



August 27, 2021

- |   |   |
|---|---|
| 1 The Manager, Listing Department<br>National Stock Exchange of India Ltd<br>Exchange Plaza, 5 <sup>th</sup> floor<br>Plot No. C/1, G Block<br>Bandra-Kurla Complex, Bandra (East)<br>Mumbai – 400 051<br>(Company Code : HINDMOTORS) | 2 Corporate Relationship Dept.<br>BSE Limited<br>1 <sup>st</sup> floor, New Trading Ring<br>Rotunda Building, P. J. Towers<br>Dalal Street, Fort<br>Mumbai – 400 001<br>(Company Code : 500500) |
|---|---|

Dear Sirs

**Sub : Submission of Annual Report & Accounts for the year ended 31<sup>st</sup> March, 2021  
and Notice of Annual General Meeting**

As per Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find a copy of Annual Report and Accounts of the Company for the year ended 31<sup>st</sup> March, 2021 containing *inter alia*, Notice of the Annual General Meeting to be held on 28<sup>th</sup> September, 2021, Directors' Report, Auditor's Report, financial statements, being Balance Sheet of the Company as at 31<sup>st</sup> March, 2021 and Statement of Profit and Loss and Cash Flow Statement for the year ended 31<sup>st</sup> March, 2021.

A line in acknowledgement shall be awaited.

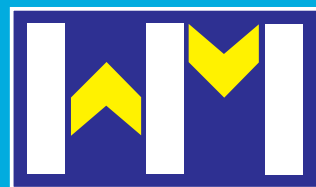
Thanking you,

Yours faithfully  
For Hindustan Motors Limited

  
Vishakha Gupta  
Company Secretary

Encl : As above

**ANNUAL REPORT  
&  
ACCOUNTS 2020-2021**



**Hindustan Motors Limited**

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# **HINDUSTAN MOTORS LIMITED**

## **ANNUAL REPORT**

**Year Ended March 31, 2021**

### **Board of Directors**

Shri A. Sankaranarayanan  
Shri Raj Kamal Johri  
Shri Uttam Bose  
Smt. Mou Mukherjee  
Shri Om Prakash Gupta (w.e.f. 30.06.2020)  
Shri Bijaya Ranjan Mazumder (w.e.f. 04.09.2020)

### **Chief Executive Officer**

Shri Bhikam Chand Mishra (up to 17-08-2020)  
Shri Prakash Sahu (w.e.f. 15.02.2021)

### **Chief Financial Officer**

Shri Mahesh Kumar Kejriwal

### **Company Secretary**

Ms. Prativa Sharma (up to 10.11.2020)  
Mrs. Vishakha Gupta (w.e.f. 05.02.2021)

### **Bankers**

UCO Bank  
ICICI Bank

### **Statutory Auditors**

Messrs. Ray & Ray  
Chartered Accountants

### **Share Transfer Agents**

KFin Technologies Private Limited  
Selenium Tower B,  
Plot 31-32, Financial District,  
Nanakramguda,  
Serilingampally Mandal  
Hyderabad – 500 032  
Telangana  
Phone : (040) 6716 1517  
E-mail: einward.ris@kfintech.com / suresh.d@kfintech.com  
Kolkata Office: (033) 6628-5900

### **Registered Office**

'Birla Building', 13th Floor  
9/1, Rajendra Nath Mukherjee Road  
Kolkata 700 001  
Tel: +91 33 2242 0932/ 3057 3700/3041 0900  
Fax: +91 33 2248 0055  
E-mail: hmcosecy@hindmotor.com;  
Website: www.hindmotor.com

**CIN : L34103WB1942PLC018967**

## Notice to the Shareholders

NOTICE is hereby given that the 79th Annual General Meeting (AGM) of Hindustan Motors Limited is scheduled to be held on Tuesday, 28th September, 2021 at 2.00 p.m. (IST) through Video Conferencing / Other Audio Visual Means (VC/OAVM) in compliance with the provisions of Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with Ministry of Corporate Affairs ("MCA") General Circular Nos.14/2020, No.17/2020, No. 20/2020, and No.02/2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021 respectively and SEBI circular No.SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, without the physical presence of members at a common venue to transact the following business:-

### AS ORDINARY BUSINESS:

- (1) To receive, consider and adopt the Audited Standalone Financial Statements of the Company together with the Directors' Report and also the Auditors' Report thereon for the financial year ended 31st March, 2021.
- (2) To appoint a Director in place of Shri A. Sankaranarayanan (DIN-00385632) who retires by rotation and being eligible offers himself for re-appointment.

### AS SPECIAL BUSINESS:

- (3) To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification (s) or re-enactment(s) thereof for the time being in force), Shri Sourav Daspatnaik (DIN-02147356), who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and Article 86 of Articles of Association of the Company with effect from 21st June, 2021 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a shareholder under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri Sourav Daspatnaik as a candidate for the office of Director, be and is hereby appointed as a Director of the Company whose office shall be liable to retire by rotation."

- (4) To Consider and, if thought fit, to pass with or without modification(s), the following resolution as Special Resolution, Under Regulation 17(1A) of SEBI(LODR) 2015:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members be and is hereby accorded to Mr. A Sankaranarayanan (DIN: 00385632), Non-Executive Director of the Company, who has already attained the age of 75 years and is being reappointed as Non-Executive Director of the Company".

Registered Office :  
'Birla Building' 13th Floor  
9/1, Rajendra Nath Mukherjee Road  
Kolkata - 700 001

By Order of the Board  
For HINDUSTAN MOTORS LTD

Dated, the 9th July, 2021

**Vishakha Gupta**  
Company Secretary

**NOTES:****Notes for e-AGM Notice**

In view of the prevailing lock down situation across the country due to outbreak of the COVID-19 pandemic and restrictions on the movements apart from social distancing, MCA (Ministry of Corporate Affairs) vide circular Nos. 14/2020, dated 8th April, 2020, No. 17/2020, dated 13th April, 2020, No. 20/2020, 5th May, 2020 and No. 02/2021 dated 13th January, 2021, companies are permitted to hold their AGM through VC/OVAM for the calendar year 2021.

1. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars the 79th Annual General Meeting of the company being conducted through Video Conferencing (VC) herein after called as “e-AGM”.
2. E-AGM: Company has appointed M/s KFin Technologies Private Limited, Registrars and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
3. Pursuant to the provisions of the circulars of AMC on the VC/OVAM(e-AGM):
  - a. Members can attend the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required
  - b. Appointment of proxy to attend and cast vote on behalf of the member is not available.
  - c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
5. Up to 1000 members will be able to join on a FIFO basis to the e-AGM.
6. No restrictions on account of FIFO entry into e-AGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
7. The attendance of the Members (members logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**Instructions for the Members for attending the e-AGM through Video Conference:**

1. **Attending e-AGM Video conference :** Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by M/s KFin Technologies Private Limited. Members may access the same at <https://emeetings.kfintech.com/> and click on the “video conference” and access the shareholders/members login by using the remote e-voting credentials. The link for e-AGM will be available in shareholder/members login where the EVENT and the name of the company can be selected.
2. 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.
3. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
4. Further, Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. **AGM Questions prior to e-AGM:** Shareholders who would like to express their views/ask questions during the meeting may log into <https://emeetings.kfintech.com/> and click on “Post your Questions” may post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email id, mobile number. Please note that, members’ questions will be answered only to the shareholders continue to hold the shares as of cut-off date benpos. The posting of the questions shall commence on Friday, the 24th September, 2021 at 9.00 AM and closed on Monday, the 27th September, 2021 at 5.00 PM.

7. Due to limitations of transmission and coordination during the Q&A session, the company may dispense with the speaker registration during the e-AGM conference.
8. **Speaker Registration during e-AGM session:** In case of decision to allow the Q&A session in the meeting, meeting may log into <https://emeetings.kfintech.com/> and click on "Speaker Registration" by mentioning the demat account number/folio number, city, email id, mobile number and submit. The speaker registration shall commence on Friday, the 24th September, 2021 at 9.00 AM and closed on Monday, the 27th September, 2021 at 5.00 PM.

**Instructions for members for e-Voting during the e-AGM session:**

1. The e-Voting "Thumb sign" on the left hand corner of the video screen shall be activated upon instructions of the chairman during the e-AGM proceedings. Shareholders shall click on the same to take them to the "Instapoll" page
2. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
3. Only those shareholders, who are present in the e-AGM 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 available during the e-AGM.

**Remote Voting through electronic means**

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the Listing Regulations, the Company is providing facility of remote e-voting facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on 21st September, 2021 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by KFin or to vote at the e-AGM. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.

The details of the process and manner for remote e-voting are given below:

- i. Initial password is provided in the body of the email.
- ii. Launch internet browser and type the URL:[https:// evoting.karvy.com](https://evoting.karvy.com) in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the details appropriately, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. Hindustan Motors Limited.
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised

signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at [akroyco@yahoo.co.in](mailto:akroyco@yahoo.co.in)/ [anjankumarroyco@hotmail.com](mailto:anjankumarroyco@hotmail.com) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'HML\_EVENT No.'

- xii. Members can cast their vote online from Friday, the 24th September, 2021 at 9.00 AM and closed on Monday, the 27th September, 2021 at 5.00 PM.
- xiii. Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.
- xiv. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call KFin on 1800 309 4001 (toll free).

#### GENERAL NOTES :

1. Members who have shareholdings in multiple accounts in identical names or joint accounts in the same order are requested to send all the share certificate(s) to the Registrar and Share Transfer Agents, KFin Technologies Private Limited at Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal Hyderabad – 500032 Telangana for consolidation of all such shareholdings into one account to facilitate better service.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, the 21st September, 2021 to Tuesday, the 28th September, 2021 (both days inclusive).
3. (a) Members are requested to notify change of address, if any, with PINCODE to the Company or to its Registrar and Share Transfer Agents quoting reference of their folio number and in case their Shares are held in dematerialised form, this information should be passed on to their respective Depository Participants.  
(b) In case the mailing address mentioned in this Annual Report is without the PINCODE, members are requested to kindly inform their PINCODE immediately.
4. A member desirous of getting any information on the accounts or operations of the Company or share related matter is requested to forward his/her query (ies) to the Company at least seven days prior to the meeting so that the required information can be made available at the meeting.
5. The shares of the Company are in compulsory demat segment. Those members, who still continue to hold shares in physical form, are requested to get their shares dematerialised at the earliest.
6. Securities and Exchange Board of India has made it mandatory for every participant in the securities/capital market to furnish income tax Permanent Account Number (PAN). Accordingly, all the members (including joint holders) holding shares in physical form are requested to submit copy of their PAN Card duly attested by the Notary Public/Gazetted Officer/Bank Manager under their official seal stating their full name and address, registration number to the Registrar and Share Transfer Agents, KFin Technologies Private Limited.
7. The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" allowing paperless compliances by Companies through electronic mode. Companies are now permitted to send various notices /documents to its members through electronic mode to the registered e-mail addresses of members. Keeping in view the underlying theme and the circular issued by MCA, the Company proposes to send all documents to members like General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report etc. to the members through e-mail. Members holding shares in dematerialized form are requested to register their e-mail ID with their Depository Participants and members holding shares in physical form are requested to register their e-mail ID with Registrar and Share Transfer Agents of the Company i.e., KFin Technologies Private Limited at Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal Hyderabad – 500032 Telangana for sending documents through e-mail.
8. The Notice of the 79th AGM and instruction for e-voting, is being sent by electronic mode to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purpose.
9. Members may also note that the Notice of the 79th AGM and the Annual report 2020-2021 will be available on the Company's website, [www.hindmotor.com](http://www.hindmotor.com).
10. The Securities and Exchange Board of India (SEBI) vide its Circular dated 21st March, 2013 has provided that companies making cash payments to their investors shall use approved electronic mode of payment such as ECS, NECS, NEFT etc. To enable usage of electronic payment instruments, companies are required to maintain requisite bank details of their investors. Therefore, members

of the Company who hold shares in physical form are requested to submit the following information under their signatures to Registrar and Share Transfer Agents of the Company i.e., KFin Technologies Private Limited for registering bank details if not already registered earlier:-

- a) Name of the sole/first joint-holder
- b) Folio number
- c) Name of the Bank
- d) Address of the Bank branch with Pin code
- e) Bank Account No.
- f) Type of Bank account whether saving or current
- g) MICR Code and
- h) IFSC Code

11. All relevant documents referred in the Notice and Statement will be available for inspection by the members at the Registered Office of the Company between 10 AM and 12 Noon on any working day of the Company up to the date of the meeting.

#### **Annexure to the Notice**

##### **Explanatory Statement**

The following Explanatory Statement relating to Special Business at item Nos.3 & 4, of the accompanying Notice sets out all material facts as required under Section 102 of the Companies Act, 2013 ("the Act").

##### **Item No. 3**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, Shri Sourav Daspatnaik (DIN: 02147356), as an Additional Director of the Company with effect from 21st June, 2021.

In terms of the provisions of Section 161 of the Act, Shri Sourav Daspatnaik will hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Sourav Daspatnaik (DIN-02147356) for the office of Director of the Company.

Shri Sourav Daspatnaik is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee of Directors has appointed Shri Sourav Daspatnaik, as Non Executive, Non Independent Director with effect from 21st June, 2021, who retires by rotation subject to approval of members.

In terms of Section 149 and other applicable provisions of the Act, Shri Sourav Daspatnaik, being eligible, is proposed for appointment as Non Executive and Non Independent Director on the Board of the Company.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri Sourav Daspatnaik, is appointed as a Director.

Except Shri Sourav Daspatnaik, none of the Directors, Manager, other Key Managerial Personnel and their relatives are in any way concerned or interested, financial or otherwise, in the aforesaid Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

The information as required in terms of SEBI (LODR) Regulations, 2015 is given in Corporate Governance Report annexed to the Directors' Report.

##### **Item No. 4**

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulation'), no listed company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect.



Mr. A Sankaranarayanan (DIN:00385632), was reappointed as Non-Executive Director of the Company under Section 152 of the Companies Act, 2013 read with Rules made thereunder and pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. A Sankaranarayanan (DIN:00385632) is a BE (Mechanical Engineer). He has been associated with the Company since long time and is having profound knowledge about the Company. He has an enriched experience in developing and introducing new products, updating existing product range and mix in achieving import substitutions and strengthening the In-house R&D activities. His guidance on matters related to Accounts, Finance, Taxation and various other aspects has been notable and supportive to the Company in dealing with complex matters.

Therefore, approval of members to the special resolution regarding the continuation of the directorship of Mr. A Sankaranarayanan, after attaining the age of 75 years, is sought.

Except Mr. A Sankaranarayanan, none of the Directors and Key Managerial Persons of the Company and their relatives are in any way concerned or interested, financial or otherwise, in the aforesaid resolution.

The Board recommends the Special Resolution set out at Item No.4 of the Notice for approval by the members.

The information as required in terms of SEBI (LODR) Regulations, 2015 is given in Corporate Governance Report annexed to the Director's Report.

## Directors' Report to the Members

Your Directors present their seventy-ninth Annual Report together with audited financial statements of the Company for the year ended March 31, 2021.

### Financial Results / Performance

During the year under review, the Company's revenue/Other Income are Rs.12.18 Crores compared to 6.09 Crores in the previous financial year. The following table gives a summary of the performance.

(₹ in crores )

Particulars	2020-21	2019-20
Gross Revenue from Operations/ Other Income	12.18	6.09
Net Revenue from Operations	12.18	6.09
Profit/(Loss) before Exceptional items and Tax	6.23	(0.84)
Exceptional items (Net)	0	0
Profit/(Loss) before Tax	6.23	(0.84)
Tax Expenses	2.47	(0.02)
Net Profit/ (Loss) after tax	3.76	(0.82)
Other Comprehensive Income	(0.20)	(0.26)
a) Item that will not be reclassified to profit or loss	(0.20)	(0.26)
b) Tax on Comprehensive Income	0.06	0
Total Comprehensive Income for the year (Comprising Profit/(Loss) for the year (after tax) and Other Comprehensive Income (after tax))	3.62	(1.08)

The revenue account shows a profit of Rs.3.62 Crores after providing Rs.0.82 Crores for depreciation & amortisation expense. There is a deficit of Rs.167.16 Crores after adjusting revaluation in reserve for land and building in the Statement of Profit and Loss as at the end of the current year as against Rs.170.88 Crores in the last year.

A Cash Flow Statement for the year under review is also attached to the enclosed Annual Accounts.

The Company is not having any subsidiary company and therefore consolidated accounts of the Company have not been prepared.

### Review of Operations

There has been no change during the period under review in the nature of business of the Company.

As reported earlier that due to low productivity, growing indiscipline, shortage of funds and lack of demand for products, the Company was compelled to declare "Suspension of work" at its Uttarpara Plant with effect from 24th May, 2014 and the suspension of work is continuing due to no change in the situation. The lay off in Company's Pithampur Plant with effect from 4th December, 2014 due to lack of orders is also continuing.

No material changes or commitments or any significant and material adverse orders or rulings passed by the regulators or Courts or Tribunals impacting the going concern status and Company's operations in future have occurred between end of the financial year of the company and date of this report.

A detailed Management Discussion & Analysis Report forms part of this report is annexed as **Annexure-1**.

**Outlook for 2021-22**

In an effort to revive operations, the Company has started process of rationalising the cost post suspension of work at Uttarpara plant. The Company started to reduce the manpower substantially to a desired level as a result the strength of employee has been decreased from 360 to 339 in number. It has reduced the fixed cost including employee cost considerably and continuously working on further reducing its fixed cost.

Also, the Company has been engaged in scouting for tie-ups with potential investors/strategic partners who can introduce newer product portfolios in the market and infuse capital into the Company. The Company is considering various measures including alternative use of fixed assets to generate revenue.

The suspension of work at Company's Uttarpara Plant and lay off at Company's Pithampur Plant are continuing as it is unviable to operate the two plants under present business conditions.

The Company is also in the process of selling identified assets subject to necessary approvals to improve net worth as well as immediate cash generation to meet its financial obligations.

**Implication of COVID-19**

In view of the outbreak of COVID-19 which has been declared as a pandemic by World Health Organisation and subsequent lockdown imposed by the Central and State Government(s) in India, the Company is closely monitoring the impact of this pandemic and believes that there has been no significant adverse impact on its financial position for the financial year ended 31st March, 2021 as both of its manufacturing plants located at Uttarpara, West Bengal and Pithampur, Madhya Pradesh had already been under "Suspension of Work"/"Layoff" prior to imposition of lockdown.

**Particulars of Loans, Guarantees or Investments**

There are no Loans, Guarantees and Investments made under the provisions of Section 186 of the Companies Act, 2013 during the year under review.

**Related Party Transactions**

There are no contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013. The details of other transactions entered into with the Related Parties are given in the note - 39 to the Financial Statements.

**Deposits**

Your Company has not accepted any deposit within the meaning of Section 73 of the Companies Act, 2013 and the Rules made thereunder and therefore, no amount of principal or interest was outstanding as on the date of Balance Sheet.

**Corporate Social Responsibility Initiatives**

In view of no operating profit, the Company is not in a position to make any expenditure under Corporate Social Responsibility as per the provisions of Companies Act, 2013.

**Risks and Concerns and its Management**

The Company exposed to some internal risks to generate liquidity to meet the existing liability of the Company and day to day activities as the Uttarpara Plant of the Company is still under suspension of work and Pithampur Plant of the Company is still under layoff.

In order to identify and mitigate risks, the Company has constituted a Corporate Risk Management Committee. The Company has a Corporate Risk Management Charter to identify the nature and magnitude of risk associated with the Company and to take steps for mitigating the impact of such risks. The Corporate Risk Management Committee continuously identify and prioritize the risks associated with the functioning of the Company, lays down mitigation plan for identified risks with assigning responsibilities and adequately monitoring and managing the same. These are reviewed periodically.

### Industrial Relations

As reported earlier, the Company has declared “Suspension of Work” at its Uttarpara Plant in Hooghly District of West Bengal with effect from 24th May, 2014. At Pithampur Plant, the six staff and technician grade employees have been laid off with effect from 4th December, 2014. The general industrial relation at both the plants is sensitive but being managed. The number of employees as on 31st March, 2021 is 339.

### Extract of Annual Return

The extract of the Annual Return in form MGT 9 is annexed herewith as **Annexure-2** and is also available in the website i.e. [www.hindmotor.com](http://www.hindmotor.com).

### Meetings of the Board and Audit Committee

During the year, six Board Meetings and four Audit Committee Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. The Audit Committee comprises of Independent Directors namely, Smt. Mou Mukherjee (Chairperson) and Shri Raj Kamal Johri, and a Non-Executive Non-Independent Director namely, Shri A. Sankaranarayanan. All the recommendations made by the Audit Committee were accepted by Board. Further details regarding Board Meetings and Audit Committee Meetings are given in the Corporate Governance Report which forms part of the Board's Report.

### Corporate Governance

The Company continues to remain committed to high standards of corporate governance. The report on corporate governance as per the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this report is annexed as **Annexure-3**. The Company has complied with all the requirements of corporate governance. The certificate from the Auditors of the Company confirming compliance to the conditions of the corporate governance requirements is also annexed.

### Directors' Responsibility Statement

In terms of the requirement of Section 134 of the Companies Act, 2013, Directors' Responsibility Statement is annexed as **Annexure-4** to this report.

### Information on Remuneration

Information as per the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed as **Annexure-5** and **Annexure-6** to this report.

### Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Additional Information relating to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134(3)(m) of the Companies Act, 2013 is annexed as **Annexure-7** to this report.

### Internal Financial Controls System

The Company has comprehensive and adequate internal financial controls system for all major processes including financial statements to ensure reliability of reporting. The system also helps management to have timely data/feedback on various operational parameters for effective review. It also ensures proper safeguarding of assets across the Company and its economical use. The internal financial controls system of the Company is commensurate with the size, scale and complexity of its operations. The systems and controls are periodically reviewed and modified based on the requirement. The Company has an internal audit function which is empowered to examine the adequacy and compliance with policies, plans and statutory requirements. It is also responsible for assessing and improving the effectiveness of risk management, control and governance process. The scope of Internal Audit is well defined and documented and the audit committee reviews the observations of the Internal Audit critically. The composition and working of the audit committee forms part of the Corporate Governance Report.

**Auditors**

The Report by the Auditors is self-explanatory. The Statutory Auditors of the Company, Messrs. Ray & Ray, Chartered Accountants (Registration No.301072E), were appointed in the Seventy-seventh Annual General Meeting of the Company held on 18th September, 2019, as Statutory Auditors of the Company until the conclusion of Eighty-second Annual General Meeting to be held in 2024 i.e., for the financial years 2019-20 till 2023-24.

Further, with regard to preparation of accounts on going concern basis, the Auditors have made some observations under “Emphasis of Matter” appearing in the Auditors’ Report which the management has responded in note-45 to the audited financial statements for the year ended 31st March, 2021.

**Secretarial Audit**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Messrs. R.B.M. & Associates, a firm of Company Secretaries in Practise (CP No.20376) to undertake the Secretarial Audit of the Company.

The Report of the Secretarial Auditor is annexed herewith as **Annexure-8**. There are no qualifications or observations or remarks made by Secretarial Auditor in his report.

**Subsidiary**

The Company has no subsidiary company and therefore nothing is required to be disclosed with respect to subsidiary company.

**Declaration by Independent Directors**

Shri Raj Kamal Johri, Smt. Mou Mukherjee and Shri Om Prakash Gupta are Independent Directors on the Board of your Company. In the opinion of the Board and as confirmed by these Directors, they fulfil the conditions specified in Section 149 of the Companies Act, 2013 and the Rules made thereunder about their status as Independent Directors of the Company.

**Independent Directors Database**

MCA vide its Notification dated 1st December, 2019 introduced new Rules called the Companies (Appointments and Qualification of Directors) 5th Amendment Rules, 2019 for person eligible and willing to be appointed as an Independent Director. Rule states that the compliances to be carried out before appointment of Independent Director as well as for those who are already appointed.

All our Independent Directors have already registered their names in the Independent Directors database.

**Directors**

There is a change in the Board of Directors of the Company.

During the financial year 2020-21, Mr. Om Prakash Gupta (DIN-08772383), was appointed as an Independent and Non-Executive Director of the Company with effect from 30th June, 2020 and Mr. Bijaya Ranjan Mazumder (DIN-08862117) was appointed as Non-Executive and Non-Independent Director of the Company with effect from 4th September, 2021.

At the ensuing Annual General Meeting, Shri A. Sankaranarayanan, Director of the Company, retires by rotation and being eligible offers himself for re-appointment.

Information about the Director proposed to be reappointed as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided in the Report on Corporate Governance forming part of this Report.

**Key Managerial Personnel**

Shri Bhikam Chand Mishra, the Chief Executive Officer of the Company has resigned from the services of the Company with effect from the close of business hours on 17th August, 2020.

Shri Prakash Sahu has been appointed as the Chief Executive Officer of the Company with effect from 15th February, 2021.

Shri Mahesh Kumar Kejriwal is continuing as the Chief Financial Officer of the Company.

Ms. Prativa Sharma has resigned as Company Secretary with effect from the close of business hours on 10th November, 2020.

Mrs. Vishakha Gupta has been appointed as Company Secretary with effect from 5th February, 2021.

#### **Policy on Appointment of Director and Remuneration**

The Nomination and Remuneration Committee identifies and ascertains the integrity, qualification, expertise, skills, knowledge and experience of the person for appointment as Director and Key Managerial Personnel. The appointment of a Director as recommended by the Nomination and Remuneration Committee requires approval of the Board.

The remuneration / compensation / commission etc. to the Directors and Key Managerial Personnel is proposed by the Nomination and Remuneration Committee in compliance with requirements of the Companies Act and recommended to the Board for its approval. Approval of Shareholders is obtained, if required.

The Directors receive remuneration by way of fees for attending meetings of the Board or committees thereof.

At the time of appointing an Independent Director, a formal letter of appointment is given to the candidate, which inter-alia, explains the role, functions, duties and responsibilities expected of the person as an Independent Director of the Company. The Independent Director is also explained in detail the compliance required from him under the Companies Act, 2013 and other relevant regulations. The independence of Director is decided as per provisions of the Companies Act, 2013.

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for remuneration of Directors, Key Managerial Personnel and Senior Management. The said Remuneration Policy is posted on the website of the Company **www.hindmotor.com**. The web link is as follows:-<http://www.hindmotor.com/files/HML-Remuneration-Policy-29052019.pdf>

#### **Board Evaluation**

The Board of Directors evaluated the annual performance of the Board as a whole, its committees and the directors individually in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in the following manner:-

- i. Structured evaluation forms, as recommended by the Nomination and Remuneration Committee, after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance, for evaluation of the performance of the Board, its Committees and each director were provided to all the members of the Board.
- ii. The members of the Board were requested to evaluate by filling the evaluation forms and the duly filled in evaluation forms were required to be sent to the Company Secretary in a sealed envelope or personally submitted to the Chairman at the concerned meeting.
- iii. Based on the individual evaluation of the Directors, the Board initiated a detailed discussion at the concerned meeting on the performance of the Board/Committee/Individual Director, and formulated a final collective evaluation of the Board. The Board also provided an individual feedback to the concerned director on areas of improvement if any.

A separate meeting of Independent Directors was held on 10th November, 2020 to evaluate the performance evaluation of the Chairman of the meeting of Board of Directors (as there is no chairman of the Board), the Non-Independent Directors, the Board and flow of information from management.

#### **Vigil Mechanism/Whistle Blower Policy**

As per Section 177(9) of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49 of the Equity Listing Agreement, the Company has established an effective vigil mechanism named Whistle Blower Policy ("the Policy") which is also in conformity with the Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with a view to provide a mechanism for Directors and Employees of the Company inter alia to raise genuine concerns

of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc. The Company encourages its employees to use the mechanism and has made provision for direct access to the Chairman of the Audit Committee in appropriate and exceptional cases. Adequate safeguards against victimization of the persons who use such mechanism are provided in the policy. The policy is posted on the website of the Company [www.hindmotor.com](http://www.hindmotor.com).

**Disclosure under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company has in place a policy for prevention of sexual harassment in accordance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company did not receive any complaint during the year 2020-21.

**Appreciation**

Your Directors acknowledge and thank the Company's customers, shareholders, state government authorities, business associates, banks and financial institutions for the support extended to the Company. Your Directors also record their appreciation for the commitment and dedication of the employees of your Company.

For and on behalf of the Board of Directors

**Uttam Bose**

**A. Sankaranarayanan**

*Director*

*Director*

Kolkata

30th June, 2021

(DIN- 02340000)

(DIN- 00385632)

## **Annexure-1 to the Directors' Report**

### **Management Discussion & Analysis Report**

#### **Industry Structure & Development**

The Company is having a giant infrastructure, equipped with big machineries and equipment to produce various types of motor vehicles but due to low productivity, growing indiscipline, shortage of funds and lack of demand for products, the Company was compelled to declare "Suspension of Work" at its Uttarpara Plant with effect from 24th May, 2014. The Company also declared "layoff" at its Pithampur Plant with effect from 4th December, 2014 due to lack of orders. Unfortunately, both the Suspension of Work at its Uttarpara Plant and Layoff at its Pithampur Plant have been continuing as there is no change in the situation.

#### **Opportunities & Threats**

The Company has somehow managed to earn profit by way of alternate use of its assets. The management is trying its level best in the process of restructuring of work force and reduction in cost in the current financial year. Although, the Company is not in the position to resume its manufacturing process, it has ample opportunities to earn money in various ways because of its giant infrastructure.

The performance of the Company during the current financial year will in no way be improved due to continuous suspension of work at Uttarpara Plant and layoff at Pithampur plant of the Company. As a result of that, the remaining outstanding liabilities are expected to be met by sale proceeds of assets of the Company.

#### **Medium-term and Long-term strategy**

In order to revive operations, the Company has been engaged in scouting for tie-ups with potential investors/strategic partners who can introduce newer product portfolios in the market and infuse capital into the Company. The Company is also restructuring and rationalising its manpower and other fixed costs. The Company is also exploring avenues for alternate use of its assets to meet its overdue liabilities, subject to necessary approvals.

#### **Internal Control Systems and their adequacy**

The Company has established suitable internal control systems which provide reasonable assurance with regard to safeguarding the Company's assets, promoting operational efficiency and ensuring compliance with various legal and regulatory provisions. The Company has laid down adequate internal financial controls and systems in place and such internal controls are adequate and are operating effectively. The Internal Audit Department reviews internal control systems in various business processes and also verifies compliance of the laid down policies and procedures. Reports of the internal auditor are reviewed by the senior management and are also placed before the Audit Committee of the Directors. The statutory auditors also review their findings with the senior management and the Audit Committee. The Company also reviewed internal financial control of the Company from the independent Chartered Accountant and placed for evaluation by Audit Committee.

#### **Segment-wise or product-wise performance**

The Company's business activity falls within a single primary business segment viz. 'Automobiles' in India and hence the disclosure requirement of Accounting Standard-17 "Segment Reporting" is not applicable.

The Financial Performance, Outlook for the financial year 2021-22, Risk and Concerns and status on Human Resources/Industrial relations are given in the Directors' Report.

#### **CAUTIONARY STATEMENT**

Statements in the Directors Report including Management Discussion & Analysis Report describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations and reflects only the Management's perception and assessment. Actual results may differ materially from those expressed in the statement and the Company assumes no responsibility in respect of forward looking statements made herein which may undergo changes in the future. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, exchange rates, changes in Government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

#### **DETAILS OF SIGNIFICANT CHANGES**

There is no significant change for the year 2020-21.

Kolkata  
30th June, 2021

For and on behalf of the Board of Directors  
**Uttam Bose** **A. Sankaranarayanan**  
*Director* *Director*  
(DIN- 02340000) (DIN- 00385632)



## Annexure-2 to the Directors' Report

### Form No. MGT - 9 EXTRACT OF ANNUAL RETURN As on the financial year ended on 31st March, 2021 of HINDUSTAN MOTORS LIMITED

[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	L34103WB1942PLC018967
ii) Registration Date	11th February, 1942
iii) Name of the Company	Hindustan Motors Limited
iv) Category / Sub-Category of the Company	Public Limited Company
v) Address of the Registered Office and contact details	“Birla Building”, 13th Floor, 9/1 R N Mukherjee Road Kolkata – 700 001 Telephone No. 033 22420932 Fax No. 033 22480055
vi) Whether listed company Yes/ No	Yes. Listed on BSE Limited and National Stock Exchange of India Limited.
vii) Name, Address and contact details of Registrar & Transfer Agents (RTA), if any	KFin Technologies Private Limited Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal Hyderabad – 500 032 Telangana Phone : (040) 67161517 E-mail : einward.ris@kfintech.com suresh.d@kfintech.com Kolkata Office: (033) 6628 5900

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

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Vehicles and spare parts of vehicle	34103 & 34300	0%

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

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

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/Associate	% of shares held	Applicable Section
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N.A.

**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 Share	Demat	Physical	Total	% of Total Share	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
(a) Individual / HUF	527592	0	527592	0.25	527592	0	527592	0.25	0.00
(b) Central Govt / State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(d) Any Other -Bodies Corp.	66945662	0	66945662	32.08	66945662	0	66945662	32.08	0.00
<b>Sub-total(A)(1)</b>	<b>67473254</b>	<b>0</b>	<b>67473254</b>	<b>32.34</b>	<b>67473254</b>	<b>0</b>	<b>67473254</b>	<b>32.34</b>	<b>0.00</b>
<b>(2) Foreign</b>									
(a) Individuals (NRIs/Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b) Government	0	0	0	0.00	0	0	0	0.00	0.00
(c) Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d) Foreign Portfolio Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>67473254</b>	<b>0</b>	<b>67473254</b>	<b>32.34</b>	<b>67473254</b>	<b>0</b>	<b>67473254</b>	<b>32.34</b>	<b>0.00</b>

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 Share	Demat	Physical	Total	% of Total Share	
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
(a) Mutual Funds	0	66450	66450	0.03	0	66450	66450	0.03	0.00
(b) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(c) Alternate Investment Funds	0	0	0	0.00	0	0	0	0.00	0.00
(d) Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(e) Foreign Portfolio Investors	0	41517	41517	0.02	0	41517	41517	0.02	0.00
(f) Banks / FI	2629502	55150	2684652	1.29	2617747	55150	2672897	1.28	0.01
(g) Insurance Companies	7432175	14350	7446525	3.57	7432175	14350	7446525	3.57	0.00
(h) Provident Funds / Pension Funds	0	0	0	0.00	0	0	0	0.00	0.00
(i) Others (specify)									
– Foreign Corporate Bodies	0	0	0	0.00	0	0	0	0.00	0.00
– Foreign Nationals	290	0	290	0.00	290	0	290	0.00	0.00
<b>2. Central Govt/ State Govt(s)/President of India</b>	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B)(1)+(B)(2)</b>	<b>10061967</b>	<b>177467</b>	<b>10239434</b>	<b>4.91</b>	<b>10050212</b>	<b>177467</b>	<b>10227679</b>	<b>4.90</b>	<b>-0.01</b>

**(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 Share	Demat	Physical	Total	% of Total Share	
<b>3. Non-Institutions</b>									
(a) (i) Individual Shareholders holding nominal share capital up to Rs. 2 lakh	63308216	5774035	69082251	33.11	61813703	5758794	67572497	32.38	-0.73
(ii) Individual Shareholders holding nominal share capital in excess of Rs. 2 lakh	49713704	82457	49796161	23.86	51876879	82457	51959336	24.90	1.04
(b) NBFCs registered with RBI	1446	0	1446	0	1446	0	1446	0	0.00
(c) Employee Trusts	0	0	0	0.00	0	0	0	0.00	0.00
(d) Overseas Depositories (Holding DRs)	0	0	0	0.00	0	0	0	0.00	0.00
(e) Any Other									
(i) Trusts	13631	0	13631	0.01	13631	0	13631	0.01	0.00
(ii) NRIs	854121	142832	996953	0.48	753468	142832	896300	0.43	-0.05
(iii) Clearing Members	146025	0	146025	0.07	321665	0	321665	0.15	0.08
(iv) Unclaimed Suspense Account(as per SEBI LODR, 2015)	960458	0	960458	0.46	960458	0	960458	0.46	0.00
(v) Bodies Corp.	9291267	224728	9515995	4.56	8405447	224728	8630175	4.14	-0.42
(vi) Enemy Property	0	64418	64418	0.03	0	64418	64418	0.03	0.00
(vii) Non Resident Indian- Non Repatriable	369267	0	369267	0.18	538434	0	538434	0.26	0.08
<b>Sub-total (B)(3) :-</b>	<b>124658135</b>	<b>6288470</b>	<b>130946605</b>	<b>62.76</b>	<b>124685131</b>	<b>6273229</b>	<b>130958360</b>	<b>62.76</b>	<b>0.00</b>
<b>Total Public Shareholding</b>									
<b>(B)=(B)(1)+(B)(2)+(B)(3)</b>	<b>134720102</b>	<b>6465937</b>	<b>141186039</b>	<b>67.67</b>	<b>134735343</b>	<b>6450696</b>	<b>141186039</b>	<b>67.66</b>	<b>0.01</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0.00	0	0	0	0.00	0.00
<b>Grand Total (A+B+C)</b>	<b>202193356</b>	<b>6465937</b>	<b>208659293</b>	<b>100.00</b>	<b>202208597</b>	<b>6450696</b>	<b>208659293</b>	<b>100.00</b>	<b>0.00</b>

**(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	Amer Investments (Delhi) Limited	8790000	4.21	0.00	8790000	4.21	0.00	0.00
2	Amita Birla	33600	0.02	0.00	33600	0.02	0.00	0.00
3	Bengal Rubber Company Limited	5354950	2.57	0.00	5354950	2.57	0.00	0.00
4	Birla Brothers Private Limited	1100000	0.53	0.00	1100000	0.53	0.00	0.00
5	Central India Industries Limited	18400600	8.82	0.00	18400600	8.82	0.00	0.00
6	Chandra Kant Birla	6000	0.00	0.00	6000	0.00	0.00	0.00
7	Gwalior Finance Corporation Limited	670206	0.32	0.00	670206	0.32	0.00	0.00
8	Hindusthan Discounting Company Limited	3084556	1.48	0.00	3084556	1.48	0.00	0.00
9	Hitaishi Investments Limited	177496	0.09	0.00	177496	0.09	0.00	0.00
10	India Silica Magnesite Works Limited	365000	0.17	0.00	365000	0.17	0.00	0.00
11	Jaipur Finance And Dairy Products Pvt. Ltd.	3662000	1.76	0.00	3662000	1.76	0.00	0.00
12	National Bearing Co. (Jaipur) Limited	21612354	10.36	0.00	21612354	10.36	0.00	0.00
13	National Engineering Industries Limited	905000	0.43	0.00	905000	0.43	0.00	0.00
14	Nirmala Birla	487992	0.23	0.00	487992	0.23	0.00	0.00
15	Ranchi Enterprises And Properties Limited	70500	0.03	0.00	70500	0.03	0.00	0.00
16	Shekhavati Investments And Traders Ltd	1248000	0.60	0.00	1248000	0.60	0.00	0.00
17	SooryaVanija And Investment Limited	1505000	0.72	0.00	1505000	0.72	0.00	0.00
18	Miss Avani Birla	0	0.00	0.00	0	0.00	0.00	0.00
19	Miss Avanti Birla	0	0.00	0.00	0	0.00	0.00	0.00
	<b>Total</b>	<b>67473254</b>	<b>32.34</b>	<b>0.00</b>	<b>67473254</b>	<b>32.34</b>	<b>0.00</b>	<b>0.00</b>

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

Sl. No.		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
	At the beginning of the year	67473254	32.34	67473254	32.34

	Date wise Increase / Decrease in Promoters Share holding during the Year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	Name of the Promoters	Holding prior to change	Date	Increase	Decrease	Reason	Holding after change
		NIL						
	At the end of the year				67473254			32.34

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

Sl. No.	For each of the Top 10 Shareholders	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
1	<b>Life Insurance Corporation of India (10000012)</b>				
	a) At the beginning of the year	7432175	3.56		
	b) Changes during the year	NO CHANGE DURING THE YEAR			
	c) At the end of the year			7432175	3.56
2	<b>Anju Baldi (13378463)</b>				
	a) At the beginning of the year	8112407	3.89		
	b) Changes during the year	NO CHANGE DURING THE YEAR			
	c) At the end of the year			8112407	3.89
**3	<b>Bank of India (1302080000230073)</b>				
	a) At the beginning of the year	1495100	0.72		
	b) Changes during the year	NO CHANGE DURING THE YEAR			
	c) At the end of the year			1495100	0.72
**4	<b>Shiv Narayan Baldi (1204940000170856)</b>				
	a) At the beginning of the year	1984599	0.95		
	b) Changes during the year				
	<b>Date Reason</b>				
	11.09.2020 Buy	81383	0.04	2065982	0.99
	18.09.2020 Buy	19675	0.01	2085657	1.00
	13.11.2020 Buy	20000	0.01	2105657	1.01
	12.03.2021 Sell	20000	0.01	2085657	1.00
	19.03.2021 Buy	20000	0.01	2105657	1.01
	c) At the end of the year			2105657	1.00
**5	<b>Shiv Narayan Baldi (1204940000103081)</b>				
	a) At the beginning of the year	5293210	2.53		
	b) Changes during the year	NO CHANGE DURING THE YEAR			
	c) At the end of the year			5293210	2.53

Sl. No.	For each of the Top 10 Shareholders	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
<b>**6</b>	<b>Lalita Devi Baldi (1204940000103022)</b>				
	a) At the beginning of the year	2208159	1.06		
	b) Changes during the year				
	<b>Date Reason</b>				
	11.09.2020 Buy	140000	0.06	2348159	1.12
	18.09.2020 Buy	24827	0.01	2372986	1.13
	13.11.2020 Buy	20000	0.01	2392986	1.14
	c) At the end of the year			2392986	1.14
<b>7</b>	<b>Lifasure Consultancy Private Limited (14519541)</b>				
	a) At the beginning of the year	3274242	1.57		
	b) Changes during the year				
	<b>Date Reason</b>				
	08.01.2021 Sell	200	0.00	3274042	1.57
	c) At the end of the year			3274042	1.57
<b>8</b>	<b>Sourabh Chhabra (13773226)</b>				
	a) At the beginning of the year	3244580	1.55		
	b) Changes during the year				
	<b>Date Reason</b>				
	06.11.2020 Sell	5	0.00	3244575	1.55
	13.11.2020 Sell	340	0.00	3244235	1.55
	c) At the end of the year			3244235	1.55
<b>9</b>	<b>Saroj Devi Chhabra (13773380)</b>				
	a) At the beginning of the year	2757020	1.32		
	b) Changes during the year	NO CHANGE DURING THE YEAR			
	c) At the end of the year			2757020	1.32
<b>10</b>	<b>Tilok Chand Chhabra (13773218)</b>				
	a) At the beginning of the year	2062091	0.99		
	b) Changes during the year	NO CHANGE DURING THE YEAR			
	c) At the end of the year			2062091	0.99

Sl. No.	For each of the Top 10 Shareholders	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
<b>*11.</b>	<b>Shiv Narayan Baldi (11300445)</b>				
	a) At the beginning of the year	1984599	0.95		
	b) Changes during the year				
	<b>Date Reason</b>				
	11.09.2020 Buy	81383	0.04	2065982	0.99
	18.09.2020 Buy	19675	0.01	2085657	1.00
	13.11.2020 Buy	20000	0.01	2105657	1.01
	12.03.2021 Sell	20000	0.01	2085657	1.00
	19.03.2021 Buy	20000	0.01	2105657	1.01
	c) At the end of the year			2105657	1.00
<b>*12</b>	<b>Shiv Narayan Baldi HUF (11302238)</b>				
	a) At the beginning of the year	5293210	2.53		
	b) Changes during the year	NO CHANGE DURING THE YEAR			
	c) At the end of the year			5293210	2.53
<b>*13.</b>	<b>Lalita Devi Baldi (11300855)</b>				
	a) At the beginning of the year	2208159	1.06		
	b) Changes during the year				
	<b>Date Reason</b>				
	11.09.2020 Buy	140000	0.06	2348159	1.12
	18.09.2020 Buy	24827	0.01	2372986	1.13
	13.11.2020 Buy	20000	0.01	2392986	1.14
	c) At the end of the year			2392986	1.14
<b>*14.</b>	<b>Aanchal Maheshwari (23157025)</b>				
	a) At the beginning of the year	970866	0.46		
	b) Changes during the year				
	<b>Date Reason</b>				
	14.08.2020 Buy	527519	0.54	1498385	1.00
	28.08.2020 Buy	118500	0.07	1616885	1.07
	c) At the end of the year			1616885	2.07

\*Not in the list of the Top ten shareholders as on 01-04-2020. The same has been reflected above since the shareholder was one of the top ten shareholders as on 31-03-2021.

\*\* Ceased to be in the list of top ten shareholders as on 31-03-2021. The same is reflected above since the shareholder was one of the top ten shareholders as on 01-04-2020.



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

Sl. No.		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
1	<b>Shri A. Sankaranarayanan, Director</b>				
	At the beginning of the year	1300	0.00	1300	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 DURING THE YEAR			
	At the end of the year			1300	0.00
Sl. No.		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
2	<b>Shri Bhikam Chand Mishra, Chief Executive Officer (up to 17-08-2020)</b>				
	At the beginning of the year	1	0.00	1	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 DURING THE YEAR			
	At the end of the year			1	0.00

**V. INDEBTEDNESS****Indebtedness of the Company including interest outstanding/accrued but not due for payment :**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	17,91,50,070	-	17,91,50,070
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	<b>17,91,50,070</b>	-	<b>17,91,50,070</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	-	-	-	-
Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	17,91,50,070	-	17,91,50,070
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>		<b>17,91,50,070</b>	-	<b>17,91,50,070</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to directors :**

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Shri Raj Kamal Johri	Smt. Mou Mukherjee	Shri Om Prakash Gupta (w.e.f. 29/09/2020)	
1.	Independent Directors				
	• Fee for attending board / committee meetings	2,70,000	2,40,000	75,000	5,85,000
	• Commission	–	–	–	–
	• Others, please specify	–	–	–	–
	<b>Total (1)</b>	<b>2,70,000</b>	<b>2,40,000</b>	<b>75,000</b>	<b>5,85,000</b>
2.	Other Non-Executive Directors	Shri A. Sankaranarayanan	Shri Uttam Bose	Shri Bijaya Ranjan Mazumdar	
	• Fee for attending board / committee meetings	2,25,000	1,95,000	45,000	4,65,000
	• Commission	–	–	–	–
	• Others, please specify	–	–	–	–
	<b>Total (2)</b>	<b>2,25,000</b>	<b>1,95,000</b>	<b>45,000</b>	<b>4,65,000</b>
	<b>Total = (1+2)</b>				<b>10,50,000</b>
	<b>Total Managerial Remuneration overall ceiling as per the Act</b>				<b>10,50,000</b>

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel					Total
		Company Secretary		CEO		CFO	
		Ms. Prativa Sharma (Upto 10/11/2020)	Mrs. Vishakha Gupta (w.e.f. 05/02/2021)	Shri Bhikam Chandra Mishra (Upto 17/08/2020)	Shri Prakash Sahu (w.e.f. 15/02/2021)	Shri Mahesh Kumar Kejriwal	
1	Gross salary						
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	339766	68214	1966078	415668	919102	3708828
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	–	–	–	–	–	–
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	–	–	–	–	–	–
2	Stock Option	–	–	–	–	–	–
3	Sweat Equity	–	–	–	–	–	–
4	Commission						
	– as % of profit	–	–	–	–	–	–
	– others, specify...						
5	Others, please specify – Contribution to Provident Fund and Superannuation Fund	13200	3009	30565	9432	20487	76693
	<b>Total</b>	<b>352966</b>	<b>71223</b>	<b>1996643</b>	<b>425100</b>	<b>939589</b>	<b>3785521</b>

**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)
<b>A. COMPANY</b>					
Penalty	NIL				
Punishment	NIL				
Compounding	NIL				
<b>B. DIRECTORS</b>					
Penalty	NIL				
Punishment	NIL				
Compounding	NIL				
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL				
Punishment	NIL				
Compounding	NIL				

For and on behalf of the Board of Directors

Kolkata  
30th June, 2021

**Uttam Bose**  
Director  
(DIN- 02340000)

**A. Sankaranarayanan**  
Director  
(DIN- 00385632)

## Annexure-3 to the Directors' Report

### Report on Corporate Governance

#### 1. Company's philosophy on Corporate Governance

The Company's philosophy on Corporate Governance has been developed with a tradition of fair and transparent governance and disclosure practices, many of which were in existence even before they were mandated by legislation. Transparency, integrity, professionalism and accountability-based values form the basis of the Company's philosophy for corporate governance. The Company strives to improve the corporate governance practices to meet stakeholders' expectations and strictly complies with regulatory guidelines on corporate governance.

#### 2. Board of Directors

##### (a) Composition of Board

The Board of Directors have six members and all of them are Non-Executive Directors. The Non-Executive Directors account for 100% of Board's strength against minimum requirement of fifty percent as per Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. There are three Independent Directors. The Company does not have a regular Non-Executive Chairperson and 50% of the Board is comprised of Independent Directors as per the minimum requirement pursuant to Regulation 17(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Smt. Mou Mukherjee is a Non-executive Independent Woman Director. The Non-Executive Directors are eminent professionals, drawn from amongst persons with experience in business & industry, finance & law. The composition of Board of Directors as on 31st March, 2021 is as follows:-

Name of Directors	Category [As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]	DIN	No. & % of equity shares held in the Company	No. of other Directorships *	No. of other Board Committee(s) of which he/she is a member **	No. of other Board Committee(s) of which he/she is a Chairman **	List of listed company where the person is a director and the category of directorship	Name of the listed entity where the person is a director
Shri A. Sankaranarayanan	Non Independent Non-Executive	00385632	1300	2	2	2	Non-Executive Non-Independent	HM Ltd
Shri Raj Kamal Johri	Independent - Non-Executive	06804524	0	2	1	-	Non-Executive Independent	HM Ltd
Shri Uttam Bose	Non Independent - Non-Executive	02340000	0	1	-	-	Non-Executive Non-Independent	HM Ltd
Smt. Mou Mukherjee	Independent - Non-Executive	0333993	0	2	1	1	(1)Non-executive Independent Director (2)-do-	(1) HM Ltd (2) B&A Limited

Name of Directors	Category [As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]	DIN	No. & % of equity shares held in the Company	No. of other Director- ships *	No. of other Board Committee(s) of which he/ she is a member **	No. of other Board Committee(s) of which he/she is a Chairman **	List of listed company where the person is a director and the category of directorship	Name of the listed entity where the person is a director
Shri Om Prakash Gupta	Independent Non-Executive	08772383	0	0	0	0	-	-
Shri Bijaya Ranjan Mazumder***	Non Independent - Non-Executive	08862117	0	0	0	0	-	-

\* only public limited companies have been considered, other than this listed entity.

\*\* includes the membership/chairmanship only of the Audit Committee(s) and the Stakeholders Relationship Committee(s) of all public limited companies, whether listed or not other than this listed entity.

\*\*\*Mr. Bijaya Ranjan Mazumder (DIN-08862117), Non-Executive and Non-Independent Director of the Company resigned from the Board with effect from 21st June, 2021 and Mr. Sourav Daspatnaik (DIN-02147356) was appointed as Additional Director with effect from 21st June, 2021.

None of the Non-Executive Directors of the Company has any pecuniary relationship or transaction with the Company. There is no inter se relationship between the Directors.

**(b) Core skills/expertise/competent as required by the Board to function effectively**

The Directors of the Company comprises qualified members who bring in the required skills, experience, competence and expertise effectively contributing to the Board and Committee proceedings. The Board Members are committed to ensure that the Board is in compliance with the highest standard of Corporate Governance. The list of Core skills/expertise/competence is identified by the Board of Directors as required in the context of its business and sector to make it functioning effectively and those actually available with the Board are mentioned below:-

Sl.No.	Nature of key skills, expertise, competence and attribute	Whether such skills, expertise, competence and attribute are available with the Company's Board
1	Domain expertise in area Automobile, manufacturing, spare parts	Yes
2	Sound knowledge and expertise in finance, accounting and taxation matter	Yes
3	Expertise in legal, compliance, governance and risk management	Yes
4	Expertise in business development, marketing and sales	Yes
5	Leadership quality and management expertise	Yes
6	Expertise in administration, liasoning and human resource	Yes

**(c) Board Meetings**

During the financial year ended 31st March, 2021, six meetings of the Board of Directors were held on 30th June, 2020, 17th August, 2020, 10th November, 2020, 5th February, 2021, 11th February, 2021 and 25th February, 2021. The attendance of the Directors in these meetings was as follows:

Name of Directors	Board Meetings			Last Annual General Meeting
	Meeting held	Meeting held during the tenure	Attended	If Attended
Shri A. Sankaranarayanan	6	6	5	Yes
Shri Raj Kamal Johri	6	6	6	Yes
Shri Uttam Bose	6	6	6	Yes
Smt. Mou Mukherjee	6	6	6	Yes
Shri Om Prakash Gupta	6	5	4	Yes
Shri Bijaya Ranjan Mazumder	6	4	3	No

**(d) Shareholding of Non-Executive Directors**

As on 31st March, 2021, number of shares held by Non-Executive Director is as follows:-

Name of Non-Executive Director	No. of Shares held on 31st March, 2021
Shri A. Sankaranarayanan	1300

**3. Audit Committee**

(a) The Audit Committee of Directors was constituted on 15th May, 1987. The terms of reference of the Audit Committee were amended by the Board of Directors of the Company at its meetings held on 25th January, 2000, 31st August, 2000, 29th January, 2005, 27th April, 2006, 9th May, 2014 and on 2nd November, 2015 and covers the matters specified for it under Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 177 of the Companies Act, 2013.

(b) The composition of the Audit Committee as on the date is as follows:

Name	Nature of Directorship	Membership
Smt. Mou Mukherjee	Independent and Non-Executive Director	Chairperson
Shri A. Sankaranarayanan	Not Independent and Non-Executive Director	Member
Shri Raj Kamal Johri	Independent and Non-Executive Director	Member

- Composition of the Committee is in conformity with Regulation 18(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Two-Thirds of the members of Audit Committee are Independent Directors. All the Members of Audit Committee are financially literate and one Member is having accounting or related financial management expertise.
- Smt. Mou Mukherjee, the Chairperson of the Audit Committee on the date of Annual General Meeting was present at the Annual General Meeting held on 29th September, 2020 to reply to shareholders' queries.
- The Audit Committee provides an overview on the reporting process of the Company's financial and accounting mechanism and ensures that disclosures in its financial statements are correct, sufficient and credible.

- The Committee reviews the efficacy of the internal control mechanism and monitors the risk management policies adopted by the Company. The Committee also reviews the report furnished by the internal auditor and statutory auditors and ensures that suitable follow up actions are taken. Besides, the Committee also examines accounting, taxation and disclosure aspects of all significant transactions.
  - At the invitation of the Committee, the Statutory Auditor, the Chief Internal Auditor, the Chief Executive Officer, the Chief Financial Officer and the Company Secretary who was acting as the Secretary to the Audit Committee also attended the Audit Committee Meetings to answer and clarify the queries raised at the Committee Meetings.
- (c) During the financial year ended 31st March, 2021, four Audit Committee Meetings were held on 30th June, 2020, 17th August, 2020, 10th November, 2020 and 5th February, 2021 and the attendance of the Audit Committee Members was as under:-

**Audit Committee Meetings**

Name of the Audit Committee Members	Meeting held	Meeting held during the tenure	Attended
Smt. Mou Mukherjee	4	4	4
Shri A. Sankaranarayanan	4	4	4
Shri Raj Kamal Johri	4	4	4

**4. Nomination and Remuneration Committee**

The Board of Directors of the Company at its meeting held on 14th March, 2003 constituted a Remuneration Committee of Directors and thereafter reconstituted on 13th September, 2017 mainly for the purpose of recommending the Company's policy on Remuneration Package for the Directors and Key Managerial Personnel, reviewing the structure, design and implementation of remuneration policy in respect of such Directors and Key Managerial Personnel and approving, reviewing and evaluating Employees' Stock Option Plan.

The Remuneration Committee was renamed as "Nomination and Remuneration Committee" and reconstituted by the Board of Directors at its meeting held on 9th May, 2014 for the purpose of recommending the Company's policy on remuneration package for the Directors, Key Managerial Personnel and other employees. In the said Board Meeting, a revised Role and Scope of the Committee was fixed in accordance with the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The role of Nomination and Remuneration committee was enlarged by the Board of Directors at its meeting held on 2nd November, 2015 and is in conformity with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Thereafter on 29th May, 2019 a new policy was adopted and that has been displayed on the Company's website [Hindmotor.com/files/HML-Remuneration-Policy-29052019.pdf](http://Hindmotor.com/files/HML-Remuneration-Policy-29052019.pdf).

The Committee Members at its meeting held on 30th June, 2020, approved the performance evaluation criteria for Independent Directors.

The annual evaluation has been made by the Board of its own performance and that of its Committees and individual directors (including independent directors) on the basis of rating made by the directors.

The composition of the Nomination and Remuneration Committee as on the date of the report is as follows:-

Name	Nature of Directorship	Membership
Shri Raj Kamal Johri	Independent and Non-Executive Director	Chairman
Shri A. Sankaranarayanan	Non-Independent and Non-Executive Director	Member
Smt. Mou Mukherjee	Independent and Non-Executive Director	Member
Shri Uttam Bose	Non-Independent and Non-Executive Director	Member

All the four Directors are Non-Executive Directors and 50% are Independent and the Chairman of the Committee is also an Independent Director.

The Company Secretary acted as the Secretary of the Committee.

During the financial year ended 31st March, 2021, six Nomination and Remuneration Committee Meetings were held on 30th June, 2020, 17th August, 2020, 3rd September, 2020, 10th November, 2020, 5th February, 2021 and 11th February, 2021 and the attendance of the Nomination and Remuneration Committee Members was as under:-

#### Nomination and Remuneration Committee Meetings

Name of the Nomination and Remuneration Committee Members	Meeting held	Meeting held during the tenure	Attended
Shri Raj Kamal Johri (Chairman)	6	6	6
Shri A. Sankaranarayanan	6	6	5
Smt. Mou Mukherjee	6	6	5
Shri Uttam Bose	6	6	6

In so far as the Chief Executive Officer is concerned, the Company pays remuneration by way of salary, perquisites and allowances (fixed/variable components) as recommended by the Nomination and Remuneration Committee of Directors and duly approved by the Board of Directors.

#### Remuneration paid to Directors during the financial year ended 31st March, 2021

##### Non-Executive Directors

(Amount in Rs.)

Name	Sitting fees for attending Committee and Board Meetings
Shri A. Sankaranarayanan	2,25,000
Shri Raj Kamal Johri	2,70,000
Shri Uttam Bose	1,95,000
Smt. Mou Mukherjee	2,40,000
Shri Om Prakash Gupta	75,000
Shri Bijaya Ranjan Mazumder	45,000

Notes :

- A part from making payment of sitting fee for attending the Board/Committee meetings and defraying expenses for attending such meetings and other travelling expenses incurred wholly and exclusively in attending to Company's work, no remuneration in any form is paid to Non-Executive Directors.
- Shri Bhikam Chand Mishra ceased to be the Chief Executive Officer of the Company w.e.f. 18th August, 2020 and Shri Prakash Sahu was appointed as Chief Executive Officer of the Company w.e.f. 15th February, 2021. The employment of Chief Executive Officer is contractual in nature and is terminable by either side with a notice period of one month or Company paying one month salary (basic) in lieu of such notice.

#### 5. Stakeholders Relationship Committee

The Board of Directors at its meeting held on 9th May, 2014 renamed the Shareholders'/Investors' Grievances Committee as Stakeholders Relationship Committee.



The present composition of the Stakeholders Relationship Committee as on the date of the report is as follows:

<b>Name</b>	<b>Nature of Directorship</b>	<b>Membership</b>
Shri A. Sankaranarayanan	Non-Independent and Non-Executive Director	Chairman
Shri Raj Kamal Johri	Independent and Non-Executive Director	Member
Shri Uttam Bose	Non-Independent and Non-Executive Director	Member

Mrs. Vishakha Gupta is the Company Secretary and also designated as the Compliance Officer.

The Committee oversees the performance of KFin Technologies Private Limited, the Registrar and Share Transfer Agents of the Company and recommends measures to improve the level of investor related services. Though the powers to approve share transfer/share transmission are delegated to the Registrar and Share Transfer Agents, all the share transfer/transmission cases approved by the Registrar are reported to the Committee which also keeps a close watch on disposal status of all complaints/grievances of shareholders. During the period under review, 21 complaints were received by the Company/Registrar and Share Transfer Agents from shareholders and/or through regulatory bodies. All these complaints have been redressed during the period under review. There was no share transfer application pending for registration as on 31st March, 2021.

During the financial year ended 31st March, 2021, one Stakeholders Relationship Committee meeting was held on 17th August, 2020. The attendance of the Members was as under:-

#### **Stakeholders Relationship Committee**

<b>Name of the Members</b>	<b>Meeting held</b>	<b>Meeting held during the tenure</b>	<b>Attended</b>
Shri A. Sankaranarayanan	1	1	1
Shri Uttam Bose	1	1	1
Shri Raj Kamal Johri	1	1	1

#### **Complaints received during the financial year ended 31st March, 2021 by the Company and the Registrar and Share Transfer Agents of the Company**

<b>Nature of Complaints</b>	<b>No. of Complaints</b>	
	<b>Received</b>	<b>Attended to</b>
Non-receipt of Securities	8	8
Non-receipt of Dividend Warrant	12	12
Non implementation of transmission of shares	1	1
	<b>21</b>	<b>21</b>

#### **6. Corporate Risk Management Committee**

The Board of Directors of the Company at its meeting held on 28th July, 2006 had constituted a committee known as Corporate Risk Management Committee comprising of the Managing Director and six officers to ensure that risks as identified in the risk assessment and minimization policy of the Company are controlled through a properly defined framework. The said Committee was reconstituted and role and responsibilities have been redefined by the Board of Directors at its meeting held on 25th September, 2014. The said Committee was once again reconstituted by the Board of Directors at its meeting held on 7th February, 2015. The Committee was further reconstituted by the Board of Directors at its meeting held on 5th August, 2016. The terms of reference of Corporate Risk Management Committee inter alia includes as follows:-

- To continuously identify and prioritize the risks associated with the functioning of the Company;
- To identify risk exposure and adequately monitor and manage the same;
- To develop a well laid down mitigation plan for identified risks with assigned responsibilities to different identified officers;
- To review the efficacy of implementation of mitigation plans;

- e) To develop an audit mechanism to verify compliance with mitigation plans as a supplement to self-assessment;
- f) To report to the Board of Directors periodically the followings:-
  - i) An overview of the risk management process;
  - ii) Key observations on the implementation of mitigation plan including deficiencies noticed and corrective actions to be taken;
  - iii) New risks identified and actions taken in relation thereto.

During the period under review, no meeting of such Committee was held. Chief Internal Auditor of the Company acts as Secretary of the Committee.

#### 7. Meeting of Independent Directors

During the financial year ended 31st March, 2021, the Independent Directors met on 10th November, 2020, inter alia, to:

- Review the performance of Non-Independent Directors and the Board of Directors as a whole;
- Review the performance of the Chairman of the meetings of Board of Directors of the Company, taking into account the views of the Non-Executive Directors;
- Assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

#### 8. General Body Meetings

Nature of the General Meetings held in the last three years	Date	Venue	If Special Resolution(s) passed
Annual General Meeting	29th September, 2020 at 4.00 PM	Video conferencing/other Audio Visual Means (VC/OAVM)	1. Reappointment of Smt. Mou Mukherjee as an Independent Director of the Company for a 2nd term of five years.

Annual General Meeting	18th September, 2019 at 2.00 PM	Rotary Sadan 94/2, Chowringhee Road, Kolkata – 700 020	2. Reappointment of Shri Raj Kumar Johri as an Independent Director of the Company for a 2nd term of five consecutive years. 3. Approval of member to accord Mr A Sankaranarayanan, Non-Executive Director of the Company who has already attained the age of 75 years to continue as a Non- executive Director of the Company.
Annual General Meeting	26th September, 2018 at 2.00 PM	Rotary Sadan 94/2, Chowringhee Road, Kolkata – 700 020	No

#### 9. Postal Ballot

During the period, one Special Resolution under Section 180(1)(a) of the Companies Act, 2013 was passed by requisite majority through Postal Ballot in respect of approval to sell, lease or otherwise dispose of the whole or substantially the whole of Uttarpara Plant and Pithampur Plant of the Company. The result of the Postal Ballot was announced by the Company on 6th April, 2021.

#### 10. Disclosures

Besides the transactions mentioned elsewhere in the Annual Report, there were no materially significant related party transactions during the year conflicting with the interest of the Company.

There were no cases of non-compliance, no penalties or strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years except as follows:-

There was a case of non-compliance as per SEBI (LODR) Regulation, 2015 – Regulations 17 and 17(1A) and that has subsequently been complied with.

No personnel have been denied access to the Audit Committee in respect of Whistle Blower Policy and affirmation.

The details of familiarization programme for Independent Directors has been disclosed on the website of the Company [www.hindmotor.com](http://www.hindmotor.com) and web link thereto is [http://www.hindmotor.com/files/ Familiarisation-Programme-for-Independent-Directors.pdf](http://www.hindmotor.com/files/Familiarisation-Programme-for-Independent-Directors.pdf).

The Company has formulated a policy on materiality of related party transaction and also on dealing with related party transaction and the same has been disclosed on the website of the Company [www.hindmotor.com](http://www.hindmotor.com) and web link thereto is [Hindmotor.com/files/HML-Related-Party-Transaction-Policy-2019.pdf](http://www.hindmotor.com/files/HML-Related-Party-Transaction-Policy-2019.pdf).

The Company complied with all the mandatory requirements and some of the non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the period ended 31st March, 2021.

During the financial years 2019-20 and 2020-21, the following payments were made to the M/s. Ray & Ray, Statutory Auditor of the Company:-

Financial Year	Particulars of payment	Amount (Rs)
2019-20	Statutory audit fees (including Limited Review Report fees)	8,00,000/-
	Tax Audit fees	1,00,000/-
2020-21	Statutory audit fees (including Limited Review Report fees)	8,00,000/-
	Tax Audit fees	1,00,000/-

#### 11. Means of Communication

Subject	Details
Quarterly results	Published in the newspapers in terms of Regulation 29 and 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
Newspapers wherein results normally published	Business Standard – Kolkata and Mumbai. Aajkal - Kolkata (Bengali version) – Kolkata Edition
Any website, where displayed	www.hindmotor.com
Whether it also displays official news released and presentations made to institutional Investors/Analysts	Yes
Whether MD&A is a part of Annual Report	Yes. The same is as per Annexure 1 to the Directors' Report.

#### 12. General Shareholder Information

Annual General Meeting		
Date & time	28th September, 2021 at 2.00 PM	
Venue / Mode	e-AGM	
Financial Calendar for F.Y. 2021-22 (1st April, 2021 to 31st March, 2022)	a. 1st Quarterly Results	On or before 14th August, 2021
	b. 2nd Quarterly Results	On or before 14th November, 2021
	c. 3rd Quarterly Results	On or before 14th February, 2022
	d. Annual Audited Results	On or before 30th May, 2022
Date of Book closure	21.09.2021 to 28.09.2021 (both days inclusive)	
Dividend Payment	There is no operational profit in the Statement of Profit & Loss after taking into account the results for the year under review, there did not arise any occasion for the Board of Directors to consider recommending any dividend on the equity shares of the Company.	

Listing on Stock Exchanges	National Stock Exchange of India Limited “Exchange Plaza” Plot No.C/1, G-Block Bandra-Kurla Complex, Bandra (E) Mumbai – 400 051 Tel: 91-22-2659 8235/36 Fax: 91-22-2659 8237/38	
	BSE Limited Floor 25 Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001 Tel: 91-22-2272 1233/1234 Fax: 91-22-2272 1003	
Stock code	National Stock Exchange of India Ltd.	HINDMOTORS
	BSE Ltd.	500500
ISIN Number	INE253A01025	

**Market Price Data**

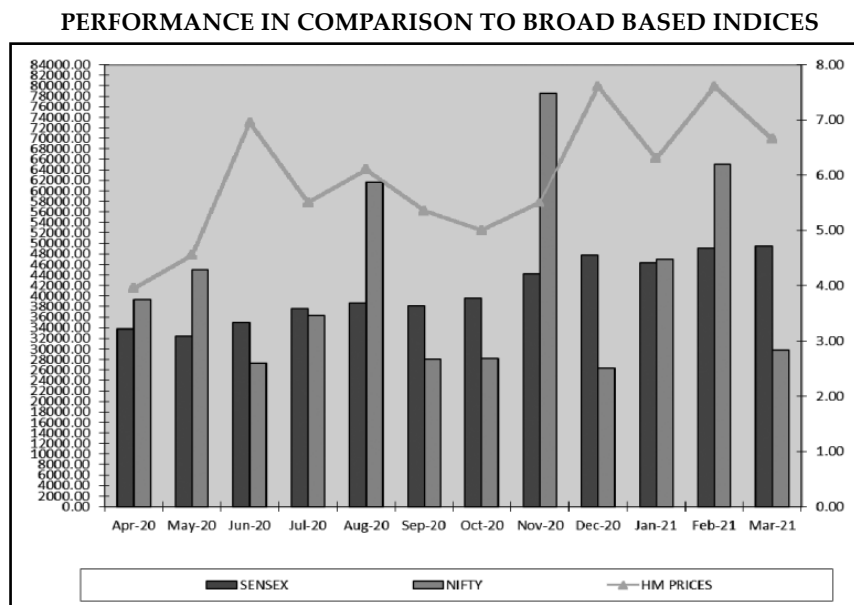
The Company’s shares are listed on National Stock Exchange of India Limited and BSE Limited. The monthly high and low quotations of shares traded during the financial year ended 31st March, 2021 are as below:

(Amount in Rs.)

Month	NSE		BSE	
	High	Low	High	Low
April – 2020	4.30	3.10	4.50	3.20
May – 2020	4.55	3.30	4.62	3.60
June – 2020	8.20	5.15	8.40	5.16
July – 2020	7.00	5.25	6.95	5.26
August – 2020	7.25	5.35	7.24	5.50
September – 2020	6.25	4.90	6.26	4.75
October – 2020	5.50	4.65	5.70	4.60
November – 2020	6.00	4.80	5.96	4.80
December – 2020	8.55	5.45	8.50	5.44
January – 2021	10.00	5.55	10.00	5.54
February – 2021	8.15	5.95	8.23	5.85
March - 2021	8.00	6.05	8.03	6.15

### HM's share price movement in comparison to broad-based indices

A graphical presentation is as follows :-



### The Registrar and Share Transfer Agents of the Company

KFin Technologies Private Limited

Selenium Tower B,

Plot 31-32, Financial District,

Nanakramguda,

Serilingampally Mandal

Hyderabad – 500 032

Telangana

Phone : (040) 6716 1517

E-mail : [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)/[suresh.d@kfintech.com](mailto:suresh.d@kfintech.com)

Kolkata Office: (033) 6628-5900

### Share Transfer System

Shares sent for physical transfer, if the documents are clear in all respects, are generally registered within an average time period of not more than 7 days from the date of receipt of the request. The Authorized Officers of the Registrar and Share Transfer Agents meet as often as required. During the year ended 31st March, 2021, 70 shares in physical form were transferred and the transfer process was completed within an average time period of not more than 7 days from the date of lodgement unless notices were required to be sent to the Registered Owners in certain identified categories of cases.

**The Distribution of Shareholding as on 31st March, 2021**

Sl. No.	No. of Shares			Shareholders		Shares	
				Numbers	%	Numbers	%
1	1	-	500	96209	80.17	15711862	7.53
2	501	-	1000	11918	9.93	10261305	4.92
3	1001	-	2000	5912	4.93	9350397	4.48
4	2001	-	3000	1975	1.65	5141637	2.46
5	3001	-	4000	840	0.70	3050091	1.46
6	4001	-	5000	988	0.82	4774744	2.29
7	5001	-	10000	1236	1.03	9570201	4.59
8	10001	-	20000	497	0.41	7341349	3.52
9	20001	and	above	426	0.35	143457707	68.75
<b>Total</b>				<b>120001</b>	<b>100.00</b>	<b>208659293</b>	<b>100.00</b>

Note: As per the SEBI Circular dated 19-12-2017, the shareholding pattern is to be submitted in consolidation with the PAN of the shareholders.

**Category of Shareholders as on 31st March, 2021**

Sl. No.	Category	No. of Holders	% of holders	No. of Sahres	% of Shareholding
1	MUTUAL FUNDS	16	0.01	66450	0.03
2	FOREIGN INSTITUTIONAL INVESTORS	11	0.01	41517	0.02
3	TRUSTS	7	0.01	13631	0.01
4	RESIDENT INDIVIDUALS	115322	96.10	109679523	52.56
5	NATIONALISED BANKS	39	0.03	67347	0.03
6	PROMOTERS	3	0.00	527592	0.25
7	INSURANCE COMPANIES	5	0.00	3300	0.00
8	NON RESIDENT INDIANS	884	0.74	896300	0.43
9	PROMOTERS BODIES CORPORATE	14	0.01	66945662	32.08
10	CLEARING MEMBERS	71	0.06	321665	0.15
11	LIFE INSURANCE CORPORATION	2	0.00	7443225	3.57
12	CORPORATE BODY - OTHERS	1	0.00	960458	0.46
13	BANKS	18	0.01	2605550	1.25
14	DIRECTORS	1	0.00	1300	0.00
15	NON RESIDENT INDIAN NON REPATRIABLE	251	0.21	538434	0.26

Sl. No.	Category	No. of Holders	% of holders	No. of Sahres	% of Shareholding
16	BODIES CORPORATES	910	0.76	8630175	4.14
17	NBFC	2	0.00	1446	0.00
18	H U F	2003	1.67	9851010	4.72
19	ENEMY PROPERTY	440	0.37	64418	0.03
20	FOREIGN NATIONALS	1	0.00	290	0.00
	<b>TOTAL</b>	<b>120001</b>	<b>100.00</b>	<b>208659293</b>	<b>100.00</b>

**Disclosure of Unclaimed Suspense Account as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Sl. No.	Particulars	No. of Shareholders	No. of Shares
i)	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account as on 1st April, 2020	5602	960458
ii)	Number of shareholders who approached the issuer for transfer of shares from the Unclaimed Suspense Account during the year	0	0
iii)	Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year	0	0
iv)	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account as on 31st March, 2021	5602	960458

**Note :** The voting rights on these shares shall remain frozen till the rightful owners of such shares claim the shares.

**Dematerialisation of Equity Shares and Liquidity**

The Company's shares are currently traded only in dematerialised form at two stock exchanges viz. National Stock Exchange of India Limited and BSE Limited. To facilitate trading in dematerialised form, the Company has tied up arrangements with both the present depositories, i.e. National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd. (CDSL). Shareholders can open account with any of the depository-participants registered with any of these depositories. As on 31st March, 2021, about 96.91% of the Company's shares were held in dematerialised form.

**Plant Locations (Manufacturing Units)**

Sl. No.	Address	Itemes Produced
1.	Uttarpara Division (UTP) Hindmotor, District Hooghly West Bengal – 712 233	Ambassador, Mini Truck - Winner, Auto Components namely Forgings, Castings, Stampings and Spare parts. (Plant is under suspension of work w.e.f. 24th May, 2014)
2.	Pithampur Plant Pithampur, Sector III Sagore – 454 774, District Dhar Madhya Pradesh	Mini Truck - Winner and Spare parts. (Plant is under lay off w.e.f. 4th December, 2014)



### **Code for Prevention of Insider Trading**

In accordance with the provisions of SEBI(Provision of Insider Trading Regulations), 2015 as amended from time to time, the Board of Directors of the Company have adopted the revised Code of Conduct to regulate, monitor and report trading by designated person with a review to regulate trading in securities of the Company by Insider.

The Code prohibits insiders from dealing in the security of the Company on the basis of any unpublished price sensitive information available to them by virtue of their position in the Company. The Code also provides for periodical disclosures from designated person as well as pre-clearance of transaction (above threshold), by such person so that they may not use their position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

The Company endeavours to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information. A copy of the Code is accessible on the Company's Website at [Hindmotor.com/files/HINDUSTAN-MOTORS-CODE-OF-PRACTICE-April-25-2019.pdf](http://Hindmotor.com/files/HINDUSTAN-MOTORS-CODE-OF-PRACTICE-April-25-2019.pdf).

### **CEO Declaration on Code of Conduct**

Reproduced is the text of the declaration made by the Chief Executive Officer confirming compliance of Code of Business Conduct and Ethics by all Directors and Senior Management Executives:-

June 30, 2021

The Board of Directors

Hindustan Motors Limited

"Birla Building", 13th Floor

9/1, R. N. Mukherjee Road

Kolkata 700 001

Dear Sir,

I hereby confirm and declare that all the Directors of the Company and all Senior Management Executives as defined in the Code of Business Conduct and Ethics of the Company have submitted annual declarations confirming their compliance of the same.

Thanking you

Yours faithfully

For **Hindustan Motors Limited**

Sd/-

**Prakash Sahu**

*Chief Executive Officer*

**Certificate by CEO and CFO**

The Board of Directors  
Hindustan Motors Limited  
“Birla Building”, 13th Floor  
9/1, R. N. Mukherjee Road  
Kolkata 700 001

1. We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2021 and to the best knowledge and belief, we state that:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements, that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2020-21 which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. We had disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify these deficiencies.
4. We have indicated, wherever applicable, to the Auditors and the Audit Committee:
  - (i) Significant changes in internal control over financial reporting during the year;
  - (ii) Significant changes in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the internal control system over financial reporting.

Place: Kolkata  
Date : 30 June, 2021

**Prakash Sahu**  
*Chief Executive Officer*

**Mahesh Kumar Kejriwal**  
*Chief Financial Officer*

**CERTIFICATE**

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by Hindustan Motors Limited, having its Registered Office at 9/1 R N Mukherjee Road, 13th Floor, Kolkata – 700 001, West Bengal and also the information provided by the Company, its officers, agents and authorized representatives and based on the verification of the Ministry of Corporate Affairs website, we hereby report that during the Financial Year ended on March, 2021, in our opinion, none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of Company by Securities and Exchange Board of India/Ministry of Corporate Affairs or any such Statutory authority.

Place: Kolkata  
Date: 30 June, 2021

For, **RBM & Associates**  
Company Secretaries

**Radhaballav Mandal**  
(M.No. F8182)

### Sexual Harassment at Workplace

The Company has in place a policy for prevention of sexual harassment in accordance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company did not receive any complaint during the year 2020-21.

### Address for Correspondence :

- KFin Technologies Private Limited  
Selenium Building Tower B,  
Plot No.31&32, Financial District,  
Nanakramguda,  
Serilingampally Mandal  
Hyderabad – 500 032  
Telangana  
Phone : (040) 6716 1517  
E-mail : einward.ris@kfintech.com/suresh.d@kfintech.com  
Kolkata Office: (033) 6628-5900
- For queries/assistance on issues other than shares (including those related to financial statements) :  
Mrs. Vishakha Gupta  
Company Secretary  
Hindustan Motors Ltd  
“Birla Building”, 13th Floor  
9/1, R. N. Mukherjee Road  
Kolkata - 700 001  
Telephone No : (033) 2242-0932  
Fax No. (033) 2248-0055  
E-mail : hmcosecy@hindmotor.com
- For share transfer/transmission requests  
Any of the local branches of KFin Technologies Private Limited, a list of which can be available from KFin’s aforesaid address or from the office of the Company Secretary.

### Details of Directors retiring by rotation seeking reappointment/Appointment at the ensuing Annual General Meeting : No.1

Name of Director	Shri A. Sankaranarayanan
Date of birth	29th July, 1942
Date of appointment	8th January, 1997
Qualification	B.E (Mech)
Nature of expertise in specific functional areas	As an Engineer of high caliber he has expertise in developing and introducing new products, updating existing product range and mix in achieving import substitutions and strengthening the In-house R&D activities.
Names of directorship in other companies (only public limited companies have been considered)	1 AVTEC Ltd. 2 Neosym Industry Limited

<b>Names of committees of other companies in which the director is a member.</b>	1 Audit Committee of AVTEC Ltd. 2 Nomination and Remuneration Committee of AVTEC Ltd. 3 Audit Committee of Neosym Industries Ltd
<b>No. of shares held in the Company</b>	1300
<b>Relationships with other Directors</b>	No

<b>Name of Director</b>	<b>Shri Sourav Daspatnaik</b>
<b>Date of birth</b>	1st July, 1963
<b>Date of appointment</b>	21st June, 2021
<b>Qualification</b>	M.S. & B.E (Mech)
<b>Nature of expertise in specific functional areas</b>	As an Engineer and management professional with 33 years of cross functional experience. He has proven track record of building business along with operational excellence.
<b>Names of directorship in other companies (only public limited companies have been considered)</b>	1. Genius Consultants Ltd 2. BTL EPC Limited
<b>Names of committees of other companies in which the director is a member.</b>	1. Audit Committee of BTL EPC Ltd 2. CSR Committee of BTL EPC Ltd 3. Remuneration Committee of BTL EPC 4. Audit Committee of Brace Iron & Steel Pvt Ltd 5. CSR Committee of Brace Iron & Steel Pvt Ltd 6. Audit Committee of Swach Environment Pvt Ltd 7. Audit Committee of Nangloi Water Services Pvt Ltd 8. NRC Committee of Nangloi Water Services Pvt Ltd 9. CSR Committee of Nangloi Water Services Pvt Ltd
<b>No. of shares held in the Company</b>	Nil
<b>Relationships with other Directors</b>	No

The above report was placed before and approved by the Board at its Meeting held on 30th June, 2021.

For and on behalf of the Board of Directors

Kolkata  
30th June, 2021

**Uttam Bose**  
*Director*  
(DIN- 02340000)

**A. Sankaranarayanan**  
*Director*  
(DIN- 00385632)

## Independent Auditors' Certificate on Corporate Governance

To  
The Members of  
**Hindustan Motors Limited**

We have examined the compliance of the conditions of Corporate Governance by Hindustan Motors Limited ("the Company") for the year ended 31 March 2021, as stipulated under Regulations 17 to 27, clauses (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations").

### **Managements' Responsibility**

The compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in "SEBI Listing Regulations".

### **Auditors' Responsibility**

Our examination is limited to the review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. We conducted our examination in accordance with the Guidance Note on Certification of Corporate Governance issued by Institute of Chartered Accountants of India (ICAI).

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the "SEBI Listing Regulations", as applicable for the year ended 31st March, 2021.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

### **Restrictions on use**

This certificate is issued solely for the purpose of complying with the aforesaid "SEBI Listing Regulations" and may not be suitable for any other purpose.

Place : Kolkata  
Date : 30th June, 2021

For **RAY & RAY**  
*Chartered Accountants*  
(Firm's Registration No. : 301072E)

**Asish Kumar Mukhopadhyay**  
*Partner*  
Membership No. : 056359  
(UDIN : 21056359AAAABB7344)

## Annexure-4 to the Directors' Report

### Directors' Responsibility Statement

The Board of Directors confirms that:

- A. In the preparation of the annual accounts, for the financial year ended 31st March, 2021, all the applicable accounting standards have been followed;
- B. The Directors have adopted such accounting policies and have applied them consistently and have made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;
- C. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud 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 that such systems are adequate and operating effectively.

For and on behalf of the Board of Directors

Kolkata  
30th June, 2021

**Uttam Bose**  
*Director*  
(DIN- 02340000)

**A. Sankaranarayanan**  
*Director*  
(DIN- 00385632)

## Annexure-5 to the Directors' Report

**Information under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors' Report for the year ended March 31, 2021**

Requirements of Rule 5(1)		Details
(i)	The ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2020-2021	Shri A. Sankaranarayanan-NA Shri Raj Kamal Johri-NA Shri Uttam Bose-NA Smt. Mou Mukherjee – NA Shri Om Prakash Gupta – NA Shri Bijaya Ranjan Mazumder - NA
(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	Shri M.K. Kejriwal – Chief Financial Officer w.e.f. 26-05-2018: 36.39% increase w.e.f. 1st March, 2021.  Overall increase in remuneration for managerial personnel w.e.f 01.04.2021: No increase
(iii)	The percentage increase in the median remuneration of employees in the financial year	No increase <b>NB:</b> Employees continuing on duty as on 1.4.2020 and 31.3.2021 are considered only
(iv)	The number of permanent employees on the rolls of the Company	333 employees as on 31.03.2021 for Uttarpara Unit 06 employees as on 31.03.2021 for Pithampur Unit Total = 339 Employees on Roll as on 31.3.2021
(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	Average salary increase of non-managerial employees: No increase <b>NB:</b> Except KMPs, all employees on duty are considered. The increase in the managerial remuneration is as given in (ii) above.
(vi)	Affirmation that the remuneration is as per the remuneration policy of the Company	Remuneration paid during the year is as per remuneration policy of the Company.

For and on behalf of the Board of Directors

Kolkata  
30th June, 2021

**Uttam Bose**  
Director  
(DIN- 02340000)

**A. Sankaranarayanan**  
Director  
(DIN- 00385632)

## Annexure-6 to the Directors' Report

Information under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 and forming part of the Directors' Report for the year ended March 31, 2021

- No employee throughout the financial year 2020-21 was in receipt of remuneration, which, in the aggregate was Rupees One crore and two lakh or more.
- No employee for a part of the financial year 2020-21, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate was Rupees Eight lakh and fifty thousand or more per month.

Rule 5(2)(iii) is not applicable to any employee of the Company.

For and on behalf of the Board of Directors

Kolkata  
30th June, 2021

**Uttam Bose**  
*Director*  
(DIN- 02340000)

**A. Sankaranarayanan**  
*Director*  
(DIN- 00385632)



## Annexure-7 to the Directors' Report

### Details of conservation of energy, technology absorption, foreign exchange earnings and outgo

#### (a) Conservation of energy

(i) the steps taken or impact on conservation of energy	<p>a. The Uttarpara Plant of the Company is under suspension of work with effect from 24th May, 2014. The following steps have been taken post suspension of work to conserve energy and reduce electricity expenses.</p> <p>i) Reduction in demand load from 8000KVA to 3000 KVA for the period September, 2014 to December, 2014.</p> <p>ii) Electricity connection was disconnected with effect from 3rd December, 2014 to save the payment of minimum demand charges.</p> <p>b. The Pithampur Plant of the Company is under layoff with effect from 4th December, 2014. Electricity connection was disconnected with effect from 29th October, 2014 to save the payment of minimum demand charges.</p>
(ii) the steps taken by the Company for utilizing alternate sources of energy	NIL
(iii) the capital investment on energy conservation equipment	NIL

#### (b) Technology absorption

(i) the efforts made towards technology absorption	All research and development efforts towards redesign and upgrading of product at Uttarpara Plant were put on hold due to suspension of work
(ii) the benefits derived like product improvement, cost reduction, product development or import substitution	
(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- (a) the details of technology imported (b) the year of import; (c) whether the technology been fully absorbed (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Not Applicable
(iv) the expenditure incurred on Research and Development	NIL

#### (c) Foreign Exchange Earnings and Outgo

(i) Foreign exchange earned (net of exchange)	Rs. NIL
(ii) Foreign exchange outgo	
a) CIF value of imports	Rs. NIL
b) Others	Rs. NIL

For and on behalf of the Board of Directors

Kolkata  
30th June, 2021

**Uttam Bose**  
Director  
(DIN- 02340000)

**A. Sankaranarayanan**  
Director  
(DIN- 00385632)

## Annexure-8 to the Directors' Report

### 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,

M/s Hindustan Motors Limited

"Birla Building", 13TH Floor,

Western Side, 9/1 R N Mukherjee Road

Kolkata -700001

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the audit period covering the period 1st April 2020 to 31st March 2021, we hereby report that in our opinion, the Company has, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) The Sick Industrial Companies Act, 1985;
- (v) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.

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 and subsequent amendments thereon;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and subsequent amendments thereon;
- (c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2016 and subsequent amendments thereon;

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

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has specifically complied with the provisions of the following Act:

Motor Vehicles Act, 1988 and rules made there under, to the extent of their applicability to the Company during the Financial Year ended 31.03.2021 and our examination and reporting is based on the documents, records and files as produced and shown to and the information and explanations as provided to us by the Company and its management and to the best of our judgement and understanding of the applicability of the different enactments upon the Company. Further, to the best of our knowledge and understanding there are adequate systems and processes in the Company commensurate with its size and operation to monitor and ensure compliances with applicable laws including general laws, labour laws, competition law, environments laws, etc.

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

We further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

We further report that the provisions of the following regulations/guidelines /standards were not applicable to the Company for the Financial Year ended 31.03.2021:

- a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- c) SEBI (Share Based Employee Benefits) Regulations, 2014;
- d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

- I. Secretarial Standards (SS-1 and SS-2) as issued by The Institute of Company Secretaries of India and which became effective from 01.07.2015.
- II. The Listing Agreements entered by the Company with The National Stock Exchange of India Limited (NSE) and The Bombay Stock Exchange of India Limited (BSE).

**We further report that :**

- a) The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.
- d) 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.

### Management Responsibility

1. Maintenance of secretarial records is the responsibility of the Management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the Audit practice and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verifications were done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practice, 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 or verified the compliance of Laws other than those mentioned above.
4. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

### We further report that :-

- (i) *The suspension of work at Uttarpara Plant and lay off at Pithampur Plant is continuing during the Financial Year 2020-21.*
- (ii) *The Company was registered as Sick Company with Board for Industrial and Financial Reconstruction (BIFR) under Sick Industrial Companies (Special Provisions) Act, 1985 (SICA). However, SICA is repealed on and from 1st December, 2016 with the effectiveness of Sick Industrial Companies (Special Provisions) Repeal Act, 2003. The Company has not preferred any appeal or references before the NCLT till the reporting date.*
- (iii) *The Company has conducted the AGM for the Financial year 2019-2020 through video conference and for the conduct of AGM proper notices issued to the stake holders .*
- (iv) *During the period, one Special Resolution under Section 180(1)(a) of the Companies Act, 2013 was passed by requisite majority through Postal Ballot in respect of approval to sell, lease or otherwise dispose of the whole or substantially the whole of Uttarpara Plant and Pithampur Plant of the Company. The result of the Postal Ballot was announced by the Company on 6th April, 2021.*

We further report that during the Audit period, the company has not incurred any specific event/action that can have a major bearing on the companies compliance responsibilities in pursuance of the above referred laws, Rules, regulations, guidelines, standards etc.

This Report is to be read with our letter of even date which is annexed "ANNEXURE - A" and forms an Integral Part of this Report.

For **RBM & Associates**  
Company Secretaries

Place : Kolkata  
Date : 23.06.2021  
UDIN: F008182C000501367

**Radhaballav Mandal**  
Proprietor  
M. No. : F8182

## **ANNEXURE - A**

**(TO THE SECRETARIAL AUDIT REPORT OF M/S HINDUSTAN MOTORS LIMITED FOR  
THE FINANCIAL YEAR ENDED 31ST MARCH, 2021)**

To,  
**The Members,**  
**M/s Hindustan Motors Limited**  
"Birla Building", 13TH Floor,  
Western Side 9/1 R N Mukherjee Road  
Kolkata -700001

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

1. Maintenance of Secretarial Records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the Audit practices and processes as where appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. We believe that the 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. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For RBM & Associates**  
*Company Secretaries*

Place: Kolkata  
Date : 23.06.2021

**Radhaballav Mandal**  
*Proprietor*  
M. No. : F8182

## Independent Auditor's Report

To the Members of HINDUSTAN MOTORS LIMITED

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the accompanying financial statements of Hindustan Motors Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2021, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, 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 31st March, 2021, its profit and total comprehensive income, changes in equity and its cash flows 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) 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 (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules issued thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

#### Material Uncertainty related to 'Going Concern'

We draw attention to the following Note to the financial statements:

Note 45 to the Notes to the financial statements, which indicates that the current liabilities exceeded its current assets and it has accumulated losses which has resulted in complete erosion of the net worth of the Company as at 31st March, 2021, leading to a material uncertainty about the Company's ability to continue as a 'going concern'. However, the financial statements of the Company have been prepared on a 'going concern' basis for the reasons stated in the said Note.

Our opinion is not modified in respect of the matter.

#### 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 of the current period. 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. We have described below the key audit matter to be communicated in our report.

Sr. No.	Key Audit Matters	Auditors' Response
1.	<p><b>Evaluation of various disputed claims including taxes against the Company pending under appeals</b></p> <p>The Company has material amount of disputed claims including taxes and these are at present pending for adjudication at various forums, which involves significant judgment to determine the possible outcomes of these pending disputes, as their likely outcome shall be known in future.</p> <p>Refer Note Nos. 1(o) and 40 to the financial statements.</p>	<p><b>Principal Audit Procedures</b></p> <p>Obtained detailed list of all pending claims including taxes based on tax assessments and demands up to the year ended 31st March, 2021 from Management. We have checked the relevant papers and documents and also verified Management's underlying assumptions in estimating the tax provision and the possible outcome of the pending litigations. In course of our verification, we have also considered legal precedence and other rulings in evaluating Management's position on these uncertain tax positions.</p> <p><b>Audit Conclusion:</b></p> <p>Our procedures did not identify any material exceptions.</p>

**Information Other than the Financial Statements and Auditors' Report Thereon**

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

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

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

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

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

The Company's 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, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement 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. In this context attention is drawn to Note 45 to the financial statements which indicates that the current liabilities exceeded its current assets and it has accumulated losses which has resulted in complete erosion of the net worth of the Company as at 31st March, 2021, leading to a material uncertainty about the Company's ability to continue as a 'going concern' and the Company continues to prepare its accounts on a "Going Concern" basis 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 are also responsible for overseeing the Company's financial reporting process.

**Auditors' 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 auditors' 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 controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system 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. We conclude that a material uncertainty exists and attention is drawn to Material Uncertainty related to 'Going Concern' paragraph in our report herein above with related disclosures in the Note 45 to the financial statements. Our conclusions are based on the audit evidence obtained up to the date of our auditors' 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 of the current period and are therefore the key audit matters. We describe these matters in our auditors' 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 in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the unit/branch not visited by us.
  - (c) The Balance Sheet, the Statement of Profit and Loss, Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with relevant rules issued thereunder.
  - (e) The 'Going Concern' matter described under the Material Uncertainty related to 'Going Concern' paragraph herein above, in our opinion, may have an adverse effect on the functioning of the Company.
  - (f) On the basis of the written representations received from the directors as on 31st March, 2021 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.



- (g) With respect to the adequacy of the internal financial controls over financial reporting with reference to these financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure A**”.
- (h) With respect to the other matters to be included in the Auditors’ Report in accordance with the requirements of section 197(16) of the Act, as amended:  
According to the information and explanations given to us, no managerial remuneration is paid to its directors during the year by the Company.
- (i) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 40 to the financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts which were required to be transferred to the Investor Education and Protection Fund by the Company except as indicated in Note 22 to the financial statements.

For **RAY & RAY**  
*Chartered Accountants*  
(Firm’s Registration No. : 301072E)

**Asish Kumar Mukhopadhyay**  
*Partner*

Membership No. : 056359  
(UDIN : 21056359AAAABA1894)

Place : Kolkata  
Date : 30th June, 2021

## Annexure to the Auditor's Report

(Referred to in paragraph 1 under the heading '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 its property, plant and equipment.
- (b) All property, plant and equipment have not been physically verified by the management during the year but there is a regular programme of such verification in a phased manner to cover all the items over a period of three years 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 during the year.
- (c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the title deed of immovable properties is held in the name of the Company.
- (ii) The Company does not have any inventory. Accordingly, provisions of Clause (ii) of paragraph 3 of the aforesaid Order are not applicable to the Company.
- (iii) According to the information and explanation given to us, during the year, 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 Act. Accordingly, provisions of clauses (iii) (a), (b) and (c) of paragraph 3 of the aforesaid Order are not applicable to the Company.
- (iv) According to the information and explanation given to us, during the year the Company has not given loans, made investments, given guarantees and provided securities covered by provisions of section 185 and 186 of the Act.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits during the year within the meaning of the directives issued by the Reserve Bank of India, provisions of section 73 to 76 of the Act, any other relevant provisions of the Act and the relevant rules framed thereunder.
- (vi) The Company is not required to maintain cost records as specified under sub-section (1) of section 148 of the Act.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, we are of the opinion that the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, goods and service tax, sales tax/ value added tax, service tax, duty of customs, duty of excise, cess and any other statutory dues with appropriate authorities though there has been delays in respect of sales tax/value added tax and municipal tax. The extent of arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date, they became payable, are as mentioned below:

Nature of the Statute	Nature of dues	Amount (₹ in lacs)	Period to which amount relates	Due Date	Date of payment
West Bengal Deferment Tax	STDC	1791.50	June, 2012 to June, 2014	July, 2012 to July, 2014	Not paid
The West Bengal Municipal Act, 1993	Municipal Tax under Uttar Para Kotrang Municipality	152.86	April 2018 to March, 2021	April, 2018 to April, 2021	Not paid

- (b) According to the information and explanations given to us, the following dues of sales tax/ value added tax, duty of custom and duty of excise have not been deposited by the Company on account of any dispute:

Nature of the Statute	Nature of dues	Amount (₹ in lacs)	Period to which amount relates	Forum where dispute is pending
The Central Excise Act, 1944	Dispute on Account of Classification, Cenvat Credit. Assessable Value, Differential Excise Duty, Input Service Tax Credit	3,996.95	1984-2015	High Court, CESTAT, Commissioner (Appeals)/ Commissioner/ Additional Commissioner/ Joint Commissioner/ Assistant Commissioner of Central Excise.

The Central Sales Tax Act, 1956	Stock Transfer, Non-submission of C/D Forms etc.	518.32	1995-2014	High Court/ W.B. Commercial Taxes Appellate and Revisional Board/ Joint Commissioner- Appeal
Tamil Nadu Sales Tax Act, 1959	Additional Sales tax etc	2.52	1989-1996	Assistant Commissioner
West Bengal Value Added Tax Act, 2003	Provisional Assessment, Enhancement of turnover with wrong calculation and taxed	2,422.86	2007-2015	Taxation Tribunal of West Bengal/West Bengal Commercial tax Appellate & Revisional Board
The Customs Act, 1956	Dispute on account of Classification, Duty on inclusion of Technical Know-how fees on imported goods, import of Engines, Short Levy etc.	49.88	1990-2006	Commissioner/ Assistant Commissioner Appeals/ Tribunal
M.P. Commercial Tax Act, 1994	Exemption Notification denied by Commissioner Appeal	12.25	1997-2004	Appellate Board, Bhopal
M.P. VAT Act, 2002	Ex-party Assessment Order	26.64	2011-2012	Commercial Tax Officer
W.B. Commercial Tax Act	Entry Tax	149.09	2012-2014	Calcutta High Court/West Bengal Taxation Tribunal

- (viii) The Company has no borrowings from financial institution, bank, government and the Company has no debenture holders. Accordingly, clause (viii) of paragraph 3 of the aforesaid Order is not applicable to the Company.
- (ix) According to the information and explanations given to us, the Company has not raised money by way of initial public offer or further public offer including debt instruments and term loan during the year. Accordingly, clause (ix) of paragraph 3 of the aforesaid Order is not applicable to the Company.
- (x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given to us, no managerial remuneration is paid during the year by the Company. Accordingly, clause (xi) of paragraph 3 of the aforesaid Order is not applicable to the Company.
- (xii) The Company is not a Nidhi Company. Accordingly, clause (xii) of paragraph 3 of the aforesaid Order is not applicable to the Company.
- (xiii) On the basis of our examination of the books of account of the Company and according to the information and explanations given to us, the transactions entered into with the related parties are in compliance with section 177 and 188 of the Act and the same has been disclosed in the Notes to the financial statements as required by the applicable Accounting Standards (Ind AS).
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) On the basis of our examination of the records of the Company and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **RAY & RAY**

*Chartered Accountants*  
(Firm's Registration No. : 301072E)

**Asish Kumar Mukhopadhyay**  
*Partner*

Membership No. : 056359

Place : Kolkata  
Date : 30th June, 2021

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

(Referred to in paragraph 2(g) under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date)

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

We have audited the internal financial controls over financial reporting of Hindustan Motors Limited ("the Company") as of 31st March, 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 (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditor's Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

#### **Meaning of Internal Financial Controls Over Financial Reporting with reference to these financial statements**

A Company's internal financial control over financial reporting with reference to these financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with generally accepted accounting principles including the Indian Accounting Standards (Ind AS). A Company's internal financial control over financial reporting 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 the financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting with reference to these financial statements**

Because of the inherent limitations of internal financial controls over financial reporting 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 over financial reporting with reference to these financial statements to future periods are subject to the risk that the internal financial control over financial reporting 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, to the best of our information and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting with reference to these financial statements and such internal financial controls over financial reporting with reference to these financial statements were operating effectively as at 31st March, 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 issued by the ICAI.

For **RAY & RAY**  
*Chartered Accountants*  
(Firm's Registration No. : 301072E)

**Asish Kumar Mukhopadhyay**  
*Partner*

Membership No. : 056359

Place : Kolkata  
Date : 30th June, 2021

**Balance Sheet as at March 31, 2021**

		(Amounts in INR Lakhs)	
	Notes	As at March 31, 2021	As at March 31, 2020
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Property, Plant and Equipment	4	1,849.04	2048.92
Intangible Assets	4	–	–
Financial Assets			
(i) Investments	5	10.84	10.84
(ii) Other Financial Assets	6	1.44	1.54
Other Non-Current Assets	7	70.63	74.15
<b>TOTAL NON-CURRENT ASSETS</b>		<b>1,931.95</b>	<b>2,135.45</b>
<b>CURRENT ASSETS</b>			
Inventories	8	–	15.04
Financial Assets			
(i) Trade Receivables	9	5.47	6.56
(ii) Cash and Cash Equivalents	10	722.32	137.48
(iii) Bank Balances other than (ii) above	11	1.95	1.95
(iv) Other Financial Assets	12	197.03	191.80
Current Tax Assets (Net)	13	–	7.16
Other Current Assets	14	85.30	132.74
<b>TOTAL CURRENT ASSETS</b>		<b>1,012.07</b>	<b>492.73</b>
<b>TOTAL ASSETS</b>		<b>2,944.02</b>	<b>2,628.18</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	15	10,441.44	10,441.44
Other Equity	16	(13,215.11)	(13,576.86)
<b>Total Equity</b>		<b>(2,773.67)</b>	<b>(3,135.42)</b>
<b>Liabilities</b>			
<b>NON-CURRENT LIABILITIES</b>			
Financial Liabilities			
Other Financial Liabilities	17	29.41	27.48
Provisions for Employee Benefit Obligations	18	354.18	298.46
Deferred Tax Liabilities - Net	19	–	–
Other Non-Current Liabilities	20	71.29	74.32
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>454.88</b>	<b>400.26</b>
<b>CURRENT LIABILITIES</b>			
Financial Liabilities			
(i) Trade Payables	21	–	–
– total outstanding dues of micro enterprises and small enterprises; and		–	–
– total outstanding dues of creditors other than micro enterprises and small enterprises		944.92	1,090.30
(ii) Other Financial Liabilities	22	2,376.23	2,375.90
Provisions for Employee Benefit Obligations	23	29.24	30.89
Tax Liabilities (Net)	24	28.43	–
Other Current Liabilities	25	1,883.99	1,866.25
<b>TOTAL CURRENT LIABILITIES</b>		<b>5,262.81</b>	<b>5,363.34</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>2,944.02</b>	<b>2,628.18</b>

Significant accounting policies and other accompanying notes (1 - 49) form an integral part of the financial statements.

This is the Balance Sheet referred to in our report of even date.

For **Ray & Ray**

Chartered Accountants

ICAI Firm's Registration Number: 301072E

**Asish Kumar Mukhopadhyay**

Partner

Membership No. 056359

Place : Kolkata

Date : June 30, 2021

**Vishakha Gupta**

Company Secretary

**Prakash Sahu**  
Chief Executive Officer

**Mahesh Kumar Kejriwal**  
Chief Financial Officer

As Approved,

For and on behalf of the Board of Directors

**A. Sankaranarayanan**

Director

(DIN - 00385632)

**Uttam Bose**

Director

(DIN - 02340000)

## Statement of Profit and Loss for the year ended March 31, 2021

(Amounts in INR Lakhs)

	Notes	Year ended March 31, 2021	Year ended March 31, 2020
<b>INCOME</b>			
Revenue from Operations	26	117.10	21.02
Other Income	27	1,100.55	587.68
<b>TOTAL INCOME</b>		<b>1,217.65</b>	<b>608.70</b>
<b>EXPENSES</b>			
Cost of Materials and Components Consumed	28	15.02	16.00
Changes in Inventories of Finished Goods, Work in Progress and Stock-in-Trade	29	0.02	11.65
Employee Benefits Expense	30	137.91	167.26
Finance Costs	31	9.13	5.01
Depreciation and Amortisation Expense	32	82.03	88.41
Rates & Taxes	33	110.77	33.42
Other Expenses	34	239.80	371.54
<b>TOTAL EXPENSES</b>		<b>594.68</b>	<b>693.29</b>
<b>Profit / (Loss) Before Exceptional Items and Tax</b>		622.97	(84.59)
Exceptional Items (Net)		—	—
<b>Profit / (Loss) Before Tax</b>		622.97	(84.59)
<b>TAX EXPENSES</b>			
Current Tax	35	246.62	—
Income Tax for earlier year (Net)		—	-2.09
<b>Profit / (Loss) for the year</b>		<b>376.35</b>	<b>(82.50)</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
<b>Items that will not be reclassified to profit or loss</b>			
- Remeasurement of Post-employment benefit obligations		(20.22)	(26.22)
- Tax relating to these items		—	—
Income Tax	35	5.62	—
<b>Total Other Comprehensive Income / (Loss) for the year, net of tax</b>		<b>(14.60)</b>	<b>(26.22)</b>
<b>Total Comprehensive Income / (Loss) for the year</b>		<b>361.75</b>	<b>(108.72)</b>
<b>Earnings per equity share (in Rs.) (Face value of Rs. 5/- per share)</b>			
(1) Basic	43	0.18	(0.04)
(2) Diluted	43	0.18	(0.04)

Significant accounting policies and other accompanying notes (1 - 49) form an integral part of the financial statements.

This is the Statement of Profit and Loss referred to in our report of even date.

For **Ray & Ray**

Chartered Accountants

ICAI Firm's Registration Number: 301072E

As Approved,  
For and on behalf of the Board of Directors

**Asish Kumar Mukhopadhyay**

Partner

Membership No. 056359

**Vishakha Gupta**

Company Secretary

**A. Sankaranarayanan**

Director

(DIN - 00385632)

**Prakash Sahu**  
Chief Executive Officer

**Mahesh Kumar Kejriwal**  
Chief Financial Officer

**Uttam Bose**  
Director  
(DIN - 02340000)

Place : Kolkata

Date : June 30, 2021

## Statement of changes in Equity as at March 31, 2021

### A. Equity Share Capital

	Note	(Amounts in INR Lakhs)
<i>As at April 01, 2019</i>	15	10,441.44
Changes in equity share capital during the year		–
<i>As at March 31, 2020</i>		10,441.44
Changes in equity share capital during the year		–
<b>As at March 31, 2021</b>		<b>10,441.44</b>

### B. Other Equity

(Amounts in INR Lakhs)

Particulars	Note	Reserves and surplus					Total
		Capital Reserve	Securities premium	Revaluation Reserve	Capital Subsidy	Retained earnings (Surplus)	
<b>Balance as at April 1, 2019</b>	16	3.53	2771.60	720.86	15.00	(16979.13)	(13468.14 )
Profit for the year						(82.50)	(82.50)
Other comprehensive income for the year, net of tax						(26.22)	(26.22)
<b>Total comprehensive income for the year</b>		–	–	–	–	(108.72)	(108.72)
<b>Balance as at March 31, 2020</b>		3.53	2,771.60	720.86	15.00	(17087.85)	(13576.86 )
<b>Balance as at April 1, 2020</b>		3.53	2,771.60	720.86	15.00	(17087.85)	(13576.86)
Profit for the year						376.35	376.35
Adjustment towards assets discarded				(10.44)		10.44	–
Other comprehensive income for the year, net of tax						(14.60)	(14.60)
<b>Total comprehensive income for the year</b>		–	–	(10.44)	–	372.19	361.75
<b>Balance as at March 31, 2021</b>		3.53	2771.60	710.42	15.00	(16715.66)	(13215.11)

Significant accounting policies and other accompanying notes (1 - 49) form an integral part of the financial statements.

This is the Statement of changes in Equity referred to in our report of even date.

For **Ray & Ray**

Chartered Accountants

ICAI Firm's Registration Number: 301072E

**Asish Kumar Mukhopadhyay**

Partner

Membership No. 056359

Place : Kolkata

Date : June 30, 2021

**Vishakha Gupta**

Company Secretary

**Prakash Sahu**  
Chief Executive Officer

**Mahesh Kumar Kejriwal**  
Chief Financial Officer

**A. Sankaranarayanan**

Director  
(DIN - 00385632)

**Uttam Bose**  
Director  
(DIN - 02340000)



## Cash Flow Statement for the year ended March 31, 2021

	(Amounts in INR Lakhs)	
	Year ended March 31, 2021	Year ended March 31, 2020
<b>A Cash Flow from Operating Activities:</b>		
Profit / (Loss) before Exceptional Items and Tax	622.97	(84.59)
Adjustment for -		
Depreciation and amortisation expense	82.03	88.41
(Gain)/loss on disposal of property, plant and equipment	(712.70)	(13.23)
Unspent Liabilities and Provisions no longer required Written Back	(56.67)	(510.33)
Interest on Custom Duty Refund	(228.73)	-
Interest income classified as investing cash flows	(9.57)	(4.42)
Finance costs	9.13	5.01
<b>Changes in Operating Assets and Liabilities</b>		
(Increase)/Decrease in trade receivables	1.09	(1.07)
(Increase)/Decrease in inventories	15.04	27.65
(Increase)/ Decrease in other financial assets	3.05	7.72
(Increase)/Decrease in other non-current assets	3.52	0.68
(Increase)/Decrease in other current assets	47.44	164.26
Increase/(Decrease) in trade payables	(145.38)	(382.24)
Increase/ (Decrease) in employee benefit obligations	33.85	32.37
Increase/(Decrease) in other financial liabilities	58.93	334.77
Increase/(Decrease) in other Non-current liabilities	(3.03)	67.02
Increase/(Decrease) in other current liabilities	17.74	177.99
<b>Cash Flow from Operating Activities</b>	<b>(261.29)</b>	<b>(90.00)</b>
Income taxes paid (net of refund)	(205.41)	(53.66)
<b>Net cash flow from Operating Activities</b>	<b>(466.70)</b>	<b>(143.66)</b>
<b>B. Cash flows from Investing Activities</b>		
Proceeds from sale of property, plant and equipment	830.55	13.50
Interest on Custom Duty Refund	228.73	-
Interest received	1.39	4.42
<b>Net cash flow from Investing Activities</b>	<b>1,060.67</b>	<b>17.92</b>
<b>C. Cash flows from Financing Activities</b>		
Interest paid	(9.13)	(5.01)
<b>Net Cash Flow from Financing Activities</b>	<b>(9.13)</b>	<b>(5.01)</b>
<b>Net increase / (decrease) in cash and cash equivalents (A+B+C)</b>	<b>584.84</b>	<b>(130.75)</b>
Cash and cash equivalents at the beginning of the year	137.48	268.23
<b>Cash and cash equivalents at the end of the year</b>	<b>722.32</b>	<b>137.48</b>

The above Statement of Cash Flows has been prepared under the "Indirect Method" as set out in Ind AS 7- Statement of Cash Flow.

Significant accounting policies and other accompanying notes (1 - 49) form an integral part of the financial statements.

This is the Statement of Cash Flows referred to in our report of even date.

For **Ray & Ray**

Chartered Accountants

ICAI Firm's Registration Number: 301072E

**Asish Kumar Mukhopadhyay**

Partner

Membership No. 056359

Place : Kolkata

Date : June 30, 2021

**Vishakha Gupta**

Company Secretary

**Prakash Sahu**  
Chief Executive Officer

**Mahesh Kumar Kejriwal**  
Chief Financial Officer

**A. Sankaranarayanan**

Director

(DIN - 00385632)

**Uttam Bose**

Director

(DIN - 02340000)

## Notes to Accounts (Contd.)

### Corporate Information

Hindustan Motors Limited ("the Company") is a Company limited by shares, incorporated and domiciled in India having its Registered Office at Kolkata. The Shares of the Company are publicly traded on the National Stock exchange of India and BSE Limited. The Company is primarily engaged in manufacture and sale of Vehicles, Spare Parts of Vehicles, Steel Products and Components. The Company is also engaged in Trading of Spare Parts of Vehicles.

### **1 SIGNIFICANT ACCOUNTING POLICIES**

#### **(a) Basis of Preparation**

The financial statements have been prepared as a going concern on an accrual basis in accordance with Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013 ("the Act") [Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, as amended] and Other applicable provisions of the Act, to the extent applicable.

The financial statements have been prepared on accrual basis of accounting under historical cost convention and presented in Indian Rupees (INR) which is the Company's functional currency. All financial information presented in INR has been rounded off to the nearest lacs.

However, the following financial assets and financial liabilities are measured at fair value:

- i) Certain financial assets and liabilities measured at fair value.
- ii) Plan assets of defined employee benefit plans.

#### **(b) Property, Plant and Equipment**

The Company has regarded the Previous GAAP carrying value for all of its property, plant and equipment as deemed cost at the transition date, viz., 1st April, 2016. Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less accumulated depreciation, net of impairment, if any. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

#### ***Depreciation methods, estimated useful lives and residual value***

Depreciation on property, plant and equipment is provided on 'Straight Line Method', over the estimated useful lives of the respective assets as prescribed under Schedule II of the Companies Act, 2013 except for vehicles used for Research and development purpose, which are depreciated @20% p.a. which was higher than the rates prescribed under Schedule II of the Companies act, 2013. Leasehold land (other than perpetual lease) is amortised over the respective lease period. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

#### **Derecognition :**

The carrying amount of an item of property, plant and equipment is derecognised on disposal or when no future benefits are expected from its use or disposal. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).n other gains/(losses).

## Notes to Accounts (Contd.)

### (c) Intangible Assets

The Company has elected to avail the exemption granted by IND AS-101 "First time adoption of IND AS" and regard the Previous GAAP carrying value for all of its intangible assets as deemed cost at the transition date, viz., 1st April, 2016. Intangible assets are stated at cost less accumulated amortisation and net of impairments, if any. An intangible asset is recognised if it is probable that the expected future economic benefits that are attributable to the asset will flow to the company and its cost can be measured reliably. Intangible assets are amortised on straight line basis over their estimated useful lives.

#### **Derecognition :**

The carrying amount of an intangible asset is derecognized on disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in profit or loss.

### (d) Inventories

- a) Inventories are valued at lower of cost, computed on annual weighted average basis, and net realisable value.
- b) The closing stock of materials inter-transferred from one unit to another is valued at cost or net realisable value whichever is lower.
- c) Net realisable value is the selling price in the ordinary course of business, less costs of completion and costs necessary to make the sale.
- d) Cost of finished goods and work in progress include direct materials, labour and an appropriate proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty.

### (e) Fair Value Measurement

Fair value is the price that would be received on sale of asset or paid to transfer a liability in an ordinary transaction between market participants at the measurement date. Normally at initial recognition the transaction price is the best evidence of fair value.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities based on the nature, characteristics and the risks of the asset or liability and at the level of the fair value hierarchy. This categorization is based on the lowest level input that is significant to the fair value measurement as a whole;

**Level 1** - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

**Level 2** - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

**Level 3** - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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

### (f) 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.

## Notes to Accounts (Contd.)

### Financial Assets :

#### Initial recognition and measurement

All financial assets except trade receivables are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, then at transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expressed in the Statement of Profit and Loss.

The Company measures the trade receivables at their transaction price, if the trade receivables do not contain a significant financing component.

#### Subsequent measurement

Subsequent measurement of financial assets is described below -

##### (i) Debt instruments :

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

##### (ii) Equity investment :

The Company subsequently measures all equity investments in companies other than equity investments in subsidiaries, joint ventures and associates at fair value. As per management, as sufficient recent information is not available to measure the fair value, cost represents best estimate of the fair value within that range.

#### Derecognition :

A financial asset (or, where applicable, a part of a financial asset or part of a Company 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
- The Company has transferred its right 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.

### Financial Liabilities :

Financial liabilities of the Company are contractual obligations to deliver cash or another financial asset to another entity.

#### Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value minus transaction costs that are directly attributable and subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the fair value at initial recognition is recognised through profit or loss and loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

## Notes to Accounts (Contd.)

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

### **Subsequent measurement**

#### **Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognized in the Statement of Profit and Loss when the liabilities are derecognized.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

#### **Derecognition :**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The differences in the respective carrying amounts are recognized in the Statement of Profit and Loss.

### **(g) Impairment**

#### **1. Property, plant and equipment and other intangible assets**

At each balance sheet date, the Company assesses whether there is any indication that any property, plant and equipment and intangible assets with finite lives may be impaired. If any such impairment exists the recoverable amount of an asset is estimated to determine the extent of impairment, 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. Intangible assets with indefinite useful lives and intangible assets not yet available for use, are tested for impairment annually at each balance sheet date, or earlier, if there is an indication that the asset may be impaired. Recoverable amount is the higher of fair value less costs to sell 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.

#### **2. Financial 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. The Company tests for impairment using the ECL model for financial assets such as trade receivables, loans and advances to be settled in cash and deposits.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. Life time ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 month ECL is a portion of the lifetime ECL which results from default events on a financial instrument that are possible within 12 months after the reporting date.

**Notes to Accounts (Contd.)**

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/expense in the statement of profit and loss (P&L). This amount is reflected in a separate line in the P&L as an impairment gain or loss. For financial assets measured at amortised cost, ECL is presented as an allowance which reduces the net carrying amount of the financial asset.

**(h) Revenue Recognition**

- (i) Amounts disclosed as revenue are inclusive of goods and service tax and net of rebate, discount if any.
- (ii) Insurance and other claims, to the extent considered recoverable, are accounted for in the year of claim. However, claims and refunds whose recovery cannot be ascertained with reasonable certainty are accounted for on acceptance basis.
- (iii) Revenue from interest is recognized on accrual basis and determined by contractual rate of interest.
- (iv) Dividend income is stated at gross and is recognized when right to receive payment is established.

The company recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity after dispatch of goods and passing of title to the customer.

**(i) Employee Benefits****(i) Short term obligations :**

Short term employee benefits are accrued in the year services are rendered by the employees.

**(ii) Post employment benefit obligations :**

Contributions to defined contribution plans such as Provident Fund etc. are being made in accordance with the statute and are recognized as and when incurred.

Contribution to defined benefit plans consisting of contribution to gratuity are determined at close of the year at present value of the amount payable using actuarial valuation techniques. Actuarial gain and losses arising from experience adjustments and changes in actuarial assumptions are recognized in other comprehensive income. Other costs are recognized in the Statement of Profit and Loss.

Other long term employee benefits consisting of Leave encashment are determined at close of the year at present value of the amount payable using actuarial valuation techniques. The changes in the amount payable including actuarial gain or loss are recognized in the Statement of Profit or Loss.

Contribution to Superannuation Fund, a defined contribution plan is made in accordance with the Company Policy and is recognized in the Statement of Profit and Loss.

**(j) Leases**

Leases of property, plant and equipment where the Company, as lessee, has substantially transferred all the risks and rewards of ownership are classified as finance lease. Assets under finance lease are capitalized at the inception, at the fair value of the leased property or if lower, the present value of minimum lease payments. The corresponding rental obligations, net of finance charge, are included in borrowings or other financial liabilities, as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating lease. Payments made under operating leases (net of incentives received from the lessor) are charged to profit or loss on a straight line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

**Notes to Accounts (Contd.)****(k) Foreign Currency Transaction****(i) Transactions and balances**

At each Balance Sheet date, monetary items denominated in foreign currency are translated at the functional currency exchange rates prevailing on that date and exchange difference has been recognized in the Statement of Profit and Loss. The company classifies all its foreign operations as integral in nature.

Non-monetary items that are measured in terms of historical cost in foreign currency are translated using the exchange rate at the date of transaction.

**(ii) Forward Exchange contracts not intended for trading or speculation purpose**

The premium or discount arising at the inception of forward exchange contracts is amortised as expenses or income over the life of respective contracts. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or as expense for the year.

**(l) Income Taxes**

Current income tax is recognized based on the amount expected to be paid to the tax authorities, using tax rates and tax laws that have been enacted or substantially enacted on the date of Balance Sheet.

Current tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

**(m) Deferred Tax**

Deferred tax is recognised, using the Balance Sheet- liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the separate financial statements.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. If the Company has carry forward unabsorbed depreciation and tax losses, all deferred tax assets are recognised only to the extent there is virtual certainty supported by convincing evidence that sufficient taxable income will be available against which such deferred tax assets can be realised.

At each Balance Sheet date, the Company re-assesses unrecognised deferred tax assets. It recognises, unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

**(n) Earnings per Share**

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed using the weighted average number of shares and dilutive equity equivalent shares outstanding during the period, except when results will be anti-dilutive

## Notes to Accounts (Contd.)

### (o) Provisions, Contingent Liabilities, Contingent Assets

Provisions are recognized when there is a present legal or statutory obligation or constructive obligation as a result of past events and where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

Contingent liabilities are recognized when there is a possible obligation arising from past events due to occurrence and non occurrence of one or more uncertain future events not wholly within the control of the company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

Contingent assets where it is probable that future economic benefits will flow to the company are not recognised but disclosed in the financial statements. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

### (p) Segment Reporting

In accordance with Ind AS 108-"Operating Segment", the operating segments are reported in a manner consistent with the internal reporting provided to the "Chief Operating Decision Maker"(CODM). The Board of Directors is collectively the Company's CODM.

## 2. RECENT ACCOUNTING PRONOUNCEMENTS

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards. There is no such notification which would have been applicable to the Company with effect from 1st April, 2020.

## 3. USE OF ESTIMATES AND MANAGEMENT JUDGEMENTS

The preparation of financial statements in conformity with Ind AS requires management to make judgements, assumptions and the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the company's accounting policies.

This note provides information about the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.

Estimates, underlying assumptions and judgements are reviewed on ongoing basis. Revisions to accounting estimates are recognised in a period in which the estimates are revised. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the company and that are believed to be reasonable under the circumstances.



## Notes to Accounts (Contd.)

### 4. Property, Plant and Equipment & Intangible Assets

(Amounts in INR Lakhs)

Particulars	Tangible Assets							Intangible Assets			
	Freehold Land [Note (d)]	Leasehold Land [Note (a)]	Buildings [Note (b) to (d)]	Plant & Equipment	Furniture & Fixtures	Office Equipments	Vehicles	Total	Software	Product Development	Total
At Deemed Cost											
As at March 31, 2019	660.08	12.66	470.90	1,248.96	9.46	17.08	18.93	2438.07	5.21	97.12	102.33
Additions	-	-	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	0.18	0.15	-	-	0.33	-	-	-
As at March 31, 2020	660.08	12.66	470.90	1,248.78	9.31	17.08	18.93	2437.74	5.21	97.12	102.33
Additions	-	-	-	-	-	-	-	-	-	-	-
Disposals	-	-	20.23	171.13	0.26	0.34	-	191.96	-	-	-
As at March 31, 2021	660.08	12.66	450.67	1,077.65	9.05	16.74	18.93	2245.78	5.21	97.12	102.33
Depreciation											
As at March 31, 2019	-	0.56	87.91	195.69	2.66	1.84	11.81	300.47	5.21	97.12	102.33
Charge for the period	-	0.18	22.02	64.53	0.77	-	0.91	88.41	-	-	-
Disposals	-	-	-	-	0.06	-	-	0.06	-	-	-
As at March 31, 2020	-	0.74	109.93	260.22	3.37	1.84	12.72	388.82	5.21	97.12	102.33
Charge for the period	-	0.19	21.05	59.82	0.31	-	0.66	82.03	-	-	-
Disposals	-	-	1.94	72.17	-	-	-	74.11	-	-	-
As at March 31, 2021	-	0.93	129.04	247.87	3.68	1.84	13.38	396.74	5.21	97.12	102.33
Net Block											
As at March 31, 2020	660.08	11.92	360.97	988.56	5.94	15.24	6.21	2048.92	-	-	-
As at March 31, 2021	660.08	11.73	321.63	829.78	5.37	14.90	5.55	1849.04	-	-	-

#### Notes :

- (a) Refer Note No. 41
- (b) Building includes proportionate cost of a part of Building (on Lease Hold Land) and Other Assets amounting to INR 0.87 lakhs (2020-INR 0.87 lakhs) held in joint ownership basis with others at Kolkata.
- (c) Building includes INR 4.50 lakhs (2020-INR 4.50 lakhs) being the value of share in Co-operative Housing Societies.
- (d) Includes some portion of land and building given on rent, but the value of which could not be ascertained.

**Notes to Accounts** (Contd.)

	(Amounts in INR Lakhs)	
	As at March 31, 2021	As at March 31, 2020
<b>5. NON-CURRENT INVESTMENTS</b>		
<b>Investments in equity instruments (fully paid)</b>		
<b>Unquoted - In Subsidiary Companies (at cost)</b>		
1,00,000 (2020 - 1,00,000) Equity shares in Hindustan Motors Limited, USA (Incorporated in the State of Delaware, USA)	163.09	163.09
Less: Diminuation in the value of Investment	(163.09)	(163.09)
<b>In Other Entities (at cost)</b>		
50,000 (2020 - 50,000) equity shares of INR 10 each in Pithampur Auto Cluster Limited	5.00	5.00
2,000 (2020 - 2,000) equity shares of INR 10 each in Bengal Shriram Hitech City Private Limited	0.20	0.20
10,000 (2020 - 10,000) equity shares of INR 10 each in AVTEC Limited	5.64	5.64
<b>Total investment in equity instruments</b>	<b>10.84</b>	<b>10.84</b>
<b>Total non-current investments</b>	<b>10.84</b>	<b>10.84</b>
Aggregate amount of unquoted investments	173.93	173.93
Aggregate amount of impairment due to diminuation in the value of investment	(163.09)	(163.09)
<b>6. OTHER NON-CURRENT FINANCIAL ASSETS</b>		
<b>Unsecured, considered good</b>		
Security Deposits	1.44	1.54
<b>Unsecured, considered Doubtful</b>		
Loan to Related Party (Subsidiary Company)	107.65	107.65
Less: Provision made for doubtful loan	(107.65)	(107.65)
<b>Total other non-current financial assets</b>	<b>1.44</b>	<b>1.54</b>

**Notes to Accounts (Contd.)**

(Amounts in INR Lakhs)		
	<b>As at</b>	<b>As at</b>
	<b>March 31, 2021</b>	<b>March 31, 2020</b>
<b>7. OTHER NON-CURRENT ASSETS</b>		
<i>Unsecured</i>		
Deferred Rent Expense for Security Deposit Assets	1.27	1.29
Prepaid Expenses	–	1.75
Other Deposit of Non financial nature		
Considered good	69.36	71.11
Considered doubtful	98.20	98.20
Less: Provision made for Doubtful Advances	(98.20)	(98.20)
Other Receivables		
Considered doubtful	70.75	70.75
Less: Provision made for doubtful receivables	(70.75)	(70.75)
<b>Total other non-current assets</b>	<b>70.63</b>	<b>74.15</b>
<b>8. INVENTORIES</b>		
<i>At lower of cost and net realisable value</i>		
Raw Materials and Components	–	15.02
Finished goods	–	0.02
<b>Total inventories</b>	<b>–</b>	<b>15.04</b>
<b>9 TRADE RECEIVABLES</b>		
a) Debts outstanding for a period exceeding six months from the date they are due		
Considered good		
Secured	–	–
Unsecured, Considered good		
from Related Party	5.47	5.47
from Others	–	0.02
b) Other Debts		
Considered good		
Unsecured	–	1.07
<b>Total trade receivables</b>	<b>5.47</b>	<b>6.56</b>

**Notes to Accounts** (Contd.)

	(Amounts in INR Lakhs)	
	<b>As at</b>	<b>As at</b>
	<b>March 31, 2021</b>	<b>March 31, 2020</b>
<b>10 CASH &amp; CASH EQUIVALENTS</b>		
<b>Balances with Scheduled Banks</b>		
in Current Accounts	122.30	137.45
in Fixed Deposit Accounts		
Deposit with maturity of less than three months	150.00	—
Deposits with maturity more than 3 months but less than 12 months	450.00	—
Cash in hand	0.02	0.03
<b>Total cash and cash equivalents</b>	<b>722.32</b>	<b>137.48</b>
<b>11 OTHER BANK BALANCES</b>		
Unpaid Dividend Account	1.95	1.95
<b>Total other bank balances</b>	<b>1.95</b>	<b>1.95</b>
<b>12 OTHER CURRENT FINANCIAL ASSETS</b>		
(Unsecured, considered good)		
Security Deposits	0.66	1.01
Receivable towards sale of CCP assets (Pursuant to Business Transfer Agreement)	188.19	190.79
Accrued Interest	8.18	—
<b>Total other current financial assets</b>	<b>197.03</b>	<b>191.80</b>
<b>13 CURRENT TAX ASSETS (NET)</b>		
Income Tax		
As per last Balance Sheet	—	(48.59)
Less: Income Tax for Earlier year (Net)	—	2.09
Less: Taxes Paid	—	53.66
<b>Total Advance Payment of Income Tax (Net)</b>	<b>—</b>	<b>7.16</b>

## Notes to Accounts (Contd.)

(Amounts in INR Lakhs)

	As at March 31, 2021	As at March 31, 2020
<b>14 OTHER CURRENT ASSETS</b>		
(Unsecured, considered good)		
Prepaid Expenses	1.76	1.97
Deferred Rent Expense on Security Deposit given	0.02	0.02
Advances receivable in cash or in kind or for value to be received or for pending adjustments	21.91	18.40
GST and other refund receivable	9.53	5.49
Balances with Custom, Port trust & other government departments	52.08	106.86
<b>Total other current assets</b>	<b>85.30</b>	<b>132.74</b>
<b>15 EQUITY SHARE CAPITAL</b>		
<b>Authorised</b>		
33,00,00,000 (33,00,00,000) Equity shares of INR 5 each	16,500.00	16,500.00
55,00,000 (55,00,000) Unclassified shares of INR 100 each	5,500.00	5,500.00
	<b>22,000.00</b>	<b>22,000.00</b>
<b>Issued</b>		
20,90,76,597 (20,90,76,597) Equity Shares of INR 5 each	10,453.83	10,453.83
<b>Subscribed &amp; Paid-Up</b>		
20,86,59,293 (20,86,59,293) Equity Shares of INR 5 each	10,432.96	10,432.96
Add: Forfeited Shares (amount originally paid-up)	8.48	8.48
<b>Total equity share capital</b>	<b>10,441.44</b>	<b>10,441.44</b>
<b>(i) Reconciliation of equity share capital</b>		
	<b>Number of shares</b>	<b>Number of shares</b>
<i>As at March 31, 2020</i>	20,86,59,293	20,86,59,293
Change during the year	—	—
<i>As at March 31, 2021</i>	<b>20,86,59,293</b>	<b>20,86,59,293</b>

## (ii) Rights and preferences attached to equity shares :

The Company has only one class of equity shares issued and subscribed of face value of INR 5 per share. Each holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive assets of the Company remaining after settlement of all liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders. In the event of declaration of dividend by the Company, approval of shareholders will be required in its Annual General Meeting.

**Notes to Accounts (Contd.)**(iii) *Details of Shareholders holding more than 5 percent shares in the Company :*

Name of Shareholders	As at 31st March 2021		As at 31st March 2020	
	Number of Shares	% of Holding	Number of Shares	% of Holding
National Bearing Co. (Jaipur) Ltd.	2,16,12,354	10.36%	2,16,12,354	10.36%
Central India Industries Ltd.	1,84,00,600	8.82%	1,84,00,600	8.82%

As per records of the Company, including its register of Shareholders/Members and other declarations received from Shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of Shares.

(Amounts in INR Lakhs)

**As at**                      **As at**  
**March 31, 2021**    **March 31, 2020**

**16 OTHER EQUITY**

Capital Reserve	3.53	3.53
Securities Premium Reserve	2,771.60	2,771.60
Revaluation Reserve	710.42	720.86
Capital Subsidy	15.00	15.00
Surplus / (Deficit)	(16,715.66)	(17,087.85)
<b>Total other equity</b>	<b>(13,215.11)</b>	<b>(13,576.86)</b>

**(i) CAPITAL RESERVE**

Opening Balance	3.53	3.53
Adjustment during the year	—	—
Closing Balance	<b>3.53</b>	<b>3.53</b>

**(ii) SECURITIES PREMIUM RESERVE**

Opening Balance	2,771.60	2,771.60
Adjustment during the year	—	—
Closing Balance	<b>2,771.60</b>	<b>2,771.60</b>

**(iii) REVALUATION RESERVE**

Opening Balance	720.86	720.86
Adjustment during the year	(10.44)	—
Closing Balance	<b>710.42</b>	<b>720.86</b>

**(iv) CENTRAL SUBSIDY**

Opening Balance	15.00	15.00
Adjustment during the year	—	—
Closing Balance	<b>15.00</b>	<b>15.00</b>

**Notes to Accounts (Contd.)**

(Amounts in INR Lakhs)		
	<b>As at</b>	<b>As at</b>
	<b>March 31, 2021</b>	<b>March 31, 2020</b>
<b>(v) RETAINED EARNINGS - SURPLUS / (DEFICIT)</b>		
Opening Balance	(17,087.85)	(16,979.13)
Less : Revaluation Reserve Set off on Building Discarded	10.44	—
Add: Profit /(Loss) during the year as per Statement of Profit & Loss	376.35	(82.50)
Other comprehensive income recognised directly in retained earnings		
- Remeasurements of post-employment benefit obligation, net of tax	(14.60)	(26.22)
<b>Closing Balance</b>	<b>(16,715.66)</b>	<b>(17,087.85)</b>

*Nature and purpose of Reserves*

**(i) Securities premium Reserve**

Securities premium Reserve represents amount received in excess of per value of issue of shares. The Premium is utilised in accordance with the provisions of the Companies Act.

**(ii) Revaluation Reserve**

Revaluation Reserve was created under previous GAAP on upward revaluation of land and building.

(Amounts in INR Lakhs)		
	<b>As at</b>	<b>As at</b>
	<b>March 31, 2021</b>	<b>March 31, 2020</b>
<b>17 OTHER NON-CURRENT FINANCIAL LIABILITIES</b>		
Security Deposits	29.41	27.48
<b>Total other non-current financial liabilities</b>	<b>29.41</b>	<b>27.48</b>
<b>18 PROVISIONS FOR EMPLOYEE BENEFIT OBLIGATIONS - Non-current</b>		
<b>Leave Encashment - Unfunded</b>		
Present value of obligation	89.90	87.43
<b>Gratuity - Funded</b>		
Present value of obligation	318.70	306.86
Fair value of plan assets	54.42	95.83
Net Liability	264.28	211.03
<b>Total employee benefit obligations</b>	<b>354.18</b>	<b>298.46</b>

## Notes to Accounts (Contd.)

(Amounts in INR Lakhs)			
	As at March 31, 2021	As at March 31, 2020	
<b>19 DEFERRED TAX LIABILITIES - NET</b>			
<i>Deferred Tax Liabilities on account of:</i>			
Depreciation	198.68	276.98	
<b>Total deferred tax liabilities (A)</b>	<b>198.68</b>	<b>276.98</b>	
<i>Deferred Tax Assets on account of:</i>			
Accrued Expenses Deductible on Payment	574.39	546.38	
Unabsorbed Depreciation and carried forward business loss	3165.36	3548.85	
<b>Total deferred tax assets (B)</b>	<b>3,739.75</b>	<b>4,095.23</b>	
<b>Deferred Tax Liabilities / (Assets) (Net) - (A-B)</b>	<b>(3,541.07)</b>	<b>(3,818.25)</b>	
<b>Movement in deferred tax liabilities</b>		<b>Depreciation</b>	
<i>As at March 31, 2019</i>		274.75	
Change due to timing difference		(2.23)	
<i>As at March 31, 2020</i>		276.98	
Change due to timing difference (Refer Note below)		78.30	
<i>As at March 31, 2021</i>		<b>198.68</b>	
<i>Movement in deferred tax assets</i>	<b>Statutory Expenses allowable against taxable income in future</b>	<b>Unabsorbed Depreciation and carried forward business loss</b>	<b>Amounts in INR Lakhs</b>
<i>As at March 31, 2019</i>	608.07	3725.25	4,333.32
Changes on the basis of amount claimed against taxable income	(61.69)	(176.40)	(238.09)
<i>As at March 31, 2020</i>	<b>546.38</b>	<b>3548.85</b>	<b>4095.23</b>
Changes on the basis of amount claimed against taxable income (Refer Note below)	28.01	(383.49)	(355.48)
<i>As at March 31, 2021</i>	<b>574.39</b>	<b>3,165.36</b>	<b>3,739.75</b>

**Note :** In terms of accounting policy 1(m) followed by the Company, net deferred tax assets have not been recognised.



**Notes to Accounts (Contd.)**

(Amounts in INR Lakhs)		
	<b>As at</b>	<b>As at</b>
	<b>March 31, 2021</b>	<b>March 31, 2020</b>
<b>20 OTHER NON-CURRENT LIABILITIES</b>		
Other liabilities	71.29	74.32
<b>Total other non-current liabilities</b>	<b>71.29</b>	<b>74.32</b>
<b>21 TRADE PAYABLES</b>		
Trade Payables - others	935.59	1,080.97
Trade Payables to related parties	9.33	9.33
<b>Total trade payables</b>	<b>944.92</b>	<b>1,090.30</b>
Based on the information/documents available with the Company, there are no micro, small and medium enterprises as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006, to whom the Company owes any dues.		
<b>22 OTHER CURRENT FINANCIAL LIABILITIES</b>		
Current Maturities of Long Term Debt		
S. T. Deferral Credit (STDC)*	1,791.50	1,791.50
Unclaimed Dividend **	1.95	1.95
Security Deposits	129.67	129.67
Others :		
- Other Payables	369.03	372.75
Liabilities for Other Expenses	84.08	80.03
<b>Total Other current financial liabilities</b>	<b>2,376.23</b>	<b>2,375.90</b>
*Repayment of interest free STDC of Rs. 1791.50 lakhs (Rs. 1791.50 lakhs) which already became due has not been paid as on Balance Sheet date.		
**Amount not deposited as the cases are sub-judice.		
<b>23 PROVISIONS FOR EMPLOYEE BENEFIT OBLIGATIONS - Current</b>		
<b>Leave Encashment - Unfunded</b>		
Present value of obligation	12.07	11.79
<b>Gratuity - Funded</b>		
Present value of obligation	41.97	27.75
Fair value of plan assets	24.80	8.65
Net Liability	17.17	19.10
<b>Total employee benefit obligations</b>	<b>29.24</b>	<b>30.89</b>

**Notes to Accounts (Contd.)**

(Amounts in INR Lakhs)		
	<b>As at</b>	<b>As at</b>
	<b>March 31, 2021</b>	<b>March 31, 2020</b>
<b>24 TAX LIABILITIES (NET)</b>		
Income Tax		
As per last Balance Sheet	(7.16)	—
Add: Tax Payable for the year	241.00	—
Less: Taxes Paid	(208.17)	—
Add: Adjustment / (Refund) for earlier Years	2.76	—
<b>Total tax liabilities (Net)</b>	<b>28.43</b>	<b>—</b>
<b>25 OTHER CURRENT LIABILITIES</b>		
Advance from Parties / Against Sale of Property, Plant and Equipment	238.08	333.56
Statutory and other dues	1,322.00	1,186.12
Liabilities related to Employees	320.88	342.97
Other Liabilities - Deferred Rent Income	3.03	3.60
<b>Total other current liabilities</b>	<b>1,883.99</b>	<b>1,866.25</b>
(Amounts in INR Lakhs)		
	<b>Year ended</b>	<b>Year ended</b>
	<b>March 31, 2021</b>	<b>March 31, 2020</b>
<b>26 REVENUE FROM OPERATIONS</b>		
Other Operating Income *		
Sale of Scrap	97.10	21.02
Others	20.00	—
* Includes sale of Inventories / scrap held for sale		
<b>Total revenue from operations</b>	<b>117.10</b>	<b>21.02</b>
<b>27 OTHER INCOME</b>		
a) Interest on Fixed Deposit with Banks and Others *	238.30	4.42
b) Other Non Operating Income		
Unspent Liabilities and Provisions no longer required Written Back	56.67	510.33
Miscellaneous Income -Non Operating	92.88	59.70
Profit on Sale of Fixed Assets (Net)	712.70	13.23
* Incudes : Interest on Custom Duty Refund Rs. 228.73 Lakhs (Nil)		
Interest on Income Tax Refund Rs. 0.25 Lakhs (Nil)		
<b>Total other income</b>	<b>1,100.55</b>	<b>587.68</b>

**Notes to Accounts (Contd.)**

(Amounts in INR Lakhs)

	<b>Year ended March 31, 2021</b>	<b>Year ended March 31, 2020</b>
<b>28 COST OF MATERIALS &amp; COMPONENTS CONSUMED</b>		
Opening Stock	15.02	31.02
Less : Closing Stock	—	15.02
<b>Total Cost of Materials Components Consumed *</b>	<b>15.02</b>	<b>16.00</b>
* Consumption of Materials and Components represents Material & Components sold during the year.		
<b>29 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK-IN-TRADE</b>		
Closing Inventories of :		
Goods under Process	—	—
Finished Goods	—	0.02
Trading Goods	—	—
	—	0.02
Opening Inventories of :		
Goods under Process	—	—
Finished Goods	0.02	11.67
Trading Goods	—	—
	0.02	11.67
<b>Total changes in inventories of finished goods, work in progress and stock-in-trade</b>	<b>0.02</b>	<b>11.65</b>
<b>30 EMPLOYEE BENEFITS EXPENSE</b>		
Salaries & Wages	95.48	128.03
Contribution to Provident and Other Funds	35.94	32.72
Staff Welfare Expense	6.49	6.51
<b>Total employee benefits expense</b>	<b>137.91</b>	<b>167.26</b>
<b>31 FINANCE COSTS *</b>		
Interest on delayed payment of statutory liabilities & others	9.13	5.01
<b>Total finance costs</b>	<b>9.13</b>	<b>5.01</b>

\* includes INR 6.17 Lakhs (INR 2.94 lakhs) interest on income tax paid.

**Notes to Accounts** (Contd.)

	(Amounts in INR Lakhs)	
	Year ended March 31, 2021	Year ended March 31, 2020
<b>32 DEPRECIATION AND AMORTISATION EXPENSE</b>		
Depreciation of property, plant and equipment	82.03	88.41
Amortisation of intangible assets	—	—
<b>Total depreciation and amortisation expense</b>	<b>82.03</b>	<b>88.41</b>
<b>33 RATES &amp; TAXES</b>		
Municipal & other taxes	110.77	33.42
<b>Total Rates &amp; Taxes</b>	<b>110.77</b>	<b>33.42</b>
<b>34 OTHER EXPENSES</b>		
Rent	7.19	5.89
Repairs & Maintenance		
Building	11.89	12.21
Plant & Machinery	4.47	2.88
Insurance Charges	0.02	0.16
Power & Fuel	5.99	6.05
Travelling and Conveyance	5.73	10.57
Motor Car	2.68	1.70
Legal & Professional Fee	134.28	162.30
Membership Fee & Subscription	18.64	18.98
Bank Charges	0.01	0.13
Printing & Stationary	4.25	9.17
Factory Sanitation & Cleaning	2.80	3.03
Sundry balance Written off	0.19	—
Directors Fee	10.50	5.55
Directos Travelling	0.79	2.07
Auditors Remuneration [refer note below *]	9.00	9.00
Advertisement & Publicity	—	0.37
Bad debt written off	1.86	—
Provision for Doubtful Debts	—	28.63
Court Award & Settlement	3.66	74.21
Miscellaneous expenses	15.85	18.64
<b>Total other expenses</b>	<b>239.80</b>	<b>371.54</b>

## Notes to Accounts (Contd.)

(Amounts in INR Lakhs)

	Year ended March 31, 2021	Year ended March 31, 2020
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## \* Details of Auditors' remuneration

Audit fee (Including Quarterly review fees)	8.00	8.00
Tax Audit Fees	1.00	1.00
<b>Total auditors remuneration</b>	<b>9.00</b>	<b>9.00</b>

**35 TAX EXPENSE****Income tax**

Tax on profits for the year	246.62	–
Adjustments for prior periods	–	(2.09)

**Total income tax**

<b>246.62</b>	<b>(2.09)</b>
---------------	---------------

Less : Recognised in OCI

(5.62)	–
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**Total tax expense**

<b>241.00</b>	<b>(2.09)</b>
---------------	---------------

**Reconciliation of tax expense and the accounting profit multiplied by tax rate:**

Profit / (Loss) before income tax expense	622.97	(84.59)
Other Comprehensive Income / (Expenses)	(20.22)	(26.22)
	<b>602.75</b>	<b>(110.81)</b>

**Tax at the rate of 27.82% (2020 - 27.82% on Capital Gain)**

<b>167.69</b>	–
---------------	---

**Tax effect of amounts which are not deductible in calculating taxable income:**

Provision for Doubtful Debts	–	7.96
Short term capital gain	230.97	–
Depreciation adjustment on account of difference in WDV as per Companies Act and Income tax Act	22.41	(2.03)
Other Adjustments	3.37	7.43
	<b>256.75</b>	<b>13.36</b>

**Tax effect of amounts which are claimed in calculating taxable income:**

Expenses earlier disallowed u/s 43B now claimed on payment basis (Net)	(41.62)	20.49
Expenses (net) claimed u/s 35DDA	12.52	48.35
Profit / Loss on sale of Fixed assets	198.28	3.68
Brought forwarded Business Loss Setoff	14.26	–
	<b>183.44</b>	<b>72.52</b>

**Tax Expense provided for the year**

<b>241.00</b>	–
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**Notes to Accounts (Contd.)****36 FAIR VALUE MEASUREMENTS****Financial instruments by category**

The accounting classification of each category of financial instrument, their carrying amount fair value are as follows:-

(Amounts in INR Lakhs)

Particulars	As at		As at	
	March 31, 2021		March 31, 2020	
	FVOCI	Amount	FVOCI	Amount
<b>Financial assets</b>				
Investments				
- Equity instruments	–	10.84	–	10.84
Trade Receivables	–	5.47	–	6.56
Cash and cash equivalents	–	722.32	–	137.48
Other Bank Balance	–	1.95	–	1.95
Security deposits	–	2.10	–	2.55
Receivable towards sale of CCP assets (Pursuant to Business Transfer Agreement)	–	188.19	–	190.79
Accrued Interest	–	8.18	–	–
<b>Total financial assets</b>	<b>–</b>	<b>939.05</b>	<b>–</b>	<b>350.17</b>
<b>Financial liabilities</b>				
Security deposits	–	159.08	–	157.15
Trade payables	–	944.92	–	1,090.30
Unclaimed Dividend	–	1.95	–	1.95
Others	–	2,244.61	–	2,244.28
<b>Total financial liabilities</b>	<b>–</b>	<b>3,350.56</b>	<b>–</b>	<b>3,493.68</b>

**(a) Fair value**

The fair value of the financial assets and liabilities approximates their carrying amounts as the Balance Sheet date

**(b) Fair valuation Techniques**

The fair value of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transactions between market participants at the measurement date.

The following method of assumption were used to estimate the fair values:

- The fair value of cash and cash equivalents, trade receivables, trade payables, current financial liabilities / financial assets approximate their carrying amount largely due to the short term nature of these instruments. The management considers that the carrying amounts of financial assets and financial liabilities recognised at nominal cost /amortised cost in the financial statements approximate their fair value
- A substantial portion of the Company's long-term debts has been contracted at fixed rate of interest. Fair value of variable interest borrowings approximates their carrying value subject to adjustments made for transaction cost.

## Notes to Accounts (Contd.)

### 37 FINANCIAL RISK MANAGEMENT

The Company's risk management is carried out by a treasury department under policies approved by the Board of Directors, Company Treasury identifies, evaluates and hedges financial risks in close co-operation with the Company's operating units. The board provides principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, liquidity risk and investment of excess liquidity.

#### (A) Market Risk

##### (i) Foreign currency risk

The Company does not operate internationally. The Company does not have significant foreign currency exposure.

##### (ii) Interest rate risk

The Company does not have borrowing as at 31st March 2020. As such there is no interest rate risk.

##### (iii) Price risk

The Company does not have a practice of investing in market equity securities with a view to earn fair value changes gain. At the reporting date Company does not hold quoted securities. Accordingly, Company is not exposed to significant market price risk.

#### (B) Credit Risk

The Company is exposed to credit risk from its activities and from its financing activities including deposits with banks.

#### (C) Liquidity Risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unexpected losses.

### 38 CAPITAL MANAGEMENT - RISK MANAGEMENT

The Company's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

### 39 RELATED PARTY TRANSACTIONS

#### A. List of Related Parties

##### a. Subsidiary Company

Hindustan Motors Limited, U.S.A (HML,USA) (Dissolved on 16th February 2017)

##### b. Key Management Personnel of the company and close member of Key Management Personnel of the company

- i) Mr. A. Sankaranarayanan, Director
- ii) Mr. Raj Kamal Johri, Director
- iii) Mr. Uttam Bose, Director
- iv) Smt. Mou Mukherjee, Director
- v) Mr. Om Prakash Gupta, Director (w.e.f. Sep. 29, 2020)
- vi) Mr. Bijaya Ranjan Mazumder, Director (w.e.f. Sep. 29, 2020)
- vii) Mr. Bhikam Chand Mishra, Chief Executive Officer (Upto Aug. 17, 2020)
- viii) Mr. Prakash Sahu, Chief Executive Officer (From Feb. 15, 2021)

**Notes to Accounts (Contd.)**

- ix) Mr. Mahesh Kumar Kejriwal, Chief Financial Officer
- x) Miss Prativa Sharma, Company Secretary (Upto Nov. 10, 2020)
- xi) Mrs Vishakha Gupta, Company Secretary (From Feb. 05, 2021)

**B. Transactions with Related Parties for the year ended March 31, 2021**

Nature of Transactions	Subsidiary	(Amounts in INR Lakhs)		
		Key Management Personnel/ Relative of Key Management Personnel		
		2021	2020	2021
EXPENSES :				
Salaries, Allowances, Provident fund and Others				
Mr Bhikam Chand Mishra	—	—	19.97	37.23
Mr Prakash Sahu	—	—	4.25	—
Mr Mahesh Kumar Kejriwal	—	—	9.40	8.78
Mrs Vishakha gupta	—	—	0.71	—
Miss Prativa Sharma	—	—	3.53	4.85
C. Outstanding Balances as on March 31, 2021				
PAYABLES :				
For Goods & Services				
Hindustan Motors Limited, U.S.A (HML,USA)	9.33	9.33	—	—
(Balance outstanding as at 15th February, 2017)				
LOANS & ADVANCES AND RECEIVABLES :				
For Goods & Services				
Hindustan Motors Limited, U.S.A (HML, USA)	5.47	5.47	—	—
(Balance outstanding as at 15th February, 2017)				

**40 CONTINGENT LIABILITIES AND COMMITMENTS NOT PROVIDED FOR**

**The company had contingent liabilities at March 31, 2021 in respect of:**

- a) Claims against the Company pending appellate/judicial decisions not acknowledged as debts :

Particulars	(Amounts in INR Lakhs)	
	March 31, 2021	March 31, 2020
(a) Sales Tax	2970.33	2970.33
(b) Service Tax	419.94	419.94
(c) Customs Duty	94.17	94.17
(d) Excise Duty	3589.09	3589.09
(e) Others	1262.02	1189.43

The Management believes that the outcome of the above will not have any material adverse effect on the financial position of the company. Against the above claims/demands, payments have been made under protest and/or debts have been withheld by the respective parties, to the extent of INR 73.39 Lakhs (INR 73.39 Lakhs).

Included in the above are contingent liabilities to the extent of INR 886.41 Lakhs (INR 886.41 Lakhs) relating to the pre transfer period of the erstwhile Power Unit Plant and Power Product Division of the Company, which were transferred to AVTEC Limited in June 2005, INR 502.21 Lakhs (INR 502.21 Lakhs) relating to the pre-transfer



## Notes to Accounts (Contd.)

period of the erstwhile Earthmoving Equipment division of the Company, which was transferred to Caterpillar India Private Limited in February 2001 and INR 631.80 Lakhs (INR 631.80 Lakhs) relating to the pre transfer period of the erstwhile Chennai Car Plant of the Company, which has been transferred to Hindustan Motor Finance Corporation Limited in March 2014. However, demands to the extent of INR 667.29 Lakhs (INR 667.29 Lakhs) in case of erstwhile Power unit Plant are covered by counter guarantees by the customers.

- b) Bonus for the years 1963-64 to 1967-68 at Uttarpara unit is under adjudication (amount undetermined). The Company contends that no liability exists in this regard under the Payment of Bonus Act, 1965, as amended.

### 41 LEASES

Disclosure regarding leases

#### Finance Lease

##### As a lessee

In case of leasehold land, tenure of the lease is 99 years with effect from 23rd May, 1989. The lease will be renewed on mutually agreed terms on the expiry of current lease period.

The year wise break-up of the outstanding lease obligations as on March 31, 2021 in respect of these assets are as under:

	(Amounts in INR Lakhs)	
<u>Particulars</u>	<u>March 31, 2021</u>	<u>March 31, 2020</u>
<b>Assets taken on lease</b>		
Total Minimum Lease Payments at the year end	47.40	48.11
Present value of Minimum Lease Payments	7.77	7.77
<b>Not later than one year</b>		
Minimum Lease Payments	0.71	0.71
Present value	0.64	0.64
<b>Later than one year but not later than five years</b>		
Minimum Lease Payments	2.83	2.83
Present value	2.04	2.04
<b>Later than five years</b>		
Minimum Lease Payments	43.86	44.57
Present value	5.09	5.09
Contingent rents recognized as an expense in the Statement of Profit and Loss for the year.	Nil	Nil
The total of future minimum sublease payments expected to be received under non-cancellable subleases at the Balance Sheet date.	Nil	Nil

### 42 DESCRIPTION OF PLANS

#### i) Description of Plans

##### A. Defined benefit plans

##### a) Provident Fund

The Company also has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and neither it has further contractual nor any constructive obligation.

**Notes to Accounts (Contd.)****b) Gratuity**

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972.

**B. Other Employee Benefits****Leave Encashment**

The amount of the provision of INR 12.08 Lakhs (March 31, 2020 INR 11.79 Lakhs) is considered as current and the accumulated leave expected to be carried forward beyond twelve months as long term employee benefit for measurement purpose.

**ii) Movement of defined benefit obligation and fair value of plan assets :**

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

(Amounts in INR Lakhs)

Particulars	Gratuity (Funded)			Leave Encashment (Unfunded)
	Present value of obligation	Fair value of plan assets	Net amount	Present value of obligation
<b>As at April 1, 2019</b>	<b>329.40</b>	<b>152.49</b>	<b>176.91</b>	<b>93.85</b>
Current service cost	16.60	–	16.60	4.10
Interest expense/(income)	21.06	10.67	10.39	6.19
Actuarial (Gain) /Loss applicable	–	–	–	5.96
<b>Total amount recognised in profit or loss</b>	<b>37.66</b>	<b>10.67</b>	<b>26.99</b>	<b>16.25</b>
<b>Remeasurements</b>				
Loss due to experience	24.49	(1.73)	26.22	–
Loss due to change in financial assumptions	–	–	–	–
Return on plan assets (greater)/less than discount rate	–	–	–	–
<b>Total amount recognised in other comprehensive income</b>	<b>24.49</b>	<b>(1.73)</b>	<b>26.22</b>	<b>–</b>
Employer contributions	–	–	–	–
Benefit payments	(56.94)	(56.94)	–	(10.87)
<b>As at March 31, 2020</b>	<b>334.61</b>	<b>104.49</b>	<b>230.12</b>	<b>99.22</b>
<b>As at April 1, 2020</b>	<b>334.61</b>	<b>104.49</b>	<b>230.12</b>	<b>99.22</b>
Current service cost	17.34	–	17.34	12.31
Interest expense/(income)	20.58	6.74	13.84	5.84
Actuarial (Gain) /Loss applicable	–	–	–	2.25
<b>Total amount recognised in profit or loss</b>	<b>37.92</b>	<b>6.74</b>	<b>31.18</b>	<b>20.40</b>
<b>Remeasurements</b>				
Loss due to experience	20.24	–	20.24	–
Loss due to change in financial assumptions	–	–	–	–
Return on plan assets (greater)/less than discount rate	–	0.02	(0.02)	–
<b>Total amount recognised in other comprehensive income</b>	<b>20.24</b>	<b>0.02</b>	<b>20.22</b>	<b>–</b>
Employer contributions	–	0.07	(0.07)	–
Benefit payments	(32.10)	(32.10)	–	(17.65)
<b>As at March 31, 2021</b>	<b>360.67</b>	<b>79.22</b>	<b>281.45</b>	<b>101.97</b>

## Notes to Accounts (Contd.)

The net liability disclosed above relates to funded and unfunded plan are as follows:

(Amounts in INR Lakhs)

Particulars	March 31, 2021	March 31, 2020
Present value of funded obligations	360.67	334.61
Fair value of plan assets	79.23	104.49
<b>Deficit of funded plan</b>	<b>281.44</b>	<b>230.12</b>
Unfunded plans	101.98	99.23
<b>Deficit of Employee Benefit Plans</b>	<b>101.98</b>	<b>99.23</b>

### iii) Post-Employment benefits

The significant actuarial assumptions were as follows:

(Amounts in INR Lakhs)

Particulars	March 31, 2021	March 31, 2020
Discount Rate	6.46%	7.00%
Salary Growth Rate	1.00%	1.00%
Expected Return on Assets	6.46%	7.00%
Mortality	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate
Withdrawal Rate	1.00%	1.00%

### iv) Sensitivity analysis

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

(Amounts in INR Lakhs)

Particulars	Change in assumption		Impact on defined benefit obligation			
			Increase by 0.50%		Decrease by 0.50%	
Particulars	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
Gratuity						
Discount rate	0.50%	0.50%	351.87	325.78	369.82	343.81
Salary growth rate	0.50%	0.50%	370.23	344.26	351.41	325.28
Leave Encashment						
Discount rate	0.50%	0.50%	99.42	96.56	104.65	102.01
Salary growth rate	0.50%	0.50%	104.77	102.15	99.28	96.41

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method i.e. projected unit credit method has been applied as that used for calculating the defined benefit liability recognised in the balance sheet.

## Notes to Accounts (Contd.)

### v) The major categories of plan assets are as follows :

Particulars	March 31, 2021		March 31, 2020	
	Unquoted	in %	Unquoted	in %
Investment funds with LIC of India *	79.22	100%	104.49	100%

\* Gratuity trust pays contribution to Life Insurance Corporation of India (LIC) which in turn invests the amount in various instruments. As it is done by LIC in totality basis along with contributions from other participants, the Company wise investment in planned assets - category / class wise is not available.

### vi) Risk exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

**Description of Risk Exposers :** Valuations are based on certain assumption which are dynamic in nature and vary overtime. As such Company is exposed to various risk as follows:

**Interest rate risk :** The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

**Salary Inflation risk :** Higher than expected increases in salary will increase the defined benefit obligation

**Demographic risk :** This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria.

**Withdrawals :** Actual withdrawals providing higher or lower than assumed withdrawals can impact plan's liability.

**Discount Rate :** Reduction in discount rate in subsequent valuations can increase the plans liability

### vii) Defined benefit liability and employer contributions

Expected contribution to post employment benefit plan for the year ending March 31, 2021 is INR 359.59 Lakhs (INR 350.90 Lakhs)

The weighted average duration of the defined benefit obligation is 10 years in case of Gratuity and 10 years in case of Leave encashment in all the two years.

The expected maturity analysis of undiscounted gratuity and leave encashment is as follows:

(Amounts in INR Lakhs)

Particulars	Less than a year	Between 1 - 2 years	Between 2 - 3 years	Between 3 - 4 years	Between 4 - 5 years	Beyond 5 years	Total
<b>March 31, 2021</b>							
Defined benefit obligation							
Gratuity	43.31	34.14	58.53	48.52	65.24	264.41	514.15
Leave encashment	12.52	12.28	13.28	13.08	17.30	79.04	147.50
<b>Total</b>	<b>55.83</b>	<b>46.42</b>	<b>71.81</b>	<b>61.60</b>	<b>82.54</b>	<b>343.45</b>	<b>661.65</b>
<b>March 31, 2020</b>							
Defined benefit obligation							
Gratuity	28.71	35.18	35.98	58.50	47.10	302.43	507.90
Leave encashment	12.23	9.58	13.08	13.88	14.16	98.55	161.48
<b>Total</b>	<b>40.94</b>	<b>44.76</b>	<b>49.06</b>	<b>72.38</b>	<b>61.26</b>	<b>400.98</b>	<b>669.38</b>

## Notes to Accounts (Contd.)

Particulars	March 31, 2021	March 31, 2020
<b>43 EARNINGS PER EQUITY SHARE</b>	INR	INR
<b>a) Basic and diluted earnings per share :</b>		
Basic earnings per share	0.18	(0.04)
Diluted earnings per share	0.18	(0.04)
<b>b) Reconciliation of earnings used in calculating earnings per share :</b>		
	(Amounts in INR Lakhs)	
<b>Particulars</b>	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Profit / (Loss) attributable to the equity holders of the company used in calculating basic earnings per share:	376.35	(82.50)
Profit / (Loss) attributable to the equity holders of the company used in calculating diluted earnings per share	376.35	(82.50)
<b>c) Reconciliation of weighted average number of shares used as the denominator :</b>		
	<b>Number of shares</b>	<b>Number of shares</b>
Weighted average number of equity shares used as the denominator in calculating basic earnings per share	20,86,59,293	20,86,59,293
Adjustments for calculation of diluted earnings per share:	—	—
Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earnings per share	20,86,59,293	20,86,59,293

## 44 SEGMENT REPORTING

As the Company's business activity falls within a single primary business segment viz "Automobiles" and there is no reportable secondary segment i.e. geographical segment, the disclosure requirement of IND AS 108 - "Operating Segments" is not applicable.

- 45 The operating results have been adversely affected due to adverse market conditions and the accumulated losses of the Company as at 31st March, 2021 stand at INR 16715.66 Lakhs as against the share capital of INR 10441.44 Lakhs. Also current liabilities as at 31st March, 2021 exceed current assets by INR 4250.74 Lakhs. The Company had also declared "Suspension of work" at its Uttarpara plant w.e.f. 24th May, 2014 & layoff at its Pithampur plant w.e.f. 4th December, 2014. These conditions indicate the existence of material uncertainty about the Company's ability to continue as a going concern, which is dependent on the Company establishing profitable operations and sustainable cash flows. The Management is in the process of further rationalizing the expenses by continuously reducing its liabilities and also considering the measures to generate additional revenue apart from revenue generated during the year. Accordingly, the Company continues to prepare its accounts on a "Going Concern" basis. The Auditors in their audit report for the year ended 31st March, 2021 had also given separate paragraph, Material Uncertainty related to "Going Concern" on above.

46 Due to low productivity, growing indiscipline, shortage of funds and lack of demand of products, the management declared "Suspension of work" at Company's Uttarpara Plant with effect from 24th May 2014. The Company also declared layoff at its Pithampur plant with effect from 4th December, 2014 due to lack of orders.

Based on legal opinion obtained, the employees and workmen, falling under the purview of "Suspension of work" at Uttarpara plant, are not entitled to any salary & wages during that period and accordingly the Company has not provided for such salary & wages.

47 The wholly owned immaterial foreign subsidiary of the Company namely Hindustan Motors Limited, USA was already dissolved on 16th February, 2017 as per the laws applicable in USA and as such not in existence since after dissolution. Further, the application made by the Company to Reserve Bank of India seeking permission for writing off its entire investment in Hindustan Motors Limited, USA (Capital, Loan and other receivables/payables) for which necessary provision has been made in the accounts of the Company, is under consideration.

48 The out-break of COVID -19 pandemic had caused temporary disturbance in economic activities and significant disruption to business across India due to lockdown. The Company is closely monitoring the impact and believes that there has been no significant adverse impact on its financial position for the financial year ended 31st March, 2021 as both of its manufacturing plants located at Uttarpara, West Bengal and Pithampur, Madhya Pradesh had already been under "Suspension of work" and "Lay off" respectively prior to declaration of lockdown.

49 a) Figures in brackets represent figures for the previous year.

b) Previous year's figures have been regrouped / rearranged wherever necessary.

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As per our report of even date.

For **Ray & Ray**

*Chartered Accountants*

ICAI Firm's Registration Number: 301072E

**Asish Kumar Mukhopadhyay**

*Partner*

Membership No. 056359

Place : Kolkata

Date : June 30, 2021

As Approved,  
For and on behalf of the Board of Directors

**Vishakha Gupta**

*Company Secretary*

**Prakash Sahu**

*Chief Executive Officer*

**Mahesh Kumar Kejriwal**

*Chief Financial Officer*

**A. Sankaranarayanan**

*Director*

(DIN - 00385632)

**Uttam Bose**

*Director*

(DIN - 02340000)

*If undelivered please return to :*



**Hindustan  
Motors  
Limited**

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9/1, R. N. Mukherjee Road, Kolkata 700 001