00
-Unrealised	0.00	0.00
<b>Total Net gain on fair value changes (B)</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Net gain on fair value changes(A) to tally with (B)</b>	<b>163.38</b>	<b>217.28</b>

**Note 15 : Other Income**

(₹ in lakhs)

Particulars	For the period ended March 31, 2020	For the year ended March 31, 2019
Others ( to be specified)*		
Asset Management fee/ Corporate Support Charges/ Hold period fee	0.00	0.00
Other income	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>

\*Any item under the subhead 'Others' which exceeds one per cent of the total income to be presented separately.

**Note 16 : Employee Benefits Expenses**

(₹ in lakhs)

Particulars	For the period ended March 31, 2020	For the year ended March 31, 2019
Salaries	224.00	160.00
Contribution to provident and other funds	0.00	0.00
Staff Welfare Expenses	0.00	0.00
Employee Compensation ESOP	0.00	0.00
Gratuity Expense	0.00	0.00
<b>Total</b>	<b>224.00</b>	<b>160.00</b>

**Note 17 : Depreciation, amortization and impairment**

(₹ in lakhs)

Particulars	For the period ended March 31, 2020	For the year ended March 31, 2019
Depreciation	0.00	0.00
Amortisation	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>

**Note 18 : Other Expenses**

(₹ in lakhs)

Particulars	For the period ended March 31, 2020	For the year ended March 31, 2019
Rent	0.00	0.00
Property maintenance and other charges	0.00	0.00
Telephone and communication	0.00	0.00
Printing & stationery	0.00	0.00
Membership & subscription	0.00	0.00
Training and conference	0.00	0.00
Travelling and conveyance	13.94	11.63
Professional fees	39.37	31.58
Auditors' remuneration (refer note a below )	2.07	5.07
Directors' fees	0.00	0.00
Commission to Non-executive Directors	0.00	0.00
Rates and taxes	1.00	0.00
Brand license Fee	0.00	0.00
Support charges	0.00	0.00
Management fees	0.00	0.00
Repairs & maintenance - IT Assets	0.00	0.00
Corporate Social Responsibility Expenses	0.00	0.00
Miscellaneous expenses	0.20	0.34
Donation	193.50	1,140.64
<b>Total</b>	<b>250.08</b>	<b>1,189.26</b>

\*Any item under the subhead 'Other expenditure' which exceeds one per cent of the total income

**to be presented separately.**

**Note (18 a): Auditors' Remuneration comprises the following (net of service tax/ GST set off):**

(₹ in lakhs)

Particulars	For the period ended March 31, 2020	For the year ended March 31, 2019
Statutory Audit Fee	2.07	2.06
Limited Review fee	-	-



Tax audit Fee	-	3.01
Other services	-	-
<b>Total</b>	<b>2.07</b>	<b>5.07</b>

**Note 19 : Tax Expense**

(₹ in lakhs)

<b>Particulars</b>	<b>For the period ended March 31, 2020</b>	<b>For the year ended March 31, 2019</b>
Current Tax expense	3.00	59.62
Deferred Tax expense	42.18	30.03
<b>Total</b>	<b>45.18</b>	<b>89.65</b>

RDA Holdings Private Limited  
Notes forming part of financial statements  
(All amounts are ₹ in lakhs, unless stated otherwise)

**Note 20 : Disclosure pertaining to Corporate Social Responsibility (CSR) related activities** (₹ in lakhs)

Sr. No.	CSR project or programme	2019-20	2018-19
1	Donations to various non-government organisations working on the field of education and healthcare (in eligible for corporate social responsibility activities).	193.50	1,140.64
	<b>Total</b>	<b>193.50</b>	<b>1,140.64</b>

**Note 21 : Basic and Diluted Earnings per share (EPS) computed in accordance with Ind AS 33 "Earnings per Share"**

(₹ in lakhs)

Sr. No.	Particulars	2019-20	2018-19
I	<b>Basic earnings per share</b>		
	Profit after tax as per accounts (₹ lakhs)	8,651	2,646
	Weighted average number of equity shares outstanding	58,70,03,760	47,98,21,348
	Basic EPS per share (₹)	1.47	0.55
II	<b>Diluted earnings per share</b>		
	Profit after tax as per accounts (₹ lakhs)	8,651	2,646
	Weighted average number of equity shares outstanding	58,70,03,760	47,98,21,348
	Diluted EPS per share (₹)	1.47	0.55
	Face value per share (₹)	10	10

**Note 22 : Other disclosure pursuant to Ind AS 107 "Financial Instruments: Disclosures:"**

(a) Category-wise classification for applicable financial assets:

(₹ in lakhs)

Sr. No.	Particulars	As at 31 March 2020	As at 31 March 2019
I	Measured at fair value through Profit or Loss (FVTPL):		
	(i) Investment in equity instruments	0	0
	(ii) Investment in preference shares	0	0
	(iii) Investment in mutual funds	10,436.51	125.13
	(iv) Investment in bonds/Debentures	0	0
	(v) Investment in Security receipt	0	0
	(vi) Investments in Units of fund	0	0
	(vii) Loans		
	Sub-total (I)	10,436.51	125.13
II	Measured at amortised cost:		
	(i) Loans	0	0
	(ii) Trade receivables	0	0
	(iii) Cash and cash equivalents and bank balances	14.60	6
	(iv) Investment in bonds/Debentures	0	0
	Sub-total (II)	14.60	5.61
III	Measured at fair value through Other Comprehensive Income (FVTOCI):		
	(i) Investment in bonds/Debentures	0	0
	Sub-total (III)	0	0
	<b>Total (I+II+III)</b>	<b>10,451.11</b>	<b>130.74</b>

(b) Category-wise classification for applicable financial liabilities:

(₹ in lakhs)

Sr. No.	Particulars	As at 31 March 2020	As at 31 March 2019
I	Measured at fair value through Profit or Loss (FVTPL):		
	(i) Derivative Instruments not designated as cash flow hedges		
	(ii) Embedded derivatives not designated as cash flow hedges		
	Sub-total (I)	0	0
II	Measured at amortised cost:		
	(i) Borrowings	6,600	-
	(ii) Trade payables	-	-
	(iii) Others		
	Sub-total (II)	6,600	-
III	Measured at fair value through Other Comprehensive Income (FVTOCI):		
	(i) Derivative Instruments designated as cash flow hedges		
	(ii) Embedded derivatives designated as cash flow hedges		
	Sub-total (III)	0	0
	<b>Total (I+II+III)</b>	<b>6,600</b>	<b>-</b>

Note: The borrowings consist of short-term, interest free loan taken during the year by the company to meet its financial requirements. The loan is repayable on demand.

(₹ in lakhs)

(₹ in lakhs)

**Note 23 : Segment Information:**

In accordance with para 4 of Ind AS 108 "Operating Segments", the company has disclosed segment information in the consolidated financial statements.

**Note 24 : Related party disclosures:****A Subsidiary Company**

1. Thermax Limited
2. RDA Holdings Singapore PTE Ltd.

**B Fellow Subsidiaries:**

Unless otherwise stated, the subsidiaries have share capital consisting solely of equity shares that are held directly or indirectly by the Company, and the proportion of ownership interests held equals the voting rights held by the Company.

Sr. No.	Name of the Related Party	Relationship
1	Thermax Onsite Energy Solutions Limited	Subsidiary
2	Thermax Instrumentation Limited	Subsidiary
3	Thermax Engineering Construction Company Limited	Subsidiary
4	Thermax Sustainable Energy Solutions Limited	Subsidiary
5	Thermax International Limited (Mauritius)	Subsidiary
6	Thermax Europe Ltd. (UK)	Subsidiary
7	Thermax Inc. (USA)	Subsidiary
8	Thermax do Brasil Energia-e Equipamentos Ltda.	Subsidiary
9	Thermax (Zhejiang) Cooling & Heating Engineering Company Ltd.	Subsidiary
10	Thermax Netherlands B.V. (Netherlands)	Subsidiary
11	Thermax Denmark ApS	Subsidiary
12	Danstoker A/S (Denmark)	Subsidiary
13	Ejendomsanp artsselskabet Industrivej Nord 13 (Denmark)	Subsidiary
14	Boilerworks A/S (Denmark)	Subsidiary
15	Boilerworks Properties ApS Industrivej	Subsidiary
16	Danstoker Poland Spółka Z Ograniczona Odpowiedzialnoscia	Subsidiary
17	Rifox-Hans Richter GmbH Spezialarmaturen	Subsidiary
18	Thermax Sdn. Bhd. (Malaysia)	Subsidiary
19	Thermax Engineering Singapore Pte. Ltd.	Subsidiary
20	PT Thermax International (Indonesia)	Subsidiary
21	Thermax Hong Kong Limited	Subsidiary
22	Thermax Senegal S.A.R.L.	Subsidiary
23	First Energy Private Limited	Subsidiary
24	Thermax Energy and Environment Philippines Corporation	Subsidiary
25	Thermax Energy & Environment Lanka (Private) Limited	Subsidiary
26	Thermax Nigeria Limited	Subsidiary
27	Thermax Babcock & Wilcox Energy Solutions Private Limited	Subsidiary
28	Thermax SPX Energy Technologies Limited	Joint Venture Company
29	Shakti Sustainable Energy Foundation	Enterprise over which control is exercised by individuals having significant influence over the Company by reason of voting power, and their relatives
30	Pudumjee Trustees Pte. Ltd. (Body Corporate, Singapore)	Enterprise over which control is exercised by individuals having significant influence over the Company by reason of voting power, and their relatives
31	Weikfield Re Estate 1 LLP	Enterprise over which control is exercised by individuals having significant influence over the Company by reason of voting power, and their relatives
32	Jetsynthesys Private Limited	Enterprise over which control is exercised by individuals having significant influence over the Company by reason of voting power, and their relatives
33	Mephezalea SFO DMCC, Dubai	Enterprise over which control is exercised by individuals having significant influence over the Company by reason of voting power, and their relatives
34	Mephezalea Singapore PTE Ltd, Singapore (Body Corporate)	Enterprise over which control is exercised by individuals having significant influence over the Company by reason of voting power, and their relatives
35	Mephezalea Advisors LLP	Enterprise over which control is exercised by individuals having significant influence over the Company by reason of voting power, and their relatives
29	Mrs. Meher Pudumjee - Chairperson	Individual having significant influence over the Company by reason of voting power, and their relatives

30	Mr. Pheroze Pudumjee - Director	Individual having significant influence over the Company by reason of voting power, and their relatives
31	Mrs. Anu Aga - Director	Individual having significant influence over the Company by reason of voting power, and their relatives
32	Thermax Foundation, India (formerly known as Thermax Social Initiative Foundation)	Enterprise over which control is exercised by individuals having significant influence over the Company by reason of voting power, and their relatives
33	KRA Holdings Private Limited, India	Enterprise over which control is exercised by individuals having significant influence over the Company by reason of voting power, and their relatives
34	ARA Trusteeship Company Private Limited, India	Enterprise over which control is exercised by individuals having significant influence over the Company by reason of voting power, and their relatives

**C Joint Venture companies**

Sr	Name of the entity	Place of business
1	Thermax Babcock & Wilcox Energy Solutions Private Limited	India
2	Thermax SPX Energy Technologies Limited	India

**D Individuals having significant influence over the Company by reason of voting power, and their relatives**

- Mrs. Meher Pudumjee - Director
- Mrs. Anu Aga - Director
- Mr. Pheroze Pudumjee - Director

**E Enterprise, over which control is exercised by individuals listed in 'D' above:**

- Thermax Foundation, India (formerly known as Thermax Social Initiative Foundation)
- ARA Trusteeship Company Pvt. Limited

**F Transactions with related parties:**

Sr. No	Particulars	Subsidiaries		Individuals mentioned in D		₹ in lakhs	
		Total		Total		Total	
		March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
<b>a. Transactions during the year</b>							
1	Investment in Equity	-	4,500	-	-	-	4,500
2	Dividend income	9,007	3,860	-	-	9,007	3,860
3	Dividend paid	-	-	-	-	-	-
4	Borrowings taken during the year	-	-	6,600	-	6,600	-

**Note 25 : Financial Risk Management:**

The Company's major financial liabilities comprise of borrowings in the form of unsecured loan. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include Investments in group companies and other securities & cash and cash equivalents that derive directly from its operations.

Risk is inherent in the Company's activities but it is managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls. This process of risk management is critical to the Company's continuing profitability and each individual within the Company is accountable for the risk exposures relating to his or her responsibilities. The Company is exposed to market risk, credit risk and liquidity risk.

The Company's Board of Directors is ultimately responsible for the overall risk management approach and for approving the risk strategies and principles. No significant changes were made in the risk management objectives and policies during the years ended March 31, 2018 and March 31, 2019. The management of the Company reviews the policies for managing each of these risks periodically.

**A Market risk**

Market risk is the risk that the value of an asset will fluctuate as a result of changes in market variables such as interest rates, foreign exchange rates, and equity prices, whether those changes are caused by factors specific to the individual investment or its issuer or factors affecting all investments traded in the market.

Market risk is managed on the basis of pre-determined asset allocations across various asset categories, diversification of assets in terms of geographical distribution and industry concentration, a continuous appraisal of market conditions and trends and management's estimate of long and short term changes in fair value.

**a. Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not currently exposed significantly to such risk.

**b. Price risk**

The Company's equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. These securities are both quoted and unquoted. The Company manages the equity price risk through by placing limits on individual and total equity instruments. Reports on the equity portfolio are submitted to the Company's senior management on a regular basis. The Company's Board of Directors reviews and approves all equity investment decisions.

**B Credit risk**

**Financial instruments and bank deposits:** Credit risk from balances with banks, mutual funds and other financial assets are managed by the Company's management in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties having a good market reputation and within credit limits assigned to each counterparty. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments. The Company's exposure to credit risk for mutual fund investments, bank balances and deposits as at March 31, 2020 and March 31, 2019 is the carrying amounts.

# **B. K. Khare & Co.**

## **Chartered Accountants**

706/708, Sharda Chambers, New Marine  
Lines, Mumbai – 400 020, India

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

To the Members of RDA Holdings Private Limited

#### **Report on the Audit of Consolidated Ind AS financial statements**

##### **Opinion**

We have audited the accompanying consolidated Ind AS financial statements of RDA Holdings Private Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the consolidated Balance sheet as at March 31 2020, 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 Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated Ind AS 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, as at March 31, 2020, 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 Ind AS 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 Ind AS Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India 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 Ind AS financial statements.

##### **Emphasis of Matter**

- (a) We draw attention to note 31A(a) of the consolidated Ind AS financial statements relating to the demand orders/ show cause notice on the subsidiary company of the Group for Rs. 1,385.47 crores (including penalty of Rs. 331.88 crores and excluding interest not presently quantified) by the Commissioner of Central Excise, Pune. The subsidiary company of the Group has filed an appeal against the said orders and filed replies to the show cause notice cum demand notice.

- (b) We draw attention to note no. 43 of the Ind AS financial statements which describes the management's evaluation of impact of uncertainties related to Covid-19 and its consequential effects on the carrying value of its intangible assets, trade receivables, contract balances, and inventories as at March 31, 2020 and the operations of the Group.

Our opinion is not modified in respect of the above matters.

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

The subsidiary company's Board of Directors is responsible for the other information. The other information comprises the information included in the Chairman's statement, managing director's statement, business responsibility report and director's report including annexure to the director's report of the annual report of the company, but does not include the consolidated Ind AS financial statements and our auditor's report thereon.

Our opinion on the consolidated Ind AS 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 Ind AS 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 Ind AS 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 Ind AS Financial Statements**

The subsidiary company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS 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 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 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 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 Ind AS 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 Ind AS financial statements by the Directors of the subsidiary company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group 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 Charged with Governance of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

**Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS 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 Ind AS 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 Ind AS 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 subsidiary company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS 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 of which we are the independent auditors, to express an opinion on the consolidated Ind AS 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 subsidiary company and such other entities included in the consolidated Ind AS 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 Ind AS financial statements for the financial year ended March 31, 2020 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 Matters**

- (a) We did not audit the Ind AS financial statements and other financial information, in respect of 24 subsidiaries, branches of subsidiary and welfare trusts (73 nos), whose financial statements include total assets of Rs 5,955.89 crores and net assets of Rs. 3,027.90 crores as at March 31, 2020, and total revenues of Rs 5,831.31 crores and net cash outflows of Rs. 75.38 crores for the year ended on that date. These financial statements and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, branches and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the report of such other auditors.
- (b) Our opinion *above* on the consolidated Ind AS 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 reports of the other auditors.

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

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 as noted in the 'other matter' paragraph we report, to the extent applicable, that:

- (a) We/the other auditors whose reports 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 Ind AS financial statements;
- (b) 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

**B. K. Khare & Co.**  
**Chartered Accountants**

- our examination of those books and reports of the other auditors;
- (c) 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 Ind AS financial statements;
  - (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2020 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, none of the directors of the Group's companies incorporated in India is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act;
  - (f) The matter described in Emphasis of Matter *above*, in our opinion, may have an adverse effect on the functioning of the Group;
  - (g) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the subsidiary company and its subsidiaries incorporated in India, refer to our separate Report in "Annexure 1" to this Report;
  - (h) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries and incorporated in India, the managerial remuneration for the year ended March 31, 2020 has been paid/ provided by the Holding Company, its subsidiaries incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;
  - (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us 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, as noted in the 'Other matters' paragraph:
    - i. The impact of pending litigations on the consolidated financial position of the Group is disclosed in its consolidated Ind AS financial statements - Refer Note 31(A) to the consolidated Ind AS financial statements;
    - ii. Provision has been made in the consolidated Ind AS 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 19(b) to the consolidated Ind AS financial statements in respect of such items as it relates to the Group; and

**B. K. Khare & Co.**  
Chartered Accountants

- 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 incorporated in India during the year ended March 31, 2020.

For **B. K. Khare & Co.**

**Chartered Accountants**

Firm's Registration Number 105102W



**Shirish Rahalkar**

**Partner**

Membership No: 111212

UDIN: 21111212AAAABV3335

Mumbai, 29 December 2020

**ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT**

**Annexure I to our report of even date on the Consolidated Ind AS financial statements of RDA holdings Private Limited**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

1. In conjunction with our audit of the Consolidated Ind AS financial statements of RDA Holdings Private Limited as of 31st March, 2020, we have audited the internal financial controls over financial reporting its subsidiary companies incorporated in India, as of that date.

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

2. The respective Board of Directors of the of Indian subsidiary companies are 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 sated 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 operate 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 Ind AS financial information, as required under the Companies Act, 2013 ("the Act").

**Auditors' Responsibility**

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal Financial controls, both applicable to an audit of internal financial controls and, both issued by the 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 over financial reporting was established and maintained and if such control operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

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

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

8. In our opinion subsidiary companies in India have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2020, based on the internal control over financial reporting criteria established by subsidiary companies in India considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by ICAI.

**B. K. Khare & Co.**  
Chartered Accountants

**Other Matters**

9. Over aforesaid reports under Section 143(3) (i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to subsidiary companies in India, is on the basis of our/other auditor's opinion expressed in respect of those companies.

For **B. K. Khare & Co.**

**Chartered Accountants**

Firm's Registration Number 105102W



**Shirish Rahalkar**

**Partner**

Membership No: 111212

UDIN: 21111212AAAABV3335

Mumbai, 29 December 2020



RDA Holdings Pvt Ltd.  
Consolidated Balance Sheet as at March 31, 2020  
(All amounts are in Rupees Crores, except per share data and unless stated otherwise)

Particulars	Note No.	As at March 31, 2020	As at March 31, 2019
<b>Assets</b>			
<b>I. Non-current assets</b>			
Property, plant and equipment			
Capital work-in-progress	4 (a)	1,055.09	1,254.98
Right-of-use assets	4 (a)	55.26	40.12
Goodwill	4 (b)	169.67	-
Other intangible assets	4 (c)	35.31	33.07
Intangible assets under development	4 (c)	22.91	23.81
Investment in joint ventures	4 (c)	0.74	-
Financial assets:	5	-	-
(a) Investments	5	173.72	54.28
(b) Trade receivables	7 (a)	92.13	60.40
(c) Loans	8 (a)	18.20	19.33
(d) Finance lease receivables	32	58.89	47.52
(e) Other assets	9 (a)	38.93	54.45
Deferred tax assets (net)	10	155.36	221.92
Income tax assets (net)		136.15	93.29
Other assets		87.38	163.57
<b>Total non-current assets</b>	11 (a)	<b>2,099.74</b>	<b>2,066.75</b>
<b>II. Current assets</b>			
Inventories			
Financial assets:	12	454.56	508.62
(a) Investments	6	920.44	776.31
(b) Trade receivables	7 (b)	1,386.33	1,378.13
(c) Cash and cash equivalents	13 (a)	257.23	308.29
(d) Bank balances other than (c) above	13 (b)	222.06	60.83
(e) Loans	8 (b)	5.94	7.13
(f) Finance lease receivables	32	9.29	5.63
(g) Other assets	9 (b)	431.21	1,221.91
Income tax assets (net)		3.33	5.23
Other assets		414.75	466.35
<b>Total current assets</b>	11 (b)	<b>4,105.14</b>	<b>4,738.44</b>
<b>Total assets</b>		<b>6,204.88</b>	<b>6,805.19</b>
<b>Equity and liabilities</b>			
<b>III. Equity</b>			
Equity share capital			
Other equity	14	1.77	1.60
<b>Total Equity</b>	15 (a)	<b>1,821.39</b>	<b>1,825.53</b>
Non-controlling interest		<b>1,823.16</b>	<b>1,827.13</b>
<b>Total equity</b>		<b>1,386.77</b>	<b>1,203.95</b>
<b>IV. Non-current liabilities</b>			
Financial liabilities:			
(a) Borrowings	16 (a)	99.39	35.07
(b) Trade payables	17 (a)	39.73	28.78
(c) Other liabilities	18 (a)	17.86	6.10
Provisions	19 (a)	20.97	16.06
Deferred tax liabilities (net)	10	4.85	9.92
Other liabilities	20 (a)	24.79	35.95
<b>Total non-current liabilities</b>		<b>207.59</b>	<b>112.04</b>
<b>V. Current liabilities</b>			
Financial liabilities:			
(a) Borrowings	16 (b)	178.15	185.00
(b) Trade payables	17 (b)	183.75	173.10
Total outstanding dues of micro and small enterprises		776.87	1,197.61
Total outstanding dues of creditors other than micro and small enterprises		148.23	147.05
(c) Other liabilities	18 (b)	1,319.64	1,793.91
Other liabilities	20 (b)	169.35	143.27
Provisions	19 (b)	11.37	22.12
Income tax liabilities (net)		2,787.36	3,662.06
<b>Total current liabilities</b>		<b>6,204.88</b>	<b>6,805.19</b>
<b>Total equity and liabilities</b>			
Summary of significant accounting policies	2		
Summary of significant accounting judgements, estimates and assumptions	3		
The accompanying notes are an integral part of these financial statements.			

For B. K. Khare & Co.  
Chartered Accountants  
ICAI Firm Reg. No. 103102W  
*B. K. Khare*  
Shriharsh Kharkar  
Partner  
Membership No. 111212



Place: Mumbai

Date: 29 DEC 2020

For and on behalf of the Board of Directors of  
RDA Holdings Pvt Ltd.

*M. Pheroz Pudemjee*  
Mr. Pheroz Pudemjee  
Director  
DIN: 00019602  
Place: Pune  
Date:

*M. Pheroz Pudemjee*  
M. Pheroz Pudemjee  
Chairperson  
DIN: 00019581  
Place: Pune  
Date:

Date: 29 DEC 2020

Date: 29 DEC 2020



**RDA Holdings Pvt Ltd.**  
**Consolidated Statement of profit and loss for the year ended March 31, 2020**  
 (All amounts are in Rupees Crores, except per share data and unless stated otherwise)

Particulars	Note No.	Year ended March 31, 2020	Year ended March 31, 2019
<b>Income</b>			
Revenue from operations	21	5,731.31	5,973.16
Other income	22	104.35	190.72
<b>Total Income (I)</b>		<b>5,835.66</b>	<b>6,163.88</b>
<b>Expenses</b>			
Cost of raw materials and components consumed	23	2,996.14	3,239.69
Purchase of traded goods		104.12	115.09
(Increase) in inventories of finished goods, work-in-progress and traded goods	24	(14.57)	(18.12)
Employee benefits expense	25	801.26	769.05
Finance cost	26	15.02	14.32
Depreciation and amortisation expense	27	116.63	92.02
Other expenses	28	1,443.73	1,424.44
<b>Total expenses (II)</b>		<b>5,462.33</b>	<b>5,636.49</b>
<b>Profit before exceptional items, share of loss of joint ventures and tax (III) = (I - II)</b>		<b>373.34</b>	<b>527.39</b>
<b>Share of loss on joint ventures (IV)</b>	37	-	(1.07)
<b>Profit before exceptional items and tax (V) = (III-IV)</b>		<b>373.34</b>	<b>526.32</b>
<b>Exceptional items (VI)</b>	42	-	(89.54)
<b>Profit before tax (VII) = (V-VI)</b>		<b>373.34</b>	<b>436.78</b>
<b>Tax expense</b>	10		
Current tax		96.06	194.70
Deferred tax		66.47	(109.06)
<b>Total tax expense (VIII)</b>		<b>162.53</b>	<b>85.64</b>
<b>Profit for the year (IX) = (VII-VIII)</b>		<b>210.80</b>	<b>351.14</b>
<b>Other Comprehensive Income (OCI)</b>			
<b>A. Items that will be reclassified subsequently to profit or loss</b>			
i) Share of OCI [cash flow hedge (net of tax)] of joint ventures	30	-	(0.53)
Net loss on cash flow hedges		(10.92)	(32.65)
Less: Income tax effect		2.75	11.15
ii) Exchange differences on transiting of foreign operations		(8.17)	(22.03)
		19.53	0.46
		19.53	0.46
<b>B. Items that will not be reclassified subsequently to profit or loss</b>	30	<b>11.36</b>	<b>(21.57)</b>
Re-measurement (loss) of defined benefit plan		(14.98)	(0.20)
Less: Income tax effect		2.93	0.05
		(12.05)	(0.15)
<b>Net other comprehensive income for the year (net of tax)</b>		<b>(0.69)</b>	<b>(21.72)</b>
<b>Total comprehensive income for the year</b>		<b>210.12</b>	<b>329.42</b>
<b>Profit for the year</b>			
Attributable to:			
Equity holders of the parent		113.81	189.58
Non-controlling interest		96.99	161.56
<b>Other comprehensive income for the year</b>			
Attributable to:			
Equity holders of the parent		(0.69)	(21.72)
Non-controlling interest			
<b>Total comprehensive income for the year</b>			
Attributable to:			
Equity holders of the parent		113.12	167.86
Non-controlling interest		96.99	161.56
<b>Earning per equity share [Nominal value per share Rs.10/- each (March 31, 2019: Rs.10/-)]</b>	29		
Basic and Diluted		734.84	1,442.13
Summary of significant accounting policies	2		
Summary of significant accounting judgements, estimates and assumptions	3		

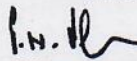
The accompanying notes are an integral part of these financial statements.

For B. K. Khare & Co.  
 Chartered Accountants  
 ICAI Firm Reg. No. 105102W  
  
 Shiras Rahalkar  
 Partner  
 Membership No. 111212

Place: Mumbai  
 Date:



For and on behalf of the Board of Directors of  
 RDA Holdings Pvt Ltd.

  
 Mr. Pheroz Pudumjee  
 Director  
 DIN:00019602  
 Place :Pune  
 Date:

  
 Mr. Pheroz Pudumjee  
 Chairperson  
 DIN: 00019581  
 Place :Pune  
 Date:

29 DEC 2020

29 DEC 2020

29 DEC 2020



RDA Holdings Pvt Ltd  
Consolidated Statement of Cash flow for the year ended March 31, 2020  
(All amounts are in Rupees Crores, except stated otherwise)

	Note No.	Year Ended March 31, 2020	Year Ended March 31, 2019
<b>A) Cash flows from operating activities</b>			
Profit before tax (after exceptional item and share of joint ventures)			
Share of loss on joint ventures		373.34	436.78
Profit before tax (before exceptional items and share of loss of joint ventures)			(1.07)
		373.34	437.85
<b>Adjustments to reconcile profit before tax to net cash flows</b>			
Depreciation on property, plant and equipment and right-of-use assets			
Amortization of intangible assets	27	103.58	78.31
Provision for impairment allowance of financial assets (net)	27	13.05	13.71
Provision for impairment of PPE, intangible assets and goodwill	28	(2.00)	39.50
Interest expense	42	-	89.54
Bad debts/ advances written off	26	8.61	9.70
Unwinding of discount on provisions	28	42.93	11.50
Unrealized foreign exchange gain	26	6.41	4.62
Interest income		(22.36)	
Dividend income	22	(20.40)	(20.16)
Liabilities no longer required written back	22	(5.51)	(16.71)
Fair value gain on financial instrument at fair value through profit and loss (net)	22	(11.10)	(4.59)
(Gain)/ Loss on sale / discard of assets (net)	28	(48.87)	(77.19)
		(5.49)	0.55
<b>Working capital adjustments</b>			
(Increase) / decrease in trade receivables		(44.56)	(130.29)
(Increase) / decrease in inventories		54.06	(140.13)
(Increase) / decrease in other financial assets		769.14	(654.02)
(Increase) / decrease in other assets		80.96	(41.15)
Increase / (decrease) in trade payables		(398.03)	329.38
Increase / (decrease) in other liabilities		(485.43)	226.79
Increase / (decrease) in provisions		9.60	(77.08)
Increase / (decrease) in other financial liabilities		12.23	34.15
Cash generated from operations		430.15	85.48
Direct taxes paid (net of refunds received)		(130.31)	(198.24)
Net cash inflow from / (used in) operating activities		299.84	(112.76)
<b>B) Cash flows from / (used in) investing activities</b>			
Purchase of property, plant and equipment, right-of-use assets and intangible assets (net of disposal)		(48.00)	(154.65)
Investment in joint ventures		-	(103.04)
(Investment) / proceeds in fixed deposits (net)		(145.72)	(43.33)
Sale / (purchase) of other investments (net)		(214.69)	544.95
Interest and dividend received		23.83	20.00
Net cash flows (used in) / from investing activities		(384.58)	263.93
<b>C) Cash flows (used in) financing activities</b>			
(Repayment) / proceeds of borrowings (net)			
Interest paid		35.98	24.50
Dividend paid and tax thereon		(8.52)	(9.70)
Payment of lease liability		(99.99)	(81.29)
Proceeds from issue of share capital		(2.83)	-
Net cash flows (used in) financing activities		15.00	(66.49)
		(60.36)	(66.49)
<b>Net increase / (decrease) in cash and cash equivalents</b>			
Cash and cash equivalents at the beginning of the year		(145.10)	84.68
Adjustment on account of acquisition (relating to opening balance)		245.95	160.81
Adjustment on account of first time consolidation		36.89	-
Exchange differences on translation of foreign operations		45.23	-
Cash and cash equivalents at the end of the year		19.21	0.46
		202.19	245.95
<b>Reconciliation of cash and cash equivalents as per the cash flow statement:</b>			
	Note No.	March 31, 2020	March 31, 2019
Cash and cash equivalents			
Cash and cash equivalents arising on account of acquisition	13 (a)	257.23	308.29
Bank overdraft		-	(17.05)
Book overdraft		(47.37)	(31.40)
Balances as per Cash flow statement	18 (b)	(7.67)	(13.89)
		202.19	245.95

For B. K. Khare & Co.  
Chartered Accountants  
ICAI Firm Reg. No. 105102W  
*Rahalkar*  
Shirish Rahalkar  
Partner  
Membership No. 111212



Place: Mumbai  
Date:

For and on behalf of the Board of Directors of  
RDA Holdings Pvt Ltd.

*I.N. Juy*  
Mr. Pheroz Pudumjee  
Director  
DIN:00019602  
Place :Pune  
Date:

*Juy*  
Meher Pudumjee  
Chairperson  
DIN: 00019581  
Place :Pune  
Date:

29 DEC 2020

29 DEC 2020

29 DEC 2020



RDA Holdings Pvt Ltd.  
Consolidated Statement of Changes in Equity for the year ended March 31, 2020  
(All amounts are in Rupees Crores, except per share data and unless stated otherwise)

A Equity Share Capital

Particulars	Note No.	March 31, 2020	March 31, 2019
Balance at the beginning of the year	14	1.60	1.60
Changes in equity shares capital during the year	14	0.17	-
Balance at the end of the year	14	1.77	1.60

B Other Equity

Particulars	Reserves and surplus						Other reserves			Total other equity
	General reserve	Amalgamation reserve	Capital reserve	Capital redemption reserve	Retained earnings	Securities premium	Foreign currency translation reserve	Cash flow hedge reserve	Reserve u/s 45-1C of Reserve Bank of India Act, 1999	
As at April 1, 2018	314.54	0.50	405.73	23.91	818.45	29.77	18.87	25.34	-	1,637.11
Premium on rights issue during the year	-	-	-	-	351.14	9.73	-	-	-	351.14
Profit for the year	-	-	-	-	(161.56)	-	-	-	-	(161.56)
Adjustments on account of acquisition of Non Controlling Interest	-	-	-	-	-	-	-	-	-	-
Other Comprehensive Income (net)	-	-	-	-	(0.15)	-	0.46	(22.03)	-	(21.72)
Total comprehensive income	-	-	-	-	189.43	-	0.46	(22.03)	-	167.86
Acquisition of a subsidiary	-	-	-	-	-	-	-	-	-	-
Transfer to general reserve	-	-	-	-	-	-	-	-	-	-
Arising on account of acquisition (note 36)	-	-	-	-	15.00	-	-	-	-	15.00
Dividends paid	-	-	-	-	(67.57)	-	-	-	-	(67.57)
Dividend distribution tax paid	-	-	-	-	(13.89)	-	-	-	-	(13.89)
Arising on account of acquisition	-	-	77.30	-	-	-	-	-	-	-
As at March 31, 2019	314.54	0.50	483.03	23.91	941.42	39.50	19.33	3.31	-	1,738.51
Profit for the year	-	-	-	-	210.80	-	-	-	-	210.80
Adjustments on account of acquisition of Non Controlling Interest	-	-	-	-	(96.99)	-	-	-	-	(96.99)
Other Comprehensive Income (net)	-	-	-	-	(12.05)	-	19.53	(8.17)	-	(0.69)
Total comprehensive income	-	-	-	-	101.76	-	19.53	(8.17)	-	113.12
Redemption of preference shares	-	-	-	10.00	(10.00)	-	-	-	-	-
Dividends paid (Adjusted in NCI)	-	-	-	-	(67.59)	-	-	-	-	(67.59)
Dividend distribution tax paid	-	-	-	-	(32.40)	-	-	-	-	(32.40)
Premium on issue of shares during the year	-	-	-	-	-	14.83	-	-	-	14.83
Consolidation adjustments	(200.34)	-	(23.66)	(27.77)	42.16	(26.38)	-	-	-	(278.15)
Transferred to special reserve	-	-	-	-	-	-	-	-	-	-
As at March 31, 2020	114.20	0.50	459.37	6.14	1,137.07	27.95	38.86	(4.86)	42.16	1,821.39

For B. K. Khare & Co.  
Chartered Accountants  
ICAI Firm Reg No. 105102W  
*B. K. Khare & Co.*  
Shriish Rahalkar  
Partner  
Membership No. 111212



Place: Mumbai  
Date:

29 DEC 2020

For and on behalf of the Board of Directors of  
RDA Holdings Pvt Ltd.

*Pheroz Pudemjee*  
Mr. Pheroz Pudemjee  
Director  
DIN:00019602  
Place :Pune  
Date:

29 DEC 2020

*Meher Pudemjee*  
Meher Pudemjee  
Chairperson  
DIN: 00019581  
Place :Pune  
Date:

29 DEC 2020



4 (a) Property, plant and equipment

Particulars	Freehold land	Leaschold land	Buildings	Plant and equipment	Office equipment	Computer	Furniture and fixtures	Vehicles	Total	Capital work in-progress
Gross carrying amount as at April 1, 2018*	7.36	84.98	531.07	675.94	42.48	50.85	37.63	12.47	1,442.78	103.37
Additions	-	3.64	94.50	88.06	5.51	6.40	5.74	2.84	206.69	143.44
Adjustment on account of acquisition	-	43.18	179.52	87.13	1.05	0.10	0.19	0.16	311.33	-
Disposals/Transfers/Adjustments	-	-	(0.01)	(13.64)	(1.79)	(2.54)	(1.88)	(1.46)	(21.32)	(206.69)
Exchange differences	-	(1.69)	(0.43)	(1.19)	(0.07)	0.11	(0.13)	0.08	(3.32)	-
Gross carrying amount as at March 31, 2019	7.36	130.11	804.65	836.30	47.18	54.92	41.55	14.09	1,936.16	40.12
Additions	-	-	11.40	27.53	2.39	7.62	2.47	5.47	56.88	72.02
Disposals/Transfers/Adjustments	-	(130.11)	(40.33)	(64.01)	(5.24)	(2.39)	(3.74)	(2.09)	(247.91)	(56.88)
Exchange differences	-	-	3.70	2.57	0.39	(0.02)	0.03	0.01	6.68	-
Gross carrying amount as at March 31, 2020	7.36	-	779.42	802.39	44.72	60.13	40.31	17.48	1,751.81	55.26
Accumulated depreciation and impairment as at April 1, 2018*	-	5.18	122.28	396.53	23.62	44.87	22.12	7.46	622.06	-
Charge for the year	-	1.10	23.27	46.89	3.08	1.98	1.25	0.74	78.31	-
Impairment	-	-	-	1.76	0.03	0.07	0.15	-	2.01	-
Disposals/Transfers/Adjustments	-	-	-	(11.43)	(1.29)	(2.54)	(1.68)	(1.42)	(18.36)	-
Exchange differences	-	(0.09)	(0.96)	(1.68)	0.61	(0.53)	0.11	(0.30)	(2.84)	-
Accumulated depreciation and impairment as at March 31, 2019	-	6.19	144.59	432.07	26.05	43.85	21.95	6.48	681.18	-
Charge for the year	-	-	26.97	61.44	2.89	3.71	2.55	1.80	99.36	-
Disposals/Transfers/Adjustments	-	(6.19)	(19.04)	(51.05)	(4.55)	(2.26)	(3.23)	(1.74)	(88.04)	-
Exchange differences	-	-	1.40	2.50	0.33	(0.01)	(0.01)	0.01	4.22	-
Closing accumulated depreciation and impairment as at March 31, 2020	-	-	153.92	444.96	24.74	45.29	21.26	6.55	696.72	-
Net Block as at March 31, 2020	7.36	-	625.50	357.43	19.98	14.84	19.05	10.93	1,055.09	55.26
Net Block as at March 31, 2019	7.36	123.92	660.06	404.23	21.13	11.07	19.60	7.61	1,254.98	40.12

\*The Group had elected to continue with the carrying value of property, plant and equipment as recognised in the financial statements as per previous GAAP and had regarded those values as the deemed cost on the date of transition (i.e. April 1, 2015). The Group has disclosed the gross cost and accumulated depreciation above, for information purpose only.

Capital work in progress majorly includes expenditure towards extension of manufacturing facilities.

The Group has given certain part of its office building / equipment on lease, the aggregate value of which can not be determined but would not be significant. (note 32 (i)(b)).  
For assets given as collateral as security, refer note 16.

Capitalisation of expenses

During the year, the Group has capitalized the following expenses of revenue nature to the cost of fixed assets (property, plant and equipment/ intangible assets). Consequently, expenses disclosed under the respective notes are net of amounts capitalized by the Group.

Particulars	March 31, 2020	March 31, 2019
Salaries and wages	0.10	1.56
Raw material and components	0.16	5.86
Others	0.74	1.98
<b>Total</b>	<b>1.00</b>	<b>9.40</b>

4 (b) Right-of-use assets

Particulars	Land	Buildings	Vehicles	Total
Gross carrying amount as at April 1, 2018	-	-	-	-
Additions	-	-	-	-
Disposals/Transfers/Adjustments	-	-	-	-
Exchange differences	-	-	-	-
Gross carrying amount as at March 31, 2019	-	-	-	-
Additions	40.45	14.01	2.29	56.75
Disposals/Transfers/Adjustments	124.78	-	-	124.78
Exchange differences	(1.81)	0.38	0.14	(1.29)
Gross carrying amount as at March 31, 2020	163.42	14.39	2.43	180.24
Accumulated depreciation and impairment as at April 1, 2018	-	-	-	-
Charge for the year	-	-	-	-
Disposals/Transfers/Adjustments	-	-	-	-
Exchange differences	-	-	-	-
Accumulated depreciation and impairment as at March 31, 2019	-	-	-	-
Charge for the year	1.69	2.03	0.50	4.22
Disposals/Transfers/Adjustments	6.19	-	-	6.19
Exchange differences	0.06	0.07	0.03	0.16
Closing accumulated depreciation and impairment as at March 31, 2020	7.94	2.10	0.53	10.57
Net Block as at March 31, 2020	155.48	12.29	1.90	169.67
Net Block as at March 31, 2019	-	-	-	-

The Group has taken certain assets on lease which has been accounted in accordance with Ind AS 116-Leases under right-of-use assets. Refer note 32 for further disclosure on leases.

Details of assets held under finance lease as a lessee (vehicles, plant and equipments and office equipments) (disclosure pursuant to erstwhile Ind AS 17):

Particulars	March 31, 2019
Assets held under finance lease - cost	6.55
Assets held under finance lease - accumulated depreciation	(0.99)
<b>Net block</b>	<b>5.56</b>

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## 4 (c) Intangible assets and Goodwill

Particulars	Computer software	Technical know-how #	Goodwill	Total	Intangibles under development
Gross carrying amount as at April 1, 2018*					
Additions	61.57	80.06	156.86	298.49	-
Adjustment on account of acquisition	4.79	3.17	-	7.96	7.96
Disposals/Transfers/Adjustments	0.05	-	-	0.05	-
Exchange difference	(0.38)	-	-	(0.38)	(7.96)
Gross carrying amount as at March 31, 2019	(0.05)	0.77	(6.71)	(5.99)	-
Additions	65.98	84.00	150.15	300.13	-
Disposals/Transfers/Adjustments	10.21	1.64	-	11.85	12.59
Exchange difference	(0.21)	-	-	(0.21)	(11.85)
Gross carrying amount as at March 31, 2020	0.30	0.34	10.98	11.62	-
	76.28	85.98	161.13	323.39	0.74
Accumulated amortisation as at April 1, 2018*					
Charge for the year	51.49	60.34	34.70	146.53	-
Adjustment on account of acquisition	6.02	7.69	-	13.71	-
Impairment	-	-	-	-	-
Disposals/Transfers/Adjustments	0.02	-	87.51	87.53	-
Exchange difference	(0.32)	-	-	(0.32)	-
Gross carrying amount as at March 31, 2019	0.22	0.71	(5.13)	(4.20)	-
Charge for the year	57.43	68.74	117.08	243.25	-
Disposals/Transfers/Adjustments	5.37	7.68	-	13.05	-
Exchange difference	(0.19)	-	-	(0.19)	-
Gross carrying amount as at March 31, 2020	0.20	0.12	8.74	9.06	-
Closing accumulated amortisation and impairment as at March 31, 2020	62.81	76.54	125.82	265.17	-
Net Block as at March 31, 2020	13.47	9.44	35.31	58.22	0.74
Net Block as at March 31, 2019	8.55	15.26	33.07	56.88	-

Net Block	March 31, 2020	March 31, 2019
Goodwill	35.31	33.07
Other intangible assets	22.91	23.81

\*The Group had elected to continue with the carrying value of intangible assets and goodwill as recognised in the financial statements as per previous GAAP and had regarded those values as the deemed cost on the date of transition (i.e. April 1, 2015). The Group has disclosed the gross cost and accumulated amortisation above, for information purpose only.

# Includes internally developed assets of net block Rs. 6.33 (March 31, 2019 - Rs. 11.23)

## 4 (d) Impairment tests for goodwill

Goodwill acquired through business combinations has been considered for impairment testing.

Particulars	March 31, 2020	March 31, 2019
Danstoker A/S		
Others	32.28	30.04
	3.03	3.03
The Group performed its annual impairment test for years ended March 31, 2020 and March 31, 2019 at the respective year-end.	35.31	33.07

## Danstoker A/S

The recoverable value of Danstoker A/S (CGU) as at March 31, 2020, has been determined based on value in use calculation using cash flow projections from financial budgets approved by management covering a five-year period.

The pre-tax discount rate applied to cash flow projections for impairment testing during the current year is 7.52% p.a. (March 31, 2019: 7.52% p.a.) and cash flows beyond the 5-year period have been extrapolated using a 2% p.a. growth rate (March 31, 2019: 2% p.a.) which is based on long-term industry average growth rate for the CGU. As a result of this analysis, the management concluded that the recoverable value of CGU exceeds the carrying value of CGU (including goodwill). Hence, management has not recognised any impairment charge during the current year against goodwill.

## Key assumptions used and sensitivity impact

The calculation of value in use is most sensitive to the following assumptions:

- 1 Sales growth rate
- 2 Discount rate

**Sales growth rate** - Sales growth rate has been considered at an average annual growth rate over the five-year forecast period; based on past performance and management's expectations of market development. Prices included in revenue forecasts include long-term inflation forecasts. The Management has considered an average sales growth rate of 4.9% p.a. over the forecast period. A decline of 20% in the average sales growth rate will result in impairment charge for goodwill.

**Discount rate** - Discount rate represents the current market assessment of the risks specific to Danstoker A/S, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and Danstoker A/S and is derived from its weighted average cost of capital (WACC). The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the Group's investors. The cost of debt is based on the interest-bearing borrowings the Group is obliged to service. CGU specific risk is incorporated by applying individual beta factors. The beta factors are evaluated annually based on publicly available market data. Adjustments to the discount rate are made to factor in the specific amount and timing of the future taxes in order to reflect a pre-tax discount rate. A rise in discount rate to 9.52% p.a. will (i.e. increase by 2%) result in impairment charges for goodwill.

The Management has considered and assessed reasonably possible changes including any possible impact of outbreak of Coronavirus Disease (COVID-19) for other key assumptions and have not identified any instances that could cause the carrying amount of CGU exceeds recoverable amount leading to an impairment that should be recognised.

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## 5 Non-current investments

Particulars	Face value per share/unit	Number of shares/units		Amount	
		March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
<b>Investments in equity instruments :</b>					
<b>Investments at Fair Value through Profit and Loss</b>					
<b>Quoted equity shares (fully paid up)</b>					
Metroglobal Limited	Rs 10	2	2	**	**
Sanghvi Movers Limited	Rs. 2	16,453	16,453	0.08	0.18
<b>Quoted equity shares (partly paid up)</b>					
Parasrampuria Synthetics Limited (paid up Rs. 2.50 per share)	Rs. 10	1,25,000	1,25,000	**	**
<b>Unquoted equity shares (fully paid up)</b>					
Cosmos Co-operative Bank Limited	Rs. 20	-	1,375	-	**
GSL (India) Limited	Rs. 10	17,539	17,539	**	**
Sicom Limited #	Rs. 10	10,000	10,000	-	-
<b>Total investment in equity shares</b>				<b>0.08</b>	<b>0.18</b>
<b>Investment in preference shares:</b>					
<b>Investments at Fair Value through Profit and Loss</b>					
<b>Unquoted preference shares (fully paid up, redeemable)</b>					
Indian Food Fermentation Limited (18% cumulative)#	Rs. 10	21,800	21,800	-	-
Singapore entity ( investment by RDA Singapore PTE)		1,52,00,200	-	114.59	-
<b>Total investment in preference shares</b>				<b>114.59</b>	<b>-</b>
<b>Investments in Mutual Funds:</b>					
<b>Investments at Fair Value through Profit and Loss</b>					
<b>Unquoted</b>					
ABSL Fixed Term Plan Series OY (1218 Days) Direct Growth	Rs. 10	2,00,00,000	2,00,00,000	23.85	21.88
SBI Debt Fund Series C - 7 (1190 Days) - Direct - Growth	Rs. 10	1,50,00,000	1,50,00,000	17.77	16.33
SBI Debt Fund Series C - 27 (1260 Days) - Direct - Growth	Rs. 10	1,50,00,000	1,50,00,000	17.43	15.89
<b>Total investments in Mutual Funds</b>				<b>59.05</b>	<b>54.10</b>
<b>Total value of Investments</b>				<b>173.72</b>	<b>54.28</b>
Less: Impairment in value of investment (Note 40)					
<b>Total Non-Current Investments</b>				<b>173.72</b>	<b>54.28</b>
Aggregate amount of quoted investments (Book value)				0.08	0.18
Aggregate amount of quoted investments (Market value)				0.08	0.18
Aggregate amount of unquoted investments				173.64	54.10
Aggregate amount of impairment in the value of investments				-	-

\*\* represents amount less than a lakh rupees

# Deemed cost is considered to be Nil as on April 1, 2015

Investments at fair value through profit or loss reflect investment in quoted and unquoted equity and debt securities. Refer note 39 for determination of their fair values.

## 6 Current investments

Particulars	Face value per unit	Number of units		Amount	
		March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
<b>Investments in Mutual Funds :</b>					
<b>Investments at Fair value through Profit and Loss</b>					
<b>Liquid/ Liquid Plus and Duration funds (Unquoted)</b>					
Aditya Birla Sun Life Money Manager Fund Growth- Regular	Rs. 100	48,66,314	53,10,993	130.98	132.96
Aditya Birla Sun Life Money Market Fund-Growth-Direct Plan	Rs. 100	-	24,65,622	-	62.06
Aditya Birla Sun Life Overnight Fund-Growth-Direct Plan	Rs. 1,000	2,79,875	-	30.23	-
Aditya Birla Sun Life Liquid Fund - Direct - Growth	Rs. 100	32,146	2,48,305	0.88	7.26
Axis Overnight Fund Direct Growth	Rs. 1,000	2,38,487	-	25.17	-
DSP Liquidity Fund- Direct Plan - Weekly Dividend	Rs. 1,000	-	50,028	-	5.01
DSP Liquidity Fund Direct Growth	Rs. 1,000	33	47,741	0.01	12.77
DSP Overnight Fund - Direct - Growth	Rs. 1,000	4,86,536	-	52.00	-
DSP Overnight Fund - Regular - Growth	Rs. 1,000	5,31,025	-	56.68	-
HDFC Overnight Fund - Direct Plan - Growth Option	Rs. 1,000	1,66,163	-	49.34	-
HDFC Overnight Fund - Regular Plan - Growth	Rs. 1,000	33,846	-	10.00	-
HDFC Liquid Fund - Direct Plan- Growth Option	Rs. 1,000	138	12,818	0.05	4.71
HDFC Liquid Fund - Direct Plan - Dividend Weekly	Rs. 1,000	-	4,39,685	-	45.41
HDFC FMP 1167D January 2016 (1) - Direct - Growth - Series - 35	Rs. 10	-	2,50,00,000	-	32.06
ICICI Prudential Overnight Fund-Direct-Growth	Rs. 100	29,06,181	-	31.31	-
ICICI Prudential Money Market Fund - Growth	Rs. 100	46,73,316	50,26,877	129.69	130.11
ICICI Prudential Money Market Fund - Direct Plan- Growth	Rs. 100	-	18,97,475	-	49.37
ICICI Prudential Money Market Fund - Direct Plan - Daily Dividend	Rs. 100	-	2,665	-	0.03
ICICI Prudential Liquid Fund -Direct Plan- Growth	Rs. 100	1,43,659	1,73,795	4.22	4.81
IDFC Overnight Fund Direct Plan-Growth	Rs. 1,000	1,90,797	-	20.30	-
IDFC Overnight Fund Regular Plan-Growth	Rs. 1,000	2,37,787	-	25.30	-
Kotak Overnight Fund Direct - Growth	Rs. 1,000	1,59,800	-	17.03	-
Kotak Overnight Fund Growth (Regular Plan)	Rs. 1,000	3,94,371	-	42.01	-
Kotak Liquid Fund - Direct Plan- Growth	Rs. 1,000	6	23,431	**	8.87
Kotak Liquid Regular Plan Daily Dividend	Rs. 1,000	-	483	-	0.06
Kotak Money Market Scheme - Direct Plan- Growth	Rs. 1,000	-	67,988	-	20.98
Kotak Liquid Direct Plan Weekly Dividend	Rs. 1,000	-	4,53,390	-	45.64
L&T Liquid Fund - Direct Plan- Growth	Rs. 1,000	51	11,977	0.01	3.06
L&T Liquid Fund - Direct Plan -Weekly Dividend	Rs. 1,000	-	1,51,893	-	15.22
Nippon India Overnight Fund	Rs. 100	7,52,587	-	8.07	-
Reliance Money Market Fund- Direct Growth Plan Growth Option	Rs. 1,000	-	23,805	-	6.76
SBI Magnum Ultra Short Duration Fund Direct Growth	Rs. 1,000	-	6,237	-	2.60
SBI Overnight Fund Direct Growth	Rs. 1,000	1,13,427	-	36.91	-
SBI Liquid Fund - Regular Plan- Growth	Rs. 1,000	-	29,212	-	8.52
SBI Liquid Fund - Direct Plan- Growth	Rs. 1,000	2,132	44,776	0.66	13.11
SBI Liquid Fund Direct Weekly Dividend	Rs. 1,000	-	1,45,549	-	15.45
Tata Liquid Fund Direct Plan - Growth	Rs. 1,000	5,123	15,089	1.60	4.45
Tata Money Market Fund - Direct Growth	Rs. 1,000	-	22,630	-	6.84
UTI Overnight Fund Direct Growth	Rs. 1,000	36,700	-	10.03	-
UTI Liquid Cash Plan - Regular Growth Plan	Rs. 1,000	3,96,606	4,12,558	128.40	125.83
UTI Liquid Cash Plan - Direct Growth	Rs. 1,000	15,956	36,018	5.19	11.02
UTI Liquid Cash Plan- Direct Daily Dividend Plan Reinvestment	Rs. 1,000	-	878	-	0.09
TATA Liquid Fund-Growth (Regular Plan)	Rs. 1,000	4,270	33,807	104.37	1.25
UTI-Arbitrage Fund- Regular Growth Plan	Rs. 10	-	1,10,32,511	-	-
<b>Total Investments in mutual funds</b>				<b>920.44</b>	<b>776.31</b>
Aggregate amount of quoted investments and market value thereof				-	-



Aggregate amount of unquoted investments				920.44	776.31
Aggregate amount of impairment in the value of investments				-	-

Investments at fair value through profit or loss reflect investment in unquoted equity and debt securities. Refer note 39 for determination of their fair values.

\*\* represents amount less than a lakh rupees

RDA Holdings Pvt Ltd.  
Notes to consolidated financial statements for the year ended March 31, 2020  
(All amounts are in Rupees Crores, except per share data and unless stated otherwise)

7 Trade receivables

(a) Non-current trade receivables

	As at March 31, 2020	As at March 31, 2019
Trade receivables from:		
i) Related parties (note 35)	-	-
ii) Others	92.13	60.40
<b>Total</b>	<b>92.13</b>	<b>60.40</b>
<b>Break-up for security details</b>		
Secured, considered good	-	-
Unsecured, considered good	111.36	92.93
Trade receivables which has a significant increase in credit risk	-	-
Trade receivables - credit impaired	-	-
Less: Impairment allowance	111.36	92.93
<b>Total</b>	<b>(19.23)</b>	<b>(32.53)</b>
	<b>92.13</b>	<b>60.40</b>

(b) Current trade receivables

	As at March 31, 2020	As at March 31, 2019
Trade receivables from:		
i) Related parties (note 35)	**	0.07
ii) Others	1,386.33	1,378.06
<b>Total</b>	<b>1,386.33</b>	<b>1,378.13</b>
<b>Break-up for security details</b>		
Secured, considered good	263.66	208.36
Unsecured, considered good	1,469.60	1,494.11
Trade receivables which have a significant increase in credit risk	52.68	64.62
Trade receivables - credit impaired	33.90	31.45
Less: Impairment allowance	1,819.84	1,798.54
<b>Total</b>	<b>(433.51)</b>	<b>(420.41)</b>
	<b>1,386.33</b>	<b>1,378.13</b>

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

Provision amounting to Rs. 52.68 (March 31, 2019 : Rs. 56.76) is already taken in books for trade receivables which have a significant increase in credit risk.

For terms and conditions relating to related party receivables, refer note 35.

Trade receivables are non-interest bearing and are generally on terms of 7 to 90 days.

\*\* represents amount less than a lakh rupees

8 Loans

(a) Non-current loans

	As at March 31, 2020	As at March 31, 2019
<b>Unsecured, considered good</b>		
At amortized cost		
Loans to employees	-	-
Security deposits*	7.47	7.41
<b>Total</b>	<b>10.73</b>	<b>11.92</b>
	<b>18.20</b>	<b>19.33</b>

(b) Current loans

	As at March 31, 2020	As at March 31, 2019
<b>Unsecured, considered good</b>		
At amortized cost		
Loans to employees	1.54	2.03
Security deposits*	4.40	5.10
<b>Total</b>	<b>5.94</b>	<b>7.13</b>

\*Includes lease deposits given to directors of Rs. 0.18 (March 31, 2019 : Rs. 0.53). The maximum amount due from directors during the year amounted to Rs. 0.18 (March 31, 2019 Rs. 0.53), refer note 35. This also includes deposits given to various other parties for rent, utilities etc.

Loans are various kinds of non-derivative financial assets which generate fixed interest income. The tenure of such loans have different time range based on employee eligibility.

No loans are due from directors or key managerial persons of the Group either severally or jointly with any other person or from firms or private companies in which any director is a partner, a director or a member, respectively.

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RDA Holdings Pvt Ltd.  
**Notes to consolidated financial statements for the year ended March 31, 2020**  
 (All amounts are in Rupees Crores, except per share data and unless stated otherwise)

9 **Other financial assets**

(a) **Other non-current assets**

	As at March 31, 2020	As at March 31, 2019
Bank deposits with maturity of more than 12 months #	38.93	54.45
<b>Total</b>	<b>38.93</b>	<b>54.45</b>

# Includes bank deposits includes Rs. 0.05 (March 31, 2019 : Rs. 0.15) which are pledged as margin money.

# Includes deposits of Rs. 1.01 (March 31, 2019 : Nil), which are against a charge, are for a term less than 12 months and shall be renewed on maturity as these are given against a borrowing.

(b) **Other current assets**

	As at March 31, 2020	As at March 31, 2019
<b>Derivative instruments at fair value through OCI</b>		
Cash flow hedges		
Foreign exchange forward contracts	2.00	40.40
<b>Derivative instruments at fair value through profit or loss</b>		
Derivative not designated as hedges		
Foreign exchange forward contracts	2.48	7.49
<b>At amortized cost</b>		
Export incentive receivable	69.05	49.82
Interest accrued on bank deposits and others	5.39	3.31
Unbilled revenue (contract assets)^	347.30	1,120.89
Others	4.99	-
<b>Total</b>	<b>431.21</b>	<b>1,221.91</b>

Financial assets at fair value through other comprehensive income reflect the positive change in fair value of foreign exchange forward contracts, designated as cash flow hedges to hedge highly probable forecast sales and purchases in various foreign currencies

^ Unbilled revenue is disclosed net of impairment allowance of Rs. 17.46 (March 31, 2019: Rs. 19.26)

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RDA Holdings Pvt Ltd.  
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10 Income taxes

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

**Statement of profit and loss**

Particulars	March 31, 2020	March 31, 2019
<b>Current tax</b>		
Current income tax	96.06	194.70
<b>Deferred tax</b>		
Relating to origination and reversal of temporary differences	66.47	(109.06)
<b>Income tax expense reported in the consolidated statement of profit or loss</b>	<b>162.53</b>	<b>85.64</b>

During the year, deferred tax assets amounting to Rs. Nil (March 31, 2019 : Rs. 94.13) has been accounted on the basis of assessment of probability of deductibility of brought forward unabsorbed losses and depreciation of Thermax Babcock & Wilcox Energy Solutions Private Limited (a wholly owned subsidiary) against future taxable profits.

**Other comprehensive income**

Particulars	March 31, 2020	March 31, 2019
<b>Deferred tax related to items recognised in other comprehensive income during the year</b>		
Net loss on revaluation of Cash flow hedge	(2.75)	(11.15)
Net loss on remeasurements of defined benefit plans	(2.93)	(0.05)
<b>Deferred tax credit in other comprehensive income</b>	<b>(5.68)</b>	<b>(11.20)</b>

**Reconciliation of tax expense and accounting profit multiplied by India's domestic tax rate for March 31, 2020 and March 31, 2019**

Particulars	March 31, 2020	March 31, 2019
Accounting profit before tax (before exceptional items)	373.34	526.32
Share of loss of joint ventures	-	(1.07)
Accounting profit before tax (before exceptional items and share of loss of joint ventures)	373.34	527.39
At India's statutory income tax rate (as per Income Tax Act, 1961) of 25.17% (March 31, 2019: 34.944%)	93.97	184.29
Effects of income not subject to tax	(1.19)	(1.71)
Weighted deduction on research and development expenses	-	(2.44)
Deferred tax recognised on unabsorbed losses of earlier years	-	(94.13)
Unrecognized tax benefits on tax losses	4.47	6.90
Taxes paid / payable on repatriation of branch profits	2.57	1.45
Impact of change in statutory income tax rate <sup>#</sup>	62.11	-
Others (includes effect of non-deductible business expenses and tax rate difference)	(0.15)	(0.20)
Effective tax	161.78	94.17
<b>Income tax expense reported in the consolidated statement of profit or loss</b>	<b>162.53</b>	<b>85.64</b>

<sup>#</sup>The Holding Company and its Indian subsidiaries has computed the tax expense of the current financial year as per the tax regime announced under section 115BAA of the Income-tax Act, 1961. Accordingly, (a) the current and deferred tax expense for the year ended March 31, 2020, has been determined at the rate of 25.17% and (b) the deferred tax assets as at April 1, 2019, (on brought forward losses and other items) have been written down considering the enacted rate of 25.17%.

**Deferred tax**

**Statement of profit and loss**

Particulars	March 31, 2020	March 31, 2019
<b>Deferred tax relates to the following :</b>		
Impact of difference between tax depreciation and depreciation/amortisation charged for financial reporting purposes	-	-
Deferred tax utilized / (recognised) on unabsorbed losses of earlier year	(28.33)	48.66
Provision for doubtful debts, advances and liquidated damages	40.15	(134.77)
Employee benefit obligations	51.31	(14.51)
Fair value gains on investment classified as fair value through profit and loss	1.11	(1.43)
Temporary differences due to accounting treatment as required by Income tax standards	3.06	(14.20)
Items allowed on payment basis	1.32	15.59
Others*	2.69	(4.37)
<b>Deferred tax expense</b>	<b>(4.84)</b>	<b>(4.03)</b>
* Includes impact on account of deferred tax created on unrealized profit elimination from inventory etc.	66.47	(109.06)

**Balance Sheet**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Deferred tax relates to the following :</b>		
Impact of difference between tax depreciation and depreciation/amortisation charged for financial reporting purposes	-	-
Losses available for offsetting against future taxable income	(86.23)	(114.56)
Revaluation of cash flow hedges	94.62	134.77
Provision for doubtful debts, advances and liquidated damages	1.69	(1.51)
Items allowed on payment basis	123.32	174.63
Employee benefit obligations	8.40	11.09
Fair value gains on investments classified as fair value through profit and loss	17.41	15.59
Temporary differences in accounting treatment as required by Income tax standards	(14.40)	(11.34)
Others*	3.12	4.44
<b>Net deferred tax assets</b>	<b>3.02</b>	<b>(1.09)</b>
* Includes impact on account of deferred tax created on unrealized profit elimination from inventory etc.	150.95	212.02

**Reconciliation of deferred tax assets (net)**

Particulars	March 31, 2020	March 31, 2019
<b>Opening balance</b>		
Tax (expense)/ income during the year recognised in profit or loss	212.02	91.71
Tax (expense)/ income during the year recognised in OCI	(66.47)	109.06
Currency translation effect	5.68	11.20
<b>Closing balance</b>	<b>150.53</b>	<b>212.02</b>



**RDA Holdings Pvt Ltd.**  
**Notes to consolidated financial statements for the year ended March 31, 2020**  
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**Break up of gross deferred tax assets/liabilities**

	As at March 31, 2020	As at March 31, 2019
Deferred tax assets	155.36	221.92
Deferred tax liabilities	(4.85)	(9.92)
<b>Net deferred tax assets</b>	<b>150.51</b>	<b>212.00</b>

The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

The Group has tax losses of Rs. 132.33 (March 31, 2019: Rs. 105.42) that are available for offsetting against future taxable profits of the companies in which the losses arose. Majority of these losses will expire over a period by end of March 31, 2028. Deferred tax assets have not been recognised in respect of these losses as they may not be used to offset taxable profits elsewhere in the Group, they have arisen in subsidiaries that have been loss-making for some time, and also does not meet the requirements of recognition of deferred tax assets on unabsorbed losses as per Ind AS 12 on Income taxes. If the Group were able to recognise all unrecognised deferred tax assets, the profit would increase by Rs. 33.25 (March 31, 2019: Rs. 26.69).

At March 31, 2020, there is deferred tax liability of Rs. 1.84 (March 31, 2019: Rs. 2.86) for taxes that would be payable on the unremitted earnings of the Group's branches. The Group has determined that undistributed profits of its subsidiaries will not be distributed in the foreseeable future. During the year ended March 31, 2020 and March 31, 2019, the Holding Company has paid dividend to its shareholders. This has resulted in payment of dividend distribution taxes (DDT) to the taxation authorities. The Group believes that DDT represents additional payment to taxation authority on behalf of the shareholders. Hence DDT paid is charged to equity.

**11 Other assets**  
**(a) Other non-current assets**

	As at March 31, 2020	As at March 31, 2019
<b>Unsecured, considered good</b>		
Advance to suppliers	0.28	4.59
Advance to employees	-	3.92
Capital advance	2.50	2.78
Balances with government authorities	83.83	111.54
Prepayments	0.77	40.74
<b>Total</b>	<b>87.38</b>	<b>163.57</b>

**(b) Other current assets**

	As at March 31, 2020	As at March 31, 2019
<b>Unsecured, considered good</b>		
Advance to suppliers	150.05	186.65
Advance to employees	8.25	8.79
Prepayments	17.72	10.99
Balances with government authorities	203.63	237.78
Prepaid employee benefits (note 33)	5.06	9.92
Others*	30.04	12.22
<b>Total</b>	<b>414.75</b>	<b>466.35</b>

\*Others include interest due on tax refunds, other recoveries of expenses, etc.

There were no advances due by directors or officers of the Holding company or any of them severally or jointly with any other persons or amounts due by firms or private companies respectively in which any director is a partner or a member.

**12 Inventories (valued at lower of cost and net realizable value)**

	As at March 31, 2020	As at March 31, 2019
Raw materials, components and bought-outs **	276.27	345.73
Work-in-progress	104.52	91.84
Finished goods	54.30	52.04
Stores and spares	10.95	10.12
Traded goods	8.52	8.89
<b>Total</b>	<b>454.56</b>	<b>508.62</b>

\*\*Includes goods in transit Rs. 6.61 (March 31, 2019: Rs. 16.85)

For the year ended March 31, 2020 Rs. 12.05 (March 31, 2019: Rs. 5.70) was recognised (net of reversals) as an expense for inventories carried at net realisable value. These were recognised as an expense during the year and included in cost of raw materials and components consumed in the Consolidated Statement of profit and loss.

Inventories amounting to Rs. 8.91 (March 31, 2019 Rs. Nil) has been hypothecated against borrowings.

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RDA Holdings Pvt Ltd.  
Notes to consolidated financial statements for the year ended March 31, 2020  
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13 (a) Cash and cash equivalents

	As at March 31, 2020	As at March 31, 2019
Balances with banks		
- in current accounts	160.67	278.38
- in deposits with original maturity of less than three months	95.39	24.75
Cheques, drafts on hand	0.77	4.76
Cash on hand	0.40	0.40
<b>Total</b>	<b>257.23</b>	<b>308.29</b>

Short-term deposits are made for varying periods ranging between one day and three months, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates.

Cash and cash equivalents include Rs. 12.87 (March 31, 2019 : Rs. 13.59) held by irrevocable trust controlled by the Group.

There are repatriation restrictions for usage of Rs. Nil (March 31, 2019 : Rs. 26.53) of cash and cash equivalents as at the end of the reporting year.

This includes bank balances of Rs. 8.86 (March 31, 2019 Rs. 17.61) at branches which can be used freely for business in those countries. For any repatriation to India, these are subject to repatriation taxes as per the local laws of those countries.

13 (b) Other bank balances

	As at March 31, 2020	As at March 31, 2019
Deposits with original maturity of more than 3 months but less than 12 months*	221.09	59.85
Unpaid dividend account (restricted)	0.97	0.98
<b>Total</b>	<b>222.06</b>	<b>60.83</b>

\*includes deposits placed with bank amounting Rs. 10.85 (March 31, 2019 : Rs. Nil) against revenue grant received during current year.

13 (c) Changes in liabilities arising from financing activities

Particulars	Borrowings	Unpaid dividend	Lease obligation
As on April 1, 2018	185.97	0.81	-
Cash flow (net)	25.62	-	-
Unrealized foreign exchange (gain)/ loss	(2.73)	-	-
Other	-	0.17	-
<b>As on March 31, 2019</b>	<b>208.86</b>	<b>0.98</b>	<b>-</b>
Cash flow (net)	34.96	-	-
Unrealized foreign exchange (gain)/ loss	5.10	-	-
Other*	-	(0.01)	14.21
<b>As on March 31, 2020</b>	<b>248.92</b>	<b>0.97</b>	<b>14.21</b>

\*Lease obligation includes new lease.

14 Share capital

	As at March 31, 2020	As at March 31, 2019
<b>Authorized shares</b>		
19,32,500 (Previous year 19,32,500) equity shares of Rs. 10/- each.	1.93	1.93
2,40,000 (Previous year 2,40,000) 10% non cumulative redeemable preference shares of Rs. 10/- each	0.24	0.24
6,47,500 (previous year 6,47,500) 4% redeemable preference shares of Rs. 10/- each	0.65	0.65
Unclassified	0.03	0.03
	<b>2.85</b>	<b>2.85</b>
<b>Issued, subscribed and fully paid share capital</b>		
17,68,624 (Previous year 16,01,824) equity shares of Rs. 10/- each.	1.77	1.60
<b>Total issued, subscribed and fully paid-up share capital</b>	<b>1.77</b>	<b>1.60</b>

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

Equity share of Rs. 10 each issued, subscribed and fully paid	No. of shares	Rs.
As at April 1, 2019	16,01,824	1.60
Changes during the year	1,67,000	0.17
As at March 31, 2020	17,68,824	1.60
Changes during the year	-	-
<b>As at March 31, 2020</b>	<b>17,68,824</b>	<b>1.60</b>

Note: During the year Company issued 2,78,660 equity shares of Rs.10 each for premium of Rs.582.35/- each to its shareholders on right basis

(b) Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the Holding Company

	ARA Trusteeship Company Private Limited
As at March 31, 2020	
%	100.00
No. of shares	16,01,824
As at March 31, 2019	
%	100.00
No. of shares	17,68,824

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents the legal ownerships of shares.



RDA Holdings Pvt Ltd.  
Notes to consolidated financial statements for the year ended March 31, 2020  
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15 (a) Other equity

	As at March 31, 2020	As at March 31, 2019
<b>Reserves and surplus</b>		
<b>Capital redemption reserve</b>		
Securities premium	6.14	23.91
Amalgamation Reserve	27.95	39.49
<b>Capital reserve</b>	0.50	0.50
Opening balance		
Add: Arising on account of consolidation	483.03	483.03
Closing balance	<u>459.37</u>	<u>483.03</u>
<b>General reserve</b>		
Opening balance	314.54	314.54
Less: Adjustment arising on account of consolidation	200.34	-
Closing balance	<u>114.20</u>	<u>314.54</u>
<b>Retained earnings</b>		
Opening balance		
Add: Profit for the year	941.42	818.45
Less: Adjustments on account of non-controlling interest	210.80	351.14
Less: Tax on Dividends paid	96.99	161.56
Less: Dividends paid (Adjusted in NCI)	16.20	13.89
Less: Tax on interim dividend	67.59	67.57
Less: Adjustment on account of redemption of preference shares in a subsidiary	16.20	-
Less: Transferred to special reserve	10.00	-
Add: Adjustments on account of consolidation	42.16	-
Movement during the year	<u>178.45</u>	<u>15.00</u>
	207.70	123.12
<b>Items of other comprehensive income recognised directly in retained earnings:</b>		
Re-measurement loss on defined benefit plans, net of tax Rs.2.93 (March 31, 2019 : Rs. 0.05)	(12.05)	(0.15)
Transferred to general reserve		
<b>Net surplus in the Statement of profit and loss</b>	<u>1,137.07</u>	<u>941.42</u>
<b>Total Reserves and Surplus</b>	<u>1,745.23</u>	<u>1,802.89</u>
<b>Other reserves</b>		
<b>Cash flow hedge reserve</b>		
Opening balance		
Add: Movement during the year (net)	3.31	25.34
Less: Tax on above movement	(10.92)	(32.65)
Add: Share of hedge reserve of joint venture (net of tax)	2.75	11.15
Closing balance	<u>-</u>	<u>(0.53)</u>
	<u>(4.86)</u>	<u>3.31</u>
<b>Foreign currency translation reserve</b>		
Opening balance		
Add: Movement during the year (net)	19.33	18.87
Closing balance	<u>19.53</u>	<u>0.46</u>
	<u>38.86</u>	<u>19.33</u>
<b>Reserve u/s 45-1C of Reserve Bank of India Act, 1934</b>	42.16	
<b>Total</b>	<u>1,821.39</u>	<u>1,825.53</u>

**Capital redemption reserve**

Pertains to reserve created towards redemption of debentures and can be utilised in accordance with the provisions of the Act.

**Securities premium**

Securities premium is used to record the premium on issue of shares. The reserve can be utilised in accordance with the provisions of the Act.

**Capital reserve**

Opening balance pertains to reserves arising on amalgamations in the past and step up acquisition of joint venture. This reserve is required to be maintained as per statute and cannot be distributed to the shareholders.

**General reserve**

Represents amounts transferred from retained earning in earlier years as per the requirements of the erstwhile Companies Act 1956 and other countries' corporate laws.

**Cash flow hedge reserve**

This reserve comprises the effective portion of the cumulative net change in the fair value of the cash flow hedge instruments related to hedged transactions that have not yet occurred.

**Foreign currency translation reserve**

The foreign currency translation reserve pertains to exchange differences on the translation of subsidiaries and branches having a functional currency other than Indian Rupees.



RDA Holdings Pvt Ltd.  
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16 Borrowings

(a) Non-current borrowings

	As at March 31, 2020	As at March 31, 2019
<b>At amortized cost</b>		
<b>Term loans (from banks)</b>		
Secured loans	50.53	46.31
<b>Term loans (from related party)</b>		
Loan from directors	66.00	
<b>Term loans (other than banks)</b>		
Secured loans	1.61	4.04
<b>Lease obligation (note 32 (iii))</b>	-	4.91
<b>Total non-current borrowings</b>	<b>118.14</b>	<b>55.26</b>
Less: amount disclosed under the head "Other current financial liabilities" (note 18 (b))		
- Current maturities of Term Loans	(18.75)	(19.07)
- Current maturities of finance lease obligation	-	(1.12)
	<b>99.39</b>	<b>35.07</b>

**Secured loans from banks includes:**

- Foreign currency loans from banks Rs. 38.41 (March 31, 2019 : Rs. 46.31) are repayable on a quarterly / semi - annual / annual basis over a period of seventeen years. Land and building with a carrying value of Rs. 27.67 (March 31, 2019 : Rs. 26.69) and letter of comfort from Holding Company has been provided as collateral for these borrowings. These loans carry an annual interest rate of 1% - 5% p.a. (March 31, 2019 : 1% - 5% p.a.)

- Indian rupee loan from bank Rs. 12.12 (March 31, 2019 : Rs. Nil) has been availed for 60 months and it is repayable in 48 monthly instalments along with interest, from the date the moratorium period ends. The loan has a moratorium period of 12 months for repayment of principal. The loan is secured by first charge on plant and equipment (finance lease receivable) and deposit amounting Rs. 1.01 (March 31, 2019 : Rs. Nil). This loan carries an effective interest rate ranging between 8.3% - 8.7% p.a. (March 31, 2019 : Nil).

**Secured loans from others include:**

- Outstanding loan of Rs. 1.61 (March 31, 2019 : Rs. 1.24) from mortgage credit institutions are repayable on monthly basis from April 2018 over a period of three years. The loan is secured by first charge on plant and machinery with a carrying value of Rs. 0.01 (March 31, 2019 : Rs. 2.64), present and future stock of inventories and stores and spares not related to plant and equipment, book debts and other moveable assets. The loan carries an annual interest rate of 10.90% - 11.00% p.a. (March 31, 2019 : 10.90% p.a.)

- Outstanding loan of Rs. Nil (March 31, 2019 : Rs. 2.80) from mortgage credit institutions was repayable on monthly basis from April 2015 over a period of five years. The loan was secured by first charge on plant and equipment and escrow of cash flow for the specific project for which such facility has been availed. The loan carries an annual interest rate of Nil (March 31, 2019 : 9.90% - 11.10% p.a.)

(b) Current borrowings

	As at March 31, 2020	As at March 31, 2019
<b>At amortized cost</b>		
<b>Loans (from banks)</b>		
Secured loans	114.19	110.00
Unsecured loans	63.96	75.00
<b>Total</b>	<b>178.15</b>	<b>185.00</b>

Secured loans from banks includes working capital facilities viz. bank overdraft, cash credit and acceptances for bills discounted by suppliers which are repayable in 60 to 120 days. Loans are secured by hypothecation of present and future stock of inventories, book debts, other moveable assets, letter of comfort and corporate guarantee given by Holding Company. For one of the subsidiaries, plant and equipment with a carrying value of Rs. 6.49 (March 31, 2019 : Rs. 8.14) has been provided as collateral for these borrowings.

Unsecured loan pertains to packing credit of Rs. 63.96 (March 31, 2019 : Rs. 75) that carries an interest rate of 4.50% - 5.30% p.a. (March 31, 2019 : 5.5% p.a.) due for repayment within 280 days from date of disbursement or expected shipment date whichever is earlier.

17 Trade payables

(a) Non-current trade payables

	As at March 31, 2020	As at March 31, 2019
Trade payables	39.73	28.78
<b>Total</b>	<b>39.73</b>	<b>28.78</b>

(b) Current trade payables

	As at March 31, 2020	As at March 31, 2019
Total outstanding dues of micro enterprises and small enterprises	183.75	173.10
Total outstanding dues of creditors other than micro enterprises and small enterprises		
i) Related parties (note 35)	66.15	-
ii) Others	710.73	1,197.61
<b>Total</b>	<b>960.62</b>	<b>1,370.71</b>

For terms and conditions with related parties, refer note 35.

Trade payables are non-interest bearing and are generally on terms of 7 to 90 days.

18 Financial liabilities

(a) Other non-current liabilities

	As at March 31, 2020	As at March 31, 2019
Trade deposits	8.18	6.10
Lease obligation (note 32 (ii))	9.68	-
<b>Total</b>	<b>17.86</b>	<b>6.10</b>



(b) Other current liabilities

	As at March 31, 2020	As at March 31, 2019
<b>Derivative instruments at fair value through OCI</b>		
Cash flow hedges		
Foreign exchange forward contracts	25.55	28.77
<b>Derivative instruments at fair value through profit or loss</b>		
Derivative not designated as hedges		
Foreign exchange forward contracts	10.68	1.10
<b>At amortized cost</b>		
Current maturities of long-term borrowings (note 16 (a))	18.75	19.07
Current maturities of finance lease obligation (note 16 (a))	-	-
Lease obligation (note 32 (ii))	4.53	-
Interest accrued but not due on loans	0.09	-
Employee related payables	67.29	66.59
Payables for PPE and intangible assets	6.02	10.23
Book overdraft	7.67	13.89
Unpaid dividend	0.97	0.98
Other payables *	6.68	6.42
<b>Total</b>	<b>148.23</b>	<b>147.05</b>

\* includes dealer deposits, security deposits, etc.

19 Provisions

(a) Non-current provisions

	As at March 31, 2020	As at March 31, 2019
<b>Provision for employee benefits</b>		
Provision for gratuity (note 33)	2.79	-
	<u>2.79</u>	<u>-</u>
<b>Other provisions</b>		
Provision for warranties	8.58	7.44
Provision for decommissioning liability	9.60	8.62
	<u>18.18</u>	<u>16.06</u>
<b>Total</b>	<b>20.97</b>	<b>16.06</b>

(b) Current provisions

	As at March 31, 2020	As at March 31, 2019
<b>Provision for employee benefits</b>		
Provision for gratuity (note 33)	0.45	0.59
Provision for leave encashment	72.33	65.17
	<u>72.78</u>	<u>65.76</u>
<b>Other provisions</b>		
Provision for onerous contracts	14.93	7.38
Provision for warranties	81.64	70.13
	<u>96.57</u>	<u>77.51</u>
<b>Total</b>	<b>169.35</b>	<b>143.27</b>

**Provision for decommissioning liability**

A provision has been recognised for decommissioning costs associated with the property taken on lease by the Group. The Group is committed to restore the site on conclusion of the manufacturing activities. The timing of cash outflows in respect of such provision cannot be reasonably determined.

**Provision for warranties**

Warranty costs are provided based on a technical estimate of the costs required to be incurred for repairs, replacements, material costs, servicing cost and past experience in respect of such costs. It is expected that this expenditure will be incurred over the contracted warranty period ranging up to 2 years. If warranty claim costs vary by 10% from management's estimate, the warranty provisions would be an estimated Rs. 9.02 higher or lower (March 31, 2019 : Rs. 7.76).

**Provision for onerous contracts**

A provision for expected loss on contracts with customers is recognised when it is probable that the contracts costs will exceed total contract revenue. For all other contracts, provision is made when the unavoidable costs of meeting the obligation under the contract exceed the currently estimated economic benefits. The timing of cash outflows in respect of such provision is over the contract period.

**Movement in provisions**

	Provision for onerous contracts	Provision for warranties	Provision for decommissioning liability
As at April 1, 2019	7.38	77.57	8.62
Additional provision recognised	12.23	62.76	-
Unused amounts reversed	-	(36.46)	-
Unwinding of discount	-	4.94	0.98
Utilised during the year	(4.68)	(18.59)	-
<b>As at March 31, 2020</b>	<b>14.93</b>	<b>90.22</b>	<b>9.60</b>
<b>Breakup of provisions:</b>			
Current	14.93	81.64	-
Non-current	-	8.58	9.60
<b>Total</b>	<b>14.93</b>	<b>90.22</b>	<b>9.60</b>

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20 Other liabilities

(a) Other non-current liabilities

	As at March 31, 2020	As at March 31, 2019
<b>Contract liabilities</b>		
Unearned revenue*	8.25	9.96
Customer advances	16.54	25.99
<b>Total</b>	<b>24.79</b>	<b>35.95</b>

\*includes revenue remaining unearned for the portion attributable to maintenance of leased equipment constructed at customer premises under finance lease arrangements.

(b) Other current liabilities

	As at March 31, 2020	As at March 31, 2019
<b>Contract liabilities</b>		
Unearned revenue	383.85	303.42
Customer advances	893.95	1,458.44
Statutory dues and other liabilities*	41.84	32.05
<b>Total</b>	<b>1,319.64</b>	<b>1,793.91</b>

\*includes tax deducted at source, GST, ESIC, provident fund, government grant received for a research project etc.

21 Revenue from operations

(a) Revenue from contracts with customers:

	March 31, 2020	March 31, 2019
Revenue from projects and products	4,906.80	5,113.70
Revenue from services	748.59	772.61
<b>Total revenue from contracts with customers</b>	<b>5,655.39</b>	<b>5,886.31</b>

(b) Other operating income

	March 31, 2020	March 31, 2019
Export incentives	60.49	57.68
Sale of scrap	18.28	16.63
Interest income from finance lease	8.27	7.04
Commission income	2.24	2.96
Exchange fluctuation gain / (loss) (net) *	(16.94)	(0.93)
Royalty income	3.51	3.48
Miscellaneous income	0.07	-
	<b>75.92</b>	<b>86.86</b>

\* Includes mark to market loss on forward contracts not subjected to hedge accounting Rs. 8.20 (March 31, 2019 : gain of Rs. 6.39)

<b>Total revenue from operations (a+b)</b>	<b>5,731.31</b>	<b>5,973.16</b>
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(c) Disclosure pursuant to Ind AS 115: Revenue from Contract with Customers

i) By category of contracts

	March 31, 2020	March 31, 2019
Over a period of time basis	3,694.86	3,930.67
At a point-in-time basis	1,960.53	1,955.64
<b>Total revenue from contracts with customers</b>	<b>5,655.39</b>	<b>5,886.31</b>

Revenue by geographical market

	March 31, 2020	March 31, 2019
Within India	3,762.23	3,337.12
Outside India	1,969.08	2,636.05
<b>Total revenue from operations</b>	<b>5,731.31</b>	<b>5,973.17</b>

Revenue by segment

	March 31, 2020			Total
	Energy	Environment	Chemical	
<b>Revenue from contracts with customers</b>				
External revenue	4,610.36	717.14	416.77	5,744.27
Inter segment	(4.39)	(79.50)	(4.99)	(88.88)
<b>Total revenue from contracts with customers</b>	<b>4,605.97</b>	<b>637.64</b>	<b>411.78</b>	<b>5,655.39</b>
Other operating income	66.60	4.83	4.49	75.92
<b>Total revenue from operations</b>	<b>4,672.57</b>	<b>642.47</b>	<b>416.27</b>	<b>5,731.31</b>

	March 31, 2019			Total
	Energy	Environment	Chemical	
<b>Revenue from contracts with customers</b>				
External revenue	4,721.37	824.37	410.28	5,956.02
Inter segment	(1.09)	(62.83)	(5.79)	(69.71)
<b>Total revenue from contracts with customers</b>	<b>4,720.28</b>	<b>761.54</b>	<b>404.49</b>	<b>5,886.31</b>
Other operating income	78.10	3.93	4.83	86.86
<b>Total revenue from operations</b>	<b>4,798.38</b>	<b>765.47</b>	<b>409.32</b>	<b>5,973.17</b>



**ii) Contract balances**

The following table provides information about contract balances from contracts with customers as at the reporting date:

	March 31, 2020	March 31, 2019
Trade receivables (note 7)	1,478.46	1,438.53
Unbilled revenue (Contract asset) (note 9(b))	347.30	1,120.89
Unearned revenue (Contract liability) (note 20)	392.10	313.38
Customer advances (Contract liability) (note 20)	910.49	1,484.43

Contract assets primarily relate to the Group's rights to consideration for work completed but not billed at the reporting date from projects and customised contracts. Contract assets are transferred to Trade receivables on completion of milestones and related invoicing.

The Contract liabilities relate to unearned revenue and customer advances where performance obligations are yet to be fulfilled as per the contracts. The fulfilment of the performance obligations will extinguish these liabilities and revenue will be recognised, with no impact on the Group's cash positions on specific projects.

**iii) Revenue recognised in the reporting year that was included in the contract liability balance at the beginning of the year**

	March 31, 2020	March 31, 2019
Unearned revenue	215.70	225.46
Customer advance	979.07	668.88

**iv) Changes in unbilled revenue and unearned revenue for the year**

The explanation of the significant changes in the contract asset and the contract liability balances during the year presented in the table below

	March 31, 2020	March 31, 2020
Opening unbilled revenue (note 9(b))	1,120.89	
Opening unearned revenue (note 20)	313.38	807.51
- Transfer of contract assets to receivable from opening unbilled revenue	(1,056.63)	
- Increase in revenue as a result of changes in the measure of progress from the opening unearned revenue	215.70	
- Transfer of contract assets to receivable	(3,491.01)	
- Increase in revenue as a result of changes in the measure of progress	3,479.16	
- Others*	0.47	(852.31)
Closing unbilled revenue (note 9(b))	347.30	
Closing unearned revenue (note 20)	392.10	(44.80)

\* includes adjustments on account of onerous contracts, impairment allowance for the year etc.

	March 31, 2019	March 31, 2019
Opening unbilled revenue (note 9(b))	539.13	
Opening unearned revenue (note 20)	297.48	241.65
- Arising on account of acquisitions	(37.09)	
- Transfer of contract assets to receivable from opening unbilled revenue	(487.20)	
- Increase in revenue as a result of changes in the measure of progress from the opening unearned revenue	225.46	
- Transfer of contract assets to receivable	(2,840.52)	
- Increase in revenue as a result of changes in the measure of progress	3,725.67	
- Others*	(20.46)	565.86
Closing unbilled revenue (note 9(b))	1,120.89	
Closing unearned revenue (note 20)	313.38	807.51

\* includes adjustments on account of onerous contracts, impairment allowance for the year etc.

**v) Performance obligations**

Performance obligation in a project or a group of projects which are contracted at or near same time with the same or related parties and negotiated simultaneously, are combined for the purpose of evaluation. The Group has estimated that multiple commitments pertaining to engineering, procurement and commissioning of such projects is a single performance obligation which is spread over different accounting periods.

Performance obligation for products are evaluated on standalone basis, recognised at a point in time. Generally, performance obligations for such contracts have an original expected duration of one year or less.

There are no major contracts with customers which have significant financing component included within them and therefore there is no difference between the timing of satisfaction of performance obligation vis a vis the timing of the payment.

**Remaining performance obligations**

The following table includes revenue expected to be recognised in the future related to performance obligations that are unsatisfied (or partially unsatisfied) at the reporting date.

The Group applies practical expedient included in para 121 of Ind AS 115 and does not disclose information about its remaining performance obligations for contracts that have an original expected duration of one year or less.

	March 31, 2020	March 31, 2019
Amount of revenue yet to be recognised for contracts in progress	3,103.66	3,300.07

The Group expects that a significant portion of the remaining performance obligation will be completed in the next 1 to 2 years.

For one of the subsidiaries, the Group has disclosed remaining performance obligation expected to be fulfilled in next 12 months. However, the contracts with customers for supply of utilities are for a longer period.

**22 Other income**

	March 31, 2020	March 31, 2019
Interest income from financial assets at amortised cost		
Bank deposits		
Other interest income	13.02	7.21
<b>Dividend income</b>	7.38	9.50
a. On equity investments		
b. From equity investments designated at fair value through profit and loss	1.86	38.60
Liabilities no longer required written back	5.51	4.59
Fair value gain on financial instruments at fair value through profit and loss (net)	11.10	28.81
Net gain on sale of current investments designated at fair value through profit and loss	48.87	77.19
Miscellaneous income ^^		2.49
<b>Total</b>	16.61	22.34
	104.35	190.72

^^ Includes rent income of Rs. 1.07 (March 31, 2019: Rs. 1.84); refer note 32(i)(b).



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<b>23</b>	<b>Cost of raw material and components consumed</b>		
		<b>March 31, 2020</b>	<b>March 31, 2019</b>
	Inventories at the beginning of the year	345.73	223.71
	Add: Purchases	2,926.84	3,367.57
		<u>3,272.57</u>	<u>3,591.28</u>
	Inventories at the end of the year	(276.27)	(345.73)
		<u>2,996.30</u>	<u>3,245.55</u>
	Less: capitalised during the year (note 4 (a))	(0.16)	(5.86)
	<b>Total</b>	<u>2,996.14</u>	<u>3,239.69</u>
<b>24</b>	<b>(Increase) in inventories of finished goods, work-in-progress and traded goods</b>		
		<b>March 31, 2020</b>	<b>March 31, 2019</b>
	Inventories at the beginning of the year		
	Work-in-progress	91.84	75.08
	Finished goods	52.04	49.61
	Traded goods	8.89	9.96
		<u>152.77</u>	<u>134.65</u>
	Less: inventories at the end of the year		
	Work-in-progress	104.52	91.84
	Finished goods	54.30	52.04
	Traded goods	8.52	8.89
		<u>167.34</u>	<u>152.77</u>
	<b>Total</b>	<u>(14.57)</u>	<u>(18.12)</u>
<b>25</b>	<b>Employee benefits expense</b>		
		<b>March 31, 2020</b>	<b>March 31, 2019</b>
	Salaries and wages	716.79	690.01
	Contribution to provident and other funds	40.83	37.58
	Gratuity expense (note 33)	8.63	7.15
	Staff welfare expenses	35.11	35.87
		<u>801.36</u>	<u>770.61</u>
	Less: capitalised during the year (note 4(a))	(0.10)	(1.56)
	<b>Total</b>	<u>801.26</u>	<u>769.05</u>
<b>26</b>	<b>Finance costs</b>		
		<b>March 31, 2020</b>	<b>March 31, 2019</b>
	Interest expense*	8.61	9.70
	Unwinding of discount	6.41	4.62
	<b>Total</b>	<u>15.02</u>	<u>14.32</u>
	* Includes accretion of interest on lease obligation Rs. 0.08 (March 31, 2019: Rs. Nil) (refer note 32(ii)).		
<b>27</b>	<b>Depreciation and amortisation expense</b>		
		<b>March 31, 2020</b>	<b>March 31, 2019</b>
	Depreciation / impairment on property, plant and equipment (note 4(a))	99.36	78.31
	Depreciation on right-of-use assets (note 4(b))	4.22	-
	Amortisation of intangible assets (note 4(c))	13.05	13.71
	<b>Total</b>	<u>116.63</u>	<u>92.02</u>
<b>28</b>	<b>Other expenses</b>		
		<b>March 31, 2020</b>	<b>March 31, 2019</b>
	Consumption of stores and spare parts	85.02	84.21
	Power and fuel	44.36	51.02
	Freight and forwarding charges (net)	162.40	142.94
	Site expenses and contract labour charges	616.35	643.41
	Drawing, design and technical service charges	25.61	29.16
	Sales commission	18.77	28.54
	Advertisement and sales promotion	28.90	16.33
	Rent	28.34	32.59
	Rates and taxes	26.07	14.78
	Insurance	10.12	11.21
	Repairs and maintenance:		
	Plant and machinery	27.37	23.94
	Buildings	7.00	7.91
	Others	37.85	34.08
	Travelling and conveyance	88.24	92.86
	Legal and professional fees (includes payment to auditors)	83.65	69.43
	Director sitting fees	0.74	0.50
	Bad debts/ advances written off	42.93	11.50
	Provision for impairment allowance of financial assets (net)	(2.00)	39.50
	Warranty expenses (net)	45.20	1.20
	(Gain) / loss on sale/ discard of assets (net)	(5.49)	0.55
	CSR expenditure	10.20	19.74
	Miscellaneous expenses (includes printing, communication, security expense, etc.)	62.84	71.02
		<u>1,444.47</u>	<u>1,426.42</u>
	Less: capitalised during the year (note 4(a))	(0.74)	(1.98)
	<b>Total</b>	<u>1,443.73</u>	<u>1,424.44</u>



29 Earnings Per Share

	March 31, 2020	March 31, 2019
Net profit attributable to the Equity shareholders of the Parent Company	113.81	189.58
Weighted average number of Equity shares of Rs. 10/- each (number in crores)	0.15	0.13
<b>Basic and diluted Earning per share</b>	<b>734.84</b>	<b>1,442.13</b>

30 Components of Other Comprehensive Income (OCI)

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

For the year ended March 31, 2020

Particulars	Cash flow hedge reserve	Foreign Currency translation reserve	Retained earnings	Total
Foreign currency translation differences	-	19.53	-	19.53
Interest rate swap	(1.68)	-	-	(1.68)
Foreign exchange forward contracts	(9.06)	-	-	(9.06)
Reclassified to Statement of profit or loss (Net)	2.57	-	-	2.57
Re-measurement gains (losses) on defined benefit plans	-	-	(12.05)	(12.05)
<b>Total</b>	<b>(8.17)</b>	<b>19.53</b>	<b>(12.05)</b>	<b>(0.69)</b>

For the year ended March 31, 2019

Particulars	Cash flow hedge reserve	Foreign Currency translation reserve	Retained earnings	Total
Foreign currency translation differences	-	0.46	-	0.46
Interest rate swap	0.17	-	-	0.17
Foreign exchange forward contracts	(40.33)	-	-	(40.33)
Reclassified to Statement of profit or loss (Net)	18.66	-	-	18.66
Re-measurement gains (losses) on defined benefit plans	-	-	(0.15)	(0.15)
Share of OCI [cash flow hedge (net of tax)] of JV	(0.53)	-	-	(0.53)
<b>Total</b>	<b>(22.03)</b>	<b>0.46</b>	<b>(0.15)</b>	<b>(21.72)</b>

31 Contingent liabilities and commitments

A Contingent liabilities

- a) During earlier years and in the current year, the Subsidiary Company of the Group has received demand notices/show cause-cum-demand notices from the Excise department covering period from June 2000 till June 2017 for Rs. 1,385.47 crores (March 31, 2019: Rs.1,383.51) (including penalty but excluding interest and further penalty thereon).  
 These demands are of excise duty payable on inclusion of the cost of bought out items in the assessable value of certain products manufactured by the subsidiary Company, though such duty paid bought out items were directly dispatched by the manufacturers thereof to the ultimate customer, without being received in the Subsidiary Company's factory. The Subsidiary Company has filed an appeal against the said orders received before CESTAT, Mumbai. Based on independent legal advice, the Company is confident of the issue being ultimately decided in its favour and accordingly no provision has been considered necessary. Pursuant to the business transfer of boiler and heater division, the liability has been transferred from Subsidiary Company to its wholly owned subsidiary.

b) Taxes\*

	March 31, 2020	March 31, 2019
Excise, Customs Duty and Service tax	26.55	30.49
Sales tax	75.17	73.46
Income tax demands disputed in appellate proceedings	67.69	125.30
References/appeals preferred by the Income tax department in respect of which, should the ultimate decision be unfavourable to the Group	9.87	44.15
<b>Others</b>	<b>0.10</b>	<b>0.10</b>

\* Excluding interest and penalty thereon.

c) Guarantees

The Group has issued various guarantees for performance, deposits, tender money, advances etc. The Group has issued various indemnity bonds, letter of support, corporate guarantees, etc. for working capital requirements purposes to banks for wholly owned subsidiaries. The management has considered the probability for outflow of the same to be remote and accordingly no amount has been disclosed here.

d) Others

	March 31, 2020	March 31, 2019
Liability for export obligations	73.00	78.82
Claims against the Group not acknowledged as debt	3.33	3.02

The timing and amount of the cash flow which will arise from these matters, will be determined by the relevant authorities on settlement of the cases or on receipt of claims from customers.

- e) There are certain law suits, disputes, warranty claims, etc., including commercial matters that arise from time to time in the ordinary course of business, the amounts involved in such matters are currently not quantifiable. However, based on managements assessment under Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets", that claims are not tenable / probability of final outcome against the Group is low and therefore not disclosed as contingent liabilities.

- f) The Group has received a claim for avoidance from the liquidator of former subsidiary Omnical Kessel-und Apparatebau GmbH which is under bankruptcy. The management, based on best estimates, expects no impact for such claim on the Group.

B Capital and other commitments

- a) Liability in respect of partly paid shares Rs. 0.09 (March 31, 2019 Rs. 0.09).
- b) Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for is Rs. 29.59 (March 31, 2019 Rs. 20.98).
- c) For lease commitments, refer note 32.



## 32 Leasing arrangements

## i) Where the Group is lessor

## a) Amounts receivable under Finance lease -

The Group has entered into certain arrangements with its customers where the Group will supply heat/steam/treated water by installing the boiler/heater/water treatment plant at the customers' premises. The Group has determined, that fulfilment of these arrangements is dependent on the use of a specific asset and the arrangement conveys a right to use these specific asset to the customers. Accordingly, these arrangements qualify as arrangements in the form of lease as specified in Ind-AS 116. Based on the evaluation of terms and conditions of these arrangements, such as the contract term constituting a major part of the economic life of the specific assets, the fair value of the asset and that it has transferred the significant risks and rewards in these assets to the customers, these lease arrangements have been classified as finance leases.

Particulars	Gross Investment in lease		Present value of minimum lease payments	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Within one year	18.03	13.42	9.29	5.63
After one year but not more than five years	61.98	50.02	39.36	33.43
More than five years	26.38	18.73	19.53	14.09
	<b>106.39</b>	<b>82.17</b>	<b>68.18</b>	<b>53.15</b>
Less: Unearned finance income	38.21	29.02	-	-
Present value of minimum lease payments receivable	68.18	53.15	68.18	53.15
Allowance for uncollectible lease payments	-	-	-	-

Current portion of finance lease receivables*	9.29	5.63
Non-current portion of finance lease receivables*	58.89	47.52

Particulars	March 31, 2020	March 31, 2019
Estimated unguaranteed residual value of assets under finance lease	-	-
Contingent rent recognised as income during the year	-	-
Interest rate inherent in the lease per annum	-	-
	10.87% - 17.03%	12.40% - 17.05%

\*Lease receivables amounting to Rs 5.59 (March 31, 2019 Rs. 12.42) have been hypothecated against borrowings.

## b) Operating lease

The Group has leased certain parts of its surplus office, buildings and equipments. The tenure of such lease agreements ranges from 1 to 5 years. All leases include a clause to enable upward revision of the rental charge on an annual basis according to prevailing market conditions. For nature of assets, refer note 4 (a).

Lease rent received for the year	March 31, 2020	March 31, 2019
	1.07	1.84

Future minimum lease rental receivables under non-cancellable operating leases are as follows:	March 31, 2020	March 31, 2019
Within one year	-	-
After one year but not more than five years	-	-
More than five years	-	-

## ii) Where the Group is lessee

The Group has taken office buildings, factory sheds, guest house, warehouse, vehicles, printers and other office equipments on lease for a tenure of 1 to 5 years. The Group's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Group is restricted from assigning and subleasing the leased assets. There are no variable lease payments and residual value guarantees for these leases. The leases are renewable on mutually agreeable terms. At the expiry of the lease term, either party has an option to terminate the agreement or extend the term by giving notice in writing. The Group also has certain leases of machinery with lease terms of 12 months or less and leases of office equipment with low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

Refer note 2.2 in significant accounting policies relating to adoption of Ind AS 116

## Carrying amounts of finance lease liabilities and the movements during the period.

	March 31, 2020
As at 1 April, 2019	14.20
Additions (for new lease during the year)	2.76
Accretion of interest	0.08
Payments made	(2.83)
<b>As at 31 March</b>	<b>14.21</b>
Current portion of finance lease payable	4.53
Non-current portion of finance lease payable	9.68
<b>Total</b>	<b>14.21</b>

## Details of amounts recognised in Consolidated Statement of Profit and Loss

	March 31, 2020
Depreciation expense of right-of-use assets	4.22
Interest expense on lease liabilities	0.08
Expense relating to short-term leases (included in other expenses and staff welfare expenses)	32.50
Expense relating to leases of low-value assets (included in other expenses)	2.48
<b>Total amount recognised in Consolidated Statement of Profit or Loss</b>	<b>39.28</b>
Refer note 40(a) III for maturities of finance lease liabilities.	

## iii) Details of lease payments where group is lessee (disclosure pursuant to erstwhile Ind AS 17):

## a) Amounts payable under Finance lease

	Minimum lease payments	Present value of minimum lease payments
	March 31, 2019	March 31, 2019
Within one year	1.12	1.12
After one year but not more than five years	3.94	3.79
More than five years	-	-
<b>Total</b>	<b>5.06</b>	<b>4.91</b>

## b) Amounts payable under Operating lease

Lease payments for the year	March 31, 2019
	32.59
<b>Future minimum lease rental payables under non-cancellable operating leases are as follows:</b>	<b>March 31, 2019</b>
Within one year	2.94
After one year but not more than five years	2.62
More than five years	0.39



**33 Gratuity**

The Holding Company and its Indian subsidiaries operate a defined benefit plan viz. gratuity for its employees. Under the gratuity plan, every employee who has completed at least specified years of service gets a gratuity on departure at 15 days (minimum) of the last drawn salary for each completed year of service. The scheme is funded with an insurance company in the form of qualifying insurance policy. The fund has formed a trust and it is governed by the Board of Trustees. Overseas subsidiaries do not operate any defined benefit plans for employees. The fund is subject to risks such as asset volatility, changes in asset yields and asset liability mismatch risk. In managing the plan assets, Board of Trustees reviews and manages these risks associated with the funded plan. Each year, the Board of Trustees reviews the level of funding in the gratuity plan. Such a review includes asset-liability matching strategy and investment risk management policy (which includes contributing to plans that invest in risk-averse markets). The Board of Trustees aim to keep annual contributions relatively stable at a level such that no plan deficits (based on valuation performed) will arise.

Particulars	March 31, 2020	March 31, 2019
Total asset	5.06	9.92
Total liability	(3.24)	(0.59)
	<b>1.82</b>	<b>9.33</b>

**I Changes in the net benefit obligation and fair value of plan assets are as follows :**

Particulars	Present value of obligation	Fair value of plan assets	Net amount
<b>April 1, 2018</b>			
Current service cost	87.77	(98.16)	(10.39)
Interest expense/(income)	8.66	-	8.66
<b>Total amount recognised in Consolidated Statement of Profit or Loss</b>	<b>6.06</b>	<b>(7.57)</b>	<b>(1.51)</b>
Experience adjustments	14.72	(7.57)	7.15
Asset ceiling adjustment	(0.56)	-	(0.56)
Return on plan assets expense	0.67	-	0.67
Actuarial loss from change in demographic assumptions	-	0.09	0.09
Actuarial loss from change in financial assumptions	(0.03)	-	(0.03)
<b>Total amount recognised in Other Comprehensive Income</b>	<b>0.03</b>	<b>-</b>	<b>0.03</b>
Employer contributions	0.11	0.09	0.20
Benefits paid	-	(5.42)	(5.42)
Arising on account of acquisition	(12.36)	12.36	-
<b>March 31, 2019</b>	<b>1.12</b>	<b>(1.99)</b>	<b>(0.87)</b>
Current service cost	91.36	(100.69)	(9.33)
Interest expense/(income)	9.31	-	9.31
<b>Total amount recognised in Consolidated Statement of Profit or Loss</b>	<b>7.24</b>	<b>(7.92)</b>	<b>(0.68)</b>
Experience adjustments	16.55	(7.92)	8.63
Return on plan assets (income)	4.46	-	4.46
Actuarial loss from change in demographic assumptions	-	0.84	0.84
Actuarial loss from change in financial assumptions	(1.29)	-	(1.29)
<b>Total amount recognised in Other Comprehensive Income</b>	<b>10.97</b>	<b>-</b>	<b>10.97</b>
Employer contributions	14.14	0.84	14.98
Benefits paid	-	(16.10)	(16.10)
<b>March 31, 2020</b>	<b>(13.63)</b>	<b>13.63</b>	<b>-</b>
	<b>108.42</b>	<b>(110.24)</b>	<b>(1.82)</b>

**II The net liability disclosed above relates to funded plans which are as follows :**

Particulars	March 31, 2020	March 31, 2019
Present value of funded obligation	108.42	91.36
Fair value of plan assets	(110.24)	(100.69)
<b>Surplus of funded plan</b>	<b>(1.82)</b>	<b>(9.33)</b>

**III Significant assumptions**

The principal actuarial assumptions were as follows :

Particulars	March 31, 2020	March 31, 2019
Discount rate	6.04% to 6.4%	7.64%
Salary growth rate	5% to 7%	5% to 7%
Normal retirement age	60 years	60 years
Mortality table	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)
Employee turnover	Ultimate 5% to 14%	Ultimate 5% to 15%

**IV Sensitivity analysis**

The sensitivity of defined obligation to changes in the weighted principal assumptions is:

Assumption	March 31, 2020		March 31, 2019	
	Impact of 1% increase	Impact of 1% decrease	Impact of 1% increase	Impact of 1% decrease
Discount rate	Decrease by 6.52	Increase by 7.48	Decrease by 5.21	Increase by 5.87
Future salary increase	Increase by 6.70	Decrease by 5.94	Increase by 5.39	Decrease by 4.88
Attrition Rate	Increase by 0.54	Decrease by 0.69	Increase by 0.17	Decrease by 0.19

The above sensitivity analysis is based on a change in assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of defined benefit obligation calculated with the Projected Unit Credit Method at the end of the reporting year) has been applied as and when calculating the defined benefit liability recognised in the balance sheet.

The method and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous years.

The following are the expected cash outflows to the defined benefit plan in future years:

Particulars	March 31, 2020	March 31, 2019
Within next 12 months	17.45	10.94
Between 2-5 years	41.87	39.63
Next 5 years	40.01	31.11

The average duration of the defined benefit plan obligation at the end of the reporting year is 9 years (March 31, 2019: 9 years).

**V The major categories of plan assets are as follows:**

Particulars	March 31, 2020	March 31, 2019
Investments with insurer (LIC of India)	100.00%	100.00%



34 Interests in other entities

Group information

A Subsidiaries

The consolidated financial statements of the Group includes subsidiaries listed in the table below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business.

Sr No.	Name of the entity	Place of business/ Country of incorporation	Ownership interest held by the Group		Principal activities
			March 31, 2020	March 31, 2019	
1	Thermax Ltd.	India	53.99%	53.99%	Offering Sustainable Solutions in Energy and Environment
2	RDA Holdings Singapore PTE LTD.	Singapore	100%	100%	Acts as a Portfolio Investment company
3	Thermax Onsite Energy Solutions Ltd	India	100%	100%	Supply of steam and heat on build, own and operate basis
4	Thermax Instrumentation Ltd.	India	100%	100%	Civil, Erection & Commissioning and Operation and Maintenance of power plants
5	Thermax Engineering Construction Company Ltd.	India	100%	100%	Installation of industrial machinery and equipment
6	Thermax Sustainable Energy Solutions Ltd.	India	100%	100%	Carbon Advisory Services
7	Thermax International Ltd.	Mauritius	100%	100%	Investment Company
8	Thermax Europe Ltd.	United Kingdom	100%	100%	Sale and service of vapour absorption chillers
9	Thermax Inc.	USA	100%	100%	Sale and service of vapour absorption chillers and sale of chemicals
10	Thermax do Brasil Energia e Equipamentos Ltda	Brazil	100%	100%	Rendering services including technical assistance
11	Thermax (Zhejiang) Cooling & Heating Engineering Company Ltd.	China	100%	100%	Products and services in heating, cooling, waste heat recovery, captive power, water treatment and recycling, waste management and performance chemicals
12	Thermax Netherlands BV.	Netherlands	100%	100%	Investment Company
13	Thermax Denmark ApS	Denmark	100%	100%	Investment Company
14	Danstoker A/S	Denmark	100%	100%	Produces and sells boilers to the energy market
15	Ejendomsanp artsselskabet Industrivej Nord 13	Denmark	100%	100%	Own and lease out property within Group
16	Boilerworks A/S	Denmark	100%	100%	Produces and supplies high-pressure boilers and components
17	Boilerworks Properties ApS	Denmark	100%	100%	Own and lease out the property within Group
16	Danstoker Poland Spółka Z Ograniczona Odpowiedzialnoscia	Poland	100%	100%	Produces and supplies high-pressure boilers and components
17	Rifox-Hans Richter GmbH Spezialarmaturen	Germany	100%	100%	Manufacturing steam trap systems
18	Thermax Sdn Bhd	Malaysia	100%	100%	Turnkey solutions provider
19	Thermax Engineering Singapore Pte. Ltd.	Singapore	100%	100%	Investment Company
20	PT Thermax International Indonesia	Indonesia	100%	100%	Manufacturing of industrial products
21	Thermax Senegal S.A.R.L	Senegal	100%	100%	Plant management services
22	First Energy Private Limited	India	76%	76%	Alternative energy solution company
23	Thermax Energy & Environment Philippines Corporation	Philippines	100%	100%	Marketing and sales of component parts of boilers
24	Thermax Energy & Environment Lanka (Private) Limited	Sri Lanka	100%	100%	Marketing and sales of component parts of boilers
25	Thermax Nigeria Limited	Nigeria	100%	100%	Marketing and sales of component parts of boilers
26	Thermax Babcock & Wilcox Energy Solutions Pvt Ltd **	India	100%	100%	Manufacture of steam or other vapour generating boilers and hot water boilers other than central heating boilers
27	Thermax Cooling Solutions Limited (formerly known as Thermax SPX Energy Technologies Ltd)^	India	100%	100%	Supply and erection commissioning of Air cooled condenser (ACC), Rotary air Pre-Heater (RAPH), electrostatic precipitator (ESP), Bag Houses
28	Thermax Engineering Construction FZE	Nigeria	100%	100%	Operation and Maintenance
29	Thermax International Tanzania Limited^^	Tanzania	100%	NA	Supervision for project business, operation and maintenance services and sales related support.
30	Thermax (Thailand) Limited^^^	Thailand	100%	NA	Trade and investment support office.
31	ESOP Trust and Employee Welfare Trusts**	India	100%	100%	Employee welfare

Thermax Hong Kong Ltd. (wholly owned subsidiary) has not been considered for consolidation as the same has become 'Dormant' during the year 2009-10.

The non-controlling interest held in First Energy Private Limited is not material to the Group. Hence, the disclosures required under Para 12 of Ind AS 112 Disclosure of Interests in other entities are not considered necessary.

\*\* On July 19, 2018, Thermax Babcock & Wilcox Energy Solutions Private Limited (TBWES) had become a wholly owned subsidiary of the Company. For detail, refer note 36 (A).

^ On February 25, 2019, Thermax Cooling Solutions Limited had become a wholly owned subsidiary of the Company. For detail, refer note 36 (B).

\*\* The Group has ESOP trust and Employee Welfare Trusts for the welfare of the employees. Pursuant to the arrangement between the Trusts and the Holding Company, the Holding Company has determined that it has power to direct the relevant activities of the trust while being exposed to variable returns from its involvement with these entities. As a result, these entities have been consolidated in these financial statements.

^^ Date of incorporation December 7, 2019. There are no transaction during the year, hence not consolidated.

^^^ Date of incorporation March 9, 2020. There are no transaction during the year, hence not consolidated.

The above percentage of shareholding is before elimination of Trust's holding\*\*.



**35 Related party disclosures**

A For details of Holding company and Joint ventures, refer note 34.

**B Individuals having significant influence over the Group by reason of voting power, and their relatives**

- 1 Mrs. Meher Pudumjee - Chairperson
- 2 Mrs. Anu Aga - ( Director retired on August 8, 2018)
- 3 Mr. Pheroze Pudumjee - Director
- 4 Mr. Zahaan Pudumjee - Relative of Chairperson / Director

**C Key Management Personnel:**

- 1 Mr. M S Unnikrishnan - Managing Director and Chief Executive Officer
- 2 Dr. Raghunath A. Mashelkar - Independent Director (Retired on August 8, 2018)
- 3 Dr. Valentin A. H. von Massow - Independent Director
- 4 Dr. Jairam Varadaraj - Independent Director
- 5 Mr. Nawshir Mirza - Independent Director
- 6 Mr. Harsh Mariwala - Independent Director
- 7 Mr. Sashishekhar Balakrishna (Ravi) Pandit - Independent Director
- 8 Mrs. Rajani Kesari - Independent Director
- 9 Mr. Rajendran Arunachalam - Chief Financial Officer w.e.f. June 1, 2019
- 10 Mr. Amitabha Mukhopadhyay (Resigned on May 31, 2019)
- 11 Mr. Kedar Phadke - Company Secretary

**D Enterprises with whom transactions have taken place during the year, over which control is exercised by individuals listed in 'B' and 'C' above:**

- 1 Thermax Foundation, India
- 2 ARA Trusteeship Company Private Limited, India
- 3 Marico Limited
- 4 Aster DM Healthcare Limited
- 5 Elgi Ultra Industries Limited
- 6 Elgi Equipments Limited
- 7 The Akanksha Foundation
- 8 Festo India Private Limited

**E Transactions with related parties:**

Particulars	Joint Ventures		Enterprises over which control is exercised by Individuals having Significant influence over the company and Key Management Personnel		Key Management Personnel and Individuals having Significant influence over the company mentioned in B and C above		Total	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
<b>a. Transactions during the year</b>								
Sales of products and services	-	-	0.68	1.07	-	-	0.68	1.07
Miscellaneous income	-	0.36	-	-	-	-	-	0.36
Purchase of raw material and components	-	15.16	0.35	-	-	-	0.35	15.16
Miscellaneous expense	-	-	0.01	-	-	-	0.01	-
Remuneration to key management personnel*	-	-	-	-	6.93	6.17	6.93	6.17
Donation	-	-	10.20	19.74	-	-	10.20	19.74
Director's sitting fees	-	-	-	-	0.44	0.50	0.44	0.50
Commission paid	-	-	-	-	3.72	3.46	3.72	3.46
Rent paid	-	-	-	-	0.51	0.44	0.51	0.44
Borrowings taken during the year	-	-	-	-	66.00	-	66.00	-

\* Does not include gratuity and leave encashment since the same is calculated for all employees of the Group as a whole.

Particulars	Joint Ventures		Enterprises over which control is exercised by Individuals having Significant influence over the company and Key Management Personnel		Key Management Personnel and Individuals having Significant influence over the company mentioned in B and C above		Total	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
<b>b. Balances as at the year end</b>								
Trade receivables	-	-	**	0.07	-	-	**	0.07
Security deposit	-	-	-	-	0.18	0.53	0.18	0.53
Trade payables and other liabilities	-	-	0.15	-	66.00	-	66.15	-

\*\* represents amount less than a lakh rupees.

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RDA Holdings Pvt Ltd.  
Notes to consolidated financial statements for the year ended March 31, 2020  
(All amounts are in Rupees Crores, except per share data and unless stated otherwise)

F Related party transactions include transactions pertaining to the following parties with whom the percentage of the transactions are 10 % or more of the total of the above:

Particulars	March 31, 2020	March 31, 2019
<b>Transactions during the year</b>		
<b>Sale of product and services</b>		
Marico Limited		0.85
Elgi Ultra Industries Limited	0.55	-
Aster DM Healthcare Limited	0.13	0.21
	-	
<b>Miscellaneous income</b>		
Thermax Cooling Solutions Limited (formerly known as Thermax SPX Energy Technologies Ltd)	-	0.36
<b>Purchase of raw material and components</b>		
Elgi Equipments Limited		-
Festo India Private Limited	0.30	-
Thermax Cooling Solutions Limited (formerly known as Thermax SPX Energy Technologies Ltd)	0.05	15.16
	-	
<b>Miscellaneous expense</b>		
The Akanksha Foundation	0.01	-
<b>Remuneration to key management personnel</b>		
Mr. M. S. Unnikrishnan		3.63
Mr. Rajendran Arunachalam	4.00	-
Mr. Amitabha Mukhopadhyay	1.27	2.23
	1.26	
<b>Donation</b>		
Thermax Foundation, India	10.20	19.74
<b>Directors sitting fees</b>		
Mrs. Meher Pudumjee	0.06	0.07
Mr. Pheroj Pudumjee	0.08	0.09
Dr. Valentin A. H. von Massow	0.06	0.07
Dr. Jairam Varadaraj	0.07	0.08
Mr. Nawshir Mirza	0.06	0.06
Mr. Ravi Pandit	0.06	0.05
<b>Commission paid</b>		
Mrs. Meher Pudumjee	0.45	0.45
Mr. Pheroj Pudumjee	0.20	0.20
Dr. Valentin A. H. von Massow	0.37	0.30
Dr. Jairam Varadaraj	0.20	0.15
Mr. Nawshir Mirza	0.35	0.35
Mr. Harsh Mariwala	0.25	0.20
Mr. Ravi Pandit	0.15	0.15
Mrs. Rajani Kesari	0.15	0.06
Mr. M. S. Unnikrishnan	1.60	1.60
<b>Rent paid</b>		
Mrs. Meher Pudumjee	0.14	0.13
Mrs. Anu Aga	0.24	0.18
Mr. Pheroj Pudumjee	0.14	0.13
<b>Borrowings</b>	66.00	-

Particulars	March 31, 2020	March 31, 2019
<b>Trade receivables</b>		
Marico Limited	**	0.07
<b>Trade payables and other liabilities</b>		
Elgi Equipments Limited	0.03	-
Festo India Private Limited	0.02	-
Marico Limited	0.10	-
<b>Security deposits</b>		
Mrs. Anu Aga	-	0.35
Mr. Pheroj Pudumjee	0.18	0.18
<b>Borrowings</b>	66.00	-

\*\* represents amount less than a lakh rupees.

G. Terms and conditions of related party transactions:

The sales to and purchases from related parties are assessed to be at arm's length by the management. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash.

For the year ended March 31, 2020, the Group has not recorded any impairment of receivables relating to amounts owed by related parties (March 31, 2019: Rs. Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

All outstanding balances are unsecured and repayable in cash.



36 Acquisition during the year ended on March 31, 2019.

(A) Acquisition of Thermax Babcock & Wilcox Energy Solutions Private Limited

I Summary of acquisition

The Group completed the acquisition process for the equity shares held by Babcock and Wilcox India Holding Inc. (B&W) in Thermax Babcock & Wilcox Energy Solutions Private Limited (TBWES) on July 19, 2018. Accordingly, TBWES has become a wholly owned subsidiary of the Company. As part of acquisition, Thermax acquired the assets and production activities related to boiler manufacturing. The acquisition related costs amounted to Rs. 0.87, which have been debited to the Consolidated statement of profit and loss under legal and professional fees of last year.

The details of purchase consideration, identifiable assets acquired and liabilities assumed, computation of capital reserve and other details of acquisition have been summarised below.

II Details of acquisition

a) The details of purchase consideration, the net assets acquired and capital reserve are as follows:

Purchase consideration	Amount
Cash paid	50.34

b) The net assets and liabilities recognised as a result of the acquisition are as follows:

Assets and liabilities acquired	Amount
Property, plant and equipment and intangible assets	311.32
Other current and non-current assets	138.15
Other current and non-current liabilities	(134.43)
<b>Net identifiable assets acquired</b>	<b>315.04</b>

c) Calculation of Capital Reserve

Acquisition date fair value of previously held equity interest	187.47
Purchase consideration paid	50.34
Less: Net identifiable assets acquired	(315.04)
<b>Capital Reserve</b>	<b>(77.23)</b>

d) Revenue and profit contribution

The acquired business contributed revenues and profit to the group for the period March 31, 2019 as follows:

Revenue from operations of Rs. 36.50 and profit of Rs. 12.61 for the period July 19, 2018 to March 31, 2019.

If the acquisition had occurred on April 1, 2018, consolidated revenue and profit for the year ended March 31, 2019 would have been higher by Rs. 11.67 and Rs. 0.09 respectively.

(B) Acquisition of Thermax Cooling Solutions Limited (formerly known as Thermax SPX Energy Technologies Ltd)

I Summary of acquisition

The Group on February 25, 2019 entered into a share purchase agreement with Thermax Cooling Solutions Limited (TCSL), Mutares Holding-24 AG and Balcke-Duerr GmbH to acquire the remaining 49% stake in TCSL at a consideration of 2 Euro. With effect from April 01, 2019, TCSL has become a wholly owned subsidiary of the Company. As a part of this, Thermax acquired the assets and supply & erection commissioning activity of Air cooled condenser (ACC), Rotary air Pre-Heater (RAPH), electrostatic precipitator (ESP), Bag houses. The acquisition related costs amounted to Rs. 0.04, which have been debited to the Consolidated statement of profit and loss under legal and professional fees of last year.

The details of purchase consideration, identifiable assets acquired and liabilities assumed, computation of capital reserve and other details of acquisition have been summarised below.

II Details of acquisition

a) The details of purchase consideration, the net assets acquired and capital reserve are as follows:

Purchase consideration	Amount
Cash payable (absolute amount)	2 EURO

b) The net assets and liabilities recognised as a result of the acquisition are as follows:

Assets and liabilities acquired	Amount
Property, plant and equipment	0.06
Other current and non-current assets	33.40
Other current and non-current liabilities	(33.32)
<b>Net identifiable assets acquired</b>	<b>0.14</b>

c) Calculation of Capital Reserve

Acquisition date fair value of previously held equity interest	0.07
Purchase consideration payable*	-
Less: Net identifiable assets acquired	(0.14)
<b>Capital Reserve</b>	<b>(0.07)</b>

\* Less than Rs. 1 lakh.

d) Revenue and profit contribution

The control was transferred on March 31, 2019. If the acquisition had occurred on April 1, 2018, consolidated revenue and profit for the year ended March 31, 2019 would have been higher and lower by Rs.53.28 and Rs. 0.92 respectively.

(C) Acquisition of RDA Investments Singapore PTE Limited

I Summary of acquisition

The Group had acquired the Singapore entity on March, 2019. RDA Investments Pvt holds 100% of the equity shares of the Singapore entity. The entity is a private limited company incorporated and domiciled in Singapore with registration no. 201907240K. The registered office and principal place of business of the entity is at 63 Market Square, #09-01 Bank of Singapore Centre, Singapore 048942. The principal activities of the Company are to act as investment holding company.

The details of purchase consideration, identifiable assets acquired and liabilities assumed, computation of capital reserve and other details of acquisition have been summarised below.

II Details of acquisition

a) The details of purchase consideration, the net assets acquired and capital reserve are as follows:

Purchase consideration	Amount (in crores)

Cash payable (absolute amount)	1.56 US Dollars
--------------------------------	-----------------

## b) The net assets and liabilities recognised as a result of the acquisition are as follows:

Assets and liabilities acquired	Amount
Property, plant and equipment	-
Other current and non-current assets	119.75
Other current and non-current liabilities	0.38
<b>Net identifiable assets acquired</b>	<b>119.37</b>

## c) Calculation of Capital Reserve

Purchase consideration payable	109.42
Less: Net identifiable assets acquired	(119.37)
<b>Capital Reserve</b>	<b>9.95</b>

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## 37 Interest in Joint Ventures

The interest in Thermax Babcock & Wilcox Energy Solutions Pvt Ltd (TBWES) and Thermax Cooling Solutions Limited (TCSL) (formerly known as Thermax SPX Energy Technologies Ltd) are accounted for using equity method of accounting upto their respective acquisition (note 36).

The summarised financial information of the joint ventures, based on their Ind AS financial statements, and reconciliation with the carrying amount of investment in consolidated financial statements are set out below:

Summarised Statement of Profit and Loss	Thermax Babcock & Wilcox Energy Solutions Pvt Ltd	Thermax Cooling Solutions Limited
	April 1, 2018 to July 18, 2018	April 1, 2018 to March 31, 2019
Total income (including interest income Rs. 1.32)		
Cost of raw materials and components consumed	17.60	69.56
Depreciation and amortisation expense	4.30	64.48
Finance costs	3.59	0.03
Employee benefits expense	0.24	0.01
Other expenses	3.43	2.95
<b>Profit/ (loss) before tax</b>	<b>5.85</b>	<b>3.97</b>
Tax Expense	0.19	(1.88)
<b>Profit/ (loss) for the year</b>	<b>-</b>	<b>-</b>
<b>Other comprehensive income</b>	<b>0.19</b>	<b>(1.88)</b>
<b>Total comprehensive income</b>	<b>(1.04)</b>	<b>-</b>
<b>Group's share of profit/ (loss)</b>	<b>(0.85)</b>	<b>(1.88)</b>
	<b>(0.43)</b>	<b>(0.96)</b>

## Reconciliation of share of loss on joint ventures

Particulars	March 31, 2019
Group share of profit/ (loss) of joint ventures	
Thermax Babcock & Wilcox Energy Solutions Pvt Ltd	(0.43)
Thermax Cooling Solutions Limited	(0.96)
<b>Total</b>	<b>(1.39)</b>
Consolidation level adjustments*	(0.21)
<b>Share in Total comprehensive income</b>	<b>(1.60)</b>
<b>Share in Other comprehensive income</b>	<b>(0.53)</b>
<b>Share of profit/ (loss) of joint ventures</b>	<b>(1.07)</b>

\* Includes elimination of unrealised profit/ (loss) on combination of contracts.

The disclosure is not applicable for the year ended March 31, 2020 as there are no joint ventures.

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**38 Segment reporting**

The Group's portfolio includes boilers and heaters, absorption chillers/heat pumps, power plants, solar equipment, related services, air pollution control equipment/system, water and waste recycle plant, ion exchange resins and performance chemicals and related services. The CEO and Managing Director (CMD) of the Company, Mr. M.S. Unnikrishnan has been identified as the chief operating decision maker ('CODM'). Management has determined the operating segments based on the reports reviewed by the CMD; that are used to make strategic decisions, allocation of resources and assessing the performance of the segments. The CMD evaluates the segments based on their revenue and operating results.

The CODM evaluates performance based on the revenues and operating profit for the three segments- Energy, Environment and Chemical. The composition of these segments is given below:

Segment	Products Covered
a) Energy	Boilers and heaters, Absorption Chillers/Heat Pumps, Power Plants, Solar equipment's and related services.
b) Environment	Air Pollution Control equipment/systems, Water & Waste Recycle Plants and related services.
c) Chemical	Ion Exchange Resins, Performance Chemicals, Water Treatment Chemicals, Oil Field Chemicals, Paper Chemicals and Construction Chemicals.

Segment Revenue, Segment Results, Segment Assets and Segment Liabilities include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.

Inter-segment transfer price is calculated as cost plus reasonable mark-up.

**I Information about Business Segments:**

Sr. No.	Particulars	March 31, 2020	March 31, 2019
i	<b>Segment Revenue</b>		
	a. Energy	4,676.96	4,799.47
	b. Environment	721.97	828.30
	c. Chemical	421.26	415.11
	<b>Total</b>	<b>5,820.19</b>	<b>6,042.88</b>
	Less: Inter segment revenue	88.88	69.71
	<b>Income From operations</b>	<b>5,731.31</b>	<b>5,973.17</b>
ii	<b>Depreciation and amortization</b>		
	a. Energy	81.85	61.81
	b. Environment	5.91	6.27
	c. Chemical	15.68	16.07
	d. Unallocated	13.19	7.87
	<b>Total</b>	<b>116.63</b>	<b>92.02</b>
iii	<b>Segment Results</b>		
	Profit before tax and interest from each segment		
	a. Energy	249.25	321.77
	b. Environment	38.07	56.72
	c. Chemical	78.04	61.73
	<b>Total</b>	<b>365.36</b>	<b>440.22</b>
	Less : i) Interest	15.02	14.32
	ii) Other unallocable expenditure net of unallocable (income)	(24.19)	(75.08)
	iii) Share of loss of joint ventures (relating to Energy segment)	-	1.07
	iv) Exceptional items (relating to Energy segment)	-	89.54
	<b>Total profit before tax</b>	<b>374.53</b>	<b>410.37</b>

		As at March 31, 2020	As at March 31, 2019
iv	<b>Segment Assets</b>		
	a. Energy	3,182.41	3,992.36
	b. Environment	459.78	497.51
	c. Chemical	391.15	364.70
	d. Unallocated	1,922.55	1,945.37
	<b>Total Assets</b>	<b>5,955.89</b>	<b>6,799.94</b>
v	<b>Segment Liabilities</b>		
	a. Energy	2,194.86	3,113.26
	b. Environment	404.33	383.43
	c. Chemical	53.43	54.03
	d. Unallocated	275.37	234.93
	<b>Total Liabilities</b>	<b>2,927.99</b>	<b>3,785.65</b>

## Reconciliations to amounts consolidated in financial statements

## Reconciliation of profit

Particulars	March 31, 2020	March 31, 2019
Segment profit		
Other income	365.36	440.22
Exceptional items	104.35	190.72
Finance cost	-	(89.54)
Other corporate costs*	(15.02)	(14.32)
Profit before tax	(81.36)	(90.30)
	373.34	436.78

\* Mainly includes employee cost, legal and professional expenses, depreciation on unallocable assets, etc.

## Reconciliation of assets

Particulars	March 31, 2020	March 31, 2019
Segment operating assets		
Investments	4,033.34	4,854.57
Cash and bank balances	1,094.15	830.59
Balances with government authorities	479.29	369.12
Income tax assets	166.56	264.40
Other unallocated assets (includes deferred tax, etc.)	139.48	98.52
Other unallocated assets (includes deferred tax, etc.)	43.06	382.74
Total assets	5,955.89	6,799.94

## Reconciliation of liabilities

Particulars	March 31, 2020	March 31, 2019
Segment operating liabilities		
Borrowings	2,652.62	3,550.72
Income tax liabilities	277.54	220.07
Other unallocable liabilities	11.37	22.12
Other unallocable liabilities	(13.54)	7.26
Total liabilities	2,927.99	3,785.65

## II Information about geographic segment

## Revenue from external customers

Particulars	March 31, 2020	March 31, 2019
India		
Outside India	3,762.23	3,337.12
Total	1,969.08	2,636.05
	5,731.31	5,973.17

No individual customer contributed more than 10% of Group's total revenue for the year ended March 31, 2020. Revenue of Rs. 735.04 was derived from a single customer during year ended March 31, 2019.

## Non-current asset

Particulars	March 31, 2020	March 31, 2019
India		
Outside India	1,375.72	1,397.41
Total	186.79	207.51
	1,562.51	1,604.92

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RDA Holdings Pvt Ltd,  
Notes to consolidated financial statements for the year ended March 31, 2020  
(All amounts are in Rupees Crores, except per share data and unless stated otherwise)

39 Fair value measurements

a) Category of financial instruments and valuation techniques

Details of financial assets carried at amortised cost

	As at March 31, 2020	As at March 31, 2019
Trade receivables	1,478.46	1,438.53
Loans	24.14	26.46
Finance lease receivables	68.18	53.15
Other assets	465.66	1,228.47
Cash and cash equivalents	257.23	308.29
Bank balances other than cash and cash equivalents	222.06	60.83
<b>Total</b>	<b>2,515.73</b>	<b>3,115.73</b>
Current assets	2,307.58	2,934.03
Non-current assets	208.15	181.70
<b>Total</b>	<b>2,515.73</b>	<b>3,115.73</b>

The management has assessed that the carrying amounts of the above financial instruments approximate their fair values.

Details of financial assets carried at fair value through profit and loss

	As at March 31, 2020	As at March 31, 2019
Investments	1,094.15	830.59
<b>Total</b>	<b>1,094.15</b>	<b>830.59</b>
Current assets	920.44	776.31
Non-current assets	173.72	54.28
<b>Total</b>	<b>1,094.15</b>	<b>830.59</b>

The fair values of the quoted shares are based on price quotations at the reporting date.

Details of derivative assets

	As at March 31, 2020	As at March 31, 2019
<b>Derivative instruments</b>		
Cash flow hedges		
Foreign exchange forward contracts	2.00	40.40
Derivative not designated as hedges		
Foreign exchange forward contracts	2.48	7.49
<b>Total</b>	<b>4.48</b>	<b>47.89</b>
Current assets	4.48	47.89
Non-current assets	-	-
<b>Total</b>	<b>4.48</b>	<b>47.89</b>

Details of financial liabilities carried at amortised cost

	As at March 31, 2020	As at March 31, 2019
Borrowings	277.54	220.07
Trade payables	1,000.35	1,399.49
Employee related payables	67.29	66.59
Other liabilities	62.57	56.69
<b>Total</b>	<b>1,407.75</b>	<b>1,742.84</b>
Current liabilities	1,250.77	1,672.89
Non-current liabilities	156.98	69.95
<b>Total</b>	<b>1,407.75</b>	<b>1,742.84</b>

The management has assessed that the carrying amounts of the above financial instruments approximate their fair values.

The Group enters into derivative financial instruments with banks. Foreign exchange forward contracts are valued using valuation techniques, which employs the use of market observable inputs which captures credit quality of counterparties, foreign exchange spot and forward rates, yield curves of the respective currencies and currency basis spreads between the respective currencies. The Company has practice to settle all derivative contracts on or before its maturity using the sanctioned finance limits with banks, thereby eliminating both counterparty and the Group's own non-performance risk. The changes in counterparty credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationships and other financial instruments recognised at fair value.

Details of derivative liabilities

	As at March 31, 2020	As at March 31, 2019
<b>Derivative instruments</b>		
Cash flow hedges		
Foreign exchange forward contracts	25.55	28.77
Derivative not designated as hedges		
Foreign exchange forward contracts	10.68	1.10
<b>Total</b>	<b>36.23</b>	<b>29.87</b>
Current liabilities	36.23	29.87
Non-current liabilities	-	-
<b>Total</b>	<b>36.23</b>	<b>29.87</b>

## b) Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Group's assets and liabilities.

Quantitative disclosures fair value measurement hierarchy for assets and liabilities as at March 31, 2020

	Date of valuation	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
Investments					
Equity instruments	March 31, 2020	0.08	-	-	0.08
Mutual funds	March 31, 2020	-	979.49	-	979.49
Derivative financial assets	March 31, 2020	-	4.48	-	4.48
<b>Financial liabilities</b>					
Derivative financial liabilities	March 31, 2020	-	36.23	-	36.23

Quantitative disclosures fair value measurement hierarchy for assets and liabilities as at March 31, 2019

	Date of valuation	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
Investments					
Equity instruments	March 31, 2019	0.18	-	-	0.18
Mutual funds	March 31, 2019	-	829.16	-	829.16
Derivative financial assets	March 31, 2019	-	47.89	-	47.89
<b>Financial liabilities</b>					
Derivative financial liabilities	March 31, 2019	-	29.87	-	29.87

There has been no transfer between level 1 and level 2 during the year and during the previous year.

The fair value of forward contracts is determined using observable inputs, such as currency exchange rates applied to notional amounts stated in the applicable contracts.

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40 (a) **Financial risk management**

The Group's principal financial liabilities, other than derivatives, comprise trade and other payables and loans and borrowings. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include loans, trade and other receivables and cash and cash equivalents that derive directly from its operations. The Group also holds FVTPL investments and enters into derivative transactions.

Risk is inherent in the Group's activities but it is managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls. This process of risk management is critical to the Group's continuing profitability and each individual within the Group is accountable for the risk exposures relating to his or her responsibilities. The Group is exposed to market risk, credit risk and liquidity risk.

The Company's Board of Directors is ultimately responsible for the overall risk management approach and for approving the risk strategies and principles. No significant changes were made in the risk management objectives and policies during the years ended March 31, 2020 and March 31, 2019. The management of the Company reviews and agrees policies for managing each of these risks which are summarised below:

**I Market risk**

Market risk is the risk that the value of an asset will fluctuate as a result of changes in market variables such as interest rates, foreign exchange rates, and equity prices, whether those changes are caused by factors specific to the individual investment or its issuer or factors affecting all investments traded in the market.

Market risk is managed on the basis of pre-determined asset allocations across various asset categories, diversification of assets in terms of geographical distribution and industry concentration, a continuous appraisal of market conditions and trends and management's estimate of long and short term changes in fair value.

**a Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is not currently exposed significantly to such risk as most of the borrowings are on fixed interest terms.

**b Foreign currency risk**

Foreign exchange risk arises when future commercial transactions and relevant assets and liabilities are denominated in a currency that is not the Group's functional currency. Foreign exchange risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates.

Foreign exchange risk is managed on the basis of limits determined by management and a continuous assessment of current and expected exchange rate movements and entering into derivative contracts that hedge the maximum period of exposure of underlying transactions (i.e. highly probable forecast sales and purchases).

When a derivative is entered into for the purpose of being a hedge, the Group negotiates the terms of those derivatives to match the terms of the hedged exposure. For hedges of forecast transactions the derivatives cover the period of exposure from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting receivable or payable that is denominated in the foreign currency.

**Foreign currency sensitivity**

The following tables demonstrate the sensitivity to a reasonably possible change in USD, SEK and EUR exchange rates, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities including foreign currency derivatives not designated as cash flow hedge and foreign currency derivatives with underlying foreign currency monetary assets/liabilities designated as cash flow hedge. The impact on the Group's pre-tax equity is due to changes in the fair value of forward exchange contracts designated as cash flow hedges.

	Impact on profit before tax		Impact on other components of equity	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
<b>USD Sensitivity</b>				
INR/ USD - Increase by 1%	(1.21)	3.09	(0.14)	(0.68)
INR/ USD - Decrease by 1%	1.21	(3.09)	0.14	0.68
<b>SEK Sensitivity</b>				
INR/ SEK - Increase by 1%	0.35	0.10	0.09	0.14
INR/ SEK - Decrease by 1%	(0.35)	(0.10)	(0.09)	(0.14)
<b>EUR Sensitivity</b>				
INR/ EUR - Increase by 1%	0.43	0.67	0.71	0.51
INR/ EUR - Decrease by 1%	(0.43)	(0.67)	(0.71)	(0.51)

Favourable impact shown as positive and adverse impact as negative.

The exposure to other foreign currencies is not significant to the Group's financial statements.

**c Price risk**

The Group's equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. These securities are unquoted. The Group manages the equity price risk through diversification and by placing limits on individual and total equity instruments. Reports on the equity portfolio are submitted to the Group's senior management on a regular basis. The Holding Company's Board of Directors reviews and approves all equity investment decisions.

**II Credit risk**

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

**Trade receivables / contract assets / lease receivable**

Customer credit risk is managed by each business unit. An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous group and assessed for impairment collectively. The calculation is based on losses as per historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in notes 7, 9(b) and 32 above. The charge of impairment to Statement of profit and loss is disclosed in note 28 above. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

**Financial instruments and bank deposits**

Credit risk from balances with banks, mutual funds, loans and other financial assets are managed by the Group's treasury department in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties having a good market reputation and within credit limits assigned to each counterparty. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The Group's maximum exposure to credit risk for bank balances and deposits as at March 31, 2020 and March 31, 2019 is the carrying amounts as disclosed in Note 9(a) and 13, maximum exposure relating to financial derivative instruments disclosed in notes 9(b) and 18(b) to the financial statements.



**40 (a) Financial risk management**

The Group's principal financial liabilities, other than derivatives, comprise trade and other payables and loans and borrowings. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include loans, trade and other receivables and cash and cash equivalents that derive directly from its operations. The Group also holds FVTPL investments and enters into derivative transactions.

Risk is inherent in the Group's activities but it is managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls. This process of risk management is critical to the Group's continuing profitability and each individual within the Group is accountable for the risk exposures relating to his or her responsibilities. The Group is exposed to market risk, credit risk and liquidity risk.

The Company's Board of Directors is ultimately responsible for the overall risk management approach and for approving the risk strategies and principles. No significant changes were made in the risk management objectives and policies during the years ended March 31, 2020 and March 31, 2019. The management of the Company reviews and agrees policies for managing each of these risks which are summarised below:

**I Market risk**

Market risk is the risk that the value of an asset will fluctuate as a result of changes in market variables such as interest rates, foreign exchange rates, and equity prices, whether those changes are caused by factors specific to the individual investment or its issuer or factors affecting all investments traded in the market.

Market risk is managed on the basis of pre-determined asset allocations across various asset categories, diversification of assets in terms of geographical distribution and industry concentration, a continuous appraisal of market conditions and trends and management's estimate of long and short term changes in fair value.

**a Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is not currently exposed significantly to such risk as most of the borrowings are on fixed interest terms.

**b Foreign currency risk**

Foreign exchange risk arises when future commercial transactions and relevant assets and liabilities are denominated in a currency that is not the Group's functional currency. Foreign exchange risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates.

Foreign exchange risk is managed on the basis of limits determined by management and a continuous assessment of current and expected exchange rate movements and entering into derivative contracts that hedge the maximum period of exposure of underlying transactions (i.e. highly probable forecast sales and purchases).

When a derivative is entered into for the purpose of being a hedge, the Group negotiates the terms of those derivatives to match the terms of the hedged exposure. For hedges of forecast transactions the derivatives cover the period of exposure from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting receivable or payable that is denominated in the foreign currency.

**Foreign currency sensitivity**

The following tables demonstrate the sensitivity to a reasonably possible change in USD, SEK and EUR exchange rates, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities including foreign currency derivatives not designated as cash flow hedge and foreign currency derivatives with underlying foreign currency monetary assets/liabilities designated as cash flow hedge. The impact on the Group's pre-tax equity is due to changes in the fair value of forward exchange contracts designated as cash flow hedges.

	Impact on profit before tax		Impact on other components of equity	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
<b>USD Sensitivity</b>				
INR/ USD - Increase by 1%	(1.21)	3.09	(0.14)	(0.68)
INR/ USD - Decrease by 1%	1.21	(3.09)	0.14	0.68
<b>SEK Sensitivity</b>				
INR/ SEK - Increase by 1%	0.35	0.10	0.09	0.14
INR/ SEK - Decrease by 1%	(0.35)	(0.10)	(0.09)	(0.14)
<b>EUR Sensitivity</b>				
INR/ EUR - Increase by 1%	0.43	0.67	0.71	0.51
INR/ EUR - Decrease by 1%	(0.43)	(0.67)	(0.71)	(0.51)

Favourable impact shown as positive and adverse impact as negative

The exposure to other foreign currencies is not significant to the Group's financial statements

**c Price risk**

The Group's equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. These securities are unquoted. The Group manages the equity price risk through diversification and by placing limits on individual and total equity instruments. Reports on the equity portfolio are submitted to the Group's senior management on a regular basis. The Holding Company's Board of Directors reviews and approves all equity investment decisions.

**II Credit risk**

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

**Trade receivables / contract assets / lease receivable**

Customer credit risk is managed by each business unit. An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous group and assessed for impairment collectively. The calculation is based on losses as per historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in notes 7, 9(b) and 32 above. The charge of impairment to Statement of profit and loss is disclosed in note 28 above. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

**Financial instruments and bank deposits**

Credit risk from balances with banks, mutual funds, loans and other financial assets are managed by the Group's treasury department in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties having a good market reputation and within credit limits assigned to each counterparty. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The Group's maximum exposure to credit risk for bank balances and deposits as at March 31, 2020 and March 31, 2019 is the carrying amounts as disclosed in Note 9(a) and 13, maximum exposure relating to financial derivative instruments disclosed in notes 9(b) and 18(b) to the financial statements



### III Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, company treasury maintains flexibility in funding by maintaining availability under committed credit lines.

The management monitors rolling forecasts of the Group's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. This is generally carried out at operating segments level in the Group in accordance with practice and limits set by the Group. In addition, the Group's liquidity management policy involves projecting future cash flows and considering the level of liquid assets necessary to meet these and monitoring balance sheet liquidity ratios against internal requirements.

#### (i) Maturities of financial liabilities

The tables below summarises the Group's financial liabilities into relevant maturity profile based on contractual undiscounted payments:

March 31, 2020	< 1 year	1 to 3 years	> 3 years	Total
<b>Non-derivative</b>				
Borrowings				
Loans				
Trade Payables	178.15	86.76	12.63	277.54
Other financial liabilities	960.62	39.73	-	1,000.35
Current maturities of long-term borrowings	18.75	-	-	18.75
Lease obligation	4.53	5.89	3.79	14.21
Unpaid dividend	0.97	-	-	0.97
Other payables	87.66	1.10	7.08	95.84
<b>Derivatives (net settled)</b>				
Foreign exchange forward contracts	36.23	-	-	36.23

March 31, 2019	< 1 year	1 to 3 years	> 3 years	Total
<b>Non-derivative</b>				
Borrowings				
Loans				
Trade Payables	185.00	24.59	10.48	220.07
Other financial liabilities	1,370.71	28.78	-	1,399.49
Current maturities of long-term borrowings	19.07	-	-	19.07
Unpaid dividend	0.98	-	-	0.98
Other payables	97.13	5.77	0.33	103.23
<b>Derivatives (net settled)</b>				
Foreign exchange forward contracts	29.87	-	-	29.87

#### 40 (b) Hedging activities and derivatives

##### Cash flow hedges

##### Foreign currency risk

Foreign exchange forward contracts measured at fair value through OCI are designated as hedging instruments in cash flow hedges of forecast sales in EUR, USD, SEK, and forecast purchases in USD, JPY and SEK. These forecast transactions are highly probable, and fully cover the Group's expected future sales and future purchases based on the orders received.

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

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

Particulars	March 31, 2020		March 31, 2019	
	Assets	Liabilities	Assets	Liabilities
Fair Value of Foreign exchange forward contracts designated as hedging instruments	4.48	(34.75)	47.89	(28.18)

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

Particulars	March 31, 2020		March 31, 2019	
	Assets	Liabilities	Assets	Liabilities
<b>Cash flow hedge</b>				
Foreign exchange forward contracts	709.04	(40.99)	1,030.84	(298.26)
<b>Derivatives not designated as hedges</b>				
Foreign exchange forward contracts	381.54	(84.39)	302.42	(37.80)

All the derivative contracts expire in next 12 months.

The cash flow hedges of the expected future sales and purchases were assessed to be highly effective and following net unrealised gain / (loss) with a deferred tax asset/ (liability) relating to the hedging instruments, is included in OCI.

Particulars	March 31, 2020		March 31, 2019	
	Expected future sales	Expected future purchases	Expected future sales	Expected future purchases
Unrealised gain/ (loss)	(12.76)	11.88	18.56	(16.17)
Deferred tax asset/ (liability)	3.21	(2.99)	(6.58)	5.65
	(9.55)	8.89	11.98	(10.52)

The amounts retained in OCI at March 31, 2020 are expected to mature and affect the statement of profit and loss during the year ended March 31, 2021. Reclassifications to profit or loss during the year gains or losses included in OCI are shown in Note 30.

##### Interest rate swap (cash flow hedge)

The Group manages its cash flow interest rate risk by using floating-to-fixed interest rate swaps. Under these swaps, the Group agrees with other parties to exchange, at specified intervals (mainly quarterly), the difference between fixed contract rates and floating rate interest amounts calculated by reference to the agreed notional principal amounts. Generally, the Group raises long-term borrowings at floating rates and swaps them into fixed rates that are lower than those available if the Group borrowed at fixed rates directly.

The carrying value of interest rate swap at the end of the reporting year are as follows:

Particulars	March 31, 2020		March 31, 2019	
	Assets	Liabilities	Assets	Liabilities
Interest rate swap	-	(1.48)	-	(1.69)

The nominal value of interest rate swap are:

Particulars	March 31, 2020		March 31, 2019	
	Assets	Liabilities	Assets	Liabilities
Interest rate swap	-	(9.07)	-	(9.14)



**41 Capital Management**

The Group's objective for capital management is to maximise shareholder value, safeguard business continuity and support the growth of the Group. The Group determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The funding requirements are met through equity and operating cash flows generated. No changes were made in the objectives, policies or processes during the years ended March 31, 2020 and March 31, 2019. Capital represents equity attributable to equity holders of the Parent Company.

	March 31, 2020	March 31, 2019
Borrowings	277.54	220.07
Trade payables	1,000.35	1,399.49
Bank overdraft	7.67	13.89
Less: Cash and cash equivalents	257.23	308.29
<b>Net debt</b>	<b>1,028.33</b>	<b>1,325.16</b>
Equity	3,209.94	3,031.08
<b>Capital and net debt</b>	<b>4,238.27</b>	<b>4,356.24</b>
<b>Gearing ratio</b>	<b>1 : 4.12</b>	<b>1 : 3.29</b>

**42 Exceptional Items**

Particulars	Note	March 31, 2020	March 31, 2019
Impairment of Goodwill related to Thermax Netherlands B.V. group	4(c)	-	87.51
Impairment of property, plant and equipment's and intangible assets of Thermax (Zhejiang) Cooling & Heating Engineering Company Ltd.	4 (a) & (c)	-	2.03

**43 Impact of COVID-19**

World Health Organisation (WHO) declared outbreak of Coronavirus Disease (COVID-19) a global pandemic on March 11, 2020. Consequent to this, Government of India declared a national lockdown on March 24, 2020 and which has been extended from time to time. The Coronavirus is significantly impacting on business operation of the companies, by way of interruption in production, supply chain disruption, unavailability of personnel, closure / lock down of production facilities etc. The Group is monitoring the situation closely and operations are being resumed in a phased manner considering directives from the Government. The Group has evaluated its liquidity position and recoverability and carrying values of its intangible assets, trade receivables, contract balances and inventories as at March 31, 2020 and has concluded that no material adjustments are required at this stage.

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## 44 Additional information required by Schedule III

Disclosure of additional information pertaining to the parent company, and its subsidiaries: For the year ended March 31, 2020

Name of the Entity	Net Assets (Total assets-total liabilities)		Share in Profit and loss (PAT)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated Other Comprehensive Income	Amount	As a % of consolidated Total Comprehensive Income	Amount
<b>Parent Company</b>								
RDA Holdings Pvt Ltd	5.05%	162.02	-1.69%	(3.56)	-1175.19%	8.09	2.16%	4.53
<b>Indian subsidiaries</b>								
Thermax Limited	85.28%	2,737.54	101.52%	214.00	1914.59%	(13.18)	95.58%	200.82
Thermax Babcock & Wilcox Energy Solutions Private Limited	13.05%	418.80	0.29%	0.61	809.12%	(5.57)	(2.36%)	(4.96)
Thermax Onsite Energy Solutions Limited	1.89%	60.62	6.00%	12.65	4.36%	(0.03)	6.01%	12.62
Thermax Instrumentation Limited	1.36%	43.50	3.88%	8.17	(151.08%)	1.04	4.38%	9.21
Thermax Engineering Construction Co. Ltd.	1.24%	39.66	3.01%	6.35	(5.81%)	0.04	3.04%	6.39
Thermax Cooling Solutions Limited (formerly known as Thermax SPX Energy Technologies Ltd)	0.15%	4.90	2.27%	4.79	2.91%	(0.02)	2.27%	4.77
Thermax Sustainable Energy Solutions Limited	(0.17%)	(5.41)	(0.75%)	(1.58)	-	-	(0.75%)	(1.58)
First Energy Private Limited	(0.57%)	(18.35)	(4.97%)	(10.47)	(15.98%)	0.11	(4.93%)	(10.36)
<b>Foreign subsidiaries</b>								
RDA Investments Singapore PTE Ltd	3.72%	119.37	0.91%	1.91	-	-	0.91%	1.91
Thermax Engineering Singapore Pte. Ltd.	4.53%	145.32	(0.48%)	(1.01)	-	-	(0.48%)	(1.01)
PT Thermax International Indonesia	2.19%	70.16	(2.57%)	(5.41)	(2.91%)	0.02	(2.57%)	(5.39)
Thermax Inc.	1.76%	56.54	1.86%	3.92	-	-	1.87%	3.92
Thermax Europe Limited	1.74%	55.72	0.46%	0.98	-	-	0.47%	0.98
Thermax Netherlands B.V.	1.19%	38.15	(0.26%)	(0.55)	-	-	(0.26%)	(0.55)
Thermax Denmark ApS (Consol.)	1.10%	35.33	(11.76%)	(24.78)	244.04%	(1.68)	(12.59%)	(26.46)
Thermax International Limited	0.37%	11.79	0.37%	0.79	-	-	0.38%	0.79
Thermax Energy and Environment Lanka (Pvt) Limited	0.20%	6.45	0.12%	0.25	-	-	0.12%	0.25
Rifox-Hans Richter GmbH Spezialarmaturen	0.17%	5.60	0.57%	1.20	-	-	0.57%	1.20
Thermax Energy & Environment Philippines Corporation	0.15%	4.81	0.04%	0.08	-	-	0.04%	0.08
Thermax Engineering Construction FZE	0.15%	4.73	2.11%	4.44	-	-	2.11%	4.44
Thermax (Zhejiang) Cooling & Heating Engineering Co. Ltd.	0.07%	2.16	(2.35%)	(4.95)	-	-	(2.36%)	(4.95)
Thermax Sdn.Bhd	0.04%	1.35	0.06%	0.12	-	-	0.06%	0.12
Thermax Nigeria Limited	0.03%	0.87	(0.01%)	(0.02)	-	-	(0.01%)	(0.02)
Thermax Senegal S.A.R.L	0.02%	0.54	(0.59%)	(1.25)	-	-	(0.59%)	(1.25)
Thermax do Brasil-Energia e Equipamentos Ltda.	0.01%	0.43	0.04%	0.08	-	-	0.04%	0.08
<b>Controlled Trusts</b>								
ESOP Trust and Employee Welfare Trusts	3.61%	115.78	5.67%	11.95	-	-	5.69%	11.95
Consolidation Adjustments	(28.30%)	(908.46)	(3.75%)	(7.91)	(1523.83%)	-10.49	1.23%	2.58
<b>Total</b>	<b>100.00%</b>	<b>3,209.92</b>	<b>100.00%</b>	<b>210.80</b>	<b>100.24%</b>	<b>(0.69)</b>	<b>100.00%</b>	<b>210.1116019</b>

Thermax International Tanzania Limited has been incorporated on December 7, 2019. Hence, not included in above statement.  
Thermax (Thailand) Limited has been incorporated on March 9, 2019. Hence, not included in above statement.

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## Disclosure of additional information pertaining to the parent company, and its subsidiaries: For the year ended March 31, 2019

Name of the Entity	Net Assets (Total assets-total liabilities)		Share in Profit and loss (PAT)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated Other Comprehensive Income	Amount	As a % of consolidated Total Comprehensive Income	Amount
<b>Parent Company</b>								
Thermax Limited	90.76%	2,735.90	84.58%	275.25	95.81%	(20.81)	83.78%	254.44
<b>Indian subsidiaries</b>								
Thermax Babcock & Wilcox Energy Solutions Private Limited*	14.06%	423.74	33.58%	109.29	5.11%	(1.11)	35.62%	108.18
Thermax Onsite Energy Solutions Limited	1.97%	59.25	3.51%	11.41	-	-	3.76%	11.41
Thermax Instrumentation Limited	1.14%	34.28	2.63%	8.57	1.29%	(0.28)	2.73%	8.29
Thermax Engineering Construction Co. Ltd.	1.10%	33.27	0.10%	0.34	-	-	0.11%	0.34
Thermax Cooling Solutions Limited (formerly known as Thermax SPX Energy Technologies Ltd)*	0.00%	0.14	-	-	-	-	-	-
Thermax Sustainable Energy Solutions Limited	(0.13%)	(3.83)	0.02%	0.08	-	-	0.03%	0.08
First Energy Private Limited	(0.27%)	(8.00)	(1.67%)	(5.43)	0.09%	(0.02)	(1.79%)	(5.45)
<b>Foreign subsidiaries</b>								
Thermax Engineering Singapore Pte. Ltd.	4.79%	144.50	(0.05%)	(0.17)	-	-	(0.06%)	(0.17)
PT Thermax International Indonesia	2.61%	78.76	(4.18%)	(13.61)	-	-	(4.48%)	(13.61)
Thermax Inc.	1.59%	47.93	2.97%	9.65	-	-	3.18%	9.65
Thermax Europe Limited	1.74%	52.54	1.50%	4.87	-	-	1.60%	4.87
Thermax Netherlands B.V.	1.28%	38.64	(47.89%)	(155.86)	-	-	(51.32%)	(155.86)
Thermax Denmark ApS (Consol.)	1.96%	58.94	(34.57%)	(112.50)	1.86%	(0.40)	(37.18%)	(112.90)
Thermax International Limited	0.34%	10.35	(0.04%)	(0.13)	-	-	(0.04%)	(0.13)
Thermax Energy and Environment Lanka (Pvt) Limited								
	0.20%	6.11	0.10%	0.34	-	-	0.11%	0.34
Rifox-Hans Richter GmbH Spezialarmaturen	0.13%	4.04	0.35%	1.13	-	-	0.37%	1.13
Thermax Energy & Environment Philippines Corporation								
	0.14%	4.17	0.06%	0.21	-	-	0.07%	0.21
Thermax (Zhejiang) Cooling & Heating Engineering Co. Ltd.	(0.01%)	(0.16)	(2.95%)	(9.61)	-	-	(3.16%)	(9.61)
Thermax Sdn.Bhd	0.04%	1.19	0.02%	0.06	-	-	0.02%	0.06
Thermax Nigeria Limited	0.01%	0.16	(0.03%)	(0.10)	-	-	(0.03%)	(0.10)
Thermax Senegal S.A.R.L.	0.09%	2.69	(0.24%)	(0.79)	-	-	(0.26%)	(0.79)
Thermax do Brasil-Energia e Equipamentos Ltda.	0.01%	0.44	0.02%	0.05	-	-	0.02%	0.05
<b>Controlled Trusts</b>								
ESOP Trust and Employee Welfare Trusts	3.44%	103.82	2.98%	9.69	-	-	3.19%	9.69
<b>Joint Ventures (investment as per the equity method)</b>								
Thermax Babcock & Wilcox Energy Solutions Private Limited*	-	-	0.04%	0.12	2.40%	(0.52)	(0.13%)	(0.40)
Thermax Cooling Solutions Limited (formerly known as Thermax SPX Energy Technologies Ltd)*	-	-	(0.29%)	(0.96)	-	-	(0.32%)	(0.96)
Consolidation Adjustments	(27.02%)	(814.58)	59.47%	193.53	(6.54%)	1.42	64.19%	194.95
<b>Total</b>	<b>100%</b>	<b>3,014.29</b>	<b>100%</b>	<b>325.43</b>	<b>100%</b>	<b>(21.72)</b>	<b>100%</b>	<b>303.71</b>

\* The entity became a subsidiary pursuant to acquisition of additional stake on July 19, 2018.

^ The entity became a subsidiary pursuant to acquisition of additional stake on February 25, 2019.

For S R B C & CO LLP  
Chartered Accountants  
ICAI Firm Reg No. 324982E/E300003

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

per Trivedi Khandelwal  
Partner  
Membership No. 501160

Meher Pudumjee  
Chairperson  
DIN: 00019581

M. S. Unnikrishnan  
Managing Director and CEO  
DIN: 01460245

Rajendran Arunachalam  
Executive Vice President  
and Group Chief Financial  
Officer

Kedar Phadke  
Company Secretary

Place: Pune  
#REF!

Place: Pune  
#REF!