

# CORPORATE INFORMATION

## Board of Directors

**Chairman:** Mr. Sushil Jhunjunwala

**Vice Chairman & Managing Director:** Mr. Ajit Jhunjunwala

**Executive Director:** Mrs. Nidhi Jhunjunwala

**Directors:** Mr. Rajiv Gujral

Mr. Arun Churiwal

Mr. Subir Bose

Prof. Santanu Ray

Ms. Suparna Chakrabortti

**CFO:** Mr. Alok Pandey

**Company Secretary :** Mrs. Kanchan P Jaiswal

## Auditors

Singhi & Co.

## Bankers

HDFC Bank Ltd.

## Registrar & Share Transfer Agent

Maheshwari Datamatics Pvt. Ltd.

23, R.N. Mukherjee Road,

5th Floor, Kolkata – 700 001

Telephone nos.- 033-22482248, 2243-5029

Facsimile no. 033-22484787

Email id - mdpldc@yahoo.com

## Registered Office

Eco Centre 8th Floor,

EM-4, Sector-V, Kolkata - 700 091

Telephone nos: 7604088814/5/6/7

E-mail: info@laopala.in

Website: www.laopala.in

CIN: L26101WB1987PLC042512

## Works

### Sitarganj Unit-I

B-108, ELDECO SIDCUL Industrial Park, Sitarganj, Udham Singh Nagar, Uttarakhand 262405.

### Sitarganj Unit-II

Plot No. 07 Sector 02, Phase II, IIE, Sitarganj, Udham Singh Nagar, Uttarakhand – 262405

### Madhupur Unit

Post Madhupur, District Deoghar, Jharkhand - 815353

## NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of the Members of LA OPALA RG LIMITED will be held on Thursday, the 29th September, 2022 at 3:00 P.M. (IST) through Video Conferencing (VC) / Other Audio Visual Mode (OAVM) means, to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 together with the Reports of the Board of Directors and the Auditors thereon.
2. To confirm payment of interim dividend on equity shares and to declare a final dividend, if any, on equity shares for the Financial Year 2021 - 22.
3. To appoint a Director in place of Mr. Sushil Jhunjhunwala (DIN:00082461) who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Arun Kumar Churiwal (DIN: 00001718) who retires by rotation and, being eligible, offers himself for reappointment.
5. To re-appoint M/s. Singhi & Co., Chartered Accountants as the statutory auditors of the Company and to fix their remuneration.

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

**"RESOLVED THAT** pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Singhi & Co., Chartered Accountants, Kolkata (Firm Registration No. 302049E) be and are hereby re-appointed as the Statutory Auditors of the Company for a term of five consecutive years, who shall hold office from the conclusion of this 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting to be held in the year 2027 at such remuneration plus tax as applicable and reimbursement of out of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf"

### SPECIAL BUSINESS

6. To approve re-appointment and payment of remuneration of Shri Ajit Jhunjhunwala (DIN: 00111872) as the Vice Chairman & Managing Director of the Company.

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

### Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder read with Schedule V of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, or any other applicable laws for the time being in force and in accordance with the provisions of the Articles of Association of the Company, and such other approvals as may be necessary, pursuant to recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, approval of the Members of the Company, be and is hereby accorded for the re-appointment of Shri. Ajit Jhunjhunwala (DIN: 00111872) as Vice Chairman & Managing Director of the Company (with such other designation(s) as the Board may deem fit to confer upon him from time to time) for a term of 5 years with effect from 1st October 2022 whose office shall be liable to retire by rotation, as per the terms and conditions as set out in the explanatory statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board") to alter and vary the terms and conditions of the said remuneration, as it may deem fit, within the limits approved by the shareholders.

**RESOLVED FURTHER THAT** approval of the shareholders be and is hereby accorded for payment of remuneration as set out in the explanatory statement for any financial year during the tenure of his office notwithstanding inadequacy of profits or loss in the respective financial year; or even if the above payment or aggregate managerial remuneration of Executive Directors or aggregate managerial remuneration of all directors exceeds the limits as specified in Section 197(1) of the Companies Act, 2013 and/or the second proviso thereunder; or even if the above payment exceeds the limits specified in Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

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

7. To approve reappointment of Prof. Santanu Ray, (DIN: 00642736) as an Independent Director of the Company for a second term of five consecutive years. To consider and if thought fit, to pass the following resolution, with or without modification(s), as a Special Resolution

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 (‘Act’), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the SEBI (LODR) Regulation, 2015, as amended, and also upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Prof. Santanu Ray, (DIN: 00642736), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for second term under the provisions of the Companies Act, 2013 and rules made thereunder, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from February 5, 2023 till February 4, 2028;

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(1A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment for the time being in force), the consent of the Shareholders be and is hereby also accorded for continuation of directorship of Prof. Santanu Ray, (DIN: 00642736), as a Non-Executive Independent Director of the Company who will attain the age of 75 years during his tenure, till the expiry of his second term of appointment i.e., up to February 4, 2028;

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

By order of the Board of Directors

Place: Kolkata

Date: May 30, 2022

**KANCHAN P JAISWAL**  
**Company Secretary**  
**Membership No. ACS 38107**

**Notes:-**

1. In view of the continuing Covid-19 pandemic, social distancing is a norm to be followed and the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021 and May 5, 2022, (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020; SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as 'SEBI Circulars'), permitted the holding of the Annual General Meeting ("AGM") through video conferencing (VC) or other audio visual means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars & SEBI Circulars, the AGM of the Company is being held through VC/OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
  2. The relevant Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all material facts relating to Special Business to be transacted at the meeting is annexed herewith and the same should be taken as part of this Notice.
  3. The relevant details of the Directors seeking re-appointment at this AGM pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard (SS) - 2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Directors retiring by rotation seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') are annexed hereto.
  4. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map of the AGM are not annexed to this Notice convening this 35th AGM.
  5. Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting.
- The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to droliapravin@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
6. The attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  7. Pursuant to Regulation 40 of the Listing Regulations, the securities of listed companies can be transferred only in the dematerialized mode w.e.f. April 1, 2019, except in case of transmission or transposition of securities. In this regard, SEBI vide its Press Release No. 12/2019 dated March 27, 2019 clarified that the said amendments do not prohibit an investor from holding the shares in physical mode and the investor has the option of holding shares in physical mode even after April 1, 2019. However, any investor desirous of transferring shares which are held in physical mode after April 1, 2019 could do so only after the shares are dematerialized. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 7, 2020 fixed March 31, 2021 as the cut-off date for redelivery of transfer deeds. Accordingly, the shares that were re-lodged for transfer (including those requests that are pending with the Company / RTA) were allowed to be issued only in demat mode. In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/ MIRSD/DOS3/ CIR/P/2018/139 dated November 6, 2018.
- SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has now decided that, with immediate effect, listed companies shall issue the securities in dematerialized form only, while processing investor service request pertaining to issuance of duplicate share certificate, claim from Unclaimed Suspense Account, renewal/ exchange of securities certificates, endorsement, sub-division/splitting/consolidation of share certificates, transmission and transposition. The securities holder/claimant are, accordingly, required to submit duly filled-up Form ISR-4, the format of which along with the said SEBI Circular dated January 25, 2022, can be downloaded from the Company's website, i.e. www.laopala.in under the tab "Investors > Investor Relations > Corporate Announcement". Members holding shares in physical form are, accordingly, requested to consider converting their holding to dematerialized form. Members may contact the Company's Registrars and Share Transfer Agents (RTA) Maheshwari Datamatics Private Limited ("MDPL") for assistance in this regard.

8. 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 in case the shares are held by them in physical form and with their DPs in case the shares are held by them in electronic form.
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to MDPL in case the shares are held by them in physical form.
10. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to MDPL in case the shares are held in physical form.
11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or MDPL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. 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.
14. The due dates for transfer of the unclaimed or unpaid dividend relating to subsequent years to IEPF are as follows. Dividend for the Financial Year ended and its Due dates for transfer to IEPF :-

March 31, 2015	September 19, 2022
March 31, 2016	September 19, 2023
March 31, 2017	September 30, 2024
March 31, 2018	September 19, 2025
March 31, 2019	September 18, 2026
March 31, 2020	March 19, 2027
March 31, 2021	October 31, 2028

Members are requested to note that dividends, if not encashed 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.

15. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Notice of the AGM along with the Annual Report 2021-22 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website [www.laopala.in](http://www.laopala.in), websites of the Stock Exchanges i.e. BSE Limited, National Stock Exchange of India Limited and the Calcutta Stock Exchange Limited at [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.cse-india.com](http://www.cse-india.com) respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.
16. The Company has fixed Thursday, September 22, 2022 as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2022, if approved at the AGM.
17. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, September 23, 2022 to Thursday, September 29, 2022 (both days inclusive)** for the purpose of AGM and Payment of Dividend. If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or before **Friday, October 28, 2022** 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 **Thursday, September 22, 2022;**
  - 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 **Thursday, September 22, 2022;**

Pursuant to Regulation 12 of the Listing Regulations read with Schedule I to the said Regulations, it is mandatory for the Company either directly or through Depositories or RTA to use bank details as furnished by the investors for the payment of dividend through any RBI approved electronic mode of payment. In case, the bank details are not available or the Company is unable to pay the dividend directly through electronic mode, the Company shall, dispatch the dividend warrant / banker's cheque and demand draft to such Members. Further in terms of Schedule I to the Listing Regulations, the Company is required to mandatorily print the bank account details of the investors on such payment instruments and in cases where the bank details of investors are not available, the Company shall mandatorily print the address of the investors on such payment instruments.

Members holding shares in physical mode, may send their mandates for receiving dividend directly into their bank accounts through any RBI approved electronic mode of payments, by writing at [info@laopala.in](mailto:info@laopala.in) and [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) enclosing the following documents:-

- a. Folio Number and self-attested copy of PAN Card;
  - b. Name of the Bank, Branch where dividend is to be received and type of Account;
  - c. Bank Account No. & 11 digits IFSC Code; and
  - d. Self-attested scanned copy of Bank Passbook and Cancelled Cheque leaf bearing the name of the Member or the first holder.
18. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders effective April 1, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and the amendments thereof. In general, to enable compliances with TDS requirements, Members are requested to complete and / or update their Residential status, PAN, Category with their depository participants ('DPs') or in case shares are held in physical form, with the Company / Registrars and Share Transfer Agents ('RTA') by sending documents through e-mail on or before Thursday, September 22, 2022. For the detailed process, please click here: <https://laopala.in/other-investor-information.php>.
  19. Since the AGM will be held through VC / AOVM, the Route Map is not annexed in the Notice.
  20. Instructions for E-Voting and joining the AGM are as follows:

#### A. VOTING THROUGH ELECTRONIC MEANS

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations read with MCA & SEBI Circulars, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- ii. **The remote e-voting period commences on Monday, September 26, 2022 (9:00 a.m. IST) and ends on Wednesday, September 28, 2022, (5:00 p.m. IST).** During this period, Members holding shares either in physical form or in dematerialized form, as on the Cut-off date, Thursday, September 22, 2022 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

Those Members, who are present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. **A person who is not a member as on the Cut-off date i.e., Thursday, September 22, 2022 should treat this Notice for information purpose only.**

- iii. The Board has appointed Mr. Pravin Kumar Drolia of M/s. Drolia & Company, Practicing Company Secretaries (Membership No.: FCS - 2366 and C.P. No. - 1362), as the Scrutinizer for scrutinizing the process of remote e-Voting and also e-Voting during the Meeting in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of the Meeting, count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-Voting in presence of at least two witnesses not in employment of the Company and submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than 48 hours after the conclusion of the Meeting. Thereafter, the Results of e-Voting shall be declared forthwith by the Chairman or by any other director/person duly authorised in this regard. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website ([www.laopala.in](http://www.laopala.in)) and on the e-Voting website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) immediately after the results are declared and shall simultaneously be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results declared along with the said Report shall also be displayed for at least 3 days on the Notice Boards of the Company at its Registered Office.



Subject to the receipt of requisite number of votes, the businesses mentioned in the Notice/ the resolutions forming part of the Notice shall be deemed to be passed on the date of the AGM, i.e., Thursday, September 29, 2022.

- iv. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl](mailto:evoting@nsdl).

co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

- vii. The details of the process and manner for remote e-voting are explained herein below:

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

**Step 1:** Access to NSDL e-Voting system

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

**Details on Step 1 are mentioned below:**

#### **Step 1: Access to NSDL e -Voting system**

#### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "<b>Beneficial Owner</b>" icon under "Login" which is available under "<b>IDeAS</b>" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider – NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for <b>IDeAS e-Services</b>, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS</b>" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit de-mat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Type of shareholders	Login Method
	<p>4. Evoting Mobile Application of NSDL:</p> <p>Shareholders can also download NSDL Mobile App "NSDL Speede" facility for seamless voting experience.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 2244 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022- 23058542/43

**B) Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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



4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your Password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

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

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
  2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
  3. Now you are ready for e-Voting as the Voting page opens.
  4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
  5. Upon confirmation, the message "Vote cast successfully" will be displayed.
  6. You can also take the print out of the votes cast by you by clicking on the print option on the confirmation page.
  7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Click on **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a

### General Guidelines for shareholders

1. Institutional/Corporate shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to droliapravin@yahoo.co.in with a copy marked to evoting@nsdl.co.in and upload the same by clicking on "Upload Board Resolution / Authority Letter" displayed and or "evoting" tab in their login.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e., September 22, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., September 22, 2022 may follow steps mentioned in the Notice of the AGM under Step 1 : "Access to NSDL e-Voting system"(Above).
3. It is strongly recommend not to share your password with any other person and take out most care to keep your password confidential. Login to the e-voting website will disabled upon 5 unsuccessful attempt to key in the password. In such an event you will need to go through the "Forget User Detail/ password option available on https://www.evoting.nsdl.com to reset the password.
4. In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of https://www.evoting.nsdl.com or call on toll free no.: 1800-1020-990 and 1800-2244-30 or send a request to Mr. Vikram Jha at evoting@nsdl.co.in.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and process for registration of e-mail ids for e-voting for the resolutions set out in this notice: -**

Physical Holding	<p>Members are requested to directly register their email id/update their PAN by visiting the link of the Company's Registrar and Share Transfer Agent M/s. Maheshwari Datamatics Pvt. Ltd. as given below:</p> <p>Link for email registration - <a href="http://mdpl.in/form/email-update">http://mdpl.in/form/email-update</a> or by mailing to the Company at <a href="mailto:info@laopala.in">info@laopala.in</a> or <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) for registering email address.]</p>
Demat Holding	<p>Please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to <a href="mailto:mdpldc@yahoo.com">mdpldc@yahoo.com</a> or <a href="mailto:info@laopala.in">info@laopala.in</a> or <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a></p> <p>Register/Update through respective Depository Participants (DPs) (Any such updation effected by the DPs will automatically reflect in the Company's subsequent records) Alternatively shareholder/members may send a request to <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> for procuring user id and password for e-voting by providing above mentioned documents.</p> <ol style="list-style-type: none"> <li>1. Alternatively shareholder/members may send a request to <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> for procuring user id and password for e-voting by providing above mentioned documents.</li> <li>2. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.</li> </ol>

## B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via., Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [info@laopala.in](mailto:info@laopala.in) latest by 5.00 p.m. (IST) on Saturday, 24th September, 2022. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.

8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
9. Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Senior Manager, NSDL and / or Ms. Pallavi Mhatre or Mr. Vikram Jha, Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call 1800 1020 990 / 1800 22 44 30.

## INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER :-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

## OTHER INSTRUCTIONS

1. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and votes casted during the AGM and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.laopala.in](http://www.laopala.in) and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited, BSE Limited and The Calcutta Stock Exchange Ltd., where the shares of the Company are listed.

By order of the Board of Directors

**KANCHAN P JAISWAL**

*Company Secretary*

Membership No. ACS 38107

Place: Kolkata  
Date: May 30, 2022

### Registered Office:

Eco Centre, EM-4, Sector – V, Salt lake, Kolkata – 700 091  
CIN: L26101WB1987PLC042512;  
Tel: +917604088814/15/16/17  
Email: [info@laopala.in](mailto:info@laopala.in); Website: [www.laopala.in](http://www.laopala.in)

## EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 of the Companies Act 2013 for Special Business as mentioned in Item No. 6 & 7 and Additional Information pursuant to Regulation 36(5) of the SEBI (LODR) Regulation, 2015, as amended for Ordinary Business mentioned in Item No 5.

### Item No. 5

M/s. Singhi & Co., Chartered Accountants, Kolkata (Firm Registration No. 302049E) were appointed as Statutory Auditors of the Company at the 30th Annual General Meeting ('AGM') held on August 26, 2017 for a period of 5 years, up to the conclusion of 35th AGM.

M/s. Singhi & Co., Chartered Accountants, are eligible for re-appointment for a further period of five years. M/s. Singhi & Co., Chartered Accountants have given their consent for their re-appointment as Statutory Auditors of the Company and has issued certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder.

M/s. Singhi & Co., Chartered Accountants have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As confirmed to Audit Committee and stated in their report on financial statements, the Auditors have reported their independence from the Company according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to audit.

Based on the recommendations of the Audit Committee and the Board of Directors for re-appointment including details in relation to and credentials of M/s Singhi & Co., Chartered Accountants, it is hereby proposed to re-appoint M/s. Singhi & Co., Chartered Accountants, Kolkata (Firm Registration No. 302049E), as the Statutory Auditors of the Company for the second and final term of five consecutive years, who shall hold office from the conclusion of this 35th AGM till the conclusion of the 40th AGM of the Company.

Singhi & Co., was paid Audit Fees of Rs. 17.60 Lacs for the financial year ended March 31, 2022 plus applicable taxes and out of pocket expenses. The Board of Directors shall approve the remuneration proposed to be paid to Statutory Auditors during their second and final term which shall be in line with the existing remuneration and shall be commensurate with the services to be rendered by them during the said tenure.

The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually

agreed with the Statutory Auditors. M/s Singhi & Co., Chartered Accountants is a multi-disciplinary Audit Firm catering to various clients in diverse sectors. The firm holds the 'Peer Review' certificate as issued by 'ICAI'.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

The Board recommends the resolution set out at Item No. 5 of the Notice for approval by the Members by way of an **Ordinary Resolution**.

### Item No. 6

At the 30th Annual general Meeting held on August 26, 2017 Shri. Ajit Jhunjunwala was re-appointed as the Managing Director of the Company w.e.f. 1st October, 2017 for a period of 5 years i.e., up to 30th September, 2022. Shri. Ajit Jhunjunwala was designated as the Vice Chairman & Managing Director of the Company with effect from January 27, 2022.

Being eligible, Mr. Jhunjunwala offers himself for reappointment as Vice Chairman & Managing Director of the Company for further period of 5(five) years with effect from 1st October 2022.

Based on the strong performance of the Company and increase in the shareholder value achieved under the leadership of Shri. Ajit Jhunjunwala, the Board of Directors upon recommendation of the Nomination & Remuneration Committee at its meeting held on May 30, 2022, subject to approval of the members of the Company, have re-appointed Shri. Ajit Jhunjunwala as the Vice Chairman & Managing Director of the Company for a further period of 5 years with effect from 1st October, 2022 till 30th September, 2027 on such terms and conditions, including remuneration as mentioned herein below.

The key factors that were considered by the NRC/ Board while recommending the re-appointment and remuneration of Shri Ajit Jhunjunwala are given below:-

- i) The Company's revenue from operations despite the Covid-19 situation has increased to Rs. 32,268.98 Lakhs as compared to Rs. 21,127.82 Lakhs for the financial year 2020-21, an increase of 52.73%.
- ii) Profit before Tax increased to Rs. 11,651.49 Lakhs as compared to Rs. 6,398.72 Lakhs for the financial year 2020-21, an increase of 82.09%.

Shareholders' approval is sought for re-appointment of Shri. Ajit Jhunjunwala as Vice Chairman & Managing Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

**Particulars of the terms of remuneration payable to Shri. Ajit Jhunjunwala are as under :-**

a)	Salary	Rs. 20,00,000/- per month in the scale/ range of Rs 20,00,000/- per month to Rs. 40,00,000/- per month with such increment as may be decided by the Board on recommendation of the Nomination and Remuneration Committee, from time to time.
b)	House Rent Allowance	50% of the Salary
c)	Commission	Such amount as may be decided by the Board on recommendation of the Nomination and Remuneration Committee considering the performance / growth of the Company and various other factors, subject to the same not exceeding Rs. 5,00,00,000 (Rupees Five Crore) for each financial year or part thereof
d)	Perquisites / Other benefits	Such perquisites /other benefits as may be decided by the Board on recommendation of the Nomination and Remuneration Committee from time to time, including but not limited to the following:
i)	Medical Expenses Hospitalisation	Shri. Ajit Jhunjunwala and his dependents will be covered under Company's Health Insurance Scheme
ii)	Club fees	Reimbursement of membership fees upto 3 Clubs in India including subscription fees
iii)	Conveyance	Company maintained car with Driver for official purpose
iv)	Telephone	Phone rental and Call Charges and Broad band charges will be paid by the Company at actuals for telephone/mobile phone(s)
v)	Company's contribution to Provident Fund and Gratuity	Company's contribution to Provident Fund & Gratuity as per the Company's policy. These shall not be included in the computation of limits for the remuneration or perquisites aforesaid.
vi)	Leave	As per the Company's Policy
vii)	Entertainment / Travelling expenses	All expenses incurred for business purpose (including for travel, stay and entertainment expenses, etc.) will be paid by the Company at actuals, as per the Company's policy.
viii)	Other perquisites	As per the Company's policy.
ix)	Other terms	He shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee(s) thereof

Pursuant to Section 197(1) of the Act, the total managerial remuneration payable by a public company, to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven percent of the net profits of the company for that financial year computed in the manner laid down in Section 198 of the Act. However, pursuant to first proviso to Section 197(1) of the Act, the company in general meeting may, authorize the payment of remuneration exceeding eleven percent of the net profits of the company, subject to the provisions of Schedule V to the Act.

Further, pursuant to second proviso to Section 197(1) of the Act, except with the approval of the company in general meeting, by a special resolution, the remuneration payable to any one managing director or whole-time director or manager shall not exceed five percent of the net profits of the company and if there is more than one such director remuneration shall not exceed ten percent of the net profits to all such directors and manager taken together.

Further, pursuant to Regulation 17(6)(e) of Listing Regulations, approval of the shareholders of the company by way of a special resolution is required for (i) payment of annual remuneration to executive director, who is a promoter or member of the promoter group of the company, exceeding rupees 5 crore or 2.5 per cent of the net profits (computed as per the provisions of Section 198 of the Act) of the company, whichever is higher; or (ii) where there is more than one such director, payment of aggregate annual remuneration to such directors exceeding 5 percent of the net profits (computed as per the provisions of Section 198 of the Act) of the company.

In the event of inadequacy of profits or losses in the respective financial year, the payment of aforesaid remuneration shall be made, in terms of the provisions of Schedule V to the Act.

Shri. Ajit Jhunjunwala shall subject to superintendence, control and directions of the Board, have substantial powers of management of the affairs of the Company and shall perform such duties and exercise such power as have been or may from time to time be entrusted to or conferred upon him by the Board.

Shri Ajit Jhunjunwala satisfies all the conditions set out in Part-I of Schedule-V of the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment.

Shri Ajit Jhunjunwala shall be subject to retirement by rotation during his tenure as the Vice Chairman & Managing Director of the Company provided that if he vacates office by retirement by rotation under the provisions of the Companies Act 2013 at any Annual General Meeting and is re-appointed as a Director at the same meeting, he shall not, by reason only of such vacation, cease to be the Vice Chairman & Managing Director.

Shri. Ajit Jhunjunwala, Shri. Sushil Jhunjunwala father of Shri Ajit Jhunjunwala and Smt. Nidhi Jhunjunwala, wife of Shri. Ajit Jhunjunwala, is concerned or interested in the Resolution as it relates to his reappointment and/or remuneration payable to him. None of the other Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the Resolution.

The above may be treated as a written memorandum setting out the terms & conditions of appointment of Shri Ajit Jhunjunwala under Section 190 of the Act.

**Information pursuant to Para A of Section II of Part II of the Schedule V of the Companies Act, 2013 are provided as under: -**

Sl. No.	GENERAL INFORMATION													
1.	Nature of Industry	Glass & Glassware products												
2.	Date of commencement of commercial production	Existing Company, already in operation since 1988.												
3.	Financial performance based on given indicators	<table border="1"> <thead> <tr> <th></th> <th>For the year ended March 31, 2022</th> <th>Amount (Rs. In Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Revenue from operations</td> <td></td> <td>32,268.98</td> </tr> <tr> <td>Profit before Taxation</td> <td></td> <td>11,651.49</td> </tr> <tr> <td>Profit after Taxation</td> <td></td> <td>8,737.20</td> </tr> </tbody> </table>		For the year ended March 31, 2022	Amount (Rs. In Lakhs)	Revenue from operations		32,268.98	Profit before Taxation		11,651.49	Profit after Taxation		8,737.20
	For the year ended March 31, 2022	Amount (Rs. In Lakhs)												
Revenue from operations		32,268.98												
Profit before Taxation		11,651.49												
Profit after Taxation		8,737.20												
4.	Foreign Investment or Collaborations, if any:	None												

Sl. No.	INFORMATION ABOUT THE APPOINTEE (SHRI AJIT JHUNJHUNWALA)													
1.	<b>Background details:-</b>	Shri Ajit Jhunjunwala (age 51 years) graduate in commerce and has over 32 years of experience in glass and tableware industry. He is also past president of Eastern India Glass Manufacturers Association / committee member of the Confederation of Indian Industries (Marketing Committee) / Secretary of All India Glass Manufacturers' Federation. He is also holding Directorship in M/s Genesis Exports Limited, M/s SKJ Investments Private Ltd., M/s Ishita Housing Pvt. Ltd., M/s SKJ Estate Pvt. Ltd., and M/s GDJ Housing Pvt. Ltd.												
2.	<b>Past remuneration</b>	<p>The details of remuneration for the financial years ended March 31, 2022 are as under:-</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount (Rs. In Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Salary</td> <td>126.00</td> </tr> <tr> <td>Perquisites</td> <td>92.26</td> </tr> <tr> <td>Contribution to Provident Fund</td> <td>15.12</td> </tr> <tr> <td>Performance linked Incentive</td> <td>160.00</td> </tr> <tr> <td><b>Total</b></td> <td><b>393.38</b></td> </tr> </tbody> </table>	Particulars	Amount (Rs. In Lakhs)	Salary	126.00	Perquisites	92.26	Contribution to Provident Fund	15.12	Performance linked Incentive	160.00	<b>Total</b>	<b>393.38</b>
Particulars	Amount (Rs. In Lakhs)													
Salary	126.00													
Perquisites	92.26													
Contribution to Provident Fund	15.12													
Performance linked Incentive	160.00													
<b>Total</b>	<b>393.38</b>													
3.	<b>Proposed Remuneration</b>	As given in Item No.6												
4.	<b>Recognition or Awards</b>	None												

<b>SI. INFORMATION ABOUT THE APPOINTEE (SHRI AJIT JHUNJHUNWALA)</b>	
<b>Sl. No.</b>	
5.	<p><b>Job profile and his suitability</b></p> <p>Shri Ajit Jhunjhunwala is Vice Chairman &amp; Managing Director of the Company. He is also designated as the Chief Executive officer of the Company.</p> <p>Shri Ajit Jhunjhunwala shall, subject to superintendence, control and directions of the Board, have substantial powers of management of the affairs of the Company and shall perform such duties and exercise such powers as have been or may from time to time be entrusted to or conferred upon him by the Board.</p> <p>Shri Ajit Jhunjhunwala has led the Company through a period of substantial growth. Considering Shri Ajit Jhunjhunwala's experience and significant growth in the operations of the Company under his leadership, the Board is of the view that he is suitable for the position of Vice Chairman &amp; Managing Director of the Company and has accordingly recommended his re-appointment and remuneration (including revision in remuneration) as set out in this Notice for approval of the shareholders.</p>
6.	<p>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person</p> <p>Due to the unstinted efforts and contributions of Shri Ajit Jhunjhunwala, Vice Chairman &amp; Managing Director, the Company has been able to reach a prominent position in the Glass &amp; Glassware Industry. His unflinching contributions have ensured the long term survival and sustainability of the Company. The proposed remuneration is also based on benchmarking standards with respect to size of the operations of the Company and the profile of the position. The Nomination &amp; Remuneration Committee and the Board therefore, considers that the proposed remuneration is justified.</p>
7.	<p>Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any</p> <p>Shri. Ajit Jhunjhunwala holds 83,93,000 equity shares in the Company, as on the date of this Notice. Apart from receiving remuneration, as stated above, and dividend as a member of the Company in respect of his shareholding, Shri. Ajit Jhunjhunwala does not have any other pecuniary relationship with the Company or with any managerial personnel of the Company.</p>

<b>III. OTHER INFORMATION</b>		
1.	Reasons for loss or inadequate profits	The related information will be provided in the Board's Report prepared for the relevant year in which inadequate profit/loss arises.
2.	Steps taken or proposed to be taken for improvement	
3.	Expected increase in productivity and profits in measurable terms	

The Company has not committed any default in payment of dues to any Bank or any of its secured creditors. The Company has not availed any financial facilities from any public financial institutions and does not have any deposit holder or debenture holder. The disclosures relating to (i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors; (ii) details of fixed component and performance linked incentives along with the performance criteria; (iii) service contracts, notice period, severance fees; and (iv) stock option details are given in the Corporate Governance Report.

Other disclosures required under the Act, Secretarial Standard 2 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) have been provided as an Annexure to this Notice.

The Board recommends the resolution set out at Item No. 6 by way of a Special Resolution for approval of the Members.



**Item No. - 7**

The Board of Directors of the Company at their meeting held on February 5, 2018 approved the appointment of Prof. Santanu Ray, for a terms of 5 years w.e.f., February 5, 2018. The same was approved by the Shareholders in the Annual General Meeting held on August 14, 2018.

The Company has received the consent from Prof. Santanu Ray (DIN: 00642736) to continue to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act and the SEBI (LODR) Regulation, 2015, as amended and DIR-8 to the effect that he is not disqualified in accordance with the provision of Section 164(2) of the Act.

After taking into account the performance evaluation, during his first term of five years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution during his tenure as an Independent Director, the Nomination and Remuneration Committee at its meeting held on May 30, 2022 has considered, approved and recommended the re-appointment of Prof. Santanu Ray as an Independent Director for a second term of five consecutive years with effect from February 5, 2023, to the Board of Directors for their approval.

The Board of Directors in its meeting held on May 30, 2022 based on the performance evaluation and upon the recommendation of the Nomination and Remuneration Committee, and in view of his educational background, experience and considering his contribution for the growth and development of the Company, approved the re-appointment of Prof. Santanu Ray as Independent Director of the Company for a second term of 5 (five) years with effect from February 5, 2023 to February 4, 2028 based on his skills, experience, knowledge and report of their performance evaluation. The Board is of opinion that continued association of Prof. Santanu Ray as an Independent Director would be beneficial for the further growth & development of the business of the Company.

He shall be paid remuneration by way of sitting fees for attending each meeting of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings, if any.

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and shall be eligible for re-

appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board Report.

In the opinion of the Board, Prof. Santanu Ray fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and the SEBI (LODR) Regulations, 2015, as amended for his re-appointment as an Independent Directors of the Company and are independent of the management.

Prof. Santanu Ray (DIN: 00642736) is a Fellow Member of the Institute of Chartered Accountant of India (ICAI). He is currently the mentor & adviser to Chancellor, Sister Nivedita University, Kolkata. He is serving as an Independent Director across the Board of various listed Companies. In his career spanning for about 47 years, he has served diverse Corporate Entities in various capacities and has also been associated with many of them in the advisory role. He has conducted large number of management development programs with leading corporates and published several books, research papers and articles. He has also been associated with various academic institutes viz. ICFAI Business School (IBS), Kolkata, NSHM Knowledge Campus, NSHM Business School, and B.P. Poddar Institute of Management & Technology and Techno India Group.

A copy of the draft Letter of Appointment of Prof. Santanu Ray setting out the terms and conditions of appointment is available for inspection. Members seeking to inspect the same are requested to follow the procedure mentioned in the Notes to this Notice.

Pursuant to the provisions of the SEBI (LODR) Regulations 2015, as amended, no company shall appoint or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect. Prof. Santanu Ray will complete 75 years on June 30, 2024 and thereafter his continuation on the Board of the Company shall require approval of the shareholders. Hence, The Board of Directors upon the recommendation of the Nomination and Remuneration Committee have approved the continuation of directorship of Prof. Santanu Ray as an Independent Director of the Company after attaining the age of 75 years till completion of his second term of appointment.

The Board considers that his association would be of immense benefit to the Company and accordingly, the Board recommends the resolution with respect to the appointment of Prof. Santanu Ray as an Independent Directors, for the approval by the shareholders of the Company.

Details pursuant to the SEBI (LODR) Regulations, 2015, as amended Secretarial Standard – II issued by the Institute of Company Secretaries of India, is attached as Annexure to this Notice.

Save and except Prof. Santanu Ray, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No 7.

The Board of Directors accordingly recommends the Special Resolution set out at Item No 7 of the Notice for the approval of the members.

By order of the Board of Directors

**KANCHAN P JAISWAL**

*Company Secretary*

Membership No. ACS 38107

Place: Kolkata

Date: May 30, 2022

**Registered Office:**

Eco Centre, EM-4, Sector – V, Salt lake, Kolkata – 700 091

CIN: L26101WB1987PLC042512; Tel: +917604088814/15/16/17

Email: info@laopala.in; Website: www.laopala.in

## 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 seeking re-appointment at the AGM is furnished below :-

Name of Director	Shri Ajit Jhunjunwala	Mr. Sushil Jhunjunwala	Mr. Arun Kumar Churiwal	Prof. Santanu Ray
DIN	00111872	00082461	00001718	00642736
Date of Birth	29.12.1970	23.08.1950	15.05.1950	30.06.1949
Qualification	B.Com (Hon.)	B.Com (Hon.)	B.A. (Hons)	Chartered Accountant
Experience & Expertise in specific functional areas	Over 32 years wide experience particularly in the glass industry	Over 53 years of wide experience particularly in the glass industry	Industrialist with diversified business experience over 50 years	Over 47 Years vast experience
Remuneration last drawn by such person, if applicable	Refer to the Notice & Explanatory Statement	-	-	Refer to the Notice & Explanatory Statement
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Refer to the Notice & Explanatory Statement	-	-	Refer to the Notice & Explanatory Statement
Date of first appointment on the Board of the Company	3rd October, 1989	1st October, 1994	26th June, 2004	5th February, 2018
No of shares held in the Company as on 31.03.2022	83,93,000	40,50,000	13,400	Nil
No. of meeting of the Board attended during the Year	4/4	4/4	4/4	4/4

Name of Director	Shri Ajit Jhunjunwala	Mr. Sushil Jhunjunwala	Mr. Arun Kumar Churiwal	Prof. Santanu Ray
List of Directorship held in other Companies	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. BSL Limited	BSL Limited, RSWM Limited LNJ Financial Services Ltd., Akunth Textile Processors Pvt. Ltd., RLJ Family Trusteeship Pvt. Ltd., SKLNJ Family Trustee Pvt. Ltd., RANDR Trustee Pvt. Ltd., RRJ Family Trustee Pvt. Ltd., Churiwal Properties and Investment Pvt. Ltd.,	Bharat Road Network Ltd SKP Securities Ltd.
Listed Companies from which Director has resigned in the past three years	-	-	-	Century Plyboards (India) Ltd. Genesis Exports Ltd Star Cements Ltd Shyam Century Ferrous Ltd
Chairman / Member of the Committee of Board of Directors of other Public Companies of which he is a director in the Audit & Stakeholders Relationship Committee	-	<b>Member</b> BSL Ltd., - Audit Committee	<b>Member</b> BSL Ltd., - Stakeholders Relationship Committee RSWM Ltd., Stakeholders Relationship Committee	<b>Chairman</b> SKP Securities Ltd., - Audit Committee Bharat Road Network Ltd.,- Audit Committee
Relationship between Directors inter-se	Shri Ajit Jhunjunwala is son of Shri Sushil Jhunjunwala & husband of Smt. Nidhi Jhunjunwala	Shri. Sushil Jhunjunwala is father of Shri. Ajit Jhunjunwala & Father-in-law of Smt. Nidhi Jhunjunwala.	Not Applicable	Not Applicable

By order of the Board of Directors

**KANCHAN P JAISWAL**

Company Secretary

Membership No. ACS 38107

Place: Kolkata

Date: May 30, 2022

**Registered Office:**

Eco Centre, EM-4, Sector – V, Salt lake, Kolkata – 700 091

CIN: L26101WB1987PLC042512; Tel: +917604088814/15/16/17

Email: info@laopala.in; Website: www.laopala.in

## DIRECTORS' REPORT

*Dear members*

The Directors present the 35th Annual Report of La Opala RG Limited (the Company), along with Audited Financial Statements for the financial year ended 31st March 2022.

### 1. FINANCIAL RESULTS

The Financial Results of the Company for the year under review are as under: -

(₹ In Lakhs)

Sl.	Particulars	For the Year ended 31st March'2022	For the Year ended 31st March'2021
1.	Revenue from operations	32,268.98	21,127.82
2.	Other Income	1,915.49	807.93
3.	Total expenses before interest and depreciation	20,759.81	14,288.64
4.	Finance Cost	407.06	25.37
5.	Profit after Interest but before Depreciation	13,017.60	7,621.74
6.	Depreciation	1,366.11	1,223.02
7.	Profit before Taxation	11,651.49	6,398.72
8.	Tax Expenses	2,914.29	1,441.32
9.	Profit after Taxation	8,737.20	4,957.40
10.	Profit Available for Appropriation	8,737.20	4,957.40
11.	Re-measurement of gain/(loss) (Net of tax)	20.54	29.39
12.	Dividend and Others	3,330.00	-
13.	Transferred to General Reserve	1,000.00	-
14.	Balance as per last year (Retained Earnings)	37,410.24	32,423.45
15.	Balance carried forward to Balance Sheet	41,837.98	37,410.24

### 2. STATE OF COMPANY'S AFFAIRS (OVERALL PERFORMANCE)

During FY 2021-22, your Company achieved Revenue from Operations ₹ 322.68 Crores as against ₹ 211.28 Crores Profit before Tax ₹ 116.51 Crores, as against ₹ 63.99 Crores and Profit after Tax ₹ 87.38 Crores, as against ₹ 49.57 Crores in comparison with the FY 2020-21.

### 3. SHARE CAPITAL

The Paid up Equity Share Capital as on 31st March, 2022 was ₹ 22.20 crores and there has been no change in the capital structure of the Company.

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 March 31, 2022, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

### 4. DIVIDEND

Your Directors are pleased to recommend a final Dividend of ₹ 0.80 (i.e., 40%) per equity share of face value of ₹ 2/- each for the financial year ended 31st March, 2022. The final Dividend, subject to the approval of Members at the Annual General Meeting, those will be paid within statutory period, to Members whose names appear in the Register of Members, as on the date of Book Closure.

The interim Dividend of ₹ 1.50 (i.e., 75%) per share face value of ₹ 2/- each was paid to those members whose names appeared in the Registers of Members of the Company as on Friday, February 4, 2022 being the record date fixed for this purpose.

The total dividend for the financial year, including the proposed final dividend and the Interim dividend amounts to ₹ 2.30/- (i.e., 115%) per equity share face value of ₹ 2/- each for the financial year ended 31st March, 2022.

The Dividend Distribution Policy is available on the website of the Company at <https://laopala.in/policies.php>.

### 5. TRANSFER TO RESERVES

Your directors are proposing to transfer ₹ 1000 Lacs to General Reserves.

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

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF, established by the Government of India, after the completion of seven years. Further, according to the IEPF Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven

consecutive years or more shall also be transferred to the demat account of the IEPF Authority. During the year, the Company has transferred the unclaimed and unpaid dividends of ₹ 4,92,200 for the financial year ended March 31, 2014. Further 10,670 corresponding shares on which dividends were unclaimed for seven consecutive years were transferred as per the requirements of the IEPF Rules.

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 e-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.

## 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. DEPOSITS

In terms of the provisions of Section 73 to 76 of the Act read with the relevant rules made there under, your Company has not accepted any deposit from the public.

## 9. INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY

The Company has an adequate system of internal control procedures which is commensurate with the size and nature of its business. Detailed procedural manuals are in place to ensure that all the assets are protected against loss and all transactions are authorized, recorded and reported correctly. The internal control system of the Company is monitored and evaluated by internal auditors and their audit reports are reviewed by the Audit Committee of the Board of Directors. The observations and comments of the Audit Committee are placed before the Board.

## 10. AUDITORS

### STATUOTRY AUDITORS

M/s. Singhi & Co., Chartered Accountants, Kolkata (Firm Registration No. 302049E) were appointed as the Statutory Auditors of the Company to hold office from the conclusion of the 30th AGM held on August 26, 2017 until the conclusion of the ensuing 35th Annual General Meeting and is eligible for reappointment.

The Company has received confirmation from the Auditors to the effect that their appointment, if made, will be in accordance with the limits specified under the Companies Act, 2013 and the firm satisfies the criteria specified in Section 141 of the Companies Act, 2013 read with Rule 4 of the Companies (Audit & Auditors) Rules 2014.

The Board is of the opinion that continuation of M/s. Singhi & Co., Chartered Accountants, as Statutory Auditors will be in the best interests of the Company and therefore, the members are requested to consider their re-appointment as Statutory Auditors of the Company, for a term of five years, from the conclusion of the ensuing Annual General Meeting, till the Annual General Meeting to be held in the calendar year 2027, at such remuneration mutually agreed and approved by the Board.

### STATUTORY AUDITORS' OBSERVATIONS

The notes on financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report is an unmodified report i.e., it does not contain any qualification, report of fraud, reservation, adverse remark or disclaimer and do not call for any further comments.

### COST AUDIT

In accordance with the provisions of 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 provisions of Section 204 of the Companies Act, 2013 mandates Secretarial Audit of the Company by a Company Secretary in Practice. The Board in its meeting held on May 25, 2021 appointed M/s. Drolia and Company, Proprietor Mr. Pravin Kumar Drolia, Practising Company Secretaries, Kolkata as the Secretarial Auditor for the financial year ending March 31, 2022. The Secretarial Auditor's Report for the financial year ending March 31, 2022 is annexed to the Boards' Report as **Annexure I**. There is no qualification, reservation, adverse remark or disclaimer in the said report and do not call for any further comments.

### DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS

During the year under review, neither the Statutory Auditors nor the Secretarial Auditor have reported to the Audit Committee or the Board under section 143(12) of the Companies Act, 2013, any instances of fraud committed in the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

## INTERNAL AUDITOR

Pursuant to Section 138 of the Companies Act, 2013 read with The Companies (Accounts) Rules, 2014, as amended, the Company has appointed M/s. Doshi Chatterjee Bagri & Co., LLP as the Internal Auditors of the Company for the Financial Year 2021-22. 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

In terms of Articles of Association of the Company, Shri Sushil Jhunjunwala (DIN: 00082461) and Shri. Arun Churiwal (DIN: 00001718) 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) Regulations 2015") and SS-2 (Secretarial Standards on General Meetings) have been included in the Notice convening the 35th Annual General Meeting of the Company. Your Directors recommend the Resolutions for your approval.

During the year, Dr. Mamta Binani, (DIN No 00462925) Independent Director of the Company has step down from the Directorship of the Company w.e.f., October 28, 2021 in order to comply with the provisions of maximum directorship in terms of Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, as amended.

Ms. Suparna Chakrabortti (DIN: 07090308) is appointed as an Additional (Woman) Director in capacity of Independent Director for a term of five years commencing from January 27, 2022 to January 26, 2027, subject to approval of the Shareholders of the Company.

Ms. Suparna Chakrabortti (DIN: 07090308) is regularized as Director in capacity of Independent Director with effect from January 27, 2022 for term of five years pursuant to approval of the Shareholders of the Company through Postal Ballot Notice dated January 27, 2022 approved on April 3, 2022.

Mr. Subir Bose (DIN: 00048451) was reappointed as Independent Director of the Company, for his second term of appointment for the period of five consecutive years commencing from April 7, 2022 till April 6, 2027.

The statement with regard to integrity, expertise and experience including the proficiency of all the Independent Directors is given in the Corporate Governance Report, which forms a part of this Annual Report.

Except stated above, there is no change in the composition of the Board of Directors during the year under review.

## 12. DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he / she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) & 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## 13. KEY MANAGERIAL PERSONNEL

The following persons have been designated as Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Companies Act, 2013 read with the Rules framed thereunder:

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

## 14. BOARD EVALUATION

The Nomination & Remuneration Committee of the Board of Directors had laid down the criteria for evaluation of the performance of the Board as a whole, the Directors individually as well as the evaluation of the working of the Committees of the Board.

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual Directors pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The process for Board evaluation is inclusive of the following:

- The Board evaluates the performance of the Independent Directors excluding the Director being evaluated;
- The Nomination & Remuneration Committee evaluates the performance of each Director;

- The Independent Directors evaluate the performance of the Non Independent Directors including the Chairperson of the Company taking into account the views of the Executive and Non-Executive Directors and the Board as a whole;
- Performances of the Committees of the Board are also evaluated.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc. The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

In a separate meeting of Independent Directors, performance of non-independent directors, the Board as a whole and the Chairman of the Company was evaluated, taking into account the views of executive directors and non-executive directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

At the board meeting that followed the meeting of the independent directors and meeting of Nomination and Remuneration Committee, the performance of the Board, its Committees, and individual directors was also discussed. Performance evaluation of Independent Directors was done by the entire Board, excluding the independent director being evaluated.

## 15. BOARD MEETINGS

The Board met 4 times during the year ended March 31, 2022 on May 5, 2021, August 13, 2021, November 2, 2021 and January 27, 2022. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, as amended.

The details of the Board Meetings held during the F.Y. 2021-22 have been furnished in the Corporate Governance Report forming part of this Annual Report.

## 16. COMMITTEES OF THE BOARD

As on March 31, 2022, the Board had 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 is provided in the Corporate Governance Report.

## 17. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

A Nomination and Remuneration Policy formulated and adopted by the Board of Directors, pursuant to the provisions of Section 178 and other applicable provisions of the Companies Act, 2013 and Rules thereto inter alia define the Companies policy on Directors' appointment and remuneration by the Nomination and Remuneration Committee.

The said policy may be referred to, at the Company's website <https://laopala.in/policies.php>

## 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 Singhi & Co. Chartered Accountants, (Firm Registration No. 302049E) confirming the compliances to conditions of Corporate Governance as stipulated under Schedule V(E) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended, is annexed.

## 19. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of the provisions of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Management Discussion and Analysis Report on the operations of the Company is set out in this Annual Report.

## 20. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013, the Directors state that:

- (a) In the preparation of the annual accounts for the year ended March 31, 2022, the applicable Indian



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 March 31, 2022 and of the profit of the company for that period;

(c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of 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

The Company has a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees in confirmation with Section 177(9) of the Act and Regulation 22 of Listing Regulations, to report concerns about unethical behaviour. 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. ANNUAL RETURN

As required under Section 92 of the Companies Act, 2013, the Annual Return for the financial year 2022 is available on the website of the Company [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 mandatory 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 BSE Limited (BSE) and Calcutta Stock Exchange Limited (The Company has applied for voluntary De-listing of its equity shares from the Calcutta Stock Exchange Limited). Necessary stock exchange regulations are complied with from time to time. Applicable Annual listing fee has already been paid to the respective stock exchanges within the specified timeline.

## 25. SUBSIDIARY/ ASSOCIATES/ JOINT VENTURE COMPANIES

The Company does not have any subsidiary/ associate/joint venture Company for the year ended March 31, 2022.

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

The Company has not given any loan, guarantees or made any investments prescribed under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

## 27. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure II** in Form No. AOC-2 and the same forms part of this report. The same have also been disclosed under Note No. 44 of the Notes to the Financial Statements.

In conformity with the requirements of the Act, read with the SEBI (LODR) Regulations, 2015, as amended the policy to deal with related party transactions is also available on Company's website at <https://laopala.in/policies.php>

## 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 and the Company's operations in future.

## 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 after the closure of the financial year till the date of this report.

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

The information 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 the Companies (Accounts) Rules, 2014 is attached and forms a part of this Report marked as **Annexure III**.

### 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 Promoting Education, Preventive & Promotion of Health Care, Animal Welfare and other activities. 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 <https://laopala.in/policies.php>. The Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed to this reports as **Annexure IV**.

### 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 V**.

### 33. PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Act read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as an **Annexure VI**.

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

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made there under, your Company has in place a policy for Prevention of Sexual Harassment of Women at Workplace and constituted an Internal Complaints Committees (ICC). No complaint has been raised from any employee related to sexual harassment during the year ended March 31, 2022.

### 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 (BRR)

The Listing Regulations mandate the inclusion of the BRR as part of the Annual Report for the top 1,000 listed entities based on market capitalization. Your Company forms part of the Top 1000 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 the SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/10/2015 dated 4 November 2015. In compliance with the Listing Regulations, we have integrated BRR disclosures into our Annual Report for FY 2021-22.

### 37. RISK MANAGEMENT

The Board of Directors of the Company has formed a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The policy on Risk Management is hosted on the Company's website <https://laopala.in/policies.php>. The Committee is responsible for monitoring and reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The development and implementation of risk management policy has been covered in the Management Discussion and Analysis, which forms part of this report.

### 38. ACKNOWLEDGEMENT

The Directors take this opportunity to thank the Company's employees, customers, members, distributors, vendors, bankers, government and all other business associates for their consistent support and encouragement to the Company.

For and on behalf of the Board

**Sushil Jhunjunwala**

Place: Kolkata

*Chairman*

Date: May 30, 2022

DIN: 00082461

## FORM NO. MR-3

## SECRETARIAL AUDIT REPORT for the financial year ended 31st Day of March, 2022

[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]

The Members,

**La Opala R G Ltd.**

(L26101WB1987PLC042512)

Eco Centre, 8th floor,

EM -4, Sector V,

Kolkata-700 091.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by La Opala R G Limited (CIN: L26101WB1987PLC042512) (hereinafter called "the Company"). The Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of books, papers, minute books, forms and returns filed and other records maintained by the La Opala R G Limited (L26101WB1987PLC042512) and also the information provided by the Company, its officers, and authorised representatives during the conduct of Secretarial Audit, I hereby report that in my opinion the Company has, during the audit period covering the financial year ended 31st March, 2022 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2022 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 SEBI (Depositories and Participants) Regulations 2018
- 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 SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended till date;
  - (b) The SEBI (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
  - (d) The SEBI (Listing obligation and disclosure requirements) Regulations 2015, as amended;
  - (e) The SEBI (Delisting of Equity Shares) Regulations, 2021 as amended

[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 31-03-2022, as the Company has not undertaken any activities under the said Regulations and Laws: -

  - (a) The SEBI (Share based employee benefits and sweat equity) Regulations 2021;
  - (b) The SEBI (Issue and Listing of Non-convertible Securities) Regulations, 2021;
  - (c) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The SEBI(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 Payment of Gratuity Act, 1972
  - g. The contract Labour (Regulations and Abolition) Act, 1970
  - h. The Maternity Benefit Act, 1961

- i. Environment protection Act and Rules and Hazardous Products Act

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

- (i) The Listing Agreement and LODR Regulations 2015 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 Member's meeting, Committee Meeting and Board meeting,

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

I 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 and various committee that took place during the period under review were carried out in compliance with the provisions of the Act and Listing regulations.

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.

I 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 recorded as part of the Minutes.

I further report that, the Company is in the process of De-listing of its equity shares from the Calcutta Stock Exchange Limited.

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

- (i) Public/Right/ Preferential issue of Share/ Debenture/Sweat Equity or any other Security.
- (ii) Redemption / buy-back of security.
- (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

FCS: 2366, C P 1362

Date: 30-05-2022

UDIN: F002366D00038090

Peer review registration: 1928/2022

**Note:**

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

**Annexure A**

The Members,

**La Opala R G Ltd.**

(L26101WB1987PLC042512)

Eco Centre, 8th floor,

EM -4, Sector V,

Kolkata-700 091.

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I 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. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis.
6. The secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Drolia & Company  
(Company Secretaries)

**(Pravin Kumar Drolia)**

*Proprietor*

FCS: 2366, C P 1362

UDIN: F002366D00038090

Peer review registration: 1928/2022

Place: Kolkata

Date: May 30, 2022

## Annexure - II

## FORM NO 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	Appointment as Chairman	Appointment as Vice Chairman & Managing Director	Appointment as Executive Director
(c)	Duration of the contracts/ arrangements/ transactions	Every year for Leasing of Real Estate	5 years	5years	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 & Car parking space at Kolkata till May 2021. The rent paid by Company amounts to ₹ 6.61 Lakh.	Remuneration	Remuneration	Remuneration
(e)	Date(s) of approval by the Board, if any:	25-02-2021	30-03-2019	30-05-2022	14-02-2020
(f)	Amount paid as advances, if any:	Nil	Not Applicable	Not Applicable	Not Applicable

\*Mr. Ajit Jhunjunwala has been promoted as the Vice Chairman & Managing Director from Managing Director of the Company w.e.f., January 27, 2022.

For and on behalf of the Board

Place: Kolkata  
Date: May 30, 2022

**Sushil Jhunjunwala**  
*Chairman*  
DIN: 00082461

## Annexure-III

**Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo Required Under the Companies (Accounts) Rules, 2014**

**(A) Conservation of energy-**

- (i) the steps taken or impact on 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.

- (ii) the steps taken by the company for utilising alternate sources of energy: NA  
 (iii) the capital investment on energy conservation equipment: Nil

**(B) Technology absorption-**

- (i) the efforts made towards technology absorption;

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.

- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution: NA  
 (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year  
 a) the details of technology imported  
 b) the year of import;  
 c) whether the technology being fully absorbed  
 d) If not fully absorbed, areas where absorption has not taken place and the team there of and  
 (iv) the expenditure incurred on Research and Development : Nil

**(C) Foreign exchange earnings and Outgo-**

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

<b>i) Actual Inflows:</b>	<b>Foreign Exchange Earnings</b>	<b>2021-22</b>	<b>2020-21</b>
	Exports at FOB Basis	5,029.07	2,907.29
	Other	-	6.72
	<b>Total</b>	<b>5,029.07</b>	<b>2,914.01</b>
<b>i) Actual Outflow:</b>	<b>Foreign Exchange Outgo</b>		
	Imports		
	- Raw Material	1,050.73	510.62
	- Components and spare parts	505.53	90.21
	- Capital goods	1,483.11	3,782.09
	Travelling	-	3.51
	Technical Fees	-	1.84
	Others	22.82	19.39
	<b>Total</b>	<b>3,062.19</b>	<b>4,407.67</b>

For and on behalf of the Board

**Sushil Jhunjunwala**

*Chairman*

DIN: 00082461

Place: Kolkata

Date: May 30, 2022



## Annexure - IV

## Corporate Social Responsibility

## 1. Brief outline on CSR Policy of the Company

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 <https://laopala.in/policies.php>

## 2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Arun Churiwal, Chairman	Non-Executive Director	1	1
2	Prof. Santanu Ray, Member	Independent Director	1	1
3	Mr. Sushil Jhunjunwala, Member	Chairman	1	1
4	Mr. Ajit Jhunjunwala, Member	Vice Chairman & Managing Director	1	1
5	Mrs. Nidhi Jhunjunwala, Member	Executive Director	1	1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: **www.laopala.in**

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable: **Not Applicable.**

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
Not Applicable			

6. Average net profit of the company as per section 135(5): ₹ 9,803.01 Lakhs

7. (a) Two percent of average net profit of the company as per section 135(5): ₹ 196.06 Lakhs

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil.

(c) Amount required to be set off for the financial year, if any: Nil

(d) Total CSR obligation for the financial year (7a+7b-7c): ₹ 196.06 Lakhs

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

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 196.53 Lakhs	Nil		Nil		

(b) Details of CSR amount spent against **ongoing projects** for the financial year:

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

(c) Details of CSR amount spent against **other than ongoing projects** for the financial year:

(₹ in Lakhs)

-1	-2	-3	-4	-5		-6	-7	-8	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local Area	Location of the project.		Amount spent for the project	Mode of Implementation Direct (Yes/No)	Mode of implementation - Through implementing Agency	
				(Yes/No)	State			District	(₹ In Lakhs)
1	Expansion of day-cum-boarding school	Promoting Education	No	Haryana	Gurugram	25.00	No	Sona Educational Society	CSR00022389
2	Adoption of One Teacher School	Promoting Education	Yes	West Bengal	Kolkata	22.00	No	Friends of Tribal Society	CSR00001898
3	Repairing and Painting of School Building of Saraswati Shishu Vidya Mandir	Promoting Education	No	Uttarakhand	Sitarganj	21.85	Yes	-	-
4	Distribution of Oxygen Concentrator, Mask, Sanitiser and Medical Expenses for COVID-19	Promoting Health Care	Yes	West Bengal	Kolkata	21.61	No	La Opala Foundation	CSR00014740
5	Setting up of Paediatric Intensive Care Unit at the Paediatric ward in Ram Krishna Mission Seva Pratisthan	Promoting Health Care	Yes	West Bengal	Kolkata	20.00	No	Rotary Children's Welfare Trust	CSR00003266
6	Construction of G+IV Annexe Building for extension of the Hospital Services	Promoting Health Care	Yes	West Bengal	Kolkata	20.00	No	Ram Krishna Sarada Mission, Matri Bhawan	CSR00005055
7	Model Prison Projects	Promoting Education and enhancing vocation skills for Livelihood	No	Puducherry	Puducherry	10.00	No	Sri Aurobindo Society	CSR00000200

-1	-2	-3	-4	-5		-6	-7	-8	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local Area  (Yes/No)	Location of the project.		Amount spent for the project  (₹ In Lakhs)	Mode of Implementation Direct (Yes/No)	Mode of implementation - Through implementing Agency	
				State	District			Name	CSR Registration Number
8	Contribution towards research on SCA-12	Preventive Health Care	Yes	West Bengal	Kolkata	10.00	No	Institute of Neurosciences Kolkata	CSR00000975
9	Social Welfare Activities in Rural Areas	Rural Development	No	Telangana	Karimnagar	10.00	No	Shree Sitharama Seva Sadan	CSR00001559
10	Distribution of Oxygen Cylinder and Concentrator for COVID-19	Promoting Health Care	No	Uttarakhand	Sitarganj	7.61	Yes	-	-
11	Setting up of HFNC machines for COVID-19	Promoting Health Care	Yes	West Bengal	Kolkata	7.17	No	Shree Vishudhanand Hospital	CSR00001804
12	Providing Cup Board, Chair, bench and Student Desk to Saraswati Shishu Vidya Mandir	Promoting Education	No	Uttarakhand	Sitarganj	5.27	Yes	-	-
13	Construction of School Building	Promoting Education	Yes	West Bengal	Kolkata	5.00	No	Pariwar Milan	CSR00002247
14	Development of Dog Shelter House	Animal Welfare	Yes	West Bengal	Kolkata	3.06	No	Nikhil Banga Kalyan Samity	CSR00025983
15	Construction of Covid Police Control Room	Promoting Health Care	No	Uttarakhand	Sitarganj	1.50	Yes	-	-
16	Construction of School Building	Promoting Education	No	Gujrat	Ahmedabad	1.01	No	Give Foundation	CSR00000389
17	Development of Villages in India	Rural Development	No	Delhi	Delhi	1.00	Yes	-	-
18	Construction of New School	Promoting Education	No	Rajasthan	Jhunjhunu	1.00	No	Shree Satsangh Sadan	CSR00020051
19	Medical Aid	Promoting Health Care	Yes	West Bengal	Kolkata	1.00	Yes	-	-
20	Medical Aid	Promoting Health Care	Yes	West Bengal	Kolkata	0.60	Yes	-	-
21	Organising Sports in Rural Area	Promotion of Sports or Rural Sports	No	Jharkhand	Deoghar	0.50	No	La Opala Foundation	CSR00014740
22	Contribution for maintenance of School	Promoting Education	No	Puducherry	Puducherry	0.50	Yes	Vraza Trust	CSR00012685
23	Distribution of Blankets to needy	Promoting Health Care	No	Uttarakhand	Sitarganj	0.34	Yes	-	-

-1	-2	-3	-4	-5		-6	-7	-8	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local Area  (Yes/No)	Location of the project.		Amount spent for the project  (₹ In Lakhs)	Mode of Implementation Direct (Yes/No)	Mode of implementation - Through implementing Agency	
				State	District			Name	CSR Registration Number
24	Distribution of Medicine & Eye Check up	Promoting Health Care	Yes	West Bengal	Kolkata	0.30	No	Jyotirmai Club	CSR00015025
25	Medical Aid	Promoting Health Care	Yes	West Bengal	Kolkata	0.21	No	Rani Sati Foundation	-
<b>Total</b>						<b>196.53 Lakhs</b>			

- (d) Amount spent in Administrative Overheads: Nil
- (e) Amount spent on Impact Assessment, if applicable: Nil
- (f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 196.53 Lakhs
- (g) Excess amount for set off, if any

Sl. No.	Particular	Amount (₹ in Lakhs.)
(i)	Two percent of average net profit of the company as per section 135(5)	₹ 196.06
(ii)	Total amount spent for the Financial Year	₹ 196.53
(iii)	Excess amount spent for the financial year [(ii)-(i)]	₹ 0.46
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

9.(a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135(6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹).	Date of transfer.	
Not Applicable							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in ₹).	Amount spent on the project in the reporting Financial Year (in ₹).	Cumulative amount spent at the end of reporting Financial Year. (in ₹)	Status of the project - Completed / Ongoing.
Not Applicable								

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

- (a) Date of creation or acquisition of the capital asset(s): **None**
- (b) Amount of CSR spent for creation or acquisition of capital asset: **Nil**
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: **Not Applicable**
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): **Not Applicable**

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) : **Not Applicable**

For and on behalf of the Board

**Ajit Jhunjhunwala**

*(Vice Chairman & Managing Director)*

DIN: 00111872

Place: Kolkata

Date: May 30, 2022

For and on behalf of the Board

**Arun Kumar Churiwal**

*(Chairman, CSR Committee)*

DIN: 00001718

## Annexure- V

**[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 2021-22 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
1.	Mr. Sushil Jhunjunwala	Chairman	374.07	20.77%
2.	Mr. Ajit Jhunjunwala	Vice Chairman & Managing Director	278.63	41.88%
3.	Mrs. Nidhi Jhunjunwala	Executive Director	104.95	19.58%
4.	Mr. Rajiv Gujral	Non-Executive & Independent Director	3.54	25.00%
5.	Mr. Subir Bose	Non-Executive & Independent Director	3.54	25.00%
6.	Prof. Santanu Ray	Non-Executive Director	3.54	25.00%
7.	Mr Arun Churiwal	Non-Executive & Independent Director	3.54	25.00%
8.	Mr. Alok Pandey	Chief Financial Officer	Not Applicable	10.45%
9.	Mrs. Kanchan Pandey Jaiswal	Company Secretary	Not Applicable	5.41%

- 2) The percentage increase in the median remuneration of employees in the financial year is 3.60%.
- 3) The permanent number of employees on the rolls of the Company is 970.
- 4) The average percentage increase in the salaries of employees other than the managerial personnel in the last financial year is 6.66 % as against the increase of 10.69 % 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
- 5) 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.

over a period of time and also benchmarked against comparable in the industry.

For and on behalf of the Board

**Sushil Jhunjunwala**  
Chairman

Place: Kolkata  
Date: May 30, 2022

DIN: 00082461

## Annexure- VI

**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 (₹ in Lakh)	Remuneration Qualification (₹ in Lakh)	Experience	Commencement	Age (Years)	Last Employed	
							Organization	Post Held
Mr. Sushil Jhunjunwala	Chairman	528.12	B.Com (Hon.)	53	01.10.1994	71	Radha Glass & Industries Ltd.	Director
Mr. Ajit Jhunjunwala	Vice Chairman & Managing Director	393.38	B.Com (Hon.)	32	01.10.1997	51	-	-
Mrs. Nidhi Jhunjunwala	Executive Director	148.17	B.A. (Hons)	22	01.07.2002	48	-	-

Note: 1. All appointments are contractual.

For and on behalf of the Board

**Sushil Jhunjunwala**

*Chairman*

DIN: 00082461

Place: Kolkata

Date: May 30, 2022



# BUSINESS RESPONSIBILITY REPORT

Pursuant to Regulation 34(2)(f) of the SEBI (LODR) Regulation, 2015, the Directors present the "Business Responsible Report" (BRR) of the Company for FY 2021-22

## SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

Sl. No.	Particulars	Company Information
1.	Corporate Identity Number (CIN) of the Company	L26101WB1987PLC042512
2.	Name of the Company	La Opala RG Limited
3.	Registered Office Address	Eco Centre, EM - 4, Sector - 5, Salt Lake, Kolkata 700 091, West Bengal, India.
4.	E-mail Id	info@laopala.in
5.	Website	www.laopala.in
6.	Financial Year reported	2021-22
7.	Sector(s) that the Company is engaged	Glass and Glassware Products
8.	List three key products / services that the Company manufactures / provides	Opalware & Crystalware
9.	Total number of locations where business activity is undertaken by the Company (a) Number of International Locations (b) Number of National Locations	The Company carries out business activities across India with: Factories – 4 Corporate Office – 1
10.	Markets served by the Company	Serves National and International Market

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

- Paid up Capital (INR):** ₹ 22.20 Crores
- Total Turnover (INR):** ₹ 320.46 Crores
- Total Profit After Taxes (INR):** ₹ 87.37 Crores
- Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%):** 2.25%
- List of activities in which expenditure in 4 above has been incurred:** - Promoting Education, Promoting Health care, Rural Sports, Rural Development, Animal Welfare & Preventive Health Care.

## 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 (N.A)
- 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: BUSINESS RESPONSIBILITY (BR) INFORMATION

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

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

Sl. No.	Particulars	Details
1	DIN Number	00111872
2	Name	Mr. Ajit Jhunjunwala
3	Designation	Vice Chairman & Managing Director

(b) Details of the BR Head

Sl. No.	Particulars	Details
1	DIN Number (if applicable)	N.A.
2	Name	Mr. Alok Pandey
3	Designation	Chief Financial Officer
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)

Sl. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
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 conform 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="https://laopala.in/policies.php">https://laopala.in/policies.php</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: N.A

## 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 2021-22, a total of 4 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 favor 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-III 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:

Permanent Staffs: 400

Permanent Workers:  $\frac{621}{1021}$

- B. Total number of employees hired on temporary/contractual/casual basis: 289

- C. Number of permanent women employees: 68

- 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?: 3.92%

- 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: Not Applicable

**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.

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 2021-22, 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. 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?

- a. Indian Chamber of Commerce
- b. 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 Directors 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 INR 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

**Sushil Jhunjunwala**

*Chairman*

Place: Kolkata

Date: May 30, 2022

DIN: 00082461

## ANNEXURE TO DIRECTORS' REPORT

### REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended 31st March, 2022, 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

As on March 31, 2022, the Company has eight Directors. Of the eight directors, five are Non-Executive Directors out of which four are Independent Directors and the

remaining three are Executive Directors holding office of Chairman, Vice Chairman & Managing Director and Executive Director respectively. The business of the company is managed by the Chairman and two whole time Executive Directors under the guidance, supervision and control of the Board of Directors.

Since, the Company has an Executive Chairman; half of its Board is comprised of Independent Directors in terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended as on March 31, 2022. Thus, composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Companies Act.

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 & 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.

**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 March 31, 2022 is as under:**

Name of the Director	Category of Director	No. of Board Meetings Attended During the FY 2022	Attendance at last AGM held on September 25, 2021	No. of Directorship(s) held in other Public limited Companies as on March 31, 2022	No. of Committee* Positions held in other Board Committee of Public Limited Companies as on March 31, 2022		Directorship in other listed entities (Category of directorship)
					Chairman	Member	
Mr. Sushil Jhunjunwala	Chairman	4	Yes	2	0	1	BSL Limited (Non-Executive & Independent)
Mr. Ajit Jhunjunwala	Vice Chairman & Managing Director	4	Yes	1	0	0	None
Mrs. Nidhi Jhunjunwala	Executive Director	4	Yes	0	0	0	None
Mr. Rajiv Gujral	Non-Executive & Independent Director	4	Yes	1	0	1	None
Mr. Subir Bose	Non-Executive & Independent Director	4	Yes	1	0	1	None

Name of the Director	Category of Director	No. of Board Meetings Attended During the FY 2022	Attendance at last AGM held on September 25, 2021	No. of Directorship(s) held in other Public limited Companies as on March 31, 2022	No. of Committee* Positions held in other Board Committee of Public Limited Companies as on March 31, 2022		Directorship in other listed entities (Category of directorship)
					Chairman	Member	
Prof. Santanu Ray	Non-Executive & Independent Director	4	Yes	2	1	2	Bharat Road Network Ltd (Non-Executive & Independent) SKP Securities Ltd. (Non-Executive & Independent)
Mr. Arun Kumar Churiwal	Non-Executive Director	4	Yes	2	0	2	BSL Limited (Executive) RSWM limited (Non-Executive & Non Independent)
Ms. Suparna Chakrabortti*	Non-Executive & Independent Director	NA	NA	2	2	3	Dhelakat Tea Co. Ltd., (Non-Executive & Independent) Rydak Syndicate Ltd., (Non-Executive & Independent)

**Notes:**

- For this purpose, only Audit Committee and Stakeholders Relationship Committee of Indian Public Ltd Companies have been considered.
- Dr. Mamta Binani (DIN: 00462925) Non-Executive & Independent Director, has step down from the Directorship of the Company through resignation letter dated October 28, 2021 with immediate effect.
- Ms. Suparna Chakrabortti (DIN: 07090308) is appointed as an Additional (Woman) Director in capacity of Independent Director for a term of five years commencing from January 27, 2022 to January 26, 2027, subject to approval of the Shareholders of the Company.
- Ms. Suparna Chakrabortti (DIN: 07090308) is regularized as Director in capacity of Independent Director with effect from January 27, 2022 for a term of five years commencing from January 27, 2022 to January 26, 2027, pursuant to approval of the Shareholders of the Company through Postal Ballot Notice dated January 27, 2022 approved on April 3, 2022.
- Mr. Ajit Jhunjhunwala promoted as Vice Chairman & Managing Director of the Company with effect from January 27, 2022.
- None of the Directors serves as 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. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2022 have been made by the Directors.
- 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) Changes in composition of the Board of Directors since last Report**

- Dr. Mamta Binani (DIN: 00462925) Non-Executive & Independent Director, has step down from the Directorship of the Company through resignation letter dated October 28, 2021 in order to comply with the provisions of maximum directorship in terms of Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, as amended. She has also confirmed that there being no other reason for relinquishing her position in the Company.
- Ms. Suparna Chakrabortti (DIN: 07090308) is appointed as an Additional (Woman) Director in the capacity of Independent Director with effect from January 27, 2022 for term of five years w.e.f., January 27, 2022 to January 26, 2027, subject to approval of the Shareholders of the Company.
- Ms. Suparna Chakrabortti (DIN: 07090308) is regularized as Director in the capacity of Independent Director with effect from January 27, 2022 for term of five years w.e.f., January 27, 2022 to January 26, 2027, pursuant to approval of the Shareholders of the Company through Postal Ballot Notice dated January 27, 2022 approved on April 3, 2022.
- Mr. Subir Bose (DIN: 00048451) was reappointed as Independent Director of the Company, for a second term of five consecutive years commencing from April 7, 2022 till April 6, 2027, pursuant to approval of the Shareholders of the Company through Postal Ballot Notice dated January 27, 2022 approved on April 3, 2022;

**(c) Number of meetings of the Board of Directors held and the dates on which held:**

The Board have met four times during the financial year 2021-22 on May 25, 2021; August 13, 2021; November 2, 2021 and January 27, 2022. The gap between two board meetings is within 120 days. The requisite quorum was present for all the meetings.

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.

**(d) 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.

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

During the FY 2022, one meeting of the Independent directors of the Company was held on January 27, 2022 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 Executive Directors and Non-Executive Directors. 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. 2021-22, 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.

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

The Non-Executive Director, Mr. Arun Kumar 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 March 31, 2022.

**(g) Key Board Qualifications, Skills, Expertise and Attributes:**

The Directors are committed in ensuring that the Board is in compliance with the highest standards of Corporate Governance. In terms of the requirement of the Listing Regulation, the core skills, expertise, competencies of Directors as on March 31, 2022, as identified by the Board:

Name of the Directors	Skills and Attributes	Description
Sushil Jhunjunwala, Ajit Jhunjunwala, Nidhi Jhunjunwala, Arun Churiwal, Rajiv Gujral, Subir Bose	Business & Industry	Domain Knowledge in Business and understanding of business environment, Optimizing the development in the industry for improving Company's business.
Sushil Jhunjunwala, Ajit Jhunjunwala, Arun Churiwal, Subir Bose, Santanu Ray, Rajiv Gujral	Financial Expertise	Financial and risk management, Internal control, Experience of complex financial reporting processes, capital allocation, resource utilization, Understanding of Financial policies and accounting statement and assessing economic conditions.
Sushil Jhunjunwala, Ajit Jhunjunwala, Arun Churiwal, Shantanu Ray, Suparna Chakrabortti	Governance & Compliance	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.

**(h) 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 <https://laopala.in/pdf/Familiarisation%20Programme%20for%20IDs%2021-22.pdf>

**(i) Board Evaluation**

The Nomination and Remuneration Committee has formulated a policy for evaluation of the Board, its Committees and Directors and the same has been approved and adopted by the Board. The details of Board Evaluation forms part of the Board's Report.

**3. COMMITTEES OF THE BOARD****Audit Committee**

The Audit Committee acts as a link between the Internal and Statutory Auditors and the Board of Directors. The Committee provides the Board with additional assurance as to the adequacy of the Company's internal control systems and financial disclosures. The Committee comprised of three Non-Executive directors out of which two are Independent Directors as on March 31, 2022. During the F.Y. 2021-22, 4 (four), meetings of the Committee were held on May 25, 2021, August 13, 2021, November 2, 2021 and January 27, 2022.

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. 2021-22 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. Santanu Ray, Member	Non-Executive and Independent	4	4
Mr. Arun Kumar Churiwal, Member	Non-Executive	4	4

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

- Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:-
  - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
  - disclosure of any related party transactions;
  - modified opinion(s) in the draft audit report;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the listed entity with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the whistle blower mechanism;
- Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee
- Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

The Chairman of the Audit Committee, Mr. Rajiv Gujral, an Independent Director was present at the Annual General Meeting of the Company held on September 25, 2021.

Ms. Kanchan P Jaiswal, Company Secretary acts as the Secretary to the Audit Committee.

#### Nomination and Remuneration Committee

The Nomination and Remuneration Committee (NRC)

The details of members, their category and number of meetings attended by them during the F.Y. 2021-22 are given below:-

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	2	2
Mr. Santanu Ray, Member	Non-Executive and Independent	2	2
Mr. Arun Kumar Churiwal, Member	Non-Executive	2	2

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 the 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;

For every appointment of an Independent Director, the Nomination & Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The Person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:-

- i. Use the services of an external agencies, if required;
- ii. Consider candidates from a wide range

of backgrounds, having due regard to diversity; and

- iii. Consider the time commitments of the candidates

2. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. devising a policy on diversity of board of directors;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
6. Recommend to the board, all remuneration, in whatever form, payable to senior management.

is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations and Section 178 of the Act. The Committee comprised of 3 Non-Executive Directors, out of which two are Independent Directors as on March 31, 2022. The Committee met twice during the financial year 2021-22 on May 25, 2021 and January 27, 2022.

of backgrounds, having due regard to diversity; and

- iii. Consider the time commitments of the candidates

2. Formulation of criteria for evaluation of performance of independent directors and the board of directors;

3. devising a policy on diversity of board of directors;

4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.

5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

6. Recommend to the board, all remuneration, in whatever form, payable to senior management.

The Chairman of the Nomination & Remuneration Committee, Mr. Subir Bose, an Independent Director attended the Annual General Meeting held on 25th September, 2021.

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. 2021-22 to all the Directors are furnished hereunder:

#### Details of remuneration/commission to Executive Directors: (₹ in Lakh)

Name of the Directors	Salary and perquisites	Commission	Total
Mr. Sushil Jhunjunwala, Chairman	363.12	165.00	528.12
Mr. Ajit Jhunjunwala, Vice Chairman & Managing Director	233.38	160.00	393.38
Mrs. Nidhi Jhunjunwala, Executive Director	98.17	50.00	148.17
<b>Total</b>	<b>694.67</b>	<b>375.00</b>	<b>1069.67</b>

**Details of sitting fees/commission to Non-Executive Directors:****(₹ in lakh)**

Name of the Directors	Sitting Fees	Commission	Total
Mr. Rajiv Gujral	2.40	5.00	7.40
Mr. Arun Kumar Churiwal	2.85	5.00	7.85
Mr. Subir Bose	1.65	5.00	6.65
Prof. Santanu Ray	2.55	5.00	7.55
Mrs. Mamta Binani*	0.60	-	0.60
Mrs. Suparna Chakrabortti#	-	-	-
<b>Total</b>	<b>10.05</b>	<b>20.00</b>	<b>30.05</b>

\* Mrs. Mamta Binani, Non-Executive Independent Director has stepped down as Director with effect from October 28, 2021.

# Ms. Suparna Chakrabortti, was appointed as Non-Executive Independent Director with effect from January 27, 2022.

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

**Stakeholders' Relationship Committee**

The broad role of Stakeholders Relationship Committee and terms of reference inter alia includes the following:-

- Resolving the grievances of the security holders of the listed entity including complaints relating to transfer / transmission / of shares, non - receipt of annual report, non - receipt of declared Dividends, issue of new / duplicate certificates, General Meeting, etc.,
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service being rendered by the Registrar & Share Transfer Agent
- Review of the various measures and initiatives taken by the listed entity for reducing the

quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company.

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 her supervision Committee redresses the grievances/ complaints of Members/Investors.

The Stakeholders Relationship Committee comprises of four directors out of which two are Executive Directors. The Committee met once during the financial year 2021-22 on January 27, 2022 and all members were present at the meeting.

The Composition of the Committee as stated below:

Name & Designation of the Committee Members	Category in the Board
Mr. Arun Kumar Churiwal, Chairman	Non-Executive Director
Prof. Santanu Ray, Member	Non-Executive Independent Director
Mr. Sushil Jhunjhunwala, Member	Chairman
Mr. Ajit Jhunjhunwala, Member	Vice Chairman & Managing Director

The previous AGM of the Company was held on September 25, 2021 and was attended by Mr. Arun Kumar Churiwal, Chairman of the Stakeholders' Relationship Committee.

In terms of Regulation 6 and Schedule V of the Listing Regulations, Mrs. Kanchan P Jaiswal, Company Secretary as the Compliance Officer of the Company.

The details of complaints received and resolved during the F.Y. ended March 31, 2022 are given below:

**Details of Shareholders' complaints received and resolved during the year ended March 31, 2022:**

Opening as on April 01, 2021	Nil
Received during the year	4
Resolved during the year	4
Closing as on March 31, 2022	Nil

### Corporate Social Responsibility Committee

The Corporate Social Responsibility (CSR) Committee is constituted in line with the provisions of Section 135 of the Act. The composition of which is furnished hereunder:

Name & Designation of the Committee Members	Category in the Board
Mr. Arun Kumar Churiwal, Chairman	Non-Executive Director
Prof. Santanu Ray, Member	Non-Executive Independent Director
Mr. Sushil Jhunjunwala, Member	Chairman
Mr. Ajit Jhunjunwala, Member	Vice Chairman & Managing Director
Mrs. Nidhi Jhunjunwala, Member	Executive Director
Mr. Ajit Jhunjunwala, Member	Vice Chairman & Managing Director

The Committee met once during the financial year 2021-22 i.e., on January 27, 2022 where all members were present at the meeting

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

- To formulate and recommend to the Board, a CSR Policy indicating 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 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 31st March 2022.

### Risk Management Committee

The Committee is constituted in line with the provisions of Regulation 21 of SEBI Listing Regulations. As on March 31, 2022, the Risk Management Committee comprises of the following:

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

The Committee met twice during the financial year 2021-22 i.e., on November 2, 2021 and January 27, 2022 where all members were present at the meeting

The broad role of Stakeholders Relationship Committee and terms of reference inter alia includes the following:-

- To formulate a detailed risk management policy which shall include: -
  - A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - Measures for risk mitigation including systems and processes for internal control of identified risks.
  - Business continuity plan.

- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

#### 4. GENERAL BODY MEETINGS

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

Financial Year	Date	Time	Venue
2020-2021	25th September, 2022	1:00 P.M.	Through Video Conferencing (VC) / Other Audio Visual Means (OAVM), at Registered office Eco Centre, 8th Floor, EM - 4, Sector - V, Kolkata - 700 091
2019 - 2020	14th August, 2020	02:00 P.M.	Through Video Conferencing (VC) / Other Audio Visual Means (OAVM), at Registered office Chitrakoot, 10th Floor, 230A, A.J.C. Bose Road, Kolkata 700 020
2018 - 2019	10th August, 2019	11:00 A.M.	'Kala Kunj'. 48, Shakespeare Sarani, Kolkata 700 017

##### b) Extra Ordinary General Meeting:

No Extra Ordinary General Meeting held during the F.Y. 2021-22

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

(a) Special Resolution passed at the 34th Annual General Meeting held on September 25, 2022

- (i) Continuation of Directorship for Shri Sushil Jhunjunwala as Chairman of the Company on attending the age of seventy years till the remaining tenure of his appointment.

(b) Special Resolution passed at the 33rd Annual General Meeting held on August 14, 2020

- (i) Re-appointment of Mrs. Nidhi Jhunjunwala as Executive Director of the Company w.e.f. May 20, 2020

(c) Special Resolution passed at the 32nd Annual General Meeting held on August 10, 2019

- (i) Re-appointment of Shri Sushil Jhunjunwala as Executive Vice Chairman of the Company w.e.f., 1st October, 2019 up to 30th September 2024.
- (ii) Re-appointment of Shri A.C. Chakrabortti (DIN: 00015622) as an Independent Director of the Company.
- (iii) Re-appointment of Shri Rajiv Gujral (DIN: 00409916) as an Independent Director of the Company.
- (iv) Approval of the remuneration by way of commission payable to the Non-Executive Director(s) of the Company.

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

During the year under review, the Company has passed two special Resolution through Postal Ballot 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), as per the details below:-

Description of the Resolution		Re-appointment of Mr. Subir Bose, (DIN: 00048451) as an Independent Director of the Company not liable to retire by rotation for a second term of five consecutive years commencing from April 7, 2022 till April 6, 2027					
Type of resolution		Special Resolution					
Manner of Voting	Total Votes	In Valid/ Not Voted	Valid Votes	Votes in favor of the resolution		Votes against the Resolution	
	Nos.	Nos.	Nos.	Nos.	Percentage	Nos.	Percentage
E-Voting	95212358	0	95212358	9500219	99.99%	12139	0.01%
Postal Ballot	0	0	0	0	0	0	0
Poll	0	0	0	0	0	0	0
Total	95212358	0	95212358	9500219	99.99%	12139	0.01%

Description of the Resolution		Appointment of Ms. Suparna Chakrabortti (DIN: 07090308), as an Independent Director of the Company not liable to retire by rotation for a term of five consecutive years commencing from January 27, 2022 till January 26, 2027					
Type of resolution		Special Resolution					
Manner of Voting	Total Votes	In Valid/ Not Voted	Valid Votes	Votes in favor of the resolution		Votes against the Resolution	
	Nos.	Nos.	Nos.	Nos.	Percentage	Nos.	Percentage
E-Voting	95212225	0	0	94160520	98.89%	1051705	1.10%
Postal Ballot	0	0	0	0	0	0	0
Poll	0	0	0	0	0	0	0
Total	95212225	0	0	94160520	98.89%	1051705	1.10%



The Board has 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 SEBI Listing Regulations, 2015 provided e-voting facility only to its shareholders to cast their votes electronically only through the NSDL e-voting platform. 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 then announced by the Authorized office. The voting results were sent to the Stock Exchange and displayed on the Company's website.

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

In the Notice of the forthcoming 35th Annual General Meeting there are no items of Business (Special Business) which require to be conducted through Postal Ballot.

## **5. DISCLOSURES**

### **(a) Related Party Transactions:**

Transactions entered into with related parties during FY 2022 were in the ordinary course of business and at arms' length basis and were approved by the Audit Committee.

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 form a part of the Accounts as required under Ind-As 24 and the same are given in Note 44 to the Financial Statements.

The Board's approved policy for related party transactions is uploaded on the website of the Company <https://laopala.in/policies.php>

### **(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 and Vigil Mechanism**

The Company has adopted Whistle Blower Policy (Vigil Mechanism) for Directors and Employees to report concerns about unethical behavior which has been placed on the Company's Website <https://laopala.in/policies.php>. No person has been denied access to the Chairman of the Audit Committee.

### **(d) Subsidiary Company**

The Company has no subsidiary company during the financial year ended March 31, 2022. However, The Board has formulated a policy for determining 'material' subsidiaries pursuant to the provisions of the Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The same is displayed on the Company's website <https://laopala.in/policies.php>

### **(e) Code of Conduct for prevention of Insider Trading**

As per SEBI (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. Mrs. Kanchan P Jaiswal, 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. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code.

### **(f) Code of Conduct**

The members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them during the year ended March 31, 2022. The Annual Report of the Company contains a certificate by the Managing Director, on the compliance declarations received from the members of the Board and Senior Management.

The Code of Conduct has been posted on the website of the Company i.e. <https://laopala.in/code-conduct.php>.

### **(g) 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.

### **(h) 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.

### **(i) 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.

**(j) Reconciliation of Share Capital Audit Report**

A qualified Practicing Company Secretary carries out a share capital audit to reconcile the total admitted equity share capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report 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. The audit report is disseminated to the Stock Exchanges on quarterly basis.

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

The details have been disclosed in the Board's Report.

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

(m) As required by Clause 10(i) of Part C under Schedule V of SEBI Listing Regulations, the Company has received a certificate from Practicing Company Secretary certifying 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. A certificate to this effect, duly signed by the Practicing Company Secretary is annexed to this Report.

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

(o) During the year, details of fees paid/payable to the Statutory Auditors of the Company is given below: -

	(₹ in lakhs)
Particulars	Amount
Audit fees for Statutory Audit (including quarterly audits)	17.60
Other Services	2.51
<b>Total</b>	<b>20.11</b>

**6. COMPLIANCE WITH 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. 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.

**ii. Audit qualifications:**

The Company's financial statement for the year 2021-22 does not contain any audit qualification.

**iii. Reporting of Internal Auditor:**

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

**7. MEANS OF COMMUNICATION**

The quarterly and half yearly unaudited and 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).

**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: Centralized database of all complaints, online upload of Action Taken Reports (ATR) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

## 8. GENERAL SHAREHOLDERS' INFORMATION

<b>a) Annual General Meeting:</b>	
Day & Date	Thursday, September 29, 2022
Time	3:00 P.M.
Venue	The Company conduct meeting through VC /OAVM pursuant to the MCA Circular dated May 5, 2020 and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM.
<b>b) Tentative Financial Calendar (F.Y. 2022-2023):</b>	
Financial Year	1st April, 2022 – 31st March, 2023
First quarter results	On or before 14th August, 2022
Second quarter/ Half Yearly results	On or before 14th November, 2022
Third quarter results	On or before 14th February, 2022
Results for the Financial Year	On or before 30th May, 2023
Dividend Payment date	As mentioned in the notice convening the Annual General meeting for FY 2021-22
<b>c) Listing on Stock Exchanges</b>	The National Stock Exchange of India Limited, Mumbai (Listing Fee Paid); BSE Limited, Mumbai (Listing Fee Paid) & The Calcutta Stock Exchange Limited, Kolkata (Listing Fee Paid also applied for voluntary delisting of equity shares)
<b>d) Stock Code/Symbol</b>	BSE Limited: 526947 NSE Limited: LAOPALA CSE Limited: 22016
<b>e) Demat ISIN No. for CDSL &amp; NSDL</b>	INE059D01020

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

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 2021	239.55	201.10	240.00	200.25	50375.77	47204.5	15044.35	14151.40
May 2021	296.10	211.20	289.80	211.00	52013.22	48028.07	15606.35	14416.25
June 2021	296.00	261.30	296.25	261.15	53126.73	51450.58	15915.65	15450.90
July 2021	287.90	261.95	287.00	261.65	53290.81	51802.73	15962.25	15513.45
August 2021	314.80	259.50	314.80	260.00	57625.26	52804.08	17153.50	15834.65
September 2021	325.50	275.05	326.00	275.00	60412.32	57263.9	17947.65	17055.05
October 2021	327.05	281.50	327.45	281.40	62245.43	58551.14	18604.45	17452.90
November 2021	365.60	294.30	365.70	292.10	61036.56	56382.93	18210.15	16782.40
December 2021	487.00	329.50	456.50	329.30	59203.37	55132.68	17639.50	16410.20
January 2022	441.80	364.65	442.00	364.30	61475.15	56409.63	18350.95	16836.80
February 2022	403.95	315.00	403.15	315.00	59618.51	54383.2	17794.60	16203.25
March 2022	392.00	315.05	392.00	310.30	58890.92	52260.82	17559.80	15671.45

### g) Registrar & Share Transfer Agents:

Name & Address : Maheshwari Datamatics Pvt. Ltd. 23,  
R. N. Mukherjee Road, 5th Floor  
Kolkata – 700 001

Telephone nos. : 033-2248-2248, 2243-5029

Fax no : 033 2248-4787

Email id : mdpldc@yahoo.com

Website : www.mdpl.in

**h) Share Transfer System:**

All requests for dematerialization of shares, which are found to be in order, are generally processed within 15 days and the confirmation is given to the respective depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1st April, 2019 unless the securities are held in the dematerialized form with the

depositories. According to the Listing Regulations, no shares can be transferred unless they are held in dematerialized mode. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in demat form. Hence, Members holding shares in physical form are requested to dematerialize their holdings.

Further, SEBI vide its Circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated 7th September, 2020 has fixed 31st March, 2021 as the cut-off date for re-lodgement of physical share transfer requests and has provided that such transferred shares shall be issued only in demat mode. The Company has received no such request for transfer of securities held in physical mode during the financial year 2021-2022.

**i) Distribution of Shareholding as on March 31, 2022:**

No. of equity Shares held	Shareholder(s) Nos.	Shareholder(s) %	Share(s) Nos.	Shares %
1 to 500	58,597	93.61	32,80,509	2.95
501 to 1000	1,735	2.77	13,30,126	1.20
1001 to 2000	1,420	2.27	21,32,660	1.92
2001 to 3000	306	0.49	7,59,957	0.68
3001 to 4000	153	0.24	5,48,706	0.49
4001 to 5000	88	0.14	4,00,690	0.36
5001 to 10000	142	0.23	10,52,204	0.95
10001 to Above	153	0.24	10,14,95,148	91.44
<b>Total</b>	<b>62,594</b>	<b>100.00</b>	<b>11,10,00,000</b>	<b>100.00</b>

**j) Unclaimed Suspense Account**

In terms of the SEBI Listing Regulations, the details of the equity shares in unclaimed suspense account are as follows :-

Particulars	Shareholder(s) Nos.	Shares %
Aggregate number of shareholders and the outstanding shares in the suspense account lying as at the beginning of the year	23	51,635
Shareholders who approached the Company for transfer of shares and whose shares were transferred from the suspense account during the year	-	-
Shareholders whose shares are transferred to the demat account of the IEPF Authority as per section 124 of the Companies Act, 2013	-	-
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	23	51,635

The voting rights on the shares outstanding in the suspense account at the end of the year shall remain frozen till the rightful owner of such shares claims the shares.

**k) Dematerialization of Shares:**

The Company's shares are compulsorily traded in dematerialized form on NSE and BSE. As on March 31, 2022, 99.63 % of the Company's total paid up equity share capital representing 11,05,85,574 equity shares were held in dematerialized form and balance 0.37 % representing 4,14,426 equity shares were held in physical form.

**l) Outstanding AD₹/GD₹/ Warrants or any convertible instruments, conversion date and likely impact on equity:** Not Applicable**m) Plant Location:****(i) Glassware Unit:**

- La Opala RG Ltd. – Sitarganj Unit I  
B-108, ELDECO SIDCUL Industrial Park,  
Sitarganj, Udham Singh Nagar, 262 405  
Uttarakhand-262 405
- La Opala RG Ltd. – Sitarganj Unit II  
Plot No. 07, Sector 02, Phase II, IIE,  
Sitarganj, Udham Singh Nagar,  
Uttarakhand - 262405
- La Opala RG Ltd – Madhupur Unit  
Post: Madhupur - 815353,  
Dist. Deoghar, Jharkhand

**n) 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, 5th Floor,  
Kolkata – 700 001  
Telephone No.: 033-2248 2248, 2243 5029  
Email- mdpldc@yahoo.com ; Website: www.mdpl.in

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

**La Opala RG Ltd**

Eco Center, 8th Floor, EM - 4, Sector – V,  
Kolkata – 700 091  
Telephone Nos: 7604088814/5/6/7  
E-mail: info@laopala.in  
Website: www.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.

**o) 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.

**p) Outstanding GD₹/AD₹/ Warrants or any Convertible instruments, conversion date and likely impact on equity: Nil****q) OTHER DISCLOSURES**

No funds have been raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the Listing Regulations during the year.

None of the Directors of the Company have been debarred or disqualified from being appointed or continuing as a Director by SEBI/Ministry of Corporate

Affairs or any such statutory authority, which has also been confirmed by Mr. Pravin Kumar Drolia proprietor of M/s. Drolia & Co., Practicing Company Secretaries in a Certificate which is attached and forms part of the Annual Report.

During the financial year ended March 31, 2022, the Board has accepted all recommendations of its Committees.

The total fees paid by the Company to M/s. Singhi & Co., Chartered Accountants, Auditors of the Company and all other entities forming part of the same network, aggregate ₹ 20.11 Lakhs.

**r) CEO / CFO Certification**

The Vice Chairman & Managing Director and the Chief Financial Officer have furnished the necessary certificate to the Board of Directors under Regulation 17(8) read with Schedule II Part B of the Listing Regulations with respect to financial statements for the year ended 31st March, 2022 and the same is attached with this report.

**s) 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 March 31, 2022, as stipulated under Regulation 34 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended is annexed hereto.

For and on behalf of the Board

**Sushil Jhunjunwala**

*Chairman*

Place: Kolkata

Date: May 30, 2022

DIN: 00082461

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

I, Ajit Jhunjunwala, Vice Chairman & 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 31st March, 2022.

For and on behalf of the Board

Place: Kolkata

Date: May 30, 2022

**Ajit Jhunjunwala**

Vice Chairman & Managing Director

DIN: 00111872

**Certificate under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**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, Vice Chairman & Managing Director and Alok Pandey, Chief Financial Officer (CFO) 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 31st March, 2022 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
  - iii) Instance of significant fraud or 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 have come to our notice.

For **La Opala RG Limited**

Place: Kolkata  
Date: May 30, 2022

**Alok Pandey**  
Chief Financial Officer

For **La Opala RG Limited**

**Ajit Jhunjunwala**  
Vice Chairman & Managing Director  
(DIN: 00111872)

## Independent Auditors' Certificate on Corporate Governance

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 March 31, 2022 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 preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report

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

### Auditors' Responsibility

4. 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.

5. 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.

6. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants

of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.

7. 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

8. 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 March 31, 2022.

### Other matters and Restriction on Use

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

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

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

**Navindra Kumar Surana**  
*Partner*

Place: Kolkata **Membership No. 053816**  
Dated: May 30, 2022 **UDIN: 22053816AJVUAF9568**



## CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

**(Pursuant to Regulation 34(3) and schedule V para-C clause (10) (i) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015**

To,  
The Members,  
La Opala R G Ltd.  
(L26101WB1987PLC042512)  
Eco Centre, 8th floor, EM -4, Sector V, Kolkata-700 091.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of La Opala R G Limited having **(CIN: L26101WB1987PLC042512)** having registered office at Eco Centre, 8th floor, EM-4, Sector V, Kolkata 700091 (herein referred to as 'the Company') for the purpose of issuing this certificate, in accordance with regulation 34(3) read with Schedule V Para C Sub clause 10(i) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, as amended.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number(DIN) status at the portal www.mca.gov.in, as considered necessary and explanations furnished to me by the Company and its officer, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31st March 2022 have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or other Statutory Authority, as applicable.

Sl. No.	Name of the Director	DIN	Date of appointment
1	Sri Sushil Jhunjunwala	00082461	30/09/1994
2	Sri Ajit Jhunjunwala	00111872	03/10/1989
3	Smt. Nidhi Jhunjunwala	01144803	20/05/2010
4	Sri Arun Kumar Churiwal	00001718	26/06/2004
5	Sri Subir Bose	00048451	07/04/2017
6	Sri Santanu Ray	00642736	05/02/2018
7	Sri Rajiv Gujral	00409916	26/10/2007
8	Smt Suparna Chakrabortti	07090308	27/01/2022

Ensuring the eligibility for the appointment/ continuity of every Director on the Board is responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Drolia & Co.,**  
(Company Secretary in whole time practice)

**(Pravin Kumar Drolia)**

Proprietor

FCS: 2366

C.P: 1362

Place: Kolkata

Date: 30-05-2022

UDIN: F002366D00038090

Peer review registration: 1928/2022

# Financial Section

# 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 Limited ("the Company"), which comprise the Balance sheet as at March 31 2022, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, 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), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

Descriptions of Key Audit Matter	How we addressed the matter in our audit
<p><b>A. Valuation and existence of current investments</b></p> <p>Investments designated at fair value through profit or loss are valued at Rs. 35060.88 lakh and represent 41.42 % of total assets. This was an area of focus for our audit and the area where significant audit effort was directed.</p>	<p><b>(Refer to Note 8 to the financial statements)</b></p> <p>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, 2022 to the Net Assets Value provided by the respective Mutual funds.</p> <p><b>Our Observation:</b></p> <p>Based on the audit procedures performed we did not identify any material exceptions in valuation and existence of current investments.</p>

Descriptions of Key Audit Matter	How we addressed the matter in our audit
<p><b>B. Valuation of Non-Current Investment (Refer to Note 8 to the financial statements)</b></p> <p>The company holds non-current investment of Rs.18449.29 lakh in an unquoted equity share, which are carried at fair value through other comprehensive income (not to be reclassified) and categorized as level 2 financial instruments in the fair value hierarchy.</p> <p>The share of Investee Company has been delisted during the year. The Investment is valued by using Net asset value method, as determined by the Independent Valuer. The valuation of the investments requires the exercise of judgement and the use of subjective assumptions made for valuation by the Valuer. Given the significance of the judgements involved in the valuation and classification of investments, this was considered a key audit matter in our audit of the financial statements.</p>	<p>Our procedures in respect of the valuation of investment included, among others, using our internal valuation specialists as part of our audit team to test the valuation inputs and assumptions, for this significant investment, in respect of:</p> <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> <li>• Re-computation of the values and comparing it with valuer calculations, and</li> <li>• Our procedures in respect of the classification of investment for accounting purposes included assessing if the company was able to exercise significant influence in respect of this investment by applying the criteria for recognition of an associate set out in IND AS 28 Investment in Associate. 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: 38) to the financial statements is considered to be appropriate.</p>
<p><b>C. Valuation of inventories (Refer to Note 12 to the financial statements)</b></p> <p>Inventories are carried at the lower of cost and net realizable value. As a result, the management applies judgment in determining the appropriate provisions for obsolete stock, net realizable value below cost based upon future plans for sale of inventory.</p>	<p>We obtained assurance over the appropriateness of the management's assumptions applied in calculating the value of the inventories and related provisions by:</p> <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.</li> <li>• Verifying for a sample of individual products that costs have been correctly recorded.</li> <li>• Comparing the net realizable 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 did not identify any material exceptions in the valuation of inventories.</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 skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial 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, 2020 ("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, to the extent applicable.
2. As required by section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss 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.
  - (e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2022 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 statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the

Company's internal financial controls with reference to financial statements.

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirement of section 197(16) of the Act:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of section 197 of 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 40 (A) to the financial statements.

ii. The Company did not have any material foreseeable losses on long-term contracts including derivative contracts.

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

iv. (a) The management has represented to us that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The management has represented to us that, to the best of its knowledge

and belief, no funds have been received by the company from any person(s) or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries and

(c) Based on our audit procedures that are considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under paragraph 2(h) (iv)(a) &(b) above, contain any material misstatement.

v. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend. The interim dividend declared and paid by the Company during the year is in accordance with section 123 of the Act. As stated in note 17(k) to the financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

**For Singhi & Co.**

*Chartered Accountants*

Firm Registration Number: 302049E

**(Navindra Kumar Surana)**

*Partner*

Place: Kolkata

Membership Number: 053816

Date: May 30, 2022

UDIN: 22053816AJWHKX7139



## 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 the Company of even date)

- i. In the respect of matters specified in clause (i) of paragraphs 3 the Order:
- a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangibles assets.
- b) The property, plant and equipment were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the property, plant and equipment at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- c) The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee) are held in the name of the Company except two immovable property as indicated in the below table for which title deeds are not in the name of the Company:

Description of property	Gross carrying value (In lakh)	Held in name of	Whether promoter, director or their relative or employee	Period held - indicate range, where appropriate	Reason for not being held in name of company
Building: Eco Centre at Kolkata	490.39	Ambuja Reality Development	No	FY 2017-18	Applied for obtaining approval from Urban
Building: Eco Centre at Kolkata	499.62	Ltd.		FY 2017-18	Development for Registration

- d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2022. Accordingly, the reporting under Clause 3(i)(d) of the Order is not applicable to the Company.
- e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.
- ii. In the respect of matters specified in clause (ii) of paragraphs 3 the Order:
- a) The physical verification of inventory has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedures of such verification by Management is appropriate. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.
- b) During the year, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets. The Company has filed quarterly returns or statements with such banks, which are in agreement with the books of account other than those as set out below.

Rs. in lakh

Quarter ended	Name of the Bank	Particulars	Amount as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference
Jun-21	HDFC Bank Ltd	Inventory	4,222.15	4,149.85	72.30
		Trade Receivable	2,860.95	2,868.64	-7.69
		Trade Payable	995.04	791.97	203.07
<b>Total</b>			<b>8,078.14</b>	<b>7,810.46</b>	<b>267.68</b>
Sep-21	HDFC Bank Ltd	Inventory	3,518.63	3,450.13	68.50
		Trade Receivable	5,141.54	5,188.49	-46.95
		Trade Payable	2,058.25	1,673.37	384.88
<b>Total</b>			<b>10,718.42</b>	<b>10,311.99</b>	<b>406.43</b>
Dec-21	HDFC Bank Ltd	Inventory	2,760.40	2,729.33	31.07
		Trade Receivable	3,770.66	3,785.69	-15.03
		Trade Payable	1,335.89	1,266.98	68.91
<b>Total</b>			<b>7,866.95</b>	<b>7,785.25</b>	<b>81.70</b>
Mar-22	HDFC Bank Ltd	Inventory	3,656.25	3,657.29	-1.04
		Trade Receivable	3,244.26	3,966.47	-722.21
		Trade Payable	1,913.10	1,428.25	484.85
<b>Total</b>			<b>8,813.61</b>	<b>9,052.01</b>	<b>-238.40</b>

Also Refer Note 19.4 to the financial statements.

- iii. The Company has, during the year, made investments five mutual fund schemes. Further, during the year, the Company has not provided guarantees, provided security and granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties.
- During the year the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company.
  - In respect of the aforesaid investments, the terms and conditions under which such investments were made are not prejudicial to the Company's interest, based on the information and explanations provided by the Company.
  - During the year, the Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii) (c), is not applicable to the Company.
  - There are no amounts of loans and advances in the nature of loans granted to companies which are overdue for more than ninety days.
  - There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
  - The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- There are no loans, investments, guarantees, and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable and accordingly, the requirement to report on clause 3(iv) of the Order is not applicable to the Company.
  - The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

- vi. We have broadly reviewed the books of accounts maintained by Company in respect of product, where pursuant to the rule made by the Central Government of India the maintenance of cost records has been prescribed under section 148 (1) of the Companies Act 2013 and are of the opinion that, prima facie, the prescribed records have been maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. In the respect of matters specified in clause (vii) of paragraphs 3 the Order:
- a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, duty of customs, cess and other statutory dues applicable to it.
- According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- As informed, the provisions of sales Tax, Service Tax, duty of excise and value added tax are currently not applicable to the Company.
- b) According to the information and explanations given to us and the records of the Company examined by us. The particulars of statutory dues referred to in sub-clause (a) as at March 31, 2022 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs. In Lakh)	Year	Forum where dispute is pending
Jharkhand VAT Act, 2005	Sales Tax	5.12	FY 2007-08	Commissioner of Commercial Tax, Ranchi, Jharkhand
Income Tax Act, 1961	Income Tax	23.84	AY 2012-13	Commissioner of Income Tax (Appeals), Kolkata
		14.72	AY 2013-14	
		35.70	AY 2014-15	
		124.20	AY 2017-18	
		54.17	AY 2018-19	
		0.40	AY 2013-14	
The Jharkhand Electricity Duty Act	Electricity Duty	5.96	FY 2006-07 to 2008-09	Commissioner of Commercial Tax, Jharkhand, Ranchi
The Rajasthan Stamp Act, 1998	Stamp Duty	2.00	FY 2010-11	High Court of Rajasthan, Jodhpur

- viii. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961(43 of 1961) as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- ix. In the respect of matters specified in clause (ix) of paragraphs 3 the Order:
- a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.
- c) In our opinion, and according to the information and explanations given to us, the term loans have been applied, on an overall basis, for the purposes for which they were obtained.
- d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on Clause 3(ix)(e) of the Order is not applicable to the Company.
- f) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on Clause 3(ix)(f) of the Order is not applicable to the Company.

- x. In the respect of matters specified in clause (x) of paragraphs 3 the Order:
- The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
  - The Company has not made any preferential allotment or private placement of shares/ fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- xi. In the respect of matters specified in clause (xi) of paragraphs 3 the Order:
- During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
  - During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, during the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor/secretarial auditor or by using Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
  - As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- xii. The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a)(b) & (c) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- xiv. In the respect of matters specified in clause (xiv) of paragraphs 3 the Order:
- The Company has an internal audit system commensurate with the size and nature of its business.
  - The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. In the respect of matters specified in clause (xvi) of paragraphs 3 the Order:
- The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
  - The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.
  - The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) (c) of the Order is not applicable to the Company.
  - As represented by the Management, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable. We have not, however, separately evaluated whether the information provided by the management is accurate and complete.
- xvii. The Company has not incurred cash losses in the current year and in the immediately preceding financial year.

- xviii. There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios (also refer Note 48 to the financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. The Company has during the year spent the amount of Corporate Social Responsibility as required under sub-section (5) of Section 135 of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- xxi. The reporting under Clause 3(xxi) of the Order is applicable in respect of audit of these financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

**For Singhi & Co.**

*Chartered Accountants*

Firm Registration Number: 302049E

**(Navindra Kumar Surana)**

*Partner*

Place: Kolkata

Membership Number: 053816

Date: May 30, 2022

UDIN: 22053816AJWHKX7139

## 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 even date)

### Report on the Internal Financial Controls with reference to Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

We have audited the internal financial controls with reference to financial statements of La Opala RG Limited (“the Company”) as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### Management’s Responsibility for Internal Financial Controls

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

### Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable

assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

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

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

### Meaning of Internal Financial Controls with reference to financial statements

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

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

### **Inherent Limitations of Internal Financial Controls with reference to financial statements**

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

**For Singhi & Co.**

*Chartered Accountants*

Firm Registration Number: 302049E

**(Navindra Kumar Surana)**

*Partner*

Place: Kolkata

Membership Number: 053816

Date: May 30, 2022

UDIN: 22053816AJWHKX7139



**Balance Sheet** as at March 31, 2022

INR in Lakh

	Note No.	As at March 31, 2022	As at March 31, 2021
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	3	10,824.37	10,320.24
(b) Right-of-use assets	4	1,101.84	1,115.08
(c) Capital Work in Progress	5	10,834.44	7,959.42
(d) Intangible Assets	6	6.69	6.06
(e) Intangible Assets under Development	7	-	96.13
(f) Financial assets			
(i) Investments	8	18,449.29	16,140.07
(ii) Other Financial Assets	9	469.40	387.88
(g) Income Tax Assets (Net)	10	86.58	72.99
(h) Other non current assets	11	167.41	575.90
		<b>41,940.02</b>	<b>36,673.77</b>
<b>Current assets</b>			
(a) Inventories	12	3,656.25	2,973.86
(b) Financial assets			
(i) Investments	8	35,060.88	29,977.12
(ii) Trade receivable	13	3,244.26	3,779.86
(iii) Cash and cash equivalents	14	2.67	8.60
(iv) Bank balances other than (iii) above	15	438.42	425.98
(v) Other Financial Assets	16	48.49	83.53
(c) Other current assets	11	252.12	250.79
		<b>42,703.09</b>	<b>37,499.73</b>
<b>TOTAL ASSETS</b>		<b>84,643.11</b>	<b>74,173.51</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	17	2,220.00	2,220.00
(b) Other equity	18	71,829.14	64,356.36
<b>Total Equity</b>		<b>74,049.14</b>	<b>66,576.36</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	19	1,250.00	-
(ii) Lease Liabilities	20	49.63	49.80
(iii) Other financial liabilities	21	182.65	180.10
(b) Provisions	25	34.93	127.65
(c) Deferred tax liabilities (net)	22	3,083.28	2,712.91
		<b>4,600.49</b>	<b>3,070.46</b>
<b>Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	19	149.10	105.18
(ii) Lease Liabilities	20	4.72	4.77
(iii) Trade payables	23		
a) Total Outstanding dues of Micro and Small Enterprises		450.07	390.25
b) Total Outstanding dues other than Micro and Small Enterprises		1,463.03	910.35
(iv) Other financial liabilities	21	2,591.27	2,404.59
(b) Contract Liabilities		356.19	160.46
(c) Other current liabilities	24	625.03	261.63
(d) Provisions	25	125.41	131.13
(e) Current Tax Liabilities (Net)	26	228.66	158.33
		<b>5,993.48</b>	<b>4,526.69</b>
<b>Total Liabilities</b>		<b>10,593.97</b>	<b>7,597.15</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>84,643.11</b>	<b>74,173.51</b>

Significant accounting policies

1

Key Accounting Estimates &amp; Judgements

2.1

Other notes to Financial Statements

3 to 52

The accompanying notes form an integral part of the financial statements

**In terms of our report of even date****For Singhi & Co.**

Chartered Accountants

Firm Registration no. 302049E

**Navindra Kumar Surana**

Partner

Membership Number : 053816

**For and on behalf of the Board of Directors****Sushil Jhunjunwala**

Chairman

DIN: 00082461

**Ajit Jhunjunwala**

Vice Chairman and Managing Director

DIN: 00111872

**Place : Kolkata****Dated : 30.05.2022****Alok Pandey**

Chief Financial Officer

**Kanchan P Jaiswal**

Company Secretary

## Statement of Profit & Loss for the year ended March 31, 2022

INR in Lakh

	Note No.	Year ended March 31, 2022	Year ended March 31, 2021
<b>Revenue</b>			
Revenue From Operations	27	32,268.98	21,127.82
Other Income	28	1,915.49	807.93
		<b>34,184.47</b>	<b>21,935.75</b>
<b>Expenses</b>			
Cost of materials consumed	29	6,365.07	3,050.42
Purchase of Stock in Trade	30	287.14	116.14
Changes in inventories of finished goods, Stock-in-trade and work-in-progress	31	(333.55)	2,532.62
Employee benefits expense	32	5,311.54	4,013.52
Finance costs	33	407.06	25.37
Depreciation and amortisation	34	1,366.11	1,223.02
Other expenses	35	8,413.45	4,575.94
		<b>21,816.82</b>	<b>15,537.03</b>
<b>Profit/(Loss) Before Exceptional Items and Tax</b>		<b>12,367.65</b>	<b>6,398.72</b>
Exceptional Items	50	716.16	-
<b>Profit/(Loss) Before Tax</b>		<b>11,651.49</b>	<b>6,398.72</b>
Tax expense			
(i) Current tax	36	2,815.00	1,980.00
(ii) Deferred tax	36	99.29	(538.68)
<b>Total tax expense</b>		<b>2,914.29</b>	<b>1,441.32</b>
<b>Profit/(Loss) for the year</b>		<b>8,737.20</b>	<b>4,957.40</b>
<b>Other Comprehensive Income</b>			
i) Items that will not be reclassified to profit and loss	37	2,336.66	8,033.06
ii) Income tax relating to these items	36	(271.08)	(924.37)
<b>Other Comprehensive Income for the year</b>		<b>2,065.58</b>	<b>7,108.69</b>
<b>Total Comprehensive Income for the year</b>		<b>10,802.78</b>	<b>12,066.09</b>
<b>Earnings per equity share</b>			
Weighted-average number of equity shares (face value of INR 2 each)	47	11,10,00,000	11,10,00,000
Basic and diluted earnings per share (INR)		7.87	4.47
Significant accounting policies	1		
Key Accounting Estimates & Judgements	2.1		
Other notes to Financial Statements	3 to 52		

The accompanying notes form an integral part of the financial statements

**In terms of our report of even date  
For Singhi & Co.**

Chartered Accountants

Firm Registration no. 302049E

**Navindra Kumar Surana**

Partner

Membership Number : 053816

**Place : Kolkata**

**Dated : 30.05.2022**

**For and on behalf of the Board of Directors**

**Sushil Jhunjunwala**

Chairman

DIN: 00082461

**Ajit Jhunjunwala**

Vice Chairman and Managing Director

DIN: 00111872

**Alok Pandey**

Chief Financial Officer

**Kanchan P Jaiswal**

Company Secretary

## Statement of Cash Flows for the year ended March 31, 2022

INR in Lakh

	Year ended March 31, 2022	Year ended March 31, 2021
<b>A Cash Flow from Operating Activities</b>		
<b>Net Profit before Taxation</b>	11,651.49	6,398.72
Adjustment for :		
Exceptional Item - Provision for doubtful debt	716.16	-
Depreciation and amortisation expense	1,366.11	1,223.02
Reversal of Loss Allowance on trade receivables	(7.02)	-
Loss/(Gain) on disposal of property, plant and equipment	(126.02)	19.83
Intangible Assets under Development written off	96.13	-
Interest Income	(33.38)	(33.84)
Finance costs	407.06	25.37
Unspent liability & unclaimed balances written back	(2.61)	(24.92)
(Gain)/ Loss on Investments measured at fair value through Profit & Loss	(1,425.08)	(557.92)
(Gain)/ Loss on Redemption of Current Investment	(264.52)	(112.18)
<b>Operating Profit before working capital changes</b>	<b>12,378.32</b>	<b>6,938.08</b>
Adjustment for working capital		
Decrease/(Increase) in Inventories	(682.39)	2,530.98
Decrease/(Increase) in Trade Receivables, Other Financial & Other Assets	(227.08)	581.51
Increase/(Decrease) in Trade Payable, Other Financial Liability, Provision & Other liabilities	1,228.57	185.99
<b>Cash generated from operating activities</b>	<b>12,697.42</b>	<b>10,236.56</b>
Income Taxes paid (net of refunds)	(2,758.28)	(1,908.15)
<b>Net Cash generated from Operating activities</b>	<b>9,939.14</b>	<b>8,328.41</b>
<b>B Cash flow from Investing activities</b>		
Purchase of Property, Plant and Equipment, Intangible Assets and Capital Work in Progress	(4,306.77)	(4,627.41)
Purchase of Investments	(16,399.18)	(47,681.68)
Sale of Investments	13,005.03	44,254.53
Sale of Property, Plant and Equipment	179.88	156.27
Interest Received	34.47	33.84
Earmarked Balances with Banks	(12.44)	(58.44)
<b>Net cash used in investing activities</b>	<b>(7,499.01)</b>	<b>(7,922.89)</b>
<b>C Cash flow from Financing activities</b>		
Proceeds/ (Repayment) of Long term Borrowings	1,250.00	-
Proceeds/ (Repayment) of Short term Borrowings (Net)	43.92	(384.24)
Finance costs paid	(405.04)	(20.58)
Payment of Lease Liability	(4.94)	(4.57)
Dividend paid	(3,330.00)	-
<b>Net Cash used in Financing activities</b>	<b>(2,446.06)</b>	<b>(409.39)</b>
<b>Net Increase/(Decrease) in cash or cash equivalents (A+B+C)</b>	<b>(5.93)</b>	<b>(3.87)</b>
Cash and Cash Equivalents at the beginning of the financial year (Refer Note 14)	8.60	12.47
<b>Cash and Cash Equivalents at the end of the year (Refer Note 14)</b>	<b>2.67</b>	<b>8.60</b>

### Notes

- i 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.
- ii The above Statement of Cash Flows should be read in conjunction with the accompanying notes.
- iii Reconciliation for total Liability from Financing Activity

## Statement of Cash Flows for the year ended March 31, 2022

INR in Lakh

	April 01, 2021	Cash Flow	Non Cash Changes		Interest paid	March 31, 2022
			Interest Expenses	Interest Expenses on Lease Liabilities		
Borrowing	105.18	1,293.92	405.04	-	(405.04)	1,399.10
Lease Liability	54.57	(4.94)	-	4.72	-	54.35
<b>Total Liability from Financing Activity</b>	<b>159.75</b>	<b>1,288.98</b>	<b>405.04</b>	<b>4.72</b>	<b>(405.04)</b>	<b>1,453.45</b>

INR in Lakh

	April 01, 2020	Cash Flow	Non Cash Changes		Interest paid	March 31, 2021
			Interest Expenses	Interest Expenses on Lease Liabilities		
Borrowing-Current	489.42	(384.24)	20.58	-	(20.58)	105.18
Lease Liability	54.35	(4.57)	-	4.78	-	54.57
<b>Total Liability from Financing Activity</b>	<b>543.77</b>	<b>(388.81)</b>	<b>20.58</b>	<b>4.78</b>	<b>(20.58)</b>	<b>159.75</b>

**In terms of our report of even date**

**For Singhi & Co.**

*Chartered Accountants*

Firm Registration no. 302049E

**Navindra Kumar Surana**

*Partner*

Membership Number : 053816

**Place : Kolkata**

**Dated : 30.05.2022**

**For and on behalf of the Board of Directors**

**Sushil Jhunjunwala**

*Chairman*

DIN: 00082461

**Ajit Jhunjunwala**

*Vice Chairman and Managing Director*

DIN: 00111872

**Alok Pandey**

*Chief Financial Officer*

**Kanchan P Jaiswal**

*Company Secretary*

## Statement of Changes in Equity for the year ended March 31, 2022

### A Equity Share Capital

Particulars	Balance as at April 01, 2020	Changes in equity share capital during FY 2020-21	Balance as at March 31, 2021	Changes in equity share capital during FY 2021-22	Balance as at March 31, 2022
	Equity shares with voting rights	2,200.00	-	2,200.00	-

INR in Lakh

### B Other Equity

Particulars	Reserves and Surplus			OCI		Total
	Securities Premium Reserve	General reserve	Retained Earnings	Equity Instruments through OCI	Remeasurement of the defined benefit plans	
<b>Balance as at April 01, 2020</b>	<b>5,620.27</b>	<b>7,040.00</b>	<b>32,423.45</b>	<b>7,206.55</b>		<b>52,290.27</b>
Profit for the year			4,957.40			4,957.40
Remeasurement of gain/ (loss) (Net of Tax)					29.39	29.39
Fair Valuation of equity instruments (Net of Tax)				7,079.30		7,079.30
Remeasurement of gain/ (loss) (Net of Tax) Transfer to Retained Earnings			29.39		(29.39)	-
<b>Balance as at March 31, 2021</b>	<b>5,620.27</b>	<b>7,040.00</b>	<b>37,410.24</b>	<b>14,285.85</b>	<b>-</b>	<b>64,356.36</b>
Profit for the year			8,737.20			8,737.20
Remeasurement of gain/ (loss) (Net of Tax)					20.54	20.54
Fair Valuation of equity instruments (Net of Tax)				2,045.04		2,045.04
Remeasurement of gain/ (loss) (Net of Tax) Transfer to Retained Earnings			20.54		(20.54)	-
<b>Adjustments</b>						
Transfer to General Reserve		1,000.00	(1,000.00)			-
Dividends paid			(3,330.00)			(3,330.00)
<b>Balance as at March 31, 2022</b>	<b>5,620.27</b>	<b>8,040.00</b>	<b>41,837.98</b>	<b>16,330.89</b>	<b>-</b>	<b>71,829.14</b>

#### In terms of our report of even date

**For Singhi & Co.**  
Chartered Accountants  
Firm Registration no. 302049E

**Navindra Kumar Surana**  
Partner  
Membership Number : 053816

**Place : Kolkata**  
**Dated : 30.05.2022**

#### For and on behalf of the Board of Directors

**Sushil Jhunjhunwala**  
Chairman  
DIN: 00082461

**Alok Pandey**  
Chief Financial Officer

**Ajit Jhunjhunwala**  
Vice Chairman and Managing Director  
DIN: 00111872

**Kanchan P Jaiswal**  
Company Secretary

## Notes to the Financial Statements for the year ended March 31, 2022

### 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 Limited (BSE), the National Stock Exchange of India Ltd., (NSE) and the Calcutta Stock Exchange Ltd. (The Company has applied for voluntary de-listing of its equity share from the Calcutta Stock Exchange Ltd.,)

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 reverent provisions of the Act.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Company applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after April 1, 2021. The Company has not early adopted any other standard or amendment that has been issued but is not yet effective:

- Interest Rate Benchmark Reform – Phase 2: Amendments to Ind AS 109 – Financial Instruments, Ind AS 107 – Financial Instruments: Disclosures, Ind AS 104 – Insurance Contracts and Ind AS 116 – Leases.
- Conceptual framework for financial reporting under Ind AS issued by ICAI
- Ind AS 103: Business combination
- Amendment to Ind AS 103- Business combination, Ind AS 116 - COVID-19 related rent concessions, Ind AS 105 – Non-current Assets held for sale and Discontinued Operations, Ind AS 16 – Property Plant and Equipment and Ind AS 28 – Investments in Associates and Joint Ventures

These amendments had no impact on the financial statements of the Company.

##### 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;

## Notes to the Financial Statements for the year ended March 31, 2022

### 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	2-25 Years
Furniture & Fixture	10 Years
Vehicles	8 Years
Office Equipment	3-5 Years

Freehold land is not depreciated. 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.



## Notes to the Financial Statements for the year ended March 31, 2022

### 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

## Notes to the Financial Statements for the year ended March 31, 2022

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 grant related to assets are presented by deducting the grant from the carrying amount of the asset and Non-monetary grant are recognised at a nominal amount.

### 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.

## Notes to the Financial Statements for the year ended March 31, 2022

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 amortized 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 38 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.

## Notes to the Financial Statements for the year ended March 31, 2022

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 amortized cost (other than trade receivables and lease receivables)
  - ♦ Financial assets measured at fair value through other comprehensive income (FVTOCI)- in case of debt interments

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.

## Notes to the Financial Statements for the year ended March 31, 2022

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.

## Notes to the Financial Statements for the year ended March 31, 2022

- **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.

## Notes to the Financial Statements for the year ended March 31, 2022

### 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 and in Equity, in case there is an adjustment to the opening balance of retained earnings resulting from either a change in accounting policy that is applied retrospectively or the correction of error or amount arising on initial recognition of a compound financial instruments

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.

## Notes to the Financial Statements for the year ended March 31, 2022

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

#### The Company as lessor

Leases for which the Company is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as finance lease. All other leases are classified as operating leases.



## Notes to the Financial Statements for the year ended March 31, 2022

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

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed. Contingent and variable rentals are recognized as expense in the periods in which they are incurred.

### Lease Liability

The lease payments that are not paid at the commencement date are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments) payable during the lease term and under reasonably certain extension options, less any lease incentives;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the Balance Sheet.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

### Right of Use (ROU) Assets

The ROU assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the company incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under Ind AS 37- Provisions, Contingent Liabilities and Contingent Assets. The costs are included in the related right-of-use asset.

## Notes to the Financial Statements for the year ended March 31, 2022

ROU assets are depreciated over the shorter period of the lease term and useful life of the underlying asset. If the company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. The depreciation starts at the commencement date of the lease.

The Company applies Ind AS 36- Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as per its accounting policy on 'property, plant and equipment'.

As a practical expedient, Ind AS 116 permits a lessee not to separate non-lease components when bifurcation of the payments is not available between the two components, and instead account for any lease and associated non-lease components as a single arrangement. The Company has used this practical expedient.

Extension and termination options are included in many of the leases. In determining the lease term, the management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option.

### 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 earnings 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 earnings 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

## Notes to the Financial Statements for the year ended March 31, 2022

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. 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.

#### 2.1.3. 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.

#### 2.1.4. 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.

#### 2.1.5. 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.

## Notes to the Financial Statements for the year ended March 31, 2022

### 2.1.6. 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.

### 2.1.7. 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 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.

### 2.1.8. Right-of-use assets and lease liability

Where the rate implicit in the lease is not readily available, an incremental borrowing rate is applied. This incremental borrowing rate reflects the rate of interest that the lessee would have to pay to borrow over a similar term, with a similar security, the funds necessary to obtain an asset of a similar nature and value to the right-of-use asset in a similar economic environment. Determination of the incremental borrowing rate requires estimation.

## Notes to the Financial Statements for the year ended March 31, 2022

### 3. Property, plant and equipment (PPE)

(INR in Lakh)  
(For the year ended 31<sup>st</sup> March, 2022)

Description	April 01, 2021		Gross block		Accumulated depreciation		Net block	
	April 01, 2021	Additions / adjustments	Deductions	March 31, 2022	April 01, 2021	Charge for the year	Deductions	March 31, 2022
Freehold land	337.90	-	-	337.90	-	-	-	337.90
Land Improvement	38.24	-	-	38.24	6.35	0.42	-	31.47
Building	4,020.74	67.61	48.22	4,040.13	1,111.47	100.47	18.29	2,846.48
Plant and machinery	16,594.01	1,213.11	292.42	17,514.70	9,765.87	1,171.72	272.48	6,849.59
Furniture and fixtures	297.42	540.19	-	837.61	225.69	58.78	-	553.14
Vehicles	207.90	88.14	9.88	286.16	71.19	25.96	5.88	194.89
Office equipment's	30.33	9.80	-	40.13	25.73	3.50	-	10.90
<b>Total</b>	<b>21,526.54</b>	<b>1,918.85</b>	<b>350.52</b>	<b>23,094.87</b>	<b>11,206.30</b>	<b>1,360.85</b>	<b>296.65</b>	<b>10,824.37</b>

Description	April 01, 2020		Gross block		Accumulated depreciation		Net block	
	April 01, 2020	Additions / adjustments	Deductions	March 31, 2021	April 01, 2020	Charge for the year	Deductions	March 31, 2021
Freehold land	267.81	70.09	-	337.90	-	-	-	337.90
Land Improvement	38.24	-	-	38.24	5.93	0.42	-	31.89
Building	4,020.75	-	-	4,020.75	1,011.53	99.94	-	2,909.28
Plant and machinery	17,095.07	574.70	1,075.76	16,594.01	9,598.71	1,072.31	905.15	6,828.14
Furniture and fixtures	369.11	-	71.70	297.41	276.01	17.92	68.24	71.72
Vehicles	213.70	-	5.80	207.90	52.17	24.40	5.38	136.71
Office equipment's	70.55	-	40.22	30.33	61.96	2.38	38.61	4.60
<b>Total</b>	<b>22,075.23</b>	<b>644.79</b>	<b>1,193.48</b>	<b>21,526.54</b>	<b>11,006.31</b>	<b>1,217.37</b>	<b>1,017.38</b>	<b>10,320.24</b>

(For the year ended 31<sup>st</sup> March, 2021)

## Notes to the Financial Statements for the year ended March 31, 2022

### 3.1. Details of Title deeds of Immovable Property not held in the name of the Company

Description of item of property	Relevant line item in the Balance Sheet	Gross carrying value		Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter / director or employee of promoter / director	Property held since which date	Reason why Property not held in the name of the Company
		March 31, 2022	March 31, 2021				
Building: Eco Centre at Kolkata	PPE	490.39	490.39	Ambuja Reality Development Ltd.	NO	FY - 2017-18	Applied for obtaining approval from Urban Development for Registration
Building: Eco Centre at Kolkata	PPE	499.62	499.62		NO	FY - 2017-18	

(INR in Lakh)

### 4. Right-of-use assets

The Company has entered into lease agreements for a term of ninety years for factory lands situated at Plot No B-108 Eldeco Sidcul Industrial Park Sitarganj (unit 1) and at Plot No 07 Sector 2 Phase II IIE Sitarganj (Unit 2).

Description	Gross block		Accumulated depreciation		Net block
	April 01, 2021	March 31, 2022	April 01, 2021	March 31, 2022	
Land Lease Hold	1,141.56	-	26.48	-	1,101.84
			Charge for the year	Deductions	
			13.24	-	39.72

(INR in Lakh)

Description	Gross block		Accumulated depreciation		Net block
	April 01, 2020	March 31, 2021	April 01, 2020	March 31, 2021	
Land Lease Hold	1,141.56	-	13.24	-	1,115.08
			Charge for the year	Deductions	
			13.24	-	26.48

(INR in Lakh)

## Notes to the Financial Statements for the year ended March 31, 2022

### 4. Right-of-Use Assets (contd.)

The movement in lease liabilities during the year ended is as follows:

(INR in Lakh)

Particulars	March 31, 2022	March 31, 2021
Opening Balance	54.57	54.35
Additions	-	-
Finance cost accrued during the period	4.72	4.78
Deletions	-	-
Payment of lease liabilities	(4.94)	(4.57)
<b>Closing Balance</b>	<b>54.35</b>	<b>54.57</b>
Current Lease liabilities	4.72	4.77
Non - Current Lease liabilities	49.63	49.80

### Amount recognized in Profit or Loss

(INR in Lakh)

Particulars	FY 2021-22	FY 2020-21
Interest expense on lease liabilities	4.72	4.78
Depreciation expense of right-of-use assets	13.24	13.24
Expense relating to short term leases (included in other expenses)	-	-
Expense relating to Low value lease (included in other expenses)	-	-
<b>Total</b>	<b>17.96</b>	<b>18.02</b>

### Amounts recognised in the statement of cash flow

(INR in Lakh)

Particulars	March 31, 2022	March 31, 2021
Total cash outflow for principle portion of lease liabilities	(4.94)	(4.57)
Total cash outflow for interest portion of lease liabilities	-	-
Total cash outflow for short term/low value lease liabilities	-	-

### Future payment of lease liabilities on an undiscounted basis

(INR in Lakh)

Particulars	March 31, 2022	March 31, 2021
Less than one year	4.72	4.77
One to five years	18.88	18.88
More than five years	360.64	365.42
<b>Total undiscounted Lease Liabilities</b>	<b>384.24</b>	<b>389.07</b>

The weighted average incremental borrowing rate of 9.5% has been applied to lease liabilities recognised in the Balance Sheet.

### 5. Capital Work in Progress (CWIP)

(INR in Lakh)

Description	April 01, 2020	Additions / adjustments	Capitalised during FY 2020-21	March 31, 2021	Additions / adjustments	Capitalised during the year	March 31, 2022
Capital Work in Progress	2,476.45	6,127.75	644.79	7,959.41	3,381.18	506.15	10,834.44
<b>Total</b>	<b>2,476.45</b>	<b>6,127.75</b>	<b>644.79</b>	<b>7,959.41</b>	<b>3,381.18</b>	<b>506.15</b>	<b>10,834.44</b>

5.1. Capital Work in Progress mainly comprises of Plant & Machineries, Furniture & Fixtures and Civil Structures.

#### 5.2. Capital Work-In-Progress (CWIP) Ageing Schedule

(INR in Lakh)

As at March 31, 2022

CWIP	Amount in CWIP for a period of				Total
	< 1 year	1-2 years	2-3 Years	> 3 years	
Projects in progress	2,701.01	5,521.80	2,605.69	5.94	10,834.44
Projects temporarily suspended	-	-	-	-	-

As at March 31, 2021

CWIP	Amount in CWIP for a period of				Total
	< 1 year	1-2 years	2-3 Years	> 3 years	
Projects in progress	5,999.74	1,886.89	72.79	-	7,959.42
Projects temporarily suspended	-	-	-	-	-

## Notes to the Financial Statements for the year ended March 31, 2022

### 5. Capital Work in Progress (CWIP) (contd.)

5.3. There are no projects as on each reporting period where activity had been suspended. Also there are no projects as on the reporting period which has exceeded cost as compared to its original plan or where completion is overdue.

5.4. The above CWIP are subject to charge on the non current loans from banks (Refer 19.1)

### 6. Intangible Assets

Description	Gross block		Accumulated depreciation		Net block	
	April 01, 2021	March 31, 2022	April 01, 2021	Charge for the year	March 31, 2021	March 31, 2022
Computer Software	15.55	18.37	9.49	2.19	11.68	6.69
<b>Total</b>	<b>15.55</b>	<b>18.37</b>	<b>9.49</b>	<b>2.19</b>	<b>11.68</b>	<b>6.69</b>

(INR in Lakh)

  

Description	Gross block		Accumulated depreciation		Net block	
	April 01, 2020	March 31, 2021	April 01, 2020	Charge for the year	March 31, 2021	March 31, 2021
Computer Software	13.02	15.55	6.91	2.58	9.49	6.06
<b>Total</b>	<b>13.02</b>	<b>15.55</b>	<b>6.91</b>	<b>2.58</b>	<b>9.49</b>	<b>6.06</b>

(INR in Lakh)

### 7. Intangible Assets under Development

Description	April 01, 2020	March 31, 2021	Capitalised during the year		March 31, 2022
	Additions / adjustments	Capitalised during FY 2020-21	Discarded during FY 2021-22	Capitalised during the year	March 31, 2022
Computer Software	56.50	-	(96.13)	-	-
<b>Total</b>	<b>56.50</b>	<b>-</b>	<b>(96.13)</b>	<b>-</b>	<b>-</b>

(INR in Lakh)

### 7.1. Intangible Assets under Development (IAUD) Ageing Schedule

IAUD	Amount in CWIP for a period of			As at March 31, 2021	
	< 1 year	1-2 years	2-3 Years	> 3 years	Total
Projects in progress	96.13	-	-	-	96.13
Projects temporarily suspended	-	-	-	-	-



## Notes to the Financial Statements for the year ended March 31, 2022

### 8. Non Current Investments

(INR in Lakh)

	March 31, 2022	March 31, 2021
	Amount	Amount
<b>Equity investments designated at Fair Value through Other Comprehensive Income</b>		
<b>Investments in Un Quoted Equity Instruments</b>		
75,330 Equity shares of INR 10 each fully paid-up in Genesis Exports Ltd	18,449.29	16,140.07
	<b>18,449.29</b>	<b>16,140.07</b>
Aggregate Un Quoted Investments- At cost	8.80	8.80
Aggregate Un Quoted Investments- At Fair Value	18,449.29	16,140.07
Aggregate amount of Impairment in value of Investments	-	-

### 8. Current Investments

(INR in Lakh)

	March 31, 2022		March 31, 2021	
	Quantity	Amount	Quantity	Amount
<b>Investments designated at Fair Value through Profit and Loss</b>				
<b>Investments in Mutual funds (Unquoted)</b>				
ICICI Prudential Short Term Direct Plan Growth Option	1,83,91,877	9,388.17	1,36,71,280	6,646.85
Kotak Bond Fund (Short Term) Direct Plan Growth	1,91,64,774	8,757.50	1,20,44,547	5,236.74
HDFC Short Term Debt Fund	3,20,23,041	8,396.16	1,46,74,869	3,660.92
Aditya Birla Sunlife Corporate Bond Fund	69,65,877	6,353.26	58,47,380	5,071.58
Axis Short Term Fund-Direct Plan-Growth	56,94,979	1,519.58	2,12,30,100	4,148.47
Franklin India Short term Income Plan - Direct	11,457	541.93	1,22,649	5,212.56
Franklin India Short term Income Plan - Retail Plan - Direct Segregated Portfolio 2 (10.9% Vodaphone Idea Ltd 02Sep23)	1,12,385	104.28	1,23,189	-
Franklin India Short term Income Plan - Retail Plan - Direct Segregated Portfolio 3 (9.5% Yes Bank Ltd.Co 23DEC21)	1,33,799	-	1,33,799	-
		<b>35,060.88</b>		<b>29,977.12</b>
Aggregate Un-Quoted Investments- At cost		32,885.42		22,894.04
Aggregate Un-Quoted Investments- At NAV		35,060.88		29,977.12
Aggregate amount of Impairment in value of Unquoted Investments		-		-

### 9. Other Financial Assets

(INR in Lakh)

	Non - Current	
	March 31, 2022	March 31, 2021
Security deposits (Considered Good and Unsecured)	469.40	387.88
	<b>469.40</b>	<b>387.88</b>

### 10. Income Tax Asset

(INR in Lakh)

	March 31, 2022	March 31, 2021
Advance payment of Tax (net of provisions)	71.65	58.05
Income Tax Refundable	9.58	9.58
Deposit with Income Tax Dept.	5.36	5.36
	<b>86.58</b>	<b>72.99</b>

## Notes to the Financial Statements for the year ended March 31, 2022

### 11. Other Assets

(INR in Lakh)

	Non - Current		Current	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
<b>Capital Advance</b>				
Unsecured, Considered Good	161.56	574.70	-	-
Unsecured, Considered Doubtful	1.42	1.42	-	-
Less: Provision for doubtful advances	(1.42)	(1.42)	-	-
<b>Other Advances</b>				
Advance paid to suppliers-Unsecured, Considered Good	-	-	146.78	199.01
Prepaid Expenses	5.84	1.20	62.22	50.01
Balance with Government Authorities	-	-	2.09	1.77
Licence in Hand	-	-	41.04	-
<b>Other receivables</b>				
Unsecured, Considered Doubtful	11.68	11.68	-	-
Less: Provision for doubtful advances	(11.68)	(11.68)	-	-
	<b>167.41</b>	<b>575.90</b>	<b>252.12</b>	<b>250.79</b>

### 12. Inventories (1)

(INR in Lakh)

	March 31, 2022	March 31, 2021
Work in Progress	1,054.13	1,218.03
Finished Goods	748.84	438.91
Raw Materials	734.23	448.75
Packing Material	205.20	181.05
Stores & Spares	656.84	617.62
Stock in Trade	257.01	69.50
	<b>3,656.25</b>	<b>2,973.86</b>
<b>The above includes goods-in-transit as under:</b>		
Raw Materials	-	7.49
Stores & Spares	7.05	30.73

(1) For Lien/ charge details against trade receivables, Refer Note 19.1 &amp; 19.2

### 13. Trade Receivable

(INR in Lakh)

	March 31, 2022	March 31, 2021
At Amortised cost		
- Trade Receivables considered good - Secured (13.1)	182.65	180.10
- Trade Receivables considered good - Unsecured	3,092.77	3,637.94
- Trade Receivables which have significant increase in credit risk	716.16	-
- Trade Receivables - Credit impaired	-	-
	3,991.58	3,818.04
Less: Expected Credit Loss on Trade Receivable -considered good	(31.16)	(38.18)
Less: Expected Credit Loss on Trade Receivables which have significant increase in credit risk	(716.16)	-
	<b>3,244.26</b>	<b>3,779.86</b>
- Receivables from related parties	-	-
- Others	3,244.26	3,779.86
<b>Total trade receivables</b>	<b>3,244.26</b>	<b>3,779.86</b>

13.1. Receivables are secured against trade deposits taken from customers.

13.2. For Lien/ charge details against trade receivables, Refer Note 19.1 &amp; 19.2

## Notes to the Financial Statements for the year ended March 31, 2022

### 13. Trade Receivable (contd.)

13.3. No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Further, no trade or other receivable are due from firms or private companies respectively in which any director is a partner, or director or member.

### 13.4. Trade receivables Ageing Schedule

As on March 31, 2022

(INR in Lakh)

Particulars	Outstanding from due date of payment						Total
	Not Due	< 6 months	6 months - 1 year	1-2 years	2-3 years	> 3 years	
Undisputed- Considered good	2,548.67	693.69	10.92	0.80	18.79	2.54	3,275.42
Undisputed - Which have significant increase in credit risk	-	-	-	-	716.16	-	716.16
Undisputed- Credit impaired	-	-	-	-	-	-	-
Less: Expected Credit Loss on Trade Receivable -considered good	-	-	-	-	-	-	(31.16)
Less: Expected Credit Loss on Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-	(716.16)
<b>Total</b>	<b>2,548.67</b>	<b>693.69</b>	<b>10.92</b>	<b>0.80</b>	<b>734.95</b>	<b>2.54</b>	<b>3,244.26</b>

As on March 31, 2021

(INR in Lakh)

Particulars	Outstanding from due date of payment						Total
	Not Due	< 6 months	6 months - 1 year	1-2 years	2-3 years	> 3 years	
Undisputed- Considered good	2,738.34	188.72	418.43	446.20	26.01	0.34	3,818.04
Undisputed - Which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed- Credit impaired	-	-	-	-	-	-	-
Less: Expected Credit Loss on Trade Receivable -considered good	-	-	-	-	-	-	(38.18)
<b>Total</b>	<b>2,738.34</b>	<b>188.72</b>	<b>418.43</b>	<b>446.20</b>	<b>26.01</b>	<b>0.34</b>	<b>3,779.86</b>

13.5. Set out below is the movement in the allowance for expected credit losses of trade receivables

(INR in Lakh)

	March 31, 2022	March 31, 2021
<b>April 01</b>	38.18	44.27
Reversal for expected credit losses	(7.02)	(6.09)
Expected Credit Loss on Trade Receivables which have significant increase in credit risk	716.16	-
<b>March 31</b>	<b>747.32</b>	<b>38.18</b>

## Notes to the Financial Statements for the year ended March 31, 2022

### 13. Trade Receivable (contd.)

#### 13.6. Break-up of Impairment allowance

(INR in Lakh)

Particulars	March 31, 2022	March 31, 2021
Trade Receivable-considered good	31.16	38.18
Trade Receivables which have significant increase in credit risk	716.16	-
	<b>747.32</b>	<b>38.18</b>

13.7. Trade receivables are non-interest bearing and are generally on terms of 45 to 60 days

13.8. There are no "unbilled" and "disputed" trade receivables, hence the same are not disclosed in the ageing schedule

### 14. Cash and Cash Equivalents

(INR in Lakh)

	March 31, 2022	March 31, 2021
Cash in hand	0.76	2.82
Balances with banks	1.91	5.78
	<b>2.67</b>	<b>8.60</b>

There is no repatriation restriction with regard to cash and cash equivalents at the end of reporting period and prior periods.

### 15. Other Bank Balances

(INR in Lakh)

	March 31, 2022	March 31, 2021
On Unpaid Dividend Account	45.64	43.63
Earmarked Balances with Banks	392.78	382.35
	<b>438.42</b>	<b>425.98</b>

### 16. Others Financial Assets

(INR in Lakh)

	March 31, 2022	March 31, 2021
Advances recoverable in cash-Unsecured and considered good	11.69	9.94
Interest accrued on deposits	9.87	10.96
Accrued Export and Other Incentives	26.93	62.63
	<b>48.49</b>	<b>83.53</b>

### 17. Equity Share Capital

(INR in Lakh)

	March 31, 2022	March 31, 2021
<b>Authorised capital</b>		
11,10,00,000 Equity shares (Prev. Year 11,10,00,000 Equity Share ) of INR 2 each	2,220.00	2,220.00
	<b>2,220.00</b>	<b>2,220.00</b>
<b>Issued and subscribed capital &amp; fully paid-up</b>		
11,10,00,000 Equity shares (Prev. Year 11,10,00,000 Equity Share ) of INR 2 each	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.

Equity Shares with voting rights	Number of shares		Amount (INR in Lakh)	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Opening balance	11,10,00,000	11,10,00,000	2,220.00	2,220.00
Closing balance	<b>11,10,00,000</b>	<b>11,10,00,000</b>	<b>2,220.00</b>	<b>2,220.00</b>
<b>Total Equity shares outstanding</b>	<b>11,10,00,000</b>	<b>11,10,00,000</b>	<b>2,220.00</b>	<b>2,220.00</b>

## Notes to the Financial Statements for the year ended March 31, 2022

### 17. Equity Share Capital (contd.)

#### b) Details of shareholders holding more than 5% in the company:

Particulars	March 31, 2022		March 31, 2021	
	Number of shares of Rs 2 per share	Percentage of holding	Number of shares of Rs 2 per share	Percentage of holding
Genesis Exports Limited	5,13,99,000	46.31%	5,13,99,000	46.31%
Ajit Jhunjunwala	83,93,000	7.56%	83,93,000	7.56%
HDFC Small Cap Fund	63,84,050	5.75%	67,52,667	6.08%

As per the records of the company, the above shareholding represents both legal and beneficial ownership of shares.

#### c) Details of Promoters Shareholding in the Company:

Promoter Name	March 31, 2022		March 31, 2021		% Change during the year
	No. of shares	% of total shares	No. of shares	% of total shares	
Sushil Jhunjunwala	40,50,000	3.65%	40,50,000	3.65%	-
Gyaneshwari Devi Jhunjunwala	49,73,000	4.48%	49,73,000	4.48%	-
Ajit Jhunjunwala	83,93,000	7.56%	83,93,000	7.56%	-
Nidhi Jhunjunwala	9,00,000	0.81%	9,00,000	0.81%	-
Ishita Jhunjunwala	7,00,000	0.63%	7,00,000	0.63%	-
Abhyuday Jhunjunwala	7,00,000	0.63%	7,00,000	0.63%	-
Shruti Kishorepuria	17,50,000	1.58%	17,50,000	1.58%	-
Genesis Export Limited	5,13,99,000	46.31%	5,13,99,000	46.31%	-

#### d) 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.

#### e) Shareholding Pattern with respect of Holding Company or Ultimate Holding Company:

The Company does not have any Holding Company or Ultimate Holding Company.

- f) 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.
- g) 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.
- h) The Company has not bought back any shares during the period of five years preceding the date at which the Balance Sheet is prepared
- i) No securities convertible into Equity/ Preference shares have been issued by the Company during the year.
- j) No calls are unpaid by any Director or Officer of the Company during the year.
- k) The Board of Directors have recommended final dividend of Rs. 0.80 per equity share (@40%) of the face value of Rs. 2 each for the financial year ended March 31, 2022. An interim dividend of Rs. 1.50 per equity share (@75%) was declared and paid during the year. The total dividend for the year including the final dividend (subject to the approval of the Shareholders at the ensuing Annual General Meeting) will be Rs. 2.30 (@115%) per equity share. The final dividend of Rs. 0.80 per equity share (@40%) of the face value of Rs. 2 each for the financial year ended March 31, 2022 aggregating to ₹888.00 lakhs has not been recognised in the financial statement.

## Notes to the Financial Statements for the year ended March 31, 2022

### 18. Other Equity

#### a) Securities Premium Reserve

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.

(INR in Lakh)

	March 31, 2022	March 31, 2021
Opening balance	5,620.27	5,620.27
<b>Closing Balance</b>	<b>5,620.27</b>	<b>5,620.27</b>

#### 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.

(INR in Lakh)

	March 31, 2022	March 31, 2021
Opening balance	7,040.00	7,040.00
Transfer from Retained Earning	1,000.00	-
<b>Closing Balance</b>	<b>8,040.00</b>	<b>7,040.00</b>

#### c) Retained Earnings

Amount of retained earnings represents accumulated profit and losses of the Company as on reporting date. Such profits and losses are after adjustment of payment of dividend, transfer to any reserves as statutorily required and adjustment for realised gain/loss on derecognition of equity instruments measured at FVTOCI

(INR in Lakh)

	March 31, 2022	March 31, 2021
Opening balance	37,410.24	32,423.45
Add: Remeasurement of defined benefit obligation (net of tax)	20.54	29.39
Add: Profit for the year	8,737.20	4,957.40
	<b>46,167.97</b>	<b>37,410.24</b>
Less: Transfer to General Reserve	1,000.00	-
Less: Dividend on Equity Shares	3,330.00	-
<b>Closing Balance</b>	<b>41,837.97</b>	<b>37,410.24</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.

(INR in Lakh)

	March 31, 2022	March 31, 2021
<b>Equity instrument through Other Comprehensive Income</b>		
Balance at the beginning of the year	14,285.85	7,206.55
Add/(Less): Change in Fair Value (net of tax)	2,045.04	7,079.30
<b>Balance at the end of the year</b>	<b>16,330.89</b>	<b>14,285.85</b>
<b>TOTAL OTHER EQUITY</b>	<b>71,829.14</b>	<b>64,356.36</b>

### 19. Borrowings

(INR in Lakh)

Particulars	Non-Current		Current	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Term Loan From Bank - Secured	1,250.00	-	-	-
Repayable on demand: (19.3)				
From Banks - Secured	-	-	149.10	105.18
	<b>1,250.00</b>	<b>-</b>	<b>149.10</b>	<b>105.18</b>

## Notes to the Financial Statements for the year ended March 31, 2022

### 19. Borrowings (contd.)

#### 19.1 Repayment terms and nature of securities given for borrowings are as follows

(INR in Lakh)

Particulars	March 31, 2022	March 31, 2021	Nature of Security	Repayment and other terms
Term Loan	1,250.00	-	Plant and Machinery - Exclusive hypothecation of Plant and machinery which will be procured through this capex. Current Assets - Current Assets of the company both Present & future.	Rupee Term Loan of Rs. 1500 lakh has been sanctioned of which Rs 1250 lakh has been utilized till 31-03-2022(March 31, 2021: Nil) is repayable in 18 quarterly instalments, initial 16 installment of Rs.50 lakh and last 2 installment of Rs. 100 lakh. The company is expecting a subsidy of Rs. 500.00 lakh during the loan tenor and will be used to pay off the loan as and when received. In case the same is not received within the loan tenor the company will repay from its own source. The interest of term loan is 7.2% p.a. linked to 1 year MCLR with annual reset.

**19.2** Term loan is availed for expansion of manufacturing facility. The Company setting up a new manufacturing unit at Sitargunj and the Term Loan is utilized for procurement of Plant & Machinery and other fixed assets for the same.

**19.3** Cash Credit from banks is secured by hypothecation of Current Assets of the Company. The rate of interest payable on Working Capital Borrowing is ~ 8.00% p.a.(P.Y.-7.90%)

**19.4** The Company has filed quarterly returns or statements with the banks in lieu of the sanctioned working capital facilities, which are in agreement with the books of account other than those as set out below.

(INR in Lakh)

Quarter ended	Name of the Bank	Particulars	Amount as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for material discrepancy
Jun-21	HDFC Bank Ltd	Inventory	4,222.15	4,149.85	72.30	
		Trade Receivable	2,860.95	2,868.64	(7.69)	
		Trade Payable	995.04	791.97	203.07	Refer Note -1
<b>Total</b>			<b>8,078.14</b>	<b>7,810.46</b>	<b>267.68</b>	
Sep-21	HDFC Bank Ltd	Inventory	3,518.63	3,450.13	68.50	
		Trade Receivable	5,141.54	5,188.49	(46.95)	
		Trade Payable	2,058.25	1,673.37	384.88	Refer Note -1
<b>Total</b>			<b>10,718.42</b>	<b>10,311.99</b>	<b>406.43</b>	
Dec-21	HDFC Bank Ltd	Inventory	2,760.40	2,729.33	31.07	
		Trade Receivable	3,770.66	3,785.69	(15.03)	
		Trade Payable	1,335.89	1,266.98	68.91	
<b>Total</b>			<b>7,866.95</b>	<b>7,782.00</b>	<b>84.95</b>	
Mar-22	HDFC Bank Ltd	Inventory	3,656.25	3,657.29	(1.04)	
		Trade Receivable	3,244.26	3,966.47	(722.21)	Refer Note -2
		Trade Payable	1,913.10	1,428.25	484.85	Refer Note -1
<b>Total</b>			<b>8,813.61</b>	<b>9,052.01</b>	<b>(238.40)</b>	

## Notes to the Financial Statements for the year ended March 31, 2022

### 19. Borrowings (contd.)

(INR in Lakh)

Quarter ended	Name of the Bank	Particulars	Amount as per books of account	Amount as reported in the quarterly return/statement	Amount of difference	Reason for material discrepancy
Jun-20	HDFC Bank Ltd	Inventory	6,344.21	6,337.35	6.86	
		Trade Receivable	3,083.26	2,924.25	159.01	
		Trade Payable	627.11	672.55	(45.44)	
<b>Total</b>			<b>10,054.58</b>	<b>9,934.15</b>	<b>120.43</b>	
Sep-20	HDFC Bank Ltd	Inventory	5,187.65	5,091.06	96.59	
		Trade Receivable	3,449.07	3,386.53	62.54	
		Trade Payable	617.29	463.62	153.67	Refer Note -1
<b>Total</b>			<b>9,254.01</b>	<b>8,941.21</b>	<b>312.80</b>	
Dec-20	HDFC Bank Ltd	Inventory	3,596.93	3,523.99	72.94	
		Trade Receivable	4,269.28	4,292.27	(22.99)	
		Trade Payable	875.21	788.27	86.94	Refer Note -1
<b>Total</b>			<b>8,741.41</b>	<b>8,604.53</b>	<b>136.88</b>	
Mar-21	HDFC Bank Ltd	Inventory	2,973.86	2,850.48	123.38	
		Trade Receivable	3,779.86	3,729.33	50.53	
		Trade Payable	1,300.60	1,027.84	272.76	Refer Note -1
<b>Total</b>			<b>8,054.32</b>	<b>7,607.65</b>	<b>446.67</b>	

**Note 1:-** As per books of account, Trade payable also includes amount payable for expenses whereas in statement submitted to bank, it consist of only payable for goods.

**Note 2:-** A provision of Loss Allowance of Rs. 716.16 lakh was created in books of accounts during the quarter and year ended March 31, 2022 at the time of finalization of accounts.

### 20. Lease Liabilities

(INR in Lakh)

	Non-Current		Current	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Lease Liabilities	49.63	49.80	4.72	4.77
	<b>49.63</b>	<b>49.80</b>	<b>4.72</b>	<b>4.77</b>

### 21 Other Financial Liability

(INR in Lakh)

	Non-Current		Current	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Liability under Litigation	-	-	508.33	466.78
Employee related Liability	-	-	645.48	560.37
Payable against purchase of capital assets	-	-	1,196.16	1,132.25
Trade and other deposits-unsecured	182.65	180.10	-	-
Unclaimed dividends	-	-	45.64	43.63
Other Payables*	-	-	195.66	201.56
	<b>182.65</b>	<b>180.10</b>	<b>2,591.27</b>	<b>2,404.59</b>

\*Includes payment due to related parties. Refer Note 44



## Notes to the Financial Statements for the year ended March 31, 2022

### 22. Deferred Tax

(INR in Lakh)

	March 31, 2022	March 31, 2021
<b>Deferred Tax Liabilities</b>		
On PPE & ROU Depreciation & Intangible Assets amortisation	704.15	719.69
On Fair valuation of Mutual Funds	424.91	131.67
On Fair valuation of Equity Instruments	2,109.59	1,845.42
On Fair valuation of Land	42.56	42.56
	<b>3,281.21</b>	<b>2,739.34</b>
<b>Deferred Tax Assets</b>		
Allowance for credit loss	188.02	9.61
Others	9.91	16.82
	<b>197.93</b>	<b>26.43</b>
<b>Deferred Tax Liabilities (Net)</b>	<b>3,083.28</b>	<b>2,712.91</b>

### Movement in deferred tax asset and deferred tax liabilities during the year ended

(INR in Lakh)

Particulars	April 01, 2021	Recognized in Statement of Profit & Loss	Recognized in OCI	March 31, 2022
<b>Deferred Tax Liabilities</b>				
On PPE & ROU Depreciation & Intangible Assets amortisation	719.69	(15.54)	-	704.15
On Fair valuation of Mutual Funds	131.67	293.24	-	424.91
On Fair valuation of Equity Instruments	1,845.42	-	264.17	2,109.59
On Fair valuation of Land	42.56	-	-	42.56
	<b>2,739.34</b>	<b>277.70</b>	<b>264.17</b>	<b>3,281.21</b>
<b>Deferred Tax Assets</b>				
Allowance for credit loss	9.61	178.41	-	188.02
Others	16.82	-	(6.91)	9.91
	<b>26.43</b>	<b>178.41</b>	<b>(6.91)</b>	<b>197.93</b>
<b>Deferred Tax Liabilities (Net)</b>	<b>2,712.91</b>	<b>99.29</b>	<b>271.08</b>	<b>3,083.28</b>

(INR in Lakh)

Particulars	April 01, 2020	Recognized in Statement of Profit & Loss	Recognized in OCI	March 31, 2021
<b>Deferred Tax Liabilities</b>				
On PPE & ROU Depreciation & Intangible Assets amortisation	772.69	(53.00)	-	719.69
On Fair valuation of Mutual Funds	628.40	(496.73)	-	131.67
On Fair valuation of Equity Instruments	930.93	-	914.49	1,845.42
On Fair valuation of Land	42.56	-	-	42.56
	<b>2,374.58</b>	<b>(549.73)</b>	<b>914.49</b>	<b>2,739.34</b>
<b>Deferred Tax Assets</b>				
Allowance for credit loss	11.14	(1.53)	-	9.61
Others	36.22	(9.52)	(9.88)	16.82
	<b>47.36</b>	<b>(11.05)</b>	<b>(9.88)</b>	<b>26.43</b>
<b>Deferred Tax Liabilities (Net)</b>	<b>2,327.22</b>	<b>(538.68)</b>	<b>924.37</b>	<b>2,712.91</b>

## Notes to the Financial Statements for the year ended March 31, 2022

### 23. Trade Payables

(INR in Lakh)

Particulars	March 31, 2022	March 31, 2021
Total Outstanding due to micro enterprises and small enterprises (MSME)	450.07	390.25
Total Outstanding due to other than micro enterprises and small enterprises	1,463.03	910.35
	<b>1,913.10</b>	<b>1,300.60</b>

#### 23.1. 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.

(INR in Lakh)

Sl. No.	Particulars	March 31, 2022	March 31, 2021
i	The principal amount remaining unpaid to any supplier as at the end of each accounting year;	447.37	386.88
ii	The interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	2.70	3.37
iii	The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	Nil	Nil
iv	The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006);	Nil	Nil
v	The amount of interest accrued and remaining unpaid at the end of accounting year; and	2.70	3.37
vi	The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	2.70	3.37

The above information has been determined to the extent such parties have been identified on the basis of information available with the company.

#### 23.2 Trade Payables Ageing Schedule

(INR in Lakh)

Particulars	Outstanding as on March 31, 2022 from due date of payment					
	Not Due	< 1 Year	1 -2 Years	2 -3 Years	> 3 Years	Total
Undisputed dues -MSME	262.02	186.34	0.88	-	0.83	<b>450.07</b>
Undisputed dues -Others	721.83	264.12	7.74	3.72	3.93	<b>1,001.34</b>
<b>Total</b>	<b>983.86</b>	<b>450.46</b>	<b>8.62</b>	<b>3.72</b>	<b>4.76</b>	<b>1,451.42</b>
Unbilled Dues						<b>461.69</b>
<b>Grand Total</b>						<b>1,913.10</b>

(INR in Lakh)

Particulars	Outstanding as on March 31, 2021 from due date of payment					
	Not Due	< 1 Year	1 -2 Years	2 -3 Years	> 3 Years	Total
Undisputed dues -MSME	196.68	191.10	1.64	-	0.83	<b>390.25</b>
Undisputed dues -Others	387.26	286.76	4.07	1.40	3.68	<b>683.17</b>
<b>Total</b>	<b>583.93</b>	<b>477.86</b>	<b>5.72</b>	<b>1.40</b>	<b>4.51</b>	<b>1,073.42</b>
Unbilled Dues						<b>227.18</b>
<b>Grand Total</b>						<b>1,300.60</b>

23.3. There are no "disputed" trade payables, hence the same are not disclosed in the ageing schedule.

## Notes to the Financial Statements for the year ended March 31, 2022

### 24. Other Liabilities

(INR in Lakh)

	Non-Current		Current	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Statutory dues payable	-	-	625.03	261.63
	-	-	<b>625.03</b>	<b>261.63</b>

### 25. Provisions

(INR in Lakh)

	Non-Current		Current	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Provision for leave encashment	-	-	50.06	46.02
Provision for gratuity	34.93	127.65	75.35	85.11
	<b>34.93</b>	<b>127.65</b>	<b>125.41</b>	<b>131.13</b>

### 26. Current Tax Liability

(INR in Lakh)

	Non-Current		Current	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Provision for Taxation (Net of advances)			228.66	158.33
	-	-	<b>228.66</b>	<b>158.33</b>

Note - The Company is subject to tax assessments and ongoing proceedings, which are pending before various Tax Appellate Authorities. Management periodically evaluates the positions taken in tax returns with respect to above matters, including unresolved tax disputes, which involves interpretation of applicable tax regulations and judicial precedents. Current tax liability and tax asset balances are presented, after recognising as appropriate, provision for taxes payable and contingencies basis management's assessment of outcome of such ongoing proceedings and amounts that may become payable to the tax authorities. Considering the nature of such estimates and uncertainties involved, the amount of such provisions may change upon final resolution of the matters with tax authorities.

### 27. Revenue from Operations

(INR in Lakh)

	FY 2021-22	FY 2020-21
<b>Sale of Products</b>		
Glass & Glassware	32,046.47	21,003.49
Electricity	-	19.44
	<b>32,046.47</b>	<b>21,022.93</b>
<b>Other Operating Revenues</b>		
Export Incentives	142.84	81.34
Scrap Sales	79.67	23.56
	<b>222.51</b>	<b>104.90</b>
	<b>32,268.98</b>	<b>21,127.82</b>

#### 27.1. Principal revenue generation activity and major terms

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 collects GST on behalf of the Government, hence GST is not included in revenue from operations.

#### 27.2. Disaggregated Revenue information

The Company's disaggregate revenue by geographical location

(INR in Lakh)

	FY 2021-22	FY 2020-21
India	27,017.41	18,115.64
Outside India	5,029.07	2,907.29
	<b>32,046.47</b>	<b>21,022.93</b>

## Notes to the Financial Statements for the year ended March 31, 2022

### 27. Revenue from Operations (contd.)

#### 27.3. 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'

(INR in Lakh)

	March 31, 2022	March 31, 2021
Trade Receivable	3,244.26	3,779.86
Contract Liabilities-Advance from customer	356.19	160.46
Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period	160.46	173.09
Revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods	-	-

#### 27.4. Reconciling the amount of revenue recognised in statement of profit and loss with the contracted price

(INR in Lakh)

	FY 2021-22	FY 2020-21
Revenue as per contracted price	32,426.96	21,192.51
Adjustments for:		
Sales Returns	(42.26)	(49.18)
Discount	(338.23)	(120.41)
Other Operating Income	222.51	104.90
<b>Total</b>	<b>32,268.98</b>	<b>21,127.82</b>

#### 27.5. Other Information

(INR in Lakh)

	FY 2021-22	FY 2020-21
Significant payment terms		
- Financing Component	Nil	Nil
The aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied (or partially unsatisfied) as of the end of the reporting period	Nil	Nil

### 28. Other Income

(INR in Lakh)

	FY 2021-22	FY 2020-21
Interest Income	33.38	33.84
<b>Other Non-Operating Income</b>		
Net Gain/ (Loss) on Investments measured at fair value through Profit & Loss	1,425.08	557.92
Gain on Redemption of Current Investments	264.52	112.18
Profit on sale of Property, Plant & Equipment	126.02	-
Unspent Liability & unclaimed balances Written Back	2.61	24.92
Insurance & Other Claims	2.23	9.79
Gain on Exchange Fluctuation (Net)	1.43	12.00
Miscellaneous Receipts	60.21	57.28
	<b>1,915.49</b>	<b>807.93</b>

## Notes to the Financial Statements for the year ended March 31, 2022

### 29. Cost of Material Consumed

(INR in Lakh)

	FY 2021-22	FY 2020-21
<b>Raw Materials</b>		
Inventory at the beginning of the year	448.75	417.36
Add: Purchases	4,113.15	1,646.34
Less: Inventory at the end of the year	(734.23)	(448.75)
	<b>3,827.67</b>	<b>1,614.95</b>
<b>Packing Materials Consumed</b>		
Inventory at the beginning of the year	181.05	185.14
Add: Purchases	2,561.55	1,431.39
Less: Inventory at the end of the year	(205.20)	(181.05)
	<b>2,537.40</b>	<b>1,435.48</b>
	<b>6,365.07</b>	<b>3,050.42</b>

### 30. Purchase of Stock in Trade

(INR in Lakh)

	FY 2021-22	FY 2020-21
Glass & Glassware	287.14	116.14
	<b>287.14</b>	<b>116.14</b>

### 31. Changes in Inventories of Finished Goods and Work in Progress

(INR in Lakh)

	FY 2021-22	FY 2020-21
<b>Opening stock</b>		
Stock in Trade	69.50	33.80
Work in Progress	1,218.03	3,063.17
Finished Goods	438.91	1,162.10
	<b>1,726.44</b>	<b>4,259.07</b>
<b>Closing stock</b>		
Stock in Trade	257.01	69.50
Work in Progress	1,054.13	1,218.03
Finished Goods	748.84	438.91
	<b>2,059.98</b>	<b>1,726.44</b>
	<b>(333.55)</b>	<b>2,532.62</b>

### 32. Employee Benefit Expense \*

(INR in Lakh)

	FY 2021-22	FY 2020-21
Salaries, Wages, Bonus, Incentives & Leave pay	4,952.96	3,708.17
Contribution to Provident and other fund	301.07	258.96
Staff Welfare Expenses	57.51	46.39
	<b>5,311.54</b>	<b>4,013.52</b>

\* For descriptive notes on disclosure of defined benefit obligation refer note 43

### 33. Finance Costs

(INR in Lakh)

	FY 2021-22	FY 2020-21
Interest Expenses on Financial Liabilities measured at amortised Cost	13.41	14.59
Interest Expenses on Lease Liabilities	4.72	4.78
Other Finance Charges	436.01	8.92
	<b>454.14</b>	<b>28.29</b>
Less : Capitalised during the year in CWIP	47.07	2.92
	<b>407.06</b>	<b>25.37</b>

## Notes to the Financial Statements for the year ended March 31, 2022

### 34. Depreciation and Amortisation Expenses

(INR in Lakh)

Particulars	FY 2021-22	FY 2020-21
On Property, Plant & Equipment	1,360.85	1,217.37
On Right to Use	13.24	13.24
On Intangible Assets	2.19	2.58
	<b>1,376.28</b>	<b>1,233.19</b>
Less : Capitalised during the year	10.17	10.17
	<b>1,366.11</b>	<b>1,223.02</b>

### 35. Other Expenses

(INR in Lakh)

	FY 2021-22	FY 2020-21
Power & Fuel	4,799.03	2,324.38
Consumption of Stores, Spares and Consumables	698.02	407.97
Repair and Maintenance		
Plant & Machinery	93.66	71.82
Building	30.71	2.33
Others	11.42	9.98
Freight and forwarding charges	1,136.42	686.63
Directors' Commission	395.00	205.00
Expenses on Corporate Social Responsibility (Refer Note No. 47)	196.53	211.48
Advertisement and Sales Promotion	194.56	102.56
Travelling and conveyance	154.73	107.19
Legal and professional fees	96.60	62.10
Insurance	42.90	43.64
Brokerage & Commission	22.60	13.67
Payment to Auditor		
Statutory Audit Fees	17.60	12.75
Tax Audit Fees	2.10	2.10
Other Services	0.30	1.25
Out of Pocket expenses	0.11	0.30
Rates & Taxes	18.22	15.22
Loss on Exchange Fluctuations (Net)	15.08	2.48
Directors' sitting fees	10.05	12.15
Breakage	9.61	14.96
Rent and Hire Charges	7.09	45.33
Donation	1.71	2.53
Loss on Discarded Assets	-	19.83
Miscellaneous Expenses	459.37	198.29
	<b>8,413.45</b>	<b>4,575.94</b>

### 36. Tax Expense

(INR in Lakh)

	FY 2021-22	FY 2020-21
<b>Income Tax Recognised in the Statement of Profit and Loss</b>		
Current Tax for the year	2,815.00	1,980.00
<b>Current Tax</b>	<b>2,815.00</b>	<b>1,980.00</b>
<b>Deferred Tax</b>	99.29	(538.68)
	<b>2,914.29</b>	<b>1,441.32</b>
<b>Income Tax expenses recognised in OCI</b>		
Deferred Tax	(6.91)	(9.88)
Deferred Tax benefit on fair value gain on Investments in Equity instrument through OCI	(264.17)	(914.49)
	<b>(271.08)</b>	<b>(924.37)</b>

## Notes to the Financial Statements for the year ended March 31, 2022

### 36. Tax Expense (contd.)

#### Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

(INR in Lakh)

	FY 2021-22	FY 2020-21
Accounting profit before income tax	11,651.49	6,398.72
Indian Statutory income tax rate	25.168%	25.168%
<b>Estimated Income Tax Expense - A</b>	<b>2,932.45</b>	<b>1,610.43</b>
<b>Tax effect of adjustments to reconcile expected Income tax expense to reported Income tax expense - B</b>		
Corporate Social Responsibility Expenses	(49.90)	(53.23)
Effect of Income which is taxed at Special rate	54.58	211.72
Others	13.48	10.62
	18.16	169.11
<b>Income tax expense in Statement of Profit &amp; Loss (A-B)</b>	<b>2,914.29</b>	<b>1,441.32</b>

### 37. Other Comprehensive Income

(INR in Lakh)

	FY 2021-22	FY 2020-21
<b>Items that will not be reclassified to profit or loss</b>		
Remeasurement of the defined benefit plans	27.45	39.27
Less: Tax expense on the above	(6.91)	(9.88)
	<b>20.54</b>	<b>29.39</b>
Equity Instruments through Other Comprehensive Income	2,309.21	7,993.79
Less: Tax expense on the above	(264.17)	(914.49)
	<b>2,045.04</b>	<b>7,079.30</b>
<b>Total Other Comprehensive Income</b>	<b>2,065.58</b>	<b>7,108.69</b>

### 38. 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, 2022 and March 31, 2021.

(INR in Lakh)

Particulars	March 31, 2022			March 31, 2021		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
<b>Financial assets</b>						
Investments						
Equity Instruments	-	18,449.29	-	-	16,140.07	-
Mutual Funds	35,060.88	-	-	29,977.12	-	-
Trade Receivables	-	-	3,244.26	-	-	3,779.86
Cash and Cash equivalents	-	-	2.67	-	-	8.60
Other Bank Balances	-	-	438.42	-	-	425.98
Other Financial Assets	-	-	517.89	-	-	471.41
<b>Total</b>	<b>35,060.88</b>	<b>18,449.29</b>	<b>4,203.22</b>	<b>29,977.12</b>	<b>16,140.07</b>	<b>4,685.85</b>
<b>Financial liabilities</b>						
Borrowings	-	-	1,399.10	-	-	105.18
Trade Payable	-	-	1,913.10	-	-	1,300.60
Lease Liability	-	-	54.35	-	-	54.57
Other Financial Liabilities	-	-	2,773.92	-	-	2,584.69
<b>Total</b>	<b>-</b>	<b>-</b>	<b>6,140.47</b>	<b>-</b>	<b>-</b>	<b>4,045.05</b>

## Notes to the Financial Statements for the year ended March 31, 2022

### 38. Financial Instruments (contd.)

#### 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.

(INR in Lakh)

As at 31st March 2022	Notes	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
<b>Financial instruments at FVTPL</b>					
Mutual Funds		35,060.88	-	-	35,060.88
<b>Investments at FVOCI</b>					
Equity Instruments					
Unquoted	38(iii)	-	18,449.29	-	18,449.29
<b>Total financial assets</b>		<b>35,060.88</b>	<b>18,449.29</b>	<b>-</b>	<b>53,510.16</b>
Financial Liabilities					
Financial Instruments at FVTPL	-	-	-	-	-
<b>Total financial liabilities</b>	-	-	-	-	-

There have been no transfer in between Level 1 and Level 2 during the period

#### Financial Instruments measured at fair value

(INR in Lakh)

As at 31st March 2021	Notes	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
<b>Financial instruments at FVTPL</b>					
Mutual Funds		29,977.11	-	-	29,977.11
<b>Investments at FVOCI</b>					
Equity Instruments					
Unquoted	38(iii)	-	16,140.07	-	16,140.07
<b>Total financial assets</b>		<b>29,977.11</b>	<b>16,140.07</b>	<b>-</b>	<b>46,117.18</b>
Financial Liabilities					
Financial Instruments at FVTPL	-	-	-	-	-
<b>Total financial liabilities</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
- Unquoted investments - As determined by Independent Valuer. 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 after required adjustments.
- 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.



## Notes to the Financial Statements for the year ended March 31, 2022

### 39. 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

The following table summarises the Net Debt, Equity and Ratio thereof. (INR in Lakh)

Particulars	Notes	March 31, 2022	March 31, 2021
Total Borrowings	19	1,399.10	105.18
Less: Cash & Cash Equivalents & Other bank balances	14 & 15	441.09	434.58
<b>Net Debts (A)</b>		<b>958.01</b>	<b>(329.40)</b>
Total equity	17 & 18	74,049.14	66,576.37
<b>Total equity &amp; Net Debt (B)</b>		<b>75,007.15</b>	<b>66,246.97</b>
<b>Net Debt to Equity Ratio (A/B)</b>		<b>0.01</b>	<b>NIL</b>

No changes were made in objectives, policies or processes for managing capital during the years ended March 31, 2022 and March 31, 2021

##### ii) Dividends

(INR in Lakh)

Particulars	March 31, 2022	March 31, 2021
<b>(i) Equity shares</b>		
Final Dividend for the Financial Year 2020-21 of INR 1.50 & Interim Dividend for the financial year 2021-22 of INR 1.50 per equity share of INR 2 each fully paid	3,330.00	-

#### 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 is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. The Company only deals with parties which has good worthiness based on Company's internal assessment.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised as income in the statement of profit and loss.

**Cash and cash equivalents and deposits:** Balances and deposits with banks are subject to low credit risks due to good credit ratings assigned to the banks.

## Notes to the Financial Statements for the year ended March 31, 2022

### 39. Financial Risk Management, Objectives and Policies (contd.)

**Investments:** The Company limits its exposure to credit risk by generally investing in reputed mutual fund and counterparties that have a good credit ratings. The Company does not expect any credit losses from non-performance by these counter parties, and does not have any significant concentration of exposures to specific industry sectors.

**Trade and other receivables:** The Company measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. The Maximum exposure to credit risk at the reporting date are given vide Note 13

#### 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

(INR in Lakh)

Contractual maturities of financial liabilities as at March 31, 2022	Upto 2 year	2-5 year	More than 5 years	Total
<b>Non-derivatives</b>				
Borrowings	449.10	950.00	-	1399.10
Trade Payable	1,913.10	-	-	1913.10
Lease Liability	9.44	14.16	360.64	384.24
Trade & Other deposits	-	182.65	-	182.65
Other Payables	2,591.27	-	-	2,591.27
<b>Total</b>	<b>4,962.90</b>	<b>1,146.81</b>	<b>360.64</b>	<b>6,470.35</b>

(INR in Lakh)

Contractual maturities of financial liabilities as at March 31, 2021	Upto 2 year	2-5 year	More than 5 years	Total
<b>Non-derivatives</b>				
Borrowings	105.18	-	-	105.18
Trade Payable	1,300.60	-	-	1,300.60
Lease Liability	9.49	14.16	365.42	389.07
Trade & Other deposits	-	180.10	-	180.10
Other Payables	2,404.59	-	-	2,404.59
<b>Total</b>	<b>3,819.86</b>	<b>194.26</b>	<b>365.42</b>	<b>4,379.54</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.

## Notes to the Financial Statements for the year ended March 31, 2022

### 39. Financial Risk Management, Objectives and Policies (contd.)

#### Foreign Currency Risk Exposure - Unhedged

The company's exposure to foreign currency risk at the end of the reporting period expressed are as follows

(INR in Lakh)

Currency	Liabilities		Assets	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
GBP	187.66	187.66	-	42.70
Euro	626.46	348.90	-	474.64
USD	113.05	135.80	377.60	505.28
JPY	18.90	-	-	-

#### Sensitivity

The sensitivity of profit or loss and equity to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

(INR in Lakh)

Particulars	March 31, 2022	March 31, 2021
<b>Pound sensitivity</b>		
INR/Pound- increase by 10% *	(18.77)	(14.50)
INR/Pound- decrease by 10% *	18.77	14.50
<b>Euro sensitivity</b>		
INR/Euro- increase by 10% *	(62.65)	12.57
INR/Euro- decrease by 10% *	62.65	(12.57)
<b>USD sensitivity</b>		
INR/USD- increase by 10% *	26.46	36.95
INR/USD- decrease by 10% *	(26.46)	(36.95)
<b>JPY sensitivity</b>		
INR/JPY- increase by 10% *	(1.89)	-
INR/JPY- decrease by 10% *	1.89	-

\* Holding all other variables constant

#### 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:

(INR in Lakh)

Particulars	March 31, 2022	March 31, 2021
Variable rate borrowing	1,399.10	105.18
<b>Total Borrowings</b>	<b>1,399.10</b>	<b>105.18</b>

#### Sensitivity

Below is the sensitivity of profit or loss and equity changes in interest rates.

(INR in Lakh)

Particulars	March 31, 2022	March 31, 2021
<b>Interest Sensitivity</b>		
Interest rates increases by 100 basis points	13.99	1.05
Interest rates decrease by 100 basis points	(13.99)	(1.05)

## Notes to the Financial Statements for the year ended March 31, 2022

### 39. Financial Risk Management, Objectives and Policies (contd.)

#### 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

(INR in Lakh)

Particulars	March 31, 2022	March 31, 2021
Fair Value of Un Quoted Equity Investments	18,449.29	16,140.07
<b>Total Equity Investments</b>	<b>18,449.29</b>	<b>16,140.07</b>

#### Sensitivity

(INR in Lakh)

Particulars	March 31, 2022	March 31, 2021
Increase in market price by 5%	922.46	807.00
Decrease in market price by 5%	(922.46)	(807.00)

### 40. Contingent Liabilities and Contingent Assets

#### A. Contingent Liabilities

(INR in Lakh)

Particulars	March 31, 2022	March 31, 2021
(i). Bank Guarantee	1.95	6.05
(ii). Demand under Income Tax Act, 1961 for Assessment Year 2012-13, 2013-14, 2014-15, 2017-18 & 2018-19 the matter is pending before Commissioner of Income Tax (Appeals).	253.03	253.03
(iii). Demand for Excise duty under Central Excise Act, 1985 for Assessment Year 2009-10, matter pending before High Court, Jharkhand	-	4.28
(iv). 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
(v). 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
(vi). 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

**Note 1:** The Company is contesting the demands and the management, including its tax/legal advisors, believe that its position will likely be upheld in the appellate process. No tax expense has been accrued in the financial statements for the tax demand raised. Cash outflows for the above are determinable only on receipt of judgements pending at various forums/authorities.

**Note 2:** The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

#### B. Contingent Assets

(INR in Lakh)

Particulars	March 31, 2022	March 31, 2021
(i) Insurance Claim Lodged but not settled	241.88	241.88
	<b>241.88</b>	<b>241.88</b>

## Notes to the Financial Statements for the year ended March 31, 2022

### 41. Capital Commitments and Other Commitments

(INR in Lakh)

	March 31, 2022	March 31, 2021
Estimated amount of Contracts remaining to be executed on Capital Account and not provided for (Net of advances)	519.67	3,170.12
Letter of Credit	210.69	175.51
	<b>730.36</b>	<b>3,345.63</b>

42. The outbreak of Coronavirus (COVID-19) pandemic globally and in India has caused significant disturbance and slowdown of economic activity. During the year ended March 31, 2022, there is no significant impact on the operations of the Company. The Company has taken into account the possible impact of COVID-19 in preparation of financial statements, including its assessment of recoverable value of its assets based on internal and external information upto the date of approval of these financial statements and current indicators of future economic conditions.

### 43. Disclosure pursuant to Indian Accounting Standard - 19 'Employee Benefits'

#### 43.1 Defined Contribution Plan:

The amount recognized as an expense for the Defined Contribution Plans are as under : (INR in Lakh)

Sl. No.	Particulars	FY 2021-22	FY 2020-21
a)	Provident Fund & Employees' State Insurance Scheme	227.54	182.52

#### 43.2 Defined Benefit Plan:

##### 43.2.1 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.

##### 43.2.2 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.

##### 43.2.3 Change in Present Value of Obligations

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit (asset)/ liability and its components :

(INR in Lakh)

	Gratuity (Funded)	
	March 31, 2022	March 31, 2021
Balance at the beginning of the year	949.55	902.59
Current Service Cost	62.44	62.70
Past Service Cost	-	-
Interest Cost on Defined Benefit Obligation	65.52	63.18
Actuarial (gain)/losses arising from:		
Changes in demographic assumptions	-	-
Changes in financial assumptions	(11.06)	7.77
Experience adjustment	(26.52)	(47.93)
Benefits paid from the plan assets	(44.44)	(38.77)
<b>Balance at the end of the year</b>	<b>995.48</b>	<b>949.55</b>

## Notes to the Financial Statements for the year ended March 31, 2022

### 43. Disclosure pursuant to Indian Accounting Standard - 19 'Employee Benefits' (contd.)

#### 43.2.4 Change in Fair Value of Plan Assets

The following table shows a reconciliation from the opening balances to the closing balances for the Plan Assets and its components:

(INR in Lakh)

	Gratuity (Funded)	
	March 31, 2022	March 31, 2021
<b>Balance at the beginning of the year</b>	736.78	724.35
Interest Income on Plan Assets	54.43	49.44
Remeasurement of Defined Benefit Obligation:		
Return on plan assets greater/ (lesser) than discount rate	(10.13)	(0.88)
Employer Contributions to the Plan	148.57	2.64
Benefits Paid from the Plan Assets	(44.44)	(38.77)
<b>Balance at the end of the year</b>	<b>885.21</b>	<b>736.78</b>

#### 43.2.5 The amount recognised in the Balance Sheet

(INR in Lakh)

	Gratuity (Funded)	
	March 31, 2022	March 31, 2021
Present value of Defined Benefit Obligation	995.48	949.54
Fair Value of Plan Assets	885.21	736.78
<b>Net (Asset)/Liability in the Balance Sheet</b>	<b>110.28</b>	<b>212.76</b>

#### 43.2.6 Expenses recognized in Statement of profit or loss

(INR in Lakh)

	Gratuity (Funded)	
	FY 2021-22	FY 2020-21
Current Service Cost	62.44	62.70
Past Service Cost	-	-
Interest Cost	65.52	63.18
Interest Income on Plan Assets	(54.43)	(49.44)
<b>Total Defined Benefit Cost recognized in Profit &amp; Loss</b>	<b>73.53</b>	<b>76.44</b>

#### 43.2.7 Remeasurement recognized in other comprehensive income

(INR in Lakh)

	Gratuity (Funded)	
	FY 2021-22	FY 2020-21
<b>Actuarial (gain)/losses arising from:</b>		
Changes in demographic assumptions	-	-
Changes in financial assumptions	(11.06)	7.77
Experience adjustment	(26.52)	(47.93)
<b>Remeasurement of Defined Benefit Obligation:</b>		
Return on plan assets greater/ (lesser) than discount rate	10.13	0.88
<b>Total Defined Benefit Cost recognized in Other Comprehensive Income</b>	<b>(27.46)</b>	<b>(39.28)</b>

#### 43.2.8 Major Categories of Plan Assets

(INR in Lakh)

	Gratuity (Funded)	
	FY 2021-22	FY 2020-21
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

## Notes to the Financial Statements for the year ended March 31, 2022

### 43. Disclosure pursuant to Indian Accounting Standard - 19 'Employee Benefits' (contd.)

period, for returns over the entire life of the related obligation.

#### 43.2.9 Asset Liability Matching Strategy

The Company's investment is in Cash Accumulation Plan/Traditional Plan of Insurance Company, the investment are being managed by these insurance company 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.

#### 43.2.10 Actuarial Assumptions

	Gratuity (Funded)	
	FY 2021-22	FY 2020-21
<b>Financial Assumptions</b>		
Discount Rate	7.10%	6.90%
Salary Escalation Rate	8.00%	8.00%
<b>Demographic Assumptions</b>		
Mortality Rate	IALM (2012-14) Table	IALM (2012-14) Table
Withdrawal Rate	1% to 8%	1% to 8%

**43.2.11** At 31st March 2022, the weighted average duration of the defined benefit obligation was 6.46 years (previous year 7.50 years). The distribution of the timing of benefits payment i.e., the maturity analysis of the benefit payments is as follows :

(INR in Lakh)

Expected benefits payment for the year ending on	Gratuity (Funded)
31st March 2023	121.44
31st March 2024	53.22
31st March 2025	84.80
31st March 2026	93.97
31st March 2027	102.81
31st March 2028 to 31st March 2032	675.15

**43.2.12** The Company expects to contribute Rs 75.35 Lakh (previous year Rs 85.11 Lakh) to its gratuity fund in 2022-23.

#### 43.2.13 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 :

(INR in Lakh)

Particulars	Gratuity (Funded)	
	2021-22	2020-21
Effect on DBO due to 1% increase in Discount Rate	932.72	885.87
Effect on DBO due to 1% decrease in Discount Rate	1,065.68	1,021.08
Effect on DBO due to 1% increase in Salary Escalation Rate	1,064.80	1,020.10
Effect on DBO due to 1% decrease in Salary Escalation Rate	932.37	885.85
Effect on DBO due to 1% increase in Withdrawal Rate	992.66	945.81
Effect on DBO due to 1% decrease in Withdrawal Rate	998.58	953.65

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.

## Notes to the Financial Statements for the year ended March 31, 2022

### 44. Information On Related Party Transactions As Required By Ind AS - 24 - 'Related Party Disclosures'

#### 44.1 Name of related parties and nature of relationship:

##### a) Key Management Personnel

Mr. Sushil Jhunjunwala	Chairman
Mr. Ajit Jhunjunwala	Vice Chairman and Managing Director
Mrs. Nidhi Jhunjunwala	Executive Director
Mr. A.C. Chakrabortti *	
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
Mrs Mamta Binani #	Non Executive and Independent Director
Ms. Suparna Chakrabortti^	Non Executive and Independent Director

\* Resigned w.e.f. 14.08.2020

# Resigned w.e.f. 28.10.2021

^ Appointed w.e.f. 27.01.2022

##### b) Enterprises over which Key Management Personnel and their relatives are able to exercise significant influence.

Genesis Exports Limited  
SKJ Investments Pvt. Ltd.  
Ishita Housing (P) Ltd.  
SKJ Estate (P) Ltd.  
GDJ Housing Pvt. Ltd.

#### 44.2 Transaction with related parties:

##### a) Genesis Export Limited:

(INR in Lakh)

	FY 2021-22	FY 2020-21
Rent	6.61	39.67
Dividend Paid	1,541.97	-
Balance outstanding as at the year end- Amount Payable	-	-

##### b) Transaction with Key Management Personnel

(INR in Lakh)

	FY 2021-22	FY 2020-21
<b>Remuneration, Perquisites &amp; Others</b>		
Short Term Employee Benefits		
Mr. Sushil Jhunjunwala	363.12	262.27
Mr. Ajit Jhunjunwala	233.38	172.25
Mrs. Nidhi Jhunjunwala	98.17	70.01

\* 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 provided in aggregate on the basis of actuarial valuation, the same is not included above.

(INR in Lakh)

Particulars	FY 2021-22	FY 2020-21
<b>Dividend paid</b>		
Mr. Sushil Jhunjunwala	121.50	-
Mr. Ajit Jhunjunwala	251.79	-
Mrs. Nidhi Jhunjunwala	27.00	-



## Notes to the Financial Statements for the year ended March 31, 2022

### 44. Information On Related Party Transactions As Required By Ind AS- 24 - 'Related Party Disclosures' (contd.)

(INR in Lakh)

Sitting Fees & Commission	FY 2021-22		FY 2020-21	
	Sitting Fee	Commission	Sitting Fee	Commission
Mr. Sushil Jhunjunwala	-	165.00	-	95.00
Mr. Ajit Jhunjunwala	-	160.00	-	55.00
Mrs. Nidhi Jhunjunwala	-	50.00	-	35.00
Mr. A.C.Chakraborti *	-	-	1.50	-
Mr. Rajiv Gujral	2.40	5.00	2.40	4.00
Mr. Subir Bose	1.65	5.00	1.65	4.00
Mr. Arun Churiwal	2.85	5.00	2.85	4.00
Prof. Santanu Ray	2.55	5.00	2.25	4.00
Mrs. Mamta Binani#	0.60	-	1.50	4.00
Ms. Suparna Chakraborti ^	-	-	-	-

\* Resigned w.e.f. 14.08.2020

# Resigned w.e.f. 28.10.2021

^ Appointed w.e.f. 27.01.2022

(INR in Lakh)

Balance outstanding as at the year end- Amount Payable	March 31, 2022	March 31, 2021
<b>Key Managerial Personnel</b>		
Mr. Sushil Jhunjunwala	125.46	98.94
Mr. Ajit Jhunjunwala	48.40	58.14
Mrs. Nidhi Jhunjunwala	37.52	37.05
Mr. Arun Churiwal	4.50	3.70
Mr. Rajiv Gujral	4.50	3.70
Mr. Subir Bose	4.50	3.70
Prof. Santanu Ray	4.50	3.70
Mrs. Mamta Binani	-	3.70

#### 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 March 31, 2022, 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.

### 45. Segment information

**45.1** 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 Lakh)

	FY 2021-22	FY 2020-21
<b>Revenue from external customers</b>		
India	27,017.41	18,115.64
Outside India	5,029.07	2,907.29
	<b>32,046.47</b>	<b>21,022.93</b>

## Notes to the Financial Statements for the year ended March 31, 2022

### 45. Segment information (contd.)

(INR in Lakh)

	March 31, 2022	March 31, 2021
<b>Non-Current Assets*</b>		
India	22,934.74	20,072.83
Outside India	-	-

\* excludes financial assets, deferred tax assets, Income tax.

45.2 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.

### 46. 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.

	FY 2021-22	FY 2020-21
Profit for the year (INR Lakh)	8,737.20	4,957.40
<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)	7.87	4.47
Diluted EPS (INR)	7.87	4.47

### 47. 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.

(INR in Lakh)

	For the period/year	
	March 31, 2022	March 31, 2021
Amount required to be spent by the company during the year	196.06	211.45
Amount spent during the year on:	196.53	211.48
Construction/acquisition of any asset	-	-
On purposes other than above	196.53	211.48
Shortfall at the end of the year	-	-
Total of previous years shortfall	-	-
Contribution to a trust controlled by the company	22.11	1.00
The nature of CSR activities undertaken by the Company	Healthcare, Education etc	Healthcare, Education etc

#### For movement in CSR, refer below:

(INR in Lakh)

	For the period/year	
	March 31, 2022	March 31, 2021
Opening Balance	-	-
Gross amount to be spent during the year	196.06	211.45
Actual spent	196.53	211.48
<b>(Excess) /short spent</b>	<b>(0.47)</b>	<b>(0.03)</b>

## Notes to the Financial Statements for the year ended March 31, 2022

### 48. Ratio Analysis and its elements

(INR in Lakh)

Ratio	March 31, 2022	March 31, 2021	Reason for variance where more than 25% as compared to the ratio of preceding year
(a) Current Ratio	7.12	8.28	
(b) Debt-equity Ratio	0.02	0.00	Increase in Borrowing
(C) Debt Service Coverage Ratio	25.55	208.02	Increase in finance cost
(d) Return on equity Ratio	0.12	0.08	Improvement in operating Margin
(e) Inventory Turnover Ratio	16.93	7.02	Increase in Revenue from Operation and lower inventory level.
(f) Trade Receivables Turnover Ratio	9.12	5.15	Improved realization and increase in Sales.
(g) Trade Payables Turnover Ratio	7.88	4.76	Timely payment to vendors and lower Inventory level improved the turnover of the creditors.
(h) Net Capital Turnover Ratio	0.87	0.64	Improved Operating Margin.
(i) Net Profit Ratio	0.27	0.24	
(j) Return on Capital Employed	0.15	0.09	Improved Operating Margin.
(k) Return on Investment	0.05	0.02	Impact of Market Dynamic

#### Description of ratios:

- (a) Current Ratio: Current Assets / Current Liabilities
- (b) Debt-Equity Ratio: Total Debt /Shareholder's Equity
- (c) Debt Service Coverage Ratio: Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc./Debt service = Interest & Lease Payments + Principal Repayments
- (d) Return on Equity ratio: Net Profits after taxes – Preference Dividend (if any) /Average Shareholder's Equity
- (e) Inventory Turnover ratio : Sales of Products/ Average Inventory (Finished Goods, Work in progress and Stock in Trade) = (Opening + Closing balance / 2)
- (f) Trade Receivables Turnover Ratio : Sales of Products/ Average Trade Debtors = (Opening + Closing balance / 2)
- (g) Trade Payables Turnover Ratio: Net Credit Purchases =(Net credit purchases consist of gross credit purchases minus purchase return) / Average Trade Payables
- (h) Net Capital Turnover ratio: Sales of Products/Working Capital =Working capital shall be calculated as Current Assets minus Current Liabilities.
- (i) Net Profit Ratio :Net profit shall be after tax./Sales of Products
- (j) Return on Capital Employed : Earning before interest and taxes./Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability
- (k) Return on Investment: Net gain/(loss) on sale/fair value changes of mutual funds/Average investment funds in current investments)

### 49 Other Statutory Information

- (a) The Company has not revalued its Property, Plant and Equipment (including Right-of-Use Assets) and intangible assets during the year.
- (b) The Company has not given any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment granted to promoters, directors, KMPs and related parties.

## Notes to the Financial Statements for the year ended March 31, 2022

### 49. Other Statutory Information (contd.)

- (c) The Company has not used borrowings for purpose other than specified purpose of the borrowing. Further, there is no delay in creation of charges with ROC beyond the statutory period.
- (d) The Company does not have any Benami Property. Further, there are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (e) The Company does not have transactions with any struck off companies during the year except below where following struck of companies are shareholders of the Company:

Name of the company	No of Share as on March 31, 2022	No of Share as on March 31, 2021	Value as on March 31, 2022 (In INR)	Value as on March 31, 2021 (In INR)
Nangalia Fiscal Services Pvt. Ltd	100	100	200	200
Astral Auto Parts Pvt Ltd	830	-	1,660	-
Sterling Equity Management Pvt Ltd	201	-	402	-
Unicon Fincap Private Limited	2000	2000	4,000	4,000
Pushpak Stocks & Securities Ltd	4000	-	8,000	-
Soni Consultants (P) Ltd	6000	-	12,000	-

- (f) The Company has not traded or invested in Crypto currency or Virtual Currency during the current financial year.
- (g) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries); or
  - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (h) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries); or
  - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (i) The Company have not entered into any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (j) The Company has not been declared as a wilful defaulter by any bank or financial institution or government or any government authority.
- (k) The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- (l) The company has not filed any Scheme of Arrangements in terms of sections 230 to 237 of the Companies Act, 2013 with any Competent Authority.

## Notes to the Financial Statements for the year ended March 31, 2022

- 50.** Based on recent legal/other development which casts a significant increase in the risk of recoverability of trade receivable from a customer, as a matter of prudence, the company has made provision of Rs. 716.16 Lakh as an 'Exceptional Item' during the year ended March 31, 2022. This has resulted in the reduction of profit for year ended March 31, 2022 to that extent. However, the company will take all necessary steps to realize the captioned dues.
- 51.** Figures for the previous year have been regrouped and reclassified to conform to the classification of the current period, where necessary.
- 52.** The Financial Statements have been approved by the Board of Directors in their meeting held on May 30, 2022.

**In terms of our report of even date****For Singhi & Co.***Chartered Accountants*

Firm Registration no. 302049E

**Navindra Kumar Surana***Partner*

Membership Number : 053816

**Place : Kolkata****Dated : 30.05.2022****For and on behalf of the Board of Directors****Sushil Jhunjunwala***Chairman*

DIN: 00082461

**Ajit Jhunjunwala***Vice Chairman and Managing Director*

DIN: 00111872

**Alok Pandey***Chief Financial Officer***Kanchan P Jaiswal***Company Secretary*









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