



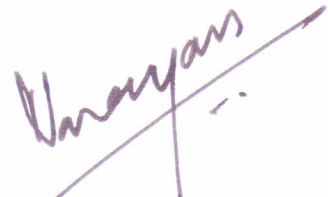


# FORM A

## Format of Covering letter of the Annual Audit Report to be filled with the Stock Exchanges

1	Name of the Company	LA OPALA RG LTD
2	Annual financial statements for the year ended	31st March 2015
3	Type of Audit Observation	Un Qualified
4	Frequency of Observation	N.A.
5	To be Signed by-	
5(a)	CEO/ Managing Director	
5(b)	CFO	
5(c)	Auditor of the Company	 
5(d)	Audit Committee Chairman	

# BRAND

— A T W O R K —

Forward-looking statement

Statements in this report, which describe the Company’s objectives, projections, estimates, expectations or predictions of the future; may be ‘forward-looking statements’ within the meaning of the applicable securities, laws and regulations. The Company cautions that such statements involve risks and uncertainties and that actual results could differ materially from those expressed or implied. Important factors that could cause differences include cost or availability of raw materials, cyclical demand and pricing in the Company’s principal markets, changes in government regulations, economic developments within the countries in which the Company conducts business and other factors relating to the Company’s operations such as litigation, labour negotiations and fiscal regimes.

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# WHAT DO GREAT BRANDS DO?

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THEY DELIGHT. THEY DOMINATE.  
THEY ENRICH. THEY OUTPERFORM.

India's GDP grew an estimated 7.3%  
during a sluggish 2014-15.

Consumer sentiment stayed weak.  
Apartment sales remained low.  
People deferred purchases.

The La Opala brand generated a  
25.57% revenue growth and a 39.37%  
PAT growth over the previous year.

**BRAND AT WORK.**

**WHEN YOU THINK OF 'TABLEWARE', YOU  
THINK OF LA OPALA.**

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**OVER THE YEARS, LA OPALA  
HAS BECOME SYNONYMOUS WITH THE  
PRODUCT IT MANUFACTURES.**

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**BY BEING THE FIRST TO LAUNCH OPAL  
AND CRYSTAL TECHNOLOGIES IN INDIA.**

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**BY RETAINING ITS LEADERSHIP  
IN GLASSWARE AND TABLEWARE  
PRODUCTS.**

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**BY EMERGING AS THE MOST RESPECTED  
COMPANY IN ITS SPACE.**



### OUR VISION

Our vision is to be the chosen tableware of every home across the world.

### OUR MISSION

Constantly map the dynamics of consumer needs. Relentlessly upgrade products aesthetically and technically. Inform and service consumers, wherever she might be dwelling. This, we believe, is the best way to ensure consistent success for our Company, shareholders and employees.

### OUR BUSINESS

La Opala RG Limited was established in 1987 with the vision of becoming a preferred tableware brand.

We are engaged in the manufacture and marketing of opal glass tableware and 24%-lead crystalware products.

Our opal glassware portfolio comprises plates, bowls, dinner sets, coffee mugs, tea sets, soup sets and dessert sets. Our crystalware portfolio comprises barware, vases, bowls and stemware.

We introduced the heat-resistant borosilicate range of cookware during the fiscal gone by.

### OUR LOCATIONS

La Opala RG Limited is headquartered in Kolkata (West Bengal) with manufacturing facilities in Madhupur and Sitarganj.

The Company initiated exports within the first few years of commencing operations and now exports products to more than 40 countries.

### OUR BRANDS

The Company’s brands comprise La Opala, Diva and Solitaire. Solitaire is directed at the high-end segment, Diva caters to the mid-end while the La Opala brand addresses the first-time requirements. The Company is also engaged in manufacturing Opal glass and 24% Lead crystalware in India and marketing them both in India and overseas.

### OUR MANAGEMENT

The management of La Opala RG Limited comprises Mr. Sushil Jhunjunwala as Vice Chairman & Managing Director, Mr. Ajit Jhunjunwala as Joint Managing Director and Ms. Nidhi Jhunjunwala as Executive Director, aptly guided by an effective Board of Directors.

### AWARDS AND ACCOLADES

Bagged the SME award for excellence in business from *Business Today* and The *Economic Times* Bengal Corporate award for the ‘Best Financial Performance in the category of above INR 100 crore to INR 300 crore’ space.

### OUR CAPACITIES

We possess the largest opal glass tableware capacity in India across our Sitarganj and Madhupur facilities.

Location	State	Products manufactured
Sitarganj	Uttarakhand	Opalware
Madhupur	Jharkhand	Opalware; Crystalware

# CHAIRMAN'S REVIEW

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OUR GROWTH STORY HAS  
ONLY JUST BEGUN.

The message that I wish to send out to shareholders is that we are at an inflection point in our existence.

The Company reported a 24.57% revenue growth and 39% PAT growth in the last financial year when consumer sentiment was muted and fresh apartment offtake – one of the biggest purchase-drivers of our products – was at its weakest in years.

India is going through a paradigm shift. The newly-instated Central Government's growth-inducing policies augur well for the country. The government is prioritising investments in order to usher in infrastructural development, kickstart policy reform and enhance business ease. In our view, these structural shifts will boost prosperity, disposable incomes, home ownership and the offtake of tableware. There is also a significant lifestyle transformation taking shape which is manifesting in greater home pride. There is a visible transition from how much money homeowners can save to how they can graduate to a better lifestyle. Besides, tableware opportunities are unfolding through price-quality segmentation and other kitchen product categories.

At La Opala, we have prudently factored these emerging realities into our business strategy.

We gleaned from the nature and speed of offtake and dealer/consumer feedback the key learning that we needed to scale our manufacturing capacities. We made a corresponding investment to address the

growing demand for our products, the full impact of which will be reflected 2015-16 onwards.

We embarked on initiatives to introduce complementary products like beverage (tea and coffee) cups and saucers from our Sitargunj plant, the introduction will commence in 2015-16.

We introduced prudently sourced and rebranded borosilicate products to carve out a larger slice of the customer's wallet.

We made a private placement of shares to finance our expansion.

We widened and deepened our distribution network during the year under review.

By embarking on such proactive initiatives in 2014-15, we strengthened our business foundation adequately to address the potential growing needs of the future.

I would like to communicate to La Opala RG Limited's shareholders that our growth story has only just begun.

**A. C. Chakrabortti**

*Chairman*





**GREAT BRANDS DON'T JUST  
SERVICE EXISTING DEMAND, THEY  
HELP TRANSFORM LIFESTYLES  
BY PROVIDING COMPELLING  
ALTERNATIVES.**

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THE USUAL BRANDS MANUFACTURE  
PRODUCTS THAT CUSTOMERS WANT;  
THE GREAT BRANDS MANUFACTURE  
PRODUCTS THAT THEY ANTICIPATE THEIR  
CUSTOMERS WILL NEED.



**A**t La Opala, we have consistently designed, created and marketed products addressing unmet customer needs.

Even as recently as three decades back, a large part of India – urban, suburban and rural geographies notwithstanding – used stainless steel utensils because they were inexpensive, accessible and durable.

Much has happened since. Globalisation. The small screen revolution. Enhanced incomes. The internet upheaval. Lifestyle leaps.

The result of this has been most visibly reflected in enhanced home pride.

Bigger homes. Brighter drawing rooms. Better kitchens.

A trickledown benefit of the same has been most strikingly reflected in the transformation

of tableware. Stainless steel has become passé. For the kind of one-time investment that a full-fledged dinner set entails, the benefits – range, colours, durability and pride – extend to all family members across more than a thousand meals a year for the next few years.

The result is that what was once considered an item of conspicuous consumption – modern tableware – is now deemed a necessity.

Being in existence for a quarter of a century, La Opala has not only been witness to this evolution in consumer mindset; it has also helped facilitate it.

Not just leveraging the growth in its category but making the growth happen as well.

***At La Opala, brand success means revenue acceleration.***



# GREAT BRANDS ARE NOT ABOUT PRODUCTS BUT PRIDE, THEY CHANGE PERCEPTIONS — MAKING THE EXCLUSIVE USUAL AND THE USUAL EXTRAORDINARY.

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FOR LONG, CUSTOMERS FELT GREAT BRANDS WERE ALL ABOUT UTILITY, DURABILITY AND FUNCTIONALITY; THEY NOW SEEM TO HAVE HAD A CHANGE OF HEART.

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Great brands are about pride. Great brands are about creating new markets which others follow. People buy them not as much because they would merely last longer but because they feel good using them, owning them and displaying them.

La Opala is one such brand. Customers do not necessarily buy La Opala because they would be able to serve food better on them, or because it would be safer using them in the microwave oven.

People buy La Opala because our products make them feel good about themselves.

About the colour that we bring to their table. About the upmarket feel that we bring to their home interiors.

About how we democratise the extraordinary.

The result is that an increasing number of people buy La Opala products once, again and then yet again.

Customers buy products at one price point and then graduate higher when they need something special.

They buy both our ranges (tableware and crystalware) when they need to gift and also for personal use.

The result is that La Opala is much more than a conscious rational purchase; it is an unconscious first and last response whenever a consumer needs to buy tableware.

*At La Opala, brand integrity means unquestionable trust.*





# GREAT BRANDS DO SOMETHING MORE THAN STAND FOR THEIR INDIVIDUAL PERSONALITY, THEY GRADUATE TO BECOME A GENERIC NAME.

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IT WOULD BE REASONABLE TO ASSUME THAT WHEN CONSUMERS GO TO THE MARKETPLACE, THEY GENERALLY ASK STORE KEEPERS, 'PLEASE SHOW ME A GOOD TABLEWARE BRAND.'

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**T**he reality is that they say, 'Show me La Opala.'

Over the last 25 years of its existence, La Opala has evolved from just being one of the players in India's tableware sector to someone special.

There are a number of crockery players in India; La Opala is possibly the only listed organised pure-play tableware Company.

There are many tableware brands in India; La Opala is possibly the only large homegrown Indian brand that

has outperformed international competition and emerged with the largest domestic market share through sheer size, spread and spend.

Over the years, La Opala has evolved from the name of a specific brand or Company into a generic name for tableware in India.

Graduating from being a category player to defining the category itself.

*At La Opala, brand success means category identity.*



**GREAT BRANDS DO MORE THAN JUST  
FIGHT FOR MARKET SHARE, THEY CREATE  
MARKETS INSTEAD.**

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THE ONE WAY THAT BRANDS DO BUSINESS IS BY ADDRESSING THE  
EXISTING DEMAND OF THE DAY.

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La Opala does it differently.

We not only created products for which no perceived demand evidently exists but also developed new product categories like 100% veg tableware and dinner set category for small-sized families, among others. We back our judgment, we seed demand, we upgrade lifestyles, we stoke demand and progressively create markets.

When we went into business, there was negligible awareness for tableware in India.

We highlighted product superiority, offered a superior price-value proposition, fuelled home pride and extended evolving global consumer preferences to India.

We were the right brand at the right place and right time.

We helped grow the market and in so doing, grew our presence as well.

*At La Opala, brand effectiveness means lifestyle transformation.*



# GREAT BRANDS DON'T JUST RAISE PRICES, THEY ENHANCE PRODUCT AFFORDABILITY.

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THE USUAL BRANDS PASS COST INCREASES TO CONSUMERS  
AND ENHANCE PROFITS.

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**G**reat brands innovate to neutralise the impact of cost increases.

By increasing production capacities. By recouping what might have been lost through economies-of-scale. By removing procedural bottlenecks. And in so doing, report higher profits and consistent value accretion.

This is precisely what La Opala did in the years leading to 2014-15. The Company was faced with escalating power and fuel expenses and increase in raw material and people costs.

In cognisance of the changing business dynamics, La Opala modified its product mix in a manner and calibrated prices in a farsighted manner to cater to consumer needs effectively. This led to an increase in demand and production, thereby creating a virtuous cycle.

*At La Opala, brand success means affordable luxury.*

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# GREAT BRANDS DO SOMETHING MORE THAN MERELY INVEST IN CAPACITY TO ADDRESS MARKET GROWTH, THEY CREATE A CAPACITY CLIFF TO DETER INTENDING COMPETITION.

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LA OPALA WENT INTO BUSINESS  
IN 1988 WITH A LIMITED CAPACITY.

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The Company became one of the few globally to make the most of a zealously guarded technology.

Over the years, the Company evolved products and technologies with the objective to provide a world-class product to consumers.

At La Opala, we invested in capacity expansion with the singular objective of addressing prevailing and incipient demand. Besides, each time we invested in incremental capacity, we did so with the objective to either match or moderate the Company's benchmark of capital cost per tonne (post-inflation). And each time we invested in capacity, we

made it progressively difficult for our competitors to play catch up.

This sizeable expansion, possibly the largest ever attempted in India's tableware sector, means that we will now have larger capacity against which we can amortise our fixed investments and brand spending, considerably lower than what it is for our rivals.

Consequently, our substantial capacity growth will not only provide us with the opportunity to widen our national presence in line with our growing brand, but also will potentially strengthen our industry position.

*At La Opala, brand success means getting bigger and better.*







# GREAT BRANDS ARE NOT JUST ABOUT ONE SUCCESSFUL PRODUCT, THEY ARE ABOUT PROFITABLE LINE EXTENSIONS.

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A GOOD BRAND PRODUCES REASONABLE LINEAR GROWTH  
THROUGH A SINGLE SUCCESSFUL PRODUCT.

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**A** great brand spins off successful and periodic line extensions, consolidating profitability.

Over the years, this is precisely what we have pulled off time and again.

The Company grew its business of opal tableware and crystalware, often moving the products through the same distribution network, resulting in a superior coverage of distribution overheads on the one hand and generating higher revenues per dealer on the other.

In 2014-15, the Company embarked on two initiatives to strengthen brand recall and logistical capabilities.

The Company intends to introduce complementary products that would be generally purchased along with

the established opalware range of products. The inherent ability to provide a full-fledged package will strengthen the attractiveness of the Company's portfolio, enlarging as well as accelerating sales.

The Company introduced the 'cook-and-serve' range of borosilicate products, an asset-light approach to address the growing need of working professionals to heat and cook food.

By leveraging our entrenched distribution network, we will not only infuse our brand with a fresh dose of novelty and excitement, but also create multi-revenue product streams that progressively strengthen our topline.

*At La Opala, brand salience means consistent redefinition.*





# GREAT BRANDS DON'T JUST GENERATE EARNINGS TO PUT INTO THEIR BALANCE SHEETS, THEY LEVERAGE THEIR BALANCE SHEETS TO PUT INTO EARNINGS.

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A USUAL BRAND GENERATES A SURPLUS AND PLOUGHS IT INTO ITS BALANCE SHEET.  
LA OPALA RESOLVED TO REVERSE THE SEQUENCE.

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Over the last year, we rightsized our Balance Sheet with the objective to create momentum that would make it possible for the Company to deploy attractive free cash to capitalise on emerging prospects.

La Opala reported a profit after tax of ₹41.74 crore and a return on equity of 29.47% in 2014-15. Immediately, the Company's market capitalisation strengthened from ₹754.12 crore (as of 31st March 2014) to ₹2,102.06 crore (as of 31st March 2015).

Rather than growing the Company the purely organic way, the management at La Opala responded laterally. The Company made a private placement of 5,02,468 shares for ₹10 each (at a premium of ₹1,090/share on preferential basis) in 2014-15, mobilising an aggregate ₹55.27 crore.

This mobilisation was made to augment the resources of the Company for general corporate purposes and capacity expansion at both the plants.

The investment has generated the following upsides for the Company: what could have been an expansion funded through debt and internal accruals was instead financed through an equity outlay without increasing any related interest outflow. This will allow the expansion to be progressively scaled minus any conceivable financial stress; the investment can potentially generate incremental free cash without repayment liabilities, creating a virtuous cashflow-investments-returns cycle.

*At La Opala, brand relevance means strength and sustainability.*

# OPERATIONAL REVIEW

SUSHIL JHUNJHUNWALA, VICE CHAIRMAN AND MANAGING DIRECTOR, REVIEWS  
THE COMPANY’S 2014-15 PERFORMANCE AND LOOKS AHEAD OPTIMISTICALLY

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## Q: WERE YOU PLEASED WITH THE PERFORMANCE OF THE COMPANY DURING THE YEAR UNDER REVIEW?

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We were pleased with the working of the Company during the financial year under review for a number of reasons. The contextual landscape is always the most important index by which the performance of a Company needs to be judged. In our case, the industry scenario was as discouraging as the prevailing consumer sentiment. This subsequently affected residential apartment offtake across the country. Nonetheless, we clocked profitable growth for a

number of successive years. Our revenues grew by 24.57% but our EBIDTA grew by 27.11%, which indicates that the long-term potency of our brand far outweighed the short-term considerations of the economic slowdown. Besides, every relevant financial number reported by the Company was better than that of the previous year, which indicates that even as the Indian economy continued to remain sluggish, we went ahead and reported the best ever year in our existence.

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## Q: WHAT WERE SOME OF THE REASONS THAT MADE THIS HAPPEN?

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This question needs to be answered with an insight into two perspectives. First, the macro: the country is passing through a structural lifestyle shift wherein the urge to graduate from traditional plates is considered more imperative and relatively inelastic compared to any sluggishness in disposable incomes and advent of economic slowdowns.

People are opting for a better quality of tableware because there is a greater need to enhance the quality of one’s lifestyle, a greater need to bring world-class practices home and a greater need to inculcate hygienic eating habits. And best of all, all this comes at a fraction of most other home building and decoration costs.

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## Q: WHAT’S THE OTHER?

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Yes, the micro perspective: the growth that we generated in the last few years was the result of distribution across urban India. At La Opala, we embarked on our second decisive push during the year under review. We increased our dealer density in a specific geography. This was essential because of two reasons: until now we had widened our

presence across the country with a solely urban emphasis; we recognised that the time has now come to extend from width to depth and address the growing need for enhanced lifestyles in suburban India; we recognised the need to strengthen our distribution in anticipation of a capacity increase.

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Q: WHAT ARE SOME OF THE BUSINESS-STRENGTHENING INITIATIVES THAT TRANSPIRED DURING THE YEAR UNDER REVIEW?

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<p>There were two initiatives that stood out during the year under review.</p> <p>One, we mobilised adequate funds following a private placement to West Bridge. This mobilisation will fund our capacity expansion in our Sitargunj plant, in addition to the working capital required to sustain sales growth. At La Opala, we believe that by funding this expansion entirely through our net worth, we</p>	<p>have de-risked our business enough to address unforeseen marketplace aberrations.</p> <p>Two, the expansion will be complementary to our existing profile; the addition of tea and coffee range products will visibly broaden our portfolio. The result is that through the expansion we are not attempting to sell more of the same; we are seeding the market to embrace better and newer products.</p>
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Q: WHY IS THIS EXPANSION NECESSARY?

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<p>At La Opala, we believe that we have arrived at an inflection point in the country’s lifestyle existence. The objective is not merely to expand and address growing demand; the objective is to create a formidable entry barrier for prospective competitors. By having invested in additional manufacturing capacity financed</p>	<p>completely by our net worth represents a lofty cliff in management terms. It is our conviction that the perceptive rightsizing of our Balance Sheet will make it possible to generate larger returns in quicker time, making it possible for the Company to widen its competitive moat even further.</p>
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Q: WHAT WAS THE OTHER POSITIVE FEATURE OF THE COMPANY’S PERFORMANCE DURING THE YEAR UNDER REVIEW?

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<p>At La Opala, we increased the proportion of our exports. We widened our international footprint from 30 to 40 countries. Besides, we exported products under our own name with the objective to strengthen our brand. I</p>	<p>am pleased to state that the delicate balance we have struck between exports and domestic revenues will only strengthen our business model and enhance our marketing flexibility.</p>
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# OUR BUSINESS MODEL

LA OPALA RG LIMITED WENT INTO BUSINESS AT A TIME WHEN THE OPAL TABLEWARE MARKET IN INDIA WAS VIRTUALLY NON-EXISTENT. THE COMPANY WAS CREATED WITH THE VISION TO CREATE DESIRE, MANUFACTURE PRODUCTS AND ENRICH LIFESTYLES.

In the late 1980s, corporates addressing the tableware market in India either imported products or worked with traditional materials like glass, bone china and metal. The growth of the industry was handicapped on account of constrained budgets, dearth of scale and a stark absence of aspiration among the people at large.

Since inception, La Opala worked with the objective to seed a market and account for the largest share of it. More than a quarter of a century later, the Company possesses peer respect, an industry-leading position, a strong Balance Sheet and a market capitalisation of ₹2,102.06 crore as of 31st March 2015.

This differentiation was achieved through a business model that focused on enhancing value for all those who provided material to the Company, worked with it, purchased from it and invested in it. The result is that we gradually strengthened our brand, grew volumes, protected margins, increased surpluses, shared a progressively larger portion of this surplus with our shareholders and redeployed the rest into the business with the objective to extend this virtuous cycle – enhancing value for the entire stakeholder family.

## SUSTAINABLE GROWTH

We have built our business around long-term sustainability. We believe we will endure as a business corporation if we recognise that there must be adequate value left on the table for our vendors, dealers, customers, employees and ourselves. The result is that a farsightedness guides our decision-making.

## BRAND STRENGTH

Over the years, La Opala has invested extensively in its brand. The brand evoked desired recalls of ‘excellent quality’, ‘vibrant design’ and ‘proven longevity’. The quality and quantum of brand spend represent a business moat, making it difficult for others to mobilise the kind of resources to outspend the Company and capture mind space. The strength of the brand was reflected in the constantly diminishing receivables cycle.

## CORPORATISED APPROACH

The business is marked by the constant management of variables through a process-driven approach. The Company has at its helm a purposeful balance of promoter-owners and professional managers. Whereas the promoters indulge in hands-on business review, the managers complement their efforts through dedicated day-to-day supervision across functions. Furthermore, there has been minimal attrition at the senior management level for over a decade.

## PURE-PLAY IDENTITY

La Opala is a focused player providing products addressing the growing demand of the Indian (and global) tableware, crystalware and borosilicate cookware products. Over the years, this focus has strengthened our brand among customers and investors (where we are recognised as India’s only listed pure-play tableware Company). The result is that our revenue growth at a CAGR of 24.03% (in the three years leading to 2014-15) outperformed the sectoral growth rate.



## EXPANSIVE RANGE

La Opala offers the widest price bandwidth within the products of its presence. The Company's opal tableware and crystalware range extends across all the price points starting as low as ₹200. This extensive price range is punctuated with products at affordable price points, making it possible for consumers to graduate their product preferences with nominal increments, enhancing their lifestyles.

## MULTI-PRODUCT REVENUES

La Opala's business model is significantly weighted towards opal tableware even as the Company has progressively widened its product portfolio towards crystalware, complementary opal tableware products and borosilicate range of cookware.

## VALUE ADDITION

Even as La Opala addresses products for the mass population, one of the drivers of success is our revenue mix. The Company does not wish to be present in the spaces where it can derive the largest volumes but rather in those spaces that can generate an optimal volume-value mix. Although some products may score low on the volume-value parameter, their relevance could increase as business environments evolve.

La Opala is targeted towards the mass segment, the Diva range addresses the mid-income class and the Solitaire is directed at the premium consumer class. Over the years, we progressively evolved our brands – from an excessive dependence on La Opala (which addresses first-time buyers) to the value-added Diva segment; creating an aspirational brand journey for customers.

## FISCAL EFFICIENCY

La Opala strengthened its business model around asset lightness when it selected to import a borosilicate cookware range for onward sale in India. This opens the Company to an attractive opportunity, whereby it may select to plug product gaps in the country through prudent import and sales arrangement without making expensive corresponding investments in manufacturing facilities. This outsourcing model enhances the attractiveness of the Company's Balance Sheet in what is otherwise a capital-intensive business.

## FINANCIAL INTEGRITY

La Opala recognises that the most credible foundation of its business is a robust Balance Sheet. The Company selected to replace the conventional use of debt in capacity expansion with net worth (mobilised through private placement in 2014-15). The Company's debt-free status represents an adequate fiscal comfort.

## CUTTING-EDGE TECHNOLOGY

At La Opala RG, we invested in state-of-the-art European technology and equipment from the best-of-its-kind manufacturers in the world. The installed technologies have significantly improved the efficiencies of the manufacturing units, reflected in higher asset utilisation and faster return on investment. Besides, these products are manufactured in electric arc furnaces, reducing emissions to nil, ensuring that both products and process are eco-friendly.

# BUSINESS DRIVERS

THE CAUSE	THE EFFECT
URBANISATION	<ul style="list-style-type: none"><li>■ India is expected to lead the world urban population surge.</li><li>■ Rising migration from rural India into the urban areas in search of jobs and higher quality of life.</li><li>■ Urbanisation will help transition India into an educated and modern society.</li></ul>
RISING PER CAPITA INCOME	<ul style="list-style-type: none"><li>■ Higher per capita income leads to a rise in the standard of living.</li><li>■ A rising per capita income increases the savings rate of the population.</li></ul>
CHANGING LIFESTYLES	<ul style="list-style-type: none"><li>■ Increase in disposable incomes in India is leading to improved lifestyles and higher discretionary spending.</li><li>■ Rising brand consciousness.</li><li>■ Prosperity leads to a shift from a production-oriented economy into a consumption-driven society.</li></ul>
TRENDING TOWARDS NUCLEAR FAMILIES	<ul style="list-style-type: none"><li>■ An increasingly mobile working population and financial independence is accelerating the trend towards nuclear families.</li></ul>
DEMOGRAPHIC DIVIDEND AND GROWING MIDDLE CLASS	<ul style="list-style-type: none"><li>■ An aggregate population of 1.29 billion in 2015.</li><li>■ India has the world's largest youth population.</li><li>■ Higher economic growth has the potential to lift hundreds of millions of people out of poverty and raise living standards.</li><li>■ Huge expansion in the Indian middle-class population with the number of middle-class households expected to more than double from present levels to 113.8 million households by 2025-26.</li></ul>
BRAND CONSCIOUSNESS	<ul style="list-style-type: none"><li>■ A study by Nielsen found that India is the third most brand-conscious country in the world.</li><li>■ Studies show that rising income leads to increased brand consciousness and up-trading by consumers towards premium products.</li></ul>



## THE NUMBERS

- India's urban population to grow from 377 million to 590 million by 2030.
- By the year 2030, 40% of the Indian population is expected to live in cities, up from 32% currently.
- Steady rise in urban population with declining rural population from 82.1% in 1960 to 68% in 2015.

- Per capita income in 2014-15 is estimated to be ₹88,538.
- Current growth rate in per capita income is 12.3%.
- 37.6% rise in the per capita income over the last four years.

- India witnessed a rise in annual disposable income in real terms by 29% between 2007 and 2014.
- Average age of home buyers has dropped to 27 from 41 a decade ago.
- 50% of the Indian population is eating out once in every three months.

- Close to 56% of households in urban India have four or less members.
- 70% of Indian households have just one married couple.

- 356 million people in the 10-24 years age bracket even more than China's 269 million.
- Young people comprise 28% of the Indian population.
- 65% of the population is below the age of 35.
- Half of the country's population of 1.25 billion people is below 25 years of age.
- By 2020, India will be the youngest country in the world with a median age of 29 years, compared to a median age of 37 years in China at that point.

- 74% of Indian adults admitted that brands influence their purchasing decisions.
- Nine out of 10 adults in India say that they believe brand names provide better value in terms of quality.

## HOW LA OPALA MAY BENEFIT

Rising urbanisation will significantly expand the market for La Opala's products by increasing the penetration of premium tableware and crystalware.

La Opala will benefit from the rise in per capita income as higher income leads to higher discretionary spending which would translate into higher spending on products such as crystalware and tableware.

La Opala is uniquely positioned to gain from improving lifestyles, rising disposable income and home ownership, as it would induce people from traditional tableware such as stainless steel and melamine towards branded and premium products such as opalware. Improving lifestyles also leads to higher spending on items such as crystalware.

La Opala will benefit from the rise in nuclear families as it significantly expands the market scope for the Company's products.

La Opala will benefit from the demographic dividend by creating a large market for its products with demand coming from the bulging middle-class pool of the Indian population.

La Opala enjoys a premium brand recall in the market for tableware and is an attractive proxy for rising brand consciousness in India.

# MANAGING RISK AT LA OPALA

Risk, which is the manifestation of business uncertainty, affecting corporate performance and prospects, is an integral part of all businesses but can be controlled through awareness, discipline and commitment.

## RISK FROM AN ECONOMIC SLOWDOWN

**A slowdown in India's economic progress could create a gap between the estimated budget and ground reality.**

La Opala RG's product portfolio comprises something for everyone at competitive price points. The price range is such that the products

can be easily afforded by the masses belonging to wide social strata. Besides, extensive product under-penetration implies a large room for the conversion of those using conventional tableware to modern alternatives especially in rural and suburban India.

## RISK FROM UNORGANISED PLAYERS CLUTTERING THE MARKET

**The profitability may get impacted because of competition from the unorganised players.**

There is a rising trend among consumers preferring branded goods due to competitive pricing by the organised market players. The premium paid by the consumer over the price of non-branded goods is fairly justified by the quality, innovation, service that the brands offer.

Over the years, the Company has diversified into newer product segments and increased its brand spend significantly. The result: despite increasing competition, the Company is positioned to capture larger market share leveraging its strong reputation.

## RISK OF CHANGING DESIGN PREFERENCES

**Any change in customer preference in terms of design or quality could impact profitability.**

The Company possesses more than two decades of insights into design preferences across regions, ages, income profiles and social

backgrounds. As an effective de-risking strategy, La Opala RG introduces new designs every year, phases out designs that have reached the end of their productive life cycle and nurtures an active portfolio.

## RISK FROM UNPLANNED INVESTMENTS IN CAPACITY, BRAND OR DISTRIBUTION

**Inadequate investments in capacity, brand or distribution could affect viability.**

La Opala RG is a zero-debt Company. During the year 2014-15, the Company generated ₹52.03 crore as cash profit. The Company even funded

its recent capacity expansion project at Sitarganj through private equity placement and not opting for credit sources. The Company generates a surplus over what is required by the business. Zero debt will protect margins from declining and save the long-term interest payments.

## RIISING FUEL COSTS COULD AFFECT PROFITABILITY

**The increasing cost of fuel may impact the Company's profitability.**

To negate the impact of fuel costs, the Company switched from the use of a fuel-based furnace to an electric arc furnace.

# STATUTORY SECTION

# CORPORATE

## Information

Board of Directors	
Chairman	Mr. A. C. Chakrabortti
Vice Chairman & Managing Director	Mr. Sushil Jhunjhunwala
Joint Managing Director	Mr. Ajit Jhunjhunwala
Executive Director	Ms. Nidhi Jhunjhunwala
Directors	Mr. G. Narayana Mr. Shakir Ali Mr. Arun Churiwal Mr. Rajiv Gujral
Vice President Finance & Secretary	Mr. Alok Pandey
Auditors	Doshi, Chatterjee, Bagri & Co.
Bankers	State Bank of India
Registrar & Share Transfer Agent	Maheshwari Datamatics Pvt. Ltd. 6, Mangoe Lane, 2nd floor Kolkata – 700 001 Telephone nos: 033-22482248, 2243-5809 Facsimile no: 033-22484787 Email id: mdpldc@yahoo.com
Registered Office	‘Chitrakoot’, 10th floor 230A, A.J.C. Bose Road Kolkata 700 020 Telephone nos: 033-6503 6656/57/58/59 Facsimile nos: 033-2287 0284 E-mail: info@Laopala.in   Website: www.laopala.in CIN: L26101WB1987PLC042512
Works	Post Madhupur, District Deoghar Jharkhand.  B-108, ELDECO SIDCUL Industrial Park, Sitargunj, Udham Singh Nagar, Uttarakhand 262405.

# NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of the Company will be held at 'Kala Kunj', 48, Shakespeare Sarani, Kolkata 700 017 on Thursday, the 13th August, 2015 at 3.30 PM to transact the following business:

## As Ordinary Business

1. To receive, consider and adopt Directors' Report and Auditors' Report and audited statement of accounts for the year ended 31st March, 2015;
2. To declare dividend for the year ended 31st March, 2015;
3. To appoint a Director in place of Mrs. Nidhi Jhunjunwala (DIN 01144803) who retires by rotation and, being eligible, offers herself for reappointment
4. To appoint a Director in place of Mr. Ajit Jhunjunwala (DIN 00111872) who retires by rotation and, being eligible, offers himself for reappointment
5. To appoint Auditors and fix their remuneration.

## As Special Business

### 6 As Special Resolution:

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and Schedule V of the Companies Act, 2013 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce) the consent of the members of the Company be and is hereby accorded to the reappointment of Mrs. Nidhi Jhunjunwala (DIN 01144803), Executive Director for a further period of 5 ( Five) Years with effect from 20th May, 2015 on the following terms and conditions, provided such remuneration is also be a minimum remuneration payable to Mrs. Nidhi Jhunjunwala (DIN 01144803) in the event of loss or inadequacy of profit of the Company in any financial year:

#### a. Salary

₹2, 20,000/- per month in the scale of ₹2, 00,000/- - ₹3, 00,000 /-.

#### b. Perquisites

- (i) In addition to the above, Mrs. Nidhi Jhunjunwala (DIN 01144803) shall be entitled to perquisites like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance together with utilities such as gas, electricity, water, furnishing & repair, medical reimbursement, leave travel concession for herself and her family, club fees, medical insurance, personal accident insurance etc. in accordance with the rules of the company or as may be agreed to by and between the Board of Directors and Mrs. Nidhi Jhunjunwala (DIN 01144803) such perquisites for each year not to exceed her annual salary.

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

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

(ii) Company's contribution to Provident Fund is not taxable under the Income Tax Act.

Gratuity payable as per rules of the company and encashment of leave shall not be included in the computation of limits for the remuneration or perquisites as aforesaid.

**c. Commission**

As may be decided by the Board of Directors, within the overall ceiling stipulated as per the provisions of the Companies Act 2013.

**d. Leave**

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

Mrs. Nidhi Jhunjunwala (DIN 01144803) shall also be entitled to be reimbursed all entertainment and/or travelling, hotel and other expenses actually incurred by her in performance of the duties on behalf of the company.

By Order of the Board

Place: Kolkata

Date: 12th May, 2015

**Alok Pandey**

*V. P. Finance & secretary*

## Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies in order to be effective must be lodged at the Company's Registered Office not less than 48 hours before the commencement of the Meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 regarding the Special Business contained in the notice is annexed.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 3rd August, 2015 to Thursday, the 13th, August, 2015 (both days inclusive).
5. Members are requested to bring their copy of Annual Report to the Meeting.
6. Shareholders requiring any information regarding accounts are requested to write to the company in advance so that the relevant information can be furnished by the Company.
7. Members of the Company are requested to intimate immediately to the Registered Office of the Company about the change of address, if any.
8. Members/Proxies are requested to bring the Attendance Slip duly filled in and hand it over at the entrance of the Meeting hall.

9. Reappointment of Directors

Mrs. Nidhi Jhunjunwala aged about 42 Years was appointed as Executive Director on 20th May, 2010. She is a graduate in arts and is an active member of the Ladies Study Group, Indian Chamber of Commerce. She has also done the Graphic/Product Designing Course and she is also a Director in Genesis Exports Limited

Mr. Ajit Jhunjunwala aged about 44 Years is a graduate in commerce and has over 26 years of experience in glass and tableware industry. He is the former president of the Eastern India Glass Manufacturers Association/committee member of the Confederation of Indian Industries (Marketing Committee)/the Secretary of All India Glass Manufacturers' Federation. He is also a Director in Genesis Exports Limited, SKJ Estate Private Limited, Ishita Housing Private Limited, Anuradha Designers Private Limited and GDJ Housing Private Limited.

10. The Company has entered into an agreement with National Securities Depository Limited for availing Electronics Voting Facilities which is mandatory as per Companies (Management & Administration) Rule, 2015.

The facility of voting has been made available at the Annual General Meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right and that the members who have cast their vote by remote e-voting prior to the date of meeting may also attend the meeting but shall not be entitled to cast their vote again.

Electronic Voting Instructions, User Id and Password are being informed by National Securities Depository Limited separately.

## Explanatory Statement Pursuant to Section 102 of the Companies Act 2013

Item No. (6)

In the 23rd Annual General Meeting held on 28th August 2010 Shareholders approved the appointment of Mrs. Nidhi Jhunjunwala (DIN 01144803) as Whole Time Director for a period of 5 (Five) years with effect from 20th May, 2010. Her tenure of office expires on 19th May 2015 and being eligible Mrs. Nidhi Jhunjunwala (DIN 01144803) offers herself for reappointment as Executive Director of the Company for further period of 5 (five) years with effect from 20th May, 2015. Currently Mrs. Nidhi Jhunjunwala (DIN 01144803) is also a director in Genesis Exports Limited.

Excepting Mr. Sushil Jhunjunwala, Mr. Ajit Jhunjunwala and Mrs Nidhi Jhunjunwala no other director and Key Managerial Personnel is interested in this resolution.

Place: Kolkata

Date: 12th May, 2015

**Alok Pandey**

*V. P. Finance & secretary*



# DIRECTORS' report

## To the Members,

Your Directors have pleasure in presenting the 28th Annual Report together with the Audited Accounts of the Company for the financial year ended 31st March 2015.

## Performance Review

Your Directors are pleased to inform you that during the year under review, the Company continued to deliver strong financial performance with healthy growth in revenue and high quality earnings. The revenue from operation increased substantially from ₹183.56 crores to ₹228.67 crores; profit before tax from ₹40.76 crores to ₹55.76 crores and profit after tax from ₹29.95 crores to ₹41.74 crores.

The summarized results of the current years' performance are given hereunder:

₹ in Lacs

Sl. No.	Particulars	Year ended 31st March'15	Year ended 31st March'14
1	Sales/Income from operations	22,866.61	18,355.63
2	Other Income	85.33	108.18
3	Total expenses before interest and depreciation	16,262.81	13,358.26
4	Finance Cost	84.02	328.22
5	Profit after Interest but before Depreciation	6,605.11	4,777.33
6	Depreciation	1,029.60	701.28
7	Profit before Taxation	5,575.51	4,076.05
8	Tax Expenses	1,401.80	1,080.65
9	Net Profit	4,173.71	2,995.40
10	Surplus Available	4,173.71	2,995.40
11	Depreciation on transition to Schedule II of the Companies Act, 2013	(79.53)	-
12	Dividend	721.50	529.88
13	Tax on Dividend	146.88	90.05
14	Transferred to General Reserve	750.00	500.00
15	Balance as per last year	6,166.22	4,290.75
16	Balance carried to Balance Sheet	8,642.02	6,166.22

On the basis of the current trend and various steps which have been initiated by the management for improvement in quality, expansion in marketing network and expansion in capacity, the future outlook appears to be encouraging.

## Dividend

Your Directors are pleased to recommend, for consideration of shareholders at the 28th Annual General Meeting, payment of dividend of 65% i.e. ₹1.30 per share on equity shares of the face value of ₹2 each (Previous year 50% i.e. ₹5.00 per share on equity shares of the face value of ₹10 each) for the year ended 31st March 2015.

## Transfer to Reserves

Your Directors are proposing to transfer ₹750 lacs to General Reserves.

## Brief description of the Company's working during the year

Aggressive marketing policy, further strengthening of Distribution Network, higher utilization of Capacity and cost reduction efforts have resulted in overall better performance of the Company during the year. Barring unforeseen circumstances, the management is hopeful to maintain the overall performance of the company.

The company has also allotted 5,02,468 Equity Shares of ₹10/- each to WestBridge Crossover Fund, LLC at a premium of ₹1,090 per Equity Share.

During the year the Company has sub divided 1(one) equity share of the nominal value of ₹10 each into 5(five) equity shares of the nominal value of ₹2 each.

## Internal Control Systems and their Adequacy

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Company has appointed a firm of Chartered Accountant as Internal Auditor to ensure compliance and effectiveness of the Internal Control Systems in place. The Audit Committee is regularly reviewing the Internal Audit Reports for the audits carried out in all the key areas of the operations.

## Deposits

The Company has neither accepted nor renewed any deposits during the year under review.

## Auditors

The Company's Auditors M/s Doshi, Chatterjee, Bagri & Co., retire at the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The observations of the Auditors, if any, are explained wherever necessary, in the appropriate Note to the Accounts.

## Explanation or Comments on Qualifications, Reservations or adverse Remarks or Disclaimers made by the Auditor

There were no qualifications, reservations or adverse remarks made by the Statutory Auditors.

## Extract of Annual Return

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 in Form No MGT 9 is furnished in "Annexure A" and is attached to this Report.

## Conservation of energy, technology absorption, foreign exchange earnings and Outgo

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in 'Annexure B' and is attached to this report.

## Details of policy developed and implemented by the company on its Corporate Social Responsibility initiatives

The Company has developed and implemented the Corporate Social Responsibility initiatives during the year under review. The Annual Report on Company's CSR activities of the Company is furnished in 'Annexure C' and attached to this report.

## Appointment and Reappointment of Directors

During the period under review Mr. Sushil Jhunjhunwala was re-appointed as a Vice- Chairman & Managing Director of the Company for a further period of 5 (five) years with effect from 1st October, 2014 on the terms duly authorized in Annual General Meeting held on 13th August, 2014.

In addition to above, Mr. A. C. Chakrabortti, Mr. G Narayana and Mr. Rajiv Gujral was appointed as Independent Directors of the Company for a period of 5 (five) years till the conclusion of 32nd Annual General meeting of the Company in the calendar year 2019.

Mr. Ajit Jhunjhunwala and Mrs. Nidhi Jhunjhunwala retire by rotation and being eligible offer themselves for re appointment. The details in respect to this are being covered under the Corporate Governance report under the heading Disclosures.

## Declaration of Independent Directors

The provisions of Section 149 pertaining to the appointment of Independent Directors apply to our Company. The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

## Formal Evaluation

In compliance with the Companies Act, 2013 and Clause 49 of Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, executive and non-executive Directors individually. The detail on the same is given in the Corporate Governance Report.

## Number of Board Meeting

During the financial year under review Six Board meetings and One independent directors meeting were convened.

## Audit Committee

Pursuant to section 134(3) and section 177(8) of The Companies Act, 2013 the Audit Committee comprises of total 3 members. The names are as follows:-

- 1) Mr. G Narayana, Chairman
- 2) Mr. A. C. Chakrabortti
- 3) Mr. Arun Churiwal

During the reporting period under review four committee meetings have been convened. The Board of Directors accepted all recommendations of the Audit Committee in the reporting period.

## Vigil Mechanism

In pursuant to section 177(9) and (10) of The Companies Act, 2013, a vigil mechanism for directors and employees to report genuine concerns has been formulated under the name "Whistle Blower Policy". The details of the policy have been posted on the website of the Company.

## Remuneration Policy

The Board has, on recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration including criteria for determining qualifications, positive attributes, independence of Directors and other matters as per section 178 and Clause 49(IV)(B)(4) of Listing Agreement. The Nomination & Remuneration Policy is stated in the Corporate Governance Report.

## Particulars of loans, guarantees or investments made under section 186 of the Companies Act, 2013

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

## Particulars of contracts or arrangements made with related parties

The particular of Contracts or Arrangement made with the related parties pursuant to section 188 are furnished in Annexure D (Form No AOC-2) and is attached to this report. The same have also been disclosed under Note No 33 of the Notes to the Financial Statements.

## Managerial Remuneration

Pursuant to section 178(1) of The Companies Act, 2013 the Nomination and Remuneration Committee comprises of total 3 Non-Executive Directors out of which two are Independent Directors. The names are as follows:-

- 1) Mr. G Narayana, Chairman
- 2) Mr. A. C. Chakrabortti
- 3) Mr. Arun Churiwal

Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is furnished in Annexure E and is attached to this Report.

Details of every employee of the Company as required pursuant to 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is furnished in Annexure F and is attached to this Report.

## 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 Drolia and Company, Company Secretaries, Kolkata, to undertake the Secretarial Audit of the Company. The details forming part of Secretarial Audit report in FORM MR-3 is enclosed herewith as Annexure G for financial year 2014-15. There are no reservations, qualification, adverse remark or disclaimer contained in the Secretarial Audit Report.

## Corporate Governance

Report on Corporate Governance along with the Certificate of Auditors M/S Doshi, Chatterjee, Bagri & Co. Chartered Accountants, Kolkata confirming the compliances to conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement, form part of the Annual Report.

## Business Risk Management

Like all businesses, we are affected by a number of risks and uncertainties. These may be impacted

by internal and external factors. The Company has framed a policy and process to help identify, assess and manage risks, pursuant to section 134(3) (n) of The Companies Act, 2013 clause 49(VI) of the listing agreement. The policy and process has been in place throughout the reporting period.

The Risk Management Process passed through a rigorous discussion to assess the relative profile of each risk. The suggestions of the Internal Auditors are taken into consideration while evaluating the risk and its mitigation process.

## Directors Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:—

- (a) in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards had been followed and there are no material departures from the same;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2015 at the end of the financial year and of the profit and loss of the company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis; and
- (e) the Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

## Acknowledgement

The Directors express their grateful appreciation of the assistance and cooperation extended by Banks, various Governments and other agencies, shareholders and the suppliers and solicit their continued support. Your Directors also wish to place on record their deep sense of appreciation of the devoted services of the Executives, staff and workers of the Company for another year of successful operation.

By Order of the Board

Place Kolkata  
Date: 12th May 2015

**A. C. Chakraborti**  
*Chairman*

## ANNEXURE A

### Form No. MGT-9

Extract of Annual Return  
as on financial year ended on 31st March, 2015

## I. Registration and Other Details

(I)	CIN	L26101WB1987PLC042512
(II)	Registration Date	11-06-87
(iii)	Name of the Company	La Opala RG Limited
(iv)	Category/ Subcategory of the Company	Public Company/Limited by Shares
(v)	Address of the Registered Office and Contact Details	'Chitrakoot', 10th Floor, 230A, AJC Bose Road, Kolkata 700 020, India. Telephone No. 033-6503 6656/57/58/59 Fax No. 033-2287 0284 E-mail id: info@laopala.in Website:- www.laopala.in
(vi)	Whether listed Company	Yes
(vii)	Name, Address and Contact Details of Registrar and Transfer Agent, if Any	Maheshwari Datamatics Pvt Ltd 6, Mangoe Lane, 2nd Floor, Kolkata- 700 001 Telephone No. 033-22482248, 2243-5809 Fax:- 033-22484787 Email id:- mdpldc@yahoo.com

## II. Principal business activities of the Company

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

Sl. No.	Name and Description of Main products/ Services	NIC Code of the Product/Service	% to total turnover of the Company
1	Manufacture of Table or Kitchen Glassware	23105	99.86%

## III. Particulars of Holding, Subsidiary and Associate Companies

Sl. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	Genesis Exports Ltd	L26919WB1981PLC033906	Associate	45.68	2(6)

## IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

### (i) Category-wise Share Holding

Category of Shareholder	No. of Shares held at the beginning of the year As on 01-04-2014 (Face Value of ₹10)				No. of Shares at the end of the Year as on 31-03-2015 (Face Value of ₹2)				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters, Directors &amp; Relatives</b>									
<b>(1) Indian</b>									
(a) Individuals/ HUF	2,144,300	2,300	2,146,600	20.26%	10,762,150	-	10,762,150	19.39%	-0.91%
(b) Central Government	-	-	-	-	-	-	-	-	-
(c) State Government(s)	-	-	-	-	-	-	-	-	-
(d) Bodies Corporate	5,070,900	-	5,070,900	47.85%	25,354,500	-	25,354,500	45.68%	-2.17%
(e) Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-
(f) Any Others(Specify)	-	-	-	-	-	-	-	-	-
- Directors & Relatives	4,450	-	4,450	0.04%	29,150	-	29,150	0.05%	0.01%
<b>Sub Total (A)(1)</b>	<b>7,219,740</b>	<b>2,300</b>	<b>7,222,040</b>	<b>68.15%</b>	<b>36,116,650</b>	<b>-</b>	<b>36,116,650</b>	<b>65.08%</b>	<b>-3.07%</b>
<b>(2) Foreign</b>									
(a) NRIs- Individuals	-	-	-	-	-	-	-	-	-
(b) Other - Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corporate	-	-	-	-	-	-	-	-	-
(d) Banks/ FI	-	-	-	-	-	-	-	-	-
(e) Any Others(Specify)	-	-	-	-	-	-	-	-	-
<b>Sub Total(A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter, Directors &amp; Relatives(A)= (A)(1) + (A)(2)</b>	<b>7,219,740</b>	<b>2,300</b>	<b>7,222,040</b>	<b>68.15%</b>	<b>36,116,650</b>	<b>-</b>	<b>36,116,650</b>	<b>65.08%</b>	<b>-3.07%</b>
<b>B. Public shareholding</b>									
<b>1. Institutions</b>									
(a) Mutual Funds	228,361	-	228,361	2.15%	973,297	-	973,297	1.75%	-0.40%
(b) Banks/ FI	723	-	723	0.01%	17,516	-	17,516	0.03%	0.02%
(c) Central Government	-	-	-	-	-	-	-	-	-
(d) State Government(s)	-	-	-	-	-	-	-	-	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	-	-	-	-	-	-	-	-	-
(g) FIs	582,406	-	582,406	5.50%	5,228,736	-	5,228,736	9.42%	3.93%
(h) Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(i) Any Other (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B)(1)</b>	<b>811,490</b>	<b>-</b>	<b>811,490</b>	<b>7.66%</b>	<b>6,219,549</b>	<b>-</b>	<b>6,219,549</b>	<b>11.21%</b>	<b>3.55%</b>
<b>2. Non-institutions</b>									
(a) Bodies Corporate									
(i) Indian	725,448	5,903	731,351	6.90%	3,002,247	20,515	3,022,762	5.45%	-1.45%
(ii) Overseas	-	1,000	1,000	0.01%	2,512,340	5,000	2,517,340	4.54%	0.05%
(b) Individuals	-	-	-	-	-	-	-	-	-
(i) Individual shareholders holding nominal share capital up to ₹1 lakh	788,101	136,414	924,515	8.72%	3,603,072	488,741	4,091,813	7.37%	-1.35%
(ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh.	654,106	-	654,106	6.17%	2,129,029	-	2,129,029	3.84%	-2.34%



Category of Shareholder	No. of Shares held at the beginning of the year As on 01-04-2014 (Face Value of ₹10)				No. of Shares at the end of the Year as on 31-03-2015 (Face Value of ₹2)				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(c) Other (specify)	-	-	-	-	-	-	-	-	-
(c-i) Trusts	3,800	-	3,800	0.04%	401,500	-	401,500	0.72%	0.69%
(c-ii) Clearing Member	2,378	-	2,378	0.02%	11,450	-	11,450	0.02%	(0.00)
(c-iii) Non Resident Individual	214,452	32,400	246,852	2.33%	865,407	124,500	989,907	1.78%	-0.55%
<b>Sub-Total (B)(2)</b>	<b>2,388,285</b>	<b>175,717</b>	<b>2,564,002</b>	<b>24.19%</b>	<b>12,525,045</b>	<b>638,756</b>	<b>13,163,801</b>	<b>23.72%</b>	<b>-0.48%</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>3,199,775</b>	<b>175,717</b>	<b>3,375,492</b>	<b>31.85%</b>	<b>18,744,594</b>	<b>638,756</b>	<b>19,383,350</b>	<b>34.92%</b>	<b>3.07%</b>
<b>Total (A) + (B)</b>	<b>10,419,515</b>	<b>178,017</b>	<b>10,597,532</b>	<b>100.00%</b>	<b>54,861,244</b>	<b>638,756</b>	<b>55,500,000</b>	<b>100.00%</b>	<b>-</b>
<b>C. Shares held by Custodians for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A) + (B) + (C)</b>	<b>10,419,515</b>	<b>178,017</b>	<b>10,597,532</b>	<b>100.00%</b>	<b>54,861,244</b>	<b>638,756</b>	<b>55,500,000</b>	<b>100.00%</b>	<b>-</b>

The shareholders of the Company have approved the sub-division of each equity shares having face value of ₹10 in to 5 (five) equity shares having face value of ₹2 each on 13th August 2014. The record date for the subdivision was September 25, 2014.

## (ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the Year as on 01-04-2014 [Face Value of ₹10]			Shareholding at the end of the Year as on 31-03-2015 [ Face value of ₹2]			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1	Genesis Exports Limited	5,070,900	47.8498	-	25,354,500	45.6838	-	(2.166)
2	Ajit Jhunjunwala	1,438,600	13.5748	-	7,193,000	12.9604	-	(0.614)
3	Gyaneshwari Devi Jhunjunwala	390,000	3.6801	-	1,950,000	3.5135	-	(0.167)
4	Shruti Kishorepuria	168,000	1.5853	-	840,000	1.5135	-	(0.072)
5	Sushil Jhunjunwala	150,000	1.4154	-	750,000	1.3514	-	(0.064)
	<b>Total</b>	<b>7,217,500</b>	<b>68.1054</b>	<b>-</b>	<b>36,087,500</b>	<b>65.0226</b>	<b>-</b>	<b>(3.0828)</b>

The decrease in percentage change in promoter's shareholding is due to preferential allotment of 5,02,468 Equity Shares of ₹10 each on 30-08-2014 to WestBridge Crossover Fund LLC

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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	At the beginning of the Year	7,217,500	68.11%	01-04-14			7,217,500	68.11%
2				30-09-14	7,217,500	Sub Division	-	-
3				30-09-14	36,087,500	Sub Division	36,087,500	65.02%
4	At the end of the Year						36,087,500	65.02%

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

Sl. No.		Shareholding at the beginning of the year		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	Westbridge Crossover Fund, LLC							
	At the beginning of the Year			01-04-14				
				30-08-14	502,468	Preferential Allotment	502,468	4.53%
				30-09-14	(502,468)	Sub Division	-	-
				30-09-14	2,512,340	Sub Division	2,512,340	4.53%
	At the end of the Year			31-03-15			2,512,340	4.53%
2	Kotak Mahindra (International) Limited							
	At the beginning of the Year	309,240	2.92%				309,240	2.92%
				18-04-14	1,348	Transfer	310,588	2.93%
				30-05-14	8,915	Transfer	319,503	3.01%
				20-06-14	2,369	Transfer	321,872	3.04%
				30-06-14	2,897	Transfer	324,769	3.06%
				30-09-14	(324,769)	Sub Division		
				30-09-14	1,623,845	Sub Division	1,623,845	2.93%
	At the end of the Year			31-03-15			1,623,845	2.93%
3	Malabar India Fund Ltd							
	At the beginning of the year	256,665	2.42%	01-04-14			256,665	2.42%
				04-04-14	2,734	Transfer	259,399	2.45%
				20-06-14	502	Transfer	259,901	2.45%
				30-06-14	1,527	Transfer	261,428	2.47%
				04-07-14	15,387	Transfer	276,815	2.61%
				08-08-14	(912)	Transfer	275,903	2.60%
				22-08-14	(105)	Transfer	275,798	2.60%
				05-09-14	(347)	Transfer	275,451	2.48%
				12-09-14	(6,000)	Transfer	269,451	2.43%
				19-09-14	(4,636)	Transfer	264,815	2.39%
				30-09-14	(264,815)	Sub Division		
				30-09-14	1,305,022	Sub Division & Transfer	1,305,022	2.35%
				03-10-14	(5,947)	Transfer	1,299,075	2.34%
				07-11-14	(55,000)	Transfer	1,244,075	2.24%
				14-11-14	(25,000)	Transfer	1,219,075	2.20%
				21-11-14	(12,045)	Transfer	1,207,030	2.17%
				13-02-15	14,794	Transfer	1,221,824	2.20%
				27-02-15	2,350	Transfer	1,224,174	2.21%
				06-03-15	18,654	Transfer	1,242,828	2.24%
				13-03-15	55,509	Transfer	1,298,337	2.34%
				20-03-15	65,616	Transfer	1,363,953	2.46%
				27-03-15	89,486	Transfer	1,453,439	2.62%
	At the end of the year			31-03-15	7,036	Transfer	1,460,475	2.63%

Sl. No.		Shareholding at the beginning of the year		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
<b>4</b>	<b>Steadview Capital Mauritius Ltd</b>							
	At the beginning of the year	-		01-04-14			-	
				03-10-14	4,988.00	Transfer	4,988	0.01%
				10-10-14	64,050.00	Transfer	69,038	0.12%
				17-10-14	75,605.00	Transfer	144,643	0.26%
				31-10-14	17,665.00	Transfer	162,308	0.29%
				07-11-14	6,760.00	Transfer	169,068	0.30%
				14-11-14	168,341.00	Transfer	337,409	0.61%
				19-12-14	9,694.00	Transfer	347,103	0.63%
				31-12-14	40,555.00	Transfer	387,658	0.70%
				02-01-15	25,400.00	Transfer	413,058	0.74%
				09-01-15	32,900.00	Transfer	445,958	0.80%
				16-01-15	9,900.00	Transfer	455,858	0.82%
				23-01-15	105,835.00	Transfer	561,693	1.01%
				30-01-15	7,245.00	Transfer	568,938	1.03%
				13-02-15	328,000.00	Transfer	896,938	1.62%
				27-02-15	1,350.00	Transfer	898,288	1.62%
	At the end of the year			31-03-15	-		898,288	1.62%
<b>5</b>	<b>UTI-Mid Cap Fund</b>							
	At the beginning of the Year	198,262	1.87%	01-04-14			198,262	1.87%
				30-05-14	(1,689)	Transfer	196,573	1.85%
				13-06-14	(2,500)	Transfer	194,073	1.83%
				11-07-14	(9,073)	Transfer	185,000	1.75%
				25-07-14	(842)	Transfer	184,158	1.74%
				14-08-14	(3,176)	Transfer	180,982	1.71%
				22-08-14	(3,221)	Transfer	177,761	1.68%
				30-09-14	(177,761)	Sub Division		
				30-09-14	888,805	Sub Division	888,805	1.60%
				31-12-14	(18,805)	Transfer	870,000	1.57%
				06-02-15	(43,500)	Transfer	826,500	1.49%
	At the end of the Year			31-03-15			826,500	1.49%
<b>6</b>	<b>Tasha Enterprises</b>							
	At the beginning of the year	-					-	
				06-06-14	282,333	Transfer	282,333	2.66%
				30-09-14	(282,333)	Sub Division		
				30-09-14	1,411,665	Sub Division	1,411,665	2.54%
				16-01-15	(11,970)	Transfer	1,399,695	2.52%
				23-01-15	(336,042)	Transfer	1,063,653	1.92%
				30-01-15	(3,218)	Transfer	1,060,435	1.91%
				06-02-15	(245,898)	Transfer	814,537	1.47%
	At the end of the year						814,537	1.47%

Sl. No.		Shareholding at the beginning of the year		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
7	Deepak Bhagnani							
	At the beginning of the year	180,229	1.70%	01-04-14			180,229	1.70%
				30-09-14	(180,229)	Sub Division		
				30-09-14	901,145	Sub Division	901,145	1.62%
				17-10-14	500	Transfer	901,645	1.62%
				07-11-14	(26,000)	Transfer	875,645	1.58%
				28-11-14	(4,108)	Transfer	871,537	1.57%
				05-12-14	(24,300)	Transfer	847,237	1.53%
				09-01-15	(37,069)	Transfer	810,168	1.46%
				16-01-15	(11,868)	Transfer	798,300	1.44%
				23-01-15	(1,222)	Transfer	797,078	1.44%
				30-01-15	(36,377)	Transfer	760,701	1.37%
				06-02-15	(77,386)	Transfer	683,315	1.23%
				13-02-15	(4,985)	Transfer	678,330	1.22%
	At the end of the year			31-03-15			678,330	1.22%
8	Shruti Marketing Pvt Ltd							
	At the beginning of the year	120,000	1.13%	01-04-14			120,000	1.13%
				30-09-14	(120,000)	Sub Division		
				30-09-14	600,000	Sub Division	600,000	1.08%
				21-11-14	(15,000)	Transfer	585,000	1.05%
				28-11-14	(8,500)	Transfer	576,500	1.04%
				31-12-14	(5,000)	Transfer	571,500	1.03%
				02-01-15	(1,500)	Transfer	570,000	1.03%
				13-02-15	11,700	Transfer	581,700	1.05%
	At the end of the year			31-03-15			581,700	1.05%
9	Srikirti Stock Brokers Pvt Ltd							
	At the beginning of the Year	8,796	0.08%	01-04-14			8,796	0.08%
				04-04-14	5,370	Transfer	14,166	0.13%
				11-04-14	3,515	Transfer	17,681	0.17%
				18-04-14	(2,237)	Transfer	15,444	0.15%
				25-04-14	1,472	Transfer	16,916	0.16%
				02-05-14	(3,260)	Transfer	13,656	0.13%
				09-05-14	(8,009)	Transfer	5,647	0.05%
				16-05-14	93,446	Transfer	99,093	0.94%
				23-05-14	(96,293)	Transfer	2,800	0.03%
				30-05-14	(1,898)	Transfer	902	0.01%
				06-06-14	9,916	Transfer	10,818	0.10%
				13-06-14	(10,810)	Transfer	8	0.00%
				20-06-14	6,207	Transfer	6,215	0.06%
				30-06-14	27,241	Transfer	33,456	0.32%
				04-07-14	(3,615)	Transfer	29,841	0.28%
				11-07-14	(94)	Transfer	29,747	0.28%
				18-07-14	11,645	Transfer	41,392	0.39%
				25-07-14	16,062	Transfer	57,454	0.54%
				01-08-14	945	Transfer	58,399	0.55%
				08-08-14	44,892	Transfer	103,291	0.97%

Sl. No.		Shareholding at the beginning of the year		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
				30-09-14	(103,291)	Sub Division	-	
				30-09-14	516,455	Sub Division	516,455	0.93%
				17-10-14	10,000	Transfer	526,455	0.95%
				24-10-14	9,464	Transfer	535,919	0.97%
				31-10-14	(39,110)	Transfer	496,809	0.90%
				14-11-14	26,000	Transfer	522,809	0.94%
				06-02-15	39,110	Transfer	561,919	1.01%
	At the end of the Year			31-03-15			561,919	1.01%
10	Kishorilal Kataruka							
	At the beginning of the year	109,000	1.03%	01-04-14			109,000	1.03%
				08-08-14	(6,000)	Transfer	103,000	0.97%
				05-09-14	(400)	Transfer	102,600	0.92%
				12-09-14	(600)	Transfer	102,000	0.92%
				30-09-14	(102,000)	Sub Division		
				30-09-14	510,949	Sub Division & Transfer	510,949	0.92%
				03-10-14	51	Transfer	511,000	0.92%
	At the end of the year			31-03-15			511,000	0.92%
11	Kaushik Poddar							
	At the beginning of the year	96,979	0.92%	01-04-14			96,979	0.92%
				30-09-14	(96,979)	Sub Division		
				30-09-14	484,895	Sub Division	484,895	0.87%
	At the end of the year			31-03-15			484,895	0.87%
12	IL & FS Trust Company Limited							
	At the beginning of the Year	61,408	0.58%	01-04-14			61,408	0.58%
				04-04-14	2,111	Transfer	63,519	0.60%
				11-04-14	1,235	Transfer	64,754	0.61%
				16-05-14	11,470	Transfer	76,224	0.72%
				23-05-14	4,530	Transfer	80,754	0.76%
				30-09-14	(80,754)	Sub Division	-	
				30-09-14	403,770	Sub Division	403,770	0.73%
				10-10-14	(10,000)	Transfer	393,770	0.71%
				14-11-14	(4,922)	Transfer	388,848	0.70%
				21-11-14	(5,078)	Transfer	383,770	0.69%
	At the end of the year			31-03-15			383,770	0.69%
13	Deepak Bhagnani (HUF)							
	At the beginning of the year	110,078	1.04%	01-04-14			110,078	1.04%
				30-09-14	(110,078)	Sub Division		
				30-09-14	550,390	Sub Division	550,390	0.99%
				23-01-15	(101,246)	Transfer	449,144	0.81%
				06-02-15	(235,518)	Transfer	213,626	0.38%
				13-02-15	4,526	Transfer	218,152	0.39%
	At the end of the year			31-03-15			218,152	0.39%

Sl. No.		Shareholding at the beginning of the year		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
14	Tasha Travels Pvt Ltd							
	At the beginning of the Year	282,333	2.66%	01-04-14			282,333	2.66%
				06-06-14	(282,333)	Transfer	-	-
	At the end of the Year			31-03-15			-	-
15	Kotak Mahindra Investments Ltd							
	At the beginning of the year	92,591	0.87%	01-04-14			92,591	0.87%
				04-04-14	(5,370)	Transfer	87,221	0.82%
				11-04-14	(3,515)	Transfer	83,706	0.79%
				18-04-14	2,237	Transfer	85,943	0.81%
				25-04-14	(1,472)	Transfer	84,471	0.80%
				02-05-14	3,260	Transfer	87,731	0.83%
				09-05-14	9,966	Transfer	97,697	0.92%
				16-05-14	(93,506)	Transfer	4,191	0.04%
				23-05-14	96,293	Transfer	100,484	0.95%
				30-05-14	1,898	Transfer	102,382	0.97%
				06-06-14	(9,916)	Transfer	92,466	0.87%
				13-06-14	10,817	Transfer	103,283	0.97%
				20-06-14	(6,207)	Transfer	97,076	0.92%
				30-06-14	(27,241)	Transfer	69,835	0.66%
				04-07-14	3,615	Transfer	73,450	0.69%
				11-07-14	94	Transfer	73,544	0.69%
				18-07-14	(11,645)	Transfer	61,899	0.58%
				25-07-14	(16,062)	Transfer	45,837	0.43%
				01-08-14	(945)	Transfer	44,892	0.42%
				08-08-14	(44,892)	Transfer	-	0.00%
				31-10-14	39,110	Transfer	39,110	0.07%
				16-01-15	500	Transfer	39,610	0.07%
				06-02-15	(39,110)	Transfer	500	0.00%
	At the end of the year			31-03-15			500	0.00%

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

Sl. No.		Shareholding at the beginning of the year		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	Ajit Jhunjhunwala							
	At the beginning of the Year	1,438,600	13.57%	01-04-14			1,438,600	13.57%
				30-09-14	(1,438,600)	Sub Division	-	-
				30-09-14	7,193,000	Sub Division	7,193,000	12.96%
	At the end of the Year	-	-	31-03-15			7,193,000	12.96%
2	Sushil Jhunjhunwala							
	At the beginning of the Year	150,000	1.42%	01-04-14			150,000	1.42%
				30-09-14	(150,000)	Sub Division	-	-
				30-09-14	750,000	Sub Division	750,000	1.35%
	At the end of the Year	-	-	31-03-15			750,000	1.35%
3	A. C. Chakrabortti							
	At the beginning of the Year	3,000	0.03%	01-04-14			3,000	0.03%
				30-09-14	(3,000)	Sub Division		-
				30-09-14	15,000	Sub Division	15,000	0.03%
				19-12-14	(5,000)	Transfer	10,000	0.02%
	At the end of the Year	-	-	31-03-15			10,000	0.02%
4	Arun Kumar Churiwal							
	At the beginning of the Year	1340	0.01%	01-04-14			1340	0.01%
				30-09-14	(1,340)	Sub Division	-	-
				30-09-14	6,700	Sub Division	6,700	0.01%
	At the end of the Year	-	-	31-03-15			6,700	0.01%

Note: - No other Director or Key Management Personnel hold any shares of the Company.

## V. Indebtedness

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

	Secured Loan excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
(i) Principal Amount	141,836,950	-	-	141,836,950
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i)+(ii)+(iii)	141,836,950	-	-	141,836,950
<b>Change in Indebtedness during the financial year</b>				
*Addition	-	-	-	-
*Reduction	63,218,751	-	-	63,218,751
Net Change	(63,218,751)	-	-	(63,218,751)
<b>Indebtedness at the end of the financial year</b>				
(i) Principal Amount	78,618,199	-	-	78,618,199
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i)+(ii)+(iii)	78,618,199	-	-	78,618,199



## VI. Remuneration of Directors and Key Managerial Peronnel

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Sushil Jhunhunwala- ViceChairman & Managing Director	Ajit Jhunhunwala- Joint Managing Director	Nidhi Jhunhunwala- Executive Director	
1	Gross Salary				
	(a) Salary as per Provisions contained in section 17(1) of the Income Tax Act, 1961	12,030,000	9,614,234	3,673,360	25,317,594
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of Salary under section 17(3) Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				-
	- as % of Profit	11,151,025	11,151,025	5,575,512	27,877,562
	- others, specify				-
5	Others, please specify				-
	<b>Total (A)</b>	<b>23,181,025</b>	<b>20,765,259</b>	<b>9,248,872</b>	<b>53,195,156</b>
	Ceiling as per the Act	Being 10% of the net profits of the Company calculated as per section 198 of the Companies Act, 2013			61,717,293

### B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount
		A. C. Chakrabortti Chairman	G Narayana	Rajiv Gujral	Arun Churiwal	Shakir Ali	
1	<b>Independent Directors</b>						
	• Fee for attending board committee meetings	185,000	155,000	120,000	-	-	460,000
	• Commission	350,000	350,000	350,000	-	-	1,050,000
	• Others, please specify				-	-	-
	<b>Total (1)</b>	<b>535,000</b>	<b>505,000</b>	<b>470,000</b>	<b>-</b>	<b>-</b>	<b>1,510,000</b>
2	<b>Other Non- Executive Directors</b>						
	• Fee for attending board committee meetings	-	-	-	165,000	100,000	265,000
	• Commission	-	-	-	350,000	350,000	700,000
	• Others, please specify	-	-	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>515,000</b>	<b>450,000</b>	<b>965,000</b>
	<b>Total (B)= (1+2)</b>	<b>535,000</b>	<b>505,000</b>	<b>470,000</b>	<b>515,000</b>	<b>450,000</b>	<b>2,475,000</b>
	<b>Total Managerial Remuneration*</b>						<b>55,670,156</b>
	Overall Ceiling as per the Act						67,889,022

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

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel
		Vice President- Finance & Secretary
1	Gross Salary	
	(a) Salary as per Provisions contained in section 17(1) of the Income Tax Act, 1961	2,305,142
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	-
	(c) Profits in lieu of Salary under section 17(3) Income Tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission	
	- as % of Profit	-
	- others, specify	-
5	Others, please specify	-
	Total	2,305,142

### VII. Penalties/Punishment/Compounding of Offences

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give details)
<b>A. Company</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>C. Other Officers In Default</b>					
Penalty			NIL		
Punishment					
Compounding					

By Order of the Board

Place: Kolkata  
Date: 12th May 2015

A. C. Chakrabortti  
Chairman

**ANNEXURE B****Statement of Energy, Technology absorbtion, Foreign Exchanges and Outgo****A. Conservation of Energy**

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

**B. Technology Absorborption, Adaption & Innovation**

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

**C. Foreign Exchange Earnings & Outgo**

Particulars with regard to Foreign Exchange Earnings and Outgo appear in note 41 and 42 of financial Statements.

By Order of the Board

Place: Kolkata  
Date: 12th May 2015

**A. C. Chakraborti**  
*Chairman*

**ANNEXURE C****Corporate Social Responsibility**

1. **A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs**

The Board of Directors at the meeting held on 13th May, 2014 constituted "Corporate Social Responsibility Committee" as required under section 135 of The Companies Act, 2013. The Company also adopted the policy on the Corporate Social Responsibility which basically has all objectives as specified in the Schedule VII of The Companies Act, 2013 few of them illustrated here such as Rural Development project, Eradicating hunger, Poverty and malnutrition, Healthcare and Sanitation, Animal welfare, etc as specified in above mentioned schedule of The Companies Act.

The web link of the policy is as below;-

<http://www.laopala.in/pdf/corporate-social-responsibility-policy.pdf>

2. **The Composition of the CSR Committee**

The Corporate Social Responsibility Committee is comprises of total 4 Members. The names are as follows:-

- 1) Mr. Arun Churiwal, Chairman
- 2) Mr. Sushil Jhunjunwala
- 3) Mr. G Narayana
- 4) Mrs. Nidhi Jhunjunwala

3. **Average Net Profit of the Company for last three financial years**

Average Net Profit is ₹3,484.48 lacs.

4. **Prescribed CSR Expenditure (two percent of the amount as in item 3 above)**

The Company is required to spend ₹69.69 lacs.

5. **Details of CSR spent for the financial year;**

- (a) Total Amount Spent for the financial year :- ₹27.76 lacs
- (b) Amount Unspent:- ₹41.93 lacs

(c) Manner in which the amount spent during the financial year is detailed below;

Sl. No.	CSR project or activity identified	Sector in which the project is covered	Location Area/District (States)	Amount outlay (Budget) Project or programs wise	Amount spent on the projects	Cumulative Expenditure up to the reporting period	Amount spent: through implementing Agency
₹ in lacs							
1	55 One Teacher School	Promoting Education	55 Villages of Tribals	-	11.00	11.00	Friends of Tribal Society
2	Desk & Bench at School	Promoting Education	Madhupur (Jharkhand), and (Uttarakhand)	-	3.57	3.57	Direct
3	Community Hall in Village	Rural Development project	Tammacheruvukatta, Manthani, Karimnagar Dist. (Andhra Pradesh)	-	3.00	3.00	Sri Seetha Rama Seva Sadan
4	Cow Welfare/ Renovation of Gaushala including Electrical Fitting	Animal Welfare	Lachhmangarh, (Rajasthan)	-	2.11	2.11	Shree Lachhmangarh Pinjrapole
5	Education	Promoting Education & Empowering Woman	1) Kolkata, West Bengal 2) Lachhmangarh, (Rajasthan)	-	2.00	2.00	All India Marwari Mahila Samity ₹1 lac Shree Raghunath Balika Vidyalaya ₹1 lac
6	Meal Programme at School	Eradicating hunger, poverty	Kolkata, (West Bengal)	-	1.52	1.52	Ek Tara
7	Construction of Sulabh Sochalaya	Healthcare & Sanitation	Uttar Barandari , Bagunpota ( West Bengal)	-	1.50	1.50	Jan Mangal Nyas
8	Eye Testing Machine for detection of Glaucoma	Preventive Healthcare	Kolkata, (West Bengal)	-	1.00	1.00	Rotary Club of Calcutta Welfare Trust
9	Extension of School Building	Promoting Education	Sundergargh (Orissa).	-	1.00	1.00	Chinmoy Seva Trust
10	Education	Promoting Education	Pondicherry	-	0.50	0.50	Vraja Trust
11	Distribution of Milk to children	Eradicating hunger	Kolkata, (West Bengal)	-	0.40	0.40	Shree Agrasen Smriti Bhawan
12	Up gradation of Indian Tradition & Social Activities	Protection of National Heritage	Durgapur, Raniganj , Silliguri (West Bengal)	-	0.11	0.11	Manishika
13	Encyclopedia of Himalayan Medicinal Flora	Protection of Flora	Kolkata, (West Bengal)	-	0.05	0.05	Horticulture Development Foundation
					27.76	27.76	

**6. The reasons for not spending the amount:-**

Your Company is committed to spend on CSR Activities but during the period under review the company has not came across a suitable project for spending as per the Companies CSR Policies.

**7. In accordance with the provisions of Companies (Corporate Social Responsibility Policy) Rules 2014 the members of the Corporate Social Responsibility hereby submits the responsibility Statement:**

That the implementation and monitoring of Corporate Social Policy, is in compliance with Corporate Social Responsibility objectives and Policy of the Company

Sushil Jhunjhunwala  
(Vice Chairman & Managing Director)

Arun Churiwal  
(Chairman of CSR Committee)

## ANNEXURE D

### Form No AOC-2

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

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

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

(a)	Name(s) of the related party and nature of relationship	N.A.
(b)	Nature of contracts/arrangements/transactions	N.A.
(c)	Duration of the contracts / arrangements/transactions	N.A.
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	N.A.
(e)	Justification for entering into such contracts or arrangements or transactions	N.A.
(f)	date(s) of approval by the Board	N.A.
(g)	Amount paid as advances, if any:	N.A.
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	N.A.

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

(a)	Name(s) of the related party and nature of relationship	Genesis Exports Ltd (Associate)	Mr. Sushil Jhunjhunwala (KMP)	Mr. Ajit Jhunjhunwala (KMP)	Mrs. Nidhi Jhunjhunwala (KMP)
(b)	Nature of contracts/ arrangements/ transactions	Leasing of Real Estate	Appointment as Vice Chairman & Managing Director	Appointment as Joint Managing Director	Appointment as Executive Director
(c)	Duration of the contracts / arrangements/ transactions	3 years	5 years	5years	5 years
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	The Company has taken on lease the office and car parking space at Kolkata and New Delhi. The rent paid by Company is ₹34,50,000/- P.A.	Remuneration	Remuneration	Remuneration
(e)	Date(s) of approval by the Board, if any:	13-05-2014	13-05-14	04-02-13	20-05-2010
(f)	Amount paid as advances, if any:	₹40,00,000/-	Not Applicable	Not Applicable	Not Applicable

By Order of the Board

Place: Kolkata  
Date: 12th May 2015

**A. C. Chakrabortti**  
Chairman

## ANNEXURE E

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

- 1) The ratio of remuneration of each Director to the median remuneration of the Employees of the Company for the Financial Year 2014-15 and the percentage increase in the remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager are as under:-

Sl. No.	Name	Designation	Ratio to Median	Percentage increase in Remuneration
1	Mr. A. C. Chakraborti	Chairman & Non Executive Independent Director	1.28	16.67
2	Mr. Sushil Jhunjunwala	Vice Chairman & Managing Director	96.13	41.95
3	Mr. Ajit Jhunjunwala	Jt Managing Director	80.90	27.09
4	Mrs. Nidhi Jhunjunwala	Executive Director	35.12	27.15
5	Mr. G Narayana	Non-Executive & Independent Director	1.28	16.67
6	Mr. Rajiv Gujral	Non-Executive & Independent Director	1.28	16.67
7	Mr. Arun Churiwal	Non-Executive Director	1.28	16.67
8	Mr. Shakir Ali	Non-Executive Director	1.28	16.67
9	Mr. Alok Pandey	Vice President- Finance and Secretary	Not Applicable	16.80

- 2) The percentage increase in the median remuneration of employees in the financial year is 8.91%.
- 3) The permanent number of employees on the rolls of the Company is 262.
- 4) Relationship between average increase in remuneration and company performance: - The profit before tax for the financial year ended March 31, 2015 increased by 36.78% whereas increase in median remuneration was 8.91%.
- 5) Comparison of Remuneration of the Key Managerial Personnel against then performance of the Company:- The total remuneration of Key Managerial Personnel increased by 32.56% from ₹458.92 lacs in FY 2013-14 to ₹608.32 lacs FY 2014-15 whereas Profit before tax increased by 36.78% from ₹4076.04 lacs in FY 2013-14 to ₹5575.51 lacs in FY 2014-15. The key Managerial Personnel were paid around 14.58% of the Profit after Tax in the FY 2014-15 and 15.32% in the FY 2013-14.
- 6) Variations in the Market capitalization of the Company, price earnings ratio as at closing date of the current financial year and previous financial year and percentage increase or decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer:-

Particulars	31-03-15	31-03-14
Market Capitalization (₹ in crores)	2102.06	754.12
Price Earnings Ratio	49.45	25.19
Increase in the market quotations of the equity shares in comparisons to the rate at which the last public offer made in Feb 1995	4634%	1679%

\* The above calculations does not include the effect of the issue of Bonus Shares in the ratio of 1:1, made by the Company on 7th October 2006.

- 7) The average percentile increase in the salaries of employees other than the managerial personnel in the last financial year is 16.12% as against an increase of 27.10% in the salary of managerial personnel. The increment given to each individual employee is based on the employee's potential, experience as also their performance and contribution to the Company's progress over a period of time and also benchmarked against comparable in the industry.
- 8) Comparison of remuneration of each Key Managerial Personnel against the performance of the Company:- The increase in Profit before tax is 36.78% whereas increase in remuneration to each KMP and ratio of the remuneration to the PAT.

Name	Percentage of increase	Ratio to the PAT
Mr. Sushil Jhunjunwala	41.95%	6.30%
Mr. Ajit jhunjunwala	27.09%	5.30%
Mrs. Nidhi Jhunjunwala	27.15%	2.30%
Mr. Alok Pandey	16.80%	0.67%

- 9) Key Parameters for any variable component of remuneration availed by the Directors: - The Company pays remuneration by way of commission as variable component to the Managing Directors and Executive Director. Commission is calculated with reference to the net profits of the Company in a particular financial year, based on the recommendations of the Nomination and remuneration Committee, subject to the overall ceilings stipulated in the Companies Act, 2013.

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

- 10) The ratio of the remuneration of the highest paid director to that of the employee who are not directors but receive remuneration in excess of the highest paid Director during the year: - The highest paid Director is the Managing Director. No employee has received remuneration in excess of the Managing Director during the year.
- 11) Affirmation that the remuneration is as per the Remuneration Policy of the Company:- It is affirmed that the remuneration paid is as per the remuneration Policy for directors, Key Managerial Personnel and other employees, adopted by the Company.

By Order of the Board

Place: Kolkata  
Date: 12th May 2015

A. C. Chakraborti  
Chairman

## ANNEXURE F

Statement of Particulars of employees pursuant to Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Companies Act, 2013

### (A) Persons employed throughout the financial year

Name of Employees	Designation	Remuneration	Qualification	Experience (Years)	Commencement of Employment	Age (Years)	Last Employed	
							Organization	Post Held
Mr. Sushil Jhunjunwala	Vice Chairman & Managing Director	24,498,703	Graduate in Commerce	47	01.10.1994	65	Radha Glass & Industries Ltd.	Director
Mr. Ajit Jhunjunwala	Jt. Managing Director	21,658,772	Graduate in Commerce	26	01.10.1997	44		
Ms. Nidhi Jhunjunwala	Executive Director	9,633,098	Graduate in Arts	13	01.07.2002	42		

Note 1. All appointments are contractual.

By Order of the Board

Place: Kolkata  
Date: 12th May 2015

A. C. Chakraborti  
Chairman



## ANNEXURE G

### Form No. MR - 3

#### SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March 2015

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

To,  
The Members,  
La Opala RG Limited  
10th Floor, 230A, A.J.C. Bose Road,  
Kolkata-700020

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by La Opala RG Limited, (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on our verification of the La Opala RG Limited'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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March ,2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and return filed and other records maintained by La Opala RG Limited ("the Company") for the financial year ended on 31st March,2015 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) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing;

- (v) The following Regulations 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, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

[The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are not applicable to the Company for the financial year ended 31-03-2015:-

- (a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

(d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;]

- (vi) Employees Provident Fund and Miscellaneous Provisions Act, 1952
- (vii) Employees State Insurance Act, 1948
- (viii) Employers Liability Act, 1938
- (ix) Environment Protection Act, 1986 and other Environmental Laws
- (x) Equal Remuneration Act, 1976
- (xi) Factories Act, 1948
- (xii) Hazardous Wastes ( Management and Handling) Rules, 1989 and Amendment Rule, 2003
- (xiii) Indian Contract Act, 1872
- (xiv) Income Tax Act, 1961 and Indirect Tax Laws
- (xv) Indian Stamp Act, 1999
- (xvi) Industrial Dispute Act, 1947
- (xvii) Maternity Benefits Act, 1961
- (xviii) Minimum Wages Act, 1948
- (xix) Negotiable Instruments Act, 1881
- (xx) Payment of Bonus Act, 1965
- (xxi) Payment of Gratuity Act, 1972
- (xxii) Payment of Wages Act, 1936 and other applicable Labour Laws

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with NSE and BSE;

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

We further report that the Board of Directors of the Company is duly constituted with proper

balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company has made :

- (i) Preferential issue of 5,02,468 equity shares of ₹10/- each to Westbridge Crossover Fund LLC on 30-08-2014.

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

- (i) Redemption / buy-back of securities.
- (ii) Major decisions taken by the Members in pursuance to section 180 of the Companies Act, 2013.
- (iii) Foreign technical collaborations.

**For Drolia & Company**  
(Company Secretaries)

**Pravin Kumar Drolia**

Place: 9, Crooked Lane  
Kolkata - 69

Date: 09-05-2015

(Proprietor)

FCS: 2366

C P No.: 1362

## ANNEXURE TO DIRECTORS' REPORT

# CORPORATE GOVERNANCE

## report

(Pursuant to clause 49 of the Listing Agreement)

### Company's Philosophy

The company firmly believes in and has proactively adopted the adequate policies of Corporate Governance to ensure transparency, professionalism and accountability in its dealings with shareholders, customers, creditors, employees and with every person who comes in contact with the company.

### Board of Directors

The Board of Directors of the company comprises of chairman who is an independent director, 3 executive directors, 2 Independent Non-Executive Directors and 2 other non-executive directors. The business of the company is managed by the Vice Chairman & Managing Director and two whole time Executive Directors under the guidance, supervision and control of the Board of Directors.

During the financial year under review six Board Meetings were held on following dates: May 13, 2014, July 29, 2014, August 13, 2014, August 27, 2014; November 05, 2014, February 07, 2015.

Constitution of Board of Directors and related information:

Name of the Director	Category	No. of Board Meetings Attended	Attendance At last AGM	No. of outside Directorship excluding Private Companies as on March 31, 2015	No. of membership /Chairmanship in other Board / Committee excluding Private Companies as on March 31, 2015
Mr. A. C. Chakrabortti	Chairman Non-Executive & Independent	6	Yes	3	3 (including 2 Chairmanship)
Mr. Sushil Jhunjunwala	Vice Chairman & Managing Director	6	Yes	3	2 (including 1 Chairmanship)
Mr. Ajit Jhunjunwala	Jt. Managing Director	6	Yes	1	Nil
Mrs. Nidhi Jhunjunwala	Executive Director	6	Yes	1	Nil
Mr. G Narayana	Non-Executive & Independent	5	Yes	1	Nil
Mr. Rajiv Gujral	Non-Executive & Independent	5	Yes	2	2
Mr. Arun Churiwal	Non-Executive	6	Yes	3	2
Mr. Shakir Ali	Non- Executive	5	Yes	2	Nil

Mr. Ajit Jhunjunwala is son of Mr. Sushil Jhunjunwala and Mrs. Nidhi Jhunjunwala is spouse of Mr. Ajit Jhunjunwala and none of the other Directors are related to each other.

### Independent Directors and Non-Executive Directors

Your Company appointed Independent Directors who are renowned people having expertise/experience in their respective field/profession. There is no pecuniary relationship or transaction of Independent and non-executive directors vis-à-vis the Company except for payment of commission and sitting fees.

The Non-executive Directors namely Mr. A. C. Chakrabortti holds 10,000 equity shares and Mr. Arun Churiwal alongwith his relatives hold 19,150 equity shares in the Company.

Every Independent Director, at the meeting of the Board in which they participates as Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that they meets the criteria of Independence as required under Section 149(7) of The Companies Act, 2013. All Independent Directors maintain their limits of Directorships (including independent Directorship) as required under clause 49 of the Listing Agreement. The Company had issued formal letter of appointment to all Independent Directors and the terms and conditions of their appointment have been disclosed in the website of the Company.

## Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a meeting of Independent Directors was held on 17th March, 2015 where they evaluated the performance of -

- i) Chairman
- ii) Non-Executive Directors
- iii) Executive Directors &
- iv) Overall performance of the Board

On an overall basis, they found the working of the Board satisfactory due to transparency, openness and exchange of different views so as to arrive at strategic decisions on the company's performance and activities.

It was observed that the Chairman and the other Directors gave lot of time and attention to the company's matters and they review the company's operation at periodic intervals in great depth, besides having discussions with the company's Internal and Statutory Auditors. They also provided leadership and guidance, as and when required for meeting the targets set forth at the beginning of the year and in this respect, Chairman played a key role as a mentor by co-ordinating the activities between the Board and Executive Directors to ensure that Board's views are duly taken into consideration while formulating action plans. .

They also reviewed compliance of statutory and other legal requirements. Adherence to Code of Conduct was ensured and risk management also figured in the board meetings.

They carried out an evaluation of performance of the Executive Directors on the basis of a detail check list prepared for this purpose and they formed the opinion that the Executive Directors have performed excellently well during the current year. As a result, the company has produced one of the best financial results since inception. The company's brand and image, which are strong, have been further enhanced, as reflected by the price earnings ratio and the share price which are testimonies to good market recognition.

However, they have suggested several areas of operations which offer scope for improvement. The management has been advised to take appropriate measures relating thereto.

They have also commented that the management's performance on CSR activities needs to be strengthened.

On an overall basis, they commended the Executive Directors and the top management for a very successful year under review.

## Familiarisation Programme

The Company familiarises its Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc through various means. Periodic presentations are made at then Board meetings on business and performance, long term strategy, initiatives and risks involved.

The details of familiarisation programme have been posted in the website of the Company [www.laopala.in](http://www.laopala.in).

## Audit Committee

The Audit Committee consists of three Non-Executive directors out of which two are Independent Directors. During the period under review the Audit Committee met on five occasions viz. May 13, 2014, August 13, 2014; August 27, 2014; November 05, 2014 & February 07, 2015. The constitution of Audit Committee also meets the requirements of section 177 of the Companies Act, 2013 and guidelines set out in listing agreement.

### Constitution of Audit Committee and related information

Name of the Directors	Category	No. of meetings attended during the financial year ended 31st March 2015
Mr. G Narayana	Chairman Non Executive and Independent	4
Mr. A. C. Chakrabortti	Non Executive and Independent	5
Mr. Arun Churiwal	Non Executive	5

The role of Audit Committee and terms of reference specified by the Board to the Audit Committee are wide enough to cover the mandatory items, as required, under clause 49 of the Listing Agreement.

- Review of the Company's financial reporting process, the financial statements and financial / risk management policies.
- Review Quarterly, Half-yearly and Annual Financial Accounts of the Company and discuss with Auditors.
- To meet and review with External and Internal Auditors the Internal Control Systems
- Discussion with internal auditors of any significant findings and follow up there on
- Significant adjustments made in the financial statements arising out of audit findings if any
- Qualification in the draft audit report if any
- Changes, if any, in accounting policies and practices and reasons for the same.
- To review matters as required under the terms of Listing Agreement.
- To oversee & review the function of Vigil Mechanism implemented by Company as a Whistle Blower Policy and renew the findings of investigations and action taken in respect thereof.
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company
- Review Independence of Auditors.
- Evaluate internal financial control and risk management systems
- Disclosure of related party transactions
- To investigate matters referred to it by the Board.

The Company Secretary acts as secretary to the committee.

## Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Board of Directors has been constituted in accordance with the prescribed guidelines. The committee comprises of 3 Non-Executive Directors, out of which two are Independent Directors. The Nomination and Remuneration Committee comprises of the following:

- (a) Mr. G Narayana, Chairman
- (b) Mr. A. C. Chakrabortti
- (c) Mr. Arun Churiwal

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

The role of Nomination and Remuneration Committee and terms of reference inter alia include the following

1. Formulation of the criteria for determining qualification, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, Key Management Personnel and other employees.
2. Formulation of criteria for evaluation of Independent Directors and the Board
3. Review the performance of the Board of Directors and senior Management employees and based on criteria as approved by the Board.

During the period under review the committee met on 13th May 2014 and 7th February, 2015 which were attended by all the members.

### Executive Directors' Remuneration details for the financial year ended March 31, 2015

Name of the Directors	Salary and perquisites	Commission	Total
Mr. Sushil Jhunjhunwala, Vice Chairman & Managing Director	1,33,47,678	1,11,51,025	2,44,98,703
Mr. Ajit Jhunjhunwala, Jt. Managing Director	1,05,07,747	1,11,51,025	2,16,58,772
Mrs. Nidhi Jhunjhunwala, Executive Director	40,57,586	55,75,512	96,33,098

### Non-executive Directors' Remuneration details for the financial year ended March 31, 2015

Name of the Directors	Sitting Fees	Commission	Total
Mr. A. C. Chakrabortti	1,85,000	3,50,000	5,35,000
Mr. G Narayana	1,55,000	3,50,000	5,05,000
Mr. Shakir Ali	1,00,000	3,50,000	4,50,000
Mr. Arun Churiwal	1,65,000	3,50,000	5,15,000
Mr. Rajiv Gujral	1,20,000	3,50,000	4,70,000

Salary and perquisites include Company's contribution to Provident Fund. The company does not have any stock option scheme. It includes Sitting Fees of all Committee Meetings. The Remuneration Policy of the Company is furnished in Annexure A and attached to this Report.



## Stakeholders' Relationship Committee

Chairman	: Mr. G Narayana
Members	: Mr. Sushil Jhunjunwala Mr. Ajit Jhunjunwala Mr. Shakir Ali
Compliance Officer	: Mr. Alok Pandey
No. of complaints received by Company's Registrar & Share Transfer Agents M/s Maheshwari Datamatics Pvt. Ltd during the financial year ended March 31, 2015	: 03 (Three)
No. of complaints resolved to the satisfaction of shareholders during the financial year Ended March 31, 2015.	: 3 (Three)
No. of pending share transfers as on March 31, 2015	: Nil

## Corporate Social Responsibility Committee

The Company has constituted a Corporate Social Responsibility (CSR) Committee as required under section 135 of the Companies Act, 2013. The Committee has been constituted with the following terms of reference:

- Formulate and recommend to the Board, a CSR Policy indicating the activity or activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013
- Recommend the amount to be spent on the CSR activities.
- Monitor the Company's CSR Policy periodically
- Attend to such other matters and functions as may be prescribed from time to time

The Company has adopted the CSR Policy and the same is displayed on the website of the Company. The Annual report on CSR activities for the year 2014-15 forms part of the Directors report. The Corporate Social Responsibility Committee comprises of the following:

- Mr. Arun Churiwal, Chairman
- Mr. Sushil Jhunjunwala
- Mr. G Narayana
- Mrs. Nidhi Jhunjunwala

## Risk Management

The Company laid down procedures to inform Board Members about risk assessment and minimizations and has implemented the Risk Management plan through adoption of Risk Management Policy in accordance with the provisions of the Act and Clause 49 of the listing agreement.

The Company has constituted a Risk Management Committee comprises of the following:

- Mr. Sushil Jhunjunwala, Chairman,
- Mr. Arun Churiwal
- Mr. Shakir Ali

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

## General Body Meeting

AGM for the financial year	Location of holding AGM	Date and time of AGM
2013- 2014	'Kala Kunj'. 48, Shakespeare Sarani, Kolkata 700 017	13th August, 2014 03.30 p.m.
2012- 2013	'Gyan Manch'. 11 Pretoria Street, Kolkata 700 071	13th August, 2013 12.30 p.m.
2011- 2012	'Gyan Manch'. 11 Pretoria Street, Kolkata 700 071	10th August, 2012 11.30 a.m.

## Special Resolution passed in the last three years

- (a) Special Resolution passed at the 25th Annual General Meeting held on August 10, 2012
- Re-appointment of Mr. Ajit Jhunjunwala as Dy. Managing Director of the Company for a further period of 5 (five) years with effect from 1st October, 2012 with modification of remuneration.
  - Approval of enhanced/changed remuneration of Mr. Himanshu Jhunjunwala, Manager – New Business Development of the Company, a relative of Mr. Sushil Jhunjunwala, Managing Director of the Company with effect from July 01, 2011
  - Approval of enhanced/changed remuneration of Mrs. Shruti Kishorepuria, Executive – Product Development of the Company, a relative of Mr. Sushil Jhunjunwala, Managing Director and Mr. Ajit Jhunjunwala, Dy. Managing Director of the Company with effect from July 01, 2011
- (b) Special Resolution passed at the 26th Annual General Meeting held on August 13, 2013
- Approval for increase in remuneration of Mr. Sushil Jhunjunwala on being promoted from Managing Director to Vice Chairman & Managing Director with effect from 1st February 2013.
  - Approval for increase in remuneration of Mr. Ajit Jhunjunwala on being promoted from Dy. Managing Director to Jt. Managing Director with effect from 1st February 2013.
  - Approval for increase in remuneration of Mrs. Nidhi Jhunjunwala with effect from 1st February 2013.
- (c) Special Resolution passed at the 27th Annual General Meeting held on August 13, 2014
- Re-appointment of Mr. Sushil Jhunjunwala as Vice Chairman & Managing Director of the Company for a further period of 5 (five) years with effect from 1st October, 2014 with modification of remuneration.
  - Authorization to pay remuneration by way of commission to Directors other than the Managing and Whole Time Directors for a period of 5 years commencing from 2014-15.
  - Authorization to alter Clause V of the Memorandum & Articles of Association with power to increase and reduce the capital of the Company.
  - Authorization to alter the Article 100 and insertion of new article 76A after Article 76.

## Postal Ballot

During the year 2014-15 no resolution was passed through Postal Ballot by your Company. No special resolution is proposed to be conducted through postal ballot in the current year.

## Disclosure

### (a) Related Party Disclosure:

All transactions entered into with the related parties as defined under the Companies Act, 2013 and Clause 49 of the Listing Agreement during the year were in ordinary course of business and on arm's length basis. During the year under review, no transaction of material nature has been entered into by the Company with its promoters, the directors or the management or relatives etc. that may have potential conflict with the interests of the Company. Suitable disclosure as required by the Accounting Standard (AS-18) has been made in Note No. 33 of the Financial Statements. All related party transactions have been placed before the Audit Committee for review and approval.

### (b) Compliances by the Company

There has been no instance of non-compliance by the Company on any matter related to Capital Markets during the last three financial years. Hence, the question of penalties or strictures being imposed by SEBI, the Stock Exchanges or any statutory authorities does not arise.

### (c) Whistle Blower Policy

As required under clause 49 the Company has adopted the Whistle blower policy for prevention, detection, Investigation of Frauds & Protection of Whistle Blowers. The same has been posted on the Company's Website [www.laopala.in](http://www.laopala.in).

### (d) Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to The Companies (Accounts) Rules, 2014 and relevant provisions of the Companies Act, 2013. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

### (e) Details of directors seeking re-appointment in the forthcoming Annual General Meeting:

	Ajit Jhunjunwala	Nidhi Jhunjunwala
Date of birth	29/12/1970	19/07/1973
Appointed on	03/10/1989	20/05/2010
Qualification	Graduate in Commerce	Graduate in Arts
Expertise	In the field of Glass Industry	In the field of product designing
Directorship held in other public companies	Genesis Exports Ltd	Genesis Exports Ltd
Membership/Chairmanship of committee in other public companies	-	-

### (f) Preferential Issues

During the year under review the Company has issued 5,02,468 Equity Shares of ₹10 each to WestBridge Crossover Fund LLC at a premium of ₹1,090 per equity shares and sub divided the same in to ₹2/- each share. As mentioned in offer letter the funds have been raised for general corporate purpose and capital expenditure at both the plants and such other purposes permitted by the applicable law and approved by the board of directors. The company till date has utilized the fund as mentioned in offer letter.

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

The Company has complied with all the mandatory requirements of the Corporate Governance Code including Board Composition, Audit Committee, Stakeholder's Relationship Committee, and Disclosures to be made to the Board and Audit Committee including related party transactions, Accounting treatments, Risk Management etc.

## Means of Communication

The Company has published its quarterly results in all editions of The Business Standard (English) and Aajkal (vernacular) in Kolkata. The results are displayed at the website of the company i.e. [www.laopala.in](http://www.laopala.in).

Management's Discussion & Analysis forms part of this Annual Report which is also being posted to all the shareholders of the Company.

## Code of Conduct

All the members of the Board and senior management personnel have affirmed compliance with the Company's Code of Conduct which has been posted on the website of the company [www.laopala.in](http://www.laopala.in). The company through the appointment letter of Independent Director informed them about their roles and duties as laid down in the Schedule IV of The Companies Act, 2013. A declaration of Vice Chairman & Managing Director (CEO) of the company is attached to this Annual Report.

## CEO / CFO Certification

The Managing Director and the Chief Financial Officer have furnished the necessary certificate to the Board of Directors with respect to financial statements for the year ended 31st March, 2015 and the same is enclosed with this report.

## General Shareholders' Information

AGM date, time and venue	13th August, 2015, at 03.30 p.m. at Kala Kunj, 48, Shakespeare Sarani, Kolkata 700 017.
Financial Calender 2015-2016 (tentative)	1st Qtr. Result Second week of Aug'15 2nd Qtr. Result Second week of Nov.'15 3rd Qtr. Result Second week of Feb'16 Audited Accounts Fourth week of May'16
Date of Book Closure	3rd August, 2015 to 13th August, 2015 (both days inclusive)
Date of dividend payment	On or after 14th August 2015.
Listing at Stock Exchanges	The National Stock Exchange Ltd The Stock Exchange, Mumbai The Calcutta Stock Exchange Association Limited, Kolkata (Applied for delisting)
<b>Stock Code</b>	
The National Stock Exchange Ltd	LAOPALA
The Stock Exchange, Mumbai	526947
The Calcutta Stock Exchange Association Ltd, Kolkata	22016
Demat ISIN No. for CDSL & NSDL	INE 059D01020

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

Month	Share Price		Sensex	
	High	Low	High	Low
April 2014	844.00	711.15	22939.31	22197.51
May 2014	1004.05	820.50	25375.63	22277.04
June 2014	945.00	862.00	25725.12	24270.20
July 2014	1195.00	893.00	26300.17	24892.00
August 2014	1449.90	1162.00	26674.38	25232.82
September 2014	1686.65	265.00	27354.99	26220.49
October 2014	371.05	318.00	27894.32	25910.77
November 2014	490.00	353.85	28822.37	27739.56
December 2014	473.20	377.20	28809.64	26469.42
January 2015	462.40	407.00	29844.16	26776.12
February 2015	456.00	340.00	29560.32	28044.49
March 2015	400.00	365.00	30024.74	27248.45

Note: The equity share having face value of ₹10/- each has been sub-divided into 5(five) equity shares of ₹2 each on 25th September. 2014.

**Registrar & Share Transfer Agents** : Maheshwari Datamatics Pvt. Ltd.  
6, Mangoe Lane, 2nd floor, Kolkata – 700 001  
Telephone nos. 033-22482248, 2243-5809  
Facsimile no: 033-22484787  
Email id: mdpldc@yahoo.com

**Share Transfer System** : Registrar and Share Transfer Agents attends to share transfer formalities once in a fortnight. Demat requests are normally confirmed within 4 days

#### Distribution of Shareholding as on March 31, 2015

No. of equity Shares held	Shareholder(s) Nos.	Shareholder(s) %	Shareholding(s) Nos.	Shareholding(s) %
1 to 500	8,153	83.1939	7,62,335	1.3736
501 to 1000	906	9.2449	8,23,530	1.4838
1001 to 2000	281	2.8673	4,48,335	0.8078
2001 to 3000	135	1.3776	3,42,544	0.6172
3001 to 4000	51	0.5204	1,79,107	0.3227
4001 to 5000	65	0.6633	3,08,954	0.5567
5001 to 10000	111	1.1327	8,10,791	1.4609
10001 to Above	98	1.0000	5,18,24,404	93.3773
	9,800	100.0000	5,55,00,000	100.0000

Dematerialisation of Shares	: 54861244(98.85%) of the shares issued by the Company have been dematerialised upto 31st March 2015.
Outstanding GDR/ADR/Warrants or any convertible instruments, conversion dates and likely impact on equity	: N.A.
Plant Location	: <b>(1) Glassware Unit</b> a) La Opala RG Ltd Post: Madhupur 815353, Dist. Deoghar, Jharkhand  b) B-108, ELDECO SIDCUL Industrial Park, Sitargunj, Udham Singh Nagar, Uttarakhand 262 405  <b>(2) Wind Mill Unit</b> Gorera Village, Jaisalmer, Rajasthan
Address for correspondence	: Shareholders should address their Correspondence to the Company's Registrar & Share Transfer Agents at the following address: Maheshwari Datamatics Pvt. Ltd. 6, Mangoe Lane, 2nd floor, Kolkata – 700 001  Shareholders may also contact Company Secretary at the Registered Office of the Company for any assistance. The address of the Registered Office is as under:  <b>La Opala RG Ltd</b> 'Chitrakoot', 10th floor, 230A, A.J.C. Bose Road Kolkata 700 020 Telephone nos: 6503 6656/7/8/9 Facsimile nos: 2287 0284 E-mail : info@laopala.in

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By order of the Board

Place : Kolkata  
Date : 12th May, 2015

**A. C. Chakraborti**  
*Chairman*

**ANNEXURE A****Nomination and Remuneration Policy****Purpose**

Pursuant to Section 178 of the Companies Act, 2013("Act") and Clause 49 of the Listing Agreement, the Board of Directors of every listed company shall constitute the Nomination and Remuneration Committee, to guide the Board on various issues on appointment, evaluate performance, remuneration of Directors, Key Managerial Personnel and Senior Management.

**Applicability**

This policy is applicable to all Directors, Key Managerial Personnel (KMP), and Senior Management team and other employees of La Opala RG Limited ("Company"). [Sec 178(3)]

**Objective of the Policy**

1. That the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company.
2. That the relationship of remuneration to performance is clear and meets appropriate performance benchmarks
3. That the remuneration to Directors, Key Management Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its grade.
4. To lay down criteria for appointment, removal of directors, Key Managerial Personnel and Senior management Personnel and evaluation of their performance.

[Sec 178 (2) & (4)]

**Policy for Appointment Criteria and Qualification**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

**Term/Tenure****a) Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

**b) Independent Director:**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of



three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.

The company shall provide suitable training to independent directors to familiarize them with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc.

## Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly). The Committee will issue evaluation criteria time to time.

## Policy for Remuneration to Directors/KMP/Senior Management Personnel

### 1. Remuneration to Managing Director / Whole-time Directors

The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole time Directors.

### 2. Remuneration to Non- Executive / Independent Directors:

The Non-Executive / Independent Directors may receive sitting fees as per the provisions of Companies Act, 2013. The amount of sitting fees, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

### 3. Remuneration to Key Managerial Personnel and Senior Management

The remuneration to Key Managerial Personnel and Senior Management shall in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.

## Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations

## Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company

## Minutes of the Meeting

Proceeding of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting, Minutes of the Committee meetings will be tabled at the subsequent Board and Committee Meeting.

## Implementation

The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.

## **CERTIFICATE Pursuant to Clause 49 (V) of the Listing Agreement**

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's Code of Conduct.
- (c) We accept that it is our responsibility to establish and maintain internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to the financial reporting and have disclosed to the auditors and the Audit Committee, wherever applicable, deficiencies in the design or operation of such internal controls, if any, of which they are aware and we take steps or propose to take to rectify these deficiencies.

**Alok Pandey**

Vice President – Finance & Secretary (CFO)

**Sushil Jhunjunwala**

Vice Chairman & Managing Director (CEO)

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## **Declaration of Vice Chairman & Managing Director (CEO)**

I, Sushil Jhunjunwala, Vice Chairman & Managing Director (CEO), of La Opala RG Limited, do hereby declare that the Company has duly complied with requirement relating to the code of conduct as laid down in Clause 49 (I) (D) of the Listing Agreement with the Stock Exchanges.

**Sushil Jhunjunwala**

## Auditors' Certificate

The Members of  
**La Opala RG Limited**

We have examined the compliance of conditions of corporate governance by LA OPALA RG LIMITED, for the year ended on March 31, 2015 as stipulated in clause 49 of the Listing Agreement of the said company with stock exchange(s).

The Compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof adopted by the company for ensuring the compliance of conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

For **Doshi, Chatterjee, Bagri & Co.**  
*Chartered Accountants*  
Firm Registration No.: 325197E

**R. K. Bagri**  
*Partner*  
Membership No. 51956  
  
Kolkata  
May 12, 2015

# MANAGEMENT DISCUSSION and analysis

## Global Economy

The global economy expanded during 2014 at a moderate and uneven pace, as the prolonged recovery from the global financial crisis was still saddled with post-crisis adjustments. Growth of world gross product was 2.6%, better than the 2.5% registered in 2013, but lower than the 2.9% projected. A salient feature for major developed countries during 2014 was the erratic movements in their quarterly growth rates. Interestingly, for the year as a whole, all major developed economies in North America, Europe and developed Asia aligned on an upward growth trajectory for the first time since 2011. Conversely, the economic situation in Europe was precarious, particularly in the Euro area, with some countries close to recession.

**Prospects:** In the baseline outlook, further improvement is expected for developed countries, with growth projected to be 2.1 and 2.3% for 2015 and 2016, respectively while the global economy is expected to grow by 3.1 and 3.3% in same time.

**Challenges:** Unemployment remains extremely high in many countries in the region and headline inflation is at alarmingly low levels. Growth rates in developing countries and economies in transition have become more divergent during 2014. A number of these economies have encountered various country-specific challenges, including structural imbalances, infrastructural bottlenecks, increased financial risks and ineffective macroeconomic management, as well as geopolitical and political tensions. Downside risks remain significant, especially in the Euro area and Japan, which have seen renewed weakness in 2014.

## Indian economy

The GDP growth for the fiscal year ending in March 2015 settled at 7.3%, up from 6.9% in 2013-14, a tad lower than an official estimate of 7.4%.

India overtook China to become the world's fastest growing economy by clocking 7.5% GDP for the March quarter, outstripping China's 7%.

Agriculture grew at 0.2% in 2014-15 as against 3.7% in the previous fiscal, while mining and quarrying grew a mere 2.4% compared to 5.4% a year ago. In contrast, trade, hotels, transport, communication and services relating to broadcasting grew at 10.7%, while financial; real estate and professional services grew at 11.5%. In totality, the Industrial sector contributed 30.05% of total India's GVA.

India's current account deficit shrank to some 1.3% of GDP and could well narrow further to 1% of GDP next fiscal. Foreign direct investment hit a high of \$34.9 billion in 2015, a massive 61.6% from \$21.6 billion in the previous fiscal, accounting for 1.7% of the GDP, up from 1.1% in the previous year.

According to IMF estimates, India's growth is likely to improve from 7.3% in 2014 to 7.5% both in 2015 and 2016, whereas the Central government looks even more ambitious and has budgeted an 8.1-8.5% GDP growth – sprouting from recent policy reforms, consequent pickups in investment, and lower oil prices.

For a country like India that imports almost 70% of its oil requirements, the fall in prices of global crude oil could have tremendous benefits in the likes of dramatic disinflation, interest rates cut and pickup in consumer demand.

## Opportunities and threats

With a renewed hope in the economy amidst the uncertainty and challenges, it was indeed creditable that the Company was able to achieve higher growth rate and profits in FY 14-15, the reasons for which have already been outlined in the Directors' Report.

With a stable central government at the helm, India is going through a paradigm shift. The newly-instated Central Government's growth-inducing policies augur well for the country. The government is prioritising investments in order to usher in infrastructural development, kickstart policy reform and enhance business ease. All these initiatives resulted in the growth of the economy at around 7.3% and the Company was and will attempt to take advantage of the favourable change in scenario. As a means to this end, the Company had already successfully replaced the fuel fire furnace by an electric furnace at its Madhupur unit along with embarking on initiatives to introduce complementary products like beverage (tea and coffee) range. The Company is also aware of the severe competition emanating not only from the international players, but also on the domestic front, from the organised and unorganised sectors alike. These will have to be dealt with better through the formulation of a prudent strategy followed by effective implementation of the same. This will ensure that the Company's market share continues to grow at the projected rate.

## Outlook

With the economy recovering, in FY 15-16, the Company expects to continue with the momentum it had achieved in the previous year bearing unforeseen circumstances. To achieve this objective, actions have already been initiated to explore untouched markets, strengthen the distribution network, improve logistics, introduce new product designs and upgrade the quality of the existing portfolio, keeping the pricing tag at an affordable level for the benefit of its customers. Barring unforeseen circumstances, the attitude of the Company appears to be ebullient.

## Risks and concerns

Risk accompanies prospects. As a responsible corporate, it is the endeavour of the management to minimise the risks inherent in the business with the view to maximise returns from business situations.

At the heart of La Opala's risk mitigation strategy is a comprehensive and integrated risk management framework that comprises prudential norms, structured reporting and control. This approach ensures that the risk management discipline is centrally initiated by the senior management but prudently decentralized across the Company, percolating to managers at various levels helping them mitigate risks at the transactional level. At La Opala, the risk management team meets periodically to review the key risks which could impact the Company like the increase in global competition, availability of foreign products at low costs, volatile oil prices, and stiff competition from the unorganised sector. Consequently the same team formulates relevant de-risking initiatives and ensures their effective implementation in an ever-evolving external environment.

## Internal control systems and their adequacy

The internal control system is a set of rules, procedures and organisational structures that, through a process of identifying, measuring, managing and monitoring the main risks, allows the sound and fair operation of the Company in line with pre-established objectives. As such this process is aimed at pursuing the values of both procedural and substantial fairness, transparency and accountability, which are considered key factors for managing La Opala's business.

## Financial performance

The financial statements of La Opala have been prepared in compliance with the requirements of the Companies Act and the applicable Accounting Standards issued by the Institute of Chartered Accountants of India. During the year under review, income from operation amounted to ₹22,866.61 lac compared to ₹18,355.63 lac in 2013-14. Profit before tax for the FY 2014-15 amounted to ₹5,575.51 lac as compared to ₹4,076.05 lac in the previous year.

## Industrial relations

Overall the industrial relations of the Company during the year were cordial. Your Directors wish to place on record their sincere appreciation for the devoted services of all the employees and workers of the Company.

## Cautionary statement

Statements in the Management's Discussion and Analysis Report describing the Company's projection, estimates, expectations or predictions may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that would make a difference to the Company's operations include demand-supply conditions, raw material prices, change in governmental regulations, tax regimes, economic developments within the country and other factors such as litigation and labour negotiations.

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By order of the Board

Place : Kolkata  
Date : 12th May, 2015

**A. C. Chakraborti**  
*Chairman*

# INDEPENDENT AUDITOR'S REPORT

To  
the Members of  
La Opala RG Limited

## Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of La Opala RG Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

## Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("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 and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

## Opinion

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2015, and its profit and its cash flows for the year ended on that date.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the companies (Auditor's Report ) Order 2015 ("The Order") issued by the Central Government of India in terms of sub-section (11) of the section 143 of the Act, we give in the Annexure a statement on the matter specified in paragraph 3 and 4 of the Order , to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31st

March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 36(a) to the financial statements
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

**Doshi, Chatterjee, Bagri & Co.**  
**Chartered Accountants**  
**Firm Registration No.: 325197E**

**R. K. BAGRI**  
 Partner  
 Membership No. 51956

Kolkata  
 Date: May 12, 2015

**Annexure referred to in paragraph (1) of our Report of even date on “Other Legal and Regulatory Requirements” to the members of LA OPALA RG LIMITED on the accounts as at and for the year ended March 31, 2015**

- |  |   |
|--|---|
| <p>(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.</p> <p>(b) Fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies have been noticed on such verification.</p> <p>(ii) (a) The physical verification of inventory has been conducted at reasonable intervals by the management.</p> <p>(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.</p> <p>(c) On the basis of our examination of inventory records, we are of the opinion that the Company has maintained proper records of inventory. As far as we can ascertain and according to the information and explanations given to us, the discrepancies noticed on physical verification of inventory as compared to book stocks were not material and the same have been properly dealt with in the books of account.</p> <p>(iii) (a) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly paragraph 3 (iii) (a) and (b) of the order is not applicable.</p> | <p>(iv) There are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, no major weakness has been noticed in the underlying internal controls.</p> <p>(v) The Company has not accepted deposits from the public within the meaning of Section 73 or any other relevant provisions of the Companies Act, 2013. Accordingly, paragraph 3 (v) of the order is not applicable.</p> <p>(vi) The Central Government has prescribed maintenance of cost records under Section 148 (1) of the Act in respect of Electricity. We have broadly reviewed the accounts and records so maintained by the company and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We, however, have not made a detailed examination of such records with a view to determine whether they are accurate or complete.</p> <p>(vii) (a) The Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income tax, Sales-tax/ Value Added Tax, Service tax, Customs duty, Excise Duty, Cess and other applicable statutory dues with the appropriate authorities. No undisputed amounts payable in respect of aforesaid dues are there at the year end for a period of more than six months from the date they became payable.</p> |
|--|---|

- (b) According to the records of the Company and the information and explanation given to us, the dues outstanding in respect of income tax, sales tax, custom duty, wealth tax, service tax, excise duty and cess on account of dispute are as follows:

Name of the Statute	Nature of the Dues	Amount (₹)	Period to which it relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	4,88,552	2000-01	High Court, Kolkata
Income Tax Act, 1961	Income Tax	7,65,995	2007-08	Commissioner of Income Tax (Appeals) ,Kolkata
Income Tax Act, 1961	Income Tax	23,83,740	2011-12	-Do-
Central Excise Act, 1944	Excise Duty	70,49,481	2002-04	Customs, Excise & Service Tax Appellate Tribunal, Kolkata
Central Excise Act, 1944	Excise Duty	6,57,665	2002-04	-Do-
		58,59,993	2008-09	
Central Excise Act, 1944	Excise Duty	4,28,424	2009-10	-Do-

- (c) According to the records of the Company and the information and explanation given to us, the amount required to be transferred to Investor Education and Protection Fund has been transferred to such fund within time.
- (viii) The Company does not have accumulated losses at the end of the reporting financial year and has not incurred cash losses in the financial year and immediately preceding financial year.
- (ix) The Company has not defaulted in repayment of dues to banks. It has not taken any money from financial institution or debenture holders.
- (x) According to the information and explanations provided to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions. Accordingly, paragraph 3 (x) of the order is not applicable.
- (xi) The company has not taken any term loan. Accordingly, paragraph 3 (xi) of the order is not applicable.
- (xii) On the basis of our examination of books of account and according to the information and explanations provided to us by the management, we report that, no fraud on or by the Company has been noticed or reported during the course of our audit for the year ended March 31, 2015.

**Doshi, Chatterjee, Bagri & Co.**  
Chartered Accountants  
Firm Registration No.: 325197E

**R. K. BAGRI**  
Partner  
Membership No. 51956  
Kolkata  
Date: May 12, 2015

## BALANCE SHEET

AS AT MARCH 31, 2015

Particulars	Note No.	March 31,2015 ₹	March 31,2014 ₹
<b>I EQUITY AND LIABILITIES</b>			
<b>1 SHAREHOLDER'S FUND</b>			
a) Share Capital	2	11,10,00,000	10,59,75,320
b) Reserves And Surplus	3	1,74,25,40,207	87,22,70,759
		<b>1,85,35,40,207</b>	<b>97,82,46,079</b>
<b>2 NON - CURRENT LIABILITIES</b>			
a) Deferred Tax Liabilities (Net)	4	7,79,66,939	9,35,40,785
b) Other Long Term Liabilities	5	1,77,08,073	1,33,36,948
c) Long-term Provisions	6	9,33,011	25,48,615
		<b>9,66,08,023</b>	<b>10,94,26,348</b>
<b>3 CURRENT LIABILITIES</b>			
a) Short-term Borrowings	7	7,86,18,199	14,18,36,950
b) Trade Payables	8	4,53,41,899	3,49,35,351
c) Other Current Liabilities	9	11,01,37,660	11,50,95,032
d) Short-term Provisions	10	10,29,38,390	6,90,22,814
		<b>33,70,36,148</b>	<b>36,08,90,147</b>
<b>Total</b>		<b>2,28,71,84,378</b>	<b>1,44,85,62,574</b>
<b>II ASSETS</b>			
<b>1) NON-CURRENT ASSETS</b>			
a) Fixed Assets			
i) Tangible Assets	11	64,95,27,465	73,12,22,014
ii) Intangible Assets	12	-	-
iii) Capital Work-in-progress		-	2,20,20,320
iv) Capital Expenditure on Expansion Project (pending allocation)	13	5,56,27,308	-
b) Non-current Investments	14	8,79,983	8,79,983
c) Long-term Loans and Advances	15	10,24,46,874	5,13,80,194
		<b>80,84,81,630</b>	<b>80,55,02,511</b>
<b>2 CURRENT ASSETS</b>			
a) Current Investments	16	90,14,75,850	-
b) Inventories	17	29,21,59,542	28,34,06,722
c) Trade Receivables	18	23,27,94,092	21,47,59,148
d) Cash and Bank Balances	19	41,57,898	9,11,86,817
e) Short-term Loans and Advances	20	1,98,46,677	2,98,09,483
f) Other Current Assets	21	2,82,68,689	2,38,97,893
		<b>1,47,87,02,748</b>	<b>64,30,60,063</b>
<b>Total</b>		<b>2,28,71,84,378</b>	<b>1,44,85,62,574</b>
Summary of Significant Accounting Policies	1		

The notes referred to above form an integral part of the Financial Statements.

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

For DOSHI, CHATTERJEE, BAGRI & CO.  
Chartered Accountants  
Firm Registration No. 325197E

On behalf of the Board  
A C Chakrabortti Chairman

Sushil Jhunjunwala Vice Chairman & Managing Director

R. K. Bagri  
Partner  
Membership No: 51956  
Kolkata  
Date : May 12, 2015

Ajit Jhunjunwala Jt. Managing Director

Alok Pandey V P Finance & Secretary

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

Particulars	Note No.	2014-15 ₹	2013-14 ₹
<b>INCOME</b>			
Revenue from Operations (Gross)	22	2,28,66,61,853	1,83,55,63,334
Less: Excise Duty		5,33,59,390	5,69,78,698
<b>I Revenue from Operations (Net)</b>		<b>2,23,33,02,463</b>	<b>1,77,85,84,636</b>
<b>II Other Income</b>	23	<b>85,33,446</b>	<b>1,08,17,579</b>
<b>III TOTAL REVENUE (I+II)</b>		<b>2,24,18,35,909</b>	<b>1,78,94,02,215</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	24	39,93,54,925	37,06,31,187
Purchase of Traded Goods	25	81,40,422	-
(Increase)/Decrease in Inventories of Finished, Traded & Semi Finished Goods	26	11,42,229	3,25,65,771
Employee Benefits Expenses	27	26,21,30,479	21,77,40,183
Finance Costs	28	84,02,364	3,28,22,445
Depreciation and Amortization Expense	29	10,29,59,994	7,01,28,354
Other Expenses	30	90,21,54,258	65,79,09,633
<b>IV TOTAL EXPENSES</b>		<b>1,68,42,84,671</b>	<b>1,38,17,97,573</b>
<b>V Profit before Exceptional &amp; Extraordinary Items and Tax (III-IV)</b>		<b>55,75,51,238</b>	<b>40,76,04,642</b>
<b>VI Exceptional and Extraordinary Items</b>		<b>-</b>	<b>-</b>
<b>VII Profit Before Tax (V-VI)</b>		<b>55,75,51,238</b>	<b>40,76,04,642</b>
<b>Tax Expenses</b>			
Current Tax		14,97,00,000	9,31,00,000
Deferred Tax Charge / (Credit)		(1,14,78,613)	1,83,84,210
Tax adjustment for earlier years		19,59,110	(34,19,419)
<b>VIII Total Tax Expenses</b>		<b>14,01,80,497</b>	<b>10,80,64,791</b>
<b>IX Profit for the year (VII-VIII)</b>		<b>41,73,70,741</b>	<b>29,95,39,851</b>
<b>X Earning per Equity Share</b>	35		
{Nominal Value of Share ₹2}			
<b>Basic</b>		<b>7.66</b>	<b>5.65</b>
<b>Diluted</b>		<b>7.66</b>	<b>5.65</b>
Summary of Significant Accounting Policies	1		

The notes referred to above form an integral part of the Financial Statements.

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

For DOSHI, CHATTERJEE, BAGRI & CO.

Chartered Accountants

Firm Registration No. 325197E

On behalf of the Board

A C Chakraborti Chairman

Sushil Jhunjunwala Vice Chairman & Managing Director

R. K. Bagri

Partner

Membership No: 51956

Kolkata

Date : May 12, 2015

Ajit Jhunjunwala Jt. Managing Director

Alok Pandey V P Finance & Secretary

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

	March 31,2015 ₹	March 31,2014 ₹
<b>A Cash Flow from Operating Activities</b>		
Net Profit before Taxation and Extraordinary Items	55,75,51,238	40,76,04,642
Adjustment for :		
Depreciation	10,29,59,994	7,01,28,354
Provision for Doubtful Receivable & Advances	26,34,899	34,54,328
Irrecoverable receivables written off	15,04,749	2,11,566
Loss on sale of Fixed Assets(Net)	10,51,263	5,10,266
Interest Income	(19,71,822)	(14,37,644)
Interest Expenses	84,02,364	3,02,73,072
Dividend Income	(16,92,526)	(27,171)
Unspent Liability & unclaimed balances Written Back	(15,062)	-
Gain on Redemption of Current Investment	(14,79,411)	(47,77,240)
<b>Operating Profit before working capital changes</b>	<b>66,89,45,686</b>	<b>50,59,40,173</b>
Movements in Working Capital		
Decrease/(Increase) in Inventories	(87,52,820)	2,44,36,322
Decrease/(Increase) in Trade Receivables, Advances and Other Assets	(6,90,90,093)	(4,69,97,272)
Increase/(decrease) in Trade Payable and other liabilities	1,81,04,474	(27,83,563)
<b>Cash generated from operations</b>	<b>60,92,07,247</b>	<b>48,05,95,660</b>
Direct Taxes paid( net of Refunds)	(14,23,01,276)	(8,78,95,601)
<b>Net Cash from operating activities</b>	<b>46,69,05,971</b>	<b>39,27,00,059</b>
<b>B Cash flow from Investing activities</b>		
Purchase of Fixed Assets	(7,71,88,773)	(16,13,46,719)
Purchase of Investments	(1,40,11,39,546)	7,91,57,402
Sale of Investment	50,11,43,107	-
Sale of Fixed Assets	6,70,800	28,801
Dividend Received	16,92,526	27,171
Interest Received	15,13,346	10,20,758
<b>Net cash used in investing activities</b>	<b>(97,33,08,540)</b>	<b>(8,11,12,587)</b>
<b>C Cash flow from Financing activities</b>		
Proceeds from Issue of Shares (including Securities Premium)	55,27,14,800	-
Repayment of Borrowings	(6,32,18,751)	(15,52,82,632)
Interest Paid	(84,02,364)	(3,02,73,072)
Dividend paid (including dividend distribution tax)	(6,17,20,035)	(4,31,40,141)
<b>Net Cash used in Financing activities</b>	<b>41,93,73,650</b>	<b>(22,86,95,845)</b>
<b>Net Increase/(Decrease) in cash or cash equivalents (A+B+C)</b>	<b>(8,70,28,919)</b>	<b>8,28,91,627</b>
Cash or Cash equivalents at the beginning of the year	9,11,86,817	82,95,190
Cash or Cash equivalents at the end of the year	41,57,898	9,11,86,817
<b>Components of cash and cash equivalents as at</b>	<b>March 31,2015</b>	<b>March 31,2014</b>
Cash in hand	4,94,085	2,32,485
With banks	36,63,813	9,09,54,332
	<b>41,57,898</b>	<b>9,11,86,817</b>

The above Cash Flow Statement has been prepared under the indirect method set out in Accounting Standard on Cash Flow Statement(AS 3).

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

For DOSHI, CHATTERJEE, BAGRI & CO.  
Chartered Accountants  
Firm Registration No. 325197E

R. K. Bagri  
Partner  
Membership No: 51956  
Kolkata  
Date : May 12, 2015

On behalf of the Board  
A C Chakrabortti Chairman

Sushil Jhunjunwala Vice Chairman & Managing Director

Ajit Jhunjunwala Jt. Managing Director

Alok Pandey V P Finance & Secretary

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2015

### Note 1: Nature of Operations

La Opala RG Limited is a leading manufacturer and marketer of life style product in tableware segment. The company has spread the wings beyond domestic arena and ventured into leading market of the world.

### Note 1.1: Statement of Significant Accounting Policies

#### Basis of preparation of Financial Statements

The financial statements have been prepared in accordance with Generally Accepted Accounting Principles in India and comply with Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis except for subsidy, insurance claim and carbon credit, which are accounted for on cash/ acceptance basis due to uncertainty of realization.

The accounting policies, in all material aspects, have been consistently applied by the company and are consistent with those used in the previous year. The preparation of the financial statements in conformity with Generally Accepted Accounting Principles requires the management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of financial statements and income and expenses for the reporting period. Estimates and assumptions are reviewed on an ongoing basis.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. The Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

The significant accounting policies followed by the Company are stated below :

#### (A) Fixed Assets

Fixed assets except freehold land are stated at cost less accumulated depreciation and impairment losses. Freehold land is carried at cost of acquisition. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Fixed Assets are classified as tangible and intangible assets.

#### (B) Impairment of assets

The carrying amount of assets are reviewed at each balance sheet date to determine if there is any indication of impairment based on internal or external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount, which represents the greater of the net selling price of assets and their "value in use". The estimated future cash flows are discounted to their present value at the weighted average cost of capital. Reversal of impairment loss is recognized immediately as income in the Statement of Profit and Loss.

#### (C) Depreciation

Depreciation on tangible fixed assets is provided over the useful life of the fixed assets as specified in Schedule II of the Companies Act, 2013 by using Straight Line method. However, fixed assets costing less than ₹5,000 are fully depreciated in the year of addition.

Depreciation on additions / disposals during the year is provided on pro-rata basis with reference to the date of addition / disposal.

Residual value of all tangible and intangible assets is considered at 5% of the original cost.

Leased assets of the Company are amortized over the useful life / operating period of the lease following Accounting Standard (AS)-19.



## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2015

Intangible assets are amortised over useful life not exceeding 5 years.

### (D) Borrowing Costs

Borrowing Costs relating to acquisition/construction of qualifying assets are capitalized until the time of substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

### (E) Expenditure on New/Expansion Projects

Expenditure directly relating to the construction activity is capitalized. Pre-operative and indirect expenditure incurred during construction period is capitalized as part of indirect construction cost to the extent to which the expenditure is related to the construction or is incidental thereto. Income attributable to the project is deducted from the total of such expenditure.

### (F) Leases

#### Where the Company is the lessee

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged to Statement of Profit & Loss. Lease management fees, legal charges and other initial direct costs are capitalized.

Capitalized leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term.

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease rentals are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

### (G) Grants and Subsidies

Grants and subsidies from the government are recognized when there is reasonable assurance that the grant/subsidy will be received and all attaching conditions will be complied with.

When the grant or subsidy relates to an expense item, it is recognized as income over the periods necessary to match them on a systematic basis to the costs, which it is intended to compensate. Where the grant or subsidy relates to an asset, its value is deducted in arriving at the carrying amount of the related asset.

### (H) Investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the long term investments.

### (I) Inventories

Inventories are valued as follows:

Raw materials, components, stores and spares Lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are written down below cost if the finished products in which they will be incorporated are expected to be sold below cost. Cost is determined on first in first out (FIFO) / Weighted average basis.

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2015

Work-in-progress and finished goods Lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs to complete the sale.

In case of transfer of materials from one division to other, the transfer price is considered as the cost.

### (J) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

#### Sale of Goods

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, which generally coincides with delivery. The amount recognized is exclusive of Sales Tax, Value Added Tax and Service Tax.

#### Export Incentives

Export Incentives are accounted for on export of goods in the year of export if the entitlements can be estimated with reasonable accuracy and conditions precedent to claim are fulfilled.

#### Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

#### Dividends

Revenue is recognised when the shareholders' right to receive payment is established by the balance sheet date.

### (K) Foreign currency transaction

#### Foreign exchange transactions

Foreign currency transactions are recorded in reporting currency at the exchange rates prevailing at the date of the transactions. Realized gains/losses on foreign exchange transactions during the year are recognized in the Statement of Profit and Loss.

Monetary assets and liabilities denominated in foreign currency are translated at the year end rates and resultant gains/losses from foreign exchange translation are recognized in the Statement of Profit and Loss.

#### Forward Exchange Contracts not intended for trading or speculation purposes.

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

### (L) Employee Benefits

#### i. Short Term Employee Benefits.

Short term employee benefits, such as salaries, wages, performance incentives, etc. are recognized as an expense at actual amounts, in the Statement of Profit & Loss of the year in which the related service is rendered. Earned leave accrued during the year is paid after the end of the year and charged to the Statement of Profit & Loss. There is no carry forward of such leave.

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2015

### ii Post Employment Benefits

#### (a) Defined contribution plans

Defined contribution plans are Provident Fund Scheme, Employee State Insurance Scheme and Government administered Pension Fund Scheme for the employees. The company makes monthly contributions towards these funds / schemes, which are recognized in the Statement of Profit & Loss in the financial year to which they relate. There is no obligation other than the monthly contributions.

#### (b) Defined benefit plans

The company has a defined benefit plan for Post-employment benefit in the form of Gratuity for all employees. The plan is administered through Life Insurance Corporation of India (LIC). Liability for above defined benefit plan is provided on the basis of actuarial valuation, as at the Balance Sheet date, carried out by an independent actuary. The actuarial method used for measuring the liability is the Projected Unit Credit method. The company presents its gratuity liability as current and non-current based on actuarial valuation. The fair value of the plan asset is reduced from the gross obligation to disclose the obligation on net basis in the Balance Sheet. Actuarial gains / losses are recognized in the Statement of Profit & Loss of the year.

### (M) Income taxes

Tax expense comprises of current tax and deferred tax charge or release. Current income- tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income tax reflects the impact of current year's timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax asset arising on account of unabsorbed depreciation or carry forward tax losses are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The company writes down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably or virtually certain, as the case may be, that sufficient income will be available against which deferred tax asset can be realized.

Minimum Alternate Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal tax during the specified period. In the year in which MAT credit becomes eligible to be recognized as an asset, an asset is created by way of credit to the statement of profit and loss as MAT credit entitlement. The company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to that effect that the company will pay normal Income tax during the specified period.

### (N) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue, bonus element in a rights issue to existing shareholders, share split, and reverse share split (consolidation of shares).

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2015

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

### (O) Provisions

A provision is recognised when an enterprise has a present obligation as a result of past event that probably requires an outflow of resources to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

### (P) Contingencies

Liabilities, which are contingent in nature, are disclosed in the notes to accounts.

### Note 2: Share Capital

	As at 31st March 2015 ₹	As at 31st March 2014 ₹
<b>Authorised Shares</b>		
15,000,000 (15,000,000) Equity Shares of ₹10/- each	15,00,00,000	15,00,00,000
<b>Issued, Subscribed and Fully Paid Up Shares</b>		
5,55,00,000 Equity Shares of ₹2/- each		
(Previous year 1,05,97,532 Equity Shares of ₹10/- each)	11,10,00,000	10,59,75,320

#### Reconciliation of the Shares outstanding at the beginning and the end of the reporting period

	No. of Shares	₹	No. of Shares	₹
<b>Equity Shares</b>				
At the beginning of the year (Equity Share of face value ₹10/- each)	1,05,97,532	10,59,75,320	1,05,97,532	10,59,75,320
Addition on account of Private placement of 502,468 Equity Share of face value ₹10/- each	5,02,468	50,24,680	-	-
	1,11,00,000	11,10,00,000	1,05,97,532	10,59,75,320
Addition on account of Sub-Division of Equity Share of face value of ₹10/- each into 5 Equity Shares of face value of ₹2/-each.	4,44,00,000	-	-	-
At the end of the year Equity Share of face value of ₹2/- each (Previous year Equity Share of face value of ₹10/- each)	5,55,00,000	11,10,00,000	1,05,97,532	10,59,75,320

#### Further Issue of Share on Private Placement Basis

In terms of the approval of the shareholders in the Extra Ordinary General Meeting held on 27th August, 2014 the company has allotted 5,02,468 Equity Shares of ₹10/- each at an premium of ₹1,090/-per share on preferential basis to West Bridge Crossover Fund LLC in accordance with SEBI (ICD) Regulations, 2009. There is restriction on transferability of such shares which is for the period of one year from the last date of trading approval from all the stock exchanges which is September 18, 2014.

#### Sub-Division of Equity Shares

Pursuant to recommendation of the Board of Directors of the Company at its meeting held on 13th May 2014 and followed by approval of the members in the Annual General Meeting held on 13th August, 2014, each Equity Share of the face value of ₹10/- fully paid up was sub-divided into 5 (five) Equity shares of ₹2/- each fully paid up and the record date for Sub-Division was 25th September, 2014.

#### Rights attached to Equity Shares

The company has only one class of Equity Shares having a par value of ₹2/- per share (Previous year ₹10/-

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2015

per share). Each holder of Equity Shares is entitled to one vote per share. The shareholders are entitled for dividend declared by the company which is proposed by the Board of Directors and approved by the shareholders in the Annual General Meeting.

During the year ended 31st March 2015, the amount of dividend proposed per share to equity shareholders is ₹1.30 (31st March 2014: ₹5/-).

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after the distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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

	No. of Shares of ₹2/- Per Share	Percentage of holding	No. of Shares of ₹10/- Per Share	Percentage of holding
<b>Equity Shares of ₹10 each fully paid-up</b>				
1. Genesis Exports Limited	2,53,54,500	45.68%	50,70,900	47.85%
2. Ajit Jhunjunwala	71,93,000	12.96%	14,38,600	13.57%

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

### Note 3: Reserves & Surplus

	As at 31st March 2015 ₹	As at 31st March 2014 ₹
<b>Capital Reserve - Subsidy</b>	13,11,344	13,11,344
<b>Securities Premium Account</b>		
Balance as per last financial statement	1,43,37,340	1,43,37,340
Add : Received on Equity Shares issued during the year	54,76,90,120	-
	<b>56,20,27,460</b>	<b>1,43,37,340</b>
<b>General Reserve</b>		
Balance as per last financial statement	24,00,00,000	19,00,00,000
Add: Amount transferred from surplus balance in the Statement of Profit and Loss	7,50,00,000	5,00,00,000
	<b>31,50,00,000</b>	<b>24,00,00,000</b>
<b>Surplus in the Statement of Profit and Loss</b>		
Balance as per last financial statement	61,66,22,075	42,90,75,137
Add: Profit for the year	41,73,70,741	29,95,39,851
	<b>1,03,39,92,816</b>	<b>72,86,14,988</b>
Less: Adjustment on account of transitional provision of Schedule II of the Companies Act, 2013 for depreciation, net of deferred tax (Note 38)	(79,53,116)	-
	<b>1,02,60,39,700</b>	<b>72,86,14,988</b>
<b>Less: Appropriations</b>		
Proposed equity dividend [Amount per share ₹1.30 (31st March 2014: ₹5/-)]	7,21,50,000	5,29,87,660
Tax on Proposed equity dividend	1,46,88,297	90,05,253
Transfer to General Reserve	7,50,00,000	5,00,00,000
<b>Total Appropriations</b>	<b>16,18,38,297</b>	<b>11,19,92,913</b>
<b>Net Surplus in the Statement of Profit and Loss</b>	<b>86,42,01,403</b>	<b>61,66,22,075</b>
<b>Total Reserves and Surplus</b>	<b>1,74,25,40,207</b>	<b>87,22,70,759</b>

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2015

### Note 4: Deferred Tax Liabilities (Net)

	As at 31st March 2015 ₹	As at 31st March 2014 ₹
<b>Deferred Tax Liabilities</b>		
Timing differences on account of depreciation	8,17,97,388	9,69,19,879
<b>Gross Deferred Tax Liabilities</b>	<b>8,17,97,388</b>	<b>9,69,19,879</b>
<b>Deferred Tax Assets</b>		
Provision for Doubtful Debts	6,21,179	18,17,460
Expenses allowable under Income Tax on payments	32,09,270	15,61,634
<b>Gross Deferred Tax Assets</b>	<b>38,30,449</b>	<b>33,79,094</b>
<b>Net Deferred Tax Liability</b>	<b>7,79,66,939</b>	<b>9,35,40,785</b>

### Note 5: Other Long Term Liabilities

	As at 31st March 2015 ₹	As at 31st March 2014 ₹
Trade and other deposits	1,24,07,000	80,35,875
Others	53,01,073	53,01,073
<b>Total</b>	<b>1,77,08,073</b>	<b>1,33,36,948</b>

### Note 6: Long Term Provisions

	As at 31st March 2015 ₹	As at 31st March 2014 ₹
<b>Provision for Employee Benefits</b>		
Provision for Gratuity (Note 31)	9,33,011	25,48,615
<b>Total</b>	<b>9,33,011</b>	<b>25,48,615</b>

### Note 7: Short Term Borrowings

	As at 31st March 2015 ₹	As at 31st March 2014 ₹
Working Capital Borrowings from Banks (including demand loans) (Secured)	7,86,18,199	14,18,36,950

Working capital borrowing from banks is secured by hypothecation of entire current assets of the company.

The Rate of Interest payable on Working Capital Borrowing is 1.25% p.a. above the base rate at monthly rests.

### Note 8: Trade Payables

	As at 31st March 2015 ₹	As at 31st March 2014 ₹
Trade Payables (Refer Note 37 for details of dues to Micro and Small Enterprises)	4,53,41,899	3,49,35,351

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2015

### Note 9: Other Current Liabilities

	As at 31st March 2015 ₹	As at 31st March 2014 ₹
Customers's Credit balances and Advances	79,41,889	88,14,050
Investor Education and Protection fund will be credited by the following amounts (as and when due)		
Unclaimed Dividend	16,99,371	14,26,493
<b>Others</b>		
Payable against purchase of capital assets	67,06,683	1,52,52,608
Statutory dues payable	1,72,53,347	1,75,29,859
Payable to Employees	3,20,82,033	2,93,44,940
Other Payables	4,44,54,337	4,27,27,082
<b>Total</b>	<b>11,01,37,660</b>	<b>11,50,95,032</b>

### Note 10: Short Term Provisions

	As at 31st March 2015 ₹	As at 31st March 2014 ₹
<b>Provision for Employee Benefits</b>		
Provision for Gratuity (Note 31)	40,44,559	20,45,776
Provision for Leave Benefits	35,26,454	38,14,496
<b>Other Provisions</b>		
Provision for Taxation (Net of advances)	74,58,524	-
Provision for Excise Duty on Stock (Note 46)	10,70,556	11,69,629
Proposed Equity Dividend	7,21,50,000	5,29,87,660
Provision for tax on proposed equity dividend	1,46,88,297	90,05,253
<b>Total</b>	<b>10,29,38,390</b>	<b>6,90,22,814</b>



## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2015

### Note 11: Tangible Asset

Particulars	Freehold Land	Buildings	Plant and Equipments	Furniture & Fixtures	Vehicles	Office Equipments	Leasehold Land	(Amount in ₹)
								Total Tangible Assets
<b>Gross Block</b>								
As at 1 st April 2014	76,78,066 (76,78,066)	18,28,84,585 (17,26,05,202)	84,78,18,356 (73,93,72,444)	2,81,23,181 (2,23,66,215)	1,28,92,443 (1,29,34,777)	55,61,802 (54,66,585)	2,87,99,042 (2,87,99,042)	1,11,37,57,475 (98,92,22,331)
Addition	- (-)	2,44,17,216 (1,02,79,383)	1,05,19,274 (14,66,42,746)	4,09,339 (57,56,966)	13,70,051 (5,80,000)	2,28,574 (1,19,717)	- (-)	3,69,44,454 (16,33,78,812)
Disposals	- (-)	- (-)	54,08,340 (3,81,96,834)	- (-)	8,87,234 (6,22,334)	22,500 (24,500)	- (-)	63,18,074 (3,88,43,668)
As at 31st March 2015	76,78,066 (76,78,066)	20,73,01,801 (18,28,84,585)	85,29,29,290 (84,78,18,356)	2,85,32,520 (2,81,23,181)	1,33,75,260 (1,28,92,443)	57,67,876 (55,61,802)	2,87,99,042 (2,87,99,042)	1,14,43,83,855 (1,11,37,57,475)
<b>Depreciation/Amortization</b>								
Up to 31st March 2014	- (-)	4,99,52,641 (4,47,21,271)	31,18,18,689 (28,78,64,335)	1,16,38,892 (1,01,89,705)	32,29,656 (26,15,660)	33,35,139 (30,92,553)	25,60,444 (22,33,182)	38,25,35,461 (35,07,16,706)
Charge for the year	- (-)	69,74,914 (52,31,370)	9,05,31,681 (6,16,13,069)	28,86,692 (14,49,187)	18,11,807 (12,36,330)	4,27,638 (2,66,138)	3,27,262 (3,27,262)	10,29,59,994 (7,01,23,356)
On Disposals	- (-)	- (-)	22,94,062 (3,76,58,715)	- (-)	3,70,855 (6,22,334)	22,500 (23,552)	- (-)	26,87,417 (3,83,04,601)
Adjustment to Retained Earnings (Refer Note 38)	- (-)	6,53,174 (-)	1,01,91,624 (-)	82,615 (-)	- (-)	11,20,939 (-)	- (-)	- (-)
Up to 31st March 2015	- (-)	5,75,80,729 (4,99,52,641)	41,02,47,932 (31,18,18,689)	1,46,08,199 (1,16,38,892)	46,70,608 (32,29,656)	48,61,216 (33,35,139)	28,87,706 (25,60,444)	49,48,56,390 (38,25,35,461)
<b>Net Block</b>								
At 31 st March 2015	76,78,066	14,97,21,072	44,26,81,358	1,39,24,321	87,04,652	9,06,660	2,59,11,336	64,95,27,465
At 31 st March 2014	76,78,066	13,29,31,944	53,59,99,667	1,64,84,289	96,62,787	22,26,663	2,62,38,598	73,12,22,014

### Note 12: Intangible Asset

	Software	(Amount in ₹)
Total Intangible Assets		
	1,32,738	1,32,738
	(1,32,738)	(1,32,738)
	-	-
	(-)	(-)
	-	-
	(-)	(-)
	1,32,738	1,32,738
	(1,32,738)	(1,32,738)
	1,32,738	1,32,738
	(1,27,740)	(1,27,740)
	-	-
	(4,998)	(4,998)
	-	-
	(-)	(-)
	(-)	(-)
	1,32,738	1,32,738
	(1,27,740)	(1,27,740)
	-	-

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2015

### Note 13: Capital Expenditure on Expansion Project (Pending Allocation)

Particulars	As at 31 st March 2015 (₹) Sitarganj Opal	As at 31 st March 2014 (₹) Madhupur Opal
Building under construction	2,75,17,858	-
Machinery under erection	2,79,46,607	12,37,09,948
	5,54,64,465	12,37,09,948
<b>Incidental Expenditure pending allocation to Fixed Assets</b>		
Raw Material Consumed During Trial Run	-	50,98,209
Power & Fuel	-	1,01,34,793
Salary, Wages & Staff Cost	1,36,020	60,07,837
Finance Cost	-	-
Other Expenses	26,823	2,45,200
Less : Stock Obtained out of Trial Run	-	(34,24,373)
	5,56,27,308	14,17,71,614
Less : Capitalised during the year	-	(14,17,71,614)
<b>Total</b>	<b>5,56,27,308</b>	<b>-</b>

### Note 14: Non Current Investments

	As at 31st March 2015		As at 31st March 2014	
	Nos.	₹	Nos.	₹
Other than trade (valued at cost)				
Quoted Equity Shares				
Investment in Associates				
Equity shares of ₹10 each fully paid-up in Genesis Exports Ltd	75,330	8,79,983	75,330	8,79,983
		8,79,983		8,79,983
Aggregate amount of quoted investments		8,79,983		8,79,983
Market value of quoted investment *		*		*
Aggregate Provision for diminution in value of investments *		-		-

\* The equity shares of Genesis Exports Limited are listed but have not been traded since many years. However based on the Audited Accounts for the year 2013-14, the breakup value per share is ₹356/- which is much higher than the cost of acquisition.

### Note 15: Long term Loans and Advances

	As at 31st March 2015 ₹	As at 31st March 2014 ₹
<b>Capital Advances</b>		
Unsecured, considered good	7,64,46,721	2,66,03,536
Doubtful	1,41,600	1,41,600
	7,65,88,321	2,67,45,136
Less: Provision for doubtful advances	1,41,600	1,41,600
<b>Net Capital Advances</b>	<b>7,64,46,721</b>	<b>2,66,03,536</b>
<b>Security Deposits</b>		
(Unsecured, considered good)		
With related parties (Note 33)	40,00,000	40,00,000
With Others	1,99,11,759	1,79,61,484
	2,39,11,759	2,19,61,484

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2015

### Note 15: Long term Loans and Advances (contd.)

	As at 31st March 2015 ₹	As at 31st March 2014 ₹
<b>Advances recoverable in cash or in kind</b>		
Unsecured, considered good	14,10,579	16,02,400
Doubtful	10,65,000	2,25,000
	24,75,579	18,27,400
Less: Provision for doubtful advances	10,65,000	2,25,000
<b>Net Advances recoverable in cash or in kind</b>	<b>14,10,579</b>	<b>16,02,400</b>
<b>Other Advances</b>		
Advance payment of Tax (net of provisions) (under appeal)	6,77,815	12,12,774
<b>Total</b>	<b>10,24,46,874</b>	<b>5,13,80,194</b>

### Note 16: Current Investments

	As at 31st March 2015		As at 31st March 2014	
	No. of Units	₹	No. of Units	₹
<b>Other than trade (valued at lower of cost or fair value)</b>				
<b>Unquoted- Units of Mutual Funds</b>				
SBI Ultra Short Term Debt Fund - Daily Dividend	125907.657	12,62,29,303	-	-
Birla Sun Life Short Term Fund- Growth Regular Plan	4228527.144	21,00,00,000	-	-
Birla Sun Life Short Term Opportunities Fund	1201652.666	2,50,00,000	-	-
Frankline India Short term Income Plan - Retail Plan	65469.554	17,50,00,000	-	-
HDFC Short Term Opportunities Fund	3474200.586	5,00,00,000	-	-
HDFC Short Term Plan	3933260.437	10,00,00,000	-	-
SBI Short Term Debt Fund Regular Plan Growth	13761874.119	21,52,46,547	-	-
		90,14,75,850 <sup>@</sup>	-	-
<b>Aggregate amount of Unquoted investments</b>		<b>90,14,75,850</b>	-	-
<b>Aggregate Repurchase price of Unquoted investments</b>		<b>94,33,63,772</b>	-	-

@ Including Units aggregating to ₹19,40,66,090/- lying as lien with the Company's Bankers against letter of credit facility provided by them

### Note 17: Inventories (valued at lower of cost or net realisable value)

	As at 31st March 2015 ₹	As at 31st March 2014 ₹
Raw Materials	4,60,37,141	4,23,08,242
Finished Goods	1,66,13,953	1,76,83,398
Traded Goods	38,23,319	-
Semi Finished Goods	17,25,86,153	17,64,82,256
Packing Material	1,46,05,084	1,15,95,158
Stores (including Oil & Repair Stock)	3,60,17,153	3,24,07,163
Goods in Transit	24,76,739	29,30,505
<b>Total</b>	<b>29,21,59,542</b>	<b>28,34,06,722</b>
<b>Break up of Goods in Transit:</b>		
Raw Materials	12,82,393	9,12,293
Stores (including Oil & Repair Stock)	11,94,346	20,18,212
	<b>24,76,739</b>	<b>29,30,505</b>

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2015

### Note 18: Trade Receivables

	As at 31st March 2015 ₹	As at 31st March 2014 ₹
Outstanding for a period exceeding six months from the date they are due for payment		
Secured , considered good	85,584	1,57,656
Unsecured, considered good	12,33,263	43,76,455
Unsecured, considered doubtful	17,94,899	53,47,044
	<b>31,13,746</b>	<b>98,81,155</b>
Less - Provision for doubtful receivables	17,94,899	53,47,044
(A)	<b>13,18,847</b>	<b>45,34,111</b>
Other receivables		
Secured , considered good	1,23,21,416	76,38,399
Unsecured, considered good	21,91,53,829	20,25,86,638
(B)	<b>23,14,75,245</b>	<b>21,02,25,037</b>
<b>Total (A+B)</b>	<b>23,27,94,092</b>	<b>21,47,59,148</b>

### Note 19: Cash and Bank Balances

	As at 31st March 2015 ₹	As at 31st March 2014 ₹
Cash and Cash Equivalents		
Cash in hand	4,94,085	2,32,485
Balance with Banks:		
On Current Account	8,54,651	8,88,65,746
Other Bank Balances		
On Unpaid Dividend Account	16,99,371	14,26,493
Margin Money Deposit Account	11,09,791	6,62,093
<b>Total</b>	<b>41,57,898</b>	<b>9,11,86,817</b>

### Note 20: Short term Loans and Advances

	As at 31st March 2015 ₹	As at 31st March 2014 ₹
Advances recoverable in cash or kind		
Unsecured, Considered good	1,48,04,887	1,63,04,533
Unsecured, Considered doubtful.	7,37,057	7,37,057
	<b>1,55,41,944</b>	<b>1,70,41,590</b>
Less: Provision for Doubtful Advances	7,37,057	7,37,057
<b>Net Advances Recoverable in cash or kind</b>	<b>1,48,04,887</b>	<b>1,63,04,533</b>
Other Advances		
Advance Payment of Tax (Net of provision)	-	13,64,348
Balances with Excise and other Revenue Authorities	50,41,790	1,21,40,602
	<b>1,98,46,677</b>	<b>2,98,09,483</b>

### Note 21: Other Current Assets

	As at 31st March 2015 ₹	As at 31st March 2014 ₹
Unsecured, Considered good		
Interest accrued on Deposits	13,35,823	8,77,347
Export Incentives Receivable	2,30,97,575	1,70,61,022
Licence in Hand	38,35,291	59,59,524
<b>Total</b>	<b>2,82,68,689</b>	<b>2,38,97,893</b>

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2015

### Note 22: Revenue from Operations

	2014-15		2013-14	
		₹		₹
<b>Revenue from Operations</b>				
<b>Sale of Products</b>				
Glass & Glassware		2,24,00,91,403		1,80,01,51,100
Electricity		31,42,005		32,44,120
<b>Other Operating Revenue</b>				
Scrap Sales	46,00,028		15,29,496	
Carbon Credits	13,13,815		-	
Export Incentives	3,75,14,602	4,34,28,445	3,06,38,618	3,21,68,114
<b>Revenue from Operations (Gross)</b>		<b>2,28,66,61,853</b>		<b>1,83,55,63,334</b>
Less: Excise Duty		5,33,59,390		5,69,78,698
<b>Revenue from Operations (Net)</b>		<b>2,23,33,02,463</b>		<b>1,77,85,84,636</b>

### Note 23: Other Income

	2014-15 ₹	2013-14 ₹
Interest	19,71,822	14,37,644
Gain on Forward Contract	1,19,693	-
Dividend on Current Investments	16,92,526	27,171
Recovery / adjustments against Provision for Doubtful Receivable	23,30,045	7,77,271
Unspent Liability & unclaimed balances Written Back	15,062	23,22,032
Insurance & Other Claims	2,17,611	4,38,467
Gain on Redemption of Current Investments	14,79,411	47,77,240
Miscellaneous Receipts	7,07,276	10,37,754
<b>Total</b>	<b>85,33,446</b>	<b>1,08,17,579</b>

### Note 24: Cost of Materials Consumed

	2014-15 ₹	2013-14 ₹
<b>Raw Materials</b>		
Inventory at the beginning of the year	4,23,08,242	3,74,57,382
Add: Purchases	27,18,31,933	26,24,16,164
	31,41,40,175	29,98,73,546
Less: Inventory at the end of the year	4,60,37,141	4,32,20,535
Less : Trial Run Production	-	50,98,209
<b>Raw Materials Consumed (A)</b>	<b>26,81,03,034</b>	<b>25,15,54,802</b>
<b>Packing Materials Consumed</b>		
Inventory at the beginning of the year	1,15,95,158	95,12,804
Add: Purchases	13,42,61,817	12,11,58,739
	14,58,56,975	13,06,71,543
Less: Inventory at the end of the year	1,46,05,084	1,15,95,158
<b>Packing Materials Consumed (B)</b>	<b>13,12,51,891</b>	<b>11,90,76,385</b>
<b>Materials Consumed (A+B)</b>	<b>39,93,54,925</b>	<b>37,06,31,187</b>
<b>Details of Raw Materials Consumed</b>		
Transfer paper	7,35,96,042	5,92,12,887
Borax Pantahydrate / Boric Acid	3,36,52,084	2,63,84,315
Others	16,08,54,908	16,59,57,600
	<b>26,81,03,034</b>	<b>25,15,54,802</b>
<b>Details of Inventory of Raw Materials</b>		
Transfer paper	1,52,25,071	1,31,02,111
Borax Pantahydrate / Boric Acid	72,17,706	35,78,712
Others	2,35,94,364	2,65,39,712
	<b>4,60,37,141</b>	<b>4,32,20,535</b>

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2015

### Note 25: Details of purchase of traded goods

	2014-15 ₹	2013-14 ₹
Glass & Glassware	81,40,422	-

### Note 26: (Increase)/Decrease in Inventories

	2014-15 ₹	2013-14 ₹
<b>Inventories at the beginning of the year (Glass &amp; Glassware)</b>		
Traded goods	-	-
Semi finished Goods	17,64,82,256	16,15,67,780
Finished Goods	1,76,83,398	6,17,39,272
	19,41,65,654	22,33,07,052
<b>Add: Stock obtained out of trial run</b>	-	34,24,373
	19,41,65,654	22,67,31,425
<b>Less: Inventories at the end of the year (Glass &amp; Glassware)</b>		
Traded goods	38,23,319	-
Semi finished Goods	17,25,86,153	17,64,82,256
Finished Goods	1,66,13,953	1,76,83,398
	19,30,23,425	19,41,65,654
<b>(Increase)/Decrease</b>	11,42,229	3,25,65,771

### Note 27: Employee Benefits Expenses

	2014-15 ₹	2013-14 ₹
Salaries, Wages, Bonus, Incentives & Leave pay	23,82,04,850	19,80,60,396
Contribution to Provident and other fund	1,40,67,231	1,25,07,880
Gratuity (Note 31)	50,20,618	24,00,128
Staff Welfare Expenses	48,37,780	47,71,779
<b>Total</b>	26,21,30,479	21,77,40,183

### Note 28: Finance Costs

	2014-15 ₹	2013-14 ₹
Interest	55,06,288	3,02,73,072
Other Finance Charges	28,96,076	25,49,373
<b>Total</b>	84,02,364	3,28,22,445

### Note 29: Depreciation and Amortization Expense

	2014-15 ₹	2013-14 ₹
Depreciation of Tangible Assets	10,29,59,994	7,01,23,356
Amortization of Intangible Assets	-	4,998
<b>Total</b>	10,29,59,994	7,01,28,354

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2015

### Note 30: Other Expenses

	2014-15		2013-14	
	₹	₹	₹	₹
Stores and spares consumed		4,67,60,412		4,15,48,398
Increase/(Decrease) of excise duty on inventories		(99,073)		(66,72,224)
Power & Fuel		24,43,78,204		24,23,43,929
Freight and forwarding charges		5,77,83,409		4,59,16,171
Rent and Hire Charges		41,12,865		35,22,684
Rates & Taxes		37,36,957		17,84,357
Insurance		18,42,790		16,73,264
<b>Repair and Maintenance</b>				
Plant & Machinery	7,63,30,970		75,17,422	
Building	21,62,730		22,01,743	
Others	24,03,024	8,08,96,724	18,24,284	1,15,43,449
Advertisement and Sales Promotion		34,95,79,579		20,75,00,594
Brokerage & Commission		23,44,526		16,07,936
Transit Loss		52,46,936		43,83,463
Travelling and conveyance		1,94,17,937		1,80,57,404
Legal and professional fees		82,02,826		94,68,268
Directors' sitting fees		7,25,000		2,50,000
<b>Payment to Auditor</b>				
As Auditor	7,30,000		6,70,000	
In other capacity for Cerificates	15,000	7,45,000	15,000	6,85,000
Loss on sale of fixed assets (Net)		10,51,263		5,10,266
Irrecoverable debts / advances written off	45,21,748		2,11,566	
Less : Adjusted against Provision	30,16,999	15,04,749	-	2,11,566
Provision for Doubtful Receivables & Advances		26,34,899		34,54,328
Loss on sale of DEPB Licences		3,30,668		87,729
Donation		1,35,000		6,64,000
Discount		1,60,48,625		1,49,07,478
Directors' Commission		2,96,27,562		2,19,05,232
Loss on Exchnage Fluctuations (Net)		8,50,587		78,74,716
Jharkhand Sales Tax		4,09,763		49,83,057
Expenses on Corporate Social Responsibility		27,76,275		-
Miscellaneous Expenses		2,11,10,775		1,96,98,568
<b>Total</b>		90,21,54,258		65,79,09,633

### Note 31: Disclosure under AS-15

Employees Benefits in form of gratuity has been measured on the Projected Unit Credit Method on the basis of actuarial valuation. The actuarial valuation of Gratuity has been done on the following assumptions:

	2014-15	2013-14
Discount Rate	8%	8.25%
Rate of increase in compensation level	5%	5%
Rate of Return on plan assets	8%	9%
Expected Average remaining working lives of employees (years)	12.60 to 25.04	14.07 to 25.33
<b>Change in the present value of obligation</b>		
Present value of obligation (Opening)	295,68,571	266,58,316
Current Service Cost	26,48,252	21,34,018
Interest cost	25,80,296	25,28,804
Actuarial (gains)/losses	20,63,589	(1,84,559)
Benefits paid	(18,90,632)	(15,68,008)
Present value of obligation (Closing)	349,70,076	295,68,571



## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2015

### Note 31: Disclosure under AS-15 (contd.)

	2014-15	2013-14
<b>Change in the Fair Value of Plan Assets</b>		
Fair value of Plan Assets (Opening)	249,74,180	243,37,882
Expected Return on Plan Assets	21,92,644	22,19,043
Actual Company contribution	46,37,439	1,26,171
Actuarial Gains / (Loss)	78,875	(1,40,908)
Benefits paid	(18,90,632)	(15,68,008)
Fair value of Plan Assets (Closing)	299,92,506	249,74,180
<b>Reconciliation of present value of obligation and the fair value of Plan Assets</b>		
Present value of Closing funded obligation	349,70,076	278,65,653
Present value of Closing unfunded obligation	-	17,02,918
<b>TOTAL</b>	349,70,076	295,68,571
Fair value of plan assets (closing) (to the extent funded)	299,92,506	249,74,180
Unfunded Net Liability recognized in the Balance Sheet	49,77,570	45,94,391
<b>Classification of gratuity liability</b>		
As Long Term Provision	9,33,011	25,48,615
As Short Term Provision	40,44,559	20,45,776
<b>TOTAL</b>	49,77,570	45,94,391
<b>Expenses recognized in the Statement of Profit and Loss</b>		
Current Service Cost	26,48,252	21,34,018
Interest cost	25,80,296	25,28,804
Expected Return on Plan Asset	(21,92,644)	(22,19,043)
Actuarial Losses /(Gains) on Obligation	20,63,589	(1,84,559)
Actuarial Losses /(Gains) on Plan Asset	(78,875)	1,40,908
Total Expenses recognized in Statement of Profit & Loss	50,20,618	24,00,128

#### Notes:

1. Expected rate of return on plan assets is based on the actuarial expectation of the average long-term rate of return expected on investment of the fund during the estimated term of the obligation.
2. The estimates of future salary increase takes into account the inflation, seniority, promotion and other relevant factors on long term basis.
3. The Company expects to contribute ₹49.78 Lacs (Approx.) during the year 2015-16.
4. Amount for the current year and previous four years are as follows:

	2014-15	2013-14	2012-13	2011-12	2010-11
<b>Defined Benefits Obligations :</b>					
Unfunded	-	17.03	12.67	10.10	8.64
Funded	349.70	278.65	253.91	232.72	202.93
	<b>349.70</b>	<b>295.68</b>	<b>266.58</b>	<b>242.82</b>	<b>211.57</b>
Fair Value of Plan Assets	299.92	249.74	243.38	77.61	73.36
Deficit	<b>49.78</b>	<b>45.94</b>	<b>23.20</b>	<b>165.21</b>	<b>138.21</b>
<b>Experience Adjustments</b>					
Defined Benefit Obligation	7.59	1.85			
Fair Value of Plan Assets	0.79	(1.41)			

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2015

### Note 32: Segment Information

The company mainly deals in one product – glass and glassware. As such, it does not have reportable business segment. For the purpose of geographical segments, the consolidated sales are divided into India and other countries. The following table shows the distribution of the Company's consolidated sales by geographical market, regardless of where the goods were produced:

#### a) Revenue From Operations

	2014-15 ₹	2013-14 ₹
Outside India	37,94,55,971	34,31,17,225
Within India	186,37,77,437	146,02,77,995
<b>Total</b>	<b>224,32,33,408</b>	<b>180,33,95,220</b>

#### b) Carrying amount of Trade Receivable

	2014-15 ₹	2013-14 ₹
Outside India	4,41,50,430	4,29,96,757
Within India	18,86,43,662	17,17,62,391
<b>Total</b>	<b>23,27,94,092</b>	<b>21,47,59,148</b>

c) The company has common fixed assets for producing goods for domestic and export markets. Hence, separate figures for fixed assets / additions to fixed assets are not furnished.

### Note 33: Related Party Disclosure

Associates	Genesis Exports Ltd.
Enterprises where control exists	Ishita Housing ( P ) Ltd SKJ Estate (P) Ltd. Anuradha Designers ( P ) Ltd
Key Management Personnel	Sushil Jhunjhunwala - Vice Chairman & Managing Director Ajit Jhunjhunwala - Joint Managing Director Nidhi Jhunjhunwala - Executive Director
Relatives of key management personnel	Shruti Kishorepuria and Himanshu Jhunjhunwala. (Ceased to be employee with effect from 01-04-2014)

	Associates		Key Management Personnel		Relatives of Key Management Personnel	
	2014-15 (₹)	2013-14 (₹)	2014-15 (₹)	2013-14 (₹)	2014-15 (₹)	2013-14 (₹)
Remuneration	-	-	5,57,90,573	4,14,44,892	-	15,91,586
Rent paid	34,50,000	30,00,000	-	-	-	-
Dividend Paid	2,53,54,500	1,77,48,150	79,42,500	55,60,100	8,40,000	5,88,000
<b>Balance outstanding as at the year end:</b>						
Receivable	40,00,000	40,00,000	-	-	-	-
Payable	-	-	2,35,06,815	1,77,21,581	-	2,87,708

As the future liability of Gratuity is provided on actuarial basis for the company as whole, the amount pertaining to the related parties is not included above.

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2015

### Note 34: Lease

In case of asset taken on lease:

#### Operating Lease:

Land at Sitargunj was taken on lease during 2006-07 for 90 years. The annual lease rent is required to be paid @ ₹5/- per sq. mtr. The total area of land is 40,497.19 sq. mtr.

Office premises at Kolkata and Delhi have been obtained on non cancelable operating lease. The monthly rent payable is ₹287,500 per month payable as per the agreement dated 1st April 2014 which has been entered for a period of 3 years. There are no restrictions imposed on lease arrangements. There is no sub lease.

	Operating Lease	
	2014-15 ₹	2013-14 ₹
Lease payment for the year	36,52,485	32,02,485
Minimum Lease payment not later than 1 year	36,52,485	36,52,485
Later than one year but not later than Five years	77,09,940	77,09,940
Later than Five years	1,53,88,410	1,57,93,380

### Note 35: Earning per Share (EPS)

	2014-15 ₹	2013-14 ₹
Net Profit as per statement of Profit and Loss	41,73,70,741	29,95,39,851
Weighted average number of Equity Shares outstanding [Equity Share of ₹2/- each]	5,44,53,192	5,29,87,660
Earnings per Share (Basic and Diluted) (₹)	7.66	5.65
Nominal Value of shares (₹)	2	2
For the purpose of EPS calculation, previous year's equity shares outstanding has been adjusted to the effect of sub-division of equity shares done during the year.		

### Note 36(a): Contingent Liabilities not provided for

	As at 31st March 2015 ₹	As at 31st March 2014 ₹
Letter of credit	15,57,47,285	1,24,64,372
Bank Guarantee	6,05,069	1,94,564
Disputed Income tax	36,38,287	27,05,486
Disputed Excise duty	1,39,95,563	1,39,95,563
Land Revenue	2,00,100	2,00,100

### Note 36(b):

Estimated amount of Contracts remaining to be executed on Capital Account and not provided for (Net of advances) is ₹33,63,13,894/- (₹2,31,78,468)

### Note 37: Micro, Small & Medium Enterprises

There were no dues outstanding to the suppliers as on 31.03.2015 registered under the Micro, Small and Medium Enterprises (Development) Act, 2006, to the extent such parties have been identified from the available documents / information. No interest in terms of such Act has either been paid or provided during the year.

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2015

### Note 38: Depreciation

Effective 01st April 2014, the company has revised the Depreciation rates of fixed assets, according to the useful lives specified in Schedule –II of the Companies Act, 2013, resulting into increase in depreciation charge for the year by ₹251.09 Lacs.

Further Depreciation on assets whose useful live has already been exhausted before 1st April 2014 (net of deferred tax impact thereon) has been adjusted to General Reserve amounting to the extent of ₹79,53,116/-.

### Note 39:

The funds received from further issue of equity shares on private placement basis during the year is being utilized for the purpose as approved by the shareholders.

### Note 40:

During the year, the Company has spent ₹27,76,275/- towards expenditure on Corporate Social Responsibility in accordance with Section 135 of the Companies Act, 2013 read with Schedule VII thereof.

### Note 41: Earnings in foreign currency

	2014-15 ₹	2013-14 ₹
Exports at F.O.B. Value	37,75,65,782	34,24,70,080
Others	4,72,298	1,54,901
	<b>37,80,38,080</b>	<b>34,26,24,981</b>

### Note 42: Expenditure in foreign currency

	2014-15 ₹	2013-14 ₹
Travelling	34,63,643	32,10,138
Technical Fee	19,83,818	10,46,943
Others	26,13,131	19,63,903
	<b>80,60,592</b>	<b>62,20,984</b>

### Note 43: Value of imports calculated on CIF basis

	2014-15 ₹	2013-14 ₹
Raw materials	5,43,42,448	5,42,59,327
Traded Goods	60,20,878	-
Components, Refractories and spare parts	6,22,45,071	3,33,94,991
Capital goods	3,18,909	8,34,66,630
	<b>12,29,27,306</b>	<b>17,11,20,948</b>

### Note 44: Imported and indigenous raw materials, components and spare parts consumed

	Percentage of total consumption		Value (₹)	
	2014-15	2013-14	2014-15	2013-14
<b>Raw Materials</b>				
Imported	24	26	6,56,69,732	6,56,39,297
Indigenous	76	74	20,24,33,302	18,59,15,505
	<b>100</b>	<b>100</b>	<b>26,81,03,034</b>	<b>25,15,54,802</b>
<b>Stores &amp; Spare Parts</b>				
Imported	42	39	1,95,64,043	1,63,24,118
Indigenous	58	61	2,71,96,369	2,52,24,280
	<b>100</b>	<b>100</b>	<b>4,67,60,412</b>	<b>4,15,48,398</b>

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2015

**Note 45(a):** Particulars of unhedged foreign currency exposure as at the year end is as follows:

Particulars	Currency				
	AED	Pound	Euro	USD	₹
Trade Receivables	-	9,191	14,378	6,63,695	4,33,61,363
	(-)	(-)	(37,175)	(6,44,052)	(4,24,19,287)
Trade & Other Payables	-	690	436	3,372	3,07,885
	(-)	(1,02,000)	(-)	(-)	(1,01,84,680)
Advance from Customers	100	-	-	93,641	58,62,709
	(100)	(3,650)	(-)	(1,18,364)	(74,79,715)
Advance to Suppliers	-	-	42,055	39,595	53,17,437
	(-)	(32,820)	(-)	(95,645)	(90,25,316)
Advance against Capital Goods	-	1,11,000	2,82,400	90,506	3,49,92,740
	(-)	(-)	(-)	(-)	(-)

**Note 45(b):** There is no forward contract outstanding at the year end.

**Note 46.** In accordance with Accounting Standard 29 on "Provisions, Contingent Liabilities and Contingent Assets" the following provisions are in the books of accounts as at March 31st, 2015.

Description	As at 01.04.2014	Additions during the year	Utilized/ Reversed during the year	As at 31.03.2015
Provision for Excise Duty	11,69,629	10,70,556	11,69,629	10,70,556
	(78,41,853)	(11,69,629)	(78,41,853)	(11,69,629)

### Note 47: Previous year's figures

Previous year's figures, which are given in brackets, have been regrouped or reclassified, wherever necessary.

Signatories to Notes 1 to 47

For DOSHI, CHATTERJEE, BAGRI & CO.  
Chartered Accountants  
Firm Registration No. 325197E

R. K. Bagri  
Partner  
Membership No: 51956  
Kolkata  
Date : May 12, 2015

On behalf of the Board  
A C Chakrabortti Chairman

Sushil Jhunjunwala Vice Chairman & Managing Director

Ajit Jhunjunwala Jt. Managing Director

Alok Pandey V P Finance & Secretary

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