



# Moments of Pride



LA OPALA RG LIMITED  
ANNUAL REPORT 2018-19

The La Opala story goes back almost three decades. The Jhunjhunwala family was involved with the glass manufacturing industry but had not forayed into manufacturing premium tableware yet.

It was 1987 when the founder of the Company Mr. Sushil Jhunjhunwala came across 'opal glass' tableware on a business trip to South Korea. It was his foresight that gave birth to the brand 'La Opala' in 1988 and brought opalware to Indian tables that were till then mostly accustomed to metal utensils. By 1996, La Opala had pioneered the manufacture of handcrafted 24% Lead crystal glass.

The management of La Opala RG Limited comprises Mr. Sushil Jhunjhunwala as the Executive Vice Chairman, Mr. Ajit Jhunjhunwala as Managing Director and Ms. Nidhi Jhunjhunwala as Executive Director. The Company's employees comprise technologists, professionals and shop-floor professionals.

Location	State	Products manufactured
Sitarganj	Uttarakhand	Opalware
Madhupur	Jharkhand	Crystal ware Opal ware

## VISION

The desire for beautiful things is universal. The dedication to enrich life with brilliance of beauty is rare. Our vision is to be the chosen tableware of every home across the world.

## MISSION

Our roadmap starts with our mission, which is enduring. It declares our purpose as a company and serves as the standard against which we weigh our actions and decisions. Our mission is to continuously optimise satisfaction of our consumers through our world class products and services. This, we believe, is the best way to ensure consistent success for our company, shareholders and employees.

### Forward-looking statement

In this annual report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements – written and oral – that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. We undertake no obligation to publicly update any forward-looking statements, whether because of new information, future events or otherwise.

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It has been more than a decade since we commissioned our modern tableware manufacturing facility in Sitarganj, an inflection point in our 31-year journey.

The big question that we have been asked is how we have transformed India's tableware space thereafter.

Our answer: We have grown the sector. We have introduced a wider product range. We have influenced consumers to upgrade their lifestyle.

Moments of  
Pride

But more than anything, we have brought specialness to the timeless act of eating a meal.

Reflected in something priceless.

Moments of Pride.

THE VARIOUS MOMENTS  
OF PRIDE THAT LA OPALA  
HELPED INSPIRE ACROSS  
THE LAST DECADE

PRIDE

...when the daughter invests in a dinner set with the proceeds of her first salary

GRATITUDE

...when the newly-married couple unpack gifts to find a dinner set they would have had to buy

SURPRISE

...when the lady at the kitty party turns the La Opala plate over (when no one is looking) to check if it is imported

RESPECT

... when long-standing shareholders examine the wealth that La Opala has created for them

CONTENTMENT

...when the homemaker sits for lunch that she has prepared and is served on a plate that makes her feel that all is well with the world

SELF-ESTEEM

... when our shopfloor manager reports 100% quality acceptance batch after batch

CONVICTION

... when the buyer's face transforms to 'I knew it!' after she asks to be shown the best tableware brand and the store manager produces La Opala

RELIEF

...when our trade partners find La Opala merchandise moving faster than the others, enhancing working capital efficiency

RECOGNITION

...when our company wins an award at a prestigious forum for product quality, process consistency and organisational achievement



## MOMENTS OF PRIDE

**W**hen La Opala went into business in the late Eighties, the first question we encountered was 'Why?'

'Why do you need to enter the business of tableware?'

'Why do you think people will shift from stainless steel plates?'

Thirty years later, the questions have changed.

People ask: 'When are you introducing new designs?'

'When will you extend into other tableware areas?'

This transition – largely the result of La Opala's first-moving presence – has helped transform our position from market leader to thought leader.

*Increasing our moments of pride.*



## MOMENTS OF PRIDE

**W**hen La Opala embarked on investing in a new manufacturing facility more than a decade ago, the biggest challenge was one of scale.

The Company warranted an investment of ₹40 crore at a time when the Company's revenues were no more than ₹60 crore.

A number of well-meaning industry observers advised caution. One small error or delay in stabilising operations could stress cash flows, pushing the Company into a vice-like cycle.

However, the Company demonstrated a big leap of faith in selecting to invest in state-of-the-art automated technology. Following teething challenges, production stabilised, quality improved and manufacturing costs declined.

Transforming the Company into a modern showpiece.

*Enhancing our moment of pride.*



## MOMENTS OF PRIDE

**W**hen La Opala set out to market a larger quantity of tableware about a decade ago, we had two options available to us.

One, we could have focused singularly on increasing our market share.

Two, we could have focused on growing the market and concurrently accounting for a disproportionate market share.

We selected the second option.

This priority warranted the manufacture of a product that could be benchmarked with the best in the developed world and provided at half the price.

Besides, the Company resolved to stabilise the price line, enhancing relative affordability.

The result is that La Opala expanded capacity and amortised fixed costs more effectively as opposed to passing on cost increases.

The result is that La Opala has entered thousands of homes across the country in the last decade, where its products have been accepted as a part of everyday lives.

*Enhancing our moments of pride.*



## MOMENTS OF PRIDE

**W**e were told, 'Your product will be appreciated and kept in the drawing room showcase for everyone to see but seldom used.'

At La Opala, we responded to this challenge.

We created a superior product. Our products are tempered, 100% microwave-safe, zero animal bone ash, scratch-proof and completely food grade (no heavy metal)

We create market-expanding price slots: we launched an irresistible dinner set, ideal for a family of six at a price far less than what anyone would have expected – the best branded tableware for a price that attracted first-time consumers and widened the market.

We provide improved brand options across incremental price points. Only a modest price increase makes it possible for the consumer to upgrade to a product of the next level.

The result is that La Opala has long ceased to be an adornment in the showcases of its customers. It has quietly been taken out, dusted, washed and used – and then used again.

The biggest transformation that La Opala has inspired is the everyday use of a product long considered aspirational.

*Enriching daily lives with moments of pride.*

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## THINGS TO KNOW ABOUT LA OPALA RG LIMITED

### VALUES

**Integrity:** Acting and taking decisions in a manner that are fair and honest, Following the highest standards of professionalism and being recognised for doing so. Integrity for us means not only financial and intellectual integrity, but encompasses all other dimensions.

**Commitment:** We are committed to deliver value to all our stakeholders, consumers, employees and other business partners. In the process we are being accountable for our own actions and decisions.

**Passion:** We need to be passionate about our work and passionate about our business. We need to hire passionate employees, we need to create passionate customers.

### QUALITY ALLIANCES

Being inspired by global standards and striving to be at par with them has always been a primary La Opala feature from inception.

In 1987 it was on a visit to South Korea that the founder came across crockery made from milky white glass or opalware and envisioned it on every Indian table. From then onwards, the opalware manufacturing technology followed in South Korea has inspired La Opala and led to collaborations.

An agreement was struck between La Opala and Hosan Glass. In 1988, a small factory was set up in Madhupur to manufacture opal glass in India for the first time.

In 1996, Solitaire, a range of 24% lead crystal glassware, was introduced in technical collaboration with South Korea's Doosan Glass. This diversification was funded through an IPO in 1995 (shares offered at ₹40 each).

### INFLECTION POINT

The Company commissioned a greenfield 100% automated state-of-the-art European technology plant at Sitarganj, Uttarakhand. This ₹40 crore investment (Sitarganj) was made at a time when the Company's revenues were only ₹60 crore. The investment was directed to address the absence of scale in the business, replace high manual component and labour intensity with automation and prepare the Company for the next round of growth. The investment moderated production cost, enhanced realisations and increased output, transforming the Company's fortunes.

### BIG LEAP

The Company scaled investments in automated manufacturing technology at the Sitarganj unit. This rapid growth in capacity translated into a high market share, competitive advantage and presence across a large number of Indian towns and retail outlets.

### PRODUCT MIX

La Opala provides the widest portfolio within the country's tableware segment.

**Opal glassware:** Plates | Bowls | Dinner Sets | Cup-Saucer Sets | Coffee Mugs | Coffee Cups | Tea Sets | Soup Sets | Pudding | Dessert Sets

**Crystalware:** Barware | Vases | Bowls | Stemware

### BRANDS

The Company's prominent brands comprise La Opala (Melody, Novo), Diva (Classique, Ivory, Quadra and Sovrana) and Solitaire. Diva (opalware) and Solitaire (crystalware) address premium consumer needs. The La Opala brand addresses the largest end of the market.

### PRESENCE

La Opala RG Limited is headquartered in Kolkata (West Bengal) and the brand enjoys a pan-India presence. The Company exports to more than 35 countries (USA, UK, France, Turkey, Middle East and South East Asian countries to name a few). La Opala RG Limited possesses the largest opalware capacity in India across its Sitarganj and Madhupur plants.

### BRAND

La Opala has collaborated with renowned Indian fashion designer Manish Malhotra for the design of its premium range of opalware under the brand Diva. The same brand had engaged actor Bipasha Basu as brand ambassador in the past.

LA OPALA®

NOVO  
—collection—

Stronger products at affordable prices

MELODY  
—collection—

The original collection by La Opala

Divia  
from LA OPALA®

CLASSIQUE  
—collection—

First to elevate tableware quality

IVORY  
—collection—

International styling adored through years

QUADRA  
—collection—

Dining experience made trendy

SOVRANA  
—collection—

Evokes an aura of nobility and prestige

### AWARDS

ET Bengal Awards (nominated five years out of five, awarded in four)

Best Under a Billion – Forbes, 2013

CAPEXIL Award and EPCH Award year-on-year

India's Most Trusted Dinnerware Brand (The Brand Trust Report, India Study – 2016)

FE CFO Awards – 2017 (The Financial Express)

### LISTING

The Company's shares are listed on the Bombay Stock Exchange and National Stock Exchange. The market capitalisation of the Company stood at ₹2,407 crore as on 31st March 2019.

AT

LA OPALA,  
THE FOCUS  
GOES BEYOND  
TABLEWARE  
TO HOW WE  
CAN ENHANCE  
EXPERIENCES.

I am pleased to present the performance of the Company during the year under review.

We were a ₹65.26 crore revenues company in 2008-09; we are a ₹278.09 crore revenues company today (2018-19).

We were a ₹0.81 crore profit after tax company in 2008-09; we are a ₹74.03 crore PAT company today (2018-19).

We had no cash on the books as on 31st March 2009; we had ₹233.68 crore cash on our books as on 31st March 2019.

The principal reason why the Company reported revenue and profit growth in the last decade is that it consistently focused on one over-riding reality: enhancing moments of pride.

At La Opala, we recognised that for a retail product like tableware, success would lie in enhancing its emotional connect with consumers. The focus then was not in enhancing functional convenience as much as it was about enhancing a sense of pride, making consumers feel good about themselves and investing their moments of use with a sense of pride.

The ability to extend a product from its physical attributes to the experiential has proved to be relevant as well. India is transitioning from a past when it was prudent to deny oneself better products to a time when Indians are spending more on their lifestyles.

This transformation is visible in virtually every area of modern living. More people seek vacations in exotic locations. The eating out phenomenon has evolved from once in a blue moon to once a week or more. The need to borrow that was once resisted has now yielded to buy a number of products on credit. The frugality of the past has been replaced with a need to project oneself more actively on social media. The ability to stay with a few set of clothes across an extended period has transformed into a wider wardrobe. The capacity to use public transport has extended to the ownership of a personal vehicle. The need to communicate using a functional cell-phone has been replaced by superior smartphone alternatives.

At La Opala, we recognised that for a retail product like tableware, success would lie in enhancing its emotional-connect with consumers.

At La Opala, we see ourselves as a company operating within this spectrum: offering consumers a widening range of tableware products across every price point; providing these at points that are proximate for consumption and providing these around confidence-enhancing assurances of enduring quality.

At La Opala, we are optimistic of sustaining our success for a number of reasons.

We have consistently led the market. We are recognised for the pace of new product introduction. We benchmark our products around new nascent trends. We invest higher in our branding and promotion than any other tableware company. We manufacture around a global benchmark. We have consistently invested in incremental manufacturing capacity ahead of the market curve. We now invest in additional capacity only out of net worth.

These reasons provide me with the optimism that the Company is attractively placed to sustain its organisational momentum, outperform market growth and enhance value for its stakeholders.

**AC Chakrabortti**  
*Chairman and Non-Executive Director*



“THE COMPANY WILL  
STRENGTHEN ITS RESEARCH  
SPENDING WITH THE  
OBJECTIVE TO EMERGE  
AS A WORLD-CLASS AND  
INNOVATIVE MANUFACTURER  
OF TABLEWARE”

Sushil Jhunjhunwala, Executive Vice-Chairman,  
analyses the Company's performance in 2018-19



**Q/ Were you pleased with the performance of the Company in 2018-19?**

**a/** The Company reported softer sales growth of 7.2%, which was below the growth rate achieved in the earlier years. This was due to a convergence of various factors like disruptions due to a natural calamity in South India (Kerala), which represents a strong market for the Company's products. Besides, the year under review was marked by the entry of competitors, discount differentials in the pricing of products and the after-effects of GST that extended into the first half of the year under review. Exports were affected by unsettled economic conditions in the Middle East.

**Q/ What then is the big message that the management intends to send out to shareholders?**

**a/** The management is cognizant of the challenges and has taken a number of initiatives: strategic and tactical, to revert to the retrospective sales growth average. Besides, the management responded with speed to prevailing realities, exercised tighter managerial control, moderated costs and implemented strategic pricing to protect profitability.

**Q/ Were the Company's financials impaired in any way?**

**a/** The Company continued to be financially sound. The Company increased dividend from ₹1.10 per share to ₹1.20 (₹2 face-value). Net worth increased from ₹503.60 crore as on 31.03.2018 to ₹529.13 crore as on 31.03.2019, compared with the equity share capital of ₹22 crore. The Company remained debt-free with sufficient resources to address ₹150 crore in capital expenditure at the second plant at Sitargunj. The result is that the Company's Balance Sheet remained protected, empowering it to retain its leadership and sustain growth into the future.

**Q/ Why was capacity expansion necessary at this point?**

**a/** This capacity expansion was necessary for multiple reasons.

**One,** India's opalware market continues to grow, making it necessary to invest in additional capacity.

**Two,** we were already at 85% of our capacity utilisation at our Sitargunj plant during the last financial year, so prospective planning was necessary.

**Three,** increased manufacturing capacity sends out a strong signal to our distribution partners that when they develop a market, we would be able to provide them with adequate product quantity.

**Four,** we believe that the proposed capacity expansion will increase our competitiveness in terms of procurement and other economies.

**Q/ What is the outlook for the Company?**

**a/** At La Opala, we are optimistic of our prospects for some good reasons – our product

is mature, can be globally compared for quality, is cheaper than pure melamine and bone china and is qualitatively superior compared with these alternatives. As a result, we see a growing relevance for opalware across the foreseeable future.

Besides, we are an entrepreneurial organisation managed with a professional commitment; our promoters are hands-on; we are operationally austere with no debt and sizable cash on our book; our margins are attractive; our scale is growing which should translate into increased economies and our expansion will provide a straight three-year visibility until 2023.

**Q/ What is the role of technology in the Company's growth from this point?**

**a/** Our future will be increasingly influenced by cutting-edge technology development. Many of the Company's activities and operating models could undergo large change. To retain leadership and sustain growth (revenues and profit), it will be necessary to introduce technologies that enhance adaptability to changing market dynamics. This will also involve deeper communication with distributors, agents and foreign associates for strengthening the Company's long-term performance.

**Q/ How does the Company intend to strengthen its relevance from this point onwards?**

**a/** Being the tableware industry leader, we believe that growth will depend on the introduction of new products, new designs, enhanced quality, deeper distribution and continuous cost reduction.

More importantly, the Company will strengthen its research spending with the objective to emerge as a world-class and innovative manufacturer of tableware. In view of this, the Company has decided to commission a research & development facility comprising qualified scientists and chemical engineers coupled with the appointment of recognised personalities from the glass and ceramic industries. Besides, the Company will seek to synergically diversify and seize new opportunities. We believe that these initiatives will not just strengthen our competitiveness but also help us emerge with a larger global personality across the foreseeable future.



# THE OPTIMISM THAT UNDERLIES OUR BUSINESS MODEL

A distinctive La Opala  
personality

## CHARACTER

**High promoter ownership:** The Company's high promoter stake (65%) enhances stakeholder confidence

**Focus:** A distinctive tableware focus has deepened the Company's specialisation

**Ethical:** The Company complies completely with regulatory requirements

## CHOICE

**Graduating preferences:** The Company is engaged in transforming legacy habits and creating first-time tableware users

**Range of brand choice:** The Company customises product options, reflected in incremental price points, low-priced entry point and widening range - an aspirational ladder of choice

## MANUFACTURING

**Seeding:** The Company seeds demand through proactive capacity creation

**Technology-led:** The Company invested in cutting-edge manufacturing technology from 2008 onwards, translating into superior quality/lower costs

## CHOICE

**Bottom-up distribution:** The Company focused on demand coming out of semi-urban India, addressing more than 650 towns with a population of 100,000+

**Broadbased exports:** The Company exported products to more than 35 countries

**Channel partner selection:** The Company works with credible and liquid channel partners; channel partner attrition has been negligible in years

## BRAND

**Recall:** The Company's products generate a superior recall around 'pride'

**Graduating preferences:** The Company is engaged in transforming legacy habits and creating first-time tableware users

**No 'seconds' approach:** The Company does not market 'seconds'; it recycles products that do not meet its demanding standards

**Largest by far:** The Company is India's largest organised opalware brand by far

**Multi-cycle experience:** The Company possesses more than 30 years of unmatched multi-cycle experience in the tableware sector in India

**People retention:** The Company's competitive advantage is drawn from senior executives with long standing experience

## FINANCIAL

**Margins:** The Company reported an EBIDTA margin of 40.97% in 2018-19

**Receivables cycle:** The Company leverages the cash on its books to provide credit to trade partners

**Debt strategy:** The Company is virtually debt-free

**Growth capital pipeline:** The Company possessed ₹529.13 crore in capital (net worth) on its books

**Net worth:** The Company possessed ₹529.13 crore in net worth and ₹0.89 crore in debt as on 31st March 2019; 44.16% of net worth was in cash cum cash equivalents

**Cash pool:** The Company aggregated a sizable cash corpus through an equity placement and accruals (cash of ₹233.68 crore, 31st March 2019)

# MANAGEMENT DISCUSSION AND ANALYSIS



## Indian economic overview

India retained its position as the sixth largest economy and the fastest-growing trillion-dollar economy in 2018-19. However, after growing 7.2% in 2017-18, the Indian economy grew at 6.8% in 2018-19.

The principal developments during the year under review comprised a sustained increase in per capita income, decline in national inflation, steadying interest rates, and weakened consumer sentiment starting from the second half of the financial year. The weaker sentiment was on account of a large non-banking financial company announcing its

inability to address liabilities.

In 2018, the country attracted more foreign inflows than China - ~US\$ 38 billion, higher than China's US\$ 32 billion. India witnessed a 23-notch jump to the 77th position in the World Bank's latest report on the ease of doing business that captured the performance of 190 countries.

Inflation (including food and energy prices) was pegged at 2.6% on an annual basis, one of the lowest in years. The rupee rebounded after touching a low of ₹74.45 to a dollar to close the financial year at ₹69.44. During the

fiscal under review, the Indian Government continued to invest deeper in digitisation, renewable energy capacity generation and infrastructure building. (Source: CSO)

### Outlook

Assuming no major global and domestic political shocks, India's markets are expected to perform better on account of millennial mindsets, increased aspirations, incomes, wider product availability and increased branding by manufacturers. (Source: CSO, Fitch, Economic Times, Business Standard, IBEF, Business Today, India Today).

## Indian opalware market overview

The Indian opalware market was estimated at ₹500 crore in 2018. The vibrancy of this opalware industry owes to the cultural diversity of India.

Despite being fragmented, the opalware market has been growing steadily. Opalware is superior to alternative products. The way Indians perceive crockery has undergone dramatic changes in the past few years. Crockery is no longer seen as utilitarian but as a lifestyle product. In line with changing attitudes, crockery designs undergone a continuous change.

Looking ahead, the demand for branded tableware in India is expected to see significant growth on account of aesthetic appeal, microwave-friendly characteristics and affordability. Dining utensils in Indian kitchens largely dominated by steel and plastic products have yielded to tableware. However, this scenario is fast changing as the inclination towards glass and opalware products increases due to changing consumer preferences.

### Opportunities

- Shift in consumer preferences
- Burgeoning middle-class
- Changing lifestyles
- Widening product choice
- Attractive pricing
- Deepening penetration

### Threats

- Increasing competition
- Presence of substitute products

## The Company overview

La Opala remains the largest player in the Indian opalware market with a dominant share. The opalware category, being one of the fastest-growing markets, is gaining traction from individual and institutional consumers. The

Company reported growth in capacities across the last decade. The opalware capacity at Sitarganj (Uttarakhand) grew 5x since FY09. The Company established a distribution network and developed a strong recall among

customers. The Company is a recipient of Top Export Award & Trophy from EPCH (Export Promotion Council for Handicrafts) and CAPEXIL (Chemical and Allied Export Promotion Council).

## Financial analysis, FY2018-19

### ANALYSIS OF THE PROFIT AND LOSS STATEMENT

**Revenues:** Revenues from operations reported 7.19% growth from ₹259.45 crore in FY2017-18 to ₹278.09 crore in FY2018-19 due to launch of new product and designs, revamping of packing and focus on advertisement and publicity. Other incomes of the Company reported a growth of 31.04% due to an increase in income from investments arising from surplus funds and receipt of higher dividends. Other income accounted for a 5.89% share of the Company's revenues.

**Expenses:** Total expenses of the Company increased by 9.33% from ₹167.26 crore during FY2017-18 to ₹182.87 crore due to an increase in operational scale, revision

in prices of material, remuneration of employees and increase in advertisement and sales promotion.

### ANALYSIS OF THE BALANCE SHEET

#### Sources of funds

- Net worth increased by 5.07% from ₹503.60 crore as on 31st March 2018 to ₹529.13 crore as on 31st March 2019 owing to an increase in reserves and surplus. The Company's equity share capital comprising 11,10,00,000 equity shares of ₹2 each, remained unchanged during the year under review.

- The Company did not have any long-term borrowings.

- Finance costs decreased by 18.35 % from ₹0.84 crore during FY2017-18 to

₹0.68 crore during FY2018-19 following a lower utilisation of working capital limits.

#### Working capital management

Current assets increased by 20.27% from ₹280.29 crore as on 31st March 2018 to ₹337.10 crore as on 31st March 2019 owing to the growing business scale. Current and Quick Ratios stood at 9.04 and 7.74 respectively during FY2018-19 compared to 7.82 and 6.94 , respectively, during FY2017-18.

#### Margins

The Company reported an EBDITA margin of 40.97% by operating scale, cost control and better product mix.

## Human resources

La Opala focuses on enhancing employee well-being and potential. The Company provides an invigorating workplace, attractive growth opportunities and fair compensation.

## Risk management

### Economic risk:

A slowdown in the economy may impact the industry

**Mitigation:** After growing at 7.2% in FY2017-18 the Indian economy grew at 6.8% in FY2018-19 and is projected to recover across the foreseeable future. This recovery is likely to be based on an increase in population and aspirations.

### Competition risk:

Growing competition could have an adverse bearing on the Company's profitability

**Mitigation:** Over the past 30 years, La Opala has successfully evolved into the most reputed and trustworthy brand in the Indian crockery market. The Company's unique designs, attractive pricing, strong relationships with distributors and retailers have allowed it to surge ahead of its competitors.

### Pricing risk:

Cheaper products available in the market may slow down offtake

**Mitigation:** The crockery and glassware segment in India has innumerable unorganised manufacturers who target the bottom-of-the-pyramid by offering glassware at low prices. Although La Opala is perceived as a premium brand in the crockery and glassware segment, it has introduced pocket-friendly products as well to penetrate deeper into the market.

### Brand risk:

Loss of brand recall can be detrimental to the Company

**Mitigation:** To maintain a favourable brand, the Company spends a significant portion of its revenues on product promotion.

## Internal control systems and their adequacy

The Company believes that safeguarding of assets and business efficiency can be prolonged by exercising adequate internal controls and standardising operational processes. The internal control and risk management system is structured and applied in accordance with the principles and criteria established in the

corporate governance code of the organisation. It is an integral part of the general organisational structure of the Company and Group and involves a range of personnel who act in a coordinated manner while executing their respective responsibilities. The Board of Directors offers its guidance and strategic

supervision to the Executive Directors and management, monitoring and support committees. The control and risk committee work under the supervision of Audit Committee and the Board, supplemented by Internal and Statutory Auditors.

## Cautionary statement

This statement made in this section describes the Company's objectives, projections, expectation and estimations which may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Forward-looking statements are based

on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised by the Company. Actual result could differ materially from those expressed in the statement or implied due

to the influence of external factors which are beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent development, information or events.

# Corporate Information

## BOARD OF DIRECTORS

### Chairman

Mr. A. C. Chakrabortti

### Executive Vice Chairman

Mr. Sushil Jhunjunwala

### Managing Director

Mr. Ajit Jhunjunwala

### Executive Director

Mrs. Nidhi Jhunjunwala

### Directors

Mr. Rajiv Gujral

Mr. Arun Churiwal

Mr. Subir Bose

Prof.Santanu Ray

Ms. Mamta Binani

### CFO & Company Secretary

Mr. Alok Pandey

### Auditors

Singhi & CO.

### Banker

HDFC Bank Ltd.

### Registrar & Share Transfer Agent

Maheshwari Datamatics Pvt. Ltd.

23, R.N.Mukherjee Road, 5th Floor, Kolkata - 700 001

Telephone No.: 033-2248 2248, 2243 5029

Facsimile No.: 033-2248, 2243 5029

Email id: mdpldc@yahoo.com

Website: www.mdpl.in

### Registered Office

'Chitrakoot',

10th floor 230A, A.J.C. Bose Road, Kolkata - 700 020

Telephone No.: 7604088314/5/6/7

Facsimile No.: 033-2287 0284

E-mail: info@laopala.in

Website: www.laopala.in

CIN: L26101WB1987PLC042512

### Works

B-108, ELDECO SIDCUT, Industrial Park, Sitargunj,

Udham Singh Nagar, Uttarakhand - 262 405

Post: Madhupur, District: Deoghar, Jharkhand

# Notice

NOTICE is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Members of LA OPALA RG LIMITED will be held at "Kala Kunj", 48, Shakespeare Sarani, Kolkata 700 017 on Saturday, the 10<sup>th</sup> August 2019 at 11.00 A.M. to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2019 and the Reports of the Board of Directors and the Auditors thereon for the financial year ended 31<sup>st</sup> March 2019.
2. To declare dividend on equity shares for the financial year ended 31<sup>st</sup> March 2019.
3. To appoint a Director in place of Mrs. Nidhi Jhunjunwala (DIN: 01144803) who retires by rotation and, being eligible, offers herself for reappointment.
4. To appoint a Director in place of Mr. Ajit Jhunjunwala (DIN: 00111872) who retires by rotation and, being eligible, offers himself for reappointment.

## SPECIAL BUSINESS

5. Re-appointment of Shri Sushil Jhunjunwala as Executive Vice Chairman of the Company w.e.f. 1<sup>st</sup> October 2019 upto 30<sup>th</sup> September 2024

To consider and if thought fit, to pass with or without modification(s), the following resolutions, as Special Resolution:

**"RESOLVED THAT** pursuant to the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Section 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard, the consent of the members of the Company be and is hereby accorded for the reappointment and payment of remuneration to Shri Sushil Jhunjunwala (DIN: 00082461), Executive Vice Chairman of the

Company for a further period of 5 (Five) Years with effect from 1<sup>st</sup> October 2019 upto 30<sup>th</sup> September, 2024 on the terms and conditions as mentioned below, and specifically approved with powers to the Board of Directors to alter, amend, vary and modify the terms and conditions of the said re-appointment and remuneration payable from time to time as they deem fit in such manner and within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof:

1. **Term of Appointment:**  
With effect from 1<sup>st</sup> October 2019 upto 30<sup>th</sup> September, 2024
2. **Remuneration:**
  - a. **Salary:** ₹13,50,000/- per month in the scale of ₹13,50,000/- ₹21,00,000/- per month with increments as may be decided by the Board of Directors from time to time.
  - b. **Perquisites and allowances:**
    - (i) In addition to the salary, Shri Sushil Jhunjunwala (DIN: 00082461) shall be entitled to perquisites like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance together with utilities such as gas, electricity, water, furnishing & repair, medical reimbursement, leave travel concession for himself and his family, club fees, medical insurance, personal accident insurance etc. in accordance with the rules of the Company or as may be agreed to by and between the Board of Directors and Shri Sushil Jhunjunwala (DIN: 00082461). Such perquisites for each year not to exceed his annual salary.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per Income Tax rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost.

Provision of the Company' car and telephone at residence for official duties shall not be included in the computation of perquisites.

- (ii) Company's contribution to Provident Fund is not taxable under the Income Tax Act. Gratuity payable as per rules of the Company and encashment of leave shall not be included in the computation of limits for the remuneration or perquisites as aforesaid.

## c. Commission

In addition to the salary, perquisites and allowances payable, a commission, as may be decided by the Board of Directors, within the overall ceiling stipulated in Sections 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard) shall also be payable.

## d. Leave

On full pay and allowance as per the rules of the Company but not exceeding one month's leave for eleven months of service.

Mr. Sushil Jhunjunwala (DIN: 00082461) shall also be entitled to be reimbursed all entertainment and/or travelling, hotel and other expenses actually incurred by him in performance of the duties on behalf of the Company.

**"RESOLVED FURTHER THAT** notwithstanding to the above, in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Shri Sushil Jhunjunwala, Executive Vice Chairman of the Company, the remuneration payable to him shall be paid as minimum remuneration provided that the total remuneration by way of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modifications thereof and all circulars/ notifications for managerial remuneration issued in this regard from time to time as may be agreed to by the Board and Shri Sushil Jhunjunwala."

**"RESOLVED FURTHER THAT** the Office of Executive Director shall be liable to retire by rotation pursuant to Section 152(6) of Companies Act, 2013 and Rules made thereunder and any subsequent amendment(s) and/or modification(s) in the Act, Rules and/or applicable laws in this regard and Article 76A of the Articles of Association of the Company."

**"RESOLVED FURTHER THAT** Shri Sushil Jhunjunwala, Executive and Vice Chairman of the Company be and is hereby authorised, empowered and vested with the substantial powers of the Management of the Company for carrying out the affairs and activities of the Company subject to the superintendence, control and direction of the Board of Directors of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters or things

as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

## 6. Re-appointment of Shri A.C. Chakrabortti (DIN: 00015622) as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolutions as **Special Resolution:**

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 30<sup>th</sup> March 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Shri A.C. Chakrabortti (DIN: 00015622) whose current period of office is expiring on 12<sup>th</sup> August 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with SEBI (LODR) Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (LODR) Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. 13<sup>th</sup> August 2019 upto 12<sup>th</sup> August, 2024."

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

## 7. Re-appointment of Shri Rajiv Gujral (DIN: 00409916) as an Independent Director of the Company

To consider and if thought fit, to pass with or

without modification(s), the following resolutions as **Special Resolution**:

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 30<sup>th</sup> March 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Shri Rajiv Gujral (DIN: 00409916) whose current period of office is expiring on 12<sup>th</sup> August 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with SEBI (LODR) Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (LODR) Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. 13<sup>th</sup> August 2019 upto 12<sup>th</sup> August, 2024."

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

#### **8. Appointment of Ms. Mamta Binani as a Non-Executive Independent Director**

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

**"RESOLVED THAT** pursuant to the provisions of section 149, 150, 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force) and Regulation

17 of the SEBI ( Listing Obligations and Disclosure Requirements), 2015, Ms. Mamta Binani (DIN: 00462925), who was appointed as an Additional Director (Non-Executive & Independent) by the Board at the meeting held on 30<sup>th</sup> March 2019 w.e.f. 1<sup>st</sup> April 2019 and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for 5 (Five) consecutive years for a term upto 31<sup>st</sup> March 2024.

**RESOLVED FURTHER THAT** to give effect to this resolution the Board of Directors be and are hereby authorized to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

#### **9. Approval of the remuneration by way of commission payable to the Non-Executive Director(s) of the Company:**

To consider and if thought fit, to pass with or without modification(s), the following resolution, as a **Special Resolution**:

**"RESOLVED THAT** pursuant to section 197, 198 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company for the payment of commission to Non-Executive Director(s) of the Company for an aggregate amount not exceeding 1% of the Net Profits of the Company in any financial year, to be computed in accordance with the provisions of Section 198 of the Companies Act, 2013, over and above the usual sitting fees, and/or reimbursement of expenses incurred in relation to attending the Board Meetings, commencing with effect from 1<sup>st</sup> April 2019, for a period of 5 years such that the amount payable to each individual Director may be determined by the Board, after considering the recommendations

of the Nomination & Remuneration Committee thereon.

**"RESOLVED FURTHER THAT** the Board of directors may, at its discretion, decide the exact amount to be disbursed to Non-Executive Directors in each financial year by way of commission within the limits prescribed above and its allocation among the eligible directors in accordance with the provisions of all the applicable and relevant provisions contained in the Companies Act, 2013."

#### **NOTES:**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in regard to the business as set out in Item Nos. 5 to 9 above and the relevant details of the Directors seeking re-appointment/ appointment as set out in Item Nos. 5 and 8 above as required by Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and as required under Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed hereto.
2. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS AL-SO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. Proxies in order to be effective must be lodged at the Company's Registered Office not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of companies, societies, partnership firms etc. must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organization.
4. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
5. Corporate Members intending to send their

By Order of the Board  
For La Opala RG Limited

Place: Kolkata  
Date: 11<sup>th</sup> May 2019 CFO & Company Secretary

**Registered Office:**  
230A, A.J.C. Bose Road,  
Chitrakoot, 10<sup>th</sup> Floor,  
Kolkata – 700020

**ALOK PANDEY**

- authorized representatives to attend the Annual General Meeting (AGM) are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
6. Members/Proxies and authorized representatives are requested to bring the duly filled in Attendance Slip enclosed herewith to attend the AGM and hand it over at the entrance of the Meeting hall.
7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 1<sup>st</sup> August 2019 to Saturday, 10<sup>th</sup> August 2019 (both days inclusive). If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or after Tuesday, 13<sup>th</sup> August 2019 as under:
  - i) To all Beneficial Owners in respect of shares held in electronic form as per the data as may be made available by National Securities Depository Limited and Central Depository Services (India) Limited (both collectively referred to as 'Depositories') as of the close of business hours on Wednesday, 31<sup>st</sup> July 2019;
  - ii) To all Members in respect of shares held in physical form after giving effect to transfers in respect of valid transfer requests lodged with the Company on or before the close of business hours on Wednesday, 31<sup>st</sup> July 2019.
9. Members of the Company are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company's Registrar and Share Transfer

- Agent (RTA), Maheshwari Datamatics Pvt. Ltd. for shares held in physical form and to their respective Depository Participant (DP) for shares held in electronic form.
10. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/deletion in such bank details. Further, instructions, if any, already given by them in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend to their DP.
  11. Members are requested to note that dividends, if not encased for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.
  12. To support the 'Green Initiative', Members who have not registered their e-mail IDs, are requested to register the same with the Company or its Registrar and Share Transfer Agent/Depositories.
  13. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
  14. Members are requested to bring their copy of Annual Report to the Meeting.
  15. SEBI had vide Notification Nos. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June 2018 and SEBI/LAD-NRO/GN/2018/49 dated 30<sup>th</sup> November 2018 read with BSE circular no. LIST/COMP/15/2018-19 dated 5<sup>th</sup> July 2018 and NSE circular no. NSE/CML/2018/26 dated 9<sup>th</sup> July 2018 directed that transfer of securities would be carried out in dematerialized form only with effect from 1<sup>st</sup> April 2019, except in case of transmission or transposition of securities. Accordingly, Members holding securities in physical form were separately communicated by Company's RTA vide letter dated 31<sup>st</sup> July 2018 at their registered address. In view of the above and to avail the benefits of dematerialization, Members are requested to consider dematerializing shares held by them in physical form. However, the transfer deed(s) lodged prior to the 1<sup>st</sup> April deadline and returned due to deficiency in the document, may be re-lodged for transfer even after the deadline of 1<sup>st</sup> April 2019 with the office of Company's RTA in Kolkata or at the Registered Office of the Company.
  16. Shareholders seeking any information regarding accounts are requested to write to the Company in advance so that the relevant information can be furnished by the Company.
  17. The Company has entered into an agreement with National Securities Depository Limited for availing Electronics Voting facility which is mandatory as per Companies (Management & Administration) Rules, 2015.
- The facility of voting has been made available at the Annual General Meeting. The members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right and that the members who have cast their vote by remote e-voting prior to the date of meeting may also attend the meeting but shall not be entitled to cast their vote again.
- Electronic Voting Instructions, User Id and Password are being informed by National Securities Depository Limited separately.
- Place: Kolkata **ALOK PANDEY**  
Date: 11<sup>th</sup> May 2019 *CFO & Company Secretary*

## EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT 2013

### ITEM NO. (5)

**Re-appointment of Shri Sushil Jhunjunwala (DIN: 00082461) as Executive Vice Chairman of the Company w.e.f. 1<sup>st</sup> October 2019 upto 30<sup>th</sup> September 2024**

Shri Sushil Jhunjunwala (DIN: 00082461), aged 68 years, is the founder of La Opala RG Limited. He has more than 47 years of rich industrial and managerial experience. He joined the Company as Director w.e.f. 30<sup>th</sup> September, 1994. He has held important honorary positions in many organizations such as President of All India Glass Manufacturers Federation, President of Society of Glass Technology (Indian Section) and President of Calcutta Chamber of Commerce. He also holds Directorships in Companies namely BSL Limited, Genesis Exports Limited, SKJ Investments Private Limited, Ishita Housing Private Limited, SKJ Estate Private Limited and GDJ Housing Private Limited. He is also a member of Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee of the Company. As on 31<sup>st</sup> March 2019, he holds 40,50,000 equity shares of ₹2/- each of the Company.

Shri Sushil Jhunjunwala was re-appointed as Vice-Chairman and Managing Director of the Company pursuant to provisions of Sections 196, 197, 203 read with Schedule V to the Companies Act, 2013 by the Members in the 27<sup>th</sup> Annual General Meeting held on 13<sup>th</sup> August 2014 for a period of 5 (Five) years with effect from 1<sup>st</sup> October 2014 to 30<sup>th</sup> September 2019. At present he is Executive Vice Chairman of the Company.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 30<sup>th</sup> March 2019, subject to approval of Members at this Annual General Meeting and considering the increased activities, responsibilities and contribution of Shri Sushil Jhunjunwala in development and growth of the Company, consent of the Members is sought for the re-appointment of Shri Sushil Jhunjunwala as Executive Vice Chairman of the Company for further period of 5 years w.e.f. 1<sup>st</sup> October 2019 to 30<sup>th</sup> September, 2024, on the terms and conditions as set out in this item of the Notice.

Shri Sushil Jhunjunwala satisfies all the conditions set out in Part-I of Schedule V to the Companies

Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Shri Sushil Jhunjunwala as Executive Vice Chairman of the Company w.e.f. 1<sup>st</sup> October 2019 to 30<sup>th</sup> September, 2024.

Shri Sushil Jhunjunwala, Executive Vice Chairman of the Company may be considered to be concerned or interested in the said resolution as also in the draft Agreement since it relates to his own re-appointment. Shri Ajit Jhunjunwala and Smt. Nidhi Jhunjunwala may also be considered as concerned or interested in the same, being relative of Shri Sushil Jhunjunwala. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

### ITEM NO. (6)

**Re-appointment of Shri A.C. Chakrabortti (DIN: 00015622) as an Independent Director of the Company**

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, at the 27<sup>th</sup> Annual General Meeting held on 13<sup>th</sup> August, 2014, Shri A. C. Chakrabortti was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto 12<sup>th</sup> August 2019. Since, Shri A. C. Chakrabortti will complete his initial term as an Independent Director of the Company on 12<sup>th</sup> August 2019, he is eligible for re-appointment for one more term.

Shri A. C. Chakrabortti, aged 88 years, is the fellow member of the Institute of Chartered Accountant of England & Wales and India. He is formerly, Senior Partner of S R Batliboi & Co., Chartered Accountants, Chairman of Ernst & Young, president of Institute of Chartered Accountant

of India and a Governing Committee Member of International Federation of Accountants. He also holds Directorships in Companies namely Asian Hotels (East) Limited, Texmaco Rail & Engineering Limited, Madhya Pradesh Madhya Kshetra Vidyut Vitaran Company Limited, Gwalior Webbing Co. Pvt. Ltd., Chandras' Chemical Enterprises Private Ltd., East India Investment Co Pvt Ltd. He is also a member in Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Company. As on 31<sup>st</sup> March 2019, he holds 12,000 equity shares of ₹2/- each of the Company.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 30<sup>th</sup> March 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company be and is hereby sought for re-appointment of Shri A. C. Chakrabortti (DIN: 00015622) as an Independent Non-Executive Director of the Company, for the second term of 5 (five) years w.e.f. 13<sup>th</sup> August 2019 upto 12<sup>th</sup> August, 2024. Further Shri A. C. Chakrabortti shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from Shri A. C. Chakrabortti, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Shri A. C. Chakrabortti confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time. Shri A. C. Chakrabortti is not disqualified from being appointed as Director in terms of Section 164 of

the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Shri A. C. Chakrabortti to be re-appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Shri A. C. Chakrabortti as an Independent Director of the Company.

Except Shri A. C. Chakrabortti, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

#### **ITEM NO. (7)**

##### **Re-appointment of Shri Rajiv Gujral (DIN: 00409916) as an Independent Director of the Company**

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, at the 27<sup>th</sup> Annual General Meeting held on 13<sup>th</sup> August, 2014, Shri Rajiv Gujral was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto 12<sup>th</sup> August 2019. Since, Shri Rajiv Gujral will complete his initial term as an Independent Director of the Company on 12<sup>th</sup> August 2019, he is eligible for re-appointment for one more term.

Shri Rajiv Gujral, aged 69 years is a graduate in Business Management and has expertise in the field of Hotel Management and Marketing. He also holds Directorships in Companies namely

Peerless Hotels Ltd, Peerless Hospitex Hospital & Research Centre Ltd and R3 Hotels & Resorts Pvt Ltd. He is the Chairman of Audit Committee of the Company. As on 31<sup>st</sup> March 2019, he does not hold any shares of the Company.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 30<sup>th</sup> March 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company be and is hereby sought for re-appointment of Shri Rajiv Gujral (DIN: 00409916) as an Independent Non-Executive Director of the Company, for the second term of 5 (five) years w.e.f. 13<sup>th</sup> August 2019 upto 12<sup>th</sup> August, 2024. Further Shri Rajiv Gujral shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from Shri Rajiv Gujral, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Shri Rajiv Gujral confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time. Shri Rajiv Gujral is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Shri

Rajiv Gujral to be re-appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Shri Rajiv Gujral as an Independent Director of the Company.

Except Shri Rajiv Gujral, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

#### **ITEM NO. (8)**

##### **Appointment of Ms. Mamta Binani as a Non-Executive Independent Director**

The Board of Directors on the recommendations of Nomination & Remuneration Committee in their meeting held on 30<sup>th</sup> March 2019 pursuant to the provisions of Section 161 of the Companies Act, 2013 and applicable rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointed Ms. Mamta Binani (DIN: No 00462925) as an Additional Director w.e.f. 1<sup>st</sup> April 2019 in the capacity of Independent Director holding office upto the date of the Annual General Meeting of the Company. The Company has received notice in writing from a member proposing the candidature of Ms. Mamta Binani as Independent Director of the Company.

Ms. Mamta Binani, aged 46 years is a Commerce graduate and a fellow member of the Institute of Company Secretaries of India (ICSI) and has also done LLB. She is practicing as a Company Secretary for over 22 years now and having experience in corporate consultation & advisory, covering Due Diligence, Secretarial & Legal functions. She has been the first lady Chairperson (eastern region) of (ICSI) in 2010 and second lady President of ICSI in 2016. She also holds Directorships in Companies namely Kkalpana

Industries (India) Limited, Century Plyboards (India) Ltd., GPT Infraprojects Limited, Skipper Limited, Anmol Industries Limited, Emami Cement Limited, Magma Housing Finance Limited and Shyama Realtors Private Limited.

Ms. Mamta Binani is not disqualified from being appointed as Directors in terms of Section 164 of the Act. As per the recommendation of Nomination and Remuneration Committee, the Board is considering the regularization of appointment of Ms. Mamta Binani (DIN: No 00462925) from Additional Independent Director to Independent Director of the Company for a period of 5 (five) years from 1<sup>st</sup> April 2019 to 31<sup>st</sup> March, 2024.

The Company has also received a declaration from Ms. Mamta Binani declaring that she meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Ms. Mamta Binani fulfills the conditions specified in the Act and the rules framed thereunder for her appointment as an Independent Director and she is independent of the management.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013, the Board places the above resolution of appointment of Ms. Mamta Binani as Independent Directors before the Members for their approval as being the Ordinary resolution.

Except Ms. Mamta Binani, being an appointee, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8.

## ITEM NO (9)

Approval of the remuneration by way of commission payable to the Non-Executive Director(s) of the Company

At the Annual General Meeting of the Company held on 13<sup>th</sup> August, 2014, the members had, inter-alia, approved the overall remuneration by way of commission that could be paid, for the next 5 (five) years with effect from 1<sup>st</sup> April, 2014, to the Non-Executive Director(s) of the Company.

Accordingly, a fresh approval of the shareholders, pursuant to the provisions of section 197, 198 of the Companies Act, 2013, is being sought to approve the overall remuneration by way of commission of an aggregate amount not exceeding 1% of the Net Profits of the Company in any financial year, that may be paid to the Non-Executive Directors in any financial year for the next 5 (five) years commencing from 1<sup>st</sup> April 2019.

This remuneration shall be in addition to the fees payable to the Directors for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, and reimbursement of expenses for participation in the Board and other meetings.

The Board recommends the resolution for your approval as a Special Resolution.

Except Mr. Sushil Jhunjunwala, Mr. Ajit Jhunjunwala and Mrs. Nidhi Jhunjunwala all other directors of your Company are interested in passing the proposed Resolution (Item No. 9) of the Notice.

Place: Kolkata  
Date: 11<sup>th</sup> May 2019

**ALOK PANDEY**

*CFO & Company Secretary*

## ANNEXURE TO THE EXPLANATORY STATEMENT

PURSUANT TO REGULATION 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

Name of Director	Shri A.C. Chakrabortti	Shri Sushil Jhunjunwala	Shri Ajit Jhunjunwala	Smt Nidhi Jhunjunwala	Shri Rajiv Gujral	Smt. Mamta Binani
DIN	00015622	00082461	00111872	01144803	00409916	00462925
Date of Birth	02.10.1930	23.08.1950	29.12.1970	19.07.1973	21.10.1950	10.10.1972
Qualification	Graduate in Commerce and Chartered Accountant from India and England & Wales	Graduate in Commerce	Graduate in Commerce	Graduate in Arts	Bachelors in Business Management	B.Com, LLB and Company Secretary
Experience & Expertise	Over 60 years of experience in various functional areas of business/ industry.	Over 47 years of experience particularly in the glass industry	Over 30 years in Corporate Sector-Finance, Commercial and General Management	Over 20 years of experience in Marketing/ Product Designing	Over 40 years of experience in the field of Hotel Management and Marketing	Over 22 years of experience in corporate consultation, advisory, Due Diligence, Secretarial & Legal functions
Date of first appointment on the Board of the Company	29 <sup>th</sup> October 1994	30 <sup>th</sup> September 1994	3 <sup>rd</sup> October 1989	20 <sup>th</sup> May 2010	26 <sup>th</sup> October 2007	1 <sup>st</sup> April 2019
No of shares held in the Company as at 31 <sup>st</sup> March 2019	12,000	40,50,000	83,93,000	9,00,000	Nil	Nil
Terms and conditions of Appointment/ Re-appointment	Entitled for sitting fees and commission	As per proposed resolution at Item No. 5 of the notice of the ensuing AGM and explanatory statement thereon.	Terms and Conditions of re-appointment are as per the Nomination & Remuneration Policy of the Company as displayed on the Company website i.e. www.laopala.in	Terms and Conditions of re-appointment are as per the Nomination & Remuneration Policy of the Company as displayed on the Company website i.e. www.laopala.in	Entitled for sitting fees and commission	Entitled for sitting fees and commission
Remuneration last drawn (including sitting fees commission, if any) (In Lakhs)	₹9.30	₹438.63	₹350.59	₹157.12	₹7.00	Not Applicable
Remuneration proposed to be paid	As per the existing terms and conditions	As per proposed resolution at Item No.5 of the Notice of the ensuing Annual General Meeting and explanatory statement thereon.	As per the existing terms and conditions	As per the existing terms and conditions	As per the existing terms and conditions	As per terms and condition of appointment



Name of Director	Shri A.C. Chakrabortti	Shri Sushil Jhunjunwala	Shri Ajit Jhunjunwala	Smt Nidhi Jhunjunwala	Shri Rajiv Gujral	Smt. Mamta Binani
Number of meetings of the Board attended during the year	6 out of 6	6 out of 6	5 out of 6	6 out of 6	5 out of 6	N.A. (Appointed w.e.f 1 <sup>st</sup> April 2019)
List of Directorship held in other Companies	Asian Hotels (East) Ltd. Texmaco Rail & Engineering Ltd. Madhya Pradesh Madhya Kshetra Vidyut Vitaran Company Ltd. Gwalior Webbing Co. Pvt. Ltd. Chandras' Chemical Enterprises Pvt. Ltd. East India Investment Co Pvt. Ltd.	BSL Limited Genesis Exports Ltd SKJ Investments Pvt. Ltd. Ishita Housing Pvt. Ltd. SKJ Estate Pvt. Ltd. GDJ Housing Pvt. Ltd.	Genesis Exports Ltd SKJ Investments Pvt. Ltd. Ishita Housing Pvt. Ltd. SKJ Estate Pvt. Ltd. GDJ Housing Pvt. Ltd.	Genesis Exports Ltd	Peerless Hotels Ltd Peerless Hospitex Hospital & Research Centre Ltd R3 Hotels & Resorts Pvt Ltd.	Century Plyboards (India) Ltd Kkalpana Industries (India) Ltd. GPT Infra-projects Ltd. Skipper Ltd. Anmol Industries Ltd Emami Cement Ltd. Magma Housing Finance Ltd. Shyama Realtors Private Ltd.
Membership/ Chairmanship in Committees of other Public Ltd. Companies as on 31 <sup>st</sup> March 2019	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance
Relationship between Directors inter-se	Not related to any Director of the Company	Shri Sushil Jhunjunwala is the father of Shri Ajit Jhunjunwala and Father-in-law of Smt. Nidhi Jhunjunwala. In this way, they are related to each other.	Shri Ajit Jhunjunwala is the son of Shri Sushil Jhunjunwala and Husband of Smt. Nidhi Jhunjunwala. In this way, they are related to each other.	Smt. Nidhi Jhunjunwala is the wife of Shri Ajit Jhunjunwala and daughter in law of Shri Sushil Jhunjunwala	Not related to any Director of the Company	Not related to any Director of the Company



*Dear members*

Your Company's Directors are pleased to present the 32<sup>nd</sup> Annual Report of the Company, along with Audited Financial Statements for the financial year ended 31<sup>st</sup> March 2019.

## 1. FINANCIAL RESULTS

The Financial Results of the Company for the year under review are as under: (INR In Lakhs)

Sl. No.	Particulars	For the Year ended 31 <sup>st</sup> March'2019	For the Year ended 31 <sup>st</sup> March'2018
1	Revenue from operations	27,809.77	25,945.28
2	Other Income	1,739.81	1,327.67
3	Total expenses before interest and depreciation	16,573.58	15,265.29
4	Finance Cost	68.19	83.52
5	Profit after Interest but before Depreciation	12,907.81	11,924.14
6	Depreciation	1,645.59	1,378.05
7	Profit before Taxation	11,262.22	10,546.09
8	Tax Expenses	3,858.69	3,202.31
9	Profit after Taxation	7,403.53	7,343.78
10	Profit Available for Appropriation	7,403.53	7,343.78
11	Re-measurement of gain/(loss) (Net of tax)	(58.06)	(10.87)
12	Dividend and Others	1,221.00	1,110.00
13	Tax on Dividend	250.98	225.97
14	Transferred to General Reserve	1,000.00	1,000.00
15	Balance as per last year (Retained Earnings)	23,379.78	18,382.84
16	Balance carried forward to Balance Sheet	28,253.27	23,379.78

## 2. STATE OF AFFAIRS/ REVIEW OF OPERATIONS

During FY 2018-19, your Company achieved Revenue from Operations of ₹278.10 crores as against ₹259.45 crores in FY 2017-18, profit before tax from ₹105.46 crores to ₹112.62 crores and profit after tax from ₹73.44 crores to ₹74.04 crores.

In spite of increased competition in the domestic as well as export market, the overall performance of the Company can be considered as satisfactory. During the period under review, the Company has launched new products and designs which was well accepted in the market. A new strategic thinking and action plan is being work out to ensure future growth and success.

## 3. SHARE CAPITAL

The Paid up Equity Share Capital as on 31<sup>st</sup> March 2019 stood at ₹22.20 crore. During the year under review, the Company has neither issued shares with differential voting rights /convertible warrant nor has granted any stock options or sweat equity. As on 31<sup>st</sup> March 2019, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

## 4. DIVIDEND

The Board of Directors of the Company recommended a payment of dividend of 60 % i.e. ₹1.20 per share on equity shares of the face value of ₹2 each for the financial year ended 31<sup>st</sup> March 2019 (previous year 2017-18: dividend ₹1.10 per share on equity shares of the face value of ₹2 each). The dividend, subject to approval of members at the Annual General Meeting, will be paid within statutory period, to those members whose names appear in the register of members, as on the date of book closure.

The Dividend Distribution Policy is available on the website of the Company at [www.laopala.in](http://www.laopala.in).

## 5. TRANSFER TO RESERVES

During the year under review, ₹1,000 lakh was transferred to General Reserves from Retained Earning.

## 6. TRANSFERS TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to applicable provisions of the Companies Act, 2013 ("Act") read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all unpaid or unclaimed

dividends are required to be transferred by the Company to the Investor Education and Protection Fund ("IEPF" or "Fund") established by the Central Government, after completion of seven years from the date of dividend becoming unpaid / unclaimed. Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed by the members for seven consecutive years or more shall also be transferred to the demat account created by the IEPF Authority.

Members/claimants whose shares and/or unclaimed dividend, have been transferred to the IEPF Demat Account or the Fund, as the case may be, may claim the shares or apply for refund by making an application to the IEPF authority in Form IEPF-5 (available on <http://www.iepf.gov.in>) along with requisite fee as decided by the IEPF authority from time to time. The member/claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

Details of shares/shareholders in respect of which dividend has not been claimed, are provided on our website at [www.laopala.in](http://www.laopala.in). The shareholders are encouraged to verify their records and claim their dividends of all the earlier seven years, if not claimed.

₹1.87 lakhs of unpaid/unclaimed dividends were transferred during the year to the IEPF.

## 7. CHANGE IN THE NATURE OF BUSINESS, IF ANY

During the period under review, there was no change in the nature of business of the Company.

## 8. INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY

The Company has sound internal financial controls commensurate to the size and nature of its business. The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of fraud, error reporting mechanisms, accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures. Your Company has in place, adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

## 9. DEPOSITS

Your Company has not invited or accepted any deposits from public under Chapter V of Companies Act, 2013 during the financial year and as such, no amount on account of principal or interest on deposits from public was outstanding as on 31<sup>st</sup> March 2019.

## 10. AUDITORS

### STATUTORY AUDITOR

The statutory auditor of your Company, M/s Singhi & Co., Chartered Accountants, Kolkata (Firm Registration No. 302049E) were appointed for a period of five years at the 30<sup>th</sup> Annual General Meeting of the Company held on 26<sup>th</sup> August 2017. The Companies (Amendment) Act, 2017 has waived the requirement for ratification of the appointment of statutory auditor by the shareholders at every Annual General Meeting. Hence, the approval of the members is not being sought for the re-appointment of the statutory auditor and in line with their resolution of appointment passed at the Annual General Meeting held on 26<sup>th</sup> August 2017, the statutory auditor will continue to hold office till the conclusion of the 35<sup>th</sup> Annual General Meeting of the Company. The statutory auditor have confirmed their eligibility and submitted the certificate in writing that they are not disqualified to hold the office of the statutory auditor. The report given by the statutory auditor on the financial statements of the Company is part of the Annual Report.

### EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITOR

There is no qualification, reservation, adverse remark or disclaimer given by the statutory auditor in their report.

### DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS

During the year under review, there have not been any instances of fraud and accordingly, the Statutory Auditors have not reported any frauds either to the audit Committee or to the Board under section 143 (12) of the Act.

### COST RECORDS AND AUDIT

Under the Section 148 of the Companies Act, 2013, the Central Government has prescribed maintenance and audit of cost records vide the Companies (Cost Records and Audit) Rules, 2014 to such class of companies as mentioned in the

Table appended to Rule 3 of the said Rules. CETA headings under which Company's products are covered are not included. Hence, cost audit provisions are not applicable to the Company as of now.

### SECRETARIAL AUDITOR

The Board has appointed M/S Drolia and Company, Company Secretaries, Kolkata, to carry out Secretarial Audit under the provisions of section 204 of the Act for the Financial Year 2018-19. The Secretarial Auditor's Report (Form MR-3) to the members does not contain any qualification or adverse remark and is annexed to this report marked as **Annexure I**.

### INTERNAL AUDITOR

Pursuant to Section 138 of the Companies Act, 2013 read with The Companies (Accounts) Rules, 2014, the Company has appointed M/s. Doshi Chatterjee Bagri & Co., LLP as the Internal Auditors of the Company. The role of internal auditors includes but not limited to review of internal audit observations and monitoring of implementation of corrective actions required, reviewing of various policies and ensure its proper implementation, reviewing of SOPs and their amendments, if any.

## 11. DIRECTORS

The Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 30<sup>th</sup> March 2019 have recommended and approved the re-appointment of Shri Sushil Jhunhunwala (DIN: 00082461) as Executive Vice Chairman of the Company for a further period of 5 years w.e.f. 1<sup>st</sup> October 2019 in terms of the provisions of the Companies Act, 2013, subject to the approval of Members at this ensuing Annual General Meeting of the Company and all other statutory approvals.

Further, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 30<sup>th</sup> March 2019 have recommended and approved the re-appointment of Shri A.C. Chakrabortti (DIN: 00015622), whose first term as an Independent Director of the Company will be expiring on 12<sup>th</sup> August 2019 and proposed to be re-appointed as Independent Director for second consecutive term for a further period of 5 years w.e.f. 13<sup>th</sup> August 2019 upto 12<sup>th</sup> August, 2024, subject to the approval of Members at this ensuing Annual General Meeting of the Company.

Further, the Nomination and Remuneration Committee and the Board of Directors at their

respective meetings held on 30<sup>th</sup> March 2019 have recommended and approved the re-appointment of Shri Rajiv Gujral (DIN: 00409916), whose first term as an Independent Director of the Company will be expiring on 12<sup>th</sup> August 2019 and proposed to be re-appointed as Independent Director for second consecutive term for a further period of 5 years w.e.f. 13<sup>th</sup> August 2019 upto 12<sup>th</sup> August, 2024, subject to the approval of Members at this ensuing Annual General Meeting of the Company.

The Board, on the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company has appointed Smt. Mamta Binani (DIN: 00462925), as an Additional (Non-Executive & Independent) Director of the Company with effect from 1<sup>st</sup> April 2019 for a period of 5 years subject to the approval of the members in the ensuing Annual General Meeting of the Company. The directors recommend the resolution for the appointment of Ms. Mamta Binani as Director on the Board of the Company.

In accordance with the provisions of the Act and the Articles of Association of the Company, Shri. Ajit Jhunjhunwala (DIN: 00111872) and Smt. Nidhi Jhunjhunwala (DIN: 01144803), Directors of the Company retire by rotation at the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment.

Details of each of the Directors proposed to be re-appointed at the ensuing Annual General Meeting, as required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR 2015") and SS - 2 (Secretarial Standards on General Meetings) have been included in the Notice convening the 32<sup>nd</sup> Annual General Meeting of the Company. Your Directors recommend the Resolutions for your approval.

Due notices under Section 160 of the Companies Act, 2013 have been received from members of the Company proposing the appointment of Smt. Mamta Binani and re-appointment of Shri A.C. Chakrabortti and Shri Rajiv Gujral as Independent Directors of the Company at this Annual General Meeting.

A brief resume of the above Directors proposed to be appointed and re-appointed forms part of the Notice of the ensuing Annual General Meeting.

All the Directors of the Company have confirmed that they are not disqualified from being appointed as directors in terms of Section 164 of the Companies Act, 2013.

There was no change in the composition of the Board of Directors during the year under review, except as stated above.

## 12. DECLARATION OF INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under Section 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015.

## 13. KEY MANAGERIAL PERSONNEL

The following are the Key Managerial Personnel of the Company:

- a. Mr. Sushil Jhunjhunwala (DIN: 00082461), Executive Vice Chairman
- b. Mr. Ajit Jhunjhunwala (DIN: 00111872), Managing Director
- c. Mrs. Nidhi Jhunjhunwala (DIN: 01144803), Executive Director
- d. Mr. Alok Pandey, Chief Financial Officer (CFO) and Company Secretary

## 14. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, executive and non-executive Directors individually as well as the evaluation of the working of its committees. The detail on the same is given in the Corporate Governance Report.

## 15. NUMBER OF MEETINGS OF THE BOARD

The Board met 6 times during the year, details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between the meetings was within the period prescribed under the Act and the SEBI (LODR) Regulations 2015.

## 16. COMMITTEES OF THE BOARD

The Board has the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee
5. Risk Management Committee

The details of the Committees along with their composition, number of meetings held and attendance at the meetings are provided in the Corporate Governance Report.

## 17. POLICY ON NOMINATION & REMUNERATION

The policy on Nomination and Remuneration approved by the Nomination & Remuneration Committee of your Company and which has been adopted by the Board of Directors is made available on Company's website at [www.laopala.in](http://www.laopala.in). The Board of Directors has framed a policy which lays down a framework in relation to selection and appointment of Directors, Key Managerial Personnel, Senior Management of the Company and their remuneration including criteria for determining qualifications, positive attributes, independence of Directors and other matters as per section 178 of Companies Act 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## 18. CORPORATE GOVERNANCE

A separate report on Corporate Governance practices followed by the Company together with a Certificate from the Company's Auditors M/s Singh & Co. Chartered Accountants, Kolkata (Firm Registration No. 302049E) confirming the compliances to conditions of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, forms an integral part of this Report.

## 19. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report on the operations of the Company as stipulated under Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided in a separate section and forming part of this Annual Report. The financials of the Company have been prepared in accordance with Indian Accounting Standards (IND AS).

## 20. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(3) (c) and 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (a) in the preparation of the annual accounts for the year ended 31<sup>st</sup> March 2019, the applicable Accounting Standards read with requirements set out under Schedule III to

the Act, have been followed and there are no material departures from the same;

- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March 2019 and of the profit of the Company for the year ended on that date;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (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 were operating effectively; and
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 21. VIGIL MECHANISM / WHISTLE BLOWER POLICY

In compliance with the Listing Regulations, Whistle Blower Policy has been implemented as a mechanism for Directors and employees to report concerns about unethical behavior or actual or suspected fraud of all kinds, including alleged fraud by or against the Company, abuse of authority, whether made by a named complainant or anonymously. The Policy is available on the Company's website at [www.laopala.in](http://www.laopala.in) under "Investors" Section. The functioning of the Vigil mechanism is reviewed by the Audit Committee from time to time. No complaint under this head has been received by the Company during the year.

## 22. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9, as required under Section 92 of the Companies Act, 2013, is annexed as **Annexure II** and is attached to this Report. The Annual Return of the Company as required under the Companies Act, 2013 will be available on the website of the Company at [www.laopala.in](http://www.laopala.in).

## 23. COMPLIANCE WITH SECRETARIAL

## STANDARDS ON BOARD AND GENERAL MEETINGS

During the Financial Year, the Company has complied with all the applicable provisions of Secretarial Standards issued by the Institute of Company Secretaries of India.

## 24. LISTING WITH STOCK EXCHANGES

The Company's Equity Shares are listed on National Stock Exchange of India Ltd. (NSE) and Bombay Stock Exchange Limited (BSE). Necessary stock exchange regulations are complied with from time to time. Applicable listing fee for the year 2019-20 has already been paid to the respective stock exchanges.

## 25. SUBSIDIARIES, ASSOCIATES & JOINT VENTURE

During the year under review, your Company does not have any subsidiary, joint venture and associate Company.

## 26. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE BY THE COMPANY

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

## 27. RELATED PARTY TRANSACTIONS

The particular of Contracts or Arrangement made with the related parties pursuant to section 188 are furnished in **Annexure III** (Form No AOC-2) and is attached to this report. The same have also been disclosed under Note No 42 of the Notes to the Financial Statements.

In conformity with the requirements of the Act, read with SEBI (LODR) Regulations, 2015, the policy to deal with related party transactions is also available on Company's website at [www.laopala.in](http://www.laopala.in).

## 28. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There were no significant and material orders passed by the Regulators or Courts or Tribunals that would impact the going concern status of the Company and its future operations.

## 29. MATERIAL CHANGES FROM END OF FINANCIAL YEAR TO DATE OF THIS REPORT

Except as disclosed elsewhere in this report, there have been no material changes and commitments, which can affect the financial position of the Company, occurred between the end of the financial year of the Company and date of this report.

## 30. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT (R&D), AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars relating to conservation of energy, technology absorption and foreign exchange earnings and outgo as required to be disclosed under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are provided as **Annexure IV** and is attached to this report.

## 31. CORPORATE SOCIAL RESPONSIBILITY

As a part of its initiative under the "Corporate Social Responsibility" (CSR) drive, the Company has undertaken projects in the area of eradicating hunger, preventive health care, water conservation, environment sustainability, women empowerment, girls education, child development and enhancing vocational skills. These projects are in accordance with Schedule VII of the Companies Act, 2013 and the Company's CSR policy. The CSR Policy is available on the website of the Company at [www.laopala.in](http://www.laopala.in). The Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed to this reports as **Annexure V**.

## 32. DISCLOSURE UNDER RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The information required pursuant to Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 in respect of employees of the Company and Directors is attached as **Annexure VI**.

## 33. PARTICULARS OF EMPLOYEES

Details of employee remuneration as required under Section 197 of the Act and Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as an **Annexure VII**.

## 34. DISCLOSURE ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

Your Company has always believed in providing a safe, supportive, friendly and harassment free workplace environment for every individual working and associating with the Company, through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has in place a policy for prevention of Sexual Harassment in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy. An Internal Complaints Committees have been framed to redress complaints received regarding sexual harassment. During the year under review, the Company has not received any complaint from any employee related to sexual harassment.

## 35. HUMAN RESOURCE

For La Opala RG Ltd, its people are its strongest asset. The Company takes pride in the commitment, competence and dedication of its employees in all areas of the business. The Company invests in building the best-in-class team led by exceptional professionals. Over the years, the Company has been nurturing a meritocratic, empowering and caring culture that encourages excellence. Company nurtures talents by providing its people opportunities to sharpen their capabilities. Company encourages innovation, lateral thinking, and multi-skilling and prepares its people for future leadership roles.

## 36. BUSINESS RESPONSIBILITY REPORT

Your Company forms part of the Top 500 listed companies of India and is mandatorily required to provide a Business Responsibility Report as part of the Annual Report in accordance with the

Regulation 34(2)(f) of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/10/2015 dated 4<sup>th</sup> November 2015. The "Business Responsibility Report" (BRR) of the Company for FY 2018-19 is forming part of the Annual Report.

## 37. RISK MANAGEMENT

Your Company has set up a Risk Management Committee. The Company has also adopted a Risk Management Policy which is hosted on the Company's website [www.laopala.in](http://www.laopala.in). Your Company believes that managing risks helps in maximizing returns. The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and mitigating risks associated with the business. The policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues. In today's challenging and competitive environment, strategies for mitigating inherent risks associated with business and for accomplishing the growth plans of the Company are imperative. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined frame work.

## 38. ACKNOWLEDGEMENT

The Board wishes to place on record its sincere appreciation of the efforts put in by the employees at all levels for achieving encouraging results under difficult conditions. The Board also wishes to thank the members, distributors, vendors, customers, bankers, government and all other business associates for their continued support during the year.

For and on behalf of the Board

A. C. Chakraborti  
Chairman

Place: Kolkata  
Date: 11<sup>th</sup> May 2019

DIN: 00015622

## ANNEXURE I

### FORM MR-3

#### SECRETARIAL AUDIT REPORT

For the Financial Year ended 31<sup>st</sup> Day of March 2019

[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,  
**La Opala RG Ltd.**  
(L26101WB1987PLC042512)  
Chitrakoot, 10<sup>th</sup> Floor  
230A, AJC Bose Road, Kolkata-700 020

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/S La Opala RG Limited (CIN: L26101WB1987PLC042512) (hereinafter called "the Company"). The 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 books, papers, minute books, forms and returns filed and other records maintained by the M/S La Opala RG Limited (L26101WB1987PLC042512) and also the information provided by the Company, its officers, and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion the Company has, during the audit period covering the financial year ended 31<sup>st</sup> March 2019 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 31<sup>st</sup> March 2019 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing;

V. The following Regulations (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the circulars, guidelines issued there under:

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (d) The SEBI Listing (Listing Obligation and Disclosure Requirements) Regulations 2015
- (e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

[The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are not applicable to the Company for the financial year ended 31-03-2019, as the Company has not undertaken any activities under the said Regulations & Laws:

- (a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended till date and

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

VI. The following Industry Specific laws:

- a. Factories Act, 1948
- b. Industrial Disputes Act, 1947
- c. The Payment of Wages Act, 1936
- d. The Minimum Wages Act, 1948
- e. Employee State Insurance Act, 1948
- f. The Employees Provident Fund and Miscellaneous Provisions Act, 1952
- g. The Payment of Bonus Act, 1965
- h. The Payment of Gratuity Act, 1972
- i. The contract Labour (Regulations and Abolition) Act, 1970
- j. The Maternity Benefit Act, 1961
- k. Environment Protection Act and Rules

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

- (i) The Listing Agreement and LODR Regulations of SEBI entered into by the Company with The BSE & NSE.
- (ii) Secretarial Standards (SS1 and SS2) issued by the Institute of Company Secretaries of India in respect of holding of Board meeting and Stakeholder's meeting.

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

We further report that:

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

the Act and Listing Agreement.

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.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines as also represented by the management. **All decisions of the Board were unanimous and the same was captured and recoded as part of the Minutes.**

We further report that during the audit period, the Company has not made any:

- (i) Public/Right/ Preferential issue of Shares/ Debentures/Sweat Equity or any other Security.
- (ii) Redemption / buy-back of securities.
- (iii) Major decisions taken by the Members in pursuance to section 180 of the Companies Act, 2013.
- (iv) Merger/Amalgamation/Reconstruction etc
- (v) Foreign technical collaborations.

FOR DROLIA & COMPANY  
(Company Secretaries)

(Pravin Kumar Drolia)  
Proprietor

Place: Kolkata  
Date: 02-05-2019

FCS: 2366  
C.P. No.: 1362

#### Note:

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

## Annexure A

To,  
The Members,  
**La Opala RG Limited**  
(L26101WB1987PLC042512)  
Chitrakoot, 10<sup>th</sup> Floor  
230A, A J C Bose Road, Kolkata-700 020

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

- Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express as opinion on these secretarial records based on our audit.
- We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on 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.
- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- Where ever required we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
- The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to verification of procedures on test basis
- 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 DROLIA & COMPANY  
(Company Secretaries)

Pravin Kumar Drolia  
(Proprietor)  
FCS: 2366  
C P No.: 1362

Place: Kolkata  
Date: 02-05-2019

## ANNEXURE II

### FORM MGT-9

#### EXTRACT OF ANNUAL RETURN

as on financial year ended on 31<sup>st</sup> March 2019 of LA OPALA RG 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	L26101WB1987PLC042512
(ii)	Registration Date	11-06-1987
(iii)	Name of the Company	La Opala RG Limited
(iv)	Category/ Sub-category of the Company	Public Company/Limited by Shares
(v)	Address of the Registered Office and Contact Details	'Chitrakoot', 10th Floor, 230A AJC Bose Road, Kolkata 700 020. Telephone No. 7604088814/5/6/7 Fax No.: 033-2287 0284, E-mail: info@laopala.in Website: www.laopala.in
(vi)	Whether listed Company	Yes. BSE Ltd & NSE Ltd.
(vii)	Name, Address and Contact Details of Registrar and Transfer Agent, if Any	S. Rajagopal, Vice President Maheshwari Datamatics Pvt Ltd. CIN: U20221WB1982PTC034886 23, R N Mukherjee Road, 5th Floor, Kolkata- 700 001 Telephone-033-22482248, 22435029 Fax: 033-22484787 Email id: mdpldc@yahoo.com

#### 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	Manufacture of Table or Kitchen Glassware	23105	99.89%

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

There is no Holding, Subsidiary and Associates Companies.

#### IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

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

Category of Shareholder	No. of Shares held at the beginning of the year As on 01-04-2018				No. of Shares held at the end of the Year As on 31-03-2019				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
(a) Individuals/ HUF	2,14,66,000	-	2,14,66,000	19.34%	2,14,66,000	-	2,14,66,000	19.34%	-
(b) Central Government	-	-	-	-	-	-	-	-	-

Category of Shareholder	No. of Shares held at the beginning of the year As on 01-04-2018				No. of Shares held at the end of the Year As on 31-03-2019				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(c) State Government(s)	-	-	-	-	-	-	-	-	-
(d) Bodies Corporate	5,07,09,000	-	5,07,09,000	45.68%	5,10,49,000	-	5,10,49,000	45.99%	0.31%
(e) Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-
(f) Any Others(Specify)	-	-	-	-	-	-	-	-	-
<b>Sub Total(A)(1)</b>	<b>7,21,75,000</b>	<b>-</b>	<b>7,21,75,000</b>	<b>65.02%</b>	<b>7,25,15,000</b>	<b>-</b>	<b>7,25,15,000</b>	<b>65.33%</b>	<b>0.31%</b>
<b>(2) Foreign</b>									
(a) NRIs- Individuals	-	-	-	-	-	-	-	-	-
(b) Other - Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corporate	-	-	-	-	-	-	-	-	-
(d) Banks/ FI	-	-	-	-	-	-	-	-	-
(e) Any Others(Specify)	-	-	-	-	-	-	-	-	-
<b>Sub Total(A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter (A)= (A) (1)+(A)(2)</b>	<b>7,21,75,000</b>	<b>-</b>	<b>7,21,75,000</b>	<b>65.02%</b>	<b>7,25,15,000</b>	<b>-</b>	<b>7,25,15,000</b>	<b>65.33%</b>	<b>0.31%</b>
<b>B. Public shareholding</b>									
<b>1. Institutions</b>									
(a) Mutual Funds	14,57,789	-	14,57,789	1.31%	68,25,229	-	68,25,229	6.15%	4.84%
(b) Banks/ FI	12,506	-	12,506	0.01%	49,884	-	49,884	0.04%	0.03%
(c) Central Government	-	-	-	-	-	-	-	-	-
(d) State Government(s)	-	-	-	-	-	-	-	-	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	-	-	-	-	-	-	-	-	-
(g) FIs	-	-	-	-	-	-	-	-	-
(h) Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(i) Any Other (specify)	-	-	-	-	-	-	-	-	-
-Alternate Investment Funds	6,02,808	-	6,02,808	0.54%	8,52,808	-	8,52,808	0.77%	0.23%
-Foreign Portfolio Investors	2,15,52,999	-	2,15,52,999	19.42%	1,29,56,467	-	1,29,56,467	11.67%	-7.75%
<b>Sub-Total (B)(1)</b>	<b>2,36,26,102</b>	<b>-</b>	<b>2,36,26,102</b>	<b>21.28%</b>	<b>2,06,84,388</b>	<b>-</b>	<b>2,06,84,388</b>	<b>18.63%</b>	<b>-2.65%</b>
<b>2. Non-institutions</b>									
(a) Bodies Corporate	-	-	-	-	-	-	-	-	-
(i) Indian	15,33,580	17,020	15,50,600	1.40%	14,99,375	17,000	15,16,375	1.37%	-0.03%
(ii) Overseas	50,24,680	10,000	50,34,680	4.54%	50,24,680	10,000	50,34,680	4.54%	-
(b) Individuals									
(i) Individual shareholders holding nominal share capital up to ₹1 lakh	45,59,874	5,77,378	51,37,252	4.63%	62,84,663	4,86,404	67,71,067	6.10%	1.47%

Category of Shareholder	No. of Shares held at the beginning of the year As on 01-04-2018				No. of Shares held at the end of the Year As on 31-03-2019				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh.	1,74,1,228	-	1,74,1,228	1.57%	2,15,8,985	-	2,15,8,985	1.95%	0.38%
(c) Other (specify)									
(i) Trusts	7,390	-	7,390	0.01%	7,440	-	7,440	0.01%	0.00%
(ii) Clearing Member	2,44,482	-	2,44,482	0.22%	1,92,458	-	1,92,458	0.17%	-0.05%
(iii) Non Resident Individual	10,89,806	1,63,000	12,52,806	1.13%	17,03,807	1,65,000	18,68,807	1.68%	0.55%
(iv) NBFCS registered with RBI	3,410	-	3,410	0.00%	3,710	-	3,710	0.00%	0.00%
(v) Investor Education and protection Fund Authority	2,27,050	-	2,27,050	0.20%	2,47,090	-	2,47,090	0.22%	0.02%
<b>Sub-Total (B)(2)</b>	<b>1,44,31,500</b>	<b>7,67,398</b>	<b>1,51,98,898</b>	<b>13.69%</b>	<b>1,71,22,208</b>	<b>6,78,404</b>	<b>1,78,00,612</b>	<b>16.04%</b>	<b>2.35%</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>3,80,57,602</b>	<b>7,67,398</b>	<b>3,88,25,000</b>	<b>34.98%</b>	<b>3,78,06,596</b>	<b>6,78,404</b>	<b>3,84,85,000</b>	<b>34.67%</b>	<b>-0.31%</b>
<b>TOTAL (A)+(B)</b>	<b>11,02,32,602</b>	<b>7,67,398</b>	<b>11,10,00,000</b>	<b>100.00%</b>	<b>11,03,21,596</b>	<b>6,78,404</b>	<b>11,10,00,000</b>	<b>100.00%</b>	<b>0.00%</b>
C. Shares held by Custodians for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>11,02,32,602</b>	<b>7,67,398</b>	<b>11,10,00,000</b>	<b>100.00%</b>	<b>11,03,21,596</b>	<b>6,78,404</b>	<b>11,10,00,000</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 As on 01-04-2018			Shareholding at the end of the Year As on 31-03-2019			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1	Genesis Exports Limited	5,07,09,000	45.68%	-	5,10,49,000	45.99%	-	0.31%
2	Ajit Jhunjhunwala	98,93,000	8.91%	-	8,39,30,000	7.56%	-	-1.35%
3	Sushil Jhunjhunwala	50,50,000	4.55%	-	40,50,000	3.65%	-	-0.90%
4	Gyaneshwari Devi Jhunjhunwala	49,73,000	4.48%	-	49,73,000	4.48%	-	-
5	Shruti Kishorepuria	15,50,000	1.40%	-	17,50,000	1.58%	-	0.18%
6	Nidhi Jhunjhunwala	-	-	-	9,00,000	0.81%	-	0.81%
7	Ishita Jhunjhunwala	-	-	-	7,00,000	0.63%	-	0.63%
8	Abhyuday Jhunjhunwala	-	-	-	7,00,000	0.63%	-	0.63%
	<b>Total</b>	<b>7,21,75,000</b>	<b>65.02%</b>	<b>-</b>	<b>7,21,75,000</b>	<b>65.02%</b>	<b>-</b>	<b>0.31%</b>

(iii) Change in Promoters' Shareholding

Sl. No.		Shareholding at the beginning of the year		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	Ajit Jhunjhunwala							
	At the beginning of the Year	98,93,000	8.91%	01/04/2018	-	-	98,93,000	8.91%
				28/09/2018	(15,00,000)	Inter-se Transfer	83,93,000	7.56%
	At the end of the Year	-	-	31/03/2019	-	-	83,93,000	7.56%

Sl. No.		Shareholding at the beginning of the year		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
2	Sushil Jhunjhunwala							
	At the beginning of the Year	50,50,000	4.55%	01/04/2018	-	-	50,50,000	4.55%
				28/09/2018	(10,00,000)	Inter-se Transfer	40,50,000	3.65%
	At the end of the Year	-	-	31/03/2019	-	-	40,50,000	3.65%

Sl. No.		Shareholding at the beginning of the year		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
3	Gyaneshwari Devi Jhunjhunwalal							
	At the beginning of the Year	49,73,000	4.48%	01/04/2018	-	-	49,73,000	4.48%
	At the end of the Year	-	-	31/03/2019	-	-	49,73,000	4.48%

Sl. No.		Shareholding at the beginning of the year		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
4	Genesis Exports Limited							
	At the beginning of the Year	5,07,09,000	45.68%	01/04/2018			5,07,09,000	45.68%
				01/03/2019	3,40,000	Market Purchase	5,10,49,000	45.99%
	At the end of the Year	-	-	31/03/2019	-	-	5,10,49,000	45.99%

Sl. No.		Shareholding at the beginning of the year		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
5	Shruti Kishore Puria							
	At the beginning of the Year	15,50,000	1.40%	01/04/2018	-	-	15,50,000	1.40%
				28/09/2018	2,00,000	Inter-se Transfer	17,50,000	1.58%
	At the end of the Year	-	-	31/03/2019	-	-	17,50,000	1.58%

Sl. No.		Shareholding at the beginning of the year		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
6	Nidhi Jhunjhunwala							
	At the beginning of the Year	-	-	01/04/2018	-	-	-	-
				28/09/2018	9,00,000	Inter-se Transfer	9,00,000	0.81%
	At the end of the Year	-	-	31/03/2019	-	-	9,00,000	0.81%

Sl. No.		Shareholding at the beginning of the year		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
7	Ishita Jhunjhunwala							
	At the beginning of the Year	-	-	01/04/2018	-	-	-	-
				28/09/2018	7,00,000	Inter-se Transfer	7,00,000	0.63%
	At the end of the Year	-	-	31/03/2019	-	-	7,00,000	0.63%

Sl. No.		Shareholding at the beginning of the year		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
8	Abhyuday Jhunjhunwala							
	At the beginning of the Year	-	-	01/04/2018	-	-	-	-
				28/09/2018	7,00,000	Inter-se Transfer	7,00,000	0.63%
	At the end of the Year	-	-	31/03/2019	-	-	7,00,000	0.63%

(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		Date	Increase / (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1.	WESTBRIDGE CROSSOVER FUND, LLC							
	At the beginning of the year	50,24,680	4.53%	01/04/2018	-	-	-	-
	At the end of the year	-	-	31/03/2019	-	-	50,24,680	4.53%
2.	MALABAR INDIA FUND LIMITED							
	At the beginning of the year	48,48,444	4.37%	01/04/2018	-	-	-	-
				18/05/2018	50,000	Transfer	48,98,444	4.41%
	At the end of the year	-	-	31/03/2019	-	-	48,98,444	4.41%
3.	UTI-MID CAP FUND							
	At the beginning of the year	13,68,480	1.23%	01/04/2018	-	-	-	-
				14/09/2018	(15,152)	Transfer	13,53,328	1.22%



Sl. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Increase / (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
				12/10/2018	3,978	Transfer	13,57,126	1.22%
				19/10/2018	26,249	Transfer	13,83,375	1.25%
				26/10/2018	19,53,731	Transfer	33,37,106	3.01%
				02/11/2018	15,000	Transfer	33,52,106	3.02%
				30/11/2018	1,52,944	Transfer	35,05,050	3.16%
				07/12/2018	35,000	Transfer	35,40,050	3.19%
				14/12/2018	75,000	Transfer	36,15,050	3.26%
				21/12/2018	15,000	Transfer	36,30,050	3.27%
				28/12/2018	65,000	Transfer	36,95,050	3.33%
				04/01/2019	55,000	Transfer	37,50,050	3.38%
				11/01/2019	22,000	Transfer	37,72,050	3.40%
				15/02/2019	23,000	Transfer	37,95,050	3.42%
				22/02/2019	34,244	Transfer	38,29,294	3.45%
				01/03/2019	27,000	Transfer	38,56,294	3.47%
				29/03/2019	43,000	Transfer	38,99,294	3.51%
	At the end of the year	-	-	31/03/2019	-	-	38,99,294	3.51%
<b>4.</b>	<b>MATTHEWS INDIA FUND</b>							
	At the beginning of the year	29,37,800	2.65%	01/04/2018	-	-	-	-
	At the end of the year	-	-	31/03/2019	-	-	29,37,800	2.65%
<b>5.</b>	<b>DSP SMALL CAP FUND</b>							
	At the beginning of the year	-	-	01/04/2018	-	-	-	-
				26/10/2018	22,71,695	Transfer	22,71,695	2.05%
				08/03/2019	5,24,930	Transfer	27,96,625	2.52%
	At the end of the year	-	-	31/03/2019	-	-	27,96,625	2.52%
<b>6.</b>	<b>JWALAMUKHI INVESTMENT HOLDINGS</b>							
	At the beginning of the year	28,46,834	2.56%	01/04/2018	-	-	-	-
				11/05/2018	(3,52,000)	Transfer	24,94,834	2.25%
				10/08/2018	(52,000)	Transfer	24,42,834	2.20%
				01/03/2019	(46,767)	Transfer	23,96,067	2.16%
	At the end of the year	-	-	31/03/2019	-	-	23,96,067	2.16%
<b>7.</b>	<b>KAUSHIK PODDAR</b>							
	At the beginning of the year	9,69,790	0.87%	01/04/2018	-	-	-	-
	At the end of the year	-	-	31/03/2019	-	-	9,69,790	0.87%
<b>8.</b>	<b>MALABAR VALUE FUND</b>							
	At the beginning of the year	6,02,808	0.54%	01/04/2018	-	-	-	-
				06/04/2018	18,710	Transfer	6,21,518	0.56%
				11/05/2018	8,067	Transfer	6,29,585	0.57%
				18/05/2018	1,07,122	Transfer	7,36,707	0.66%
				25/05/2018	11,800	Transfer	7,48,507	0.67%
				01/06/2018	4,301	Transfer	7,52,808	0.68%

Sl. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Increase / (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
				08/06/2018	68,359	Transfer	821,167	0.74%
				15/06/2018	13,297	Transfer	8,34,464	0.75%
				22/06/2018	11,249	Transfer	8,45,713	0.76%
				29/06/2018	7,095	Transfer	8,52,808	0.77%
	At the end of the year	-	-	31/03/2019	-	-	8,52,808	0.77%
<b>9.</b>	<b>AMAL N PARIKH</b>							
	At the beginning of the year	-	-	01/04/2018	-	-	-	-
				08/03/2019	8,00,000	Transfer	8,00,000	0.72%
	At the end of the year	-	-	31/03/2019	-	-	8,00,000	0.72%
<b>10.</b>	<b>INDUS INDIA FUND (SV) LIMITED</b>							
	At the beginning of the year	5,48,594	0.49%	01/04/2018	-	-	-	-
	At the end of the year	-	-	31/03/2019	-	-	5,48,594	0.49%

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

Sl. No.		Shareholding at the beginning of the year		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
<b>1</b>	<b>Ajit Jhunjunwala</b>							
	At the beginning of the Year	98,93,000	8.91%	01/04/2018	-	-	98,93,000	8.91%
				28/09/2018	(15,00,000)	Inter-se Transfer	83,93,000	7.56%
	At the end of the Year	-	-	31/03/2019	-	-	83,93,000	7.56%

Sl. No.		Shareholding at the beginning of the year		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
<b>2</b>	<b>Sushil Jhunjunwala</b>							
	At the beginning of the Year	50,50,000	4.55%	01/04/2018	-	-	50,50,000	4.55%
				28/09/2018	(10,00,000)	Inter-se Transfer	40,50,000	3.65%
	At the end of the Year	-	-	-	-	-	40,50,000	3.65%

Sl. No.		Shareholding at the beginning of the year		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
<b>3</b>	<b>Nidhi Jhunjunwala</b>							
	At the beginning of the Year	-	-	01/04/2018	-	-	-	-
				28/09/2018	9,00,000	Inter-se Transfer	9,00,000	0.81%
	At the end of the Year	-	-	31/03/2019	-	-	9,00,000	0.81%

Sl. No.		Shareholding at the beginning of the year		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
4	A C Chakrabortti							
	At the beginning of the Year	12,000	0.01%	01-04-18	-	-	12,000	0.01%
	At the end of the Year	-	-	31-03-19	-	-	12,000	0.01%

Sl. No.		Shareholding at the beginning of the year		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
5	Arun Kumar Churiwal							
	At the beginning of the Year	13,400	0.01%	01-04-18	-	-	13,400	0.01%
	At the end of the Year	-	-	31-03-19	-	-	13,400	0.01%

Note: No Other Directors or Key Management Personnel except above hold any shares in the Company.

## V. INDEBTEDNESS

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

(INR in Lakhs)				
	Secured Loan excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
(i) Principal Amount	385.59	-	-	385.59
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i)+(ii)+(iii)	385.59	-	-	385.59
<b>Change in Indebtedness during the financial year</b>				
*Addition	-	-	-	-
*Reduction	296.57	-	-	296.57
Net Change	(296.57)	-	-	(296.57)
<b>Indebtedness at the end of the financial year</b>				
(i) Principal Amount	89.02	-	-	89.02
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i)+(ii)+(iii)	89.02	-	-	89.02

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(INR in Lakhs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Sushil Jhunjunwala, Executive Vice-Chairman	Ajit Jhunjunwala, Managing Director	Nidhi Jhunjunwala, Wholetime Director	
1	Gross Salary				
	(a) Salary as per Provisions contained in section 17(1) of the Income Tax Act,1961	237.95	157.13	61.82	456.90
	(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	180.20	180.20	90.09	450.49
	- others, specify				-
5	Others, please specify				-
	<b>Total (A)</b>	<b>418.15</b>	<b>337.33</b>	<b>151.91</b>	<b>907.39</b>
	Ceiling as per the Act	Being 10% of the net profits of the Company calculated as per section 198 of the Companies Act, 2013			1,232.68

### B. Remuneration to other directors:

(INR in Lakh)

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount
		AC Chakrabortti, Chairman	Rajiv Gujral	Subir Bose	Santanu Ray	Arun Churiwal	
1	Independent Directors						
	• Fee for attending board committee meetings	3.30	3.00	1.80	1.80	-	9.90
	• Commission	6.00	4.00	4.00	4.00	-	18.00
	• Others, please specify	-	-	-	-	-	-
	Total (1)	9.30	7.00	5.80	5.80	-	27.90
2	Other Non- Executive Directors						
	• Fee for attending board committee meetings	-	-	-	-	2.40	2.40
	• Commission	-	-	-	-	4.00	4.00
	• Others, please specify	-	-	-	-	-	-
	Total (2)	-	-	-	-	6.40	6.40
	Total (B)= (1+2)	9.30	7.00	5.80	5.80	6.40	34.30
	Total Managerial Remuneration*						941.69
	Overall Ceiling as per the Act						1,355.95

\*Total remuneration to Executive Vice Chairman, Managing Director; Whole time Director and other Non-Executive and Non-Executive Independent Directors being total of A and B.

## ANNEXURE - III

### C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD -

(INR in Lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel
		"Chief Financial Officer & Company Secretary Alok Pandey
1	Gross Salary	
	(a) Salary as per Provisions contained in section 17(1) of the Income Tax Act, 1961	37.19
	(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	-
	<b>Total</b>	<b>37.19</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					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

For and on behalf of the Board

A.C. Chakraborti  
Chairman  
DIN: 00015622

Place: Kolkata  
Date: 11<sup>th</sup> May 2019

### FORM AOC-2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso is given below:

#### 1. Details of contracts or arrangements or transactions not at arm's length basis

There are no related party contracts, arrangements or transactions of the nature mentioned in sub-section (1) of Section 188 of the Companies Act, 2013 which are not at arm's length.

#### 2. Details of material contracts or arrangement or transactions at arm's length basis

(a)	Name(s) of the related party and nature of relationship	Genesis Exports Ltd. (Enterprise over which Key Managerial Personnel and their relatives are able to exercise significant influence over the Company )	Mr. Sushil Jhunjunwala (KMP)	Mr. Ajit Jhunjunwala (KMP)	Mrs. Nidhi Jhunjunwala (KMP)
(b)	Nature of contracts/ arrangements/ transactions	Leasing of Real Estate and Dividend	Appointment as Executive Vice Chairman	Appointment as Managing Director	Appointment as Executive Director
(c)	Duration of the contracts/ arrangements / transactions	Every year for Leasing of Real Estate	5 years	5 years	5 years
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	The Company has taken on lease the office and car parking space at Kolkata and New Delhi. The rent paid by Company is ₹40 Lakh P.A. and dividend paid ₹557.80 Lakhs	Remuneration	Remuneration	Remuneration
(e)	Date(s) of approval by the Board, if any:	30-05-2018	13-05-2014	09-05-2017	12-05-2015
(f)	Amount paid as advances, if any:	Nil	Not Applicable	Not Applicable	Not Applicable

For and on behalf of the Board

A.C. Chakraborti  
Chairman  
DIN: 00015622

Place: Kolkata  
Date: 11<sup>th</sup> May 2019

## ANNEXURE IV

### PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO REQUIRED UNDER THE COMPANIES (ACCOUNTS) RULES, 2014

#### A. CONSERVATION OF ENERGY

The Company has well-structured energy management system in place. Regular efforts are made to optimize process parameters, modernize Plant and Machinery and upgrade Technology and Equipment. The Company also took the necessary steps to reduce Fuel consumption, Electricity and Gas.

#### B. TECHNOLOGY ABSORPTION, ADAPTION & INNOVATION

Your Company has always endeavored to maintain its technology leadership, through up gradation of technology, absorption of knowledge and thus offering market new, efficient and sustainable products. We constantly evaluate opportunities for reducing the weight of materials. The Company regularly review the production processes so that the generation of waste products can be kept minimum.

#### C. FOREIGN EXCHANGE EARNINGS & OUTGO

Particulars with regard to Foreign Exchange Earnings and Outgo are given below: (INR in Lakhs)

	2018-19	2017-18
<b>i) Actual Inflows: Foreign Exchange Earnings</b>		
Exports at FOB Basis	3,937.80	4,395.64
Other	3.16	-
<b>Total</b>	<b>3940.96</b>	<b>4,395.64</b>
<b>ii) Actual Outflow: Foreign Exchange Outgo</b>		
Imports		
- Raw Material	847.96	395.39
- Traded Goods	71.28	74.08
- Components and spare parts	95.13	336.25
- Capital goods	67.80	1,140.49
Travelling	43.50	25.19
Technical Fees	28.23	27.14
Others	35.27	14.59
<b>Total</b>	<b>1,189.17</b>	<b>2,013.13</b>

For and on behalf of the Board

A.C. Chakrabortti  
Chairman  
DIN: 00015622

Place: Kolkata  
Date: 11<sup>th</sup> May 2019

## ANNEXURE -V

### CORPORATE SOCIAL RESPONSIBILITY

#### 1. BRIEF OUTLINE OF THE COMPANY'S CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY, INCLUDING OVERVIEW OF PROJECTS OR PROGRAMS PROPOSED TO BE UNDERTAKEN AND A REFERENCE TO THE WEB-LINK TO THE CSR POLICY AND PROJECTS OR PROGRAMS:

The Company's CSR Policy includes activities which are in line with Schedule VII of the Companies Act, 2013. The Company shall take up activities mentioned in its policy as and when fruitful opportunity exists.

The Board of Directors of the Company has approved the CSR Policy as recommended by the Committee and the same has been uploaded on the Company's website at [www.laopala.in](http://www.laopala.in).

#### 2. THE COMPOSITION OF THE CSR COMMITTEE:

The CSR Committee of the Board consists of 5 Members. The names are as follows:

- 1) Mr. Arun Churiwal, Chairman

- 2) Mr. A C Chakrabortti
- 3) Mr. Sushil Jhunjunwala
- 4) Mr. Ajit Jhunjunwala
- 5) Mrs. Nidhi Jhunjunwala

#### 3. AVERAGE NET PROFIT OF THE COMPANY FOR LAST THREE FINANCIAL YEARS:

Average Net Profit is ₹9117.34 Lakh

#### 4. PRESCRIBED CSR EXPENDITURE (2% OF THE AMOUNT AS IN ITEM NO. 3 ABOVE):

The Company is required to spend ₹182.35 Lakh.

#### 5. DETAILS OF CSR EXPENDITURE/ SPENT DURING THE FINANCIAL YEAR:

- (a) Total amount spent during the financial year: ₹129.36 Lakh
- (b) Amount remaining unspent during the year: ₹52.99 Lakh
- (c) Manner in which the amount contributed/ spent during the financial year is detailed below:

(INR in Lakhs)

(1)	(2)	(3)	(4)	(5)	(6)	(7)
Sl. No.	CSR project or activity identified	Sector in which the project is covered	Location Area or Specify the State and District where projects or programs were undertaken	Amount spent on the projects or programs	Cumulative expenditure (contributed) up to the reporting period by the Company	Amount spent: Direct or through implementing agency
1.	Construction of School Building	Promoting Education	Ganpatinagar, Paschim Medinipore, West Bengal	22.00	22.00	Vivekananda VidyaVikash Parishad
2.	One Teacher's School for 75 villages	Promoting Education	Jharkhand, India	20.00	20.00	Friends Tribal Society
3.	Purchase of Medical Equipment (Ventilator)	Promoting Healthcare	Kolkata, West Bengal	16.00	16.00	Ramkrishna Sarada Mission Matri Bhavan
4.	Installation of 2 Nos of new Dialysis Machine	Promoting Healthcare	Kolkata, West Bengal	14.50	14.50	Shree Vishudhanand Hospital
5.	Renovation of Agrasen Bhavan	Social Welfare Activitiess	Madhupur, Jharkhand	15.80	15.80	Brahma Dutta Jhunjunwala Trust
6.	Renovation of school	Promoting Education	Sitarganj, Ultrakhand	12.73	12.73	Direct
7.	Construction of Marwari College (a separate building of MAHILA WING)	Promoting Education	Bhagalpur, Bihar	10.00	10.00	Shree Marwari Pathshala Samiti
8.	For Education and Medical Care	Promoting Education and Healthcare	Manthani, Karimnagar, Telangana	5.00	5.00	Sri Seetharam Seva Sadan
9.	Research & Development	Promoting Healthcare	Kolkata, West Bengal	5.00	5.00	Institute of Neuroscience

## ANNEXURE -VI

(INR in Lakhs)

(1)	(2)	(3)	(4)	(5)	(6)	(7)
Sl. No.	CSR project or activity identified	Sector in which the project is covered	Location Area or Specify the State and District where projects or programs were undertaken	Amount spent on the projects or programs	Cumulative expenditure (contributed) up to the reporting period by the Company	Amount spent: Direct or through implementing agency
10.	Scholarship for further education	Promoting Education	Kolkata, West Bengal	2.00	2.00	Direct
11.	Education for girl student	Promoting Education, Empowering Woman	Kolkata, West Bengal	1.00	1.00	All India Marwari Mahila Samity
12.	Construction of Sulabh Sauchalaya	Healthcare & Sanitation	Rural Areas, West Bengal	1.00	1.00	Jan Mangal Nyas
13.	Education for girl's student	Promoting Education, Empowering Woman	Sikar, Rajasthan	1.00	1.00	Shree Raghunath Balika Vidyalaya
14.	For organizing Social Marriage called Parichay Samelan	Social Welfare Activitiess	Kolkata, West Bengal	0.90	0.90	Shree Calcutta Agarwal Samity
15.	Education for disabled students	Promoting Education	Kolkata, West Bengal	0.50	0.50	The Society for Oral Education of the Deaf
16.	Medical Expenditure	Promoting Healthcare	Kolkata, West Bengal	0.50	0.50	Direct
17.	Plantation	Ensuring environmental sustainability	Madhupur, Jharkhand	0.615	0.615	Direct
18.	1.5 H.P. Motor purchase for Drinking Water Supply project	Making available safe drinking water	Madhupur, Jharkhand	0.24	0.24	Kasturba Gandhi School
19.	To carry social activities	Social Activities	Madhupur, Jharkhand	0.21	0.21	Marwari Panchayat Trust
20.	Upgradation of Indian Tradition & Social Activities	Protection of National Heritage	Kolkata, West Bengal	0.25	0.25	Manishika
21.	Free Eye Operation Camp	Promoting Healthcare	Madhupur, Jharkhand	0.11	0.11	The Lions Club
<b>Total</b>				<b>129.36</b>	<b>129.36</b>	

### 6. REASONS FOR NOT SPENDING THE STIPULATED CSR EXPENDITURE:

Your Company is committed to spend on CSR Activities but during the period under review, the Company has not come across a suitable project for spending as per the Company's CSR Policies.

### 7. RESPONSIBILITY STATEMENT:

The Responsibility Statement of Corporate Social Responsibility Committee of the Board of Directors of the Company is reproduced below:

'The implementation and monitoring of Corporate Social Responsibility Policy, are in compliance with Corporate Social Responsibility objectives and Policy of the Company.'

For and on behalf of the Board

Ajit Jhunjhunwala  
Managing Director  
DIN: 00111872

Place: Kolkata  
Date: 11<sup>th</sup> May 2019

Arun Churiwal  
(Chairman, CSR Committee)  
DIN: 00001718

### [Disclosure pursuant to Section 197 (12) of The Companies Act, 2013 read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

- 1) The ratio of remuneration of each Director to the median remuneration of the Employees of the Company for the Financial Year 2018-19 and the percentage increase in the remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager are as under:

Sl. No.	Name	Designation	Ratio to Median	Percentage increase/ (decrease) in Remuneration (INR in lakhs)
1	Mr. A.C. Chakrabortti	Chairman & Non-Executive Independent Director	5.71	-
2	Mr. Sushil Jhunjhunwala	Executive Vice Chairman	417.49	9.78
3	Mr. Ajit Jhunjhunwala	Managing Director	333.69	10.59
4	Mrs. Nidhi Jhunjhunwala	Executive Director	149.55	8.81
5	Mr. Subir Bose	Non-Executive & Independent Director	3.81	-
6	Mr. Rajiv Gujral	Non-Executive & Independent Director	3.81	-
7	Mr. Arun Churiwal	Non-Executive Director	3.81	-
8	Prof. Santanu Ray	Non-Executive & Independent Director	3.81	NA
9	Mr. Alok Pandey	Chief Financial Officer and Company Secretary	Not Applicable	9.93

- 2) The percentage increase in the median remuneration of employees in the financial year is 3.04%.
- 3) The permanent number of employees on the rolls of the Company is 1146.
- 4) Relationship between average increase in remuneration and company performance: The profit before tax for the financial year ended 31<sup>st</sup> March 2019 increased by 6.79 % whereas increase in median remuneration was 3.04%.
- 5) Comparison of Remuneration of the Key Managerial Personnel against the performance of the Company:

- The total remuneration of Key Managerial Personnel increased by 9.92% from ₹915.56 Lakhs in FY 2017-18 to ₹1,006.39 Lakhs in FY 2018-19 whereas Profit before tax increased by 6.79% from ₹10,546.09 Lakhs in FY 2017-18 to ₹11,262.22 Lakhs in FY 2018-19. The key Managerial Personnel were paid around 13.59 % of the Profit after Tax in the FY 2018-19 and 12.47% in the FY 2017-18.
- 6) Variations in the Market capitalization of the Company, price earnings ratio as at closing date of the current financial year and previous financial year and percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

Particulars	31-03-19	31-03-18
Market Capitalization (₹ In crores)	2407.59	3183.48
Price Earnings Ratio	32.52	43.32
Increase in the market quotations of the equity shares in comparisons to the rate at which the last public offer made in February,1995	9714%	12877%

## ANNEXURE VII

7) The average percentage increase in the salaries of employees other than the managerial personnel in the last financial year is 6.85% as against an increase of 9.78% in the salary of managerial personnel. The increment given to each individual employee is based on the employee's potential, experience as also their performance and contribution to the Company's progress over a period of time and also benchmarked against comparable in the industry.

8) Comparison of remuneration of each Key Managerial Personnel against the performance of the Company:

The increase in Profit before tax is 6.79 % whereas increase/(decrease) in remuneration to each KMP and ratio of the remuneration to the PAT.

Name	Percentage of increase	Ratio to the PAT
Mr. Sushil Jhunjhunwala	9.78%	6.04%
Mr. Ajit Jhunjhunwala	10.59%	4.84%
Mrs. Nidhi Jhunjhunwala	8.81%	2.12%
Mr. Alok Pandey	9.93%	0.60%

9) Key Parameters for any variable component of remuneration availed by the Directors:

The Company pays remuneration by way of commission as variable component to the Managing Director and Executive Directors. Commission is calculated with reference to the net profits of the Company in a particular financial year, based on the Recommendations of the Nomination and

Remuneration Committee, subject to the overall ceilings stipulated in the Companies Act, 2013.

The variable component of Non-Executive Director's remuneration consists of commission. In terms of the shareholder's approval obtained at the Annual General Meeting. Commission is paid at a rate not exceeding 1% per annum of the profits of the Company, computed in accordance with the Companies Act.

10) The ratio of the remuneration of the highest paid director to that of the employee who are not directors but receive remuneration in excess of the highest paid Director during the year:

The highest paid Director is the Executive Vice Chairman. No employee has received remuneration in excess of the Executive Vice Chairman during the year.

11) Affirmation that the remuneration is as per the Remuneration Policy of the Company: It is affirmed that the remuneration paid is as per the remuneration Policy for directors, Key Managerial Personnel and other employees, adopted by the Company.

For and on behalf of the Board

A. C. Chakrabortti  
Chairman

Place: Kolkata  
Date: 11<sup>th</sup> May 2019

DIN: 00015622

## STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 OF THE COMPANIES ACT, 2013

### (A) PERSONS EMPLOYED THROUGHOUT THE FINANCIAL YEAR

Name of Employees	Designation	Remuneration (INR in Lakhs)	Qualification	Experience (Years)	Commencement of Employment	Age (Years)	Last Employed	
							Organization	Post Held
Mr. Susil Jhunjhunwala	Executive Vice Chairman	438.63	Graduate in Commerce	51	01.10.1994	69	Radha Glass & Industries Ltd.	Director
Mr. Ajit Jhunjhunwala	Managing Director	350.59	Graduate in Commerce	30	01.10.1997	48	-	-
Mrs. Nidhi Jhunjhunwala	Executive Director	157.12	Graduate in Arts	20	01.07.2002	45	-	-

Note: 1. All appointments are contractual.

For and on behalf of the Board

A.C. Chakrabortti  
Chairman  
DIN: 00015622

Place: Kolkata  
Date: 11<sup>th</sup> May 2019

## BUSINESS RESPONSIBILITY REPORT

Pursuant to Regulation 34(2)(f) of SEBI (LODR) Regulations, 2015, the Directors present the "Business Responsibility Report" (BRR) of the Company for FY 2018-19.

### SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

- Corporate Identity Number (CIN) of the Company: L26101WB1987PLC042512
- Name of the Company: La Opala RG Ltd.
- Registered Office Address: 'Chitrakoot', 10th Floor, 230A AJC Bose Road, Kolkata 700 020. India.
- Website: www.laopala.in
- E-mail Id: info@laopala.in
- Financial Year reported: 2018-19
- Sector(s) that the Company is engaged: Glass and Glass Products
- List three key products/services that the Company manufactures/provides (as in balance sheet): Opalware & Crystalware
- Total number of locations where business activity is undertaken by the Company
  - Number of International Locations: 0
  - Number of National Locations:
    - Factories 3
    - Corporate Office 1
    - Wind Mill 1
- Markets served by the Company: Serves National and International Market

### SECTION B: FINANCIAL DETAILS OF THE COMPANY (Standalone)

- Paid up Capital (₹): ₹22.20 Crores
- Total Turnover (₹): ₹274.25 Crores
- Total Profit After Taxes (₹): ₹74.04 Crores
- Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%): 1.74%
- List of activities in which expenditure in 4 above has been incurred: Promoting Education, Promoting Preventive healthcare, Animal Welfare, Setting up homes and hostels for women and orphans, Empowering Woman, Rural Development Project, Protection of National Heritage, Healthcare & Sanitation.

### SECTION C: OTHER DETAILS

- Does the Company have any Subsidiary Company/ Companies?: No
- Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent Company?: Not Applicable
- Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with participate in the BR initiatives of the Company?: No

### SECTION D: BR INFORMATION

#### 1. Details of Director/Directors responsible for BR.

(a) Details of the Director responsible for implementation of the BR policy/policies:

Sr. No.	Particulars	Details
1	DIN Number	00111872
2	Name	Mr. Ajit Jhunjunwala
3	Designation	Managing Director

(b) Details of the BR Head

Sr. No.	Particulars	Details
1	DIN Number (if applicable)	NA
2	Name	Mr. Alok Pandey
3	Designation	CFO & Company Secretary
4	Telephone number	7604088814/15/16/17
5	E-mail Id	alok@laopala.in

#### 2. Principle-wise (as per NVGs) BR Policy/Policies

(a) Details of compliance - Reply in Yes (Y)/ No (N)

Sr. No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1.	Do you have a policy/ policies for the Principles	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy been formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Does the policy confirm to any National / International standards?	The principles contained reference of various Act and Regulation issued by government legislatives and also confirm in tune of International Standard like ISO 9001.								
4.	Has the policy been approved by the Board? If yes, has it been signed by MD/ owner/ CEO/appropriate Board Director?	Policies mandated under the Companies Act, 2013 and SEBI (LODR) 2015 are approved by the Board and other applicable policies are approved by the Board of Directors or Functional Heads of the Company as appropriate.								
5.	Does the Company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	The Company has Audit Committee, Nomination & Remuneration Committee, Risk Management Committee, Stakeholders Relationship Committee, CSR Committee and also adequate internal control systems to oversee the implementation of policies.								
6.	Indicate the link for the policy to be viewed online?	<a href="http://www.laopala.in/policies">http://www.laopala.in/policies</a>								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes, wherever appropriate.								
8.	Does the Company have in-house structure to implement the policy/ policies.	Yes								
9.	Does the Company have a grievance Redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Yes, wherever appropriate.								
10.	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Yes, wherever appropriate.								

(b) If answer to the question at serial number 1 against any principle is 'No', please explain why: Not Applicable

### 3. Governance related to BR

(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year:

BR performance of the Company under various principles is assessed periodically at various Board and Committee meetings of La Opala RG Ltd.

(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

Yes, the Business Responsibility Report is a part of Annual Report, available on the website of the Company [www.laopala.in](http://www.laopala.in)

## SECTION E: PRINCIPLE-WISE PERFORMANCE

**Principle 1:** Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

La Opala RG Ltd. discharges its responsibility of financial and other mandatory disclosure by complying various regulation and norms issued by the various regulatory like Companies Act 2013, SEBI's regulation, Pollution board etc.

Company is committed to develop governance structures, procedures and practices that ensure ethical conduct at all levels and promote the adoption of Ethics, Transparency and Accountability across value chain.

**A. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs / Others ?**

The Company has defined the Code of Conduct for its Directors and employees that cover issues related to ethics, workplace responsibilities and conflict of interest. It also covers all dealings with suppliers, customers and other business associates.

Further, the Company has adopted a Whistle Blower Policy to provide a mechanism for employees and Directors of the Company to approach the Chairman of the Audit Committee and Risk Management Committee of the Company for reporting unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct.

The Company has also in place Anti-Sexual Harassment Policy to maintain a work environment free from any form of conduct which can be considered as harassing, coercive or disruptive.

**B. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management?**

During the Financial Year 2018-19, a total of 12 complaints had been received from shareholders and all have been resolved.

**Principle 2:** Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

**A. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities:**

Company mainly deals with opal and crystal glassware where we continue to innovate and use efficient technology to favors ecology.

The chemical used in the manufacturing process does not contain any Bone Ash and is made up of non-porous materials. It is completely hygienic and safe for human use.

**B. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):**

Details of conservation of energy are given in Annexure-IV of the Directors' Report.

**C. Does the Company have procedures in place for sustainable sourcing (including transportation)?**  
Yes, the Company has an effective forecast system enabling purchase of raw materials based on sales forecast and trends in domestic and international market to ensure optimal raw material procurement.

**D. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?**

Over the years, we have developed many local vendors in and around the area of our plant. We are extensively using local vendor wherever possible.

**E. Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%)?**

Yes, Company's production process is to optimize the material and energy resources. All our rejected products are 100% recyclable.

**Principle 3:** Businesses should promote the wellbeing of all employees

**A. Total number of employees:**

366 Permanent Staffs
780 Permanent Workers
<b>1146</b>

**B. Total number of employees hired on temporary/contractual/casual basis:** 417

**C. Number of permanent women employees:** 91

**D. Number of permanent employees with disabilities:** Nil

**E. Do you have an employee association that is recognized by management:** Yes

**F. What percentage of your permanent employees is members of this recognized employee association?:** 3.58%

**G. Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year:** Nil

**H. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?**

a. Permanent Employees: 100%

b. Permanent Women Employees: 100%

c. Casual/Temporary/Contractual Employees: 100%

d. Employees with Disabilities: NA

**Principle 4:** Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

**A. Has the Company mapped its internal and external stakeholders? Yes**

**B. Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders?**

The Company is an equal opportunity employer, none of the categories is marginalized.

As regards other stakeholders, the Company has a policy of non-discrimination.

**C. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders?**

Not Applicable

**Principle 5:** Businesses should respect and promote human rights

**A. Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/Suppliers/Contractors/ NGOs/Others?**

The policy covers only the Company.



**B. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?**

During the financial year 2018-19, the Company did not receive any complaint with regard to violation of human rights.

**Principle 6:** Business should respect, protect and make efforts to restore the environment

Company is improving their environmental performance by adopting cleaner production methods, promoting use of energy efficient and environment friendly technologies and use of renewable energy. Wind Mill is one of the initiatives taken by the Company to supply clean and renewable energy. Company is also utilizing natural and manmade resource in an optimal and responsible manner and ensuring the sustainability of resource by recycling and managing waste.

**A. Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others.**

Largely covers the Company only

**B. Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.**

Climate change, global warming and environmental degradation pose unique challenges as well as opportunities for the Company. The Company is continuously implementing process improvements to reduce emissions and wastes. We have taken various initiatives by considering environmental concern such as reduction of fuel consumption, conversion of oil fired furnace to electric furnace, installation of automatic acid washing plant to reduce pollution and reduction in usage of plastic.

**C. Does the Company identify and assess potential environmental risks?**

Yes, potential aspect related to environment are identified and evaluated for their impact on basis of severity scale and probability. All the significant aspects have operational control procedure in place.

**D. Does the Company have any project related to Clean Development Mechanism?**

No

**E. Has the Company undertaken any other initiatives on clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.**

The Company is committed to reduce environmental impacts on natural resources by implementing best technology, Management programs through a combination of reduction in use of energy, water conservation, minimize air emissions, rainwater harvesting and solid waste recycling.

**F. Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

Yes. The Company files statutory declarations with the pollution control boards on the emissions and waste generated and they are within permissible limits granted by the pollution control board.

**G. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.**

NIL

**Principle 7:** Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

Company's while achieving its business goals engage itself with various trade and industry chambers and association and other such collective platform to undertake policy advocacy.

Further, while pursuing advocacy, company ensure that the policies are consistent with the principle and core elements contained in these Guidelines.

**A. Is your Company a member of any trade and chamber or association?**

- Indian Chamber of Commerce
- Calcutta Chamber of Commerce

**B. Have you advocated/lobbied through above associations for the advancement or improvement of public good?**

Yes, The Company engages with government, regulatory and other relevant authorities for

development of public policies in keeping with the Company's work in Society, sustainability and compliance commitments. Company prefers to be part of the broader policy development process and do not practice lobbying on any specific issue.

**Principle 8:** Businesses should support inclusive growth and equitable development

**A. Does the Company have specified programmes /initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.**

The Company strongly believes in the principle of inclusive growth and equitable development of society at large. The Company has a well-defined CSR Policy and spends on various projects/ activities as listed in the CSR report forming part of the Corporate Governance Report.

**B. Are the programmes /projects undertaken through in-house team/own foundation / external NGO/government structures/any other organization?**

The projects which we fund are either undertaken by NGOs, Reputed Educational/Research Institutions, and Public charitable Trusts having track record.

**C. Have you done any impact assessment of your initiative? Yes**

**D. What is your company's direct contribution to community development projects- Amount in ₹ and the details of the projects undertaken?**

CSR projects undertaken by the Company are for the benefit of the community at large. The details of project / activities are listed in the separate CSR Report attached with this Annual Report.

**E. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.**

CSR projects and programs are undertaken after identifying the communities that require development. The Company also interacts with the stakeholders to ensure that its projects are being implemented effectively.

**Principle 9:** Businesses should engage with and provide value to their customers and consumers in a responsible manner

Company 's consistent commitment to provide world-class products to consumers has made it as one of the most trusted, valuable and popular brands among Indian consumers in various reputed surveys.

Company has been providing value to its consumers since years without any compromise and has put in place effective consumer complaints redressal system. The Company discloses the necessary information on its products to promote consumer awareness, market its products in responsible manner and exercise due care in utilization of natural resources.

**A. What percentage of customer complaints/consumer cases are pending as on the end of financial year.**

Insignificant.

**B. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks(additional information).**

Yes

**C. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.**

Nil

**D. Did your company carry out any consumer survey/ consumer satisfaction trends?**

The Company carries out formal and informal surveys through its service camps and external research agencies.

For and on behalf of the Board

A.C. Chakraborti  
Chairman

Place: Kolkata  
Date: 11<sup>th</sup> May 2019

DIN: 00015622

## ANNEXURE TO DIRECTORS' REPORT

### REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended 31<sup>st</sup> March 2019, in terms of Regulation 34(3) read with schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation").

#### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company firmly believes in adapting and adhering globally recognized standards of corporate conduct towards its employees, clients and society. Corporate Governance is an on-going process ensuring integrity, transparency and accountability in dealing with employees, shareholders, suppliers, customers and the community at large. The Company's Board is fully aware of its fiduciary responsibilities in the widest sense of the term. The Company is committed to attain high standards of Corporate Governance by ensuring integrity in financial reporting, disclosure of material information, continuous improvement of internal controls and sound investor relations. The Company's Governance code is available on the Company's website [www.laopala.in](http://www.laopala.in) for general information.

#### 2. BOARD OF DIRECTORS

##### (a) Composition of Board

The Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors. The Company had eight Directors as on 31<sup>st</sup> March 2019 comprising of three Executive Directors holding office of Executive Vice Chairman, Managing Director and Executive Director respectively and five

Attendance of the Directors' at the Board Meeting and the last Annual General Meeting, Other Board Directorship and other Membership or Chairmanship of Board Committee as on 31<sup>st</sup> March 2019 is as under:

Name of the Director	Category of Director	No. of Board Meetings Attended	Attendance At last AGM held on 14 <sup>th</sup> August 2018	No. of Directorship (s) held in other Public limited Companies as on 31 <sup>st</sup> March 2019	No. of Committee* Positions held in other Board Committee of Public Limited Companies as on 31 <sup>st</sup> March 2019		Directorship in other listed entities (Category of directorship)
					Chairman	Member	
Mr. A. C. Chakraborti	Chairman Non-Executive & Independent	6	Yes	3	2	1	Asian Hotels (East) Limited (Non-Executive & Independent) Texmaco Rail & Engineering Ltd (Non-Executive & Independent)
Mr. Sushil Jhunjhunwala	Executive Vice Chairman	6	Yes	2	1	2	Genesis Exports Limited (Non-Executive) BSL Limited (Non-Executive & Independent)

Non-Executive Directors including Chairman and Independent director. The business of the Company is managed by the Executive Vice Chairman and two whole time Executive Directors under the guidance, supervision and control of the Board of Directors.

Since, the Company has a Non-Executive Chairman; one-third of its Board was comprised of Independent Directors in terms of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on 31<sup>st</sup> March 2019. Thus, composition of the Board is in conformity with Regulation 17 of the Listing Regulations. The profile of the Directors can be accessed on the Company's website at [www.laopala.in](http://www.laopala.in).

The Company requires skills/expertise/competencies in the areas of strategy, finance, accounting, legal and regulatory matters to efficiently carry on its core businesses such as manufacturing of opal and crystal glassware. All the above required skills/expertise/competencies are available with the Board.

The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, experience, expertise, diversity and independence. The Board provides leadership, strategic guidance, an objective and independent view to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure. The Board periodically evaluates the need for change in its composition and size.

Name of the Director	Category of Director	No. of Board Meetings Attended	Attendance At last AGM held on 14 <sup>th</sup> August 2018	No. of Directorship (s) held in other Public limited Companies as on 31 <sup>st</sup> March 2019	No. of Committee* Positions held in other Board Committee of Public Limited Companies as on 31 <sup>st</sup> March 2019		Directorship in other listed entities (Category of directorship)
					Chairman	Member	
Mr. Ajit Jhunjhunwala	Managing Director	5	Yes	1	0	1	Genesis Exports Limited (Non-Executive)
Mrs. Nidhi Jhunjhunwala	Executive Director	6	Yes	1	0	0	Genesis Exports Limited (Non-Executive)
Mr. Rajiv Gujral	Non-Executive & Independent	5	Yes	2	0	2	None
Mr. Subir Bose	Non-Executive & Independent	5	Yes	3	0	2	The Tinplate Company of India Ltd (Non-Executive & Independent) DIC India Ltd (Non-Executive & Independent)
Prof. Santanu Ray	Non-Executive & Independent	5	Yes	6	2	1	Century Ply Boards (India) Ltd (Non-Executive & Independent) Star Cement Limited (Non-Executive & Independent) Shyam Century Ferrous Ltd. (Non-Executive & Independent) SKP Securities Ltd. (Non-Executive & Independent)
Mr. Arun Churiwal	Non-Executive	5	Yes	3	0	2	BSL Limited (Executive) RSWM limited (Non-Executive & Non Independent)

Notes:

- \*For this purpose, only Audit Committee and Stakeholders Relationship Committee of Indian Public Ltd Companies (excluding La Opala RG Ltd.) have been considered.

- None of the Directors is a Director in more than 10 Public Limited Companies or serves as an Independent Director in more than 7 Listed Companies. Further, none of the Director acts as a member of more than 10 committees or acts as a chairman of more than 5 committees across all Public Limited Companies in which he/she is a Director.

- Ms. Mamta Binani is appointed as Additional Director (Non-Executive and Independent) with effect from 1<sup>st</sup> April 2019.

- All Independent Directors of the Company have been appointed as per the provisions of the Act and Listing Regulations. Formal letters of appointment have been issued to them. In the opinion of the Board, the Independent Directors are independent of the management.

##### (b) Number of meetings of the Board of Directors held and the dates on which held:

The Board met six times during the financial year 2018-19 on 30<sup>th</sup> May 2018; 14<sup>th</sup> August 2018; 12<sup>th</sup> November 2018, 14<sup>th</sup> February 2019, 7<sup>th</sup> March 2019 and 30<sup>th</sup> March 2019.

The gap between two board meetings did not exceed 120 days.

Intimation of the Board meetings and Committee meetings are given well in advance and communicated to all the Directors. The agenda along with the explanatory notes are sent in advance to all the Directors in accordance with the Secretarial Standard-1 issued by the Institute of Company Secretaries of India. Additional meetings of the Board are held when deemed necessary by the Board. Senior Executives are invited to attend the Board meetings as and when required.

The Board periodically reviews compliance reports of all laws applicable to the Company. Steps are taken by the Company to rectify instances of non-compliance, if any.

The minimum information as specified in Part A of Schedule II of Regulation 17 (7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is regularly made available to

the Board, whenever applicable, for discussion and consideration.

**(c) Disclosure of relationship between Directors inter-se:**

Mr. Sushil Jhunjhunwala is father of Mr. Ajit Jhunjhunwala and father-in-law of Mrs. Nidhi Jhunjhunwala. In this way, they are related to each other. There are no inter se relationships between the other Board members except disclosed above.

**(d) Independent Directors Meeting and Non-Executive Directors**

During the year, the four independent directors of the Company met separately on 14<sup>th</sup> February 2019 without the presence of other directors or management representatives, to review the performance of Non-Independent Directors, the Board as a whole and the Chairman after taking into account the views of EDs and NEDs. They also assessed the quality, quantity and timeliness of flow of information between the management and the Board.

The Independent Directors on the Board of the Company are given a formal appointment letter inter alia containing the term of appointment, role, duties and responsibilities, time commitment, remuneration, code of conduct, disclosure, confidentiality, etc. The terms and conditions of their appointment have been disclosed in the website of the Company.

During F.Y. 2018-19, the Company did not have any material pecuniary relationship or transactions with Non-Executive Directors, except for the payment of commission and sitting fees in accordance with the applicable laws and with the approval of the members.

**(e) Number of shares held by Non-Executive Directors:**

The Non-Executive Directors namely Mr. A C Chakrabortti holds 12,000 Equity Shares and Mr. Arun Churiwal holds 13,400 Equity Shares in the Company. None of the other Non-Executive Directors hold any Shares or convertible instruments of the Company as on 31<sup>st</sup> March 2019.

**(f) Familiarization Programme for Independent Directors**

The Company regularly provides orientation and business overview to its Directors by way of detailed presentations by various business & functional heads at Board Meetings. Such Meetings include briefings on the culture,

values, performance, business model of the Company, the roles and responsibilities of Directors and Senior Executives. The Directors are regularly updated about Company's New projects, changes in regulatory environment and strategic direction. The Board members are provided with necessary documents, reports and internal policies enable them to familiarize with the Company's procedures and practices. The details of such familiarization programme for Independent Directors have been posted in the website of the Company at www.laopala.in.

**(g) Performance Evaluation**

In compliance with the Companies Act, 2013 and Regulations 17, 19 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation of the Board was carried out during the year under review. The Company has laid down evaluation criteria separately for the Board, Independent Directors, Directors other than Independent Directors and various committees of the Board in the form of questionnaire.

- (i) The criteria for evaluation of Directors (including the Chairman) include parameters such as willingness and commitment to fulfill duties including attendance in various meetings, high level of professional ethics, contribution during meetings and timely disclosure of all the notice/details required under various provisions of laws.
- (ii) The criteria for evaluation of Board include whether Board meetings were held in time, all items which were required as per law or SEBI (LODR) Regulations, 2015 have been placed before the Board, the same have been discussed and appropriate decisions were taken, timely induction of additional/ women Directors and replacement of Board members/Committee members, whenever required, whether the Board regularly reviews the investors grievance redressal mechanism and related issues, Board facilitates the independent directors to perform their role effectively etc.
- (iii) The criteria for evaluation of committee include taking up roles and functions as per its terms of reference, independence of the committee, policies which are required to frame and properly monitored its implementation, whether the committee has sought necessary clarifications, information and explanations from management,

internal and external auditors etc. Based on such criteria, the evaluation was done in a structured manner through peer consultation & discussion.

- (iv) Evaluation of the Board was made at a Separate Meeting of Independent Directors held under Chairmanship of Mr. Rajiv Gujral, Lead Independent Director (without attendance of Non-Independent Director and members of the management) on 14<sup>th</sup> February 2019.
- (v) Performance evaluation of Non-Independent Director namely Mr. Arun Churiwal was done at a Separate Meeting of Independent Directors.
- (vi) Evaluation of Independent Directors namely Mr. A. C. Chakrabortti, Mr. Rajiv Gujral, Mr. Subir Bose and Prof. Santanu Ray was done (excluding the Director who was evaluated) by the Board of Directors' of the Company at its meeting held on 30<sup>th</sup> March 2019.
- (vii) In addition, the Nomination and Remuneration Committee has carried out evaluation of every Director's performance at its meeting

held on 30<sup>th</sup> March 2019 as required under Section 178 (2) of Companies Act, 2013.

- (viii) The Directors expressed their satisfaction with the evaluation process. Performance evaluation of the Board, its various committees and directors including Independent Directors was found satisfactory.

**3. AUDIT COMMITTEE**

The Audit Committee of the Company is constituted in alignment with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The Committee comprised of three Non-Executive directors out of which two are Independent Directors as on 31<sup>st</sup> March 2019. During the F.Y. 2018-19, 4 (four), meetings of Audit Committee were held on 30<sup>th</sup> May 2018, 14<sup>th</sup> August 2018, 12<sup>th</sup> November 2018 and 14<sup>th</sup> February 2019.

The composition of the Audit Committee meets with the requirement of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The details of members, their category and number of meetings attended by them during the F.Y. 2018-19 are given below:

Name of the Committee Member & Designation in Committee	Category in the Board	No. of meetings held	No. of meetings attended
Mr. Rajiv Gujral, Chairman	Non-Executive and Independent	4	4
Mr. A. C. Chakrabortti, Member	Non-Executive and Independent	4	4
Mr. Arun Churiwal, Member	Non-Executive	4	3

The terms of reference of the Committee are in accordance with Part C of Schedule-II of Regulation 18(3) of the Listing Regulations and Section 177 of the Companies Act, 2013 and major terms of reference, inter alia, includes the following:

- Review of the Company's financial reporting process, the financial statements and financial / risk management policies;
- Review Quarterly, Half-yearly and Annual Financial Accounts of the Company and discuss with Auditors;
- Review of the Internal Audit System, the adequacy of Internal Control Systems;
- Discussion with internal auditors of any significant findings and follow up there on
- Examination of the financial statement and

the auditors' report thereon;

- Changes, if any, in accounting policies and practices and reasons for the same.
- To review matters as required under the terms of Listing Agreement.
- To oversee & review the function of Vigil Mechanism implemented by Company as a Whistle Blower Policy and renew the findings of investigations and action taken in respect thereof.
- Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
- Review and monitor the Auditor's Independence and performance and effectiveness of Audit process;
- Evaluation of internal financial controls and

risk management systems;

- Approval or any subsequent modification of transactions of the Company with related parties;
- To investigate matters referred to it by the Board.

The Company Secretary of the Company acts as the Secretary of the Audit Committee.

The Chairman of the Audit Committee, Mr. Rajiv Gujral, an Independent Director was present at the Annual General Meeting of the Company held on 14<sup>th</sup> August 2018.

Name of the Committee Member & Designation in Committee	Category in the Board	No. of meetings held	No. of meetings attended
Mr. Subir Bose, Chairman	Non-Executive and Independent	1	1
Mr. A. C. Chakrabortti, Member	Non-Executive and Independent	1	1
Mr. Arun Churiwal, Member	Non-Executive	1	1

The Nomination and Remuneration Committee approved the remuneration payable to all executive directors and non-executive directors within the over-all limits approved by the shareholders and in accordance with the provisions of Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

The role of Nomination & Remuneration Committee and terms of reference inter alia includes the following:

1. Formulation of the criteria for determining qualification, positive attributes and independence of a director and recommend to the Board, a policy relating to the remuneration of the directors, Key Management Personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Laying down criteria, to identify persons who are qualified to become directors & who can

#### 4. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Board of Directors has been constituted in accordance with the prescribed guidelines. The Committee comprised of 3 Non-Executive Directors, out of which two are Independent Directors as on 31<sup>st</sup> March 2019. The Committee met once during the financial year 2018-19 on 30<sup>th</sup> March 2019.

The details of members, their category and number of meetings attended by them during the F.Y. 2018-19 are given below:

be appointed in senior management;

4. Recommending to the Board, appointment & removal of directors & senior management;
5. Review the performance of the Board of Directors and senior Management employees and based on criteria as approved by the Board.
6. Devising a policy on Board diversity

The Chairman of the Nomination & Remuneration Committee, Mr. Subir Bose, an Independent Director was present at the Annual General Meeting of the Company held on 14<sup>th</sup> August 2018. The Company Secretary of the Company acts as the Secretary of the Committee.

The details of remuneration (including salary, commission, monetary value of perquisites) and sitting fees paid for attending meetings of the Board of Directors and Committees thereof during the F.Y. 2018-19 to all the Directors are furnished hereunder:

Details of remuneration/commission to Executive Directors (INR in Lakhs)

Name of the Directors	Salary and perquisites	Commission	Total
Mr. Sushil Jhunjunwala, Executive Vice Chairman	258.43	180.20	438.63
Mr. Ajit Jhunjunwala, Managing Director	170.39	180.20	350.59
Mrs. Nidhi Jhunjunwala, Executive Director	67.02	90.10	157.12
<b>Total</b>	<b>495.84</b>	<b>450.50</b>	<b>946.34</b>

Details of sitting fees/commission to Non-Executive Directors (INR in Lakhs)

Name of the Directors	Sitting Fees	Commission	Total
Mr. A C Chakrabortti	3.30	6.00	9.30
Mr. Rajiv Gujral	3.00	4.00	7.00
Mr. Arun Churiwal	2.40	4.00	6.40
Mr. Subir Bose	1.80	4.00	5.80
Prof. Santanu Ray	1.80	4.00	5.80
<b>Total</b>	<b>12.30</b>	<b>22.00</b>	<b>34.30</b>

#### Notes:

Salary and perquisites include Company's contribution to Provident Fund. The Company does not have any stock option scheme.

The criteria for making payments to Non-Executive Directors of the Company is uploaded on the website of the Company.

#### 5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

Stakeholders Relationship Committee of the Company is constituted in line with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

The Company constituted said Committee on to specifically look into the redressal of Investors' complaints like transfer of shares, non-receipt of balance sheet and non-receipt of declared dividend etc.

To expedite the process and for effective resolution of grievances/complaints, the Committee has delegated powers to the Registrar and Share Transfer Agent and its officials to redress all complaints/grievances/inquires of the Members/ Investors. The Company Secretary of the Company acts as the Secretary of the Stakeholders Relationship Committee and under his supervision Committee redresses the grievances/complaints of Members/Investors.

The Stakeholders Relationship Committee comprises of three directors out of which two are Executive Directors. The Committee met once during the financial year 2018-19 on 30<sup>th</sup> March 2019 and all members were present at the meeting.

The Composition of the Committee as stated below:

Name of the Committee Member & Designation in Committee	Category in the Board
Mr. Arun Churiwal, Chairman	Non-Executive Director
Mr. Sushil Jhunjunwala, Member	Executive Vice Chairman
Mr. Ajit Jhunjunwala, Member	Managing Director

In accordance with Regulation 6 of the Listing Regulations, the Board has appointed Mr. Alok Pandey, Company Secretary as the Compliance Officer of the Company.

**Number of Shareholders' complaints handled as on 31<sup>st</sup> March 2019:**

No. of complaints received by Company's during the financial year ended 31 <sup>st</sup> March 2019	:	12
No. of complaints resolved to the satisfaction of shareholders during the financial year ended 31 <sup>st</sup> March 2019.	:	12
No. of investors complaints unresolved at the year ended 31 <sup>st</sup> March 2019	:	Nil

**6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The Company has constituted a Corporate Social Responsibility (CSR) Committee as required under section 135 of the Companies Act, 2013, the composition of which is furnished hereunder:

Name of the Committee Member & Designation in Committee	Category in the Board
Mr. Arun Churiwal, Chairman	Non-Executive Director
Mr. A. C. Chakrabortti, Member	Non-Executive Independent Director
Mr. Sushil Jhunjunwala, Member	Executive Vice Chairman
Mr. Ajit Jhunjunwala, Member	Managing Director
Mrs. Nidhi Jhunjunwala, Member	Executive Director

The Committee met once during the financial year 2018-19 i.e. on 7<sup>th</sup> March 2019 where all members were present at the meeting except Mr. Ajit Jhunjunwala sought leave of absence for the meeting.

The Committee has been constituted with the following terms of reference:

- To formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013
- To recommend the amount of expenditure to be incurred on the activities as prescribed in the Schedule VII of the said Act.
- To monitor the Company's CSR Policy periodically.
- Attend to such other matters and functions as may be prescribed from time to time.

The Company Secretary of the Company acts as the Secretary of the Corporate Social Responsibility Committee. The Policy on CSR is displayed on the website of the Company.

Please refer to the Board's Report and its annexures for details regarding CSR activities carried out by the Company during the year ended 31<sup>st</sup> March 2019.

**7. RISK MANAGEMENT COMMITTEE**

As on 31<sup>st</sup> March 2019, the Risk Management Committee comprises of the following:

Name of the Committee Member & Designation in Committee	Category in the Board
Mr. Arun Churiwal, Chairman	Non-Executive Director
Mr. Sushil Jhunjunwala, Member	Executive Vice Chairman
Mr. Ajit Jhunjunwala, Member	Managing Director
Mr. Subir Bose, Member	Non-Executive Independent Director

The Company Secretary and Compliance Officer acts as the Secretary to the Committee.

The Committee ensures that the Company has an appropriate and effective Enterprise Risk Management System with appropriate policies and processes which carry out risk assessment and ensure that risk mitigation plans are in place by validating the same at regular intervals.

**8. GENERAL BODY MEETINGS**

**a) Details of location, time and date of last three Annual General Meetings are given below:**

Year	Date	Time	Venue
2017 – 2018	14 <sup>th</sup> August 2018	03:00 P.M.	'Kala Kunj'. 48, Shakespeare Sarani, Kolkata 700 017
2016 – 2017	26 <sup>th</sup> August 2017	10:30 A.M.	'Kala Kunj'. 48, Shakespeare Sarani, Kolkata 700 017
2015 – 2016	13 <sup>th</sup> August 2016	11:00 A.M.	'Kala Kunj'. 48, Shakespeare Sarani, Kolkata 700 017

**b) Extra Ordinary General Meeting:**

There was no Extra Ordinary General Meeting held during the F.Y. 2018-19.

(five) years with effect from 1<sup>st</sup> October 2017 with modification of remuneration.

**c) Special Resolution passed during last three years at the Annual General Meetings:**

- (a) No Special Resolution was passed at the 29<sup>th</sup> Annual General Meeting held on 13<sup>th</sup> August 2016
- (b) Special Resolution passed at the 30<sup>th</sup> Annual General Meeting held on 26<sup>th</sup> August 2017
  - (i) Re-appointment of Mr. Ajit Jhunjunwala (DIN 00111872) as Executive Director of the Company for a further period of 5

(c) No Special Resolution was passed at the 31<sup>st</sup> Annual General Meeting held on 14<sup>th</sup> August 2018

**d) Resolutions passed through Postal Ballot:**

During the year, pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory amendment (s) or re-enactment(s) made thereunder), your company passed the following resolution through postal ballot as per the details below:

Description of the Resolution		Approval for continuation of Directorship of Mr. A.C. Chakrabortti (DIN: 00015622) as Non-Executive Independent Director of the Company, who has attained the age of more than 75 years					
Type of resolution		Special					
Manner of Voting	Total Votes	Invalid/Not Voted	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.	Nos.	Nos.	Nos.	Percentage	Nos.	Percentage
E-Voting	83370109	0	83370109	79455800	95.30	3914309	4.70
Postal Ballot	7216	3035	4181	3707	88.66	474	11.34
Poll	0	0	0	0	0	0	0
<b>Total</b>	<b>83377325</b>	<b>3035</b>	<b>83374290</b>	<b>79459507</b>	<b>95.30</b>	<b>3914783</b>	<b>4.70</b>

The Company appointed Mr. Pravin Drolia, a Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

During the conduct of the Postal Ballot, the Company had in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provided e-voting facility to its shareholders to cast their votes electronically through the NSDL e-voting platform. Postal ballot forms and business reply envelopes were sent to shareholders to enable them to cast their vote in

writing on the postal ballot. The Company also published a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Companies Act, 2013 and applicable Rules. The scrutinizer submitted his report to the Chairman, after completion of the scrutiny and the results of voting by posting ballot were then announced by the Company Secretary (Authorised officer). The voting results were sent to the Stock Exchange and displayed on the Company's website. The date of declaration of the results by the Company is deemed to be the date of passing of the resolution.

Details of special resolution proposed to be conducted through postal ballot:

No Special Resolution is proposed to be conducted through Postal Ballot at the ensuing Annual General Meeting.

## 9. DISCLOSURES

### (a) Related Party Transactions:

The details of all transactions with related parties are placed before the Audit Committee periodically, with justification wherever required.

No material transaction has been entered into by the Company with related parties that may have a potential conflict with interest of the Company. The details of related party transactions have been given in Financial Statements.

The Company has formulated a policy on dealing with related party transactions and has been uploaded on the website of the Company [www.laopala.in](http://www.laopala.in).

### (b) Non-compliance/strictures/penalties imposed:

No strictures / penalties have been imposed on the Company by Stock Exchange(s) or the SEBI or any statutory authority on any matters related to capital markets during the last three years.

### (c) Whistle Blower Policy

The Company has laid down a Whistle Blower Policy providing a platform to all the Directors/ Employees to report about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

The mechanism provides for adequate safeguards against victimization of employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The same has been posted on the Company's Website [www.laopala.in](http://www.laopala.in).

### (d) Code of Conduct for prevention of Insider Trading

As required by the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in the equity shares of the Company by the Directors and designated employees. Mr. Alok Pandey, Company Secretary is the Compliance Officer. The Code of Conduct is applicable to all Directors, Whole-time Directors, CFO, Vice- President(s), General Manager(s), Statutory Auditors, Secretarial Auditors and Internal Auditors who are expected

to have access to Unpublished price sensitive information relating to the Company.

### (e) Code of Conduct

As required under, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has laid down Code of Conduct for all the employees including Board Members and Senior Management Personnel of the Company. The Code of Conduct has been posted on the website of the Company i.e. [www.laopala.in](http://www.laopala.in).

The Company has received affirmation of compliance from all its Board Members and Senior Management Personnel of the Company for the financial year ended 31<sup>st</sup> March 2019. The declaration by the Managing Director of the Company confirming the same is annexed to this Report.

### (f) Disclosure of Accounting Treatment

The Company follows Indian Accounting Standards (Ind AS), prescribed under section 133 of the Companies Act' 2013, read with the relevant rules issued by the Ministry of Corporate Affairs in the preparation of its financial statements.

### (g) Foreign exchange risk and hedging activities:

Though there is a natural hedging, the Company manages foreign exchange risk through forward contract on case to case basis.

### (h) The details of compliance with Mandatory/ Non Mandatory requirements:

The Company has complied with all the mandatory requirements of Corporate Governance Report as stated under sub-paras (2) to (10) of Para C of Schedule V to the Listing Regulations. The Company has also complied with all the requirements of Corporate Governance as specified in Regulation 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

### (i) Reconciliation of Share Capital

A qualified Practicing Company Secretary carries out audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Audit confirms that the total issued/ paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

Pursuant to Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, certificates, on half-yearly basis, have been issued by a Practicing Company Secretary for due compliance of share transfer formalities by the Company.

(j) The Company did not raise any funds through preferential allotment or qualified institutions placement during the year under review.

(k) A certificate from a Company Secretary in practice has been received stating that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/ Ministry of Corporate Affairs or any such statutory authority.

(l) All the recommendations of the various committees were accepted by the Board.

(m) During the year, details of fees paid/payable to the Statutory Auditors and all entities in the network firm/network entity of which the Statutory Auditor is a part, by the Company is given below:

(INR in Lakhs)	
Particulars	By the Company
Audit fees	9.00
Other Services	7.55
<b>Total</b>	<b>16.55</b>

## 10. DISCRETIONARY REQUIREMENTS - PART E OF SCHEDULE II

The Company has complied with following non-mandatory requirements as prescribed in Part E of Schedule-II to Regulation 27(1) of the Listing Regulations is as under:

### i. The Board:

The Company has a Non-Executive Chairman. His office is not maintained by the Company.

### ii. Shareholder Rights:

The quarterly and half yearly financial performance are published in the newspapers and are also posted on the website of the Company and hence, it is not being sent to the shareholders.

### iii. Audit qualifications:

The Company's financial statement for the year 2018-19 does not contain any audit qualification.

### iv. Separate posts of Chairman and Managing Director or Chief Executive Officer:

The Company has a Non-Executive Chairman whose position is separate from that of the Managing Director of the Company.

### v. Reporting of Internal Auditor:

The Internal Auditor presents his report to the Audit Committee on quarterly basis.

## 11. MEANS OF COMMUNICATION

The quarterly and half yearly unaudited and annual audited financial results were published in 'The Business Standard' in English and 'Aajkal' (regional language) in Kolkata. All periodical compliance filings inter-alia, quarterly financial results, shareholding pattern, reports on compliance with corporate governance, corporate announcements and statement of investor complaints, etc. are regularly uploaded on the Company's website - 'www.laopala.in' after its submission to the Stock Exchanges electronically on the BSE Listing Centre and NEAPS in compliance with Regulation 46 and 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Annual Report containing, inter-alia, Audited Financial Statement, Directors' Report, Auditors' Report and other important information is circulated to all members and others entitled thereto. The Management's Discussion and Analysis Report forms part of the Directors' Report in the Annual Report. The Annual Report is displayed on the Company's website ([www.laopala.in](http://www.laopala.in)).

### SEBI Complaints Redress System (SCORES):

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

## 12. GENERAL SHAREHOLDERS' INFORMATION

### a) Annual General Meeting:

Day & Date	Saturday, 10 <sup>th</sup> August 2019
Time	11:00 A.M.
Venue	Kala Kunj, 48, Shakespeare Sarani, Kolkata – 700 017

### b) Tentative Financial Calendar (F.Y. 2019-2020):

Financial Year	1 <sup>st</sup> April 2019 – 31 <sup>st</sup> March 2020
First quarter results	On or before 14 <sup>th</sup> August 2019
Second quarter results	On or before 14 <sup>th</sup> November 2019
Third quarter results	On or before 14 <sup>th</sup> February 2020
Results for the Financial Year	On or before 30 <sup>th</sup> May 2020

**c) Date of Book Closure** From Thursday, 1<sup>st</sup> August 2019 to Saturday, 10<sup>th</sup> August 2019 (both days inclusive)

**d) Date of dividend payment** On or after 13<sup>th</sup> August 2019

**e) Listing on Stock Exchanges** The National Stock Exchange of India Limited, Mumbai (Listing Fee Paid); The Bombay Stock Exchange, Mumbai (Listing Fee Paid); The Calcutta Stock Exchange Association Limited, Kolkata (Applied for delisting)

**f) Stock Code/Symbol** BSE Limited: 526947  
NSE Limited: LAOPALA

**g) Demat ISIN No. for CDSL & NSDL** INE059D01020

### h) Stock Market Price Data: High/Low during each month during the last financial year

(Amount in ₹)

Month	Share Price Of Company in BSE		Share Price Of Company in NSE		S & P BSE Sensex		NSE Nifty 50	
	High	Low	High	Low	High	Low	High	Low
April 2018	300.00	275.00	299.00	275.00	35,213.30	32,972.56	10,759.00	10,111.30
May 2018	285.25	259.00	287.40	259.75	35,993.53	34,302.89	10,929.20	10,417.80
June 2018	268.80	231.00	268.00	226.10	35,877.41	34,784.68	10,893.25	10,550.90
July 2018	257.00	222.55	255.00	222.10	37,644.59	35,106.57	11,366.00	10,604.65
August 2018	293.70	227.05	294.00	234.05	38,989.65	37,128.99	11,760.20	11,234.95
September 2018	252.65	216.30	252.75	218.00	38,934.35	35,985.63	11,751.80	10,850.30
October 2018	258.00	195.05	233.15	186.15	36,616.64	33,291.58	11,035.65	10,004.55
November 2018	242.00	216.50	239.95	217.35	36,389.22	34,303.38	10,922.45	10,341.90
December 2018	231.10	212.50	231.90	215.15	36,554.99	34,426.29	10,985.15	10,333.85
January 2019	228.00	202.10	224.00	206.25	36,701.03	35,375.51	10,987.45	10,583.65
February 2019	219.90	183.95	217.85	183.85	37,172.18	35,287.16	11,118.10	10,585.65
March 2019	220.10	195.30	222.00	195.00	38,748.54	35,926.94	11,630.35	10,817.00

### i) Registrar & Share Transfer Agents:

Maheshwari Datamatics Pvt. Ltd.  
23, R. N. Mukherjee Road, 5<sup>th</sup> Floor,  
Kolkata – 700 001

Telephone nos. 033-22482248, 2243-5029  
Facsimile no: 033-22484787  
Email id: mdpldc@yahoo.com

### j) Share Transfer System:

The Registrars and Transfer Agents process, inter-alia, the share transfer requests received in physical and electronic mode and confirm dematerialization requests and extinguishment of shares and other share registry work. The transfers are normally processed within 15-20 days from the date of receipt if the documents are complete in all respect.

Effective 1<sup>st</sup> April 2019, SEBI has amended Regulation 40 of the Listing Regulations, which deals with transfer or transmission or transposition of securities. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in demat form.

According to SEBI, this amendment will bring the following benefits:

- It shall curb fraud and manipulation risk in physical transfer of securities by unscrupulous entities.
- Transfer of securities only in demat form will improve ease, convenience and safety of transactions for investors.

### k) Distribution of Shareholding as on 31<sup>st</sup> March 2019:

No. of equity Shares held	Shareholder(s) Nos.	Shareholder(s)%	Share(s) Nos.	Shares %
1 to 500	13,415	81.97	11,80,000	1.06
501 to 1000	1,163	7.10	8,75,039	0.79
1001 to 2000	1,013	6.19	15,92,623	1.43
2001 to 3000	242	1.48	5,89,338	0.53
3001 to 4000	109	0.67	3,96,526	0.36
4001 to 5000	103	0.63	4,68,835	0.42
5001 to 10000	148	0.90	11,17,973	1.01
10001 to Above	173	1.06	10,47,79,666	94.40
	<b>16,366</b>	<b>100.00</b>	<b>11,10,00,000</b>	<b>100.00</b>

### l) Dematerialization of Shares:

As on 31<sup>st</sup> March 2019, 11,03,21,596 shares of the Company representing 99.39 % of the Company's total paid up share capital had been dematerialized and 6,78,404 shares representing 0.61 % were in physical form.

### m) Outstanding ADRs/GDRs/Warrants or any convertible instruments, conversion date and likely impact on equity: Not Applicable

### n) Plant Location:

(i) Glassware Unit:

a) La Opala RG Ltd.  
B-108, ELDECO SIDCUL Industrial Park,  
Sitargunj, Udham Singh Nagar, 262 405  
Uttarakhand

b) La Opala RG Ltd  
Post: Madhupur - 815353,  
Dist. Deoghar, Jharkhand

(ii) Wind Mill Unit

Gorera Village, Jaisalmer, Rajasthan

### o) Address for correspondence:

Shareholders should address their Correspondence to the Company's Registrar & Share Transfer Agents at the following address:

Maheshwari Datamatics Pvt. Ltd.  
23, R. N. Mukherjee Road, 5<sup>th</sup> Floor,  
Kolkata – 700 001

Telephone No.: 033-2248 2248, 2243 5029

Facsimile Nos.:033-2248 4787

Email- mdpldc@yahoo.com

Shareholders may also contact to Company Secretary at the Registered Office of the Company for any assistance. The address of the Registered Office is as under:

La Opala RG Ltd

'Chitrakoot', 10th floor

230A, A.J.C. Bose Road, Kolkata 700 020

Telephone nos: 7604088814/5/6/7

Facsimile nos: 2287 0284

E-mail: info@laopala.in

Members are requested to quote their Folio no. / DP ID & Client ID, Email Id, Telephone Number and full address while corresponding with the Company / Share Transfer Agent.

### p) Credit Rating

During the year, the Company has sustained its long term bank facility credit rating of AA (Stable) and short term bank facility credit rating of A1+ which has been reaffirmed by CARE Limited.

### q) CEO / CFO Certification

The Managing Director and the Chief Financial Officer have furnished the necessary certificate to the Board of Directors under Regulation 17(8) of the Listing Regulations with respect to financial

statements for the year ended 31<sup>st</sup> March 2019 and the same is attached with this report.

**r) Compliance Certificate of the Auditors**

A Certificate from the Auditors of the Company confirming compliance with conditions of

Corporate Governance for the year ended on 31<sup>st</sup> March 2019, as stipulated under Regulation 34 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.

## DECLARATION ON COMPLIANCE WITH THE COMPANY'S CODE OF CONDUCT

I, Ajit Jhunjunwala, Managing Director, of La Opala RG Limited, do hereby confirm that all Directors and members of Senior Management Personnel of the Company have affirmed compliance with the code of conduct of the Company as laid down in Regulation 34(3) read with Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the year ended 31<sup>st</sup> March 2019.

Place: Kolkata  
Date: 11<sup>th</sup> May 2019

**Ajit Jhunjunwala**  
*Managing Director*  
DIN: 00111872

## CHIEF EXECUTIVE OFFICER (C.E.O.) AND CHIEF FINANCIAL OFFICER (C.F.O.) CERTIFICATION

To,  
The Board of Directors,  
La Opala RG Limited

In pursuance to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, We, Ajit Jhunjunwala, Managing Director and Alok Pandey, Chief Financial Officer (C.F.O.) to the best of our knowledge and belief, certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March 2019 and that to the best of our knowledge and belief:
  - (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 Indian Accounting Standards, applicable laws and regulations.
- (b) To the best of our knowledge and belief, there were no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept that it is our responsibility to establish and maintain internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to the financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal control, if any of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) We have indicated 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 have been disclosed in the notes to the financial statements; and

Instance of significant fraud of which we are become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Kolkata  
Date: 11<sup>th</sup> May 2019

**Alok Pandey**  
*Chief Financial Officer & Company Secretary*

**Ajit Jhunjunwala**  
*Managing Director*  
(DIN: 00111872)



## INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE TO THE MEMBERS OF LA OPALA RG LIMITED

To the members of  
La Opala RG Limited

1. We, Singhi & Co., Chartered Accountants, the statutory auditors of La Opala RG Limited ("The Company"), have examined the compliance of conditions of corporate governance by the Company, for the year ended 31<sup>st</sup> March 2019 as stipulated in regulation 17 to 27 and clauses (b) to (i) of regulation 46 (2) and para C and D of Schedule V of SEBI (Listing obligations and Disclosure requirements) Regulations, 2015 (the Listing Regulations) as amended (the Listing Regulation).

### MANAGEMENTS' RESPONSIBILITY

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

### AUDITORS' RESPONSIBILITY

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance note on certification of corporate governance issued by Institute of the Chartered Accountants of India (ICAI), the Standards on Auditing specified under section 143 (10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the guidance note on report or certificate for special purpose issued by ICAI which requires that we comply with ethical requirements of the code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### OPINION

7. Based on our examination of the relevant records and according to the information and explanations provided 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 regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31<sup>st</sup> March 2019.
8. We 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.

For Singhi & Co.  
Chartered Accountants  
Firm Registration No.302049E  
(PRADEEP KUMAR SINGHI)  
Partner  
Membership No.: 50773

Place: Kolkata  
Dated: 11<sup>th</sup> May 2019



# Financial Statements

# INDEPENDENT AUDITOR'S REPORT

To the members of  
La Opala RG Limited

## REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

### OPINION

We have audited the accompanying financial statements of La Opala RG Ltd. ("the Company"), which comprise the Balance sheet as at March 31 2019, the Statement of Profit and Loss, (including the Statement of Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.(hereinafter referred to as "the 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 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### BASIS FOR OPINION

We conducted our audit of the 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 (ICAI) of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

Descriptions of Key Audit Matter	How we addressed the matter in our audit
<b>A. Non Current Investment in Listed Company</b> The company hold listed investments, which are carried at fair value through other comprehensive income (not to be recycled) and classified as level 2 financial instruments in the fair value hierarchy. The listed investments are included in "Investments "valued at Rs.12,210.31 lakh in the financial statements.	Our procedures in respect of the valuation of listed investments included, among others, using our internal valuation specialists as part of our audit team to test the valuation inputs and assumptions, for this significant listed investments, in respect of: <ul style="list-style-type: none"> <li>• We benchmarked inputs used for valuations to current market best practices in assessing the appropriateness of the methodologies applied.</li> </ul>

Descriptions of Key Audit Matter	How we addressed the matter in our audit
The share are listed at Calcutta stock exchange but no trading is being done accordingly no active market rate is available at which the investment is being valued. Consequently this listed investment is to be valued by using other available valuation technique as determined by the Independent Valuer. Net asset values method has been used for valuation of the captioned investment. The valuation of listed investments requires the exercise of judgement and the use of subjective assumptions made for valuation by the Management or Valuer. Given the significance of the judgements involved in the valuation and classification of listed investments, this was considered a key audit matter in our audit of the financial statements.	<ul style="list-style-type: none"> <li>• Re-computation of the values and comparing it with valuer calculations, and</li> <li>• Our procedures in respect of the classification of investments for accounting purposes included assessing if the company was able to exercise significant influence in respect of these investments by applying the criteria for recognition of an associate set out in IND 28 Investment in Associates. The criteria included, amongst others, assessing whether or not there was representation on the board of the investees, participation in policymaking, and material transactions etc.</li> </ul> <p><b>Our Observation:</b></p> <p>We consider key assumptions and estimates to be within the acceptable range and we assessed the classification of investment and the disclosure (Refer Note: 36) to the financial statements being proportionate.</p>
<b>B. Valuation of inventories</b> Refer to note 12 to the financial statements. As described in the accounting policies in note 1.2.F to the financial statements, inventories are carried at the lower of cost and net realisable value. As a result, the management applies judgment in determining the appropriate provisions for obsolete stock based upon a detailed analysis of old inventory, net realisable value below cost based upon future plans for sale of inventory.	We obtained assurance over the appropriateness of the management's assumptions applied in calculating the value of the inventories and related provisions by: <ul style="list-style-type: none"> <li>• Completed a walkthrough of the inventory valuation process and assessed the design and implementation of the key controls addressing the risk.</li> <li>• Verifying the effectiveness of key inventory controls operating over inventories; including sample based physical verification.</li> <li>• Verifying for a sample of individual products that costs have been correctly recorded.</li> <li>• Comparing the net realisable value to the cost price of inventories to check for completeness of the associated provision.</li> <li>• Reviewing the historical accuracy of inventory provisioning, and the level of inventory write-offs during the year.</li> <li>• Recomputing provisions recorded to verify that they are in line with the Company policy.</li> </ul> <p><b>Our Observation:</b></p> <p>Based on the audit procedures performed we are satisfied that the valuation of inventory is appropriate.</p>
<b>C. Valuation and existence of current investments</b> Valuation and existence of current investments designated at fair value through profit or loss Investments designated at fair value through profit or loss (the Investments) are valued at Rs.23368.88 lakh and represent 38.87% of total assets. Further disclosures on the Investments are included at note 7 to the financial statements. This was an area of focus for our audit and the area where significant audit effort was directed. As at March 31, 2019, all Investments are in mutual funds and are actively traded with readily available, quoted market prices.	Our audit procedures included updating our understanding of the business processes employed by the Company for accounting for, and valuing, their investment portfolio. We obtained accounts confirmation from the mutual funds and verified that the company was the recorded owner of all current investments. Our audit procedures over the valuation of the Investments included agreeing the fair valuation of all Investments held at March 31, 2019 to the Net Assets Value provided by the respective Mutual funds. <p><b>Our Observation:</b></p> <p>Based on the audit procedures performed we are satisfied with valuation and existence of current investment.</p>

## INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's 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, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

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

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

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

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public

disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time;
  - (e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act;
  - (f) With respect to the adequacy of the internal financial controls with reference to financial statement of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(g) In our opinion, the managerial remuneration for the year ended March 31, 2019 has been paid/ provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act; and

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

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Note 38(A) 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, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Singhi & Co.**,  
Chartered Accountants  
Firm's Registration No. 302049E

**(Pradeep Kumar Singhi)**

Place: Kolkata Partner  
Date: 11 May, 2019 Membership No. 50773

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

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of La Opala RG Ltd.of even date)

i. In respect of the Company's fixed assets:

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

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

c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company as shown in note no. 3 of the financial statements except 3 (three) cases of buildings with gross value of Rs. 1321.80 lakh (Net carrying amount Rs.1295.35 lakh) titles for which is pending registration.

ii. The physical verification of inventory excluding inventories in transit have been conducted at reasonable intervals by the Management during the year. The discrepancies noted on physical verification of inventory as compared to book records were not material.

iii. According to the information and explanations given to us, the Company has not granted any loan to parties covered in the register maintained under section 189 of the Companies Act, 2013. Thus, paragraph 3(iii) of the Order is not applicable.

iv. In our opinion and according to the information and explanations given to us, the Company has not given any loan, not made any investment and have not provided any guarantee in respect of which Section 185 and 186 of the Companies Act, 2013 are applicable. Accordingly, the paragraph 3(iv) of the Order is not applicable.

v. The Company has not accepted deposits from public within the meaning of section 73,74, 75,76 of the Act and the Rules framed there under to the extent notified

vi. Pursuant to the rules made by the Central Government of India, the company is required to maintain cost records as specified under section 148(1) of the Act in respect of its product. We have broadly reviewed such accounts and records and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained but no detailed examination of such records and accounts have been carried out by us.

vii. According to the information and explanations given to us and on the basis of our examination of the books of account:

a. The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employee's State Insurance, Income Tax, Customs Duty, Goods and Service tax, Cess and other statutory dues with the appropriate authorities. According to the information

and explanations given to us and the records of the Company examined by us, no undisputed statutory dues as above were outstanding as at March 31, 2019 for a period of more than six months from the date they became payable

b. According to the information and explanation given to us, the dues of sales tax, income tax and duty of excise, which have not been deposited on account of any dispute and the forum where the dispute is pending as on March 31, 2019 are as under:

Name of the statute	Nature of dues	Amount INR in Lakhs	Year	Forum where dispute is pending
JHARKHAND VAT ACT, 2005	Sales Tax	5.12	2007-08	Commissioner of Commercial Tax, Ranchi, Jharkhand
INCOME TAX ACT, 1961	Income Tax	23.84	2011-12	Commissioner of Income Tax (Appeals), Kolkata
		18.22	2012-13	Commissioner of Income Tax (Appeals), Kolkata
		35.70	2013-14	Commissioner of Income Tax (Appeals), Kolkata
The Central Excise Act, 1944	Duty of Excise	4.28	2009-10	Customs, Excise & Service Tax Appellate Tribunal, Kolkata

viii. According to the records of the Company examined by us and the information and explanation given to us, the company has not defaulted in repayment of loans or borrowing to any financial institution or bank as at the Balance sheet date. The Company does not have any loans or borrowings from Government as at Balance sheet date.

ix. The company did not raise any money by way of initial public offer or further public offer including debt instruments and term loan during the year.

x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with

the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.

xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the company.

For **Singhi & Co.**,  
Chartered Accountants  
Firm's Registration No. 302049E

**(Pradeep Kumar Singhi)**

Place: Kolkata Partner  
Date: 11 May, 2019 Membership No. 50773

## ANNEXURE - B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of La Opala RG Ltd. of even date)

### REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENT UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the internal financial controls with reference to financial statement of La Opala RG Ltd. ("the Company") as of March 31, 2019 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 Board of Directors of the company is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statement criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls with reference to financial statement based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India 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 with reference to financial statement were established and maintained and if such controls operated effectively in all material respects.

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

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

### MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENT

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

prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENT

Because of the inherent limitations of internal financial controls with reference to financial statement, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statement to future periods are subject to the risk that the internal financial control with reference to financial statement 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 explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statement and such internal financial controls with reference to financial statement were operating effectively as at March 31, 2019, based on the internal control with reference to financial statement criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Singhi & Co.**,  
Chartered Accountants  
Firm's Registration No. 302049E

(**Pradeep Kumar Singhi**)

Place: Kolkata  
Date: 11 May, 2019

Partner  
Membership No. 50773

## BALANCE SHEET as at 31<sup>st</sup> March 2019

	Note No.	INR in Lakhs	
		As at 31 <sup>st</sup> March 2019	As at 31 <sup>st</sup> March 2018
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	3	12,138.49	13,063.73
(b) Capital Work in Progress	4	191.03	3.58
(c) Intangible Assets	5	4.74	5.25
(d) Intangible Assets under Development	6	37.00	-
(e) Financial assets			
(i) Investments	7	12,210.31	15,968.45
(ii) Loans	8	378.74	343.49
(f) Income Tax Assets (Net)	10	37.84	15.28
(g) Other non current assets	11	1,412.04	226.78
		<b>26,410.19</b>	<b>29,626.56</b>
<b>Current assets</b>			
(a) Inventories	12	4,835.63	3,152.95
(b) Financial assets			
(i) Investments	7	23,368.88	20,173.55
(ii) Trade receivable	13	4,823.88	4,087.29
(iii) Cash and cash equivalents	14	75.16	59.09
(iv) Bank balances other than (iii) above	15	302.76	220.02
(v) Loans	8	-	40.00
(vi) Other Financial Assets	9	101.92	129.45
(c) Other current assets	11	202.44	166.36
		<b>33,710.67</b>	<b>28,028.71</b>
<b>TOTAL ASSETS</b>		<b>60,120.86</b>	<b>57,655.27</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	16	2,220.00	2,220.00
(b) Other equity	17	50,693.82	48,140.39
		<b>52,913.82</b>	<b>50,360.39</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Other financial liabilities	18	151.94	144.95
(b) Deferred tax liabilities (net)	19	3,324.44	3,565.04
		<b>3,476.38</b>	<b>3,709.99</b>
<b>Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	20	89.02	385.59
(ii) Trade payables	21		
a) Total Outstanding dues of Micro and Small Enterprises		304.32	-
b) Total Outstanding dues other than (ii)(a) above		984.77	991.63
(iii) Other financial liabilities	18	1,356.57	1,449.97
(b) Contract Liabilities		71.60	72.57
(c) Other current liabilities	22	428.99	409.23
(d) Provisions	23	205.52	114.78
(e) Current Tax Liabilities	24	289.87	161.12
		<b>3,730.66</b>	<b>3,584.89</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>60,120.86</b>	<b>57,655.27</b>
Significant accounting policies	1		
Key Accounting Estimates & Judgements	2.1		
Other notes to Financial Statements	3 to 48		

The notes referred to above form integral part of these financial statements

In terms of our report of even date

For **Singhi & Co.**

Chartered Accountants

Firm Registration no. 302049E

**Pradeep Kumar Singhi**

Partner

Membership Number : 50773

Place : Kolkata

Dated : 11.05.2019

For and on behalf of the Board of Directors

**A.C. Chakrabortti**

Chairman

DIN: 00015622

**Sushil Jhunjunwala**

Executive Vice Chairman

DIN: 00082461

**Alok Pandey**

CFO, Company Secretary

**Ajit Jhunjunwala**

Managing Director

DIN: 00111872

## STATEMENT OF PROFIT & LOSS for the year ended 31<sup>st</sup> March 2019

	Note No.	INR in Lakhs	
		year ended 31 <sup>st</sup> March 2019	year ended 31 <sup>st</sup> March 2018
<b>Revenue</b>			
Revenue From Operations	25	27,809.77	25,945.28
Other Income	26	1,739.81	1,327.67
		<b>29,549.58</b>	<b>27,272.95</b>
<b>Expenses</b>			
Cost of materials consumed	27	5,377.28	4,432.22
Purchase of Stock in Trade	28	78.07	85.72
Changes in inventories of finished goods, Stock-in-trade and work-in-progress	29	(1,550.98)	280.52
Excise duty		-	16.02
Employee benefits expense	30	4,447.75	3,780.76
Finance costs	31	68.19	83.52
Depreciation and amortisation expense	32	1,645.59	1,378.05
Other expenses	33	8,221.46	6,670.05
		<b>18,287.36</b>	<b>16,726.86</b>
<b>Profit/(Loss) Before Tax</b>		<b>11,262.22</b>	<b>10,546.09</b>
Tax expense			
(i) Current tax	34	3,661.22	3,355.75
(ii) Deferred tax	34	197.47	(153.44)
<b>Total tax expense</b>		<b>3,858.69</b>	<b>3,202.31</b>
<b>Profit/(Loss) for the year</b>		<b>7,403.53</b>	<b>7,343.78</b>
<b>Other Comprehensive Income</b>			
i) Items that will not be reclassified to profit and loss	35	(3,847.38)	1,001.84
ii) Income tax relating to these items	34	469.26	(129.34)
<b>Other Comprehensive Income for the year</b>		<b>(3,378.12)</b>	<b>872.50</b>
<b>Total Comprehensive Income for the year</b>		<b>4,025.41</b>	<b>8,216.28</b>
<b>Earnings per equity share</b>	45		
Weighted-average number of equity shares (face value of INR 2 each)		11,10,00,000	11,10,00,000
Basic and diluted earnings per share (INR)		6.67	6.62
Significant accounting policies	1		
Key Accounting Estimates & Judgements	2.1		
Other notes to Financial Statements	3 to 48		

The notes referred to above form integral part of these financial statements

In terms of our report of even date

For **Singhi & Co.**

Chartered Accountants

Firm Registration no. 302049E

**Pradeep Kumar Singhi**

Partner

Membership Number : 50773

Place : Kolkata

Dated : 11.05.2019

For and on behalf of the Board of Directors

**A.C. Chakrabortti**

Chairman

DIN: 00015622

**Sushil Jhunjunwala**

Executive Vice Chairman

DIN: 00082461

**Alok Pandey**

CFO, Company Secretary

**Ajit Jhunjunwala**

Managing Director

DIN: 00111872

## CASH FLOW STATEMENT for the year ended 31<sup>st</sup> March 2019

	INR in Lakhs	
	year ended 31 <sup>st</sup> March 2019	year ended 31 <sup>st</sup> March 2018
<b>A Cash Flow from Operating Activities</b>		
<b>Net Profit before Taxation</b>	<b>11,262.22</b>	<b>10,546.09</b>
Adjustment for :		
Depreciation and amortisation expense	1,645.59	1,378.05
Amortisation of intital payment of lease hold land classified as operating lease	2.77	2.77
Provision for doubtful receivable & advances (Net of write back)	14.97	23.99
Loss/(Gain) on disposal of property, plant and equipment	34.90	260.88
Interest Income	(30.78)	(27.23)
Finance costs	68.19	83.52
Dividend income	(89.57)	(50.18)
Unspent liability & unclaimed balances written back	(32.87)	(9.30)
(Gain)/ Loss on Investments measured at fair value through Profit & Loss	(1,016.37)	(1,226.88)
(Gain)/ Loss on Redemption of Current Investment	(542.51)	-
Recovery against Provision for Doubtful Receivable	(3.93)	(3.53)
<b>Operating Profit before working capital changes</b>	<b>11,312.61</b>	<b>10,978.18</b>
<b>Adjustment for working capital</b>		
Decrease/(Increase) in Inventories	(1,682.69)	239.39
Decrease/(Increase) in Trade Receivables, Advances and Other Assets	(1,583.47)	(404.51)
Increase/(decrease) in Trade Payable and other liabilities	546.71	412.43
<b>Cash generated from operating activities</b>	<b>8,593.16</b>	<b>11,225.49</b>
Income Taxes paid( net of refunds)	(3,523.85)	(3,201.50)
<b>Net Cash generated from Operating activities</b>	<b>5,069.31</b>	<b>8,023.99</b>
<b>B Cash flow from Investing activities</b>		
Purchase of Property, Plant and Equipment	(1,635.09)	(3,577.89)
Purchase of Investments	(9,089.57)	(8,950.18)
Sale of Investments	7,453.12	5,506.45
Sale of Property, Plant and Equipment	17.43	70.90
Dividend Received	89.57	50.18
Interest Received	30.78	27.23
<b>Net cash used in investing activities</b>	<b>(3,133.76)</b>	<b>(6,873.31)</b>
<b>C Cash flow from Financing activities</b>		
Proceeds from Borrowings	(296.57)	372.61
Finance costs paid	(68.19)	(83.52)
Dividend and Dividend tax paid	(1471.98)	(1,335.97)
<b>Net Cash (used in) Financing activities</b>	<b>(1,836.74)</b>	<b>(1,046.88)</b>
<b>Net Increase/(Decrease) in cash or cash equivalents (A+B+C)</b>	<b>98.81</b>	<b>103.80</b>

## CASH FLOW STATEMENT for the year ended 31<sup>st</sup> March 2019

	INR in Lakhs	
	year ended 31 <sup>st</sup> March 2019	year ended 31 <sup>st</sup> March 2018
Cash and Cash Equivalents at the beginning of the financial year (Refer Note 14 & 15)	279.11	175.31
<b>Cash and Cash Equivalents at the end of the year (Refer Note 14 &amp; 15)*</b>	<b>377.92</b>	<b>279.11</b>
*Includes the following balances which are available for use for specific purposes		
On Unpaid Dividend Account	36.04	33.40
Earmarked Balances with Banks	266.72	186.62
	<b>302.76</b>	<b>220.02</b>

### Notes

- The above Statement of Cash Flows Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS 7) - Statement of Cash Flows.
- The above Statement of Cash Flows should be read in conjunction with the accompanying notes.
- Statement of Net Debt reconciliation

### Cash Flow Statement for the year ended 31<sup>st</sup> March 2019

	INR in Lakhs				
	As at 31st March 2018	Cash Flow	Fair value changes	Current/ Non-current Classification	As at 31st March 2019
Borrowing-Current	385.59	(296.57)	-	-	89.02
Cash & Cash Equivalents & Other bank balances	279.11	98.81	-	-	377.92
Net Debt	106.48	(395.38)			(288.90)

	INR in Lakhs				
	As at 31st March 2017	Cash Flow	Fair value changes	Current/ Non-current Classification	As at 31st March 2018
Borrowing-Current	12.98	372.61	-	-	385.59
Cash & Cash Equivalents & Other bank balances	175.31	103.80	-	-	279.11
Net Debt	(162.33)	268.81			106.48

The notes referred to above form integral part of these financial statements

In terms of our report of even date

For and on behalf of the Board of Directors

For **Singhi & Co.**

**A.C. Chakrabortti**

Chartered Accountants

Chairman

Firm Registration no. 302049E

DIN: 00015622

**Pradeep Kumar Singhi**

**Sushil Jhunjunwala**

**Ajit Jhunjunwala**

Partner

Executive Vice Chairman

Managing Director

Membership Number : 50773

DIN: 00082461

DIN: 00111872

Place : Kolkata

**Alok Pandey**

Dated : 11.05.2019

CFO, Company Secretary

# STATEMENT OF CHANGES IN EQUITY for the year ended 31<sup>st</sup> March 2019

Particulars	Balance as at 1st April, 2017		Changes In Equity Share Capital During 2017-18		Balance as at 31st March, 2018		Changes In Equity Share Capital During 2018-19		Balance as at 31st March, 2019	
	1,100.00	1,100.00	1,100.00	2,200.00	2,200.00				2,200.00	
<b>A Equity Share Capital</b>										
Equity shares with voting rights										
<b>B Other Equity</b>										
<b>Particulars</b>	<b>Securities Premium</b>	<b>Reserves and Surplus</b>	<b>Retained Earnings</b>	<b>Other comprehensive income - Reserve</b>	<b>Equity Instruments through Other Comprehensive Income</b>	<b>Remeasurement of the defined benefit plans</b>	<b>Total</b>			
<b>BALANCE AS AT 1ST APRIL 2017</b>	5,620.27	5,150.00	18,382.84		13,216.97		42,370.08			
Profit for the year	-	-	7,343.78	-	-	-	7,343.78			
Remeasurement of gain/ (loss) (Net of Tax)	-	-	-	-	-	(10.87)	(10.87)			
Fair Valuation of equity instruments (Net of Tax)	-	-	-	-	-	-	-			
Remeasurement of gain/ (loss) (Net of Tax) Transfer to Retained Earnings	-	-	(10.87)	-	-	10.87	883.37			
<b>Adjustments</b>										
Transfer to Bonus Issue	-	(1,110.00)	-	-	-	-	(1,110.00)			
Transfer to General Reserve	-	1,000.00	(1,000.00)	-	-	-	-			
Dividend for the year 2016-17	-	-	(1,110.00)	-	-	-	(1,110.00)			
Dividend Distribution Tax	-	-	(225.97)	-	-	-	(225.97)			
<b>BALANCE AS AT 31ST MARCH 2018</b>	5,620.27	5,040.00	23,379.78		14,100.34		48,140.39			
Profit for the year	-	-	7,403.53	-	-	-	7,403.53			
Remeasurement of gain/ (loss) (Net of Tax)	-	-	-	-	-	(58.06)	(58.06)			
Fair Valuation of equity instruments (Net of Tax)	-	-	-	-	-	-	-			
<b>Remeasurement of gain/ (loss) (Net of Tax) Transfer to Retained Earnings</b>										
<b>Adjustments</b>										
Transfer to General Reserve	-	1,000.00	(1,000.00)	-	-	-	-			
Dividend for the year 2017-18	-	-	(1,221.00)	-	-	-	(1,221.00)			
Dividend Distribution Tax	-	-	(250.98)	-	-	-	(250.98)			
<b>BALANCE AS AT 31ST MARCH 2019</b>	5,620.27	6,040.00	28,253.27		10,780.28	58.06	50,693.82			

In terms of our report of even date

For **Singhi & Co.**  
Chartered Accountants  
Firm Registration no. 302049E

**Pradeep Kumar Singhi**  
Partner  
Membership Number : 50773

Place : Kolkata  
Dated : 11.05.2019

For and on behalf of the Board of Directors

**A.C. Chakrabortti**  
Chairman  
DIN: 00015622

**Alok Pandey**  
CFO, Company Secretary

**Sushil Jhunjhunwala**  
Executive Vice Chairman  
DIN: 00082461

**Ajit Jhunjhunwala**  
Managing Director  
DIN: 00111872

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 31<sup>st</sup> March 2019

### COMPANY BACKGROUND

La Opala RG Limited ("the Company") is a public limited Company incorporated in India with its registered office in Kolkata, West Bengal, India. The Company is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

The company is a leading manufacturer and marketer of life style product in the glassware segment. The company has spread the wings beyond domestic arena and ventured into the leading market of the world.

### 1. SIGNIFICANT ACCOUNTING POLICIES

#### 1.1 Basis of Preparation of financial statements

##### 1.1.1. Compliance with Ind-AS

The Financial Statements comply in all materials aspects with Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 (The Act) [Companies (Indian Accounting Standards) Rules 2015] and Other relevant provisions of the Act.

##### 1.1.2. Classification of current and non-current

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Ind AS 1 – Presentation of financial Statements and Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

##### 1.1.3 Historical Cost Convention

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention, except for the following:

- Certain financial assets and liabilities (including derivative instruments) that is measured at fair value;
- defined benefit plans – plan assets measured at fair value;

### 1.2. Summary of Significant Accounting Policies

#### A. Property, Plant and Equipment

##### Measurement at recognition:

An item of property, plant and equipment that qualifies as an asset is measured on initial recognition at cost. Following initial recognition, items of property, plant and equipment are carried at its cost less accumulated depreciation and accumulated impairment losses.

The Company identifies and determines cost of each part of an item of property, plant and equipment separately, if the part has a cost which is significant to the total cost of that item of property, plant and equipment and has useful life that is materially different from that of the remaining item.

The cost of an item of property, plant and equipment comprises of its purchase price including import duties and other non-refundable purchase taxes or levies, directly attributable cost of bringing the asset to its working condition for its intended use and the initial estimate of decommissioning, restoration and similar liabilities, if any. Any trade discounts and rebates are deducted in arriving at the purchase price. Cost includes cost of replacing a part of a plant and equipment if the recognition criteria are met. Expenses directly attributable to new manufacturing facility during its construction period are capitalized if the recognition criteria are met. Expenditure related to plans, designs and drawings of buildings or plant and machinery is capitalized under relevant heads of property, plant and equipment if the recognition criteria are met.

Items such as spare parts, stand-by equipment and servicing equipment that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life.



Costs in nature of repairs and maintenance are recognized in the Statement of Profit and Loss as and when incurred.

**Capital work in progress and Capital advances:**

Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as capital work in progress. Advances given towards acquisition of fixed assets outstanding at each Balance Sheet date are disclosed as Other Non-Current Assets.

**Depreciation:**

Depreciation on each part of an item of property, plant and equipment is provided using the Straight Line Method based on the useful life of the asset as estimated by the management and is charged to the Statement of Profit and Loss as per the requirement of Schedule II of the Companies Act, 2013. The estimate of the useful life of the assets has been assessed based on technical advice which considers the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset, anticipated technological changes, manufacturers warranties and maintenance support, etc. The estimated useful life of items of property, plant and equipment is mentioned below:

Asset Category	Useful Life
Building	30-60 Years
Plant and Equipment	7.5-25 Years
Furniture & Fixture	10 Years
Vehicles	8 Years
Office Equipment	3-5 Years

Freehold land is not depreciated. Leasehold land and Leasehold improvements are amortized over the period of the lease.

The useful lives, residual values of each part of an item of property, plant and equipment and the depreciation methods are reviewed at the end of each financial year. If any of these expectations differ from previous estimates, such change is accounted for as a change in an accounting estimate.

**De-recognition:**

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the De-recognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of Profit and Loss when the item is derecognized.

**B. Intangible assets**

**Measurement at recognition:**

Intangible assets acquired separately are measured on initial recognition at cost. Intangible assets arising on acquisition of business are measured at fair value as at date of acquisition. Internally generated intangibles including research cost are not capitalized and the related expenditure is recognized in the Statement of Profit and Loss in the period in which the expenditure is incurred. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment loss, if any.

**Amortization:**

Intangible Assets with finite lives are amortized on a Straight Line basis over the estimated useful economic life. The amortization expense on intangible assets with finite lives is recognized in the Statement of Profit and Loss. The estimated useful life of intangible assets is mentioned below:

	Years
Computer Software	5

The amortization period and the amortization method for an intangible asset with finite useful life is reviewed at the end of each financial year. If any of these expectations differ from previous estimates, such change is accounted for as a change in an accounting estimate.

**De-recognition:**

The carrying amount of an intangible asset is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the De-recognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and is recognized in the Statement of Profit and Loss when the asset is derecognized.

**Intangible Assets under Development**

Intangible Assets under development is stated at cost which includes expenses incurred in connection with development of Intangible Assets in so far as such expenses relate to the period prior to the getting the assets ready for use.

**C. Impairment of non-financial assets**

Assets that have an indefinite useful life are not subject to amortization and are tested for impairment annually and whenever there is an indication that the asset may be impaired.

Assets that are subject to depreciation and amortization are reviewed for impairment, whenever events or changes in circumstances indicate that carrying amount may not be recoverable. Such circumstances include, though are not limited to, significant or sustained decline in revenues or earnings and material adverse changes in the economic environment.

An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit (CGU) exceeds its recoverable amount. The recoverable amount of an asset is the greater of its fair value less cost to sell and value in use. To calculate value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market rates and the risk specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the CGU to which the asset belongs. Fair value less cost to sell is the best estimate of the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less the cost of disposal.

Impairment losses, if any, are recognized in the Statement of Profit and Loss. Impairment losses are reversed in the Statement of Profit and Loss only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognized.

**D. Revenue Recognition**

The Company derives revenue principally from sale of Glassware product. The Company recognizes revenue when it satisfies a performance obligation in accordance with the provisions of contract with the customer. This is achieved when control of the product has been transferred to the customer, which is generally determined when title, ownership, risk of obsolescence and loss pass to the customer and the Company has the present right to payment, all of which occurs at a point in time upon shipment or delivery of the product. The Company considers shipping and handling activities as costs to fulfil the promise to transfer the related products and the customer payments for shipping and handling costs are recorded as a component of revenue. In certain customer contracts, shipping and handling services are treated as a distinct separate performance obligation and the Company recognises revenue for such services when the performance obligation is completed.

The Company considers the terms of the contract in determining the transaction price. The transaction price is based upon the amount the entity expects to be entitled to in exchange for transferring of promised goods and services to the customer after deducting incentive programs, included but not limited to discounts, volume rebates etc.

For incentives offered to customers, the Company makes estimates related to customer performance and sales volume to determine the total amounts earned and to be recorded as

deductions. The estimate is made in such a manner, which ensures that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The actual amounts may differ from these estimates and are accounted for prospectively. No element of significant financing is deemed present as the sales are made with a credit term, which is consistent with market practice.

**Interest and dividends:** Interest income is recognized using effective interest method. Dividend income is recognized when the right to receive payments established.

#### E. Government Grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other operating income.

Government grants relating to the acquisition/construction of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other operating income.

#### F. Inventories

Raw materials, work-in-progress, finished goods, packing materials, stores, spares, components, consumables and stock-in trade are carried at the lower of cost and net realizable value. However, materials and other items held for use in production of inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost. The comparison of cost and net realizable value is made on an item-by-item basis.

In determining the cost of raw materials first in first out (FIFO) cost method is used. In determining the cost of packing materials, stock-in-trade, stores, spares, components and consumables, weighted average cost method is used. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.

Cost of finished goods and work-in-progress includes the cost of raw materials, packing materials, an appropriate share of fixed and variable production overheads as applicable and other costs incurred in bringing the inventories to their present location and condition. Fixed production overheads are allocated on the basis of normal capacity of production facilities.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

#### G. 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.

##### G.1. Financial Assets

- **Initial recognition and measurement:** The Company recognizes a financial asset in its Balance Sheet when it becomes party to the contractual provisions of the instrument. All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset.

Where the fair value of a financial asset at initial recognition is different from its transaction price, the difference between the fair value and the transaction price is recognized as a gain or loss in the Statement of Profit and Loss at initial recognition if the fair value is determined through a quoted market price in an active market for an identical asset (i.e. level 1 input) or through a valuation technique that uses data from observable markets (i.e. level 2 input).

In case the fair value is not determined using a level 1 or level 2 input as mentioned above, the difference between the fair value and transaction price is deferred appropriately and recognized as a gain or loss in the Statement of Profit and Loss only to the extent that such gain or loss arises due to a change in factor that market participants take into account when pricing the financial asset.

However, trade receivables that do not contain a significant financing component are measured at transaction price.

- **Subsequent measurement:** For subsequent measurement, the Company classifies a financial asset in accordance with the below criteria:

- The Company's business model for managing the financial asset and
- The contractual cash flow characteristics of the financial asset.

Based on the above criteria, the Company classifies its financial assets into the following categories:

- Financial assets measured at amortized cost
- Financial assets measured at fair value through other comprehensive income (FVTOCI)
- Financial assets measured at fair value through profit or loss (FVTPL)
- **Financial assets measured at amortised cost:** A financial asset is measured at the amortized cost if both the following conditions are met:
  - The Company's business model objective for managing the financial asset is to hold financial assets in order to collect contractual cash flows, and
  - The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

This category applies to cash and bank balances, trade receivables, loans and other financial assets of the Company (Refer Note 36 for further details). Such financial assets are subsequently measured at amortized cost using the effective interest method.

Under the effective interest method, the future cash receipts are exactly discounted to the initial recognition value using the effective interest rate. The cumulative amortization using the effective interest method of the difference between the initial recognition amount and the maturity amount is added to the initial recognition value (net of principal repayments, if any) of the financial asset over the relevant period of the financial asset to arrive at the amortized cost at each reporting date. The corresponding effect of the amortization under effective interest method is recognized as interest income over the relevant period of the financial asset. The same is included under other income in the Statement of Profit and Loss.

The amortized cost of a financial asset is also adjusted for loss allowance, if any.

- **Financial assets measured at FVTOCI:** A financial asset is measured at FVTOCI if both of the following conditions are met:
  - The Company's business model objective for managing the financial asset is achieved both by collecting contractual cash flows and selling the financial assets, and
  - The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company, through an irrevocable election at initial recognition, has measured investments in equity instruments at FVTOCI. This equity instruments are neither held for trading nor are contingent consideration recognized under a business combination. Pursuant to such irrevocable election, subsequent changes in the fair value of such equity instruments are recognized in OCI. However, the Company recognizes dividend income from such instruments in the Statement of Profit and Loss.

On De-recognition of such financial assets, cumulative gain or loss previously recognized in OCI is not reclassified from the equity to Statement of Profit and Loss. However, the Company may transfer such cumulative gain or loss into retained earnings within equity.

- **Financial assets measured at FVTPL:** A financial asset is measured at FVTPL unless it is measured at amortized cost or at FVTOCI as explained above.

This is a residual category applied to all other investments of the Company. Such financial assets are subsequently measured at fair value at each reporting date. Fair value changes are recognized in the Statement of Profit and Loss.

- **De-recognition:** A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized (i.e. removed from the Company's Balance Sheet) when any of the following occurs:
  - The contractual rights to cash flows from the financial asset expires;
  - The Company transfers its contractual rights to receive cash flows of the financial asset and has substantially transferred all the risks and rewards of ownership of the financial asset;
  - The Company retains the contractual rights to receive cash flows but assumes a contractual obligation to pay the cash flows without material delay to one or more recipients under a 'pass-through' arrangement (thereby substantially transferring all the risks and rewards of ownership of the financial asset);
  - The Company neither transfers nor retains substantially all risk and rewards of ownership and does not retain control over the financial asset.

In cases where Company has neither transferred nor retained substantially all of the risks and rewards of the financial asset, but retains control of the financial asset, the Company continues to recognize such financial asset to the extent of its continuing involvement in the financial asset. In that case, the Company also recognizes an associated liability. The financial asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

On De-recognition of a financial asset [except as mentioned in above for financial assets measured at FVTOCI] difference between the carrying amount and the consideration received is recognized in the Statement of Profit and Loss.

- **Impairment of financial assets:** The Company applies expected credit losses (ECL) model for measurement and recognition of loss allowance on the following:
  - Trade receivables
  - Financial assets measured at amortised cost (other than trade receivables and lease receivables)
  - Financial assets measured at fair value through other comprehensive income (FVTOCI)

In case of trade receivables, the Company follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognized as loss allowance.

In case of other assets, the Company determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognized as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognized as loss allowance. Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, the Company reverts to recognizing impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original effective interest rate.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL are a portion of the lifetime ECL which result from default events that are possible within 12 months from the reporting date. ECL are measured in a manner that they reflect unbiased and probability weighted amounts determined by a range of outcomes, taking into account the time value of money and other reasonable information available as a result of past events, current conditions and forecasts of future economic conditions.

As a practical expedient, the Company uses a provision matrix to measure lifetime ECL on its portfolio of trade receivables. The provision matrix is prepared based on historically observed default rates over the expected life of trade receivables and is adjusted for forward-looking estimates. At each reporting date, the historically observed default rates and changes in the forward-looking estimates are updated.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss.

## G.2. Financial liabilities and equity instruments

### Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

#### G.2.1. Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

#### G.2.2. Financial liabilities

- **Initial recognition and measurement:** The Company recognizes a financial liability in its Balance Sheet when it becomes party to the contractual provisions of the instrument. All financial liabilities are recognized initially at fair value minus, in the case of financial liabilities not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial liability.

Where the fair value of a financial liability at initial recognition is different from its transaction price, the difference between the fair value and the transaction price is recognized as a gain or loss in the Statement of Profit and Loss at initial recognition if the fair value is determined through a quoted market price in an active market for an identical asset (i.e. level 1 input) or through a valuation technique that uses data from observable markets (i.e. level 2 input).

In case the fair value is not determined using a level 1 or level 2 input as mentioned above, the difference between the fair value and transaction price is deferred appropriately and recognized as a gain or loss in the Statement of Profit and Loss only to the extent that such gain or loss arises due to a change in factor that market participants take into account when pricing the financial liability

- **Subsequent measurement:** All financial liabilities of the Company are subsequently measured at amortized cost using the effective interest method.

Under the effective interest method, the future cash payments are exactly discounted to the initial recognition value using the effective interest rate. The cumulative amortization using the effective interest method of the difference between the initial recognition amount and the maturity amount is added to the initial recognition value (net of principal repayments, if any) of the financial liability over the relevant period of the financial liability to arrive at the amortized cost at each reporting date. The corresponding effect of the amortization under effective interest method is recognized as interest expense over the relevant period of the financial liability. The same is included under finance cost in the Statement of Profit and Loss.

- **De-recognition:** 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 de-recognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid is recognized in the Statement of Profit and Loss.

#### H. Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

#### I. Derivatives

The Company enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through profit or loss and are included in other income/ expenses.

#### J. Fair Value

The Company measures financial instruments at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy that categorizes into three levels, described as follows, the inputs to valuation techniques used to measure value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

- Level 1 - quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly
- Level 3 - inputs that are unobservable for the asset or liability

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period and discloses the same.

#### K. Foreign Currency Translation

- **Initial Recognition:** On initial recognition, transactions in foreign currencies entered into by the Company are recorded in the functional currency (i.e. Indian Rupees), by applying to the foreign currency amount, the spot exchange rate between the functional currency and the foreign currency at the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss.
- **Measurement of foreign currency items at reporting date:** Foreign currency monetary items of the Company are translated at the closing exchange rates. Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange

rate at the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is measured. Exchange differences arising out of these translations are recognized in the Statement of Profit and Loss.

#### L. Income Taxes

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

- **Current tax:** Current tax is the amount of income taxes payable in respect of taxable profit for a period. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible under the Income Tax Act, 1961.

Current tax is measured using tax rates that have been enacted by the end of reporting period for the amounts expected to be recovered from or paid to the taxation authorities.

- **Deferred tax:** Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit under Income Tax Act, 1961.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences, carry forward of unused tax credit (MAT Credit Entitlement) and any unused tax losses. Deferred tax assets are recognised to the extent it is probable that taxable profits will be available against which those deductible temporary difference can be utilized. In case of temporary differences that arise from initial recognition of assets or liabilities in a transaction that affect neither the taxable profit nor the accounting profit, deferred tax assets are not recognized. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the benefits of part or all of such deferred tax assets to be utilized.

- **Minimum Alternative Tax (MAT)** is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of credit to the statement of profit and loss and included in deferred tax assets. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

- **Presentation of current and deferred tax:** Current and deferred tax are recognized as income or an expense in the Statement of Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income, in which case, the current and deferred tax income/expense are recognized in Other Comprehensive Income.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Company has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.

**M. Provisions, Contingent Liabilities & Contingent Assets**

The Company recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated.

If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits. Contingent Assets are not recognized though are disclosed, where an inflow of economic benefits is probable.

**N. Cash and Cash Equivalents**

Cash and Cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances and demand deposits with banks where the original maturity is three months or less.

**O. Employee Benefits**

- **Short Term Employee Benefits:** All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized as an expense at the undiscounted amount in the Statement of Profit & Loss of the year in which related service is rendered.

- **Post-Employment Benefits:**

- **Provident Fund scheme:** Retirement benefit in the form of Provident Fund is a defined contribution scheme and the company recognizes contribution payable to the provident fund scheme as expenditure when an employee renders the related service. The Company has no obligations other than the contribution payable to the respective funds.

- **Gratuity scheme:** Gratuity liability, being a defined benefit obligation, is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

- **Recognition and measurement of Defined Benefit plans:** The cost of providing defined benefits is determined using the Projected Unit Credit method with actuarial valuations being carried out at each reporting date. The defined benefit obligations recognized in the Balance Sheet represent the present value of the defined benefit obligations as reduced by the fair value of plan assets, if applicable. Any defined benefit asset (negative defined benefit obligations resulting from this calculation) is recognized representing the present value of available refunds and reductions in future contributions to the plan.

All expenses represented by current service cost, past service cost, if any, and net interest on the defined benefit liability / (asset) are recognized in the Statement of Profit and Loss. Re-measurements of the net defined benefit liability/ (asset) comprising actuarial gains and losses and the return on the plan assets, are recognized in Other Comprehensive Income. Such re-measurements are not reclassified to the Statement of Profit and Loss in the subsequent periods. Re-measurement of defined benefit plans is recognised as a part of retained earnings in statement of changes in equity as per Division II of Schedule III of the Companies Act, 2013.

The Company presents the above liability/(asset) as current and non-current in the Balance Sheet as per actuarial valuation by the independent actuary;

**P. Leases**

Leases are classified as finance leases whenever the terms of the lease transfers substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

**The Company as lessor**

Amounts due from lessees' under finance leases are recorded as receivables at the amount of net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Company's net investment outstanding in respect of the leases. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

**The Company as lessee**

Assets held under finance leases are initially recognised at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation.

Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Company's general policy on borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Variable increases in lease payments which are linked to an inflation price index are considered as contingent rentals and are recognised on a straight-line basis. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

**Q. Borrowing Cost**

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized, if any. All other borrowing costs are expensed in the period in which they occur.

**R. Events after Reporting date**

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

**S. Research and Development**

Expenditure on research is recognized as an expense when it is incurred. Expenditure on development which does not meet the criteria for recognition as an intangible asset is recognized as an expense when it is incurred.

Items of property, plant and equipment and acquired Intangible Assets utilized for Research and Development are capitalized and depreciated in accordance with the policies stated for Property, Plant and Equipment and Intangible Assets.

**T. Earnings Per Share**

Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders are divided with the weighted average number of shares outstanding during the year after adjustment for the effects of all dilutive potential equity shares.

**U. Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Company.

**V. Non-Current Assets held for sale**

The Company classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use of the assets and actions required to complete such sale indicate that it is unlikely that significant changes to the plan to sell will be made or that the decision to sell will be withdrawn. Also, such assets are classified as held for sale only if the management expects to complete the sale within one year from the date of classification. On-current assets classified as held for sale are measured at the lower of their carrying amount and the fair value less cost to sell. Non-current assets are not depreciated or amortized.

**W.** All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per requirement of Schedule III, unless otherwise stated.

**2.1. Key Accounting Estimates & Judgements:**

The preparation of the Company's financial statements requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

**2.1.1. Significant judgments when applying Ind AS 115**

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions and incentives, if any, as specified in the contract with the customer. The Company exercises judgment in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

**2.1.2. Impairment of Non-current Assets**

Ind AS 36 requires that the Company assesses conditions that could cause an asset or a Cash Generating Unit (CGU) to become impaired and to test recoverability of potentially impaired assets. These conditions include internal and external factors such as the Company's market capitalization, significant changes in the Company's planned use of the assets or a significant adverse change in the expected prices, sales volumes or raw material cost. The identification of CGUs involves judgment, including assessment of where active markets exist, and the level of interdependency of cash inflows. CGU is usually the individual plant, unless the asset or asset Company is an integral part of a value chain where no independent prices for the intermediate products exist, a Company of plants is combined and managed to serve a common market, or where circumstances otherwise indicate significant interdependencies.

Determination of the recoverable amount involves management estimates on highly uncertain matters, such as commodity prices and their impact on markets and prices for upgraded products, development in demand, inflation, operating expenses and tax and legal systems. The Company uses internal business plans, quoted market prices and the Company's best estimate of commodity prices, currency rates, discount rates and other relevant information. A detailed forecast is developed for a period of three to five years with projections thereafter. The Company does not include a general growth factor to volumes or cash flows for the purpose of impairment tests, however, cash flows are generally increased by expected inflation and market recovery towards previously observed volumes is considered.

**2.1.3. Employee retirement plans**

The Company provides defined benefit employee retirement plans. Measurement of obligations under such plans require numerous assumptions and estimates that can have a significant impact on the recognized costs and obligation, such as future salary level, discount rate, attrition rate and mortality etc.

**2.1.4. Income taxes**

The Company calculates income tax expense based on reported income. Deferred income tax expense is calculated based on the differences between the carrying value of assets and liabilities for financial reporting purposes and their respective tax basis that are considered temporary in nature. Valuation of deferred tax assets is dependent on management's assessment of future recoverability of the deferred benefit. Expected recoverability may result from expected taxable income in the future, planned transactions or planned tax optimizing measures. Economic conditions may change and lead to a different conclusion regarding recoverability.

**2.1.5. Classification of leases**

The Company enters into leasing arrangements for various assets. The classification of the leasing arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialized nature of the leased asset.

**2.1.6. Useful lives of depreciable/ amortisable assets (tangible and intangible)**

Management reviews its estimate of the useful lives of depreciable/ amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, customer relationships, IT equipment and other plant and equipment.

**2.1.7. Recoverability of advances/ receivables**

At each balance sheet date, based on discussions with the respective counter-parties and internal assessment of their credit worthiness, the management assesses the recoverability of outstanding receivables and advances. Such assessment requires significant management judgement based on financial position of the counter-parties, market information and other relevant factor.

**2.1.8. Fair value measurements**

The Company applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with the market participants to price the instrument. The Company's assumptions are based on observable data as far as possible, otherwise on the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

**2.1.9. Contingent assets and liabilities, uncertain assets and liabilities**

Liabilities that are uncertain in timing or amount are recognized when a liability arises from a past event and an outflow of cash or other resources is probable and can be reasonably estimated. Contingent liabilities are possible obligations where a future event will determine

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 31<sup>st</sup> March 2019

whether Company will be required to make a payment to settle the liability, or where the size of the payment cannot be determined reliably. Material contingent liabilities are disclosed unless a future payment is considered remote. Evaluation of uncertain liabilities and contingent liabilities and assets requires judgment and assumptions regarding the probability of realization and the timing and amount, or range of amounts, that may ultimately be incurred. Such estimates may vary from the ultimate outcome as a result of differing interpretations of laws and facts.

### 2.2. New Standards / Amendments to Existing Standard issued but not yet effective upto the date of issuance of the Company's Financial Statement are disclosed below:

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind AS's which the Company has not applied as they are effective from 01 April, 2019: The Company will adopt new standard and amendment to existing standards with effect from April 1, 2019.

- a. **Ind AS 116:** Leases -Ind AS 116 will supersede the existing Ind AS 17. The new standard provides a comprehensive model to identify lease-arrangements and the treatment thereof in the financial statements of both the lessee and lessor. The new standard requires entities to make more judgments and estimates (e.g., determining when a customer has the right to direct the use of an identified asset, estimating the incremental rate of borrowing) and make more disclosures (e.g., discount rate, weighted average lease term, other qualitative and quantitative information).

Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Ind AS 17 required classifying leases as finance lease and operating lease, the same is not required under Ind AS 116. Under Ind AS 116, a lessee measures right-of-use assets similarly to other non-financial assets (such as property, plant and equipment) and lease liabilities similarly to other financial liabilities.

On initial application the Company will recognise new assets and liabilities for its operating leases of premises and other assets. The nature of expenses related to those leases will change from lease rent in previous periods to a) amortization change for the right-to-use asset, and b) interest accrued on lease liability.

Requirements with regard to lessor accounting are substantially similar to accounting requirements contained in Ind AS 17. Accordingly, a lessor will continue to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

The Company is proposing to use the 'Modified Retrospective Approach' for transitioning to Ind AS 116 without adjusting the Comparatives.

The Company has evaluated the impact and certain operating leases have to be brought onto the balance sheet in terms of the new standard and additional disclosure will be required.

- b. **Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments:** Ministry of Corporate Affairs has notified Ind AS 12 Appendix 'C' Uncertainty over Income Tax Treatments on March 31, 2019. According to the appendix, the company need to determine the probability of the relevant tax authority accepting each tax treatment, or the Company of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 31<sup>st</sup> March 2019

profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates. The Company has decided to adjust the cumulative effect in equity on the date of initial application without adjusting comparatives. The effect on adoption of Ind AS 12 Appendix C would be insignificant in the financial statements.

- c. **Amendment to Ind AS 12 – Income taxes:** Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes accordingly an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12. There is no impact of this amendment on the financial statements.
- d. **Amendment to Ind AS 19 – plan amendment, curtailment or settlement-** Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', On 31 March, 2019, in connection with accounting for plan amendments, curtailments and settlements. The Company does not have any impact on account of this amendment.
- e. **Ind AS 23 – Borrowing Costs -**The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any significant impact from this amendment.

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 31<sup>st</sup> March 2019

### 3. PROPERTY, PLANT AND EQUIPMENT

INR in Lakhs  
(For the year ended 31<sup>st</sup> March 2019)

Description	Gross block		Accumulated depreciation		Net block	
	As at 1st April 2018	Additions / adjustments	Deductions	For the Year	Upto 31st March 2019	As at 31st March 2019
Freehold land	267.81	-	-	-	-	267.81
Land Improvement	38.24	-	-	0.42	5.51	32.73
Building	3,996.80	84.16	-	99.76	938.20	3,142.76
Plant and machinery	16,289.34	653.29	74.80	1,501.59	8,353.07	8,514.76
Furniture and fixtures	356.78	11.03	-	22.10	258.22	109.59
Vehicles	137.72	22.25	6.39	17.42	92.41	61.17
Office equipment's	69.04	0.32	0.12	2.67	59.57	9.67
<b>Total</b>	<b>21,155.73</b>	<b>771.05</b>	<b>81.31</b>	<b>1,643.96</b>	<b>9,706.98</b>	<b>12,138.49</b>

INR in Lakhs  
(For the year ended 31<sup>st</sup> March 2018)

Description	Gross block		Accumulated depreciation		Net block	
	As at 1st April 2017	Additions / adjustments	Deductions	For the Year	Upto 31st March 2018	As at 31st March 2018
Freehold land	267.81	-	-	-	-	267.81
Land Improvement	38.24	-	-	0.42	5.09	33.15
Building	2,759.15	1,237.65	-	94.65	838.44	3,158.36
Plant and machinery	14,014.80	2,730.22	455.68	1,233.74	6,876.13	9,413.21
Furniture and fixtures	319.36	37.42	-	27.51	236.12	120.66
Vehicles	137.72	-	-	17.65	79.32	58.39
Office equipment's	60.05	8.99	-	2.69	56.91	12.13
<b>Total</b>	<b>17,597.13</b>	<b>4,014.28</b>	<b>455.68</b>	<b>1,376.66</b>	<b>8,092.01</b>	<b>13,063.73</b>

\* Registration of 3 (three) buildings with gross value of INR 1321.80 lakh (Net carrying amount INR. 1295.35 lakh) is pending .

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 31<sup>st</sup> March 2019

### 4. CAPITAL WORK IN PROGRESS

INR in Lakhs

Description	As at 1st April 2017	As at 1st April 2018	Additions / adjustments	As at 31st March 2018	Capitalised during the year	As at 31st March 2019
Capital Work in Progress		124.03	3,893.83	3.58	958.50	191.03
Total		124.03	3,893.83	3.58	958.50	191.03

a. Capital Work-in-Progress as at March 31, 2019 mainly comprises of Plant & Machinery and Furniture and Fixtures of the Company

### 5. INTANGIBLE ASSETS

INR in Lakhs  
(For the year ended 31<sup>st</sup> March 2019)

Description	Gross block		Accumulated depreciation		Net block	
	As at 1st April 2018	Additions / adjustments	Deductions	For the Year	Upto 31st March 2019	As at 31st March 2019
Computer Software	8.63	1.13	-	1.63	5.01	4.74
Total	8.63	1.13	-	1.63	5.01	4.74

INR in Lakhs  
(For the year ended 31<sup>st</sup> March 2018)

Description	Gross block		Accumulated depreciation		Net block	
	As at 1st April 2017	Additions / adjustments	Deductions	For the Year	Upto 31st March 2018	As at 31st March 2018
Computer Software	8.45	0.18	-	1.39	3.38	5.25
Total	8.45	0.18	-	1.39	3.38	5.25

### 6. INTANGIBLE ASSETS UNDER DEVELOPMENT

INR in Lakhs

Description	As at 1st April 2017	Additions / adjustments	Capitalised during the year	As at 31st March 2019	Capitalised during the year	As at 31st March 2019
	Implementation of SAP	-	-	-	-	-
Total	-	-	-	-	-	37.00



NOTES TO THE FINANCIAL STATEMENTS for the year ended 31<sup>st</sup> March 2019

7. INVESTMENTS

INR in Lakhs

	Face Value per share (₹)	Quantity	Non Current	
			Amount	
			As at 31st March 2019	As at 31st March 2018
<b>Equity investments designated at Fair Value through Other Comprehensive Income</b>				
<b>Investments in Quoted Equity Instruments</b>				
Equity shares of INR 10 each fully paid-up in Genesis Exports Ltd	10	75,330	12,210.31	15,968.45
			<b>12,210.31</b>	<b>15,968.45</b>
<b>Aggregate Quoted Investments-At cost</b>			<b>8.80</b>	<b>8.80</b>
<b>Aggregate Quoted Investments-At Market Value</b>			<b>12,210.31</b>	<b>15,968.45</b>

7. CURRENT INVESTMENTS

INR in Lakhs

	As at 31 <sup>st</sup> March 2019		As at 31 <sup>st</sup> March 2018	
	Quantity	Amount	Quantity	Amount
<b>Investments designated at Fair Value through Profit and Loss</b>				
<b>Investments in Mutual funds (Unquoted)</b>				
Franklin India Short term Income Plan - (Direct)	1,49,694	6,280.71	1,49,694	5,723.02
Birla Sun Life Short Term Fund- Growth Regular Plan	17,71,326	1,269.10	42,28,527	2,808.20
HDFC Short Term Plan	-	-	74,02,578	2,549.00
HDFC Credit Risk Debt Fund	49,75,884	759.08	-	-
HDFC Credit Risk Debt Fund - Direct Growth*	2,17,10,536	3,456.01	-	-
ICICI Prudential Regular Saving Fund Growth	2,37,90,151	5,003.28	1,16,07,908	2,259.10
ICICI Prudential Short Term Direct Plan Growth Option	45,55,576	1,837.93	45,55,576	1,707.59
Kotak Equity Arbitrage Fund - Direct Fortnight Dividend	68,25,107	1,606.56	64,44,001	1,518.08
SBI Short Term Debt Fund Regular Plan Growth	-	-	46,59,572	933.13
SBI Corporate Bond Fund Direct	28,33,604	878.18	28,33,604	815.01
Kotak Income Opp. Fund Direct Plan Growth	95,78,650	2,062.99	37,91,223	761.03
HDFC Short Term Opportunities Fund	-	-	34,74,201	666.17
Franklin India Short term Income Plan - (Retail Plan)	-	-	6,526	239.50
HDFC Equity Opportunities Fund -II Series	20,00,000	215.04	20,00,000	193.72
		<b>23,368.88</b>		<b>20,173.55</b>
<b>* Refer Note No. 40</b>				
<b>Aggregate Un-Quoted Investments- At cost</b>		20,810.23		17,786.46
<b>Aggregate Un-Quoted Investments- At Market Value</b>		23,368.88		20,173.55
<b>Aggregate amount of Impairment in value of Unquoted Investments</b>		-		-

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31<sup>st</sup> March 2019

8. LOANS

INR in Lakhs

	Non - Current		Current	
	As at 31st March 2019	As at 31st March 2018	As at 31st March 2019	As at 31st March 2018
(Unsecured, considered good unless otherwise stated)				
Security deposits	378.74	343.49	-	40.00
	<b>378.74</b>	<b>343.49</b>	<b>-</b>	<b>40.00</b>

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

9. OTHERS FINANCIAL ASSETS

INR in Lakhs

	As at 31st March 2019	As at 31st March 2018
Advances recoverable in cash or in kind (Unsecured)		
Unsecured, Considered Good	12.44	10.73
Interest accrued on deposits	7.27	20.57
Licence in hand	16.13	16.02
Accrued Export and Other Incentives	66.08	82.13
	<b>101.92</b>	<b>129.45</b>

10. INCOME TAX ASSET

INR in Lakhs

	Non - Current		Current	
	As at 31st March 2019	As at 31st March 2018	As at 31st March 2019	As at 31st March 2018
Advance payment of Tax (net of provisions)	22.84	0.61	-	-
Income Tax Refundable	9.58	9.25	-	-
Deposit with Income Tax Dept.	5.36	5.36	-	-
FBT Refundable	0.06	0.06	-	-
	<b>37.84</b>	<b>15.28</b>	<b>-</b>	<b>-</b>

11. OTHER NON CURRENT ASSETS

INR in Lakhs

	Non - Current		Current	
	As at 31st March 2019	As at 31st March 2018	As at 31st March 2019	As at 31st March 2018
<b>Capital Advance</b>				
Unsecured, Considered Good	331.87	8.80	-	-
Unsecured, Considered Doubtful	1.42	1.42	-	-
Less: Provision for doubtful advances	(1.42)	(1.42)	-	-
	<b>331.87</b>	<b>8.80</b>	<b>-</b>	<b>-</b>
<b>Other Advances</b>				
Advance paid to suppliers (Unsecured Considered Goods)	-	-	142.33	94.70
Unsecured, Considered Doubtful	-	-	7.37	7.37
Less: Provision for doubtful advances	-	-	(7.37)	(7.37)
	<b>-</b>	<b>-</b>	<b>142.33</b>	<b>94.70</b>
Prepaid Expenses (Mainly consist Prepayment of Leasehold Land -considered as Operating Lease)	1,080.17	217.98	49.53	40.30

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31<sup>st</sup> March 2019

11. OTHER NON CURRENT ASSETS

INR in Lakhs

	Non - Current		Current	
	As at 31st March 2019	As at 31st March 2018	As at 31st March 2019	As at 31st March 2018
Balance with Customs, Port Trusts, Excise etc.	-	-	3.32	30.04
<b>Other Receivables</b>				
Unsecured, Considered Goods	-	-	7.26	1.32
Unsecured, Considered Doubtful	12.70	15.24	-	-
Less: Provision for doubtful advances	(12.70)	(15.24)	-	-
	<b>1,080.17</b>	<b>217.98</b>	<b>60.11</b>	<b>71.66</b>
	<b>1,412.04</b>	<b>226.78</b>	<b>202.44</b>	<b>166.36</b>

12. INVENTORIES

INR in Lakhs

	As at 31st March 2019	As at 31st March 2018
<b>(As valued and certified by management)</b>		
Work in Progress	2,772.26	1,494.79
Finished Goods	663.28	398.30
Raw Materials	606.28	547.15
Packing Material	157.61	148.12
Stores & Spares(including Oil & Repair Stock)	600.17	537.09
Stock in Trade	36.03	27.50
	<b>4,835.63</b>	<b>3,152.95</b>
<b>The above includes goods-in-transit as under:</b>		
Raw Materials	0.51	0.38
Stores & Spares(including Oil & Repair Stock)	19.68	7.65

13. TRADE RECEIVABLE

INR in Lakhs

	As at 31st March 2019	As at 31st March 2018
Trade Receivables	4,872.64	4,128.51
Receivables from Related Party	-	-
Less : loss Allowance	(48.76)	(41.22)
<b>Total Receivables</b>	<b>4,823.88</b>	<b>4,087.29</b>
Current Portion	<b>4,823.88</b>	<b>4,087.29</b>
Non Current Portion	-	-
<b>Break up of Security Details</b>		
Trade Receivables considered Goods - Secured	151.94	144.95
Trade Receivables considered Goods - Un Secured	4,720.70	3,983.56
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - Credit impaired	-	-
<b>Total</b>	<b>4,872.64</b>	<b>4,128.51</b>
Loss Allowance	(48.76)	(41.22)
<b>Total Trade Receivables</b>	<b>4,823.88</b>	<b>4,087.29</b>

Trade receivables are non-interest bearing and are generally on terms of 45 to 60 days.

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

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31<sup>st</sup> March 2019

Ageing (As on 31st March 2019)	0-30 days old	30-60 days old	60-90 days old	>90 days old	Total
Gross carrying amount	3,472.23	944.97	270.82	184.62	4,872.64
Expected loss rate					1%
Expected credit loss provision	34.72	9.45	2.71	1.88	48.76
Carrying amount of trade receivables (Net of impairment)	<b>3,437.51</b>	<b>935.52</b>	<b>268.11</b>	<b>182.74</b>	<b>4,823.88</b>

Ageing (As on 31st March 2018)	0-30 days old	30-60 days old	60-90 days old	>90 days old	Total
Gross carrying amount	3,232.97	541.31	274.34	79.89	4,128.51
Expected loss rate					1%
Expected credit loss provision	22.63	8.93	7.54	2.12	41.22
Carrying amount of trade receivables (Net of impairment)	<b>3,210.34</b>	<b>532.38</b>	<b>266.80</b>	<b>77.77</b>	<b>4,087.29</b>

Reconciliation of expected credit loss provision

Particulars	Unlisted equity securities
<b>As at 31st March 2018</b>	<b>41.22</b>
Changes in provision	7.54
<b>As at 31st March 2019</b>	<b>48.76</b>

14. CASH AND CASH EQUIVALENTS

INR in Lakhs

	As at 31st March 2019	As at 31st March 2018
Cash in hand	1.46	3.17
<b>Balances with banks</b>		
Current accounts	68.67	55.92
Cheque in Hand	5.03	-
	<b>75.16</b>	<b>59.09</b>

15. OTHER BANK BALANCES

INR in Lakhs

	As at 31st March 2019	As at 31st March 2018
On Unpaid Dividend Account	36.04	33.40
Earmarked Balances with Banks	266.72	186.62
	<b>302.76</b>	<b>220.02</b>

16. EQUITY SHARE CAPITAL

Number of shares

INR in Lakhs

	As at 31st March 2019	As at 31st March 2018	As at 31st March 2019	As at 31st March 2018
<b>Authorised capital</b>				
Equity shares of INR 2 each	11,10,00,000	11,10,00,000	2,220.00	2,220.00
			<b>2,220.00</b>	<b>2,220.00</b>
Issued and subscribed capital & fully paid-up				
Equity shares of INR 2 each	11,10,00,000	11,10,00,000	2,220.00	2,220.00
			<b>2,220.00</b>	<b>2,220.00</b>

**a) Reconciliation of equity shares outstanding at the beginning and at the end of the year.**

	Number of shares		INR in Lakhs	
	As at 31st March 2019	As at 31st March 2018	As at 31st March 2019	As at 31st March 2018
<b>Equity Shares with voting rights</b>				
Opening balance	11,00,00,000	5,50,00,000	2,220.00	1,110.00
Add: Bonus Shares issued (Refer Note-f)	-	5,50,00,000	-	1,110.00
Closing balance	11,00,00,000	11,00,00,000	2,220.00	2,220.00
<b>Total Equity shares outstanding</b>	<b>11,00,00,000</b>	<b>11,00,00,000</b>	<b>2,220.00</b>	<b>2,220.00</b>

**b) Details of shareholders holding more than 5% in the Company:**

	As at 31st March 2019		As at 31st March 2018	
	Number of shares of ₹2 per share	Percentage of holding	Number of shares of ₹2 per share	Percentage of holding
Genesis Exports Limited	5,10,49,000	45.99%	5,07,09,000	45.68%
Ajit Jhunjunwala	83,93,000	7.56%	98,93,000	8.91%

As per the records of the company, the above shareholding represents both legal and beneficial ownership of shares.

**c) Terms / Rights attached to Equity Shares:**

The Company has only one class of issued shares i.e., Ordinary Shares having par value of INR 2 per share. Each holder of the Ordinary Shares is entitled to one vote per share and equal right for dividend. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the ordinary shareholders are eligible to receive the remaining assets of the Company after payment of all preferential amounts, in proportion to their shareholding.

**d) Shareholding Pattern with respect of Holding Company or Ultimate Holding Company:**

The Company does not have any Holding Company or Ultimate Holding Company.

**e)** No ordinary shares have been reserved for issue under options and contracts/commitments for the sale of shares/ disinvestment as at the Balance Sheet date.

**f)** The Company has allotted 5,55,00,000 bonus equity shares of Rs. 2 each as per the approval accorded by the shareholders of the company on March 13, 2018 by capitalisation of general reserve.

**g)** The Company has not bought back any shares during the period of five years preceding the date at which the Balance Sheet is prepared

**h)** No securities convertible into Equity/ Preference shares have been issued by the Company during the year.

**i)** No calls are unpaid by any Director or Officer of the Company during the year.

**17. OTHER EQUITY**

**a) Securities Premium**

Securities Premium is used to record premium received on issue of shares. The reserve is utilised in accordance with the provisions of Companies Act, 2013.

Particulars	INR in Lakhs	
	As at 31st March 2019	As at 31st March 2018
Opening balance	5,620.27	5,620.27
Changes during the year	-	-
	<b>5,620.27</b>	<b>5,620.27</b>

**17. OTHER EQUITY (Contd.)**

**b) General reserve**

General Reserves is used from time to time to transfer profits from Retained earnings for appropriation purpose. This reserve will be utilised in accordance with the provision of the Companies Act, 2013.

Particulars	INR in Lakhs	
	As at 31st March 2019	As at 31st March 2018
Opening balance	5,040.00	5,150.00
Issue of Bonus Shares {Refer Note No. 16(f)}	-	(1,110.00)
Transfer from Retained Earning	1,000.00	1,000.00
	<b>6,040.00</b>	<b>5,040.00</b>

**c) Retained earnings**

Particulars	INR in Lakhs	
	As at 31st March 2019	As at 31st March 2018
Opening balance	23,379.78	18,382.84
Add: Remeasurement of defined benefit obligation (net of tax)	(58.06)	(10.87)
Add: Profit for the period	7,403.53	7,343.78
	<b>30,725.25</b>	<b>25,715.75</b>
Less: Transfer to General Reserve	1,000.00	1,000.00
Less: Dividend on Equity Shares	1,221.00	1,110.00
Less: Dividend Distribution Tax	250.98	225.97
	<b>28,253.27</b>	<b>23,379.78</b>

**d) Other Comprehensive Income**

The company has elected to recognise changes in the fair value of quoted investments in equity securities in OCI. These changes are accumulated within the FVOCI equity investment reserve within equity. The company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

Particulars	INR in Lakhs	
	As at 31st March 2019	As at 31st March 2018
<b>Equity instrument through Other Comprehensive Income</b>		
Balance at the beginning of the year	14,100.34	13,216.97
Add/(Less): Change in Fair Value (net of tax)	(3,320.06)	883.37
<b>Balance at the end of the year</b>	<b>10,780.28</b>	<b>14,100.34</b>
<b>TOTAL OTHER EQUITY</b>	<b>50,693.82</b>	<b>48,140.39</b>

**18. OTHER FINANCIAL LIABILITY**

	Non-Current		Current	
	As at 31st March 2019	As at 31st March 2018	As at 31st March 2019	As at 31st March 2018
Liability under Litigation	-	-	372.20	303.55
Employee related Liability	-	-	500.29	442.78
Payable against purchase of capital assets	-	-	55.47	370.87
Trade and other deposits- unsecured	151.94	144.95	-	-
Unclaimed dividends	-	-	36.04	33.40
Other Payables	-	-	392.57	299.37
	<b>151.94</b>	<b>144.95</b>	<b>1,356.57</b>	<b>1,449.97</b>

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31<sup>st</sup> March 2019

19. DEFERRED TAX

INR in Lakhs

	As at 31st March 2019	As at 31st March 2018
<b>Deferred Tax Liabilities</b>		
Property, Plant & Equipment's & Intangible Assets	1,142.20	1,128.93
Deferred Tax Liability on Fair valuation of Mutual Funds	734.71	547.87
Deferred Tax Liability on Fair valuation of Equity Instruments	1,421.23	1,859.30
Deferred Tax Liability on Fair valuation of Land	43.34	43.34
	<b>3,341.48</b>	<b>3,579.44</b>
<b>Deferred Tax Assets</b>		
Allowance for credit loss	17.04	14.40
Expenses allowable under Income Tax on payments	-	-
	<b>17.04</b>	<b>14.40</b>
<b>Deferred Tax Liabilities (Net)</b>	<b>3,324.44</b>	<b>3,565.04</b>

Movement in deferred tax asset and deferred tax liabilities during the year ended 31<sup>st</sup> March, 2018 and 31<sup>st</sup> March, 2019

INR in Lakhs

Particulars	As at 31st March, 2018	Recognised in Statement of Profit & Loss	Recognised in OCI	As at 31st March, 2019
<b>Deferred Tax Liabilities</b>				
Property, Plant & Equipment's & Intangible Assets	1,128.93	13.27	-	1,142.20
Fair valuation of Mutual Funds	547.87	186.84	-	734.71
Fair valuation of Equity Instruments	1,859.30	-	(438.07)	1,421.23
Deferred Tax Liability on Fair valuation of Land	43.34	-	-	43.34
	<b>3,579.44</b>	<b>200.11</b>	<b>(438.07)</b>	<b>3,341.48</b>
<b>Deferred Tax Assets</b>				
Allowance for credit loss	14.40	2.64	-	17.04
Expenses allowable under Income Tax on payments basis	-	-	-	-
	<b>14.40</b>	<b>2.64</b>	<b>-</b>	<b>17.04</b>
<b>Deferred Tax Liabilities (Net)</b>	<b>3,565.04</b>	<b>197.47</b>	<b>(438.07)</b>	<b>3,324.44</b>

INR in Lakhs

Particulars	As at 31 <sup>st</sup> March 2017	Recognised in Statement of Profit & Loss	Recognised in OCI	As at 31 <sup>st</sup> March 2018
<b>Deferred Tax Liabilities</b>				
Property, Plant & Equipment's & Intangible Assets	1,090.68	38.25	-	1,128.93
Fair valuation of Mutual Funds	757.83	(209.96)	-	547.87
Fair valuation of Equity Instruments	1,724.21	-	135.09	1,859.30
Deferred Tax Liability on Fair valuation of Land	43.34	-	-	43.34
	<b>3,616.06</b>	<b>(171.71)</b>	<b>135.09</b>	<b>3,579.44</b>
<b>Deferred Tax Assets</b>				
Allowance for credit loss	9.49	4.91	-	14.40
Expense allowed under Income Tax on payment basis	23.18	(23.18)	-	-
	<b>32.67</b>	<b>(18.27)</b>	<b>-</b>	<b>14.40</b>
<b>Deferred Tax Liabilities (Net)</b>	<b>3,583.39</b>	<b>(153.44)</b>	<b>135.09</b>	<b>3,565.04</b>

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31<sup>st</sup> March 2019

20. BORROWINGS

INR in Lakhs

	Current	
	As at 31st March 2019	As at 31st March 2018
Secured		
Repayable on demand :		
From banks	89.02	385.59
	<b>89.02</b>	<b>385.59</b>

20.1. Working capital borrowing from banks is secured by hypothecation of Current Assets of the Company. The rate of interest payable on Working Capital Borrowing is 9.50% p.a.(P.Y.-8.90%)

21. TRADE PAYABLES

INR in Lakhs

	Current	
	As at 31st March 2019	As at 31st March 2018
<b>(Trade payables for goods and services)</b>		
Total outstanding dues of creditors		
to micro enterprises and small enterprises	304.32	-
to other than micro enterprises and small enterprises	984.77	991.63
	<b>1,289.09</b>	<b>991.63</b>

Disclosure as required under the Micro, Small and Medium Enterprises Development Act, 2006, to the extent ascertained and as per notification number GSR 679 (E) dated 4th September, 2015.

Sl. No.	Particulars	As at 31st March 2019	As at 31st March 2018
i	The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each financial year.	304.32	Nil
ii	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	Nil	Nil
iii	The amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil
iv	The amount of interest accrued and remaining unpaid at the end of each accounting year.	Nil	Nil
v	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil

The above information has been determined to the extent such parties have been identified on the basis of information available with the company.

22. OTHER LIABILITIES

INR in Lakhs

	Current	
	As at 31st March 2019	As at 31st March 2018
Statutory dues payable	428.99	409.23
	<b>428.99</b>	<b>409.23</b>

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31<sup>st</sup> March 2019

23. PROVISIONS

INR in Lakhs

	Current	
	As at 31st March 2019	As at 31st March 2018
Provision for leave encashment	58.82	50.86
Provision for gratuity	146.70	63.92
<b>Total</b>	<b>205.52</b>	<b>114.78</b>

24. CURRENT TAX LIABILITY

INR in Lakhs

	Current	
	As at 31st March 2019	As at 31st March 2018
Provision for taxation (Net of Advances)	289.87	161.12
<b>Total</b>	<b>289.87</b>	<b>161.12</b>

25. REVENUE FROM OPERATIONS

INR in Lakhs

	For the year ended 31st March 2019	For the year ended 31st March 2018
	<b>Sale of Products</b>	
Glass & Glassware	27,395.61	25,637.19
Electricity	29.37	18.31
	<b>27,424.98</b>	<b>25,655.50</b>
<b>Other Operating Revenues</b>		
Scrap Sales	31.37	50.79
Export Incentives	180.53	238.99
Budgetary Support under GST Regime	172.89	-
	<b>384.79</b>	<b>289.78</b>
<b>Total</b>	<b>27,809.77</b>	<b>25,945.28</b>

NATURE OF GOODS AND SERVICES

The Company is engaged in the manufacturing of Glass & Glassware Products and generates revenue from the sale of Glass ware and the same is only the reportable segment of the Company.

DISAGGREGATION OF REVENUE

In the following table, revenue is disaggregated by primary geographical market, major products lines and timing of revenue recognition.

	For the year ended 31st March 2019
	<b>i) Primary Geographical Markets</b>
Within India	23,487.18
Outside India	3,937.80
<b>Total</b>	<b>27,424.98</b>

	For the year ended 31st March 2019
	<b>ii) Major Products</b>
Glass & Glassware Product	27,395.61
Others	29.37
<b>Total</b>	<b>27,424.98</b>

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31<sup>st</sup> March 2019

25. REVENUE FROM OPERATIONS (Contd.)

INR in Lakhs

	For the year ended 31st March 2019
<b>iii) Timing of Revenue</b>	
At a point in time	27,424.98
Over time	-
<b>Total</b>	<b>27,424.98</b>

	For the year ended 31st March 2019
<b>iv) Contract Duration</b>	
Long Term	-
Short Term	27,424.98
<b>Total</b>	<b>27,424.98</b>

	For the year ended 31st March 2019
<b>v) Sales Channel</b>	
Direct to Customers	27,424.98
Through Intermediaries	-
<b>Total</b>	<b>27,424.98</b>

Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers Receivables, which are included in 'Trade receivables'

Trade Receivables	4,823.88
Contract assets	-
Contract liabilities	71.60

Other Information

a) Transaction price allocated to the remaining performance obligations	NIL
b) The amount of revenue recognised in the current year that was included in the opening contract liability balance	Nil
c) The amount of revenue recognised in the current year from performance obligations satisfied fully or partially in previous years	<b>Nil</b>
d) Performance obligations- The Company satisfy the performance obligation on shipment/delivery.	<b>Nil</b>
e) Significant payment terms	
Financing Component	<b>Nil</b>
Volume Discount	<b>68.72</b>

The Company has consistently applied the accounting policies to all periods presented in these financial statements. The Company has adopted Ind AS 115 Revenue from Contracts with Customers with a date of initial application of April 01, 2018. As a result, the Company has changed its accounting policy for revenue recognition. The company has adopted modified retrospective approach and had applied Ind AS 115 only retrospectively to the current period by recognizing the cumulative effect of initially applying Ind AS-115 as an adjustment to the opening balance of retained earnings at the date of initial application i.e. April 1, 2018. Under the modified retrospective method, the comparative information in the financial statement is not restated and would be presented based on the requirements of the previous standards (e.g. Ind AS-18). However there is no Impacts on financial statements with respect to change in accounting policy.

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31<sup>st</sup> March 2019

26. OTHER INCOME

	INR in Lakhs	
	Year ended 31st March 2019	Year ended 31st March 2018
Interest Income	30.78	27.23
Dividend on Current Investments	89.57	50.18
Net Gain/ (Loss) on Investments measured at fair value through Profit & Loss	1,016.37	1,226.88
Recovery / adjustments against Provision for Doubtful Receivable	3.93	3.53
Unspent Liability & unclaimed balances Written Back	32.87	9.30
Insurance & Other Claims	-	0.44
Gain on Redemption of Current Investments	542.51	-
Gain on Exchange Fluctuation (Net)	-	1.28
Miscellaneous Receipts	23.78	8.83
	<b>1,739.81</b>	<b>1,327.67</b>

27. COST OF MATERIAL CONSUMED

	INR in Lakhs	
	Year ended 31st March 2019	Year ended 31st March 2018
<b>Raw Materials</b>		
Inventory at the beginning of the year	547.15	485.28
Add: Purchases	3,719.92	2,876.67
Less: Inventory at the end of the year	(606.28)	(547.15)
	<b>3,660.79</b>	<b>2,814.80</b>
<b>Packing Materials Consumed</b>		
Inventory at the beginning of the year	148.12	188.84
Add: Purchases	1,725.98	1,576.70
Less: Inventory at the end of the year	(157.61)	(148.12)
	<b>1,716.49</b>	<b>1,617.42</b>
	<b>5,377.28</b>	<b>4,432.22</b>

28. PURCHASE OF STOCK IN TRADE

	INR in Lakhs	
	Year ended 31st March 2019	Year ended 31st March 2018
Glass & Glassware	78.07	85.72
	<b>78.07</b>	<b>85.72</b>

29. CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

	INR in Lakhs	
	Year ended 31st March 2019	Year ended 31st March 2018
<b>Opening stock</b>		
Stock in Trade	27.50	39.81
Work in Progress	1,494.79	1,676.16
Finished Goods	398.30	485.14
	<b>1,920.59</b>	<b>2,201.11</b>
<b>Closing stock</b>		
Stock in Trade	36.03	27.50
Work in Progress	2,772.26	1,494.79
Finished Goods	663.28	398.30
	<b>3,471.57</b>	<b>1,920.59</b>
	<b>(1,550.98)</b>	<b>280.52</b>

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31<sup>st</sup> March 2019

30. EMPLOYEE BENEFIT EXPENSE \*

	INR in Lakhs	
	Year ended 31st March 2019	Year ended 31st March 2018
Salaries, Wages, Bonus, Incentives & Leave pay	4,108.28	3,477.72
Contribution to Provident and other fund	282.84	247.37
Staff Welfare Expenses	56.63	55.67
	<b>4,447.75</b>	<b>3,780.76</b>

\* For descriptive notes on disclosure of defined benefit obligation refer note 41

31. FINANCE COSTS

	INR in Lakhs	
	Year ended 31st March 2019	Year ended 31st March 2018
Interest Expenses	28.50	34.97
Other Finance Charges	39.69	48.55
	<b>68.19</b>	<b>83.52</b>

32. DEPRECIATION AND AMORTISATION EXPENSES

	INR in Lakhs	
	Year ended 31st March 2019	Year ended 31st March 2018
On Property, Plant & Equipment	1,643.96	1,376.66
On Intangible Assets	1.63	1.39
	<b>1,645.59</b>	<b>1,378.05</b>

33. OTHER EXPENSES

	INR in Lakhs	
	Year ended 31st March 2019	Year ended 31st March 2018
Power & Fuel	4,500.05	3,396.83
Consumption of Stores, Spares and Consumables	659.10	586.32
Repair and Maintenance		
Plant & Machinery	49.15	50.09
Building	26.91	40.03
Others	15.83	15.12
Freight and forwarding charges	91.89	105.24
Advertisement and Sales Promotion	922.74	863.31
Directors' Commission	598.29	85.82
Loss on Discarded Assets	472.49	438.39
Travelling and conveyance	34.90	260.88
Legal and professional fees	234.46	220.09
Expenses on Corporate Social Responsibility (Refer Note No. 46)	113.21	140.05
Rent and Hire Charges	129.36	97.49
<b>Provision for Doubtful Receivables &amp; Advances</b>		
Irrecoverable debts / advances written off	58.80	51.07
Less : Adjusted against Provision	6.05	60.75
Rates & Taxes	6.05	18.49
Brokerage & Commission	16.14	42.26
	18.22	28.34
		26.71

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31<sup>st</sup> March 2019

33. OTHER EXPENSES (Contd.)

INR in Lakhs

	Year ended 31st March 2019	Year ended 31st March 2018
Provision for Doubtful Receivables & Advances	14.97	23.99
Breakage	10.60	20.02
Insurance	18.11	18.97
Payment to Auditor		
Audit Fees	9.00	7.00
In other capacity for Certificates	7.55	3.85
Directors' sitting fees	12.30	10.80
Donation	1.15	2.52
Loss on Exchange Fluctuations (Net)	18.42	-
Miscellaneous Expenses	279.71	240.10
	<b>8,221.46</b>	<b>6,670.05</b>

34. TAX EXPENSE

INR in Lakhs

	Year ended 31st March 2019	Year ended 31st March 2018
<b>Income Tax Recognised in the Statement of Profit and Loss</b>		
Current Tax for the year	3,653.26	3,355.75
Income Tax for earlier years	7.96	-
Current Tax	3,661.22	3,355.75
Deferred Tax	197.47	(153.44)
	<b>3,858.69</b>	<b>3,202.31</b>
<b>Income Tax expenses recognised in OCI</b>		
Current Tax for the year	31.18	5.75
Deferred Tax	-	-
Deferred Tax benefit on fair value gain on Investments in Equity instrument through OCI	438.08	(135.09)
	<b>469.26</b>	<b>(129.34)</b>

Reconciliation of tax expense and the accounting profit multiplied by India's tax rate: INR in Lakhs

Particulars	Year ended 31st March 2019	Year ended 31st March 2018
Accounting profit before income tax	11,262.21	10,546.09
Indian Statutory income tax rate	34.944%	34.608%
<b>Estimated Income Tax Expense</b>	<b>3,935.47</b>	<b>3,649.79</b>
<b>Tax effect of adjustments to reconcile expected Income tax expense to reported Income tax expense</b>		
Effect of Income that is exempted from Tax	31.30	17.36
Tax on Non Deductible Expenses	5.91	2.81
Corporate Social Responsibility	(19.74)	(21.09)
Effect of Income which is taxed at Special rate	102.09	492.80
Due to Change in substantively enacted tax rates	-	(35.83)
Others	(42.78)	(8.57)
	<b>76.78</b>	<b>447.48</b>
<b>Income tax expense in Statement of Profit &amp; Loss</b>	<b>3,858.69</b>	<b>3,202.31</b>

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31<sup>st</sup> March 2019

35. OTHER COMPREHENSIVE INCOME

INR in Lakhs

	Year ended 31st March 2019	Year ended 31st March 2018
<b>Items that will not be reclassified to profit or loss</b>		
Remeasurement of the defined benefit plans	(89.24)	(16.62)
Less: Tax expense on the above	31.18	5.75
	<b>(58.06)</b>	<b>(10.87)</b>
Equity Instruments through Other Comprehensive Income	(3,758.14)	1,018.46
Less: Tax expense on the above	438.08	(135.09)
	<b>(3,320.06)</b>	<b>883.37</b>
<b>Total Other Comprehensive Income</b>	<b>(3,378.12)</b>	<b>872.50</b>

36. FINANCIAL INSTRUMENTS

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments. The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 1.2.(G & H) to the financial statements.

i) Financial assets & liabilities

The following tables presents the carrying value and fair value of each category of financial assets and liabilities as at March 31, 2019, March 31, 2018.

INR in Lakhs

Particulars	As at 31st March 2019			As at 31st March 2018		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
<b>Financial assets</b>						
Investments						
Equity instruments	-	12,210.31	-	-	15,968.45	-
Mutual Funds	23,368.88	-	-	20,173.55	-	-
Trade receivables	-	-	4,823.88	-	-	4,087.29
Cash and cash equivalents	-	-	75.16	-	-	59.09
Other Bank Balances	-	-	302.76	-	-	220.02
Loans	-	-	378.74	-	-	383.49
Other Financial Assets	-	-	101.92	-	-	129.45
<b>Total</b>	<b>23,368.88</b>	<b>12,210.31</b>	<b>5,682.46</b>	<b>20,173.55</b>	<b>15,968.45</b>	<b>4,879.34</b>
<b>Financial liabilities</b>						
Borrowings	-	-	89.02	-	-	385.59
Trade payable	-	-	1,289.09	-	-	991.63
Other Financial Liabilities	-	-	1,508.51	-	-	1,594.92
<b>Total</b>	<b>-</b>	<b>-</b>	<b>2,886.62</b>	<b>-</b>	<b>-</b>	<b>2,972.14</b>

ii) Fair values hierarchy

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below:

**Quoted prices in an active market (Level 1):** This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of investment in quoted equity shares, and mutual fund investments.

**Valuation techniques with observable inputs (Level 2):** This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices). This level of hierarchy includes Company's over-the-counter (OTC) derivative contracts.

**Valuation techniques with significant unobservable inputs (Level 3):** This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

36. FINANCIAL INSTRUMENTS (Contd.)

As at 31st March 2019	Notes	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
<b>Financial instruments at FVTPL</b>					
Mutual Funds		23,368.88	-	-	23,368.88
<b>Investments at FVOCI</b>					
Equity instruments					
Quoted	36(iii)	-	12,210.31	-	12,210.31
<b>Total financial assets</b>		<b>23,368.88</b>	<b>12,210.31</b>	<b>-</b>	<b>35,579.19</b>
<b>Financial liabilities</b>					
<b>Financial instruments at FVTPL</b>					
<b>Total financial liabilities</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

There have been no transfer in between Level 1 and Level 2 during the period

**Financial Instruments measured at fair value**

As at 31st March 2018	NOTES	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
<b>Financial instruments at FVTPL</b>					
Mutual Funds		20,173.55	-	-	20,173.55
<b>Investments at FVOCI</b>					
Equity instruments					
Quoted	36(iii)	-	15,968.45	-	15,968.45
<b>Total financial assets</b>		<b>20,173.55</b>	<b>15,968.45</b>	<b>-</b>	<b>36,142.00</b>
<b>Financial liabilities</b>					
<b>Financial instruments at FVTPL</b>					
<b>Total financial liabilities</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

There have been no transfer in between Level 1 and Level 2 during the period

**(iii) Valuation process and technique used to determine fair value**

Specific valuation techniques used to value financial instruments include:

- Quoted investments (Mutual Funds)- Net Asset Value
- Quoted investments - As determined by Independent Valuer. The equity shares of Genesis Exports Limited are listed but have not been traded for many years. Fair value estimates of equity investments are included in level-2 and are based on information relating to value of investee company's net assets.
- The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

37. FINANCIAL RISK MANAGEMENT, OBJECTIVES AND POLICIES

**A) Capital Management**

**i) 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, and
- maintain an optimal capital structure to reduce the cost of capital

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. Consistent with others in the industry, the Company monitors capital on the basis of net debt to equity ratio and maturity profile of overall debt portfolio of the Company.

Net debt implies total borrowings of the Company as reduced by Cash and Cash Equivalent and Equity comprises all components attributable to the owners of the Company

37. FINANCIAL RISK MANAGEMENT, OBJECTIVES AND POLICIES (Contd.)

The following table summarises the Net Debt, Equity and Ratio thereof.

Particulars	Notes	INR in Lakhs	
		As at 31st March 2019	As at 31st March 2018
Total Borrowings	20	89.02	385.59
Less: Cash & Cash Equivalents & Other bank balances	14 & 15	377.92	279.11
<b>Net Debts (A)</b>		<b>(288.90)</b>	<b>106.48</b>
Total equity	16 & 17	52,913.82	50,360.39
<b>Total equity &amp; Net Debt (B)</b>		<b>52,624.92</b>	<b>50,466.87</b>
<b>Net Debt to Equity Ratio (A/B)</b>		<b>-0.55%</b>	<b>0.21%</b>

No changes were made in objectives, policies or processes for managing capital during the years ended 31st March 2019 and 31st March 2018

**ii) Dividends**

Particulars	INR in Lakhs	
	As at 31st March 2019	As at 31st March 2018
<b>(i) Equity shares</b>		
Final dividend for the Financial Year 2017-18 of INR 1.10 (Previous year INR 2.00) per equity share of INR 2 each fully paid	1,221.00	1,110.00
Dividend Distribution tax on final dividend	250.98	225.97

**Proposed Dividend:**

The Board has recommended a dividend of INR 1.20 Per share face value of INR 2/- each (@ 60 %) for the year ended 31st March, 2019. The same amounts to INR 1,605.80 Lakh including dividend distribution tax of INR 273.80 Lakh. The above is subject to approval at the ensuing Annual General Meeting of the Company and hence is not recognised as a liability.

**B) Financial Risk Management**

The Company's activities expose it to market risk, liquidity risk and credit risk. In order to minimise any adverse effects on the financial performance of the Company, the company has risk management policies as described below :-

**i) Credit risk**

Credit risk refers to the risk of financial loss arising from default / failure by the counterparty to meet financial obligations as per the terms of contract. The Company is exposed to credit risk for receivables, cash and cash equivalents. None of the financial instruments of the Company result in material concentration of credit risks.

Customer credit risk is managed by the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored and reconciled. Based on historical trend, industry practice and the business environment in which the company operates, an impairment analysis is performed at each reporting date for trade receivables. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 13.

Credit Risk on cash and cash equivalent, deposits with the banks/financial institutions is generally low as the said deposits have been made with the banks/financial institutions who have been assigned high credit rating by international and domestic rating agencies. Investments of surplus funds are made only with approved Financial Institutions/ Counterparty.

**ii) Liquidity risk**

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company's treasury team is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows.

**Maturities of financial liabilities**

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments



37. FINANCIAL RISK MANAGEMENT, OBJECTIVES AND POLICIES (Contd.)

Contractual maturities of financial liabilities as at 31 <sup>st</sup> March 2019	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
<b>Non-derivatives</b>					
Borrowings	89.02				89.02
Trade payable	1,289.09				1,289.09
Trade & Other deposits	-			151.94	151.94
Other payables	1,356.57				1,356.57
<b>Total</b>	<b>2,734.68</b>	<b>-</b>	<b>-</b>	<b>151.94</b>	<b>2,886.62</b>

Contractual maturities of financial liabilities as at 31 <sup>st</sup> March 2018	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
<b>Non-derivatives</b>					
Borrowings	385.59				385.59
Trade payable	991.63				991.63
Trade & Other deposits	-			144.95	144.95
Other payables	1,449.97				1,449.97
<b>Total</b>	<b>2,827.19</b>	<b>-</b>	<b>-</b>	<b>144.95</b>	<b>2,972.14</b>

iii) Market Risk

a) Foreign currency risk

The company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the Pound, Euro, USD. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the company's functional currency. The company as per its overall strategy uses forward contracts to mitigate its risks associated with fluctuations in foreign currency and such contracts are not designated as hedges under Ind AS 109. The company does not use forward contracts and swaps for speculative purposes.

Foreign currency risk exposure - Unhedged

The company's exposure to foreign currency risk at the end of the reporting period expressed are as follows

	Liabilities		Assets	
	As at 31 <sup>st</sup> March 2019	As at 31 <sup>st</sup> March 2018	As at 31 <sup>st</sup> March 2019	As at 31 <sup>st</sup> March 2018
<b>Currency</b>				
Pound	-	34.14	151.54	-
Euro	21.14	260.16	180.34	11.80
USD	78.15	39.98	644.59	632.58

Sensitivity

The sensitivity of profit or loss and equity to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	As at 31 <sup>st</sup> March 2019	As at 31 <sup>st</sup> March 2018
<b>Pound sensitivity</b>		
INR/Pound- increase by 10% *	1.52	(0.34)
INR/Pound- decrease by 10% *	(1.52)	0.34
<b>Euro sensitivity</b>		
INR/Euro- increase by 10% *	1.59	(2.48)
INR/Euro- decrease by 10% *	(1.59)	2.48
<b>USD sensitivity</b>		
INR/USD- increase by 10% *	5.66	5.93
INR/USD- decrease by 10% *	(5.66)	(5.93)

\* Holding all other variables constant

37. FINANCIAL RISK MANAGEMENT, OBJECTIVES AND POLICIES (Contd.)

b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's short term borrowing with floating interest rates. The Company constantly monitors the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost.

Below is the overall exposure of the company to interest rate risk:

Particulars	As at 31 <sup>st</sup> March 2019	As at 31 <sup>st</sup> March 2018
Variable rate borrowing	89.02	385.59
Fixed rate borrowing	-	-
<b>Total borrowings</b>	<b>89.02</b>	<b>385.59</b>

Sensitivity

Below is the sensitivity of profit or loss and equity changes in interest rates.

Particulars	As at 31 <sup>st</sup> March 2019	As at 31 <sup>st</sup> March 2018
<b>Interest sensitivity</b>		
Interest rates increases by 100 basis points	0.89	3.86
Interest rates decrease by 100 basis points	(0.89)	(3.86)

c) Price risk

i) Other Price Risk

Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. Other price risk arises from financial assets such as investments in equity instruments. The Company is exposed to price risk arising mainly from investments in equity instruments recognised at FVTOCI

Particulars	As at 31 <sup>st</sup> March 2019	As at 31 <sup>st</sup> March 2018
Fair Value of Quoted Equity Investments	12,210.31	15,968.45
<b>Total Equity Investments</b>	<b>12,210.31</b>	<b>15,968.45</b>

Sensitivity

Particulars	As at 31 <sup>st</sup> March 2019	As at 31 <sup>st</sup> March 2018
Increase in market price by 5%	610.52	798.42
Decrease in market price by 5%	(610.52)	(798.42)

38. CONTINGENT LIABILITIES AND CONTINGENT ASSETS

A. Contingent Liabilities

INR in Lakhs

	As at 31 <sup>st</sup> March 2019	As at 31 <sup>st</sup> March 2018
i) Letter of Credit	90.01	72.00
ii) Bank Guarantee	18.51	14.07
iii) Application for revision filed before the Commissioner of Commercial Tax, Jharkhand, Ranchi for sales tax matters	-	91.88
iv) Demand under Income Tax Act, 1961 for Assessment Year 2012-13, 2013-14 & 2014-15, the matter is pending before Commissioner of Income Tax (Appeals).	77.76	74.26

**38. CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

**A. Contingent Liabilities**

INR in Lakhs

	As at 31st March 2019	As at 31st March 2018
v) Demand for Excise duty under Central Excise Act, 1985 for Assessment Year 2008-09 and 2009-10, matter pending before Customs Excise & Service Tax Appellate Tribunal, Kolkata	4.28	62.88
vi) Penalty order passed by ACCT, Deoghar for electricity duty for A.Y. 2006-07 to 2008-09 pending before Commissioner of Commercial Tax, Jharkhand, Ranchi	5.96	5.96
vii) Reassessment order passed by DCCT Circle under JVAT Act, 2005 for A.Y. 2007-08 for difference between export sales booked in account and as per Bank Realisation Certificate. The matter is pending before Commissioner of Commercial Tax, Jharkhand, Ranchi	5.12	5.12
viii) Dispute with respect to stamp duty on leasehold land at Jaisalmer. The matter is pending with High Court of Rajasthan, Jodhpur	2.00	2.00

It is not practicable for the Company to estimate the timings of the cash outflows, if any, in respect of the above pending resolution of the same.

**B.** The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshani Limited v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal.

The Company is awaiting the outcome of the review petition, and also directions from EPFO, if any, to assess any potential impact on the Company and consequently no adjustments have been made in the books of account.

**B. Contingent Assets**

INR in Lakhs

	As at 31st March 2019	As at 31st March 2018
i) Insurance Claim Lodged but not settled	241.88	241.88
ii) Scheme of Budgetary Support under GST Regime	-	173.78
	<b>241.88</b>	<b>415.66</b>

**39. COMMITMENTS**

**Capital Commitments**

INR in Lakhs

	As at 31st March 2019	As at 31st March 2018
Estimated amount of Contracts remaining to be executed on Capital Account and not provided for (Net of advances)	2,454.59	-
	<b>2,454.59</b>	<b>-</b>

**40. ASSETS PLEDGED AS SECURITY**

The carrying amount of assets pledged as security for current borrowings are:

INR in Lakhs

	As at 31st March 2019	As at 31st March 2018
<b>Current</b>		
Inventories	4,835.63	3,152.95
<b>Financial Assets</b>		
Trade Receivables	4,823.88	4,087.29
Investments (HDFC Credit Risk Debt Fund- Direct Growth Fund - 14,00,000 units)	222.86	-
<b>Total assets pledged as security</b>	<b>9,882.37</b>	<b>7,240.24</b>

**41 DISCLOSURE PURSUANT TO INDIAN ACCOUNTING STANDARD - 19 'EMPLOYEE BENEFITS'.**

**41.1 Defined Contribution Plan:**

The amount recognised as an expense for the Defined Contribution Plans are as under: INR in Lakhs

	Year ended 31st March 2019	Year ended 31st March 2018
a. Provident Fund & ESI	226.33	200.72

**41.2 Defined Benefit Plan:**

**41.2.1 Gratuity Plan**

Every employee who has completed five years or more of service is entitled to gratuity on terms not less favourable than the provisions of the Payment of Gratuity Act, 1972. The present value of defined obligation and related current cost are measured using the Projected Unit Credit Method with actuarial valuation being carried out at Balance Sheet date.

**41.2.2 Risk Exposure**

Defined benefit plans expose the Company to the following types of actuarial risks:

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

**Salary 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 includes mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefits obligations is not straight forward and depends on the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of the short career employee typically costs less per year as compared to a long service employee.

**41.2.3 Reconciliation of the net defined benefit (asset)/ liability**

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit (asset)/ liability and its components :

Particulars	Gratuity (Funded)	
	2018-19	2017-18
<b>Balance at the beginning of the year</b>	593.64	521.90
Current Service Cost	52.99	38.40
Past Service Cost	-	4.19
Interest Cost on Defined Benefit Obligation	44.31	39.31
Actuarial (gain)/losses arising from:		

41 DISCLOSURE PURSUANT TO INDIAN ACCOUNTING STANDARD (Contd.)

Particulars	Gratuity (Funded)	
	2018-19	2017-18
Changes in demographic assumptions	-	-
Changes in financial assumptions	101.94	(8.27)
Experience adjustment	(15.11)	27.43
Benefits paid from the plan assets	(36.46)	(29.32)
<b>Balance at the end of the year</b>	<b>741.31</b>	<b>593.64</b>

41.2.4 Reconciliation of the Plan Assets

The following table shows a reconciliation from the opening balances to the closing balances for the Plan Assets and its components:

Particulars	Gratuity (Funded)	
	2018-19	2017-18
<b>Balance at the beginning of the year</b>	529.72	454.91
Interest Income on Plan Assets	40.79	35.25
Remeasurement of Defined Benefit Obligation:		
Return on plan assets greater/ (lesser) than discount rate	(2.41)	2.54
Employer Contributions to the Plan	62.97	66.34
Benefits Paid from the Plan Assets	(36.46)	(29.32)
<b>Balance at the end of the year</b>	<b>594.61</b>	<b>529.72</b>

41.2.5 The amount recognised in the Balance Sheet

Particulars	Gratuity (Funded)	
	2018-19	2017-18
Present value of Defined Benefit Obligation	741.31	593.64
Fair Value of Plan Assets	594.61	529.72
<b>Net (Asset)/Liability in the Balance Sheet</b>	<b>146.70</b>	<b>63.92</b>

41.2.6 Expenses recognised in profit or loss

Particulars	Gratuity (Funded)	
	2018-19	2017-18
Current Service Cost	52.99	38.40
Past Service Cost	-	4.19
Interest Cost	44.31	39.31
Interest Income on Plan Assets	(40.79)	(35.25)
<b>Total Defined Benefit Cost recognized in Profit &amp; Loss</b>	<b>56.51</b>	<b>46.65</b>

41 DISCLOSURE PURSUANT TO INDIAN ACCOUNTING STANDARD (Contd.)

41.2.7 Remeasurement recognised in other comprehensive income

Particulars	Gratuity (Funded)	
	2018-19	2017-18
<b>Actuarial (gain)/losses arising from:</b>		
Changes in demographic assumptions	-	-
Changes in financial assumptions	101.94	(8.27)
Experience adjustment	(15.11)	27.43
<b>Remeasurement of Defined Benefit Obligation:</b>		
Return on plan assets greater/ (lesser) than discount rate	2.41	(2.54)
<b>Total Defined Benefit Cost recognized in Other Comprehensive Income</b>	<b>89.24</b>	<b>16.62</b>

41.2.8 Major Categories of Plan Assets

Particulars	Gratuity (Funded)	
	2018-19	2017-18
Qualified Insurance Policies	100%	100%

The Gratuity Scheme is invested in policies offered by Life Insurance Corporation (LIC) of India. The information on the allocation of the fund into major asset classes and expected return on each major class are not readily available. The expected rate of return on plan assets is based on market expectations, at the beginning of the period, for returns over the entire life of the related obligation.

41.2.9 Asset Liability Matching Strategy

The Company's investment is in Cash Accumulation Plan/Traditional Plan of various Insurance Companies, the investment are being managed by these insurance companies and at the year end interest is being credited to the fund value. The company has not changed the process used to manage its risk from previous periods. The company's investment are fully secured and would be sufficient to cover its obligations.

41.2.10 Actuarial Assumptions

Particulars	Gratuity (Funded)	
	2018-19	2017-18
<b>Financial Assumptions</b>		
Discount Rate	7.70%	7.75%
Salary Escalation Rate	8.00%	6.00%
<b>Demographic Assumptions</b>		
Mortality Rate	IALM (2006-08) Table	IALM (2006-08) Table
Withdrawal Rate	1% to 8%	1% to 8%

41.2.11 At 31<sup>st</sup> March 2018, the weighted average duration of the defined benefit obligation was 5.26 years (previous year 5.35 years). The distribution of the timing of benefits payment i.e., the maturity analysis of the benefit payments is as follows :

Expected benefits payment for the year ending on	Gratuity (Funded)
31 <sup>st</sup> March 2020	111.54
31 <sup>st</sup> March 2021	115.80
31 <sup>st</sup> March 2022	47.95
31 <sup>st</sup> March 2023	53.61
31 <sup>st</sup> March 2024	51.27
31 <sup>st</sup> March 2025 to 31 <sup>st</sup> March 2029	401.34

41 DISCLOSURE PURSUANT TO INDIAN ACCOUNTING STANDARD (Contd.)

41.2.12 The Company expects to contribute Rs 59.29 Lakh (previous year Rs 137.49 Lakh) to its gratuity fund in 2019-20.

41.2.13 Sensitivity Analysis

The sensitivity analysis below have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Particulars	Gratuity (Funded)	
	2018-19	2017-18
Effect on DBO due to 1% increase in Discount Rate	689.80	554.48
Effect on DBO due to 1% decrease in Discount Rate	799.32	637.57
Effect on DBO due to 1% increase in Salary Escalation Rate	798.21	637.53
Effect on DBO due to 1% decrease in Salary Escalation Rate	690.18	553.91
Effect on DBO due to 1% increase in Withdrawal Rate	740.62	598.21
Effect on DBO due to 1% decrease in Withdrawal Rate	742.03	588.62

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

42. INFORMATION ON RELATED PARTY TRANSACTIONS AS REQUIRED BY IND AS- 24 - 'RELATED PARTY DISCLOSURES' FOR THE YEAR ENDED 31ST MARCH, 2019.

42.1 Name of related parties and nature of relationship where control exists are as under:

a) Enterprises over which Key Management Personnel and their relatives are able to exercise significant influence.

Ishita Housing (P) Ltd.  
SKJ Estate (P) Ltd.  
SKJ Investments Pvt. Ltd. (Formerly known as Anuradha Designers (P) Ltd.)  
Genesis Exports Limited

b) Key Management Personnel

Mr. A.C. Chakrabortti	Chairman and Non Executive Independent Director
Mr. Sushil Jhunjunwala	Executive Vice Chairman
Mr. Ajit Jhunjunwala	Managing Director
Mrs. Nidhi Jhunjunwala	Executive Director
Mr. Arun Churiwal	Non Executive Director
Mr. Rajiv Gujral	Non Executive and Independent Director
Mr. Subir Bose	Non Executive and Independent Director
Prof. Santanu Ray	Non Executive and Independent Director
Mr. G Narayana *	Non Executive and Independent Director

\* Resigned w.e.f. 26.08.2017

42. INFORMATION ON RELATED PARTY TRANSACTIONS AS REQUIRED BY IND AS- 24 - 'RELATED PARTY DISCLOSURES' FOR THE YEAR ENDED 31ST MARCH, 2019. (Contd.)

42.2 Transaction with related parties:

a) Genesis Export Limited:

INR in Lakhs

Nature of Transaction during the year.	Year ended 31st March 2019	Year ended 31st March 2018
Rent Paid	39.67	39.67
Purchase of Capital Assets	-	499.62
Dividend Paid	557.80	507.09
Balance outstanding as at the year end- Amount Receivable	-	40.00

b) Transaction with Key Management Personnel

Nature of Transaction during the year.	Year ended 31st March 2019	Year ended 31st March 2018
Remuneration, Perquisites & Others		
Short Term Employee Benefits		
Mr. Sushil Jhunjunwala	258.43	230.03
Mr. Ajit Jhunjunwala	170.40	153.36
Mrs. Nidhi Jhunjunwala	67.02	60.40

Post Employment Benefit \*

\*Key Managerial Personnel and Relatives of Promoters who are under the employment of the Company are entitled to post employment benefits and other long term employee benefits recognised as per Ind AS 19 - 'Employee Benefits' in the financial statements. As these employee benefits are lump sum amounts provided on the basis of actuarial valuation, the same is not included above.

Dividend paid	INR in Lakhs	
	Year ended 31st March 2019	Year ended 31st March 2018
Mr. Sushil Jhunjunwala	55.55	49.50
Mr. Ajit Jhunjunwala	108.82	98.93
Mr. A.C.Chakrabortti	0.13	0.14

Sitting Fees & Commission	Year ended 31st March 2019		Year ended 31st March 2018	
	Sitting Fee	Commission	Sitting Fee	Commission
Mr. Sushil Jhunjunwala	-	180.20	-	168.15
Mr. Ajit Jhunjunwala	-	180.20	-	168.15
Mrs. Nidhi Jhunjunwala	-	90.09	-	84.05
Mr. A.C.Chakrabortti	3.30	6.00	3.50	6.00
Mr. Rajiv Gujral	3.00	4.00	2.80	4.00
Mr. Subir Bose	1.80	4.00	1.60	4.00
Mr. Arun Churiwal	2.40	4.00	1.90	4.00
Prof. Santanu Ray	1.80	4.00	0.60	-
Mr. G Narayana*	-	-	0.40	-

Balance outstanding as at the year end- Amount Payable	As at 31st March 2019	As at 31st March 2018
	Mr. Sushil Jhunjunwala	137.71
Mr. Ajit Jhunjunwala	123.68	133.32
Mrs. Nidhi Jhunjunwala	59.84	63.89
Mr. A.C.Chakrabortti	5.67	5.40

**42. INFORMATION ON RELATED PARTY TRANSACTIONS AS REQUIRED BY IND AS- 24 - 'RELATED PARTY DISCLOSURES' FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2019.** (Contd.)

	As at 31st March 2019	As at 31st March 2018
Mr. Arun Churiwal	3.87	3.60
Mr. Rajiv Gujral	3.87	3.60
Mr. Subir Bose	3.87	3.60
Prof. Santanu Ray	3.87	-

\* Resigned w.e.f. 26.08.2017

**Terms and Conditions of transactions with Related Parties**

The transactions with Related Party are made in the normal course of business and on terms equivalent to those that prevail in arm's length transactions. Outstanding Balances at the year end are unsecured and settlement occurs in cash for the year ended 31st March, 2019, the Company has recorded the receivable relating to amount due from Related Parties. This assessment is undertaken each Financial Year through examining the Financial position of the Related Parties and the market in which the Related Party operates.

**43. OPERATING LEASE**

**As Lessee:**

The company's significant leasing arrangements are in respect of operating leases for office premises at Kolkata and Delhi. These leasing arrangements which are cancellable are for period of 11 months and are usually renewable by mutual consent on mutually agreeable terms. The aggregate lease rentals payable are charged as rent in the Statement of Profit and Loss. The company has also entered into agreement to take certain land on operating lease. The lease arrangement is for 90 years. The lease rent on such lease is included in Rent.

Particulars	INR in Lakhs	
	Year ended 31st March 2019	Year ended 31st March 2018
Within one year	52.14	42.45
After one year but not more than five years	49.87	11.10
More than 5 years	1,023.74	202.57

**44. SEGMENT INFORMATION**

**44.1** Consequent to the adoption of Ind AS, the Company has identified one operating segment viz, "glass and glassware" which is consistent with the internal reporting provided to the Managing Director, who is the chief operating decision maker. The Company deals in only one product i.e., glass and glassware. The products and their applications are homogenous in nature.

**Geographical Information**

	INR in Lakhs	
	Year ended 31st March 2019	Year ended 31st March 2018
<b>Revenue from external customers</b>		
India	23,487.18	21,259.86
Outside India	3,937.80	4,395.64
	<b>27,424.98</b>	<b>25,655.50</b>

	INR in Lakhs	
	Year ended 31st March 2019	Year ended 31st March 2018
<b>Non-Current Assets*</b>		
India	13,821.14	13,314.62
Outside India	-	-

\* excludes financial assets, deferred tax assets, post-employment benefit assets.

**44. SEGMENT INFORMATION** (Contd.)

**44.2** The Company is not reliant on revenues from transactions with any single external customer and does not receive 10% or more of its revenues from transactions with any single external customer.

**45. EARNING PER SHARE (EPS)**

EPS is calculated by dividing the profit attributable to the equity shareholder by the weighted average number of equity shares outstanding during the year.

	INR in Lakhs	
	Year ended 31st March 2019	Year ended 31st March 2018
Profit for the period (INR Lakh)	7,403.53	7,343.78
<b>Weighted average number of shares used in the calculation of EPS:</b>		
Weighted average number of Basic Equity Shares outstanding	11,10,00,000	11,10,00,000
Face value of per share (INR)	2.00	2.00
Basic EPS (INR)	6.67	6.62
Diluted EPS (INR)	6.67	6.62

**46. CORPORATE SOCIAL RESPONSIBILITY**

As per Section 135 of the Companies Act, 2013, a company meeting the applicable threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are in accordance to the CSR Policy of the Company which includes Rural Development Project, eradicating hunger, poverty and malnutrition, healthcare and sanitation, animal welfare, etc. A CSR committee has been formed by the Company as per the Act.

Particulars	INR in Lakhs	
	For the year ended	
	31 <sup>st</sup> March 2019	31 <sup>st</sup> March 2018
Gross amount required to be spent by the Company during the year	182.35	147.42
Amount spent during the year	129.36	97.49
Provision made in relation to CSR expenditure	NIL	NIL

**47.** Figures for the previous year have been regrouped and reclassified to conform to the classification of the current period, where necessary.

**48.** The Financial Statements have been approved in Audit Committee Meeting held on 11.05.2019 and approved by the Board of Directors on the same day.

In terms of our report of even date  
For **Singhi & Co.**  
Chartered Accountants  
Firm Registration no. 302049E  
**Pradeep Kumar Singhi**  
Partner  
Membership Number : 50773  
Place : Kolkata  
Dated : 11.05.2019

For and on behalf of the Board of Directors  
**A.C. Chakrabortti**  
Chairman  
DIN: 00015622  
**Sushil Jhunjunwala**  
Executive Vice Chairman  
DIN: 00082461  
**Alok Pandey**  
CFO, Company Secretary

**Ajit Jhunjunwala**  
Managing Director  
DIN: 00111872



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