orientbell
tiles

2020-21

ANNUAL REPORT

SHAPE UP SCALE UP

www.orientbell.com

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Forward-looking statements / Cautionary statement

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

The goal of reshaping our business and deepening our presence in the market has been our continuing focus.

At Orient Bell Limited ("Orientbell Tiles") our endeavour to shape up the business has seen us lay the groundwork, set new benchmarks and rightly position ourselves to scale up and fulfil our aspirations. With a strong focus on our People, Distribution, Product and Digital, we show an unrelenting pursuit for steady growth.

In our bid to maximise efficiencies we have heavily invested in cutting-edge technologies in all aspects of business and will continue to prioritize this culture to grow in a competitive environment.

We are confident that we have set the stage and we are well placed to capitalize on the growth opportunities that lie ahead.

44

Years in Ceramics Industry

5

3 State-of-the-art own Facilities & 2 AE Facilities

3,000+

SKUs

30

Million Sq.mt.
Annual Capacity (including AE)

230+

Tile Boutiques
(Experience Centers)

*AE refers to Associated Entities

OUR PILLARS OF FOUNDATION

At Orientbell Tiles, 6 key values define the way we function.

Integrity

- We have the highest level of integrity of character
- We display transparency in communication and feedback

Quality

- We provide highest quality products and services and seek regular feedback for improvement
- We set high level of benchmarks to judge self and subordinates on quality on an ongoing basis

Customers

- We treat our internal and external customers with respect
- We constantly work to delight customers

Agility

- We execute all plans as per agreed timeline
- We believe in getting more done in similar or lesser time
- We show a sense of urgency in conducting a collective

Partners

- We believe in maintaining excellent relationship with our business partners
- We seek active engagement and delight of business partners

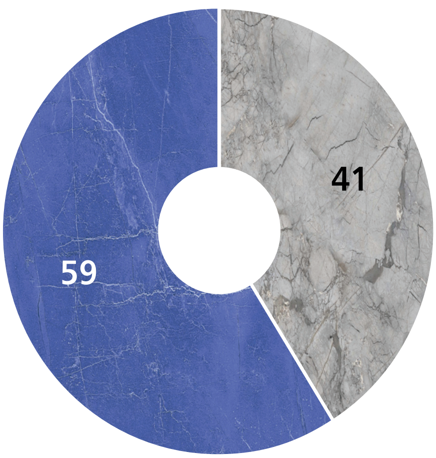
Performance

- We take ownership and deliver expected business performance
- We are aware of the business goals and constantly strive to achieve them

These pillars have helped us tide over one of worst economic scenarios in recent times with our company standing stronger than ever and ready to make the most of the coming opportunities

OUR PRODUCT PORTFOLIO – A STRUCTURED APPROACH

Product Mix FY21(%)

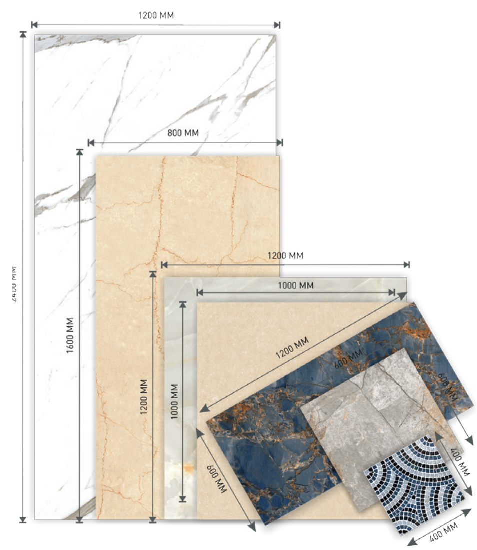


Ceramics

Wall Tiles
Floor Tiles

Vitrified

Glazed Vitrified (GVT)
Full Body Vitrified
Double Charge
Polished Vitrified (PVT)



More than 3000 SKUs

8 New product categories launched in FY21 with different designs

Continuing shift to high value products while improving market share

Our Innovative Tile Offerings (patent pending)

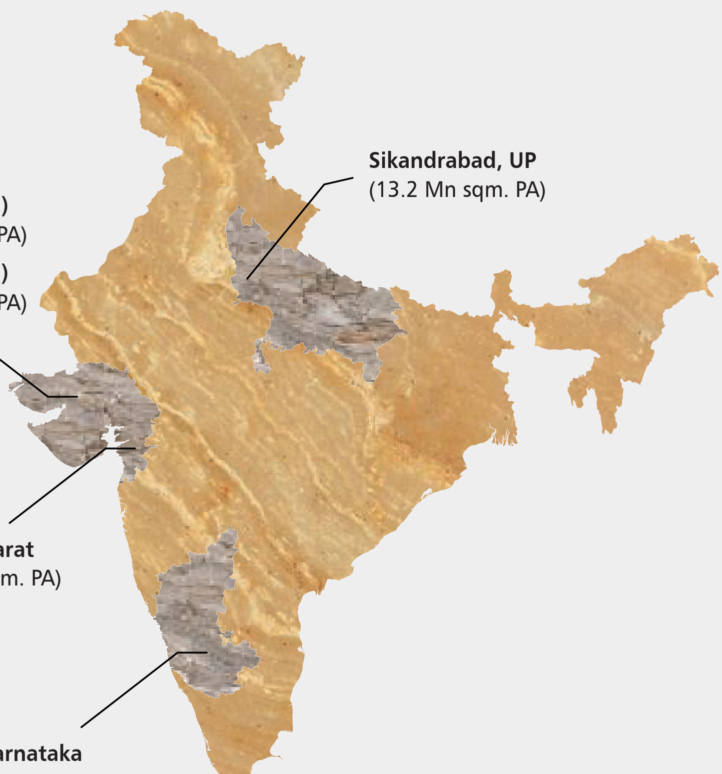
- **Anti-viral Tiles:** These tiles restrict the spread of viruses on the surface and kill more than 99% of the viruses in 2 hours*
- **Anti-Static Conductive Tiles:** Specifically designed for hospitals, data centres and other places with sensitive electronic equipment, these tiles conduct static electricity preventing potentially dangerous electric sparks
- **Germfree Forever Tiles:** High abrasion, scratch and stain resistant tiles that kill more than 99% of bacteria in 24 hours.*
- **Cool Tiles:** Lowers building temperature

* Based on external Lab test results

REVAMPED MANUFACTURING INFRA TO IMPROVE COMPETITIVE ADVANTAGE

Orientbell Tiles has an annual capacity of 30 mn. sq. meters distributed across 3 plants, Sikandrabad, Hoskote and Dora and 2 trading JVs in Morbi.

The company is ISO 9001, ISO 14001 and OHSAS 1800 certified with Zero Waste Water Discharge.



Enhanced capacity

- Restarted manufacturing floor line (MF2) at Sikandrabad that was closed for a couple of years – 1MSM capacity
- CAPEX announced for Modernization of wall line at Sikandrabad (MP1) increasing capacity from 2.1 MSM to 2.8 MSM p.a. for a total estimated expenditure of <Rs. 10 Crores
- One Unit Many Product Categories made possible facilitating small lot purchases and improved material availability

Improved efficiency

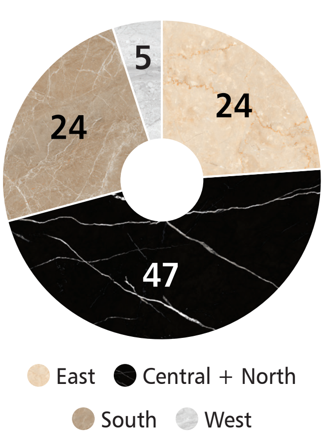
- Continuous process improvement, reduced wastage, quality checks & automation for enhanced productivity - Quality and Breakage Complaints reduced by +30% y-o-y
- Energy savings through efficient energy management and captive solar consumption
- Own manufacturing capacity utilization of 87% (based on production) and 95% (based on sales) achieved in Q4FY21

*AE refers to Associated Entities

ENHANCED DISTRIBUTION REACH & EFFECTIVENESS

At Orientbell Tiles, we endeavour to deepen our distribution through channel partner collaborations, focus on displays and unique engagements with customers.

Sales breakup region wise FY21(%)



2,000+
Channel Partners

230
Orient Bell Tile Boutiques

69
OBTBs added in FY21

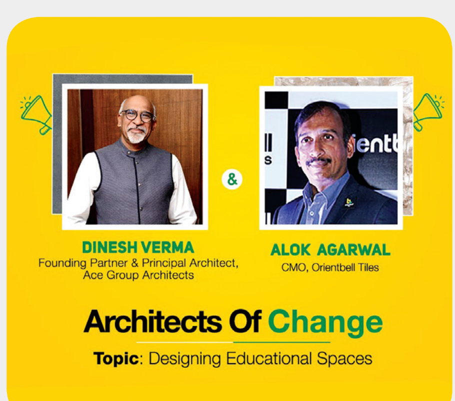
- CXO led meetings with channel partners to establish connect
- Project to add new Channel Partners – 10% of sales in FY21
- Empowered channel partners with digital tools to track SKU wise stock, order status & Invoice details for ease of business
- Working on connect with architects & Interior designers with a unique solution-based approach
- Launched 3 partnership models to strengthen the chain of signature showrooms (OBTB)
- Refreshed existing OBTB displays with new category & HVP focus
- Increased depth in the market, including tier 2 & 3 cities
- Digital Tools for both SalesForce and Channel Partners to enable connecting with our customers 24/7 physically or virtually

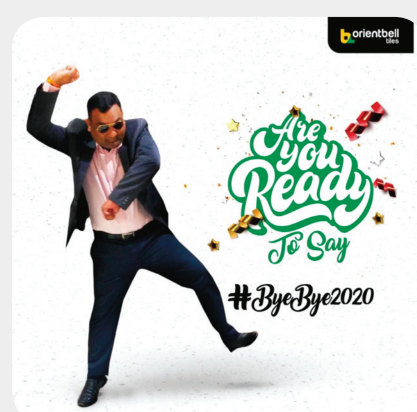
BUILDING BRAND AWARENESS AND PREFERENCE BY LEADING THE DIGITAL REVOLUTION IN THE TILE INDUSTRY

Our brand-building approach is to meet consumers where they are, with content that they can engage with.

- Aggressive brand building investments with focus on digital to track ROI of efforts
- Engage customers with an award-winning website that enables tile discovery & selection
- Integrate online lead generation with offline sales channel to build secondary sales
- Project tracking tools to ensure systematic follow ups
- Strengthen adoption of tools for tile visualization & presentation

#KaroRishtonkoRenovate





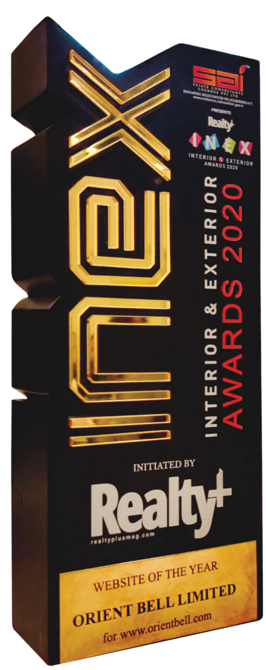
#PapaJaisiProtection

BUILDING BRAND AWARENESS AND PREFERENCE BY LEADING THE DIGITAL REVOLUTION IN THE TILE INDUSTRY

To bring customer convenience to the forefront of the buying experience we have pioneered multiple digital tools to make buying a tile easier.

- Website Filters for shortlisting tiles by color, finish or any other specification from a wide range of 3000+ tiles
- Developed various tools to address typical friction-points and challenges faced by customers and specifiers

Brand of the Year
2021



Website of the Year
2020

Best Infrastructure Brands ET
2021

New way to shop tiles

SameLook
Find the right match

TrialLook
Try before you buy

QuickLook
Picture your dream

TruLook
Experts show how it's done

STRONG LEADERSHIP TEAM WITH DIVERSE EXPERIENCE

Since 2018, Orientbell Tiles has made comprehensive efforts to rehaul the organization's employees and management.

Reorganization of top-level management is poised to lead the company into a new phase of sustainable growth. Engaging leaders with a mix of strategic focus, deep customer understanding and ability to execute.

(Left to Right - Mr. Anil Agarwal, Mr. Ajay Srivastava, Mr. Pinaki Nandy, Mr. Himanshu Jindal, Mr. Madhur Daga, Mr. Aditya Gupta & Mr. Alok Agarwal)

STRONG LEADERSHIP TEAM WITH DIVERSE EXPERIENCE

Aditya Gupta
Chief Executive Officer

30+ years of multi- functional experience in industry leading companies, Previously worked with UB Spirits, Bharti Airtel, Reliance Communications & TATA Group.

Anil Agarwal
Chief Operations Officer

34+ years of experience in the ceramics industry. Has been a part of the OBL team for 16+ years, previously worked with Somany Ceramics & Vrundavan Ceramics.

Himanshu Jindal
Chief Financial Officer

19+ years of experience in leading finance roles. Previously worked with HeidelbergCement, Cipla, Cargill, Pfizer and most recently, as the CFO at Den Networks.

Alok Agarwal
Chief Marketing Officer

25+ years of experience in leading marketing roles. Previously worked with Unilever, GSK Consumer Healthcare, SaraLee and Ebay India.

Ajay Srivastava
Chief Human Resources Officer

25+ years of experience in human resource management. Previously worked with PepsiCo, ITC Limited, Dainik Jagran, and most recently as Head of HR at Baxter.

Pinaki Nandy
Chief Sales Officer

25+ years of experience in leading sales roles. Previously worked with Vodafone and Cadbury and, as Business Head – Philippines and Bangladesh at AkzoNobel.

OUR LONG TERM CULTURAL STRATEGY

Invest in people - i Learn Launched for online L&D	Fair Dealing with all stake holders	Professionally managed & run	Openness & Transparency

- Teeth to tail ratio improved to 2.3 : 1
- 3 virtual Townhalls, 2 R&R & 3 Digitile Events- YTD
- More than 12,000 Human Hours spent in L&D- YTD
- Zero accidents

Digitile
Make Tile Buying Easier

ilearn
Anytime, Anywhere

Saarthi

Hired 220+ employees During FY21	Invested in Employee Training	Reduced Employee Attrition	Performance Linked Reward Recognition	Employees Stock Options (ESOP)

OUR SOCIAL RESPONSIBILITIES AND EFFORTS

Currently OBL supports initiatives in sustaining the environment by making efforts in its own surroundings and factories for maximum and continued impact.

By active waste management at our plants, we have achieved

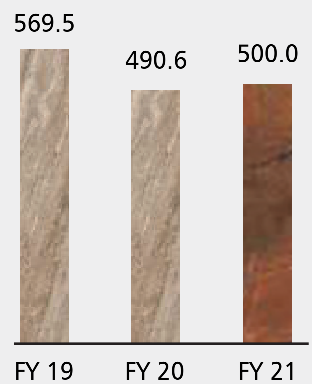
1. Reduced water consumption by **rainwater harvesting**
2. **Zero Waste** water discharge manufacturing facilities
3. **Solar PPA** executed for Hoskote location
4. Planted **1500+ trees** YTD FY21 in its own premises
5. Effective **waste management** through proper segregation before disposing
6. Sewage is treated in house and **recycled water** is used for cleaning and upkeep purposes

As part for our CSR activities, OBL has partnered with Rotary Club to support schools and providing high quality infrastructure to school buildings. We have found that the educational wall tiles installed in the schools helps in developing academic skills and improves attendance in the school – as more children are motivated to come to the class.

We also collaborated with leading experts in related fields and conducted online webinars and meetings, so that viewers may get valuable tips in coping with the lockdown.

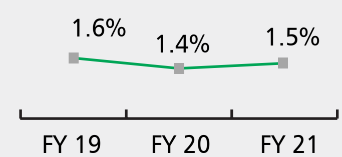
STRONG FOUNDATION FOR STEADY PERFORMANCE AHEAD

Revenue From Operations

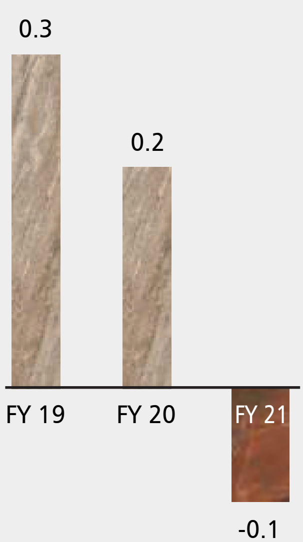


EBITDA Margin

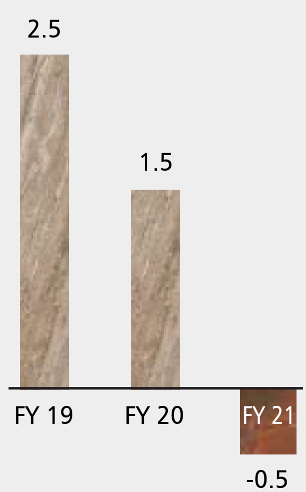
PAT Margin



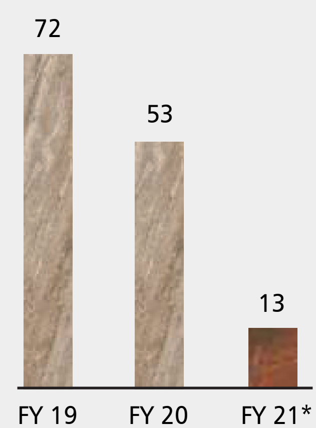
Net Debt : Equity



Net Debt : EBITDA



Core Cash Conversion Cycle (Days)



* On the Basis of Sales/Cost of Goods Sold during Q4FY21

Q4FY20 / Q1FY21 impacted on account of unprecedented lockdown post Covid-19

Growth In Topline And Profitability Despite Q1 Washout
A Strong Balance Sheet With Zero Net Debt

CORPORATE INFORMATION

BOARD OF DIRECTORS
Mr. Mahendra K. Daga, Chairman & Whole Time Director
Mr. Madhur Daga, Managing Director
Mr. K.M. Pai
Mr. P.M. Mathai
Mr. Sameer Kamboj
Ms. Tanuja Joshi

AUDIT COMMITTEE
Mr. Sameer Kamboj (Chairman)
Mr. K.M. Pai
Mr. P.M. Mathai

STAKEHOLDERS RELATIONSHIP AND GRIEVANCE COMMITTEE
Ms. Tanuja Joshi (Chairperson)
Mr. Madhur Daga
Mr. K.M. Pai

NOMINATION AND REMUNERATION COMMITTEE
Mr. P.M. Mathai (Chairman)
Mr. K.M. Pai
Ms. Tanuja Joshi

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE
Mr. Madhur Daga (Chairman)
Mr. Sameer Kamboj
Ms. Tanuja Joshi

COMPENSATION COMMITTEE
Mr. P.M. Mathai (Chairman)
Mr. Mahendra K. Daga
Mr. Sameer Kamboj
Ms. Tanuja Joshi

KEY MANAGERIAL PERSONNEL
Mr. Aditya Gupta, Chief Executive Officer
Mr. Himanshu Jindal, Chief Financial Officer
Mr. Yogesh Mendiratta, Company Secretary

STATUTORY AUDITORS
M/s B.R. Gupta & Co., New Delhi

BANKERS / LENDERS
State Bank of India
Punjab National Bank
Axis Bank
IndusInd Bank
IDBI Bank
IDFC Bank

SHARE TRANSFER AGENT
M/s MCS Share Transfer Agent Limited
F-65, Okhla Industrial Area, Phase-I,
New Delhi – 110 020
Tel: +91 11 41406149

REGISTERED OFFICE
8, Industrial Area, Sikandrabad – 203 205
Distt. Bulandshahr (U.P.)
Tel : +91 5735 222203/22424, +91 8191004575 / 76
Fax : +91 5735 222642

CORPORATE OFFICE
IRIS House, 16, Business Centre,
Nangal Raya, New Delhi – 110 046
Tel : +91 11 47119100

PLANTS
1. Industrial Area
   Sikandrabad – 203 205
   Distt. Bulandshahr (U.P.)
2. Village Dora, Taluka Amod,
   Dist. Bharuch – 392230, Gujarat.
3. Village Chokkahalli,
   Taluka Hoskote,
   Bengaluru (Rural)- 562114
   Karnataka

CIN: L14101UP1977PLC021546

MANAGEMENT DISCUSSION & ANALYSIS

1. ECONOMIC OVERVIEW

After an estimated 3.5% contraction in 2020, the global economy is projected to grow 6% in 2021 (Source: International Monetary Fund). The Indian Economy too has shown early signs of a broader recovery backed by larger public stimulus spends, a revival of consumer confidence, robust financial markets, and an uptick in manufacturing activity.

India's GDP is likely to grow at 9.5% during 2021-22 on the back of private consumption and public investment as per the Reserve Bank of India (RBI).

However, the recent surge in infections impart greater uncertainty and could delay economic activity from returning to normalcy.

2. TILES SECTOR OVERVIEW

The global ceramic tiles market is projected to grow at a CAGR of 6.5% over the next 5 years till 2025 (Source: Markets and Markets Research Report). The India ceramic tiles market was 821 million square meters (MSM) in 2019 and is expected to reach 1,384 MSM by 2027, growing at a CAGR of 6.9% (Source: Allied Market Research Report).

The growth in the ceramic tiles market is being driven by growth in population, rise in disposable income, growth in renovation & remodelling activities, renewed interest in "home improvement" with the shift to Work-From-Home culture during the pandemic, focus on affordable housing, lower interest rates and increase in investments in the residential and commercial sectors.

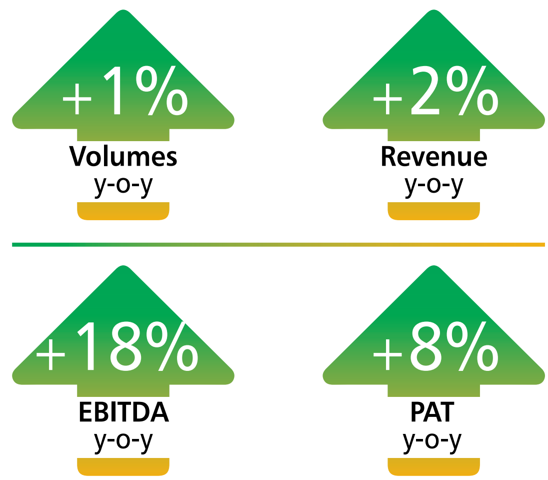
Organised players have benefitted more from the uptick in demand during FY21 driven by a pick-up in retail sales in tier-2 to tier-3 towns and overall preference of Channel Partners and Customers for branded products for ensuring a consistent supply of quality products.

This coupled with an overall renewed focus on sanitization should continue to bode well for demand for tiles over the medium to long term.

The surge in exports demand led by the opening of new international markets and the preference for Indian manufactured products over those from competing countries is also positive for the Indian tiles industry.

3. CONSOLIDATED FINANCIAL OVERVIEW

- Higher Revenue and profitability during FY21 vs. FY20 despite a washout in Q1FY21.
- A strong Balance sheet with Zero Net Debt.



Total income from operations stood at ₹ 50,004 lakhs for the year ended March 31, 2021, as against ₹ 49,056 lakhs for the corresponding previous year, an increase of 2%, on account of a rejuvenated product portfolio, brand building & improved distribution.

The EBITDA (earnings before interest, tax, depreciation & amortization) was higher at ₹ 3,701 lakhs for the year ended March 31, 2021, as against ₹ 3,131 lakhs for the corresponding previous year, an increase of 18.2% driven by a clear focus on costs and lower gas price. The EBIT (earnings before interest and tax) was ₹ 1,644 lakhs for the year ended March 31, 2021, as against ₹ 1,072 lakhs for the corresponding previous year, an increase of 53.3%.

The Profit after tax for the current financial year stood at ₹ 768 lakhs as against ₹ 712 lakhs in the corresponding previous year, an increase of 8% y-o-y. The EPS (Earning Per Share) for the financial year ended March 31, 2021 was ₹ 5.36 for a face value of ₹ 10 per share as against ₹ 4.99 for the corresponding previous year.

(Amount in ₹ Lakhs unless otherwise stated)

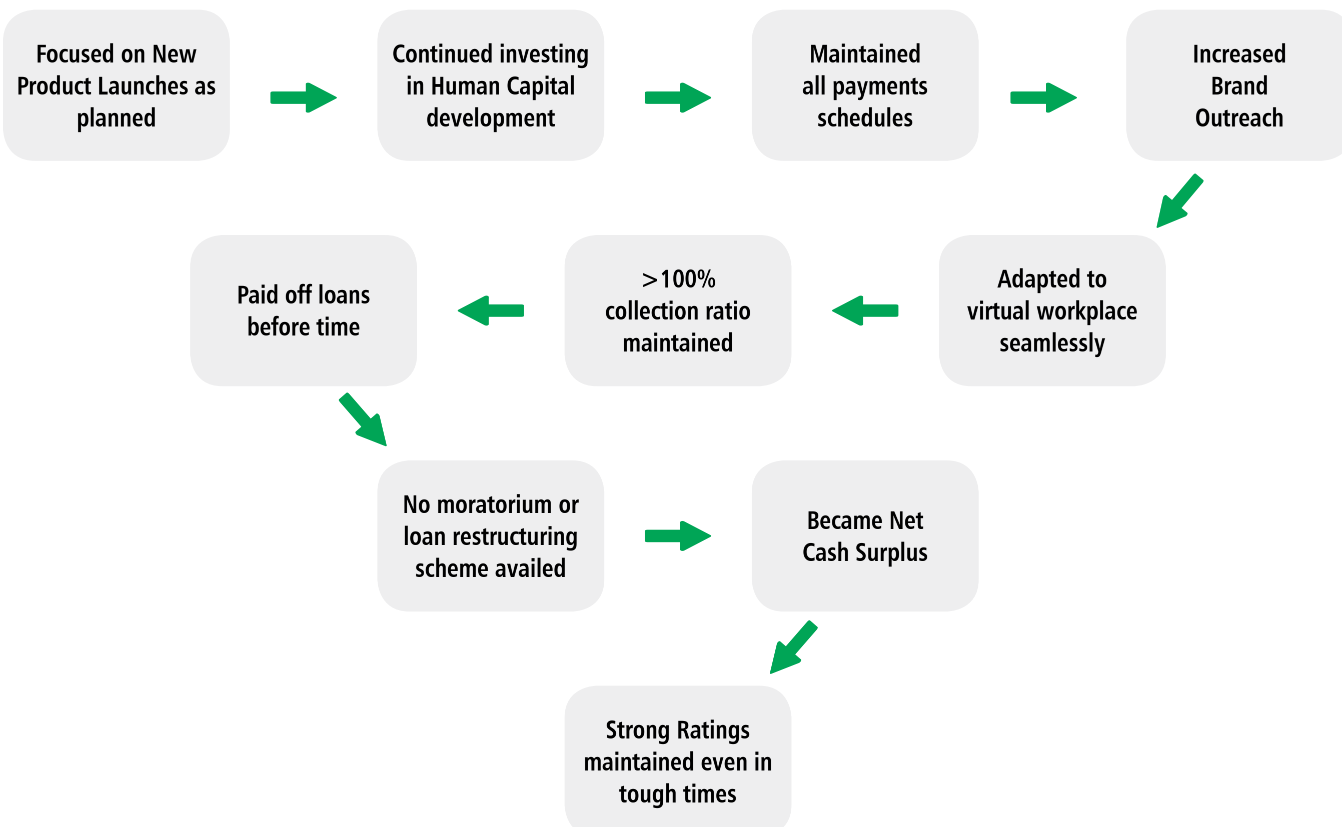
	Consolidated	
	FY20-21	FY19-20
Net Sales / Revenue from operations	50,004	49,056
EBITDA	3,701	3,131
EBITDA Margin	7.4%	6.4%
PAT	768	712
PAT Margin	1.5%	1.4%
RONW	3.1%	3.0%
ROCE	6.1%	3.8%
EPS (in ₹)	5.36	4.99

Resources and Liquidity

As on March 31, 2021, the consolidated net worth stood at ₹ 24,926 lakhs, while the consolidated debt was at ₹ 3,182 lakhs.

The cash and cash equivalents at the end of March 31 2021, were ₹ 5,094 lakhs. The total net debt to equity ratio of the Company stood at (0.1) as on March 31, 2021.

The Company did not avail the moratorium facility on loans provided by the banks as facilitated by the Ministry of Finance, Government of India. Rather the Company was able to significantly improve Cash flow generation led by a renewed focus on expanding operations and improvement in working capital. The Credit Rating of your Company continues to be 'A-/Negative' for Long-Term Rating and 'A2+' for Short-Term Rating by CRISIL.



Details of significant changes in key financial ratios:

Particulars	FY 2020-21	FY 2019-20
Debtors Turnover*	46 days	65 days
Inventory Turnover*	30 days	60 days
Interest Coverage Ratio	3.4 times	1.5 times
Current Ratio	1.8 Times	1.7 times
Net Debt to Equity Ratio	(0.1)	0.2
Operating Profit Margin	7.4%	6.4%
Net Profit Margin	1.5%	1.4%

*For FY 2020-21 Working capital ratios have been calculated based on sales/ cost of goods sold during Q4FY21.

The concerted efforts on all fronts ensured strong financial performance and hence improvement in all key ratios at Orient Bell during FY21.

5. SWOT ANALYSIS

Strengths

- Professionally managed senior leadership.
- Installed capacity -30 MSM across 4 locations.
- +70% production capacity outside Morbi
- Large distribution network - 230+ tile boutiques. 2,000+ channel partners
- A robust balance sheet with Zero Net Debt and improved working capital
- Early digital adoption – tools enabled to facilitate tile buying and selling.

Weaknesses

- Susceptible to fluctuations in gas and raw material prices
- Lower GVT salience.
- West & South markets.

Opportunities

- Improving demand from Tier 2/3 cities
- Improving share for organized players
- Expand distribution network
- Create markets for patent-pending products

Threats

- New environment regulations
- Disruptions in the event of an economic slowdown e.g. – Covid resurgence
- Fragmented nature of the industry

6. RISKS AND MITIGATION

The Company is continuously strengthening its risk management framework which identifies and evaluates business risks and opportunities. The Company has a risk management policy for identification and assessment of risks which are monitored and annually reviewed by the senior management of the Company.

Some industry-oriented risks areas listed below:

- **Competition Risk**

  Increasing competition from existing players and the entry of new players can impact the market share. The presence of an unorganized sector with limited compliance to tax & labor laws while giving them a price advantage also intensifies competition.

  Mitigation: The Company is investing significantly in building a strong brand, to help differentiate its products and increase market share.

- **Fuel Cost Risk**

  Gas is a key input for producing tiles and accounts for a significant portion of the total production cost. Increasing gas prices impact margins adversely.

  Mitigation: The Company reviews and implements all possible means to mitigate the impact of the gas price increase including optimization of fuel consumption and mixes apart from exploring possible price increases in the market.

7. INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company has formulated a well-defined and structured internal control system, commensurate to the size and nature of its business. Stringent procedures ensure high accuracy in recording, as well as provide reliable financial and operational information while meeting statutory compliances and safeguarding assets from unauthorized use. The Company's internal audit team monitor business operations as per the Annual Internal Audit Plan duly approved by the Audit Committee and any deviations are immediately brought to the notice of the Management and Audit Committee for timely correction. A comprehensive Annual Audit Plan for all plants and locations of the Company is drafted, updated, and approved by the Audit Committee.

A wide spectrum of strategies is devised as a follow-up measure to protect the Company from such uncertain events. The Company had engaged KPMG to analyse and suggest a report on the techno-commercial review of the production process, warehouse operations and segregation of duties along with benchmarking where possible during FY21. Their observations and suggestions were duly considered and implemented across the Company during the year under review.

8. HUMAN RESOURCES / INDUSTRIAL RELATIONS

Orient Bell Limited ("OBL") creates and maintains an environment wherein people are self-driven and have a sense of ownership and commitment. OBL considers its people to be the most valuable resource, and their well-being and growth, are of primary importance. A lot of emphases has been given on training during Fiscal 2020-21.

Focus on employee wellbeing, transparent communication from Management and training initiatives saw the entire OBL aligned to make short term sacrifices. The launch of employee benefit schemes reinforced employee trust in OBL. Even during the pandemic, OBL continued strengthening its team by adding more people and branches.

OBL has transparent human resource policies and continuously updates existing policies to match the needs of the ever-changing business dynamics. During FY 2020-21, OBL framed new strategies to attract and retain both fresh talent and experienced personnel. As of March 31, 2021, the Company employed 879 employees across all locations.

OBL's long-term focus on the people front is to engage a high performing and fulfilled workforce that truly reflects the DNA of the Company.

- Hired 220+ employees during COVID-19.
- More than 12,000 Human Hours spent in Learning & Development.
- Many Town Halls foster open communication & improve employee engagement.
- CXOs engage with employees, Online & Offline throughout the year.
- Performance linked reward and recognition.

9. OPPORTUNITIES AND OUTLOOK

The tile market in India is showing remarkable growth prospects owing to the rise in the real estate sector, urbanization along with the rising disposable income of the consumers. Consumers are driven by lifestyle and convenience, and this is leading to an increasing consumption as well as a preference for online tools. Both ceramic & vitrified tiles are also growing steadily due to their price competitiveness & convenience compared to marble, granite & other natural stones. The wide availability of tiles in varied designs, all price-points, at numerous retail points along with the rising incomes are indicating a bright future for the Indian tiles industry in the coming years. The factors that bode well for a tile company include:

- Improving domestic demand -
  - Home loan rates have started to decline during the current financial year which will generate demand in the real estate sector leading to higher demand for branded tiles by builders and contractors.
  - The novel COVID-19 virus has led to a work from home culture, increasing the demand for home improvement and driving a preference for larger homes.
  - An increase in allocation under PMAY, interest benefit under affordable housing and Infra Capex is likely to increase demand for building materials. Further, support for affordable housing (benefits under sector 80IBA and 80EEA) is another positive for the sector. With maximum demand coming from the housing sector, the push for affordable housing will result in some improvement in demand.
  - Also, the Government scheme of "housing for all" will generate demand for tile manufacturers.
  - Increasing focus on data centers, healthcare facilities will drive the demand for value-added products.
- Organized players gaining market share -
  - In recent times, it is seen that both channel partners & customers trust the security offered by, service-oriented brands to have a consistent supply of products and reduce their inventory carrying costs.
  - The preference is being driven in large projects as well as retail because of consistent quality, long term durability, and their efforts to add value to their services.
- Focus on brand establishment and distribution network has increased –
  - Major players have over the years invested in understanding customers, building brands, expanding distribution network and research & development. Strong brand equity has helped the players increase their presence in the retail segment, which offers better margins and lowers project-specific risks.
- Technology trends
  - The pandemic has accelerated the adoption of social media & the internet. There is a greater willingness to engage on digital platforms.
  - While this has impacted other sectors, this influence is bound to happen in the tile category too. There are numerous friction points in the tile buying journey that, if solved, can unlock significant value for both retail and enterprise customers.

The recent resurgence of COVID in the country might further dampen immediate prospects for the sector and the economy in general as partial lockdowns are implemented across all major cities. However, the confidence of a short-lived second wave remains rampant with a pan India vaccination drive and the promise of continued support from fiscal and monetary policymakers in the near term.

CAUTIONARY STATEMENT

Statements in this Annual Report, Management Discussion and Analysis of Financial Condition and Results of Operations of the Company describing the Company's objectives, expectations or predictions may be forward-looking within the meaning of applicable securities laws and regulations. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company assumes no responsibility to publicly amend, modify or revise forward-looking statements, based on any subsequent developments, information, or events. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include changes in government regulations, tax laws, economic developments within the country and other factors globally. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements would be fully realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties, and even inaccurate assumptions. If known or unknown risks or uncertainties materialise, or if underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated, or projected. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

BOARD'S REPORT

Dear Members,

Your Directors take pleasure in presenting the Forty Fourth Annual Report and the audited accounts for the financial year ended March 31, 2021.

FINANCIAL RESULTS

(Amount in ₹ Lakhs unless otherwise stated)

Particulars	Standalone		Consolidated	
	Year ended March 31, 2021	Year ended March 31,2020*	Year ended March 31, 2021	Year ended March 31,2020*
Net Sales/ Revenue from Operations (adjusted for taxes)	**50,004**	49,056	**50,004**	49,056
Profit before finance cost, depreciation, taxation, and exceptional item	**3,430**	3,131	**3,430**	3,131
Finance Cost	**565**	809	**565**	809
Depreciation	**2,057**	2,059	**2,057**	2,059
Exceptional Item (Net)	**271**	-	**271**	-
Profit before taxation	**1,078**	263	**1,078**	263
Share of profit/(loss) of Associates	**-**	-	**65**	29
Operating Profit before taxation	**1,078**	263	**1,143**	292
Tax expense	**376**	(420)	**375**	(420)
Profit after tax	**703**	683	**768**	712
Other Comprehensive Income (Net of Taxes)	**107**	65	**107**	65
PAT with Other Comprehensive Income	**809**	748	**875**	777
Earnings per share (₹)	**4.90**	4.78	**5.36**	4.99

*regrouped

PERFORMANCE HIGHLIGHTS

During FY 2020-21, your Company has registered Net Sales of ₹ 50,004 Lakhs as against ₹ 49,056 Lakhs in FY 2019-20 thus growing at 2% despite a near washout in Q1 of FY21. The quarter wise growth % for FY21 vs FY20 given below showcases the strong recovery by company once lockdown was withdrawn.

Q2FY21 6.0%

Q3FY21 21.0%

Q4FY21 43.1%

Revenue growth & tight cost control helped the company expand EBITDA margin by 1% over FY 2019-20. Astute cash flow management and credit discipline further helped in quadrupling Profit Before Tax (PBT) for the current fiscal FY21 to ₹ 1,078 lakhs for FY21 Vs ₹ 263 lakhs for FY20.

Your Company navigated FY21 with a purposeful focus on business rejuvenation with new initiatives created to address the unique business challenges created by the pandemic. The company's efforts on reimagining business processes have helped drive an across-the-board improvement in performance metrics – both financial and customer.

The first focus was on safety with regular sanitisation of workplace, flexible work from home practices, COVID tests and health awareness programs for employees.

While many were retrenching, your Company hired 220+ employees across various departments. Salesforce number was augmented by 10% and 4 new branches were opened to provide local support to our channel partners & customers. Close to 12000+ human hours were spent on Learning & Development across the 3 manufacturing units, HO and Sales team. An online chatbot service Saarthi was launched to provide 24x7 assistance & query answering service to our sales team. To make learning a continuous practice a mobile learning platform was also launched.

During FY21, your Company successfully rejuvenated its product portfolio by launching 8 new categories with more than ~500 SKU's. Products such as Pavers, Germ Free tiles – Wall & floor, Steps, 300X450 High Gloss Germ free - Sparkle series, Elevation, Full Body Vitrified Tiles (FBVT) and new designs in Glazed Vitrified Tiles (GVT) were introduced starting July 2020. In the trying times your Company was the first in the industry to launch the products online with both sales teams and Channel partners attending virtually.

The company utilized the lockdown to re-establish contact with dormant channel partners across India and resolve grievances. This along with our outreach to new Channel partners helped the Company to add/revive 400+ new Channel Partners who contributed to 10% of total revenues of FY21.

Also, your Company opened 69 new Tile boutiques in targeted cities (highest in a single year) resulting in 230 Orient Bell Tile Boutiques (OBTBs) across the Country as at March 31, 2021.

Our efforts towards building a digital first marketing team has started paying rich dividends, especially as customer mobility during FY21 was severely constrained. During the current financial year, the Company increased social media initiatives and Internet-based advertising to create higher visibility and brand recall. In fiscal 2020-21, your Company has launched ~79 videos on social media with a remarkable 5.5 cr. Views and 1 cr. Likes & shares. Your Company has invested in its website to educate consumers about products, helping them to make informed purchase decisions and identify local Channel partners that offer the Company's product range. The increasing number of leads generated through the internet is also helping our Channel sell out faster and building loyalty for OBL.

A testimony to the growing stature of brand OBL are the awards for 'Best Brand of the year' and 'Best Mobile App' felicitated by Realty+, a key publication focussing on real estate (Interior Exterior Excellence Awards).

Helping Channel sell out faster, better sales practices and inventory management has helped to dramatically improve our Cash conversion cycle by 40 days. This has generated cash flows resulting in company moving from a Net debt of ₹ 4,817 lakhs on March 31, 2020 to ₹ (1,912) lakhs as at March 31, 2021.

DIVIDEND

Your Directors have recommended a dividend of ₹ 0.50 per equity share for the financial year ended March 31, 2021. The total outgo of dividend would amount to ₹ 71.77 lakhs as against ₹ Nil in the previous year. The dividend pay out is subject to approval of members at the ensuing Annual General Meeting.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Loans, Guarantees and Investments covered under Section 186 of the Companies Act, 2013 forms part of the notes to the financial statements provided in this Annual Report.

PUBLIC DEPOSITS AND LOANS / ADVANCES

Your Company has neither invited nor accepted deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

TRANSFER TO RESERVES

During the year under review, no amount was transferred to Reserves.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All Related Party Transactions that were entered into during the financial year were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI Regulations. Material transactions with Related Parties which are at arm's length basis are disclosed in Form AOC-2 and is appended as ***Annexure I to the Board's Report.*** The Related Party Transactions Policy is uploaded on the Company's website i.e. www.orientbell.com under the section Investor Relations.

Prior omnibus approval of the Audit Committee is obtained for the transactions which are repetitive in nature. A statement of Related Party Transactions is placed before the Audit Committee for its review on a quarterly basis, specifying the nature, value and terms and conditions of the transactions. Detail of the transactions with Related Parties including the transaction(s) of the Company with a Company belonging to the promoter/promoter group which hold(s) more than 10% shareholding in the Company as required pursuant to para-A of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is disclosed separately in the Financial Statements of the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In terms of Section 152 of the Companies Act, 2013, Mr. Madhur Daga shall retire at the forthcoming Annual General Meeting and being eligible, has offered himself for re-appointment.

The first term of Mr. Sameer Kamboj as an Independent Director shall expire on 26th July, 2021. Mr. Sameer Kamboj has given his consent to act as an Independent director for a further term of five years from 27th July, 2021 to 26th July, 2026. The Nomination & Remuneration Committee and the Board of Directors have subject to the approval of the Members, approved the appointment of Mr. Sameer Kamboj as an Independent Director for a second term from 27th July, 2021 to 26th July, 2026. In this respect, a special resolution forming part of the notice calling 44th AGM has been proposed to be passed at the AGM.

The present term of appointment of Mr. Madhur Daga is up to 31st March, 2022 as Managing Director of the Company. The Nomination and Remuneration Committee and the Board of Directors have, subject to the approval of the members vide special resolution at the ensuing Annual General Meeting and such other approvals as may be necessary in this regard, approved the reappointment and remuneration of Mr. Madhur Daga as Managing Director of the Company for a further term of three years from 01st April, 2022 to 31st March, 2025. In this respect, a special resolution forming part of the notice calling 44th AGM has been proposed to be passed at the AGM.

Mr. K.M. Pai is continuing as Non-Executive - Non-Independent Director of the company since 01st June, 2018. In terms of section 149(6)(e)(i) of the Companies Act, 2013 he shall continue to hold said position until 31st March, 2022.

The Nomination & Remuneration Committee and the Board of Directors have subject to the approval of the Members, approved the appointment of Mr. K.M. Pai as Non Executive - Independent Director for the first term of five years from 01st April, 2022 to 31st March 2027. In this respect, an ordinary resolution forming part of the notice calling 44th AGM has been proposed to be passed at the AGM.

All the Independent Directors have furnished declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 (1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

STATEMENT REGARDING INTEGRITY, EXPERTISE AND EXPERIENCE OF INDEPENDENT DIRECTORS

In the opinion of the Board, the Independent Directors possess Excellent rating in respect of clear sense of value and integrity and have requisite expertise and experience in their respective fields.

As per the recent amendments of the Companies Act, 2013 the online proficiency self-assessment test to be conducted by Indian Institute of Corporate Affairs is exempted for the Independent Directors who have served a Company in such capacity for a total year not less than three years. Accordingly, the Company's Independent Directors need not to undergo the said test.

NUMBER OF MEETINGS OF THE BOARD

The Board met four times during the financial year, the details of which are provided in the Corporate Governance Report which forms part of this Annual Report. The intervening gap between any two meetings was within the year prescribed by the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3) (c) of the Companies Act, 2013, your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them, make the following statement:

(a) that in the preparation of annual accounts for the financial year ended March 31, 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

(b) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at March 31, 2021 and of the profit of your Company for the year ended on that date;

(c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) that the accounts for the financial year ended March 31, 2021 have been prepared on a 'going concern' basis;

(e) that internal financial controls were in place and that such internal financial controls were adequate and were operating effectively;

(f) that proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

AUDIT COMMITTEE

The Audit Committee comprises of two Independent Directors namely Mr. Sameer Kamboj (Chairman), Mr. P.M. Mathai (Member) and one Non Independent- Non Executive Director Mr. K.M. Pai (Member). All the recommendations made by the Audit Committee were accepted by the Board.

INVESTOR EDUCATION & PROTECTION FUND

Pursuant to Section 124(6) of the Companies Act, 2013 during the year under review, the Company has transferred 37,319 equity shares of ₹ 10/- each to Investor Education & Protection Fund in respect of which the dividends remained unpaid/unclaimed for seven consecutive financial years i.e. from 2012-13 to 2018-19.

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, your Company has transferred entire amount of unpaid/ unclaimed dividend upto FY 2012-13 to Investor Education and Protection Fund (IEPF) which was due to be transferred to the said authority.

NOMINATION AND REMUNERATION POLICY

The Policy of the Company on Director's appointment and remuneration, specifying criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub section (3) of section 178 of the Companies Act, 2013, adopted by the Board, is available on the website of the Company at https://www.orientbell.com under the heading Investor Relations.

RISK MANAGEMENT POLICY

Pursuant to the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formed a Risk Management Policy. This policy seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The policy defines the risk management approach across the enterprise at various levels including documentation and reporting. The Board of

Directors reviews the risks appurtenant to the Company yearically and a statement of risks is mentioned under the head Management Discussion and Analysis Report which forms part of this Annual Report.

The Risk Management Policy as approved by the Board is uploaded on the Company's website https://www.orientbell.com under the heading Investor Relations.

VIGIL MECHANISM CUM WHISTLE BLOWER POLICY

The Company has in place Vigil Mechanism cum Whistle Blower Policy as per the provisions of Regulation 22 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and section 177(9) of the Companies Act, 2013. The Policy deals with the instances of unethical behavior-actual or suspected, fraud or violation of the Company's Code of Conduct. It provides for a mechanism for safeguarding a Whistle Blower against the victimization of Director(s)/ Employees and allows to approach the Chairman of the Audit Committee of the Company with the protected disclosure. The Whistle Blower may also approach the CEO of the Company for speedier enquiry. The Vigil Mechanism cum Whistle Blower Policy of the Company is uploaded on the Company's website https://www.orientbell.com under the heading Investor Relations.

CORPORATE SOCIAL RESPONSIBILITY

The Corporate Social Responsibility Committee comprises Mr. Madhur Daga (Chairman), Ms. Tanuja Joshi and Mr. Sameer Kamboj (Members). The Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy ("CSR Policy") indicating the activities to be undertaken by the Company, which has been approved by the Board. The CSR Policy may be accessed on the Company's website at https://www.orientbell.com under the heading Investor Relations.

The Company undertakes initiatives in compliance with Schedule VII to the Act and guidelines, circulars issued by the Government from time to time.

The average net profit of the Company, computed as per Section 198 of the Act, during the three immediately preceding financial years (i.e. 2017-18, 2018-19 and 2019-20) was ₹ 13,98,03,888/-. During the year under review, the Company has spent ₹ 28,03,886/- on CSR activities against ₹ 27,96,078/- (2% of average net Profits of 3 immediately preceding financial years).

The Annual Report on CSR activities is appended as ***Annexure 2 to the Board's Report.***

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under section 134(3)(m) of the Companies Act, 2013 read with rule 8 of the Companies (Accounts) Rules, 2014 is appended as ***Annexure 3 to the Board's Report.***

EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of its own performance and that of its Committees as well as performance of the Directors individually. Feedback was sought covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance and the evaluation was carried out based on responses received from the Directors.

A separate exercise was carried out by the Nomination and Remuneration Committee of the Board to evaluate the performance of individual Directors. The performance evaluation of the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The performance evaluation of the Chairman of the Company was also carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

EMPLOYEE STOCK OPTION SCHEME

The information required to be disclosed in terms of the provisions of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and Companies (Share Capital and Debentures) Rules, 2014 is appended as ***Annexure 4 to the Board's Report.***

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forming part of this report, has been given under separate section in the Annual Report.

CORPORATE GOVERNANCE REPORT

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by the Company, together with a certificate for compliance of the provisions of Corporate Governance from the Statutory Auditors forms an integral part of this Report.

ANNUAL RETURN

As per the provisions of section 134 (3) (a) the Annual Return of the Company is disclosed on the website of the Company https://www.orientbell.com under the heading Investor Relations.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Your Company has no Subsidiary or Joint Venture. By virtue of the control as defined under Section 2(6) of the Companies Act, 2013, your Company has two Associate Companies viz., M/s Proton Granito Private Limited and M/s Corial Ceramic Private Limited. No new Company has become or ceased to be the subsidiary, associate or joint venture during the year under review. The Board of Directors has reviewed the affairs of associates companies. In accordance with Section 129(3) of the Companies Act, 2013, the consolidated financial statements of the company and its associate companies have been prepared, which forms part of this Annual Report. A Report on the performance and financial position of each of the associates companies included in the Consolidated Financial Statement and their contribution to the overall performance of the Company is appended in the prescribed format AOC-1 as ***Annexure - 5 to the Board's Report.***

PARTICULARS OF EMPLOYEES

The information as per Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as ***Annexure - 6 to the Board's Report.***

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names of employees and other particulars of the top ten employees and employees drawing remuneration in excess of the limits as provided in the said rules are set out in the Board's Report as an addendum thereto. However, in terms of provisions of the first proviso to Section 136(1) of the Companies Act, 2013, the Annual Report is being sent to the members of the Company excluding the aforesaid information. The said information is available for inspection at the Registered Office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

THE DETAILS OF APPLICATION MADE /PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

The Company has initiated proceedings under Insolvency & Bankruptcy Code, 2016 (IBC) against a few of its customers and as on the date of this Report, the status of said matters is as under:

SL. No.	Name of the Customer	Claim Amount (In Rs.)	Status
1	Ansal Housing & Construction Ltd.	14,35,327	Settled – Pending for withdrawal.
2	Simplex Infrastructure Ltd.	21,39,978	Settlement under process.
3	Gannon Dunkerley & Company Ltd	41,46,705	Settled – Pending for withdrawal.
4	Supertech Limited	27,11,904	Court proceedings are pending.
5	Larsen and Toubro Limited	1,48,00,609	Settled and withdrawn.

AUDITORS

Statutory Auditors

M/s B.R. Gupta & Co., Chartered Accountants, New Delhi Statutory Auditors of your Company have been appointed as such by the Shareholders at the 40th AGM held on 22nd September, 2017 to hold office from the conclusion of 40th AGM till the conclusion of 45th AGM to be held in the year 2022.

Auditors' Report

The Auditor's Report read with notes to the accounts referred to in the Auditor Report are self- explanatory and therefore do not call for any further comments. The Auditor's Report does not contain any qualification, reservation or adverse remark. There is no offence of fraud reported by the Statutory Auditors under section 143(12) of the Companies Act, 2013.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Vivek Arora, Company Secretaries to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit, appended as ***Annexure 7 to the Board's Report*** does not contain any qualification, reservation or adverse remark.

COMPLIANCE WITH SECRETARIAL STANDARDS ISSUED BY ICSI

The Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) have been duly complied with by the Company.

INTERNAL FINANCIAL CONTROL SYSTEM

The Company has well in place the Internal Financial Control Framework which is independently evaluated from time to time by in-house audit function for necessary improvement, wherever required. The Statutory auditors also review the internal financial controls and issue report under section 143 of the Companies Act, 2013 which forms part of their Report. The detail in respect of adequacy of internal financial controls with reference to the financial statements is mentioned under the head Management Discussion and Analysis Report which forms part of this Annual Report.

MATERIAL CHANGES AND COMMITMENTS BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT

There is no material change and/or commitment held between the end of the financial year and the date of report affecting the financial position of the Company.

GENERAL

The Company has complied with the provisions relating to the constitution of Internal Complaints Committee and is also having a Policy on Prohibition, Prevention and Redressal of Sexual Harassment of Women at Workplace and matters connected therewith or incidental thereto covering all the aspects as contained under the "The Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressal) Act, 2013". Your Directors further states that during the year under review, no case was received by the Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

Acknowledgement

Your Directors wish to place on record their appreciation for dedicated service and contribution made by the employees of the Company at all levels. Your Directors would also like to place on record their appreciation for the continued co-operation and support received by the Company during the year from its customers, suppliers, bankers, financial institutions, business partners and other stakeholders.

For and on behalf of Board of Directors
of Orient Bell Limited

Place: New Delhi	**Madhur Daga**	**P. M. Mathai**
Date: 13th May, 2021	Managing Director	Director

ANNEXURE-1 TO BOARD'S REPORT

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 thereto.

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Proton Granito Private Limited, Associate Company by virtue of partial control.
b)	Nature of contracts/arrangements/transaction	Purchase/Sale of Tiles etc.
c)	Duration of the contracts/arrangements/transaction	On going until terminated.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	To enter into transactions for Sale/ Purchase of Ceramic / Vitrified tiles or any marketing tie up / agreements associated with the said transactions.
e)	Date of approval by the Board	11th November, 2019 & 17th June, 2020.
f)	Amount paid as advances, if any	NIL

For and on behalf of Board of Directors of Orient Bell Limited

Place: New Delhi
Date: 13th May, 2021

Madhur Daga
Managing Director

P. M. Mathai
Director

ANNEXURE-2 TO BOARD'S REPORT

ANNUAL REPORT ON CSR ACTIVITIES

1. A brief outline of Company's CSR Policy

   The Company's CSR Policy aims to undertake the CSR projects and make CSR expense in the areas covered under Schedule VII of the Companies Act, 2013. The projects and CSR expenditure are such as may be approved by the CSR Committee of the Company from time to time. The CSR initiatives of the Company aim towards (i) promoting education, (ii) ensuring environmental sustainability by focus on plantation for improvement and purification of air (iii) Healthcare, by distribution of COVID-19 prevention medicines. The Company had undertaken projects at Delhi, Hoskote (Karnataka), Sikandrabad (U.P.) and Vill. Til Begumpur, Distt. Bulandshahr (U.P.) and contributed in the drive for sanitation and hygiene of schools. The Company has also made certain plantation for the environmental upgradation and also made distribution of COVID – 19 prevention medicines under its healthcare initiatives. The CSR Projects undertaken by the Company falls in line with the CSR Policy of the Company and Schedule VII of the Companies Act, 2013 as amended from time to time.

2. Composition of the 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. Madhur Daga	Managing Director	1	1
2	Ms. Tanuja Joshi	Independent Director	1	1
3	Mr. Sameer Kamboj	Independent 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.

   https://www.orientbell.com/media/investor_investor/c/o/composition.pdf

   https://www.orientbell.com/media/investor_investor/c/s/csr-policy.pdf

   The CSR expenditure during FY 20-21 was made in terms of CSR policy and applicable laws.

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 (attach the report) : N.A

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 : NIL

6. Average net profit of the Company as per section 135(5): ₹ 13,98,03,888/-

7. (a) Two percent of average net profit of the company as per section 135(5): ₹ 27,96,078/-

   (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): ₹ 27,96,078/-

8. (a) CSR amount spent or unspent for the financial year 2020-21:

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
₹ 28,03,886/-	Nil				

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

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

Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project (in ₹)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
1	Plantations	Environment Sustainability	Yes	Delhi	Delhi	86,090	Yes	N.A	
2	COVID-19	Healthcare	Yes	U.P	Sikandrabad	2,11,050	Yes	N.A	
3	Sanitation and Hygiene	Promoting Education	Yes	U.P	Til Begumpur	35,250	Yes	N.A	
4	Refurbishment & Development of school	Promoting Education	Yes	Karnataka	Hoskote	24,71,496	Yes	N.A	

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment, if applicable: N.A

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 28,03,886/-

(g) Excess amount for set off, if any

SL. No.	Particulars	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	27,96,078/-
(ii)	Total amount spent for the Financial Year	28,03,886/-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	7,808/-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	7,808/-

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

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

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: N.A

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). N.A

For and on behalf of Board of Directors of Orient Bell Limited

Place: New Delhi
Date: 13th May, 2021

Madhur Daga
Chairman – CSR Committee

Tanuja Joshi
Member- CSR Committee

ANNEXURE – 3 TO BOARD'S REPORT

A. CONSERVATION OF ENERGY

(a) Energy Conservation measures taken:

At Sikandrabad Plant:

1. Converted glaze line from double to single line and removed 10 no. of 0.75KW motors, resulting in saving of 7.5KWh/day
2. Installed invertors at 2 Kilns for hot air fan control and ENEA cooler pump resulting in total saving of 550KWh/day.
3. Replaced 60 old 150W&55 old 250W High Pressure Mercury Vapor (HPMV) lamps by 60W LED lights , resulting in saving of 85KWh/day.
4. Optimized the speed of slip house agitator resulting in saving 115KWh/day.
5. Installed 4 VFDs in Vertical driers resulting in saving of 44KWh/day.
6. Installed 6 UPS at kilns to reduce average 10min gap during on an average 12 occasions of power changeover and power fluctuations every month resulting in Gas Saving of 10 scm/day.
7. Improved power factor at MF section by installing additional capacitor bank, resulting in saving of approx. 1000KWh/day.

At Hoskote Plant:

1. Replaced 25 old 250W HPMV lamps by 60W LED lamp and saved 47.5 KWh/day.
2. Replaced 15 old 250W Sodium Vaporlamps by 60W LED lamp and resulted saving up to 35 KWh/day.
3. Replaced 80 old 40W Tubelights by 18W LED lamp at various locations of plant and resulted saving up to21 KWh/day.
4. Removed 4 Motor Drives and modified Kiln Exit line saving 12KWh/day.
5. Removed Sorting Flexi Machine with 10 drive motors that resulted in saving up to 24KWh/day.
6. Installed 3 new 30KW & 2 new 22KW VFDs at blowers that achieved saving appx 500 KWh/day.
7. Replaced chilling-plant of SITI Presses with cooling-tower, resulting in saving of 300 KWh/day.
8. Arrested heat leakage in SACMI Kiln and Press dryer, and modified the firing curve resulting in gas saving of 230 kg/day.
9. Installed UPS at kiln-1&2 thus reducing average 10 minutes gap during power change over for every average 6 power failures in a month. Saving 8 KWh/day and 10 scm/day.

At Dora Plant:

1. Merged 8 motor drives at GP tank Agitator from#11 to #18. Saving of 100 KWh/day.
2. Arrested air leakage in overall plant and saved 40 KWh/day.
3. Installed VFD on 5-layer dryer for energy saving, total saving 57 KWh/day.
4. Improved power factor at Ball Mill section by installing additional capacitor bank, saved approx. 100 KWh/day.
5. Stopped idle running of the plant machinery at various section for energy conservation.
6. Replaced 16 nos 250W HPMV & 15 no 250W sodium vapor lamps with 30W LED lamps to save 47KWh/day.

(b) Additional investment on energy conservation equipment:

At Sikandrabad Plant:

SL. No.	Detail	Investment (₹)
1	6 UPS installed	90 lac
2	4 VFD panels of 7.5kw installed for ENEA coolers pump	2 lac
3	10 VFD panels of 2.2kw for Hydro-filter installed	3 lac
4	3 VFD panels of 37kw installed in Kiln	2 lac
5	275 LED lamps fitted	4 lac
6	20 capacitor fitted for PF correction	0.6 lac

At Hoskote Plant:

SL. No.	Detail	Investment (₹)
1	4 UPS 2KVAX2 for press & 160KVAX2 for kiln installed	30.5 lac
2	At Sacmi press, to replace chilling plant by 2 Nos of Enea cooling system, expected saving will be 800KW/day.- Will be installed in April'21	38 lac
3	10 capacitors fitted for PF correction	0.4 lac
4	VFD at Siti kiln blower installed Saving 450 KWH/Day	5 Lac

At Dora Plant:

SL. No.	Detail	Investment (₹)
1	Installed 5 no. 18.5Kw VFD on 5-Layer dryer	4 lac
2	120 LED lamps fitted	4 lac

B. TECHNOLOGY ABSORPTION

(a) Efforts made towards technology absorption:

At Sikandrabad Plant:

1. Installed a new of Tile production and monitoring system for MP-2 plant.
2. Installed e-watch system for Maximum Demand monitoring.
3. Installed online access and monitoring system for all raw material batch loading.
4. Adopted open access power trading system.
5. New Press dryer has been ordered to M/s Scami for MF2 dryer to get better fuel & power efficiency.

At Hoskote Plant:

1. Introduction of 300x450 mm Wall tile
2. Introduction of 300x300 mm Edge cut product
3. Introduction of 400x400 Paver
4. Introduction of SCR based new heating technology at Press division Group of Cartridge & Flat heaters. It has minimum energy loss with better control and lesser breakdown.

At Dora Plant:

1. Hopper display system modification in the Ball mill area to improve loading accuracy.
2. Light Switch Automation in plant as per defined frequency.
3. Size-wise and SKU-wise digital display system in Warehouse

(b) Benefit derived as a result of the above efforts:

As a result of these efforts mentioned above, cost reduction, improved yield, energy saving, and product quality up gradation became possible.

(c) Technology Imported: Nil

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

1. Foreign Exchange earned : ₹ 11.43 lakhs
2. Foreign Exchange outgo : ₹ 360.84 lakhs

For and on behalf of Board of Directors
of Orient Bell Limited

Place: New Delhi	**Madhur Daga**	**P.M. Mathai**
Date: 13th May, 2021	Managing Director	Director

ANNEXURE – 4 TO BOARD'S REPORT

DISCLOSURES REQUIRED UNDER THE SEBI (EMPLOYEE STOCK OPTION SCHEME AND EMPLOYEE STOCK PURCHASE SCHEME) GUIDELINES, 1999 AND COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014.

ORIENT BELL EMPLOYEES STOCK OPTION SCHEME, 2018

		Nature of Disclosure	Particulars
A.	**Summary of Status of ESOS Granted:**		
	(i)	**The description of the existing scheme is summarized as under:**	
	(a)	Date of shareholder's approval	16th April, 2018
	(b)	Total number of options approved	2,00,000
	(c)	Vesting requirements	The options granted under Scheme shall vest after the expiry of one year from the date of grant, as per vesting schedule as may be decided by the Committee subject to maximum year of five years.
	(d)	Exercise price or Pricing formula	The Exercise price of the Shares will be based on the Market Price of the Shares one day before the date of the meeting of the Committee wherein the grants of options will be approved. Since the shares of the Company are listed on more than one Stock Exchange, the price of the Stock Exchange where there is highest trading volume shall be considered as the market price. The Compensation Committee has a power to provide suitable discount or charge premium on such price as arrived above. However, in any case the Exercise Price shall not go below the face value of Equity Share of the Company.
	(e)	Maximum term of options granted	Three years from the date of each vesting
	(f)	Source of shares	Primary
	(g)	Variation in term of options	None
	(ii)	**The movement of options during the year is as follows :**	
	(a)	Number of options outstanding at the beginning of the financial year -	1,56,500
	(b)	Number of options granted during the year*	12,500
	(c)	Number of options lapsed during the year*	5,000
	(d)	Number of options vested during the year	69,500
	(e)	Number of options exercised during the year	69,500
	(f)	Total number of shares arising as a result of exercise of options	69,500
	(g)	Money realized by exercise of options	6,95,000
	(h)	Loan repaid by the Trust during the year from exercise price received	N.A.
	(i)	Number of options outstanding at the end of the year	94,500
	(j)	Number of options exercisable at the end of the year	Nil

*5,000 options were granted and lapsed during the FY 2020-21. Hence effectively only 7,500 ESOPs were granted during the F.Y. 2020-21.

	Nature of Disclosure	Particulars
B.	**Employee wise details of Options granted during the financial year 2020-21 under ESOS :**	
	i) Key Managerial Personnel	Nil
	ii) Senior managerial personnel	Nil
	iii) any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year.	i) Mr. K Daniel (G.M. Sales - South) – 2,500. ii) Mr. Deepak Verma (G.M. Sales – East – 2,500 iii) Mr. Prashant Kashyap (Head Customer Insights) – 2,500
	iv) identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	None
C.	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Indian Accounting Standard (Ind-AS) 33 'Earnings Per Share'.	₹ 4.86
D.	Method used to Account for ESOS	Employee compensation cost has been calculated using fair value method under Black Scholes option pricing model.
	Difference between the employee compensation cost computed using the intrinsic value of the stock options and the employee compensation cost that shall have been recognized if the fair value of the options had been used and its impact on profits and on EPS of the Company.	N.A.
E.	(i) Weighted average exercise prices and weighted average fair values of options whose exercise price equals the market price of the stock	N.A.
	(ii) Weighted average exercise prices and weighted average fair values of options whose exercise price exceeds the market price of the stock.	N.A.
	(iii) Weighted average exercise prices and weighted average fair values of options whose exercise price is less than the market price of the stock.	Weighted average exercise price per option: ₹ 10/-. Weighted average fair value per option (Grant Date:28.01.2021): ₹ 215.25
F.	(i) A description of the method and significant assumptions used during the year to estimate the fair values of options, including the following weighted average information:	
		GRANT DATE
		28.01.2021
	(a) Risk-free interest rate	4.73%
	(b) Expected life of options	2.72 Years
	(c) Expected volatility	58.49%
	(d) Expected Dividend yield	0.16%
	(e) The price of the underlying share in market at the time of option grant	₹ 225.00
	(f) Exercise Price	₹ 10/- per Option
	(ii) Method used to determine expected volatility	Expected volatility is based on the share price taken from NSE for the latest historical year as per time to maturity.
	(iii) No other feature has been considered for fair valuation of options except as mentioned in point F(i) above.	

For and on behalf of Board of Directors of Orient Bell Limited

Place: New Delhi
Date: 13th May, 2021

Madhur Daga
Managing Director

P. M. Mathai
Director

ANNEXURE – 5 TO BOARD'S REPORT

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

PART A: SUBSIDIARIES

(Information in respect of each subsidiary to be presented with amounts in ₹)

1.	Sl. No.	N.A.
2.	Name of the subsidiary	
3.	The date since when subsidiary was acquired	
4.	Reporting year for the subsidiary concerned, if different from the holding company's reporting year.	
5.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	
6.	Share capital	
7.	Surplus	
8.	Total assets	
9.	Total Liabilities	
10.	Investments	
11.	Turnover	
12.	Profit before taxation	
13.	Provision for taxation	
14.	Profit after taxation	
15.	Proposed Dividend	
16.	Extent of shareholding (in percentage)	

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations
2. Names of subsidiaries which have been liquidated or sold during the year.

PART B: ASSOCIATES AND JOINT VENTURES

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Sl. No.	Particulars	Associates	
		Proton Granito Pvt. Ltd.	Corial Ceramic Pvt. Ltd.
1	Latest audited Balance Sheet Date	31-03-2021	31-03-2021
2	Date on which the Associate was associated or acquired	01-04-2015	03-08-2017
3	Shares of Associate held by the company on the year end		
	- No. of shares	31,20,000	26,00,000
	- Amount of Investment in Associates (In ₹ Lakhs)	312	260
	- Extent of Holding (in percentage)	19.50	26.00
4	Description of how there is significant influence	Control	Due to equity stake being more than 20%
5	Reason why the associate is not consolidated	Being Consolidated	Being Consolidated
6	Networth attributable to shareholding as per latest audited Balance Sheet (Amount in ₹ Lakhs)	2392.40	1141.44
7	Profit or Loss for the year (after tax) (Amount in ₹ Lakhs) – as per consolidated financial statements	48.53	16.86
	i. Considered in Consolidation (₹ Lakhs)	48.53	16.86
	ii. Not Considered in Consolidation	-	-

For and on behalf of Board of Directors of Orient Bell Limited

Place: New Delhi
Date: 13th May, 2021

Madhur Daga
Managing Director

P. M. Mathai
Director

ANNEXURE – 6 TO BOARD'S REPORT

Information as per Section 134 and Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Board's Report for the year ended 31st March, 2021.

The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary during the Financial Year 2020-21, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2020-21 are as under:

Name of the director	Title	Remuneration in fiscal 2021# (₹ in lakhs)	Remuneration in fiscal 2020# (₹ in Lakhs)	No. of Stock Options/ RSUs granted in Fiscal 2021	% increase of remuneration in 2021 as compared to 2020	Ratio of Remuneration of each Director to median remuneration of employees for the FY 2020-21
Mr. Mahendra K. Daga	Chairman & Whole Time Director	143.08	168.87	Nil	-15.27	44.36
Mr. Madhur Daga	Managing Director	83.83	97.76	Nil	-14.25	25.68
Mr. K.M. Pai	Non Independent – Non Executive Director	2.80	2.80	Nil	Nil	0.74
Mr. P.M. Mathai	Independent – Non Executive Director	3.50	3.70	Nil	-5.41	0.97
Mr. Sameer Kamboj	Independent – Non Executive Director	3.50	2.90	Nil	20.69	0.76
Ms. Tanuja Joshi	Independent – Non Executive Director	2.70	2.70	Nil	Nil	0.71
Mr. Aditya Gupta	Chief Executive Officer	223.17	252.11	Nil	-11.48	--
Mr. Himanshu Jindal	Chief Financial Officer	101.42	76.26	Nil	32.99	--
Mr. Yogesh Mendiratta	Company Secretary & Head-Legal	23.76	23.27	Nil	2.11	--

The remuneration of Non-Executive Directors consists sitting fee only.

I. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the Financial Year:

The median remuneration of employees of the Company during the Financial Year was ₹ 3.81 lakhs and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year is provided in the above table.

II. The percentage increase in the median remuneration of employees in the Financial Year:

In the Financial Year 2020-21, there was an increase of 5.34% in the median remuneration of employees.

III. The number of permanent employees on the rolls of Company:

There were 879 permanent employees on the rolls of the Company as on 31st March, 2021.

IV. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average percentage increase made in the salaries of employees other than the managerial personnel in the Financial Year 2020-21 was 2.60% whereas there was no increase in the managerial remuneration for the Financial Year 2020-21.

V. Affirmation that the remuneration is as per the remuneration policy of the company:

It is hereby affirmed that the remuneration paid is as per the Policy for Remuneration of the Directors, Key Managerial Personnel and other Employees.

For and on behalf of Board of Directors of Orient Bell Limited

Place: New Delhi	**Madhur Daga**	**P. M. Mathai**
Date: 13th May, 2021	Managing Director	Director

ANNEXURE – 7 TO BOARD'S REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31-03-2021

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

To,
The Members
Orient Bell ltd.
8, Industrial Area, Sikandrabad,
Distt. Bulandshahr, U.P

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Orient Bell ltd. (hereinafter called the Company). Secretarial 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 the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit year covering the financial year ended on 31-03-2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the 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 on 31-03-2021 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) The 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 Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities (Amendment)Regulations, 2015

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client

g) The Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2009

h) The Securities and Exchange Board of India (Buy-back of Securities) (Amendment) Regulations, 2018

(vi) (I) There is no specific law, which is exclusively applicable to the Company, however the following general laws significant to the Company, were examined and audited for ensuring their compliance mechanism

(a) The Factories Act, 1948;

(b) The Environment (Protection) Act, 1986;

(c) The Air (Prevention& Control of Pollution) Act, 1981;

(d) The Water (Prevention & Control of Pollution) Act, 1974.

(II) The Company voluntarily obtained BIS (Bureau of Indian standards) certification in respect of its manufactured product i.e. Pressed Ceramic tiles, conforming to IS 15622: 2017, which was also examined.

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

a) Secretarial Standards issued by The Institute of Company Secretaries of India.

b) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015 pertaining to Listed equity shares of the Company at NSE and BSE.

During the year under review the Company has complied with the provisions of the Act, 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 and Independent Directors.

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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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. The Company has responded appropriately to notices received from various statutory / regulatory authorities including initiating actions for corrective measures, wherever found necessary.

I have conducted online verification and examination of records as facilitated by the Company due to COVID 19 and subsequent lockdown situation for the purpose of issuing this Report.

I further report that during the audit year

(i) During FY 2020-21, under the Company's Orient Bell Employees Stock Option Scheme, 2018:

a. 12500 ESOPs were granted;

b. 5000 ESOPs were lapsed (Out of 12500 ESOPs granted 5,000 ESOPs were lapsed and only 7500 ESOPs were effectively granted during FY 2020-21);

c. 69500 equity shares of ₹ 10/- each were allotted at an exercise price of ₹ 10/- per share i.e. 69500 ESOPs were vested and exercised during the financial year.

for VIVEK ARORA
COMPANY SECRETARIES

VIVEK ARORA
Proprietor
CP NO 8255 ACS 12222
UNIQUE IDENTICATION NO -12009DE651300

Place: New Delhi
Date: 13th May, 2021
UDIN NO. A012222C000287398

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

Annexure A to Secretarial Audit Report Issued (Qualified/ Non Qualified)

To,
The Members
Orient Bell Limited
8, Industrial Area, Sikandrabad,
Distt. Bulandshahr, U.P. (CIN L14101UP1977PLC021546)

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

1. Maintenance of secretarial records is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our 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, we 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. Wherever 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 the verification of procedures on test basis.

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

for VIVEK ARORA
COMPANY SECRETARIES

VIVEK ARORA
Proprietor
CP NO 8255 ACS 12222
UNIQUE IDENTICATION NO -12009DE651300

Place: New Delhi
Date: 13th May, 2021
UDIN NO. A012222C000287398

CORPORATE GOVERNANCE REPORT

ORIENT BELL LIMITED'S (OBL) PHILOSOPHY ON CORPORATE GOVERNANCE:

Orient Bell Limited ("OBL") is committed to implement sound corporate governance practices with a view to bring transparency, accountability and equity in all facets of its operations and maximizing shareholders value. OBL is committed to achieve the good standards of Corporate Governance on continuous basis by laying emphasis on ethical corporate citizenship and establishment of good corporate culture which aims at true Corporate Governance.

A Report on compliance with the Corporate Governance provisions as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is given herein below:

BOARD OF DIRECTORS

I. Composition of Board

The Board comprises of 6 (Six) Directors out of which 2 (two) are Executive Directors (one Executive Chairman & Whole Time Director and other one is Managing Director respectively) and 3 (Three) Independent & Non-Executive Directors including one woman director and 1 (One) Non-Independent & Non-Executive Director. The size and composition of the Board conforms to the requirements of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Composition of Directors and their other Directorships/Committee Memberships in other Companies are as follows:

Sl. No	Name of Director	Category	Directorship in other companies*	Committee chairmanship **	Committee membership **
1.	Mr. Mahendra K. Daga	P-E-C-WTD	1	None	None
2.	Mr. Madhur Daga	P-E-MD	None	None	None
3.	Mr. K. M. Pai	NI- NED	1	1	1
4.	Mr. Sameer Kamboj	I-NED	None	None	None
5.	Mr. P. M. Mathai	I-NED	None	None	None
6.	Ms. Tanuja Joshi	I-NED	None	None	None

P-E-C-WTD Promoter & Executive Chairman and Whole Time Director

P-E-MD Promoter & Executive Managing Director

NI-NED Non-Independent Non-Executive Director

I-NED Independent Non-Executive Director

* Excludes the directorship held in private limited companies, foreign companies and companies incorporated under Section 8 of the Companies Act, 2013. Mr. Mahendra K. Daga is a director in unlisted Company and Mr. K.M. Pai is an Independent Director in a listed company namely M/s VST Tillers Tractors Limited.

** The membership / chairmanship in Audit Committee and Stakeholders Relationship and Grievance Committee in all other public limited companies has been considered.

II. Attendance of Directors at the Board Meetings held during the financial year 2020-2021 and at the last Annual General Meeting (AGM)

The attendance record of each Director at the Board Meetings held during the year 2020-2021 and at the last Annual General Meeting is as follows:

Sl. No	Name of Director	No. of Board Meetings		Whether attended last AGM
		Held	Attended	
1.	Mr. Mahendra K. Daga	4	3	No
2.	Mr. Madhur Daga	4	4	Yes
3.	Mr. Sameer Kamboj	4	4	Yes
4.	Mr. K. M. Pai	4	4	Yes
5.	Mr. P. M. Mathai	4	4	Yes
6.	Ms. Tanuja Joshi	4	4	Yes

III. Meetings of the Board of Directors

Four Board Meetings were held during the financial year 2020-21 on 17th June 2020, 13th August, 2020, 27th October 2020 and 28th January 2021 respectively. The maximum time gap between any two meetings was 92 days and the minimum time gap was 56 days. The necessary quorum was present at all the meetings. The agenda papers were circulated well in advance of each meeting of the Board of Directors.

IV. Disclosure of relationships between directors inter-se

None of the Directors is/are in any way related except Mr. Mahendra K. Daga and Mr. Madhur Daga (who is the son of Mr. Mahendra K. Daga).

V. Details of shareholding of Non-Executive Directors as on March 31, 2021

Name of Non-Executive Director	No. of shares held
Mr. P. M. Mathai	Nil
Ms. Tanuja Joshi	Nil
Mr. Sameer Kamboj	Nil
Mr. K. M. Pai	Nil

VI. Web link for details of familiarization programs imparted to Independent Directors

The details of familiarization programs imparted to Independent Directors are available on Company's website viz. https://www.orientbell.com.

VII. Separate Meeting for Independent Directors

The Independent Directors of the Company met once in a financial year without the presence of Executive Directors and Management Personnel. Such Meeting reviews the performance of Non-Independent Directors and the Board as a whole, reviews the performance of Chairman of the Board, access the quality, quantity and timeliness of the flow of information between management and the Board that is necessary to effectively and reasonably perform its duties. A meeting of Independent Directors was held on 02nd March, 2021 during FY 2020-21.

VIII. Detail of skills/ expertise/ competence of the Board of Directors

The Board of Directors has identified certain parameters in the context of Company's business to measure the skills, expertise and competence of the Directors. These parameters include:

(i) Positive attitude

(ii) Attention or concern for shareholder's interest

(iii) Promptness

(iv) Contribution in improving financial and other functions of the Company

(v) Inputs on inclusion of matters to be discussed at Board Meetings to improvise the operating procedures

(vi) Understanding of laws having impact on Company's business and Tile industry as a whole

(vii) Clear sense of values and integrity

(viii) Implementation of policies and procedures as set out by the Board

(ix) Efforts in promoting and expanding the business

(x) Brand Building and establishing a respectable place in the market

(xi) Controlling of various functions across the Company and ensuring their proper functioning

(xii) Ensuring smooth business operations across all the units of Company.

The Board of Orient Bell Limited is a diversified board. The Directors hold adequate qualification and experience and possess specialisation in their respective fields. Each of the Director is skilled, expert and competent in the area of his/her specialization and provides considerable contribution and support in operations of the Company.

IX. In the Opinion of the Board of Directors, the Independent Directors fulfill the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

X. No Independent Director has resigned during the financial year 2020-21.

COMMITTEES OF THE BOARD

(i) Audit Committee

Audit Committee of the Board is entrusted with the powers and the role that are in accordance with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 177 of the Companies Act, 2013. The terms of reference of the Audit Committee, inter alia, include overseeing financial reporting processes, reviewing yearic financial results, reviewing with the management the financial statements and adequacy of internal control systems, reviewing the adequacy of internal control function, discussions with the Internal and Statutory Auditors about the scope of audit including the observations of Auditors and discussion with them on any significant findings.

All the members of Audit Committee are financially literate. As at 31st March, 2021, Mr. Sameer Kamboj, Independent Director, a qualified Chartered Accountant and an expert in the fields of Finance, General Management and business processes, is the Chairman of the Audit Committee with Mr. P.M. Mathai, and Mr. K. M. Pai as its members. The Company Secretary acts as the Secretary of the Committee.

During the financial year ended on March 31, 2021, four Audit Committee Meetings were held on 17th June 2020, 13th August, 2020, 27th October, 2020 and 28th January 2021 respectively. The maximum time gap between any two meetings was 92 days. The summary of attendance is as under:

Sl. No	Name of Director	Category	No. of meetings	
			Held	Attended
1.	Mr. Sameer Kamboj	Independent, Non-Executive	4	4
2.	Mr. P. M. Mathai	Independent, Non-Executive	4	4
3.	Mr. K. M. Pai	Non-Independent, Non-Executive	4	4

(ii) Nomination and Remuneration Committee

The composition of the Committee as at 31st March, 2021 was Mr. P.M. Mathai as Chairman and Mr. K M Pai and Ms. Tanuja Joshi as its members. Mr. P.M. Mathai and Ms. Tanuja Joshi are the independent directors and Mr. K M Pai is Non-Independent, Non-Executive director. The Company Secretary acts is the Secretary of the committee.

During the year under review one meeting of members of 'Nomination and Remuneration Committee' was held on 17th June 2020. The summary of attendance is as under:

Sl. No	Name of Director	No. of meetings	
		Held	Attended
1.	Mr. P. M. Mathai	1	1
2.	Ms. Tanuja Joshi	1	1
3.	Mr. K. M. Pai	1	1

The powers, role and terms of reference of the Nomination and Remuneration Committee covers the areas as contemplated under Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013, besides other terms as may be referred by the Board of Directors.

The role includes formulation of criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy relating to the remuneration for the Directors, Key Managerial Personnel and Senior Management Personnel; formulation of criteria for evaluation of Independent Directors and the Board; devising a policy on Board's diversity; and identification of 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 their appointment and removal.

The performance evaluation of Independent Directors is carried out on the basis of criteria, in the form of parameters, set up by the Board of Directors. These parameters include Positive attitude and promptness, Contribution in improving financial and other functions of the Company, Inputs on inclusion of matters to be discussed at Board Meetings to improvise the operating procedures, Understanding of laws having impact on Company's business and Tile industry as a whole and Clear sense of values and integrity.

Remuneration of Directors

In accordance with the principles of transparency and consistency, the Company has adopted a Nomination and Remuneration Policy for Directors, Key Managerial Personnel and Senior Management. The Policy is available on the website of the Company at https://www.orientbell.com.

The elements of remuneration package of Executive Directors include salary, perquisites, provident fund, etc. and is decided based on the individual performance, inflation, prevailing industry trends and benchmarks. The Non-Executive Directors are paid remuneration in the form of sitting fees.

The detail of remuneration paid to the Directors during the financial year 2020-21 is as follows:

(Amount in ₹)

Name of the Director	Salary + HRA	Provident fund	NPS	Perquisites	Commission	Sitting fee	Total
Mr. Mahendra K. Daga	1,41,52,320	21,600	-	1,33,654	-	-	1,43,07,574
Mr. Madhur Daga	75,60,000	21,600	5,04,000	2,97,239	-	-	83,82,839
Mr. K. M. Pai	-	-	-	-	-	2,80,000	2,80,000
Mr. P. M. Mathai	-	-	-	-	-	3,50,000	3,50,000
Ms. Tanuja Joshi	-	-	-	-	-	2,70,000	2,70,000
Mr. Sameer Kamboj	-	-	-	-	-	3,50,000	3,50,000

(iii) Stakeholders Relationship and Grievance Committee

As at 31st March, 2021, the Stakeholders Relationship and Grievance Committee comprises of Ms. Tanuja Joshi as its Chairman and Mr. K. M. Pai and Mr. Madhur Daga as its other two members. Mr. Yogesh Mendiratta, Company Secretary acts as the Compliance Officer and Secretary of the Committee.

The Committee is entrusted with the power to approve the share transfers, issue of duplicate share certificates, issue of new share certificates upon consolidation of shares, split of shares and also to resolve the grievances of members including complaints relating to transfer of shares, non receipt of balance sheet, non receipt of declared dividends etc.

During the year ended March 31, 2021 only one Committee Meeting was held on 07th July 2020. The summary of attendance is as under:

Sl. No	Name of Director	No. of meetings	
		Held	Attended
1.	Ms. Tanuja Joshi	1	1
2.	Mr. K.M. Pai	1	1
3.	Mr. Madhur Daga	1	1

To expedite the process of share transfers, the Board has delegated the power of share transfers to Company Secretary and to M/s MCS Share Transfer Agent Ltd. Registrar and Share Transfer Agents, who attend to the share transfers, promptly.

No complaint was pending at the beginning of the financial year i.e. on 01st April 2020. During FY 2020-21, the Company has received no complaint and no complaint is pending for disposal as at 31st March, 2021.

(iv) Finance and Borrowing Committee

The Finance and Borrowing Committee of the Board has been delegated with the powers to manage the banking operations, to open/ close bank accounts, decide on the operational limits/ matrix of the authorised signatories in addition to borrow secured/unsecured funds, otherwise than by way of debentures from potential lenders to meet out the funding needs of the Company as may be arising from time to time.

The Committee comprise of three Directors viz. Mr. Mahendra K. Daga as Chairman, Mr. Madhur Daga and Mr. Sameer Kamboj as its members. The Company Secretary Mr. Yogesh Mendiratta acts as the Secretary of the Committee.

During the year under review no meeting of members of 'Finance and Borrowing Committee' was held.

(v) Compensation Committee

The Company has Compensation Committee of the Board of Directors for the purpose of finalizing, administering, and supervising the matters applicable to grant, vest and exercise of options under the Employees Stock Option Scheme and the matters prescribed under the SEBI Guidelines. The Committee comprise of the following Directors:

a. Mr. P.M. Mathai, Independent-Non Executive [Chairman]

b. Mr. Mahendra K. Daga, Promoter-Executive [Member]

c. Ms. Tanuja Joshi, Independent -Non Executive [Member]

d. Mr. Sameer Kamboj, Independent-Non Executive [Member]

During the year under review three meetings of Compensation Committee were held on 18th May 2020, 27th August 2020 and 28th January 2021 respectively. The summary of attendance is as under:

Sl. No	Name of Director	No. of meetings	
		Held	Attended
1.	Mr. P.M. Mathai	3	3
2.	Mr. Mahendra K. Daga	3	3
3.	Ms. Tanuja Joshi	3	3
4.	Mr. Sameer Kamboj	3	3

(vi) Corporate Social Responsibility Committee

The composition of the Committee as at 31st March, 2021 was as under:

(i) Mr. Madhur Daga, Promoter-Executive [Chairman]

(ii) Ms. Tanuja Joshi, Independent-Non Executive [Member]

(iii) Mr. Sameer Kamboj, Independent-Non Executive [Member]

The Corporate Social Responsibility ("CSR") Committee is constituted by the Board of Directors with powers, inter alia, to make donations/ contributions to any Charitable and/or CSR projects or programs to be implemented directly or through an executing agency or other Not for Profit Agency with minimum three years proven track record.

The Committee is authorized to formulate and recommend to the Board the amount to be spent on CSR activities as enumerated in the Company's CSR policy and Schedule VII of the Companies Act, 2013 as amended from time to time as also to monitor the CSR Policy from time to time etc.

The CSR Policy of the Company is available on the Company's website: https://www.orientbell.com.

The Committee met once during FY 2020-21 in its meeting held on 17.06.2020. The summary of attendance is as under:

Sl. No	Name of Director	No. of meetings	
		Held	Attended
1.	Mr. Madhur Daga	1	1
2.	Ms. Tanuja Joshi	1	1
3.	Mr. Sameer Kamboj	1	1

General Body Meetings

Detail of last three Annual General Meetings:

Year	Location	Day and Date	Time	Special resolutions
2017-18	Registered Office at 8, Industrial Area, Sikandrabad - 203205, Distt. Bulandshahr (U.P.)	Monday, 24th Sept., 2018	11.30 a.m.	I. Change in designation of Mr. Mahendra K. Daga from Chairman & Managing Director to Chairman & Whole Time Director w.e.f. 01st October, 2018. II. Re-appointment and remuneration of Mr. Madhur Daga, Managing Director from 01st April, 2019 to 31st March, 2022, liable to retire by rotation.
2018-19	-do-	Wednesday, 24th July, 2019	11.30 a.m.	I. Re-appointment of Mr. P.M. Mathai (DIN: 05249199), Independent Director of the Company not liable to retire by rotation for the further year of 5 (five years) with effect from 30.09.2019 to 29.09.2024.
2019-20	-do-	Thursday, 13th August, 2020	11.00 a.m.	I. Approval for re-appointment & remuneration of Mr. Mahendra K. Daga (DIN : 00062503) as Chairman and Whole Time Director of the Company for a further year from 1st April, 2021 to 31st March, 2024, liable to retire by rotation. II. Re-appointment of Ms. Tanuja Joshi (DIN: 02065607), Independent Director of the Company not liable to retire by rotation for the further year of 5 (five years) with effect from 03.11.2019 to 02.11.2024.

All the above mentioned special resolutions were passed unanimously and no resolution was put through postal ballot.

Postal ballot

During the year ended 31st March, 2021, no resolution was passed through postal ballot. No resolution whether Special/ Ordinary Resolution is proposed to be passed through postal ballot at the ensuing Annual General Meeting.

Means of communication

The Company recognizes the importance of two way communication with shareholders and of giving a balanced reporting of results and progress. Full and timely disclosure of information regarding the Company's financial position and performance is an important part of your Company's corporate governance ethos. Your Company follows a robust process of communicating with its stakeholders, security holders and investors through multiple channels of communications such as dissemination of information on the website of the Stock Exchanges, Press Releases, the Annual Reports and uploading relevant information on its website.

The quarterly, half-yearly and annual financial results of the Company are submitted with Bombay Stock Exchange and National Stock Exchange where the equity shares of the Company are listed, and the same are published in leading newspapers viz. Financial Express/ Business Standard (English) and Jansatta/ Business Standard (Hindi) in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The results are also posted on Company's website viz. https://www.orientbell.com. The website of the Company also displays the information of the Company's products, dealers, availability among others. Presentations if made to the institutional investors and analysts, are also disseminated on the website of the Company.

The Company also dedicated an e-mail ID exclusively for redressal of investor complaints in compliance of Regulation 46 (2) (j) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 namely investor@orientbell.com which is also displayed on the Company's website viz. https://www.orientbell.com.

Shareholding pattern as at March 31, 2021

Category	No. of shares	% of total shares
Promoter and promoter group	91,76,774	63.93
Public - Bodies corporate	10,84,437	7.56
Public – other than Bodies Corporate	39,22,514	27.33
Public - NRIs/OCBs	1,69,851	1.18
Total	1,43,53,576	100.00

GENERAL SHAREHOLDER INFORMATION

Annual General Meeting

Date, Time and Venue of the 44th Annual General Meeting	26th July, 2021 at 11:00 a.m. through Video Conferencing / OAVM deemed to be held at the Registered Office of the company at 8, Industrial Area, Sikandrabad-203 205, Distt. Bulandshahr (U.P.)
Financial Year	1st April to 31st March

Book closure dates for the purpose of dividend and Annual General Meeting

To determine the entitlement of members to receive the dividend for the year ended March 31, 2021, the Register of Members and Share Transfer Books of the Company will remain closed from 20th July, 2021 to 26th July, 2021 (both days inclusive) as well as for the purpose of Annual General Meeting.

Financial reporting for financial year 2021-22 is as follows:

Un-audited financial results for the quarter ended 30.06.2021	Will be announced within 45 days of the end of the quarter.*
Un-audited financial results for the quarter ended 30.09.2021	Will be announced within 45 days of the end of the quarter.*
Un-audited financial results for the quarter ended 31.12.2021	Will be announced within 45 days of the end of the quarter.*
Fourth quarter/ Annual financial results	Audited financial results will be announced within 60 days of the end of the financial year.*

* The reporting date may change according to the time limit allowed by law.

Listing

Presently, the Equity Shares of the Company are listed on the following Stock Exchanges:

NAME OF STOCK EXCHANGE	STOCK CODE
BSE Ltd. (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001	530365
National Stock Exchange of India Ltd. (NSE) Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400051.	ORIENTBELL

The Company has paid the requisite Annual Listing Fee to BSE and NSE for the financial year 2020-21 within stipulated time.

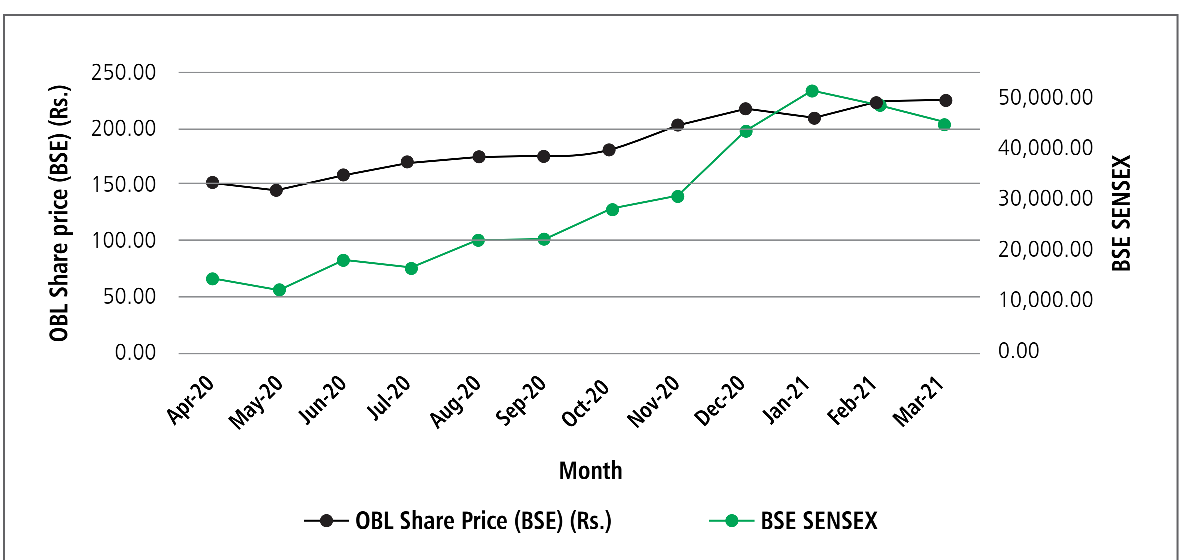
Market price data

The monthly high and low price of shares traded on the BSE Ltd and the National Stock Exchange of India Ltd are as follows:

Month	BSE Limited				BSE Sensex Month Close	National Stock Exchange of India Limited			
	High Price (₹)	Low Price (₹)	Close Price (₹)	No. of Shares Traded		High Price (₹)	Low Price (₹)	Close Price (₹)	No. of Shares Traded
Apr-20	72.45	55.00	67.35	969	33,717.62	72.10	53.65	67.25	2,87,011
May-20	64.15	51.40	54.15	841	32,424.10	68.00	48.75	53.75	2,56,783
Jun-20	110.00	55.00	83.35	11,376	34,915.80	107.70	54.70	83.55	40,45,234
Jul-20	86.00	72.35	74.50	5,146	37,606.89	86.00	72.20	73.85	14,37,688
Aug-20	105.00	73.00	99.90	5,831	38,628.29	105.00	72.75	98.85	18,12,624
Sep-20	113.05	91.00	99.45	4,126	38,067.93	113.55	90.30	99.80	7,09,317
Oct-20	140.00	102.00	127.10	9,939	39,614.07	140.80	100.70	126.95	17,36,660
Nov-20	154.00	117.05	139.00	4,170	44,149.72	152.10	116.00	138.65	5,82,815
Dec-20	218.60	131.20	198.25	6,509	47,751.33	219.70	132.70	198.35	14,23,269
Jan-21	247.50	188.35	232.80	8,803	46,285.77	248.00	188.10	232.50	13,88,626
Feb-21	236.55	212.20	223.00	5,912	49,099.99	237.00	215.25	223.40	9,33,823
Mar-21	255.00	203.80	204.10	7,519	49,509.15	255.80	203.50	204.45	12,43,078

Stock price performance

The performance of Company's Equity Shares during 2020-21 in comparison to BSE's Sensitive Index was as follows:



In case, the securities are suspended from trading, reason thereof:

Not applicable, since the securities of the Company have not been suspended from trading.

Registrar and Share Transfer Agent

M/s. MCS Share Transfer Agent Ltd. F-65, Okhla Industrial Area, Phase-I New Delhi-110020
Phone No. : (011) 41406149
Fax No. : (011) 41709881
E-mail : admin@mcsregistrars.com

Share transfer system

Trading in equity shares of the Company through recognized Stock Exchanges is permitted only in dematerialised form. Shares sent for transfer in physical form are registered and returned within a year of fifteen days from the date of receipt of the documents, provided the documents are valid and complete in all respects. With a view to expedite the process of share transfers, the Stakeholders Relationship and Grievance Committee /its delegated authority meets as often as per requirement.

Distribution of shareholding as on March 31, 2021

No. of Shares	Total members	%Total members	Total shares	% Total shares
Up to 500	11,917	91.48	8,73,544	6.09
501 to 1,000	521	4.00	4,02,460	2.80
1,001 to 2,000	277	2.13	4,07,536	2.84
2,001 to 3,000	99	0.76	2,44,668	1.70
3,001 to 4,000	36	0.27	1,27,316	0.89
4,001 to 5,000	34	0.26	1,61,718	1.13
5,001 to 10,000	74	0.57	5,52,626	3.85
10,001 to 50,000	53	0.41	11,51,102	8.02
50,001 to 1,00,000	5	0.04	3,88,069	2.70
1,00,001 and above	11	0.08	1,00,44,537	69.98
Total	**13,027**	**100.00**	**1,43,53,576**	**100.00**

Dematerialisation of shares and liquidity

The Equity Shares of the Company are in compulsory DEMAT mode. In order to enable the members to hold their shares in electronic form and to facilitate scriptless trading, the Company has enlisted its shares with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).

Status of dematerialisation as on March 31, 2021

Electronic holdings			Physical holdings			Total		
No.of folios	No.of shares	%	No. of folios	No.of shares	%	No.of folios	No.of shares	%
11,660	1,41,22,741	98.40	1,367	2,30,835	1.60	13,027	1,43,53,576	100.00

The Company is making efforts to increase the dematerialisation of shares.

ISIN number allotted by NSDL and CDSL : INE607D01018

CIN : L14101UP1977PLC021546

Outstanding GDRs/ADRs /Warrants

There are no Global Depository Receipts (GDRs)/American Depository Receipts (ADRs) or any convertible instrument pending for conversion.

Commodity price risk or foreign exchange risk and hedging activities

During the year 2020-21 the Company had managed the foreign exchange risk involving foreign currency though this was not a significant amount. The details of foreign currency exposure are disclosed in note no. 38 to the Annual Accounts.

Registered Office:

8, Industrial Area,
Sikandrabad-203 205 Distt. Bulandshahr (U.P.)

Corporate office:
Iris House
16, Business Centre
Nangal Raya
New Delhi-110 046
Phone :(011) 47119100
E-mail: investor@orientbell.com
Website: www.orientbell.com

Address for correspondence:
Shareholder Services
Orient Bell Limited
Iris House, 16, Business Centre
Nangal Raya, New Delhi-110 046
Phone: (011) 47119100
E-mail: investor@orientbell.com
Website: www.orientbell.com

Plants:

(i) Industrial Area
Sikandrabad-203 205
Distt. Bulandshahr (U.P.)

(ii) Village Dora, Taluka Amod,
Dist. Bharuch 392230,
Gujarat

(iii) Village Chokkahalli
Taluka Hoskote
Bengaluru
(Rural) -562 114 Karnataka

Credit Rating

The Company has obtained the Credit Ratings for its long term and short term debt by CRISIL Limited as under:

Long Term – CRISIL A-/Negative

Short Term – CRISIL A2+

Disclosures

(i) The Company does not have any material related party transactions that may have potential conflict with the interests of the Company at large. The details of related party information and transactions are placed before the Audit Committee from time to time. The disclosures regarding the transactions with the related parties are disclosed in note no. 40 forming part of the Accounts. The Company has formulated a Related Party Transactions Policy which specifies the manner of entering into related party transactions. This policy has been posted on the website of the Company at https://www.orientbell.com.

(ii) The Company has complied with all the guidelines provided by Stock Exchanges and SEBI or any other statutory authority and no penalties or strictures were imposed on the Company on any matter relating to the capital markets, during the last three years.

(iii) As mandated under Section 177 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated and adopted a Vigil Mechanism cum Whistle Blower Policy. Under the said policy, any communication that discloses or demonstrates information that may evidence unethical or improper activity shall be addressed to the Chairman of the Audit Committee. A copy of the same may also be addressed to the CEO of the Company. No personnel has been denied access to the audit committee. The Vigil Mechanism cum Whistle Blower Policy is available on the website of the Company at https://www.orientbell.com.

(iv) The Company is complying with all mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has adopted the following discretionary requirements as specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: The internal auditor of the Company reports directly to the Audit Committee.

(v) The Company has formulated a Policy for determining 'material' subsidiaries as defined under Regulation 16(1) (c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This policy has been posted on the website of the Company at https://www.orientbell.com.

(vi) There was no preferential allotment or qualified institutional placement during FY 2020-21 as specified under Regulation 32(7A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(vii) None of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the SEBI / Ministry of Corporate Affairs or any such Statutory Authority. A Certificate in this regard issued by Ashu Gupta & Co., Company Secretaries ***is appended hereto as Annexure A.***

(viii) The Board has always accepted all the recommendations of all the Committees during the FY 2020-21.

(ix) The total fee paid to the Statutory Auditors during FY 2020-21 was ₹ 28.50 Lakhs.

(x) During the year under review, under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the status of complaints filed, disposed and pending is as under:

a. number of complaints filed during the financial year - Nil

b. number of complaints disposed of during the financial year - Nil

c. number of complaints pending as on end of the financial year - Nil

(xi) The Company has complied with -

a. All the requirements of corporate governance report as mentioned at sub paras (2) to (10) of Para C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b. All the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub – regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Subsidiary companies

The Company has no subsidiary.

Code of Conduct

The Board has adopted a Code of Conduct for the Board Members and Senior Management of the Company. The same has also been posted on the website of the Company. All Board Members and Senior Management personnel have affirmed their compliance with the code. A declaration signed by the Chief Executive Officer is given below:

"I, Aditya Gupta, Chief Executive Officer of Orient Bell Limited, do hereby confirm that all the members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct for Directors and Senior Management Personnel in respect of the financial year ended on 31st March, 2021."

Sd/-

Place: New Delhi — Aditya Gupta

Date : 08th May, 2021 — Chief Executive Officer

Auditors' Certificate on Corporate Governance

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the auditors' certificate ***is appended hereto as Annexure-B.***

Compliance Certificate issued by Chief Executive Officer and Chief Financial Officer

The Chief Executive Officer and Chief Financial Officer have furnished a Compliance Certificate to the Board of Directors under Regulation17(8) read with Part B of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Disclosures with respect to Demat suspense account / unclaimed suspense account

Aggregate number of share- holders and the outstanding shares in the suspense account lying as on 01.04.2020		Number of shareholders who approached the Company for transfer of shares from suspense account during the year	Number of shareholders and shares transferred from suspense account during the year*		Aggregate number of shareholders and the outstanding shares in the suspense account lying on 31.03.2021	
Shareholders	No. of Shares		Shareholders	No. of Shares	Shareholders	No. of Shares
106	22,902	4	96	20,637	10	2,265

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

* Out of 20,637 total shares belonging to 96 shareholders, 19,545 shares belonging to 92 shareholders were transferred to Investor Education and Protection Fund (IEPF) and balance 1,092 shares belonging to 4 shareholders were transferred to them as per the request received from them.

For and on behalf of Board of Directors of Orient Bell Limited

Place: New Delhi
Date: 13th May, 2021

Madhur Daga
Managing Director

P. M. Mathai
Director

Annexure 'A'

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
Orient Bell Limited
8, Industrial Area, Sikandrabad
Distt.- Bulandshahr, UP-203 205

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Orient Bell Limited having CIN L14101UP1977PLC021546 and having registered office at 8, Industrial Area, Sikandrabad, Distt- Bulandshahr, UP-203205 (hereinafter referred to as 'the Company'), produced before us by 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 Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our 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 us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Sh. Mahendra Kumar Daga	00062503	09/12/1993
2.	Sh. Madhur Daga	00062149	01/01/1998
3.	Sh. Sameer Kamboj	01033071	27/07/2016
4.	Sh. Kashinath Martu Pai*	01171860	01/06/2018
5.	Ms. Tanuja Joshi	02065607	03/11/2014
6.	Sh. Puthuparambil Mathai Mathai	05249199	23/04/2012

*Sh. Kashinath Martu Pai has been appointed as Whole Time Director designated as Executive Director on 02.04.2012 in the category 'Executive-Non Independent' Director. Later on 1.6.2018 his category changed to Non Executive-Non Independent Director in view of his resignation from the post of Executive Director.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our 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.

Place : New Delhi
Date : 09/05/2021
UDIN:F004123C000264020

Name: Ashu Gupta
Membership No.: 4123
CP No.: 6646

Annexure 'B'

AUDITOR CERTIFICATE

To

The Members of Orient Bell Limited

1. We, B.R. Gupta & Co., Chartered Accountants, the Statutory Auditors of **ORIENT BELL LIMITED** ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31 March 2021, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

MANAGEMENT'S RESPONSIBILITY

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

AUDITORS' RESPONSIBILITY

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

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

OPINION

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V of the Listing Regulations during the year ended March 31, 2021.

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

For B.R Gupta & Co.
Chartered Accountants
Firm's Registration Number: 008352N

(Deepak Agarwal)
Partner
(FCA-073696)
UDIN: 21073696AAAAAU5495

Place of Signature: New Delhi
Date: 13th May, 2021

Independent Auditor's Report

To The Members of Orient Bell Limited

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Opinion

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

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, the Profit (financial performance including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone 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 standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone 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 matters described below to be the key audit matters to be communicated in our report w.r.t the Company:

SL. No.	Key Audit Matters	How our audit addressed the key audit matter
1	**Valuation of inventories** (Refer to the accompanying Note 11 and Note 31 forming integral part of the standalone financial statements) As at March 31, 2021, the total carrying amount of inventories was ₹ 6,019.55 Lakh. The Company's inventory comprises of finished goods, work-in-progress, traded goods, raw material and consumables which are geographically spread across multiple locations such as depots and factories. The assessment of impairment of inventories involves application of assumptions and judgment. Reviews are made periodically by the Management for obsolescence and decline in net realizable value below cost. Allowances are recorded against the inventories based on historical obsolescence and slow-moving history. Key factors considered include the nature of the stock, its ageing and turnover rate.	Our procedure in relation to appropriateness of judgments, estimates, and accounting of inventories obsolescence and decline in net realizable value include: a) **Substantive testing:** • Assessing whether items in the inventory ageing report prepared by the Management were classified within the appropriate ageing bracket; • Performing a review of the provisions for inventories by examining movements in the balance during the current year and new provisions made for inventory balances during the current year to assess the historical accuracy of Management's inventory provisioning process; • Attending periodical physical verification and evaluating the results of the periodical counts performed by the Management to assess Management's estimation of the provisioning. • Assessing, on a sample basis, the net realizable value of slow-moving and obsolete inventories and inventories with low or negative gross margins as calculated by Management with reference to prices achieved and costs to sell after the financial year end. • Reviewed the subsequent selling prices in the ordinary course of business and compared against the carrying amounts of the inventories on a sample basis at the reporting date. b) **Control testing:** Wherever appropriate, our substantive work was supplemented by control testing work which encompassed understanding of and assessing the design, implementation and operating effectiveness of Management's key internal controls relating to physical verification of inventories, identification of obsolete and slow moving inventories, inventories with low or negative gross margins, monitoring of inventory ageing and assessment of provisioning and of net realizable values. Our procedures as mentioned above did not identify any findings that are significant for the financial statements as whole in respect of appropriateness of judgments, estimates, and accounting of inventories obsolescence.

SL. No.	Key Audit Matters	How our audit addressed the key audit matter
2	**Accounting for Customer Schemes, discounts and other trade promotional expenditure** (Refer to the accompanying Note 23 forming integral part of the standalone financial statements) In line with normal industry practice and overall objective of increase in the revenue, the Company has varied incentive programs and discount policies in place. These include volume based rebates and schemes and trade spend commitments which are driven by customers achieving sales volume targets agreed with the Company over a pre-determined period. These rebates and schemes on sales are accounted for as a deduction from revenue and recognized in the period to which it relates in accordance with the customer agreement. This area was significant to our audit because: - those areas are subject to judgmental estimates and assessments that are material; and - these expenses vary with regards to the nature and timing of the activity to which it relates Our focus was on assessing the accuracy of the expense charged, whether the amount recognized were recorded in the appropriate period and the completeness of the expense.	Our audit work in respect of accounting for customer schemes, discounts and other trade promotional expenditure comprised a combination of substantive testing, control testing and an assessment of the Company's disclosures in this regard. The audit procedures include the following steps: **a) Substantive testing:** • Tested a sample of underlying agreements to obtain evidence in support of amount and timing of recognition of both customer rebates & other promotional expenditure. This involved evaluating whether the amount & timing of recognition was consistent with the contractual arrangements. • Critically assessed the judgements taken by the Company in estimating year end accruals for amounts owing to customers. This included retrospective analysis/ tests to assess the accuracy of the accruals in previous years, alongside the use of key assumptions of rebate/ discount terms and in the case of volume rebates, the level of sales likely to occur in the period under audit, with reference to historic events. • Held discussions with the sales teams to understand the complexities, if any of these agreements and any unusual trends in the year. • Tested post-year end credit notes issued and debit notes received, where applicable, to determine whether specific promotions were appropriately provided for as at the reporting date at the appropriate amount. **b) Controls testing:** Wherever appropriate, our substantive work was supplemented by controls testing work which encompassed understanding, evaluating and testing key controls in respect of the approval of customer rebates, discounts and other trade promotional expenditure. Our procedures as mentioned above did not identify any findings that are significant for the financial statements as whole in respect of accounting for customer schemes, discounts and other trade promotional expenditure

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

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

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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

RESPONSIBILITY OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE 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 standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Board of Directors 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 Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

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

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

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

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

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "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, based on our audit 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 Other Comprehensive Income), Statement of Change in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

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

   f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

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

      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements- Refer Note No. 36 to the standalone financial statements.

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

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

3. With respect to the matter to be included in the Auditors' report under Section 197(16) :

In our opinion and according to the information and explanation given to us, the Company has paid remuneration to its directors during the year is in accordance with the provisions of and limit laid down under section 197 read with Schedule V of the Act.

For B.R. Gupta & Co.
Chartered Accountants,
Firm Registration Number 008352N

(Deepak Agarwal)
Partner
Membership Number 073696
UDIN: 21073696AAAAAX9705

Place of Signature: New Delhi
Date: 13th May, 2021

Annexure 'A' to the Independent Auditors' Report of even date on the standalone financial statements of Orient Bell Limited

The Annexure referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended March 31, 2021, we report that:

i) In respect of fixed assets comprising property, plant and equipment:

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

b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

c) According to the information and explanations given to us and the records examined by us, the title deeds of immovable properties (which are included under the head 'property, plant and equipment') held in the name of the Company are mortgaged with Banks for securing the long term borrowings and credit limits raised by the Company. In case of immovable properties that have been taken on lease and disclosed as property, plant and equipment in the financial statements, we report that the lease agreements are in name of the Company.

ii) On the basis of information and explanation provided by the Management, inventories, except for goods-in-transit, have been physically verified by the Management during the year at reasonable intervals. However, we were being informed that physical verification of clay was made on the basis of volume and density which is approximately correct. According to the information and explanations given to us, no material discrepancies were noticed on the aforesaid verification between the physical stocks and the book records.

iii) According to the information and explanations given to us, the Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii) (a) to (c) of the Order are not applicable.

iv) In our opinion and according to the information and explanations given to us, the Company has not entered into any transaction covered under Sections 185 and 186 of the Act. Accordingly, the provisions of clause 3(iv) of the Order are not applicable

v) In our opinion and according to the information and explanation given to us, since the Company has not accepted any deposits therefore the question of the compliance of any directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under does not arise.

vi) On the basis of available information and explanation provided to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Amendment Rules, 2014 dated December 31, 2014 (as amended from time to time) to the current operations carried out by the Company. Accordingly, the provisions of paragraph 3(vi) of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company.

vii) In respect to statutory dues:

a) The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales-Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Goods and Service Tax, cess and any other material statutory dues applicable to it with the appropriate authorities. Further there were no undisputed outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable.

b) According to the records of the Company examined by us and the information and explanations given to us, there were no dues of Income Tax or Sales Tax or Goods and Service Tax or Service Tax or Duty of Customs or Duty of Excise or Value Added Tax which have not been deposited on account of any dispute except the following, which have not been deposited on account of dispute:

Name of the Statute	Nature of Dispute	Amount involved (in ₹ in Lakh)	Amount Deposited (in ₹ in Lakh)	Period	Forum where dispute is pending
U.P. Vat Act	Entry tax and other dues	11.91	11.91	2000-01 & 2003-04	Allahabad High Court
U.P. Vat Act	Sales Tax Demand	25.96	20.32	2000-2001	Ghaziabad Tribunal
U.P. Vat Act	Entry tax and other dues	5.48	2.27	2002-03	Ghaziabad Tribunal

Name of the Statute	Nature of Dispute	Amount involved (in ₹ in Lakh)	Amount Deposited (in ₹ in Lakh)	Period	Forum where dispute is pending
U.P. Vat Act	Sales Tax Demand	0.69	0.34	2003-04	Allahabad High Court
U.P. Vat Act	Sales Tax Demand	10.99	-	2003-04	Allahabad High Court
U.P. Vat Act	Sales Tax Demand	41.70	22.75	2003-04	Allahabad High Court
U.P. Vat Act	Advance Agst Form C	10.02	1.02	2011-12	Tribunal Ghaziabad
U.P. Vat Act	Vehicle Seizure Order Hearing Notice	2.80	2.80	2013-14	Tribunal Ghaziabad
U.P. Vat Act	Vehicle Seizure Order Hearing Notice	1.56	1.56	2016-17	Deputy Commissioner Sikandrabad
U.P. Vat Act	Vehicle Seizure Order Hearing Notice	1.98	1.98	2016-17	Deputy Commissioner Sikandrabad
U.P. Vat Act	Vehicle Seizure Order Hearing Notice	2.03	2.03	2016-17	Deputy Commissioner Sikandrabad
U.P. Vat Act	Vehicle Seizure Order Hearing Notice	1.25	1.25	2016-17	Deputy Commissioner Sikandrabad
U.P. Vat Act	Vehicle Seizure Order Hearing Notice	1.25	1.25	2016-17	Deputy Commissioner Sikandrabad
U.P. Vat Act	Vehicle Seizure Order Hearing Notice	2.29	2.29	2016-17	Deputy Commissioner Sikandrabad
U.P. Vat Act	Vehicle Seizure Order Hearing Notice	0.70	0.70	2017-18	Deputy Commissioner Sikandrabad
U.P. Vat Act	Vehicle Seizure Order Hearing Notice	0.56	0.56	2017-18	Deputy Commissioner Sikandrabad
U.P. Vat Act	Vehicle Seizure Order Hearing Notice	10.52	10.52	2017-18	Deputy Commissioner Sikandrabad
Gujarat VAT	Sales Tax Demand	2.80	-	2010-11	Astt. Commissioner of Commercial Tax
Gujarat VAT	Sales Tax Demand	4.72	1.00	2006-07	Gujarat VAT Tribunal, Ahmedabad
Gujarat CST	VAT/CST Demand	5.08	2.52	2013-14	State Deputy Commissioner, Ahmedabad
Gujarat/ Mumbai Octroi	Mumbai MCD Octroi	0.37	-	2013-14	Dy. Assessor & Collection (Octroi), Mumbai
Gujarat CST/VAT	VAT/CST Demand	26.52	3.50	2010-11	VAT Tribunal, Ahmedabad
Gujarat CST/VAT	VAT/CST Demand	24.76	2.50	2016-17	Deputy Commissioner Vadodra
Gujarat CST/VAT	VAT/CST Demand	2.27	0.25	2017-18	Deputy Commissioner Vadodra

Name of the Statute	Nature of Dispute	Amount involved (in ₹ in Lakh)	Amount Deposited (in ₹ in Lakh)	Period	Forum where dispute is pending
A.P.VAT Act	Sales Tax demand	4.90	-	2005-06 & 2006-07	High Court of A.P.
A.P.VAT Act	Sales Tax Demand	21.37	10.68	2009-10	Commissioner (Appeal)
Kerala Vat Act	Sales Tax Demand	4.39	1.55	2005-06	Astt. commissioner, Ernakulum
Kerala Vat Act	Sales Tax Demand	26.39	-	2009-10	Astt. commissioner, Ernakulum
Kerala Vat Act	Sales Tax Demand	0.56	-	2008-09	Astt. commissioner, Ernakulum
Kerala Vat Act	BCL Kerala under Vat Act	1.15	-	2012-13	Commissioner (A) DC
Kerala Vat Act	OBL Kerala 12-13 under VAT Act	116.22	-	2012-13	Astt. commissioner, Ernakulum
Goa VAT Act	Sales Tax Demand	0.04	-	2008-09	Astt commissioner, Goa
Haryana Vat Act	Sales Tax Demand	1.21	-	2015-16	Commissioner (A)-Excise & Taxation Officer
Haryana Vat/CST Act	Sales Tax Demand	6.54	-	2014-15	ETO Sonepat
Haryana Vat/CST Act	Sales Tax Demand	205.59	-	2015-16	ETO Sonepat
Haryana Vat/CST Act	Sales Tax Demand	347.87	-	2016-17	ETO Sonepat
Mumbai VAT Department	BCL-Mumbai : Tax demand on Vehicle Sale	0.27	-	2006-07	VAT Officer
Delhi VAT- OBL	under CST Act' Self-Asst demand	0.10	-	2013-14	VAT Officer
Delhi VAT- OBL	under CST Act' Self-Asst demand	0.61	-	2014-15	VAT Officer
Delhi VAT- BCL	Sales Tax Demand	0.67	-	2006-07	VAT Officer
Delhi VAT- BCL	Sales Tax Demand	0.98	-	2006-07	VAT Officer
Delhi VAT	CST Act' Asst demand	1.12	1.12	2008-09	VAT Officer
Delhi VAT	CST Act' Asst demand	2.89	2.89	2009-10	VAT Officer
Delhi VAT	CST Act' Asst demand	2.47	-	2011-12	VAT Officer
Central Excise & Customs Act	Excise & other dues	2.32	-	Aug - 05	
to Apr - 10	Cestat, Ahmedabad				
Central Excise & Customs Act	Excise & other dues	50.39	3.78	2015-16	Appellate tribunal
Central Excise & Customs Act	Excise & other dues	21.54	-	2005-06	Cestat, Ahmedabad
Central Excise & Customs Act	Excise & other dues	1.36	-	May 2010 to March 2011	Superintendent Central Excise & Customs, Bharuch
Central Excise & Customs Act	Excise & other dues	17.42	1.74	June'13 to Oct'16	Commissioner Appeal, Vadodara
Central Excise & Customs Act	Excise & other dues	7.04	0.70	Nov'16 to Jun'17	Commissioner Appeal, Vadodara
Income Tax Act, 1961	Income Tax demand	17.29	-	AY:2009-10	ITAT, Bharuch
Income Tax Act, 1961	Income Tax demand	282.34	-	AY:2011-12	ITAT, Surat
Income Tax Act, 1961	Income Tax demand	52.37	-	AY:2016-17	ITAT, N. Delhi
Income Tax Act, 1961	Income Tax demand	5.22	-	AY:2017-18	CIT(Appeals), N. Delhi

viii) On the basis of information and explanation provided to us, the Company has not defaulted in repayment of loans and borrowings to financial institution and bank. The Company has not taken any loan from Government and also has not issued any debentures.

ix) The Company did not raise any money by the way of initial public or further public offer (including debt instruments) during the year. The Company has not taken any term loan during the year.

x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

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

xii) The Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.

xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable accounting standards.

xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Accordingly, provisions of clause 3 (xiv) of the order are not applicable.

xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act. Accordingly, provisions of clause 3 (xv) of the order are not applicable.

xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, provisions of clause3 (xvi) of the order are not applicable.

For B.R. Gupta & Co.
Chartered Accountants,
Firm Registration Number 008352N

(Deepak Agarwal)
Partner
Membership Number 073696
UDIN: 21073696AAAAAX9705

Place of Signature: New Delhi
Date: 13th May, 2021

Annexure 'B' to the Independent Auditors' Report of even date on the Standalone Financial Statements of Orient Bell Limited

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

We have audited the internal financial controls with reference to financial statements of Orient Bell Limited (**"the Company"**) as of March 31, 2021 in conjunction with our audit of the standalone 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 with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (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.

AUDITORS' 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 on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, 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 Institute of Chartered Accountants of India. Those Standards and the Guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system 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 control 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 control 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 standalone 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 control 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, 2021, based on "the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For B.R. Gupta & Co.
Chartered Accountants,
Firm Registration Number 008352N

(Deepak Agarwal)
Partner
Membership Number 073696
UDIN: 21073696AAAAAX9705

Place of Signature: New Delhi
Date: 13th May, 2021

Standalone Balance Sheet
As at March 31, 2021

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
Assets			
I. Non-Current Assets			
(a) Property, Plant and Equipment	4	20,051.94	22,426.04
(b) Capital Work-in-Progress	5	28.83	67.08
(c) Right-of-use assets	35	596.52	787.19
(d) Other Intangible Assets	6	33.38	54.66
(e) Financial Assets			
(i) Investments	7	572.00	572.00
(ii) Other Financial Assets	8	334.22	316.70
(f) Other Non Current Assets	9	189.36	86.90
(g) Non-current tax assets(net)	10	72.53	47.34
Total Non-Current Assets		**21,878.78**	**24,357.91**
Current Assets			
(a) Inventories	11	6,019.55	8,059.66
(b) Financial Assets			
(i) Trade Receivables	12	9,259.50	8,692.58
(ii) Cash and Cash Equivalents	13	75.87	11.46
(iii) Bank Balances other than Cash and Cash Equivalents	14	5,025.72	287.16
(iv) Other Financial Assets	8	20.87	26.73
(c) Other Current Assets	9	973.53	456.02
Total Current Assets		**21,375.04**	**17,533.61**
Total Assets		**43,253.82**	**41,891.52**
II. Equity And Liabilities			
Equity			
(a) Equity Share Capital	15	1,435.36	1,428.41
(b) Other Equity	16	23,302.68	22,407.92
Total Equity		**24,738.04**	**23,836.33**
Liabilities			
Non- Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	2,435.63	3,335.49
(ii) Lease Liabilities	35	613.50	785.22
(iii) Other Financial Liabilities	18	1,120.33	1,052.82
(b) Provisions	19	179.20	153.41
(c) Deferred Tax Liabilities (Net)	20	2,135.37	2,196.16
Total Non- Current Liabilities		**6,484.03**	**7,523.10**
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	-	602.42
(ii) Lease Liabilities	35	185.65	217.18
(iii) Trade Payables	21		
a) Total Outstanding Dues to Micro and Small Enterprises		785.11	-
b) Total Outstanding Dues to Parties Other than Micro and Small Enterprises		8,937.46	7,716.34
(iv) Other Financial Liabilities	18	755.54	1,227.30
(b) Other Current Liabilities	22	1,261.34	726.34
(c) Provisions	19	106.65	42.51
Total Current Liabilities		**12,031.75**	**10,532.09**
Total Equity and Liabilities		**43,253.82**	**41,891.52**
Summary of Significant Accounting Policies	3		
The accompanying notes are integral part of the financial statements.			

As per our Report of even date attached

For B.R. Gupta & Co.
Chartered Accountants
Firm's Registration Number 008352N

(Deepak Agarwal)
Partner
Membership Number 073696

For & on behalf of Board of Directors of Orient Bell Limited

(Madhur Daga)
Managing Director
DIN 00062149

(P. M. Mathai)
Director
DIN 05249199

(Aditya Gupta)
Chief Executive Officer

(Himanshu Jindal)
Chief Financial Officer

(Yogesh Mendiratta)
Company Secretary
ICSI Membership No 13615

Place of Signature: New Delhi
Date: May 13, 2021

Standalone Statement of Profit and Loss
For the year ended March 31, 2021

(All amounts in ₹ lakhs, unless otherwise stated)

	Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
I	**Revenue from Operations**	23	50,247.62	49,228.62
II	**Other Income**	24	186.39	524.86
III	**Total Income (I+II)**		**50,434.01**	**49,753.48**
IV	**Expenses**			
	(a) Cost of Materials Consumed	25	7,184.75	7,130.14
	(b) Purchases of Stock-in-Trade	26	15,062.80	16,355.61
	(c) Changes in Inventories of Finished Goods, Work in Progress and Stock in trade	27	1,886.50	144.10
	(d) Employee benefits expense	28	7,926.27	7,355.16
	(e) Finance costs	29	565.27	809.26
	(f) Depreciation and amortization expense	30	2,056.56	2,058.58
	(g) Other expenses	31	14,944.85	15,637.66
	Total expenses		**49,627.00**	**49,490.51**
V	**Profit/ (loss) before exceptional items and tax (III-IV)**		**807.01**	**262.97**
VI	**Exceptional Items**	31A	270.84	-
VII	**Profit/ (loss) before tax (V-VI)**		**1,077.85**	**262.97**
VIII	**Tax expense:**	32		
	(a) Current tax		476.80	184.65
	(b) Adjustment of tax relating to earlier periods		(4.18)	21.60
	(c) Deferred tax		(96.82)	(625.87)
	Total tax expense		**375.80**	**(419.62)**
IX	**Profit/(loss) for the year (VII-VIII)**		**702.05**	**682.59**
X	**Other Comprehensive Income**			
	(A) (i) Items that will not be reclassified proflt or loss			
	(a) Re-measurement gains/ (losses) on defined benefit plans		143.14	87.29
	(ii) Income tax on items that will not be reclassified proflt or loss		(36.03)	(21.97)
	(B) (i) Items that will be reclassified proflt or loss		-	-
	(ii) Income tax on items that will be reclassified proflt or loss		-	-
	Other comprehensive income for the year, net of tax		**107.11**	**65.32**
XI	**Total comprehensive income for the year, net of tax**		**809.16**	**747.91**
XII	**Earnings per share: (Face value ₹ 10 per share)**	33		
	1) Basic (amount in ₹)		4.90	4.78
	2) Diluted (amount in ₹)		4.86	4.73
	Summary of Significant Accounting Policies	3		

The accompanying notes are integral part of the financial statements.

As per our Report of even date attached

For B.R. Gupta & Co.
Chartered Accountants
Firm's Registration Number 008352N

For & on behalf of Board of Directors of Orient Bell Limited

(Deepak Agarwal)
Partner
Membership Number 073696

(Madhur Daga)
Managing Director
DIN 00062149

(P. M. Mathai)
Director
DIN 05249199

(Aditya Gupta)
Chief Executive Officer

(Himanshu Jindal)
Chief Financial Officer

(Yogesh Mendiratta)
Company Secretary
ICSI Membership No 13615

Place of Signature: New Delhi
Date: May 13, 2021

Standalone Statement of Cash Flows
For the year ended March 31, 2021

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars		For the year ended March 31, 2021	For the year ended March 31, 2020
Cash Flows From Operating Activities			
Profit Before Tax		1,077.85	262.97
Adjustments for:			
Depreciation and amortization		2,056.56	2,058.59
Interest Paid		479.31	805.81
Impact of effective interest rate adjustment on borrowings		85.96	9.04
Provision for employee benefit		85.60	151.71
Loss/(Gain) on sale of property, plant and equipment (including written off)		152.85	23.79
Government Grant Income Interest/GST Incentive		(50.00)	(60.18)
Interest on delayed payment of Taxes		-	3.45
Depreciation written back on capital subsidy		-	(0.40)
Unwinding of discount on deposits		(3.56)	(6.23)
Interest Income		(97.73)	(38.58)
Excess liability written back		-	(120.57)
Allowances for doubtful debts written back		-	(22.19)
Provision for Slow Moving of Inventories- Finished Goods		170.00	2.32
Provision for litigation		59.06	-
Allowances for doubtful debts		18.30	-
Allowances for doubtful advances		35.94	-
Bad Debts Written Off (net of recovered)		150.59	-
Operating Profit Before Working Capital Changes		**4,220.74**	**3,069.55**
Movement In Working Capital:			
Increase/(Decrease) in Trade Payables & Other Current Liabilities		2,108.70	126.44
Increase/(Decrease) in Other Long Term Liabilities		67.51	99.54
Increase/(Decrease) in Provisions		174.01	(26.02)
(Increase)/Decrease in Trade Receivables		(735.80)	2,951.10
(Increase)/Decrease in Inventories		1,870.11	483.75
(Increase)/Decrease in Other Current Assets and other bank balances		(5,191.86)	(137.43)
(Increase)/Decrease in Other Non-Current Assets		(181.10)	69.80
Cash Generated From Operations		**2,332.31**	**6,636.73**
Direct Tax paid (Net of Refunds)		(472.63)	(186.60)
Net Cash Inflow From/(Used In) Operating Activities	**(A)**	**1,859.68**	**6,450.13**
Cash Flows From Investing Activities			
Purchase of Property, Plant and Equipment and other intangible assets		(894.94)	(473.04)
Sale Proceeds of Property, Plant and Equipment		1,309.83	32.83
Interest Income		92.94	44.65
Net Cash From/ (Used In) Investing Activities	**(B)**	**507.83**	**(395.56)**

Standalone Statement of Cash Flows
For the year ended March 31, 2021

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars		For the year ended March 31, 2021	For the year ended March 31, 2020
Cash Flows From Financing Activities			
Proceeds from issue of share capital		6.95	3.55
Increase/ (Decrease) in Long Term & Short Term Borrowings		(1,502.28)	(4,982.11)
Repayment of lease liabilities		(203.25)	(194.88)
Dividend (including dividend distribution tax) Paid		(2.43)	(87.80)
Interest paid (net)		(602.10)	(792.52)
Net cash inflow from/(used in) Financing Activities	**(C)**	**(2,303.11)**	**(6,053.76)**
Net Increase (Decrease) In Cash And Cash Equivalents	**(A+B+C)**	**64.41**	**0.81**
Opening Balance of Cash and Cash Equivalents		11.46	10.65
Total Cash And Cash Equivalent (Note No. 13)		**75.87**	**11.46**
Components Of Cash And Cash Equivalents			
Cash on hand		5.31	8.09
With banks - on current account and deposits with banks		70.56	3.37
Total Cash and Cash equivalent (Note No. 13)		**75.87**	**11.46**

Note:

(a) Purchase of Property, Plant and Equipment includes cash flows of capital work-in-progress (including Capital Advances) and movement in Capital Expenditure Creditors during the year

(b) The cash flow statement has been prepared under indirect method as set out in Indian Accounting Standard (IND AS-7)

Summary of Significant Accounting Policies (Note No. 3)

The accompanying notes are integral part of the financial statements.

As per our Report of even date attached

For B.R. Gupta & Co.
Chartered Accountants
Firm's Registration Number 008352N

(Deepak Agarwal)
Partner
Membership Number 073696

Place of Signature: New Delhi
Date: May 13, 2021

For & on behalf of Board of Directors of Orient Bell Limited

(Madhur Daga)
Managing Director
DIN 00062149

(P. M. Mathai)
Director
DIN 05249199

(Aditya Gupta)
Chief Executive Officer

(Himanshu Jindal)
Chief Financial Officer

(Yogesh Mendiratta)
Company Secretary
ICSI Membership No 13615

Standalone Statement of Changes in Equity

For the year ended March 31, 2021

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Amount
A. Equity Share Capital	
Opening Balance as at April 01, 2019	1,424.86
Changes during the year	3.55
Opening Balance as at March 31, 2020	1,428.41
Changes during the year	6.95
Closing Balance as at March 31, 2021	**1,435.36**

B. Other Equity

Particulars	Reserve & Surplus							
	Capital Reserve	Security Premium	Capital Restructuring	Amalgamation Reserve	Share Options Outstanding Account	General Reserve	Retained earnings	Total equity
Balance as at April 01, 2019	**25.57**	**1,277.63**	**46.16**	**913.04**	**151.51**	**4,882.91**	**14,297.44**	**21,594.26**
Net Income/ Loss for the year	-	-	-	-	-	-	682.59	682.59
Add: Other comprehensive income *	-	-		-	-	-	65.32	65.32
Employee Stock Option Scheme	-	89.53	-	-	57.47	-	4.72	151.71
Final Dividend for the FY 18-19 (Refer Note 44)	-	-	-	-	-	-	(71.31)	(71.31)
Dividend Distribution Tax	-	-	-	-	-	-	(14.66)	(14.66)
Balance as at March 31, 2020	**25.57**	**1,367.16**	**46.16**	**913.04**	**208.98**	**4,882.91**	**14,964.10**	**22,407.92**
Balance as at April 01, 2020	**25.57**	**1,367.16**	**46.16**	**913.04**	**208.98**	**4,882.91**	**14,964.10**	**22,407.92**
Net Income/ Loss for the year	-	-	-	-	-	-	702.05	702.05
Add: Other comprehensive income *	-	-	-	-	-	-	107.11	107.11
Employee Stock Option Scheme	-	158.59	-	-	(72.99)	-	-	85.60
Balance as at March 31, 2021	**25.57**	**1,525.75**	**46.16**	**913.04**	**135.99**	**4,882.91**	**15,773.26**	**23,302.68**

* Represents Re-measurement of defined benefit plans (net)

Summary of Significant Accounting Policies (Note No. 3)

The accompanying notes are integral part of the financial statements.

As per our Report of even date attached

For B.R. Gupta & Co.
Chartered Accountants
Firm's Registration Number 008352N

For & on behalf of Board of Directors of Orient Bell Limited

(Deepak Agarwal)
Partner
Membership Number 073696

(Madhur Daga)
Managing Director
DIN 00062149

(P. M. Mathai)
Director
DIN 05249199

(Aditya Gupta)
Chief Executive Officer

(Himanshu Jindal)
Chief Financial Officer

(Yogesh Mendiratta)
Company Secretary
ICSI Membership No 13615

Place of Signature: New Delhi
Date: May 13, 2021

Notes to Standalone Financial Statements For the year ended March 31, 2021

NOTE 1: CORPORATE INFORMATION

Orient Bell Limited (hereinafter referred as the Company) was incorporated on May 18, 1977 and is engaged in the manufacturing, trading and selling of ceramic and floor tiles. The Company is a public limited company incorporated and domiciled in India and has its registered office at Sikandrabad, Uttar Pradesh, India. The Company has its primary listings on Bombay Stock Exchange Limited and the National Stock Exchange of India Limited.

The financial statement are approved by the Board of Directors in their Board Meeting held on May 13, 2021

NOTE 2: STATEMENT OF COMPLIANCE

The Financial Statements are prepared on an accrual basis under historical cost Convention except for certain financial instruments which are measured at fair value. These financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Companies Act, 2013, as applicable.

The accounting policies are applied consistently to all the periods presented in the financial statements.

Basis of Preparation and presentation

The financial statements have been prepared on the historical cost convention on accrual basis except for certain financial instruments which are measured at fair value, financial liabilities at amortized cost, employee stock option plans measured at fair value and employee's defined benefit plans measured as per actuarial valuation at the end of each reporting period, as explained in the relevant accounting policies mentioned. The financial statements are presented in ₹ Rupees, which is the functional currency of the Company and all values are rounded to the nearest lakh except otherwise stated.

Going Concern

The board of directors have considered the financial position of the Company at March 31, 2021, the projected cash flows and financial performance of the Company for at least twelve months from the date of approval of these financial statements as well as planned cost and cash improvement actions, and believe that the plan for sustained profitability remains on course. The board of directors have taken actions to ensure that appropriate long-term cash resources are in place at the date of signing the accounts to fund the Company's operations.

Recent Accounting Pronouncement

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. However, there is no such notification which would have been applicable from April 1, 2021.

New Accounting Pronouncements effective from April 1, 2020:

The following Ind As pronouncements pursuant to issuance of the Companies (Indian Accounting Standards) Amendment Rules 2020, were applied by the Company during the year:

- Amendment to Ind AS 103- Business Combinations
- Amendment to , Ind AS 39, Ind AS 107 and Ind AS 109- Interest Rate Benchmark Reform
- Amendment to Ind AS 116- Leases
- Amendment to Ind AS 1 and Ind AS 8- Definition of Material

None of the changes described above, or any of the other changes to the Ind AS, with the exception of Ind AS 16 (Leases), have a impact on the net worth, financial position, financial performance or on the cash flow of the Company.

NOTE 3: SIGNIFICANT ACCOUNTING POLICIES

a) Significant accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amount of revenues and expenses for the years presented. Actual results may differ from the estimates.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods affected.

Use of Estimates and Judgements

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. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur. Also, the company has made certain judgements in applying accounting policies which have an effect on amounts recognized in the financial statements.

Notes to Standalone Financial Statements For the year ended March 31, 2021

i) Income taxes

The Company is subject to income tax laws as applicable in India. Significant judgment is required in determining provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. Where tax positions are uncertain, accruals are recorded within income tax liabilities for management's best estimate of the ultimate liability that is expected to arise based on the specific circumstances and the Company's historical experience. Factors that may have an impact on current and deferred taxes include changes in tax laws, regulations or rates, changing interpretations of existing tax laws or regulations, future levels of research and development spending and changes in pre-tax earnings.

ii) Contingencies

Contingent Liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal and other claims. By virtue of their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgements and the use of estimates regarding the outcome of future events.

iii) Recoverability of deferred taxes

In assessing the recoverability of deferred tax assets, management considers whether it is probable that taxable profit will be available against which the losses can be utilised. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the projected future taxable income and tax planning strategies in making this assessment.

iv) Defined benefit plans

The present value of the gratuity and compensated absences are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the actuary considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

v) Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

vi) Leases

Where the Company is the lessee, key judgements include assessing whether arrangements contain a lease and determining the lease term. To assess whether a contract contains a lease requires judgement about whether it depends on a specified asset, whether the Company obtains substantially all the economic benefits from the use of that asset and whether the the Company has a right to direct the use of the asset. In order to determine the lease term judgement is required as extension and termination options have to be assessed along with all facts and circumstances that may create an economic incentive to exercise an extension option, or not exercise a termination option. The Company revises the lease term if there is a change in the non-cancellable period of a lease. Estimates include calculating the discount rate which is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Where the The Company is the lessor, the treatment of leasing transactions is mainly determined by whether the lease is considered to be an operating or finance lease. In making this assessment, management looks at the substance of the lease, as well as the legal form, and makes a judgement about whether substantially all of the risks and rewards of ownership are transferred.

Notes to Standalone Financial Statements For the year ended March 31, 2021

Arrangements which do not take the legal form of a lease but that nevertheless convey the right to use an asset are also covered by such assessments.

The management's estimates and assessments were based in particular on assumptions regarding the development of the economy as a whole, the development of tiles markets, and the development of the basic legal parameters.

b) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

Assets:

An asset is treated as current when it is:

i) Expected to be realised or intended to be sold or consumed in normal operating cycle.

ii) Held primarily for the purpose of trading

iii) Expected to be realised within twelve months after the reporting period, or

iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

Liabilities:

A liability is current when:

(i) It is expected to be settled in normal operating cycle

(ii) It is held primarily for the purpose of trading

(iii) It is due to be settled within twelve months after the reporting period, or

(iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle: The operating cycle is the time between the acquisition of assets / liabilities for processing and their realisation / payment in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

c) Property, Plant and Equipment (PPE)

Property, plant and equipment and capital work in progress are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Such cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct services, any other costs directly attributable to bringing the assets to its working condition for their intended use and cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met.

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss within other income / expense (as applicable).

Items of stores and spares that meet the definition of property, plant and equipment are capitalised at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

Subsequent costs: The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item of property, plant and equipment, if it is probable that the future economic benefits embodied within the part will flow to the Company, its cost can be measured reliably with the carrying amount of the replaced part getting derecognised and there is increase of future benefits from the existing asset beyond previously assessed standard of performance. The cost for day-to-day servicing of property, plant and equipment are recognised in statement of profit and loss as and when incurred.

Decommissioning Costs : The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Capital work in progress: Capital work in progress comprises the cost of property, plant and equipment that are not ready for their intended use at the reporting date.

The Company had applied for the one time transition exemption of considering the carrying cost on the transition date i.e. 1st April, 2016 as the deemed cost under Ind AS.

Depreciation : Depreciation on PPE are provided to the extent of depreciable amount on straight line basis (SLM). Depreciation is provided at the rates and in the manner prescribed in Schedule II to the Companies Act, 2013 except on certain assets, where useful life has been taken based on external / internal technical evaluation which is given below in table. Leasehold Land and Leasehold Improvements are amortised over the lease term

Notes to Standalone Financial Statements For the year ended March 31, 2021

or useful life of assets whichever is lower. The residual values, useful lives are reviewed at each financial year end and adjusted appropriately.

Particulars	Useful life as per Schedule II of Companies Act, 2013 (Years)	Management Estimate of Useful Life (Years)*
Buildings *	30 year	5 & 30 years
Plant and Machinery *		
Moulds	25 years	5 years
Punches	25 years	5 years
Steel Pallets	18 years	5 years
Digital Machine, Polishing Machine, Gas Engine and DG Sets	25 years	10 years
Others	25 years	25 years
Office Equipment *		
Mobiles	5 years	3 years

*For these classes of assets, based on internal assessment by technical team, the Management believes that the useful lives as given above best represent the period over which the Management expects to use these assets. Hence the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013.

d) Intangible Assets

Recognition and measurement

Intangible assets that are acquired by the Company are measured initially at cost. Intangible assets with finite useful lives are measured at cost less accumulated amortisation and accumulated impairment losses, if any.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

Amortisation

All expenditures, qualifying as Intangible Assets are amortized over estimated useful life. Specialized softwares are amortized over a period of 3 years or license period whichever is earlier. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

The Company had applied for the one time transition exemption of considering the carrying cost on the transition date i.e. 1st April, 2016 as the deemed cost under Ind AS.

e) Borrowing Costs

Borrowing costs consists of interest and amortization of ancillary costs that an entity incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the interest cost.

f) Foreign Currency Transaction

Functional and presentational currency

The Company's financial statements are presented in Indian Rupees (₹ in lakh) which is Company's functional currency and also the presentational currency. Functional currency is the currency of the primary economic environment in which a Company operates and is normally the currency in which the Company primarily generates and expends cash.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at the functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement or translation of monetary items are recognised in statement of profit and loss.

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

Advances received or paid in foreign currency are recognised at exchange rate on the date of transaction and are not retranslated.

g) Revenue Recognition

The Company derives revenues primarily from sale of manufactured goods and traded goods

Revenue from contracts with customers:

- Revenue is recognized on the basis of approved contracts regarding the transfer of goods or services to a customer for an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services.

Notes to Standalone Financial Statements For the year ended March 31, 2021

- Revenue is measured at the fair value of consideration received or receivable taking into account the amount of discounts, incentives, volume rebates, outgoing taxes on sales. Any amounts receivable from the customer are recognised as revenue after the control over the goods sold are transferred to the customer which is generally on dispatch of goods.

- Variable consideration - This includes incentives, volume rebates, discounts etc. It is estimated at contract inception considering the terms of various schemes with customers and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. It is reassessed at the end of each reporting period.

- Significant financing component - Generally, the Company receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised goods or services to the customer and when the customer pays for that goods or services will be one year or less.

Use of significant Judgements in Revenue Recognition

- Judgement is required to determine the transaction price for the contract. The transaction price could be either a fixed amount of consideration or variable consideration with elements such as volume discounts, price concessions, incentives etc. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period.

- The Company estimates variable considerations to be included in the transaction price for the sale of goods with volume rebates.

  The Company's expected volume rebates are analysed on a per customer basis. Determining whether a customer will be entitled to rebate will depend on the customer's historical rebates entitlement and accumulated purchases to date. The Company updates its assessment of volume rebates on regular basis.

- The Company assesses its revenue arrangements against specific recognition criterias like exposure to the significant risks and rewards associated with the sale of goods.When deciding the most appropriate basis for presenting revenue or costs of revenue, both the legal form and substance of the agreement between the Company and its customers are reviewed to determine each party's respective role in the transaction.

Other Operating Revenue

Dividend income is recognized when the right to receive payment is established.

Income, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset

Claims receivables on account of insurance are accounted for to the extent the Company is reasonably certain of their ultimate collection.

h) Inventories

Items of inventories are measured at lower of cost and net realizable value after providing for obsolescence, wherever considered necessary. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition. The cost of various components of inventory is determined as follows;-

Raw Materials, Stores, Spares and Packing Material	Cost includes purchase price, non refundable duties, taxes and all other costs incurred in bringing the inventories to their present location. Cost is determined on Weighted Average basis.
Stocks-in-process and Finished Goods	Cost includes material cost and also includes an appropriate portion of allocable overheads. Cost is determined on Weighted Average basis.
Traded Goods	Cost includes purchase cost, duties, taxes and all other costs incurred in bringing the inventory to their present location. Cost is determined on Weighted Average basis.

i) Leases

Effective 01 April 2019, the Company has adopted Indian Accounting Standard 116 (Ind AS 116) -'Leases' The effect on adoption of Ind-AS 116 was insignificant.

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Notes to Standalone Financial Statements For the year ended March 31, 2021

Company as a lessee

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Company as Lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term.

j) Employee's Benefits

Short Term Employee Benefits: All employee benefits expected to be settled wholly within twelve months of rendering the service are classified as short-term employee benefits. When an employee has rendered service to the Company during an accounting period, the Company recognises the undiscounted amount of short-term employee benefits expected to be paid in exchange for that service as an expense unless another Ind AS requires or permits the inclusion of the benefits in the cost of an asset. Benefits such as salaries, wages and short-term compensated absences, bonus and ex-gratia etc. are recognised in Statement of Profit and Loss in the period in which the employee renders the related service.

Defined Contribution Plan

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions to a statutory authority and thereafter, will have no legal or constructive obligation to pay further amounts. Provident Fund and Employee State Insurance Schemes are defined contribution scheme and contributions paid / payable are recognised as an expense in the statement of profit and loss during the year in which the employee renders the related service.

Defined Benefit Plan

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

Notes to Standalone Financial Statements For the year ended March 31, 2021

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount based on the respective employee's salary and the tenure of employment. The Company accounts for the liability for gratuity benefits payable in future based on an independent actuarial valuation report using the projected unit credit method as at the year end.

The obligations are measured at the present value of the estimated future cash flows. The discount rate is generally based upon the market yields available on Government bonds at the reporting date with a term that matches that of the liabilities.

Re-measurements, comprising actuarial gains and losses including, the effect of the changes to the asset ceiling (if applicable), is reflected immediately in Other Comprehensive Income, they are included in retained earnings in the Statement of Changes in Equity and Balancesheet. All other expenses related to defined benefit plans are recognised in statement of profit and loss as employee benefit expenses. Gains or losses on the curtailment or settlement of any defined benefit plan are recognised when the curtailment or settlement occurs.

Other Long Term Benefits

Long term compensated absences are provided for on the basis of actuarial valuation, using the projected unit credit method, at the end of each financial year. Actuarial gains / loss are recognised in Statement of Profit & Loss. On the basis of companies policy, compensated absences upto 50 days (60 days in case of Dora worker and 30 days in case of SKD workers) are recognised as long term employee benefit & compensated absences beyond 60/50/30 days as may be applicable, shall lapse after the end of financial year.

Employees Share Based Payment

Employees (including senior executives) of the Company receive component of remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled Transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

Termination Benefits

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Company recognises termination benefits at the earlier of the following dates: (a) when the Company can no longer withdraw the offer of those benefits; and (b) when the Company recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of terminations benefits.

k) Provisions, Contingent liabilities and Contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the 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 recognised as a finance cost.

Contingent liability is disclosed in the case of;

i) a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle obligation;

ii) a present obligation arising from past events, when no reliable estimate is possible.

Contingent assets are neither recognised nor disclosed. However,when realisation of income is virtually certain, related asset is recognised.

Provision, contingent liabilities and contingent assets are reviewed at each balance sheet date and adjusted where necessary to reflect the current best estimate of obligation or asset.

Notes to Standalone Financial Statements For the year ended March 31, 2021

l) Financial Instruments

A financial instrument is a contract that gives rise to a financial asset for one entity and a financial liability or equity instrument for another entity. Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

1) Initial recognition and measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset is initially recognised at fair value. In case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

2) Classification and Subsequent measurement

(a) Financial Assets

For purposes of subsequent measurement, financial assets are classified in following categories:

- Financial Asset carried at amortised cost
- Financial Asset at fair value through other comprehensive income (FVTOCI)
- Financial Asset at fair value through profit and loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

- Financial Asset carried at amortised cost

  A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset 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.

- Financial Asset at fair value through other comprehensive income (FVTOCI)

  A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling 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.

- Financial Asset at fair value through profit and loss (FVTPL)

  A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

- Equity investment in Associates

  Investments representing equity interest in associates are carried at cost less any provision for impairment. Investments are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable.

  The Company had elected for one time Ind AS 101 exemption and adopted the fair value of ₹ 10 of its investment in equity shares of its associates as its deemed cost as at the date of transition.

De-recognition

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognised (i.e. removed from the Company's Balance Sheet) when:

(i) The contractual rights to receive cash flows from the asset has expired, or

(ii) The Company has transferred its contractual rights to receive cash flows from the financial asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangements and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

(b) Financial Liabilities

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at amortised cost
- Financial liabilities at fair value through profit and loss (FVTPL)

Notes to Standalone Financial Statements For the year ended March 31, 2021

Financial liabilities at Amortized cost

Loans and borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to the borrowings.

De-recognition

A financial liability is derecognised 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 (if any) in the respective carrying amounts is recognised in the statement of profit and loss.

(c) Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

m) Impairment of Financial Assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgments in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

n) Impairment of Non-Financial Assets

The carrying amounts of the Company's non-financial assets, are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit ('CGU') is the greater of its value in use or its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets ('CGU').

An impairment loss is recognized, if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount and is recognised in statement of profit and loss.

Impairment losses recognised in prior periods are assessed at end of each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

o) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

(i) In the principal market for the asset or liability, or

(ii) 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 categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

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

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

Notes to Standalone Financial Statements For the year ended March 31, 2021

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

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

p) Taxes on Income

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income (OCI) or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets are offset against current tax liabilities if, and only if, a legally enforceable right exists to set off the recognised amounts and there is an intention either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses (if any). Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and is adjusted to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Minimum Alternate Tax

Minimum Alternate Tax (MAT) paid in the year is charged to the Statement of Profit and Loss as current tax. The Company recognises MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which Company recognises MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternate Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the Statement of Profit and Loss and shown as ""MAT Credit Entitlement "". The Company reviews the ""MAT Credit Entitlement"" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

In accordance with Ind AS 12 Company is grouping MAT credit entitlement with Deferred Tax Assets / Liability (Net).

q) Government Grants and Subsidies

Government grants are recognised when there is a reasonable assurance that the same will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised in the Statement of Profit and Loss by way of a deduction to the related expense on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income on a systematic basis over the expected useful life of the related asset.

Government grants, that are receivable towards capital investments under State Investment Promotion Scheme, are recognised in the Statement of Profit and Loss in the period in which they become receivable.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset.

Notes to Standalone Financial Statements For the year ended March 31, 2021

r) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash balance on hand, cash balance at banks and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

s) Earnings per share (EPS)

In determining earnings per share, the Company considers the net profit after tax and includes the post tax effect of any extra ordinary items.

- Basic earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.
- For the purpose of calculating Diluted Earning per share, the number of shares comprises of weighted average shares considered for deriving basic earning per share and also the weighted average number of equity share which could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. A transaction is considered to be antidilutive if its effect is to increase the amount of EPS, either by lowering the share count or increasing the earnings.

t) Segment Reporting

The Company has the policy of reporting the segments in a manner consistent with the internal reporting provided to the chief decision maker. The chief decision maker is considered to be the Board of Directors who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments.

Notes to Standalone Financial Statements For the year ended March 31, 2021

NOTE 4 : PROPERTY, PLANT AND EQUIPMENT

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Land-Freehold	Land-Leasehold	Buildings	Leasehold Improvements	Plant and Equipment	Furniture and Fixures	Vehicles	Office Equipment	Electrical Installations & Equipment	Computers	Total
Gross Carrying Amount :											
As at April 01, 2019	5,852.01	183.60	6,423.56	441.02	15,253.15	47.62	302.34	83.76	51.41	99.00	28,737.47
Add: Additions made during the year	-	-	72.52	36.95	252.27	-	54.67	22.07	1.77	15.40	455.65
Less: Disposals/adjustments during the year **	-	-	-	-	42.19	0.73	63.61	0.74	0.37		107.63
As at March 31, 2020	**5,852.01**	**183.60**	**6,496.09**	**477.97**	**15,463.24**	**46.89**	**293.40**	**105.09**	**52.81**	**114.39**	**29,085.49**
Add: Additions made during the year	-	-	41.17	154.12	620.34	0.85	-	34.96	22.17	44.19	917.81
Less: Disposals/adjustments during the year	1,358.75	-	2.12	-	73.65	12.59	81.23	11.27	2.74	7.51	1,549.86
As at March 31, 2021	**4,493.26**	**183.60**	**6,535.14**	**632.10**	**16,009.92**	**35.15**	**212.17**	**128.78**	**72.25**	**151.07**	**28,453.44**
Accumulated Depriciation :											
As at April 01, 2019	**-**	**8.22**	**741.67**	**180.42**	**3,729.50**	**17.62**	**75.66**	**49.45**	**12.80**	**51.46**	**4,866.81**
Add: Depreciation charge for the year	-	2.74	285.89	75.80	1,378.44	5.46	39.31	12.40	5.65	24.32	1,830.01
Less: Disposals/adjustments during the year **	-	-	-	-	5.09	0.23	31.62	0.31	0.12	-	37.37
As at March 31, 2020	**-**	**10.96**	**1,027.56**	**256.22**	**5,102.84**	**22.85**	**83.34**	**61.54**	**18.33**	**75.78**	**6,659.45**
Add: Depreciation charge for the year	-	2.74	286.11	90.85	1,367.42	4.60	35.03	13.75	7.21	21.52	1,829.23
Less: Disposals/adjustments during the year	-	-	0.81	-	23.40	7.15	42.47	7.17	1.28	4.89	87.18
As at March 31, 2021	**-**	**13.70**	**1,312.87**	**347.07**	**6,446.86**	**20.30**	**75.90**	**68.12**	**24.26**	**92.41**	**8,401.50**
Net Carrying Amount :											
As at March 31, 2021	**4,493.26**	**169.90**	**5,222.28**	**285.03**	**9,563.06**	**14.86**	**136.27**	**60.65**	**47.98**	**58.66**	**20,051.94**
As at March 31, 2020	**5,852.01**	**172.64**	**5,468.53**	**221.75**	**10,360.39**	**24.04**	**210.06**	**43.55**	**34.48**	**38.61**	**22,426.04**

(a) Disposals/adjustments during the year of Land-Freehold represents resumption of land (acquired from Andhra Pradesh Industrial Infrastructure Corporation Limited (APIIC) at Industrial Park, Phase-II, Peddapuram, East Godavari District, Andhra Pradesh)) on execution of deed of cancellation of allotment of the said land of amounting to ₹ 1,358.75 Lakh by the company where the company has received a refund of ₹ 1,275.05 Lakh from APIIC. Accordingly, the company has booked a loss of ₹.83.70 lakh on such resumption.

(b) Refer Note No-17, for Information on Property, Plant and Equipment pledged as security by the Company.

**Adjustment in Plant & Equipment under gross carrying amount and accumulated depreciation of ₹ 14.82 Lakh and ₹ 0.40 Lakh respectively represents capital subsidy receivable (Refer Note 24(a))

Notes to Standalone Financial Statements For the year ended March 31, 2021

NOTE 5 : CAPITAL WORK IN PROGRESS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Balance at the beginning of year	67.08	102.15
Add: Additions during the year	28.83	-
Less: Disposals/adjustments during the year	67.08	35.07
Balance at the end of year	**28.83**	**67.08**

a) Breakup of Capital Work in Progress is as follows:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Buildings	-	0.54
Plant and Equipment	-	66.54
Computer Systems - Hardware	28.83	-
	28.83	**67.08**

NOTE 6 : OTHER INTANGIBLE ASSETS

Particulars	Computer Software	Website Development	Total
Gross Carrying Amount :			
As at April 01, 2019	**32.24**	-	32.24
Add: Additions during the year	**-**	49.51	49.51
Less: Disposals / adjustments during the year	**-**	-	-
As at March 31, 2020	**32.24**	**49.51**	**81.75**
Add: Additions during the year	-	-	-
Less: Disposals / adjustments during the year	-	-	-
As at March 31, 2021	**32.24**	**49.51**	**81.75**
Amortisation and impairment			
As at March 31, 2019	**20.67**	**-**	**20.67**
Add: Amortisation charge for the year	6.38	0.05	6.42
Less: On disposals / adjustments during the year	-	-	-
As at March 31, 2020	**27.05**	**0.05**	**27.09**
Add: Amortisation charge for the year	5.19	16.09	21.28
Less: On disposals/adjustments during the year	-	-	-
As at March 31, 2021	**32.24**	**16.14**	**48.37**
Net carrying amount			
As at March 31, 2021	**0.00**	**33.38**	**33.38**
As at March 31, 2020	**5.19**	**49.47**	**54.66**

Notes to Standalone Financial Statements For the year ended March 31, 2021

NOTE 7 : NON-CURRENT INVESTMENTS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Investment in Equity Shares of Associates (carried at cost)		
Unquoted		
3,120,000 (March 31, 2020 : 3,120,000) Equity Shares of Proton Granito Private Limited of ₹ 10 each, fully paid up	312.00	312.00
2,600,000 (March 31, 2020: 2,600,000) Equity Shares of Corial Ceramic Private Limited of ₹ 10 each, fully paid up	260.00	260.00
	572.00	**572.00**
a) Aggregate value of unquoted investments	572.00	572.00

b) Information about Associates

(All amounts in ₹ lakhs, unless otherwise stated)

Name of the Company, Country of Incorporation, Principal Activities	Proportion (%) of equity interest	
	As at March 31, 2021	As at March 31, 2020
i) Proton Granito Private Limited, India, Manufacturing of Vitrified products	19.50%	19.50%
ii) Corial Ceramic Private Limited, India, Manufacturing of Ceramic products	26.00%	26.00%

NOTE 8 : OTHER FINANCIAL ASSETS

(Unsecured,considered good unless otherwise stated)

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Non-Current		Current	
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020
Security Deposits (Refer to note 'a' and 'b' below)	334.22	316.70	-	10.64
Interest accrued on security deposits	-	-	13.95	13.86
Interest accrued on fixed deposits	-	-	6.92	2.23
	334.22	**316.70**	**20.87**	**26.73**

a) The Company has determined its security deposits are not in the nature of loans and accordingly have been classified as part of other financial assets.

b) Out of the above security deposit ₹ 10 lakh (March 31, 2020: ₹ 10 Lakh) pertains to the related parties.

Notes to Standalone Financial Statements For the year ended March 31, 2021

NOTE 9 : OTHER ASSETS

(All amounts in ₹ lakhs, unless otherwise stated)

(Unsecured, considered good, unless otherwise stated)	Non-Current		Current	
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020
Capital Advances	159.39	20.35	-	-
Balance with Government Authorities				
- Considered Good	20.92	53.59	37.72	30.49
- Considered Doubtful	35.94	-	-	-
Advances to Employees	-	-	12.80	24.62
Advances to Suppliers	-	-	303.02	56.14
Subsidy Recoverable	-	-	125.00	75.00
Gratuity Fund (Refer Note 34)	-	-	413.25	170.34
Prepaid Expenses	9.05	12.96	81.74	99.12
Export Incentive Receivable	-	-	-	0.31
	225.30	86.90	973.53	456.02
Less: Allowances for doubtful advances	35.94	-	-	-
	189.36	**86.90**	**973.53**	**456.02**

NOTE 10 : NON-CURRENT TAX ASSETS(NET)

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Provision for Income Tax {Net of Advance Tax ₹ 497.70 lakh (March 31, 2020 : ₹ 231.99 lakh)}	72.53	47.34
	72.53	**47.34**

NOTE 11: INVENTORIES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Raw Materials	855.45	743.94
Work In Progress	147.64	167.15
Finished Goods	3,822.50	5,908.36
Stock-in Trade	408.92	190.05
Stores and Spares	866.97	924.62
Goods In Transit-Stores & Spares	11.94	58.96
Packing Material	129.02	119.47
	6,242.44	**8,112.55**
Less Provisions for Slow and Non moving Inventories - Finished Goods and Stores and Spares	222.89	52.89
	6,019.55	**8,059.66**

a) Refer Note No-17, for Information on above assets being pledged as security by the Company

b) For mode of valuation Refer Note 3(h).

Notes to Standalone Financial Statements For the year ended March 31, 2021

NOTE 12 : TRADE RECEIVABLES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars		As at March 31, 2021	As at March 31, 2020
- Considered Good - Secured	(A)	303.72	332.24
- Considered Good - Unsecured		8,995.30	8,381.56
Less: Allowance for Expected Credit Loss		39.52	21.22
	(B)	8,955.78	8,360.34
	(A+B)	**9,259.50**	**8,692.58**

a) The Company has no trade receivables which have significant increase in credit risk and trade receivables which are credit impaired. (Refer Note 43)

b) No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person.

c) Nor any trade or other receivable are due from firms or private companies in which any director is a partner, director or a member.

d) Trade receivables are generally on terms of not more than 90 days.

e) Refer Note 17, for Information on above assets being pledged as security by the Company

NOTE 13 : CASH AND CASH EQUIVALENTS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Balances with Banks:		
- Current Account	-	3.37
- Cash Credit Account	70.56	-
Cash on Hand	1.77	4.61
Foreign Cash on Hand	3.54	3.48
	75.87	**11.46**

a) Refer Note 17, for Information on above assets being pledged as security by the Company

b) For the purpose of the statement of cash flow, the cash and cash equivalent are same given above.

NOTE 14 : BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Earmarked balances with banks		
- Unpaid Dividend Account (Refer note 'a' below)	7.72	10.16
- Deposits with original maturity of less than 3 months (Refer note 'b' below)	3,190.00	-
- Deposits with original maturity of more than 3 months but less than 12 months (Refer note 'b' below)	1,828.00	277.00
	5,025.72	**287.16**

a) Unpaid Dividend Accounts are restricted accounts and hence are re-classified from cash & cash equivalent to other bank balance as at March 31, 2021.

b) Fixed Deposits with a carrying amount of ₹ 5,018.00 Lakh (March 31, 2020: ₹ 277.00 Lakh) are subject to first charge to secure the Company's loans from banks.

Notes to Standalone Financial Statements For the year ended March 31, 2021

NOTE 15 : EQUITY SHARE CAPITAL

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Authorised		
40,000,000 (March 31, 2020: 40,000,000) Equity Shares of ₹ 10 each*	4,000.00	4,000.00
	4,000.00	**4,000.00**
Issued, subscribed and fully paid up		
14,353,576 (March 31, 2020: 14,284,076) equity shares of ₹ 10 each*	1,435.36	1,428.41

a) Reconciliation of Issued and Subscribed Share Capital:

Particulars	No. of shares*	Amount
Balance as at April 1, 2019	1,42,48,576	1,424.86
Add: ESOP shares issued during the year (Refer Note 41)	35,500	3.55
Balance as at March 31, 2020	1,42,84,076	1,428.41
Add: ESOP shares issued during the year (Refer Note 41)	69,500	6.95
Balance as at March 31, 2021	**1,43,53,576**	**1,435.36**

b) Terms/ rights attached to equity shares:

The company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. During the year ended March 31, 2021, the amount of per share dividend proposed as distributions to equity shareholders was ₹ 0.50 per share (March 31, 2020: NIL). In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Details of Shareholders Holding More than 5% Shares In the Company

Name of Party	As at March 31, 2021		As at March 31, 2020	
	No. of shares	Holding %	No. of shares	Holding %
Mr. Mahendra K Daga	32,40,062	22.57%	31,52,761	22.07%
Mr. Madhur Daga	13,17,933	9.18%	12,97,417	9.08%
Good Team Investment & Trading Company Private Limited	24,07,499	16.77%	23,88,973	16.72%
Mrs. Sarla Daga	7,45,867	5.20%	-	-

Note 15A : Preference Share Capital

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Authorised		
15,000,000 (March 31, 2020: 15,000,000) Non Convertible Redeemable Cumulative Preference Shares of ₹ 10 each*	1,500.00	1,500.00
	1,500.00	**1,500.00**

* Number of Shares are given in absolute numbers.

Notes to Standalone Financial Statements For the year ended March 31, 2021

NOTE 16 : OTHER EQUITY

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Capital Reserve	25.57	25.57
Securities Premium	1,525.75	1,367.16
Capital Restructuring	46.16	46.16
Amalgamation Reserve	913.04	913.04
Share Options Outstanding Account	135.99	208.98
General Reserve	4,882.91	4,882.91
Retained Earnings	15,773.26	14,964.10
	23,302.68	**22,407.92**

Note:

i) For Movement during the period in Other Equity, refer “Statement of Change in Equity”.

ii) Nature and Purpose of Other Reserves

a) Capital Reserves

Capital Reserve was carried forward under the previous GAAP from the books of amalgmating company at the time of Amalgamation.

b) Security Premium

The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium reserve. The reserve will utilised in accordance with provisions of the companies Act 2013.

c) Capital Restructuring

Capital Restructuring reserve was carried forward under the previous GAAP from the books of amalgmating company at the time of Amalgamation.

d) Amalgamation Reserve

Amalgamation reserve was created under the previous GAAP on the basis of scheme of amalgamation of Bell Ceramics Limited with the Company as approved by the High Court of Allahabad and Gujarat in the year ended March 31, 2012.

e) Share Options Outstanding Account

The Company has stock option schemes under which options to subscribe for the Company’s shares have been granted to certain employees including key management personnel. The Share Options Outstanding Account is used to recognise the value of equity-settled share-based payments provided to employees, as part of their remuneration. The fair value of the equity-settled share based payment transactions with employees is recognised in Statement of Profit and Loss with corresponding credit to Employee Stock Options Outstanding Account.

f) General Reserve

The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act 1956. Mandatory transfer to general reserve is not required under the Companies Act 2013.

g) Retained Earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. All the profits made by the Company are transferred to retained earnings from statement of profit and loss. However retained earnings includes ₹ 4,443.29 Lakh (March 31, 2020 : ₹ 4,496.02 Lakh) on account of amount transferred from revaluation reserve which is not available for distribution.

Notes to Standalone Financial Statements For the year ended March 31, 2021

NOTE 17 : BORROWINGS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Non-Current		Current	
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020
Long Term:				
Secured Loans				
Term Loan				
From Banks				
Corporate loans	935.63	1,819.31	746.20	1,044.06
Vehicle loans	-	14.39	-	23.70
From Financial Institution				
Corporate loans	-	-	-	99.86
Vehicle loans	-	1.79	-	10.27
Unsecured Loans				
Term Loan From:				
- From Related Parties (Refer Note "f" below)	1,500.00	1,500.00	-	-
	2,435.63	3,335.49	746.20	1,177.90
Less: Amount disclosed under the head "Other Financial Liabilities" (refer note 18)	-	-	746.20	1,177.90
	2,435.63	**3,335.49**	**-**	**-**
Short Term:				
Secured Loans				
Cash Credit Facilities From Banks			-	602.42
			-	602.42

a) For Interest rate and Liquidity risk related disclosures, refer note 43.

b) The Nature of Security for Term Loan are :

i) The above Secured Loans, ₹ 1,681.82 Lakh (March 31, 2020: ₹ 3,013.38 Lakh) are secured by way of first pari passu charge on entire fixed assets excluding assets having specific charge, both present and future, and collaterally by way of second pari passu charge on the current assets of the Company.

ii) Vehicle loans were secured by way of hypothecation of respective vehicles with the various bankers and financial institution.

c) The Nature of Security for Cash Credit Facility are :

i) The above Cash Credit facility of ₹ NIL (March 31, 2020: ₹ 602.42 Lakh) are primarily secured by way of first pari passu charge on entire current assets of the Company and collaterally by way of second pari passu charge on the entire fixed assets excluding assets having specific charge, both present & future.

ii) These cash credit facility carries interest rate ranges from 8.00% to 10.50% per annum

Notes to Standalone Financial Statements For the year ended March 31, 2021

d) Maturity Profile- Secured Term Loans

Maturity profile of Secured Term Loans is as set out below :	2021-22	2022-23	Beyond 2022-23
Term loan from the bank is repayable in quarterly installments	**746.20**	**748.23**	**187.41**

e) The term loan(s) carries rate of interest ranging between 7.55% to 12.10% per annum.

f) In respect of unsecured loan :

From related parties: This will be repaid after the payment of entire term loans of bank. Interest rate carries at the rate of 9.5%.p.a.

NOTE 18 : OTHER FINANCIAL LIABILITIES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Non-Current		Current	
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020
Current Maturities of Long Term borrowings (Refer Note 17)	-	-	746.20	1,177.90
Trade Deposits (Refer note 'a' & 'b' below)	1,097.37	1,018.46	-	-
Earnest Money Received from Employees	22.96	34.36	-	0.54
Security From Employees	-	-	1.62	1.88
Interest Accrued but not due on Borrowings	-	-	-	36.83
Unpaid Dividends (Refer Note 'c' below)	-	-	7.72	10.16
	1,120.33	**1,052.82**	**755.54**	**1,227.30**

a) Trade deposits are repayable on cessation of business transaction with dealers. The trade deposits carry rate of interest @ 7% to 10% per annum.

b) Trade deposits are not in the nature of borrowings and hence are grouped under Other Financial Liabilities as at March 31, 2021 and March 31, 2020.

c) There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as March 31, 2021 (March 31, 2020: Nil,).

NOTE 19 : PROVISIONS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Non-Current		Current	
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020
Provision for Employee Benefits				
Compensated Absenses (Refer Note 34)	179.20	153.41	47.59	42.51
Other Provisions				
Provision for litigation (Refer Note (a) below)	-	-	59.06	-
	179.20	**153.41**	**106.65**	**42.51**

Notes to Standalone Financial Statements For the year ended March 31, 2021

(a) Movement in provision for litigation **

During the year, the company has recorded a provision of ₹ 59.06 Lakh (March 31, 2020: NIL) for various litigations resulting from matters, which are under litigation/dispute. The company has also reversed provision of NIL (March 31, 2020: NIL) due to the settlement of certain disputes for which provision was no longer required. The details of provisions are given below:-

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
At the beginning of the year	-	-
Provision made during the year	59.06	-
Provision utilised during the year	-	-
Reversal during the year	-	-
At the end of the year	**59.06**	**-**

** Provision for litigation represents pending disputes with central goods and services tax authority and sales tax department. Timing of outflow will depend upon timing of decision of cases. Although the company is contesting the cases at the relevant forum, the management believes that the outflow of resources embodying economic benefits is probable and has accordingly, created a provision towards the obligation that may arise.

NOTE 20: DEFERRED TAX LIABILITIES (NET)

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Gross Deferred Tax Liabilities	2,581.69	2,268.62
Gross Deferred Tax Assets	(446.32)	(72.46)
At the end of the year	**2,135.37**	**2,196.16**

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2019	Adjusted against current tax	Recognised in Statement of Profit and Loss	Recognised in Statement of Other Comprehensive Income	As at March 31, 2020
Deferred tax assets relates to the following:					
Leases	47.45	-	(47.95)	-	(0.49)
Provision for Employee Benefits	102.28	-	(31.00)	(21.97)	49.31
Lease equalisation reserve	4.07	-	(4.07)	-	-
Provision for Slow Moving of Inventories	17.67	-	(4.36)	-	13.31
Deferred Assets	0.84	-	(0.84)	-	-
Allowance for Expected Credit Loss	15.17	-	(9.83)	-	5.34
Others	4.16	-	0.83	-	4.99
	191.64	**-**	**(97.21)**	**(21.97)**	**72.46**
Deferred tax liability relates to the following:					
Property, plant and equipment	3,068.32	-	(845.53)	-	2,222.79
Borrowing (EIR)	7.14	-	(4.18)	-	2.96
Gratuity	21.54	-	21.33	-	42.87
	3,097.00		**(828.38)**	**-**	**2,268.62**
Minimum Alternate Tax Credit Entitlement	233.01	(127.71)	(105.30)	-	-
Total deferred tax assets/(liabiities) (Net)	**2,672.35**	**127.71**	**(673.82)**	**21.97**	**2,196.16**

Notes to Standalone Financial Statements For the year ended March 31, 2021

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at April 01, 2020	Adjusted against current tax	Recognised in Statement of Profit and Loss	Recognised in Statement of Other Comprehensive Income	As at March 31, 2021
Deferred tax assets relates to the following:					
Leases	(0.49)	-	49.54	-	49.05
Provision for Employee Benefits	49.31	-	43.80	(36.03)	57.08
Provision for Slow Moving of Inventories	13.31	-	42.79	-	56.10
Provision for litigation	-	-	14.86	-	14.86
Allowance for Expected Credit Loss	5.34	-	4.61	-	9.95
Allowance for Doubtful Advances	-	-	9.05	-	9.05
Long Term Capital Loss	-	-	245.96	-	245.96
Others	4.99	-	(0.72)	-	4.27
	72.46	**-**	**409.89**	**(36.03)**	**446.32**
Deferred tax liability relates to the following:					
Property, plant and equipment	2,222.79	-	253.45	-	2,476.24
Borrowing (EIR)	2.96	-	(1.53)	-	1.43
Gratuity	42.87	-	61.14	-	104.01
	2,268.62	**-**	**313.06**	**-**	**2,581.69**
Total deferred tax assets/(liabiities) (Net)	**2,196.16**	**-**	**(96.82)**	**36.03**	**2,135.37**

a) The Government of India has issued the Taxation Laws (Amendment) Act, 2019, which provides domestic companies an option to pay corporate tax at reduced rates effective April 1, 2019 subject to certain conditions. The Company intended to opt for lower tax regime from assessment year 2021-22 and accordingly the impact had been considered in computing deferred tax. In previous year, Company had utilized ₹ 127.71 Lakh MAT Credit Entitlement against payment of current tax for Assessment year 2020-21 and written of balance MAT Credit Entitlement of ₹ 126.23 Lakh as the benefit of MAT credit was not available to Companies which opts for lower corporate tax rate.

NOTE 21 : TRADE PAYABLE

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
- Outstanding Dues to Micro and Small Enterprises	785.11	-
- Total Outstanding Dues to Parties Other than Micro and Small Enterprises	8,937.46	7,716.34
	9,722.57	**7,716.34**

a) Trade payables are non-interest bearing and are normally settled within 90-day terms except for SME's (if any) which are settled within 45 days.

b) Trade payables to related parties amounts to ₹ 1,653.86 Lakh as at March 31,2021 (March 31,2020: ₹ 1,344.19 Lakh)

c) Trade payables includes ₹ NIL as at March 31, 2021 (March 31, 2020 : ₹ NIL) on account of acceptances.

Notes to Standalone Financial Statements For the year ended March 31, 2021

d) As per Schedule III of the Companies Act, 2013 and as certified by the management, the amount due to Micro, & small enterprises as defined in Micro, Small and Medium Enterprises Development Act, 2006 is as under:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
- The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year.	785.11	-
- The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
-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 Micro, Small and Medium Enterprises Development Act, 2006.	-	-
-The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
-The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act and as per the intimation received from them on requests made by the Company. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the Balance Sheet date except disclosed above.

NOTE 22 : OTHER CURRENT LIABILITIES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Statutory dues	900.06	301.50
Advance from Customers	361.28	424.83
	1,261.34	**726.34**

NOTE 23 : REVENUE FROM OPERATIONS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Sale of Product		
Finished Goods	33,673.61	30,762.41
Traded Goods	17,266.47	19,156.41
Revenue from Operations (Gross)	50,940.08	49,918.82
Less: Cash Discount and Other Scheme	(936.45)	(862.51)
	50,003.63	49,056.31
Other Operating Revenues		
Miscellaneous Sale	45.54	84.55
Insurance Receipts (Net)	198.45	87.76
Revenue from operations (Net)	**50,247.62**	**49,228.62**

Notes to Standalone Financial Statements For the year ended March 31, 2021

a) Performance Obligation

Revenue is recognised upon transfer of control of products to the customers.

During the year, the Company has not entered into long term contracts with customers and accordingly disclsoure of unsatisfied or remaining performance obligation (which is affected by several factors like changes in scope of contracts, periodic revalidations, adjustment for revenue that has not been materialized, tax laws etc.) is not applicable to the Company.

b) Disaggregation of Revenue: The table below presents disaggregated revenues from contracts with customers on the basis of geographical spread of the operations of the Company. The Company believes that this disaggregation best depicts how the nature, amount of revenues and cash flows are affected by market and other economic factors:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
- Within India	49,477.51	48,312.41
- Outside India	526.12	743.90
	50,003.63	**49,056.31**

c) Reconciliation of Revenue from operations with contracted price

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Contracted Price (Net of Sale return)	50,940.08	49,918.82
Less: Discounts and Other Schemes	936.45	862.51
	50,003.62	**49,056.31**

d) Trade Receivables and Contract Balances

For Trade Receivables, refer Note No. 12.

Further, the Company has no contracts where the period between the transfer of the promised goods or services to the customer and payment terms by the customer exceeds one year. In light of above;

- it does not adjust any of the transaction prices for the time value of money, and
- there is no unbilled revenue as at March 31, 2021.

Notes to Standalone Financial Statements For the year ended March 31, 2021

NOTE 24 : OTHER INCOME

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest Income		
- On Fixed deposits	82.38	18.24
- Others	15.35	20.33
Government Grant (Refer Note "a" below)	50.00	60.18
Depreciation written back on capital subsidy	-	0.40
Bad debts written off earlier now realized	27.07	138.75
Excess liability written back	-	120.57
Provision for compensated absences written back (Refer Note 34)	-	54.77
Allowances for doubtful debts written back	-	22.19
Unwinding of discount on deposits	3.56	6.23
Miscellaneous Income	8.03	83.20
	186.39	**524.86**

a). The Company is eligible for certian incentive under Pradeshiya Industrial & Investment Corporation Scheme ('PICUP') as per Rules issued by Industrial Investment and employment promotion policy of Uttar Pradesh 2017 (IIEPP -2017 Rules) for its fixed capital investment in MF 4 project of ₹ 5725.75 Lakh made in 2018-19 at its plant located at Sikandrabad. Under this Scheme, in previous year, Company has received Letter of Comfort ('LOC') dated 17.01.2020 and had been granted status of 'Large scale unit' under IIEPP – 2017.

Company has reasonable assurance that it will comply with all the conditions as mentioned in the LOC and IIEFF-2017 Rules and is also certain that it will receive the grant. Based on above assurance and based on an expert opinion, Company has accounted for interest subsidy of ₹ 50.00 Lakh (March 31, 2020: ₹ 75.00 Lakh (including interest subsidy of ₹ 14.82 Lakh has been ajdusted against related assets)) only and has not account for balance interest subsidy and GST reimbursement as available to the Company under PICUP pending final calculation.

NOTE 25 : COST OF RAW MATERIAL CONSUMED

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Raw Material		
Balance at the beginning of the Year	743.94	697.90
Add:- Purchases during the year	7,296.26	7,176.18
Less:- Balance at the end of the Year	855.45	743.94
Total Raw Material Consumption	**7,184.75**	**7,130.14**

NOTE 26 : PURCHASE OF STOCK IN TRADE

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Stock In Trade	15,062.80	16,355.61
	15,062.80	**16,355.61**

Notes to Standalone Financial Statements For the year ended March 31, 2021

NOTE 27 : CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Inventories at the beginning of the year		
Work-in-progress	167.15	91.90
Finished Goods	5,908.36	6,124.50
Stock-inTrade	190.05	193.27
(A)	**6,265.56**	**6,409.67**
Inventories at the end of the year		
Work-in-progress	147.64	167.15
Finished Goods	3,822.50	5,908.36
Stock-inTrade	408.92	190.05
(B)	**4,379.06**	**6,265.57**
(Increase) / Decrease in Inventory (A-B)	**1,886.50**	**144.10**

NOTE 28 : EMPLOYEE BENEFITS EXPENSES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Salaries, Wages & Bonus	7,323.76	6,677.19
Compensated Absences	64.13	-
Contribution to Provident and Other fund*	212.75	215.98
Expense on employee stock option schemes**	85.60	151.71
Gratuity Expense*	70.61	83.10
Staff Welfare Expenses	169.42	227.18
	7,926.27	**7,355.16**

* Refer Note 34

** Refer Note 41

NOTE 29 : FINANCE COST

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest Expense		
- On Term loans	197.93	350.90
- On Lease Liability	79.42	97.77
- On Cash Credit & Working Capital Facilities	9.42	90.28
- Delayed Payment of Advance Taxes	-	3.45
- Others	173.87	174.96
Letter of Credit Charges	29.72	24.47
Charges for Borrowing Facilities	74.91	67.44
	565.27	**809.26**

Notes to Standalone Financial Statements For the year ended March 31, 2021

NOTE 30 : DEPRECIATION AND AMORTIZATION EXPENSE

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Depreciation of Tangible Assets	1,829.23	1,829.23
Amortization of Intangible Assets	21.28	6.42
Amortization of Right-of-use assets	206.05	222.94
	2,056.56	**2,058.58**

NOTE 31 : OTHER EXPENSES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Stores & Spares consumed	1,096.86	970.28
Packing Material Consumed	1,316.89	1,395.21
Gas & fuel	5,912.32	6,848.37
Electricity	2,042.18	1,818.14
Rent (Refer Note '35')	(35.30)	53.02
Hire Charges	337.26	393.06
Rates & Taxes	150.10	41.81
Insurance	50.58	30.83
Repair & Maintenance		
Plant & Machinery	158.12	181.26
Buildings	92.99	60.31
Other	207.76	173.42
Designing & Processing	18.89	17.96
Freight & Forwarding Charges	687.17	576.35
Advertisement and Sales Promotion	1,252.96	1,632.80
Legal & Professional Expenses	121.16	140.79
Travelling & Conveyance	550.48	779.95
Communication Costs	47.38	61.54
Printing & Stationery	37.78	44.70
Bank charges	1.27	1.83
Payment to the Auditors (Refer note 'a' below)	28.50	28.43
Exchange Fluctuation (Net)	2.42	1.39
Bad debts written off	177.66	-
Allowances for doubtful advances	35.94	-
Provision for Slow Moving of Inventories- Finished Goods and Stores and Spares	170.00	2.32
Allowances for doubtful debts	18.30	-
Loss on sale of property, plant and equipment	152.85	11.10
Corporate Social Responsibility (Refer note 'b' below)	28.04	45.00
Miscellaneous Expenses	284.29	327.78
Total	**14,944.85**	**15,637.66**

Notes to Standalone Financial Statements For the year ended March 31, 2021

a) Details of payment made to auditors is as follows:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
As statutory auditor:		
- For Audit	20.00	20.00
- For Taxation Matters	0.40	0.40
- For Company Law Matters	0.35	0.35
- For Other Services	7.75	6.75
- Reimbursement of Expenses	-	0.93
	28.50	**28.43**

b) The Company has spent ₹ 28.04 Lakh (March 31, 2020 : ₹ 45.00 Lakh) towards various schemes of Corporate Social Responsibility as prescribed under section 135 of the Companies Act, 2013. The details are as follows:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
(i) Gross amount required to be spent by the Company during the year (i.e. 2% of Average Net profits of last three years)	27.96	43.58
(ii) Amount spent during the year		
i) Construction/acquisitions of any asset	-	-
ii) For purposes other than (i) above		
a) Paid to Godavari Foundation	-	30.12
b) Activities for Ensuring Environmental Sustainability	0.86	0.83
c) Activities for Promoting Eduction	25.07	13.93
d) Activities for Promothing Healthcare and Others	2.11	0.12
	28.04	**45.00**

Note 31A : Exceptional Items

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Gas Charges Refunded	270.84	-
Exceptional Items (Net)	**270.84**	**-**

Note: Exceptional item represents credit note received from a vendor with regard to the excess amount charged in the earlier years.

Notes to Standalone Financial Statements For the year ended March 31, 2021

NOTE 32: INCOME TAX

The major components of income tax expense for the years ended March 31, 2021 and March 31, 2020 are:

Statement of profit and loss:

Profit or loss section

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Tax Expense:		
a) Current tax	476.80	184.65
b) Mat Credit Entitlement *	-	(20.93)
c) Adjustments in respect of current income tax of previous year	(4.18)	21.60
d) Mat Credit Entitlement written off (Refer Note 20 (a))	-	126.23
e) Deferred tax	(96.83)	(731.17)
Income Tax expense reported in the statement of profit and loss	**375.80**	**(419.62)**

* Previous year figure represents adjustment made to mat credit entitlement which is related to earlier years on account of actualisation of same with income tax return for assessment year 2019-20.

Other Equity section

Deferred tax related to items recognised in Retained Earnings:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Implementation of Ind AS 116: Leases	-	47.45
Net amount charged to Other Equity	**-**	**47.45**

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2021 and March 31, 2020.

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Accounting profit before income tax	**1,077.85**	**262.97**
At India's statutory income tax rate of 25.168% (March 31, 2020: 25.168%)	271.27	87.79
Adjustments in respect of current income tax of previous years	(4.18)	0.67
Tax Effect of Expenses not deductable for tax purposes	7.06	16.17
Effect of change in tax rate (Refer Note 20)	-	(671.56)
Mat Credit Entitlement written off	-	126.23
Deferred Tax on Freehold Land	(85.11)	(26.38)
Effect of tax losses on which deffered tax is not recognized*	186.75	-
At the effective income tax rate	**375.80**	**(467.08)**
Income tax expense reported in the Statement of Profit and Loss	**375.80**	**(467.08)**
Difference	**-**	**-**

*Deferred tax on long term capital loss has been recognized only to the extent there is a probability of its realization in the future.

Notes to Standalone Financial Statements For the year ended March 31, 2021

Income tax recognised in other comprehensive income

Deferred tax assets / (liabilities) related to items recognised in OCI during the year:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Net loss/(gain) on remeasurements of defined benefit plans	**36.03**	**(21.97)**
Net amount charged to OCI	36.03	(21.97)
Bifurcation of the income tax recognised in other comprehensive income into : -		
- Items that will not be reclassified to profit or loss	36.03	(21.97)
- Items that may be reclassified to profit or loss	-	-
	36.03	**(21.97)**

NOTE 33 : EARNINGS PER SHARE (EPS)

Earning per share (EPS) is determined based on the net profit attributable to the shareholder before other comprehensive Income. Basic earning per share is computed using the weighted average number of equity shares outstanding during the year whereas Diluted Earning per share is computed using the weighted average number of common and dilutive equivalent shares including Employee Stock Options except for the case where the result becomes anti- dilutive.

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Profit attributable to the equity holders	702.05	682.59
Weighted average number of equity shares for Basic EPS (A)	1,43,22,947	1,42,73,357
Basic earnings per share(in ₹) (face value ₹ 10 per share)	**4.90**	**4.78**
Weighted average number of potential equity shares on account of employee stock options (B)	1,18,923	1,42,992
Weighted average number of Equity shares (including dilutive shares) outstanding for Dilutive EPS (A+B)	1,44,41,871	1,44,16,349
Diluted earnings per share(in ₹) (face value ₹ 10 per share)	**4.86**	**4.73**

a) For the year ended March 31,2021 and March 31,2020, the dilution is considered on account of non vested ordinary shares under Employee stock Option Scheme 2018 in accordance with Para 48 of Ind AS 33.

NOTE 34 : GRATUITY AND OTHER POST-EMPLOYMENT BENEFIT PLANS

a) Defined Contribution Plans

The Company makes contribution towards Employees Provident Fund and Employee's State Insurance scheme. Under the rules of these schemes, the Company is required to contribute a specified percentage of payroll costs. The Company during the year recognised the following amount in the Statement of profit and loss account under company's contribution to defined contribution plan.

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Employer's Contribution to Provident Fund and other Fund	207.60	207.75
Employer's Contribution to Employee State Insurance	5.15	8.23
Total	**212.75**	**215.98**

The contribution payable to these schemes by the Company are at the rates specified in the rules of the schemes.

Notes to Standalone Financial Statements For the year ended March 31, 2021

b) Defined Benefit Plans

In accordance with Ind AS 19 "Employee benefits", an actuarial valuation on the basis of "Projected Unit Credit Method" was carried out, through which the Company is able to determine the present value of obligations. "Projected Unit Credit Method" recognizes each period of service as giving rise to additional unit of employees benefit entitlement and measures each unit separately to built up the final obligation. This method is used in following cases:-

i) Gratuity Scheme

The Company has defined benefit gratuity plan which is funded. Gratuity is calculated as 15 days salary for every completed year of service or part thereof in excess of 6 months and is payable on retirement / termination/ resignation. The benefit vests on completing 5 years of service by the employee. The Company makes provision of such gratuity asset/ Liability in the books of accounts on the basis of acturial valuation as per projected unit credit method; net with annual contribution made by Company to insurer to provide gratuity benefits by taking scheme of insurance.

c) The following tables summarize the components of net benefit expense recognised in the Statement of profit and loss and the funded status and amounts recognised in the balance sheet for the defined benefit plan. These have been provided on accrual basis, based on year end actuarial valuation.

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
	Gratuity	Gratuity
Change in Benefit Obligation		
1 Opening Defined Benefit Obligation	807.32	911.45
2 Interest cost	51.67	66.53
3 Current service cost	81.51	78.84
4 Past Service cost	-	-
5 Benefits paid	(129.79)	(127.24)
6 Actuarial (gain) / loss on obligation	(23.74)	(122.26)
Present value of obligation as at the end of the year	**786.97**	**807.32**

d) The Following Tables summarise the Net Benefit Expense Recognised in the Statement of Profit or Loss :

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
	Gratuity	Gratuity
Service cost	81.51	78.84
Net Interest cost	(10.90)	4.26
Remeasurments	-	-
Net cost	**70.61**	**83.10**

e) Changes in the Fair Value of the Plan Assets are as Follows:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
	Gratuity	Gratuity
Fair value of plan assets at the beginning	977.67	973.09
Expected Return on Plan Assets	62.57	62.27
Employer's Contribution	40.59	-
Benefits paid	-	(22.72)
Actuarial gains / (losses) on the Plan Assets	119.40	(34.97)
Fair Value of Plan Assets at the End	**1,200.23**	**977.67**

Notes to Standalone Financial Statements For the year ended March 31, 2021

f) Detail of Actuarial (Gain)/loss Recognised in OCI is as Follows:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021 Gratuity	As at March 31, 2020 Gratuity
1) Amount recognised in OCI, (Gain) / Loss Beginning of period	(121.31)	(34.03)
2) Remeasurement Due to:		
Effect of Change in Financial Assumptions	0.43	(125.54)
Effect of Change in Demographic Assumption	-	(0.07)
Effect of Experience Adjustment	(24.18)	3.36
(Gain)/Loss on Curtailments/Settlements	-	-
Return on Plan Assets (Excluding Interest)	(119.40)	34.97
Changes in Asset Ceiling	-	-
Total amount recognised in OCI (Gain)/Loss, End of Period	**(264.46)**	**(121.31)**

g) Principal actuarial assumptions at the balance sheet date are as follows:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021 Gratuity	As at March 31, 2020 Gratuity
Economic assumptions		
1 Discount rate	6.39%	6.40%
2 Rate of Increase in Compensation Levels	5.00%	5.00%
3 Expected Rate of Return on Assets	6.39%	6.40%
Demographic assumptions		
1 Retirement Age (years)	58/60	58/60
2 Mortality Table	Indian Assured Lives Mortality (2012-14) (modified) ultimate	
Employee Turnover / Attrition Rate		
1 Ages up to 30 Years	10.00%	10.00%
2 Ages from 30-45	10.00%	10.00%
3 Above 45 years	10.00%	10.00%

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

h) Net (assets) / liabilities recognized in the Balance Sheet and experience adjustments on actuarial gain / (loss) for benefit obligation and plan assets.

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021 Gratuity	As at March 31, 2020 Gratuity
Present value of Defined Benefit Obligation	786.97	807.32
Fair value of plan assets	1,200.23	977.67
Net Defined Benefit (assets) / liability	**(413.25)**	**(170.34)**

Notes to Standalone Financial Statements For the year ended March 31, 2021

i) A Quantitative Sensitivity Analysis for Significant Assumption as is as Shown Below:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
A. Discount rate		
Effect on Defined Benefit Obligation due to 100 basis points increase in Discount Rate	(39.32)	(39.89)
Effect on Defined Benefit Obligation due to 100 basis points decrease in Discount Rate	45.92	46.20
B. Salary escalation rate		
Effect on Defined Benefit Obligation due to 100 basis points increase in Salary Escalation Rate	46.09	46.38
Effect on Defined Benefit Obligation due to 100 basis points decrease in Salary Escalation Rate	(40.21)	(40.79)

The Sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occuring at the end of the reporting period.

Sensitivities due to morality and withdrawals are insignificant and hence ignored.

Sensitivities as to rate of inflation, rate of increase of pensions in payments, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

j) Risk

Salary Increases	Actual salary increases will increase the defined benefit liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
Discount Rate	Reduction in discount rate in subsequent valuations can increase the liability.
Morality and disability	Actual details and disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
Withdrawals	Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawals rates at subsequent valuations can impact defined benefit liability.

C. Maturity Profile of Defined Benefit Obligation is as Follows:

Gratuity (Funded)

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Within the next 12 months (next annual reporting period)	171.49	194.16
Between 2 and 5 years	498.30	476.79
Between 6 and 10 years	1,037.05	992.52

Notes to Standalone Financial Statements For the year ended March 31, 2021

NOTE 35 : LEASES

Lease contracts entered by the Company majorly pertains for buildings taken on lease to conduct its business in the ordinary course. The Company does not have any lease restrictions and commitment towards variable rent as per the contract.

Right-of-use assets: movements in carrying value of assets	Buildings
Gross Block as at April 01, 2019	1,010.12
Add: Additions during the year	-
Less: Disposals / adjustments during the year	-
Gross Block As at March 31, 2020	**1,010.12**
Gross Block as at April 01, 2020	1,010.12
Add: Additions during the year	15.38
Less: Disposals / adjustments during the year	-
Gross Block As at March 31, 2021	**1,025.51**
Accumulated Depriciation :	
As at April 01, 2019	-
Add: Depreciation charge for the year	222.94
Less: Disposals/adjustments during the year	-
As at March 31, 2020	**222.94**
As at April 01, 2020	222.94
Add: Depreciation charge for the year	206.05
Less: Disposals/adjustments during the year	-
As at March 31, 2021	**428.99**
Net Block :	
As at March 31, 2021	**596.52**
As at March 31, 2020	**787.19**

In 2020-21 and 2019-20, there were no impairment charges recorded for right-of-use assets.

(All amounts in ₹ lakhs, unless otherwise stated)

Leases: movements in carrying value of recognised liabilities	As at March 31, 2021	As at March 31, 2020
Balance at the beginning of year	**1,002.40**	**1,197.28**
Addition in lease liabilities	15.15	-
Interest exepnse on lease liabilities	79.42	97.77
Repayment of lease liabilities	297.82	292.65
Balance at the end of the year	**799.15**	**1,002.40**
Non-current lease liabilities	(613.50)	(785.22)
Current lease liabilities	(185.65)	(217.18)
Total lease liabilities	**(799.15)**	**(1,002.40)**

The maturity analysis of lease liabilities is given in Note 43 in the 'Liquidity risk' section.

Leases: Cash Flows

Included in cash flows from operating activities is (₹ 35.30 lakh) (March 31, 2020: ₹ 53.02 lakh) and Included in cash flows from financing activities ₹ 297.82 lakh (March 31, 2020: ₹ 292.65 lakh).

Cash flows from operating activities include cash flows from short-term lease and leases of low-value assets. Cash flows from financing activities include the payment of interest and the principal portion of lease liabilities .

Leases committed and not yet commenced: There are no leases commited which have not yet commenced as on reporting date.

Company as a Lessor

The Company has given its building space, lying under property, plant and equipments, on operating lease through operating lease arrangements. Income from operating leases is recognised as revenue on a straight-line basis over the lease term.

Lease income of ₹1.05 Lakh (March 31, 2020: ₹ 0.98 Lakh) has been recognised and included under other income.

Notes to Standalone Financial Statements For the year ended March 31, 2021

NOTE 36 : CONTINGENT LIABILITIES (TO THE EXTENT NOT PROVIDED FOR) AND COMMITMENTS

(I) Commitments

Estimated amount of contracts remaining to be executed on capital account (net of advances) and which have not been provided for in the financial statements, amounts to ₹ 689.10 Lakh (March 31, 2020: ₹ 40.75 Lakh). The Company does not have any other long term commitments or material non-cancellable Contractual Commitments, which may have a material impact on the standalone financial statements.

(II) Contingent Liabilities

a) The Company has reviewed all its pending claims, litigations and other proceedings and has adequately provided for wherever required. However, wherever it is difficult for the Company to estimate the timings of cash outflows, if any, in respect of the below as it is determinable only on receipt of judgement/decisions pending with various forums/authorities, the Company has disclosed the same as Contingent Liabilities (pending resolution of the respective proceedings).

The Company does not expect the outcome of these proceedings to have a material or adverse effect on financial position of the Company. Also, the Company does not expect any reimbursements in respect of the below contingent liabilities.

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
i) Claims against Company not acknowledged as debt	2,030.97	1,770.35
- Interest on above	1,151.77	968.14
ii) Other money for which the Company is contingently liable		
Disputed liability under Income Tax	357.22	5.22
Disputed liability under Sales Tax	792.76	864.69
- interest on Sales Tax dispute	0.96	5.02
Disputed liability under Excise/Custom/Service Tax	100.74	96.18
b) Bank Guarantee (Net of Margins)	287.87	77.57

NOTE 37: CAPITAL MANAGEMENT

The Company's objective for managing capital is to ensure:

- ability to continue as a going concern, so that the Company can continue to provide returns to shareholders and benefits for other stakeholders, and
- maintain optimal capital structure to reduce the cost of capital.

The Company manages its capital structure and makes adjustments to it in the light of changes in economic conditions. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

Notes to Standalone Financial Statements For the year ended March 31, 2021

The Company monitors capital structure using Gearing Ratio, which is calculated as under:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Borrowings	3,181.82	5,115.80
Less: Cash and Bank Balance	(5,101.59)	(298.62)
Adjusted Net Debt (A)	**(1,919.77)**	**4,817.18**
Equity Share Capital	1,435.36	1,428.41
Other Equity	23,302.68	22,407.92
Total Capital (B)	**24,738.04**	**23,836.33**
Net Debt and Capital (C= A+B)	**22,818.27**	**28,653.51**
Gearing ratio	**(0.08)**	**0.17**

a) No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2021 and March 31, 2020.

b) For the purpose of capital management, capital includes issued equity capital and all other reserves attributable to the equity holders of the Company.

NOTE 38 : DERIVATIVE INSTRUMENTS AND UNHEDGED FOREIGN CURRENCY EXPOSURE

The Company does not have any long term contracts including derivative Contracts for which there are any material forseeable losses. The amount of foreign currency exposure that are not hedged by derivative instruments or otherwise are as under -

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021		As at March 31, 2020	
	Foreign Currency (in Lakh)	Amount in INR (Lakh)	Foreign Currency (in Lakh)	Amount in INR (Lakh)
Import of Raw Material and Stores				
Euro	0.12	10.74	0.45	37.75
US $	1.02	74.94	0.002	0.15

NOTE 39 : SEGMENT INFORMATION

According to Ind AS 108, identification of operating segments is based on Chief Operating Decision Maker (CODM) approach for making decisions about allocating resources to the segment and assessing its performance. In Orient Bell Limited, the decision makers view the operating results internal division wise (Ceramic, Vitrified Polished). Accordingly, such segments may be presented under Ind AS 108. However, these segments have been aggregated because the core principles, economic characteristics, nature of products, production process, distribution method, regulatory environment and type of customers in all the divisions are similar. Hence the disclosure requirement of Ind AS 108 of "Segment Reporting" is not considered applicable. Further the Company sells its prducts mostly within India with insignificant export income and does not have any operation in economic enviroment with different risk and returns, hence its considered operating in single geographical segment.

Major Customer: No single customers contributed 10% or more to the Company's revenue for both March 31, 2021 and March 31, 2020.

Notes to Standalone Financial Statements For the year ended March 31, 2021

NOTE 40: RELATED PARTY DISCLOSURE

a) List of related parties

Name of Related Party	Nature of Relationship
Proton Granito Private Limited	Associate Company
Corial Ceramic Private Limited	Associate Company
Mahendra K. Daga - HUF	Entity over which KMP exercise Control and/or Significant Influence
Goodteam Investment & Trading Co. Private Limited	Enterprise over which KMP exercise Control and/ or Significant Influence
Freesia Investment and Trading Co. Limited	
Alfa Mercantile Limited	
Morning Glory Leasing & Finance Limited	
Iris Designs Private Limited	
Freesia Farms Pvt Limited	
Elit Tile Solutions Pvt Limited	
Mithleash Infrastructure Pvt Limited	
Orchid Farmscapes Pvt Limited	
Godavari Foundation	
Mahendra K. Daga, Chairman and Whole Time Director	Enterprise over which KMP exercise Control and/ or Significant Influence
Madhur Daga, Managing Director (MD)	
Kashinath Martu Pai, Director	
Yogesh Mendiratta, Company Secretary (CS)	
Aditya Gupta (CEO)	
Himanshu Jindal (CFO) (From December 2018)	
Sarla Daga w/o Mahendra Kumar Daga	Relatives of Key Managerial Personnel
Roma Monisha Sakraney Daga w/o Madhur Daga	Relatives of Key Managerial Personnel

b) Transactions with related parties (Including bifurcation of material transaction)

(All amounts in ₹ lakhs, unless otherwise stated)

Name of Related Party	Relationship	Nature of Transaction	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Mr. Mahendra K. Daga	Key Managerial Personnel	Interest Payments	78.66	78.88
		Managerial & KMP Remuneration	143.08	168.87
		Rent Paid	9.00	12.00
Mrs. Sarla Daga	Relative of Key Managerial Personnel	Interest Payments	38.90	38.58
		Loan Received / (Repaid)	5.00	-
		Rent Paid	0.24	0.24
M/s Mahendra K. Daga - HUF	Enterprises owned or significantly influenced by KMP or their relatives	Interest Payments	21.38	21.43
Freesia Investment and Trading Co. Limited	Enterprises owned or significantly influenced by KMP or their relatives	Rent Paid	74.75	71.19
Mr. Madhur Daga	Key Managerial Personnel	Managerial Remuneration (including post employment benefit and short term employee benefits)	83.83	97.76
Mr. Aditya Gupta	Key Managerial Personnel		223.17	252.11
Mr. Himanshu Jindal	Key Managerial Personnel		101.42	76.26
Mr. Yogesh Mendiratta	Key Managerial Personnel		23.76	22.48

Notes to Standalone Financial Statements For the year ended March 31, 2021

(All amounts in ₹ lakhs, unless otherwise stated)

Name of Related Party	Relationship	Nature of Transaction	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Mrs. Roma Monisha Sakraney Daga w/o Madhur Daga	Relative of Key Managerial Personnel	Loan Received / (Repaid)	(5.00)	-
		Interest Payments	3.56	4.00
Proton Granito Private Limited	Associate Company	Purchase of Goods	6,241.03	7,661.31
		Sale of Goods	2.68	13.85
Corial Ceramic Private Limited	Associate Company	Purchase of Goods	2,109.77	2,483.77
		Sale of Goods	-	5.61
		Re-imbursement of expenses	91.00	19.50
Godavari Foundation	Enterprise owned or significantly influenced by KMP or their relatives	Donation	-	30.12
		Sale of Goods	-	29.71

c) **Year end balances of related parties**

(All amounts in ₹ lakhs, unless otherwise stated)

Name of Related Party	Nature of Transaction	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Mahendra K. Daga - HUF	Unsecured Loan Payable	225.00	225.00
Mahendra K. Daga	Unsecured Loan Payable	828.00	828.00
Sarla Daga	Unsecured Loan Payable	410.00	405.00
Roma Monisha Sakraney Daga w/o Madhur Daga	Unsecured Loan Payable	37.00	42.00
Freesia Investment and Trading Co. Limited	Security Deposit Given	10.00	10.00
Proton Granito Private Limited	Trade Payables (Net)	1,018.04	1,007.48
	Investment outstanding	312.00	312.00
Corial Ceramic Private Limited	Trade Payables (Net)	635.82	336.71
	Investment outstanding	260.00	260.00

d) **Other Transaction**

The Company has taken Unsecured loan from Bank against the collateral security on the immovable property of Mr. Mahendra K. Daga (Key Managerial Personnel).

e) **Terms and conditions of transactions with related parties**

All the transaction with the related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and carried interest rate. The unsecured loan from bank are secured against the property of Key Managerial Personnel. No expenses has been recognized in the current year in respect of bad or doubtful debts/advances and further no specific provision for doubtful debts/advances has been made in respect of outstanding balances.

f) The remuneration of Key Managerial Personnel does not include amount in respect of Gratuity and Leave Encashment payable as the same are not determinable as individual basis for the KMP. The aforesaid liabilities of Gratuity and Leave Encashment are provided for company as whole.

g) Disclosure in respect of Share Based Payments to related party- Refer Note No-41.

Notes to Standalone Financial Statements For the year ended March 31, 2021

NOTE 41: SHARE BASED PAYMENTS

Description of shares based payments arrangements

a) Movement During the Year

Scheme	Year	Outstanding at the beginning of the year	Granted during the year	Forfeited/ expired during the year	Exercised during the year	Exercisable at the end of the year	Outstanding at the end of the year	Balance options to be granted
Orient Bell Employees Stock Options Scheme, 2018	2021	1,56,500	7,500	-	69,500	-	94,500	500
Orient Bell Employees Stock Options Scheme, 2018	2020	1,71,000	24,000	3,000	35,500	-	1,56,500	8,000

b) The members of the Company had approved 'Orient Bell Employee Stock Option Scheme 2018' . The plan envisaged grant of share options to eligible employees at market price as defined in Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

Each Employee Stock Option vested in an Employee under the Scheme entitles the holder thereof to apply for and be allotted one equity share of the Company of ₹10 each upon exercise thereof. The Exercise price is ₹ 10. The exercise period commences from the date of vesting in respect of options granted under the Scheme and ends upon the expiry of three years from the date of each vesting.

c) The maximum number of shares allocated for allotment under 2018 Share Schemes is 2,00,000 (two lakh) equity shares of ₹ 10 each. The schemes are monitored and supervised by the Compensation Committee of the Board of Directors in compliance with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and amendments thereof from time to time.

The expense recognised for employee services is shown in the following table:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Expense arising from equity-settled share-based payment transactions (at fair value)	85.60	151.71
Expense arising from cash-settled share-based payment transactions	-	-
Total expense arising from share-based payment transactions	**85.60**	**151.71**

Notes to Standalone Financial Statements For the year ended March 31, 2021

d) The details of Employee Stock Option Scheme 2018 are as under:-

Scheme	Year	Date of Grant	Number of Options Granted	Vesting Date	Exercise period	Exercise price per share	Weighted Average Exercise price per share
Orient Bell Employees Stock Options Scheme, 2018	2018	17-04-2018	12,500	17-04-2019	3 years from date of vesting	10.00	10.00
		17-04-2018	12,500	17-04-2020		10.00	10.00
		17-04-2018	12,500	17-04-2021		10.00	10.00
		17-04-2018	12,500	17-04-2022		10.00	10.00
		29-06-2018	11,000	29-06-2019		10.00	10.00
		29-06-2018	19,000	29-06-2020		10.00	10.00
		29-06-2018	15,000	29-06-2021		10.00	10.00
		09-08-2018	11,000	09-08-2019		10.00	10.00
		09-08-2018	21,000	09-08-2020		10.00	10.00
		09-08-2018	21,000	09-08-2021		10.00	10.00
		13-11-2018	5,000	13-11-2020		10.00	10.00
		28-12-2018	4,000	28-12-2019		10.00	10.00
		28-12-2018	6,000	28-12-2020		10.00	10.00
		28-12-2018	8,000	28-12-2021		10.00	10.00
		09-08-2019	3,000	09-08-2020		10.00	10.00
		09-08-2019	4,000	09-08-2021		10.00	10.00
		09-08-2019	5,000	09-08-2022		10.00	10.00
		08-01-2020	3,000	08-01-2021		10.00	10.00
		08-01-2020	4,000	08-01-2022		10.00	10.00
		08-01-2020	5,000	08-01-2023		10.00	10.00
		28-01-2021	7,500	17-04-2022		10.00	10.00

e) The Fair value has been calculated using the Black-Scholes Option Pricing Model and the significant assumptions and inputs to estimate the fair value of options granted during the year are as follows:

Particulars	17-04-2018	29-06-2018	09-08-2018	13-11-2018	28-12-2018	09-08-2019	08-01-2020	28-01-2021
Weighted Average Risk -Free Interest Rate	7.2%	7.89%	7.77%	7.58%	7.20%	6.09%	6.31%	4.73%
Weighted Average Expected Life of Options	2.50 Years	2.50 Years	2.50 Years	3.50 Years	2.50 Years	2.50 Years	2.50 Years	2.72 Years
Weighted Average Expected Volatility	49.65%	49.65%	49.65%	51.06%	49.65%	49.97%	47.58%	58.49%
Weighted Average Expected Dividend Yield of the Options	-	-	-	-	-	0.30%	0.30%	0.16%
Weighted Average Share Price	293.15	249.95	253.15	180.5	181.20	120.65	136.00	225.00
Weighted Average Exercise Price	10.00	10.00	10.00	10.00	10.00	10.00	10.00	10.00
Method Used to Determine Expected Volatility	Expected volatility is based on the share price taken from NSE for the latest historical period as per time to maturity.							

Notes to Standalone Financial Statements For the year ended March 31, 2021

NOTE 42 : FAIR VALUES DISCLOSURE

a) Financial Instruments by category

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments Here the disclosure is made for non-current financial assets and non-current financial liabilities, carrying value of current financial assets and current financial liabilities including trade receivable, cash and cash equivalent, other bank balances, other financial assets, trade payables, current borrowing, other current financial liabilities etc. which represent the best estimate of fair value.

The management assessed that fair value of these short term financial assets and liabilities significantly approximate their carrying amount largely due to short term maturities of these instruments and are measured at amortised cost.

b) Fair value hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the standalone financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

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

Level 2: Valuation techniques for which the lowest level input that has a significant effect on the fair value measurement are observable, either directly or indirectly.

Level 3: Valuation techniques for which the lowest level input which has a significant effect on the fair value measurement is not based on observable market data.

As at March 31, 2021:

	Carrying amount			Fair value			
Particulars	**Other financial assets - amortised cost**	**Other financial liabilities - amortised cost**	**Total carrying amount**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial Assets Measured at Amortised Cost							
Investments	572.00	-	572.00	-	-	-	-
Trade Receivables	9,259.50	-	9,259.50	-	-	-	-
Security deposits	334.22	-	334.22	-	-	-	-
Cash and Cash Equivalents	75.87	-	75.87	-	-	-	-
Bank balance other than Cash and cash equivalent	5,025.72	-	5,025.72	-	-	-	-
Interest Accrued on Securities Deposits	13.95	-	13.95	-	-	-	-
Interest Accrued on Fixed Deposits	6.92	-	6.92	-	-	-	-
Total	**15,288.18**	**-**	**15,288.18**	**-**	**-**	**-**	**-**
Financial Liabilities Measured at Amortised Cost							
Borrowings	-	3,181.82	3,181.82	-	-	-	-
Lease Liabilities	-	799.15	799.15	-	-	-	-
Trade Payables	-	9,722.56	9,722.56	-	-	-	-
Trade Deposits	-	1,097.37	1,097.37	-	-	-	-
Earnest Money Received from Employees	-	22.96	22.96	-	-	-	-
Security From Employees	-	1.62	1.62	-	-	-	-
Unpaid Dividends	-	7.72	7.72	-	-	-	-
	-	**14,833.20**	**14,833.20**	**-**	**-**	**-**	**-**

Notes to Standalone Financial Statements For the year ended March 31, 2021

As at March 31, 2020:

Particulars	Carrying amount			Fair value			
	Other financial assets - amortised cost	Other financial liabilities - amortised cost	Total carrying amount	Level 1	Level 2	Level 3	Total
Financial Assets Measured at Amortised Cost							
Investments	572.00	-	572.00	-	-	-	-
Trade Receivables	8,692.58	-	8,692.58	-	-	-	-
Security deposits	327.34	-	327.34	-	-	-	-
Cash and Cash Equivalents	11.46	-	11.46	-	-	-	-
Bank balance other than Cash and cash equivalent	287.16	-	287.16	-	-	-	-
Interest accrued on Security Deposits	13.86	-	13.86	-	-	-	-
Interest accrued on Fixed Deposits	2.23	-	2.23	-	-	-	-
Total	**9,906.63**	**-**	**9,906.63**	**-**	**-**	**-**	**-**
Financial Liabilities Measured at Amortised Cost							
Borrowings	-	5,115.80	5,115.80	-	-	-	-
Lease Liabilities	-	1,002.40	1,002.40	-	-	-	-
Trade Payables	-	7,716.34	7,716.34	-	-	-	-
Trade Deposits	-	1,018.46	1,018.46	-	-	-	-
Earnest Money Received from Employees	-	34.90	34.90	-	-	-	-
Security From Employees	-	1.88	1.88	-	-	-	-
Interest Accrued but not due on Borrowings	-	36.83	36.83	-	-	-	-
Unpaid Dividends	-	10.16	10.16	-	-	-	-
	-	**14,936.77**	**14,936.77**	**-**	**-**	**-**	**-**

c) **Discount Rate Used in Determining Fair Value**

The interest rate used to discount estimated future cash flows, where applicable, are based on the incremental borrowing rate of borrower which in case of financial liabilities is average market cost of borrowings of the Company and in case of financial asset is the average market rate of similar credit rated instrument. The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available.

The Company has an established control framework with respect to the measurement of fair values. The finance and accounts team that has overall responsibility for overseeing all significant fair value measurements and reports directly to the board of directors. The team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified. Significant valuation issues are reported to the Company's board of directors.

The following methods and assumptions were used to estimate the fair values:

a) Fair value for security deposits (other than perpetual security deposits) has been presented based on the discounting factor as at the reporting date. Fair value for all other non-current assets and liabilities is equivalent to the amortised cost, interest rate on them is equivalent to the market rate of interest.

b) For other financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

Notes to Standalone Financial Statements For the year ended March 31, 2021

NOTE 43: FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial liabilities comprise trade and other payables and borrowings. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations.

The Company's principal financial assets includes security deposits, trade receivables, cash and cash equivalents, deposits with bank, interest accrued in deposits, receivables from related and other parties and interest accrued thereon.

The Company is exposed to market risk, credit risk and liquidity risk . The Company's senior level oversees the management of these risks.

A. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk.

i) 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 debt obligations with floating interest rates.

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to interest rate risk.

Particulars	Increase or decrease in basis points	Effect on profit before tax
31-Mar-21	+50	(13.24)
INR	-50	13.24
INR		
31-Mar-20		
INR	+50	(30.53)
INR	-50	30.53

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment, showing a significantly higher volatility than in prior years.

ii) Foreign Currency Risk

Foreign currency risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in exchange rates. Foreign currency risk senstivity is the impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities. The following tables demonstrate the sensitivity to a reasonably possible change in USD and EURO exchange rates, with all other variables held constant.

Particulars	Year	Changes in Euro rate	Effect on profit before tax
Trade Payables	31-Mar-21	+5%	(4.28)
		-5%	4.28
Trade Payables	31-Mar-20	+5%	(1.90)
		-5%	1.90

Notes to Standalone Financial Statements For the year ended March 31, 2021

Particulars	Year	Changes in Euro rate	Effect on profit before tax
Foreign Currency on Hand	31-Mar-21	+5%	0.18
		-5%	(0.18)
Foreign Currency on Hand	31-Mar-20	+5%	0.17
		-5%	(0.17)

B. Credit Risk

Credit risk is the risk that counterparty will default on its contractual obligations resulting in finance loss to the Company. Credit risk arise from Cash and cash equivalents, deposit with banks, trade receivables and other financial assets measure at amortised cost. The Company continuously monitors defaults of customers and other counterparties and incorporate this information into its credit risk control.

The Company also uses expected credit loss model to assess the impairement loss in Trade Receivables and makes an allowance of doubtful trade receivables using this model.

C. Liquidity Risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, maintain optimum levels of liquidity to meet its cash and collateral requirements. It maintains adequate sources of financing including loans from banks at an optimised cost.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

As at March 31, 2021	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
Borrowings*	-	187.50	562.50	937.50	1,500.00	3,187.50
Lease Liabilities	-	47.53	138.12	573.65	39.85	799.15
Trade payables	-	9,722.56	-	-	-	9,722.56
Other financial liabilities	-	-	9.34	22.96	1,097.37	1,129.67
Total	**-**	**9,957.59**	**709.96**	**1,534.11**	**2,637.22**	**14,838.88**

As at March 31, 2020	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
Borrowings*	602.42	280.73	903.24	1,841.18	1,500.00	5,127.57
Lease Liabilities	-	64.43	152.75	636.88	148.34	1,002.40
Trade payables	-	7,716.34	-	-	-	7,716.34
Other financial liabilities	-	36.83	12.58	34.36	1,018.46	1,102.23
Total	**602.42**	**8,098.33**	**1,068.57**	**2,512.42**	**2,666.80**	**14,948.54**

* In absolute terms i.e. undiscounted and including current maturity portion

Notes to Standalone Financial Statements For the year ended March 31, 2021

NOTE 44: SUBSEQUENT EVENT

a) Dividend Paid and proposed:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
A. Declare and Paid During the Year:		
Final Dividend for FY 2019-20: ₹ Nil per share (FY 2018-19: ₹ 0.5 per share)	-	85.96
Including Dividend distribution tax of ₹ Nil FY 2019-20 (₹ 14.66 lakh for FY 2018-19)		
	-	**85.96**
B. Proposed for Approval at the Annual General Meeting (not recognised as a liability)		
Final Dividend for FY 2020-21: ₹ 0.5 per share (FY 2019-20: ₹ NIL)	71.77	-
	71.77	**-**

b) No material events have occurred between the balance sheet date to the date of issue of these financial statements that could affect the values stated in the standalone financial statements.

NOTE 45:

The company's operations and financial results for first quarter have been adversely impacted by the outbreak of COVID-19 pandemic, due to which the operations were suspended for part of the first quarter. The operations were gradually resumed with requisite precautions and have attained almost normalcy. Whilst there has been a second wave of the pandemic in the last few months in some states, the company continues to closely monitor the situation. The company has assessed the possible impact of COVID-19 in preparation of its standalone financial statements, including but not limited to its assessment of liquidity and going concern assumption, recoverable values of its financial and non financial assets and impact on revenue and costs. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of COVID-19, the company has, at the date of approval of the financial statements, used internal and external sources of information and has performed sensitivity analysis on the assumptions used and based on current estimates, expects to recover the carrying amount of these assets. The impact of COVID-19 on the company's financial statements may differ from that estimated as at the date of approval of the same. Given the criticality associated with the nature, condition and duration of COVID-19, the impact assessment on the company's financial statements will be continuously made and provided for as required.

NOTE 46:

In view of the Management, the current assets have a value on realization in the ordinary course of business at least requal to the amount at which they are stated in the balance sheet as at March 31, 2021.

NOTE 47:

The standalone financial statements of the Company for the year ended 31st March, 2021 were approved by the Board of Directors and authorised for issue on May 13, 2021.

For & on behalf of Board of Directors of Orient Bell Limited

(Madhur Daga)
Managing Director
DIN 00062149

(P. M. Mathai)
Director
DIN 05249199

(Aditya Gupta)
Chief Executive Officer

(Himanshu Jindal)
Chief Financial Officer

(Yogesh Mendiratta)
Company Secretary
ICSI Membership No 13615

Place of Signature: New Delhi
Date: May 13, 2021

Independent Auditor's Report

To The Members of Orient Bell Limited

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the accompanying consolidated financial statements of **Orient Bell Limited** (hereinafter referred to as "Parent") and its Associate Companies, which comprise the Consolidated Balance Sheet as at March 31, 2021, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and notes to the consolidated financial statement, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Parent and its Associate Companies as at March 31, 2021, the consolidated Profit (consolidated financial performance including other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the consolidated financial statements section of our report. We are independent of the Parent, its Associate Companies in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on consolidated 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 consolidated financial statements for the financial year ended March 31, 2021. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each key audit matter below, our description of how our audit addressed the matter is provided in that context.

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

The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

<table>
<tr><th>SL. No.</th><th>Key Audit Matters</th><th>How our audit addressed the key audit matter</th></tr>
<tr><td>1</td><td>Valuation of inventories

(Refer to the accompanying Note 11 and Note 31 forming integral part of the consolidated financial statements)

As at March 31, 2021, the total carrying amount of inventories was ₹ 6,016.47 Lakh. The Company's inventory comprises of finished goods, work-in-progress, traded goods, raw material and consumables which are geographically spread across multiple locations such as depots and factories. The assessment of impairment of inventories involves application of assumptions and judgment.

Reviews are made periodically by the Management for obsolescence and decline in net realizable value below cost. Allowances are recorded against the inventories based on historical obsolescence and slow-moving history. Key factors considered include the nature of the stock, its ageing and turnover rate.</td><td>Our procedure in relation to appropriateness of judgments, estimates, and accounting of inventories obsolescence and decline in net realizable value include:

a) Substantive testing:
• Assessing whether items in the inventory ageing report prepared by the Management were classified within the appropriate ageing bracket;
• Performing a review of the provisions for inventories by examining movements in the balance during the current year and new provisions made for inventory balances during the current year to assess the historical accuracy of Management's inventory provisioning process;
• Attending periodical physical verification and evaluating the results of the periodical counts performed by the Management to assess Management's estimation of the provisioning.
• Assessing, on a sample basis, the net realizable value of slow-moving and obsolete inventories and inventories with low or negative gross margins as calculated by Management with reference to prices achieved and costs to sell after the financial year end.
• Reviewed the subsequent selling prices in the ordinary course of business and compared against the carrying amounts of the inventories on a sample basis at the reporting date.

b) Control testing: Wherever appropriate, our substantive work was supplemented by control testing work which encompassed understanding of and assessing the design, implementation and operating effectiveness of Management's key internal controls relating to physical verification of inventories, identification of obsolete and slow moving inventories, inventories with low or negative gross margins, monitoring of inventory ageing and assessment of provisioning and of net realizable values.

Our procedures as mentioned above did not identify any findings that are significant for the financial statements as whole in respect of appropriateness of judgments, estimates, and accounting of inventories obsolescence.</td></tr>
</table>

SL. No.	Key Audit Matters	How our audit addressed the key audit matter
2	**Accounting for Customer Schemes, discounts and other trade promotional expenditure** (Refer to the accompanying Note 23 forming integral part of the consolidated financial statements) In line with normal industry practice and overall objective of increase in the revenue, the Company has varied incentive programs and discount policies in place. These include volume based rebates and schemes and trade spend commitments which are driven by customers achieving sales volume targets agreed with the Company over a pre-determined period. These rebates and schemes on sales are accounted for as a deduction from revenue and recognized in the period to which it relates in accordance with the customer agreement. This area was significant to our audit because: - those areas are subject to judgmental estimates and assessments that are material; and - these expenses vary with regards to the nature and timing of the activity to which it relates Our focus was on assessing the accuracy of the expense charged, whether the amount recognized were recorded in the appropriate period and the completeness of the expense.	customer schemes, discounts and other trade promotional expenditure comprised a combination of substantive testing, control testing and an assessment of the Company's disclosures in this regard. The audit procedures include the following steps: **a) Substantive testing:** • Tested a sample of underlying agreements to obtain evidence in support of amount and timing of recognition of both customer rebates & other promotional expenditure. This involved evaluating whether the amount & timing of recognition was consistent with the contractual arrangements. • Critically assessed the judgements taken by the Company in estimating year end accruals for amounts owing to customers. This included retrospective analysis/ tests to assess the accuracy of the accruals in previous years, alongside the use of key assumptions of rebate/ discount terms and in the case of volume rebates, the level of sales likely to occur in the period under audit, with reference to historic events. • Held discussions with the sales teams to understand the complexities, if any of these agreements and any unusual trends in the year. • Tested post-year end credit notes issued and debit notes received, where applicable, to determine whether specific promotions were appropriately provided for as at the reporting date at the appropriate amount. **b) Controls testing:** Wherever appropriate, our substantive work was supplemented by controls testing work which encompassed understanding, evaluating and testing key controls in respect of the approval of customer rebates, discounts and other trade promotional expenditure. Our procedures as mentioned above did not identify any findings that are significant for the financial statements as whole in respect of accounting for customer schemes, discounts and other trade promotional expenditure

INFORMATION OTHER THAN CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORTS THEREON

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

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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

RESPONSIBILITY OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Parent including its associate companies in accordance with the Ind AS and other accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. The respective Board of Directors of the companies are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the Parent and its associate companies are responsible for assessing the ability of the respective companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate the respective companies or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies are also responsible for overseeing their financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent and its Associate Companies which are companies incorporated in India, has adequate internal financial controls with reference to the financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Parent and its Associate Companies 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 consolidated 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 Parent and its Associate Companies to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Parent and its Associate Companies to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the entities consolidated in the

consolidated financial statements, which have been audited by other auditors, such other auditors are responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Parent of which we are the independent auditors 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 consolidated 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.

OTHER MATTERS

(a) The consolidated financial statements include the Parent's share of net profit of ₹ 65.39 lakh for the year ended March 31, 2021, as considered in the consolidated financial statements, in respect of two associate companies, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of these associate companies, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid associate companies, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit 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 of the aforesaid consolidated financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors of the Parent as on March 31, 2021 taken on record by the Board of Directors of the Parent and the reports of the statutory auditors of the associate companies incorporated in India, none of the directors of the Parent and its associate companies incorporated in India is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Parent and its associate companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

g) 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 consolidated financial statements disclose impact of pending litigations on the consolidated financial position of the Parent and its associate companies- Refer Note No. 36 to the consolidated financial statements.

ii. The Parent and its associate companies did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent and its associate companies incorporated in India.

2. With respect to the matter to be included in the Auditors' report under Section 197(16):

In our opinion and according to the information and explanation given to us, the Company has paid remuneration to its directors during the year is in accordance with the provisions of and limit laid down under section 197 read with Schedule V of the Act. In respect of the two associate companies, section 197 of the Companies Act, 2013 is not applicable since none of the Company is a Public Company as per definition given under section 2(71) of the Act.

For B.R. Gupta & Co.
Chartered Accountants,
Firm Registration Number 008352N

(Deepak Agarwal)
Partner
Membership Number 073696
UDIN: 21073696AAAAAY6575

Place of Signature: New Delhi
Date: 13th May, 2021

Annexure 'A' to the Independent Auditors' Report of Even Date on The Consolidated Financial Statement of Orient Bell Limited

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

In conjunction with our audit of the consolidated financial statements of Orient Bell Limited (hereinafter referred to as "the Parent") as of and for the year ended March 31, 2021, we have audited the internal financial controls with reference to financial statements of the Patent and its associate companies, which are companies incorporated in India, as of that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the Parent and its associate companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Parent considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("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 respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Parent's internal financial controls with reference to financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

A company's internal financial control 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 control 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 control 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 Parent and its associate companies, which are companies incorporated in India, have, 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, 2021, based on the internal control with reference to financial statements criteria established by the Parent considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

OTHER MATTERS

Our aforesaid report under Section 143 (3) (i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements of the Parent, in so far as it relates to two associate companies, which are companies incorporated in India, is based on the corresponding report of the auditor of such associates companies incorporated in India.

For B.R. Gupta & Co.
Chartered Accountants,
Firm Registration Number 008352N

(Deepak Agarwal)
Partner
Membership Number 073696
UDIN: 21073696AAAAAY6575

Place of Signature: New Delhi
Date: 13th May, 2021

Consolidated Balance Sheet
As at March 31, 2021

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
Assets			
I. Non-Current Assets			
(a) Property, Plant and Equipment	4	20,051.94	22,426.04
(b) Capital Work-in-Progress	5	28.83	67.08
(c) Right-of-use assets	35	596.52	787.19
(d) Other Intangible Assets	6	33.38	54.66
(e) Financial Assets			
(i) Investments	7	763.29	697.90
(ii) Other Financial Assets	8	334.22	316.70
(f) Other Non Current Assets	9	189.38	86.90
(g) Non-current tax assets(net)	10	72.53	47.34
Total Non-Current Assets		**22,070.09**	**24,483.81**
Current Assets			
(a) Inventories	11	6,016.47	8,059.14
(b) Financial Assets			
(i) Trade Receivables	12	9,259.50	8,692.58
(ii) Cash and Cash Equivalents	13	75.87	11.46
(iii) Bank Balances other than Cash and Cash Equivalents	14	5,025.72	287.16
(iv) Other Financial Assets	8	20.87	26.73
(c) Other Current Assets	9	973.53	456.01
Total Current Assets		**21,371.96**	**17,533.08**
Total Assets		**43,442.05**	**42,016.89**
II. Equity And Liabilities			
Equity			
(a) Equity Share Capital	15	1,435.36	1,428.41
(b) Other Equity	16	23,491.08	22,533.37
Total Equity		**24,926.44**	**23,961.78**
Liabilities			
Non- Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	2,435.63	3,335.49
(ii) Lease Liabilities	35	613.50	785.22
(iii) Other Financial Liabilities	18	1,120.33	1,052.82
(b) Provisions	19	179.20	153.41
(c) Deferred Tax Liabilities (Net)	20	2,134.60	2,196.03
Total Non- Current Liabilities		**6,483.26**	**7,522.97**
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	-	602.42
(ii) Lease Liabilities	35	185.65	217.18
(iii) Trade Payables	21		
a) Total Outstanding Dues to Micro and Small Enterprises		785.11	-
b) Total Outstanding Dues to Parties Other than Micro and Small Enterprises		8,938.06	7,716.39
(iv) Other Financial Liabilities	18	755.54	1,227.30
(b) Other Current Liabilities	22	1,261.34	726.34
(c) Provisions	19	106.65	42.51
Total Current Liabilities		**12,032.35**	**10,532.14**
Total Equity and Liabilities		**43,442.05**	**42,016.89**
Summary of Significant Accounting Policies	3		
The accompanying notes are integral part of the financial statements.			

As per our Report of even date attached

For B.R. Gupta & Co.
Chartered Accountants
Firm's Registration Number 008352N

(Deepak Agarwal)
Partner
Membership Number 073696

Place of Signature: New Delhi
Date: May 13, 2021

For & on behalf of Board of Directors of Orient Bell Limited

(Madhur Daga)
Managing Director
DIN 00062149

(P. M. Mathai)
Director
DIN 05249199

(Aditya Gupta)
Chief Executive Officer

(Himanshu Jindal)
Chief Financial Officer

(Yogesh Mendiratta)
Company Secretary
ICSI Membership No 13615

Consolidated Statement of Profit and Loss
For the year ended March 31, 2021

(All amounts in ₹ lakhs, unless otherwise stated)

	Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
I	**Revenue from Operations**	23	50,247.62	49,228.62
II	**Other Income**	24	186.39	524.86
III	**Total Income (I+II)**		**50,434.01**	**49,753.48**
IV	**Expenses**			
	(a) Cost of Materials Consumed	25	7,184.75	7,130.14
	(b) Purchases of Stock-in-Trade	26	15,062.80	16,355.61
	(c) Changes in Inventories of Finished Goods, Work in Progress and Stock in trade	27	1,886.50	144.10
	(d) Employee benefits expense	28	7,926.27	7,355.16
	(e) Finance costs	29	565.27	809.26
	(f) Depreciation and amortization expense	30	2,056.56	2,058.58
	(g) Other expenses	31	14,944.85	15,637.66
	Total expenses		**49,627.00**	**49,490.51**
V	**Profit/ (loss) before exceptional items and tax (III-IV)**		**807.01**	**262.97**
VI	**Share of profit/(loss) of Associates**		**65.39**	**29.21**
VII	**Profit/ (loss) before exceptional items and tax (V+VI)**		**872.40**	**292.18**
VIII	**Exceptional Items**	31A	270.84	-
IX	**Profit/ (loss) before tax (V-VI)**		**1,143.24**	**292.18**
X	**Tax expense:**	32		
	(a) Current tax		476.80	184.65
	(b) Adjustment of tax relating to earlier periods		(4.18)	21.60
	(c) Deferred tax		(97.46)	(625.98)
	Total tax expense		**375.16**	**(419.73)**
XI	**Profit/(loss) for the year (VII-VIII)**		**768.08**	**711.91**
XII	**Other Comprehensive Income**			
	(A) (i) Items that will not be reclassified proflt or loss			
	(a) Re-measurement gains/ (losses) on defined benefit plans		143.14	87.29
	(ii) Income tax on items that will not be reclassified proflt or loss		(36.03)	(21.97)
	(B) (i) Items that will be reclassified proflt or loss		-	-
	(ii) Income tax on items that will be reclassified proflt or loss		-	-
	Other comprehensive income for the year, net of tax		**107.11**	**65.32**
XIII	**Total comprehensive income for the year, net of tax**		**875.19**	**777.23**
XIV	**Earnings per share: (Face value ₹ 10 per share)**	33		
	1) Basic (amount in ₹)		5.36	4.99
	2) Diluted (amount in ₹)		5.32	4.94
	Summary of Significant Accounting Policies	3		

The accompanying notes are integral part of the financial statements.

As per our Report of even date attached

For B.R. Gupta & Co.
Chartered Accountants
Firm's Registration Number 008352N

(Deepak Agarwal)
Partner
Membership Number 073696

For & on behalf of Board of Directors of Orient Bell Limited

(Madhur Daga)
Managing Director
DIN 00062149

(P. M. Mathai)
Director
DIN 05249199

(Aditya Gupta)
Chief Executive Officer

(Himanshu Jindal)
Chief Financial Officer

(Yogesh Mendiratta)
Company Secretary
ICSI Membership No 13615

Place of Signature: New Delhi
Date: May 13, 2021

Consolidated Statement of Cash Flows

For the year ended March 31, 2021

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars		For the year ended March 31, 2021	For the year ended March 31, 2020
Cash Flows From Operating Activities			
Profit Before Tax		1,143.24	292.18
Adjustments for:			
Share of (Profit) / Loss of Associates		(65.39)	(29.21)
Depreciation and amortization		2,056.56	2,058.59
Interest Paid		479.31	805.81
Impact of effective interest rate adjustment on borrowings		85.96	9.04
Provision for employee benefit		85.60	151.71
Loss/(Gain) on sale of property, plant and equipment (including written off)		152.85	23.79
Government Grant Income Interest/GST Incentive		(50.00)	(60.18)
Interest on delayed payment of Taxes		-	3.45
Depreciation written back on capital subsidy		-	(0.40)
Unwinding of discount on deposits		(3.56)	(6.23)
Interest Income		(97.73)	(38.58)
Excess liability written back		-	(120.57)
Allowances for doubtful debts written back		-	(22.19)
Provision for Slow Moving of Inventories- Finished Goods and Stores and Spares		170.00	2.32
Provision for litigation		59.06	-
Allowances for doubtful debts		18.30	-
Allowances for doubtful advances		35.94	-
Bad Debts Written Off (net of recovered)		150.59	-
Operating Profit Before Working Capital Changes		**4,220.73**	**3,069.55**
Movement In Working Capital:			
Increase/(Decrease) in Trade Payables & Other Current Liabilities		2,109.27	126.44
Increase/(Decrease) in Other Long Term Liabilities		67.51	99.54
Increase/(Decrease) in Provisions		174.01	(26.02)
(Increase)/Decrease in Trade Receivables		(735.81)	2,951.10
(Increase)/Decrease in Inventories		1,869.59	483.75
(Increase)/Decrease in Other Current Assets and other bank balances		(5,191.87)	(137.43)
(Increase)/Decrease in Other Non-Current Assets		(181.12)	69.80
Cash Generated From Operations		**2,332.32**	**6,636.73**
Direct Tax paid (Net of Refunds)		(472.63)	(186.60)
Net Cash Inflow From/(Used In) Operating Activities	**(A)**	**1,859.69**	**6,450.13**
Cash Flows From Investing Activities			
Purchase of Property, Plant and Equipment and other intangible assets		(894.94)	(473.04)
Sale Proceeds of Property, Plant and Equipment		1,309.83	32.83
Interest Income		92.94	44.65
Net Cash From/ (Used In) Investing Activities	**(B)**	**507.83**	**(395.56)**

Consolidated Statement of Cash Flows
For the year ended March 31, 2021

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars		For the year ended March 31, 2021	For the year ended March 31, 2020
Cash Flows From Financing Activities			
Proceeds from issue of share capital		6.95	3.55
Increase/ (Decrease) in Long Term & Short Term Borrowings		(1,502.28)	(4,982.11)
Repayment of lease liabilities		(203.25)	(194.88)
Dividend (including dividend distribution tax) Paid		(2.43)	(87.80)
Interest paid (net)		(602.10)	(792.52)
Net cash inflow from/(used in) Financing Activities	**(C)**	**(2,303.11)**	**(6,053.76)**
Net Increase (Decrease) In Cash And Cash Equivalents	**(A+B+C)**	**64.41**	**0.81**
Opening Balance of Cash and Cash Equivalents		11.46	10.65
Total Cash And Cash Equivalent (Note No. 13)		**75.87**	**11.46**
Components Of Cash And Cash Equivalents			
Cash on hand		5.31	8.09
With banks - on current account and deposits with banks		70.56	3.37
Total Cash and Cash equivalent (Note No. 13)		**75.87**	**11.46**

Note:

(a) Purchase of Property, Plant and Equipment includes cash flows of capital work-in-progress (including Capital Advances) and movement in Capital Expenditure Creditors during the year

(b) The cash flow statement has been prepared under indirect method as set out in Indian Accounting Standard (IND AS-7)

Summary of Significant Accounting Policies (Note No. 3)

The accompanying notes are integral part of the financial statements.

As per our Report of even date attached

For B.R. Gupta & Co.
Chartered Accountants
Firm's Registration Number 008352N

(Deepak Agarwal)
Partner
Membership Number 073696

Place of Signature: New Delhi
Date: May 13, 2021

For & on behalf of Board of Directors of Orient Bell Limited

(Madhur Daga)
Managing Director
DIN 00062149

(P. M. Mathai)
Director
DIN 05249199

(Aditya Gupta)
Chief Executive Officer

(Himanshu Jindal)
Chief Financial Officer

(Yogesh Mendiratta)
Company Secretary
ICSI Membership No 13615

Consolidated Statement of Changes in Equity

For the year ended March 31, 2021

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Amount
A. Equity Share Capital	
Opening Balance as at April 01, 2019	1,424.86
Changes during the year	3.55
Opening Balance as at March 31, 2020	1,428.41
Changes during the year	6.95
Closing Balance as at March 31, 2021	**1,435.36**

B. Other Equity

Particulars	Reserve & Surplus							
	Capital Reserve	Security Premium	Capital Restructuring	Amalgamation Reserve	Share Options Outstanding Account	General Reserve	Retained earnings	Total equity
Balance as at April 01, 2019	**25.57**	**1,277.63**	**46.16**	**913.04**	**151.51**	**4,882.91**	**14,394.08**	**21,690.91**
Net Income/ Loss for the year	-	-	-	-	-	-	711.91	711.91
Less: Unrealised Profit on upstream transaction	-	-	-	-	-	-	(0.52)	(0.52)
Add: Other comprehensive income *	-	-		-	-	-	65.32	65.32
Employee Stock Option Scheme	-	89.53	-	-	57.47	-	4.72	151.71
Final Dividend for the FY 18-19 (Refer Note 44)	-	-	-	-	-	-	(71.31)	(71.31)
Dividend Distribution Tax	-	-	-	-	-	-	(14.66)	(14.66)
Balance as at March 31, 2020	**25.57**	**1,367.16**	**46.16**	**913.04**	**208.98**	**4,882.91**	**15,089.55**	**22,533.37**
Balance as at April 01, 2020	**25.57**	**1,367.16**	**46.16**	**913.04**	**208.98**	**4,882.91**	**15,089.55**	**22,533.37**
Net Income/ Loss for the year	-	-	-	-	-	-	768.08	768.08
Less: Unrealised Profit on upstream transaction	-	-	-	-	-	-	(3.08)	(3.08)
Add: Other comprehensive income *	-	-	-	-	-	-	107.11	107.11
Employee Stock Option Scheme	-	158.59	-	-	(72.99)	-	-	85.60
Balance as at March 31, 2021	**25.57**	**1,525.75**	**46.16**	**913.04**	**135.99**	**4,882.91**	**15,961.66**	**23,491.08**

* Represents Re-measurement of defined benefit plans (net)

Summary of Significant Accounting Policies (Note No. 3)

The accompanying notes are integral part of the financial statements.

As per our Report of even date attached

For B.R. Gupta & Co.
Chartered Accountants
Firm's Registration Number 008352N

For & on behalf of Board of Directors of Orient Bell Limited

(Deepak Agarwal)
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Membership Number 073696

(Madhur Daga)
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(P. M. Mathai)
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DIN 05249199

Place of Signature: New Delhi
Date: May 13, 2021

(Aditya Gupta)
Chief Executive Officer

(Himanshu Jindal)
Chief Financial Officer

(Yogesh Mendiratta)
Company Secretary
ICSI Membership No 13615

Notes to Consolidated Financial Statements For the year ended March 31, 2021

NOTE 1: CORPORATE INFORMATION

Orient Bell Limited (hereinafter referred as the Company) was incorporated on May 18, 1977 and is engaged in the manufacturing, trading and selling of ceramic and floor tiles. The Company is a public limited company incorporated and domiciled in India and has its registered office at Sikandrabad, Uttar Pradesh, India. The Company has its primary listings on Bombay Stock Exchange Limited and the National Stock Exchange of India Limited.

The financial statement are approved by the Board of Directors in their Board Meeting held on May 13, 2021

NOTE 2: STATEMENT OF COMPLIANCE

The Financial Statements are prepared on an accrual basis under historical cost Convention except for certain financial instruments which are measured at fair value. These financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Companies Act, 2013, as applicable.

The accounting policies are applied consistently to all the periods presented in the financial statements.

a) Basis of Preparation and presentation

The consolidated financial statements have been prepared on the historical cost convention on accrual basis except for certain financial instruments which are measured at fair value and defined benefit plans - plan assets measured at fair value at the end of each reporting period, as explained in the relevant accounting policies mentioned. The consolidated financial statements are presented in ₹ and all values are rounded to the nearest lakh except otherwise stated.

b) Basis of Consolidation and Equity Accounting:

i) Associates

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. Investments in associates are accounted for using the equity method of accounting (see note (ii) below), after initially being recognised at cost.

ii) Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Company's share of the post-acquisition profits or losses of the investee in profit and loss, and the Company's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the Company's share of losses in equity-accounted investments equals or exceeds its interest in the entity, including any other unsecured long term receivables, the Company does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Company and its associates and joint ventures are eliminated to the extent of the Company's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

The carrying amount of equity accounted investments are tested for impairment.

iii) The consolidated fianancial statements are prepared using uniform accounting policies for like transactions and other events in similar transactions.

c) Going Concern

The board of directors have considered the financial position of the Company at March 31, 2021, the projected cash flows and financial performance of the Company for at least twelve months from the date of approval of these financial statements as well as planned cost and cash improvement actions, and believe that the plan for sustained profitability remains on course. The board of directors have taken actions to ensure that appropriate long-term cash resources are in place at the date of signing the accounts to fund the Company's operations.

d) Recent Accounting Pronouncement

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. However, there is no such notification which would have been applicable from April 1, 2021.

e) New Accounting Pronouncements effective from April 1, 2020:

The following Ind As pronouncements pursuant to issuance of the Companies (Indian Accounting Standards) Amendment Rules 2020, were applied by the Company during the year:

- Amendment to Ind AS 103- Business Combinations
- Amendment to , Ind AS 39, Ind AS 107 and Ind AS 109- Interest Rate Benchmark Reform

Notes to Consolidated Financial Statements For the year ended March 31, 2021

- Amendment to Ind AS 116- Leases
- Amendment to Ind AS 1 and Ind AS 8- Definition of Material

None of the changes described above, or any of the other changes to the Ind AS, with the exception of Ind AS 16 (Leases), have a impact on the net worth, financial position, financial performance or on the cash flow of the Company.

NOTE 3: SIGNIFICANT ACCOUNTING POLICIES

a) Significant accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amount of revenues and expenses for the years presented. Actual results may differ from the estimates.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods affected.

Use of Estimates and Judgements

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. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur. Also, the company has made certain judgements in applying accounting policies which have an effect on amounts recognized in the financial statements.

i) Income taxes

The Company is subject to income tax laws as applicable in India. Significant judgment is required in determining provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. Where tax positions are uncertain, accruals are recorded within income tax liabilities for management's best estimate of the ultimate liability that is expected to arise based on the specific circumstances and the Company's historical experience. Factors that may have an impact on current and deferred taxes include changes in tax laws, regulations or rates, changing interpretations of existing tax laws or regulations, future levels of research and development spending and changes in pre-tax earnings.

ii) Contingencies

Contingent Liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal and other claims. By virtue of their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgements and the use of estimates regarding the outcome of future events.

iii) Recoverability of deferred taxes

In assessing the recoverability of deferred tax assets, management considers whether it is probable that taxable profit will be available against which the losses can be utilised. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the projected future taxable income and tax planning strategies in making this assessment.

iv) Defined benefit plans

The present value of the gratuity and compensated absences are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the actuary considers the interest

Notes to Consolidated Financial Statements For the year ended March 31, 2021

rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

v) Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

vi) Leases

Where the Company is the lessee, key judgements include assessing whether arrangements contain a lease and determining the lease term. To assess whether a contract contains a lease requires judgement about whether it depends on a specified asset, whether the Company obtains substantially all the economic benefits from the use of that asset and whether the the Company has a right to direct the use of the asset. In order to determine the lease term judgement is required as extension and termination options have to be assessed along with all facts and circumstances that may create an economic incentive to exercise an extension option, or not exercise a termination option. The Company revises the lease term if there is a change in the non-cancellable period of a lease. Estimates include calculating the discount rate which is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Where the The Company is the lessor, the treatment of leasing transactions is mainly determined by whether the lease is considered to be an operating or finance lease. In making this assessment, management looks at the substance of the lease, as well as the legal form, and makes a judgement about whether substantially all of the risks and rewards of ownership are transferred. Arrangements which do not take the legal form of a lease but that nevertheless convey the right to use an asset are also covered by such assessments.

The management's estimates and assessments were based in particular on assumptions regarding the development of the economy as a whole, the development of tiles markets, and the development of the basic legal parameters.

b) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

Assets:

An asset is treated as current when it is:

i) Expected to be realised or intended to be sold or consumed in normal operating cycle.

ii) Held primarily for the purpose of trading

iii) Expected to be realised within twelve months after the reporting period, or

iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

Liabilities:

A liability is current when:

(i) It is expected to be settled in normal operating cycle

(ii) It is held primarily for the purpose of trading

(iii) It is due to be settled within twelve months after the reporting period, or

(iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle: The operating cycle is the time between the acquisition of assets / liabilities for processing and their realisation / payment in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

c) Property, Plant and Equipment (PPE)

Property, plant and equipment and capital work in progress are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Such cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct services, any other costs directly attributable to bringing the assets to its working condition for their intended use and cost of replacing part of the plant and equipment and borrowing

Notes to Consolidated Financial Statements For the year ended March 31, 2021

costs for long-term construction projects if the recognition criteria are met.

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss within other income / expense (as applicable).

Items of stores and spares that meet the definition of property, plant and equipment are capitalised at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

Subsequent costs: The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item of property, plant and equipment, if it is probable that the future economic benefits embodied within the part will flow to the Company, its cost can be measured reliably with the carrying amount of the replaced part getting derecognised and there is increase of future benefits from the existing asset beyond previously assessed standard of performance. The cost for day-to-day servicing of property, plant and equipment are recognised in statement of profit and loss as and when incurred.

Decommissioning Costs : The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Capital work in progress: Capital work in progress comprises the cost of property, plant and equipment that are not ready for their intended use at the reporting date.

The Company had applied for the one time transition exemption of considering the carrying cost on the transition date i.e. 1st April, 2016 as the deemed cost under Ind AS.

Depreciation : Depreciation on PPE are provided to the extent of depreciable amount on straight line basis (SLM). Depreciation is provided at the rates and in the manner prescribed in Schedule II to the Companies Act, 2013 except on certain assets, where useful life has been taken based on external / internal technical evaluation which is given below in table. Leasehold Land and Leasehold Improvements are amortised over the lease term or useful life of assets whichever is lower. The residual values, useful lives are reviewed at each financial year end and adjusted appropriately.

Particulars	Useful life as per Schedule II of Companies Act, 2013 (Years)	Management Estimate of Useful Life (Years)*
Buildings *	30 year	5 & 30 years
Plant and Machinery *		
Moulds	25 years	5 years
Punches	25 years	5 years
Steel Pallets	18 years	5 years
Digital Machine, Polishing Machine, Gas Engine and DG Sets	25 years	10 years
Others	25 years	25 years
Office Equipment *		
Mobiles	5 years	3 years

*For these classes of assets, based on internal assessment by technical team, the Management believes that the useful lives as given above best represent the period over which the Management expects to use these assets. Hence the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013.

d) Intangible Assets

Recognition and measurement

Intangible assets that are acquired by the Company are measured initially at cost. Intangible assets with finite useful lives are measured at cost less accumulated amortisation and accumulated impairment losses, if any.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

Amortisation

All expenditures, qualifying as Intangible Assets are amortized over estimated useful life. Specialized softwares are amortized over a period of 3 years or license period whichever is earlier. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

The Company had applied for the one time transition exemption of considering the carrying cost on the transition date i.e. 1st April, 2016 as the deemed cost under Ind AS.

e) Borrowing Costs

Borrowing costs consists of interest and amortization of ancillary costs that an entity incurs in connection with the borrowing of

Notes to Consolidated Financial Statements For the year ended March 31, 2021

funds. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the interest cost.

f) Foreign Currency Transaction

Functional and presentational currency

The Company's financial statements are presented in Indian Rupees (₹ in lakh) which is Company's functional currency and also the presentational currency. Functional currency is the currency of the primary economic environment in which a Company operates and is normally the currency in which the Company primarily generates and expends cash.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at the functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement or translation of monetary items are recognised in statement of profit and loss.

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

Advances received or paid in foreign currency are recognised at exchange rate on the date of transaction and are not retranslated.

g) Revenue Recognition

The Company derives revenues primarily from sale of manufactured goods and traded goods

Revenue from contracts with customers:

- Revenue is recognized on the basis of approved contracts regarding the transfer of goods or services to a customer for an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services.
- Revenue is measured at the fair value of consideration received or receivable taking into account the amount of discounts, incentives, volume rebates, outgoing taxes on sales. Any amounts receivable from the customer are recognised as revenue after the control over the goods sold are transferred to the customer which is generally on dispatch of goods.
- Variable consideration - This includes incentives, volume rebates, discounts etc. It is estimated at contract inception considering the terms of various schemes with customers and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. It is reassessed at the end of each reporting period.
- Significant financing component - Generally, the Company receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised goods or services to the customer and when the customer pays for that goods or services will be one year or less.

Use of significant Judgements in Revenue Recognition

- Judgement is required to determine the transaction price for the contract. The transaction price could be either a fixed amount of consideration or variable consideration with elements such as volume discounts, price concessions, incentives etc. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period.
- The Company estimates variable considerations to be included in the transaction price for the sale of goods with volume rebates.

  The Company's expected volume rebates are analysed on a per customer basis. Determining whether a customer will be entitled to rebate will depend on the customer's historical rebates entitlement and accumulated purchases to date. The Company updates its assessment of volume rebates on regular basis.
- The Company assesses its revenue arrangements against specific recognition criterias like exposure to the significant risks and rewards associated with the sale of goods.When deciding the most appropriate basis for presenting revenue or costs of revenue, both the legal form and substance of the agreement between the Company and its customers are reviewed to determine each party's respective role in the transaction.

Notes to Consolidated Financial Statements For the year ended March 31, 2021

Other Operating Revenue

Dividend income is recognized when the right to receive payment is established.

Income, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset

Claims receivables on account of insurance are accounted for to the extent the Company is reasonably certain of their ultimate collection.

h) Inventories

Items of inventories are measured at lower of cost and net realizable value after providing for obsolescence, wherever considered necessary. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition. The cost of various components of inventory is determined as follows;-

Raw Materials, Stores, Spares and Packing Material	Cost includes purchase price, non refundable duties, taxes and all other costs incurred in bringing the inventories to their present location. Cost is determined on Weighted Average basis.
Stocks-in-process and Finished Goods	Cost includes material cost and also includes an appropriate portion of allocable overheads. Cost is determined on Weighted Average basis.
Traded Goods	Cost includes purchase cost, duties, taxes and all other costs incurred in bringing the inventory to their present location. Cost is determined on Weighted Average basis.

i) Leases

Effective 01 April 2019, the Company has adopted Indian Accounting Standard 116 (Ind AS 116) -'Leases' The effect on adoption of Ind-AS 116 was insignificant.

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

Notes to Consolidated Financial Statements For the year ended March 31, 2021

The Company has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Company as Lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term.

j) Employee's Benefits

Short Term Employee Benefits: All employee benefits expected to be settled wholly within twelve months of rendering the service are classified as short-term employee benefits. When an employee has rendered service to the Company during an accounting period, the Company recognises the undiscounted amount of short-term employee benefits expected to be paid in exchange for that service as an expense unless another Ind AS requires or permits the inclusion of the benefits in the cost of an asset. Benefits such as salaries, wages and short-term compensated absences, bonus and ex-gratia etc. are recognised in Statement of Profit and Loss in the period in which the employee renders the related service.

Defined Contribution Plan

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions to a statutory authority and thereafter, will have no legal or constructive obligation to pay further amounts. Provident Fund and Employee State Insurance Schemes are defined contribution scheme and contributions paid / payable are recognised as an expense in the statement of profit and loss during the year in which the employee renders the related service.

Defined Benefit Plan

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount based on the respective employee's salary and the tenure of employment. The Company accounts for the liability for gratuity benefits payable in future based on an independent actuarial valuation report using the projected unit credit method as at the year end.

The obligations are measured at the present value of the estimated future cash flows. The discount rate is generally based upon the market yields available on Government bonds at the reporting date with a term that matches that of the liabilities.

Re-measurements, comprising actuarial gains and losses including, the effect of the changes to the asset ceiling (if applicable), is reflected immediately in Other Comprehensive Income, they are included in retained earnings in the Statement of Changes in Equity and Balancesheet. All other expenses related to defined benefit plans are recognised in statement of profit and loss as employee benefit expenses. Gains or losses on the curtailment or settlement of any defined benefit plan are recognised when the curtailment or settlement occurs.

Other Long Term Benefits

Long term compensated absences are provided for on the basis of actuarial valuation, using the projected unit credit method, at the end of each financial year. Actuarial gains / loss are recognised in Statement of Profit & Loss. On the basis of companies policy, compensated absences upto 50 days (60 days in case of Dora worker and 30 days in case of SKD workers) are recognised as long term employee benefit & compensated absences beyond 60/50/30 days as may be applicable, shall lapse after the end of financial year.

Employees Share Based Payment

Employees (including senior executives) of the Company receive component of remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled Transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

Notes to Consolidated Financial Statements For the year ended March 31, 2021

Termination Benefits

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Company recognises termination benefits at the earlier of the following dates: (a) when the Company can no longer withdraw the offer of those benefits; and (b) when the Company recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of terminations benefits.

k) Provisions, Contingent liabilities and Contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the 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 recognised as a finance cost.

Contingent liability is disclosed in the case of;

i) a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle obligation;

ii) a present obligation arising from past events, when no reliable estimate is possible.

Contingent assets are neither recognised nor disclosed. However,when realisation of income is virtually certain, related asset is recognised.

Provision, contingent liabilities and contingent assets are reviewed at each balance sheet date and adjusted where necessary to reflect the current best estimate of obligation or asset.

l) Financial Instruments

A financial instrument is a contract that gives rise to a financial asset for one entity and a financial liability or equity instrument for another entity. Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

1) Initial recognition and measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset is initially recognised at fair value. In case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

2) Classification and Subsequent measurement

(a) Financial Assets

For purposes of subsequent measurement, financial assets are classified in following categories:

- Financial Asset carried at amortised cost
- Financial Asset at fair value through other comprehensive income (FVTOCI)
- Financial Asset at fair value through profit and loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

- Financial Asset carried at amortised cost

  A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset 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.

- Financial Asset at fair value through other comprehensive income (FVTOCI)

  A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling 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.

- Financial Asset at fair value through profit and loss (FVTPL)

  A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

Notes to Consolidated Financial Statements For the year ended March 31, 2021

- Equity investment in Associates

  Investments representing equity interest in associates are carried at cost less any provision for impairment. Investments are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable.

  The Company had elected for one time Ind AS 101 exemption and adopted the fair value of ₹ 10 of its investment in equity shares of its associates as its deemed cost as at the date of transition.

De-recognition

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognised (i.e. removed from the Company's Balance Sheet) when:

(i) The contractual rights to receive cash flows from the asset has expired, or

(ii) The Company has transferred its contractual rights to receive cash flows from the financial asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangements and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

(b) Financial Liabilities

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at amortised cost
- Financial liabilities at fair value through profit and loss (FVTPL)

Financial liabilities at Amortized cost

Loans and borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to the borrowings.

De-recognition

A financial liability is derecognised 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 (if any) in the respective carrying amounts is recognised in the statement of profit and loss.

(c) Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

m) Impairment of Financial Assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgments in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

n) Impairment of Non-Financial Assets

The carrying amounts of the Company's non-financial assets, are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit ('CGU') is the greater of its value in use or its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the

Notes to Consolidated Financial Statements For the year ended March 31, 2021

purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets ('CGU').

An impairment loss is recognized, if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount and is recognised in statement of profit and loss.

Impairment losses recognised in prior periods are assessed at end of each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

o) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

(i) In the principal market for the asset or liability, or

(ii) 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 categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

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

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

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

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

p) Taxes on Income

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income (OCI) or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets are offset against current tax liabilities if, and only if, a legally enforceable right exists to set off the recognised amounts and there is an intention either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses (if any). Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and is adjusted to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Notes to Consolidated Financial Statements For the year ended March 31, 2021

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Minimum Alternate Tax

Minimum Alternate Tax (MAT) paid in the year is charged to the Statement of Profit and Loss as current tax. The Company recognises MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which Company recognises MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternate Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the Statement of Profit and Loss and shown as "MAT Credit Entitlement ". The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

In accordance with Ind AS 12 Company is grouping MAT credit entitlement with Deferred Tax Assets / Liability (Net).

q) Government Grants and Subsidies

Government grants are recognised when there is a reasonable assurance that the same will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised in the Statement of Profit and Loss by way of a deduction to the related expense on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income on a systematic basis over the expected useful life of the related asset.

Government grants, that are receivable towards capital investments under State Investment Promotion Scheme, are recognised in the Statement of Profit and Loss in the period in which they become receivable.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset.

r) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash balance on hand, cash balance at banks and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

s) Earnings per share (EPS)

In determining earnings per share, the Company considers the net profit after tax and includes the post tax effect of any extra ordinary items.

- Basic earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.
- For the purpose of calculating Diluted Earning per share, the number of shares comprises of weighted average shares considered for deriving basic earning per share and also the weighted average number of equity share which could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. A transaction is considered to be antidilutive if its effect is to increase the amount of EPS, either by lowering the share count or increasing the earnings.

t) Segment Reporting

The Company has the policy of reporting the segments in a manner consistent with the internal reporting provided to the chief decision maker. The chief decision maker is considered to be the Board of Directors who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments.

Notes to Consolidated Financial Statements For the year ended March 31, 2021

NOTE 4 : PROPERTY, PLANT AND EQUIPMENT

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Land- Freehold	Land- Leasehold	Buildings	Leasehold Improvements	Plant and Equipment	Furniture and Fixures	Vehicles	Office Equipment	Electrical Installations & Equipment	Computers	Total
Gross Carrying Amount :											
As at April 01, 2019	5,852.01	183.60	6,423.56	441.02	15,253.15	47.62	302.34	83.76	51.41	99.00	28,737.47
Add: Additions made during the year	-	-	72.52	36.95	252.27	-	54.67	22.07	1.77	15.40	455.65
Less: Disposals/adjustments during the year **	-	-	-	-	42.19	0.73	63.61	0.74	0.37		107.63
As at March 31, 2020	**5,852.01**	**183.60**	**6,496.09**	**477.97**	**15,463.24**	**46.89**	**293.40**	**105.09**	**52.81**	**114.39**	**29,085.49**
Add: Additions made during the year	-	-	41.17	154.12	620.34	0.85	-	34.96	22.17	44.19	917.81
Less: Disposals/adjustments during the year	1,358.75	-	2.12	-	73.65	12.59	81.23	11.27	2.74	7.51	1,549.86
As at March 31, 2021	**4,493.26**	**183.60**	**6,535.14**	**632.10**	**16,009.92**	**35.15**	**212.17**	**128.78**	**72.25**	**151.07**	**28,453.44**
Accumulated Depriciation :											
As at April 01, 2019	**-**	**8.22**	**741.67**	**180.42**	**3,729.50**	**17.62**	**75.66**	**49.45**	**12.80**	**51.46**	**4,866.81**
Add: Depreciation charge for the year	-	2.74	285.89	75.80	1,378.44	5.46	39.31	12.40	5.65	24.32	1,830.01
Less: Disposals/adjustments during the year **	-	-	-	-	5.09	0.23	31.62	0.31	0.12	-	37.37
As at March 31, 2020	**-**	**10.96**	**1,027.56**	**256.22**	**5,102.84**	**22.85**	**83.34**	**61.54**	**18.33**	**75.78**	**6,659.45**
Add: Depreciation charge for the year	-	2.74	286.11	90.85	1,367.42	4.60	35.03	13.75	7.21	21.52	1,829.23
Less: Disposals/adjustments during the year	-	-	0.81	-	23.40	7.15	42.47	7.17	1.28	4.89	87.18
As at March 31, 2021	**-**	**13.70**	**1,312.87**	**347.07**	**6,446.86**	**20.30**	**75.90**	**68.12**	**24.26**	**92.41**	**8,401.50**
Net Carrying Amount :											
As at March 31, 2021	**4,493.26**	**169.90**	**5,222.28**	**285.03**	**9,563.06**	**14.86**	**136.27**	**60.65**	**47.98**	**58.66**	**20,051.94**
As at March 31, 2020	**5,852.01**	**172.64**	**5,468.53**	**221.75**	**10,360.39**	**24.04**	**210.06**	**43.55**	**34.48**	**38.61**	**22,426.04**

(a) Disposals/adjustments during the year of Land-Freehold represents resumption of land (acquired from Andhra Pradesh Industrial Infrastructure Corporation Limited (APIIC) at Industrial Park, Phase-II, Peddapuram, East Godavari District, Andhra Pradesh)) on execution of deed of cancellation of allotment of the said land of amounting to ₹ 1,358.75 Lakh by the company where the company has received a refund of ₹ 1,275.05 Lakh from APIIC. Accordingly, the company has booked a loss of ₹ .83.70 lakh on such resumption.

(b) Refer Note No-17, for Information on Property, Plant and Equipment pledged as security by the Company.

'**Adjustment in Plant & Equipment under gross carrying amount and accumulated depreciation of ₹ 14.82 Lakh and ₹ 0.40 Lakh respectively represents capital subsidy

Notes to Consolidated Financial Statements For the year ended March 31, 2021

NOTE 5 : CAPITAL WORK IN PROGRESS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Balance at the beginning of year	67.08	102.15
Add: Additions during the year	28.83	-
Less: Disposals/adjustments during the year	67.08	35.07
Balance at the end of year	**28.83**	**67.08**

a) Breakup of Capital Work in Progress is as follows:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Buildings	-	0.54
Plant and Equipment	-	66.54
Computer Systems - Hardware	28.83	-
	28.83	**67.08**

NOTE 6 : OTHER INTANGIBLE ASSETS

Particulars	Computer Software	Website Development	Total
Gross Carrying Amount :			
As at April 01, 2019	**32.24**	-	32.24
Add: Additions during the year	**-**	49.51	49.51
Less: Disposals / adjustments during the year	**-**	-	-
As at March 31, 2020	**32.24**	**49.51**	**81.75**
Add: Additions during the year	-	-	-
Less: Disposals / adjustments during the year	-	-	-
As at March 31, 2021	**32.24**	**49.51**	**81.75**
Amortisation and impairment			
As at March 31, 2019	**20.67**	**-**	**20.67**
Add: Amortisation charge for the year	6.38	0.05	6.42
Less: On disposals / adjustments during the year	-	-	-
As at March 31, 2020	**27.05**	**0.05**	**27.09**
Add: Amortisation charge for the year	5.19	16.09	21.28
Less: On disposals/adjustments during the year	-	-	-
As at March 31, 2021	**32.24**	**16.14**	**48.37**
Net carrying amount			
As at March 31, 2021	**0.00**	**33.38**	**33.38**
As at March 31, 2020	**5.19**	**49.47**	**54.66**

Notes to Consolidated Financial Statements For the year ended March 31, 2021

NOTE 7 : NON-CURRENT INVESTMENTS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Investment in Equity Shares of Associates (carried at cost)		
Unquoted		
3,120,000 (March 31, 2020 : 3,120,000) Equity Shares of Proton Granito Private Limited of ₹ 10 each, fully paid up	466.51	417.99
2,600,000 (March 31, 2020: 2,600,000) Equity Shares of Corial Ceramic Private Limited of ₹ 10 each, fully paid up	296.78	279.91
	763.29	**697.90**
a) Aggregate value of unquoted investments	763.29	697.90

b) Information about Associates

(All amounts in ₹ lakhs, unless otherwise stated)

Name of the Company, Country of Incorporation, Principal Activities	Proportion (%) of equity interest	
	As at March 31, 2021	As at March 31, 2020
i) Proton Granito Private Limited, India, Manufacturing of Vitrified products	19.50%	19.50%
ii) Corial Ceramic Private Limited, India, Manufacturing of Ceramic products	26.00%	26.00%

NOTE 8 : OTHER FINANCIAL ASSETS

(Unsecured,considered good unless otherwise stated)

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Non-Current		Current	
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020
Security Deposits (Refer to note 'a' and 'b' below)	334.22	316.70	-	10.64
Interest accrued on security deposits	-	-	13.95	13.86
Interest accrued on fixed deposits	-	-	6.92	2.23
	334.22	**316.70**	**20.87**	**26.73**

a) The Company has determined its security deposits are not in the nature of loans and accordingly have been classified as part of other financial assets.

b) Out of the above security deposit ₹ 10 lakh (March 31, 2020: ₹ 10 Lakh) pertains to the related parties.

Notes to Consolidated Financial Statements For the year ended March 31, 2021

NOTE 9 : OTHER ASSETS

(All amounts in ₹ lakhs, unless otherwise stated)

(Unsecured, considered good, unless otherwise stated)	Non-Current		Current	
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020
Capital Advances	159.41	20.35	-	-
Balance with Government Authorities				
- Considered Good	20.92	53.59	37.72	30.49
- Considered Doubtful	35.94	-	-	-
Advances to Employees	-	-	12.80	24.62
Advances to Suppliers	-	-	303.02	56.14
Subsidy Recoverable	-	-	125.00	75.00
Gratuity Fund (Refer Note 34)	-	-	413.25	170.34
Prepaid Expenses	9.05	12.96	81.74	99.11
Export Incentive Receivable	-	-	-	0.31
	225.32	86.90	973.53	456.01
Less: Allowances for doubtful advances	35.94	-	-	-
	189.38	**86.90**	**973.53**	**456.01**

NOTE 10 : NON-CURRENT TAX ASSETS(NET)

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Provision for Income Tax {Net of Advance Tax ₹ 497.70 lakh (March 31, 2020 : ₹ 231.99 lakh)}	72.53	47.34
	72.53	**47.34**

NOTE 11: INVENTORIES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Raw Materials	855.45	743.94
Work In Progress	147.64	167.15
Finished Goods	3,822.50	5,908.36
Stock-in Trade	405.85	189.53
Stores and Spares	866.97	924.62
Goods In Transit-Stores & Spares	11.94	58.96
Packing Material	129.02	119.47
	6,239.36	**8,112.03**
Less Provisions for Slow and Non moving Inventories - Finished Goods and Stores and Spares	222.89	52.89
	6,016.47	**8,059.14**

a) Refer Note No-17, for Information on above assets being pledged as security by the Company

b) For mode of valuation Refer Note 3(h).

Notes to Consolidated Financial Statements For the year ended March 31, 2021

NOTE 12 : TRADE RECEIVABLES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars		As at March 31, 2021	As at March 31, 2020
- Considered Good - Secured	(A)	303.72	332.24
- Considered Good - Unsecured		8,995.30	8,381.56
Less: Allowance for Expected Credit Loss		39.52	21.22
	(B)	8,955.78	8,360.34
	(A+B)	**9,259.50**	**8,692.58**

a) The Company has no trade receivables which have significant increase in credit risk and trade receivables which are credit impaired. (Refer Note 43)

b) No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person.

c) Nor any trade or other receivable are due from firms or private companies in which any director is a partner, director or a member.

d) Trade receivables are generally on terms of not more than 90 days.

e) Refer Note 17, for Information on above assets being pledged as security by the Company

NOTE 13 : CASH AND CASH EQUIVALENTS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Balances with Banks:		
- Current Account	-	3.37
- Cash Credit Account	70.56	-
Cash on Hand	1.77	4.61
Foreign Cash on Hand	3.54	3.48
	75.87	**11.46**

a) Refer Note 17, for Information on above assets being pledged as security by the Company

b) For the purpose of the statement of cash flow, the cash and cash equivalent are same given above.

NOTE 14 : BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Earmarked balances with banks		
- Unpaid Dividend Account (Refer note 'a' below)	7.72	10.16
- Deposits with original maturity of less than 3 months (Refer note 'b' below)	3,190.00	-
- Deposits with original maturity of more than 3 months but less than 12 months (Refer note 'b' below)	1,828.00	277.00
	5,025.72	**287.16**

a) Unpaid Dividend Accounts are restricted accounts and hence are re-classified from cash & cash equivalent to other bank balance as at March 31, 2021.

b) Fixed Deposits with a carrying amount of ₹ 5,018.00 Lakh (March 31, 2020: ₹ 277.00 Lakh) are subject to first charge to secure the Company's loans from banks.

Notes to Consolidated Financial Statements For the year ended March 31, 2021

NOTE 15 : EQUITY SHARE CAPITAL

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Authorised		
40,000,000 (March 31, 2020: 40,000,000) Equity Shares of ₹ 10 each*	4,000.00	4,000.00
	4,000.00	**4,000.00**
Issued, subscribed and fully paid up		
14,353,576 (March 31, 2020: 14,284,076) equity shares of ₹ 10 each*	1,435.36	1,428.41

a) Reconciliation of Issued and Subscribed Share Capital:

Particulars	No. of shares*	Amount
Balance as at April 1, 2019	1,42,48,576	1,424.86
Add: ESOP shares issued during the year (Refer Note 41)	35,500	3.55
Balance as at March 31, 2020	1,42,84,076	1,428.41
Add: ESOP shares issued during the year (Refer Note 41)	69,500	6.95
Balance as at March 31, 2021	**1,43,53,576**	**1,435.36**

b) Terms/ rights attached to equity shares:

The company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. During the year ended March 31, 2021, the amount of per share dividend proposed as distributions to equity shareholders was ₹ 0.50 per share (March 31, 2020: NIL). In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Details of Shareholders Holding More than 5% Shares In the Company

Name of Party	As at March 31, 2021		As at March 31, 2020	
	No. of shares	Holding %	No. of shares	Holding %
Mr. Mahendra K Daga	32,40,062	22.57%	31,52,761	22.07%
Mr. Madhur Daga	13,17,933	9.18%	12,97,417	9.08%
Good Team Investment & Trading Company Private Limited	24,07,499	16.77%	23,88,973	16.72%
Mrs. Sarla Daga	7,45,867	5.20%	-	-

Note 15A : Preference Share Capital

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Authorised		
15,000,000 (March 31, 2020: 15,000,000) Non Convertible Redeemable Cumulative Preference Shares of ₹ 10 each*	1,500.00	1,500.00
	1,500.00	**1,500.00**

* Number of Shares are given in absolute numbers.

Notes to Consolidated Financial Statements For the year ended March 31, 2021

NOTE 16 : OTHER EQUITY

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Capital Reserve	25.57	25.57
Securities Premium	1,525.75	1,367.16
Capital Restructuring	46.16	46.16
Amalgamation Reserve	913.04	913.04
Share Options Outstanding Account	135.99	208.98
General Reserve	4,882.91	4,882.91
Retained Earnings	15,961.66	15,089.55
	23,491.08	**22,533.37**

Note:

i) For Movement during the period in Other Equity, refer "Statement of Change in Equity".

ii) Nature and Purpose of Other Reserves

a) Capital Reserves

Capital Reserve was carried forward under the previous GAAP from the books of amalgmating company at the time of Amalgamation.

b) Security Premium

The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium reserve. The reserve will utilised in accordance with provisions of the companies Act 2013.

c) Capital Restructuring

Capital Restructuring reserve was carried forward under the previous GAAP from the books of amalgmating company at the time of Amalgamation.

d) Amalgamation Reserve

Amalgamation reserve was created under the previous GAAP on the basis of scheme of amalgamation of Bell Ceramics Limited with the Company as approved by the High Court of Allahabad and Gujrat in the year ended March 31, 2012.

e) Share Options Outstanding Account

The Company has stock option schemes under which options to subscribe for the Company's shares have been granted to certain employees including key management personnel. The Share Options Outstanding Account is used to recognise the value of equity-settled share-based payments provided to employees, as part of their remuneration. The fair value of the equity-settled share based payment transactions with employees is recognised in Statement of Profit and Loss with corresponding credit to Employee Stock Options Outstanding Account.

f) General Reserve

The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act 1956. Mandatory transfer to general reserve is not required under the Companies Act 2013.

g) Retained Earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. All the profits made by the Company are transferred to retained earnings from statement of profit and loss. However retained earnings includes ₹ 4,443.29 Lakh (March 31, 2020 : ₹ 4,496.02 Lakh) on account of amount transferred from revaluation reserve which is not available for distribution.

Notes to Consolidated Financial Statements For the year ended March 31, 2021

NOTE 17 : BORROWINGS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Non-Current		Current	
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020
Long Term:				
Secured Loans				
Term Loan				
From Banks				
Corporate loans	935.63	1,819.31	746.20	1,044.06
Vehicle loans	-	14.39	-	23.70
From Financial Institution				
Corporate loans	-	-	-	99.86
Vehicle loans	-	1.79	-	10.27
Unsecured Loans				
Term Loan From:				
- From Related Parties (Refer Note "f" below)	1,500.00	1,500.00	-	-
	2,435.63	3,335.49	746.20	1,177.90
Less: Amount disclosed under the head "Other Financial Liabilities" (refer note 18)	-	-	746.20	1,177.90
	2,435.63	**3,335.49**	**-**	**-**
Short Term:				
Secured Loans				
Cash Credit Facilities From Banks			-	602.42
			-	602.42

a) For Interest rate and Liquidity risk related disclosures, refer note 43.

b) The Nature of Security for Term Loan are :

i) The above Secured Loans, ₹ 1,681.82 Lakh (March 31, 2020: ₹ 3,013.38 Lakh) are secured by way of first pari passu charge on entire fixed assets excluding assets having specific charge, both present and future, and collaterally by way of second pari passu charge on the current assets of the Company.

ii) Vehicle loans were secured by way of hypothecation of respective vehicles with the various bankers and financial institution.

c) The Nature of Security for Cash Credit Facility are :

i) The above Cash Credit facility of ₹ NIL (March 31, 2020: ₹ 602.42 Lakh) are primarily secured by way of first pari passu charge on entire current assets of the Company and collaterally by way of second pari passu charge on the entire fixed assets excluding assets having specific charge, both present & future.

ii) These cash credit facility carries interest rate ranges from 8.00% to 10.50% per annum

Notes to Consolidated Financial Statements For the year ended March 31, 2021

d) Maturity Profile- Secured Term Loans

Maturity profile of Secured Term Loans is as set out below :	2021-22	2022-23	Beyond 2022-23
Term loan from the bank is repayable in quarterly installments	**746.20**	**748.23**	**187.41**

e) The term loan(s) carries rate of interest ranging between 7.55% to 12.10% per annum.

f) In respect of unsecured loan :

From related parties: This will be repaid after the payment of entire term loans of bank. Interest rate carries at the rate of 9.5%.p.a.

NOTE 18 : OTHER FINANCIAL LIABILITIES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Non-Current		Current	
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020
Current Maturities of Long Term borrowings (Refer Note 17)	-	-	746.20	1,177.90
Trade Deposits (Refer note 'a' & 'b' below)	1,097.37	1,018.46	-	-
Earnest Money Received from Employees	22.96	34.36	-	0.54
Security From Employees	-	-	1.62	1.88
Interest Accrued but not due on Borrowings	-	-	-	36.83
Unpaid Dividends (Refer Note 'c' below)	-	-	7.72	10.16
	1,120.33	**1,052.82**	**755.54**	**1,227.30**

a) Trade deposits are repayable on cessation of business transaction with dealers. The trade deposits carry rate of interest @ 7% to 10% per annum.

b) Trade deposits are not in the nature of borrowings and hence are grouped under Other Financial Liabilities as at March 31, 2021 and March 31, 2020.

c) There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as March 31, 2021 (March 31, 2020: Nil,).

NOTE 19 : PROVISIONS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Non-Current		Current	
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020
Provision for Employee Benefits				
Compensated Absenses (Refer Note 34)	179.20	153.41	47.59	42.51
Other Provisions				
Provision for litigation (Refer Note (a) below)	-	-	59.06	-
	179.20	**153.41**	**106.65**	**42.51**

Notes to Consolidated Financial Statements For the year ended March 31, 2021

(a) Movement in provision for litigation **

During the year, the company has recorded a provision of ₹ 59.06 Lakh (March 31, 2020: NIL) for various litigations resulting from matters, which are under litigation/dispute. The company has also reversed provision of NIL (March 31, 2020: NIL) due to the settlement of certain disputes for which provision was no longer required. The details of provisions are given below:-

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
At the beginning of the year	-	-
Provision made during the year	59.06	-
Provision utilised during the year	-	-
Reversal during the year	-	-
At the end of the year	**59.06**	**-**

** Provision for litigation represents pending disputes with central goods and services tax authority and sales tax department. Timing of outflow will depend upon timing of decision of cases. Although the company is contesting the cases at the relevant forum, the management believes that the outflow of resources embodying economic benefits is probable and has accordingly, created a provision towards the obligation that may arise.

NOTE 20: DEFERRED TAX LIABILITIES (NET)

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Gross Deferred Tax Liabilities	2,581.69	2,268.62
Gross Deferred Tax Assets	(447.09)	(72.59)
At the end of the year	**2,134.60**	**2,196.03**

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2019	Adjusted against current tax	Recognised in Statement of Profit and Loss	Recognised in Statement of Other Comprehensive Income	As at March 31, 2020
Deferred tax assets relates to the following:					
Leases	47.45	-	(47.95)	-	(0.49)
Provision for Employee Benefits	102.28	-	(31.00)	(21.97)	49.31
Lease equalisation reserve	4.07	-	(4.07)	-	-
Provision for Slow Moving of Inventories	17.67	-	(4.36)	-	13.44
Deferred Assets	0.84	-	(0.84)	-	-
Allowance for Expected Credit Loss	15.17	-	(9.83)	-	5.34
Others	4.16	-	0.83	-	4.99
	191.64	**-**	**(97.21)**	**(21.97)**	**72.59**
Deferred tax liability relates to the following:					
Property, plant and equipment	3,068.32	-	(845.53)	-	2,222.79
Borrowing (EIR)	7.14	-	(4.18)	-	2.96
Gratuity	21.54	-	21.33	-	42.87
	3,097.00		**(828.38)**	**-**	**2,268.62**
Minimum Alternate Tax Credit Entitlement	233.01	(127.71)	(105.30)	-	-
Total deferred tax assets/(liabiities) (Net)	**2,672.35**	**127.71**	**(673.82)**	**21.97**	**2,196.03**

Notes to Consolidated Financial Statements For the year ended March 31, 2021

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at April 01, 2020	Adjusted against current tax	Recognised in Statement of Profit and Loss	Recognised in Statement of Other Comprehensive Income	As at March 31, 2021
Deferred tax assets relates to the following:					
Leases	(0.49)	-	49.54	-	49.05
Provision for Employee Benefits	49.31	-	43.80	(36.03)	57.08
Provision for Slow Moving of Inventories	13.44	-	43.43	-	56.87
Provision for litigation	-	-	14.86	-	14.86
Allowance for Expected Credit Loss	5.34	-	4.61	-	9.95
Allowance for Doubtful Advances	-	-	9.05	-	9.05
Long Term Capital Loss	-	-	245.96	-	245.96
Others	4.99	-	(0.72)	-	4.27
	72.59	**-**	**410.53**	**(36.03)**	**447.09**
Deferred tax liability relates to the following:					
Property, plant and equipment	2,222.79	-	253.45	-	2,476.24
Borrowing (EIR)	2.96	-	(1.53)	-	1.43
Gratuity	42.87	-	61.14	-	104.01
	2,268.62	**-**	**313.06**	**-**	**2,581.69**
Total deferred tax assets/(liabiities) (Net)	**2,196.03**	**-**	**(97.46)**	**36.03**	**2,134.60**

a) The Government of India has issued the Taxation Laws (Amendment) Act, 2019, which provides domestic companies an option to pay corporate tax at reduced rates effective April 1, 2019 subject to certain conditions. The Company intended to opt for lower tax regime from assessment year 2021-22 and accordingly the impact had been considered in computing deferred tax. In previous year, Company had utilized ₹ 127.71 Lakh MAT Credit Entitlement against payment of current tax for Assessment year 2020-21 and written of balance MAT Credit Entitlement of ₹ 126.23 Lakh as the benefit of MAT credit was not available to Companies which opts for lower corporate tax rate.

NOTE 21 : TRADE PAYABLE

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
- Outstanding Dues to Micro and Small Enterprises	785.11	-
- Total Outstanding Dues to Parties Other than Micro and Small Enterprises	8,938.06	7,716.39
	9,723.17	**7,716.39**

a) Trade payables are non-interest bearing and are normally settled within 90-day terms except for SME's (if any) which are settled within 45 days.

b) Trade payables to related parties amounts to ₹ 1,653.86 Lakh as at March 31,2021 (March 31,2020: ₹ 1,344.19 Lakh)

c) Trade payables includes ₹ NIL as at March 31, 2021 (March 31, 2020 : ₹ NIL) on account of acceptances.

Notes to Consolidated Financial Statements For the year ended March 31, 2021

d) As per Schedule III of the Companies Act, 2013 and as certified by the management, the amount due to Micro, & small enterprises as defined in Micro, Small and Medium Enterprises Development Act, 2006 is as under:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
- The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year.	785.11	-
- The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
-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 Micro, Small and Medium Enterprises Development Act, 2006.	-	-
-The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
-The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act and as per the intimation received from them on requests made by the Company. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the Balance Sheet date except disclosed above.

NOTE 22 : OTHER CURRENT LIABILITIES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Statutory dues	900.06	301.50
Advance from Customers	361.28	424.83
	1,261.34	**726.34**

NOTE 23 : REVENUE FROM OPERATIONS

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Sale of Product		
Finished Goods	33,673.61	30,762.41
Traded Goods	17,266.47	19,156.41
Revenue from Operations (Gross)	50,940.08	49,918.82
Less: Cash Discount and Other Scheme	(936.45)	(862.51)
	50,003.63	49,056.31
Other Operating Revenues		
Miscellaneous Sale	45.54	84.55
Insurance Receipts (Net)	198.45	87.76
Revenue from operations (Net)	**50,247.62**	**49,228.62**

Notes to Consolidated Financial Statements For the year ended March 31, 2021

a) Performance Obligation

Revenue is recognised upon transfer of control of products to the customers.

During the year, the Company has not entered into long term contracts with customers and accordingly disclsoure of unsatisfied or remaining performance obligation (which is affected by several factors like changes in scope of contracts, periodic revalidations, adjustment for revenue that has not been materialized, tax laws etc.) is not applicable to the Company.

b) Disaggregation of Revenue: The table below presents disaggregated revenues from contracts with customers on the basis of geographical spread of the operations of the Company. The Company believes that this disaggregation best depicts how the nature, amount of revenues and cash flows are affected by market and other economic factors:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
- Within India	49,477.51	48,312.41
- Outside India	526.12	743.90
	50,003.63	**49,056.31**

c) Reconciliation of Revenue from operations with contracted price

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Contracted Price (Net of Sale return)	50,940.08	49,918.82
Less: Discounts and Other Schemes	936.45	862.51
	50,003.62	**49,056.31**

d) Trade Receivables and Contract Balances

For Trade Receivables, refer Note No. 12.

Further, the Company has no contracts where the period between the transfer of the promised goods or services to the customer and payment terms by the customer exceeds one year. In light of above;

- it does not adjust any of the transaction prices for the time value of money, and
- there is no unbilled revenue as at March 31, 2021.

Notes to Consolidated Financial Statements For the year ended March 31, 2021

NOTE 24 : OTHER INCOME

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest Income		
- On Fixed deposits	82.38	18.24
- Others	15.35	20.33
Government Grant (Refer Note "a" below)	50.00	60.18
Depreciation written back on capital subsidy	-	0.40
Bad debts written off earlier now realized	27.07	138.75
Excess liability written back	-	120.57
Provision for compensated absences written back (Refer Note 34)	-	54.77
Allowances for doubtful debts written back	-	22.19
Unwinding of discount on deposits	3.56	6.23
Miscellaneous Income	8.03	83.20
	186.39	**524.86**

a). The Company is eligible for certian incentive under Pradeshiya Industrial & Investment Corporation Scheme ('PICUP') as per Rules issued by Industrial Investment and employment promotion policy of Uttar Pradesh 2017 (IIEPP -2017 Rules) for its fixed capital investment in MF 4 project of ₹ 5725.75 Lakh made in 2018-19 at its plant located at Sikandrabad. Under this Scheme, in previous year, Company has received Letter of Comfort ('LOC') dated 17.01.2020 and had been granted status of 'Large scale unit' under IIEPP – 2017

Company has reasonable assurance that it will comply with all the conditions as mentioned in the LOC and IIEFF-2017 Rules and is also certain that it will receive the grant. Based on above assurance and based on an expert opinion, Company has accounted for interest subsidy of ₹ 50.00 Lakh (March 31, 2020: ₹ 75.00 Lakh (including interest subsidy of ₹ 14.82 Lakh has been ajdusted against related assets)) only and has not account for balance interest subsidy and GST reimbursement as available to the Company under PICUP pending final calculation.

NOTE 25 : COST OF RAW MATERIAL CONSUMED

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Raw Material		
Balance at the beginning of the Year	743.94	697.90
Add:- Purchases during the year	7,296.26	7,176.18
Less:- Balance at the end of the Year	855.45	743.94
Total Raw Material Consumption	**7,184.75**	**7,130.14**

NOTE 26 : PURCHASE OF STOCK IN TRADE

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Stock In Trade	15,062.80	16,355.61
	15,062.80	**16,355.61**

Notes to Consolidated Financial Statements For the year ended March 31, 2021

NOTE 27 : CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars		For the year ended March 31, 2021	For the year ended March 31, 2020
Inventories at the beginning of the year			
Work-in-progress		167.15	91.90
Finished Goods		5,908.36	6,124.50
Stock-inTrade		190.05	193.27
	(A)	**6,265.56**	**6,409.67**
Inventories at the end of the year			
Work-in-progress		147.64	167.15
Finished Goods		3,822.50	5,908.36
Stock-inTrade		408.92	190.05
	(B)	**4,379.06**	**6,265.57**
(Increase) / Decrease in Inventory (A-B)		**1,886.50**	**144.10**

NOTE 28 : EMPLOYEE BENEFITS EXPENSES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Salaries, Wages & Bonus	7,323.76	6,677.19
Compensated Absences	64.13	-
Contribution to Provident and Other fund*	212.75	215.98
Expense on employee stock option schemes**	85.60	151.71
Gratuity Expense*	70.61	83.10
Staff Welfare Expenses	169.42	227.18
	7,926.27	**7,355.16**

* Refer Note 34

** Refer Note 41

NOTE 29 : FINANCE COST

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest Expense		
- On Term loans	197.93	350.90
- On Lease Liability	79.42	97.77
- On Cash Credit & Working Capital Facilities	9.42	90.28
- Delayed Payment of Advance Taxes	-	3.45
- Others	173.87	174.96
Letter of Credit Charges	29.72	24.47
Charges for Borrowing Facilities	74.91	67.44
	565.27	**809.26**

Notes to Consolidated Financial Statements For the year ended March 31, 2021

NOTE 30 : DEPRECIATION AND AMORTIZATION EXPENSE

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Depreciation of Tangible Assets	1,829.23	1,829.23
Amortization of Intangible Assets	21.28	6.42
Amortization of Right-of-use assets	206.05	222.94
	2,056.56	**2,058.58**

NOTE 31 : OTHER EXPENSES

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Stores & Spares consumed	1,096.86	970.28
Packing Material Consumed	1,316.89	1,395.21
Gas & fuel	5,912.32	6,848.37
Electricity	2,042.18	1,818.14
Rent (Refer Note '35')	(35.30)	53.02
Hire Charges	337.26	393.06
Rates & Taxes	150.10	41.81
Insurance	50.58	30.83
Repair & Maintenance		
Plant & Machinery	158.12	181.26
Buildings	92.99	60.31
Other	207.76	173.42
Designing & Processing	18.89	17.96
Freight & Forwarding Charges	687.17	576.35
Advertisement and Sales Promotion	1,252.96	1,632.80
Legal & Professional Expenses	121.16	140.79
Travelling & Conveyance	550.48	779.95
Communication Costs	47.38	61.54
Printing & Stationery	37.78	44.70
Bank charges	1.27	1.83
Payment to the Auditors (Refer note 'a' below)	28.50	28.43
Exchange Fluctuation (Net)	2.42	1.39
Bad debts written off	177.66	-
Allowances for doubtful advances	35.94	-
Provision for Slow Moving of Inventories- Finished Goods and Stores and Spares	170.00	2.32
Allowances for doubtful debts	18.30	-
Loss on sale of property, plant and equipment	152.85	11.10
Corporate Social Responsibility (Refer note 'b' below)	28.04	45.00
Miscellaneous Expenses	284.29	327.78
Total	**14,944.85**	**15,637.66**

Notes to Consolidated Financial Statements For the year ended March 31, 2021

a) Details of payment made to auditors is as follows:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
As statutory auditor:		
- For Audit	20.00	20.00
- For Taxation Matters	0.40	0.40
- For Company Law Matters	0.35	0.35
- For Other Services	7.75	6.75
- Reimbursement of Expenses	-	0.93
	28.50	**28.43**

b) The Company has spent ₹ 28.04 Lakh (March 31, 2020 : ₹ 45.00 Lakh) towards various schemes of Corporate Social Responsibility as prescribed under section 135 of the Companies Act, 2013. The details are as follows:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
(i) Gross amount required to be spent by the Company during the year (i.e. 2% of Average Net profits of last three years)	27.96	43.58
(ii) Amount spent during the year		
i) Construction/acquisitions of any asset	-	-
ii) For purposes other than (i) above		
a) Paid to Godavari Foundation	-	30.12
b) Activities for Ensuring Environmental Sustainability	0.86	0.83
c) Activities for Promoting Eduction	25.07	13.93
d) Activities for Promothing Healthcare and Others	2.11	0.12
	28.04	**45.00**

Note 31A : Exceptional Items

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Gas Charges Refunded	270.84	-
Exceptional Items (Net)	**270.84**	**-**

Note: Exceptional item represents credit note received from a vendor with regard to the excess amount charged in the earlier years.

Notes to Consolidated Financial Statements For the year ended March 31, 2021

NOTE 32: INCOME TAX

The major components of income tax expense for the years ended March 31, 2021 and March 31, 2020 are:

Statement of profit and loss:

Profit or loss section

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Tax Expense:		
a) Current tax	476.80	184.65
b) Mat Credit Entitlement *	-	(20.93)
c) Adjustments in respect of current income tax of previous year	(4.18)	21.60
d) Mat Credit Entitlement written off (Refer Note 20 (a))	-	126.23
e) Deferred tax	(97.46)	(731.28)
Income Tax expense reported in the statement of profit and loss	**375.17**	**(419.73)**

* Previous year figure represents adjustment made to mat credit entitlement which is related to earlier years on account of actualisation of same with income tax return for assessment year 2019-20.

Other Equity section

Deferred tax related to items recognised in Retained Earnings:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Implementation of Ind AS 116: Leases	-	47.45
Net amount charged to Other Equity	**-**	**47.45**

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2021 and March 31, 2020.

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Accounting profit before income tax	**1,143.24**	**292.18**
At India's statutory income tax rate of 25.168% (March 31, 2020: 25.168%)	287.73	97.54
Adjustments in respect of current income tax of previous years	(4.18)	0.67
Tax Effect of Expenses not deductable for tax purposes	7.06	16.17
Effect of change in tax rate (Refer Note 20)	-	(671.67)
Mat Credit Entitlement written off	-	126.23
Deferred Tax on Freehold Land	(85.11)	(26.38)
Effect of tax losses on which deffered tax is not recognized*	186.75	-
Investment in Associates	(17.09)	(9.75)
At the effective income tax rate	**375.17**	**(467.19)**
Income tax expense reported in the Statement of Profit and Loss	**375.17**	**(467.19)**
Difference	**-**	**-**

*Deferred tax on long term capital loss has been recognized only to the extent there is a probability of its realization in the future.

Notes to Consolidated Financial Statements For the year ended March 31, 2021

Income tax recognised in other comprehensive income

Deferred tax assets / (liabilities) related to items recognised in OCI during the year:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Net loss/(gain) on remeasurements of defined benefit plans	**36.03**	**(21.97)**
Net amount charged to OCI	36.03	(21.97)
Bifurcation of the income tax recognised in other comprehensive income into : -		
- Items that will not be reclassified to profit or loss	36.03	(21.97)
- Items that may be reclassified to profit or loss	-	-
	36.03	**(21.97)**

NOTE 33 : EARNINGS PER SHARE (EPS)

Earning per share (EPS) is determined based on the net profit attributable to the shareholder before other comprehensive Income. Basic earning per share is computed using the weighted average number of equity shares outstanding during the year whereas Diluted Earning per share is computed using the weighted average number of common and dilutive equivalent shares including Employee Stock Options except for the case where the result becomes anti- dilutive.

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Profit attributable to the equity holders	768.08	711.91
Weighted average number of equity shares for Basic EPS (A)	1,43,22,947	1,42,73,357
Basic earnings per share(in ₹) (face value ₹ 10 per share)	**5.36**	**4.99**
Weighted average number of potential equity shares on account of employee stock options (B)	1,18,923	1,42,992
Weighted average number of Equity shares (including dilutive shares) outstanding for Dilutive EPS (A+B)	1,44,41,871	1,44,16,349
Diluted earnings per share(in ₹) (face value ₹ 10 per share)	**5.32**	**4.94**

a) For the year ended March 31,2021 and March 31,2020, the dilution is considered on account of non vested ordinary shares under Employee stock Option Scheme 2018 in accordance with Para 48 of Ind AS 33.

NOTE 34 : GRATUITY AND OTHER POST-EMPLOYMENT BENEFIT PLANS

a) Defined Contribution Plans

The Company makes contribution towards Employees Provident Fund and Employee's State Insurance scheme. Under the rules of these schemes, the Company is required to contribute a specified percentage of payroll costs. The Company during the year recognised the following amount in the Statement of profit and loss account under company's contribution to defined contribution plan.

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Employer's Contribution to Provident Fund and other Fund	207.60	207.75
Employer's Contribution to Employee State Insurance	5.15	8.23
Total	**212.75**	**215.98**

The contribution payable to these schemes by the Company are at the rates specified in the rules of the schemes.

Notes to Consolidated Financial Statements For the year ended March 31, 2021

b) Defined Benefit Plans

In accordance with Ind AS 19 "Employee benefits", an actuarial valuation on the basis of "Projected Unit Credit Method" was carried out, through which the Company is able to determine the present value of obligations. "Projected Unit Credit Method" recognizes each period of service as giving rise to additional unit of employees benefit entitlement and measures each unit separately to built up the final obligation. This method is used in following cases:-

i) Gratuity Scheme

The Company has defined benefit gratuity plan which is funded. Gratuity is calculated as 15 days salary for every completed year of service or part thereof in excess of 6 months and is payable on retirement / termination/ resignation. The benefit vests on completing 5 years of service by the employee. The Company makes provision of such gratuity asset/ Liability in the books of accounts on the basis of acturial valuation as per projected unit credit method; net with annual contribution made by Company to insurer to provide gratuity benefits by taking scheme of insurance.

c) The following tables summarize the components of net benefit expense recognised in the Statement of profit and loss and the funded status and amounts recognised in the balance sheet for the defined benefit plan. These have been provided on accrual basis, based on year end actuarial valuation.

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	**As at March 31, 2021**	**As at March 31, 2020**
	Gratuity	**Gratuity**
Change in Benefit Obligation		
1 Opening Defined Benefit Obligation	807.32	911.45
2 Interest cost	51.67	66.53
3 Current service cost	81.51	78.84
4 Past Service cost	-	-
5 Benefits paid	(129.79)	(127.24)
6 Actuarial (gain) / loss on obligation	(23.74)	(122.26)
Present value of obligation as at the end of the year	**786.97**	**807.32**

d) The Following Tables summarise the Net Benefit Expense Recognised in the Statement of Profit or Loss :

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	**As at March 31, 2021**	**As at March 31, 2020**
	Gratuity	**Gratuity**
Service cost	81.51	78.84
Net Interest cost	(10.90)	4.26
Remeasurments	-	-
Net cost	**70.61**	**83.10**

e) Changes in the Fair Value of the Plan Assets are as Follows:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	**As at March 31, 2021**	**As at March 31, 2020**
	Gratuity	**Gratuity**
Fair value of plan assets at the beginning	977.67	973.09
Expected Return on Plan Assets	62.57	62.27
Employer's Contribution	40.59	-
Benefits paid	-	(22.72)
Actuarial gains / (losses) on the Plan Assets	119.40	(34.97)
Fair Value of Plan Assets at the End	**1,200.23**	**977.67**

Notes to Consolidated Financial Statements For the year ended March 31, 2021

f) Detail of Actuarial (Gain)/loss Recognised in OCI is as Follows:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
	Gratuity	Gratuity
1) Amount recognised in OCI, (Gain) / Loss Beginning of period	(121.31)	(34.03)
2) Remeasurement Due to:		
Effect of Change in Financial Assumptions	0.43	(125.54)
Effect of Change in Demographic Assumption	-	(0.07)
Effect of Experience Adjustment	(24.18)	3.36
(Gain)/Loss on Curtailments/Settlements	-	-
Return on Plan Assets (Excluding Interest)	(119.40)	34.97
Changes in Asset Ceiling	-	-
Total amount recognised in OCI (Gain)/Loss, End of Period	**(264.46)**	**(121.31)**

g) Principal actuarial assumptions at the balance sheet date are as follows:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
	Gratuity	Gratuity
Economic assumptions		
1 Discount rate	6.39%	6.40%
2 Rate of Increase in Compensation Levels	5.00%	5.00%
3 Expected Rate of Return on Assets	6.39%	6.40%
Demographic assumptions		
1 Retirement Age (years)	58/60	58/60
2 Mortality Table	Indian Assured Lives Mortality (2012-14) (modified) ultimate	
Employee Turnover / Attrition Rate		
1 Ages up to 30 Years	10.00%	10.00%
2 Ages from 30-45	10.00%	10.00%
3 Above 45 years	10.00%	10.00%

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

h) Net (assets) / liabilities recognized in the Balance Sheet and experience adjustments on actuarial gain / (loss) for benefit obligation and plan assets.

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
	Gratuity	Gratuity
Present value of Defined Benefit Obligation	786.97	807.32
Fair value of plan assets	1,200.23	977.67
Net Defined Benefit (assets) / liability	**(413.25)**	**(170.34)**

Notes to Consolidated Financial Statements For the year ended March 31, 2021

i) A Quantitative Sensitivity Analysis for Significant Assumption as is as Shown Below:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
A. Discount rate		
Effect on Defined Benefit Obligation due to 100 basis points increase in Discount Rate	(39.32)	(39.89)
Effect on Defined Benefit Obligation due to 100 basis points decrease in Discount Rate	45.92	46.20
B. Salary escalation rate		
Effect on Defined Benefit Obligation due to 100 basis points increase in Salary Escalation Rate	46.09	46.38
Effect on Defined Benefit Obligation due to 100 basis points decrease in Salary Escalation Rate	(40.21)	(40.79)

The Sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occuring at the end of the reporting period.

Sensitivities due to morality and withdrawals are insignificant and hence ignored.

Sensitivities as to rate of inflation, rate of increase of pensions in payments, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

j) Risk

Salary Increases	Actual salary increases will increase the defined benefit liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
Discount Rate	Reduction in discount rate in subsequent valuations can increase the liability.
Morality and disability	Actual details and disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
Withdrawals	Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawals rates at subsequent valuations can impact defined benefit liability.

C. Maturity Profile of Defined Benefit Obligation is as Follows:

Gratuity (Funded)

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Within the next 12 months (next annual reporting period)	171.49	194.16
Between 2 and 5 years	498.30	476.79
Between 6 and 10 years	1,037.05	992.52

Notes to Consolidated Financial Statements For the year ended March 31, 2021

NOTE 35 : LEASES

Lease contracts entered by the Company majorly pertains for buildings taken on lease to conduct its business in the ordinary course. The Company does not have any lease restrictions and commitment towards variable rent as per the contract.

Right-of-use assets: movements in carrying value of assets	**Buildings**
Gross Block as at April 01, 2019	1,010.12
Add: Additions during the year	-
Less: Disposals / adjustments during the year	-
Gross Block As at March 31, 2020	**1,010.12**
Gross Block as at April 01, 2020	1,010.12
Add: Additions during the year	15.38
Less: Disposals / adjustments during the year	-
Gross Block As at March 31, 2021	**1,025.51**
Accumulated Depriciation :	
As at April 01, 2019	-
Add: Depreciation charge for the year	222.94
Less: Disposals/adjustments during the year	-
As at March 31, 2020	**222.94**
As at April 01, 2020	222.94
Add: Depreciation charge for the year	206.05
Less: Disposals/adjustments during the year	-
As at March 31, 2021	**428.99**
Net Block :	
As at March 31, 2021	**596.52**
As at March 31, 2020	**787.19**

In 2020-21 and 2019-20, there were no impairment charges recorded for right-of-use assets.

(All amounts in ₹ lakhs, unless otherwise stated)

Leases: movements in carrying value of recognised liabilities	**As at March 31, 2021**	**As at March 31, 2020**
Balance at the beginning of year	**1,002.40**	**1,197.28**
Addition in lease liabilities	15.15	-
Interest exepnse on lease liabilities	79.42	97.77
Repayment of lease liabilities	297.82	292.65
Balance at the end of the year	**799.15**	**1,002.40**
Non-current lease liabilities	(613.50)	(785.22)
Current lease liabilities	(185.65)	(217.18)
Total lease liabilities	**(799.15)**	**(1,002.40)**

The maturity analysis of lease liabilities is given in Note 43 in the 'Liquidity risk' section.

Leases: Cash Flows

Included in cash flows from operating activities is (₹ 35.30 lakh) (March 31, 2020: ₹ 53.02 lakh) and Included in cash flows from financing activities ₹ 297.82 lakh (March 31, 2020: ₹ 292.65 lakh).

Cash flows from operating activities include cash flows from short-term lease and leases of low-value assets. Cash flows from financing activities include the payment of interest and the principal portion of lease liabilities .

Leases committed and not yet commenced: There are no leases commited which have not yet commenced as on reporting date.

Company as a Lessor

The Company has given its buildinng space, lying under property, plant and equipments, on operating lease through operating lease arrangements. Income from operating leases is recognised as revenue on a straight-line basis over the lease term.

Lease income of ₹ 1.05 Lakh (March 31, 2020: ₹ 0.98 Lakh) has been recognised and included under other income.

Notes to Consolidated Financial Statements For the year ended March 31, 2021

NOTE 36 : CONTINGENT LIABILITIES (TO THE EXTENT NOT PROVIDED FOR) AND COMMITMENTS

(I) Commitments

Estimated amount of contracts remaining to be executed on capital account (net of advances) and which have not been provided for in the financial statements, amounts to ₹ 689.10 Lakh (March 31, 2020: ₹ 40.75 Lakh). The Company does not have any other long term commitments or material non-cancellable Contractual Commitments, which may have a material impact on the standalone financial statements.

(II) Contingent Liabilities

a) The Company has reviewed all its pending claims, litigations and other proceedings and has adequately provided for wherever required. However, wherever it is difficult for the Company to estimate the timings of cash outflows, if any, in respect of the below as it is determinable only on receipt of judgement/decisions pending with various forums/authorities, the Company has disclosed the same as Contingent Liabilities (pending resolution of the respective proceedings).

The Company does not expect the outcome of these proceedings to have a material or adverse effect on financial position of the Company. Also, the Company does not expect any reimbursements in respect of the below contingent liabilities.

(All amounts in ₹ lakhs, unless otherwise stated)

	Particulars	As at March 31, 2021	As at March 31, 2020
i)	Claims against Company not acknowledged as debt	2,030.97	1,770.35
	- Interest on above	1,151.77	968.14
ii)	**Other money for which the Company is contingently liable**		
	Disputed liability under Income Tax	357.22	5.22
	Disputed liability under Sales Tax	792.76	864.69
	- interest on Sales Tax dispute	0.96	5.02
	Disputed liability under Excise/Custom/Service Tax	100.74	96.18
b)	Bank Guarantee (Net of Margins)	287.87	77.57

NOTE 37: CAPITAL MANAGEMENT

The Company's objective for managing capital is to ensure:

- ability to continue as a going concern, so that the Company can continue to provide returns to shareholders and benefits for other stakeholders, and
- maintain optimal capital structure to reduce the cost of capital.

The Company manages its capital structure and makes adjustments to it in the light of changes in economic conditions. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

Notes to Consolidated Financial Statements For the year ended March 31, 2021

The Company monitors capital structure using Gearing Ratio, which is calculated as under:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Borrowings	3,181.82	5,115.80
Less: Cash and Bank Balance	(5,101.59)	(298.62)
Adjusted Net Debt (A)	**(1,919.77)**	**4,817.18**
Equity Share Capital	1,435.36	1,428.41
Other Equity	23,491.08	22,533.37
Total Capital (B)	**24,926.44**	**23,961.78**
Net Debt and Capital (C= A+B)	**23,006.67**	**28,778.96**
Gearing ratio	**(0.08)**	**0.17**

a) No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2021 and March 31, 2020.

b) For the purpose of capital management, capital includes issued equity capital and all other reserves attributable to the equity holders of the Company.

NOTE 38 : DERIVATIVE INSTRUMENTS AND UNHEDGED FOREIGN CURRENCY EXPOSURE

The Company does not have any long term contracts including derivative Contracts for which there are any material forseeable losses. The amount of foreign currency exposure that are not hedged by derivative instruments or otherwise are as under -

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021		As at March 31, 2020	
	Foreign Currency (in Lakh)	Amount in INR (Lakh)	Foreign Currency (in Lakh)	Amount in INR (Lakh)
Import of Raw Material and Stores				
Euro	0.12	10.74	0.45	37.75
US $	1.02	74.94	0.002	0.15

NOTE 39 : SEGMENT INFORMATION

According to Ind AS 108, identification of operating segments is based on Chief Operating Decision Maker (CODM) approach for making decisions about allocating resources to the segment and assessing its performance. In Orient Bell Limited, the decision makers view the operating results internal division wise (Ceramic, Vitrified Polished). Accordingly, such segments may be presented under Ind AS 108. However, these segments have been aggregated because the core principles, economic characteristics, nature of products, production process, distribution method, regulatory environment and type of customers in all the divisions are similar. Hence the disclosure requirement of Ind AS 108 of "Segment Reporting" is not considered applicable. Further the Company sells its prducts mostly within India with insignificant export income and does not have any operation in economic enviroment with different risk and returns, hence its considered operating in single geographical segment.

Major Customer: No single customers contributed 10% or more to the Company's revenue for both March 31, 2021 and March 31, 2020.

Notes to Consolidated Financial Statements For the year ended March 31, 2021

NOTE 40: RELATED PARTY DISCLOSURE

a) List of related parties

Name of Related Party	Nature of Relationship
Proton Granito Private Limited	Associate Company
Corial Ceramic Private Limited	Associate Company
Mahendra K. Daga - HUF	Entity over which KMP exercise Control and/or Significant Influence
Goodteam Investment & Trading Co. Private Limited	Enterprise over which KMP exercise Control and/ or Significant Influence
Freesia Investment and Trading Co. Limited	
Alfa Mercantile Limited	
Morning Glory Leasing & Finance Limited	
Iris Designs Private Limited	
Freesia Farms Pvt Limited	
Elit Tile Solutions Pvt Limited	
Mithleash Infrastructure Pvt Limited	
Orchid Farmscapes Pvt Limited	
Godavari Foundation	
Mahendra K. Daga, Chairman and Whole Time Director	Key Managerial Personnel
Madhur Daga, Managing Director (MD)	
Kashinath Martu Pai, Director	
Yogesh Mendiratta, Company Secretary (CS)	
Aditya Gupta (CEO)	
Himanshu Jindal (CFO) (From December 2018)	
Sarla Daga w/o Mahendra Kumar Daga	Relatives of Key Managerial Personnel
Roma Monisha Sakraney Daga w/o Madhur Daga	Relatives of Key Managerial Personnel

b) Transactions with related parties (Including bifurcation of material transaction)

(All amounts in ₹ lakhs, unless otherwise stated)

Name of Related Party	Relationship	Nature of Transaction	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Mr. Mahendra K. Daga	Key Managerial Personnel	Interest Payments	78.66	78.88
		Managerial & KMP Remuneration	143.08	168.87
		Rent Paid	9.00	12.00
Mrs. Sarla Daga	Relative of Key Managerial Personnel	Interest Payments	38.90	38.58
		Loan Received / (Repaid)	5.00	-
		Rent Paid	0.24	0.24
M/s Mahendra K. Daga - HUF	Enterprises owned or significantly influenced by KMP or their relatives	Interest Payments	21.38	21.43
Freesia Investment and Trading Co. Limited	Enterprises owned or significantly influenced by KMP or their relatives	Rent Paid	74.75	71.19

Notes to Consolidated Financial Statements For the year ended March 31, 2021

(All amounts in ₹ lakhs, unless otherwise stated)

Name of Related Party	Relationship	Nature of Transaction	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Mr. Madhur Daga	Key Managerial Personnel	Managerial Remuneration (including post employment benefit and short term employee benefits)	83.83	97.76
Mr. K.M.Pai	Key Managerial Personnel		-	-
Mr. Aditya Gupta	Key Managerial Personnel		223.17	252.11
Mr. Himanshu Jindal	Key Managerial Personnel		101.42	76.26
Mr. Yogesh Mendiratta	Key Managerial Personnel		23.76	22.48
Mrs. Roma Monisha Sakraney Daga w/o Madhur Daga	Relative of Key Managerial Personnel	Loan Received / (Repaid)	(5.00)	-
		Interest Payments	3.56	4.00
Proton Granito Private Limited	Associate Company	Purchase of Goods	6,241.03	7,661.31
		Sale of Goods	2.68	13.85
Corial Ceramic Private Limited	Associate Company	Purchase of Goods	2,109.77	2,483.77
		Sale of Goods	-	5.61
		Re-imbursement of expenses	91.00	19.50
Godavari Foundation	Enterprise owned or significantly influenced by KMP or their relatives	Donation	-	30.12
		Sale of Goods	-	29.71

c) **Year end balances of related parties**

(All amounts in ₹ lakhs, unless otherwise stated)

Name of Related Party	Nature of Transaction	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Mahendra K. Daga - HUF	Unsecured Loan Payable	225.00	225.00
Mahendra K. Daga	Unsecured Loan Payable	828.00	828.00
Sarla Daga	Unsecured Loan Payable	410.00	405.00
Roma Monisha Sakraney Daga w/o Madhur Daga	Unsecured Loan Payable	37.00	42.00
Freesia Investment and Trading Co. Limited	Security Deposit Given	10.00	10.00
Proton Granito Private Limited	Trade Payables (Net)	1,018.04	1,007.48
	Investment outstanding	312.00	312.00
Corial Ceramic Private Limited	Trade Payables (Net)	635.82	336.71
	Investment outstanding	260.00	260.00

d) **Other Transaction**

The Company has taken Unsecured loan from Bank against the collateral security on the immovable property of Mr. Mahendra K. Daga (Key Managerial Personnel).

e) **Terms and conditions of transactions with related parties**

All the transaction with the related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and carried interest rate. The unsecured loan from bank are secured against the property of Key Managerial Personnel. No expenses has been recognized in the current year in respect of bad or doubtful debts/advances and further no specific provision for doubtful debts/advances has been made in respect of outstanding balances.

f) The remuneration of Key Managerial Personnel does not include amount in respect of Gratuity and Leave Encashment payable as the same are not determinable as individual basis for the KMP. The aforesaid liabilities of Gratuity and Leave Encashment are provided for company as whole.

g) Disclosure in respect of Share Based Payments to related party- Refer Note No-41.

Notes to Consolidated Financial Statements For the year ended March 31, 2021

NOTE 41: SHARE BASED PAYMENTS

Description of shares based payments arrangements

a) Movement During the Year

Scheme	Year	Outstanding at the beginning of the year	Granted during the year	Forfeited/ expired during the year	Exercised during the year	Exercisable at the end of the year	Outstanding at the end of the year	Balance options to be granted
Orient Bell Employees Stock Options Scheme, 2018	2021	1,56,500	7,500	-	69,500	-	94,500	500
Orient Bell Employees Stock Options Scheme, 2018	2020	1,71,000	24,000	3,000	35,500	-	1,56,500	8,000

b) The members of the Company had approved 'Orient Bell Employee Stock Option Scheme 2018' . The plan envisaged grant of share options to eligible employees at market price as defined in Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

Each Employee Stock Option vested in an Employee under the Scheme entitles the holder thereof to apply for and be allotted one equity share of the Company of ₹ 10 each upon exercise thereof. The Exercise price is ₹ 10. The exercise period commences from the date of vesting in respect of options granted under the Scheme and ends upon the expiry of three years from the date of each vesting.

c) The maximum number of shares allocated for allotment under 2018 Share Schemes is 2,00,000 (two lakh) equity shares of ₹ 10 each. The schemes are monitored and supervised by the Compensation Committee of the Board of Directors in compliance with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and amendments thereof from time to time.

The expense recognised for employee services is shown in the following table:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Expense arising from equity-settled share-based payment transactions (at fair value)	85.60	151.71
Expense arising from cash-settled share-based payment transactions	-	-
Total expense arising from share-based payment transactions	**85.60**	**151.71**

Notes to Consolidated Financial Statements For the year ended March 31, 2021

d) The details of Employee Stock Option Scheme 2018 are as under:-

Scheme	Year	Date of Grant	Number of Options Granted	Vesting Date	Exercise period	Exercise price per share	Weighted Average Exercise price per share
Orient Bell Employees Stock Options Scheme, 2018	2018	17-04-2018	12,500	17-04-2019	3 years from date of vesting	10.00	10.00
		17-04-2018	12,500	17-04-2020		10.00	10.00
		17-04-2018	12,500	17-04-2021		10.00	10.00
		17-04-2018	12,500	17-04-2022		10.00	10.00
		29-06-2018	11,000	29-06-2019		10.00	10.00
		29-06-2018	19,000	29-06-2020		10.00	10.00
		29-06-2018	15,000	29-06-2021		10.00	10.00
		09-08-2018	11,000	09-08-2019		10.00	10.00
		09-08-2018	21,000	09-08-2020		10.00	10.00
		09-08-2018	21,000	09-08-2021		10.00	10.00
		13-11-2018	5,000	13-11-2020		10.00	10.00
		28-12-2018	4,000	28-12-2019		10.00	10.00
		28-12-2018	6,000	28-12-2020		10.00	10.00
		28-12-2018	8,000	28-12-2021		10.00	10.00
		09-08-2019	3,000	09-08-2020		10.00	10.00
		09-08-2019	4,000	09-08-2021		10.00	10.00
		09-08-2019	5,000	09-08-2022		10.00	10.00
		08-01-2020	3,000	08-01-2021		10.00	10.00
		08-01-2020	4,000	08-01-2022		10.00	10.00
		08-01-2020	5,000	08-01-2023		10.00	10.00
		28-01-2021	7,500	17-04-2022		10.00	10.00

e) The Fair value has been calculated using the Black-Scholes Option Pricing Model and the significant assumptions and inputs to estimate the fair value of options granted during the year are as follows:

Particulars	17-04-2018	29-06-2018	09-08-2018	13-11-2018	28-12-2018	09-08-2019	08-01-2020	28-01-2021
Weighted Average Risk -Free Interest Rate	7.2%	7.89%	7.77%	7.58%	7.20%	6.09%	6.31%	4.73%
Weighted Average Expected Life of Options	2.50 Years	2.50 Years	2.50 Years	3.50 Years	2.50 Years	2.50 Years	2.50 Years	2.72 Years
Weighted Average Expected Volatility	49.65%	49.65%	49.65%	51.06%	49.65%	49.97%	47.58%	58.49%
Weighted Average Expected Dividend Yield of the Options	-	-	-	-	-	0.30%	0.30%	0.16%
Weighted Average Share Price	293.15	249.95	253.15	180.5	181.20	120.65	136.00	225.00
Weighted Average Exercise Price	10.00	10.00	10.00	10.00	10.00	10.00	10.00	10.00
Method Used to Determine Expected Volatility	Expected volatility is based on the share price taken from NSE for the latest historical period as per time to maturity.							

Notes to Consolidated Financial Statements For the year ended March 31, 2021

NOTE 42 : FAIR VALUES DISCLOSURE

a) Financial Instruments by category

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments Here the disclosure is made for non-current financial assets and non-current financial liabilities, carrying value of current financial assets and current financial liabilities including trade receivable, cash and cash equivalent, other bank balances, other financial assets, trade payables, current borrowing, other current financial liabilities etc. which represent the best estimate of fair value

The management assessed that fair value of these short term financial assets and liabilities significantly approximate their carrying amount largely due to short term maturities of these instruments and are measured at amortised cost.

b) Fair value hierarchy

'This section explains the judgments and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the standalone financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

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

Level 2: Valuation techniques for which the lowest level input that has a significant effect on the fair value measurement are observable, either directly or indirectly.

Level 3: Valuation techniques for which the lowest level input which has a significant effect on the fair value measurement is not based on observable market data.

As at March 31, 2021:

	Carrying amount			Fair value			
Particulars	**Other financial assets - amortised cost**	**Other financial liabilities - amortised cost**	**Total carrying amount**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial Assets Measured at Amortised Cost							
Investments	763.29	-	763.29	-	-	-	-
Trade Receivables	9,259.50	-	9,259.50	-	-	-	-
Security deposits	334.22	-	334.22	-	-	-	-
Cash and Cash Equivalents	75.87	-	75.87	-	-	-	-
Bank balance other than Cash and cash equivalent	5,025.72	-	5,025.72	-	-	-	-
Interest Accrued on Securities Deposits	13.95	-	13.95	-	-	-	-
Interest Accrued on Fixed Deposits	6.92	-	6.92	-	-	-	-
Total	**15,479.47**	**-**	**15,479.47**	**-**	**-**	**-**	**-**
Financial Liabilities Measured at Amortised Cost							
Borrowings	-	3,181.82	3,181.82	-	-	-	-
Lease Liabilities	-	799.15	799.15	-	-	-	-
Trade Payables	-	9,723.16	9,723.16	-	-	-	-
Trade Deposits	-	1,097.37	1,097.37	-	-	-	-
Earnest Money Received from Employees	-	22.96	22.96	-	-	-	-
Security From Employees	-	1.62	1.62	-	-	-	-
Unpaid Dividends	-	7.72	7.72	-	-	-	-
	-	**14,833.80**	**14,833.80**	**-**	**-**	**-**	**-**

Notes to Consolidated Financial Statements For the year ended March 31, 2021

As at March 31, 2020:

Particulars	Carrying amount			Fair value			
	Other financial assets - amortised cost	Other financial liabilities - amortised cost	Total carrying amount	Level 1	Level 2	Level 3	Total
Financial Assets Measured at Amortised Cost							
Investments	697.90	-	697.90	-	-	-	-
Trade Receivables	8,692.58	-	8,692.58	-	-	-	-
Security deposits	327.34	-	327.34	-	-	-	-
Cash and Cash Equivalents	11.46	-	11.46	-	-	-	-
Bank balance other than Cash and cash equivalent	287.16	-	287.16	-	-	-	-
Interest accrued on Security Deposits	13.86	-	13.86	-	-	-	-
Interest accrued on Fixed Deposits	2.23	-	2.23	-	-	-	-
Total	**10,032.53**	**-**	**10,032.53**	**-**	**-**	**-**	**-**
Financial Liabilities Measured at Amortised Cost							
Borrowings	-	5,115.80	5,115.80	-	-	-	-
Lease Liabilities	-	1,002.40	1,002.40	-	-	-	-
Trade Payables	-	7,716.39	7,716.39	-	-	-	-
Trade Deposits	-	1,018.46	1,018.46	-	-	-	-
Earnest Money Received from Employees	-	34.90	34.90	-	-	-	-
Security From Employees	-	1.88	1.88	-	-	-	-
Interest Accrued but not due on Borrowings	-	36.83	36.83	-	-	-	-
Unpaid Dividends	-	10.16	10.16	-	-	-	-
	-	**14,936.82**	**14,936.82**	**-**	**-**	**-**	**-**

c) Discount Rate Used in Determining Fair Value

The interest rate used to discount estimated future cash flows, where applicable, are based on the incremental borrowing rate of borrower which in case of financial liabilities is average market cost of borrowings of the Company and in case of financial asset is the average market rate of similar credit rated instrument. The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available.

The Company has an established control framework with respect to the measurement of fair values. The finance and accounts team that has overall responsibility for overseeing all significant fair value measurements and reports directly to the board of directors. The team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified. Significant valuation issues are reported to the Company's board of directors.

The following methods and assumptions were used to estimate the fair values:

a) Fair value for security deposits (other than perpetual security deposits) has been presented based on the discounting factor as at the reporting date. Fair value for all other non-current assets and liabilities is equivalent to the amortised cost, interest rate on them is equivalent to the market rate of interest.

b) For other financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

Notes to Consolidated Financial Statements For the year ended March 31, 2021

NOTE 43: FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial liabilities comprise trade and other payables and borrowings. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations.

The Company's principal financial assets includes security deposits, trade receivables, cash and cash equivalents, deposits with bank, interest accrued in deposits, receivables from related and other parties and interest accrued thereon.

The Company is exposed to market risk, credit risk and liquidity risk . The Company's senior level oversees the management of these risks.

A. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk.

i) 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 debt obligations with floating interest rates.

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to interest rate risk.

Particulars	Increase or decrease in basis points	Effect on profit before tax
31-Mar-21	+50	(13.24)
INR	-50	13.24
INR		
31-Mar-20		
INR	+50	(30.53)
INR	-50	30.53

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment, showing a significantly higher volatility than in prior years.

ii) Foreign Currency Risk

Foreign currency risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in exchange rates. Foreign currency risk senstivity is the impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities. The following tables demonstrate the sensitivity to a reasonably possible change in USD and EURO exchange rates, with all other variables held constant.

Particulars	Year	Changes in Euro rate	Effect on profit before tax
Trade Payables	31-Mar-21	+5%	(4.28)
		-5%	4.28
Trade Payables	31-Mar-20	+5%	(1.90)
		-5%	1.90

Notes to Consolidated Financial Statements For the year ended March 31, 2021

Particulars	Year	Changes in Euro rate	Effect on profit before tax
Foreign Currency on Hand	31-Mar-21	+5%	0.18
		-5%	(0.18)
Foreign Currency on Hand	31-Mar-20	+5%	0.17
		-5%	(0.17)

B. Credit Risk

Credit risk is the risk that counterparty will default on its contractual obligations resulting in finance loss to the Company. Credit risk arise from Cash and cash equivalents, deposit with banks, trade receivables and other financial assets measure at amortised cost. The Company continuously monitors defaults of customers and other counterparties and incorporate this information into its credit risk control.

The Company also uses expected credit loss model to assess the impairement loss in Trade Receivables and makes an allowance of doubtful trade receivables using this model.

C. Liquidity Risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, maintain optimum levels of liquidity to meet its cash and collateral requirements. It maintains adequate sources of financing including loans from banks at an optimised cost.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

As at March 31, 2021	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
Borrowings*	-	187.50	562.50	937.50	1,500.00	3,187.50
Lease Liabilities	-	47.53	138.12	573.65	39.85	799.15
Trade payables	-	9,723.16	-	-	-	9,723.16
Other financial liabilities	-	-	9.34	22.96	1,097.37	1,129.67
Total	**-**	**9,958.19**	**709.96**	**1,534.11**	**2,637.22**	**14,839.48**

As at March 31, 2020	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
Borrowings*	602.42	280.73	903.24	1,841.18	1,500.00	5,127.57
Lease Liabilities	-	64.43	152.75	636.88	148.34	1,002.40
Trade payables	-	7,716.34	-	-	-	7,716.34
Other financial liabilities	-	36.83	12.58	34.36	1,018.46	1,102.23
Total	**602.42**	**8,098.33**	**1,068.57**	**2,512.42**	**2,666.80**	**14,948.54**

* In absolute terms i.e. undiscounted and including current maturity portion

Notes to Consolidated Financial Statements For the year ended March 31, 2021

NOTE 44: SUBSEQUENT EVENT

a) Dividend Paid and proposed:

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
A. Declare and Paid During the Year:		
Final Dividend for FY 2019-20: ₹ Nil per share (FY 2018-19: ₹ 0.5 per share)	-	85.96
Including Dividend distribution tax of ₹ Nil FY 2019-20 (₹ 14.66 lakh for FY 2018-19)		
	-	**85.96**
B. Proposed for Approval at the Annual General Meeting (not recognised as a liability)		
Final Dividend for FY 2020-21: ₹ 0.5 per share (FY 2019-20: ₹ NIL)	71.77	-
	71.77	**-**

b) No material events have occurred between the balance sheet date to the date of issue of these financial statements that could affect the values stated in the standalone financial statements.

NOTE 45:

The company's operations and financial results for first quarter have been adversely impacted by the outbreak of COVID-19 pandemic, due to which the operations were suspended for part of the first quarter. The operations were gradually resumed with requisite precautions and have attained almost normalcy. Whilst there has been a second wave of the pandemic in the last few months in some states, the company continues to closely monitor the situation. The company has assessed the possible impact of COVID-19 in preparation of its standalone financial statements, including but not limited to its assessment of liquidity and going concern assumption, recoverable values of its financial and non financial assets and impact on revenue and costs. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of COVID-19, the company has, at the date of approval of the financial statements, used internal and external sources of information and has performed sensitivity analysis on the assumptions used and based on current estimates, expects to recover the carrying amount of these assets. The impact of COVID-19 on the company's financial statements may differ from that estimated as at the date of approval of the same. Given the criticality associated with the nature, condition and duration of COVID-19, the impact assessment on the company's financial statements will be continuously made and provided for as required.

NOTE 46 A : INVESTMENT IN ASSOCIATES

a) The Company has investment in the following private limited companies that are not listed on any public stock exchange. The Company's interest in these associates companies is accounted for using the equity method in the consolidated financial statements.

(All amounts in ₹ lakhs, unless otherwise stated)

Name of the Company, Country of Incorporation, Principal Activities	Proportion (%) of equity interest	
	As at March 31, 2021	As at March 31, 2020
Proton Granito Private Limited, India, Manufacturing of Vitrified Tiles	19.50%	19.50%
Corial Ceramic Private Limited, India, Manufacturing of Ceramic Tiles	26.00%	26.00%

b) The following table summarises financial information of the associate companies and proportion of the Company's ownership interest:

Notes to Consolidated Financial Statements For the year ended March 31, 2021

i) Proton Granito Private Limited

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Current Assets	2,869.22	3,477.54
Non-current Assets	3,781.32	4,079.57
Current Liabilities	2,118.74	2,988.26
Non-current Liabilities	2,139.43	2,425.32
Equity	**2,392.37**	**2,143.53**
Proportion of the Company's ownership interest	19.50%	19.50%
Carrying amount of the Company's interest	466.51	417.99
Revenue	8,581.93	8,677.93
Profit/(Loss) After Tax For The Year	248.87	91.10
Other Comprehensive Income For The Year	-	-
Total Comprehensive Income For The Year	248.87	91.10
The associate has the following contingent liabilities and capital commitments:		
Contingent liabilities	311.64	405.14
Capital Commitments	-	-

ii) Corial Ceramic Private Limited

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Current Assets	2,256.69	2,106.16
Non-current Assets	2,073.27	2,112.94
Current Liabilities	1,918.22	2,028.49
Non-current Liabilities	1,270.30	1,114.02
Equity	**1,141.44**	**1,076.58**
Proportion of the Company's ownership interest	26.00%	26.00%
Carrying amount of the Company's interest	296.78	279.91
Revenue	4,882.70	5,277.22
Profit/(Loss) After Tax For The Year	64.86	43.99
Other Comprehensive Income For The Year	-	-
Total Comprehensive Income For The Year	64.86	43.99
The associate has the following contingent liabilities and capital commitments:		
Contingent liabilities	358.56	358.56
Capital Commitments	-	-

c) As disclosed in the accounting policies adopted by the Company for the purpose of consolidaton of financial statements, the Company and its associates have used uniform accounting policies for like transactions and other events in similar circumstances

Notes to Consolidated Financial Statements For the year ended March 31, 2021

NOTE 46B : DISCLOSURE OF THE ADDITIONAL INFORMATION AS REQUIRED BY THE SCHEDULE III:

a) As at and for the year ended March 31, 2021

Particulars	Net Assets (i.e.Total Assets minusTotal Liability)		Share in Profit & Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of Consolidated Net Asset	Amount	As % of Consolidated Profit or Loss	Amount	As % of Consolidated Other Comprehensive Income	Amount	As a % of Consolidated Total Comprehensive Income	Amount
Parent Company								
Orient Bell Limited	99.23%	24,735.15	91.49%	702.69	100.00%	107.11	92.53%	809.80
Indian Associates (Investment as per Equity Method)								
Proton Granito Private Limited	0.62%	154.52	6.32%	48.53	0.00%	-	5.54%	48.53
Corial Ceramic Private Limited	0.15%	36.78	2.20%	16.86	0.00%	-	1.93%	16.86
Total		**24,926.44**		**768.08**		**107.11**		**875.19**

b) As at and for the year ended March 31, 2020

Particulars	Net Assets (i.e.Total Assets minusTotal Liability)		Share in Profit & Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of Consolidated Net Asset	Amount	As % of Consolidated Profit or Loss	Amount	As % of Consolidated Other Comprehensive Income	Amount	As a % of Consolidated Total Comprehensive Income	Amount
Parent Company								
Orient Bell Limited	99.47%	23,835.88	95.90%	682.70	100.00%	65.32	96.24%	748.02
Indian Associates (Investment as per Equity Method)								
Proton Granito Private Limited	0.44%	105.99	2.50%	17.77	0.00%	-	2.29%	17.77
Corial Ceramic Private Limited	0.08%	19.91	1.61%	11.44	0.00%	-	1.47%	11.44
Total		**23,961.78**		**711.91**		**65.32**		**777.23**

Notes to Consolidated Financial Statements For the year ended March 31, 2021

NOTE 47:

In view of the Management, the current assets have a value on realization in the ordinary course of business at least requal to the amount at which they are stated in the balance sheet as at March 31, 2021.

NOTE 48:

The standalone financial statements of the Company for the year ended 31st March, 2021 were approved by the Board of Directors and authorised for issue on May 13, 2021.

For & on behalf of Board of Directors of Orient Bell Limited

(Madhur Daga)
Managing Director
DIN 00062149

(P. M. Mathai)
Director
DIN 05249199

(Aditya Gupta)
Chief Executive Officer

(Himanshu Jindal)
Chief Financial Officer

(Yogesh Mendiratta)
Company Secretary
ICSI Membership No 13615

Place of Signature: New Delhi
Date: May 13, 2021

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 44th Annual General Meeting of the members of Orient Bell Limited will be held on Monday, the 26th day of July, 2021 at 11:00 a.m. through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the Registered Office of the Company at 8, Industrial Area, Sikandrabad–203 205, Distt. Bulandshahr (U.P.) shall be deemed as the venue for the meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet as at 31st March 2021, the Profit & Loss Account and Cash Flow Statement for the financial year ended on that date (including the consolidated financial statements) and the reports of Directors' and Statutory Auditors' thereon.

2. To appoint a director in place of Mr. Madhur Daga (DIN: 00062149), who retires by rotation and being eligible has offered himself for re-appointment.

3. To declare a dividend of ₹ 0.50 (50 paise) per equity share for the financial year ended 31st March, 2021.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 152, 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (hereafter called the 'Act'), if any and rules made there under and any amendments thereto or statutory modifications or re-enactment thereof, Articles of Association of the Company, recommendation of Nomination & Remuneration Committee and approval of the Board of Directors and subject to the approvals of the Central Govt., if necessary and such other approvals, permissions and sanctions as may be required in this regard, consent of the Company is hereby accorded for the re-appointment of Mr. Madhur Daga (DIN: 00062149) as Managing Director of the Company for a further period of three consecutive years commencing from 1st April, 2022 till 31st March, 2025, liable to retire by rotation, on the remuneration and terms and conditions as set out below:-

A. Salary: ₹ 6,00,000 – 70,000 – 1,00,000 – 7,70,000/- per month.

B. Rent free furnished / unfurnished residential accommodation or HRA of maximum of 50% of salary or such other suitable amount as may be decided by the Board of Directors.

C. Commission: On net profits of the Company computed in accordance with relevant provisions of the Act, to be determined by the Nomination & Remuneration Committee / Board of Directors from time to time.

D. In addition to the above, Mr. Madhur Daga shall be entitled, as per rules of the Company, to the following perquisites not exceeding ₹ 2 lakhs per month or ₹ 24 lakhs per annum with an authority to the Board of Directors to grant, alter or vary it from time to time. The nature and other detail of perquisites borne / reimbursed by the Company are as under:

i. The expenditure pertaining to gas, electricity, water and other utilities;

ii. The expenditure pertaining to such furniture and furnishings as per requirement of Mr. Madhur Daga;

iii. Medical expenses incurred for self and family, including hospitalization, membership of any hospital and / or doctors' scheme and medical insurance. Facility of medical checkup / treatment abroad, if and when needed, the total cost of which include travel to and fro and for the stay in the foreign country, with an attendant;

iv. Leave Travel Concession for self and family;

v. Membership fee/ Subscription to clubs, subject to a maximum of two clubs, in India and/or abroad including admission and life membership fee;

vi. Personal accident insurance premium;

vii. Employer's contribution to National Pension Scheme (NPS);

viii. Company maintained car with driver, telephones, computers, printers, internet and all other communication instruments/ devices/ services at residence. Use of telephones, computers, printers, internet and all other communication instruments/ devices/ services and car with driver for official purposes shall not be considered as perquisite. The valuation of personal use of car would be as per prevalent Income-tax Rules and personal use of telephone for long distance calls will be charged on actual basis.

Mr. Madhur Daga shall be entitled to such other benefits or amounts as may be approved by the Board and permissible under Schedule V to the Companies Act, 2013 or otherwise.

The following perquisites shall also be allowed and they will not be included in the computation of the ceiling on perquisites:

a. Company's contribution to Provident Fund, Superannuation Fund, Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;

b. Payment of Gratuity and other retiral benefits as per policies/ rules of the Company;

c. Encashment of leave as per policy of the Company.

The above perquisites shall be valued as per Income Tax Rules, 1962.

E. Other Terms and Conditions:

Minimum Remuneration:

Notwithstanding anything contained herein, in case of no profits or inadequate profits in any financial year in terms of section 197 and 198 of the Act, the payment of remuneration shall be made to Mr. Madhur Daga in terms of and within the limits as prescribed under Section II of Part II of Schedule V to the Act or any other statutory modifications therein, substitutions or re-enactment thereof, as applicable (hereinafter called Schedule V). The payment of remuneration in excess of the limits prescribed under Schedule V i.e. minimum remuneration may be granted to Mr. Madhur Daga subject to necessary statutory approval(s) as referred to in the Act.

Others:

a) The Company shall reimburse traveling, entertainment and other business promotion expenses actually incurred for the business of the Company.

b) For the purpose of Gratuity and other benefits, the services of Mr. Madhur Daga will be considered continuous service with the Company from the date he joined the services of this Company in any capacity including renewal of his agreement with the Company as Managing Director or in any other capacity as may be decided by the Board of Directors from time to time.

c) Mr. Madhur Daga shall not be paid sitting fee for attending meetings of the Board or Committee(s).

d) Subject to the provisions of the Companies Act, 2013, Mr. Madhur Daga shall while he continues to hold office as Managing Director, be subject to retirement by rotation. However, Mr. Madhur Daga re-appointed as a Director of the Company immediately on retirement by rotation, shall continue to hold his office of Managing Director and such re-appointment as such director shall not be deemed to constitute a break in his appointment / service as Managing Director of the Company.

RESOLVED FURTHER THAT the Board of Directors/ Nomination & Remuneration Committee be and is hereby authorized to approve annually or otherwise increment of the above remuneration (within the overall maximum limits whether or not it result into any change in any of the heads as aforesaid) subject to their conformity with the Act and if required subject to any statutory approvals to grant remuneration in excess of the limits prescribed under the Act.

RESOLVED FURTHER THAT the Board of Directors/ Nomination & Remuneration Committee be and is hereby further authorized to alter and vary the terms and conditions of the appointment of Mr. Madhur Daga and /or to re-structure the remuneration payable to him and/ or change his designation in such manner and to such extent as may be agreed to between the Board of Directors/ Nomination & Remuneration Committee and Mr. Madhur Daga in terms of the provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do and perform all such acts, deeds and things as may be considered necessary to give effect to the above resolution."

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

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") and Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules") (including any statutory modification(s) or re-enactment thereof for the time being in force), recommendation of Nomination & Remuneration Committee and Board of Directors, Mr. Sameer Kamboj (DIN: 01033071), Independent Director of the Company, whose first term of appointment shall expire on 26.07.2021, and who has submitted necessary declarations and consent under relevant provisions of the Act and Rules with regard to his re-appointment and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, 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 years with effect from 27.07.2021 to 26.07.2026.

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

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

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") and Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules") (including any statutory modification(s) or re-enactment thereof for the time being in force), the declarations and consents submitted by Mr. K.M. Pai with regard to his appointment as an Independent Director under the relevant provisions of the Act and Rules, recommendation of the Nomination & Remuneration Committee and Board of Directors and considering the notice received from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of director, the approval of the Company be and is hereby accorded to the appointment of Mr. K.M. Pai (DIN: 01171860), as an Independent Director of the Company and consequent change in his category from Non - Executive - Non- Independent Director to Non – Executive - Independent Director of the Company not liable to retire by rotation, for a period of five years from 01.04.2022 to 31.03.2027.

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

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ***("SEBI (SBEB) Regulations"),*** the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ***("SEBI (LODR) Regulations"),*** relevant provisions of Memorandum of Association and Articles of Association of the Company and prevailing statutory Guidelines/ Circulars in that behalf and subject further to such other approval(s), permission(s) and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the consent of the Members of the Company be and is hereby accorded for approval of Orient Bell Employees Stock Option Scheme – 2021***("Scheme")*** and to authorize the Board of Directors of the Company (hereinafter referred to as the ***"Board of Directors"*** which term shall be deemed to include any Committee, including the Compensation Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) to create, grant, offer, issue and allot under the Scheme, in one or more tranches, 5,00,000 (Five Lakhs) Employee Stock Options **("Options")** (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of Employees who are:

I. A permanent employee of the Company who has been working in India or outside India who-

 (i) falls under Company's Employment Grade E-7 and above; or

 (ii) is a Key Managerial Personnel (KMP) as defined under the Companies Act, 2013; or

II. A Director of the Company, whether a Whole Time Director or not but excluding an Independent Director.

But does not include:

I. An Employee or Director who is a Promoter or a person belonging to the Promoter Group; or

II. A Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Shares of the Company.

and to such other persons as may from time to time be allowed to be eligible for the benefits of the Scheme under applicable laws and regulations prevailing from time to time **("Eligible Employees"),** exercisable into 5,00,000 (Five Lakhs) Equity Shares of face value ₹ 10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) on such terms and conditions as may be fixed or determined by the Board of Directors in accordance with the Scheme.

RESOLVED FURTHER THAT the Scheme shall be administered by the Compensation Committee of the Company which shall have all necessary powers as defined in the Scheme in pursuance of the SEBI (SBEB) Regulations for the purpose of administration and superintendence of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be implemented through direct route for extending the benefits to the eligible Employees by the way of fresh allotment and will follow cash mechanism.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board of Directors, subject to compliance of the applicable laws and regulations, be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby also authorized to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorized to do for the purpose of giving effect to this resolution."

By order of the Board
For Orient Bell Limited

Place: New Delhi **Yogesh Mendiratta**
Dated: 13th May, 2021 **Company Secretary & Head- Legal**

Registered Office:

8, Industrial Area, Sikandrabad – 203 205 Distt. Bulandshahr, U.P.

Notes:

1. Pursuant to Circular no. 14/2020 dated April 08, 2020, Circular no.17/2020 dated April 13, 2020, Circular no. 20/2020 dated May 05, 2020 and Circular no. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs (MCA) and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the SEBI (hereinafter collectively referred to as "the Circulars"), the General Meetings of Members are allowed to be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, in compliance with the Circulars, the 44th AGM of the Company is being held through VC.

2. An Explanatory Statement, pursuant to Section 102(1) of the Act, relating to special business set out under Item Nos. 4 to 7 of the accompanying Notice are annexed hereto. A statement providing additional details of the Directors along with their brief profile who are seeking appointment/ re-appointment as set out at Item Nos. 4, 5 and 6 of the Notice are annexed herewith as per Regulation 36 of the Listing Regulations, as amended and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('ICSI').

3. In terms of Circular No. 02/2021 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM since the AGM is being held through VC. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

4. The register of members and share transfer books will remain closed from 20th July, 2021, to 26th July, 2021 (both days inclusive) for the purpose of determine the entitlement of members to receive the dividend for the year ended 31st March 2021 and ascertaining the Shareholders attending the AGM.

5. As per the latest provisions of Income Tax Act, 1961 ('the Act'), dividend declared, paid or distributed by a Company on or after April 1, 2020, shall be taxable in the hands of the shareholders. The Company shall, therefore, be required to deduct Tax at source (TDS)/ With Holding Tax (WHT) at the time of payment of dividend at the applicable tax rates. The rates of TDS/ WHT would depend upon the category and residential status of the shareholder as briefed hereunder:

A. RESIDENT SHAREHOLDERS:

A.1 No tax will be deducted on payment of dividend to the **RESIDENT INDIVIDUAL SHAREHOLDER** if the total dividend, paid during Financial year ('FY'), does not exceed INR 5,000/-.

A.2 Tax deductible at source for **RESIDENT SHAREHOLDER (OTHER THAN RESIDENT INDIVIDUAL SHAREHOLDER RECEIVING DIVIDEND NOT EXCEEDING INR 5,000/- DURING FY)**

Sl. No.	Particulars	Withholding tax rate	Declaration(s)/ document(s) required
1.	Valid PAN updated with the Depository Participant in case shares are held in dematerialized form; or Registrar and Transfer Agent ('RTA') in case shares are held in physical form and no exemption sought by Resident Shareholder	10%	N.A.
2.	No/ Invalid PAN with the Depository Participant in case shares are held in dematerialized form; or RTA in case shares are held in physical form and no exemption sought by Shareholder	20%	N.A.
3.	Availability of lower/ nil tax deduction certificate issued by Income Tax Department under section 197 of the Act	Rate specified in lower tax withholding certificate obtained from Income Tax Department	• Copy of PAN card; and • Copy of lower tax withholding certificate obtained from Income Tax Department

A.3 **NIL TAX-DEDUCTIBLE AT SOURCE/ NIL WITHHOLDING** on dividend payment to Resident Shareholders if the Shareholders submit documents mentioned in the below table with the Company/ RTA:

Sl. No.	Particulars	Declaration(s)/ document(s) required
1.	An Individual furnishing Form 15G/ 15H	• Copy of PAN card • Declaration in Form No 15G (applicable to an individual who is less than 60 years)/ Form 15H (applicable to an Individual who is 60 years and above), fulfilling prescribed conditions.
2.	Shareholders to whom section 194 of the Act does not apply such as LIC, GIC, etc.	• Copy of PAN card • Self-declaration*, along with adequate documentary evidence (e.g., registration certificate), to the effect that the no tax withholding is required as per provisions of section 194 of the Act.
3.	Shareholder covered u/s 196 of the Act such as Government, RBI, Mutual Funds specified under section 10 (23D), corporations established by Central Act and exempt from Income Tax.	• Copy of PAN card • Self-declaration*, along with adequate documentary evidence, substantiating applicability of section 196 of the Act.
4.	Category I and II Alternative Investment Fund (AIF)	• Copy of PAN card • Self-declaration* that AIF's income is exempt under Section 10(23FBA) of the Act and they are governed by SEBI regulations as applicable to Category I or Category II AIFs, along with copy of registration certificate.
5.	Any other entity exempt from withholding tax under the provisions of section 197A of the Act (including those mentioned in Circular No. 18/2017 issued by CBDT)	• Copy of PAN card • Self-declaration* along with adequate documentary evidence, substantiating the nature of the entity. • Copy of the lower tax withholding certificate obtained from Income Tax Department (except those covered by Circular 18/2017)

B. NON-RESIDENT SHAREHOLDERS:

Tax deductible at source/ tax withholding for non-resident shareholders.

Sl. No.	Category	Withholding tax rate	Declaration(s)/ document(s) required
1.	Foreign Institutional Investors (FIIs)/ Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial	• Copy of PAN card (if available) • Self-declaration* along with adequate documentary evidence substantiating the nature of the entity • To avail beneficial rate of tax treaty, tax documents as mentioned in Sl. No. 3 below would be required to be submitted.
2.	Alternative Investment Fund – Category III located in International Financial Services Centre	10% (plus applicable surcharge & cess)#	• Copy of PAN card (if available) • Self-declaration* along with adequate documentary evidence substantiating the nature of the entity
3.	Other Non-resident shareholders except those who are tax residents of Notified Jurisdictional Area	20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial	To avail beneficial rate of tax treaty following tax documents would be required: • Copy of PAN card (if available) • Copy of Tax Residency certificate issued by revenue authority of country of residence of shareholder for the financial year 2020-21 (covering the period from April 1, 2020 to March 31, 2021) • Self-declaration* in Form 10F • Self-declaration* for no permanent establishment/ fixed base/ business connection in India, place of effective management, beneficial ownership and eligibility to avail tax treaty benefit [on shareholder's letterhead] (Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by the non-resident shareholders. In case the documents are found to be incomplete, the Company reserves the right to not consider the tax rate prescribed under the tax treaty).
4.	Non-Resident Shareholders who are tax residents of Notified Jurisdictional Area as defined u/s 94A(1) of the Act	30%	N.A.
5.	Sovereign Wealth funds and Pension funds notified by Central Government u/s 10(23FE) of the Act	NIL	• Copy of the notification issued by CBDT substantiating the applicability of section 10(23FE) of the Act issued by the Government of India • Self-declaration* that the conditions specified in section 10(23FE) have been complied with
6.	Subsidiary of Abu Dhabi Investment Authority (ADIA) as prescribed u/s 10(23FE) of the Act	NIL	• Self-declaration* substantiating the fulfillment of conditions prescribed under section 10(23FE) of the Act
7.	Availability of lower/ NIL tax Deduction certificate issued by Income Tax Department u/s 195 or 197 of the Act	Rate specified in Lower tax withholding certificate obtained from Income Tax Department	• Copy of the lower tax withholding certificate obtained from Income Tax Department

*Formats of Self-declarations and other relevant forms are available at the website of the Company www.orientbell.com under the Section 'Investor Relations>Investor Information>Downloads' (Weblink:https://www.orientbell.com/investor?download=1#InvestorInformation)

In case PAN is not updated with the Company's RTA or depository or PAN is not available and information sought in the declaration is not provided, higher rate of withholding tax as per section 206AA shall be applied.

Notes:

(i) Duly completed and signed documents should be provided to the Company/ RTA. Incomplete and/ or unsigned forms and declarations will not be considered by the Company. Further, in case, where copy of documents (such as, PAN card, Registration certificate, etc.) is provided, the copy should be self-attested by the Shareholder or its authorized signatory. For all documents being uploaded by the Member, the Member undertakes to produce the original document(s) on the request of the Company.

(ii) The aforesaid documents such as Form 15G/ 15H, documents under sections 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. should be sent to the Company/ RTA so that the same shall reach on or before Monday, 12th July, 2021 to enable the Company to determine the applicable TDS rate. Any communication in relation to tax rate determination/ deduction received post Monday, 12th July, 2021 shall not be considered. It is advisable to send the documents at the earliest to enable the Company to collate the documents to determine the appropriate TDS rates.

(iii) Determination of withholding tax rate is subject to necessary verification by the Company of the shareholder details as available with the Depository Participant in case shares are held in dematerialized form; or RTA in case shares are held in physical form, as on the Record Date and other documents available with the Company/ RTA. Shareholders holding shares under multiple accounts under different residential status/ category and single PAN, may note that, higher of the tax rate as applicable to different residential status/ category will be considered for their entire shareholding under different accounts.

(iv) In case of any discrepancy in documents submitted by the shareholder, the company will deduct tax at higher rate as applicable, without any further communication in this regard.

(v) In case withholding tax is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund. No claim shall lie against Company for any taxes deducted by the Company.

(vi) The certificate in respect of tax deducted at source shall be provided in due course. You will also be able to view the credit of TDS in Form 26AS at respective time, which can be downloaded from designated website of income tax department.

(vii) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, the shareholder will be responsible to indemnify the Company and also, provide the Company with all information/ documents and co-operation in any tax proceedings.

(viii) This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

(ix) In case of any query in the matter please reach out at investor@orientbell.com.

6. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

7. The dividend, if declared, will be paid to the members holding shares in physical form whose name appear on the register of members of the Company as on 19th July, 2021. In respect of shares held in electronic form, the dividend will be paid to members whose names appear as beneficial owners as at the end of business hours on 19th July, 2021 as per the list to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories").

8. 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 of 19th July, 2021.

9. The Company's Statutory Auditors, M/s B.R. Gupta & Co., were appointed as Statutory Auditors of the Company for a period of five (5) consecutive years at the AGM of the Members held on 22nd September, 2017. Pursuant to the amendment made by the Companies (Amendment) Act, 2017, effective from May 7, 2018, it is no longer necessary to seek the ratification of the shareholders for continuance of the above appointment. Hence, the Company is not seeking the ratification of the shareholders for the appointment of the Statutory Auditors.

10. Pursuant to section 124(5) of the Companies Act, 2013, the Company has transferred the unclaimed / unpaid dividend for the Financial Years up to 2012-13, to the Investor Education and Protection Fund of the Central Government ("the Fund") as per the relevant provisions of the Companies Act, 2013. The unpaid dividend for the Financial Year 2013-14 will be transferred to the Fund on or before 06-11-2021.

11. Pursuant to section 124(6) of the Companies Act, 2013 and Rules made thereunder, all such shares in respect of which dividend has not been paid or claimed for seven consecutive years, are liable to be transferred to the Investor Education and Protection Fund. Members who have not yet encashed the dividend warrants for any of the Financial Years from 2013-14 to 2018-19 are therefore once again requested to make their claims immediately with the Company or the Company's Registrar & Share Transfer Agents for issuance of duplicate / revalidated dividend warrants. The list of unclaimed dividend for

the Financial Years 2013-14 to 2018-19 and the list of members whose shares are liable to be transferred to the said Fund are available on the Company's website www.orientbell.com.

The shareholders whose dividend/shares is/will be transferred to the IEPF Authority may claim the shares or apply for refund by making an application to the IEPF Authority by following the procedure as detailed in the IEPF Rules and as enumerated on the website of IEPF Authority http://www.iepf.gov.in/IEPF/refund.html.

12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

13. As per the provision of Section 72 of the Act, facility for making nomination(s) is available to Individuals holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the Company's website at www.orientbell.com. Members holding shares in demat mode should file their nomination with their Depository Participants (**'DPs'**) for availing this facility.

14. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, 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.

15. In case of joint holders, the Members 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.

16. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from April 1, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form, Members can contact the Company or RTA for assistance in this regard.

17. 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 in electronic form and to Company's RTA - M/s MCS Share Transfer Agent Limited having address at F-65, Okhla Industrial Area, Phase-I, New Delhi – 110 020 , in case the shares are held in physical form.

18. The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in electronic mode.

19. PROCEDURE FOR INSPECTION OF DOCUMENTS:

    a. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

    b. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investor@orientbell.com.

    c. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 18th July, 2021 through email on investor@orientbell.com. The same will be replied by the Company suitably.

20. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Notice calling AGM along with Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of the AGM and the Annual Report 2020-21 will also be available on the Company's website at www.orientbell.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at https://www.evoting.nsdl.com.

21. The recorded transcript of the forthcoming AGM on 26th July, 2021 shall also be made available on the website of the Company www.orientbell.com in the Investor Relations Section, as soon as possible after the meeting is over.

22. Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, email address etc. to the RTA at the following address:

    M/s MCS Share Transfer Agent Limited

    F-65, Okhla Industrial Area, Phase-I,

    New Delhi – 110 020.

    If the shares are held in electronic form, then change of address and change in the Bank Accounts etc., should be furnished to their respective DPs.

23. Members may please note that SEBI has made PAN as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases, viz. (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares. Members are requested to submit their PAN with their DPs, in case of shares held in demat form and RTA/ Company, in case of shares held in physical form, as directed by SEBI.

24. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

25. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circular issued by the Ministry of Corporate Affairs dated January 13, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

26. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, 23rd July, 2021 at 09:00 A.M. and ends on Sunday, 25th July, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 19th July, 2021, may cast their vote electronically.

<u>How do I vote electronically using NSDL e-Voting system?</u>

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

<u>Step 1: Access to NSDL e-Voting system</u>

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.	1. If you are already registered for **NSDL IDeAS facility,** please visit the e-Services website of NSDL. Open web browser by typing the URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the **"Beneficial Owner"** icon under "Login" which is available under **"IDeAS"** section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or **e-Voting service provider - NSDL** and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS"** Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or **e-Voting service provider - NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

B) Login Method 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 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. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can use your existing password to 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 8 digit 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.**
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.
   b) "**Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at 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, which is 116059 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 printout 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.

General Guidelines for shareholders

1. Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send 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 e-mail to ashugupta.cs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request 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 registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@orientbell.com.
2. In case shares are held in demat mode, 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 investor@orientbell.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE 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.

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. Members 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 investor@ orientbell.com on or before 48 hours in advance before start of the meeting i.e by 1100 hrs of 24th July, 2021. The same will be replied by the company suitably.

6. Members will be able to attend the AGM through VC/ OAVM or view the live webcast of AGM provided by NSDL at https://www.evoting.nsdl.com by using their remote E-voting login credentials and selecting the EVEN for Company's AGM.

7. Facility of joining the AGM through VC / OAVM shall open 30 (thirty) minutes before the time scheduled for the AGM and will be available for Members on first come first served basis and the Company may close the window for joining the VC/OAVM Facility 15(fifteen) minutes after the scheduled time to start the 44th AGM.

8. Members may note that the VC / OAVM Facility, provided by NSDL, allows participation of atleast 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship & Grievance Committee, Auditors, etc. can attend the 44th AGM without any restriction on first-come-first-served principle.

9. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/ 1800-222-990 or contact Ms. Pallavi Mhatre, Manager - NSDL at pallavid@nsdl.co.in / 022-24994545 or Ms. Soni Singh, Asst. Manager - NSDL at sonis@nsdl.co.in / 022-24994559.

10. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investor@orientbell.com from 20th July, 2021 (09:00 am IST) to 22nd July, 2021 (05:00 pm IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

11. Shareholders who will participate in the AGM through VC/OAVM can also pose question / feedback through question box option. Such questions by the shareholders shall be taken up during the meeting or replied by the Company suitably.

27. Other Instructions

1. The "cut-off date" for determining the eligibility for voting through electronic voting system is fixed as 19th July, 2021. The e-voting period commences on 23rd July, 2021 at 9:00 a.m. and ends on 25th July, 2021 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period members of the Company, holding shares either in physical form or in demat form, as on the cut-off date, i.e., 19th July, 2021, shall be entitled to avail the facility of remote e-voting.

2. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut off date i.e. 19th July, 2021.

3. Members who have already exercised their voting through Remote e-voting can attend the Annual General Meeting through VC/OAVM but shall not be entitled to cast their vote again.

4. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 19th July, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or admin@mcsregistrars.com. 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.

5. Ms. Ashu Gupta, Company Secretary in whole time practice (Membership No. FCS 4123; COP No. 6646), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

6. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through remote e-voting and the votes cast through e-voting on the date of AGM in the presence of at least two witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

7. As per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of the e-voting are to be submitted to the Stock Exchange(s) within two working days of the conclusion of the AGM. The results declared along with Scrutinizer's Report shall be placed on the Company's website www.orientbell.com and the website of NSDL. The results shall also be forwarded to the stock exchanges where the shares of the Company are listed.

8. The results on resolutions so declared at or after the Annual General Meeting of the Company will be deemed to have been passed on the Annual General Meeting date subject to receipt of the requisite number of votes cast in favour of the Resolutions.

28. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing companies to send documents to their shareholders in electronic mode. To support this green initiative and to receive communications from the Company in electronic mode, members who have not registered their E-mail addresses and are holding shares in physical form are requested to contact the RTA of the Company and register their Email-id. Members holding shares in demat form are requested to contact their DPs. Members may please note that notices, annual reports, etc. will be available on the Company's website at www.orientbell.com. Members will be entitled to receive the said documents in physical form free of cost at any time upon request.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

The present term of Mr. Madhur Daga as Managing Director of the Company shall expire on 31st March, 2022. The appointment of Mr. Madhur Daga as Managing Director of the Company was approved by the members of the Company at the 41st AGM held on 24-09-2018 for a term of three years from 01st April, 2019 to 31st March, 2022 at a Basic Salary up to ₹ 6,00,000/- p.m. along with perquisites. Considering the diminishing topline and profitability of the Company during FY 2018-19, Mr. Madhur Daga had foregone 30% of his Basic Salary and HRA effective 01.09.2019.

The Nomination & Remuneration Committee and the Board of Directors have, in their respective meetings held on 13th May 2021, subject to the approvals of Members/ Central Government and such other approvals as may be necessary, approved the re-appointment of Mr. Madhur Daga as Managing Director of the Company as well as remuneration for a further period from 01st April 2022 to 31st March 2025 as enumerated in the Special Resolution which is commensurate with his qualification, experience and the responsibilities entrusted on him.

Mr. Madhur Daga is a driving force behind the continual growth of the organization. Although responsible for the overall management of the Company in his present role as Managing Director, Mr. Daga spends most of his time leading OBL's Product Innovation Team, Special Projects & interacting with key customers and stakeholders.

Subject to the provisions contained under sections 152, 196,197,198 and 203 read with Schedule V of the Companies Act, 2013, members' approval by way of Special Resolution is required for the appointment and payment of remuneration for an amount as stated in the Special Resolution at item no. 4 of the accompanying notice.

None of the Directors except Mr. Madhur Daga and Mr. Mahendra K. Daga (who is father of Mr. Madhur Daga) are concerned or interested in the resolution.

In terms of Section 190 of the Companies Act, 2013, the Special Resolution at Item no. 4 along with its explanatory statement shall be construed as a memorandum setting out the terms of appointment of Mr. Madhur Daga.

The following disclosures are being made in this Explanatory Statement in compliance with Section II in part II of Schedule V to the Companies Act, 2013:

I. General Information:

1. The Company is engaged in the business of manufacture and trading of Ceramic Tiles. The manufacturing facilities of the Company are situated at Sikandrabad (Uttar Pradesh), Dora (Gujarat) and Hoskote (Karnataka). The Company has nationwide distribution network through its Channel Partners.
2. The Company commenced commercial production w.e.f. 7th October 1977.
3. The Company is an existing entity and has already commenced Commercial Production.
4. Financial performance of the Company for the Financial year 2020-21 is as follows:

(₹ in Lakhs)

Particulars	2020-21
Net Sales / Revenue from Operations (adjusted for taxes)	50,004
Profit Before Tax	1,078
Profit After Tax	703
Paid up Equity Capital	1,435.36
Reserves & Surplus	23,303
Basic / Diluted Earning Per Share (₹)	4.90

5. The Company has no foreign investment or collaborations.

II. Information about the appointee:

1. Mr. Madhur Daga, BBA (University of Southern California, US), PG with a degree in International Corporate Finance (University of New South Wales, Sydney, Australia), aged about 48 yrs. has over 25 years of successful experience. Under the overall supervision of the Board of Directors, he has been instrumental in taking the Company from strength to strength to its present position.
2. The total remuneration of Mr. Madhur Daga for the Financial Year 2020-21 was ₹ 83,82,839/-.
3. Mr. Madhur Daga had joined the Company on 01.01.1998 as the Whole Time Director (designated as Executive Director) and since then Mr. Daga has been serving the Company. Mr. Madhur Daga was re-designated as Joint Managing Director w.e.f. 01.10.2013 and as Managing Director w.e.f. 22.05.2017. Mr. Daga although responsible for the overall management of the company in his present role, spends most of his time leading the Company's Product Innovation Team & interacting with customers.
4. Mr. Madhur Daga's role in the Company as Managing Director is most suitable considering his present role in the Company's day to day management. Under his valuable

guidance and leadership, the Company has achieved significant growth in a considerable less span of time and has carved a niche for itself in the industry.

5. The detail of proposed remuneration is as per special resolution at item no. 4.

6. The remuneration proposed to be paid to Mr. Madhur Daga is commensurate with the size of the Company, nature of its operations, profile of the position and is in line with the industry standards.

7. Besides his remuneration, Mr. Madhur Daga had pecuniary relationship with the Company as mentioned in note 40 - Related Party Disclosure. He has no relationship with any managerial personnel, Director, Key Managerial Personnel of the Company except Mr. Mahendra K. Daga, Chairman & Whole Time Director, who is his father.

III. Other Information:

1. The reasons for inadequate profits are inevitable. The Company has maintained the topline and EBITDA despite challenging conditions viz., lower capacity utilization, liquidity, de-growth of real estate and construction sector, increasing fuel cost and increased marketing investments led by concerted efforts on administrative costs. At present, the performance of the Company is satisfactory as compared to the industry norms. However, in the event of any unforeseen circumstances and conditions beyond its control, the profitability of the Company may be affected.

2. The Company continuously makes efforts for costs optimization in manufacturing, procurement, logistics & administrative segments. With its continuous efforts the Company saves on breakages, reduced inventories and improved its premium quality production. The Company also invests in and launch several new categories, sizes and designs from time to time to augment sales. Each one of these launches have been accepted favorably by the market and results in reaping benefits from these initiatives. The Company continues to open Company Owned - Company Operated Boutiques as well as Franchise Boutiques at very conspicuous locations across the Country. The Company has increased engagements with architects, channel partners and tile experts manifold. Investments in marketing & brand building activities is always a key area for the Company. A combination of Digital marketing, along with Print, TV, Radio & hoardings are leveraged to initiate brand building. The thrust on Social media campaign has resulted into increased spending time of Customers on digital platforms like YouTube, Facebook, WhatsApp & Instagram.

3. It is difficult to forecast the productivity and profitability in measurable terms. However, the productivity and profitability will continue to be above industry average.

IV. Disclosures:

1. The detail of all elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all Directors is included in the Corporate Governance Report and forming part of the Board of Director's Report.

2. The detail of fixed Component and performance linked incentives along with the performance criteria is included in the Corporate Governance Report and forming part of the Board of Director's Report.

3. The service contracts, notice period, severance fees and other terms of appointment of Managing Director is governed by Nomination & Remuneration Policy of the Company. The detail about the same is included in the Corporate Governance Report and forming part of the Board of Director's Report.

4. As of the date of this notice, Mr. Madhur Daga has not been issued any Stock Options.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Madhur Daga and Mahendra K. Daga (who is father of Mr. Madhur Daga) is/are in any way, concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the passing of the Resolution at Item No. 4 as Special Resolution.

ITEM NO. 5

Section 149 of the Companies Act, 2013 provides that subject to the provisions of Section 152, an independent director shall hold office for an initial term of up to five consecutive years on the Board of a Company but shall be eligible for another term of up to five years on passing of a special resolution by the Company. It further provides that no independent director shall hold office for more than two consecutive terms of up to five years each. The members had in the Annual General Meeting held on 14.09.2016, pursuant to the provisions of Sections 149, 152 read with Schedule IV of the Companies Act, 2013 and Rules made there under, approved the appointment of Mr. Sameer Kamboj as an Independent Director of the Company for an initial term of five years from 27.07.2016 to 26.07.2021. Mr. Kamboj has submitted the necessary declarations and consents with regard to his re-appointment for second consecutive term of five years from 27.07.2021 to 26.07.2026. In the opinion of the Board, Mr. Sameer Kamboj fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and that he is independent of the management.

The Nomination and Remuneration Committee and the Board of Directors have, in their respective meetings held on 13th May, 2021 recommended the re-appointment of Mr. Sameer Kamboj for second consecutive term of five years effective from 27.07.2021 to 26.07.2026 as Independent Director not liable to retire by rotation. A candidature under section 160 of the Companies Act, 2013 has been received from a member of the Company proposing Mr. Sameer Kamboj for the office of Independent Director of the Company.

The Board based on the experience/expertise declared by Mr. Sameer Kamboj, is of the opinion that Mr. Sameer Kamboj has the requisite qualification to act as an Independent Director of the Company. The total remuneration of Mr. Sameer Kamboj for the Financial Year 2020-21 was ₹ 3,50,000/- paid by way of sitting fee only. Mr. Sameer Kamboj also hold directorship in Yearn Life Essentials Private Limited and Cactus Communications Private Limited. Mr.Sameer Kamboj do not hold any shares of Orient Bell Limited either by himself or for any other person on a beneficial basis as per declaration given by him.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the re-appointment of Mr. Sameer Kamboj as an Independent Director for the said period is now being placed before the Members for their approval. Mr. Sameer Kamboj has no relationship with any managerial personnel, Director, Key Managerial Personnel of the Company. None of the Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, financially or otherwise, in this resolution except Mr. Sameer Kamboj.

The Board recommends the passing of the Resolution at Item No. 5 as a Special Resolution.

ITEM NO. 6

Mr. K.M. Pai has been appointed as a Non-Executive - Non-Independent Director of the Company w.e.f 01.06.2018. Till 31.05.2018, Mr. Pai was holding the position of Key Managerial Personnel ('KMP') as Executive Director of the Company.

In terms of Section 149(6)(e)(i) of the Companies Act, 2013 Mr. Pai shall be eligible to be appointed as an Independent Director of the Company after the completion of three financial years from the date he had left the position of KMP i.e. after 31.03.2022.

A candidature under section 160 of the Companies Act, 2013 has been received from a member of the Company proposing Mr. K.M.Pai for the office of Independent Director of the Company. Mr. Pai has also furnished necessary declarations and consent with regard to his appointment for a period of consecutive term of five years from 01.04.2022 to 31.03.2027.

In the opinion of the Board, Mr. K.M.Pai fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and that he is independent of the management and that he has the requisite qualification to act as an Independent Director of the Company.

The Nomination and Remuneration Committee and the Board of Directors have, in their respective meetings held on 13th May, 2021 recommended the appointment of Mr. K.M. Pai as an Independent Director of the Company for a term of five years from 01.04.2022 to 31.03.2027 not liable to retire by rotation and consequent change in his category from Non-Executive Non-Independent Director to Non- Executive Independent Director.

The Board based on the experience/expertise declared by Mr. K.M.Pai, is of the opinion that Mr. K.M.Pai has the requisite qualification to act as an Independent Director of the Company. Mr. K.M. Pai has received a total remuneration of ₹ 2,80,000/- during F.Y. 2020-21 by way of sitting fee only. Mr. K.M.Pai also hold directorship in VST Tillers Tractors Limited. Mr. K.M.Pai neither holds any shares of Orient Bell Limited either by himself or for any other person on a beneficial basis as per declaration given by him.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. K.M.Pai as an Independent Director for the said period is now being placed before the Members for their approval. Mr. K.M.Pai has no relationship with any managerial personnel, Director, Key Managerial Personnel of the Company. None of the Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, financially or otherwise, in this resolution except Mr. K.M.Pai.

The Board recommends the passing of the Resolution at Item No. 6 as an Ordinary Resolution.

ITEM NO. 7

Equity based remuneration includes alignment of personal goals of the Employees with Organizational objectives by participating in the ownership of the Company. The Board of Directors of your Company understands the need to enhance the Employee engagement, to reward the Employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company.

In order to reward and retain the key Employees and to create a sense of ownership and participation amongst them, the Board of Directors in its meeting held on 13th May, 2021, approved Orient Bell Employees Stock Option Scheme – 2021("Scheme") to or for the benefit of such Employee as defined in the Scheme.

In terms of Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI (SBEB) Regulations") and Section 62 and other applicable provisions of the Companies Act, 2013, for issue of Equity Shares to the Employees of the Company, the approval of the existing Members by way of Special Resolution is required. The Special Resolution set out at Item No. 7 is seeking your approval for the formulation and implementation of the Scheme and issuance of Equity Shares thereunder.

The salient features and other details of the Scheme as required pursuant to Regulation 6(2) of SEBI (SBEB) Regulations are as under:

1. Brief Description of the Scheme:

   The Scheme shall be called as Orient Bell Employees Stock Option Scheme – 2021.

   The Purpose of the Scheme includes the following:

   a. To motivate the Employees to contribute to the growth and profitability of the Company.

   b. To retain the key Employees and reduce the attrition rate of the Company.

   c. To achieve sustained growth and the creation of shareholder value by aligning the interests of the Employees with the long term interests of the Company.

   d. To offer Options to the new Employees as a part of their salary package at the time of Employment.

e. To create a sense of ownership and participation amongst the Employees to share the value they create for the Company in the years to come, and

f. To provide additional deferred rewards to Employees.

2. Total number of Options to be granted under the Scheme:

The maximum number of Options that may be granted pursuant to this Scheme shall not exceed 5,00,000 [Five Lakhs] which shall be convertible into equal number of Equity Shares.

If any Option granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such Option shall not be available for further grant under the Scheme unless otherwise determined by the Board of Directors of the Company (hereinafter referred to as the "Board of Directors" which term shall be deemed to include any Committee, including the Compensation Committee).

Further, the maximum number of Options that can be granted and the Equity Shares arise upon exercise of these Options shall stand adjusted in case of corporate action (as defined in the Scheme).

3. Identification of classes of employees entitled to participate and become beneficiaries in Scheme:

I. A permanent employee of the Company who has been working in India or outside India who-

(i) falls under Company's Employment Grade E-7 and above; or

(ii) is a Key Managerial Personnel (KMP) as defined under the Companies Act, 2013; or

II. A Director of the Company, whether a Whole Time Director or not but excluding an Independent Director.

But does not include:

I. An Employee or Director who is a Promoter or a person belonging to the Promoter Group; or

II. A Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Shares of the Company.

4. Requirement of Vesting and period of Vesting:

Vesting period shall commence from the grant date and shall be minimum 1 (One) year from the grant date and may extend upto maximum of 5 (Five) years from the grant date, at the discretion of and in the manner prescribed by the Board of Directors.

The actual vesting may further be linked with the eligibility criteria, as determined by the Board of Directors and mentioned in the grant letter.

5. Maximum period within which the Options shall be vested:

Maximum period within which the Options shall be vested is 5 (Five) years from the grant date.

6. Exercise Price or Pricing Formula:

The exercise price shall be decided by the Board of Directors on the basis of Market Price of the Company.

For the above purpose Market price means the latest available closing price on a recognized stock exchange on which the Equity Shares of the Company are listed on the date immediately prior to the relevant date (i.e. date of the meeting of the Compensation Committee on which the grant is made).

Explanation – As the Equity Shares of the Company are listed on more than one stock exchange, the closing price on the stock exchange having higher trading volume shall be considered as the market price.

The Board of Directors has a power to provide suitable discount or charge premium on such price as arrived above. However, in any case the exercise price shall not go below the par value of Equity Share of the Company.

7. Exercise period and process of Exercise:

After vesting, Options can be immediately exercised within the exercise period, either wholly or in part, through cash mechanism after submitting the exercise application along with payment of the exercise price, applicable taxes and other charges, if any.

The exercise period shall be a maximum of upto 3 (Three) years from the date of respective vesting.

The mode and manner of the exercise shall be communicated to the Employees individually.

8. Appraisal process for determining the eligibility of the Employees:

The Board of Directors may on the basis of all or any of the following criteria, decide on the Employees / Grantees who are eligible for the grant / vesting of Options under the Scheme and the terms and conditions thereof.

- Loyalty: It will be determined on the basis of tenure of employment of an Employee in the Company.
- Performance: Employee's performance during the financial year on the basis of the parameters decided by the management.
- Designation: All Key Managerial Personnel (KMPs) as defined under Companies Act, 2013 and the Employees falling under grade E–7 and above as per the HR Policy of the Company.
- The present and potential contribution of the Employee to the success of the Company.
- High market value/difficulty in replacing the Employee.
- High risk of losing the Employee to competition.
- Value addition by the new entrant, if any.
- Employment Terms.
- Total number of years of association of the employee with the Company.

9. The Maximum number of Options to be granted per Employee and in aggregate:

   The maximum number of Options that can be granted to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital of the Company at the time of grant. The Board of Directors may decide to grant such number of Options equal to or exceeding 1% of the issued capital to any eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

   The maximum number of Options that may be granted pursuant to this Scheme shall not exceed 5,00,000 [Five Lakhs] which shall be convertible into equal number of Equity Shares.

10. The Maximum quantum of benefits to be provided per Employee under the scheme:

    The maximum quantum of benefits that will be provided to every eligible Employee under the Scheme will be the difference between the market value of Company's Share on the Stock Exchanges as on the date of Exercise of Options and the exercise price paid by the Employee.

11. Whether the Scheme(s) is to be implemented and administered directly by the Company or through a Trust:

    The Scheme shall be implemented through direct route for extending the benefits to the eligible Employees by the way of fresh allotment and will follow cash mechanism.

    The Scheme shall be administered by the Compensation Committee. The Compensation Committee shall be assisted by the ESOP Council, which shall inter alia recommend the Committee with regard to the eligibility criteria and other matters related to grant and vesting of Options.

    The Compensation Committee may further delegate some or all of its powers to any other sub-committee or persons for administration of the Scheme, as it may deem fit.

12. Whether the Scheme involves new issue of shares by the company or secondary acquisition by the Trust or both:

    The Scheme involves new issue of Equity Shares by the Company.

13. The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:

    Not applicable, since the scheme is proposed to be implemented by direct route.

14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme:

    Not applicable, since the scheme is proposed to be implemented by direct route.

15. Disclosure and accounting policies:

    The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB) Regulations or as may be prescribed by regulatory authorities from time to time.

16. The method which the Company shall use to value its Options:

    The Company shall comply with the requirements of IND-AS and shall use Fair Value method.

17. Statement with regard to Disclosure in Board of Director's Report:

    As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

    None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in these resolutions except to the extent of Equity Shares held by them in the Company or the Options that may be granted under the said Scheme.

    The Board of Directors of the Company recommends the Resolutions to be passed as Special Resolutions as set out at Item No. 7 for approval of the Members.

    Orient Bell Employees Stock Option Scheme – 2021 and other documents referred to in the aforesaid resolutions are available for inspection electronically.

By order of the Board
For Orient Bell Limited

Place: New Delhi
Dated: 13th May, 2021

Yogesh Mendiratta
Company Secretary & Head- Legal

INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED TO BE FURNISHED UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS - 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)

Name of Director	Mr. Madhur Daga	Mr. Sameer Kamboj	Mr. K.M. Pai
DIN	00062149	01033071	01171860
Date of Birth	06.09.1972	12.01.1970	25.08.1952
Date of Appointment	01.01.1998	27.07.2016	02.04.2012*
No. of Shares held (as on 31.03.2021)	13,17,933	Nil	Nil
Expertise in Specific Functional area	An eminent Industrialist, spends most of his time in leading product innovation team with an overall Management and supervision of affairs of the Company	Finance, General Management, and Business Processes	Finance, Costing, Managing General Commercial Operations of a Company
Qualification	BBA (University of Southern California, US), PG with a degree in International Corporate Finance (University of New South Wales, Sydney, Australia).	Chartered Accountant	MBA Finance from IIM, Bengaluru, ACMA,ACS
No. of board meetings attended during FY 2020-21	4	4	4
List of Listed Companies in which outside Directorship held as on 31.03.2021	Nil	Nil	VST Tillers Tractors Ltd.
Chairman / Member of the Committee(s) of the Board of Directors of other Companies in which he is a Director	Nil	Nil	VST Tillers Tractors Ltd. Member – 1. Audit Committee 2. Corporate Social Responsibility Committee 3. Nomination & Remuneration Committee 4. Risk Management Committee Chairman – Stakeholders Relationship Committee
Relationships between directors inter-se	Mr. Madhur Daga is not related to any of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Mahendra K. Daga (who is the father of Mr. Madhur Daga).	Mr. Sameer Kamboj is not related to any of the Directors or Key Managerial Personnel of the Company or their respective relatives.	Mr. K.M. Pai is not related to any of the Directors or Key Managerial Personnel of the Company or their respective relatives.

**Mr. K.M. Pai has been appointed as Whole Time Director (designated as Executive Director) on 2.4.2012 in the category 'Executive-Non Independent' Director. Later, on 1.6.2018 his category changed to Non Executive-Non Independent Director in view of his resignation from the post of Executive Director.*

OBL Awards & Accolades

App of The Year 2021
(Quicklook Mobile App)

Brand of the Year 2021
(Flooring Idea-Tiles & Ceramic)

Best Infrastructure Brands ET
(2021)

Best Omnichannel Retail Model
Winners Future of Retail Summit & Awards 2020

Customer Retail Journey Innovation
Winners Future of Retail Summit & Awards 2020

CEO with HR Orientation
ZEE BUSINESS
National Human Capital Leadership Congress & Awards

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