

Mahindra EPC

MAHINDRA EPC IRRIGATION LIMITED

39th ANNUAL REPORT 2020-21



PRECISION AND SUSTAINABLE FARMING SOLUTIONS



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PC Inline



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FLAT INLINE DRIPPER 



QPC

Quick Pipe Coupling Technology



SPRINKLER

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by Mahindra



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AN INDIA-ISRAEL VENTURE

CAPABILITIES:

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Commercial poly house projects with agronomy advisory services.

Dedicated team of designers, sales & service staff across India.

Backed up by trustworthy Mahindra network.

COMPANY NAME

MAHINDRA EPC IRRIGATION LIMITED
(Formerly known as EPC Industrié Limited)

BOARD OF DIRECTORS

Mr. Shriprakash Shukla- Chairman
Mr. Ashok Sharma – Managing Director
Mr. S. Durgashankar
Mrs. Aruna Bhinge
Mr. Anand Daga
Mr. Sudhir Kumar Goel

CHIEF EXECUTIVE OFFICER

Mr. Abhijit Page

CHIEF FINANCIAL OFFICER

Mrs. Sunetra Ganesan

COMPANY SECRETARY

Mr. Ratnakar Nawghare

AUDITORS

Deloitte Haskins & Sells, Chartered Accountants

BANKERS

YES Bank Ltd.
HDFC Bank Ltd.

CORPORATE OFFICE

Plot No. H-109, MIDC, Ambad, Nashik-422 010.
Tel: (0253) 2381081/82/83/ 6642000
Fax: (0253) 2382975
CIN: L25200MH1981PLC025731
E Mail : info@mahindrairrigation.com

REGISTERED OFFICE

Plot No. H-109, MIDC, Ambad, Nashik-422 010.
Tel: (0253) 2381081/82/83/6642000
Fax: (0253) 2382975
E Mail : info@mahindrairrigation.com

BRANCHES

Coimbatore, Dharwad, Indore, Jaipur,
Nagpur, Raipur, Vadodara

REGISTRARS & TRANSFER AGENTS

Kfin Technologies Private Limited
Karvy Selenium, Tower B,
Plot No. 31-32, Gachibowli
Financial District, Nanakramguda
Hyderabad, Telangana-500032
Telephone number : +91 40 67161500/1509
E Mail : einward.ris@kfintech.com

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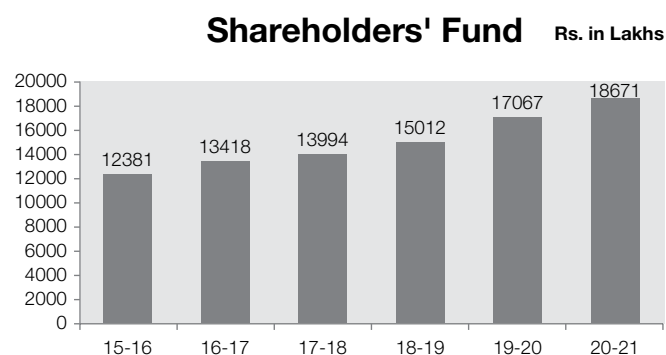
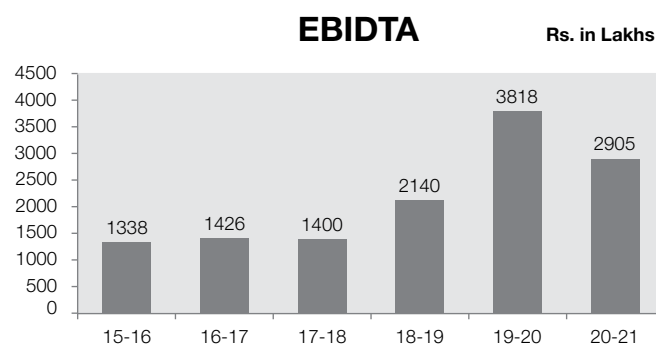
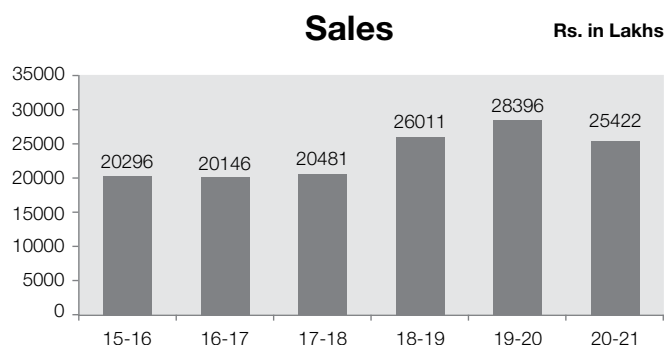
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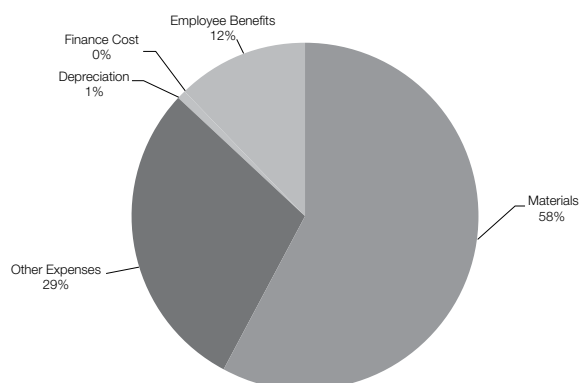
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Financial Highlights



Distribution of Income In %



Financial Highlights

	Rs. in Lakhs	
	2020-21	2019-20
Sales	25,422.21	28,395.86
Other Income	308.69	132.71
Total Revenue	25,730.90	28,528.57
Profit Before Tax	2,530.61	3,240.00
PBT as a % to Sales	10.0	11.4
Profit After Tax	1919.46	2,328.65
PAT as % of Sales	7.6	8.2
Earning per Share (Rs.)		
Basic	6.89	8.38
Diluted	6.86	8.35

Working Results at a Glance

	Rs. in Lakhs					
Year	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21
Sales	20,295.7	20,146.5	20,480.7	26011.0	28,395.86	25,422.21
EBDITA	1,338.2	1,425.6	1,400.4	2140.2	3,818.02	2,905.09
Interest	46.0	152.9	50.1	139.2	197.91	65.36
Depreciation	265.5	304.8	313.9	306.9	380.11	309.12
Profit Before Tax	1,026.7	967.9	1,036.4	1694.1	3,240.00	2,530.61
Tax	152.2	(22.6)	542.5	549.7	911.35	611.15
Profit After Tax	874.5	990.5	493.9	1144.4	2,328.65	1,919.46
Earning per Share (Rs.)	3.16	3.58	1.78	4.13	8.38	6.89

NOTICE

NOTICE is hereby given that the 39th Annual General Meeting ("AGM") of the Members of MAHINDRA EPC IRRIGATION LIMITED will be held at the Registered Office of the Company on Thursday, 22nd July, 2021 at 10.30 A.M. (IST) through Video Conference (VC)/ Other Audio-Visual Means (OAVM) facility to transact the businesses mentioned below.

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (along-with Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2021 together with the reports of the Board of Directors and Auditors thereon.
2. To declare final dividend of Rs. 1.20 (12%) per Equity Share of the nominal value of Rs. 10 (Rupees Ten only) each for the financial year ended 31st March, 2021.
3. To appoint a director in place of Mr. Shriprakash Shukla (DIN: 00007418) who retires by rotation and being eligible offers himself for re-appointment.
4. Appointment of Statutory Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with The Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendation of the Audit Committee and the Board of Directors, Messrs B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022), be appointed as Statutory Auditors of the Company, in place of retiring Auditors Messrs Deloitte Haskins and Sells, Chartered Accountants (ICAI Firm Registration No. 117364W), to hold office for a term of 5 (five) years from the conclusion of this Annual General Meeting ("AGM") until the conclusion of the 44th AGM, at a remuneration to be determined by the Board of Directors of the Company in addition to the out of pocket expenses as may be incurred by them during the course of the Audit.

FURTHER RESOLVED that approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

SPECIAL BUSINESS

5. To approve reappointment of Dr. Sudhir Kumar Goel (DIN: 02965596) Non-Executive Independent Director for further period of 3 consecutive years, not liable to retire by rotation to the Board of Directors of the Company.

To consider and if thought fit, to pass with or without modification, the following as a ordinary resolution:

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Dr. Sudhir Kumar Goel (holding DIN: 02965596), Non-Executive Independent Director of the Company who was appointed as an Independent Director of the Company at the 38th Annual General Meeting of the Company for the term of three consecutive years commencing from 23rd July, 2019 to 22nd July, 2022, is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of three consecutive years commencing from 23rd July, 2022 to 22nd July, 2025."

6. To approve revision in the remuneration of Mr. Ashok Sharma (DIN: 02766679, Managing Director of the Company:

To consider and if thought fit, to pass with or without modification, the following as a special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules made thereunder (including any statutory modification or re-enactment thereof), Schedule V to the Act, Memorandum of Association and Articles of Association of the Company or any other law for the time being in force and on the recommendation of Nomination and Remuneration Committee, consent of the shareholders be and is hereby accorded for upward revision in the remuneration of Mr. Ashok Sharma (DIN: 02766679) Managing Director of the Company, effective from 1st April, 2021 till remainder of duration of his tenure i.e. upto 30th September, 2023 at a consolidated remuneration of Rs. 36.00 lakhs per annum, provided that the maximum remuneration payable to him shall not exceed the maximum permissible limit calculated in accordance with section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and to sign and further to execute all the necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

7. Ratification of Remuneration to Cost Auditors:

To consider and if thought fit, to pass with or without modification, the following as a Ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 148, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions of the Act and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Messrs Deodhar Joshi & Associates, Cost Accountants, Nashik appointed as Cost Auditors by the Board of Directors of the Company, for conducting the cost audit of the Company for the Financial Year 2021-22, if applicable, at a remuneration of Rs. 1.60 lakhs (Rupees One Lakh Sixty Thousand Only) plus Goods and Services Tax and out of pocket expenses be ratified.”

“FURTHER RESOLVED THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

NOTES

1. In view of the continuing outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Ministry of Corporate Affairs (“MCA”) has vided its circular dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April, 2020 and 13th January, 2021 (collectively referred to as “MCA Circulars”) permitted holding of the Annual General Meeting of companies through Video Conferencing or Other Audio-Visual Means (“VC/OAVM”), without physical presence of the Members at a common venue.
2. In compliance with applicable provisions of the Companies Act, 2013 (“the Act”) read with the MCA Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 39th Annual General Meeting of the Company is being conducted through Video Conferencing (“VC”) (hereinafter referred to as “AGM” or “e-AGM”). In accordance with the

Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the e-AGM.

3. **e-AGM:** The Company has appointed KFin Technologies Private Limited, Registrars and Transfer Agents, to provide Video Conferencing facility for the e-AGM and the attendant enablers for conducting of the e-AGM.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Further, as per the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote either through remote e-voting or during the e-AGM. The said Resolution/Authorization should be sent electronically through their registered email address to the Scrutinizer at cssujata.rajebahadur@gmail.com with a copy marked to evoting@kfintech.com.
6. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is KFin Technologies Private Limited having office at Selenium Tower B, Plot number 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500032.
7. **Attending e-AGM:** Member will be provided with a facility to attend the e-AGM through video conferencing platform through the link emeetings.kfintech.com provided by KFin Technologies Private Limited karvy.com by clicking “e-AGM - Video Conference & Streaming” and access the shareholders'/members' login by using the remote e-voting credentials which shall be provided as per Note No. 18 below. Kindly refer note no. 17 below for detailed instruction for participating in e-AGM through Video Conferencing.
8. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.
9. As per the MCA Circular up to 2000 members will be able to join the e-AGM on a first-come-first-served basis. However, this restriction shall not apply to 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.
10. A member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for recording of attendance of such member for the e-AGM and such member attending the meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 11. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through Company's Registrar and Transfer Agent KFin Technologies Private Limited. Kindly refer Note no. 18 below for detailed instructions for remote e-voting.
 12. **Voting during the AGM:** Members who are present at the e-AGM through VC and have not cast their vote on resolutions through remote e-voting may cast their vote during the e-AGM through the e-voting system provided by KFin Technologies Private Limited in the Video Conferencing platform during the e-AGM. Kindly refer Note no. 23 below for instructions for e-voting during the AGM.
 13. The Company has fixed 15th July, 2021 as the cut-off date for identifying the Members who shall be eligible to vote through remote e-voting facility or for participation and voting in the e-AGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to vote on the resolutions through the facility of Remote e-Voting or participate and vote in the e-AGM.
 14. The Register of Members and Transfer Book of the Company will be closed from 16th July, 2021 to 22nd July, 2021 (both days inclusive).
 15. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the e-AGM along with the Annual Report for the financial year ended on 31st March, 2021 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. The Notice calling the AGM and the Annual Report has been uploaded on the website of the Company at www.mahindrainnigation.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The same is also available on the website of KFin Technologies Private Limited at the website address <https://evoting.kfintech.com/>.
 16. Procedure for registering the email addresses and obtaining the Annual Report, e-AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA (in case the shareholders holding shares in physical form)
 - i. Those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - a. Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
 - b. Members holding shares in physical form may register their email address and mobile number with Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited by sending an e-mail request at the email ID einward.ris@kfintech.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested PAN copy and copy of share certificate for registering their email address and receiving the Annual report, AGM Notice and the e-voting instructions.
 - ii. Those members who have registered their e-mail address, mobile nos., postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant in case of shares held in electronic form or by contacting KFin Technologies Private Limited, the Registrar and Share Transfer Agent of the Company, in case the shares held in physical form.
 17. Instructions to the Members for attending the e-AGM through Video Conference:
 - i. **Attending the e-AGM:** Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by KFin Technologies Private Limited. Members may access the same at <https://emeetings.kfintech.com/> by clicking 'e-AGM Video Conference and Streaming' and login by using the remote e-voting credentials. The link for e-AGM will be available in 'shareholders'/members' login where the EVENT and the Name of the Company can be selected.
 - ii. 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 instructions provided in remote e-Voting in Note No. 18 below.
 - iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
 - iv. Further Members will be required to allow access to the Camera, if any, and are requested to use Internet with good speed to avoid any disturbance during the meeting.
 - v. Please note that participants using Mobile Devices or Tablets or Laptops and are accessing the internet 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.

vi. Submission of Questions/queries prior to e-AGM:

- a. Members desiring any additional information with regard to Accounts/Annual Reports or has any question or query are requested to write to the Company Secretary on the Company's investor email-id i.e. rvnawghare@mahindairrigation.com at least 2 days before the date of the e-AGM so as to enable the Management to keep the information ready. Please note that, members questions will be answered only if they continue to hold the shares as of cut-off date.
- b. Alternatively, shareholders holding shares as on cut-off date may also visit <https://emeetings.kfintech.com/> and click on the tab "Post Your Queries Here" to post their queries/ views/ questions in the window provided, by mentioning their name, demat account number/folio number, email ID, mobile number. The window shall be activated during the remote e-voting period and shall be closed 24 hours before the time fixed for the e-AGM.

vii. **Speaker Registration before e-AGM:** In addition to above speaker registration may also be allowed during the remote e-voting period. Shareholders who wish to register as speakers are requested to visit <https://emeetings.kfintech.com/> and click on 'Speaker Registration' during this period. Shareholders shall be provided with a 'queue number' before the e-AGM. Shareholders are requested to remember the same and wait for their turn to be called by the Chairman of the meeting during the Question Answer Session. Due to limitations of transmission and coordination during the e-AGM, the Company may have to dispense with or curtail the Speaker session; hence shareholders are encouraged to send their questions etc. in advance as provided in note no. 17(vi) above.

viii. All documents referred to in the accompanying explanatory statement are available for inspection upto the date of the e-AGM on the website of the Company at the following weblink: <https://www.mahindairrigation.com>

ix. Members who wish to inspect, the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013, can send an email to rvnawghare@mahindairrigation.com.

18. **Instructions for members for remote e-Voting:** In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 in relation to

e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote remotely on all resolutions set-forth in this notice through remote e-voting platform provided by KFin Technologies Private Limited ('remote e-voting').

However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

Members attending the e-AGM who have not already cast their vote by remote e-Voting shall be able to cast their vote electronically during the meeting (e-voting) when window for e-voting is activated upon instructions of the Chairman.

Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

i. The remote e-voting facility will be available during the following period:

- a. Day, date and time of commencement of remote e-voting: Monday, 19th July, 2021 at 9:00 a.m.
- b. Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed: Wednesday, 21st July, 2021 at 5:00 p.m.

ii. Details of Website: <https://evoting.kfintech.com/>

iii. The voting rights of the Members holding shares in physical form or in dematerialized form, in respect of e-voting shall be reckoned in proportion to their share in the paid-up equity share capital as on the cut-off date being Thursday, 15th July, 2021. A person who is not a Member as on the cut-off date should treat Notice of this Meeting for information purposes only.

iv. The Company is sending through email, the AGM Notice and the Annual Report to the shareholders whose name is recorded as on Friday, 25th June, 2021 in the Register of Members or in the Register of Beneficial Owners maintained by the depositories. Any person who acquires Shares of the Company and becomes Member of the Company after Friday, 25th June, 2021 being the date reckoned for the dispatch of the AGM Notice & Annual Report and those members who holds shares as on the cut-off date i.e. Thursday, 15th July, 2021, may obtain the User Id and password in the manner as mentioned below:

- a. If the mobile number of the Member is registered against Folio No./ DPID Client ID, the Member may send SMS: