Contributing

to a more sustainable world

Annual Report

2020-2021

John Cockerill India Limited

(formerly CMI FPE Limited)

John Cockerill

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Message from the Chairman

Dear Shareholders,

We all have faced health, human and economic challenges throughout the past year. I would, therefore like to start with a deep and heartfelt thought for each of you, your families and your friends.

Over the course of the past year, the world has been mired in two deep crises: a pandemic and a worldwide economic meltdown. Dealing with all of this has dominated much of our energy, attention and, for many of us, even our emotions.

After these toughest slap-in-the-face moments in recent history, the world finally sees the silver lining, and we are slowly moving past the worst moments of this pandemic — which makes it a good time to take a deep breath and assess the changes that have occurred.

As of the beginning of the health situation, John Cockerill India, just like the rest of the Group, has put in place all necessary precautionary measures and has extensively mobilized to mitigate any potential impact on our employees, clients, suppliers and partners, to contribute to the collective effort and to ensure the continuity of our activities. And while no one would be displeased if we could magically erase this whole pandemic experience, it has been the crucible of our lives for a year, and we have much to learn from it. We now are to go beyond the headlines to make sure that we use the learnings to make our Company more competitive and render itself future proof while we recover and adapt to the post-COVID era.

We have seen that we have been able to very quickly implement teleworking that has helped us to keep our Company up and running throughout this challenging past year. Additionally, and very importantly, our staff on site continued to help all of our clients, be it in India, Bangladesh, Myanmar, Nepal or Spain to keep their projects on going. Many of them stayed on site for months as the worldwide travel restrictions would not allow for travelling back and forth during the pandemic. We owe a big debt to all these employees who have not seen their families while their relatives were fighting the virus at home. At the same time, the remote assistance of our Industry Sector's technology experts from all over the world has helped to weather the pandemic storm, as it allowed our Company to continue the successful erection of the sold equipment and lines.

All of these efforts have been awarded, amongst others, by the successful production of the first coil on the Push Pull Pickling line sold to Network Steel in Spain and a letter of appreciation explicitly thanking our teams for their continued support, signed by our client in Myanmar, JFE Meranti.

We are proud to have proven our clients right when they put their trust in us. Our Company being able to serve our clients also under extremely difficult conditions, is not only the most meaningful aspect of our work, but an ideal opportunity to further build our profile as an industry expert, and another component of a sustainable development. Now, with all our historical clients quickly recovering from the crisis on the back of a drastically increased steel demand and steel prices at an all time high, this is also a strong sales argument and a real value proposition.

Over the years, in close cooperation with John Cockerill Industry's worldwide entities, John Cockerill India has developed advanced designs and technology that helped to strengthen our position as a leading technology and knowledge intense Company in India. Additionally, our 2 manufacturing sites in Taloja and Hedavali are strategic assets for the entire John Cockerill Group in its quest to create customer value, in India and worldwide. Our Group's clearly set goal is to help its Indian clients to consistently tap new opportunities by increasing production capacity, diversifying investments, and venturing into new businesses.

At the same time, we are unwavering in our determination to safeguard the health and safety of our employees. Our Company has achieved notable safety results also last year. John Cockerill India's Operating & Maintenance team at the Tata Tinplate site in Jamshedpur has recently completed 10 years of service without any Lost Time Accident (LTA), and have been awarded a 3-star rating in the client's Contractor Safety Management Assessment program. 2 tangible successes perfectly illustrating that the efforts that we put daily into the deployment of a health and safety culture are paying off. Additionally, on March 31, 2021, our workshops in Taloja and Hedavali have respectively completed 2808 and 1091 safe working days without LTA. With the protection of all our employees' health and safety being our number one priority, we are determined to continuously take appropriate actions, individually

and collectively, to ensure to prevent accidents and diseases related to all our activities. In the current context, the health of our employees is more than ever at the center of our concerns.

Another highlight was the visit of the Belgian Consul General in Mumbai, Mr. Pierre-Emmanuel Brusselmans, who visited our workshop in Taloja in January this year, to learn more about our Company's products and services portfolio, as well as its production capacity in India.

The title of this year's annual report "Contributing to a more sustainable world" is rightly emphasizing that it is important as never before to assume our role as a Citizen of the World. For us, this means to continue to pay due attention to designing the technologies of the future and to further shift the focus to sustainable development.

We are convinced that, more than ever, the John Cockerill Group and our Company are to become relevant actors in the local, national and global movement towards sustainability.

Our Company's ultimate goal is to consistently exceed customer expectations. This year, despite the pandemic, John Cockerill India emphasized on training its employees in 'Lean Transformation' for better and newer ways of problem solving, as well as to foster customer centricity, but also to continuously improve our operational efficiency by reducing and ultimately eliminating any " Waste", or in other words reduce rework and increase productivity. As such, the management team under the helm of our new Managing Director, Vivek Bhide used the time during lockdown to have our employees learn about Visual & Daily Management, as well as Problem Solving Process using the proven "5-Why" technique. Led by a cross-functional, dedicated team this process demonstrates our Company's true commitment to driving improvements.

We already have a capable organization with immense trust and loyalty of our clients as well as stakeholders. As we move ahead in our journey, we may need swift adaptation and tough decisions, especially for evolving to a product portfolio that is more focused on innovation and value-engineering.

As we look ahead, we see a year of continuing challenges but at the same time we are geared up to make the organization more efficient, to take on the current and future competitive challenges. I am convinced that your support and cooperation will strengthen John Cockerill India.

This year my special thanks goes out to the exceptionally resilient men and women who are part of our Company's staff and who's devotion and determination have helped us stay firmly on course in these unprecedented circumstances. I am confident that with this solidarity and this determination, we will emerge from this stronger together.

On behalf of the Board of Directors and myself, I would also like to express my heartfelt appreciation to each of you, for your support and understanding as we move on into the new financial year with great hope.

Nevertheless, the new financial year will be no different in the challenges it will pose but I am optimistic and remain committed to all our stakeholders for sustainable profitable growth.

My thoughts are with you and your families, and I thank you again for your confidence!

Yours sincerely,

João Felix Da Silva

Corporate Information

Board of Directors

Mr. Joao Felix Da Silva	Chairman
Mr. Vivek Bhide	Managing Director
Mr. Yves Honhon	
Mr. Jean Gourp	from June 25, 2020
Mr. D. J. Balaji Rao	term expired on March 31, 2021
Mr. N. Sundararajan	
Ms. Roma Balwani	
Mr. Nandkumar Dhekne	
Dr. Urjit Patel	from April 1, 2021

Chief Financial Officer

Mr. Kiran Rahate

Company Secretary

Mr. Haresh Vala

Bankers

Canara Bank
Kotak Mahindra Bank Limited
ICICI Bank Limited
Standard Chartered Bank
Mashreq Bank psc

Auditors

S R B C & Co. LLP, Chartered Accountants

Cost Auditors

Kishore Bhatia & Associates, Cost Accountants

Legal Advisors

Link Legal, Advocates & Solicitors

Registrar and Share Transfer Agent

Bigshare Services Private Limited

Registered Office

Mehta House, Plot No. 64, Road No. 13, MIDC,
Andheri East, Mumbai 400093

Contact Details

Tel. No. : 022 66762727 • Fax No. 022 66762737
Email : investors@johncockerillindia.com
Website : www.johncockerillindia.com

35th Annual General Meeting on Wednesday, August 4, 2021 at 2.30 p.m. IST through video conferencing / other audio visual means

Notice

Notice is hereby given that the Thirty Fifth Annual General Meeting of the Members of John Cockerill India Limited (formerly CMI FPE Limited) ("the Company") will be held on Wednesday, August 4, 2021 at 2.30 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business :

ORDINARY BUSINESS

1. To consider and adopt the financial statements of the Company including audited Balance Sheet as at March 31, 2021, the Statement of Profit and Loss, and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.

2. To appoint a Director in place of Mr. Joao Felix Da Silva (DIN 07662251), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To consider and approve the appointment of Dr. Urjit Patel (DIN 00175210) as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution **as an Ordinary Resolution :**

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee, Dr. Urjit Patel (DIN 00175210) who was appointed as an Additional Director of the Company with effect from April 1, 2021, pursuant to the provisions of Section 161 of the Act and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature as an Independent Director and who has submitted the declaration that he meets the criteria of independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from April 1, 2021.

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

4. To consider and grant approval for Material Related Party Transactions

To consider and if thought fit, to pass the following resolution **as an Ordinary Resolution :**

"RESOLVED THAT pursuant to the requirements of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), provisions of Companies (Meeting of Board and its Powers) Rules, 2014 ("the Rules") (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and the approval of Audit Committee and the Board of Directors of the Company and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, the approval of the members of the Company be and is hereby accorded for entering into the following proposed material Related Party Transactions with respect to sale and purchase of goods, supply of services and payment of brand and technical royalty fees, from financial year 2021-22 to financial year 2023-24 up-to the maximum amounts as appended in the table below :

Sr. No.	Name of the Related Party	Relationship	Maximum Value of Transactions for 3 years from financial year 2021-22 to financial year 2023-24 based on orders received / to be received
1.	CMI SA, Belgium	Holding Company	₹ 900 crores
2.	John Cockerill Automation Private Limited (formerly CMI Industry Automation Private Limited)	Fellow Subsidiary	₹ 60 crores
3.	Beijing Cockerill Trading Co. Limited	Fellow Subsidiary	₹ 60 crores

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Managing Director and Chief Financial Officer of the Company be and are hereby severally authorised to agree, accept and finalise all such terms and conditions, modification(s) and alteration(s) as they may deem fit and also authorised to resolve and settle all questions, difficulties or doubts that may arise with regard to the said transaction and finalise and execute the agreement(s), documents and writings and to do all such acts, deeds, matters and things in this connection and incidental thereto as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution."

5. To consider and ratify the remuneration payable to Cost Auditor for the financial year 2021-22

To consider and if thought fit, to pass the following resolution **as an Ordinary Resolution :**

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof, for the time being in force) and as approved by the Board of Directors, on the recommendations of the Audit Committee, the remuneration of ₹ 2,30,000/- (Rupees Two Lakhs Thirty Thousand only) (plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit) be paid to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No. 00294) appointed by the Board of Directors of the Company to conduct the audit of the cost accounting records of the Company for the financial year 2021-22 be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Chief Financial Officer of the Company be and are hereby severally authorised to do all acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors
For John Cockerill India Limited
(formerly CMI FPE Limited)

Haresh Vala
Company Secretary

Mumbai
May 27, 2021

Registered office :
Mehta House, Plot No. 64,
Road No. 13, MIDC, Andheri (East),
Mumbai - 400 093
Tel. No.: 022-66762727 | **Fax No.:** 022-66762737/38
CIN: L99999MH1986PLC039921
Email: investors@johncockerillindia.com
Website: www.johncockerillindia.com

NOTES :

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs ("MCA") followed by Circular No. 20/2020 dated May 5, 2020 and Circular No. 2/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the members to the Annual General Meeting ("AGM") venue is not required and general meeting be held through video conferencing ("VC") or other audio visual means ("OAVM"). Hence, members can attend and participate in the ensuing AGM through VC / OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by MCA, the facility to appoint proxy and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-voting by sending a scanned copy of its Board or governing body Resolution / Authorisation, etc. The said resolution / authorisation shall be sent to the Scrutinizer by email through its registered email address to iqureshiassociates@yahoo.co.in or investors@johncockerillindia.com with a copy marked to evoting@nsdl.co.in.

3. Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned hereinafter. The facility of participation at the AGM through VC / OAVM will be made available for 1000 members on first come first serve basis. This will not include large shareholders (shareholding holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

4. In compliance with the MCA Circular No. 17/2020 dated April 13, 2020, this Notice calling the AGM together with the Annual Report 2020-21 is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depositories. Copies of the Notice and Annual Report 2020-21 has also been uploaded on the website of the Company at www.johncockerillindia.com, website of BSE Limited at www.bseindia.com. The AGM Notice is also available on the website of National Securities Depository Limited (agency for providing the remote e-voting facility) at www.evoting.nsdl.com.

5. AGM has been convened through VC / OAVM in compliance with the applicable provisions of the Companies Act, 2013 ("the Act") read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 5, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

6. Members whose e-mail addresses are not registered can register the same in the following manner :

   (a) Members holding share(s) in physical mode can register their e-mail address by sending mail to investors@johncockerillindia.com; and

   (b) Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participant ("DPs") for receiving all communications from the Company electronically.

7. Members attending this AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under the provisions of the Act.

8. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Act, Secretarial Standard-2 on General Meetings ("SS 2") and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), in respect of the Special Business of the accompanying Notice is annexed hereto.

9. The Register of Members and Share Transfer Books of the Company will be closed from July 27, 2021 to August 4, 2021 (both days inclusive).

10. The members are requested to

    a) intimate changes, if any, relating to name, their registered address, email addresses, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney at an early date to the Company or its Registrar and Transfer Agents, M/s. Bigshare Services Private Limited, in case they hold shares in physical form and to their Depository Participants, in case they hold shares in electronic form.

b) quote ledger folio / Client ID in all the correspondence and

c) intimate to their respective Depository Participant about changes in bank particulars such as name of the bank, branch details, bank account number, MICR Code, IFSC Code, etc. in case members are holding shares in electronic form. In all such cases, the Company or its Registrar and Transfer Agents cannot act on any request received directly from such members.

11. **Prior registration of Speakers at AGM:** Members who would like to speak during the AGM, express views or ask questions, shall register by sending email at investors@johncockerillindia.com. Please mention name, folio number or DP ID and Client ID, email, mobile number, etc. and the said request should reach the Company on or before July 27, 2021. If any member would like to ask question or want information, please mention the same in the aforementioned request. This would help to conduct the meeting smoothly keeping in view the AGM is being held through VC / OAVM.

12. The Company's R & T Agent for its Share Registry Work (Physical and Electronic) are Bigshare Services Private Limited, having their office premises at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400059.

13. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office during office hours on all working days (from Monday to Friday) except public holidays, between 11.00 a.m. and 1.00 p.m. up to the date of the AGM.

14. A brief resume of each of the Directors proposed to be appointed / re-appointed at this AGM, nature of their expertise in specific functional areas, name of the Companies in which they hold directorship and membership / chairmanship of Board Committees, shareholding and relationship between directors *inter se* as stipulated under Regulation 36 of the Listing Regulations and other requisite information as per Clause 1.2.5 of SS 2 on General Meetings, are provided as Appendix A to the Notice.

15. As mandated by SEBI, effective from April 1, 2019, the securities of listed Companies shall be transferred only in dematerialised form. In order to facilitate transfer of shares and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.

16. The business as set out in the Notice will be transacted only through voting by electronic means i.e. e-voting system and as required, the Company is providing the said e-voting facility to all its members. Under the said system, members are allowed to exercise their voting rights through remote e-voting process, wherein they can cast their vote from a place other than venue of the meeting.

17. Instructions for attending the AGM and e-voting are as follows :

A. Instructions for attending the AGM :

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Facility of joining the AGM through VC / OAVM shall open 15 minutes before and after the scheduled time of the commencement for the AGM by following the procedure mentioned in the Notice. Facility of joining AGM will be closed on expiry of 15 minutes from the scheduled time of the AGM.

3. Facility of joining the AGM through VC / OAVM shall be available for 1000 members on first come first serve basis. However, the participation of members holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. are allowed to attend the AGM without any restriction on account of first come first serve basis.

4. Members who need technical assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800 1020 990 / 1800 224 430 or contact Mr. Amit Vishal, Senior Manager – NSDL or Mr. Sagar Ghosalkar, Assistant Manager – NSDL at evoting@nsdl.co.in.

B. Instructions for remote e-voting :

In compliance with the provisions of Section 108 of the Act read with the Rules made thereunder, Regulation 44 of the Listing Regulations, SS 2 and the Circulars issued by MCA dated April 8, 2020, April 13, 2020 and May 5, 2020, the Company is providing remote e-voting facility to all the members of the Company in respect of the business to be transacted at the AGM. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cut-off date i.e. July 28, 2021 only shall be entitled to avail the facility of remote e-voting / e-voting at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL"), as an Authorised Agent for facilitating voting through electronic means. The facility of casting vote by a member using remote e-voting system as well as voting on the day of AGM will be provided by NSDL. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being July 28, 2021. Members can cast their votes online from 9.00 am (IST) on July 31, 2021 to 5.00 pm (IST) on August 3, 2021. At the end of remote e-voting period, the facility shall forthwith be blocked.

The Board has appointed M/s. I. Qureshi & Associates, Practicing Chartered Accountants as the Scrutinizer to scrutinize the remote e-voting and e-voting process at the AGM.

How to vote electronically using NSDL e-voting system?

The way to cast vote electronically on NSDL e-voting system consists of "Two Steps" which are as mentioned below :

Step 1 : Access to NSDL e-voting system

A) **Login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode**

In terms of SEBI Circular dated December 9, 2020 on e-voting facility provided by listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email address in their demat accounts in order to access e-voting facility.

Login method for individual shareholders holding securities in demat mode is given below :

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	1. If you are already registered for **NSDL IDeAS facility**, please visit the e-Services website of NSDL. Open web browser by typing the following URL : https://eservices.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the **"Beneficial Owner"** icon under "Login" which is available under **"IDeAS"** section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-voting page. Click on options available against Company name or **e-Voting service provider - NSDL** and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS"** portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against Company name or **e-Voting service provider - NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their User ID and Password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi / Easiest, the user will also be able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Once login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on options available against Company name or **e-Voting service provider-NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note : Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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

B) **Login method for shareholders other an individual shareholders holding securities in demat mode and shareholders holding securities in physical mode**

How to log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL by opening your web browser and type the following URL : https://www.evoting.nsdl.com/ either on a personal computer or on a mobile.

2. Once the home page of e-voting system is launched, click on the icon "Login" available under 'Shareholder' / 'Members' section.

3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL e-services, i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on 'e-Voting' and proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**User ID**
a) For members who hold shares in demat account with NSDL	8 character DP ID followed by 8 digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your User ID is IN300***12******.
b) For members who hold shares in demat account with CDSL	16 digit Beneficiary ID For example, if your Beneficiary ID is 12************** then your User ID is 12**************.
c) For members holding shares in physical form	EVEN, followed by Folio Number registered with the Company. For example, if your EVEN is 101456, then User ID is 101456001***.

5. Password details for shareholders other than individual shareholders are given below :

   a) If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.

   b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and change your password, as prompted by the system.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you by NSDL from your mailbox. Open the email and open the attachment (it will be a .pdf file). Open the file. The password to open the file is your 8 digit Client ID for your NSDL account, or the last 8 digit of your CDSL Client ID, or Folio Number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email IDs are not registered.

6. If you are unable to retrieve or have not received your 'initial password' or have forgotten your password :

   a) Click on the **'Forgot User Details / Password?'** (for those holding shares in demat accounts with NSDL or CDSL) option available on www.evoting.nsdl.com

   b) A 'Physical User Reset Password?' (for those holding shares in physical mode) option is also available on www.evoting.nsdl.com

   c) If you are still unable to get your password following the aforesaid options, you can send a request to evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, agree to the terms and conditions by checking the box.

8. Next, click on the 'Login' button.

9. After you click on the 'Login' button, the homepage of e-voting will open.

Step 2 : Cast your vote electronically and join General Meeting on NSDL e-voting system

How to cast your vote electronically and join General Meeting on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the Companies 'EVEN' in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select the 'EVEN' of the Company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VA / OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-voting as the voting page opens.

4. Cast your vote by selecting appropriate options, i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote, and click on 'Submit'. Also click on 'Confirm' when prompted.

5. Upon confirmation, the message, 'Vote cast successfully', will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Please remember that you are not allowed to modify your vote once you confirm your vote on a resolution.

General guidelines for shareholders :

1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board Resolution / Authority letter, etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to iqureshiassociates@yahoo.co.in or investors@johncockerillindia.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential. Log in to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details / Password?' or the 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available in the download section of www.evoting.nsdl.com, or call on toll free no.: 1800 1020 990 and 1800 222 44 30 or send a request at evoting@nsdl.co.in.

4. The remote e-voting period commences on July 31, 2021 (9.00 a.m.) and ends on August 3, 2021 (5.00 p.m.). During this period, members of the Company holding shares in physical or dematerialised form, as on the cut-off date i.e. July 28, 2021, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which a vote has already been cast.

5. The voting rights of the members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. July 28, 2021.

6. Any person, holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing User ID and password for casting their vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free No. 1800 1020 990 and 1800 224 430. In case of individual shareholders holding shares in demat mode who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. July 28, 2021 may follow steps mentioned under "Access to NSDL e-voting system"

7. On submission of the report by the Scrutinizer, the result of the voting at the meeting and remote e-voting shall be declared. The Results along with the Scrutinizer's Report shall be placed on the Company's website - www.johncockerillindia.com and on the website of NSDL- www.evoting.nsdl.com immediately. The Company shall simultaneously forward the result to BSE Limited, where the shares of the Company are listed.

Process for those shareholders whose email IDs are not registered with the Depositories for procuring user id and password and registration of email IDs for e-voting for the resolutions set out in this Notice :

1. In case, shares are held in physical mode, please provide Folio No., Name of the shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), Aadhar (self attested scanned copy of Aadhar card) by email to investors@johncockerillindia.com and investor@bigshareonline.com.

2. In case, shares are held in demat mode, please provide DP ID – Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), Name, Client Master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), Aadhar (self attested scanned copy of Aadhar card) by email to investors@johncockerillindia.com and investor@bigshareonline.com. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode.

3. Alternatively, shareholder / member may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI Circular dated December 9, 2020 on e-voting facility provided by listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

Instructions for members for e-voting on the day of AGM are as under :

1. The procedure for e-voting on the day of AGM is same as the instructions mentioned above for remote e-voting.

2. Only those members, who will be present at the AGM through VC / OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility of e-voting on the day of the AGM shall be the same person mentioned through remote e-voting.

Instructions for members for attending the AGM through VC / OAVM are as under :

1. Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access by following the steps mentioned earlier for Access to NSDL e-Voting system. After successful login, you can see link of "VC / OAVM link" placed under "Join General Meeting" menu against the Company's name. You are requested to click on VC / OAVM link placed under Join General Meeting menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of the Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten their User ID and Password may retrieve the

same by following the remote e-voting instructions mentioned in the Notice to avoid last minute rush.

2. Members are encouraged to join the AGM through laptops for better experience.

3. Further, members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.

4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views / have questions may send their questions in advance mentioning their name, demat account number / folio number, email id, mobile number at investors@johncockerillindia.com. The same will be replied by the Company suitably.

ANNEXURE TO THE NOTICE

Re-appointment of Mr. Joao Felix Da Silva as Director

Mr. Joao Felix Da Silva (DIN 07662251), Non-Executive Director of the Company, retires by rotation and, being eligible, has offered himself for re-appointment.

The information in pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings (SS 2) :

Mr. Joao Felix Da Silva, born on July 20, 1957, holds a Master's degree in Electronics from the InstitutSupérieurIndustriel du Hainaut (Belgium), a Master's degree in Electromechanical Engineering from the InstitutSupérieur des IngénieursTechniciens de Charleroi (Belgium) and a Master's degree in Management from the Ecole de Perfectionnement au Management (Belgium).

Mr. Da Silva has over 39 years of experience in the steel industry, where he has held leadership positions in maintenance, production, customer service, quality and plant management both in upstream and downstream facilities, in Belgium and in France. In his last position, before joining the John Cockerill Group, he was CEO of ArcelorMittalMéditerranée and member of Management Committee of Business Division Southwest.

He is currently an Advisor for the Portuguese Presidency, and has been a member of several Boards of Directors, such as the Banque de France and the Marseille Harbour.

He joined the John Cockerill Group on August 1, 2016, to take on the Presidency of the Industry Sector, in order to lead the evolution of the Sector. He provides the teams of the Industry Sector with his market knowledge and his managerial experience.

He does not hold any shares in the Company and is not related to any other Director of the Company.

Save and except for Mr. Joao Felix Da Silva, none of the other Directors / Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 2 of the Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT') AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS (SS 2) :

ITEM NO. 3 :

Appointment of Dr. Urjit Patel (DIN 00175210) as an Independent Director of the Company

The Board of Directors ("Board") at its meeting held on February 11, 2021, on the recommendation of the Nomination and Remuneration Committee, appointed Dr. Urjit Patel (DIN 00175210) as an Additional (Independent) Director on the Board of the Company, with effect from April 1, 2021, to hold office till the conclusion of the ensuing AGM and subject to the approval of the members as an Independent Director to hold office for a term of 5 (five) consecutive years from the effective date of his appointment.

The Company has, in terms of Section 160(1) of the Act, received a notice in writing from a member, proposing the candidature of Dr. Urjit Patel for the office of Director.

Dr. Urjit Patel, born on October 28, 1963, served as Governor of the Reserve Bank of India. Before that he was the Deputy Governor in charge of monetary policy. Dr. Patel is the Chairman of the Governing Body of the National Institute of Public Finance and Policy. He serves on the Investment Advisory Committee of the Army Group Insurance. Prior to public service, he had worked in the private sector for about fifteen years, viz., Reliance Industries and Infrastructure Development Finance Company.

Dr. Patel started his professional career at the International Monetary Fund. He has also been a Consultant to the Ministry of Finance, Govt. of India. He was a Nonresident Senior Fellow at The Brookings Institution, Washington, D.C. Dr. Patel has served on numerous official task forces and high-level committees. Dr. Urjit Patel is a Director in The Great Eastern Shipping Company Limited and Britannia Industries Limited.

He does not hold any shares in the Company and is not related to any other Director of the Company.

Dr. Urjit Patel is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("the Act") and has given his consent to act as a Director.

The Company has received a declaration from Dr. Patel to the effect that he meets the criteria of independence as provided in Section 149(6), Schedule IV and other applicable provisions of the Act, Rules framed thereunder and Regulation 16(1)(b) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Dr. Urjit Patel fulfils the conditions specified in the Act and Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection on the website of the Company www.johncockerillindia.com.

The details of Dr. Urjit Patel as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions are provided in Appendix A to this Notice.

The Board considering the experience and expertise of Dr. Patel, recommends the Ordinary Resolution as set out in Item No. 3 of the Notice for the approval of the members.

Save and except for Dr. Urjit Patel, none of the other Directors / Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 3 of the Notice.

ITEM NO. 4

Approval for Material Related Party Transactions

The Group has adopted the strategy of "One Metals" whereby multiple Business Units collaborate with one another, with clearly identified scope-lines. The Company is conceived as the Indian hub integral to the vision of the Group's strategy. This has helped the Company to get orders from the parent Company, CMI SA.

The projects with CMI SA will help the Company to establish itself in some of the countries which are viewed as having high potential for the products of the Company and where the Company has not done business in the past. Also, some of the projects will enable the Company to enter into competitors' territories which were hitherto not explored by the Group and establish new references which will also help grow its business in its traditional markets like India, Africa and South East Asia. The scope of such collaborative efforts could include joint marketing, joint engineering and design, joint manufacture and also assist mutually in erection, commissioning, etc. in various geographies of the world.

Section 188 of Companies Act, 2013 ("the Act") read with Rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, prescribes certain procedure for approval of related party transactions. Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), as amended from time to time also prescribes seeking approval of members for material related party transactions. The proviso to Section 188 of the Act also states that nothing in Section 188(1) of the Act applies to any transaction entered into by the Company in its ordinary course of business and at arms' length basis.

The Company has entered into Brand Fee Agreement with CMI SA for the payment of brand fees @ 0.6% of the external sales and Technical Royalty Agreement with CMI SA for the payment of 3% technical royalty fees to CMI SA on those portions of contracts assigned to the Company through CMI SA. In terms of the Listing Regulations, approval of the members of the Company is required for payment of brand usage or royalty when it exceeds 2% of the annual consolidated turnover of the Company as per the last audited financial statements.

All the proposed transactions put up for approval are in the ordinary course of business and at arms' length. Since the transactions are repetitive in nature and considering the anticipated large volume of the transactions, pursuant to the requirements of Regulation 23 of the Listing Regulations, the following contracts / arrangements / transactions will be material in nature and hence requires the approval of the members of the Company by way of an Ordinary Resolution.

Sr. No.	Name of the Related Party	Relationship	Maximum Value of Transactions for 3 years from financial year 2021-22 to financial year 2023-24 for orders received / to be received	Nature and material terms / particulars of the contract or arrangement
1.	CMI SA, Belgium	Holding Company	₹ 900 crores	The Company will enter into contracts with CMI SA for sale and purchase of goods and supply of services for the joint projects under the leadership of CMI SA. The projects will be spread over a period of 3 years from financial year 2021-22 to financial year 2023-24 and will allow the Company to establish its competitiveness in markets where due to language or reference, the Company has no reach. The Company and CMI SA have entered into:- a. Brand Fee Agreement for the payment of brand fees @ 0.6% of the external sales; and b. Technical Royalty Agreement for the payment of 3% technical royalty fees to CMI SA on those portions of contracts assigned to the Company through CMI SA.
2.	John Cockerill Automation Private Limited (formerly CMI Industry Automation Private Limited)	Fellow Subsidiary	₹ 60 crores	Sale and purchase of goods and supply of services.
3.	Beijing Cockerill Trading Co. Limited	Fellow Subsidiary	₹ 60 crores	Sale and purchase of goods and supply of services.

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto are furnished below :

Name of the Related Party	As per table above
Name of the Director or Key Managerial Personnel who is related, if any	Mr. Joao Felix Da Silva, Director of John Cockerill Automation Private Limited, Mr. Yves Honhon, Director of CMI SA and Mr. Jean Gourp, employee of CMI SA are deemed to be concerned or interested by virtue of their respective positions in the Group.
Nature of Relationship	As per table above
The nature, material terms, monetary value and particulars of the contract or arrangement	All the above transactions are proposed to be carried out based on the business requirements of the Company and shall be in the ordinary course of business and at arms' length. All the transactions are for sale and purchase of goods and supply of services within the Group, brand fees and technical royalty fees, details of value and material terms are given in the table above.
Any other information relevant or important for the Members to take a decision on the proposed resolution	None

The above contracts / arrangements / transactions were approved by the Audit Committee at its meeting held on May 27, 2021 and recommended by the Board of Directors on May 27, 2021, to the unrelated members of the Company for their approval. The Audit Committee will be updated regularly / quarterly on the status of the contracts *vis-a-vis* approval taken, along with the details of the transactions with respect to each contract.

After the approval of the members, the Company will inform the members, periodically in due course, about the status of the individual contracts signed by the Company with CMI SA, together with the value and the terms of the contracts.

As per Regulation 23 of the Listing Regulations, all entities / persons that are directly / indirectly Related Parties of the Company shall not vote on the resolution wherein approval of material Related Party Transactions is sought from the members. Accordingly, all Related Parties of the Company, including, among others, CMI SA and John Cockerill Automation Private Limited and the Directors and Key Managerial Personnel of the Company will not vote on this resolution.

Your Directors recommend Resolution No. 4 as an Ordinary Resolution for approval by the unrelated members of the Company.

Save and except Mr. Joao Felix Da Silva, Director of John Cockerill Automation Private Limited, Mr. Yves Honhon, Director of CMI SA and Mr. Jean Gourp, employee of CMI SA, all by virtue of their respective positions in the Group, none of the other Directors / Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 4 of the Notice.

ITEM NO. 5

Ratification of remuneration payable to the Cost Auditor

The Company is required, under the provisions of Section 148(3) of the Companies Act, 2013 ("the Act"), read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, to have the audit of its cost records conducted by a Cost Accountant in practice.

The Board of Directors, on the recommendation of the Audit Committee, at its meeting held on May 27, 2021, had approved the appointment and remuneration of M/s. Kishore Bhatia & Associates, Cost Accountants, Mumbai (Firm Registration No. 00294) as Cost Auditor to conduct the audit of the cost accounting records of the Company for the financial year 2021-22.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board of Directors of the Company, has to be ratified by the members of the Company.

The Board, subject to ratification by the members, has approved remuneration of ₹ 2.30 lakhs (previous year ₹ 2.30 lakhs) plus reimbursement of out-of-pocket expenses, for conducting the cost audit for the financial year 2021-22.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditor, as above.

Your Directors recommend Resolution No. 5 as an Ordinary Resolution for approval by the members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 5 of the Notice.

By Order of the Board of Directors
For John Cockerill India Limited
(formerly CMI FPE Limited)

Haresh Vala
Company Secretary

Mumbai
May 27, 2021

Registered office :
Mehta House, Plot No. 64,
Road No. 13, MIDC, Andheri (East),
Mumbai - 400 093
Tel. No.: 022-66762727 | **Fax No.:** 022-66762737/38
CIN: L99999MH1986PLC039921
Email: investors@johncockerillindia.com
Website: www.johncockerillindia.com

APPENDIX A

Details of the Directors proposed to be appointed / re-appointed pursuant to Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings (SS 2)

Name of the Director	Mr. Joao Felix Da Silva	Dr. Urjit Patel
Director Identification Number	07662251	00175210
Date of Birth	July 20, 1957	October 28, 1963
Date of first appointment on the Board of the Company	May 30, 2017	April 1, 2021
Qualifications	Master's degree in Electronics from the InstitutSupérieurIndustriel du Hainaut (Belgium), a Master's degree in Electromechanical Engineering from the InstitutSupérieur des IngénieursTechniciens de Charleroi (Belgium) and a Master's degree in Management from the Ecole de Perfectionnement au Management (Belgium).	Bachelor's degree in Science from Queen Mary University in London, M. Phil. from University of Oxford, Ph. D. in Economics from Yale University.
Experience (including expertise in specific functional area) / Brief Resume	Mr. Da Silva has over 39 years of experience in the steel industry, where he held leadership positions in maintenance, production, customer service, quality and plant management both in upstream and downstream facilities, in Belgium and in France. In his last position, he was CEO of ArcelorMittal Méditerranée and member of Management Committee of Business Division Southwest.	Dr. Urjit Patel served as Governor of the Reserve Bank of India. Before that he was the Deputy Governor in charge of monetary policy. Dr. Patel is the Chairman of the Governing Body of the National Institute of Public Finance and Policy. He serves on the Investment Advisory Committee of the Army Group Insurance. Prior to public service, he had worked in the private sector for about fifteen years, viz., Reliance Industries and Infrastructure Development Finance Company.
Shareholding in the Company (as on the date of the Notice)	Nil	Nil
Relationship with other Director / Key Managerial Personnel of the Company	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
List of Directorships held in other Companies (as on the date of the Notice)	• John Cockerill Automation Private Limited • CMI India Engineering Private Limited	• The Great Eastern Shipping Co. Limited • Britannia Industries Limited
Chairman / Member of the Committees of the Boards of other Companies in which he / she is a Director	None	None
Terms and conditions of appointment / re-appointment	As per the Resolution No. 2 of the Notice read with the Annexure thereto.	As per the Resolution No. 3 of the Notice read with Explanatory Statement thereto.
No. of Board Meetings attended during the year (FY 2020-21)	3	Not Applicable
Remuneration last drawn (including sitting fees, if any) (FY 2020-21)	Nil	Not Applicable
Details of remuneration proposed to be paid	Nil	As may be decided by the Board

Directors' Report

Dear Members,

The Directors are pleased to present the Thirty-Fifth Annual Report of John Cockerill India Limited (formerly CMI FPE Limited) ("the Company") on the business and operations of the Company, together with the audited financial statements of the Company for the year ended March 31, 2021.

FINANCIAL PERFORMANCE

(₹ in lakhs)

Particulars	**Financial Year 2020-2021**	Financial Year 2019-2020
Total Income	**20,258.46**	38,675.50
Profit before depreciation and amortisation expense, finance costs and tax expense	**(2,276.08)**	3,766.89
Less :		
Depreciation and amortisation expense	**503.32**	566.70
Finance costs	**241.52**	308.64
Profit / (Loss) before Tax	**(3,020.92)**	2,891.55
Less : Tax expense :		
Current tax	**-**	566.66
Deferred tax	**(114.71)**	(49.61)
Profit / (Loss) for the year	**(2,906.21)**	2,374.50
Other comprehensive income for the year, net of tax	**(59.17)**	(136.36)
Total comprehensive income for the year	**(2,965.38)**	2,238.14

OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE

Operations

On the evening of March 24, 2020, the Government of India announced a nation-wide lockdown as a preventive measure against the COVID-19 pandemic in India. This lockdown was further extended till May 31, 2020, and conditional unlocking started in June 2020. Hence, this fiscal year started on a very grim note and the first quarter was completely washed out. The impact of this pandemic has affected almost all the industries, countries and the overall global economy. Specifically in India, the Q1 FY 2021 GDP dropped by approx. 24%.

For the Indian Steel industry, which was already facing strong headwinds since the beginning of 2019 due to general elections, intensified trade tensions, slowdown in automobile industry and overall economic slowdown, this pandemic had only added to the industry's challenges. Capacity addition had already slowed down as the industry went through a consolidation phase with stressed assets getting acquired under the Insolvency & Bankruptcy Code (IBC) route. On top of it, COVID-19 emerged as a severe blow to the industry. India's finished steel production is expected to be around 94 million tonnes which is 10% lower than the previous financial year.

Two of our major customers announced temporary suspension of their capacity expansion projects, and notified force majeure on their two very large orders with the Company, which were already under execution. Many of the green field opportunities that the Company were pursuing got delayed as the customers had reduced their capital allocation. The Company's plants were completely shut down for around two months but most of the other functions such as project management, design, sales, etc. continued to work from home. Thus, the working capital got blocked, revenue inflows were held up, the fixed expenses continued to be incurred, and the COVID continued to affect the mindset of the entire country at both micro and macro levels.

As a result of above factors, for the financial year 2020-21, the revenue from operations has dropped by 46.70% to ₹ 19,805.83 lakhs and the Company has incurred loss of ₹ 3,020.92 lakhs as against profit before tax of ₹ 2,891.55 lakhs in the previous year.

Road ahead

After conditional removal of lockdown measures, the Steel industry started its journey on the recovery path. The Union Budget in February 2021 had announced a number of infrastructure projects and increased the outlay on capital expenditure which is expected to strengthen the steel demand in the medium-term. The announcements, such as capex augmentation in railways, metro rail projects, and vehicle scrappage policy are likely to benefit both primary and secondary steel producers. The domestic steel prices started to rise from July 2020 onwards, peaked in January 2021. While the larger players have reported faster recovery, the smaller players still appear to face some challenges due to their limited diversification and limited financial capabilities. However, the broad based recovery in the industry appears to be real, considering the increase in the sales volumes in Q3 of FY21.

National Steel Policy (NSP), 2017, had envisaged crude steel capacity of 300 million tonnes (MT) and per capita consumption of finished steel @ 158 kgs by 2030-31 as against the per capita consumption of 74.30 kgs in 2019. However, the capex plans of all the steel producers have been adversely impacted due to liquidity crunch and uncertainty in demand amidst the slowdown in economy earlier and later by COVID-19 pandemic. Moreover, the steel industry is highly working capital intensive and hence, it will be critical to see how the funds will be raised for such large capacity additions.

NSP also aims to facilitate the domestic industry to meet the entire demand of steel including high-grade automotive steel, electrical steel, special steels and alloys. For competitive export prices with optimum quality, the domestic steel producers are undertaking modernization plans to bring down their production costs. Though, the pandemic has prolonged the course of NSP, but the expected increase in steel demand is likely to mitigate the initial lag. Domestic steel industry is expected to report improvement in capacity utilization rates from FY22, which has otherwise remained near 75% for the last few years.

The plant operations and the stalled projects have restarted. The Company has won new orders of ₹ 18,600 lakhs during FY 2020-21 as against ₹ 6,900 lakhs in FY 2019-20 and has a closing order backlog of ₹ 51,372 lakhs as on March 31, 2021.

The Company is in constant touch with all our customers and is taking all the required steps to complete the on-going projects within the revised timelines that are being agreed with the customers.

The Company is pursuing new orders worth ₹ 20,000 lakhs from various domestic and overseas customers which are in advanced stages. Apart from this, the Company is working on several back-up opportunities worth sizeable amounts, where technical and commercial discussions are going on with various prospective customers.

Material Changes and Commitments affecting the financial position of the Company

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this report. There has been no change in the nature of business of the Company.

COVID-19

The 2nd wave of COVID-19 pandemic and the lockdown like conditions imposed across various parts of the country have moderately affected the business operations. The health and well-being of the employees has become a top priority as a number of employees and their family members have been infected with the virus and this has also resulted in the loss of a few valuable lives. The fabrication activities at Hedavali plant have been impacted due to shortage of oxygen. The Company also have some challenges to depute its manpower at customer sites worldwide for supervision of erection and commissioning activities, due to pandemic situation in those countries. The Company also foresees some risks of supply chain interruption and cost increases due to current volatile situation. The Company has implemented a number of measures to mitigate the impact on its operations and are closely monitoring the situation.

There has been no change in the nature of business of the Company, but the manner of operations and methods of functioning had to be altered to adhere to the COVID-19 restrictions and directions like social distancing, no gathering / meetings of personnel, electronic communications replacing physical interface with the customers, implementing "work from home" regulations, restricted travel, etc. Both the factories have worked efficiently during the year despite the controlled COVID-19 environment. Safety measures and processes have been installed and improved upon at the plants and work-sites. All COVID-19 protocols and compliances have been strictly followed.

In spite of severe economic impact from the COVID-19 pandemic, the Company has managed to remain debt-free and did not seek to avail any moratorium on any of its dues to the lenders or financial institutions. The Company has also ensured that all its statutory obligations including employee salaries have been paid on time. The bankers have continued their unstinted support in all respects and the Board records its appreciation for the same.

DIVIDEND

In view of the loss for the year under review and the need to conserve resources during the difficult times, the Directors have, with regret, decided not to recommend any dividend for the financial year 2020-21. The Company has not transferred any amount to General Reserve.

GROUP ACTIVITIES

Cockerill Maintenance and Ingenerie SA (CMI SA) is the Holding Company and part of the John Cockerill Group having interest in sectors like Energy, Defence, Industry, Environment and Services. The Company is a part of the Industry Sector of the John Cockerill Group.

The Company continues to have close, collaborative relationship with customers supported by an extended global manufacturing network aligned with customer locations. John Cockerill Group focuses on R & D activities, investments have been made to support long-term profitable growth and extending help to the customers in value creation.

The John Cockerill Group has been extremely supportive of their Indian operations and continues to provide constant support in terms of technology, research and development, systems, manufacturing, etc.

CASH FLOW AND CONSOLIDATED FINANCIAL STATEMENTS

As required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations") as amended, a Cash Flow Statement is furnished as part of this Annual Report.

The Company does not have any subsidiaries and hence is not required to publish Consolidated Financial Statements.

CHANGE OF NAME OF THE COMPANY

As informed in the last year's Annual Report, the name of the Company was changed from CMI FPE Limited to John Cockerill India Limited effective from June 16, 2020, pursuant to the Certificate of Incorporation consequent to the change of name issued by the Registrar of Companies, Maharashtra, Mumbai. The Company had taken steps to change the name of the Company in all the official records and the Management is pleased to inform that the new name has been incorporated in almost all the official records and the filings and returns are being handled in the new name of the Company.

DEPOSITS

The Company has not accepted any deposits from the public and as such there are no outstanding deposits in terms of the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY

It is the Company's policy not to give loans, directly or indirectly, to any persons (other than to employees under contractual obligations) or to other body corporates or give any guarantee or provide any security in connection with a loan to any other body corporate or person. The Company does not make any investment in securities of any other body corporate. The Company has not taken or given any loan or advances in the nature of loan to its holding Company. The Company has no investments.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

Being a responsible Corporate Citizen, the Company is committed to fulfilling its social responsibilities. Guided by the prevailing regulatory requirements, the Company has constituted a 'Corporate Social Responsibility ("CSR") Committee' and also framed a Policy on CSR. The Ministry of Corporate Affairs had amended the Companies (Corporate Social Responsibility Policy) Rules, 2014 ("CSR Rules") and to give effect to this amendment, the CSR policy of the Company was amended during the year under review. The revised CSR policy is available on the website of the Company viz. www.johncockerillindia.com.

The CSR Committee, as on March 31, 2021, comprises of Ms. Roma Balwani as Chairperson, Mr. Yves Honhon and Mr. Vivek Bhide as members. Effective from April 1, 2021, Mr. Jean Gourp was appointed as a member of the CSR Committee in place of Mr. Yves Honhon.

The terms of reference of the CSR Committee, number and dates of meeting held, attendance of the Directors, etc., are furnished separately in the Corporate Governance Report.

The Company has created a tab on the home page of the Company's website for CSR related information to be displayed. The information related to CSR Committee, CSR policy and the projects undertaken by the Company are updated on a regular basis.

A report on CSR activities as required under Rule 8 of the CSR Rules is furnished as Annexure A and forms an integral part of this Report.

In terms of Section 135 of the Companies Act, 2013 ("the Act") read with the applicable Rules, during the year under review, the Company was required to spend ₹ 68.51 lakhs on CSR activities and the Company had spent ₹ 9.12 lakhs during the financial year ended March 31, 2021. The COVID-19 pandemic prevented the Company to complete the execution of its CSR projects during the year 2020-21. The Chief Financial Officer of the Company has certified to the Board that the funds disbursed for CSR activities were utilized for that purpose.

There are several projects finalised and justifiable on the basis of needs, sustainability and the capability of these projects to improve social assets. The shortfall of ₹ 59.39 lakhs in the spending during the year under report will be spent on ongoing projects identified by the Company for health and education in a phased manner as per the annual action plan recommended by the CSR Committee and approved by the Board. The manner of execution, modalities of utilization of funds and implementation schedules, monitoring mechanism were discussed in detail at the CSR Committee meeting held on February 10, 2021.

The unspent amount of ₹ 59.39 lakhs has been transferred to a separate bank account opened by the Company with Kotak Mahindra Bank Limited and the expenditure for ongoing projects would be utilized from this account.

The Company has partnered with agencies of repute in locations where the Company's factories are located and having pan-India presence to provide support to CSR long-term projects.

HUMAN RESOURCES

The Company's permanent employee strength stood at 413 as on March 31, 2021.

The Company believes that the quality of employees is the key to its success. In view of this, it is committed to equip them with skills, enabling them to evolve with technological advancements.

The Company and the Group considers safety, well-being and security of its employees of paramount importance. Employees had to embrace new and different ways of working such as 'work from home' and have been subject to stress, fears and anxieties never experienced before. The HR department of the Company was continuously in touch with the employees to guide and solve problems. It created awareness regarding COVID-19 and educated employees about the precautions. The Company conducted meetings through telephone and video calls in reference to the need for social distancing. The Company prepared systematic operating plan to address COVID-19 after the lockdown was partially lifted.

The Company strictly adheres to the prescribed norms and practices regarding health, safety and environment. Considering the health and safety of employees and advisories, orders and directions issued by the State and Central Government to restrict the novel Corona virus, the Company implemented a 'work from home' policy to ensure employee safety. All COVID-19 protocols and directives were strictly implemented, and all employees received substantial support during the period of disruption caused by this pandemic.

Amid COVID-19 pandemic, the senior executives of the Company initiated a voluntary pay cut of 20-25% for a period of six months. Following this, all the other employees of the Company voluntarily agreed for pay cut ranging up to 15% for a period of three months. The total amount of savings achieved through this pay cut is ₹ 1.7 crores. The management would like to place on record the appreciation for the employees for standing together to support the fight against COVID-19. The Directors also acknowledge the contribution of the employees for waiver of the salary increase during the year 2020-21 and thank all the employees and workmen of the Company for their contribution, support and continued co-operation throughout the year.

Health and Safety

The details on Health and Safety are provided in the Management Discussion and Analysis Report, which forms part of this Report.

Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place a Policy against Sexual Harassment at Workplace, in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH"). The Company has constituted an Internal Committee with internal members and Mrs. Gauri Nilakantan (who has extensive experience in this field) as an external member of the Committee.

All employees, especially women employees, were made aware of the Policy and the manner in which the complaints can be lodged.

The following is reported pursuant to Section 22 of the POSH and Regulation 34(3) read with sub-clause 10(l) of Clause C of Schedule V of the Listing Regulations for the year ended March 31, 2021 :

a. Number of complaints of sexual harassment received / filed during the year : Nil

b. Number of complaints disposed of during the year: Nil

c. Number of complaints pending for more than ninety days: Nil

d. Number of complaints pending as on end of financial year: Nil

e. Number of workshops or awareness programs carried out: 2

f. Nature of action taken by the employer or District officer: Not Applicable

During the year under review, no case of sexual harassment in the Company was reported.

RISK MANAGEMENT

The Company has established comprehensive Risk Management System to ensure that risks to the Company's continued existence as a going concern and its growth are identified and addressed on timely basis. As a part of the review of business and operations, the Board with the help of management, periodically reviews various risks associated with the business of the Company and implements appropriate risk mitigation processes. However, there are certain risks which cannot be avoided but the impact can only be minimized. The recent disruption and uncertainty in business due to COVID-19 pandemic is one such risk due to which the Company's operations have been badly impacted. It might have a long-standing impact on the Company's revenues and margins due to incapacitation of sections of workforce, reduced productivity, on emotional well-being during lockdown / quarantine, inability to provide work to some of the employees, disruption of supply chains, demand softening and consolidation in the steel industry, suppliers' inability to service and non-opening of markets.

The details and the process of Risk Management, as implemented by the Company, are provided in the Management Discussion and Analysis Report, which forms part of this Report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company's internal audit system has been continuously monitored and updated to ensure that assets are safe-guarded, established regulations are complied with and pending issues are addressed promptly. The Audit Committee reviews reports presented by the Internal Auditors on a routine basis. The Committee makes note of the audit observations and takes corrective actions, wherever necessary. It maintains constant review with statutory and internal auditors to ensure that internal control systems are operating effectively. Based on its evaluation (as provided under Section 177 of the Act and Clause 18 of the Listing Regulations), the Audit Committee has concluded that as on March 31, 2021, the Internal Financial Controls were adequate and operating effectively.

M/s. S R B C & Co. LLP, Statutory Auditors of the Company have audited the financial statements included in this Annual Report and have issued a report on the internal controls over financial reporting (as defined in Section 143 of the Act).

The details and the process of internal control systems, as implemented by the Company, are provided in the Management Discussion and Analysis Report, which forms part of this Report.

WHISTLE BLOWER POLICY / VIGIL MECHANISM

The Company has a well-defined 'Whistle Blower Policy' and an established vigil mechanism to provide for adequate safeguard against victimization of Directors and employees who use the mechanism. The Whistle Blower Policy can be assessed on the Company's website at https://johncockerillindia.com/ financialreport.aspx?Subcat=Whistleblower%20Policy&InvestorType=Policies.

The Company's vigil mechanism allows the Directors, employees and all stakeholders of the Company to report their genuine concerns about unethical behavior, actual or suspected fraud or violation of the code of conduct / business ethics. The vigil mechanisms provides for adequate safeguards against victimization of the persons who avail this mechanism. The whistle-blower policy not only helps the Company in detection of fraud, but is also used as a Corporate Governance tool leading to prevention and deterrence of fraud or misconduct. It also provides direct access to the employees to approach the Chairman of the Audit Committee, wherever necessary. It is confirmed that no personnel of the Company, in the context of whistle-blowing, has been denied access to the Audit Committee.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, based on the recommendations of the Nomination and Remuneration Committee, the Board appointed Mr. Jean Gourp as an Additional Director of the Company effective from June 25, 2020.

The members of the Company at the Thirty-Fourth Annual General Meeting ("AGM") of the Company held on August 27, 2020 confirmed the appointment as follows :

a) Mr. Nandkumar Dhekne was appointed as an Independent Director of the Company to hold office for a term of 5 (five) years with effect from February 7, 2020.

b) Mr. Vivek Bhide was appointed as the Managing Director of the Company for a term of 3 (three) years with effect from February 8, 2020.

c) Mr. Jean Gourp was appointed as a Non-Executive Director of the Company with effect from June 25, 2020.

Mr. D. J. Balaji Rao was appointed as an Independent Director of the Company to hold the office for a term of 2 (two) years from April 1, 2019 to March 31, 2021. On completion of this term, Mr. D. J. Balaji Rao ceased to be a Director of the Company at the end of the day on March 31, 2021. The Board places on record the appreciation for the valuable services, support and guidance rendered by Mr. D. J. Balaji Rao during his tenure as a distinguished Independent Director of the Company, and as the Chairman of the Audit Committee.

On the recommendations of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on February 11, 2021, subject to the approval of the members of the Company at the ensuing Annual General Meeting, appointed Dr. Urjit Patel (DIN : 00175210) as an Additional / Independent Director on the Board of the Company to hold the office for a term of 5 (five) consecutive years with effect from April 1, 2021.

Pursuant to the provisions of Section 161 of the Act, Dr. Urjit Patel holds office up to the date of the ensuing AGM of the Company and is eligible for appointment as a Non-Executive Independent Director. The Company has received a notice from a member along with a cheque in favour of the Company under Section 160 of the Act, signifying his intention to propose Dr. Urjit Patel as candidate for the office of Independent Director of the Company, at the ensuing AGM.

In pursuance of the Articles of Association of the Company and in accordance with the provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Joao Felix Da Silva (DIN : 07662251), Non-Executive Director, is liable to retire by rotation at the ensuing AGM and being eligible, offers himself for re-appointment. The Board recommends his re-appointment for the consideration of the members of the Company at the ensuing AGM.

In accordance with the provisions of the Act read with the Rules issued thereunder, the Listing Regulations and the Articles of Association of the Company, Additional Director, Independent Directors and Managing Director of the Company are not liable to retire by rotation.

A brief resume of the Directors seeking appointment or re-appointment at the ensuing AGM, nature of their expertise in specific functional areas and details regarding the Companies in which they hold directorships, membership / chairmanship of committees of the Board, etc. is annexed to the Notice convening Thirty-Fifth AGM of the Company.

The proposals regarding the appointment of Dr. Urjit Patel and re-appointment of Mr. Joao Felix Da Silva are placed for the approval of the members.

During the year, the Directors have provided guidance and direction to steer the Company during the troubled COVID-19 pandemic situation.

All the Independent Directors have confirmed and declared that they are not disqualified to act as an Independent Director, in compliance with the provisions of the Act and Listing Regulations. The Board is of the opinion that the Independent Directors are persons of high integrity, have relevant experience and expertise and fulfill the independence criteria and all the conditions specified in the Act and Listing Regulations, thus making them eligible to act as Independent Directors. As per the regulatory requirements, all the Independent Directors have registered their names in the Independent Directors' Databank, pursuant to the provisions of the Act and the Rules made thereunder.

The details of the number and dates of meetings held by the Board and its Committees, attendance of Directors and remuneration paid to them are given separately in the Corporate Governance Report which forms a part of this Report.

Performance Evaluation of the Board

The Company believes that systematic evaluation contributes significantly to improve performance at three levels : Organisational, Board and Individual Board Director. It encourages the leadership, teamwork, accountability, decision making, communication and efficiency of the Board. Evaluation also ensures teamwork by creating better understanding of the Board dynamics, Board-Management relations and thinking collectively as a group within the Board.

In terms of the requirement of the Act and the Listing Regulations, an annual evaluation of the Board, its Committees and individual Directors was undertaken which included the evaluation of the Board as a whole, Board Committees and peer evaluation of the Directors.

The details of the above annual evaluation are mentioned in the Corporate Governance Report which forms a part of this Report.

The Board and the Nomination and Remuneration Committee confirmed that the performance evaluation was completed during the year under review.

Key Managerial Personnel

The following were the Key Managerial Personnel ("KMP") of the Company, in compliance with the provisions of Section 203 of the Act during the year ended March 31, 2021 :

i)	Mr. Vivek Bhide	Managing Director
ii)	Mr. Kiran Rahate	Chief Financial Officer
iii)	Mr. Haresh Vala	Company Secretary

During the year under review, there was no change in the KMP.

Remuneration Policy

The Company's Remuneration Policy is prepared in accordance with the provisions of the Act and the Listing Regulations and is available on the website of the Company – www.johncockerillindia.com.

The remuneration (including revisions) of the Directors is recommended by Nomination and Remuneration Committee ("NRC") to the Board for its approval. The remuneration (including revisions) of the Directors, so recommended by NRC to the Board, should be within the limits specified in the Act read with the Rules thereunder and as approved by the members of the Company.

The remuneration to be paid to KMP and Senior Management is recommended by NRC to the Board for its approval.

The details of the Remuneration Policy is mentioned in the Corporate Governance Report which forms a part of this Report.

DIRECTORS' RESPONSIBILITY STATEMENT

The Board of Directors acknowledges the responsibility for ensuring compliances with the provisions of Section 134(3)(c) read with Section 135 of the Act and provisions of the Listing Regulations and in the preparation of the annual accounts for the year ended March 31, 2021 and state that :

a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

b. the Directors have selected such accounting policies as mentioned in the Notes to the financial statements and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the loss of the Company for the year ended on that date;

c. the Directors have taken proper and sufficient care to the best of their knowledge and ability for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. the Directors have prepared the annual accounts on a 'going concern' basis;

e. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws, and such systems are adequate and are operating effectively.

MEETINGS

During the year under review, 4 (four) Board Meetings were held on June 25, 2020, August 7, 2020, November 10, 2020 and February 11, 2021. Further details are provided in the Corporate Governance Report which forms a part of this Report. The intervening gap between the meetings was within the period prescribed under the Act and the Listing Regulations.

Committees of the Board

In compliance with the requirement of applicable laws and as part of the best governance practice, the following Committees of the Board were functional as on March 31, 2021 :

i. Audit Committee

ii. Stakeholders Relationship Committee

iii. Nomination and Remuneration Committee

iv. Corporate Social Responsibility Committee

v. Risk Management Committee

vi. Borrowings Committee

vii. Banking Operations Committee

The details with respect to the composition of the Committees, their terms of reference and attendance at the meetings of the Committee of the Board are given in the Corporate Governance Report which forms a part of this Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year under review, all transactions with related parties have been carried out in ordinary course of business and were on arms' length basis in accordance with the provisions of the Act, read with the Rules thereunder and the Listing Regulations. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseeable and repetitive nature. The details of all such transactions executed with related parties are placed before the Audit Committee on a quarterly basis for their review and are also placed before the Board.

CMI SA is the Holding Company of the Company and all the subsidiaries of CMI SA are treated as related parties of the Company. Such related party transactions; including those with the Holding Company and fellow subsidiaries, which have been carried out during the current year and previous year are mentioned in the Annual Report in accordance with the Indian Accounting Standards 24 on Related Party Transactions notified by the Companies (Indian Accounting Standards) Rules, 2015, as amended, and are not repeated in this Report of the Directors. None of the related party transactions entered into by the Company was in conflict with the Company's interest. There were no materially significant related party transactions made by the Company with the Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interests of the Company at large.

In compliance with the provisions of Regulation 34(3) read with Schedule V(A) of the Listing Regulations read with Section 134(3)(h) of the Act, it is confirmed that no loans or advances in the nature of loans have been received or paid to the Holding Company or any Fellow Subsidiary or any Director or to any firms or companies in which a Director is interested and no investments have been made in the shares of the Holding Company or any of its subsidiaries. The Company does not have any subsidiaries. The Company has no investments. The prescribed disclosure in Form AOC-2 in terms of Section 134 of the Act is not required.

The members of the Company at the Thirty-Fourth AGM held on August 27, 2020 approved the material related party transactions with CMI SA, CMI Industry Automation Private Limited (name changed to John Cockerill Automation Private Limited) and Beijing Cockerill Trading Company Limited for transactions over a period of 3 years which are to be considered material in terms of the Listing Regulations.

The approval of the members of the Company is sought in terms of the Listing Regulations for the payment of Brand fee @ 0.6% of the external sales and for the payment of 3% technical royalty fees to CMI SA on those portions of contracts assigned to the Company through CMI SA.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

No significant or material orders were passed by the Regulators or Courts or Tribunals which impacts the going concern status of the Company and its operations in future.

AUDITORS

Statutory Auditors

In terms of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the members of the Company at the Thirty-Second AGM held on July 27, 2018 approved the appointment of M/s. S R B C & Co. LLP, Chartered Accountants (ICAI Registration No. 324982E/E300003) as the Statutory Auditors of the Company for an initial term of five years till the conclusion of the Thirty-Seventh AGM of the Company to be held in the year 2023. Ratification of their appointment every year is no longer required pursuant to the revised provisions of Section 139 of the Act.

The Statutory Auditors have confirmed that they comply with all the requirements and criteria and are qualified to continue to act as the Statutory Auditors of the Company.

M/s. S R B C & Co. LLP have issued their Independent Auditors Report on the financial statements for the financial year ended March 31, 2021 and they have made no qualification, reservation or adverse remark or disclaimer in their Report. The Notes thereto are self-explanatory and do not require any explanations from the Board.

During the year under review, the Statutory Auditors have not reported any instances of fraud committed against the Company by its Officer or employees as specified under Section 143(12) of the Act and therefore no detail is required to be disclosed under Section 134(3)(ca) of the Act.

Cost Auditor

In terms of Section 148(1) of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to arrange for the audit of the cost accounting records maintained by the Company, and accordingly such records are made and maintained in the prescribed manner.

M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No. 000294) were appointed as the Cost Auditors of the Company for conducting the cost audit for the financial year 2020-21 at a remuneration of ₹ 2.30 lakhs and the same was ratified by the members at the Thirty-Fourth AGM held on August 27, 2020. Cost Audit Report for the financial year ended March 31, 2020, was filed with the Central Government before the due date.

The Board, after considering the recommendations of the Audit Committee, appointed the aforesaid firm as Cost Auditors for the financial year 2021-22 and appropriate resolution in this connection has been included in the Notice convening the ensuring AGM of the Company for ratification purpose.

The Company has received consent from M/s. Kishore Bhatia & Associates, Cost Accountants, to act as Cost Auditors for conducting audit of the cost records for the financial year 2021-22, along with a certificate confirming their independence and arms' length relationship.

During the year under review, the Cost Auditor had not reported any matter under Section 143(12) of the Act, therefore no detail is required to be disclosed under Section 134(3)(ca) of the Act.

Secretarial Auditor

M/s. VKM & Associates, a firm of Company Secretaries in Practice (Certificate of Practice No. 4279) was appointed as the Secretarial Auditor to carry out the Secretarial Audit of the Company. The Company has received consent from M/s. VKM & Associates to act as the Secretarial Auditor for conducting the audit of the Secretarial records for the financial year ended March 31, 2021.

In terms of the provisions of Section 204 of the Act and Regulation 24A of the Listing Regulations, a Secretarial Audit Report for the financial year ended March 31, 2021 has been annexed as Annexure B 1 to this Report.

The Secretarial Compliance Report for the financial year ended March 31, 2021, in relation to compliance of all applicable SEBI Regulations / circulars / guidelines issued thereunder, pursuant to requirement of the Listing Regulations has been annexed as Annexure B 2 to this Report.

There is no qualification arising from the Secretarial Audit Report and / or Secretarial Compliance Report for the year under review.

There is no qualification, reservation, adverse remark or disclaimer by the Secretarial Auditor in their Secretarial Audit Report, therefore no detail is required to be disclosed under Section 134(3)(ca) of the Act.

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

Information required under Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo are set out at Annexure C, and forms an integral part of this Report.

CORPORATE GOVERNANCE

The Directors reaffirm their continued commitment to good corporate governance practices. During the year under review, the Company was in compliance with the provisions relating to Corporate Governance as provided under the Listing Regulations. The compliance report as stipulated under Regulation 34 read with Schedule V of the Listing Regulations, as amended is provided in the Corporate Governance section of this Annual Report. The requisite certificate from M/s. S R B C & Co. LLP, Chartered Accountants, Statutory Auditors confirming compliance with the conditions of Corporate Governance, as stipulated under the aforesaid Schedule V of the Listing Regulations, is attached to the Report of Corporate Governance.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34 read with Schedule V of the Listing Regulations, detailed overview of operations, performance and future outlook of the Company is covered under the Management Discussion and Analysis Report provided in a separate section forming an integral part of this Report.

GREEN INITIATIVES

The Company has moved to “digital document platform” for Board and Committee meetings. This has helped the Company to reduce multiple sector travel from Europe and from within India for the Directors and others – several times a year – thereby reducing gas / carbon emission; also, considerable papers are fully avoided, in the preparation of the meetings. The Board members have adapted to the new software quickly and the experience of adopting a nearly all-digital documentation process for Board and Committee meetings keeps getting better.

EXTRACT OF ANNUAL RETURN

As per the provisions of the Act read with the applicable Rules, an extract of the Annual Return in Form MGT-9 is available on the website of the Company - www.johncockerillindia.com. This extract is also annexed as Annexure D and forms an integral part of this Report.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The statement of disclosure of remuneration as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, is annexed as Annexure E and forms an integral part of this Report.

The information regarding employee remuneration as required pursuant to Rule 5(2) and 5(3) of the above Rules is available for inspection. A statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said Rules will be provided upon request. In terms of first proviso to Section 136 of the Act, the Report and Accounts are being sent to the members and others entitled thereto, excluding the information on employees’ particulars, which is available for inspection by the members. Any member interested in obtaining a copy thereof may write to the Company Secretary.

None of the employees listed in the said Annexure is related to any Director of the Company. None of the employees holds (by himself or along with his / her spouse and dependent children) more than 2% of the equity shares of the Company.

INSURANCE

Your Company has adequately insured itself through various insurance policies to transfer the risks arising from third party or customer claims, damage to or loss of property or people, etc.

Directors’ & Officers’ Liability (D & O) policy covers the Directors and Officers of the Company against the risk of third party claims arising out of their actions / decisions in the normal course of discharge of their duties, which may result in financial loss to any third party.

The employees of the Company are covered under various employee benefit insurance schemes that provide cover for Hospitalization, Accidental Disability and Death.

ACKNOWLEDGEMENT

The Directors place on record their deep appreciation to the employees at all levels for their hard work, dedication and commitment. In the period of extreme uncertainty due to public health and economic disruption caused by COVID-19, the employees and associates of the Company along with their families had extended splendid support and made significant contribution to ensure uninterrupted services to the customers.

The Directors would like to express their sincere appreciation for the assistance and co-operation received from the Government authorities, bankers, financial institutions, customers, vendors, shareholders and other stakeholders, during the year under review.

The Directors deeply regret the loss of life caused due to outbreak of COVID-19 and are grateful to all persons who risked their lives and safety to fight this pandemic.

For and on behalf of the Board

Joao Felix Da Silva
Chairman
DIN : 07662251

Mumbai
May 27, 2021

Annual Report on Corporate Social Responsibility activities for the financial year April 1, 2020 to March 31, 2021

1. Brief outline on CSR policy of the Company : The Company undertakes its CSR activities for the development of the society. The developmental interventions focus on Education, Health and Environment. The vision is to actively contribute to the social and economic development of the communities in which the Company operates. In doing so, to build a better, sustainable way of life for the weaker sections of the society.

2. Composition of CSR Committee :

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Ms. Roma Balwani	Chairperson / Independent Director	2	2
2.	Mr. Yves Honhon *	Member / Non-Executive Director	2	2
3.	Mr. Vivek Bhide	Member / Managing Director	2	1

* Mr. Jean Gourp has been appointed as a member of the CSR Committee in place of Mr. Yves Honhon effective from April 1, 2021.

3.	Web-link where composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company	www.johncockerillindia.com
4.	Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report)	Not Applicable
5.	Details of the amount available for set off in pursuance of sub-rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any	Not Applicable
6.	Average net profit of the Company as per Section 135(5) of the Act	₹ 3,425.46 lakhs
7.	(a) Two percent of average net profit of the Company as per Section 135(5) of the Act	₹ 68.51 lakhs
	(b) Surplus arising out of the CSR projects or programs or activities of the previous financial years	Nil
	(c) Amount required to be set off for the financial year, if any	Nil
	(d) Total CSR obligation for the financial year (7a + 7b + 7c)	₹ 68.51 lakhs

8. (a) CSR amount spent or unspent for the financial year

Total amount spent for the financial year (in ₹)	Amount Unspent (in ₹)				
	Total amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
₹ 9,11,650	₹ 59,39,350	April 27, 2021			

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

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

(c) Details of CSR amount spent against other than ongoing projects for the financial year : **Not Applicable**

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local Area (Yes / No)	Location of the Project		Amount spent for the project (in ₹)	Mode of implementation - Direct (Yes / No)	Mode of implementation – Through implementing Agency	
				State	District			Name	CSR Registration No.

(d) Amount spent in Administrative Overheads : Nil

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

(f) Total amount spent for the financial year (8b+8c+8d+8e) : Nil

(g) Excess amount for set off, if any : Not Applicable

Sr. No.	**Particulars**	**Amount (in ₹)**
(i)	Two percent of average net profit of the Company as per Section 135(5)	68,51,000
(ii)	Total amount spent for the financial year	9,11,650
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Not Applicable
(iv)	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

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

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

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

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

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset wise details) : **Not Applicable**

(a)	Date of creation or acquisition of the capital asset(s)	
(b)	Amount of CSR spent for creation or acquisition of capital asset	
(c)	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address, etc.	
(d)	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset)	

11. Specify the reason(s), if the Company has failed to spend two percent of the average net profit as per Section 135(5) :

During the year under review, in view of the lockdown restrictions imposed by the State and Central Government to curb the spread of COVID-19 pandemic, the Company could not finalize and execute few of its projects falling within the Company's CSR Policy and hence total amount earmarked for the CSR purpose could not be spent. The Company has identified ongoing long term projects in the field of Health and Education in the areas where it operates on the basis of needs, sustainability and the capability to improve social assets. The Company remains committed and will ensure to meet its obligations related with CSR spend during the next three financial years.

Vivek Bhide
Managing Director
(DIN 02645197)

Roma Balwani
Chairperson of the Committee
(DIN 00112756)

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021

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

To,
The Members,
JOHN COCKERILL INDIA LIMITED
(formerly known as CMI FPE Limited)
Mehta House, Plot No. 64,
Road No. 13, MIDC,
Andheri (East), Mumbai - 400093.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **"JOHN COCKERILL INDIA LIMITED"** (formerly known as CMI FPE LIMITED) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2021 according to the provisions of :

1. The Companies Act, 2013 (the Act) and the Rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the Rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed hereunder;
4. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) :
   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 – Not applicable as the Company has not issued any shares during the year under review;
   (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - Not applicable as the Company has not issued any shares / options to directors / employees under the said guidelines / regulations during the year under review;
   (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable as the Company has not issued any debt securities which were listed during the year under review;
   (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfers Agents) Regulations, 1993;
   (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not applicable as the Company has not delisted / propose to delist its equity shares from any Stock Exchange during the year under review;
   (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not applicable as the Company has not bought back or propose to buy-back any of its securities during the year under review.
6. Other Laws applicable to the Company :
   i. The Factories Act, 1948;
   ii. The Payment of Wages Act, 1936;
   iii. The Minimum Wages Act, 1948;
   iv. The Employee Provident Fund and Miscellaneous Provisions Act, 1952;
   v. The Payment of Gratuity Act, 1972;
   vi. The Bombay Shops and Establishments Act, 1948;
   vii. The Maharashtra Labour Welfare Fund Act, 1953;
   viii. The Environment (Protection) Act, 1986;
   ix. The Industrial Dispute Act, 1947.

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

I. The Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

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

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

We further report that :

- ➢ The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors. During the year under review, the following changes in the Board of Directors have taken place :
  - Appointment of Mr. Jean Henri Gourp as Non-Executive (Non-Independent) Director of the Company effective from 25th June, 2020.
  - Expiry of term of Mr. D. J. Balaji Rao as Non-Executive (Independent) Director of the Company effective from 31st March, 2021.
  - Appointment of Dr. Urjit Patel as an Additional (Non-Executive and Independent) Director of the Company effective from 1st April, 2021.

The aforementioned change was carried out in conformity and compliance with the provisions of the Act.

- ➢ Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the Meeting.
- ➢ Decisions at the Board Meetings and Committee Meetings were taken unanimously and are captured and recorded as part of the Minutes of the meetings.

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

For VKM & Associates
Company Secretaries

(Vijay Kumar Mishra)
Partner
Place: Mumbai **COP No. : 4279**
Date: 27/05/2021 **UDIN No. : F005023C000376548**

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

"ANNEXURE A"

To,
The Members,
JOHN COCKERILL INDIA LIMITED
(formerly known as CMI FPE Limited)
Mehta House, Plot No. 64,
Road No. 13, MIDC,
Andheri (East), Mumbai-400093.

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

Management's Responsibility

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

Auditor's Responsibility

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events, etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

Disclaimer

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

For VKM & Associates
Company Secretaries

(Vijay Kumar Mishra)
Partner
Place: Mumbai **COP No. : 4279**
Date: 27/05/2021 **UDIN No. : F005023C000376548**

Annexure B 2

Secretarial Compliance Report for the year ended 31st March, 2021

To,

JOHN COCKERILL INDIA LIMITED
(formerly known as CMI FPE Limited)
Mehta House, Plot No. 64,
Road No. 13, MIDC,
Andheri (East), Mumbai – 400093.

We, VKM & Associates have examined :

(a) all the documents and records made available to us and explanation provided by **JOHN COCKERILL INDIA LIMITED** (formerly known as CMI FPE Limited) ("the listed entity");

(b) the filings / submissions made by the listed entity to the stock exchange;

(c) website of the listed entity;

(d) any other document / filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2021 ("Review Period") in respect of compliance with the provisions of :

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include :

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

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

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

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

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

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

and based on the above examination, we hereby report that, during the Review Period :

(i) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, **except** in respect of matters specified below: - **No deviations observed**

Sr. No	*Compliance Requirements (Regulations/Circulars/Guidelines including specific clauses)*	*Deviations*	*Observations / Remarks*
	....		

(ii) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder in so far as it appears from our examination of those records.

(iii) The following are the details of actions taken against the listed entity / its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges *(including under the Standard Operating Procedures issued by SEBI through various circulars)* under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder : **No violation occurred**

Sr. No.	*Action taken by*	*Details of Violation*	*Details of Action taken*	*Comments on the Actions taken by the Company*
	....			

(iv) The listed entity has taken the following actions to comply with the observations made in previous reports :

Sr. No.	*Observations in the previous Reports*	*Observations made in the Secretarial Compliance Report for the year ended 31st March, 2020*	*Actions taken by the Listed Entity; if any*	*Comments on the Actions taken by the Company*
Not Applicable				

For VKM & Associates
Company Secretaries

(Vijay Kumar Mishra)
Partner
COP No. : 4279
UDIN No. : F005023C000376891

Place: Mumbai
Date: 27/05/2021

Information under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014

A. CONSERVATION OF ENERGY

Energy conservation is a continuous process and is one of the prime areas for control of cost. Steps taken by the Company are as under :

(a) Energy Conservation Measures taken :

- The lights and cooling temperature in the offices / plants have been rationalized.
- The factory and offices were closed due to lockdown in April and May, 2020. This has resulted in substantial reduction in electricity consumption.

(b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy :

- Automatic power factor controller for Hedavali is in process of procurement which will improve the power factor and also reduce harmonics.
- Action has been initiated to and is under negotiation for LED yard lights for Taloja and Hedavali.

(c) Impact of measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods :

The above measures have resulted in reduction of energy consumption and power expenses.

(d) Total Energy Consumption and Energy Consumption per unit of production is as follows :

Power and Fuel consumption	2020-2021	2019-2020
i. Electricity :		
a. Purchased		
Units (Total) - KWH	**14,62,664**	16,95,025
Total Amount (₹ in lakhs)	**141.22**	166.89
Rate / Unit (₹)	**9.65**	9.85
Consumption per unit of production	**Not Applicable**	Not Applicable
b. Own generation (DG set)		
Units (Total) – KWH	**37,300**	74,171
Total Amount (₹ in lakhs)	**9.48**	16.06
Rate / Unit (₹)	**25.41**	21.65
Consumption per unit of production	**Not Applicable**	Not Applicable
ii. Coal :	**Not Applicable**	Not Applicable
iii. Furnace Oil / H.S.D. :		
Purchased – Diesel		
Units (Total) – Litres	**12,581**	22,757
Total Amount (₹ in lakhs)	**9.76**	15.47
Rate / Unit (₹)	**77.56**	67.99
Consumption per unit of production	**Not Applicable**	Not Applicable
iv. Others :	**NIL**	NIL

B. TECHNOLOGY ABSORPTION :

RESEARCH AND DEVELOPMENT (R&D) :

1. Specific areas in which R&D (Innovations) carried out by the Company :

   - Blowstab HSS3 optimisation.
   - Baffle Arrangement for Continuous Galvanising Line and touchless operation.
   - Improvement in new cobble guard for Cold Rolling Mills.
   - New strip wiping arrangement for Cold Rolling Mill.
   - Sink roll scrapper modification for Continuous Galvanising Line.
   - Pup Coil handling in Continuous Galvanising Line uncoiler.
   - Mill Mathematical model for TwinStand Mills.
   - Level 2 system for Continuous Annealing Line, PKL, RWD Line.

2. Benefits derived as a result of above R&D :

   - Optimization of weights and manufacturing process for various equipments with improved technological parameters, performances and cost competitiveness.
   - Safety is of paramount importance and hence the Company has accorded huge focus on safety of operations, processes, machinery and most importantly of human beings as a result of above developments.

3. Future Plan of Action :

   - Introduction of new products and processes :
     a. Reheating Furnace.
   - Ongoing value engineering and development in the existing products and processes in various areas in which the Company is operating :
     a. Manufacture of critical assemblies such as 'air knife' / trimmer – chopper / rotary shears, etc. for worldwide contracts.

4. Expenditure on R&D :

   - Capital : Nil
   - Recurring : Expenses incurred are charged to normal heads and not allocated separately.
   - Total : Not determinable.

- Total R&D expenditure as a percentage of total turnover : Not determinable.

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION :

1. Efforts in brief, made towards technology absorption, adaptation and innovation :

   - Participating in national / international conferences, seminars and exhibitions.
   - Imparting training to personnel by foreign technicians, mostly from Group, in various manufacturing techniques, manufacturing technologies, latest products / designs and assembly practices.

2. Benefits derived as a result of the above efforts, *e.g.* product improvement, cost reduction, product development, import substitution, saving in foreign exchange, etc.

   The above measures helped in offering lean equipments with improved technology and performance and introduction of new products and processes.

3. Information regarding technology imported during the last 5 years :

Technology Imported	Year of Import	Status
Continuous Annealing Line	2016-2017	Work in Progress
Blow Stab Generation 3	2017-2018	Work in Progress

C. FOREIGN EXCHANGE EARNINGS AND OUTGO :

Particulars with regard to Foreign Exchange Earnings and Outgo are given in the Notes forming part of the Financial Statements.

Activities relating to exports and export plans :

The Company makes continuous efforts to explore new foreign markets for products and services and makes its presence felt in the global markets through the assistance of its parent Company, as needed.

Form No. MGT-9

Extract of Annual Return as on the financial year ended March 31, 2021
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i.	CIN	L99999MH1986PLC039921
ii.	Registration Date	May 28, 1986
iii.	Name of the Company	John Cockerill India Limited (formerly CMI FPE Limited)
iv.	Category / Sub-Category of the Company	Company limited by shares / Indian Non-Government Company
v.	Address of the Registered office and contact details	Mehta House, Plot No. 64, Road No. 13, MIDC, Andheri (East), Mumbai 400 093 Tel : 022 66762727 Fax : 022 66762737
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai 400059 Tel : 022 62638200 Fax : 022 62638299

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company, on standalone basis, are as under :

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
1.	Manufacturer of Cold Rolling & Processing Equipments	2923	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1	Cockerill Maintenance and Ingènierie S.A. Avenue Greiner 1, 4100 Seraing, Belgium	N. A.	Holding Company	74.89%	2(46)

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				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	-	-	-	-	-	-	-	-	
b) Central Govt.	-	-	-	-	-	-	-	-	
c) State Govt.(s)	-	-	-	-	-	-	-	-	
d) Bodies Corp.	5500	0	5500	0.11	5500	0	5500	0.11	0.00
e) Banks / FI	-	-	-	-	-	-	-	-	
f) Any Other	-	-	-	-	-	-	-	-	
Sub-total (A)(1)	**5500**	**0**	**5500**	**0.11**	**5500**	**0**	**5500**	**0.11**	**0.00**

Category of Shareholders			No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
			Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(2)	**Foreign**										
	a)	NRIs - Individuals	-	-	-	-	-	-	-	-	
	b)	Other – Individuals	-	-	-	-	-	-	-	-	
	c)	Bodies Corp.	3697700	0	3697700	74.89	3697700	0	3697700	74.89	0.00
	d)	Banks / FI	-	-	-	-	-	-	-	-	
	e)	Any Other	-	-	-	-	-	-	-	-	
	Sub-total (A)(2)		**3697700**	**0**	**3697700**	**74.89**	**3697700**	**0**	**3697700**	**74.89**	**0.00**
	Total shareholding of Promoter (A) = (A)(1)+(A)(2)		**3703200**	**0**	**3703200**	**75.00**	**3703200**	**0**	**3703200**	**75.00**	**0.00**
B.	**Public Shareholding**										
1.	**Institutions**										
	a)	Mutual Funds	33588	0	33588	0.68	80571	0	80571	1.63	0.95
	b)	Banks / FI	-	-	-	-	-	-	-	-	
	c)	Central Govt.	-	-	-	-	-	-	-	-	
	d)	State Govt.(s)	-	-	-	-	-	-	-	-	
	e)	Venture Capital Funds	-	-	-	-	-	-	-	-	
	f)	Insurance Companies	-	-	-	-	-	-	-	-	
	g)	FIIs	100	0	100	0.01	100	0	100	0.01	0.00
	h)	Alternate Investment Funds	4399	0	4399	0.09	10399	0	10399	0.21	0.12
	i)	Others - Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
	Sub-total (B)(1)		**38087**	**0**	**38087**	**0.77**	**91070**	**0**	**91070**	**1.84**	**1.07**
2.	**Non-Institutions**										
	a)	Bodies Corp.									
		i) Indian	34730	1300	36030	0.73	39807	1300	41107	0.83	0.10
		ii) Overseas	-	-	-	-	-	-	-	-	-
	b)	Individuals	-	-	-	-	-	-	-	-	-
		i) Hindu Undivided Family	230922	0	230922	4.68	230077	0	230077	4.66	(0.02)
		ii) Individual shareholders holding nominal share capital up to ₹ 1 lakh	602229	33842	636071	12.88	550350	33512	583862	11.82	(1.06)
		ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	251793	0	251793	5.10	251793	0	251793	5.10	0.00
	c)	Others (specify)									
		Non-Resident Individuals	18302	750	19052	0.39	14298	750	15048	0.30	(0.08)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
Clearing Members	3567	0	3567	0.07	2245	0	2245	0.05	(0.03)
IEPF	19091	0	19091	0.39	19091	0	19091	0.39	0.00
Sub-total (B)(2)	**1160634**	**35892**	**1196526**	**24.23**	**1107981**	**35562**	**1143543**	**23.16**	**(1.07)**
Total Public Shareholding (B) = (B)(1)+(B)(2)	**1198721**	**35892**	**1234613**	**25.00**	**1199051**	**35562**	**1234613**	**25.00**	**0.00**
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	
Grand Total (A+B+C)	**4901921**	**35892**	**4937813**	**100.00**	**4902251**	**35562**	**4937813**	**100.00**	**0.00**

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share-holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	John Cockerill Automation Private Limited	5500	0.11	0.00	5500	0.11	0.00	0.00
2.	Cockerill Maintenance and Ingènierie S.A.	3697700	74.89	0.00	3697700	74.89	0.00	0.00
	TOTAL	**3703200**	**75.00**	**0.00**	**3703200**	**75.00**	**0.00**	**0.00**

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	No Change during the year				

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

Sl. No.	Name of the shareholder	Shareholding at the beginning and end of the year		Date	Increase / Decrease in shareholding during the year	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the Company				No. of shares	% of total Shares of the Company
1.	Jay Mahendra Shah (HUF)	85193	1.73	No Change			85193	1.73
		As at the end of the year (March 31, 2021)					**85193**	**1.73**
2.	Jay Mahendra Shah	81444	1.65	No Change			81444	1.65
		As at the end of the year (March 31, 2021)					**81444**	**1.65**

Sl. No.	Name of the shareholder	Shareholding at the beginning and end of the year		Date	Increase / Decrease in shareholding during the year	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the Company				No. of shares	% of total Shares of the Company
3.	PGIM India Trustees Private Limited A/c PGIM India Mid Cap Opportunities Fund	33588	0.68	April 17, 2020	651	Buy	34239	0.69
				April 24, 2020	447	Buy	34686	0.70
				May 8, 2020	1045	Buy	35731	0.72
				May 29, 2020	3123	Buy	38854	0.79
				September 4, 2020	2311	Buy	41165	0.83
				September 18, 2020	8835	Buy	50000	1.01
				September 30, 2020	3605	Buy	53605	1.09
				October 16, 2020	1291	Buy	54896	1.11
				October 23, 2020	5104	Buy	60000	1.22
				November 6, 2020	13	Buy	60013	1.22
				November 13, 2020	774	Buy	60787	1.23
				December 18, 2020	5090	Buy	65877	1.33
				December 25, 2020	4533	Buy	70410	1.43
				January 8, 2021	1209	Buy	71619	1.45
				January 15, 2021	3281	Buy	74900	1.52
				January 22, 2021	1987	Buy	76887	1.56
				February 5, 2021	3684	Buy	80571	1.63
		As at the end of the year (March 31, 2021)					**80571**	**1.63**
4.	Anand Mahendra Shah (HUF)	78966	1.60	No Change			78966	1.60
		As at the end of the year (March 31, 2021)					**78966**	**1.60**
5.	Datta Mahendra Shah	77035	1.56	No Change			77035	1.56
		As at the end of the year (March 31, 2021)					**77035**	**1.56**
6.	Suchita Anand Shah	48302	0.98	No Change			48302	0.98
		As at the end of the year (March 31, 2021)					**48302**	**0.98**
7.	Mahendra H. Shah (HUF)	33033	0.67	No Change			33033	0.67
		As at the end of the year (March 31, 2021)					**33033**	**0.67**
8.	Anand Mahendra Shah	30012	0.61	No Change			30012	0.61
		As at the end of the year (March 31, 2021)					**30012**	**0.61**
9.	Jeet Anand Shah	15000	0.30	No Change			15000	0.30
		As at the end of the year (March 31, 2021)					**15000**	**0.30**
10.	Jigney Sudhir Bhachech	13817	0.28	August 7, 2020	5000	Sell	8817	0.18
				August 20, 2020	5000	Buy	13817	0.28
		As at the end of the year (March 31, 2021)					**13817**	**0.28**

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

Sl. No.	For each of the Directors and KMP	Shareholding		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	**Mr. Joao Felix Da Silva - Chairman**				
	At the beginning of the year	Nil	0.00	Nil	0.00
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (*e.g.* allotment / transfer / bonus / sweat equity, etc.)	No change			
	At the end of the year	Nil	0.00	Nil	0.00
2.	**Mr. Yves Honhon – Non-Executive Director**				
	At the beginning of the year	Nil	0.00	Nil	0.00
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (*e.g.* allotment / transfer / bonus / sweat equity, etc.)	No change			
	At the end of the year	Nil	0.00	Nil	0.00
3.	**Mr. Vivek Bhide – Managing Director**				
	At the beginning of the year	Nil	0.00	Nil	0.00
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (*e.g.* allotment / transfer / bonus / sweat equity, etc.)	No change			
	At the end of the year	Nil	0.00	Nil	0.00
4.	**Mr. D. J. Balaji Rao – Independent Director (up to March 31, 2021)**				
	At the beginning of the year	Nil	0.00	Nil	0.00
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (*e.g.* allotment / transfer / bonus / sweat equity, etc.)	No change			
	At the end of the year	Nil	0.00	Nil	0.00
5.	**Mr. N. Sundararajan – Independent Director**				
	At the beginning of the year	Nil	0.00	Nil	0.00
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (*e.g.* allotment / transfer / bonus / sweat equity, etc.)	No change			
	At the end of the year	Nil	0.00	Nil	0.00
6.	**Ms. Roma Balwani – Independent Director**				
	At the beginning of the year	Nil	0.00	Nil	0.00
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (*e.g.* allotment / transfer / bonus / sweat equity, etc.)	No change			
	At the end of the year	Nil	0.00	Nil	0.00

Sl. No.	For each of the Directors and KMP	Shareholding		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
7.	**Mr. Nandkumar Dhekne – Independent Director**				
	At the beginning of the year	Nil	0.00	Nil	0.00
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (*e.g.* allotment / transfer / bonus / sweat equity, etc.)	No change			
	At the end of the year	Nil	0.00	Nil	0.00
8.	**Mr. Jean Gourp – Non-Executive Director (appointed w.e.f. June 25, 2020)**				
	At the beginning of the year	Nil	0.00	Nil	0.00
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (*e.g.* allotment / transfer / bonus / sweat equity, etc.)	No change			
	At the end of the year	Nil	0.00	Nil	0.00
9.	**Mr. Kiran Rahate – Chief Financial Officer**				
	At the beginning of the year	Nil	0.00	Nil	0.00
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (*e.g.* allotment / transfer / bonus / sweat equity, etc.)	No change			
	At the end of the year	Nil	0.00	Nil	0.00
10.	**Mr. Haresh Vala – Company Secretary**				
	At the beginning of the year	Nil	0.00	Nil	0.00
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (*e.g.* allotment / transfer / bonus / sweat equity, etc.)	No change			
	At the end of the year	Nil	0.00	Nil	0.00

V. INDEBTEDNESS

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

(₹ in lakhs)

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(₹ in lakhs)

Sl. No.	Particulars of Remuneration	Name of Managing Director Mr. Vivek Bhide *	Total Amount
1.	Gross salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	290.19	290.18
	(b) Value of perquisites under Section 17(2) of the Income-tax Act, 1961	33.22	33.22
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	--	--
2.	Stock Option	--	--
3.	Sweat Equity	--	--
4.	Commission		
	- as % of profit	--	--
	- others, specify...	--	--
5.	Others	18.76	18.76
	Total (A)	**342.17**	**342.17**
	Ceiling as per the Act	Not Applicable	Not Applicable

**During the year under review, in view of the COVID-19 pandemic and its severe impact on the steel industry, the top management of the Company had voluntarily consented for 25% reduction in monthly salary for a period of six consecutive months. This voluntary gesture of the top management including the Managing Director, reflected their commitment to the Company's cause, and also, albeit to a small extent, helped the Company to improve its cash flow.*

The amended Schedule V of the Companies Act, 2013 deals with the conditions for appointment and payment of remuneration to managerial personnel. The provisions of Schedule V provides that in respect of the remuneration paid to a managerial person functioning in a professional capacity and fulfilling certain other conditions, the Company can pay remuneration in accordance with the terms and conditions approved by the members by way of special resolution, without obtaining the approval of Central Government. In terms of the said notification, the approval of the Central Government is not required for the remuneration paid to Mr. Vivek Bhide as the Managing Director. The remuneration paid to Mr. Vivek Bhide is as per the terms and conditions and within the limits approved by the members at the Thirty-Fourth Annual General Meeting of the Company held on August 27, 2020.

B. Remuneration to other Directors :

(₹ in lakhs)

Sl. No.	Particulars of Remuneration	Name of Director				Total Amount
1.	**Independent Directors**	**Mr. D. J. Balaji Rao**	**Mr. N. Sundararajan**	**Ms. Roma Balwani**	**Mr. Nandkumar Dhekne**	
	Fee for attending board / committee meetings	9.90	9.00	6.90	8.50	34.30
	Commission	3.00	3.00	3.00	3.00	12.00
	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (1)	**12.90**	**12.00**	**9.90**	**11.50**	**46.30**
2.	**Other Non-Executive Directors**					
	Fee for attending board / committee meetings	Nil	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (2)	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
	Total (B)=(1+2)	**12.90**	**12.00**	**9.90**	**11.50**	**46.30**

Commission approved for the year 2020-21 and payable in 2021-22 is within the ceiling limits under the Companies Act, 2013.

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

(₹ in lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Chief Financial Officer	Company Secretary	Total Amount
		Mr. Kiran Rahate *	Mr. Haresh Vala *	
1.	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	51.50	25.70	77.20
	(b) Value of perquisites under Section 17(2) of the Income-tax Act, 1961	1.87	1.45	3.32
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	–	–	–
2.	Stock Option	–	–	–
3.	Sweat Equity	–	–	–
4.	Commission			
	- as % of profit	–	–	–
	- others, specify...	–	–	–
5.	Others	1.87	1.45	3.32
	Total	**55.24**	**28.60**	**83.84**

**During the year under review, in view of the COVID-19 pandemic and its severe impact on the steel industry, the top management of the Company had voluntarily consented for 20 - 25% reduction in monthly salary for a period of six consecutive months. This voluntary gesture of the top management including the Chief Financial Officer and Company Secretary reflected their commitment to the Company's cause, and also, albeit to a small extent, helped the Company to improve its cash flow.*

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty	None	None	None	None	None
Punishment	None	None	None	None	None
Compounding	None	None	None	None	None
B. DIRECTORS					
Penalty	None	None	None	None	None
Punishment	None	None	None	None	None
Compounding	None	None	None	None	None
C. OTHER OFFICERS IN DEFAULT					
Penalty	None	None	None	None	None
Punishment	None	None	None	None	None
Compounding	None	None	None	None	None

Disclosure of Remuneration under Section 197(12) of the Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sl. No.	Requirement	Information	Ratio
(i)	The ratio of the remuneration of Executive Director to the median remuneration of the employees of the Company for the financial year.	**Director**	
		Mr. Vivek Bhide, Managing Director	50.13 : 1
(ii)	The percentage increase in remuneration of Executive Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year.*	**Executive Director**	
		Mr. Vivek Bhide, Managing Director	0.00%
		CFO & CS	
		Mr. Kiran Rahate, Chief Financial Officer Mr. Haresh Vala, Company Secretary	0.00% 0.00%

** There was no increase in remuneration of the employees during the year under review.*

Note :

1. The Independent Directors are entitled for sitting fees and commission as per the statutory provisions and within the limits approved by the shareholders. As a policy, the Non-Executive Non Independent Directors are neither paid sitting fees nor paid any commission. The details of remuneration of Non-Executive Directors are provided in the Corporate Governance Report. The ratio of remuneration and percentage increase for Non-Executive Directors remuneration is therefore not considered for the above purpose.
2. During the year under review, in view of the COVID-19 pandemic and its severe impact on the steel industry, the top management of the Company had voluntarily consented for 20-25% reduction in monthly salary for a period of six consecutive months. This voluntary gesture of the top management including the Managing Director, reflected their commitment to the Company's cause, and also, albeit to a small extent, helped the Company to improve its cash flow.

(iii)	The percentage increase in the median remuneration of employees in the financial year.	0.00%
(iv)	The number of permanent employees on the rolls of the Company as on March 31, 2021.	413 Employees
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	There was no increase in remuneration of the employees during the year under review.
(vi)	Affirmation that the remuneration is as per the remuneration policy of the Company.	Affirmed

Management Discussion And Analysis

INDUSTRY STRUCTURE AND DEVELOPMENTS :

Economic Environment :

On December 31, 2019, World Health Organisation ("WHO") was informed of cases of pneumonia of unknown cause in Wuhan City, China. A novel coronavirus was identified as the cause by the Chinese authorities on January 7, 2020, and was temporarily named "2019-nCoV". In March 2020, WHO characterized COVID-19, as a pandemic - a crisis like no other. The COVID-19 pandemic has led to a severe global recession that is unique in many ways. Concerns related to the spread of COVID-19 and the related containment measures intended to mitigate its impact have created substantial disruption to the global economy.

The economic impact of the 2020 coronavirus pandemic in India has been severely disruptive. India's growth in the fourth quarter of the fiscal year 2020 went down to 3.1% according to the Ministry of Statistics. The Chief Economic Adviser to the Government of India said that this drop is mainly due to the coronavirus pandemic effect on the Indian economy.

Latest World Economic Outlook Growth Projections

(real GDP, annual percent change)	ESTIMATE 2020	PROJECTIONS 2021	2022
World Output	-3.5	5.5	4.2
Advanced Economies	-4.9	4.3	3.1
United States	-3.4	5.1	2.5
Euro Area	-7.2	4.2	3.6
Germany	-5.4	3.5	3.1
France	-9.0	5.5	4.1
Italy	-9.2	3.0	3.6
Spain	-11.1	5.9	4.7
Japan	-5.1	3.1	2.4
United Kingdom	-10.0	4.5	5.0
Canada	-5.5	3.6	4.1
Other Advanced Economies	-2.5	3.6	3.1
Emerging Markets and Developing Economies	-2.4	6.3	5.0
Emerging and Developing Asia	-1.1	8.3	5.9
China	2.3	8.1	5.6
India	-8.0	11.5	6.8
ASEAN-5	-3.7	5.2	6.0
Emerging and Developing Europe	-2.8	4.0	3.9
Russia	-3.6	3.0	3.9
Latin America and the Caribbean	-7.4	4.1	2.9
Brazil	-4.5	3.6	2.6
Mexico	-8.5	4.3	2.5
Middle East and Central Asia	-3.2	3.0	4.2
Saudi Arabia	-3.9	2.6	4.0
Sub-Saharan Africa	-2.6	3.2	3.9
Nigeria	-3.2	1.5	2.5
South Africa	-7.5	2.8	1.4
Memorandum			
Low-Income Developing Countries	-0.8	5.1	5.5

Source: IMF, *World Economic Outlook Update*, January 2021

Note: For India, data and forecasts are presented on a fiscal year basis, with FY 2020/2021 starting in April 2020. India's growth projections are -7.6 percent in 2020 and 11.0 percent in 2021 based on calendar year.

INTERNATIONAL MONETARY FUND IMF.org

The World Bank and rating agencies had initially revised India's growth for FY 2021 with the lowest figures that India has seen in three decades since India's economic liberalization in the 1990s. However, after the announcement of the economic package in mid-May 2020, India's GDP estimates were downgraded even more to negative figures, signaling a deep recession (The ratings of over 30 countries have been downgraded during this period). On May 26, 2020, CRISIL announced that this perhaps is India's worst recession since its independence.

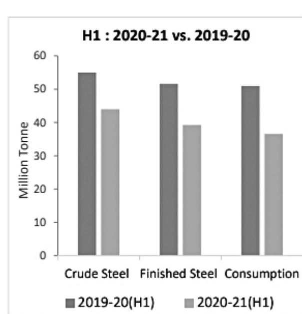
India had also been witnessing a pre-pandemic slowdown. Even before the pandemic, since FY 2018–19, India's growth was falling, 8% in Q4 FY18 to 4.5% in Q2 FY20. In January 2020 itself, well before India's lockdown or reactions to the pandemic, the International Monetary Fund reduced India's GDP estimates for 2019 and also reduced the 2020 GDP forecast. The 2016 Indian banknote demonetization and Goods and Services Tax ("GST") enactment in 2017 led to severe back to back disruptions in the economy. To add to this, there had been numerous banking crisis and government scheme failures. There was also a significant "income crunch" for both rural and urban sectors in the year prior to the lockdown. COVID-19 pandemic has magnified these pre-existing risks to India's economic outlook.

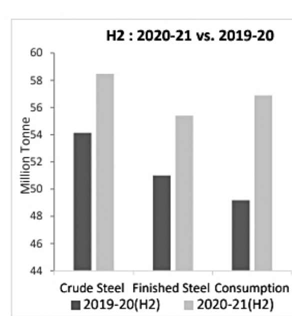
Steel Scenario and Outlook :

The decline in Indian steel demand in the first half of 2020 was predictable due to the impact of COVID-19. What made matters worse was the fact that it came on the heels of a slower than expected growth in 2019 due to the reduced manufacturing demand in the country. According to the monthly report from the Ministry of Steel, Crude steel production at 7.38 million tonnes ("MT") observed a huge decline of 22.7% in March 2020 as against 9.56 MT during February 2020.

During the pandemic, India's demand for steel contracted in April 2020 with end-user industries like automotive, real estate, and infrastructure that constitute 80% of demand, coming to a virtual standstill.

As we progressed during the fiscal year 2020-21, production, both of crude and finished steel as well as consumption of steel declined during first half (H1:2020-21) vis-à-vis their performance in the corresponding period last year (CPLY) (H1:2019-20) due to the COVID-19 pandemic and the lockdown necessitated to contain its spread. However, the sector made smart recovery with production of both, crude and finished steel as well as consumption during H2:2020-21 surpassing not only those achieved in first half of the fiscal (H1:2020-21) but also that achieved during corresponding half of the previous fiscal (H2:2019-20) as can be seen from the graph below :





However, even during the pandemic, some of the major steel producers in the country have announced their capacity expansion plans. JSW Steel has announced a USD 4.14 billion capital expenditure programme to increase its overall steel output capacity from 18 MT to 23 MT. Tata Steel has decided to increase the capacity of its Kalinganagar integrated steel plant from 3 MT to 8 MT at an investment of USD 3.64 billion. The investments and acquisitions are being made to meet the growing demand for infrastructural projects in the coming days.

National Steel Policy (NSP), 2017, has envisaged crude steel capacity of 300 MT and per capita consumption of finished steel @ 158 kgs by 2030-31 as against the per capita consumption of 74.30 kgs in the year 2019. Supported by the government stimulus for investments in infrastructure and railways, the demand for steel in India is expected to rebound by 15% in 2021.

On February 10, 2021, Ministry of Steel, Government of India has announced inclusion of 'Specialty Steel' under the Production Linked Incentive (PLI) Scheme with a 5-year financial outlay of ₹ 6,322 crores to promote the manufacturing of 'Specialty Steel' within the country by attracting capital investment, generate employment and promote technology up-gradation in the steel sector. This move will spur more investments and production in the specialty steel segment. It will enable the steel industry to have state-of-the-art technology that would make India self-reliant in producing value-added specialty steel products. It will also help make Indian manufacturers globally competitive and enhance exports. This is expected to be a game-changer and achieve the country's goal of flourishing in grades of steel while enhancing manufacturing.

The Indian steel industry has taken great pride in continuous upgradation to the latest technologies and will continue to be the backbone and enabler of the society's evolution and progress. The industry has always pursued continuous modernization and upgradation of older plants and higher energy efficiency levels. With the vision of ₹ 500,000 crores economy by 2024-25 and ₹ 100 lakh crore planned investment in infrastructure, it is important to shape the steel industry to meet the likely increase in demand over the coming years.

While, at the beginning of 2021, the Indian economy expected return to normalcy with reduction in caseload and start of vaccination, the 2nd wave and the new variants of the virus have created fresh challenges. While the duration of the COVID-19 pandemic and the long-term impacts on the global economy still remain uncertain, our business plan assumes that the global and the Indian economy will gradually recover throughout the second half of 2021. The Company believe that its products and services are critical to the effective functioning of the steel makers and will continue to have a robust demand in the long term, considering expansion plans previously mentioned as long as we are able to bring in differentiated technology in a cost competitive manner.

Review of Operations :

At the beginning of the fiscal year, two of the major customers announced temporary suspension of their capacity expansion projects, and notified force majeure clauses to our ongoing projects / contracts with them. Many of the green field opportunities that the Company was pursuing also got delayed as the customers had reduced their capital allocation. The Company's plants were completely shut down for around two months but most of the other functions such as project management, design, sales, etc. continued to work from home. There was some reduction in the costs due to closure of offices and plants, reduction in travel as well as voluntary salary reduction from employees and management. As a result of all the above adverse factors, for the financial year 2020-21, the revenue from operations has dropped by 46.70% to ₹ 19,805.83 lakhs and the Company has incurred loss of ₹ 3,020.92 lakhs as against profit before tax of ₹ 2,891.55 lakhs in the previous year.

Opportunities and Threats :

As part of its response to the COVID-19 pandemic, the Company is following business continuity processes, led by regular Operations Committee Meetings, which coordinates centrally to ensure a consistent approach across the Company. The management has also been in regular contact with the Board of Directors.

The businesses have historically remained resilient during past economic downturns.

Although the contraction of economic activity in 2020 was unprecedented in recent memory, government policy support has prevented the worse economic outcomes. One year into the COVID-19 pandemic, a way out of this health and economic crisis is increasingly visible, but prospects remain highly uncertain due to the threat of future waves of the pandemic.

The speed and strength of the recovery will depend largely on rapid rollout of effective vaccines worldwide, although much remains to be done to beat back the pandemic and its new strains. Activity in many sectors has picked up and partially adapted to pandemic restrictions. Vaccine rollout, although uneven, is gaining momentum. The outlook for growth would improve (upside scenario) if the production and distribution of doses accelerates. This would allow restrictions to be relaxed more rapidly and global output to approach pre-pandemic projections for activity.

The forecast assumes that the pandemic recedes in such a way that domestic mitigation measures can be lifted by the third quarter of 2021. However, should COVID-19 outbreaks persist, should restrictions on movement be extended or reintroduced, or should disruptions to economic activity be prolonged, the recession could become deeper and last longer.

On a parallel derisking course, the Company is also working to expand its product and services portfolio in order to create sustainable and predictable revenue streams.

Risk Management :

The Company conducts regular reviews by its Board's Risk Management Committee, the latest meeting was held on May 12, 2021. A bottom-up approach is followed with wide, in-depth analysis and participation from the seniormost management team, and specialists. Such intensive risk management exercise enables to identify the current and emerging risks and to identify and implement the mitigating measures.

Risks are classified in different categories such as strategic, operational, financial and legal risks. These risks are then classified and quantified depending on probability of occurrence and the extent of potential damage. The Risk Management strategy as approved by the Audit Committee, through the recommendations of the Risk Management Committee is implemented by the Company's management. The management presents the risk management report along with planned mitigation measures to the Audit Committee periodically. As the Company is a supplier to steel industry, the demand for Company's products is, to a large extent, driven by macro-economic conditions and capex allocation by the steel manufacturers. Statutory Compliance is of high priority for the Company, and hence the Company takes several organized efforts to ensure 100% compliance with its statutory obligations. Volatility in the steel prices, increasing container freight rates and overall inflation in the economy pose risks for the Company when it bids for projects on fixed price basis. In order to improve its competitiveness in a very price-sensitive market, the Company has embarked on its journey for continuous improvement in all its functions across design, manufacturing, purchasing, project management, IT, etc. and a number of Kaizen projects have been initiated to achieve the targeted improvements in productivity and cost reduction. Volatility in foreign exchange rates and disruptions to the cash flows are also identified as potential risks and mitigation measures are initiated as required. With the onset of 2nd wave of COVID-19 pandemic, availability of oxygen for its fabrication workshop is identified as a risk and the mitigation measures have been initiated to address this risk in the long-term.

Finance :

The Company monitors its working capital situation very closely and continuous efforts are made to realize its receivables in a timely manner. The available cash is allocated for various requirements in an optimal manner so as to ensure smooth continuity of its business. All the statutory obligations including employees' salaries, payments to MSME vendors, etc. are discharged within the respective due dates. The capital expenditure plan is prepared on annual basis, with careful evaluation of the need and cost-benefit analysis, and is implemented with periodic reviews . Top priority is always given for any capital expenditure required for safety at the plants and offices. It would be worthwhile to note that even during the continuance of the pandemic and significant economic slowdown, the Company has remained debt-free and did not require to utilize its fund based credit facilities.

The key financial ratios for the year ended March 31, 2021 as compared to the last financial year are as under:

Ratio	March 31, 2021	March 31, 2020	Variance
Return on Net Worth	**(16.58)**	11.45	(244.83%)
Return on Investment	**(14.95)**	15.64	(195.62%)
Return on Capital Employed	**(17.83)**	12.93	(238.11%)
Current Ratio	**1.41**	1.47	(3.87%)
Liquid Ratio	**1.35**	1.40	(3.34%)
Operating Profit Margin	**(17.95)**	3.94	(555.84%)
Net Profit Margin	**(15.02)**	6.81	(320.53%)

During the year under review, the Company has incurred loss (before tax and exceptional items) of ₹ 30.21 crores as against profit of ₹ 28.91 crores in the previous financial year. Due to this, the financial ratios for the year have deteriorated significantly.

Human Resource Management and Industrial Relations :

The main priority of the Company has been the health and safety of its employees and actions have been driven by local health authority directions and government mandates and guidelines. The Company is currently operating its business with approximately 42% of its employees working remotely from their homes while the balance 58% are working at the factories under stringent safety and health guidelines. Employees returning to the offices from around the world are being given necessary support.

In view of the COVID-19 pandemic, the Company have added COVID-19 related hospitalization in its group medical insurance policy and also increased the sum insured under Group Mediclaim and Group Personal Accident policies by around 50% without any extra cost to the Company. During the year, the Company has also conducted a number of employee-wellness programs to educate the employees about stress management, diabetes management, mental wellness, etc. The Company has also transitioned its recruiting, onboarding and training of new employees to a virtual platform.

The Company has created a Committee that provides its employees with information on COVID-19 related information, including updated Company policies, activities and Q&As. Technology utilized across the Company has allowed its employees to continue to collaborate with the customers and among themselves, regardless of where they are in the world, with relatively little disruption.

All the employees who are working from home, have been provided with "office-like" environment wherein they can access the Company's information and data network with the same levels of data security as was available when they were working from office. Accordingly, the Company has been able to continue with all the functions such as design, project management, procurement, customer service, etc. to ensure seamless continuity of its ongoing projects. Moreover, the factories have been operational since June 2020 with limited capacity as prescribed by the local municipal authorities with implementation of all COVID-19 protocols. John Cockerill India Limited has once again demonstrated their capacity to be resilient and manage its work through this crisis.

Efforts will continue in ensuring that the Company's workforce is well supported, competent, and dedicated in all areas of business and ready to meet all challenges.

This year, twenty-eight of the employees went above and beyond the expectations, and showcased through their work the five fundamental values of John Cockerill in them. Hence, they were recognized and rewarded during the virtual townhall conducted in October 2020.

The permanent employee strength of the Company was 413 as on March 31, 2021. Human Resources department continues to lead enhancements and standardization of the Performance Management process. The department provides innovative and responsive training programs, and this year has clocked 6379 training hours inclusive of the training hours on safety.

The industrial relations continued to be cordial at all levels throughout the year. The Directors wish to sincerely thank all the employees and workmen of the Company for their contribution, support and continued co-operation throughout the year.

Health and Safety :

The Company continues to adopt a proactive approach to occupational health and safety through a "hierarchy of controls" which are deployed in a seamless manner i.e. elimination / substitution of unsafe conditions, deployment of engineering control and administrative controls and using the appropriate PPE for carrying out hazardous tasks.

This year onwards safety meetings, safety trainings and toolbox talk also consisted of health-related talks / awareness programs.

Various safety related programs were organized ensuring COVID-19 protocols during the 50th National Safety Week starting from March 4 to March 11, 2021, this year the emphasis being "Learn from Disasters and Prepare for a Safer Future".

The Assembly department at Taloja Plant won the "Housekeeping Contest" while Machine Shop and Maintenance departments won the award for the "best presentation" relating to Safety and health improvements implemented at the departmental / shop level.

As of April 30, 2021, the Company has achieved 2838 continuous days without LTA (Lost Time Accident) at Taloja, 1121 days at Hedavali and 415 days at worksites.

Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 :

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH), the Company has a robust mechanism in place to redress any complaints reported. The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under POSH. The Internal Committee (IC) is composed of internal members and an external member who has extensive experience in the field.

Frequent communication of this Policy is done through various programs and at regular intervals to the employees. Third party workshops and awareness programs are organized for sensitizing the employees with the provisions of the said Act.

During the year under review, no cases of sexual harassment in the Company were reported.

Information Technology :

Upon announcement of the nation-wide lock-down in March 2020, the IT function provided significant contribution in creating a secure "Work-from-Home" environment for all the employees as required. Within a span of few days, all the employees were made productive to work from home with the same levels of data and network security. The internet links have been upgraded and the tools for virtual meetings and collaboration have been made available to the employees. Protocols have been set for sharing of information and documents as well as review and approvals of various transactions across all functions. The Company has also undertaken a comprehensive audit of its IT infrastructure and the required investments are being evaluated to strengthen it further. Similarly, the Company have initiated steps for digitization of its transactions and work flows.

Internal Control Systems :

The Company has a robust system for Internal Control over Financial reporting (IFC) ensuring the accuracy of the accounting system and the related financial reporting. The Internal Control System provides for well-documented systems, policies and procedures that are aligned with the John Cockerill Group standards and processes. It also adheres to local statutory requirements for orderly and efficient conduct of business, safeguarding of assets, the detection and prevention of frauds and errors, adequacy and completeness of accounting records and timely preparation of reliable financial information. The efficacy of the internal checks and control systems are validated by Internal Auditors as well as Statutory Auditors. Its design and framework is regularly evaluated for effectiveness and adequacy. The mechanism operates through a set of policies and standard operating procedures (SOPs). The Controls defined in the framework are applied to all levels – Entity Level, Process Level and System Level. The management assesses the appropriateness and effectiveness of the controls in place on yearly basis. To this end, the Company uses a standardized methodology to identify the processes relevant to IFC, define the required controls and document them in accordance with uniform requirements. This is then followed up with a review of the defined controls that is performed using a risk-based approach. The process controls are self-evaluated as well as reviewed by the Internal Auditors and the Statutory Auditors. The measurement plans are laid out and monitored regularly to overcome deficiencies as detected during self-evaluation or reviews by the Auditors. The Risk Management Committee and Audit Committee review the adequacy of design and the effectiveness of the internal control systems, significant audit observations and monitor the sustainability of remedial measures. The Company Management has assessed the effectiveness of internal controls over financial reporting for the year ended March 31, 2021 and based on the assessment, believe that the same are adequate and working effectively. To provide reasonable assurance that assets are safeguarded against loss or damage and that accounting records are reliable for preparing financial statements, the Management maintains a system of accounting and controls, including an internal audit process. Internal controls are evaluated by the Internal Auditors and supported by the Management reviews. The Internal Audit plan is finalized based on current perception of internal control risk and compliance requirement in consultation with operating divisions. All audit observations and follow up actions thereon are tracked for resolution by the Internal Auditors and reported to the Audit Committee.

Cautionary Statement :

Many Statements made in this report are forward-looking and are made on the basis of certain assumptions and expectations of future events. The Company cannot guarantee that these forward-looking statements will be realized, though they are set out based on anticipated results and management plans. The Company's actual results, performance or achievements are subject to risk, uncertainties and even inaccurate assumptions, which could thus differ materially from those projected in any such forward looking statements. The Board of Directors of the Company assumes no responsibility in respect of the forward-looking statements mentioned herein, which may differ in future on account of subsequent developments, events or otherwise and the Company is under no obligation to publicly update any forward-looking statements on the basis of subsequent developments, information, future events or otherwise.

Corporate Governance Report

This Corporate Governance Report relating to the financial year ended March 31, 2021 has been issued in compliance with the requirements of Regulation 34(3) read with Clause C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and forms part of the Report of the Directors to the Members of the Company.

Company's Philosophy on Corporate Governance

John Cockerill India Limited ("the Company") is committed to maintain the highest possible standards of Corporate Governance and continues to practice the same to add long term value. The core principles of Corporate Governance are :

- Un-compromised emphasis on integrity and accountability;
- Incorporating several practices aimed at a high level of business ethics and effective supervision;
- Providing for enhancement of value of all stakeholders.

The Company's business objective and that of its management and employees is to manufacture and market the Company's products so as to create value that can be sustained over the long term for consumers, shareholders, employees, business partners and the economy. The Company is conscious of the fact that its success would be a reflection of the professionalism, conduct and ethical values of its management and employees.

The Company conforms to all the regulatory and legal requirements. In addition to compliance with regulatory requirements, the Company endeavors to ensure that the highest standards of ethical and responsible conduct are met throughout the organization. The basic philosophy of the Company is aimed at assisting the management of the Company in the efficient conduct of the business and in meeting its obligations to all its stakeholders. The Company values and implements ethical and transparent business practices aimed at building trust amongst various stakeholders.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and Regulation 46(2)(b)(i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable, with regard to Corporate Governance.

BOARD OF DIRECTORS

The Board of Directors ("Board") is composed of eminent individuals from diverse fields. The Board closely monitor the performance of the Company and Management, approves the business plans, reviews the strategy and strives to achieve organizational goals. The Board ensures statutory and ethical conduct, and places high importance on the internal financial reporting. It takes the responsibility and is accountable to the members as well as other stakeholders of the Company for the long term well-being of the Company.

Composition of the Board

The Board has a good and diverse mix of Executive and Non-Executive Directors with half of the Board Members comprising of Independent Directors and the same is in line with the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations"). The Board, as on March 31, 2021, consisted of 8 (eight) Directors comprising of 3 (three) Non-Executive Directors, 4 (four) Independent Directors including 1 (one) Woman Director and 1 (one) Executive Director. None of the Independent Directors of the Company serves as an Independent Director in more than seven listed Companies and where any Independent Director is serving as Whole-Time Director in any listed Company, such Director is not serving as Independent Director in more than three listed Companies.

The Managing Director is entrusted with the management of the Company. He is assisted by the Core Management Team and Senior Executives comprising of experts in their respective fields. The Board reviews and approves strategy and oversees the results of Management to ensure that the long-term objectives of enhancing stakeholders' value are achieved. The Holding Company, CMI SA provides continuous guidance by active involvement of its Group CFO and Director, and also the Industry Sector Head, who are both Directors on the Board of the Company.

The Independent Directors chair different Committees of the Board, and take active part in the Board and Committee Meetings by providing valuable guidance to the Management on various aspects of business, policy formulation, governance, compliance, etc. and play critical role on strategic issues, enhancing transparency and adding value to the decision-making process of the Board.

The Board, on the recommendation of the Nomination and Remuneration Committee ("NRC") appointed Mr. Jean Gourp as a Director of the Company. At the 34th Annual General Meeting held on August 27, 2020, through video conferencing / other audio visual means ("VC / OAVM facility"), the members of the Company approved a. the appointment of Mr. Nandkumar Dhekne as a Non-Executive Independent Director to hold office for a term of five consecutive years with effect from February 7, 2020; b. the appointment of Mr. Vivek Bhide as the Managing Director of the Company to hold office for a term of three consecutive years with effect from February 8, 2020; and c. the appointment of Mr. Jean Gourp as a Non-Executive Director of the Company with effect from June 25, 2020. Mr. D. J. Balaji Rao, Non-Executive Independent Director of the Company retired as a Director of the Company at the close of working hours on March 31, 2021, on the completion of his last approved term of office.

The Company has obtained a certificate from M/s. VKM & Associates, Practicing Company Secretaries confirming that none of the Directors on the Board of the Company is debarred or disqualified from being appointed or continuing as Director of the Company by Securities and Exchange Board of India ("SEBI") and Ministry of Corporate Affairs ("MCA") or any such authority. The certificate is annexed to this Report and forms part of this Annual Report.

The core skills / expertise / competencies as identified by the Board of Directors as required in the context of the Company's business and sector for it to function effectively and those actually available with the Board as on March 31, 2021 are highlighted in the Matrix below :

Skills / Expertise / Competencies	**Mr. Joao Felix Da Silva**	**Mr. Yves Honhon**	**Mr. D. J. Balaji Rao**	**Mr. N. Sundararajan**	**Ms. Roma Balwani**	**Mr. Nandkumar Dhekne**	**Mr. Jean Gourp**	**Mr. Vivek Bhide**
Strategy and Strategic planning	√	√	√	√	√	√	√	√
Policy development				√				√
Executive Management	√	√	√	√	√	√	√	√
Commercial experience						√	√	√
International	√	√	√	√		√	√	√
Client engagement	√				√	√	√	√
Financial performance	√	√	√	√		√		√
Risk and compliance oversight		√	√	√		√		√
Information Technology strategy	√							
Manufacturing	√						√	√
Engineering	√						√	
Technology innovation	√						√	√
Member, Community and stakeholders engagement	√			√	√	√		√
Marketing					√	√		√
Governance		√	√	√				√
Human Resources						√		√
Corporate Communications					√			
CSR & ESG					√			
Brand Building					√			
Legal				√				
Geographic, gender and cultural diversity	√	√	√	√	√	√	√	√

The names and categories of the Directors on the Board, number of Directorships held by them in Indian Public Companies and Committee Chairmanship / Membership held by them in Indian Public Companies, as on March 31, 2021, are given below. For reckoning the maximum number of Chairmanships / Memberships in Committees, only two Committees viz. Audit Committee and Stakeholders Relationship Committee of the Board has been considered.

Directors	**Category / Position**	**Director Identification Number**	**No. of Directorships ***	**No. of Memberships / Chairmanships of Committees in various Companies**	
Non-Executive				**Memberships**	**Chairmanships**
Mr. Joao Felix Da Silva	Promoter Group (Chairman)	07662251	1	-	-
Mr. Yves Honhon	Promoter Group	02268831	1	1	-
Mr. Jean Gourp #	Promoter Group	02268912	1	-	-

Directors	Category / Position	Director Identification Number	No. of Directorships *	No. of Memberships / Chairmanships of Committees in various Companies	
Non-Executive				**Memberships**	**Chairmanships**
Mr. D. J. Balaji Rao ^	Independent	00025254	5	2	2
Mr. N. Sundararajan	Independent	00051040	2	1	2
Ms. Roma Balwani	Independent	00112756	1	1	-
Mr. Nandkumar Dhekne	Independent	02189370	2	1	-
Executive					
Mr. Vivek Bhide	Non-Independent (Managing Director)	02645197	1	1	-

\# Mr. Jean Gourp was appointed as an Additional Non-Executive Director of the Company w.e.f. June 25, 2020 and the appointment was approved by the members of the Company at the 34th Annual General Meeting of the Company held on August 27, 2020.

^ Mr. D. J. Balaji Rao completed his term as an Independent Director as on March 31, 2021 and ceased to be a Director effective from the close of working hours on that date.

Dr. Urjit Patel has been appointed as an Additional and Independent Director of the Company, w.e.f. April 1, 2021, subject to the approval of the members of the Company.

None of the Directors on the Board is a member of more than 10 Committees or a Chairperson of more than 5 Committees (as stipulated in Regulation 26(1) of the Listing Regulations) across all the public Companies in which he / she is a Director. The annual disclosures have been made by the Directors, informing about their other Directorships and Committee positions.

The Directors do not have any relationships inter-se.

The details of other listed Companies in which the Directors of the Company are Directors, and also the details of the category of the Directorship are as under :

Directors	Name of other Listed Company	Category / Position
Mr. Joao Felix Da Silva	None	Not Applicable
Mr. Yves Honhon	None	Not Applicable
Mr. D. J. Balaji Rao	Bajaj Holdings & Investments Limited Bajaj Auto Limited Bajaj FinServ Limited Bajaj Finance Limited	Independent Director Independent Director Independent Director Independent Director
Mr. N. Sundararajan	None	Not Applicable
Ms. Roma Balwani	None	Not Applicable
Mr. Nandkumar Dhekne	Astec Lifesciences Limited	Independent Director
Mr. Vivek Bhide	None	Not Applicable

INDEPENDENT DIRECTORS

The terms and conditions of appointment of every Independent Directors were set out in the appointment letter issued to the Director at the time of his / her appointment / re-appointment as a Non-Executive Independent Director of the Company. The terms and conditions as mentioned in the appointment letter are disclosed on the Company's website : www.johncockerillindia.com.

The Independent Directors provide an annual confirmation that they meet the criteria of independence. All such declarations are placed before the Board. Based on the confirmations / disclosures received from the Independent Directors, in terms of Regulation 25(9) of the Listing Regulations, the Board is satisfied that the Independent Directors fulfill the criteria or conditions specified under the Act and the Listing Regulations and are independent from the Management.

During the year, none of the Independent Directors of the Company had resigned before the expiry of his / her respective tenure.

Board Meeting Procedure

Annual calendar of Board Meetings for the year is usually finalised in advance and circulated to the Directors to plan their schedules accordingly. In case of business exigencies, the Board's approval is taken through circular resolutions. The circular resolutions are taken on record at the subsequent Board Meeting.

The notice convening the Board Meeting is sent to each Director along with relevant papers well in advance of the meeting date. The items in the Agenda are supported by comprehensive background information which enables the Board to take informed decisions. All significant developments and material events are brought to the notice of the Board, either as a part of the Agenda papers in advance of the meeting or by way of presentation or circulation of relevant documents during the meeting. The Chief Financial Officer briefs the Board on the financial performance of the Company during the previous quarter and trend analysis as compared to the budgets, operational performance and market scenario. During the year under review, the Managing Director briefed the Board on COVID-19 implications, employee health and safety also. The Board has complete access to all the required information about the Company.

The Board meets at least once a quarter to review the quarterly financial results and other items on the Agenda. During the year under review, the Board met 4 (four) times on June 25, 2020, August 7, 2020, November 10, 2020 and February 11, 2021. In wake of the COVID-19 pandemic and to adhere to the lockdown and social distancing norms, the Directors participated in the meetings of the Board and Committees through video conferencing / other audio visual means. The meetings and agenda items taken up during the meetings complied with the provisions of the Companies Act, 2013, the Listing Regulations read with various circulars issued by the MCA and SEBI consequent to COVID-19 pandemic. All material information was circulated to the Directors before the meeting or placed at the meeting, including minimum information required to be made available to the Board as prescribed under Part A of Schedule II of sub-regulation 7 of Regulation 17 of the Listing Regulations. The Board periodically reviews compliance reports of all laws applicable to the Company. Considerable time is spent by the Directors on discussions and deliberations at the Board / Committee meetings.

Apart from the Directors and the Company Secretary, the Board and Committee meetings are generally attended by the Chief Financial Officer. Other senior management executives are invited as and when necessary, to provide additional inputs for any items being discussed by the Board, and also provide them with the top-level exposure, as part of their career development. The Chairpersons of various Committees brief the Board on all the important matters discussed / decided at their respective Committee meetings, which are generally held prior to the Board Meeting. The other Directors, if available, are invited to participate in the meetings of Committees, even where they are not members; this gives them better exposure to the discussions, ensures uniformity in communication, and also saves time by avoiding repetitions.

The Company Secretary records the Minutes of the proceedings of every meeting of the Board and Committees. The draft minutes of the proceedings of the Board and Committee meetings are circulated to the Board members or the Committee members for their perusal within the stipulated time prescribed by the Secretarial Standard on Meeting of the Board of Directors. Comments from the Directors are incorporated in the Minutes and are approved by the members of the Board / Committees within the stipulated time prescribed by the Secretarial Standard on Meeting of the Board of Directors.

The Company has an effective post-meeting follow up, review and reporting process mechanism for the decisions taken by the Board / Committees. The important decisions taken at the Board / Committee meetings are communicated to the concerned functional heads. Action Taken Report on decisions and directives from the previous meeting(s) is placed at the immediately succeeding meeting of the Board / Committee for review by the Board / Committee members.

The Company Secretary is responsible for convening the Board and Committee meetings, preparation and distribution of Agenda and other documents and for recording of the Minutes of the meetings. He acts as an interface between the Board and the Management and provides required assistance and assurance to the Board and the Management on compliance and governance aspects.

As per the circulars issued by the MCA and SEBI, the Thirty-Fourth Annual General Meeting ("AGM") of the Company was held on August 27, 2020 through VC / OAVM.

Attendance of Directors at the Board Meetings and at the last Annual General Meeting (AGM) :

Name of Director	No. of Board meetings attended	Attendance at the AGM held on August 27, 2020
Mr. Joao Felix Da Silva	3 of 4	No
Mr. Yves Honhon	4 of 4	Yes
Mr. D. J. Balaji Rao	4 of 4	Yes
Mr. N. Sundararajan	4 of 4	Yes
Ms. Roma Balwani	4 of 4	Yes
Mr. Nandkumar Dhekne	4 of 4	Yes
Mr. Jean Gourp	3 of 4	Yes
Mr. Vivek Bhide	3 of 4	Yes

Appointment of New Director

On the recommendations of the Nomination and Remuneration Committee, the Board at its meeting held on February 11, 2021 had approved the appointment of Dr. Urjit Patel as an Independent Director effective from April 1, 2021, in the vacancy caused by the retirement at the expiry of term of office of Mr. D. J. Balaji Rao. The appointment of Dr. Urjit Patel is subject to the approval of the members of the Company at the forthcoming Annual General Meeting (AGM).

Mr. Joao Felix Da Silva, Non-Executive Director, retires by rotation and, being eligible, has offered himself for re-appointment.

Brief resumes of Dr. Urjit Patel and Mr. Joao Felix Da Silva have been given in the Notice convening the AGM.

Meeting of Independent Directors

As per Regulation 25 of the Listing Regulations and under the provisions of the Act, a separate meeting of the Independent Directors was held on February 10, 2021, *inter alia*, to review the performance of non-Independent Directors, Chairman, Managing Director and the Board as a whole and to assess the quality, quantity and timeliness of flow of information between the Management and the Board for ensuring effective participation by the Board Members. All the four Independent Directors, viz., Mr. D. J. Balaji Rao, Mr. N. Sundararajan, Ms. Roma Balwani and Mr. Nandkumar Dhekne participated in this meeting.

FAMILARISATION PROGRAMME FOR DIRECTORS (INCLUDING INDEPENDENT DIRECTORS)

Mr. D. J. Balaji Rao, Mr. N. Sundararajan and Ms. Roma Balwani, Independent Directors, are already familiar with the nature of the industry, business model and other aspects of the Company since they have been Directors of the Company for a long period of time during which they have visited the factory of the Company, have had discussions and meetings with senior executives of the Company and also with the Group Directors and senior executives and are constantly updated with the information about the Company and the Industry, both national and international. During the year under review, in view of the COVID-19 pandemic, the physical orientation visit to the plants of the Company was not possible for Mr. Nandkumar Dhekne.

Guided by the principles of best Corporate Governance practices, all the Directors including the Independent Directors are provided familiarization trainings through various presentations which give them insights to the Company, including nature of industry in which the Company operates, business model of the Company, relevant information to business processes, business development, strategy and business plan of the Company. This enables the Directors to get a deeper insight into the operations of the Company and also provides them an opportunity to gain in-depth understanding about this Company.

It is the general practice of the Company to update the Board about the highlights of the changes in various applicable laws from time to time.

The familiarization program along with the details of the same and the number of hours attended by the Independent Directors are available on the website of the Company at http://www.johncockerillindia.com/financialreport.aspx?Subcat=Familiarisation%20Program&InvestorType=Corporate%20Governance.

Code of Conduct

The Company has laid down a Code of Conduct ("Code"), for its Board Members and all employees of the Company for avoidance of conflict of interest. This Code emphasizes the Company's commitment to compliance with highest standards of legal and ethical behavior. The declarations with regards to its compliance have been received for the year under review from all the Board Members and Senior Management Personnel. The declaration in this aspect, signed by Mr. Vivek Bhide, Managing Director is given separately at the end of this Report.

The Senior Management of the Company have also declared to the Board that there were no material, financial and / or commercial transactions between them and the Company, which could have any potential conflict of interest with the Company at large.

The Code of Conduct is available on the website of the Company – www.johncockerillindia.com under the Investors section.

Code of Internal Control and Conduct for Prevention of Insider Trading

As required by the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Company has adopted the Code of Internal Control and Conduct for Prevention of Price Sensitive Information and Prevention of Insider Trading. The Company Secretary acts as the Compliance Officer. The Code of Internal Control and Conduct is applicable to all Directors and designated persons of the Company who are expected to have access to unpublished price sensitive information relating to the Company.

BOARD COMMITTEES

To focus effectively on the issues and ensure in-depth analysis, evaluation and develop action guidelines on diverse matters, the Board has constituted Committees of Directors with specific terms of reference. These Committees are suitably empowered by the Board as per their terms of reference, which which set forth the purposes, goals and responsibilities. The Committees are constituted by the Board taking into account the expertise of the individual Directors. The Chairmen of the respective Committees inform the Board about the outcomes and action points arising from the discussions held in these Committee meetings. All decisions and recommendations of the Committees are placed before the Board at the subsequent meeting for information / approval.

During the year under review, the Board has accepted the recommendations of the Committee on matters where such a recommendation is mandatorily required. There have been no instances where such recommendations have not been considered.

(i) Audit Committee

Composition of the Committee

The powers, roles and terms of reference of the Audit Committee cover the areas as contemplated under Section 177 of the Act, Rules made thereunder and Regulation 18 of the Listing Regulations, as applicable. Besides having access to all required information within the Company, the Committee may investigate any activity within its terms of reference, seek information from any employee, secure attendance of outsiders with relevant experience or obtain legal or other professional advice from external sources, wherever required.

The role of the Audit Committee includes review of financial reporting process and all financial results, statements and disclosures and recommend the same to the Board; review the internal audit reports and discuss the same with the internal auditors; review internal control systems and procedures; evaluation of internal financial controls and risk management systems and their effectiveness; discussion with the statutory auditors on their findings, scope of audit, post audit discussion, auditor's independence, adequacy of internal audit functions, audit qualifications, if any; appointment, removal and remuneration of auditors, changes in accounting policies and practices; reviewing approval and disclosure of all related party transactions; reviewing with the management the performance of the statutory and internal auditors and their remuneration; compliance with listing regulations, company law and other legal requirements and compliances; reviewing the Company's financial and risk management plan, policies and its implementation; reviewing the functioning of vigil mechanism / whistle blower policy; and guidelines and internal control.

The composition, quorum, powers, role and scope of the Audit Committee are in accordance with the provisions of the Act and the Listing Regulations. All the members of the Audit Committee are financially literate and possess adequate knowledge of accounts, audit, finance, etc. During the year under review, Mr. D. J. Balaji Rao, Independent Director was the Chairman of the Audit Committee. The other members of the Audit Committee include Mr. Yves Honhon, Mr. N. Sundararajan and Mr. Nandkumar Dhekne. The Audit Committee has been re-constituted effective from April 1, 2021 and Mr. N. Sundararajan, Independent Director has been appointed as the Chairman of the Audit Committee in place of Mr. D. J. Balaji Rao, who ceased to be a member of the Audit Committee upon his expiry of term as a Director of the Company.

Meetings and Attendance

During the year under review, the Audit Committee met 4 (four) times on June 25, 2020, August 7, 2020, November 10, 2020 and February 11, 2021. Mr. D. J. Balaji Rao, the then Chairman of Audit Committee was present at the Thirty - Fourth Annual General Meeting of the Company held on August 27, 2020.

The attendance of the members at the above meetings is as under :

Name	Position	Category	No. of meetings attended
Mr. D. J. Balaji Rao *	Chairman	Independent Director	4 of 4
Mr. Yves Honhon	Member	Non-Executive Director	4 of 4
Mr. N. Sundararajan	Member	Independent Director	4 of 4
Mr. Nandkumar Dhekne	Member	Independent Director	4 of 4

* Mr. D. J. Balaji Rao has ceased to be the Chairman and Member of the Audit Committee on expiry of his term as a Director effective from March 31, 2021.

The Chairman, Managing Director, Chief Financial Officer, the Company Secretary, other Directors and representatives of the Statutory Auditors are permanent invitees to the meetings of the Audit Committee. The representatives of the Internal Auditors attend the meetings for part of the time. The Company Secretary acts as the Secretary to the Committee as required by the Listing Regulations.

(ii) Nomination and Remuneration Committee

The powers, role and terms of reference of the Nomination and Remuneration Committee ("NRC") covers the areas as contemplated under Section 178 of the Act and Regulation 19 of the Listing Regulations. The broad terms of reference of NRC include identifying persons who are qualified to become directors and who may be appointed in senior management positions in accordance with the prescribed criteria; recommend to the Board their appointment or removal and carry out evaluation of each Director's performance; formulating criteria for determining qualifications, experience, positive attributes and independence of a Director; recommending to the Board remuneration policy for the Directors, Key Managerial Personnel and other employees; formulating criteria for evaluation of Independent Directors and the Board; devising a policy on Board diversity; decide whether to extend or continue the term of appointment of Independent Director on the basis of the report of performance evaluation of Independent Directors; and recommend to the Board, all remuneration, in whatever form, payable to Senior Management.

The constitution of NRC is pursuant to the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations. The Committee comprises of four Directors with half of them being Independent Directors, including its Chairman, Mr. D. J. Balaji Rao. The other members are Mr. Joao Felix Da Silva, Mr. Yves Honhon and Ms. Roma Balwani. After the end of the year under review, the NRC was reconstituted, with effect from April 1, 2021, whereby Ms. Roma Balwani, Independent Director was appointed as the Chairperson of the NRC in place of Mr. D. J. Balaji Rao who ceased to be a member of the Committee on expiry of his term as a Director of the Company. Mr. Nandkumar Dhekne was inducted as a member of the Committee effective from April 1, 2021. Mr. Jean Gourp was appointed as a member of the NRC in place of Mr. Yves Honhon effective from April 1, 2021.

Meetings and attendance

The NRC met twice during the year on June 25, 2020 and February 11, 2021. The requisite quorum was present at the Meetings. Mr. D. J. Balaji Rao, the then Chairman of the NRC was present at the last Annual General Meeting of the Company.

The table below provides the attendance of the members at the above meetings :

Name	Position	Category	No. of meetings attended
Mr. D. J. Balaji Rao	Chairman	Independent Director	2 of 2
Mr. Joao Felix Da Silva	Member	Non-Executive Director	2 of 2
Mr. Yves Honhon	Member	Non-Executive Director	2 of 2
Ms. Roma Balwani	Member	Independent Director	2 of 2

REMUNERATION POLICY

The NRC is fully empowered to determine / approve and revise, subject to necessary approvals, the remuneration of managerial personnel after taking into account the financial position of the Company, trends in the industry, qualifications, experience, past performance, past remuneration, etc. The Non-Executive Independent Directors are paid remuneration based on their contribution and current trend. Sitting fees is paid for attending each meeting of the Board and Committees thereof. Additionally, the Non-Executive Independent Directors are entitled to Commission as per the provisions of the Act. Non-Executive Directors nominated by the Holding Company are not entitled to sitting fees for attending the meetings of the Board or any Committee thereof nor do they receive any commission on net profits.

As required by Section 178(3) of the Act and Regulation 19 of the Listing Regulations, the Company has adopted a Remuneration Policy. The policy is available on the Company's website at https://johncockerillindia.com/financialreport.aspx?Subcat=Remuneration%20Policy&InvestorType=Policies.

The Company has obtained a Directors and Officers Liability Insurance Policy covering all Directors and Officers of the Company in respect of any legal action that might be initiated against any Director or Officer of the Company.

Remuneration to Directors

(a) Pecuniary relationship and transactions of Non-Executive Directors with the Company

Except for sitting fees and commission paid to Non-Executive and Independent Directors for attending the respective meetings of Board / Committees, the Company has not entered into any pecuniary relationship with any Non-Executive Director.

(b) Criteria of making payment to Non-Executive Directors

- Non-Executive Directors may be paid sitting fees for attending the Meetings of the Board and of Committees of which they are members and commission within regulatory limits, as recommended by the NRC and approved by the Board.
- Overall remuneration shall be reasonable and sufficient to attract, retain and motivate Non-Executive Directors aligned to the requirements of the Company, taking into consideration the challenges faced by the Company and its future growth imperatives. Remuneration paid shall be reflective of the size of the Company, complexity of the sector / industry / Company's operations.
- The remuneration payable shall be inclusive of any remuneration payable for services rendered in any other capacity, unless the services rendered are of a professional nature and the NRC is of the opinion that the Director possesses requisite qualification for the practice of the profession.

(c) Details of Remuneration to Non-Executive Directors for the year ended March 31, 2021

Details of remuneration to Non-Executive Directors during the year ended March 31, 2021 are as under :

Directors	Commission # (₹ in lakhs)	Sitting Fee paid (₹ in lakhs)
Mr. Joao Felix Da Silva *	Nil	Nil
Mr. Yves Honhon *	Nil	Nil
Mr. Jean Gourp *	Nil	Nil
Mr. D. J. Balaji Rao	3.00	9.90
Mr. N. Sundararajan	3.00	9.00
Ms. Roma Balwani ^	3.00	6.90
Mr. Nandkumar Dhekne	3.00	8.50

* Mr. Joao Felix Da Silva, Mr. Yves Honhon and Mr. Jean Gourp have voluntarily waived their entitlement to sitting fees and commission.

Commission is within the limits specified under Section 197 of the Act and will be paid after the financial statements are approved by the members at the Annual General Meeting scheduled to be held on August 4, 2021.

^ Sitting fees of ₹ 50,000 for a meeting attended in FY 2020-21 was claimed in the FY 2021-22.

None of the Directors holds any shares of the Company as on March 31, 2021.

(d) Remuneration to Managing Director for the year ended March 31, 2021

The appointment and remuneration of Managing Director is governed by the recommendation of the NRC, resolutions passed by the Board of Directors and the approval of the members of the Company. The remuneration package of the Managing Director has both fixed as well as variable components and is paid as salary, commission, performance bonus, perquisites and allowances as approved by the Board and the members. There is no separate provision for payment of severance fees in the contract of Mr. Vivek Bhide as Managing Director.

The remuneration of the Managing Director is arrived after taking into account the Company's overall performance, his contribution for the same and trends in the industry in general, in a manner which will ensure and support a high performance culture. Annual increments are decided by the NRC and recommended to the Board within the salary range approved by the members. The Managing Director is entitled to Performance incentive with target payouts fixed to be paid at the end of the financial year as may be determined by the Board and are based on certain pre-agreed performance parameters. Performance incentive is computed on the basis of specific target for the Managing Director.

The terms and conditions of appointment and remuneration of Managing Director may be varied, altered, increased, enhanced or widened from time to time by the Board, as deemed fit, but within the overall limits / parameters approved by the members.

The details of remuneration to Managing Director for the year ended March 31, 2021 is as under :

(₹ in lakhs)						Total Contract Period	Notice period in months
Name of Managing Director	Salary	Performance incentive	Company's Contribution to Funds	Perquisites and allowances	Total		
Mr. Vivek Bhide *	290.19	–	18.76	33.22	342.17	February 8, 2020 to February 7, 2023	3

* *During the year under review, in view of the COVID-19 pandemic and its severe impact on the steel industry, the top management personnel of the Company had voluntarily consented for 25% reduction in monthly salary for a period of six consecutive months. This voluntary gesture of the seniormost management personnel including the Managing Director, reflected their commitment to the Company's cause, and also, albeit to a small extent, helped the Company to improve its cash flow.*

Notes :

(1) All the above components of remuneration, except performance incentive, are fixed in nature.

(2) The amended Schedule V of the Act deals with the conditions for appointment and payment of remuneration to managerial personnel. The provisions of Schedule V provides that in respect of the remuneration paid to a managerial person functioning in a professional capacity and fulfilling certain other conditions, the Company can pay remuneration in accordance with the terms and conditions approved by the members by way of special resolution, without obtaining the approval of Central Government. In terms of the said notification, the approval of the Central Government is not required for the remuneration paid / payable to Mr. Vivek Bhide as the Managing Director. The remuneration paid to Mr. Vivek Bhide is as per the terms and conditions and within the limits approved by the members at the Thirty-Fourth Annual General Meeting of the Company held on August 27, 2020.

Presently, the Company does not have any stock options scheme.

PERFORMANCE EVAULATION

The Board Evaluation approved by the NRC requires the Managing Director to initiate the annual Performance Evaluation process. The Performance Evaluation is conducted on the basis of approved criteria in the Evaluation forms. Each Director completes the Evaluation form and shares his / her feedback with the Managing Director. The Managing Director, after collating all the responses from the Directors prepares a summarised report for the Chairman.

The Evaluation process focusses on various aspects of the functioning of the Board and Committees such as composition of the Board / Committees, improving Board effectiveness, performance of Board Committees, time allocation for various topics as per terms of reference, etc. The evaluation of individual Directors is on parameters such as attendance, contribution and independent judgement. For Independent Directors, evaluation is carried out based on defined criteria viz. contribution made to the Board / Committees, attendance at the Board / Committee meetings, review of independence conditions, inputs and discussions which helped the Company in gaining external independent view and enhancing Company's standard of compliance, etc.

The Board Evaluation cycle for the year 2020-21 was completed by the Company internally which included the Evaluation of the Board as a whole, Board Committees and Peer Evaluation of the Directors.

As an outcome of the Evaluation process, it was noted that the Board as a whole has a composition that is diverse in experience and perspective and fosters lively and constructive debates. The discussion quality is robust, well intended and leads to clear direction and decision. The presentations by the Senior Management provide insights at a deeper level and exposure to segments. It was noted that the Board Committees functions professionally and smoothly and besides the Board Committee's terms of reference as mandated by law, important issues are brought up and discussed in the respective Committees. The Board also noted that the extent of information presented at the Board / Committee meetings, helps to assimilate and crystallise issues for discussion during the meetings. The Board engages itself in the areas identified and wherever required actions are taken.

After the conclusion of the Evaluation process and after reviewing the findings, the Chairman of the Board has held individual meeting through video calls with each Independent Directors to get their feedback on the functioning of the Board and its constituents, *inter alia*, on the criteria such as attendance, level of participation at the meetings of the Board and Committees, independence of judgement exercised by Independent Directors, interpersonal relationship, etc. The Chairman has also given his own summarised feedback to every Director.

(iii) Stakeholders Relationship Committee

The Stakeholders Relationship Committee oversees, *inter alia*, redressal of shareholder and investor grievances, transfer / transmission of shares, non-receipt of annual report or declared dividend, issue of duplicate shares, exchange of new share certificates, reviewing demat / remat of shares and related matters. The roles and responsibilities of the Stakeholders Relationship Committee are as prescribed under Section 178 of the Act and Regulation 20 of the Listing Regulations.

Mr. N. Sundararajan, Non-Executive Independent Director is the Chairman of the Committee and the other members of the Committee are Ms. Roma Balwani and Mr. Vivek Bhide. The Company Secretary acts as the Compliance Officer to the Committee.

The Committee met once during the year on February 11, 2021 with requisite quorum .

During the year under review, there were no complaints from the shareholders of the Company. Pursuant to the circular dated March 27, 2019, SEBI had, effect from April 1, 2019, mandated the transfer of shares of the Company only in dematerialized form.

The table below highlights the composition and attendance of the members at the meeting of the Committee. The requisite quorum was present at the meeting :

Name	Position	Category	No. of meetings attended
Mr. N. Sundararajan	Chairman	Independent Director	1 of 1
Ms. Roma Balwani	Member	Independent Director	1 of 1
Mr. Vivek Bhide	Member	Managing Director	Leave of Absence

All the existing members of the Committee attended the last Annual General Meeting of the Company held on August 27, 2020.

The Secretarial Department of the Company and the Registrar and Share Transfer Agent, Bigshare Services Private Limited attend to all the grievances of the shareholders received directly or through SEBI, Stock Exchange, Ministry of Corporate Affairs, Registrar of Companies, etc. Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. The Company has a designated e-mail id : investors@johncockerillindia.com for the purpose of registering complaints by shareholders / investors electronically. This e-mail id is displayed on the Company's website at www.johncockerillindia.com.

Shareholders are requested to furnish their updated telephone numbers and e-mail addresses to facilitate prompt action.

(iv) Corporate Social Responsibility Committee

The Corporate Social Responsibility ("CSR") Committee of the Company provides guidance on various CSR activities to be undertaken Company and monitor its progress. The Committee was constituted pursuant to the provisions of Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The terms of reference of the CSR Committee *inter alia* includes to formulate a CSR policy which shall indicate the CSR activities to be undertaken by the Company; recommend the CSR policy to the Board; recommend the amount of expenditure to be incurred on the CSR activities; monitor the program from time to time as per the CSR policy.

Ms. Roma Balwani, Non-Executive Independent Director is the Chairperson of the Committee. As on March 31, 2021, the other members of the Committee were Mr. Yves Honhon and Mr. Vivek Bhide. The CSR Committee was reconstituted effective from April 1, 2021 by appointment of Mr. Jean Gourp in place of Mr. Yves Honhon.

The Ministry of Corporate Affairs had amended the Companies (Corporate Social Responsibility Policy) Rules, 2014 and to give effect to this amendment, the CSR policy of the Company was amended during the year under review. The revised CSR policy is uploaded on the website of the Company viz. www.johncockerillindia.com.

The Committee met twice during the year on June 25, 2020 and February 10, 2021. All the members attended these meetings except for Mr. Vivek Bhide, who was granted leave of absence for the meeting held on February 10, 2021.

(v) Risk Management Committee

The Risk Management Committee ("RMC") was constituted pursuant to Regulation 21 of the Listing Regulations. As per the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the RMC guidelines are applicable to top 500 listed entities determined on the basis of market capitalization, as at the end of the immediate previous financial year. Since the Company was not among the top 500 listed entities, RMC guidelines were not applicable to the Company during the year under review. But, in line with the policy of adopting the best corporate governance practices, the Company had constituted a RMC several years ago.

The RMC looks into various risks which may impact the Company's ability to achieve its strategy, objectives and results. The RMC looks into all risks, including but not limited to, changes in external environment, regulatory developments, business transactions, legal, financial and ethical compliance matters, information technology / cyber security and compliance with contractual obligations.

Mr. N. Sundararajan was the Chairman of the Committee. During the year under review, in view of the elevation of the responsibility of Mr. Frederic Midy, he ceased to be the Secretary of the Committee and accordingly the RMC was reconstituted. Mr. Vaman Urunkar, Senior Vice President – Unit Head Taloja and Mr. Shridhar Sulebhavi, Vice President – Projects were appointed as the members of the Committee. As on March 31, 2021, the RMC comprised of Mr. N. Sundararajan (Chairman), Mr. Nandkumar Dhekne, Mr. Vivek Bhide, Mr. Vaman Urunkar and Mr. Shridhar Sulebhavi as members.

Effective from April 1, 2021, Mr. Nandkumar Dhekne was appointed as the Chairman of the RMC in place of Mr. N. Sundararajan.

(vi) Borrowings Committee

As on March 31, 2021, the Borrowings Committee comprised of Mr. Vivek Bhide, Managing Director (Chairman of the Committee), Mr. D. J. Balaji Rao, Director and Mr. Kiran Rahate, Chief Financial Officer, as the other members. During the year under review, Mr. Frederic Midy had ceased to be a member of the Committee. Upon the expiry of his term as a Director of the Company, Mr. D. J. Balaji Rao ceased to be a member of the Committee from the close of working hours on March 31, 2021. Mr. Nandkumar Dhekne has been appointed as a member of the Borrowings Committee effective from May 27, 2021. This Committee reviews, considers and approves from time to time borrowing of money within the overall limits and guidelines approved by the Board.

(vii) Banking Operations Committee

The Banking Operations Committee presently comprises of Mr. Vivek Bhide, Managing Director, who is the Chairman of the Committee and Mr. Kiran Rahate, Chief Financial Officer, as the other member of the Committee. During the year under review, Mr. Frederic Midy ceased to be a member of this Committee. The Committee approves from time to time, the availing of specific banking services with the Banks and nominates / amends the list of signatories for operating of bank accounts, on behalf of the Company.

CEO / CFO Certification

The Managing Director and the Chief Financial Officer of the Company have certified to the Board that the financial statements for the year ended March 31, 2021 do not contain any materially untrue statement and that these statements represent a true and fair view of the Company's affairs and other matters as specified thereunder.

DISCLOSURES

Disclosure of transactions with Related Parties

During the year under review, all the transactions with related parties, as defined under the Act and the Listing Regulations, were in ordinary course of business and at arms' length basis and do not attract the provisions of Section 188 of the Act. There were no materially significant related party transactions which may have potential conflict with the interest of the Company at large.

The Audit Committee has granted omnibus approval for related party transactions in the ordinary course of business. The summary of the transactions is reviewed on quarterly basis by the Audit Committee.

The particulars of the transactions between the Company and its related parties are set out at under Note 32 of Significant Accounting Policies and Notes forming part of the Financial Statements in accordance with IndAS.

The policy on related party transactions as approved by the Board is uploaded on the website of the Company and the weblink is https://johncockerillindia.com/financialreport.aspx?Subcat=RPT% 20Policy%20as% 20per%20LODR&InvestorType=Policies.

Whistle Blower Policy

The Company has established a vigil mechanism system and has in place a Whistle Blower Policy to provide for safeguarding against victimization of Directors and employees who follow such mechanism. The Board has approved the Whistle Blower Policy pursuant to the provisions of the Act and the Listing Regulations and is available at https://johncockerillindia.com/financialreport.aspx?Subcat= Whistleblower%20Policy&InvestorType=Policies. Adequate safeguards have been provided against victimization of persons who use the vigil mechanism. All persons have been given direct access to the Chairman of the Audit Committee to lodge their grievances. No person wishing to lodge his / her grievances has been denied access to the Audit Committee.

Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets during the last three financial years

The Company has complied with various rules and regulations prescribed by the Stock Exchange, Securities and Exchange Board of India or any other statutory authority relating to the capital markets and no penalties or strictures have been imposed by them on the Company during the last three financial years.

Disclosure of Accounting Treatment in the preparation of Financial Statements

In preparation of the financial statements, the Company has followed the Indian Accounting Standards (Ind AS) specified under the Act read with the relevant Rules thereunder.

The significant accounting policies which are consistently applied are set out in the Notes to the financial statements.

Management Discussion and Analysis

A Management Discussion and Analysis (MDA) Report has been attached to and forms part of this Annual Report.

Subsidiary Companies

At present, the Company has no subsidiary and accordingly, the requirement of appointing at least one Independent Director on the Board of Directors of the material unlisted subsidiary is not applicable.

Credit Rating

The rating for the long term / short term bank facility is CARE A-, Negative / CARE A2+ by CARE. The details of credit rating are available on the website of the Company – www.johncockerillindia.com

Compliances with Governance framework

The Company has complied with all the applicable requirements of Corporate Governance specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations. Adoption of non-mandatory requirements of the Listing Regulations is being reviewed by the Board from time to time.

Website

The Company ensures dissemination of applicable information under Regulation 46(2) of the Listing Regulations on the Company's website – www.johncockerillindia.com. A separate section for the 'Investors' on the website of the Company contains details relating to the financial results declared by the Company, Annual Reports, shareholding patterns and such other material information which is relevant to the members of the Company.

Total fees paid to the Statutory Auditors

The Company has paid ₹ 52.50 lakhs as total fees for all the services provided by M/s. S R B C & Co. LLP and all entities in the network firm / network entity of which the statutory auditors are part :

Particulars	Amount (₹ in lakhs)
Fees for audit related services paid to S R B C & Co. LLP (including limited review)	52.50
Other fees paid to firms in the network entity of which S R B C & Co. LLP is a part of	0.00
Total	**52.50**

MEANS OF COMMUNICATION

Pursuant to the provisions of the Listing Regulations, periodic financial results of the Company are being published in widely circulated English newspapers (Business Standard) and a vernacular Marathi newspaper

(Loksatta). SEBI had granted exemption from publishing of all events in the newspapers till June 30, 2020.

Financial results, as soon as they are approved by the Board, are submitted to the Stock Exchange. The periodic financial results of the Company are also displayed on the website of the Company at www.johncockerillindia.com under the Investors Section.

During the year under review, no presentation was made to analysts / investors.

Shareholder communications including Notices and Annual Reports are being sent to the email address of the members available with the Company and the Depositories.

Management Discussion and Analysis report forms part of the Annual Report, which is sent to the shareholders of the Company.

The quarterly / audited financial results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchange are filed electronically. The Company has complied with filing submissions through BSE's Listing Centre.

In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under "Investors Relations", on the Company's website gives information on various announcements made by the Company, status of unclaimed dividends, shareholding pattern, annual reports, quarterly / half yearly and audited results, credit ratings along with the applicable policies and other relevant information of interest to the investors / public with a search section.

The Company discloses to the Stock Exchange, all information required to be disclosed under Regulation 30 read with Part A and Part B of Schedule III of the Listing Regulations, including material information having a bearing on the performance / operations of the Company and other price sensitive information. All information is filed electronically on BSE's online portal – BSE Corporate Compliance & Listing Centre (Listing Centre).

The Board of Directors has approved a policy for determining materiality of events for the purpose of making disclosure to the Stock Exchange.

Facility has been provided by SEBI for investors to place their complaints / grievances on a centralized web-based Complaints Redressal System viz. SEBI Complaints Redressal System (SCORES). On receipt of any complaint thereof, the Company strives to give prompt response and Action Taken Report (ATR) are uploaded for information about the current status of the complaint.

The Company has designated the email : investors@johncockerillindia.com exclusively for investor communication, and the same is prominently displayed on the Company's website : www.johncockerillindia.com

GENERAL SHAREHOLDER INFORMATION

35th Annual General Meeting ("AGM")

Date: August 4, 2021
Time: 2.30 p.m. IST
Through Video Conferencing / Other Audio Visual Means

Book Closure dates

Dates of Book Closure will be from July 27, 2021 to August 4, 2021 (both days inclusive).

Financial Year

April 1, 2021 to March 31, 2022

Financial Calendar 2021-22 (tentative)

First Quarter Results	: First / Second week of August 2021
Half Yearly Results	: First / Second week of November, 2021
Third Quarter Results	: First / Second week of February, 2022
Fourth Quarter and Annual Results	: Third / Fourth week of May, 2022

Dividend

In order to conserve resources for the business operations, especially under the current difficult market and financial conditions, your Directors do not recommend any dividend for the financial year 2020-21. The Company has not transferred any amount to General Reserve.

Listing on Stock Exchange

The Company's Shares are listed on BSE Limited (BSE).
The Listing fees for the year 2021-22 has been paid to BSE Limited.

Stock Code

BSE Limited
Scrip Code : 500147 Scrip Name : COCKERILL

ISIN

The ISIN no. for dematerialization of the Company's shares with NSDL and CDSL is INE515A01019.

Corporate Identification Number (CIN)

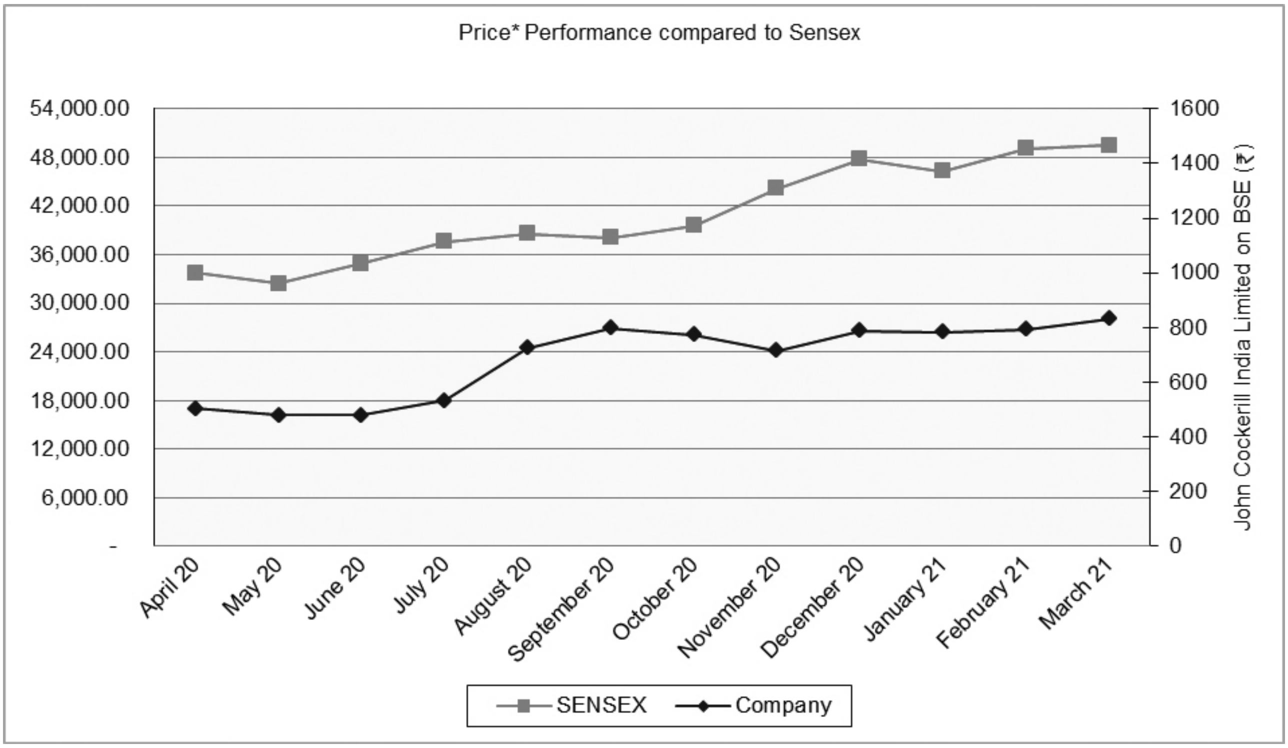
The Company's CIN as allotted by the Ministry of Corporate Affairs is L99999MH1986PLC039921.

Market Price Data

The high and low prices of the Company's equity shares (face value of ₹ 10/- each) on BSE Limited during the financial year 2020-21 were as under :

Month	High (₹)	Low (₹)	Sensex (closing)
April, 2020	600.00	402.00	33,717.62
May, 2020	520.00	432.00	32,424.10
June, 2020	570.00	446.05	37,606.89
July, 2020	580.00	480.00	38,628.29
August, 2020	837.95	500.00	38,067.93
September, 2020	877.00	667.25	39,614.07
October, 2020	880.00	701.05	44,149.72
November, 2020	841.00	700.00	47,751.33
December, 2020	813.00	700.00	46,285.77
January, 2021	859.95	779.00	49,099.99
February, 2021	857.95	780.55	49,509.15
March, 2021	862.00	750.00	48,782.36

Performance of the Company's shares in comparison to BSE Sensex is given in the chart below:



*based on closing price on last trading day of the Month

Registrar and Share Transfer Agent

Bigshare Services Private Limited
Unit: John Cockerill India Limited
1st Floor, Bharat Tin Works Building
Opp. Vasant Oasis, Makwana Road
Marol, Andheri East, Mumbai 400059
Tel. No.: 022-62638200
Fax No.: 022-62638299
Email: investor@bigshareonline.com

Distribution of Shareholding as at March 31, 2021

Range of equity shares held	No. of holders	% of shareholders	No. of equity shares held	% of share capital
Up to 500	3,431	93.26	2,89,730	5.87
501 – 1000	127	3.45	96,528	1.95
1001 – 2000	60	1.63	85,092	1.72
2001 – 3000	22	0.60	55,371	1.12
3001 – 4000	5	0.13	18,837	0.38
4001 – 5000	5	0.13	23,023	0.47
5001 – 10000	15	0.41	1,12,486	2.28
10001 and above	14	0.39	42,56,746	86.21
Total	**3,679**	**100.00**	**49,37,813**	**100.00**

Shareholding pattern as at March 31, 2021

Category	No. of shares	% of share capital
Promoters & Promoter Group	37,03,200	75.00
Government Companies, Mutual Funds & Banks	80,571	1.63
Alternate Investment Funds	10,399	0.21
IEPF	19,091	0.39
Foreign Institutional Investors (FII's) / OCB	100	0.00
Non Resident Indians	15,048	0.30
Domestic Companies	43,352	0.88
Resident individuals	10,66,052	21.59
Total	**49,37,813**	**100.00**

Dematerialization of shares as at March 31, 2021

Category	No. of equity shares	% of share capital	No. of shareholders	% of shareholders
Electronic Form	49,02,251	99.28	3,423	93.04
Physical Form	35,562	0.72	256	6.96
Total	**49,37,813**	**100.00**	**3,679**	**100.00**

Share Transfer System

In terms of the Listing Regulations, effective from April 1, 2019, securities of listed Companies can only be transferred in dematerialized form except where the claim is lodged for transmission or transposition of shares or where the transfer deed(s) was lodged prior to April 1, 2019 and returned due to deficiency in the document.

The Company had sent communication to the shareholders encouraging them to dematerialize their holding in the Company. Shareholders holding shares in physical form are urged to have their shares dematerialized so as to able to freely transfer them and participate in various corporate actions.

Requests for dematerialization of shares are processed and confirmation thereof is given to the respective Depositories viz National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within the statutory time limit from the date of receipt of share certificates provided all the documents are complete in all respects.

Outstanding GDR / ADR / Warrants or any convertible instruments, conversion date and impact on equity

Not Applicable

Unclaimed / Unpaid Dividend

As per the provisions of the Act and the Rules framed thereunder, the dividend which remains unclaimed / unpaid for a period of seven years from the date of its transfer to unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund ('IEPF') of the Central Government. Shareholders are advised to claim the un-encashed dividend lying in the unpaid dividend account of the Company before the due date. During the year under review, there was no unclaimed dividend which was transferred to the IEPF.

Entitled members are requested to lodge their claims before the last date for claiming unpaid / unclaimed dividend. The details of the unclaimed dividends are available on the Company's website at www.johncockerillindia.com and IEPF Authority's website at www.iepf.gov.in

In compliance with the provisions of the Act read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time ("IEPF Rules"), all the shares in respect of which dividend has remained unclaimed or unpaid for a period of seven consecutive years or more are required to be transferred to the demat account of Investor Education and Protection Fund Authority ("IEPFA").

The shares and unclaimed dividend transferred to IEPFA can however be claimed back by the concerned shareholders from IEPFA after complying with the procedure prescribed under the IEPF Rules. The member / claimant is required to make an online application to IEPFA in Form No. IEPF-5 (available on www.iepf.gov.in) along with the requisite fee as decided by the IEPFA from time to time. Post making the application, the member shall send the duly signed Form IEPF-5 along with the requisite documents to the Company at its registered office for verification of the claim and payment / transfer of shares by IEPFA. All corporate benefits on such shares viz. bonus shares, split of shares, etc. including dividend shall be credited to the demat account of the IEPFA. The voting rights on such shares shall remain frozen until the rightful owner claims the share.

Plant Locations

Unit No. I

A-84, 2/3 MIDC, Taloja Industrial Area,
District Raigad 410208, Maharashtra

Unit No. II

Gat No. 21, 41 and 61, Village Hedavali, Khopoli-Pali Road, Taluka Sudhagad, District Raigad 410205, Maharashtra

Commodity price risk or foreign exchange risk and hedging activities

The Company does not have any exposure hedged through commodity derivatives. During the year under review, the Company had managed foreign exchange risk and hedged to the extent considered necessary. The Company enters into forward contracts for hedging foreign exchange exposures against exports and imports.

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

The Company has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace as per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. The disclosure in relation to the above Act are mentioned in the Report of the Directors and hence are not repeated in this Report.

Address for correspondence

Members are requested to correspond with the Company's Registrar and Share Transfer Agent with respect to all queries, requests, information on matters relating to dematerialization of shares, payment of dividend and any other query relating to equity shares of the Company at:

Bigshare Services Private Limited
Unit: John Cockerill India Limited
1st Floor, Bharat Tin Works Building
Opp. Vasant Oasis, Makwana Road
Marol, Andheri East, Mumbai 400059
Tel. No.: 022-62638200
Fax No.: 022-62638299
Email: investor@bigshareonline.com

Members are requested to mention their folio number / DP ID and Client ID in case of demat shares, phone or mobile number and their email address while corresponding with the Company and its Registrar and Share Transfer Agent to enable us to contact them and redress their complaints immediately.

The Company has designated investors@johncockerillindia.com as an exclusive email ID for Investors for the purpose of registering complaints and the same email ID has been displayed on the Company's website.

Members may also write to or contact the Company Secretary & Compliance Officer for any assistance that they may need. He can be contacted at Mehta House, Plot No. 64, Road No. 13, MIDC, Andheri East, Mumbai 400 093. Tel. No.:022-66762727 Fax No.:022-66762737 Email: investors@johncockerillindia.com

GENERAL BODY MEETINGS

Details of General Meetings and Special Resolutions passed

The previous three Annual General Meetings ("AGMs") were held on the following date, time and venue and the Special Resolutions, as given below, were passed :

Year	Location	Date	Time	Whether any Special Resolution passed
2017-2018	Mehta House, Plot No. 64, Road No. 13, MIDC, Andheri East, Mumbai 400 093	July 27, 2018	2.30 p.m.	No Special Resolution passed
2018-2019	Mehta House, Plot No. 64, Road No. 13, MIDC, Andheri East, Mumbai 400 093	August 1, 2019	2.30 p.m.	- Re-appointment of Ms. Roma Balwani (DIN 00112756) as an Independent Director - Commission on Profits to Non-Executive Directors
2019-2020	Through video conferencing / other audio visual means	August 27, 2020	2.30 pm	- Appointment of Mr. Vivek Bhide as the Managing Director of the Company

During the year under review, there was no resolution passed through postal ballot. At present, there is no special resolution which is proposed to be passed by way of postal ballot.

DISCRETIONARY REQUIREMENTS UNDER REGULATION 27 OF LISTING REGULATIONS

The status of compliance with discretionary recommendations of Regulation 27 of the Listing Regulations is provided below :

- **The Board of Directors**

  The present Chairman is a foreign national and a Non-Executive Director. All Independent Directors significantly contribute to the deliberations of the Board and provide valuable inputs in directing the Company. The Board carefully evaluates the qualifications and experience of every Independent Director at the time of the appointment, and also involves the Independent Directors in various Board Committees, to utilize their expertise and experience in managing the business of the Company.

- **Separate posts of Chairman and Managing Director**

  The Chairman of the Board is a Non-Executive Director (representing the promoters / principal shareholders) and his position is separate from that of Managing Director, who is a professional (and not connected with the promoters).

- **Audit qualifications**

  During the year under review, there is no audit qualification on the Company's financial statements.

- **Reporting of Internal Auditor**

  The Internal Auditor reports directly to the Audit Committee.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

We have examined and verified the records of the Board of Directors available and maintained on the online portal of Ministry of Corporate Affairs of **JOHN COCKERILL INDIA LIMITED** (formerly known as CMI FPE LIMITED) (hereinafter known as "the Company"), having its Registered Office at Mehta House, Plot No. 64, Road No.13, MIDC, Andheri (East), Mumbai 400093, Maharashtra, India incorporated vide its Company Registration Number L99999MH1968PLC039921 on 28th May, 1986 under the jurisdiction of Registrar of Companies, Mumbai, Maharashtra.

On the basis of examination and verification, we hereby state that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as the directors of companies by the Securities and Exchange Board of India / MCA or any such statutory authority for the Financial Year ending on 31st March, 2021.

The Board of Directors of the Company comprises of 8 (Eight) Directors and the Board is composed as follows:

Sr. No.	Name of the Director	DIN	Type of the Director	Date of Appointment	Status of the Director
1	Balaji Rao Jagannathrao Doveton	00025254	Independent Director	30/10/2008	Active
2	Sundararajan Natararajan	00051040	Independent Director	28/10/2010	Active
3	Roma Ashok Balwani	00112756	Independent Director	29/10/2014	Active
4	Nandkumar Vasant Dhekne	02189370	Independent Director	07/02/2020	Active
5	Vivek Mukund Bhide	02645197	Executive Director (Managing Director)	08/02/2020	Active
6	Yves Ernest L Honhon	02268831	Non-Executive Director	25/06/2008	Active
7	Joao Felix Da Silva	07662251	Non-Executive Director	30/05/2017	Active
8	Jean Henri Gourp	02268912	Non-Executive Director	25/06/2020	Active

This Certificate is being issued at the request of the Company for the compliance with Para 3(x) (c) (iii) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

For VKM & ASSOCIATES
Company Secretaries

(Vijay Kumar Mishra)
Partner
CP No. 4279
UDIN No. : F005023C000376493

Place: Mumbai
Date: 27/05/2021

Certificate on Compliance with Code of Conduct

To,
The Shareholders of John Cockerill India Limited
(formerly CMI FPE Limited)

I, Vivek Bhide, Managing Director, declare that all the Directors and Senior Management Personnel of the Company have affirmed in writing, their compliance with the Company's Code of Conduct, for the year ended March 31, 2021.

For John Cockerill India Limited
(formerly CMI FPE Limited)

Vivek Bhide
Managing Director
DIN : 02645197

Place: Mumbai
Date : May 27, 2021

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

The Members of John Cockerill India Limited (formerly CMI FPE Limited)

1. The Corporate Governance Report prepared by John Cockerill India Limited (formerly CMI FPE Limited) (hereinafter the "Company"), contains details as specified in regulations 17 to 27, clauses (b) to (i) and (t) of sub – regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') for the year ended March 31, 2021 as required by the Company for annual submission to the Stock Exchange.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations.

5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by Institute of Chartered Accountants of India.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of procedures performed include :

   i. Read and understood the information prepared by the Company and included in its Corporate Governance Report;

   ii. Obtained and verified that the composition of the Board of Directors with respect to executive and non-executive directors has been met throughout the reporting period;

   iii. Obtained and read the Register of Directors as on March 31, 2021 and verified that atleast one independent woman director was on the Board of Directors throughout the year;

   iv. Obtained and read the minutes of the following committee meetings held between April 01, 2020 to March 31, 2021 :

      (a) Board of Directors;
      (b) Audit Committee;
      (c) Annual General Meeting (AGM);
      (d) Nomination and Remuneration Committee;
      (e) Stakeholders Relationship Committee;
      (f) Corporate Social Responsibility Committee

   v. Obtained necessary representations and declarations from the directors of the Company including the independent directors.

   vi. Obtained and read the policy adopted by the Company for related party transactions.

   vii. Obtained the schedule of related party transactions during the year and balances at the year- end. Obtained and read the minutes of the audit committee meeting where in such related party transactions have been pre-approved prior by the audit committee, and also annual general meeting in which these transactions were approved by the shareholders.

   viii. Performed necessary inquiries with the management and also obtained necessary specific representations from management.

8. The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

9. Based on the procedures performed by us, as referred in paragraph 7 above, and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations, as applicable for the year ended March 31, 2021, referred to in paragraph 4 above.

Other matters and Restriction on Use

10. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

11. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Vinayak Pujare
Partner
Membership Number: 101143
UDIN : 21101143AAAABX6530

Place of Signature : Mumbai
Date : May 27, 2021

INDEPENDENT AUDITOR'S REPORT

To the Members of John Cockerill India Limited (formerly CMI FPE Limited)

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of John Cockerill India Limited (formerly CMI FPE Limited) ("the Company"), which comprise the Balance sheet as at March 31 2021, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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

Basis for Opinion

We conducted our audit of the 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 Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2021. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For the matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matter described below to be the key audit matter to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to this matter. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying financial statements.

Key audit matter	How our audit addressed the key audit matter
Revenue recognition on contracts with customers as per Ind AS 115 *(as described in Note 23 of the financial statements)*	
The Company derives its revenues from sale of goods and services pursuant to contracts with customers. Revenue from these contracts is recognized over a period of time in accordance with the requirements of Ind AS 115, 'Revenue from Contracts with Customers'. Due to the nature of the contracts, revenue is accounted over a period of time, using the input method, which requires significant judgments and estimates to be made by Management, including identification of contractual obligations, expected duration and cost of fulfilling the obligations, the Company's right to receive payments for performance completed till date, changes in scope or duration and consequential revisions to contract price or costs, and recognition of liability for lossmaking contracts / onerous obligations. As a result, revenue, costs and profits can vary during project execution, and on reassessment of project estimates. Accordingly, considering the complexities involved, revenue recognition for contracts is considered as a key audit matter.	As part of our audit procedures, we: - understood the Company's policies and processes, control mechanisms and methods in relation to the revenue recognition for these contracts and evaluated the design and operating effectiveness of the financial controls through our test of control procedures. - read the accounting policy of the Company relating to revenue recognition, to assess compliance with the requirements of Ind AS 115. - evaluated Management judgments and assumptions for contracts selected on a sample basis, regarding estimates of expected costs-to-complete, timing and recognition of variation orders, and assumptions made in calculating warranty provisions, with underlying data, including the effects of the COVID-19 pandemic. - inspected a sample of underlying customer contracts, evaluated contract terms to assess revenue recognition over a period of time, and tested completeness of costs incurred and compared those with estimated costs (including residual costs-to-complete), in order to determine if significant variations in work-scope, contract duration, cost of key inputs, and foreign exchange rates have been considered in the periodic reassessment of residual costs-to-complete. - evaluated Management's assessments around potential for liquidated damages for projects behind contracted schedule and contingency provisions to mitigate contract-specific financial risks. - read and evaluated the presentation and disclosures as per the requirements of Ind AS 115, of such contracts in the financial statements.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the financial statements and our auditor's report thereon.

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

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

Responsibilities of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the financial year ended March 31, 2021 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

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

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 including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

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

   (e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;

   (f) With respect to the adequacy of the internal financial controls of the Company with reference to these financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

   (g) In our opinion, the managerial remuneration for the year ended March 31, 2021 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

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

      i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 33 (i) to the financial statements;

      ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 19 to the financial statements;

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

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Vinayak Pujare
Partner
Membership Number: 101143

UDIN: 21101143AAAABW3888

Place of Signature: Mumbai
Date: May 27, 2021

Annexure 1 referred to in Paragraph 1 of the section on "Report on other legal and regulatory requirements" of our report of even date

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

(b) All fixed assets have not been physically verified during the year by the Management, but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given by the Management, and audit procedures performed by us, title deeds of immovable properties included in property, plant and equipment are held in the name of the Company.

(ii) Management conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification. Inventories lying with third parties have been confirmed by them as at year end and no material discrepancies were noticed in respect of such confirmations.

(iii) According to the information and explanations given to us, and audit procedures performed by us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii) (b) and (c) of the Order are not applicable to the Company, and hence not commented upon.

(iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities given in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.

(v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture of cold rolling mill complexes, processing lines, chemical equipment industrial furnaces & auxiliary equipment, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

(vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, duty of custom, goods and services tax, cess and other statutory dues applicable to it.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, duty of custom, goods and services tax, cess and other statutory dues were outstanding, at the year-end, for a period of more than six months from the date they became payable.

(c) According to the records of the Company, the dues of income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax and cess on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (₹ In Lakhs)*	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	83.02	2013-14 (A.Y)	Income Tax Appellate Tribunal (ITAT), Mumbai
The Central Excise Act, 1944	Service Tax – Cenvat Credit (excluding interest and penalty)	5,320.86	2010-11 to June 2017	CESTAT, Mumbai
Tamil Nadu Value Added Tax, 2006	Sales Tax (excluding interest and penalty)	3.15	2012-13	Deputy Commissioner III, Chennai

*Net of Deposits

(viii) In our opinion and according to the information and explanations given by the management, and audit procedures performed by us, the Company has not defaulted in repayment of loans or borrowing to a bank. The Company did not have any loans or borrowings in respect of financial institution, or to government or dues to debenture holders.

(ix) According to the information and explanations given by the management, and audit procedures performed by us, the Company has not raised any money by way of initial public offer / further public offer / debt instruments and term loans hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the Management, we report that no fraud by the Company or no fraud on the Company by its officers and employees has been noticed or reported during the year.

(xi) According to the information and explanations given by the management, and audit procedures performed by us, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

(xiii) According to the information and explanations given by the management and the audit procedures performed by us, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable, and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under report and hence, reporting requirements under clause 3(xiv) are not applicable to the Company and, not commented upon.

(xv) According to the information and explanations given by the management and the audit procedures performed by us, the Company has not entered into any non-cash transactions with directors or persons connected with them as referred to in section 192 of Companies Act, 2013.

(xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Vinayak Pujare
Partner
Membership Number: 101143

UDIN: 21101143AAAABW3888

Place of Signature: Mumbai
Date: May 27, 2021

Annexure 2 to the Independent Auditor's Report of even date on the Financial Statements of John Cockerill India Limited (formerly CMI FPE Limited)

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

We have audited the internal financial controls of John Cockerill India Limited (formerly CMI FPE Limited) ("the Company") as of March 31, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls included obtaining an understanding of internal financial controls with reference to these financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system with reference to these financial statements.

Meaning of Internal Financial Controls With Reference to Financial Statements

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

Inherent Limitations of Internal Financial Controls with reference to these Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to these financial statements and such internal financial controls with reference to these financial statements were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Vinayak Pujare
Partner
Membership Number: 101143

UDIN: 21101143AAAABW3888

Place of Signature: Mumbai
Date: May 27, 2021

John Cockerill India Limited (formerly CMI FPE Limited)
Balance Sheet as at March 31, 2021

(₹ in lakhs)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
I ASSETS			
Non-current assets			
(a) Property, plant and equipment	3	**5,100.50**	5,505.98
(b) Capital work-in-progress		**34.40**	84.45
(c) Right-of-use assets	4	**295.57**	321.95
(d) Intangible assets	5	**4.24**	9.12
(e) Financial assets			
(i) Trade receivables	6	**866.39**	3,616.57
(ii) Other financial assets	7	**168.53**	91.94
(f) Income tax assets (Net)	8	**232.95**	251.75
(g) Other non-current assets	9	**449.02**	919.89
Total non-current assets		**7,151.60**	10,801.65
Current assets			
(a) Inventories	10	**1,428.99**	1,407.08
(b) Contract assets	11.1	**14,788.66**	10,693.06
(c) Financial assets			
(i) Trade receivables	6	**12,764.53**	7,785.02
(ii) Cash and cash equivalents	12	**2,228.62**	4,378.75
(iii) Bank balances other than (ii) above	13	**1,273.46**	1,481.57
(iv) Other financial assets	7	**282.24**	60.54
(d) Other current assets	9	**5,888.00**	8,462.37
Total current assets		**38,654.50**	34,268.39
Total Assets		**45,806.10**	45,070.04
II EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	14	**493.78**	493.78
(b) Other equity	15	**17,031.94**	20,244.21
Total equity		**17,525.72**	20,737.99
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Lease liabilities	16	**2.33**	17.17
(ii) Trade payables	17		
- Total outstanding dues to micro and small enterprises		**5.17**	23.92
- Total outstanding dues to other than micro and small enterprises		**533.37**	302.44
(iii) Other financial liabilities	18	**87.00**	87.00
(b) Provisions	19	**274.16**	435.41
(c) Deferred tax liabilities (Net)	20	**-**	134.61
Total non-current liabilities		**902.03**	1,000.55
Current liabilities			
(a) Contract liabilities	11.2	**14,854.71**	12,953.72
(b) Financial liabilities			
(i) Lease liabilities	16	**14.84**	20.89
(ii) Trade payables	17		
- Total outstanding dues to micro and small enterprises		**1,096.77**	482.69
- Total outstanding dues to other than micro and small enterprises		**10,292.89**	8,649.51
(iii) Other financial liabilities	18	**131.92**	180.01
(c) Provisions	19	**822.23**	789.63
(d) Current tax liabilities (Net)	21	**53.54**	155.74
(e) Other current liabilities	22	**111.45**	99.31
Total current liabilities		**27,378.35**	23,331.50
Total Liabilities		**28,280.38**	24,332.05
Total Equity and Liabilities		**45,806.10**	45,070.04

Summary of significant accounting policies 1 & 2

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

As per our report of even date
For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration No. 324982E/E300003

per Vinayak Pujare
Partner
Membership No. 101143

Place: Mumbai
Date: May 27, 2021

For and on behalf of the Board of Directors

Joao Felix Da Silva
Chairman
DIN: 07662251

Vivek Bhide
Managing Director
DIN: 02645197

Yves Honhon
Director
DIN: 02268831

Kiran Rahate
Chief Financial Officer

Haresh Vala
Company Secretary

Place: Mumbai
Date: May 27, 2021

John Cockerill India Limited (formerly CMI FPE Limited)
Statement of Profit and Loss for the year ended March 31, 2021

(₹ in lakhs)

	Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
1	Revenue from operations	23	**19,805.83**	37,156.95
2	Other income	24	**452.63**	1,518.55
3	**Total Income (1+2)**		**20,258.46**	38,675.50
4	**Expenses**			
	(a) Construction materials consumed	25.a	**13,166.21**	20,940.35
	(b) Changes in inventories of finished goods and work-in-progress	25.b	**(151.46)**	(124.74)
	(c) Employee benefits expense	26	**4,759.93**	5,945.59
	(d) Finance costs	27	**241.52**	308.64
	(e) Depreciation and amortisation expense	28	**503.32**	566.70
	(f) Other expenses	29	**4,759.86**	8,147.41
	Total expenses (4)		**23,279.38**	35,783.95
5	**Profit/(loss) before tax (3-4)**		**(3,020.92)**	2,891.55
6	**Tax expense:**	30		
	(a) Current tax		**–**	566.66
	(b) Deferred tax		**(114.71)**	(49.61)
	Total tax expenses (6)		**(114.71)**	517.05
7	**Profit/(loss) for the year (5-6)**		**(2,906.21)**	2,374.50
8	**Other comprehensive income**			
	A (i) Items that will not be reclassified to profit or loss:			
	Remeasurement of the defined benefit plans		**(118.57)**	(134.38)
	(ii) Income tax relating to above item	30.2	**29.84**	33.82
			(88.73)	(100.56)
	B (i) Items that will be reclassified to profit or loss:			
	Effective portion of gains and loss on designated portion of hedging instruments in a cash flow hedge		**39.50**	(49.09)
	(ii) Income tax relating to above item	30.2	**(9.94)**	13.29
			29.56	(35.80)
	Total other comprehensive income/(loss) (A+B)		**(59.17)**	(136.36)
9	**Total Comprehensive income/(loss) for the year (7+8)**		**(2,965.38)**	2,238.14
10	Earnings per share (of ₹ 10/- each):	31		
	(a) Basic (₹)		**(58.86)**	48.09
	(b) Diluted (₹)		**(58.86)**	48.09

Summary of significant accounting policies 1 & 2

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

As per our report of even date
For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration No. 324982E/E300003

per Vinayak Pujare
Partner
Membership No. 101143

Place: Mumbai
Date: May 27, 2021

For and on behalf of the Board of Directors

Joao Felix Da Silva
Chairman
DIN: 07662251

Vivek Bhide
Managing Director
DIN: 02645197

Yves Honhon
Director
DIN: 02268831

Kiran Rahate
Chief Financial Officer

Haresh Vala
Company Secretary

Place: Mumbai
Date: May 27, 2021

John Cockerill India Limited (formerly CMI FPE Limited)
Statement of changes in equity for the year ended March 31, 2021

A. Equity share capital

(₹ in lakhs)

Particulars	Amount
Balance as at March 31, 2019	**493.78**
Change in equity share capital during the year	–
Balance as at March 31, 2020	**493.78**
Change in equity share capital during the year	–
Balance as at March 31, 2021	**493.78**

B. Other equity

(₹ in lakhs)

Particulars	Reserves and surplus			Other comprehensive income	Total
	Securities premium	General reserve	Retained earnings	Effective portion of cash flow hedges	
Balance as at March 31, 2019	**1,466.27**	**9,075.03**	**8,053.81**	**6.24**	**18,601.35**
Profit for the year	–	–	2,374.50	–	2,374.50
Other comprehensive income/(loss) for the year, net of income tax	–	–	(100.56)	(35.80)	(136.36)
Total comprehensive income for the year	**–**	**–**	**2,273.94**	**(35.80)**	**2,238.14**
Equity dividend (Amount per share ₹ 10/-)	–	–	(493.78)	–	(493.78)
Dividend distribution tax	–	–	(101.50)	–	(101.50)
Balance as at March 31, 2020	**1,466.27**	**9,075.03**	**9,732.47**	**(29.56)**	**20,244.21**
Loss for the year	–	–	(2,906.21)	–	(2,906.21)
Other comprehensive income/(loss) for the year, net of income tax	–	–	(88.73)	29.56	(59.17)
Total comprehensive income/(loss) for the year	**–**	**–**	**(2,994.94)**	**29.56**	**(2,965.38)**
Equity dividend (Amount per share ₹ 5/-)	–	–	(246.89)	–	(246.89)
Balance as at March 31, 2021	**1,466.27**	**9,075.03**	**6,490.64**	**–**	**17,031.94**

Summary of significant accounting policies
The accompanying notes are an integral part of the financial statements.

As per our report of even date
For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration No. 324982E/E300003

per Vinayak Pujare
Partner
Membership No. 101143

Place: Mumbai
Date: May 27, 2021

For and on behalf of the Board of Directors

Joao Felix Da Silva
Chairman
DIN: 07662251

Vivek Bhide
Managing Director
DIN: 02645197

Yves Honhon
Director
DIN: 02268831

Kiran Rahate
Chief Financial Officer

Haresh Vala
Company Secretary

Place: Mumbai
Date: May 27, 2021

John Cockerill India Limited (formerly CMI FPE Limited)
Cash Flow Statement for the year ended March 31, 2021

(₹ in lakhs)

	Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
A	**Cash flow from operating activities:**		
	Profit/(loss) before tax	**(3,020.92)**	2,891.55
	Adjustments for:		
	Depreciation and amortisation expense	**503.32**	566.70
	Bad trade and other receivables, loans and advances written off	**–**	13.57
	Credit balances write back	**(2.10)**	(62.75)
	Allowance/(Reversal of allowance) for doubtful trade receivables/contract assets (net)	**312.58**	(80.72)
	Allowance for doubtful advances/deposits/other receivables (net)	**761.45**	–
	(Reversal of provision)/Provision for estimated losses on contracts (net)	**(0.02)**	1.99
	(Reversal of provision)/Provision for warranties (net)	**(135.41)**	217.84
	Provision/(Reversal of provision) for employee benefits (net)	**53.06**	(20.46)
	Loss on disposal/write off of property, plant and equipment (net)	**0.07**	1.78
	Interest expense	**6.05**	8.13
	Interest income	**(146.40)**	(379.60)
	Unrealised foreign exchange loss/(gain) (net)	**(237.37)**	(585.49)
	Operating profit/(loss) before working capital changes	**(1,905.69)**	2,572.54
	Changes in working capital:		
	Adjustments for (increase)/decrease in operating assets:		
	Inventories	**(21.91)**	(205.80)
	Trade receivables	**(2,975.82)**	1,421.36
	Other financial assets	**(217.24)**	142.10
	Contract assets, other assets	**(1,076.72)**	6,073.70
	Adjustments for increase/(decrease) in operating liabilities:		
	Trade payables	**2,407.43**	(21.53)
	Other financial liabilities	**(145.86)**	9.76
	Contract liabilities, other liabilities	**1,913.13**	(15,765.25)
	Cash used in operations	**(2,022.68)**	(5,773.12)
	Income tax (paid)/refund (net)	**(83.41)**	(16.44)
	Net cash used in operating activities (A)	**(2,106.09)**	(5,789.56)
B	**Cash flow from investing activities:**		
	Payments for property, plant and equipment	**(52.18)**	(173.65)
	Payments for intangible assets	**–**	(6.22)
	Proceeds from disposal of property, plant and equipment	**0.01**	18.09
	Interest received	**142.29**	335.11
	Bank balances (including non-current) not considered as Cash and cash equivalents (net)	**131.17**	(193.89)
	Net cash generated from/(used in) investing activities (B)	**221.29**	(20.56)

John Cockerill India Limited (formerly CMI FPE Limited)
Cash Flow Statement for the year ended March 31, 2021 (Contd.)

(₹ in lakhs)

Particulars		For the year ended March 31, 2021	For the year ended March 31, 2020
C	**Cash flow from financing activities:**		
	Interest paid	**(1.97)**	–
	Payment of lease liabilities (including interest)	**(24.96)**	(23.89)
	Dividend and dividend tax paid (Including changes in unpaid dividend)	**(246.89)**	(594.27)
	Net cash used in financing activities (C)	**(273.82)**	(618.16)
	Net decrease in Cash and cash equivalents (A+B+C)	**(2,158.62)**	(6,428.28)
	Cash and cash equivalents as at the beginning of the year	**4,378.75**	10,805.86
	Effect of exchange rate changes on the balances of cash and cash equivalents held in foreign currencies	**8.49**	1.17
	Cash and cash equivalents as at the end of the year (Refer Note 12)	**2,228.62**	4,378.75

Changes in liabilities arising from financing activities

(₹ in lakhs)

Particulars	Unpaid dividend	Lease obligation
As at March 31, 2019	**2.30**	**–**
New leases	–	65.68
Cash flow	(1.25)	(23.89)
Other	2.26	(3.73)
As at March 31, 2020	**3.31**	**38.06**
New leases	–	–
Cash flow	–	(24.96)
Other	–	4.07
As at March 31, 2021	**3.31**	**17.17**

Notes:

(i) Figures in brackets are outflows/deductions.

(ii) The above Cash Flow Statement is prepared under the "Indirect Method" as set out in the Indian Accounting Standards (Ind AS-7) – Statement of Cash Flows

Summary of significant accounting policies
The accompanying notes are an integral part of the financial statements.

As per our report of even date
For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration No. 324982E/E300003

per Vinayak Pujare
Partner
Membership No. 101143

Place: Mumbai
Date: May 27, 2021

For and on behalf of the Board of Directors

Joao Felix Da Silva
Chairman
DIN: 07662251

Vivek Bhide
Managing Director
DIN: 02645197

Yves Honhon
Director
DIN: 02268831

Kiran Rahate
Chief Financial Officer

Haresh Vala
Company Secretary

Place: Mumbai
Date: May 27, 2021

John Cockerill India Limited (formerly CMI FPE Limited)
Notes forming part of the financial statements

1 General information:

The name of the Company changed from CMI FPE Limited to John Cockerill India Limited effective June 16, 2020.

John Cockerill India Limited (formerly CMI FPE Limited) ('the Company') is a subsidiary of Cockerill Maintenance and Ingenierie SA and a public limited Company incorporated and domiciled in India. The registered office of the Company is located at Mehta House, Plot No. 64, Road No.13, MIDC, Andheri (East), Mumbai – 400 093. The Company is listed on BSE Limited.

The principal activities of the Company comprise customised design, engineering, manufacturing and installation of components of Cold Rolling Mill Complexes, Galvanising Lines, Colour Coating Lines, Tension Levelling Lines, Skin Pass Mills, Acid Regenration Plants, Wet Flux Lines and Pickling Lines ("the projects") for ferrous and non-ferrous industries world wide.

The Board of Directors approved the Financial Statements for the year ended March 31, 2021 and authorised for issue on May 27, 2021.

2 Significant Accounting Policies:

2.1 Basis of preparation of Financial Statements:

Financial Statements of the Company have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (hereinafter referred to as the 'Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and presentation requirement of Division II of schedule III to the Companies Act, 2013 (Ind AS compliant schedule III) as applicable to the Financial Statements.

The Financial Statements have been prepared on accrual basis under the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The functional currency of the Company is Indian Rupee. These Financial Statements are presented in Indian Rupee and all values are rounded to the nearest lakhs, except when otherwise indicated.

2.2 Fair value measurement:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

--> Level 1 Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date,

--> Level 2 Inputs are inputs other than quoted prices included within Level 1, that are observable for the asset or liability either directly or indirectly, and

--> Level 3 Inputs are unobservable inputs for the asset or liability.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.3 Revenue from contracts with customers:

Revenue is recognised when control of the goods or services is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has concluded that it is the principal in its revenue arrangements, as it controls the goods or services before transferring them to the customer.

Revenue from construction contracts:

In case of construction contracts where performance obligation is satisfied over a period of time, the Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced or the Company's performance does not create an asset with an alternative use to the Company and the Company has an enforceable right to payment for performance completed to date. Revenue from such construction contracts, where the outcome can be estimated reliably, is recognised under the percentage of completion method by reference to the stage of completion of the contract activity. The stage of completion is measured by input method i.e. the proportion that costs incurred to date bear to the estimated total costs of a contract. The total cost of the contracts are estimated based on technical and other estimates. In the event that a loss is anticipated on a particular contract, provision is made for the estimated loss. Contract revenue earned in excess of billing is reflected under "contract asset" and billing in excess of contract revenue is reflected under "contract liabilities".

Changes to total estimated contract cost or losses, if any, are recognized in the period in which they are determined as assessed at the contract level. Costs to obtain a contract are recognised as an expense when incurred.

Retention money receivable from project customers does not contain any significant financing component and is retained for satisfactory performance of contract.

In case of construction contracts, payment is generally due upon completion of milestones as per terms of contract. In certain contracts short term advances are received before satisfaction of performance obligations.

Variable consideration:

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. The Company adopted the most likely method to recognise revenue for variable consideration.

Warranty:

The Company generally provides limited warranties for work performed under its construction contracts. The warranty periods typically extend for a limited duration following substantial completion of the Company's work on a project.

The Company provides its clients with a fixed-period warranty on contracts as per stipulated terms. These assurance-type warranties are accounted for under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets. Refer to the accounting policy on warranty provisions in Note 2.13 below.

Contract balances:

Contract assets:

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Upon completion of the installation and acceptance by the customer, the amount recognised as contract assets is reclassified to trade receivables. Contract assets are subject to impairment assessment, refer to Accounting policies of financial Instruments in Note 2.14 below.

Trade receivables:

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e. only the passage of time is required before payment of the consideration is due), refer to accounting policies of financial instruments in Note 2.14 below for initial recognition and subsequent measurement.

Contract liabilities:

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

Sale of goods:

Revenue from sale of products is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods. The normal credit term is 30 - 360 days.

Sale of services:

In case of long-term maintenance contracts, revenue is recognised over the period of time based on input method where the extent of progress towards completion is measured based on the ratio of costs incurred to date to the total estimated costs at completion of performance obligation. Income from other services are recognised at a point in time.

Duty drawback and other export incentives:

Export benefits under Merchandise Exports from India Scheme (MEIS), Service Exports from India Scheme (SEIS) and Duty drawback Scheme are accounted as revenue on accrual basis as and when export of goods or services take place and when the Company has reasonable assurance that it will comply with the conditions of the grant and that grant will be received.

Interest and dividend:

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition. Dividend income from investments is recognised when the right to receive dividend is established.

2.4 Leases:

The Company assesses at contract inception whether the Contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee:

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets:

The Company recognises right-of-use assets at the commencement date of the lease. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, lease payments made at or before the commencement date less any lease incentives received and estimate of costs to dismantle. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

--> Land - 49 to 66 years

--> Flats - 1 to 3 years

The Right-of-use assets are also subject to impairment. Refer to the accounting policies on Impairment in Note 2.14.

ii) Lease liabilities:

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. In calculating the present value of lease payments, the Company generally uses its incremental borrowing rate at the lease commencement date if the discount rate implicit in the lease is not readily determinable.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. The carrying amount is remeasured when there is a change in future lease payments arising from a change in index or rate. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Lease liability and right-to-use assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

iii) Short term leases and leases of low value assets:

The Company applies the short-term lease recognition exemption to its short-term leases. It also applies the lease of low-value assets recognition exemption that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

As a lessor:

Leases are classified as finance lease whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership to the lessee. All other leases are classified as operating lease. The Company recognizes lease payments received under operating leases as income on a straight-line basis over the lease term as part of other income.

2.5 Foreign currency transactions:

Initial recognition:

Foreign currency transactions are recorded in the reporting currency by applying the periodic average exchange rate.

Translation:

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historic cost in a foreign currency are not retranslated.

Exchange differences:

Exchange differences on monetary items are recognised in the Statement of Profit and Loss in the period in which they arise, except for exchange differences on transactions entered into in order to hedge certain foreign currency risks (see below the policy on hedge accounting in Note 2.14).

2.6 Borrowing costs:

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

2.7 Employee benefits:

Defined contribution plan:

The Company's contribution to provident fund, superannuation fund and employee state insurance scheme are considered as defined contribution plans and are recognised as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

All eligible employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan in which both the employees and employer (at a determined rate) contribute monthly. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulation. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.

Defined benefit plan:

The Company's liabilities towards gratuity is determined as at the end of the reporting date by an independent actuary using the Projected Unit Credit method.

Remeasurements, comprising of actuarial gains and losses, experience adjustments and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are recognised immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Remeasurement are not reclassified to the Statement of Profit and Loss in subsequent periods. Past service cost is recognised in the Statement of Profit and Loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

--> service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements)

--> net interest expenses or income and

--> remeasurement

The Company presents the first two components of defined benefit costs in Statement of Profit and Loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the Balance Sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reduction in future contributions to the plans.

Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to the market yields at the Balance Sheet date on the Government Securities where the currency and terms of the Government Securities are consistent with the currency and estimated terms of the defined benefit obligation.

Short-term and other long-term employee benefits:

Benefits accruing to employees in respect of wages, salaries and compensated absences and which are expected to be availed within twelve months immediately following the year end are reported as expenses during the year in which the employee performs the service that the benefit covers and the liabilities are reported at the undiscounted amount of the benefit expected to be paid in exchange of related service.

Where the availment or encashment is otherwise not expected to wholly occur within the next twelve months, the liability on account of the benefit is actuarially determined using the projected unit credit method at the present value of the estimated future cash flow expected to be made by the Company in respect of services provided by employees up to the reporting date.

2.8 Taxation:

Income tax expense represents the sum of the income tax currently payable and deferred tax.

Current tax:

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Current income tax relating to items recognised outside Statement of Profit and Loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax relating to items recognised outside Statement of Profit and Loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.9 Property, plant and equipment:

Initial recognition:

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and accumulated impairment losses, if any. Cost comprises of purchase/acquisition price net of any trade discounts and rebates, including any import duties and other taxes (other than those subsequently recoverable from the tax authorities) and any directly attributable cost of bringing the asset to its working condition for its intended use, including relevant borrowing costs for qualifying assets and any expected cost of decommissioning.

Capital work in progress is stated at cost, net of accumulated impairment loss, if any.

Property, plant and equipment except freehold land held for use in the production, supply or administrative purposes, are stated in the Balance Sheet at cost less accumulated depreciation and accumulated impairment losses, if any.

At the date of transition to Ind AS, the Company had elected to continue with the carrying value for all of its property, plant and equipment recognised as of April 1, 2016 (transition date) measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

Depreciation:

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using straight-line method as per the useful lives prescribed in Schedule II to the Companies Act, 2013.

Derecognition:

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the assets. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss.

Property, plant and equipment retired from active use and held for sale are stated at the lower of their net book value and net realisable value and are disclosed separately.

2.10 Intangible assets:

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Amortisation is recognised on a straight-line basis over their estimated useful lives.

Useful lives of intangible assets:

Estimated useful lives of intangible assets are as follows:

Computer software	3 years
Designs and drawings	3 years

At the date of transition to Ind AS, the Company had elected to continue with the carrying value for all of its Intangible assets recognised as of April 1, 2016 (transition date) measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

Derecognition:

An intangible asset is derecognised upon disposal or when no future economic benefits are expected from use or disposal. Gain or loss arising from derecognition of an Intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

2.11 Impairment of property, plant and equipment and intangible assets other than goodwill:

At the end of each reporting period, the Company reviews the carrying amount of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, the corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss.

2.12 Inventories:

Inventories are valued at lower of cost and net realisable value. However items held for use in the production are not valued below cost if the finished goods in which these will be incorporated are expected to be sold at or above cost.

Cost of raw materials comprises all costs of purchases (net of Input tax credit) and other costs incurred in bringing the inventories to their present location and condition. Cost is determined by moving weighted average method.

Cost is arrived at on a moving weighted average method and includes, where appropriate, manufacturing overheads. Work-in-progress and finished goods inventories are valued as aforesaid based on estimated value of work completed on each project.

Material procured for a specific project is immediately expensed out to the project and is not considered as inventory.

Inventories include goods lying with vendors for job work and goods-in-transit.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2.13 Provisions and contingencies:

A provision is recognised if, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable (more likely than not) that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the consideration required to settle the obligation at the reporting date.

Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flow (when the effect of the time value of money is material).

Onerous contracts:

Present obligations arising under onerous contracts are recognised and measured as provision. An onerous contract is considered to exist where the Company has a contract under which the unavoidable cost of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

Post-sales warranties and liquidated damages:

The Company provides its clients with a fixed-period warranty on contracts as per stipulated terms. Costs associated with such contracts are accrued at the time related revenues are recorded and included in cost of sales. The Company estimates such costs based on historical experience and the estimates are reviewed annually for any material changes in assumption. Liquidated damages are provided as per Management's estimates on case to case basis.

Contingencies:

Contingent liabilities exist when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required or the amount cannot be reliably estimated. Contingent liabilities are appropriately disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

2.14 Financial instruments:

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

Initial recognition and measurement:

Financial assets and liabilities are recognised when the Company becomes a part to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss (FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

Financial assets:

Financial assets at amortised cost:

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

Effective interest method:

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as FVTPL. Interest income is recognised in the Statement of Profit and Loss.

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

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. Gains or losses arising on remeasurement are recognised in the Statement of Profit and Loss. The net gain or loss recognised in the Statement of Profit and Loss incorporates any dividend or interest earned on the financial asset and is included in the Other income as separate line item.

Impairment of financial assets and contract assets:

The Company recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. For trade receivables or any contractual right to receive cash or another financial asset or contract assets that result from transactions that are within the scope of Ind AS 115, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables and contract assets. Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised as an impairment gain or loss in the Statement of Profit and Loss.

Derecognition of financial assets:

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

--> The rights to receive cash flows from the asset have expired, or

--> The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

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

Foreign exchange gains and losses:

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

For foreign currency denominated financial assets measured at amortised cost, the exchange differences are recognised in the Statement of Profit and Loss except for those which are designated as hedging instruments in a hedging relationship.

Financial liabilities and equity instruments:

Classification as debt or equity:

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments:

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities:

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

Financial liabilities subsequently measured at amortised cost:

Financial liabilities that are not held - for trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

Foreign exchange gains and losses:

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are included in the Statement of Profit and Loss.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period.

Derecognition of financial liabilities:

The Company derecognises financial liabilities when, and only when the Company's obligations are discharged, cancelled or have expired. An exchange with a new lender or debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Statement of Profit and Loss.

Derivative financial instruments:

The Company enters into a foreign exchange forward contracts to manage its exposure to foreign exchange rate risk. Further details of derivative financial instruments are disclosed in Note 36.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the Statement of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in the Statement of Profit and Loss depends on the nature of hedging relationship and the nature of hedged item.

Hedge accounting:

The Company designates certain hedging instruments which include derivatives in respect of foreign currency risk as either cash flow hedge or fair value hedge. Hedges of foreign currency risk on firm commitments are accounted for as cash flow hedges.

At the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an on going basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

(i) Cash flow hedges:

The effective portion of the changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated under the heading of 'Effective portion of cash flow hedges'. The gain or loss relating to the ineffective portion is recognised immediately in the Statement of Profit and Loss.

Amounts previously recognised in other comprehensive income and accumulated in equity relating to effective portion as described above are reclassified to the Statement of Profit and Loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the Statement of Profit and Loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in the Statement of Profit and Loss.

(ii) Fair value hedges:

Changes in fair value of the designated portion of derivatives that qualify as fair value hedges are recognised in profit or loss immediately, together with any change in the fair value of the hedged asset or liability that are attributable to the hedged risk. The change in fair value of the designated portion of hedging instrument and the change in the hedged item attributable to hedged risk are recognised in profit or loss in the line item relating to the hedged item.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. The fair value adjustment to the carrying amount of the hedged item arising from the hedged risk is amortised to profit or loss from that date.

2.15 Cash flow statement:

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

2.16 Cash and cash equivalents:

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

2.17 Cash dividend:

The Company recognises a liability to pay dividend to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the Corporate laws in India, a distribution is authorised when it is approved by the shareholders or in case of interim dividend, when aprroved by the Board of Directors. A corresponding amount is recognised directly in equity.

2.18 Earnings per share:

Basic and diluted earnings per share are calculated by dividing the net profit or loss after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

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

2.19 Operating cycle:

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current or non-current. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

2.20 Critical accounting judgements and key sources of estimation uncertainty:

In the course of applying the policies outlines in all notes under Section 2 above, the management of the Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future period.

In the following areas, the management of the Company has made critical judgements and estimates:

Revenue and profit recognition:

Recognition of revenue and profit from construction contracts is based on judgements made in respect of the ultimate profitability of a contract. Such judgements are arrived at through the use of estimates in relation to the costs and value of work performed to date and to be performed in bringing contracts to completion. These estimates are made by reference to changes in work scope, the contractual terms under which the work is being performed, including the recoverability of any unagreed income from variations and the likely outcome of discussions on claims and costs incurred. Management continually reviews the estimated final outcome on contracts and makes adjustments where necessary. The actual outcome of projects may deviate from the Company's estimates and calculation, which could impact revenue recognition up to the stage of project completion with such amounts being recognised prospectively in the financial statements.

Impairment of financial assets and contract assets:

Refe Note 2.14

Useful lives of property, plant and equipment and intangible assets:

As described in Notes 2.9 and 2.10 above, the Company reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period. There was no change in the useful life of property, plant and equipment and intangible assets as compared to previous year.

Provisions and liabilities:

Provisions and liabilities are recognised in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgements to existing facts and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the liability.

Warranty provisions:

Refe Note 2.13

Contingencies:

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the Note 33 but are not recognised.

Taxes:

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilise. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Defined benefit plans:

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. All assumptions are reviewed at each Balance Sheet date and disclosed in Note 35.

Note 3 Property, plant and equipment

(₹ in lakhs)

Particulars	Land	Buildings			Plant and equipment							Total
	Freehold land	Factory road	Factory building	Office building	Plant and equipment	Electrical installations	Quality control equipment	Furniture and fixtures	Vehicle	Office equipment	Computers	
Cost or deemed cost												
Balance as at March 31, 2019	**1,069.90**	**159.88**	**2,841.01**	**369.18**	**2,369.39**	**123.60**	**23.52**	**78.46**	**46.05**	**73.19**	**411.47**	**7,565.65**
Additions	–	–	4.11	–	78.75	5.23	–	–	–	1.21	4.19	93.49
Disposal	–	–	–	–	–	–	(0.45)	(0.02)	(17.63)	–	(1.31)	(19.41)
Balance as at March 31, 2020	**1,069.90**	**159.88**	**2,845.12**	**369.18**	**2,448.14**	**128.83**	**23.07**	**78.44**	**28.42**	**74.40**	**414.35**	**7,639.73**
Additions	–	–	–	–	57.64	–	0.78	–	–	4.68	3.56	66.66
Disposal	–	–	–	–	–	–	–	–	–	(0.07)	(0.01)	(0.08)
Balance as at March 31, 2021	**1,069.90**	**159.88**	**2,845.12**	**369.18**	**2,505.78**	**128.83**	**23.85**	**78.44**	**28.42**	**79.01**	**417.90**	**7,706.31**
Accumulated depreciation												
Balance as at March 31, 2019	**–**	**(108.69)**	**(339.61)**	**(23.07)**	**(825.22)**	**(48.73)**	**(7.31)**	**(38.57)**	**(18.63)**	**(27.66)**	**(177.57)**	**(1,615.06)**
Depreciation expense	–	(17.51)	(113.22)	(7.64)	(244.82)	(16.54)	(2.96)	(9.79)	(6.43)	(12.80)	(95.34)	(527.05)
Eliminated on disposals of assets	–	–	–	–	–	–	0.23	–	7.21	–	0.92	8.36
Balance as at March 31, 2020	**–**	**(126.20)**	**(452.83)**	**(30.71)**	**(1,070.04)**	**(65.27)**	**(10.04)**	**(48.36)**	**(17.85)**	**(40.46)**	**(271.99)**	**(2,133.75)**
Depreciation expense	–	(7.17)	(113.16)	(7.57)	(236.54)	(16.65)	(2.86)	(7.75)	(4.08)	(11.97)	(64.31)	(472.06)
Eliminated on disposals of assets	–	–	–	–	–	–	–	–	–	–	–	–
Balance as at March 31, 2021	**–**	**(133.37)**	**(565.99)**	**(38.28)**	**(1,306.58)**	**(81.92)**	**(12.90)**	**(56.11)**	**(21.93)**	**(52.43)**	**(336.30)**	**(2,605.81)**
Carrying value												
As at March 31, 2021	**1,069.90**	**26.51**	**2,279.13**	**330.90**	**1,199.20**	**46.91**	**10.95**	**22.33**	**6.49**	**26.58**	**81.60**	**5,100.50**
As at March 31, 2020	1,069.90	33.68	2,392.29	338.47	1,378.10	63.56	13.03	30.08	10.57	33.94	142.36	5,505.98
Estimated useful life of the asset (years)	NA	5–10	3–30	60	15	10	10	10	8	5	3–6	
Method of depreciation	NA	SLM	SLM	SLM	SLM	SLM	SLM	SLM	SLM	SLM	SLM	

Property, plant and equipment with a carrying amount of ₹ 3,222.48 lakhs (As at March 31, 2020: ₹ 3,551.84 lakhs), have been mortgaged as security for fund based and non-fund based credit facilities from banks.

Note 4 Right-of-use assets

(₹ in lakhs)

Particulars	Land*	Flats	Total
Cost or deemed cost			
Balance as at April 1, 2019 (Refer Note 34)	**291.60**	**51.53**	**343.13**
Additions	–	14.15	14.15
Disposal	–	(10.93)	(10.93)
Balance as at March 31, 2020	**291.60**	**54.75**	**346.35**
Additions	–	–	–
Disposal	–	–	–
Balance as at March 31, 2021	**291.60**	**54.75**	**346.35**
Accumulated depreciation			
Balance as at April 1, 2019	**–**	**–**	**–**
Depreciation expense	(5.66)	(20.85)	(26.51)
Eliminated on disposals of assets	–	2.11	2.11
Balance as at March 31, 2020	**(5.66)**	**(18.74)**	**(24.40)**
Depreciation expense	(5.66)	(20.72)	(26.38)
Eliminated on disposals of assets	–	–	–
Balance as at March 31, 2021	**(11.32)**	**(39.46)**	**(50.78)**
Carrying value			
As at March 31, 2021	**280.28**	**15.29**	**295.57**
As at March 31, 2020	285.94	36.01	321.95
Estimated useful life of the asset (years)	49–66	3	
Method of depreciation	SLM	SLM	

*Right-of-use asset with a carrying amount of ₹ 186.73 lakhs (As at March 31, 2020: ₹ 190.56 lakhs), have been mortgaged as security for fund based and non-fund based credit facilities from banks.

Note 5 Intangible assets

(₹ in lakhs)

Particulars	Computer software
Cost or deemed cost	
Balance as at March 31, 2019	**75.78**
Additions	7.31
Disposals	–
Balance as at March 31, 2020	**83.09**
Additions	–
Disposals	–
Balance as at March 31, 2021	**83.09**
Accumulated amortisation	
Balance as at March 31, 2019	**(60.83)**
Amortisation expense	(13.14)
Disposals	–
Balance as at March 31, 2020	**(73.97)**
Amortisation expense	(4.88)
Disposals	–
Balance as at March 31, 2021	**(78.85)**
Carrying value	
As at March 31, 2021	**4.24**
As at March 31, 2020	9.12
Estimated useful life of the asset (years)	3
Method of amortisation	SLM

John Cockerill India Limited (formerly CMI FPE Limited)
Notes forming part of the financial statements (Contd.)

Note 6 Trade receivables

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Trade receivables (Non-current)		
Trade receivables	**898.80**	3,758.38
Receivables from related parties (Refer Note 32)	**–**	–
Gross trade receivables	**898.80**	3,758.38
Less: Impairment allowance	**(32.41)**	(141.81)
Net trade receivables (Non-current)	**866.39**	3,616.57
Footnotes:		
Break-up for security details (Non-current):		
Secured, considered good	**–**	796.75
Unsecured, considered good	**898.80**	2,961.63
Credit impaired	**–**	–
	898.80	3,758.38
Less: Impairment allowance	**(32.41)**	(141.81)
	866.39	3,616.57
Trade receivables (Current)		
Trade receivables	**10,650.56**	4,581.92
Receivables from related parties (Refer Note 32)	**2,815.53**	3,517.03
Gross trade receivables	**13,466.09**	8,098.95
Less: Impairment allowance [Refer Note 38(f)]	**(701.56)**	(313.93)
Net trade receivables (Current)	**12,764.53**	7,785.02
Footnotes:		
Break-up for security details (Current):		
Secured, considered good	**–**	–
Unsecured, considered good	**13,166.63**	7,817.40
Credit impaired	**299.46**	281.55
	13,466.09	8,098.95
Less: Impairment allowance	**(701.56)**	(313.93)
	12,764.53	7,785.02

Trade receivables include retention monies of ₹ 7,820.59 lakhs (As at March 31, 2020: ₹ 8,670.45 lakhs).

Trade receivables have been hypothecated as security for fund based and non-fund based credit facilities from banks.

Trade receivables are non-interest bearing. Trade receivable other than retention are generally on terms of 30 to 360 days credit and certain retention monies to be released towards the end of the project based on the terms of the contracts.

In determining the allowance for doubtful trade receivable, the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of days receivables (including retention) are due and the rates used in the provision matrix.

(₹ in lakhs)

Age of receivables - past due	As at March 31, 2021	As at March 31, 2020
Outstanding (Default risk and time value delay)		
Upto 1 Year	**2,748.53**	1,841.26
1-2 Years	**46.20**	44.10
2-3 Years	**26.70**	23.17
3-4 Years	**23.13**	112.81
4-5 Years	**4.04**	4.11
Above 5 Years	**–**	685.13

(₹ in lakhs)

Movement in the expected credit loss allowance	As at March 31, 2021	As at March 31, 2020
Balance at beginning of the year	**174.19**	266.96
Allowances/(write back) during the year	**260.32**	(92.77)
Balance at end of the year	**434.51**	174.19

Note 7 Other financial assets

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Non-current		
(a) Security deposits	**31.26**	31.26
(b) Accruals		
(i) Interest accrued on deposits	**0.58**	0.93
(c) Others		
(i) Balances held as margin money (restricted with maturity more than 12 months)*	**136.69**	59.75
(ii) Other receivables (Secured)	**761.45**	–
Less: Allowance for doubtful advances/deposits/other receivables [Refer Note 38(f)]	**(761.45)**	–
Total	**168.53**	91.94
Current		
(a) Security deposits	**3.64**	2.98
(b) Accruals		
(i) Interest accrued on deposits	**18.03**	25.63
(ii) Interest accrued on sales tax refund	**12.06**	–
(c) Others		
(i) Receivables towards gratuity	**14.98**	30.43
(ii) Other receivables	**233.53**	1.50
Total	**282.24**	60.54

* Margin money deposit pertains to deposit given to banks for bank guarantees and letter of credit.

John Cockerill India Limited (formerly CMI FPE Limited)
Notes forming part of the financial statements (Contd.)

Note 8 Income tax assets (Net)

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Non-current		
Advance income tax (net of provisions)	**232.95**	251.75
Total	**232.95**	251.75

Note 9 Other assets

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Non-current		
(a) Capital advances	**7.99**	–
(b) Prepaid expenses	**9.61**	19.12
(c) Balances with government authorities		
(i) Value Added Tax credit receivable	**–**	33.13
(ii) Service Tax credit receivable	**431.42**	431.42
(d) Others		
(i) Export benefit receivable	**–**	436.22
Total	**449.02**	919.89
Current		
(a) Advances to related parties (Refer Note 32)	**0.07**	87.45
(b) Prepaid expenses (Refer Note 35)*	**169.79**	192.81
(c) Balances with government authorities		
(i) Value Added Tax credit receivable	**174.74**	146.42
(ii) GST credit receivable	**1,095.34**	3,378.65
(d) Others		
(i) Advances paid to suppliers	**2,522.80**	2,965.87
(ii) Other advances	**10.79**	69.06
(iii) Export benefit receivable	**1,205.13**	1,210.86
(iv) GST receivable	**709.34**	411.25
Total	**5,888.00**	8,462.37

* Includes gratuity paid in advance of ₹ Nil (As at March 31, 2020: ₹ 14.99 lakhs).

Note 10 Inventories
(At lower of cost and net realisable value)

(₹ in lakhs)

Particulars	**As at March 31, 2021**	As at March 31, 2020
(a) Construction materials	**878.79**	996.55
Goods-in-transit	**15.76**	13.39
	894.55	1,009.94
(b) Work-in-progress (Spares components)	**120.67**	84.90
(c) Finished goods	**273.97**	158.28
(d) Stores and spares	**139.80**	153.96
Total	**1,428.99**	1,407.08

Provision for write-down on value of inventories during the year was ₹ 160.69 lakhs (for the year ended March 31, 2020: ₹ 36.67 lakhs).
The above inventories have been hypothecated as security for fund based and non-fund based credit facilities from banks.

Note 11 Contract balances

(₹ in lakhs)

Particulars	**As at March 31, 2021**	As at March 31, 2020
11.1 Contract Assets		
Due from customers on construction contracts	**14,851.23**	10,721.28
Less: Impairment allowance	**(62.57)**	(28.22)
Total	**14,788.66**	10,693.06
11.2 Contract Liabilities		
Advance from customers *	**12,363.70**	10,553.01
Due to customers on construction contracts	**2,491.01**	2,400.71
Total	**14,854.71**	12,953.72

* Advance from customers includes ₹ 558.60 lakhs (as at March 31, 2020: ₹ 50.53 lakhs) received from group companies.

Contract balances

(₹ in lakhs)

Particulars	**As at March 31, 2021**	As at March 31, 2020
Trade receivables	**13,630.92**	11,401.59
Contract assets	**14,788.66**	10,693.06
Contract liabilities	**14,854.71**	12,953.72

As at March 31, 2021, trade receivable has increased on account of increase in retention amounts for projects in progress as compared to March 31, 2020.

Contract assets have increased on account of reduction in dispatches due to delay from customer end.

Contract liabilities as at March 31, 2021 have increased on account of advances received from customer being adjusted during the year and higher amount of new advances received during the year for new contracts.

John Cockerill India Limited (formerly CMI FPE Limited)
Notes forming part of the financial statements (Contd.)

Note 12 Cash and cash equivalents

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
(a) Cash on hand	3.50	8.35
(b) Cheques on hand/remittance in transit	112.71	–
(c) Balances with banks		
(i) In current accounts	1,118.06	2,607.06
(ii) In EEFC accounts	485.35	63.34
(iii) In bank deposit accounts with maturity less than 3 months	509.00	1,700.00
Total	**2,228.62**	4,378.75

Note 13 Bank balances other than Cash and cash equivalents

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
(a) In earmarked accounts		
(i) Unpaid dividend accounts	3.31	3.31
(ii) Balances held as margin money guarantees and other commitments	1,270.15	988.26
(b) In term deposit accounts with maturity more than 3 months but less than 12 months at inception	–	490.00
Total	**1,273.46**	1,481.57

Earmarked bank balances are restricted for use and it relates to unclaimed dividend and balances with banks held as margin money for security against bank guarantees and letter of credit.

Note 14 Share capital

Particulars	As at March 31, 2021		As at March 31, 2020	
	Number of shares	₹ in lakhs	Number of shares	₹ in lakhs
(a) Authorised				
Equity shares of ₹ 10/- each with voting rights	8,000,000	800.00	8,000,000	800.00
Preference shares of ₹ 100/- each	200,000	200.00	200,000	200.00
(b) Issued, Subscribed and fully paid up				
Equity shares of ₹ 10/- each with voting rights	4,937,813	493.78	4,937,813	493.78
Total	**4,937,813**	**493.78**	4,937,813	493.78

Refer Notes (i) to (iv) below

Notes:

(i) Terms/rights attached to equity shares:

The Company has only one class of equity shares having par value of ₹ 10/- each. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend, if proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended March 31, 2021, the amount of dividend recognised as distribution to equity shareholders was ₹ 5/- per share (March 31, 2020: ₹ 10/-per share).

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after the distribution of all preferential amounts. The distribution will be in proportion of the paid up share capital held by the shareholders.

(ii) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at March 31, 2021		As at March 31, 2020	
	Number of shares	₹ in lakhs	Number of shares	₹ in lakhs
Shares outstanding at the beginning of the year	4,937,813	493.78	4,937,813	493.78
Shares issued during the year	–	–	–	–
Shares bought back during the year	–	–	–	–
Shares outstanding at the end of the year	4,937,813	493.78	4,937,813	493.78

(iii) Details of shares held by the Holding Company and its Subsidiaries:

Particulars	As at March 31, 2021	As at March 31, 2020
Equity shares with voting rights, fully paid	Number of shares	Number of shares
Cockerill Maintenance and Ingenierie SA, the Holding Company	3,697,700	3,697,700
John Cockerill Automation Private Limited (formerly CMI Industry Automation Private Limited), Subsidiary of the Holding Company	5,500	5,500

(iv) Details of shares held by each shareholder holding more than 5% shares:

Class of shares/Name of shareholder	As at March 31, 2021		As at March 31, 2020	
	Number of shares held	% holding	Number of shares held	% holding
Equity shares with voting rights				
Cockerill Maintenance and Ingenierie SA	3,697,700	74.89%	3,697,700	74.89%

Note 15 Other equity

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Securities premium	1,466.27	1,466.27
General reserve	9,075.03	9,075.03
Retained earnings	6,490.64	9,732.47
Other Comprehensive income:		
Effective portion of cash flow hedges	–	(29.56)
Total	17,031.94	20,244.21

Notes:

(a) Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

(b) General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the General reserve will not be reclassified subsequently to the Statement of Profit and Loss.

(c) Retained earnings are the profits that the Company has earned till date, less any transfers to General reserve, dividends or other distributions paid to shareholders.

(d) The effective portion of cash flow hedges represents the cumulative effective portion of gains or losses arising on changes in fair value of designated portion of hedging instruments entered into for cash flow hedges. The cumulative gain or loss arising on changes in fair value of the designated portion of the hedging instruments that are recognised and accumulated under the heading of 'Effective portion of cash flow hedges' will be reclassified to profit or loss only when the hedged transaction affects the profit or loss.

Note 16 Lease liabilities

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Non-current		
Right-to-use: Flats	**2.33**	17.17
Total	**2.33**	17.17
Current		
Right-to-use: Flats	**14.84**	20.89
Total	**14.84**	20.89

Note 17 Trade payables

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Non-current		
Other than acceptances:		
Dues to related parties (Refer Note 32)	**27.25**	192.44
Total outstanding dues of micro and small enterprises [Refer Note 38(b)]	**5.17**	23.92
Total outstanding dues other than micro and small enterprises	**506.12**	110.00
Total	**538.54**	326.36
Current		
Other than acceptances:		
Dues to related parties (Refer Note 32)	**1,043.75**	1,147.67
Total outstanding dues of micro and small enterprises [Refer Note 38(b)]	**1,096.77**	482.69
Total outstanding dues other than micro and small enterprises	**9,249.14**	7,501.84
Total	**11,389.66**	9,132.20

Credit period varies as per the contractual terms of various suppliers/vendors. No interest is generally charged by the suppliers/vendors. The Company has appropriate policy in place to ensure that all dues are paid within the credit terms agreed with the parties.

Note 18 Other financial liabilities

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Non-current		
Trade/security deposits received	**87.00**	87.00
Total	**87.00**	87.00
Current		
(a) Unpaid dividends *	**3.31**	3.31
(b) Unspent corporate social responsibility [Refer Note 38(a)]	**59.39**	–
(c) Other payables		
(i) Payables for capital goods	**11.82**	39.40
(ii) Contractually reimbursable expenses	**9.12**	12.25
(iii) Trade/security deposits received	**2.00**	2.00
(iv) Gratuity (Refer Note 35)	**46.28**	–
(v) Foreign currency forward contracts - fair value hedge	**–**	83.55
(vi) Foreign currency forward contracts - cash flow hedge	**–**	39.50
Total	**131.92**	180.01

*The figures reflect the position as at year end. The actual amount to be transferred to the Investor Education and Protection Fund in this respect shall be determined on the due dates.

Note 19 Provisions

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Non-current		
(a) Provision for employee benefits:		
(i) Provision for compensated absences (Refer Note 35)	218.38	217.24
(ii) Provision for gratuity (Refer Note 35)	4.53	–
	222.91	217.24
(b) Provision - Others:		
(i) Provision for warranties	51.14	218.17
(ii) Provision for estimated losses on contracts	0.11	–
	51.25	218.17
Total	274.16	435.41
Current		
(a) Provision for employee benefits:		
(i) Provision for compensated absences (Refer Note 35)	51.06	49.95
	51.06	49.95
(b) Provision - Others:		
(i) Provision for warranties	765.43	733.81
(ii) Provision for estimated losses on contracts	5.74	5.87
	771.17	739.68
Total	822.23	789.63

For movement in Provisions refer movement schedule below:

(₹ in lakhs)

Particulars	Provision for warranties	Provision for estimated losses on contracts
As at March 31, 2019	**734.14**	**3.88**
Recognised during the year	291.69	1.99
Utilisation during the year	(17.25)	–
Unused amount reversed	(56.60)	–
As at March 31, 2020	**951.98**	**5.87**
Recognised during the year	147.22	–
Utilisation during the year	(62.46)	(0.02)
Unused amount reversed	(220.17)	–
As at March 31, 2021	**816.57**	**5.85**

Of the above, the following amounts are expected to be incurred within a year:

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Provision for warranties	765.43	733.81
Provision for estimated losses on contracts	5.74	5.87

Provision for warranties

The Company gives warranties on certain products, undertaking to repair or replace the items that fail to comply with agreed upon specification during the warranty period. Provision made as at March 31, 2021 represents the amount of the expected cost of meeting such obligations of rectification/replacement. The timing of the outflows is expected to be within a period of one to three years from the date of Balance Sheet.

Provision for estimated losses on contracts

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately in the Statement of Profit and Loss and provision for estimated loss is recognised in the Balance Sheet.

Note 20: Deferred tax (liabilities)/assets (Net)

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Deferred tax liabilities	**(430.51)**	(432.93)
Deferred tax assets	**430.51**	298.32
Deferred tax (liabilities)/assets	**–**	(134.61)

Movement in temporary differences

(₹ in lakhs)

Particulars	Balance as at March 31, 2019	Recognised in profit or loss during 2019-20	Recognised in OCI during 2019-20	Balance as at March 31, 2020	Recognised in profit or loss during 2020-21	Recognised in OCI during 2020-21	Balance as at March 31, 2021
Deferred tax (liabilities)/assets in relation to							
Property, plant and equipment and intangible assets	(626.99)	194.06	–	(432.93)	21.40	–	(411.53)
Provisions for employee benefits	101.45	(14.08)	33.82	121.19	(34.36)	29.84	116.67
Provisions for doubtful debts/advances	197.32	(75.52)	–	121.80	270.31	–	392.11
Carried forward business loss/ unabsorbed depreciation	–	–	–	–	513.01	–	513.01
Fair value of financial instruments	(26.60)	70.05	–	43.45	(62.43)	–	(18.98)
MAT credit entitlement (Net)	126.84	(126.84)	–	–	–	–	–
Lease rental	–	1.94	–	1.94	(1.47)		0.47
Other temporary difference	(3.35)	–	13.29	9.94	(591.75)	(9.94)	(591.75)
	(231.33)	**49.61**	**47.11**	**(134.61)**	**114.71**	**19.90**	**–**

Note: During the year, other temporary difference includes ₹ 591.75 lakhs relating to unused tax losses and temporary deductible differences for which no deferred tax assets have been recognised based on probability of future taxable income against which these losses can be utilised.

Reconciliation of deferred tax (liabilities)/assets (Net):

(₹ in lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Opening balance as at the beginning of the year	**(134.61)**	(231.33)
Tax income/(expense) during the year recognised in profit or loss	**114.71**	49.61
Tax income/(expense) during the year recognised in OCI	**19.90**	47.11
Closing balance as at the end of the year	**–**	(134.61)

John Cockerill India Limited (formerly CMI FPE Limited)
Notes forming part of the financial statements (Contd.)

Note 21 Current tax liabilities (Net)

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Provision for tax (net of advance tax)	53.54	155.74
Total	**53.54**	155.74

Note 22 Other current liabilities

(₹ in lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
(i) Statutory remittances (Contribution to PF and ESIC, Withholding Taxes, VAT, GST, etc.)	111.34	97.47
(ii) Interest accrued on GST	0.11	1.84
Total	**111.45**	99.31

Note 23 Revenue from operations

(₹ in lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
A Revenue from contracts with customers:		
(a) Construction Revenue [Refer Note (i) below]	18,047.27	33,775.55
(b) Sale of products (Spares components)	1,255.30	929.40
(c) Sale of services	52.04	168.63
	19,354.61	34,873.58
B Other operating revenues [Refer Note (ii) below]	451.22	2,283.37
Total (A+B)	**19,805.83**	37,156.95

Notes:

(₹ in lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
(i) Construction revenue comprises:		
Cold Rolling Mill	408.62	3,126.36
Continuous Annealing Line	9,717.29	8,213.76
Continuous Galvanizing Line	1,743.06	14,456.41
Acid Regeneration Plant	147.86	1,672.66
Pickling Line	167.10	1,590.90
Colour Coating Line	1,392.68	3,170.01
Rewinding Line	44.59	567.34
Others	4,426.07	978.11
Total - Construction revenue	**18,047.27**	33,775.55

(₹ in lakhs)

Particulars		For the year ended March 31, 2021	For the year ended March 31, 2020
(ii)	Other operating revenues comprise:		
	Sale of scrap	47.57	80.07
	Duty drawback and other export incentives	46.80	1,962.78
	Others:		
	Warranty reversal	220.17	56.60
	Liquidated damages received	34.71	168.19
	Shared services income	101.97	15.73
Total - Other operating revenues		451.22	2,283.37

23.1 Disaggregated revenue information

(₹ in lakhs)

Particulars		For the year ended March 31, 2021	For the year ended March 31, 2020
(a)	**Revenue by geographical location:**		
	Within India	13,407.79	12,603.18
	Outside India	5,946.82	22,270.40
Total		19,354.61	34,873.58
(b)	**Timing of Revenue Recognition**		
	Goods and services transferred over time	18,047.27	33,775.55
	Goods transferred at a point in time	1,255.30	929.40
	Service transferred at a point in time	52.04	168.63
Total		19,354.61	34,873.58

23.2 Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

(₹ in lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Revenue as per contracted price	15,314.96	40,920.07
Adjustments:		
Add/(less): Unbilled on account of work under certification	4,129.95	(4,465.86)
Add/(less): Billing in excess of contract revenue	(90.30)	(1,580.63)
Revenue from contract with customers	19,354.61	34,873.58

23.3 Set out below is the amount of revenue recognised from:

(₹ in lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Amounts included in contract liabilities at the beginning of the year	964.89	773.38
Total	964.89	773.38

John Cockerill India Limited (formerly CMI FPE Limited)
Notes forming part of the financial statements (Contd.)

23.4 Remaining performance obligations

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at March 31, 2021 is ₹ 51,371.56 lakhs. Management expects that around 60% to 70% of the transaction price allocated to unsatisfied contracts as of March 31, 2021 will be recognised as revenue during next reporting period depending upon the progress of each contracts.

Note 24 Other income

(₹ in lakhs)

Particulars		For the year ended March 31, 2021	For the year ended March 31, 2020
(a)	Interest income earned on financial assets that are not designated as at fair value through profit or loss [Refer Note (i) below]	**136.42**	230.27
(b)	Other interest income [Refer Note (ii) below]	**12.06**	152.10
(c)	Other non-operating income [Refer Note (iii) below]	**304.15**	(18.85)
(d)	Net foreign exchange gains	**–**	1,155.03
Total		**452.63**	1,518.55

Notes:

(₹ in lakhs)

Particulars		For the year ended March 31, 2021	For the year ended March 31, 2020
(i)	Interest income earned on financial assets that are not designated as at fair value through profit or loss comprises:		
	Interest from banks on deposits (at amortised cost)	**134.34**	227.50
	Other interest	**2.08**	2.77
Total - Interest income		**136.42**	230.27
(ii)	Other interest income		
	Interest on income tax refund	**–**	121.72
	Interest on sales tax refund	**12.06**	30.38
Total - Other interest income		**12.06**	152.10
(iii)	Other non-operating income comprises:		
	Liabilities/provisions no longer required written back	**74.36**	18.71
	Provision for trade receivables no longer required written back	**–**	16.17
	Credit balances written back	**2.10**	62.75
	Miscellaneous income	**4.87**	17.24
	Gain/(loss) arising on financial assets designated as at amortised cost	**222.82**	(133.72)
Total - Other non-operating income		**304.15**	(18.85)

Note 25.a Construction materials consumed

(₹ in lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Opening stock	**1,009.94**	934.38
Add: Purchases*#	**13,050.82**	21,015.91
	14,060.76	21,950.29
Less: Closing stock	**894.55**	1,009.94
Construction material consumed	**13,166.21**	20,940.35

* Construction material consumed + Closing stock - Opening stock

Purchases include ₹ 3,526.85 lakhs (Year ended March 31, 2020: ₹ 10,258.10 lakhs) being cost of equipments bought and supplied directly to customer's site as a part of construction contracts.

Note:

Since the Company is in the business of executing projects for its clients on turnkey basis, the Company is following percentage of completion method as prescribed under Ind AS 115 Revenue from Contracts with Customers under which project stock, manufactured items and other direct costs are considered as project cost incurred till date. Purchases figure is derived figure. Inventory procured for a specific project is immediately booked to the project as consumed and is not considered as inventory. In view of the above, itemwise break-up for cost of materials consumed is not available in the system.

Note 25.b Changes in inventories of finished goods and work-in-progress

(₹ in lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Inventories at the beginning of the year:		
Finished goods	158.28	79.32
Work-in-progress	84.90	39.12
	243.18	118.44
Inventories at the end of the year:		
Finished goods	273.97	158.28
Work-in-progress	120.67	84.90
	394.64	243.18
Net (increase)/decrease	**(151.46)**	(124.74)

Note 26 Employee benefits expense

(₹ in lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Salaries and wages	4,275.54	5,331.69
Contributions to: (Refer Note 35)		
- Provident fund	202.90	240.74
- Superannuation fund	41.72	45.37
- Gratuity fund	45.90	53.78
Staff welfare expenses	193.87	274.01
Total	**4,759.93**	5,945.59

Note 27 Finance costs

(₹ in lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
(a) Interest expense		
(i) Borrowings	1.97	–
(ii) Others		
- Interest on delayed/deferred payment of statutory dues	31.09	15.53
(b) Loss/(gain) arising on financial liabilities measured at amortised cost	(25.25)	115.06
(c) Other borrowing costs:		
(i) Bank Charges	229.64	172.72
(d) Interest on Leasehold liabilities	4.07	5.33
Total	**241.52**	308.64

Note 28 Depreciation and amortisation expenses

(₹ in lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Depreciation on property, plant and equipment (Refer Note 3)	472.06	527.05
Depreciation on right-to-use asset (Refer Note 4)	26.38	26.51
Amortisation on intangible assets (Refer Note 5)	4.88	13.14
Total	503.32	566.70

Note 29 Other expenses

(₹ in lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Consumption of stores and spare parts	191.66	298.22
Project related expenses [Refer Note 38(c)]	335.06	581.87
Labour and processing charges	323.55	726.35
Erection expenses	369.81	419.07
Power and fuel	179.47	234.25
Repairs:		
- Buildings	3.30	12.23
- Plant and machinery	30.97	33.90
- Others	251.28	253.26
Rates and taxes	63.23	241.65
Insurance	54.24	31.64
Commission on sales	68.13	700.61
Loss on sale/write off of property, plant and equipment (net)	0.07	1.78
Loss on exchange fluctuation (net)	275.47	–
Unrealised loss on mark-to-market derivative contracts	(83.55)	83.55
Loss on derecognition of financial asset	71.83	–
Allowance for doubtful trade receivables/contract assets [Refer Note 38(f)]	312.58	(64.55)
Brand fees	103.36	201.79
Warranties (net) (Refer Note 19)	147.22	291.69
Liquidated damages	0.05	0.02
Estimated losses on contracts (Refer Note 19)	(0.02)	1.99
Packing and forwarding expenses	252.74	2,631.75
Travelling and conveyance	163.35	438.98
Postage, telex and telephone expenses	23.12	24.88
Expenditure on corporate social responsibility [Refer Note 38(a)]	68.51	11.63
Allowance for doubtful advances/deposits/other receivables [Refer Note 38(f)]	761.45	–
Payments to auditors [Refer Note (i) below]	52.50	52.10
Legal and professional [Refer Note (ii) below]	369.42	505.69
Bad trade and other receivables, loans and advances written off	–	13.57
Miscellaneous expenses	371.06	419.49
Total	4,759.86	8,147.41

John Cockerill India Limited (formerly CMI FPE Limited)
Notes forming part of the financial statements (Contd.)

Note:

(₹ in lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
(i) Payments to the auditors comprises (net of GST input credit):		
As auditor:		
Audit fee	**35.25**	35.25
Tax audit fee	**3.25**	3.25
Limited review	**13.20**	12.80
In other capacity		
Other service	**0.80**	0.80
Total	**52.50**	52.10
(ii) Legal and professional includes (net of GST input credit):		
Cost auditors for cost audit	**2.30**	2.30
Total	**2.30**	2.30

Note 30 Income tax expense recognised in the Statement of Profit and Loss

(₹ in lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Current tax		
In respect of the current year	–	599.60
In respect of prior year	–	(32.94)
	–	566.66
Deferred tax		
In respect of the current year	**(114.71)**	(49.61)
	(114.71)	(49.61)
Total income tax expense recognised in the Statement of Profit and Loss	**(114.71)**	517.05

Note 30.1 The reconciliation of estimated income tax expense at Indian Statutory income tax rate to income tax expense reported in Statement of Profit and Loss

(₹ in lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Profit before tax from continuing operation	**(3,020.92)**	2,891.55
Indian Statutory income tax rate	**25.168%**	29.120%
Income tax expense	**(760.31)**	842.02
Effect of expenses that are not deductible in determining taxable profit	**53.85**	9.49
MAT tax credit entitlement previously unrecognised	–	(207.97)
Impact of change in tax rate for future period	–	(95.71)
Others*	**591.75**	(30.78)
Income tax expense recognised in the Statement of Profit and Loss	**(114.71)**	517.05

*During the year, the Company has not recognised deferred tax assets of ₹ 591.75 lakhs on unutilised tax losses and temporary deductible differences based on probability of future taxable income.

John Cockerill India Limited (formerly CMI FPE Limited)
Notes forming part of the financial statements (Contd.)

Note 30.2 Income tax recognised in other comprehensive income

(₹ in lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Arising on income and expenses recognised in other comprehensive income:		
Re-measurement of the defined benefit obligations	**29.84**	33.82
Net loss/(gain) on designated portion of hedging instruments in cash flow hedge	**(9.94)**	13.29
Total income tax recognised in other comprehensive income	**19.90**	47.11
Bifurcation of the income tax recognised in other comprehensive income into:		
- Items that will not be reclassified to profit or loss	**29.84**	33.82
- Items that may be reclassified to profit or loss	**(9.94)**	13.29
Total	**19.90**	47.11

Note 31 Earnings per share (EPS)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Basic and Diluted		
Net Profit/(loss) for the year attributable to the equity shareholders (₹ in lakhs)	**(2,906.21)**	2,374.50
Weighted Average Number of Equity Shares (in numbers)	**4,937,813**	4,937,813
Par value per share (₹)	**10.00**	10.00
Earnings per share - Basic (₹)	**(58.86)**	48.09
Earnings per share - Diluted (₹)	**(58.86)**	48.09

Note 32 Related party transactions

Note	Particulars	
	List of related parties and relationship	
a)	**Enterprises exercising control**	
	Ultimate Holding Company	Ebenis SA
	Holding Company (with whom Company has made transactions during the year/previous year)	Cockerill Maintenance & Ingenierie SA
b)	**Other related parties with whom transactions have taken place during the year**	
	Fellow Subsidiaries (with whom Company has made transactions during the year/previous year)	John Cockerill Automation Private Limited (formerly CMI Industry Automation Private Limited)
		CMI UVK GmbH
		CMI Engineering (Beijing) Co. Ltd.
		Beijing Cockerill Trading Co. Ltd.
		CMI Industry Americas Inc.

<table>
<tr><th>Note</th><th colspan="3">Particulars</th></tr>
<tr><td rowspan="13">c)</td><td rowspan="12">Key Management Personnel (KMP)</td><td colspan="2">Mr. Joao Felix Da Silva - Chairman</td></tr>
<tr><td colspan="2">Mr. Vivek Bhide - Managing Director (from 8.2.2020)</td></tr>
<tr><td colspan="2">Mr. Raman Madhok - Managing Director (upto 7.2.2020)</td></tr>
<tr><td colspan="2">Mr. Kiran Rahate - Chief Financial Officer (from 1.8.2019)</td></tr>
<tr><td colspan="2">Mr. Akash Ohri - Chief Financial Officer (upto 30.7.2019)</td></tr>
<tr><td colspan="2">Mr. Haresh Vala - Company Secretary</td></tr>
<tr><td><u>Non-Executive Independent Director</u></td><td><u>Non-Executive Directors</u></td></tr>
<tr><td>Mr. D. J. Balaji Rao (upto 31.3.2021)</td><td>Mr. Yves Honhon</td></tr>
<tr><td>Mr. N. Sundararajan</td><td>Mr. Fabrice Orban (upto 30.10.2019)</td></tr>
<tr><td>Ms. Roma Balwani</td><td>Mr. Jean Gourp (from 25.6.2020)</td></tr>
<tr><td colspan="2">Mr. Nandkumar Dhekne (from 7.2.2020)</td></tr>
<tr><td colspan="2">Mr. Raman M. Madhok (upto 6.8.2019)</td></tr>
<tr><td>Enterprises over which Key Managerial Personnel are able to exercise significant influence (with whom Company has made transactions during the previous year)</td><td colspan="2">Indo-Belgian Luxembourg Chamber of Commerce and Industry</td></tr>
</table>

Note: Related parties have been identified by the Management.

d.1) Details of related party transactions during the year ended March 31, 2021 and balances outstanding as at March 31, 2021:

(₹ in lakhs)

Nature of transactions	Holding Company	Fellow Subsidiaries	KMP	Others	Total
Purchase of goods	–	874.44	–	–	874.44
	(291.93)	(2,583.89)	(–)	(–)	(2,875.82)
Purchase of goods reversed	21.27	–	–	–	21.27
	(–)	(–)	(–)	(–)	(–)
Receiving of services	191.42	31.75	–	–	223.17
	(60.78)	(37.05)	(–)	(–)	(97.83)
Sale of goods	125.04	–	–	–	125.04
	(15,005.67)	(–)	(–)	(–)	(15,005.67)
Shared services income	–	120.33	–	–	120.33
	(–)	(18.56)	(–)	(–)	(18.56)
Rendering of services	577.30	1.24	–	–	578.54
	(24.95)	(–)	(–)	(–)	(24.95)
Sales of assets	–	–	–	–	–
	(–)	(–)	(0.09)	(–)	(0.09)
Compensation of key managerial personnel	–	–	426.02	–	426.02
	(–)	(–)	(839.71)	(–)	(839.71)
Sitting fees paid to non-executive directors	–	–	34.30	–	34.30
	(–)	(–)	(34.50)	(–)	(34.50)

Nature of transactions	Holding Company	Fellow Subsidiaries	KMP	Others	Total
Commission to non-executive directors	–	–	12.00	–	12.00
	(–)	(–)	(30.00)	(–)	(30.00)
Brand and technology fees	103.36	–	–	–	103.36
	(201.79)	(–)	(–)	(–)	(201.79)
Expenses reimbursement received	10.94	1.42	–	–	12.36
	(71.53)	(6.43)	(–)	(–)	(77.96)
Expenses reimbursement paid	–	–	–	–	–
	(9.30)	(–)	(–)	(–)	(9.30)
Expenses reimbursement paid reversed	37.35	–	–	–	37.35
	(–)	(–)	(–)	(–)	–
Miscellaneous expenses	–	–	–	–	–
	(–)	(–)	(–)	(0.37)	(0.37)
Dividend paid	184.89	0.28	–	–	185.17
	(369.77)	(0.55)	(–)	(–)	(370.32)
Balances outstanding at the end of the year:					
Trade receivables	2,815.53	–	–	–	2,815.53
	(3,513.17)	(3.86)	(–)	(–)	(3,517.03)
Advance received from customers	450.53	108.07	–	–	558.60
	(50.53)	(–)	(–)	(–)	(50.53)
Advances paid to suppliers	–	0.07	–	–	0.07
	(–)	(84.75)	(–)	(–)	(84.75)
Trade payables	382.24	688.76	–	–	1,071.00
	(620.32)	(719.79)	(–)	(–)	(1,340.11)

Note: All above figures are inclusive of taxes. Figures in bracket relates to the previous year.

d.2) The significant related party transactions are as under:

Nature of transactions	Fellow Subsidiaries	KMP	Others	₹ in lakhs
Purchase of goods	CMI Engineering (Beijing) Co. Ltd.			422.72
				(830.13)
	John Cockerill Automation Private Limited			305.46
				(524.17)
	CMI UVK GmbH			85.45
				(1,229.59)
	Beijing Cockerill Trading Co. Ltd.			60.81
				(–)
Receiving of services	John Cockerill Automation Private Limited			22.74
				(37.05)
	CMI UVK GmbH			9.01
				(–)
Shared services income	John Cockerill Automation Private Limited			120.33
				(18.56)
Rendering of services	John Cockerill Automation Private Limited			1.24
				(–)
Sales of assets		Akash Ohri		–
				(0.09)

John Cockerill India Limited (formerly CMI FPE Limited)
Notes forming part of the financial statements (Contd.)

Nature of transactions	Fellow Subsidiaries	KMP	Others	₹ in lakhs
Compensation of key managerial personnel		Vivek Bhide		342.17 (77.67)
		Kiran Rahate		55.25 (37.53)
		Haresh Vala		28.60 (30.86)
		Raman Madhok		– (658.51)
		Akash Ohri		– (35.14)
Expenses reimbursement received	CMI Engineering (Beijing) Co. Ltd.			1.42 (–)
	John Cockerill Automation Private Limited			– (5.98)
	CMI UVK GmbH			– (0.14)
	CMI Industry Americas Inc.			– (0.31)
Miscellaneous expenses			Indo-Belgian Luxembourg Chamber of Commerce and Industry	– (0.37)
Dividend paid	John Cockerill Automation Private Limited			0.28 (0.55)
Trade receivables	John Cockerill Automation Private Limited			– (3.55)
	CMI Industry Americas Inc.			– (0.31)
Advance received from customers	CMI UVK GmbH			108.07 (–)
Advances paid to suppliers	John Cockerill Automation Private Limited			0.07 (–)
	CMI Engineering (Beijing) Co. Ltd.			– (48.48)
	CMI UVK GmbH			– (36.27)
Trade payables	John Cockerill Automation Private Limited			306.71 (310.07)
	CMI Engineering (Beijing) Co. Ltd.			176.39 (216.41)
	CMI UVK GmbH			205.66 (193.31)

Note: There were no amounts written off or written back during the year in respect of debts due from or to related parties.

d.3) Details of transactions with Key Management Personnel

Nature of transactions	(₹ in lakhs)
Short Term Employee Benefits *	403.93 (799.81)
Post-Employment Benefits *	22.09 (39.90)
Total	**426.02** (839.71)

* As the future liabilities for gratuity and leave encashment are provided on an actuarial valuation basis for the Company as a whole, the amount pertaining to individual is not ascertainable and therefore not included above.

d.4) Sitting fees paid to Non-Executive Directors for attending Board/Committee meetings

Name of Director	(₹ in lakhs)
Mr. D.J. Balaji Rao	9.90 (13.00)
Mr. N. Sundararajan	9.00 (9.50)
Ms. Roma Balwani	6.90 (8.60)
Mr. Nandkumar Dhekne	8.50 (–)
Mr. Raman M. Madhok	– (3.40)
Total	**34.30** (34.50)

d.5) Commission to non-executive directors

Name of Director	(₹ in lakhs)
Mr. D.J. Balaji Rao	3.00 (10.00)
Mr. N. Sundararajan	3.00 (10.00)
Ms. Roma Balwani	3.00 (10.00)
Mr. Nandkumar Dhekne	3.00 (–)
Total	**12.00** (30.00)

d.6) Terms and Conditions

i) All outstanding balances are unsecured and are repayable as per terms of credit and settlement occurs in cash.

ii) All related party transactions entered during the year were in ordinary course of business and on arms' length basis.

iii) The Company has not recorded any impairment of receivables related to amounts owed by related parties.

Note 33 Contingent liabilities and commitments (to the extent not provided for)

(₹ in lakhs)

Particulars			As at March 31, 2021	As at March 31, 2020
(i)	**Contingent liabilities**			
	(a)	**Claims against the Company not acknowledged as debt**		
		Service tax*	**19,080.93**	18,218.04
		Sales tax**	**3.66**	3.66
		Local Body Tax - PMC ***	**56.25**	56.25
		Taxation matters:		
		1) Demands against the Company not acknowledged as debt and not provided for, relating to issues of deductibility and taxability in respect of which the Company is in appeal and exclusive of effect of similar matters in respect of assessments remaining to be completed:		
		- Income Tax	**110.98**	110.98
		2) Items in respect of which the Company has succeeded in appeal, but the Income-tax Department is pursuing appeal and exclusive of effect of similar matters in respect of assessments remaining to be completed:		
		- Income Tax	**83.02**	94.20
	(b)	**Other matters for which the Company is contingently liable**		
		Advance licence - custom duty elements	**499.43**	393.72
(ii)	**Commitments**			
	(a)	Estimated amount of contracts remaining to be executed on capital account and not provided for:		
		Property, plant and equipment	**20.52**	11.61

*Matters relating to:

During the period April 2010 to December 2014, the Company had paid service tax for services rendered and paid excise duty on dispatch of goods considering contracts as divisible contracts. Service tax department issued Show cause Notice dated October 21, 2015 for demanding service tax of ₹ 4,817.55 lakhs categorised as "works contract" service by the Department on which excise duty of ₹ 10,510.51 lakhs had been paid. The Company had replied to Show cause notice and personal hearing had also been held. The Commissioner of Central Excise & Service Tax, Large Taxpayer Unit vide their order dated November 30, 2016 upheld the service tax liability of ₹ 4,817.55 lakhs, penalty of ₹ 4,817.65 lakhs and interest, as applicable, estimated to be ₹ 7,242.47 lakhs. An appeal had been filed by the Company before CESTAT, Mumbai dated March 20, 2017. The Company had paid appropriate excise duty on goods manufactured and service tax on service rendered. The order is seen by the Company as change of opinion by the Department after higher bench judgement in one of the recent case. The Company had pre-deposited ₹ 361.17 lakhs.

In continuation to the above matter, the Company had further received show cause notice dated December 22, 2017 for the period January 2015 to March 2015 demanding service tax of ₹ 175.46 lakhs categorised as "works contract" service on which excise duty of ₹ 377.56 lakhs had been paid and show cause notice dated March 19, 2018 for the period April 2015 to June 2017 demanding service tax of ₹ 759.27 lakhs categorised as "works contract" service on which excise duty of ₹ 1,670.08 lakhs had been paid. The Company had replied to Show cause notice and personal hearing had also been held. The Commissioner of Central Excise & Service Tax, Large Taxpayer Unit vide their order dated February 14, 2019 upheld the service tax liability of ₹ 175.46 lakhs and ₹ 759.27 lakhs respectively and penalty of ₹ 175.46 lakhs and ₹ 759.27 lakhs respectively and interest, as applicable, ₹ 174.99 lakhs and ₹ 589.37 lakhs respectively. An appeal had been filed by the Company before CESTAT, Mumbai dated May 06, 2019. The Company had paid appropriate excise duty on goods manufactured and service tax on service rendered. The order is seen by the Company as change of opinion by the Department after higher bench judgement in one of the recent case. The Company had pre-deposited ₹ 13.16 lakhs and ₹ 56.94 lakhs respectively.

**Matter relating to omission of trading purchases and adoption of wrong output tax on lubricants noticed during VAT Audit for the year 2012-13 against which the Company had filed the petition before Joint Commissioner (Vellore) and appeal before Appellate Deputy Commissioner III Chennai respectively.

***Matter relating to Panvel Municipal Corporation had raised Local Body Tax demand for the period from 01.01.2017 to 31.03.2017 and from 01.04.2017 to 30.06.2017 under rule 33 of Panvel Municipal Corporation Act vide order dated November 13, 2018 & March 14, 2019 respectively. Total demand was of ₹ 186.97 lakhs consisting LBT Tax of ₹ 117.80 lakhs, interest of ₹ 12.92 lakhs and penalty of ₹ 56.25 lakhs. Of which Tax had been paid and interest is provided in the books. Penalty is not provided in the books. Appeals were filed by the Company in PMC Appellate Authority dated November 29, 2018 and March 27, 2019 respectively against demand of interest and penalty.

Note 34 Disclosure of Lease as per Ind AS 116:

Lessee

The following is the summary of practical expedients elected on application:

- Used a single discount rate to a portfolio of leases with reasonably similar characteristics
- Applied the short-term leases exemptions to leases with lease term that ends within 12 months of the date of initial application
- Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application

The Company has lease contracts for various items of Plant and machinery, land, flat, vehicles and other equipment used in its operations. Leases of land generally have lease terms between 49 and 66 years, while flat generally have lease terms between 1 and 3 years. Generally, the Company is restricted from assigning and subleasing the leased assets.

The Company also has certain leases of Plant and machinery and vehicles with lease terms of 12 months or less and leases of office equipment with low value. The Company applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

The Company had total cash outflows for leases of ₹ 24.96 lakhs in March 31, 2021.

Refer Note 4 for additions to right-of-use assets and the carrying amount of right-of-use assets as at March 31, 2021.

The effective interest rate for lease liabilities is 10.70%,

The maturity analysis of lease liabilities are disclosed in Note 36.13.

Amounts recognised in the Statement of Profit and Loss

(₹ in lakhs)

Particulars	**For the year ended March 31, 2021**	For the year ended March 31, 2020
Depreciation expenses of Right-of-use assets	**26.38**	26.51
Interest expenses on lease liabilities	**4.07**	5.33
Expenses related to short term leases	**54.00**	42.93
Total amounts recognised in the Statement of Profit and Loss	**84.45**	74.77

Note 35 Employee benefits

a) Defined contribution plan:

Superannuation

All eligible employees are entitled to benefits under superannuation, a defined contribution plan. The Company makes quarterly contributions until retirement or resignation of the employee. The Company recognises such contributions as an expense when incurred. The Company has no further obligation beyond its quarterly contribution.

Company's contribution to superannuation recognised in Statement of Profit and Loss of ₹ 41.72 lakhs (for the year ended March 31, 2020 ₹ 45.37 lakhs) (included in Note 26).

Provident fund

All eligible employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan in which both the employees and employer (at a determined rate) contribute monthly. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulation. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.

Company's contribution to provident fund recognised in Statement of Profit and Loss of ₹ 202.90 lakhs (for the year ended March 31, 2020 ₹ 240.74 lakhs) (included in Note 26).

b) Defined benefit plans:

Gratuity (funded)

The Company sponsors funded defined benefit plans for all eligible employees. The defined benefit plan is administered by a separate fund that is legally separated from the entity.

Under the gratuity plan, the eligible employees are entitled to post-retirement benefit at the rate of 15 days salary for each year of service until the retirement age of 60 years, without any payment ceiling. The vesting period for gratuity as payable under The Payment of Gratuity Act is 5 years.

The plans in India typically expose the Company to actuarial risks such as investment risk, interest rate risk, liquidity risk and salary risk.

a) **Investment risk**

The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

b) **Interest rate risk**

The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).

c) **Liquidity risk**

This is the risk that the Company is not able to meet the short-term gratuity pay outs. This may arise due to non availability of enough cash / cash equivalents to meet the liabilities or holding of liquid assets not being sold in time.

d) **Salary escalation risk**

The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

No other post-retirement benefits are provided to the employees.

The most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out at March 31, 2021 by M/s. KP Actuaries and Consultants. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

(₹ in lakhs)

Particulars		**As at March 31, 2021**	As at March 31, 2020
A.	**Balance Sheet**		
	The assets, liabilities and surplus/(deficit) position of the defined benefit plan at the Balance Sheet date were:		
	Present value of defined benefit obligation	**725.88**	683.98
	Fair value of plan assets	**(675.07)**	(698.97)
	Net liability/(asset) recognised in the Balance Sheet (Refer Note 9, 18 and 19)	**50.81**	(14.99)
B.	**Movements in present value of obligation and fair value of plan assets**		
	Change in defined benefit obligations (DBO) during the year		
	Present value of DBO at beginning of the year	**683.98**	586.15
	Current service cost	**46.82**	53.71
	Interest cost	**42.03**	45.23
	Re-measurement (or Actuarial) loss /(gain) arising from:		
	- change in demographic assumptions	**6.08**	31.67
	- change in financial assumptions	**115.13**	(88.51)
	- experience variance (i.e. Actual experience vs assumptions)	**2.27**	191.22
	Benefits paid	**(170.43)**	(135.49)
	Present value of DBO at the end of the year	**725.88**	683.98
	Change in fair value of assets during the year		
	Plan assets at beginning of the year	**698.97**	585.23
	Investment income	**42.95**	45.16
	Actual company contributions	**78.06**	125.25
	Benefits paid	**(149.81)**	(56.67)
	Return on plan assets, excluding amount recognised in net interest expense	**4.90**	–
	Plan assets at the end of the year	**675.07**	698.97

(₹ in lakhs)

Particulars		For the year ended March 31, 2021	For the year ended March 31, 2020
C.	**Statement of Profit and Loss**		
	Current service cost	**46.82**	53.71
	Finance Cost		
	Interest cost	**42.03**	45.23
	Interest income (expected returns on plan assets)	**(42.95)**	(45.16)
	Component of defined benefit cost recognised in Statement of Profit and Loss (Refer Note 26)	**45.90**	53.78
	Remeasurement of net defined benefit liability:		
	-Actuarial losses/(gains) on defined benefit obligation	**123.47**	134.38
	-Return on plan assets (excluding interest income)	**(4.90)**	–
	Net impact on other comprehensive income (before tax)	**118.57**	134.38
	Total	**164.47**	188.16
D.	**Composition of the plan assets is as follows:**		
	(percentage or value)		
	Insurer managed funds	**100.00%**	100.00%

The Plan does not invest directly in any property occupied by the Company or any financial securities issued by the Company.

E. Principal Actuarial assumptions

With the objective of presenting the plan assets and plan obligations of the defined benefits plans at their fair value on the Balance Sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

Discount rate	**6.35%**	6.15%
Salary escalation	**5.00%**	2.50%
Attrition		
Age (Years)		
Upto 30	**20.71%**	20.00%
31-40	**5.52%**	4.00%
41-44	**5.52%**	4.00%
Above 44	**6.60%**	5.00%
Mortality rates	**100% of IALM 2012-14**	100% of IALM 2012-14
Estimate of amount of contribution in the immediate next year (₹ in lakhs)	**107.24**	37.96

The discount rate is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations.

Interest income on plan asset is a component of the return on plan asset and is determined by multiplying the fair value of the plan assets by the discount rate, both as determined at the start of the annual reporting period, taking account of any changes in the plan assets held during the period as a result of contributions and benefit payments.

The estimate of future salary increase, considered in actuarial valuation, take into account the inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Due to absence of data provided by Life Insurance Corporation of India, break-up of plan assets (asset allocation) in insurer managed funds have not been furnished.

F. Experience adjustments:

(₹ in lakhs)

Gratuity	2020-2021	2019-2020	2018-2019	2017-2018	2016-2017
Present value of DBO	**725.88**	683.98	586.15	583.97	444.43
Fair value of plan assets	**675.07**	698.97	585.23	481.40	430.21
Funded status Surplus/(Deficit)	**(50.81)**	14.99	(0.92)	(102.57)	(14.22)
Experience (gain)/loss adjustments on plan liabilities	**2.27**	191.22	125.27	28.79	23.02
Experience gain/(loss) adjustments on plan assets	**4.90**	–	1.92	(0.47)	(0.16)

G. Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

Impact on Defined Benefit Obligation

(₹ in lakhs)

Particulars	March 31, 2021		March 31, 2020	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	**(48.21)**	**54.02**	(44.93)	50.39
Future Salary Growth (1% movement)	**54.21**	**(49.24)**	51.76	(46.87)
Attrition rate (1% movement)	**9.44**	**(12.92)**	23.34	(28.90)

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is same as that applied in calculating the defined benefit obligation recognised in the Balance Sheet.

H. The weighted average duration (based on discounted cash flow) of the defined benefit obligation at the end of reporting period is 7 years.

Compensated absences

Under the compensated absences plan, leave encashment is payable to all eligible employees on separation from the Company due to death, retirement, superannuation, or resignation, at the rate of daily salary, as per current accumulation of leave days restricted to maximum 45 days.

Particulars	As at March 31, 2021	As at March 31, 2020
Present value of unfunded obligation (₹ in lakhs)	**269.44**	267.19
Expense/(Income) recognised in Statement of Profit and Loss (₹ in lakhs)	**31.22**	32.72
Discount rate percentage (p.a.)	**6.35%**	6.15%
Salary escalation rate (p.a.)	**5.00%**	2.50%

Note 36 Financial Instruments

36.1 Capital management

The Company manages its capital to ensure that it will be able to continue as a going concern while maximising the returns to stakeholders through the optimisation of the debt and equity balance. For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders. The Company is a debt free Company and cash required for operation is managed through internal accruals.

36.2 Categories of financial instruments

(₹ in lakhs)

Particulars	Note No.	**As at March 31, 2021**	As at March 31, 2020	**As at March 31, 2021**	As at March 31, 2020
		Carrying values	Carrying values	**Fair value**	Fair value
Financial assets					
Measured at amortised cost					
i. Cash and cash equivalents	12	**2,228.62**	4,378.75	**2,228.62**	4,378.75
ii. Bank balances other than Cash and cash equivalents	13	**1,273.46**	1,481.57	**1,273.46**	1,481.57
iii. Trade receivables	6	**13,630.92**	11,401.59	**13,630.92**	11,401.59
iv. Other financial assets	7	**450.77**	152.48	**450.77**	152.48
Financial liabilities					
Measured at fair value through profit or loss (FVTPL)					
Derivative financial instruments	18	**–**	83.55	**–**	83.55
Measured at amortised cost					
i. Trade payables	17	**11,928.20**	9,458.56	**11,928.20**	9,458.56
ii. Other financial liabilities	18	**218.92**	143.96	**218.92**	143.96
Measured at fair value through other comprehensive income (FVTOCI)					
Derivative instruments in designated hedge accounting relationships (net)	7, 18	**–**	39.50	**–**	39.50

36.3 Financial risk management objective

The Company has a Risk Management Committee established by its Board of Directors for overseeing the Risk Management Framework and developing and monitoring the Company's risk management policies. The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk threshold, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and the Company's activities to provide reliable information to the management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the Company.

The risk management policies aims to mitigate the following risk arising from the financial instruments:
- Market risk (includes foreign currency risk and price risk)
- Credit risk and
- Liquidity risk

36.4 Market risk

Market risk is the risk that the fair value of future cash flows of a financial instruments will fluctuate because of changes in the market prices. The Company in the ordinary course of its business is exposed to risks related to changes in foreign currency exchange rates.

The Company seeks to minimise the effect of these risks by using derivative financial instruments to hedge risk exposures. The Company does not enter into or trade financial instruments, including derivatives for speculation purposes.

36.5 Foreign Currency risk management

The Company's functional currency is Indian Rupees (INR). The Company undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. Volatility in exchange rates affects the Company's revenue from export markets and the costs of imports, primarily in relation to raw materials. The Company is exposed to exchange rate risk under its trade portfolio.

Favourable movements in the exchange rates will conversely result in reduction in the Company's receivables in foreign currency. In order to hedge exchange rate risk, the Company hedges cash flows up to a specific tenure using forward exchange contracts in respect of exports, imports, other receivables and payables. The Company uses forward foreign exchange contracts to hedge its exposure in foreign currency related to firm commitments and highly probable forecast transactions.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as under:

(₹ in lakhs)

Particulars	As at March 31, 2021		As at March 31, 2020	
	Assets	Liabilities	Assets	Liabilities
USD	7,570.99	958.34	8,719.87	2,444.46
EUR	727.86	723.94	1,143.15	712.07
CNY	–	176.39	–	270.88

36.6 Foreign Currency risk sensitivity

The following table details the Company's sensitivity to a 1% increase and decrease in the INR against the relevant major foreign currencies. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 1% change in foreign currency rates, with all other variables held constant. A positive number below indicates an increase in profit or equity where INR strengthens 1% against the relevant currency. For a 1% weakening of INR against the relevant currency, there would be a comparable impact on profit or equity and the balances below would be negative.

(₹ in lakhs)

Particulars	Increase		Decrease	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
Receivable				
USD	75.71	87.20	(75.71)	(87.20)
EUR	7.28	11.43	(7.28)	(11.43)
Payable				
USD	(9.58)	(24.44)	9.58	24.44
EUR	(7.24)	(7.12)	7.24	7.12
CNY	(1.76)	(2.71)	1.76	2.71

36.7 Forward foreign exchange contracts

The Company has adopted a Risk Management Policy approved by the Board of Directors for managing foreign currency exposure. The policy has approved use of forward contracts to manage the foreign currency risk.

The following table details the forward foreign currency (FC) contracts outstanding at the end of the reporting period:

Particulars	No. of contracts	Type	Foreign Currency	Amount in Foreign currency	INR Equivalent	MTM gain / (loss)
			(FC)	(in lakhs)	(in lakhs)	(₹ in lakhs)
As at March 31, 2021	–	N.A.	N.A.	–	–	–
As at March 31, 2020	9	Sell	USD	39.58	2,904.00	(123.05)

36.8 Commodity price risk

The Company is exposed to movement in metal commodity price of steel. Our sales contracts are on fixed price basis. Profitability in case of firm price orders is impacted by movement in the prices of steel. The Company primarily purchases its raw materials in the open market from third parties. The Company either places long term firm price order with the suppliers or builds stock on need basis to mitigate the risk.

36.9 Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instruments will fluctuate because of changes in market interest rates. The Company is debt free Company and has not borrowed fund during the year from banks, therefore, the Company is not exposed to interest rate risk.

36.10 Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company is exposed to credit risk for trade receivables, contract assets, deposits with banks, derivative financial instruments and other financial instruments.

36.11 Trade receivables

Customer credit risk is managed centrally by the Company. The Company evaluates the creditworthiness based on publicly available financial information and the Company's historical experiences. Further, majority of the Company's customers are Companies with strong financial stability. Credit risk on receivables is also mitigated by securing the same against letters of credit of reputed banks. Trade receivables are spread across diverse geographical areas with no significant concentration of credit risk. Outstanding trade receivables are regularly monitored and appropriate actions are taken for collection of overdue receivables. The Company's exposure to counterparties are continuously reviewed and monitored by the Management. Credit period varies as per the contractual terms with the customers. No interest is generally charged on overdue trade receivables.

The Company directly reduces the gross carrying amount of financial assets when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. The amount of financial assets are net of allowance for doubtful accounts, estimated by the Company and based, in part, on the age of specific receivable balance and the current and expected collection trends. The Company has used practical expedient by computing expected credit loss allowance for trade receivables by taking into consideration historic credit loss experience and adjusted for forward looking information. The expected credit loss is based on the ageing of the days and the expected credit loss rate.

Apart from the major customers of the Company in India, Spain and Belgium (where the parent company is based), the Company does not have significant credit risk exposure to any single customer. Concentration of credit risk related to the customer in India, Spain, Belgium accounts for 42%, 24% and 20% respectively of the trade receivables of the Company as at March 31, 2021. Concentration of credit risk to any other customer did not exceed 10% of the trade receivables of the Company at reporting date.

As at March 31, 2021 the Company had contract assets amounting to ₹ 14,788.66 lakhs (As at March 31, 2020: ₹ 10,693.06 lakhs). At March 31, 2021 the Company had 2 customers (As at March 31, 2020: 2 customers) that owed the Company more than ₹ 4,000 lakhs each and accounted for approximately 84% (As at March 31, 2020: 92%) of all the contract assets outstanding.

The history of trade receivables shows a negligible impairment allowance.

36.12 Other financial assets

The Company maintains exposure in cash and cash equivalents, term deposits with banks, and derivative instruments. The Company attempts to limit the credit risk by only dealing with reputable banks having high-credit ratings assigned by credit-rating agencies. The Company's maximum exposure to the credit risk for the component of Balance Sheet as at March 31, 2021 and March 31, 2020 is the carrying amounts of each class of financial assets.

36.13 Liquidity risk management

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and require financing. The Company requires fund both for short-term operational needs as well as for long-term capital expenditure growth projects. The Company generates sufficient cash flow for operations, which together with the available cash and cash equivalents and short-term investments provide liquidity in the short-term and long-term. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities by continuously monitoring forecast and actual cash flow and by matching the maturity profiles of the financial assets and liabilities.

The Company regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short-term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in bank fixed deposits to optimise the returns on cash and cash equivalents while ensuring sufficient liquidity to meet its liabilities.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

Liquidity exposure: **(₹ in lakhs)**

Particulars	As at March 31, 2021			As at March 31, 2020		
	< 1 year	1-5 years	Total	< 1 year	1-5 years	Total
Financial liabilities						
Lease liabilities	**16.67**	**2.58**	**19.25**	24.96	19.25	44.21
Trade payable	**11,389.66**	**650.74**	**12,040.40**	9,132.20	384.83	9,517.03
Other financial liabilities	**131.92**	**87.00**	**218.92**	180.01	87.00	267.01
Total financial liabilities	**11,538.25**	**740.32**	**12,278.57**	9,337.17	491.08	9,828.25

The derivative assets and liabilities (Refer Notes 7 and 18) are having maturity within one year of the Balance Sheet date.

36.14 Collateral

Property, plant and equipment, right-of-use asset with a carrying amount of ₹ 3,412.90 lakhs (As at March 31, 2020: ₹ 3,742.40 lakhs), have been mortgaged as security for fund based and non-fund based credit facilities from banks.

The Company has access to various fund and non-fund based bank facilities. The amount of unused borrowing facilities (fund and non fund based) available for future operating activities and to settle commitments as at March 31, 2021 ₹ 14,712.57 lakhs (As at March 31, 2020 ₹ 15,141.87 lakhs).

36.15 Fair value measurement

Calculation of fair values

The fair values of the financial assets and liabilities are defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Methods and assumptions used to estimate the fair values are consistent with those used for the year ended March 31, 2021.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair value.

Financial assets and liabilities measured at fair value as at Balance Sheet date:

1. The fair values of the forward contracts used for expected future sale has been determined using forward pricing, based on present value calculations.
2. The Company has disclosed financial instruments such as trade receivables (current), cash and cash equivalents, other bank balances, other current financial assets, trade payables (current) and other current financial liabilities at carrying value, because, their carrying amounts are a reasonable approximation of the fair values due to their short-term nature.

Level wise disclosure of financial statements

(₹ in lakhs)

Particulars	**Fair value**		**Fair Value Hierarchy**	**Valuation technique(s) and Key inputs**
	As at March 31, 2021	As at March 31, 2020		
Derivative instruments (Derivative instruments in designated Hedge accounting relationship - hedges of highly forecasted sale/purchases using foreign currency forward contracts) - Asset/(Liability)	–	(39.50)	Level 2	Discounted cash flow. Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contract forward rates, discounted at a rate that reflects the credit risk of counterparties.
Derivative instruments measured at fair value through profit or loss - forward contracts Liability	–	(83.55)	Level 2	Discounted cash flow. Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contract forward rates, discounted at a rate that reflects the credit risk of counterparties.

Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required):
The carrying amounts of financial assets and financial liabilities recognised in the financial statements approximate their fair values.

Note 37 Segment information

The principal activities of the Company comprise customised design, engineering, manufacturing and installation of components of Cold Rolling Mill Complexes, Galvanising Lines, Colour Coating Lines, Tension Levelling Lines, Skin Pass Mills, Acid Regenration Plants, Wet Flux Lines and Pickling Lines ("the projects") for ferrous and non-ferrous industries world wide.

For management purpose, the Company comprise of only one reportable segment - Original equipment manufacturer and project management. Information is reported to and evaluated regularly by the Chief Operational Decision Maker (CODM) i.e. Managing Director for the purpose of resource allocation and assessing the performance of the business as a whole. The CODM reviews the Company's performance on the analysis of profit before tax at an overall entity level. Accordingly there is no other separate reportable segment as defined by Ind AS 108 "Operating Segments".

The information relating to revenue from external customers and location of non-current assets of the single reportable segment has been disclosed as follows:

a) Revenue by geographical location

(₹ in lakhs)

Particulars	**For the year ended March 31, 2021**	For the year ended March 31, 2020
India (i)	**13,407.79**	12,603.18
Foreign countries:		
- Germany	**2,739.35**	40.90
- Belgium	**1,018.53**	9,783.48
- Egypt	**931.46**	251.41
- Bangladesh	**633.56**	6,786.84
- Spain	**175.65**	5,113.66
- Other countries	**448.27**	294.11
Total foreign countries (ii)	**5,946.82**	22,270.40
Total (i) + (ii)	**19,354.61**	34,873.58

Revenue from operations have been allocated on the basis of location of customers.

₹ 7,203.26 lakhs, ₹ 4,469.22 lakhs and ₹ 2,737.94 lakhs (For year ended March 2020: ₹ 9,783.48 lakhs, ₹ 6,672.75 lakhs and ₹ 6,346.97 lakhs) is derived as revenue from each of the Company's three major customer.

b) Non-current operating assets

All non-current assets other than financial instruments, deferred tax assets of the Company are located in India.

Note 38 Disclosure of additional information

(a) Corporate Social Responsibility (CSR) Expenditure

As per Section 135 of the Companies Act, 2013, a company meeting the applicability threshold, needs to spend at least 2% of it's average net profit for the immediately preceding three financial year on corporate social responsibility (CSR) activities. A CSR committee has been formed by the Company as per the Companies Act, 2013. The expenditure has been incurred on activities specified in Schedule VII of the Companies Act, 2013.

(i) Gross amount required to be spent during the year is ₹ 68.51 lakhs (Year ended March 31, 2020: ₹ 44.27 lakhs).

(ii) Amount spent during the year on:

(₹ in lakhs)

Particulars	**In Cash**	**Yet to be paid in Cash**	**Total**
Construction/acquisition of any asset	–	–	–
On purpose other than above	9.12	* 59.39	68.51

* As per the provisions of the CSR Rules, the unspent amount of ₹ 59.39 lakhs has been earmarked for ongoing long term CSR projects and the amount has been deposited in the Unspent CSR Account opened with Kotak Mahindra Bank Limited.

(b) Disclosure required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Total outstanding dues of Micro and Small Enterprises, which are outstanding for more than the stipulated period are given below:

(₹ in lakhs)

Particulars		As at March 31, 2021	As at March 31, 2020
(a)	Principal amount and the interest due thereon remaining unpaid to any supplier as at the end of the accounting year		
	Principal	58.77	92.69
	Interest	–	–
(b)	The amount of interest paid along with the amount of payment made to the supplier beyond the appointed day during the year	–	–
(c)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified	–	–
(d)	The amount of interest accrued and remaining unpaid at the end of the year	–	–
(e)	The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise	–	–

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. Due dates with regards to payments to be made to Micro and Small Enterprises have been determined with reference to Micro, Small and Medium Enterprises Development Act, 2006, considering criteria of quality of goods and related incidental services provided by the vendors. This has been relied upon by the auditors.

(c) Project related expenses comprise

(₹ in lakhs)

Nature of expense	For the year ended March 31, 2021	For the year ended March 31, 2020
Design and engineering charges	184.69	522.02
Testing and inspection	15.18	15.91
Crane hire charges	20.21	24.35
Clearing and forwarding expenses (import)	81.19	1.01
Rent	33.79	18.58
Total	**335.06**	581.87

(d) Details of liabilities/provisions no longer required written back

(₹ in lakhs)

Nature of expense	For the year ended March 31, 2021	For the year ended March 31, 2020
Reversal of provision for employee benefits	74.36	18.71
Total	**74.36**	18.71

(e) Brand and technical royalty fees

The Company has entered into an agreement with CMI SA for rights to use the John Cockerill Brand name. The Company pays 0.6% of net external sales. The agreement has now been renewed with effect from January 1, 2020 for the tenure of 3 years.

John Cockerill India Limited (formerly CMI FPE Limited)
Notes forming part of the financial statements (Contd.)

Further the Company has also entered into an agreement with CMI SA for procurement of new business. The Company pays 3% of the contract price awarded to the Company through cooperation and commercial arrangment with CMI SA.

(₹ in lakhs)

Particulars	**For the year ended March 31, 2021**	For the year ended March 31, 2020
Brand fees	**103.36**	201.79

(f) As on March 31, 2021, the Company has trade and other receivable aggregating ₹ 779.36 lakhs from a customer that was the subject of a resolution process under the Insolvency and Bankruptcy Code, 2016. Before the commencement of the resolution process, the promoter of the customer had mortgaged his personal property ('the Mortgaged Land') as a security for payment of balance dues by the said customer.

Having regard to the order of the National Company Law Tribunal (NCLT) approving the Resolution Plan during the year for the customer, the successful resolution applicant contends that once the amount due to the Company as an operational creditor has been dealt with by the Resolution Plan, the Company's rights to the Mortgaged Land stand extinguished.

The Company has initiated legal proceedings against the ex-promoter of the customer for enforcement of the Mortgage and also filed an appeal with National Company Law Appellate Tribunal (NCLAT) against the successful resolution applicant to challenge and amend the resolution plan in so far as it relates to the Mortgaged Land.

Upon enforcing the aforesaid Mortgaged Land, the Company would be able to recover the outstanding amount. However, as the legal actions initiated are the subject matter of complex litigation and are expected to take a substantial time for resolution / collection, the said outstanding amount of ₹ 779.36 lakhs has been fully provided during the year.

(g) Estimation uncertainty relating to the global health pandemic on COVID-19

On March 11, 2020, the World Health Organisation characterised the outbreak of the new coronavirus ("COVID-19") as a pandemic. This outbreak of COVID-19 caused significant disturbance and slowdown of economic activities globally and in India. The operations of the Company were impacted and the Company's plants, office and on-site project activities experienced shutdowns and reduced execution as per directives from respective Government, with some customers delaying their projects. The Company resumed operations in a phased manner as per directives from the Government. The Company adopted measures to curb the spread of infection in order to protect the health of its employees and ensure business continuity with minimal disruption including remote working, maintaining social distancing, sanitisation of work spaces etc. The Management has prepared future cash flow projections, assessed the recoverability of the Company's assets and residual costs to complete ongoing projects, using various internal and external information available as on the date of approval of these financial statements, and the Company expects to recover the carrying amount of these assets. Further, the Company has made detailed assessment of its liquidity position for next one year and concluded that the Company has adequate liquidity to meet its obligations. The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

Note 39 Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/ disclosure.

As per our report of even date
For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration No. 324982E/E300003

per Vinayak Pujare
Partner
Membership No. 101143

Place: Mumbai
Date: May 27, 2021

For and on behalf of the Board of Directors

Joao Felix Da Silva
Chairman
DIN: 07662251

Vivek Bhide
Managing Director
DIN: 02645197

Yves Honhon
Director
DIN: 02268831

Kiran Rahate
Chief Financial Officer

Haresh Vala
Company Secretary

Place: Mumbai
Date: May 27, 2021

The Communication Department acknowledges all
those who contributed to the making of this Annual Report.

Produced by : The Communication Department of
John Cockerill India Limited (formerly CMI FPE Limited)

The John Cockerill Group develops large scale technological solutions to meet the needs of our time: preserving natural resources, contributing to greener mobility, producing sustainably, fighting against insecurity and facilitating access to renewable energy. Its offering to enterprises, States and communities comes in the form of services and associated equipment for the energy, defense, industry, environment, transport and infrastructure sectors. Driven since 1817 by the entrepreneurial spirit and thirst for innovation of their founder, the 5 000-strong workforce of the Group enabled it to achieve turnover in 2020 of 1.01 billion Euros in 22 countries across 5 continents.

Industry, one of the John Cockerill Group's 5 sectors of activity, designs, supplies and modernizes reheating furnaces, cold rolling mills, processing lines, chemical & thermal treatment installations and equipment for the steel and the non-ferrous industry. It also provides state-of-the-art heat treatment technologies for the aviation, forging and casting industry, as well as surface treatment installations for all types of industries, including automotive and aviation, with a particular focus on the MRO (Maintenance, Repair, Overhaul) segment. Based on decades of experience and numerous successfully running references all over the world, John Cockerill Industry also provides lifecycle services, as well as training and technical assistance.

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