



**50TH ANNUAL REPORT  
2019 - 2020**

**BOARD OF DIRECTORS**

MR. SUSHEEL G. SOMANI

MR. RAJENDRA SOMANI

MR. ADARSH SOMANI

MR. B. K. TOSHNIWAL

MR. VINOD MIMANI

MR. K.G. GUPTA

MR. N. GANGA RAM

MRS. SUJATA PAREKH KUMAR

MR. VARUN SOMANI

MR. VIJAY BHATIA

MRS. MAMTA BIYANI

MR. VIKRAM PAREKH

Chairman

Managing Director

Joint Managing Director

Executive Director

Independent Director

Independent Director

Independent Director

Director

Director

Independent Director

Independent Director

Independent Director

**COMPANY SECRETARY**

MR. SANJAY JAIN

**CHIEF FINANCIAL OFFICER**

MR. B. M. Gaggar

**BANKERS**

RBL Bank Limited

Kotak Mahindra Bank Limited

Central Bank of India

Punjab National Bank

**STATUTORY AUDITORS**

S G N &amp; Co.

Chartered Accountants, Mumbai

**SECRETARIAL AUDITOR**

Ms. Nirali Mehta,

Practicing Company Secretary

**COST AUDITOR**

M/s Dilip M. Malkar &amp; Co.

Cost Accountants

**REGISTERED OFFICE**1076, DR. E. MOSES ROAD,  
WORLI, MUMBAI - 400 018.

CIN-L28100MH1968PLC014156

Email: share@ocl-india.com

Website : www.oriconenterprises.com

Tel. No. : +91-22-43662200

Fax No. : +91-22-24963055

**WORKS**VILLAGE - SAVROLI,  
KHOPOLI - 410 203.M.I.D.C., MURBAD,  
DIST. THANE.Kundiam Industrial Estate  
Kundiam, Goa.IDCO, KHORDA  
ODISHA

<b>CONTENTS</b>	<b>PAGE NO.</b>
Notice of AGM	2-9
Directors' Report	10-15
Annexure to Directors' Report	16-30
Management Discussion & Analysis Report	31-32
Corporate Governance Report & Secretarial Audit Report	33-49
Business Responsibility Report	50-55
Certificates	56-57
Statutory Auditor's Report	58-63
Balance Sheet, Statement of Profit and Loss, Cash Flow	64-67
Notes to the Financial Statement	68-123
Statutory Auditors' Report on Consolidated Accounts	124-129
Consolidated Balance Sheet, Statement of Profit & Loss, Cash Flow	130-133
Notes to the Consolidated Financial Statement	134-197

## ORICON ENTERPRISES LIMITED

CIN-L28100MH1968PLC014156

Registered office: 1076 Dr E Moses Road, Worli, Mumbai – 400018

e-mail : share@ocl-india.com; Website: www.oriconenterprises.com

Tel. No. +91-22-43662200; Fax No. +91-22-24963055

### NOTICE

Notice is hereby given that the **Fiftieth** Annual General Meeting of the Company will be held on **Wednesday, September 23, 2020** at **3.00pm** through Video Conferencing (VC) or Other Audio Visual means (OAVM) to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the year ended March 31, 2020 together with the Report(s) of Board of Directors and Auditors thereon and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2020 and the report of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted”.

2. To reappoint Mr. Susheel G. Somani (DIN: 00601727), who retires by rotation and being eligible, offers himself for re- appointment as Director and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Susheel G. Somani (DIN: 00601727), who retires by rotation at this meeting be and is hereby reappointed as a Director of the Company.”

3. To reappoint Mr. Varun Somani (DIN: 00015384), who retires by rotation and being eligible, offers himself for re- appointment as Director and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Varun Somani (DIN: 00015384), who retires by rotation at this meeting be and is hereby reappointed as a Director of the Company.”

#### SPECIAL BUSINESS

4. **To consider and if thought fit to pass the following resolution with or without modification(s) as an Ordinary Resolution for ratification of remuneration of Cost Auditor:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment(s) thereof for the time being in force), the annual remuneration of Rs. 1,00,000 (Rupees One Lakh Only), as approved by the Board of Directors, to be paid to M/s Dilip M Malkar, Cost Accountants (Firm Registration No: 101222) appointed by the Board of Directors as Cost Auditor of the Company to conduct audit of its cost records of the Company for the financial year ending 31st March 2021, be and is hereby ratified.

**By order of the Board  
For Oricon Enterprises Limited**

**Sanjay Jain  
Company Secretary  
(PAN: AAIPJ2491G)**

**Place: Mumbai  
Date: 26 June, 2020  
Registered office:  
1076, Dr. E. Moses Road,  
Worli, Mumbai – 400018**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business as set out in the notice is annexed thereto.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from 13 September, 2020 to 23rd September, 2020 (both days inclusive) for the purpose of Annual General Meeting.
3. Brief profile of the Director proposed to be re-appointed is annexed and forms part of Notice of Annual General Meeting.
4. Pursuant to provisions of Section 124 and 125 of the Companies Act, 2013, dividends which remain unpaid or unclaimed for a period of 7 years, will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Members who have not encashed the dividend warrants for the Financial Year 2012-13 and/or any subsequent year(s) are requested to write to the Company. It may be noted that once the unclaimed dividend is transferred, on the expiry of seven years, to the Investor Education and Protection Fund, as stated herein, no claim with the Company shall lie in respect thereof.
5. Members are requested to intimate change in their address, if any, to the Company / R & T Agent.
6. Considering the present COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) pursuant to Circular No. 20/2020 dated 5th May, 2020 read with circular No. 14/2020 dated 8th April, 2020 and Circular No. 17/2020 dated 13th April, 2020 (“MCA Circulars”) and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), permitted holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of Members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM in compliance with the provisions of the Companies Act, 2013, (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars. The deemed venue for the AGM shall be the registered office of the Company.
7. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence proxy form and attendance slip are not annexed to this Notice.
8. The Registered Office of the Company shall be deemed to be the venue of the Annual General Meeting. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
9. Institutional/Corporate Members (i.e. other than individuals/ HUF/ NRI, etc.) are required to send a scanned copy of its Board Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the scrutinizer by e-mail at [nirali@mindspright.co.in](mailto:nirali@mindspright.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [share@ocl-india.com](mailto:share@ocl-india.com).
10. Participation through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.
11. Members seeking any information with regard to Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which directors are interested under Section 189 of the Act, and relevant documents referred to in the accompanying notice and in explanatory statement are requested to write to the Company at [share@ocl-india.com](mailto:share@ocl-india.com) on or before 19th September, 2020. The same will be replied suitably by the Company.
12. Members holding shares as on 18th September, 2020 shall be entitled to vote at the Annual General Meeting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
13. The Company has engaged the services of National Securities Depositories Limited (NSDL) to provide video conferencing facility and e voting facility for the AGM.

**Electronic Dispatch of Annual Report and Process for Registration of Email ID for obtaining copy of Annual Report, USER ID & Password for E-voting:**

14. In compliance with the aforesaid MCA circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose e-mail address are registered with the Company’s Registrar and Share Transfer Agent/ Depositories. Members may note that the Notice and Annual Report

2019-20 will also be available on the Company's website [www.oriconenterprises.com](http://www.oriconenterprises.com), websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

15. Members who have not registered their e-mail addresses are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company with details of folio number and attaching a self-attested copy of PAN Card at [share@ocl-india.com](mailto:share@ocl-india.com) or to Bigshare Services Private Limited at [jibu@bigshareonline.com](mailto:jibu@bigshareonline.com)/ [vinod.y@bigshareonline.com](mailto:vinod.y@bigshareonline.com).

**Procedure to raise question(s)/seek clarifications with respect to Annual Report:**

16. Queries proposed to be raised at the Annual General Meeting may be sent to the company by email at [share@ocl-india.com](mailto:share@ocl-india.com) at least three days prior to the date of Annual General Meeting. The same shall be replied suitably by the Company.

**Procedure/Instructions for members for attending the AGM through VC/OAVM are as under:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
4. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800-222-990 or contact Ms. Pallavi Mahatre, Manager NSDL at designated e-mail ID: [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or at telephone number +9122-24994545 or Ms. Sarita Mote, Assistant Manager, NSDL at the designated e-mail ID: [saritam@nsdl.co.in](mailto:saritam@nsdl.co.in) or at telephone number +9122-24994890.

**Voting through electronic means:**

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- II. The remote e-voting period commences on 20th September, 2020 (09:00 am) and ends on 22nd September, 2020 (5:00 pm). During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2020 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

**How do I vote electronically using NSDL e-Voting system?**

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

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

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

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

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

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

4. Your User ID details are given below :

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

5. Your password details are given below:

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

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com/).

- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  - 8. Now, you will have to click on "Login" button.
  - 9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

- 1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- 3. Select "EVEN" of company for which you wish to cast your vote.
- 4. Now you are ready for e-Voting as the Voting page opens.
- 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- 1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [nirali@mindspright.co.in](mailto:nirali@mindspright.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [share@ocl-india.com](mailto:share@ocl-india.com).
- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

- 1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [share@ocl-india.com](mailto:share@ocl-india.com)



In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to share@ocl-india.com

**The instructions for members for e-voting on the day of the AGM are as under:**

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

**Other Instructions**

1. The Company has appointed Ms. Nirali Mehta, Practicing Company Secretary, as scrutinizer for conducting the e-voting and remote e-voting process for the Annual General Meeting in a fair and transparent manner.
2. The Members who have cast their vote by remote e-voting may attend the meeting through VC/OAVM but shall not be entitled to cast their vote again.
3. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the Depositories as on the cut-off date i.e. 18th September, 2020 only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.
4. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 18th September, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.

5. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting through e-voting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM/ a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him/her in writing, who shall countersign the same and declare the result of the voting forthwith.
6. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.oriconenterprises.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange(s).

**By order of the Board  
For Oricon Enterprises Limited**

**Sanjay Jain  
Company Secretary  
(PAN: AAIPJ2491G)**

**Date: 26th June, 2020  
Place: Mumbai**

**Registered office:  
1076, Dr. E. Moses Road, Worli, Mumbai - 400018**

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

### Item No. 4

The Board of Directors, on recommendation of the Audit Committee, at their meeting held on 26th June, 2020, have approved the appointment and remuneration of M/s Dilip M Malkar, Cost Accountants as Cost Auditor of the Company to conduct cost audit of its cost records for the Financial Year ending 31st March, 2020 for an annual remuneration of Rs. 1,00,000/- (Rs. One Lakh Only).

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit & Auditors) Rules, 2014 the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company post their appointment by the Board.

Approval of the Members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the Notice for ratification of remuneration payable to the Cost Auditor as aforesaid.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members.

None of the other Directors and Key Managerial Personnel of the Company and/or their relatives, is concerned or interested, financially or otherwise, in the resolution as set out at Item no. 4 of the Notice.

### Annexure to Notice (Item No. 2&3)

Name of the Director	Mr. Varun Somani	Mr. Susheel G. Somani
Age	37 Years	79 Years
Date of Birth	27/09/1982	01/11/1941
Qualifications	BBA	M.sc
Nationality	Indian	Indian
Terms and conditions of appointment / re-appointment	Mr. Varun Somani, Non-Executive Director, retires by rotation at the forthcoming Annual General Meeting of the Company and being eligible offers himself for re-appointment	Mr. Susheel G. Somani, Non-Executive Director, retires by rotation at the forthcoming Annual General Meeting of the Company and being eligible offers herself for re-appointment.
Details of remuneration sought to be paid	NIL	NIL
Details of remuneration last drawn	NIL	NIL
Date of first appointment on the Board	14/08/2018	22/12/1969
Shareholding in the Company	51,67,675	16502502 (including shares held by partnership firm & shares registered in his name)
Number of board meetings attended during the year	5	4
List of Directorships held in other Companies	<ol style="list-style-type: none"> <li>1. Koprana Limited</li> <li>2. Koprana Laboratories Limited</li> <li>3. Reay Road Iron and Metal Warehousing Limited</li> <li>4. Sorabh Trading Private Limited</li> <li>5. Hotel Empire Limited</li> <li>6. The United Mercantile Company Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Koprana Limited</li> <li>2. Debonair Publications Limited</li> <li>3. G Claridge And Company Limited</li> <li>4. Claridge Moulded Fibre Limited</li> <li>5. United Maleable Company Limited</li> <li>6. Hotel Empire Limited</li> <li>7. Koprana Lifesciences Limited</li> <li>8. CMFL Packaging Limited</li> </ol>

Name of the Director	Mr. Varun Somani	Mr. Susheel G. Somani
	7. Himalaya Builders Private Limited 8. Skyland Securities Private Limited 9. Apurva Caplease Private Limited 10. Panorama Finvest Private Limited 11. Bigflex Enterprises Private Limited 12. Premier Commercial Company Private Limited	
Committee Membership*	1	2
Relationship with Directors, Managers or other KMPs	N.A.	N.A.
Nature of Expertise or experience	Expertise in Business Management, Banking and financial skills.	Marketing of industrial products, finance and general administration

**Brief particulars of the Director(s) seeking appointment/re-appointment**

\*For counting Membership of committees only membership of Audit Committee and Stakeholder Relationship Committee is taken into consideration

**By Order of the Board**

**Sanjay Jain**  
Company Secretary  
(PAN: AAIPJ2491G)

**Place: Mumbai**  
**Date: 26th June, 2020**

**Registered Office: 1076, Dr. E Moses Road, Worli, Mumbai – 400018.**

## DIRECTORS' REPORT

To

The Members,

**Oricon Enterprises Limited**

Your Directors have pleasure in presenting the **FIFTIETH ANNUAL REPORT** of the Company together with the Audited Financial Statement(s) of the Company for the year ended March 31, 2020.

### 1. Financial Results:

Rupees In Lakhs

Particulars	Standalone Result		Consolidated Result	
	2019-20	2018-19	2019-20	2018-19
<b>Gross Profit</b>	<b>8422.99</b>	8160.54	<b>12923.33</b>	14269.00
Deduction there from:				
Finance Cost	<b>1249.97</b>	1101.22	<b>1772.50</b>	1788.81
Depreciation	<b>3762.42</b>	2784.18	<b>9036.19</b>	7537.49
<b>Profit before prior period adjustment</b>	<b>3410.60</b>	4275.14	<b>2114.64</b>	4942.70
Prior Period adjustment	-	-	-	-
<b>Profit before taxation and exceptional items</b>	<b>3410.60</b>	4275.14	<b>2114.64</b>	4942.70
Exceptional Item	<b>500.00</b>	-	<b>300.00</b>	-
Share of Profit of Joint Ventures	-	-	<b>(0.03)</b>	-
<b>Profit before tax</b>	<b>3910.60</b>	4275.14	<b>2414.61</b>	4942.70
Less: Provision for Taxation				
Current Tax	<b>1009.00</b>	830.00	<b>1459.00</b>	1240.00
Current Tax for earlier years	<b>133.71</b>	17.33	<b>133.71</b>	(81.99)
Deferred Tax	<b>(642.88)</b>	203.33	<b>(1737.57)</b>	(248.77)
<b>Profit after tax</b>	<b>3410.77</b>	3224.48	<b>2559.47</b>	4033.46
<b>Net Profit from continuing operation</b>	<b>3410.77</b>	3224.48	<b>2559.47</b>	4033.46
<b>Net Profit</b>	<b>3410.77</b>	3224.48	<b>2559.47</b>	4033.46
<b>Retained Earnings:</b>				
Net Profit	<b>3410.77</b>	3224.48	<b>2559.47</b>	4033.46
<b>Retained Earnings:</b>				
Opening Balance	<b>9477.00</b>	7112.52	<b>33,851.46</b>	31164.01
Add:				
Profit for the year	<b>3410.77</b>	3224.48	<b>2255.66</b>	3630.47
<b>Other Comprehensive Income</b>	<b>135.47</b>	25.76	<b>136.43</b>	3.79
Lease Rental IND AS effect(net of taxes)	<b>(4.10)</b>	-	<b>(72.77)</b>	
<b>Transactions with owners in capacity as owners</b>				
Dividend Paid	<b>(2041.62)</b>	(785.24)	<b>(2041.62)</b>	(785.24)
Tax on Dividend Paid	<b>(144.98)</b>	(100.52)	<b>(144.98)</b>	(161.57)
<b>Retained earnings to be carry forward.</b>	<b><u>10,832.54</u></b>	<u>9477.00</u>	<b><u>33,984.18</u></b>	<u>33851.46</u>

## 2. Financial Performance

### Standalone

Sales and Other Income for the year ended March 31, 2020 amounted to Rs. 609.25 Crores as against Rs. 657.15 crores in the previous Financial Year. Net Profit for the year under review was Rs. 34.11 Crores as against Rs. 32.24 crores in the previous Financial Year.

### Consolidated

The consolidated revenue for the year ended March 31, 2020 was Rs. 953.42 crores as against Rs. 1156.52 crores in the previous Financial. Net Profit for the year under review was Rs. 25.59 crores as against Rs. 40.33 crores in the previous Financial Year.

## 3. Dividend

The Board of Directors of your Company in its meeting held on 11th March, 2020 had approved an Interim Dividend @40% i.e. Rs. 0.80 per Equity Share (including Special Golden Jubilee Dividend of Rs. 0.30 per Equity Share) for the Financial Year 2019-20 which was paid by the Company on 27th March 2020. The total outgo for the interim dividend was Rs. 1514.63 lakhs inclusive of dividend distribution tax. The Board has not recommended any further dividend hence the interim dividend paid is to be treated as interim cum final dividend for the year under consideration.

## 4. COVID-19

On March 25th, 2020, the Government of India had declared COVID-19 as health emergency and ordered closure of all non-essential business. Accordingly, all our manufacturing units were kept shut from 25th March, 2020 to 15th April, 2020. The Company has since, after receiving required permissions, partially commenced operations and scaling up the same gradually.

COVID-19 has severely impacted businesses globally and in India. The lockdown has also impacted the demand for company's products. The Company's management has made initial assessment of likely adverse impact on business and financial risks. The Company has used the principles of prudence in applying judgments, estimates and assumptions including sensitivity analysis and based on the current estimates, the Company expects to recover the carrying amount of receivables, trade receivables, tangible assets and investments including investment in subsidiaries. The Company has evaluated the potential impact of COVID-19 on the operations of the Company.

Based on its assessment, the Company is of the view that there is no significant impact on the carrying value of its assets and liabilities as at March 31, 2020 and on the financial performance for the year ended March 31, 2020. However, for the financial year 2020-21, due to the uncertainties associated with the pandemic, the actual impact may not be in line with current estimates. The Company will continue to closely monitor any changes to the estimates basis future economic conditions. In light of this uncertainty, the extent to which the coronavirus pandemic may impact the Company's

operating results, financial condition, and cash flows will depend on future developments and cannot be predicted at this stage. Further the impact assessment does not indicate any adverse impact on the ability of the company to continue as a going concern.

## 5. Joint Venture with Tecnocap

During the year on February 28, 2020, the Company has entered into a Joint Venture Agreement with TGP Technocap Group Partecipazioni S.R.L., Italy holding company of Tecnocap group. The Company shall hold 25% Equity shares (2500 shares Rs. 0.25 lakhs) of Tecnocap Oriental Private limited and 75% equity shares will be held by TGP Technocap Group Partecipazioni S.R.L., Italy. The Company shall further invest Rs. 550 lakhs constituting 25% of the issued and paid up share capital of Joint Venture Company.

The Company has also entered into a Business Transfer Agreement ("Agreement") on February 28, 2020 with Tecnocap Oriental Private Limited, a Joint Venture Company, pursuant to which the Company proposes to transfer on slump sale basis its business undertaking pertaining to manufacturing of Lug Caps Business, subject to fulfilment of certain conditions precedent, for a consideration of Rs. 1875 lakhs plus/minus post-closing adjustment of working capital amount and less actuarial liabilities on account of gratuity/earned leave to identified employees.

## 6. Subsidiary, Joint Venture and Associate Companies

During the year under review following were the Subsidiary Companies and Joint Venture Company of the Company:

S.No	Name of the Entity	Relationship
1	United Shippers Limited	Subsidiary
2	Reay Road Iron & Metal Warehousing Private Limited	Subsidiary
3	Oriental Containers Limited (Formerly Known as Pelliconi Oriental Limited)	Subsidiary
4	Claridge Energy LLP	Joint Venture
5	Tecnocap Oriental Private Limited	Associate

A separate statement containing the salient features of financial statements of all the subsidiaries of your Company forms part of Annual Report in the prescribed Form AOC-1 as **Annexure I** in compliance with Section 129 and other applicable provisions, if any, of the Companies Act, 2013.

The Financial Statements of the subsidiary companies and related information are available for inspection by the Members at the Registered Office of the Company during the business hours on all days except Saturdays, Sundays and public holidays up to the date of the Annual General Meeting (AGM) as required under Section 136 of the Companies Act, 2013. Further in line with the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and in accordance with IND AS – 110, Consolidated Financial Statement prepared by the Company includes financial information of its subsidiaries.

The Company will provide a copy of Annual Report and other documents of its subsidiary companies on the request made by any Member, investor of the Company/ Subsidiary Companies. The Financial Statements of the Subsidiary Companies have been kept for inspection by any Member at the Registered Office of the Company. The statements are also available on the website of the Company [www.oriconenterprises.com](http://www.oriconenterprises.com)

#### 7. Transfer of Unpaid/ Unclaimed Dividend and Shares thereof to IEPF

During the year under review, the Company has transferred a sum of Rs. 2,14,039.32/- to the Investor Education and Protection Fund established by the Central Government, in compliance with the provisions of Section 125 of the Companies Act, 2013. The said amount represents dividends which were declared by the Company in the financial year 2011-12 and were lying unpaid/unclaimed with the Company for a period of seven years from the date of its transfer into unpaid dividend account.

The detailed list of members whose unpaid/unclaimed dividend has been transferred to IEPF is uploaded on the website of the Company at <https://www.oriconenterprises.com/pdf/Dividend%20Transferred%20to%20IEPF%202011-12.pdf>

Further pursuant to provisions of Section 125 of the Companies Act, 2013 the Company has also transferred shares to IEPF on which dividend has not been claimed for the last seven years i.e. dividend declared by the Company for the financial year 2011-12.

The detailed list of members whose shares has been transferred to IEPF is uploaded on the website of the Company at <https://www.oriconenterprises.com/pdf/Transfer%20of%20Shares%20to%20IEPF-2011-12.pdf>

#### 8. Directors and Key Managerial Personnel

In accordance with the requirements of the Companies Act, 2013 and Articles of Association of the Company, Mr. Varun Somani and Mr. Susheel G. Somani, Director of the Company retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves, for re-appointment as Director liable to retire by rotation.

#### 9. Details of Committees of the Board

At present, the Board has following five (5) Committees:

- Audit Committee,
- Nomination and Remuneration Committee,
- Stakeholders' Relationship Committee and
- Corporate Social Responsibility Committee.
- Executive Committee

The Composition of the Committees and relative compliances, are in line with the applicable provisions of the Companies Act, 2013 read with the Rules and SEBI (Listing Obligations and Disclosures Requirements) Regulations,

2015. Details of terms of reference of the Committees, Committees' Membership and attendance at meetings of the Committees, except CSR Committee are provided in the Report on Corporate Governance.

#### 10. Corporate Social Responsibility Committee

The constitution, composition, terms of reference, role, powers, rights, obligations of 'Corporate Social Responsibility Committee ['CSR Committee'] are in conformity with the provisions of Section 135 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The CSR Committee consists of the following Members as on March 31, 2020:

Name	Designation	Non-Executive / Independent
Mr. Adarsh Somani	Chairman	Joint Managing Director
Mr. Vijay Bhatia	Member	Independent Director
Mr. Vinod Mimani	Member	Independent Director

#### 11. Corporate Social Responsibility

During the year under review, the Company has spent Rs.2.10 lacs on Corporate Social Responsibility as per the CSR policy of the Company.

The Annual report on CSR activities in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014 is set out as **Annexure II** forming part of this Report.

#### 12. Policy on Directors' appointment and remuneration

The Nomination and Remuneration Committee is entrusted with the responsibility of identifying and ascertaining the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommending their appointment for the consideration of the Board.

The Company has drawn up Nomination and Remuneration policy in line with the requirement of Section 178 of the Companies Act, 2013. The Policy inter alia provides that 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.

#### 13. Vigil Mechanism / Whistle Blower Policy

The Company has a Vigil Mechanism cum Whistle Blower Policy ('Vigil Mechanism') in place. The Vigil Mechanism is a system for providing a tool to the employees of the Company to report violation of personnel policies of the Company, unethical behavior, suspected or actual fraud, violation of code of conduct. The Company is committed to provide

requisite safeguards for the protection of the persons who raise such concerns from reprisals or victimization.

The Policy provides for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases. The Board of Directors affirm and confirm that no employee of the Company has been denied access to the Committee.

Details of the Vigil Mechanism are available on the Company's website [www.oriconenterprises.com](http://www.oriconenterprises.com)

#### **14. Risk Management**

The Company has adopted a Risk Management Policy in accordance with the provisions of the Companies Act, 2013 which laid down the framework to identify, evaluate business risks and opportunities. The Company has vested powers to the Audit Committee to regulate the risk identification, assessment, analysis and mitigation with the assistance of the Internal Auditor. The Company has procedures in place for informing the Board of Directors on risk assessment and management procedures. Senior management periodically reviews this risk management framework to keep updated and address emerging challenges. The management is however, of the view that none of the risks may threaten the existence of the Company as risk mitigation mechanism is put in place to ensure that there is nil or minimum impact on the Company in case any of these risks materialize.

#### **15. Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace**

The Company is committed to provide a healthy environment to all employees and thus does not tolerate any sexual harassment at workplace. The Company has in place, "Policy on Prevention, Prohibition and Redressal of Sexual Harassment." The policy aims to provide protection to employees at the workplace and preventing and redressing complaints of sexual harassment and it covers matters connected or incidental thereto.

The Company has in place internal complaints committee as required under the provisions of Sexual harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has not received any complaint of sexual harassment during the financial year 2019-20.

#### **16. Adequacy of Internal Financial Controls with reference to the Financial Statements**

The Company has devised appropriate systems and framework for adequate internal financial controls with reference to financial statements commensurate with the size, scale and complexity of its operations including proper delegation of authority, policies and procedures, effective IT systems aligned to business requirements, risk based internal audit framework and risk management framework.

The Audit Committee regularly reviews the internal control system to ensure that it remains effective and aligned with the business requirements. In case weaknesses are identified as a result of the reviews, new procedures are put in place to strengthen controls.

Further, the Board annually reviews the effectiveness of the Company's internal control system. The Directors and Management confirm that the Internal Financial Controls (IFC) are adequate with respect to the operations of the Company.

A report of the Auditors pursuant to Section 143(3) (i) of the Companies Act, 2013 certifying the adequacy of Internal Financial Controls is annexed with the Auditors' Report.

#### **17. Number of Board Meetings**

Six meetings of Board of Directors were held during the financial year 2019-20 on 27th April, 2019, 25th May, 2019, 09th August, 2019, 09th November, 2019, 08th February, 2020 and 11th March, 2020. The details of the Board Meeting and the attendance of the Directors are provided in the Corporate Governance Report, forming part of this Annual Report.

#### **18. Annual Evaluation of Board Performance**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors in their meeting held on February 08, 2020 who also reviewed the performance of the Board as whole.

The Nomination and Remuneration Committee has defined the evaluation criteria, procedure for the performance evaluation of the Board of Directors.

The Board's functioning was evaluated on various aspects, including inter alia degree of fulfillment of key responsibilities, Board Structure and Composition, effectiveness of Board process, information and functioning.

The Directors were evaluated on aspects such as attendance and contribution at Board / Committee Meeting and guidance / support to the management outside Board / Committee Meetings. In addition, the Chairman was also evaluated on Key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement of all Board Members.

Evaluation of Independent Directors was done by the entire Board.

#### **19. Particulars of Loans, Guarantees and Investments**

Particulars of Loans, Guarantees and Investment as required under Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 are given in Notes no. 8, 9, 10, and 16 forming part of Financial Statements.

#### **20. Particulars of contracts or arrangements with related parties**

All Related Party Transactions that were entered into during the financial year were on an arm's length basis, in the ordinary course of business and were in compliance with the

applicable provisions of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

There are no material contracts or arrangements or transactions during the year. Thus, the disclosure in Form AOC-2 under Section 134(3)(h) of the Companies Act, 2013 is not applicable.

The Disclosures as required under IND AS- 24 "Related Party Disclosures" notified under Rule 7 of the Companies (Accounts) Rules, 2014 have been provided in Note No. 49 of the Notes forming part of the Financial Statements.

## 21. Declaration of Independent Directors

The Independent Directors have submitted their disclosures/ declarations 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.

## 22. Directors Responsibility Statement

The Board of Directors of the Company confirm:

- (i) that in the preparation of the annual accounts for the year ended March 31, 2020 the applicable Accounting Standards have been followed;
- (ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- (iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the Provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Directors have prepared the annual accounts for the year ended 31st March, 2020 on a 'going concern' basis;
- (v) that the Directors have laid down internal financial control and that such internal financial control are adequate; and
- (vi) that the Directors have devised proper system to ensure compliance with the Provisions of all applicable laws.

## 23. Credit Rating

Working capital facilities of the Company have been awarded CRISIL A-/Stable for Long term and CRISIL A2+ for short term rating by CRISIL which represent positive capacity for timely payment of short term debt obligations for the Financial Year ending 2019-20.

The Credit Rating for the year 2020-21 is being done by CRISIL and is in the process. On receipt of credit rating necessary disclosure will be filed with the Stock Exchange(s).

## 24. Disclosures Relating to Remuneration of Directors, Key Managerial Personnel And Particulars of Employees

The information required under Section 197 of the Companies Act, 2013 read with Rule 5(1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/ Employees of the Company is appended in **Annexure III** forming part of this Report.

In accordance with provisions of Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are required to be given in Directors Report. In terms of provisions of Section 136(1) of the Companies Act, 2013 this report is being sent to the members without this annexure. Members interested in obtaining copy of the annexure may write to the Company Secretary and the same will be furnished on request. The said information is available also for inspection at the registered office of the Company during working hours.

## 25. Extract of Annual Return

In terms of requirement of Section 92 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, details forming part of the extract of annual returns is enclosed in **Annexure IV** forming part of this report.

Pursuant to the amended provisions of Section 92(3) and 134(3)(a) of the Companies Act, 2013, the Annual Return of the Company in Form MGT-7 is available on the Company's Website  
[http://www.oriconenterprises.com/pdf/Oricon%20Signed%20Form\\_MGT-7\\_2019.pdf](http://www.oriconenterprises.com/pdf/Oricon%20Signed%20Form_MGT-7_2019.pdf)

## 26. Disclosure of Particulars

Information's as per the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, relating to Conservation of Energy ,Technology Absorption, Foreign Exchange Earnings and Outgo is given in **Annexure V** forming part of this Report.

## 27. Management Discussion and Analysis Report

Management Discussion and Analysis Report for the year under review, as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as **Annexure VI** and forms part of this Annual Report.

## 28. Corporate Governance

Pursuant to Regulation 34 (3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, a Report on Corporate Governance together with a certificate obtained



from, Ms. Nirali Mehta, Practicing Company Secretary confirming compliance is annexed hereto as **Annexure VIIA** and **Annexure VII B** and forms part of this Annual Report.

## 29. Auditors

### a) Statutory Auditors

At the Annual General Meeting of the Company held on July 29, 2017, M/s. SGN & Co. (Formerly Known as M/s. Shreyans S Jain and Associates), Chartered Accountants (FRN No. 134565W), were appointed as Statutory Auditors of the Company for five consecutive financial year. The Auditors have confirmed that they are not disqualified from continuing as Auditors of the Company.

### b) Secretarial Auditor and Secretarial Audit Report

The Board has appointed Ms. Nirali Mehta, Practicing Company Secretary, (M.No. A37734, COP No. 20754) to carry out Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 for the Financial Year 2019-20. The Report of Secretarial Auditor is annexed to this report as **Annexure VIIC**.

### c) Internal Auditors

The Board has appointed M/s Maximus Management Advisory Services Private Limited as internal auditors of the Company for the Financial Year 2019-20.

For the year 2020-21, the Board in its meeting held on 26th June, 2020 has re-appointed M/s Maximus Management Advisory Services Private Limited as Internal Auditor.

### d) Cost Auditors

The Board at its meeting held on 26th June, 2020, on the recommendation of Audit Committee, the Board has appointed M/s Dilip M Malkar & Co. Firm Registration No: 101222 for the Financial Year 2020-21.

The remuneration payable to the Cost Auditor for Financial Year 2020-21 is required to be ratified by the members in ensuing Annual General Meeting. Accordingly, a resolution for the remuneration of Cost Auditor is included in the notice of Annual General Meeting.

## 30. Business Responsibility Report

SEBI vide its notification no. SEBI/LAD-NRO/GN/2019/45 dated 26.12.2019 (Securities and Exchange Board of India – Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2019 has extended the applicability of Business Responsibility Report from top 500 Listed Companies to top 1000 Listed Companies.

On NSE, Oricon Enterprises Limited is among top 1000 listed entities as per market capitalization as on 31st March, 2020. The Board has adopted Business Responsibility Policy at its meeting held on 26th June 2020 and as required the Business Responsibility Report (BRR) is attached to the Annual Report as **Annexure VIII** and forms part of this report.

## 31. Secretarial Standards

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meeting', respectively, have been duly followed by the Company.

## 32. Other Disclosures/Reporting:

Your Directors further state that during the year under review:

- a) no amount was transferred to General Reserve;
- b) there was no change in nature of Business;
- c) there was no change in the Authorized Share Capital of the Company during the year.
- d) the Company has not taken any deposits from Public or Members of the Company;
- e) there were no significant / material orders passed by the Regulators or Courts or Tribunals impacting going concern status of your Company and its operations in future;
- f) there were no other material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which this financial statements relate and the date of this Report;
- g) there are no qualifications, reservation or adverse remark or disclaimer made by the Statutory Auditors in their Report;
- h) there are no qualifications, reservation or adverse remark or disclaimer made by the Secretarial Auditors in their Report;
- i) the Company has not issued equity shares with differential rights as to dividend, voting or otherwise and
- j) the Company has not issued any sweat equity shares to its employees.

## 33. Personnel

Your Company continued to enjoy cordial relations with its employees at all locations. Your Directors take this opportunity to record their appreciation for the significant outstanding contribution made by the employees at all levels.

## 34. Acknowledgement

Your Directors express their deep gratitude for the co-operation and support extended to the Company by its Members, Customers, Suppliers, Bankers, Financial Institutions and various Government agencies.

### For and on behalf of the Board

**Rajendra Somani**  
Managing Director  
(DIN: 00332465)

**B.K. Toshniwal**  
Executive Director  
(DIN: 00048019)

Place: Mumbai  
Date: 26th June, 2020

## Annexure-I

### Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the Financial Statement of Subsidiaries/Associate Companies/ Joint Ventures

#### Part "A": Subsidiaries

(₹ in Lakhs)

1	CIN No.	U45209MH2004PTC147461	U25209MH2017PLC299288	U35110MH1952PLC009445
2	Name of Subsidiary	Reay Road Iron & Metal Warehousing Private Limited	Oriental Containers Ltd. (Formerly Known as Pelliconi Oriental Limited)	United Shippers Limited
3	Reporting period for the Subsidiary Concerned, if different from Holding Company's reporting period.	-	-	-
4	Reporting Currency and Exchange rate as on the last date of the relevant Financial Year in the case of Foreign Subsidiaries.	-	-	-
5	Share Capital	1.00	5.00	461.87
6	Reserves & Surplus	(178.49)	0.56	43821.23
7	Total Assets	2078.97	4.50	59351.33
8	Total Liabilities	2256.45	0.07	15068.23
9	Investments	-	-	17168.77
10	Turnover (Gross)	210.00	-	36285.11
11	Profit Before Taxation	(59.91)	(0.04)	206.47
12	Provision for Taxation	(0.29)	-	644.40
13	Profit After Taxation	(59.61)	(0.04)	850.87
14	Proposed Dividend	-	-	-
15	% of Shareholding	100.00%	80.00%	64.29%

**Part “B”: Associates and Joint Ventures**

(₹ in Lakhs)

Name of Associates/ Joint Ventures	M/s. Claridge Energy LLP	Tecnocap Oriental Private Limited
<b>1. Latest Audited Balance Sheet Date</b>	31st March, 2020	31st March, 2020
<b>2. Shares of Associates/Joint Ventures held by the company on the year end</b>		
No.	-	-
Amount of Investment in Associates/Joint Venture	50.00	0.25
Extent of Holding %	50.0%	25.00%
<b>3. Description of how there is significant influence</b>	The Company has invested as a partner in the LLP 50% of the capital in the Claridge Energy LLP and appointed Mr. Adarsh Somani, Designated Partner as a Nominee on behalf of the Company	The Company has entered into Joint Venture agreement with TGP Tecnocap Group Partecipazioni S.R.L., Italy, holding company of the Tecnocap Group through incorporation of a new Company Tecnocap Oriental Private Limited.
<b>4. Reason why the Associate/Joint Venture is not consolidated</b>	Not Applicable	Not Applicable
<b>5. Networth attributable to Shareholding as per latest audited Balance Sheet</b>	(89.91)	0.88
<b>6. Profit/Loss for the year</b>	(0.24)	(0.12)
i) Considered in Consolidation	-	(0.03)
ii) Not Considered in Consolidation	(0.24)	(0.09)

- Names of Associates or Joint Ventures which are yet to commence operations – **Not applicable.**
- Names of Associates or Joint Ventures which have been liquidated or sold during the year. – **Not Applicable.**

**For and on behalf of the Board**

**Rajendra Somani**  
**Managing Director**  
**(DIN: 00332465)**

**B.K. Toshniwal**  
**Executive Director**  
**(DIN: 00048019)**

**Place: Mumbai**  
**Date: 26th June, 2020**

## Annexure II

### Corporate Social Responsibility (CSR)

[Pursuant to clause (o) of sub-section (3) of Section 134 of the Act and Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014]

**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.**

As a socially responsible corporate, the Company considers CSR as an integral part of its operations.

The Company's policy on CSR including overview of projects or programs proposed to be undertaken is put up on the website of the Company at the link: [www.oriconenterprises.com](http://www.oriconenterprises.com)

**2. The Composition of the CSR Committee as on March 31, 2020.**

The composition of CSR Committee is as under:

Name	Designation
Mr. Adarsh Somani	Chairman
Mr. Vijay Bhatia	Member
Mr. Vinod Mimani	Member

**3. Average net profit of the Company for the last three Financial Years: Rs. 2447.03 Lakhs**

**4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): Rs. 48.94 Lakhs**

**5. Details of CSR spent during the Financial Year.**

(a) Total amount to be spent for the Financial Year: Rs. 154.49 Lakhs

(b) Amount unspent, if any : Rs. 152.39 Lakhs

\*(Amount in Lakhs)

Opening Balance	105.55
(+)Addition during the year 2019-20	48.94
(-) Spent during the year	2.10
Closing Balance	152.39

**(c) Manner in which the amount spent during the Financial Year is detailed below.**

(Amount In Lakhs)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr.No	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and District where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure up to the reporting period	Amount spent : Direct or through implementing agency*
1	Village Panchayat For Collection of Garbage	Cleanliness	Kundiam, Goa	1.01	1.01	1.01	Through Village Panchayat
2	Udbhav School	Education	Mumbai	1.09	1.09	1.09	Through implementing Agency

6. In case the Company has failed to spend the two per cent of the average net profit of the last three Financial Years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report:

The Company is in the process of identifying and finalizing the suitable projects, for CSR spending.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

As stated in Item No.6 above, the Company is in the process of identifying and finalizing suitable projects for CSR spending. The Company will make every effort to fulfill its prescribed CSR target in the current Financial Year, 2020-21.

**For and on behalf of the Board**

**Rajendra Somani**  
Managing Director  
(DIN: 00332465)

**B.K. Toshniwal**  
Executive Director  
(DIN: 00048019)

**Place: Mumbai**  
**Date: 26th June, 2020**

### Annexure III

**Information as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

1. **Ratio of remuneration of each Executive Director to the median remuneration of all the Employees of the Company for the financial year 2019-20 is as follows**

Name of the Director	Designation	Total Remuneration (In Rs.)	Ratio of remuneration of Director to the Median remuneration
Mr. Rajendra Somani	Managing Director	1,86,30,000.00	44.16:1
Mr. Adarsh Somani	Joint Managing Director	71,41,800.00	16.93:1
Mr. B.K. Toshniwal	Executive Director	55,59,600.00	13.18:1

Notes:

- The aforesaid details are calculated on the basis of remuneration for the financial year 2019-20.
  - The remuneration paid to Managing Director(s) includes salary and contribution to Provident Fund etc.
  - Median remuneration of the Company for all its employees was Rs. 4,21,800/- for the financial year 2019-2020.
2. **Details of percentage increase in the remuneration of each Executive Director, CFO and Company Secretary in the financial year 2019-2020 are as follows**

Name	Designation	Remuneration (Rs.)		Increase/ (Decrease)%
		2019-20	2018-19	
Mr. Rajendra Somani	Managing Director	1,86,30,000.00	1,69,51,500.00	9.90%
Mr. Adarsh Somani	Joint Managing Director	71,41,800.00	70,02,288.00	1.99%
Mr. B.K. Toshniwal	Executive Director	55,59,600.00	55,35,500.00	0.43%
Mr. Sanjay Jain	Company Secretary	41,76,700.00	40,32,958.00	3.56%
Mr. B.M. Gaggar*	CFO	29,79,275.00	31,27,432.00	(4.73%)

3. **Percentage increase in the median remuneration of all employees in the financial year 2019-20**

	2019-20 (Rs.)	2018-19 (Rs.)	Increase (%)
Median remuneration of all employees per annum	4,21,800	3,45,168	22.20

4. **Number of permanent employees on the rolls of the Company as on March 31, 2020:**

Total Number of Employees on pay roll during the financial year ended March 31, 2020 is 476.

5. Comparison of average percentage increase in salary of employees other than the key managerial personnel and the percentage increase in the Key managerial remuneration

Particulars	2019-20 (Rs.)	2018-19 (Rs.)	Increase (%)
Average salary of all employees (other than Key Managerial Personnel)	4,81,894	4,15,077	16.10
Average salary of Managerial Personnel	76,97,475	62,85,799	22.46

6. Affirmation :

Pursuant to Rule 5(1) (xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and Senior Management is as per the Remuneration policy of the Company.

For and on behalf of the Board

Rajendra Somani  
 Managing Director  
 (DIN: 00332465)

B.K. Toshniwal  
 Executive Director  
 (DIN: 00048019)

Place: Mumbai  
 Date: 26th June, 2020

## Annexure IV

FORM NO. MGT-9  
EXTRACT OF ANNUAL RETURN  
as on the Financial Year ended on March 31, 2020.

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

### I. REGISTRATION AND OTHER DETAILS

1.	<b>CIN</b>	L28100MH1968PLC014156
2.	<b>Registration Date</b>	07/12/1968
3.	<b>Name of the Company</b>	Oricon Enterprises Limited
4.	<b>Category/ Sub- Category of the Company</b>	Public Company Limited by Shares
5.	<b>Address of the Registered office and contact details</b>	1076, Dr E Moses Road, Worli, Mumbai-400018
6.	<b>Whether Listed Company</b>	Listed
7.	<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	<b>Bigshares Services Pvt Ltd.</b> 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (E), Mumbai – 400 059 Tel. No. 022-62638200 E-mail: info@bigshareonline.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:-

Sr. No.	Name and Description of the main Products/ Services	NIC Services of the Product/ services	% to total turnover of the Company
1.	Closures(Packaging)	25992,25999,22203	69%
2.	Real Estate	68100	18%

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

Sr. No.	Name and Address of the Company	CIN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1.	<b>Oriental Containers Limited</b> (Formerly Known as Pelliconi Oriental Limited) Address: 1076, Dr E Moses Road, Worli, Mumbai - 400018	U25209MH2017PLC299288	Subsidiary	80%	2(87)
2.	<b>United Shippers Limited</b> Address: 2nd Floor, United India Building, Sir P.M. Road, Fort, Mumbai - 400001	U35110MH1952PLC009445	Subsidiary	64.29%	2(87)
3.	<b>Reay Road Iron &amp; Metal Warehousing Private Limited</b> Address: 1076, Dr E Moses Road, Worli, Mumbai – 400018	U45209MH2004PTC147461	Subsidiary	100%	2(87)
4.	<b>Claridge Energy LLP</b> Address: 1076, Dr E Moses Road, Worli, Mumbai - 400018	AAA-1783	Joint Venture	50%	2(6)
5.	<b>Tecnocap Oriental Private Limited</b> Address: 1076, Dr E Moses Road, Worli, Mumbai – 400018	U28900MH2020PTC337040	Joint Venture	25%	2(6)



**IV. SHAREHOLDING PATTERN (Equity Shares Capital Breakup as Percentage of Total Equity)**
**(i) Category-wise Share Holding**

Category of Shareholder	No. of Share held at the beginning of the Year (01.04.2019)				No. of Share held at the end of the Year (31.03.2020)				% Change Year during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
<b>A) PROMOTERS</b>									
<b>Indian</b>									
Individuals/ HUF	94276569#	0	94276569	60.03	94276579	0	94276579	60.03	0.00
Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-
Bodies Corporate	9873140	0	9873140	6.29	9873140	0	9873140	6.29	0.00
Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-
Any Others(Specify)	-	-	-	-	-	-	-	-	-
<b>Sub Total(A)(1)</b>	<b>104149709</b>	<b>0</b>	<b>104149709</b>	<b>66.32</b>	<b>104149709</b>	<b>0</b>	<b>104149709</b>	<b>66.32</b>	<b>0.00</b>
<b>Foreign</b>									
Individuals (Non-Residents Individuals/ Foreign Individuals)	-	-	-	-	-	-	-	-	-
Bodies Corporate	-	-	-	-	-	-	-	-	-
Institutions	-	-	-	-	-	-	-	-	-
Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
Any Others(Specify)	-	-	-	-	-	-	-	-	-
<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>104149709</b>	<b>0</b>	<b>104149709</b>	<b>66.32</b>	<b>104149709</b>	<b>0</b>	<b>104149709</b>	<b>66.32</b>	<b>0</b>
<b>Public shareholding</b>									
<b>Institutions</b>									
Mutual Funds/ UTI	-	-	-	-	-	-	-	-	-
Financial Institutions / Banks	2503945	1000	2504945	1.60	2500995	1000	2501995	1.59	(0.01)
Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-
Venture Capital Funds	-	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-	-
Foreign Institutional Investors	10000	0	10000	0.00	10000	0	10000	0.00	0.00

Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
Any Other (Foreign Portfolio Investor)	9168525	0	9168525	5.84	9168525	0	9168525	5.84	0.00
<b>Sub-Total (B)(1)</b>	<b>11682470</b>	<b>1000</b>	<b>11683470</b>	<b>7.44</b>	<b>11679520</b>	<b>1000</b>	<b>11680520</b>	<b>7.43</b>	<b>(0.01)</b>
<b>Non-institutions</b>									
Bodies Corporate	8014159	3005	8017164	5.10	6278478	2550	6281028	4.00	(1.10)
Individuals									
Individuals – i. Individual shareholders holding nominal share capital up to Rs 1 lakh	19794917	609581	20404498	12.99	20138390	532911	20671301	13.16	0.17
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	8855913	0	8855913	5.64	10045964	0	10045964	6.40	0.76
Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
Any Other – Foreign Companies/ NBFC registered with RBI	18640	0	18640	0.01	0	0	0	0	(0.01)
HUF	2337389	0	2337389	1.49	2349759	0	2349759	1.50	0.01
Clearing Member	609506	0	609506	0.39	585733	0	585733	0.37	(0.02)
NRI	731146	0	731146	0.47	1025474	0	1025474	0.65	0.18
Trusts	0.00	0	0	0.00	0	0	0	0	0.00
IEPF	240270	0	240270	0.15	258227	0	258227	0.16	0.01
<b>Sub-Total (B)(2)</b>	<b>40601940</b>	<b>612586</b>	<b>41214526</b>	<b>26.24</b>	<b>40682025</b>	<b>535461</b>	<b>41217486</b>	<b>26.25</b>	<b>0.01</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>52284410</b>	<b>613586</b>	<b>52897996</b>	<b>33.68</b>	<b>52361545</b>	<b>536461</b>	<b>52898006</b>	<b>33.68</b>	<b>0.00</b>
<b>TOTAL (A)+(B)</b>	<b>156434119</b>	<b>613586</b>	<b>157047715</b>	<b>100.00</b>	<b>156511254</b>	<b>536461</b>	<b>157047715</b>	<b>100.00</b>	<b>0.00</b>
<b>Shares held by Custodians and against which Depository Receipts have been issued</b>									
Promoter and Promoter Group	-	-	-	-	-	-	-	-	-
Public	-	-	-	-	-	-	-	-	-
<b>Sub-Total ( C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>GRAND TOTAL (A)+(B)+( C)</b>	<b>156434129</b>	<b>613586</b>	<b>157047715</b>	<b>100.00</b>	<b>156511254</b>	<b>536461</b>	<b>157047715</b>	<b>100.00</b>	<b>0.00</b>

(ii) Shareholding of Promoters

Sr. No.	Shareholders Name	Shareholding at the beginning of the Year (01.04.2019)			Shareholding at the end of the Year (31.03.20)			% change in share holding 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.	Skyland Securities Private Limited	2239900	1.43	0	239900	1.43	0	-
2.	Kopran Lifestyle Limited (formerly Ridhi Sidhi Equifin Limited)	372300	0.24	0	372300	0.24	0	-
3.	Himalaya Builders Private Limited	3100390	1.97	0	0	0	0	(1.97)
4.	Sarvamangal Mercantile Co. Limited	3610500	2.30	0	3610500	2.30	0	-
5.	Parijat Shipping and Finale Limited	169400	0.11	0	169400	0.11	0	-
6.	Venkatesh Karriers Limited	79400	0.05	0	79400	0.05	0	-
7.	Parekh Integrated Services Private Limited	1250	0.00	0	1250	0.00	0	-
8.	Bigflex Enterprises Private Limited	0	0	0	3100390	1.97	0	1.97
9.	Shree Laxmi Beneficiary Trust	300000	0.19	0	300000	0.19	0	-
10.	Rajendra Somani (Belong to Oriental Enterprises A/c – Partnership Firm)	7703190	4.90	0	7703190	4.90	0	-
11.	Rajendra Somani (Belong to Hazarimal Somani A/c – Partnership Firm)	24502620	15.60	0	24502620	15.60	0	-
12.	Rajendra Somani	626620	0.40	0	626620	0.40	0	-
13.	Rajendra Somani (HUF)	359080	0.23	0	359080	0.23	0	-
14.	Surendra Somani	3044480	1.94	0	3044480	1.94	0	-
15.	Surendra Somani (HUF)	6300	0.00	0	6300	0.00	0	-
16.	Adarsh Somani	4207952	2.68	0	4207952	2.68	0	-
17.	Adarsh Somani (HUF)	1634380	1.04	0	1634380	1.04	0	-
18.	Susheel G Somani	896405	0.57	0	896405	0.57	0	-
19.	Susheel G Somani (For SKS & Co. A/c – Partnership)	15606097	9.94	0	15606097	9.94	0	-
20.	Varun Somani	4350295	2.77	0	4350295	2.77	0	-
21.	Varun Somani (HUF)	817380	0.52	0	817380	0.52	0	-
22.	Suhrid Somani	3026545	1.93	0	3026545	1.93	0	-
23.	Hridai Somani	2400965	1.53	0	2400965	1.53	0	-
24.	Mridula Somani	4177325	2.66	0	4177325	2.66	0	-
25.	Nupur Somani	2998900	1.91	0	2998900	1.91	0	-
26.	Namrata Somani	2655820	1.69	0	2655820	1.69	0	-
27.	Kumkum Somani	2190070	1.39	0	2190070	1.39	0	-
28.	Vandana Somani	4035125	2.57	0	4035125	2.57	0	-
29.	Jaya Somani	1828215	1.16	0	1828215	1.16	0	-
30.	S J Parekh	1152385	0.73	0	1152385	0.73	0	-
31.	Sujata Parekh Kumar	5578480	3.55	0	5578480	3.55	0	-
32.	Anandhita S Parekh	100220	0.06	0	100220	0.06	0	-
33.	Arundhati S Parekh	100220	0.06	0	100220	0.06	0	-
34.	V N Khanna	137663	0.09	0	137663	0.09	0	-
35.	Premnarain Khanna	737	0.00	0	737	0.00	0	-
36.	B K Toshniwal	126000	0.08	0	126000	0.08	0	-
37.	B K Toshniwal (HUF)	13000	0.01	0	13000	0.01	0	-
38.	Sanjay Dosi	100	0.00	0	100	0.00	0	-
	<b>TOTAL</b>							

**(iii) Change in Promoter's Shareholding**

Sr. No.	Particulars	Shareholding at the beginning of the Year (01.04.2019)		Cumulative Shareholding during the Year (31.03.2020)	
		No. of Shares	% of total shares	No. of Shares	% of total shares
1.	Himalaya Builders Private Limited	3100390	1.97	0	0
2.	Bigflex Enterprises Private Limited	0	0	3100390	1.97

**(iv) Shareholding Pattern of top ten Shareholders (Other Than Directors, Promoters and Holders of GDRs and ADRs)**

Sr. No	NAME	No. of Shares at the beginning of the year (01.04.2019)	Date	Increase / Decrease in shareholding	Reason	No. of Shares at the End of the year (31.03.2020)	Percentage of total shares of the company
1.	NAF India Holdings Ltd	9168525	-	-	-	9168525	5.84
2.	Plamet Trading Private Limited (Formerly Known as Shree Venkatesh Metal Packs Pvt Ltd)	4637379	28-06-2019	29000	Buy	4808879	3.06
			19-07-2019	11500	Buy		
			11-10-2019	10000	Buy		
			01-11-2019	10000	Buy		
			20-12-2019	12000	Buy		
			31-12-2019	20000	Buy		
			31-01-2020	16000	Buy		
			28-02-2020	50500	Buy		
			06-03-2020	12500	Buy		
3.	General Insurance Corporation Of India	2000000	-	-	-	2000000	1.27
4.	Anushree Somani	1068900	-	-	-	1068900	0.68
5.	Vrinda Somani	934580	-	-	-	934580	0.59
6.	Ramesh Damani	881322	-	-	-	881322	0.56
7.	Chetan Shantilal Shah	781872	05-04-2019	59	Buy	785000	0.5
			03-05-2019	3069	Buy		
8.	Sudha Premkumar Agarwal	526597	-	-	-	526597	0.34
9.	Aayush Jain	505310	-	-	-	505310	0.32
10.	Urmila Toshniwal	501600	-	-	-	501600	0.32

(v) Shareholding of Directors and Key Managerial Personnel

Sr. No.	For Each of Top 10 Shareholders	Shareholding at the beginning of the Year (01.04.2019)		Shareholding at the end of the Year (31.03.2020)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Susheel G Somani	16502502	10.50	16502502	10.50
2.	Vinod Mimani	650	0.00	650	0.00
3.	Rajendra Somani	30241510*	19.26	33191510	21.13
4.	Adarsh Somani	5842332	3.72	5842332	3.72
5.	B K Toshniwal	139000	0.09	139000	0.09
6.	K G Gupta	0	0.00	0	0.00
7.	N Gangaram	0	0.00	0	0.00
8.	Sujata Parekh Kumar	5578480	3.55	5578480	3.55
9.	Varun Somani	5167675	3.29	5167675	3.29
10.	Vijay Bhatia	0	0.00	0	0.00
11.	Vinod Mimani	650	0.00	650	0.00
12.	Vikram Parekh	0	0.00	0	0.00
13.	Sanjay Jain	1500	0.00	1500	0
14.	B.M. Gaggar	0	0.00	0	0.00

\*Excluding 10,00,000 shares credit for which is not effected as on April 01st, 2019

V INDEBTEDNESS

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

(Amount in ₹)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>beginning of the Financial Year (01.04.2019)*</b>				
<b>(i) Principal Amount</b>	3,25,16,78,964	16,28,11,347	19,89,37,598	3,61,34,27,909
<b>(ii) Interest due but not paid</b>	-	-	-	-
<b>(iii) Interest accrued but not due</b>	23,57,158	-	-	23,57,158
<b>Total (i+ii+iii)</b>	<b>3,25,40,36,122</b>	<b>16,28,11,347</b>	<b>19,89,37,598</b>	<b>3,61,57,85,067</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	14,26,83,96,402	8,56,58,830	10,07,886	14,35,50,63,118
Reduction	15,81,00,10,751	2,59,98,876	19,11,48,500	16,02,71,58,127
<b>Net Change</b>	<b>(1,54,16,14,349)</b>	<b>5,96,59,954</b>	<b>(19,01,40,614)</b>	<b>(1,67,20,95,009)</b>
<b>Indebtedness at the end of the Financial Year (31.03.2020)</b>				
<b>I) Principal Amount</b>	1,71,00,64,614	22,24,71,301	87,96,984	1,94,13,22,899
<b>ii) Interest due but not paid</b>	-	-	-	-
<b>(iii) Interest accrued but not due</b>	40,81,399	-	-	40,81,399
<b>Total (i+ii+iii)</b>	<b>1,71,41,46,013</b>	<b>22,24,71,301</b>	<b>87,96,984</b>	<b>1,94,54,14,298</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**A. Remuneration to Managing Director, Whole-Time Directors and/ or Manager.**

(₹ in lakhs)

Sr. No.	Particulars of Remuneration	Rajendra Somani (Managing Director)	Adarsh Somani (Joint Managing Director)	B.K. Toshniwal Whole-Time Director	Total
1.	Gross Salary	186.30	71.42	55.59	313.31
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) of the Income-Tax Act, 1961	-	-	-	-
	(c) Profit in lieu of salary u/s 17(3) of the Income-Tax Act, 1961				
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others	- - -	- - -	- - -	- - -
5.	Others (P.F.)	-	-		
	<b>TOTAL (A)</b>	<b>186.30</b>	<b>71.42</b>	<b>55.59</b>	<b>313.31</b>
	<b>Ceiling as per the Act</b>	As per Schedule V of the Companies Act, 2013			

**B. Remuneration to Other Director**
**I. Independent Director**

(Amount in ₹)

A. Particulars of Remuneration	Name of Director						Total
	K G Gupta	N Ganga Ram	Vijay Bhatia	Vinod Mimani	Mamta Biyani	Vikram Parekh	
Fee for attending Board/ Committee meetings	70,000	55,000	65,000	65,000	70,000	55,000	3,80,000
Commission	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
<b>TOTAL (A)</b>	<b>70,000</b>	<b>55,000</b>	<b>65,000</b>	<b>65,000</b>	<b>70,000</b>	<b>55,000</b>	<b>3,80,000</b>

**II. Other Non-Executive Directors**

(Amount in ₹)

A. Particulars of Remuneration	Name of Directors			Total
	Susheel G Somani	Sujata Parekh Kumar	Varun Somani	
Fee for attending Board/ Committee meetings	55,000	60,000	50,000	1,65,000
Commission	-	-	-	-
Others	-	-	-	-
<b>TOTAL (B)</b>	<b>55,000</b>	<b>60,000</b>	<b>50,000</b>	<b>1,65,000</b>
<b>TOTAL (A+B)</b>				<b>5,45,000</b>

**C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD.**

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Name of the KMP		Total Amount
		Sanjay Jain Company Secretary	B.M. Gaggar (CFO)	
1	GROSS SALARY	41.77	29.79	71.56
	a) Salary as per provisions contained in Sec.17(1) of the Income Tax Act,1961	-	-	-
	b) Value of perquisites u/s17(2) of Income Tax Act,1961	-	-	-
	c) Profits in lieu of salary under Sec.17(3) of Income Tax Act,1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- As % of profit	-	-	-
	- Others, specify.	-	-	-
5	Others, please Specify – Bonus/provident fund	-	-	-
	<b>Total</b>	<b>41.77</b>	<b>29.79</b>	<b>71.56</b>

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES (under the Companies Act): NIL**

For and on behalf of the Board

**Rajendra Somani**  
Managing Director  
(DIN: 00332465)

**B.K. Toshniwal**  
Executive Director  
(DIN: 00048019)

Date: 26th June, 2020

Place: Mumbai

## ANNEXURE – V

(Information pursuant to the Section 134 (3) (m) of the Companies Act, 2013 read with Companies (Accounts) Rule, 2014 and forming part of the Director's Report to the Members for the year ended March 31, 2020

	<b>PARTICULARS</b>	<b>REMARKS</b>
<b>1.</b>	<b>CONSERVATION OF ENERGY</b>	
A.	The steps taken or impact on Conservation of energy	Replacement of CFL bulbs with LED bulbs for energy saving
i.	Process optimization and automation	Blower motor used to create vacuum for feeding material in hopper has been removed. Now for feeding material line is connected to centralized vacuum line
ii.	Optimization of Electrical Equipment	350 CFM compressor shifted 150 meters and relocation caused saving in energy cost.
iii.	Lighting	Re alignment of pneumatic lines to save energy cost
iv.	Other Key initiatives for Energy conservation	Installed APFC panels for auto correction of power factors.
B.	The steps taken by the Company for utilizing alternate sources of energy	Cost of APFC panels is 15 lakhs + GST.
C.	The Capital Investment on energy conservation equipment	
<b>2.</b>	<b>TECHNOLOGY ABSORPTION</b>	
a.	The efforts made by the Company towards technology absorption	Upgraded the printing plate processing manual operation (semi automatic) to automatic machine. Identified technology to automate semi automatic processes in ROPP div. This will help in cost reduction and improve in quality.
b.	The benefits derived like product improvement, cost reduction, product development or import substitution	
c.	In case of imported technology (imported during the last three years reckoned from the beginning of the Financial year)	New customer specific [Parle] product has been commissioned [2519] and started supplying. For this new mould have been imported.
d.	The expenditure incurred on Research and Development	
<b>3.</b>	<b>FOREIGN EXCHANGE EARNINGS AND OUTGO</b>	
		The required information in respect of the foreign exchange earnings and outgo has been given in the Audited financial statements for the year ended March 31, 2020

For and on behalf of the Board

**Rajendra Somani**  
 Managing Director  
 (DIN: 00332465)

**B.K. Toshniwal**  
 Executive Director  
 (DIN: 00048019)

Date: 26th June, 2020  
 Place: Mumbai



## Annexure VI

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

#### MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management of Oricon Enterprises Limited ("the Company"), presents the analysis of Company for the year ended on March 31, 2020 and its outlook for the future. This outlook is based on assessment of current business environment. It may vary due to future economic and other developments both in India and Abroad.

This Management Discussion and Analysis (MD&A) of Oricon Enterprises Limited for the year ended on March 31, 2020 contains financial highlights but does not contain the complete financial statements of the Company. It should be read in conjunction with the Company's Audited Financial Statements for the year ended on March 31, 2020.

#### OVERVIEW

##### INDIA

The Indian economy grew by 4.2% in FY 2019-20 far less than the Government's earlier estimates. Industrial activity remained healthy in the beginning of the year, but saw some weakness later. FY2019-20 also saw corporate tax cut and the Government also announced significant rebates for new manufacturing units to attract global supply chain. Thrust on policy initiatives continued. FY 2019-20 also saw consolidation of public sector banks to strengthen the Public Sector Banks. Resolution under Insolvency and Bankruptcy Code is bringing procedural predictability with higher recovery rates.

Outbreak of COVID-19 would make growth environment challenging in the first half of FY 2020-21 but liquidity measures announced by the Government should help to provide support.

#### INDUSTRY STRUCTURE AND DEVELOPMENTS:

Packaging Industry in India is segmented by end user Industry (food, beverages, pharmaceuticals, Healthcare, Cosmetics, personal care etc.) Material type (Paper, Plastic, Metal, Glass). OEL is engaged in manufacturing of Metal and Plastic Closures. The rapid growth in the packaging industry is driven primarily by pharmaceuticals and foods and beverages industries. The rise in the Indian Middle class, the rapid expansion of organized retail, growth of exports and India's rising e commerce sector is further facilitating growth. According to Indian Packaging Institute the packaging consumption in India has increased by 200% in the last decade.

With the recent outbreak of COVID 19, the packaging manufacturers are facing supply chain disruption along with decreasing manufacturing at the site in many parts of the world. However, the industry is expected to recover fast in the 3rd and 4th Quarter of Financial Year 2020-21.

#### OPPORTUNITIES AND THREATS

- Opportunities
- High degree of Entrepreneurship

- Rich market potential
- Matured Industry
- Development of new products
- Potential for technology up-gradation to provide value added products

#### Threat

- Uncertainty due to COVID-19 disruption in business may result in lower revenue.

#### SEGMENT WISE PERFORMANCE:

Your Company has identified segments reporting in terms of IND - AS 108 issued by Institute of Chartered Accountants of India (ICAI), these are Petrochemicals and Trading. The following are the abridged results of these segments:

#### Standalone: Segment Revenue and Results:

Particulars	Segment Revenue (Rs. in Lakhs)	Segment Results Profit / (Loss) from each segment before interest and tax (Rs. in Lakhs)
Packaging	41,979.40	2460.79
Real Estate	10,831.00	2868.71
Petrochemicals	4399.47	287.99
Others	784.24	24.89
<b>Total</b>	<b>57994.11</b>	<b>5642.38</b>

#### Consolidated: Segment Revenues and Results:

Particulars	Segment Revenue (Rs. in Lakhs)	Profit / (Loss) from each segment before interest and tax (Rs. in Lakhs)
Logistics	34711.79	(818.82)
Packaging	41979.40	2460.79
Real Estate	10831.00	2868.71
Petrochemicals	4399.47	287.99
Others	784.24	24.89
<b>Total</b>	<b>92705.90</b>	<b>4823.56</b>

**Details of significant changes in Key Financial Ratios:**

Key Ratio	2019-20	2018-19	Variance	Reason
Debtors Turnover	4.70	2.91	62.00%	Trade receivable decreased in current financial year
Inventory Turnover	3.89	2.86	36.00%	Stock in trade of real estate decreased by 8462.29 lakhs due to sale of stock in trade land.
Debt Equity Ratio	0.47	0.76	(37.00%)	Debt decreased due to repayment of borrowing and other liability

**RISKS AND CONCERNS:**

To sustain and grow in global market brings in uncertainties. Greater the uncertainties, higher the risk.

The Company has a risk identification and management framework appropriate to it and to the business environment under which it operates. Risks are being identified at regular intervals by the Board.

The Company has a Risk Management Policy, which provides overall framework of Risk Management in the Company. The Board of Directors is responsible for the assessment, formulation and implementation of guidelines, managing key risks, risk minimization procedures and periodicals review.

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

Your Company has a system of internal controls to safeguard the Company's assets against loss from unauthorized use and ensure proper authorization of financial transactions. The Company also has budgetary control system to monitor all expenditures against approved budgets on an ongoing basis. The Company maintains a system of internal controls designed to provide assurance regarding the effectiveness and efficiency of operations, the reliability of financial controls and compliance with applicable laws and regulations as applicable in the various jurisdictions in which the Company operates. The Company has in place adequate internal control systems and procedures covering all the operational, financial, legal, and compliance functions. The structured internal audit process charged with the task of ensuring reliability and accuracy of the accounting and of the other operational data.

The Company has a system of monthly review of businesses as a key operational control wherein the performance of units is reviewed against budgets and corrective actions are taken.

**FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:**

This has been dealt in Director Report.

**HUMAN RESOURCES / INDUSTRIAL RELATIONS:**

Your Company has team of qualified and dedicated personnel who have contributed to the consolidation of the operations of your Company. Your Company's industrial relations continued to be harmonious during the year under review.

**CAUTIONARY STATEMENT:**

Statements in the Management Discussion and Analysis describing the Company's objectives, estimates, expectations or projections may constitute "forward looking statements", within the meaning of applicable laws and regulations. Actual results may differ materially from those either expressed or implied in the statements specially in view of COVID-19 pandemic. Important factors that could make a difference to your Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and international markets, changes in the Government regulations, tax laws and other statutes and other incidental factors.

## Annexure VII-A

### CORPORATE GOVERNANCE REPORT

Report on Corporate Governance for the Year Ended 31st March, 2020 (in accordance with Regulation 34 (3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

#### A. Corporate Governance Philosophy

The Company is committed to good Corporate Governance and it envisages commitment towards the attainment of high level of transparency, accountability and business propriety with the ultimate objective of increasing long term shareholders value, keeping in view the needs and interests of all stakeholders.

Your Company believes that good Corporate Governance is the foundation for a truly sustainable Company. Corporate Governance is a set of principles, process and systems to be followed by the Directors, Management and all Employees of the Company for enhancement of shareholder value while keeping in view interest of other stakeholders. Set procedures, guidelines and practices have been evolved to ensure timely disclosures of information regarding our financials, performance, significant events and governance etc. of the Company.

#### B. Board of Directors:

##### a) Composition and category of Directors including attendance of each Director at the Meeting of the Board and the Last Annual General Meeting along with number of other Directorship and Membership in Committees in which such Director is Member or Chairman.

The composition of Board as on March 31, 2020 was in accordance with requirement of Regulation 17(1) of SEBI (LODR) Regulations, 2015. As on March 31, 2020, the Company has a Non-Executive Chairman and over half of the total numbers of Directors are Non-Executive Directors. The Company has 12 Directors on its Board comprising 6 Independent Directors, 3 Managing/Executive Directors and 3 Non-Executive Directors including 2 women Director out of which 1 is woman Independent Director.

None of the Directors holds Directorships in more than the permissible number of Companies under the applicable regulations. Similarly, none of the Directors on the Board's sub-committee holds membership of more than ten Committees of the Boards, nor a Chairman of more than five Committees of Boards. For limits only Chairmanship / Membership of Audit Committee and Stakeholders Relationship Committee is to be considered.

The names and categories of the Directors on the Board, their attendance at Board Meetings during the year from April 2019 to March 2020 and at the last Annual General Meeting and the number of Directorships and Committee membership held by them in other Companies are given below:

Name	Category	Board Meeting during the year from 1 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2020		Attendance at the last AGM held on 21 <sup>st</sup> Sept., 2019	No. of Directorships in other Public Companies		No. of Committee Positions held in other Public Companies	
		Held	Attended		Chairman	Director	Chairman	Member
<b>Directors in Office</b>								
Mr. Rajendra Somani	Managing Director	6	6	No	0	4	0	0
Mr. Adarsh Somani	Joint Managing Director	6	5	Yes	0	7	0	2
Mr. Susheel G. Somani*	Non-Executive Director	6	4	Yes	1	8	0	0
Mr. B. K. Toshniwal	Executive Director	6	6	Yes	0	2	0	1
Mrs. Sujata Parekh Kumar	Non-Executive Director	6	6	No	0	1	0	0
Mr. Varun Somani	Non-Executive Director	6	5	Yes	0	2	1	0
Mr. Vinod Mimani	Independent Director	6	5	No	0	2	0	0
Mr. K.G. Gupta*	Independent Director	6	4	No	0	1	0	1
Mr. N. Ganga Ram*#	Independent Director	6	3	No	0	2	1	2
Mr. Vijay Bhatia*	Independent Director	6	4	Yes	0	0	0	0
Mr. Vikram Parekh	Independent Director	6	4	No	0	0	0	0
Mrs. Mamta Biyani	Independent Director	6	5	No	0	2	0	1

Notes:

- a. \*Appointed w.e.f. 01.07.2019
- b. #Mr. N Ganga Ram has resigned from Sundaram Home Finance Limited w.e.f 01st April, 2020.
- c. Directorship excludes Private Limited Companies.
- d. Number of Committees position referred above includes Committees of Public Companies in which the Director is Member/Chairman. For Limits only Chairmanship/Membership of Audit Committee and Stakeholders Relationship Committee are Considered.

**b) Number of Meetings of the Board of Directors held and dates on which held:**

Six (6) Board Meetings were held during the Financial Year under review on April 27, 2019, May 25, 2019, August 09, 2019, November 09, 2019, February 08, 2020 and March 11, 2020.

**c) Disclosure of relationships between Directors inter-se:**

Mr. Rajendra Somani and Mr. Adarsh Somani, Directors of the Company, are related with each other (inter-se) within the meaning of the SEBI (LODR) Regulations, 2015 and Companies Act, 2013.

None of the Directors, other than those mentioned above are related to each other within the meaning of the SEBI (LODR) Regulations, 2015 and Companies Act, 2013

**d) Number of shares of the Company held by Non- Executive Directors as on March 31, 2020:**

Sr. No.	Name of Director	No. of Shares held	% of Shareholding
i.	Mr. Susheel G Somani	16502502	10.51
ii.	Mr. Vinod Mimani	650	0.00
iii.	Mr. K G Gupta	0	0
iv.	Mr. N Ganga Ram	0	0
v.	Mrs. Sujata Parekh Kumar	5578480	3.55
vi.	Mr. Vijay Bhatia	0	0
vii.	Mrs. Mamta Biyani	0	0
viii.	Varun Somani	4350295	2.77
ix.	Vikram Parekh	0	0.00

**e) Web link where details of familiarization programmes imparted to Independent Directors is disclosed:**

<http://www.oriconenterprises.com/images/Familiarization%20Programme.pdf>

**f) Separate Meeting of Independent Directors**

As stipulated by the Code of Independent Directors under the Companies Act, 2013 read with Secretarial Standard-I and SEBI (LODR) Regulations, 2015, a separate Meeting of the Independent Directors of the Company for the financial year 2019-20 was held on February 08, 2020. The Meeting reviewed the performance of Non-Independent Directors and the Board as a whole, the performance of Chairman of the Company and also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and it's Committees which is necessary to effectively and reasonably perform and discharge their duties.

**g) Directorship in other Listed Entities**

S.No	Name of Director	Name of Listed Entity	Category
1	Rajendra Somani	-	-
2	Adarsh Somani	Kopran Limited Sarvamangal Mercantile Company Limited	Non-Executive Director Non-Executive Director
3	Varun Somani	Kopran Limited	Non-Executive Director
4	Susheel G. Somani	Kopran Limited	Non-Executive Director
5	B.K. Toshniwal	Sarvamangal Mercantile Company Limited	Independent Director
6	Sujata Parekh Kumar	-	-
7	Vikram Parekh	-	-
8	Vinod Mimani	The Indian Wood Products Co. Limited G D Trading and Agencies Limited	Independent Director Independent Director
9	N. Ganga Ram	Thejo Engineering Limited	Independent Director
10	K.G. Gupta	-	-
11	Vijay Bhatia	-	-
12	Mamta Biyani	Kopran Limited	Independent Director

**h) Skills/Expertise/Competencies of the Board of Directors**

The core skills/ expertise/ competencies as identified by the Board of Directors for the Board Members of the Company in relation to its business affairs, with a view to ensure effective functioning of the Company in all respect and as already available with the Board, are stated as hereunder:

S.No	Name	Skills/Expertise
1.	Mr. Rajendra Somani	Packaging industry, Petrochemicals, Business Management, Marketing, Real-Estate.
2.	Mr. Adarsh Somani	Pharmaceuticals, Business Management, Marketing, Management Skills.
3.	Mr. B.K. Toshniwal	Packaging industry, Management, Legal and Corporate Laws , Finance & Banking, Accounting .
4.	Mr. Susheel G. Somani	Industrial Products Marketing, Finance and General Administration
5.	Mr. Varun Somani	Business Management, Finance and Banking Skills.
6.	Mrs. Sujata Parekh Kumar	Shipping and logistics Business Management, Finance.
7.	Mr. Vinod Mimani	Business Management, Marketing.
8.	Mr. K G Gupta	Accounts & Finance, General Administration Skills.
9.	Mr. N Ganga Ram	Legal, Economics, Finance, Corporate Governance.
10.	Mrs. Mamta Biyani	Business Management, Finance.
11.	Mr. Vijay Bhatia	Packaging Industry, Finance
12.	Mr. Vikram Parekh	Business Management, Corporate Governance.

**i) Confirmation of independent Directors**

In the opinion of the Board, the Independent Directors of the Company fulfill the conditions required for independent directors as per the provisions of the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws and are independent of the management.

**j) Detailed reason for resignation of Independent Director(s)**

No Independent Director has resigned from the Company during the Financial Year 2019-20.

### C. Audit Committee

- a) The Composition of the Audit Committee and details of meeting of Audit Committee held and attended by each member during the year 2019-20 are as follows:

Name	Designation	Non-Executive/Independent	Number of Meetings	
			Held	Attended
Mr. Vinod Mimani	Chairman	Independent Director	4	4
Mrs. Mamta Biyani*	Member	Independent Director	4	3
Mr. B.K. Toshniwal*	Member	Independent Director	4	3
Mr. K.G. Gupta*	Chairman	Independent Director	4	1
Mr. Vijay Bhatia*	Member	Independent Director	4	1
Mr. Susheel Somani*	Member	Non-Executive Director	4	1

#### Notes:

\*Mr. Susheel G Somani, Mr. K.G. Gupta and Mr. Vijay Bhatia were appointed and Mr. B K Toshniwal and Mrs. Mamta Biyani ceased to be member of Audit Committee w.e.f. 09th November, 2019 on account of reconstitution of Audit Committee.

Further the Board in its meeting held on June 09, 2020 have reconstituted Audit Committee and has included woman director as member of the Committee. Hence as on date of this report the Composition of the Audit Committee is as below:

Name	Designation	Non-Executive/Independent
Mr. K G Gupta	Chairperson	Independent Director
Mr. Vijay Bhatia	Member	Independent Director
Mr. Vinod Mimani	Member	Independent Director
Mr. Susheel G Somani	Member	Non-Executive Director
Mrs. Mamta Biyani	Member	Independent Director

All the Members of the Audit Committee are financially literate and have relevant accounting and financial management expertise as required under the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations, 2015. Mr. Sanjay Jain, Company Secretary of the Company, act as Secretary of the Audit Committee.

The primary objective of the Committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting and its compliance with the legal and regulatory requirements. The Committee oversees the work carried out in the financial reporting process by the Management, the Internal Auditor and the Statutory Auditors and, note the processes and safeguards employed by each of them.

#### b) Terms of Reference

The committee's composition, terms of reference, role, powers, rights, authority and obligations of the Audit Committee are in conformity with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment or amendments thereof).

#### c) Meetings of Audit Committee during the year

The members of the Audit Committee met Four times during the Financial Year 2019-20 on May 25, 2019, August 09, 2019, November 09, 2019 and February 08, 2020.

All the recommendations made by the Audit Committee during the year were accepted by the Board.

Mr. Vinod Mimani, then Chairman of the Audit Committee was not present at the last Annual General Meeting held on September 21, 2019 had authorized Mr. B.K. Toshniwal as Authorized Representative to attend the Meeting on his behalf and Mr. Toshniwal was present at the meeting.

#### D. Nomination & Remuneration Committee:

##### a) Composition, names of members and chairperson and attendance details:

The composition of the Nomination and Remuneration Committee as well as details of meeting of Nomination and Remuneration Committee held and attended by each Member during the year 2019-20 are as follows:

Name	Designation	Executive / Non-Executive / Independent	Number of Meetings	
			Held	Attended
Mr. Vijay Bhatia*	Chairman	Independent Director	2	1
Mr. K. G. Gupta*	Member	Independent Director	2	1
Mr. Vinod Mimani	Member	Independent Director	2	2
Mrs. Mamta Biyani*	Chairperson	Independent Director	2	1
Mr. Varun Somani*	Member	Non-Executive Director	2	0

##### Notes:

\*Mr. Vijay Bhatia and Mr. K.G. Gupta were appointed and Mr. Varun Somani and Mrs. Mamta Biyani ceased to be member of Nomination and Remuneration Committee w.e.f. 09th November, 2019 on account of reconstitution of Nomination and Remuneration Committee.

The main purpose of the Committee is to review and discharge the Board's responsibilities related to remuneration of the Managing Director, Key Managerial Personnel, and Senior Management People. The Committee has the overall responsibility for formulation of criteria for evaluation of Independent Directors, identifying persons who are qualified to become a Directors and appointment of Senior Management Personnel.

##### b) Terms of Reference

The committee's composition, terms of reference, role, powers, rights, authority and obligations of the Nomination and Remuneration Committee are in conformity with the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment or amendments thereof).

##### c) Meetings of the Nomination and Remuneration Committee during the year

The members of the Nomination and Remuneration Committee met two time during the Financial Year 2019-20 on August 09, 2019 and February 08, 2020.

##### d) Performance evaluation criteria for Independent Directors:

The Nomination and Remuneration Committee carries out the evaluation of the performance of every Director, KMP and Senior Management Personnel at regular interval or at such intervals as considered necessary.

#### E. Executive Committee

The Board of Directors in its meeting held on 26th June, 2020 had constituted an Executive Committee w.e.f 01st July, 2020 and has provided powers to it for smooth functioning and to take decisions in specified operational matters. The Composition of the Committee is as follows:

Name	Designation	Executive/ Non-Executive/Independent
Mr. Rajendra Somani	Chairman	Managing Director
Mr. Adarsh Somani	Member	Joint Managing Director
Mr. B.K. Toshniwal	Member	Executive Director
Mrs. Mamta Biyani	Member	Independent Director

## F. Remuneration of Directors:

### (a) Pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company:

The Non-Executive Directors including the Independent Directors of the Company draw remuneration only by way of sitting fees for attending the Meeting of the Board and the Committees thereof. Apart from this, none of the Non-Executive Directors has any material pecuniary relationship or transaction with the Company, its Promoters, Directors, Senior Management or Holding Company, Subsidiaries and Associates which may affect independence of the Director.

### (b) Criteria for making payments to Non- Executive Directors:

Non- Executive Directors of the Company are paid sitting fees for attending Board and Committee meetings of the Company.

### (c) Disclosures with respect to remuneration:

#### (i) Details of remuneration paid to the Non-Executive for the financial year 2019-20 are as given below:

Sr.No.	Name of Director	Sitting Fees		Independent Directors Meeting	Total
		Board	Committee		
1.	Mr. Susheel G. Somani	50,000	5,000	-	55,000
2.	Mr. Vinod Mimani	35,000	25,000	5,000	65,000
3.	Mr. K G Gupta	50,000	15,000	5,000	70,000
4.	Mr. N Ganga Ram	45,000	5,000	5,000	55,000
5.	Mrs. Sujata Parekh Kumar	60,000	-	-	60,000
6.	Mr. Varun Somani	50,000	-	-	50,000
7.	Mrs. Mamta Biyani	40,000	30,000	-	70,000
8.	Mr. Vijay Bhatia	50,000	10,000	5,000	65,000
9.	Mr. Vikram Parekh	50,000	-	5,000	55,000

#### (ii) Details of remuneration paid to the Executive Director for the financial year 2019-20 are as given below:

Sr. No.	Name of Managing Director	Salary	Bonus	Total
1.	Mr. Rajendra Somani	1,86,30,000.00	-	1,86,30,000.00
2.	Mr. Adarsh Somani	71,41,800.00	-	71,41,800.00
3.	Mr. B.K. Toshniwal	55,59,600.00	-	55,59,600.00

## G. Stakeholders Relationship Committee

### a) Composition, names of members and chairperson and attendance details:

The composition of the Stakeholders' Relationship Committee as well as detail of meetings of Stakeholders' Relationship Committee attended by each Member during the year 2019-20 is as follows:

Name	Designation	Executive / Non-Executive / Independent	Number of Meetings	
			Held	Attended
Mr. N Ganga Ram*	Chairman	Independent Director	4	1
Mr. B K Toshniwal	Member	Executive Director	4	4
Mr. K G Gupta*	Member	Independent Director	4	1
Mrs. Mamta Biyani*	Chairperson	Independent Director	4	3
Mr. Rajendra Somani*	Member	Executive Director	4	3



**Notes:**

\*Mr. N Ganga Ram and Mr. K.G. Gupta were appointed and Mr. Rajendra Somani and Mrs. Mamta Biyani ceased to be member of Stakeholder Relationship Committee w.e.f. 09th November, 2019 on account of reconstitution of Stakeholder Relationship Committee.

The role of the Committee is to consider and resolve the grievances of the security holders of the Company, including complaints relating to transfer and transmission of securities, non-receipt of dividends, and such other grievances as may be raised by the security holders from time to time.

**b) Name and designation of Compliance Officer:**

Mr. Sanjay Jain, Company Secretary, is the Compliance Officer of the Company.

**c) Details of the shareholders' complaints:**

During the year under review Company has received 1 shareholder complaints and all the complaints were disposed off during the year. No complaint was pending at year end.

**d) Meetings during the year:**

The members of the Stakeholders' Relationship Committee met four times during the financial year 2019-20 on May 25, 2019, August 09, 2019, November 11, 2019 and February 08, 2020.

**H. GENERAL BODY MEETING**

**a) Information about last three Annual General Meetings.**

Year	Date	Time	Venue
2018-19	21.09.2019	10:00 a.m.	Shri S. K. Somani Memorial Hall, Hindi Vidya Bhavan 79, Marine Drive, Mumbai- 400 002
2017-18	29.09.2018	10:00 a.m.	Shri S. K. Somani Memorial Hall, Hindi Vidya Bhavan 79, Marine Drive, Mumbai- 400 002
2016-2017	29.07.2017	10.30 a.m.	Shri S. K. Somani Memorial Hall, Hindi Vidya Bhavan 79, Marine Drive, Mumbai- 400 002

**b) Special Resolutions passed in the previous three AGM(s):**

**Special resolutions regarding following were passed in the last three AGM(s)**

- 2018-19 -
- i) To re-appoint Mr. Rajendra Somani (DIN: 00332465) as Managing Director of the Company.
  - ii) To re-appoint Mr. Adarsh Somani (DIN: 00192609) as Joint Managing Director of the Company.
  - ii) To approve remuneration payable to Mr. B.K. Toshniwal (DIN: 00048019) as an Executive Director of the Company for his remaining tenure.
- 2017-18 -
- i) To increase remuneration of Mr. Rajendra Somani (DIN: 00332465), Managing Director of the Company.
  - ii) To appoint Mr. B.K. Toshniwal (DIN: 0048019) as an Executive Director of the Company.
- 2016-17 -
- i) To continue appointment of Mr. Rajendra Somani (DIN: 00332465) as Managing Director of the Company.
  - ii) To alter articles of associations of the Company.

**c) Passing of Special Resolution through postal ballot :**

The below stated special resolution(s) were passed through postal ballot/ e-voting process on June 15, 2019 the details of which are as follows:

1. Appointment of Mr. Susheel G. Somani as Non Executive Director w.e.f. 1st July 2019, whose office shall be liable to retire by rotation.

- 2) Appointment of Mr. N Ganga Ram as Non-Executive Independent Director for second term of 5 years w.e.f. 01st July 2019 upto 30th June, 2024, whose office shall not be liable to retire by rotation.
- 3) Appointment of Mr. KG Gupta as Non-Executive Independent Director for second term of 5 years w.e.f. 01st July 2019 upto 30th June, 2024, whose office shall not be liable to retire by rotation.
- 4) Appointment of Mr. Vijaykumar Bhatia as Non-Executive Independent Director for second term of 5 years w.e.f. 01st July 2019 upto 30th June, 2024, whose office shall not be liable to retire by rotation.

**Details of voting pattern:**

Resolution No.	Total Valid Votes received#	Votes in Favor	Votes in Against	% of Votes in favor
1.	87898770	87887388	11382	99.99%
2.	87898790	87885842	12948	99.95%
3.	87898800	87885852	12948	99.98%
4.	87898800	87885953	12847	99.98%

# including voting through E-voting facility.

**d) Person who conducted the postal ballot exercise**

Mr. Prabhat Maheshvari, (Membership No. FCS 2405/CP 1432) or in his absence Mr. Mahesh Soni, (Membership No. FCS 3706/CP 2324) both Partners of M/s. GMJ & Associates, Practicing Company Secretaries were appointed as the Scrutinizer to conduct the aforesaid postal ballot and e-voting process in a fair and transparent manner.

**e) Procedure for postal ballot**

In compliance with Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 ('Act'), read with the related Rules, the Company provides electronic voting (e-voting) facility to all its members. The Company engages the services of NSDL for the purpose of providing e-voting facility to all its members. The members have the option to vote either by physical ballot or through e-voting.

The Company dispatches the postal ballot notices and forms along with postage prepaid business reply envelopes to its members whose names appear on the register of members / list of beneficiaries as on a cut-off date. The postal ballot notice is sent to members in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding). In case of physical shareholding, copies of Postal Ballot Notice along with Postal Ballot Form was sent in physical, by permitted mode. The Company also publishes a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable Rules.

Voting rights are reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off date. Members desiring to exercise their votes by physical postal ballot forms are requested to return the forms, duly completed and signed, to the scrutinizer on or before the close of the voting period. Members desiring to exercise their votes by electronic mode are requested to vote before close of business hours on the last date of e-voting.

The scrutinizer submits his report to the Chairman, after the completion of scrutiny, and the consolidated results of the voting by postal ballot and e-voting are then announced by the Chairman. The results are also displayed at the Registered Office of the Company and on the Company website at [www.oriconenterprises.com](http://www.oriconenterprises.com) besides being communicated to the Stock Exchanges and agency providing e-voting facility. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

**I. Means of Communication**

**a) Financial results:**

Quarterly/ Half yearly/ Annual results are regularly submitted to the Stock Exchanges where the securities of the Company are listed pursuant to the SEBI (LODR) Regulations, 2015 requirements and are published in the newspapers. The financial results are displayed on the Company's website i.e. [www.oriconenterprises.com](http://www.oriconenterprises.com)

**b) Newspapers wherein results normally published:**

The Quarterly/ Half-yearly / Annual Results of the Company during the financial year 2019-20 were published in the newspapers viz. Business Standard /Tarun Bharat (Regional Newspaper- Marathi).

**c) Any Website, where displayed :**

The Company’s website www.oriconenterprises.com contains a separate dedicated section “Investor” where information for shareholders is available. The Quarterly/Half yearly/ Annual Financial Results and annual reports are posted on the said website.

**d) Whether Website also displays official news releases:**

The Company has maintained a functional website www.oriconenterprises.com containing basic information about the Company e.g. details of its business, Directors and also other details as per the requirement of Listing Regulation and the Companies Act, 2013 like financial information, shareholding pattern, codes, compliance with corporate governance, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances etc.

**e) Presentations made to institutional investors or to the analysts:**

No presentation to any institutional investors or analysts has been made during the financial year ended March 31, 2020.

**J. GENERAL SHAREHOLDERS INFORMATION**

**(a) Annual General Meeting**

**Day, Date and time:** Wednesday, September 23, 2020 at 3:00pm

**Venue :** Through VC/ OAVM. Registered office of the Company will be deemed Venue for the Annual General Meeting

**(b) Financial year :** April 01, 2019- March 31, 2020

**(c) Date of Dividend Payment:** The Board has not recommended any dividend. Hence, no dividend is proposed to be declared at the ensuing Annual General Meeting.

**(d) Name and address of stock exchanges at which the Company’s securities are listed and confirmation about payment of annual listing fees to each of stock exchanges:**

The Company’s equity shares are listed on the BSE Ltd. (BSE)- Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001, and National Stock Exchange of India Limited (NSE) - Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051. The Company has paid the applicable annual listing fees for the Financial Year 2020-21 to BSE and NSE.

**(e) Stock code:**

BSE Scrip Code	513121
NSE Trading Symbol	ORICONENT
ISIN Number for NSDL & CDSL	INE730A01022

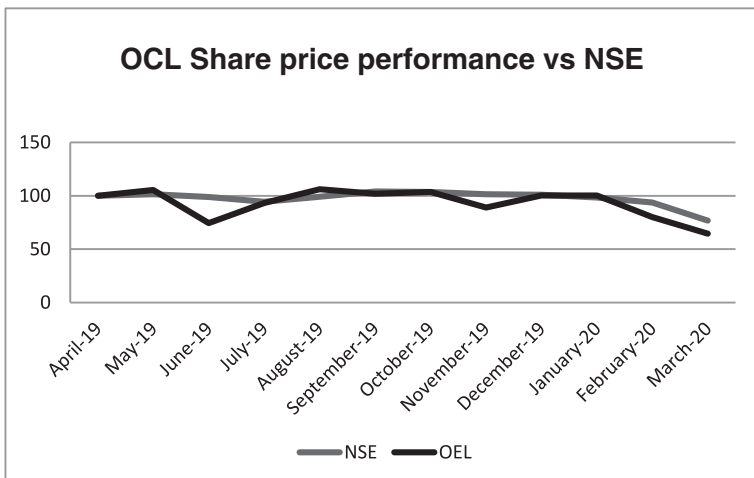
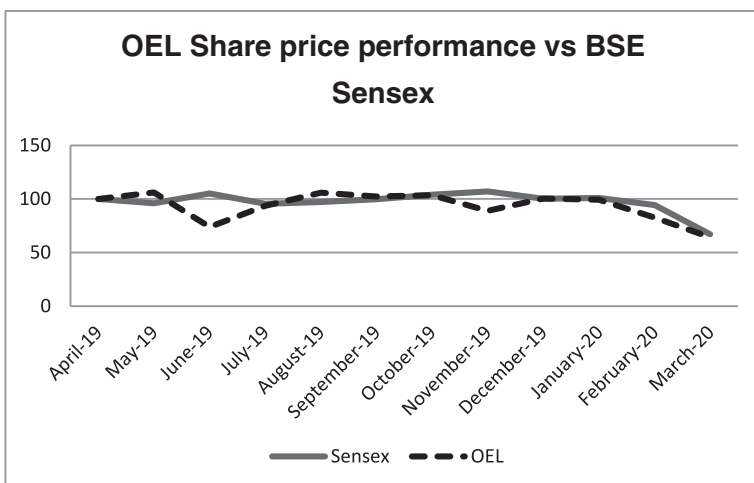
**(f) Market Price Data: High, Low during each month in last Financial Year**

The performance of the equity shares of the Company on BSE and NSE depicting the liquidity of the Company’s equity shares for the financial year ended on March 31, 2020, on the said exchanges, is as follows:

**Stock Market Price Data**

Month	National Stock Exchange of India Limited (NSE)			BSE Limited (BSE)		
	High Price (Rs.)	Low Price (Rs.)	Total Turnover (Rs.)	High Price (Rs.)	Low Price (Rs.)	Volume (No.)
Apr-19	30.00	25.00	8,51,758	29.80	24.00	67,43,956
May-19	28.30	21.20	9,74,803	29.00	21.10	60,49,136
Jun-19	27.00	18.10	9,41,148	27.00	18.15	43,78,826
Jul-19	20.50	17.75	8,80,249	22.20	17.50	47,37,250
Aug-19	24.35	17.90	14,57,615	24.40	17.75	55,51,552
Sep-19	23.80	19.00	11,45,958	23.85	19.20	45,69,511
Oct-19	21.85	18.15	8,41,901	21.70	15.20	28,46,491
Nov-19	21.35	16.80	9,18,745	21.60	17.40	38,48,333
Dec-19	19.25	15.85	11,57,560	19.15	15.80	35,34,400
Jan-20	21.00	17.70	16,30,118	22.45	17.95	45,06,901
Feb-20	19.50	14.45	8,19,617	20.50	14.50	60,62,687
Mar-20	15.85	8.65	14,15,624	16.75	8.90	3676291

**(g) Performance in comparison to broad-based indices:**



**(h) In case the securities are suspended from trading, reason thereof:**

The securities of the Company have not been suspended from trading.

**(i) Registrar to an issue and Share Transfer Agents (R & TA):**

**Bigshare Services Pvt. Ltd.**

1st Floor, Bharat Tin Works Building,  
 Opp. Vasant Oasis, Makwana Road,  
 Marol, Andheri (E),  
 Mumbai – 400 059

Tel. No. 022-62638200

E-mail: info@bigshareonline.com

**(j) Share Transfer System:**

The Board of Directors of the Company, in order to expedite the process, has delegated the power of approving transfer, transmission, etc. of the securities of the Company to the R & TA. Securities lodged for transfer, transmission, etc. are normally processed within the stipulated time as specified under the SEBI (LODR) Regulations, 2015 and other applicable provisions of the Companies Act, 2013. The Company has duly obtained certificates on half yearly basis from the Practicing Company Secretary, certifying due compliance with the formalities of share transfer as required under Regulation 40(9) of the SEBI (LODR) Regulations, 2015 and submitted a copy of the certificate to the Stock Exchanges where the securities of the Company are listed.

**(k) Distribution of shareholding as on March 31, 2020:**

No. of Equity Shares held	No. of Share holders	% of Share holders	No. of Share held	% of Share holding
1 to 500	15735	68.61	32,37,209	2.07
501 to 1000	3219	14.04	27,54,762	1.75
1001 to 2000	1721	7.50	27,40,873	1.75
2001 to 3000	705	3.07	18,27,468	1.16
3001 to 4000	282	1.23	10,24,447	0.65
4001 to 5000	320	1.40	15,44,561	0.98
5001 to 10000	459	2.00	3,48,543	2.22
10001 and above	494	2.15	14,04,34,852	89.42
<b>Total</b>	<b>22935</b>	<b>100.00</b>	<b>15,70,47,715</b>	<b>100.00</b>

**(l) Dematerialization of shares and liquidity:**

The shares of the Company are available for dematerialisation (holding of shares in electronic form) on both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The shares of your Company are to be compulsorily traded in the dematerialised form. As on March 31, 2020 15,65,11,254 Equity Shares comprising of 99.62% of total Subscribed and Fully Paid-up Equity Shares of the Company, have been dematerialised by the Investors and bulk of transfers take place in the demat segment.

**(m) Outstanding GDRs/ ADRs/ Warrant or any Convertible Instruments, Conversion date and likely impact on Equity.**

During the Year ended March 31, 2020 there were no outstanding GDRs/ ADRs/ Warrant or any Convertible Instruments.

**(n) Commodity price risk or foreign exchange risk and hedging activities:**

The Company import raw material product for manufacturing of packaging products and also export finished products. The Company is carrying foreign exchange risk for the import and export and does not do any hedging activities.

**(o) Location of Plant:**

**Factory I:**

MIDC – Murbad  
Dist – Thane – 421401

**Factory II:**

Village – Savroli, Khopoli – 410 203  
Dist - Raigad

**Factory III:**

Kundiam Industrial Estate, Kundiam,  
Goa

**Factory IV**

IDCO, Plot No. E/3, Mukundprasad Ind. Estate, Khordha  
Odisha

**(p) Address for correspondence:**

**i) Registered office:**

Mr. Sanjay Jain  
Company Secretary - Compliance Officer

**Oricon Enterprises Ltd.**  
CIN: L28100MH1968PLC014156  
1076, Dr. E. Moses Road,  
Worli, Mumbai-400 018

Tel No. 2496 4656-60  
E-mail: sanjayjain@ocl-india.com  
Website: www.oriconenterprises.com

**ii) Registrar & Transfer Agent:**

**Bigshare Services Pvt. Ltd.**

1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri (E),  
Mumbai – 400 059  
Tel. No. 022-62638200  
E-mail: info@bigshareonline.com

**K. Other Disclosures**

**(a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company at large:**

During the financial year under review, there were no materially significant related party transactions with the Promoters, Directors, their relatives etc. that may have potential conflict with the interests of the Company at large.

**(b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:**

SEBI vide its Adjudication Order No. EAD/ SR/ SJ/ AO/ 17-20/2018-19 had imposed a penalty Rs. 2,00,000 on the Company and the same has been paid.

**(c) Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the Audit Committee:**

The Company has a Vigil Mechanism cum Whistle Blower Policy in place, details of which have been furnished in the Directors' Report. The Board of Directors affirms and confirms that no personnel have been denied access to the Audit Committee.

**(d) Details of compliance with mandatory requirements and adoption of the non- mandatory requirements:**

The Company has complied with all the mandatory requirements of the Schedule V of the SEBI (LODR) Regulations, 2015. The status of compliance with the non-mandatory requirements of this clause has been detailed in point no. 'M' below.

**(e) Web link where policy for determining 'material' subsidiaries is disclosed:**

<http://www.oriconenterprises.com/pdf/POLICY%20ON%20MATERIAL%20SUBSIDIARY.pdf>

**(f) Web link where policy on dealing with related party transactions:**

<http://www.oriconenterprises.com/pdf/POLICY%20ON%20RELATED%20PARTY%20TRANSACTION.pdf>

**(g) Disclosure of commodity price risks and commodity hedging activities:**

The company does not do any hedging activities.

**(h) Total fees paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/ network entity of which statutory auditor is a part.**

S.NO	PARTICULARS	AMOUNT (₹ In Lakhs)	
		2020	2019
1.	Fees for Statutory Audit	20.02	23.53
2.	Fees for Limited Review	7.20	3.00
3.	Fees for Tax Audit	3.30	3.00
4.	Fees for other services	1.34	0.63

**(i) Disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

- a) Number of complaints filed during the Financial Year : 0  
 b) Number of complaints disposed of during the Financial Year : 0  
 c) Number of complaints pending as on end of the Financial Year : 0

**L. Non-compliance of any requirement of corporate governance report of sub-paras (B) to (K) above, with reasons thereof shall be disclosed**

The Company has complied with the requirements of corporate governance report of sub paras (B) to (K) as above.

**M. Adoption of the discretionary requirements as specified in Part E of the Schedule II of the SEBI (LODR) Regulations, 2015**

**(a) The Board**

The Company does not maintain an office for the Non- Executive Chairman.

**(b) Shareholder Rights**

The Company's quarterly and half-yearly results are furnished to the Stock Exchange(s), also published in the newspapers and also displayed on the website of the Company and therefore results are not sent to household of each of the shareholders.

**(c) Modified opinion(s) in audit report**

The auditors have issued an unmodified Audit Report for financial statements for the year ended March 31, 2020.

**(d) Separate posts of Chairman and CEO/Managing Director**

The Company is having separate posts for Chairman and Managing Director.

**(e) Reporting of Internal Auditor**

The Internal Auditor reports directly to the Audit Committee.

**N. Equity Shares in Suspense Account**

1. **Outstanding shares in the suspense account lying at the beginning of the year:** 1,23,010 shares
2. **No. of shareholders who approached the Company for transfer of shares from the unclaimed suspense account during the year:** 1 shareholder
3. **No. of shareholders to whom shares were transferred from unclaimed suspense account during the year:** 500 shares were transferred to 1 shareholder.
4. **No. of outstanding shares lying in the Unclaimed suspense account at the end of the year:** 1,22,510 shares

**For and on behalf of the Board**

**Rajendra Somani**  
Managing Director  
(DIN: 00332465)

**B.K. Toshniwal**  
Executive Director  
(DIN: 00048019)

**Date: 26th June, 2020**  
**Place: Mumbai**



## **Annexure VII-B**

### **CERTIFICATE REGARDING COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**TO,**  
**THE MEMBERS OF**  
**Oricon Enterprises Limited**  
**CIN: L28100MH1968PLC014156**  
1076, Dr. E. Moses Road,  
Worli, Mumbai – 400 018

I have examined the compliance of the conditions of Corporate Governance procedures implemented by **ORICON ENTERPRISES LIMITED** (herein referred as the “Company”) for the financial year ended on 31st March, 2020 as per Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) pursuant to the Listing agreement of the Company with the Stock Exchanges and I have examined the relevant records of the Company in accordance with the Guidance Note on Corporate Governance Certificate issued by The Institute of Company Secretaries of India (the “ICSI”).

In my opinion and to the best of my information and according to the explanations given to me, and the representations made by the Directors and Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations, as applicable.

The Compliance of the conditions of Corporate Governance is the responsibility of the Management. My examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Ensuring eligibility for appointment / continuity of every director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification.

I 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.

**NIRALI MEHTA**  
**Practicing Company Secretary**  
**UDIN: A037734B000383893**

**Membership No: A37734**  
**COP No: 20754**

**Date: June 26, 2020**  
**Place: Mumbai**

## Annexure VII-C

FORM NO.MR-3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

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

To,  
**The Members,**  
**Oricon Enterprises Limited**  
**CIN: L28100MH1968PLC014156**  
 1076, Dr. E. Moses Road,  
 Worli, Mumbai – 400 018

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ORICON ENTERPRISES LIMITED** (hereinafter called the “Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020, 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 and Overseas Direct Investment;

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 (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **[Not**

**applicable as the Company has not issued any further share capital during the period under review];**

- (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 **[Not applicable as the Company has not issued any Employee Stock Option Scheme and Employee Stock Purchase Scheme to the Company during the audit period];**
- (f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **[Not applicable during the period of audit];**
- (g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not applicable as the Company has not issued and listed any debt securities during the financial year under review];**
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; ; **[Not applicable as the Company has not delisted its equity shares during the period under review]** and
- (i) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998; **[Not applicable as the Company has not bought back its securities during the period under review];**

I further report that the Company operates in manufacturing of chemicals, apart from Environment, Pollution and safety related compliances no specific Acts were applicable to the Company.

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

- i. Secretarial Standards with respect to Board and General Meetings (SS-1 and SS-2) specified by The Institute of Company Secretaries of India;
- ii. The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year under review, the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. In case of notice/ agenda sent through shorter notice, prior approval of Board of Directors has been obtained.

All decisions are carried out unanimously at Board Meetings and Committee Meetings and recorded in the minutes of the meeting of the Board of Directors or Committees of the Board, as the case may be.

I further report that based on the information provided and the representation made by the Chief Financial Officer/Company Secretary and taken on record by the Board of Directors of the Company, in my opinion, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

I further report that during the year under report, the company has not undertaken event/action having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc. referred to above.

**Note:**

I have not conducted Secretarial Audit of material Subsidiary Company so I cannot comment on the same.

**NIRALI MEHTA**  
Practicing Company Secretary  
UDIN: A037734B000383860

**Membership No: A37734**  
**COP No: 20754**

**Date: June 26, 2020**  
**Place: Mumbai**

Note: This report is to be read with my letter of even date that is annexed as Annexure I and forms an integral part of this report.

## ANNEXURE I

To,  
**The Members,**  
**Oricon Enterprises Limited**  
**CIN: L28100MH1968PLC014156**  
1076, Dr. E. Moses Road,  
Worli, Mumbai – 400 018

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

1. Maintenance of secretarial records is the responsibility of management of the Company. My responsibility is to express an opinion on these secretarial records based on the audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**NIRALI MEHTA**  
Practicing Company Secretary

**Membership No: A37734**  
**COP No: 20754**

**Date: June 26, 2020**  
**Place: Mumbai**

## ANNEXURE VIII

### BUSINESS RESPONSIBILITY REPORT

[ Regulation 34(2)(f) SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015]

#### SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1. Corporate Identity Number (CIN) of the Company: L28100MH1968PLC014156
2. Name of the Company: Oricon Enterprises Limited
3. Registered address: 1076, Dr E Moses Road Worli, Mumbai, Maharashtra - 400018
4. Website: www.oriconenterprises.com
5. E-mail id: share@ocl-india.com
6. Financial Year reported: 2019-20
7. Sector(s) that the Company is engaged in (industrial activity code-wise): 25992,25999,22203,68100
8. List three key products/services that the Company manufactures/provides (as in balance sheet): Closures ,Real Estate and Petrochemicals
9. Total number of locations where business activity is undertaken by the Company
  - (a) Number of International Locations (Provide details of major 5) : NIL
  - (b) Number of National Locations: 5
10. Markets served by the Company – The Company Serves Local, State, National and International markets.

#### SECTION B: FINANCIAL DETAILS OF THE COMPANY

1. Paid up Capital (INR): 314095430
2. Total Turnover (INR In Lakhs): 60924.63
3. Total profit after taxes (INR In Lakhs):3410.75
4. Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (0.06%)
5. List of activities in which expenditure in 4 above has been incurred:- Cleanliness and Education

#### SECTION C: OTHER DETAILS

1. Does the Company have any Subsidiary Company/ Companies? :

Yes.

2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)

No.

3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]

The Company has not made it mandatory for its Suppliers / distributors to participate in its BR initiatives.

#### SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for BR
  - (a) Details of the Director(s) responsible for implementation of the BR policy/policies

1. DIN Number	00332465
2. Name	Mr. Rajendra Somani
3. Designation	Managing Director
1. DIN Number	00192609
2. Name	Mr. Adarsh Somani
3. Designation	Joint Managing Director
1. DIN Number	00048019
2. Name	Mr. B.K. Toshniwal
3. Designation	Executive Director

(b) Details of the BR head

No.	Particulars	Details
1	DIN Number (if applicable)	00332465
2	Name	Mr. Rajendra Somani
3	Designation	Managing Director
4	Telephone number	+91-22-43662200
5	e-mail id	share@ocl-india.com

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

(a) Details of compliance (Reply in Y/N)

P1: Business should conduct and govern themselves with Ethics, Transparency and Accountability.

P2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

P3: Business should promote the wellbeing of all employees.

P4: Business should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

P5: Business should respect and promote human rights.

P6: Business should respect, protect, and make efforts to restore the environment.

P7: Business, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

P8: Business should support inclusive growth and equitable development.

P9: Business should engage with and provide value to their customers and consumers in a responsible manner.

No.	Questions	P1 Ethics , Transparency and Accountability	P2 Products sustainability Life cycle	P3 Employees well being	P4 Stakeholders engagement	P5 Human Rights	P6 Enviro- nment	P7 Policy Advocacy	P8 Inclusive Growth	P9 Consumer Value
1	Do you have a policy/ policies for....	Y	Y	Y	Y	Y	Y	Y	N	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	N	Y
3	Does the policy conform to any national / international standards? If yes, specify? (50 words)	Y	Y	Y	Y	Y	Y	Y	N	Y
		Yes. The Policies except Principle 8. are based on the "National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business" released by the Ministry of Corporate Affairs.								
4	Has the policy being approved by the Board? Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Yes. The Policy except Principle 8 is approved by the Board of Directors in their meeting held on 26th June, 2020 and is signed by the Managing Director.								
5	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Yes, The Company do have committee to oversee implementation of the policy.								
6	Indicate the link for the policy to be viewed online ?	www.oriconenterprises.com								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes, The Business Responsibility Policy is communicated through the website of the Company and through this report..								
8	Does the company have in-house structure to implement the policy/policies?	Yes. The Company has established in house structure to implement the policy.								
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Yes, The Company has grievance redressal mechanism.								
10	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	The policy will be evaluated internally.								

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The company has not understood the Principles	-	-	-	-	-	-	-	-	-
2	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles	-	-	-	-	-	-	-	-	-
3	The company does not have financial or manpower resources available for the task	-	-	-	-	-	-	-	-	-
4	It is planned to be done within next 6 Months	-	-	-	-	-	-	-	-	-
5	It is planned to be done within the next 1 year	-	-	-	-	-	-	-	✓	-
6	Any other reason (please specify)	-	-	-	-	-	-	-	-	-

3. Governance related to BR

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

Yes. The BR performance of the Company would be assessed annually.

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

This is the first year for applicability of BR Report and is uploaded on the website of the Company. The BR Report would be published annually.

**SECTION E: PRINCIPLE-WISE PERFORMANCE**

**Principle 1**

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

OEL code of conduct and policy on Ethics, Transparency and Accountability covers the policy on bribery and anti-corruption and is applicable to its business associates, subsidiary, suppliers, contractors, NGOs and other entities, which are directly dealing with the company either in business operations or in its CSR activities.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

During the year no complaints have been received by the Company.

**Principle 2**

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

The Company is engaged in manufacturing of closures and petrochem products and the products are designed as per the requirement of its customers.

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

**(a) Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?**

Being a manufacturer company, there is need for resources – energy, water, raw materials etc in our operations. We therefore recognize the impact of our operations on the environment and adopt strategies to minimize our resources use in all our processes.

**(b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?**

At the production stage care is taken to optimise the use of resources. However, at consumer stage the tracking has not been done.

**3. Does the company have procedures in place for sustainable sourcing (including transportation)?**

**If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.**

The sustainable sourcing for the Company starts from the supplier selection process wherein all suppliers are required to give commitment for ethical way of doing business in letter and spirit. This also ensures that they supply us products which promotes sustainability.

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

**(a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?**

Yes. The Company do purchase goods, apart from raw material which is supplied by large suppliers only, from small producers including MSME.

**5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.**

The products manufactured by the Company undergoes various process such as cutting of tin sheets, lacquering ,printing etc and it is ensured that the scrap generation is minimum. The scrap so generated cannot be recycled and are sold to approved vendors for disposal as per the applicable guidelines. The Company also follows Waste Management Rules, as prescribed by the respective pollution control board where the units are located.

**Principle 3**

1. Please indicate the Total number of employees: 713
2. Please indicate the Total number of employees hired on temporary/contractual/casual basis: 148
3. Please indicate the Number of permanent women employees: 24
4. Please indicate the Number of permanent employees with disabilities: 0
5. Do you have an employee association that is recognized by management: Yes, Trade Union.
6. What percentage of your permanent employees is members of this recognized employee association? 54.56%
7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
1	Child labour/forced labour/involuntary labour	0	0
2	Sexual harassment	0	0
3	Discriminatory employment	0	0

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

- (a) Permanent Employees: 98.46%
- (b) Permanent Women Employees: 100%
- (c) Casual/Temporary/Contractual Employees: 97.30%
- (d) Employees with Disabilities: Nil

#### Principle 4

**1. Has the company mapped its internal and external stakeholders?**

Yes. The Company has defined its internal and external stakeholders. Its internal stakeholders are largely its employees (permanent and contractual) and external stakeholders are its shareholders, lenders, suppliers, customers, contractors, Government bodies and contractors.

**2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders.**

Yes the Company has Policy in place which guides it in identifying and helping disadvantaged, vulnerable & marginalized stakeholders.

**3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.**

Yes, efforts are made to engage with the disadvantaged, vulnerable and marginalized stakeholders.

The Company encourages its stakeholders to participate in various CSR initiative to help disadvantaged, vulnerable & marginalized stakeholders.

#### Principle 5

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

The OEL Code of Conduct is communicated to all stakeholders.

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

NIL.

#### Principle 6

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

The Company values the long term benefits adhering to environmental best practices and is committed to respect, protect and make efforts to restore the environment. OEL encourages to practice the environmental health practices across all its departments and also to its subsidiaries, contractors, suppliers and others.

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

The Company is manufacturer of closures and petrochem products and is committed to improvement and prevention of pollution as well as commitment to comply with applicable legal and other environmental legislations.

**3. Does the company identify and assess potential environmental risks? Y/N**

Yes, the Company follows guiding principles/ guidelines set out by respective State Pollution Control Board .

**4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?**

The manufacturing units at various locations do comply with the relevant guidelines of respective Pollution Control Board and the required compliance reports are filed regularly.

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

Please refer particulars in Conservation of energy, technology absorption and foreign exchange earnings and outgo section of the Directors Report.



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

Yes, emissions/waste generate by the Company is within the permissible limits.

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

No show cause / legal notice is received from CPCB/SPCB.

**Principle 7**

**1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:**

The Company is a member of Indian Institute of Packaging, Metal containers Manufacturer Association and Indian Chamber of Commerce.

**2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas ( drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)**  
No.

**Principle 8**

As mentioned in the Section D(2)(a) and D(2)(b) the Company will implement the Principle 8 in a year's time.

**Principle 9**

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

The products manufactured and supplied by the Company to only for Industry use as per the pre- approved specifications of the customer(s) hence the risk of complaints is mitigated. All the complaints are attended on priority and resolved. There are no pending complaints.

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

No need of display.

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

No such case is filed against the Company.

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

Feedback is a continuous process at our operations. The Company takes feedback from its customers regarding the product quality and for continual improvement and identify scope and future opportunities to increase customer value.

Being an intermediary the products of the Company are not supplied directly to consumers hence no survey is carried out.

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To,  
The Members,  
Oricon Enterprises Limited  
CIN: L28100MH1968PLC014156  
1076, Dr. E. Moses Road,  
Worli, Mumbai – 400 018

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **ORICON ENTERPRISES LIMITED** having CIN L28100MH1968PLC014156 and having registered office at 1076, Dr. E. Moses Road, Worli, Mumbai – 400 018 (hereinafter referred to as “the Company”), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as at the end of the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

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

**NIRALI MEHTA**  
Practicing Company Secretary  
UDIN: A037734B000383871

Membership No: A37734  
COP No: 20754

Date: June 26, 2020  
Place: Mumbai

**COMPLIANCE CERTIFICATE IN TERMS OF REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To,  
The Board of Directors  
**Oricon Enterprises Limited**

We, the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Oricon Enterprises Limited ('the Company'), to the best of our knowledge and belief certify that

- A. We have reviewed financial statements and the cash flow statement for the Financial Year ended March 31, 2020 and that to the best of our knowledge and belief, we state that:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. We further state that to the best of our knowledge and belief, there are 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 are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated, based on our evaluation, to the auditors and the Audit committee:
- (1) significant changes, if any, in internal control over financial reporting during the year;
  - (2) significant changes, if any, in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements and
  - (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Rajendra Somani**  
Managing Director  
(DIN: 00332465)

**B.M. Gaggar**  
Chief Financial Officer  
(PAN: AEFPG7277L)

**Date: June 26, 2020**  
**Place: Mumbai**

**DECLARATION BY THE MANAGING DIRECTOR UNDER SCHEDULE V (D) OF THE LISTING REGULATIONS REGARDING ADHERENCE TO THE CODE OF CONDUCT**

I, Rajendra Somani, Managing Director of Oricon Enterprises Limited, hereby declare that all the Board Members and Senior Management Personnel have affirmed their compliance and adherence with the provisions of the Code of Conduct for the Financial Year ended March 31, 2020.

**Rajendra Somani**  
Managing Director  
(DIN: 00332465)

**Date: 26th June, 2020**  
**Place: Mumbai**

## INDEPENDENT AUDITORS' REPORT

To the Members of  
Oricon Enterprises Limited

### Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the accompanying standalone financial statements of Oricon Enterprises Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Loss), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### Emphasis of Matter

We draw attention to Note 62 to the Standalone Financial Statements in which the Company describes the uncertainties arising from the COVID 19 pandemic. Our report is not modified in respect of this matter.

#### Key Audit Matters

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

Key Audit Matter	How our audit addressed the key audit matter
<p><b>Evaluation of Provision and Contingent Liabilities :</b></p> <p>As at the Balance Sheet date, the Company has open litigation and other contingent liabilities as disclosed in note no. 44 &amp; 65. The assessment of the existence of the present legal or constructive obligation, analysis of the probability or possibility of the related payment require the management to make judgement and estimates in relation to the issues of each matter.</p> <p>The management have made judgements and estimates relating to the likelihood of an obligation arising and whether there is a need to recognize a provision or disclose a contingent liability.</p> <p>Due to the level of judgement relating to recognition, valuation and presentation of provision and contingent liabilities, this is considered to be a key audit matter.</p>	<p>We have reviewed and held discussions with the management to understand their processes to identify new possible obligations and changes in existing obligations for compliance with the requirements of Ind AS 37 on Provisions, Contingent Liabilities and Contingent Assets.</p> <p>We have also discussed with the management significant changes from prior periods and obtained a detailed understanding of these items and assumptions applied. We have held regular meetings with the management and key legal personnel responsible for handling legal matters.</p> <p>In addition, we have reviewed:</p> <ul style="list-style-type: none"> <li>the details of the proceedings before the relevant authorities including communication from the advocates / experts;</li> <li>status of each of the material matters as on the date of the balance sheet.</li> </ul> <p>We have assessed the appropriateness of provisioning based on assumptions made by the management and presentation of the significant contingent liabilities in the financial statements.</p>

#### Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including annexures to Board's Report and Report on Corporate Governance, but does not include the standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our

knowledge obtained in the audit or otherwise appears to be materially misstated.

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

### **Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to

those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of

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

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

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure 'A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Loss, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure 'B'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations as at March 31, 2020 on its financial position in its standalone financial statements – Refer Note 56 to the standalone financial statements.
  - ii. The Company did not have any long term contracts including derivatives contracts for which there were any material foreseeable losses - Refer Note 57 to the standalone financial statements.
  - iii. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Company during the year ended March 31, 2020 - Refer Note 58 to the standalone financial statements.

**For S G N & Co.**  
**Chartered Accountants**  
**Firm Registration No: 134565W**

**Shreyans Jain**  
**Partner**  
**Membership Number: 147097**  
**UDIN: 20147097AAAAAH8847**

**Place: Mumbai**  
**Date: June 26, 2020**

**Annexure A to Independent Auditors' Report of even date on the standalone financial statements of Oricon Enterprises Limited**

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statement for the year ended March 31, 2020. We report that:

- i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) The Company has a programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its business. In accordance with the said programme, certain fixed assets were physically verified by the management and no material discrepancies were noticed on such verification.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company the title deeds of immovable properties, as disclosed in financial statements, are held in the name of the Company.
- ii) The management has conducted physical verification of the inventory at reasonable intervals, except material/goods in transit and stocks lying with third parties and in bonded warehouse, which are verified with reference to the certificates obtained and / or subsequent clearance of goods. In our opinion, the frequency of physical verification is reasonable. No material discrepancies were noticed on physical verification between the physical stock and book records.
- iii) According to the information and explanations given to us, the Company has granted unsecured loans to three parties covered in the register maintained under Section 189 of the Act.
  - (a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.
  - (b) The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations.
  - (c) There is no overdue amount remaining outstanding as at the year-end.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.

- v) The Company has not accepted any deposits during the year from the public within the meaning of the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules made thereunder.
- vi) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under subsection (1) of Section 148 of the Act in respect of Company's products and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vii) a) According to the information and explanations given to us and on the basis of records examined by us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Goods and Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and any other statutory dues, wherever applicable. According to the records of the Company, there were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Goods and Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and any other statutory dues in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, the dues of Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Duty of Custom, Duty of Excise and Value Added Tax which have not been deposited on account of disputes and the forum where the dispute is pending are as under:

Sr. No.	Name of the Statute	Nature of the Dues	Period to which amount relates (Financial year)	Amount (Rs. in lakhs)	Forum where dispute is Pending
1.	Central Excise Act, 1944	Excise Duty (Classification on of goods)	March 2001 to August 2001	62.31	Assistant Commissioner of Central Excise
2.	Central Excise Act, 1944	Excise Duty (Classification on of goods) Penalty	June 1996 to February 2001	0.76 29.78	Central Excise & Service Tax Appellate Tribunal
3.	Central Excise Act, 1944	Excise Duty (Classification on of goods) Penalty	July 1998 to February 2000	1.42 9.91	Central Excise & Service Tax Appellate Tribunal
4.	Goa Value added Tax Act, 2005	VAT	FY 2009-10	6.41	Assistant commissioner of Commerical Taxes Panaji

Sr. No.	Name of the Statute	Nature of the Dues	Period to which amount relates (Financial year)	Amount (Rs. in lakhs)	Forum where dispute is Pending
5	Goa Value added Tax Act, 2005	VAT	FY 2010-11	4.59	Assistant commissioner of Commerical Taxes Panaji
6	Goa central sales Tax Act, 2005	CST	FY 2011-12	12.45	Assistant commissioner of Commerical Taxes Panaji
7	Goa central sales Tax Act, 2005	CST	FY 2012-13	76.36	Assistant commissioner of Commerical Taxes Panaji
8	Goa central sales Tax Act, 2005	VAT	FY 2013-14	35.54	Assistant commissioner of Commerical Taxes Panaji
9	Goa central sales Tax Act, 2005	VAT	FY 2015-16	6.33	Assistant commissioner of Commerical Taxes Panaji
10	Central Excise Act, 1944	CENVAT Credit Availed	FY 2004-05	5.38	Tribunal Mumbai (CESTAT)
11	Central Excise Act, 1944	CENVAT Credit Availed	FY 1985-86	2.39	Tribunal Mumbai (CESTAT)
12	Income Tax Act, 1961	Income Tax	FY 2016-17	321.46	Commissioner of Income tax (Appeal)
13	Income Tax Act, 1961	Income Tax	FY 2017-18	9.56	Commissioner of Income tax (Appeal)
14	Income Tax Act, 1961	Income Tax	FY 2018-19	130.98	Commissioner of Income tax (Appeal)

- viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or bank.
- ix) In our opinion, the term loans raised during the year have been applied for the purpose for which they were raised.
- x) Based upon the audit procedures performed and information and explanations given to us, we report that no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of Companies (Auditor's Report) Order, 2016 are not applicable to the Company.

- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and section 188 of the Act, where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore, the provisions of clause 3(xiv) of Companies (Auditor's Report) Order, 2016 are not applicable to the Company.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Therefore, the provisions of clause 3(xv) of Companies (Auditor's Report) Order, 2016 are not applicable to the Company.
- xvi) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For S G N & Co.**  
**Chartered Accountants**  
**Firm Registration No: 134565W**

**Shreyans Jain**  
**Partner**  
**Membership Number: 147097**  
**UDIN: 20147097AAAAAH8847**

**Place: Mumbai**  
**Date: June 26, 2020**



**Annexure B to the Independent Auditor's Report of Even Date  
On the Standalone Financial Statements of Oricon  
Enterprises Limited****Report on the Internal Financial Controls under Clause (i) of  
Sub-section 3 of Section 143 of the Act**

We have audited the internal financial controls over financial reporting of Oricon Enterprises Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

**Meaning of Internal Financial Controls Over Financial  
Reporting**

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

**Inherent Limitations of Internal Financial Controls Over  
Financial Reporting**

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For S G N & Co.**  
**Chartered Accountants**  
**Firm Registration No: 134565W**

**Shreyans Jain**  
**Partner**  
**Membership Number: 147097**  
**UDIN: 20147097AAAAAH8847**

**Place: Mumbai**  
**Date: June 26, 2020**

**BALANCE SHEET AS AT MARCH 31, 2020**

		(₹ In Lakhs)	
	Note	As at	As at
Assets	No.	March 31, 2020	March 31, 2019
<b>Non-current Assets</b>			
(a) Property, Plant and Equipment	4	43,043.20	44,023.12
(b) Capital work-in-progress	5	663.08	2.29
(c) Investment Property	6	98.74	107.54
(d) Other Intangible assets	7	-	-
(e) Right to use Assets	4A	101.86	-
(f) Investment in subsidiaries, associates and joint venture	8	19,645.76	19,645.51
(g) Financial Assets			
(i) Investments	9	1,589.66	2,596.24
(ii) Loans	10	3,085.76	5,232.52
(h) Non-current tax assets	24c	156.49	299.25
(i) Other non-current assets	11	3,417.12	3,229.66
<b>Total non-current assets</b>		<b>71,801.67</b>	<b>75,136.13</b>
<b>Current Assets</b>			
(a) Inventories	12	12,889.22	19,439.25
(b) Financial Assets			
(i) Trade Receivables	13	12,960.52	22,600.07
(ii) Cash & cash equivalents	14	15.57	227.76
(iii) Bank balances other than (ii) above	15	42.18	35.46
(iv) Loans	16	2,301.62	1,877.68
(v) Others	17	839.07	851.60
(c) Other current assets	18	2,020.79	1,882.13
<b>Total current assets</b>		<b>31,068.97</b>	<b>46,913.95</b>
<b>Total Assets</b>		<b>1,02,870.64</b>	<b>1,22,050.08</b>
<b>Equity and Liabilities</b>			
<b>Equity</b>			
(a) Equity Share capital	19	3,141.49	3,141.49
(b) Other Equity	20	66,684.40	66,339.69
<b>Total Equity</b>		<b>69,825.89</b>	<b>69,481.18</b>
<b>Liabilities</b>			
<b>Non-current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	21A	6,970.72	12,068.50
(ii) Other Financial Liabilities	21B	216.74	1,628.13
(b) Provisions	22	1,405.95	1,414.82
(c) Deferred tax liabilities (Net)	24d	2,152.82	2,751.51
(d) Other non-current liabilities	23	-	7.43
<b>Total non-current liabilities</b>		<b>10,746.23</b>	<b>17,870.39</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	25	12,047.94	21,799.11
(ii) Trade Payables			
(a) total outstanding dues of micro and small enterprises and	26	240.02	181.63
(b) total outstanding dues of creditors other than micro and small enterprises	26	4,906.14	4,683.23
(iii) Other financial liabilities	27	4,238.68	6,938.39
(b) Other current liabilities	28	125.29	339.83
(c) Provisions	29	103.54	153.18
(d) Current Tax Liabilities (Net)	30	636.93	603.14
<b>Total current liabilities</b>		<b>22,298.54</b>	<b>34,698.51</b>
<b>Total Liabilities</b>		<b>33,044.77</b>	<b>52,568.91</b>
<b>Total equity and liabilities</b>		<b>1,02,870.64</b>	<b>1,22,050.08</b>

Summary of significant accounting policies 3

The accompanying notes form an integral part of the standalone financial statements

**As per our report of even date attached**
**For S G N & Co.**
**Chartered Accountants**
**Firm Registration No.: 134565W**
**Shreyans Jain**
**Partner**
**Membership No.: 147097**
**Mumbai**
**June 26, 2020**
**For & on behalf of the Board**
**Rajendra Somani**  
**Managing Director**  
**(DIN: 00332465)**
**Sanjay Jain**  
**Company Secretary**  
**(PAN: AAIPJ2491G)**
**B. K. Toshniwal**  
**Executive Director**  
**(DIN: 00048019)**
**B.M. Gaggar**  
**Chief Financial Officer**  
**(PAN: AEFPG7277L)**

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020**

Particulars	Notes No.	(₹ In Lakhs)	
		For the year ended March 31, 2020	For the year ended March 31, 2019
<b>I INCOME</b>			
Gross revenue from sale of products	31	57,224.38	62,395.59
Other operating revenue	31	769.73	747.96
<b>Revenue from operations</b>		<b>57,994.11</b>	<b>63,143.55</b>
Other Income	32	2,930.52	2,571.41
<b>Total Revenue (I)</b>		<b>60,924.63</b>	<b>65,714.96</b>
<b>II EXPENSE</b>			
Cost of Material Consumed	33	26,203.55	24,392.13
Purchase of Stock-in-trade	34	759.35	948.53
Changes in inventories of finished goods, stock in trade and work in progress	35	6,941.22	16,122.78
Employee benefits expense	36	4,667.42	4,189.66
Finance Costs	37	1,249.97	1,101.22
Depreciation and amortisation expense	38	3,762.42	2,784.18
Other Expenses	39	13,930.12	11,901.32
<b>Total Expenses (II)</b>		<b>57,514.03</b>	<b>61,439.82</b>
<b>III Profit / (loss) before exceptional items and tax (I - II)</b>		<b>3,410.60</b>	<b>4,275.14</b>
<b>IV Exceptional item</b>	64	<b>500.00</b>	-
<b>V Profit / (Loss) before tax (III - IV)</b>		<b>3,910.60</b>	<b>4,275.14</b>
<b>VI Tax expense</b>	24		
- Current tax		1,009.00	830.00
- Current tax for earlier year		133.71	17.33
- Deferred Tax		(642.88)	203.33
<b>VII Profit / (Loss) after tax for the year (V-VI)</b>		<b>3,410.77</b>	<b>3,224.48</b>
<b>VIII Other Comprehensive Income</b>			
A) Items that will not be reclassified to profit or loss			
(i) remeasurement of defined benefit plans		181.04	39.59
(ii) Equity Instruments through OCI		(1,010.88)	(849.37)
(iii) Deferred Tax on above		(45.57)	(13.83)
B) Items that will be reclassified to profit or loss		-	-
<b>IX Other comprehensive income for the year after tax (IX)</b>		<b>(875.40)</b>	<b>(823.61)</b>
<b>X Total comprehensive income for the year (VIII + IX)</b>		<b>2,535.37</b>	<b>2,400.87</b>
<b>XI Earnings per share</b>			
Face Value Rs.2/- each			
Basic & Diluted earnings per share (Rs.)	40	2.17	2.05

Summary of significant accounting policies 3

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date attached

For S G N &amp; Co.

Chartered Accountants

Firm Registration No.: 134565W

Shreyans Jain

Partner

Membership No.: 147097

Mumbai

June 26, 2020

For &amp; on behalf of the Board

 Rajendra Somani  
 Managing Director  
 (DIN: 00332465)

 Sanjay Jain  
 Company Secretary  
 (PAN: AAIPJ2491G)

 B. K. Toshniwal  
 Executive Director  
 (DIN: 00048019)

 B.M. Gaggar  
 Chief Financial Officer  
 (PAN: AEFPG7277L)

**STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2020**

(₹ In Lakhs)

PARTICULARS	For the Year Ended March 31, 2020	For the Year Ended March 31, 2019
<b>I. CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Profit before tax</b>	<b>3,910.60</b>	4,275.14
<b>Adjustments for</b>		
Depreciation and Amortisation expenses	<b>3,762.42</b>	2,784.18
Gain on sale of Property, Plant & Equipment (net)	-	16.92
Provision on trade receivables based on Expected credit loss model	<b>(31.77)</b>	5.69
Amortisation of Leasehold Land	<b>9.08</b>	6.10
Sundry balances written back	<b>(0.10)</b>	(7.81)
Sundry balances written off	<b>294.69</b>	294.49
Provision for Doubtful Loans	<b>340.99</b>	-
Net (gain)/Loss on sale of investments	-	5.18
Rent Paid ( lease rental)	<b>(101.27)</b>	-
Bad debts written off	<b>378.34</b>	-
Interest expenses	<b>1,019.03</b>	858.83
Finance cost on Lease Rental	<b>11.35</b>	-
Finance cost unwinding on discounting of rental deposit received	<b>8.49</b>	35.97
Interest income unwinding of Deferred Loan Liability	<b>(9.51)</b>	-
Finance cost unwinding on discounting of deferred Loan Liability	<b>8.84</b>	-
Interest received	<b>(570.10)</b>	(631.38)
Interest income unwinding on discounting of rental deposit paid	<b>(121.21)</b>	(120.03)
Dividend Received	<b>(1,336.30)</b>	(297.02)
<b>Operating cash flows before working capital changes</b>	<b>7,573.58</b>	7,226.25
<b>Changes in working capital</b>		
(Increase)/Decrease in trade receivables	<b>8,998.29</b>	(10,864.88)
(Increase)/Decrease in inventories	<b>6,545.74</b>	16,214.12
Increase/(Decrease) in trade payables	<b>281.39</b>	(756.85)
(Increase)/Decrease in Loans	<b>927.70</b>	(303.13)
(Increase)/Decrease in other financial assets	<b>12.54</b>	(316.89)
(Increase)/Decrease in other assets	<b>(359.58)</b>	(744.26)
Increase/(Decrease) in provisions	<b>122.53</b>	87.68
Increase/(Decrease) in other financial liabilities	<b>(388.59)</b>	1,503.82
Increase/(Decrease) in other current liabilities	<b>(221.97)</b>	(2,366.43)
<b>Cash generated from operations</b>	<b>23,491.62</b>	9,679.43
Taxes paid (including tax deducted at source)	<b>(966.15)</b>	259.82
<b>Net cash flows generated from operating activities</b>	<b>22,525.46</b>	9,939.24
<b>II CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment including CWIP & Capital Advances	<b>(5,841.45)</b>	(3,635.25)
Investments	<b>(0.25)</b>	710.86
Loans given to related party	<b>643.55</b>	(2,301.42)
Loans repaid by related party	-	2,517.07
Increase in financial instruments with bank	<b>(6.72)</b>	1,050.27
Proceeds from sale of property, plant and equipment	<b>9.89</b>	71.14
Interest received	<b>570.10</b>	645.20
Dividend Received	<b>1,336.30</b>	297.02
<b>Net cash flows (used in) investing activities</b>	<b>(3,288.58)</b>	(645.09)

**STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2020**

(₹ In Lakhs)

PARTICULARS	For the Year Ended March 31, 2020	For the Year Ended March 31, 2019
<b>III CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Repayment of borrowings (Net)	(18,444.47)	(9,195.87)
Interest paid	(1,011.65)	(856.74)
Dividend and dividend distribution tax paid	(2,172.61)	(885.35)
<b>Net cash flows (used in) financing activities</b>	<b>(21,628.73)</b>	<b>(10,937.96)</b>
<b>IV Net increase (decrease) in cash and cash equivalents</b>	<b>(2,391.85)</b>	<b>(1,643.81)</b>
<b>V Cash and cash equivalents at the beginning of the financial year</b>	<b>(3,698.58)</b>	<b>(2,054.77)</b>
<b>VI Cash and cash equivalents at end of the year</b>	<b>(6,090.43)</b>	<b>(3,698.58)</b>
<b>Reconciliation of cash and cash equivalents as per the cash flow statement</b> (₹ In Lakhs)		
Particulars	For the Year ended March 31,2020	For the Year ended March 31,2019
Cash and cash equivalents as per above comprise of the following		
Cash and cash equivalents (Refer Note 14)	15.57	227.76
Cash credit facilities (Refer Note 25)	(6,106.01)	(3,926.33)
<b>Balances per statement of cash flows</b>	<b>(6,090.43)</b>	<b>(3,698.57)</b>
Notes:		
1 The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Ind AS - 7 on Statement of Cash Flow as notified under Companies (Accounts) Rules, 2015.		
<b>2 Change in liability arising from financing activities</b> (₹ In Lakhs)		
	For the Year ended March 31,2020	For the Year ended March 31,2019
<b>Opening Balance</b>	<b>30,579.82</b>	39,739.72
Repayment of borrowings (Net)	(18,444.47)	(9,195.87)
Non Cash Movement (foreign exchange and unwinding of discount)	19.84	35.97
<b>Closing Balance</b>	<b>12,155.18</b>	30,579.82

Summary of significant accounting policies - Note 3

The accompanying notes form an integral part of the standalone financial statements

 As per our report of even date attached  
 For S G N & Co.  
 Chartered Accountants  
 Firm Registration No.: 134565W

 Shreyans Jain  
 Partner  
 Membership No.: 147097

 Mumbai  
 June 26, 2020

For &amp; on behalf of the Board

 Rajendra Somani  
 Managing Director  
 (DIN: 00332465)

 Sanjay Jain  
 Company Secretary  
 (PAN: AAIPJ2491G)

 B. K. Toshniwal  
 Executive Director  
 (DIN: 00048019)

 B.M. Gaggar  
 Chief Financial Officer  
 (PAN: AEFPG7277L)

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020**

**(A) Equity Share Capital** (₹ In Lakhs)

PARTICULARS	Note No.	Amount
As at April 1, 2017	19	3,141.49
Changes in equity share capital		-
As at March 31, 2018	19	3,141.49
Changes in equity share capital		-
As at March 31, 2019	19	3,141.49

**(B) Other Equity** (₹ In Lakhs)

	Reserve & Surplus							Equity Instruments through Other Comprehensive Income	Total		
	Capital Reserve	Capital Reserve on Amalgamation	Securities Premium Reserve	Revaluation Reserve	Capital Redemption Reserve	Amalgamation Reserve	Investment Allowance reserve			General Reserve	Retained Earnings
<b>Balance as at April 1, 2018</b>	41,527.87	(27,861.50)	14,514.73	19,854.38	5.00	131.10	866.00	8,248.50	7,112.52	407.56	64,806.17
Profit for the year	-	-	-	-	-	-	-	-	3,224.48	-	3,224.48
Increase during the year	18.42	-	-	-	-	-	-	-	-	-	18.42
Other Comprehensive income (Net of Taxes)	-	-	-	-	-	-	-	-	25.76	(849.37)	(823.61)
Interim Dividend	-	-	-	-	-	-	-	-	(785.24)	-	(785.24)
Tax on Dividend	-	-	-	-	-	-	-	-	(100.52)	-	(100.52)
<b>Balance as at March 31, 2019</b>	41,546.28	(27,861.50)	14,514.73	19,854.38	5.00	131.10	866.00	8,248.50	9,477.00	(441.81)	66,339.69
Profit for the year	-	-	-	-	-	-	-	-	3,410.77	-	3,410.77
Increase during the year	-	-	-	-	-	-	-	-	-	-	-
Other Comprehensive income (Net of Taxes)	-	-	-	-	-	-	-	-	135.47	(1,010.88)	(875.40)
Lease Rental INDS AS effect (Net of Taxes)	-	-	-	-	-	-	-	-	(4.10)	-	(4.10)
Final Dividend	-	-	-	-	-	-	-	-	(2,041.62)	-	(2,041.62)
Tax on Dividend	-	-	-	-	-	-	-	-	(144.98)	-	(144.98)
<b>Balance as at March 31, 2020</b>	41,546.28	(27,861.50)	14,514.73	19,854.38	5.00	131.10	866.00	8,248.50	10,832.56	(1,452.68)	66,684.40

Summary of significant accounting policies - Note 3

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date attached

For S G N & Co.

Chartered Accountants

Firm Registration No.: 134565W

Shreyans Jain

Partner

Membership No.: 147097

Mumbai

June 26, 2020

**For & on behalf of the Board**

Rajendra Somani  
Managing Director  
(DIN: 00332465)

Sanjay Jain  
Company Secretary  
(PAN: AAIPJ2491G)

B. K. Toshniwal  
Executive Director  
(DIN: 00048019)

B.M. Gagar  
Chief Financial Officer  
(PAN: AEFPG7277L)

## Notes to the Standalone Ind AS Financial Statements for the year ended March 31, 2020

### 1. Corporate information

Oricon Enterprises Limited was incorporated on December 7, 1968. The Company is engaged in the business of manufacturing petrochemical products, trading, liquid colorants and real estate, preform metal and plastic closures.

The registered office of the company is located at 1076, Dr E Moses Road, Parijat House, Worli, Mumbai 400018 and the Company's manufacturing units are situated at Murbad, Goa, Khapoli ad Khurda (Odisha).

The Company is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

The financial statements are approved for issue by the Company's Board of Directors on June 26, 2020.

### 2. Recent Accounting Pronouncement:

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

### 3. Significant accounting policies

#### 3.1. Basis of preparation

##### 3.1.1. Compliance with Ind AS

The Standalone Financial Statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015.

##### 3.1.2. Historical Cost Convention

The Standalone Financial Statements have been prepared on the historical cost basis except for the followings:

- A) Certain financial assets and liabilities and contingent consideration that is measured at fair value;
- B) Assets held for sale measured at fair value less cost to sell;
- C) Defined benefit plans plan assets measured at fair value; and
- D) Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

#### 3.2. Business combinations

Business combinations (except for Business Combinations under Common Control) are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non controlling interests in the acquiree. For each business combination, the Company elects whether to measure the non controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognized and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 'Non-current Assets Held for Sale and Discontinued Operations' are measured in accordance with that Standard

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognized in profit or loss or OCI, as appropriate.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, then the gain is recognized in OCI and accumulated in equity as capital reserve.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Goodwill is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. Any impairment loss for goodwill is recognized in profit or loss. An impairment loss recognized for goodwill is not reversed in subsequent periods.

### **Business Combination under Common control**

A business combination involving entities or businesses under common control is a business combination in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination and the control is not transitory. The transactions between entities under common control are specifically covered by Appendix C to Ind AS 103 and are accounted for using the pooling-of-interest method as follows:

- The assets and liabilities of the combining entities are reflected at the carrying amounts.
- No adjustments are made to reflect fair values, or recognize new assets or liabilities. Adjustments are made to harmonize significant accounting policies.
- The financial information in the financial statements in respect of prior periods is restated as if the business combination has occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination.

The balance of the retained earnings appearing in the financial statements of the transferor is aggregated with the corresponding balance appearing in the financial statements of the transferee. The identity of the reserves is preserved and the reserves of the transferor become the reserves of the transferee.

The difference, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and is presented separately from other capital reserves.

### **3.3. Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- a) Expected to be realised or intended to be sold or consumed in normal operating cycle
- b) Held primarily for the purpose of trading, or
- c) Expected to be realised within twelve months after the reporting period other than for (a ) above, or
- d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period
- e) Current assets also include the current portion of non-current financial assets.

All other assets are classified as non-current.

A liability is current when:

- a) It is expected to be settled in normal operating cycle
- b) It is held primarily for the purpose of trading
- c) It is due to be settled within twelve months after the reporting period other than for (a) above, or
- d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.



All other liabilities are classified as non-current.

Operating cycle:- Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current – non-current classification of assets and liabilities.

### **3.4. Fair value measurement**

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

The Company categorizes assets and liabilities measured at fair value into one of three levels as follows:

#### **Level 1 — Quoted (unadjusted)**

This hierarchy includes financial instruments measured using quoted prices.

#### **Level 2**

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 2 inputs include the following:

- a) quoted prices for similar assets or liabilities in active markets.
- b) quoted prices for identical or similar assets or liabilities in markets that are not active.
- c) inputs other than quoted prices that are observable for the asset or liability.
- d) Market – corroborated inputs.

#### **Level 3**

They are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants. Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

### **3.5. Investments in subsidiaries, associates and joint ventures**

The Company records the investments in subsidiaries, associates and joint ventures at cost.

When the Company issues financial guarantees on behalf of subsidiaries, initially it measures the financial guarantees at their fair values and subsequently measures at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortization.

The Company records the initial fair value of financial guarantee as deemed investment with a corresponding liability recorded as deferred revenue. Such deemed investment is added to the carrying amount of investment in subsidiaries.

Deferred revenue is recognized in the Statement of Profit and Loss over the remaining period financial guarantee issued.

### **3.6. Non-current assets held for sale**

Non-current assets & disposal Company's classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell.

### 3.7. Property, plant and equipment

Property, Plant and Equipment and intangible assets are not depreciated or amortized once classified as held for sale.

PPE (except for land of Oricon Enterprises Limited which is valued at fair value) are stated at actual cost less accumulated depreciation and impairment loss. Actual cost is inclusive of freight, installation cost, duties, taxes and other incidental expenses for bringing the asset to its working conditions for its intended use (net of recoverable from tax authorities) and any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended by the Management. Custom duty obligation on import of capital goods which is discharged through duty credit available under DEPB, SHIS (Status Holder Incentive Scrip) and other licenses purchased from third parties/other exporters is capitalized at the amounts paid to such parties for acquisition/transfer of the said licenses. It includes professional fees and borrowing costs for qualifying assets. Significant Parts of an item of PPE (including major inspections) having different useful lives & material value or other factors are accounted for as separate components. All other repairs and maintenance costs are recognized in the statement of profit and loss as incurred.

Depreciation of these PPE commences when the assets are ready for their intended use.

The Company provides depreciation on Plant and Machineries on straight line method and on other assets on written down value method using the limits specified in Schedule II of the Companies Act, 2013 except for in case of Building, Residential Flats and Plant & Machinery for Petrochemical Division, the depreciation is provided based on the management estimate of the useful life which is different from that prescribed in Schedule II of the Companies Act, 2013, details of which are as given below:

Premium on leasehold land is amortised over the unexpired period of the lease.

Advances paid towards the acquisition of fixed assets, outstanding at each balance sheet date and the cost of the fixed asset not ready for its intended use on such date, are disclosed under capital advances (Long-term advances) and capital work-in-progress.

The estimated useful lives and residual values are reviewed on an annual basis and if necessary, changes in estimates are accounted for prospectively.

Depreciation on subsequent expenditure on PPE arising on account of capital improvement or other factors is provided for prospectively over the remaining useful life.

The useful life of property, plant and equipment are as follows:

<b>Assets</b>	<b>Management Estimate of Useful Life in Years</b>	<b>Useful life as per the limits prescribed in Schedule II of the Companies Act, 2013 in Years</b>
Buildings	61.35 Years	60 Years
Residential Flats	61.35 Years	60 Years
Plant & Machinery for Petrochemical Division	21 Years	25 Years
License fees (for the manufacture of metal twist - Off Closures)	10 Years	10 Years

This is based on the consistent practices followed, past experience, internal assessment and duly supported by technical advice.

In case of "packaging division" wherein depreciation is provided based on the estimated useful lives of the plant and machinery so acquired, determined by the Company's Management based on the technical evaluation by a certified valuer conducted at the time of the business purchase. The estimated useful life of acquired plant and machinery ranges from 2 to 18 years.

Depreciation for assets purchased / sold during a period is proportionately charged.

Property, Plant & Equipment whose aggregate cost is Rs. 5,000 or less are depreciated fully in the year of acquisition.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or over the shorter of the assets useful life and the lease term if there is an uncertainty that the company will obtain ownership at the end of the lease term.

An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

## Intangible assets

### (i) Recognition of intangible assets

#### Computer software

Purchase of computer software used for the purpose of operations is capitalized. However, any expenses on software support, maintenance, upgrade etc. payable periodically is charged to the Statement of Profit & Loss. Software are amortised on straight line basis based on the useful life of 3 to 10 years, which in management's estimate represents the period during which economic benefits will be derived from their use.

### (ii) De-recognition of intangible assets

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized in the Statement of Profit and Loss when the asset is derecognized.

## Intangible assets under development

All costs incurred in development, are initially capitalized as Intangible assets under development - till the time these are either transferred to Intangible Assets on completion or expensed as Software Development cost (including allocated depreciation) as and when determined of no further use.

### Investment Property:

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its investment property recognised as at April 1, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the investment property.

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs.

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

Investment properties are depreciated using the straight line method over their estimated useful lives which are 60 years.

## 3.8. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity

### 3.8.1. Financial assets

#### **Initial recognition and measurement**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

#### **Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified in following categories based on business model of the entity:

- Debt instruments at amortized cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

#### **Debt instruments at amortized cost**

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method.

#### **Debt instrument at FVTOCI**

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

#### **Debt instrument at FVTPL**

Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

#### **Equity investments (Other than Investment in Subsidiary, Associate & Joint Venture)**

All equity investments are measured at fair value. Equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. This amount is not recycled from OCI to P & L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

#### **Equity Investments (in subsidiary, associate and joint venture)**

Investment in subsidiary is carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. The accounting policy on impairment of non-financial assets is disclosed in Note 3.9. On disposal of investments in subsidiary, associate and joint venture, the difference between net disposal proceeds and the carrying amounts are recognized in the statement of profit and loss.

#### **De-recognition**

A financial asset is de-recognized only when

The Company has transferred the rights to receive cash flows from the financial asset or retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, it evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognized.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

#### ***Impairment of financial assets***

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of Impairment loss on the following financial assets and credit risk exposure:

- a. Financial assets that are debt instruments, and are measured at amortized cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- b. Financial assets that are debt instruments and are measured as at FVTOCI
- c. Lease receivables under Ind AS 17
- d. Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18
- e. Loan commitments which are not measured as at FVTPL
- f. Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

Trade receivables or contract revenue receivables; & All lease receivables resulting from transactions within the scope of Ind AS 17

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L).

### **3.8.2 Financial liabilities**

Financial liabilities and equity instruments issued by the company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

#### **Initial recognition and measurement**

Financial liabilities are recognised when the company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

#### **Subsequent measurement**

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the statement of profit and loss.

#### **Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial period which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortised cost using the effective interest method.

#### **Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

#### **Financial guarantee contracts**

Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly

attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

#### **Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

### **3.9 Impairment of non-financial assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use.

Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Companies of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit and loss.

A previously recognized impairment loss (except for goodwill) is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited to the carrying amount of the asset.

### **3.10. Inventories**

Inventory includes raw materials and components, work-in-progress and manufactured finished goods. Inventories are valued at the lower of cost and net realizable value.

Costs incurred in bringing each product to its present location and conditions are accounted for as follows:

- Raw materials are valued at cost (net of tax recoveries) or net realisable value whichever is lower. Cost is ascertained on first in first out (FIFO) basis except in case of raw material liquid colorant where cost is determined on the basis of weighted average method.
- Finished goods and work in process inventory are valued at cost or net realisable value whichever is lower.
- Stocks of Shares are valued at cost or market value whichever is lower.
- Fuel, Stores, Spares and Consumables are valued at weighted average cost or net realisable value whichever is lower.
- Land transfer from property plant and equipment to inventory is valued at carrying amount appearing in its financial statements or fair value, whichever is lower.

### **3.11 Cash and Cash Equivalent**

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

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

### **3.12 Derivative financial instruments and hedge accounting**

#### **Initial recognition and subsequent measurement:**

The uses derivative financial instruments, such as forward currency contracts, interest rate swaps and forward commodity contracts, to hedge its foreign currency risks, interest rate risks and commodity price risks, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The purchase contracts that meet the definition of a derivative under Ind AS 109 are recognised in the statement of profit and loss. Commodity contracts that are entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the expected purchase, sale or usage requirements are held at cost.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or nonfinancial liability.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment.
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment.
- Hedges of a net investment in a foreign operation.

At the inception of a hedge relationship, the formally designates and documents the hedge relationship to which the wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Hedges that meet the strict criteria for hedge accounting are accounted for, as described below:

**i. Fair value hedges**

The change in the fair value of a hedging instrument is recognised in the statement of profit and loss as finance costs. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the statement of profit and loss as finance costs.

For fair value hedges relating to items carried at amortised cost, any adjustment to carrying value is amortised through profit or loss over the remaining term of the hedge using the EIR method. EIR amortisation may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

If the hedged item is derecognised, the unamortised fair value is recognised immediately in profit or loss. When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in profit and loss.

**ii. Cash flow hedges**

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss.

The uses forward currency contracts as hedges of its exposure to foreign currency risk in forecast transactions and firm commitments, as well as forward commodity contracts for its exposure to volatility in the commodity prices. The ineffective portion relating to foreign currency contracts is recognised in finance costs and the ineffective portion relating to commodity contracts is recognised in other income or expenses.

Amounts recognised as OCI are transferred to profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. When the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognised as OCI are transferred to the initial carrying amount of the non-financial asset or liability.

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any

cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

### iii. **Hedges of a net investment**

Hedges of a net investment in a foreign operation, including a hedge of a monetary item that is accounted for as part of the net investment, are accounted for in a way similar to cash flow hedges. Gains or losses on the hedging instrument relating to the effective portion of the hedge are recognised as OCI while any gains or losses relating to the ineffective portion are recognised in the statement of profit or loss. On disposal of the foreign operation, the cumulative value of any such gains or losses recorded in equity is reclassified to the statement of profit or loss (as a reclassification adjustment).

## 3.13 Revenue recognition

Effective April 1, 2018, the Company has adopted Ind AS 115, Revenue from contracts with customers using the modified retrospective transition approach, which is applied to contracts that were not completed as of April 1, 2018.

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of allowances, incentives, service taxes and amounts collected on behalf of third parties.

- **Sale of Goods and Rendering of Service**

Revenue from the sale of goods is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. Sales include excise duty recoverable. Liquidated damages are accounted for as and when they are ascertained.

Revenue from services is recognized on rendering of services to the customers. Revenue is recorded exclusive of taxes.

- **Dividend Income**

Dividend income is recognized when right to receive is established.

- **Interest income**

For all debt instruments measured either at amortized cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR).

Whereas for Fixed deposits, the same is recorded on time proportion basis.

## 3.14. Leases

The Company has adopted modified retrospective approach under Ind AS 116 - Leases, with effect from April 01, 2019. Accordingly, the company has recognised 'Right of use (ROU)' assets of Rs. 217.02 lakhs, accumulated amortisation of Rs. 83.57 lakhs and present value of lease liabilities of Rs. 138.93 lakhs as on April 01, 2019 and the difference of Rs. 4.10 Lakhs (net of deferred taxes of Rs. 1.38 lakhs) has been adjusted with opening retained earnings. In the statement of profit and loss for the year, instead of rent expenses (as accounted under previous periods), amortisation of right of use has been accounted under depreciation and amortisation expenses and unwinding of discount on lease liabilities has been accounted under finance cost. The impact on the profits / (loss) for the year due the above change in accounting policy is not material.

The Company leases primarily consist of leases for premises. The company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

At the date of commencement of the lease, the Company recognizes a ROU and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and/or low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Currently, ROU assets are being amortised over a period based on lease term being lower of lease term and estimated useful life of underlying assets.



Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing activities in statement of cash flows.

#### ***As a lessor***

Lease income from operating leases where the Company is a lessor is recognized in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

### **3.15. Foreign currency transactions**

The functional currency of the Company is Indian Rupees which represents the currency of the economic environment in which it operates.

Transactions in currencies other than the Company's functional currency are recognized at the rates of exchange prevailing at the dates of the transactions. Monetary items denominated in foreign currency at the year end and not covered under forward exchange contracts are translated at the functional currency spot rate of exchange at the reporting date.

Any income or expense on account of exchange difference between the date of transaction and on settlement or on translation is recognized in the profit and loss account as income or expense.

Non monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation difference on such assets and liabilities carried at fair value are reported as part of fair value gain or loss.

In case of forward exchange contracts, the premium or discount arising at the inception of such contracts is amortized as income or expense over the life of the contract. Further exchange difference on such contracts i.e. difference between the exchange rate at the reporting /settlement date and the exchange rate on the date of inception of contract/the last reporting date, is recognized as income/expense for the period.

Effective April 1, 2018 the company has adopted Appendix B to Ind AS 21- Foreign Currency Transactions and Advance Consideration which clarifies the date of transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income when an entity has received or paid advance consideration in a foreign currency. The effect on account of adoption of this amendment was insignificant.

### **3.16 Employee Benefits**

#### **Short term employee benefits:-**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

These benefits include compensated absences such as privilege leave and sickness leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized as an expense as the related service is rendered by employees.

#### **Post-employment obligations**

##### **i. Defined contribution plans**

###### Provident Fund and employees' state insurance schemes

The Company's contributions towards provident fund, employee state insurance and superannuation fund are defined contribution schemes. The Company's contribution paid/payable under the schemes is recognised as expense in the statement of profit and loss during the period in which the employee renders the related service.

##### **ii. Defined benefit plans**

###### **Gratuity**

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in

the current and prior periods; that benefit is discounted to determine its present value.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the Balance Sheet date.

Actuarial gains and losses are recognized in OCI as and when incurred.

#### **Compensated absences**

Long term employee benefits comprise of compensated absences. These are measured based on an actuarial valuation carried out by an independent actuary at each Balance sheet date unless they are insignificant. Actuarial gains and losses and past service costs are recognised immediately in the statement of profit and loss.

#### **Termination benefits**

Termination benefits are recognized as an expense in the period in which they are incurred.

### **3.17. Debenture issue expenses**

Debentures issue expenses are adjusted against securities premium.

### **3.18. Government Grants**

Special Capital Incentives received for setting up a unit in backward area is treated as capital reserve.

### **3.19. Export incentives**

The unutilised Export benefits / incentives against Export as on the Balance Sheet date are recognised as Income of the year.

### **3.20. Borrowing Costs**

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying asset are capitalized as part of cost of such asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

Borrowing costs consists of interest and other costs that an entity incurs in connection with the borrowing of funds.

### **3.21. Provisions, Contingent Liabilities and Contingent Assets**

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

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

Contingent assets are not disclosed in the financial statements unless an inflow of economic benefits is probable.

Contingent liabilities are disclosed in the Financial Statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefit is remote.

### **3.22. Cash Flow Statement**

Cash flows are reported using the indirect method. The cash flows from operating, investing and financing activities of the Company are segregated.

### **3.23. Earnings per share**

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number

of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

### **3.24. Income taxes**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses, if any.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Standalone Financial Statement. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

The carrying amount of deferred tax assets are reviewed at the end of each reporting period and are recognized only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax liabilities are not recognized for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognized for temporary differences between the carrying amount and tax bases of investments in subsidiaries, associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Dividend distribution tax paid on the dividends is recognized consistently with the presentation of the transaction that creates the income tax consequence.

### **3.25 Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

## Notes to Standalone Financial Statements for the year ended March 31, 2020

### 4 Property, Plant and equipment

(₹ in Lakhs)

Costs	Freehold Land	Buildings	Residential flats (refer notes (i) below)	Plant and Machinery	Electric installations	Office equipments	Computers	Furniture and fixtures	Vehicles	Fire fighting equipments	Laboratory equipments	Weighing machines	Total
<b>As at March 31, 2018</b>	<b>21,549.44</b>	<b>4,788.31</b>	<b>256.47</b>	<b>31,903.65</b>	<b>428.43</b>	<b>141.86</b>	<b>158.04</b>	<b>378.37</b>	<b>805.99</b>	<b>15.25</b>	<b>67.97</b>	<b>11.09</b>	<b>60,504.86</b>
Additions	-	1,757.41	-	5,527.33	290.75	16.71	12.20	60.98	42.46	1.40	23.67	1.97	7,734.87
Disposals / Adjustments	-	-	-	130.70	-	-	-	-	55.12	-	-	-	185.82
Exchange difference	-	-	-	(31.81)	-	-	-	-	-	-	-	-	(31.81)
<b>As at March 31, 2019</b>	<b>21,549.44</b>	<b>6,545.72</b>	<b>256.47</b>	<b>37,268.47</b>	<b>719.18</b>	<b>158.57</b>	<b>170.24</b>	<b>439.35</b>	<b>793.32</b>	<b>16.65</b>	<b>91.64</b>	<b>13.05</b>	<b>68,022.09</b>
Additions	30.00	119.49	-	2,340.16	23.35	19.87	5.61	14.42	12.98	0.64	58.55	0.54	2,625.61
Disposals / Adjustments	-	-	-	13.08	-	-	-	-	-	-	-	-	13.08
Exchange difference	-	-	-	66.90	-	-	-	-	-	-	-	-	66.90
<b>As at March 31, 2020</b>	<b>21,579.44</b>	<b>6,665.20</b>	<b>256.47</b>	<b>39,662.46</b>	<b>742.53</b>	<b>178.44</b>	<b>175.84</b>	<b>453.77</b>	<b>806.31</b>	<b>17.29</b>	<b>150.19</b>	<b>13.59</b>	<b>70,701.52</b>
<b>Accumulated depreciation and impairment</b>													
<b>As at March 31, 2018</b>	-	<b>1,115.87</b>	<b>52.52</b>	<b>18,776.75</b>	<b>313.52</b>	<b>102.04</b>	<b>148.79</b>	<b>226.67</b>	<b>513.58</b>	<b>12.69</b>	<b>49.56</b>	<b>10.32</b>	<b>21,322.32</b>
Depreciation for the year	-	173.01	4.16	2,425.54	34.46	13.21	6.56	29.07	83.84	1.13	3.25	0.19	2,774.42
Disposals / Adjustments	-	-	-	58.30	-	-	-	-	39.47	-	-	-	97.77
<b>As at March 31, 2019</b>	-	<b>1,288.88</b>	<b>56.68</b>	<b>21,143.99</b>	<b>347.98</b>	<b>115.25</b>	<b>155.35</b>	<b>255.74</b>	<b>557.95</b>	<b>13.82</b>	<b>52.82</b>	<b>10.51</b>	<b>23,998.97</b>
Depreciation for the year	-	231.73	4.16	3,231.75	54.85	19.22	8.31	33.07	70.64	1.07	7.29	0.45	3,662.54
Disposals / Adjustments	-	-	-	3.19	-	-	-	-	-	-	-	-	3.19
<b>As at March 31, 2020</b>	-	<b>1,520.61</b>	<b>60.83</b>	<b>24,372.55</b>	<b>402.83</b>	<b>134.47</b>	<b>163.66</b>	<b>288.81</b>	<b>628.59</b>	<b>14.89</b>	<b>60.10</b>	<b>10.96</b>	<b>27,658.32</b>
<b>Net Book Value</b>													
<b>As at March 31, 2019</b>	<b>21,549.44</b>	<b>5,256.83</b>	<b>199.79</b>	<b>16,124.48</b>	<b>371.20</b>	<b>43.31</b>	<b>14.89</b>	<b>183.61</b>	<b>235.37</b>	<b>2.83</b>	<b>38.83</b>	<b>2.54</b>	<b>44,023.12</b>
<b>As at March 31, 2020</b>	<b>21,579.44</b>	<b>5,144.59</b>	<b>195.63</b>	<b>15,289.90</b>	<b>339.70</b>	<b>43.97</b>	<b>12.18</b>	<b>164.96</b>	<b>177.71</b>	<b>2.40</b>	<b>90.09</b>	<b>2.63</b>	<b>43,043.20</b>

Note:

- Residential flats includes deposit for Shares in Co-operative Society 0.05 lakhs.
- Office equipment includes 0.11 lakhs pursuant to the scheme of amalgamation with Naman Tradevest Pvt Ltd. and Zeuxite Investments Pvt Ltd. with the Company.
- The Company have considered fair value for properties, viz land, situated in India, with impact of Rs 21,545.41 lakhs in accordance with the stipulation of IND AS 101 with the resultant impact being accounted for in the reserves.
- During the year, the Company has reviewed its fixed assets for impairment loss as required by Ind AS 36 "Impairment of Assets". In the opinion of management no provision for impairment loss is considered necessary.
- During the year, the Company has capitalised exchange loss of long term monetary liabilities at March 31, 2020 aggregating to Rs.66.90 Lakhs (previous year: exchange gain of Rs.31.81 Lakhs) by adjusting the historical cost (deemed cost) of the specifically identifiable asset. The exchange fluctuation during the year is presumed to occur evenly throughout the reporting period.

**Notes to Standalone Financial Statements for the year ended March 31, 2020**
**4A Right to Use**

(₹ In Lakhs)

Following are the changes in the carrying value of right of use assets for the year ended 31 March 2020:

Particulars	Category of ROU asset	
	Premises	Total
Balance as at April 1, 2019	-	-
Reclassified on account of adoption of Ind AS 116	133.46	133.46
Additions	59.49	59.49
Deletion	-	-
Depreciation	91.09	91.09
<b>Balance as at March 31, 2020</b>	<b>101.86</b>	<b>101.86</b>

The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the statement of Profit and Loss.

The following is the break-up of current and non-current lease liabilities as at 31 March 2020

Particulars	As at 31 March 2020
Current lease liabilities	82.46
Non-current lease liabilities	26.04
<b>Total</b>	<b>108.50</b>

The following is the movement in lease liabilities during the year ended 31 March 2020:

Particulars	As at 31 March 2020
Balance at the beginning	-
Reclassified on account of adoption of Ind AS 116	138.93
Additions	59.49
Finance cost accrued during the year	11.34
Deletions	-
Payment of lease liabilities	101.27
<b>Balance at the end</b>	<b>108.50</b>

The table below provides details regarding the contractual maturities of lease liabilities as at 31 March 2020 on an undiscounted basis:

Particulars	As at 31 March 2020
Less than one year	87.32
One to five years	26.36
More than five years	-
<b>Total</b>	<b>113.68</b>

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

**Rental expense recorded for short-term leases was Rs 84.64 lakhs for the year ended 31 March 2020.**

The Company has adopted modified retrospective approach under Ind AS 116 - Leases, with effect from April 1, 2019. Accordingly, the company has recognised 'Right of use' assets of Rs. 217.03 lakhs along with accumulated amortization of Rs. 83.57 lakhs and present value of lease liabilities of Rs. 138.93 lakhs as on April 1, 2019 and the difference of Rs. 4.10 lakhs (net of deferred taxes of Rs. 1.37 lakhs) has been adjusted in opening retained earnings. The net impact of adopting this Standard on the profit for the reported periods and the previous year, and on the earnings per share, is not material.

## Notes to Standalone Financial Statements for the year ended March 31, 2020

<b>5 Capital Works-In-Progress</b>		(₹ in Lakhs)
<b>Particulars</b>	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>
Capital Work - in - progress	663.08	2.29
<b>Total</b>	<b>663.08</b>	<b>2.29</b>

<b>6 Investment Property</b>		(₹ in Lakhs)
<b>Costs</b>	<b>Investment Property</b>	<b>Total</b>
<b>As at April 1, 2018</b>	<b>379.19</b>	<b>379.19</b>
Additions (Refer Note 20)	18.42	18.42
Disposals / Adjustments	-	-
<b>As at March 31, 2019</b>	<b>397.61</b>	<b>397.61</b>
Additions	-	-
Disposals / Adjustments	-	-
<b>As at March 31, 2020</b>	<b>397.61</b>	<b>397.61</b>
<b>Accumulated amortisation and impairment losses</b>		
<b>As at April 1, 2018</b>	<b>280.31</b>	<b>280.31</b>
Depreciation for the year	9.77	9.77
Disposals	-	-
<b>As at March 31, 2019</b>	<b>290.07</b>	<b>290.07</b>
Depreciation for the year	8.79	8.79
Disposals	-	-
<b>As at March 31, 2020</b>	<b>298.86</b>	<b>298.86</b>
<b>Net Book Value</b>		
As at March 31, 2019	107.54	107.54
As at March 31, 2020	98.74	98.74

(a) Investment Property comprises of Building which includes Rs.372.23 lakhs (W.D.V. as on March 31, 2020 Rs.78.77 lakhs(March 31, 2019 : Rs. 87.49 lakhs) pursuant to the scheme of amalgamation with Scientific Vacuum Coating Pvt Ltd with the Company.

<b>(b) Other details of investment properties</b>		(₹ in Lakhs)
<b>Particulars</b>	<b>March 31, 2020</b>	<b>March 31, 2019</b>
Rental income	61.89	59.35
Direct operating expenses from property that generated rental income	2.00	2.00
Direct operating expenses from property that did not generated rental income	-	-
Depreciation	8.79	9.77
Fair value of Investment Property *	<b>12,352.43</b>	<b>12,352.43</b>

\* valuations are based on Stamp Duty Ready Reckoner

**Notes to Standalone Financial Statements for the year ended March 31, 2020**

<b>7 Intangible Assets</b>					(₹ in Lakhs)
<b>Costs</b>	<b>Computer Software</b>	<b>Goodwill</b>	<b>License fee</b>	<b>Total</b>	
<b>As at April 1, 2018</b>	<b>14.96</b>	<b>27.80</b>	<b>190.17</b>	<b>217.97</b>	
Disposals / Adjustments	-	-	-	-	
Disposals	-	-	-	-	
<b>As at March 31, 2019</b>	<b>14.96</b>	<b>27.80</b>	<b>190.17</b>	<b>217.97</b>	
Additions	-	-	-	-	
Disposals / Adjustments	-	-	-	-	
<b>As at March 31, 2020</b>	<b>14.96</b>	<b>27.80</b>	<b>190.17</b>	<b>217.97</b>	
<b>Accumulated amortisation and impairment losses</b>					
<b>As at April 1, 2018</b>	<b>14.96</b>	<b>27.80</b>	<b>190.17</b>	<b>217.97</b>	
Amortisation for the year	-	-	-	-	
Disposals	-	-	-	-	
<b>As at March 31, 2019</b>	<b>14.96</b>	<b>27.80</b>	<b>190.17</b>	<b>217.97</b>	
Amortisation for the year	-	-	-	-	
Disposals / Adjustments	-	-	-	-	
<b>As at March 31, 2020</b>	<b>14.96</b>	<b>27.80</b>	<b>190.17</b>	<b>217.97</b>	
<b>Net Book Value</b>					
As at March 31, 2019	-	-	-	-	
As at March 31, 2020	-	-	-	-	

<b>8 Non-Current Financial Assets- Investment in subsidiaries, associates and joint venture</b>				(₹ in Lakhs)
<b>Particulars</b>	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>		
<b>Investment in Equity Instruments (fully paid up)</b>				
<b>Unquoted Equity Instrument at cost</b>				
<b>In Subsidiary Company</b>				
2,969,552 shares (previous year 2,969,552 shares) of Rs.10/- each fully paid up in United Shippers Ltd.	<b>19,541.51</b>	19,541.51		
10,000 Equity shares (Previous Year 10,000 shares) of Rs.10 each fully paid in Reay Road Iron and Metal Warehousing Pvt Limited	<b>100.00</b>	100.00		
40,000 equity Shares (Previous year: 40,000) of Rs. 10/- each fully Paid up in Oriental Containers Limited (Formely known as Pelliconi Oriental Limited)	<b>4.00</b>	4.00		
<b>Investment in Limited Liability Partnership Firm (Joint Venture)</b>				
<b>Unquoted Investment</b>				
Claridge Energy LLP (Refer note a)	<b>63.90</b>	63.90		
Add: Share of Profit / (loss) of LLP (Refer note b)	<b>(63.90)</b>	(63.90)		
<b>Investment in Equity Instrument (Associate Company) -Fully Paid up</b>				
<b>Unquoted Investment</b>				
2,500 Shares (previous Year : NIL ) of Rs. 10/- each Fully Paid up in Tecnocap Oriental Pvt Ltd	<b>0.25</b>	-		
<b>Total</b>	<b>19,645.76</b>	19,645.51		

## Notes to Standalone Financial Statements for the year ended March 31, 2020

### (a) Details of Investment in LLP (₹ in Lakhs)

#### Investment in Claridge Energy LLP

Name of the Partner and share in Profits (%)	March 31, 2020	March 31, 2019
Oricon Enterprises Limited	50.00	50.00
Vinod Pareek	25.00	25.00
Rashmi Pareek	25.00	25.00
<b>Total Capital of the Firm</b>	<b>100.00</b>	<b>100.00</b>

(b) In case of Limited Liability Partnership Firm, liability of the partner is limited to the extent of his contribution and the partners are not liable on account of any independent or unauthorized action of the other partners. Accordingly, w.e.f. FY 2016-17, the Company has recognised losses in respect of Limited Liability Partnership Firm Claridge Energy LLP to the extent of his contribution made in the said LLP.

### (c) Information about subsidiary, joint venture and associate companies :

Setout below are the subsidiaries, associates and joint ventures of the groups. The entities listed below have share capital solely equity share which are held directly for indirectly by the group.

Name of the Company	Country of Incorporation	Principal Activities	Proportion (%) of Equity Interest	
			March 31, 2020	March 31, 2019
<b>Subsidiary Companies</b>				
United Shippers Limited	India	Shipping & related Logistics	64.29	64.29
Reay Road Iron & Metal Warehousing Pvt Ltd	India	Warehousing	100.00	100.00
Oriental Containers Limited (Formerly known as Pelliconi Oriental Limited)	India	Packaging	80.00	80.00
<b>Joint Venture Companies</b>				
Claridge Energy LLP	India	Trading of Alternate Fuel	50.00	50.00
<b>Associate Companies</b>				
Tecnocap Oriental Pvt Limited (w.e.f 3rd February 2020)	India	Packaging	25.00	-

### (d) Break up of Investment (₹ in Lakhs)

	March 31, 2020	March 31, 2019
Aggregate amount of Quoted Investment	-	-
Aggregate market value of Quoted Investment	-	-
Aggregate amount of Unquoted Investment	<b>19,645.76</b>	19,645.51



## Notes to Standalone Financial Statements for the year ended March 31, 2020

### 9 Non-Current Financial Assets - Investments

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Investment in Equity Instruments (fully paid up)</b>		
<b>Other Investments (Unquoted)</b>		
10 shares (previous year 10 shares) of Rs.10/- each fully paid up in Equity Shares of New India Co-operative Bank Ltd.	0.00	0.00
875 shares (previous year 875 shares) of Rs. 100/- each fully paid up in Equity Shares of Madhavpura Mercantile Co-operative Bank Ltd.	0.88	0.88
1,000 shares (previous year 1,000 shares) of Rs.10/- each fully paid up in Equity Shares of Saraswat Co-operative bank	0.10	0.10
<b>Investment in equity instruments of other companies - Fair Value through Other Comprehensive Income</b>		
<b>Investments in other companies (Quoted)</b>		
39,287 shares (previous year 39,287 shares) of Rs.10/- each fully paid up in Soma Paper Mills Ltd.	0.00	6.20
5,994,358 shares (previous year 5,994,358 shares) of Rs.10/- each fully paid up in Kopran Ltd.	1,519.57	2,493.65
240 shares (previous year 240 shares) of Rs.10/- each fully paid up in Bayer Crop Science Ltd.	8.30	10.52
13 shares (previous year 13 shares) of Rs.10/- each fully paid up in Indian Dyestuff Industries Ltd.	0.00	0.00
1,213 shares (previous year 1,213 shares) of Rs.10/- each fully paid up in IMP Power Ltd.	0.13	0.50
106,420 shares (previous year 106,420 shares) of Rs.10/- each fully paid up in KJMC Financial Services Limited.	8.83	23.52
106,420 shares (previous year 106,420 shares) of Rs.10/- each fully paid up in KJMC Corporate Advisors (I) Limited	17.88	27.35
946,738 shares (previous year 946,738 shares) of Rs.10/- each fully paid up in Excel Glasses Limited	8.71	8.71
1,200 shares (previous year 1,200 shares) of Rs.10/- each fully paid up in KDL Biotech Limited	0.00	0.00
62 shares (previous year 62 shares) of Rs.10/- each fully paid up in Avenue Supermart Limited	1.36	0.91
<b>Investment in Preference Shares of Other Companies - (Unquoted)</b>		
23,90,000 shares (previous year 23,90,000 shares) of Rs.10/- each fully paid up in One Time Leafin Services Limited (14% Preference Shares)	23.90	23.90
<b>Total</b>	<b>1,589.66</b>	<b>2,596.24</b>
Market Value of Quoted Investments	1,564.78	2,571.36
Aggregate Value of Unquoted Investments	24.88	24.88
Provision for Impairment	-	-

## Notes to Standalone Financial Statements for the year ended March 31, 2020

10 Non-Current Financial Assets - Loans		(₹ in Lakhs)	
Particulars	As at March 31, 2020	As at March 31, 2019	
<b>Security Deposits</b>			
<b>Unsecured, considered good</b>			
To Related Parties (Refer Note No 46 & 49)	69.61	69.61	
To Others	1,529.76	2,060.58	
<b>Loans to related parties (Refer Note No. 46 &amp; 49)</b>			
Unsecured, considered good	488.00	2,099.00	
<b>Intercompany loans</b>			
Unsecured, considered good	889.21	883.92	
<b>Others</b>			
<b>(a) Secured, considered good;</b>			
<b>(b) Unsecured, considered good</b>			
Loans to employees	109.18	119.41	
<b>Total</b>	<b>3,085.76</b>	<b>5,232.52</b>	
11 Others Non-Current Assets		(₹ in Lakhs)	
Particulars	As at March 31, 2020	As at March 31, 2019	
<b>Capital Advances</b>			
Unsecured, considered good	267.93	266.41	
<b>Advances to related parties (Refer Note No. 46 &amp; 49)</b>			
Secured, considered good	-	-	
Unsecured, considered good	2,091.76	2,159.97	
Doubtful	-	-	
<b>Advance other than capital advances</b>			
<b>Other advances</b>			
Secured, considered good	-	-	
Unsecured, considered good	-	-	
Prepaid Expenses	9.29	1.81	
Balance with Excise Authorities	12.88	12.87	
Prepaid Rent	391.27	177.19	
Deferred Lease Payment	643.99	611.41	
<b>Total</b>	<b>3,417.12</b>	<b>3,229.66</b>	
12 Inventories		(₹ in Lakhs)	
Particulars	As at March 31, 2020	As at March 31, 2019	
(As taken, valued and certified by the Management)			
(Valued at cost or net realisable value, whichever is lower)			
Raw Material	2,641.15	2,479.01	
Work-in-progress	772.99	729.48	
Finished goods	3,895.96	2,418.39	
Goods in Transit - Raw Material	894.47	732.45	
Stores and Spares and Consumables	1,030.97	966.07	
Stock in trade - Shares	1,026.61	1,030.90	
Stock in trade - Others	7.08	7.08	
Fuel	12.47	6.06	
Stock in Trade -Real Estate	2,607.52	11,069.81	
<b>Total</b>	<b>12,889.22</b>	<b>19,439.25</b>	

## Notes to Standalone Financial Statements for the year ended March 31, 2020

### 13 Current Financial Assets - Trade Receivables

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Amount Outstanding for period Less than 6 months</b>		
a) Trade receivables considered good - Secured *	1,258.82	337.81
b) Trade receivables considered good - Unsecured	11,701.70	22,262.26
c) Trade Receivables which have significant increase in Credit Risk	-	-
d) Trade Receivables - credit impaired	113.20	144.97
<b>Total</b>	<b>13,073.71</b>	<b>22,745.04</b>
Less: Allowance for bad and doubtful debts including expected credit loss (Refer note 52(d))	(113.20)	(144.97)
<b>Total</b>	<b>12,960.52</b>	<b>22,600.07</b>

\* Trade Receivable are secured against letter of credit.

### 14 Current Financial Assets - Cash & cash equivalents

(₹. in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Balance with banks: in current accounts	12.10	223.92
Cash on hand	3.47	3.84
<b>Total</b>	<b>15.57</b>	<b>227.76</b>

### 15 Current Financial Assets - Bank Balances other than Cash & Cash Equivalent

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Balance with Bank - Unpaid dividend account	33.32	16.52
Margin Money deposit with original maturity for more than 3 months but less than 12 months (refer note (i) )	8.86	18.94
<b>Total</b>	<b>42.18</b>	<b>35.46</b>

(i) Fixed Deposit have been pledged with the banks as a margin money for gurantees and letters of credit issued by the bank on behalf of the Company.

### 16 Current Financial Assets - Loans

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>(A) Security Deposits</b>		
Secured, considered good;	-	-
Unsecured, considered good	425.91	468.49
Doubtful		
<b>(B) Loans to related parties (Refer Note No. 46 &amp; 49)</b>		
Secured, considered good;	-	-
Unsecured, considered good	1,052.50	357.83
Unsecured, considered doubtful	428.27	87.29
	1,480.77	445.12
Less: Provision for Doubtful Loan	(428.27)	(87.29)
	1052.50	357.83
<b>(D) Intercorporate loans</b>		
Unsecured, considered good	597.08	765.56
<b>(E) Others</b>		
Unsecured, considered good		
Advances recoverable in cash or in kind	204.98	262.50
Loans to employees	21.16	23.30
<b>Total</b>	<b>2,301.62</b>	<b>1,877.68</b>

## Notes to Standalone Financial Statements for the year ended March 31, 2020

**17 Current Financial Assets -Other Assets** (₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Others</b>		
Advances recoverable in cash or in kind	307.38	293.59
Rent Receivable	301.68	328.01
Compensation receivable towards relinquishing the tenancy rights	230.00	230.00
<b>Total</b>	<b>839.07</b>	<b>851.60</b>

**18 Other Current Assets** (₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Advance to suppliers	112.17	156.38
Pre-paid expenses	57.92	54.32
Export Incentive Receivable	55.37	313.69
GST Receivable	1,532.69	1,155.21
MVAT Recievable	171.03	194.10
Deferred Lease Payment	9.08	8.43
Prepaid rent	82.53	-
<b>Total</b>	<b>2,020.79</b>	<b>1,882.13</b>

## 19 Equity Share Capital

### Authorized

(i) Equity Shares of Rs.2 each (₹ in Lakhs)

	No of Shares	Amount
<b>As at April 1, 2018</b>	<b>17,45,00,000</b>	<b>3,490.00</b>
Increase during the year (refer note (a))	56,75,00,000	11,350.00
<b>As at March 31, 2019</b>	<b>74,20,00,000</b>	<b>14,840.00</b>
Increase during the year	-	-
<b>As at March 31, 2020</b>	<b>74,20,00,000</b>	<b>14,840.00</b>

(a) on account of amalgamation of Oriental Containers Limited, Shinrai Auto Services Limited and Oricon Properties Private Limited.

(ii) 11% redeemable cumulative preference shares of INR 100 each (₹ in Lakhs)

	No of Shares	Amount
<b>As at April 1, 2018</b>	<b>10,000</b>	<b>10.00</b>
Increase during the year	-	-
<b>As at March 31, 2019</b>	<b>10,000</b>	<b>10.00</b>
Increase during the year	-	-
<b>As at March 31, 2020</b>	<b>10,000</b>	<b>10.00</b>

## Notes to Standalone Financial Statements for the year ended March 31, 2020

### 19 Equity Share Capital (Continued...)

#### Issued

##### (i) Equity Share Capital of Rs.2 each

(₹ in Lakhs)

	No of shares	Equity Share Capital par value
<b>As at April 1, 2018</b>	<b>15,71,10,360</b>	<b>3,142.21</b>
Add: Shares issued during the year	-	-
Add: Bonus shares issued during the year	-	-
Less: Share bought back during the year	-	-
<b>As at March 31, 2019</b>	<b>15,71,10,360</b>	<b>3,142.21</b>
Add: Shares issued during the year	-	-
Add: Bonus shares issued during the year	-	-
Less: Share bought back during the year	-	-
<b>As at March 31, 2020</b>		

#### Subscribed and Paid up Shares

##### (i) Equity Share Capital of Rs.2 each

(₹ in Lakhs)

	No of shares	Equity Share Capital par value
<b>As at April 1, 2018</b>	<b>15,70,47,715</b>	<b>3,140.95</b>
Add: Shares issued during the year	-	-
Add: Bonus shares issued during the year	-	-
<b>As at March 31, 2019</b>	<b>15,70,47,715</b>	<b>3,140.95</b>
Add: Shares issued during the year	-	-
Add: Bonus shares issued during the year	-	-
Less: Share bought back during the year	-	-
<b>As at March 31, 2020</b>	<b>15,70,47,715</b>	<b>3,140.95</b>

##### (ii) Forfeited Equity Share Capital of Rs.2 each

(₹ in Lakhs)

	No of shares	Equity Share Capital par value
<b>As at April 1, 2018</b>	<b>62,645</b>	<b>0.54</b>
Add: Shares issued during the year	-	-
Add: Bonus shares issued during the year	-	-
<b>As at March 31, 2019</b>	<b>62,645</b>	<b>0.54</b>
Add: Shares issued during the year	-	-
Add: Bonus shares issued during the year	-	-
<b>As at March 31, 2020</b>	<b>62,645</b>	<b>0.54</b>

\* Share Forfeited Account represents 62,645 Partly paid Equity Shares of Rs.2/- each forfeited by the Company during the year 2003-04.

#### (a) The reconciliation of the number of shares outstanding as at March 31, 2020 is set out below:

Particulars		Number of Shares as at March 31, 2020	Number of Shares as at March 31, 2019
Number of shares at the beginning		15,70,47,715	15,70,47,715
Add: Shares issued during the year		-	-
<b>Number of shares at the end</b>		<b>15,70,47,715</b>	<b>15,70,47,715</b>

## Notes to Standalone Financial Statements for the year ended March 31, 2020

### 19 Equity Share Capital (Continued...)

#### (b) Term / Right attached to equity share

The Company has only one class of equity shares having a par value of Rs.2/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

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

#### (c) Share held by holding/ultimate holding company and/or their subsidiary/associates

None of the shares of the Company are held by the Subsidiaries, Associates or Joint Ventures of the Company

#### (d) Aggregate number of bonus shares issued, share issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

	March 31, 2019 No. of Shares	March 31, 2018 No. of Shares	March 31, 2017 No. of Shares	March 31, 2016 No. of Shares	March 31, 2015 No. of Shares
Equity Share issued as Fully paid-up of Face Value Rs.2/- each pursuant to conversion of Compulsory Convertible Preference Share	-	-	-	-	5,45,00,000

#### (e) Shareholders holding more than 5 percent of Equity Shares

Name of Shareholder	As at March 31, 2020	As at March 31, 2019
	No. of share held	No. of share held
Rajendra Somani	3,31,91,510	3,31,91,510
% of Holding	21.13	21.13
Susheel Somani	1,65,02,502	1,65,02,502
% of Holding	10.51	10.51
NAF India Holdings Ltd	91,68,525	91,68,525
% of Holding	5.84	5.84

As per records of Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

#### (f) Shares reserved for issue under options

None of the shares are reserved for issue under options.

### 20 Other Equity

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Capital Reserve	41,546.28	41,546.28
Capital Reserve on Amalgamation	(27,861.50)	(27,861.50)
Securities premium account	14,514.73	14,514.73
Capital Redemption Reserve	5.00	5.00
Amalgamation Reserve	131.10	131.10
General Reserve	8,248.50	8,248.50
Investment Allowance Reserve	866.00	866.00
Revaluation Reserve	19,854.38	19,854.38
Retained Earnings	10,832.56	9,477.00
Equity Instruments through Other Comprehensive Income	(1,452.68)	(441.81)
<b>Total</b>	<b>66,684.40</b>	<b>66,339.69</b>

## Notes to Standalone Financial Statements for the year ended March 31, 2020

### 20 Other Equity (Continued...)

Capital Reserve	(₹ in Lakhs)
	Amount
<b>As at April 1, 2018</b>	<b>41,527.87</b>
Increase during the year*	<b>18.42</b>
<b>As at March 31, 2019</b>	<b>41,546.28</b>
Increase during the year	-
<b>As at March 31, 2020</b>	<b>41,546.28</b>

\*Prior to amalgamation of Oricon Properties Pvt Ltd (i.e ) OPPL with the Oricon Enterprises Limited, OPPL had revalued the land at Worli (which was partly tenanted) for Rs. 290 crores by considering only the free sale area which would be available to OPPL after redevelopment. The area which was to go to existing tenants was not valued as they have to be given specified constructed area free of cost. One of the tenant was Oricon Enterprises Limited . Pursuant to the scheme of amalgamation of OPPL with Oricon Enterprises Limited, the tenancy right of Oricon Enterprises Limited has been upgraded to ownership right. Consequently, the original cost to OPPL in respect of the proportionate tenanted area amounting to Rs. 18.42 lacs has been reinstated in the books of account by debiting investment property and crediting capital reserves against which Oricon Enterprises Limited is entitled to receive constructed area of 3893.94 sq. mtr in terms of JDA.

Retained Earnings	(₹ in Lakhs)	
	As at March 31, 2020	As at March 31, 2019
<b>Opening Balance</b>	<b>9,477.00</b>	7,112.52
Profit for the year	<b>3,410.77</b>	3,224.49
Other Comprehensive Income (net of tax)	<b>135.47</b>	25.76
Lease Rental INDS AS Transition effect	<b>(5.48)</b>	-
Deferred Tax effect on Lease Rental INDAS Transition effect	<b>1.38</b>	-
<b>Transactions with Owners in their capacity as owners</b>		
Dividend Paid*	<b>(2,041.62)</b>	(785.24)
Dividend Tax	<b>(144.98)</b>	(100.52)
<b>Closing Balance</b>	<b>10,832.56</b>	9,477.00

\* During the year ended March 31, 2019, the Board of Directors, at its meeting held on May 25, 2019, had proposed a final dividend of 25% (Re. 0.50 per equity share of par value of Rs.2 each) for the year ended March 31, 2019. Accordingly, the total dividend declared and paid for the year ended March 31, 2019 amounted to Rs.785.24 lakhs excluding dividend distribution tax.

\* During the year ended March 31, 2020, the Board of Directors, at its meeting held on March 11, 2020, had declared an interim dividend of 40% (Re. 0.80 per equity share of par value of Rs.2 each) for the year ended March 31, 2020. Accordingly, the total dividend declared and paid for the year ended March 31, 2020 amounted to Rs.1256.38 lakhs excluding dividend distribution tax.

Equity Instruments through Other Comprehensive Income	(₹ in Lakhs)	
	As at March 31, 2020	As at March 31, 2019
<b>Opening Balance</b>	<b>(441.81)</b>	407.56
Other Comprehensive Income (net of tax)	<b>(1,010.88)</b>	(849.37)
<b>Closing Balance</b>	<b>(1,452.68)</b>	(441.81)

## Notes to Standalone Financial Statements for the year ended March 31, 2020

### 21A Non-Current Financial Liabilities - Borrowings

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Term Loans</b>		
Term Loan from NBFC (secured) (refer note (a))	1,021.19	1,316.82
Term Loan from NBFC (secured) (refer note (b))	-	10,714.29
<b>Vehicle Loans</b>		
Vehicle loan from banks (Secured)(refer note (c))	12.65	33.07
Vehicle loan from others (Secured)(refer note (d))	3.43	4.30
<b>Others</b>		
Others (unsecured)	0.02	0.02
Foreign currency buyers credit (secured) (e)	3,708.73	-
<b>Loans from related parties (Unsecured)</b>		
loans from Directors(refer note (f))	1,392.10	-
Others (unsecured) (refer note (g))	832.60	-
<b>Total</b>	<b>6,970.72</b>	<b>12,068.50</b>

- a) Indian Rupee Loan from NBFC (Secured) includes Term Loan amounting to Rs. 1021.19 Lakhs taken from NBFC and carried interest @ MCLR + .85% .The tenor of the loan was 79 months and fully repayable by March 2025 . Further, the loan was secured against equitable mortgage over Property located at Apte Industrial Estate , 1st Floor , Dr E Moses Road, Worli, Mumbai-400018 .
- b) The Company has taken loan of Rs. 300 Crores for development of residential project and general corporate purpose from Indiabulls Housing Finance Ltd (IHFL). The said loan will be secured by way of first ranking & exclusive charge by way of hypothecation on 100 % of the receivables arising from the development of the Company's land situated at Worli, Mumbai-400018.
- The tenure of the loan is 60 month from the date of disbursement of the said loan. The principal amount is repayable in 14 quarterly installments of Rs. 2,142.86 lakhs starting from March 2018 to May 2021. The said loan carries interest @ IHFL LFR - 375 basis point (Current applicable rate of interest is 15.2% p.a) and payable quarterly by Indiabulls Infraestate Ltd. in terms of arrangement entered into with them. The said loan was fully repaid during current year."
- c) Vehicle loan taken from bank carries interest @ 10.25% and is payable in 60 equal monthly instalments. This loan is secured against the vehicle.
- d) Vehicle loan taken from others carries interest @ 9.60% and is payable in 36 equal monthly instalments. This loan is secured against the vehicle.
- e) Foreign currency buyers credit availed from banks is secured by hypothecation of inventory and trade receivables (present and future) and also has first pari-passu charge on movable and immovable property located at Murbad , Goa and Khurda plant of the Company. The facility carries interest rate in a range of 6 months Euribor plus 150 to 200 basis points and 6 months Libor plus 150 to 250 basis point and duration of the buyers credit is for 180 days to 365 days and is available for rollover for further maximum 3 years from the date of first borrowing.
- f) Loan taken from Directors are interest free and have a tenor of 24 months.
- g) Loan taken from others carries interest @ 9% p.a and tenor of the loan is 24 months.



## Notes to Standalone Financial Statements for the year ended March 31, 2020

### 21B Non-Current Financial Liabilities - Others

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Security Deposits (refer Note (i & ii))	87.97	1,628.13
Deferred Loan Liability	102.72	-
Lease Rental Liability	26.05	-
<b>Total</b>	<b>216.74</b>	<b>1,628.13</b>

- (i) During the year ended March 31, 2017, the company had received interest free adjustable security deposit of Rs. 1000.50 lakhs from Indiabulls Infraestate Limited which shall be adjusted only against Company's realisation as set out in JDA. The Same has been adjusted against the trade receivable of the Indiabulls Infraestate Limited during the year ended March 31, 2020.
- (ii) During the year ended March 31, 2019, the company had received interest free adjustable security deposit of Rs. 500 lakhs from Indiabulls Infraestate Limited against non binding term sheet for joint development of company's land measuring about 3512 sq. meter situated at Dr. E. Moses Road, Worli, Mumbai. The same have been forfeited on account of non fulfilment of terms and conditions of non binding term sheet with in the prescribed time as stipulated in the non binding term sheet.

### 22 Provisions

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Provisions for Employee Benefits		
Provision For Gratuity (Refer note 42)	1,064.24	1,124.96
Provision For Leave Wages	341.72	289.85
<b>Total</b>	<b>1,405.95</b>	<b>1,414.82</b>

### 23 Non-Current Liabilities - Other

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Deferred Rent	-	7.43
<b>Total</b>	<b>-</b>	<b>7.43</b>

### 24 Income Tax

a Income Tax Expense

(₹ in Lakhs)

Particulars	March 31, 2020	March 31, 2019
<u>Current Tax</u>		
Current Tax expense	1,009.00	830.00
Current tax for earlier year	133.71	17.33
<u>Deferred Tax</u>		
Decrease (increase) in Deffered tax assets	162.85	(100.36)
Increase (decrease) in Deffered tax Liability	(805.73)	303.69
<b>Total Deferred Tax Expense</b>	<b>(642.88)</b>	<b>203.33</b>
<b>Total Income Tax Expenses</b>	<b>499.83</b>	<b>1,050.66</b>

## Notes to Standalone Financial Statements for the year ended March 31, 2020

<b>b Reconciliation of tax expense and accounting profit multiplied by India's tax rate</b>		(₹ in Lakhs)	
<b>Particulars</b>	<b>March 31, 2020</b>	March 31, 2019	
Profit before tax	3,910.60	4,275.14	
Statutory Tax rate	25.17%	29.12%	
Tax at the Indian Statutory tax rate	984.22	1,244.92	
<b><u>Tax Adjustments</u></b>			
Dividend Received	(336.32)	(86.47)	
Income from Investment Property - Standard Deduction	(4.56)	(5.05)	
Interest on Income Tax	13.55	18.77	
Section 14A disallowances	0.25	0.29	
Provision for Doubtful Loans	85.82	-	
Tax difference on capital gain	-	(1.25)	
Deduction under 80 G & 35AC	-	0.76	
Loss on sale of Investment	-	1.51	
Income tax pertaining to earlier year	133.71	17.33	
Conversion of Land in the Stock in trade	(102.01)	(231.59)	
Services Tax Liability Written Back	-	(3.69)	
Rate Difference and Others	(350.25)	88.51	
Foreign Currency Fluctuation related to Fixed Assets	75.42	6.64	
<b>Income tax expense</b>	<b>499.83</b>	<b>1,050.66</b>	
<b><u>c Current Tax Assets /(Liability)</u></b>			
		(₹ in Lakhs)	
<b>Particulars</b>	<b>March 31, 2020</b>	March 31, 2019	
Opening Income Tax Assets/(liability) at the beginning of the year	(303.88)	803.26	
Income Tax paid/(refund)	966.15	(259.81)	
Current Income Tax Payable for the year	(1,142.71)	(847.33)	
Closing Income Tax assets /(liability) at the end of the year	(480.44)	(303.88)	
Non Current Tax Assets	156.49	299.25	
Current Tax Liabilities	636.93	603.13	
<b><u>d Deferred Tax liabilities (net)</u></b>			
		(₹ in Lakhs)	
<b>Particulars</b>	<b>March 31, 2020</b>	March 31, 2019	
<b>Deferred Income tax Liabilities</b>			
Timing Difference on account of Property, Plant and Equipment	959.50	1,765.23	
Fair Valuation of Land	1,691.03	1,691.03	
<b>Total deferred Income tax liabilities</b>	<b>2,650.53</b>	<b>3,456.26</b>	
<b>Deferred Income tax assets</b>			
Provision for gratuity	(288.50)	(421.74)	
Provision for compensated absences	(73.74)	(126.18)	
Provision for doubtful debts	(28.49)	(50.66)	
Deferred Tax on IndAS Impacts	(4.44)	(10.80)	
Provision for bonus	(48.71)	(18.49)	
On expenses pertaining to Amalgamation to claimed under Sec. 35DD	(53.83)	(76.88)	
<b>Total deferred Income tax assets</b>	<b>(497.71)</b>	<b>(704.75)</b>	
<b>Deferred Tax Liability (Net)</b>	<b>2,152.82</b>	<b>2,751.51</b>	

## Notes to Standalone Financial Statements for the year ended March 31, 2020

### e Movement in Deferred Tax asset

(₹ in Lakhs)

Movement in deferred tax asset	Provision for gratuity	Provision for compensated absences	Provision for doubtful debts	Deferred Tax on IndAS Impacts	Provision for bonus	On expenses pertaining to Amalgamation to claimed under Sec. 35DD of Income Tax Act
<b>As at April 1, As at April 1, 2018</b>	<b>389.95</b>	<b>106.09</b>	<b>40.34</b>	<b>1.03</b>	<b>18.49</b>	<b>62.31</b>
<u>Charged / (Credited)</u>						
- To profit or loss	45.62	20.09	10.31	9.76	-	14.58
- To Other comprehensive income	(13.83)	-	-	-	-	-
<b>As at March 31, 2019</b>	<b>421.74</b>	<b>126.18</b>	<b>50.66</b>	<b>10.80</b>	<b>18.49</b>	<b>76.88</b>
<u>Charged / (Credited)</u>						
- To profit or loss	(87.67)	(52.44)	(22.16)	(7.74)	30.22	(23.06)
- To Retained Earning				1.38		
- To Other comprehensive income	(45.57)	-	-	-	-	-
<b>As at March 31, 2020</b>	<b>288.50</b>	<b>73.74</b>	<b>28.49</b>	<b>4.44</b>	<b>48.71</b>	<b>53.83</b>

### f Movement in Deferred Tax liability

(₹ in Lakhs)

Movement in deferred tax assets	Property Plant & Equipment	Fair Valuation of Land
<b>As at April 1, 2018</b>	<b>1,461.54</b>	<b>1,691.03</b>
<u>Charged / (Credited)</u>		
- To profit or loss	303.69	-
- To Other comprehensive income	-	-
<b>As at March 31, 2019</b>	<b>1,765.23</b>	<b>1,691.03</b>
<u>Charged / (Credited)</u>		
- To profit or loss	(805.73)	-
- To Other comprehensive income	-	-
<b>As at March 31, 2020</b>	<b>959.50</b>	<b>1,691.03</b>

### 25 Current Financial Liabilities - Borrowings

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Loans repayable on demand (Secured)</b>		
Cash credit facility from Banks (refer note (i))	6,106.01	3,926.33
Packing Credit (refer note (ii))	1,156.73	1,618.06
Working Capital Demand Loan (refer note (i))	1,000.00	1,000.00
Foreign currency buyers credit (refer note (iii))	3,785.20	3,896.54
Foreign Currency Term Loan form Bank(refer note (iv))	-	1,158.66
Term Loan from NBFC (Unsecured) (Refer note (b) of Note 21A)	-	8,571.43
<b>Loans from related parties (Unsecured)</b>		
Loans from Directors(refer note (f) of Note 21A)	-	1,628.09
<b>Total</b>	<b>12,047.94</b>	<b>21,799.11</b>

## Notes to Standalone Financial Statements for the year ended March 31, 2020

### (a) Loans repayable on demand (Secured)

- i) Cash Credit Facility and Working Capital Demand Loan are availed from various banks which is secured by first pari-passu charge on inventories and trade receivables (present and future) and also has first pari-passu charge on movable and immovable property of the Company located at Murbad , Goa , Khopoli and Khurda plants. The facility carries interest rate at MCLR +0.35% to 2% and is repayable on demand.
- ii) Packing credit facility is availed from bank which is secured by first pari-passu charge on inventories and trade receivables (present and future) and also has first pari-passu charge on movable and immovable property of the Company located at Murbad and Goa plants. The facility carries interest rate at base MCLR +2% minus 3 % under Interest Equalisation Scheme\* and is repayable on demand.

\*Government of India (Ministry of Commerce & Industry, DGFT) has approved the interest equalisation scheme for pre and post shipment on rupee export packing credit with effect from 1 April 2015 for five years. The Company has availed the benefit under the said scheme and benefit received of Rs. 30.26 Lakhs (Previous Year 34.18 Lakhs) under the said scheme has been credited to Interest expenses. (Refer Note 37)

- iii) Foreign currency buyers credit availed from various banks is secured by first pari-passu charge on inventory and trade receivables (present and future) and also has first pari-passu charge on movable and immovable property of the Company located at Murbad Goa and Khurda plants. The facility carries interest rate in a range of 6 months Libor plus 150 to 250 basis points and 6 Months Euribor plus 150 to 250 basis point and duration of these buyers credit ranges from 60 days to 180 days.
- iv) Foreign Currency Term Loan availed from bank is secured by first pari-passu charge on fixed assets located at Murbad Plant (present and future) in the month of Sept 2018. The facility carries interest rate at 2.50% p.a on outstanding EURO amount and is repayable on demand. The tenure of the loan is 18 month from the date of disbursement of the said loan. The principal amount is repayable in 5 quarterly equal installments starting from September 2018 to December 2019 and interest is payable monthly. The Said loan was fully repaid during the year.

### 26 Current Financial Liabilities - Trade Payables

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
a) Total outstanding dues of Micro and small enterprises (Refer Note 43)	240.02	181.63
b) Total outstanding dues of trade payable other than Micro and small enterprises	4,906.14	4,683.23
<b>Total</b>	<b>5,146.16</b>	<b>4,864.86</b>

### 27 Current Financial Liabilities - Other Liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
a) Current maturities of long-term debts	306.70	277.29
b) Interest accrued		
(i) Interest accrued but not due on borrowings	40.81	23.57
(ii) Interest payable to micro, small and medium enterprises	27.27	37.13
c) Unpaid dividends	33.32	19.34
d) Liability payable towards relinquishing the tenancy rights of the premises	-	19.00
e) Others	5.00	5.00
f) Liability for expenses	1,631.24	1,571.87
g) Sundry Creditors for Capital Asset	1,648.56	4,092.87
h) Credit balances in trade receivables	123.92	303.60
i) Other Payable	227.80	227.47
j) Security Deposit	-	361.25
k) Deferred Loan Liability	111.61	-
l) Lease Rental Liability	82.46	-
<b>Total</b>	<b>4,238.68</b>	<b>6,938.39</b>

## Notes to Standalone Financial Statements for the year ended March 31, 2020

<b>28 Other Current Liabilities</b>		(₹ in Lakhs)	
<b>Particulars</b>	<b>As at March 31, 2020</b>	As at March 31, 2019	
a) Revenue received in advance	1.09	1.09	
b) Statutory dues payable	124.16	338.70	
c) Others	0.04	0.04	
<b>Total</b>	<b>125.29</b>	<b>339.83</b>	
		(₹ in Lakhs)	
<b>29 Provisions</b>			
<b>Particulars</b>	<b>As at March 31, 2020</b>	As at March 31, 2019	
<b>Provisions for Employee Benefits</b>			
Provision For Gratuity (Refer note 42)	81.97	81.94	
Provision For Leave Wages	21.57	71.24	
<b>Total</b>	<b>103.54</b>	<b>153.18</b>	
		(₹ in Lakhs)	
<b>30 Current Tax Liabilities (Net)</b>			
<b>Particulars</b>	<b>As at March 31, 2020</b>	As at March 31, 2019	
Provision for current tax (net of advance tax)	636.93	603.14	
<b>Total</b>	<b>636.93</b>	<b>603.14</b>	

**Notes to Standalone Financial Statements for the year ended March 31, 2020**

<b>31 Revenue from operations</b>	(₹ in Lakhs)	
<b>Particulars</b>	<b>For the year ended March 31, 2020</b>	For the year ended March 31, 2019
<b>Sale of Products</b>		
Finished Products	45,609.14	40,654.13
Real Estate Income (refer note 60)	10,831.00	20,770.00
Traded Goods	784.24	971.47
	<u>57,224.38</u>	<u>62,395.59</u>
<b>Other operating revenues</b>		
Scrap sales	518.82	517.83
Export Incentives	250.91	230.13
	<u>769.73</u>	<u>747.96</u>
<b>Total</b>	<u>57,994.11</u>	<u>63,143.55</u>

**Disaggregate Revenue information**

The table below presents disaggregated revenues by Products

**Details of Products Sold**
**Finished Goods Sold**

Petrochemicals Products	4,399.47	3,428.98
Liquid Colorants	37.54	88.00
Closures	36,047.80	34,557.28
Preform Sales	1,553.74	5.41
Collapsible Tubes	1,366.72	891.91
Real Estate Income	10,831.00	20,770.00
Others	2,203.88	1,682.55
	<u>56,440.14</u>	<u>61,424.13</u>

**Trading Goods Sold**

Chemicals	784.24	971.47
	<u>784.24</u>	<u>971.47</u>
<b>Total</b>	<u>57,224.38</u>	<u>62,395.59</u>

**Information about major customers**

Revenue from one major customers under "Real Estate" segment is Rs. 10,780.00 Lakhs (includes Rs. 500.00 Lakhs shown under exceptional items) (March 31, 2019 : 20,770.00 Lakhs) which is more than 10% of the company's total revenues during the year ended March 31, 2020.

**32 Other Income**

<b>Particulars</b>	<b>For the year ended March 31, 2020</b>	For the year ended March 31, 2019
Rent Received	634.52	925.05
Interest Income		
Bank Deposits	1.29	24.86
Loans & Advances	568.80	606.52
Interest income unwinding of Deferred Loan Liability	9.51	-
Interest income unwinding on discounting of rental deposit paid	121.21	120.03
<b>Dividend Received</b>		
Subsidiaries	1,336.30	296.96
Long term investment	0.00	0.07
Foreign exchange gain (net)	-	365.53
Commission received	131.06	223.11
Reversal of Provision of expected credit loss	31.77	(5.69)
Credit Balance Written Back	0.10	7.81
Insurance claim	90.33	6.28
Bad Debts Recovered	0.75	0.25
Others income	4.89	0.64
<b>Total</b>	<u>2,930.52</u>	<u>2,571.41</u>

## Notes to Standalone Financial Statements for the year ended March 31, 2020

33 Cost of material consumed		(₹ in Lakhs)	
Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019	
Raw material at the beginning of the year	2,479.01	3,283.89	
Add: Purchases	26,365.69	23,587.25	
Less: Raw material at the end of the year	2,641.15	2,479.01	
<b>Cost of raw material consumed</b>	<b>26,203.55</b>	<b>24,392.13</b>	
<b>Details of raw material &amp; components consumed</b>			
Mix Pentane	3,514.08	2,708.08	
Base Colors	48.26	58.85	
Tin free steel/Tin plate	7,329.10	7,674.81	
Aluminium sheet/Slug/Ingots	2,670.15	2,544.31	
Pet Resign	1,898.33	-	
Polymers	10,743.63	11,406.08	
<b>Total</b>	<b>26,203.55</b>	<b>24,392.13</b>	
<b>Break up of inventory - Raw material</b>			
Mix Pentane	74.24	46.38	
Base Colour	-	50.41	
Tin free steel/Tin plate	925.30	982.58	
Pet Resign	36.43	33.85	
Aluminium Sheet/Slug/Ingots	170.18	364.05	
Polymers	1,435.01	1,001.76	
<b>Total</b>	<b>2,641.15</b>	<b>2,479.01</b>	
34 Purchase of traded goods		(₹ in Lakhs)	
Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019	
<b>Purchase of traded goods</b>			
Others	759.35	948.53	
<b>Total</b>	<b>759.35</b>	<b>948.53</b>	
35 Change in inventory of finished goods and work in progress		(₹ in Lakhs)	
Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019	
<b>Stock at commencement</b>			
Finished Goods	2,418.39	2,161.49	
Traded Goods	7.08	7.66	
Stock in Trade -Real Estate	11,069.81	27,674.53	
Work in progress - Closures	729.48	468.56	
	<b>14,224.76</b>	<b>30,312.23</b>	
<b>Stock at close</b>			
Finished Goods	3,895.96	2,418.39	
Traded Goods	7.08	7.08	
Stock in Trade -Real Estate	2,607.52	11,069.81	
Work in progress	772.99	729.48	
	<b>7,283.54</b>	<b>14,224.76</b>	
Less : Capitalised (preform)	-	35.31	
	<b>7,283.54</b>	<b>14,189.45</b>	
<b>Total</b>	<b>6,941.22</b>	<b>16,122.78</b>	

## Notes to Standalone Financial Statements for the year ended March 31, 2020

35 Change in inventory of finished goods and work in progress (Continued...)		(₹ in Lakhs)	
Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019	
<b>Details of Inventory (at the end of the year)</b>			
<b>Finished Goods</b>			
Petrochemicals Products	45.34	22.60	
Liquid Colorants	0.35	0.35	
Closures	2,743.70	2,311.52	
Collapsible Tubes	37.00	37.05	
Preform	1,056.13	30.06	
Others	13.45	16.83	
	<u>3,895.96</u>	<u>2,418.39</u>	
<b>Work in progress</b>			
Closures	728.89	729.48	
Preform	44.09	-	
	<u>772.99</u>	<u>729.48</u>	
<b>Traded Goods</b>			
Others	7.08	7.08	
	<u>7.08</u>	<u>7.08</u>	
<b>36 Employee benefits expenses</b>		(₹ in Lakhs)	
Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019	
Salaries and allowances	4,010.39	3,569.82	
Contribution to Provident and other funds (Refer note 42)	249.22	237.35	
Gratuity (Refer note 42)	167.67	159.30	
Staff welfare expenses	240.13	223.21	
<b>Total</b>	<u>4,667.42</u>	<u>4,189.66</u>	
<b>37 Finance costs</b>		(₹ in Lakhs)	
Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019	
<b>Interest Expenses</b>			
Interest paid on Other borrowings	1,019.03	838.96	
Interest paid to micro, small and medium enterprises	-	19.86	
Finance cost on Lease Rental	11.35	-	
Finance cost unwinding on discounting of rental deposit received	8.49	35.97	
Finance cost unwinding on discounting of deffered Loan Liability	8.84	-	
Bank & other finance Charges	202.26	206.42	
<b>Total</b>	<u>1,249.97</u>	<u>1,101.22</u>	
<b>38 Depreciation and Amortisation Expenses</b>		(₹ in Lakhs)	
Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019	
Depreciation and amortisation expenses (Refer note 4 & 7)	3,762.42	2,784.18	
<b>Total</b>	<u>3,762.42</u>	<u>2,784.18</u>	



## Notes to Standalone Financial Statements for the year ended March 31, 2020

### 39 Other expenses

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Consumption of Stores and Spares	3,967.18	3,738.05
Power & Fuel	3,025.38	2,569.70
Rent	201.13	322.57
Transportation & Forwarding	2,302.21	2,039.90
Repairs & Maintenance		
Building	80.58	118.18
Plant & Machinery	133.37	152.93
Others	112.60	74.36
Insurance	131.55	127.67
Outsourcing expenses (Job work)	490.82	474.92
Postage, courier and telephone charges	45.26	40.87
Royalty Charges	37.09	33.52
Bad Debts Written Off	378.34	-
Provision for Doubtful Loans	340.99	-
Amortisation of Leasehold land	9.08	6.10
Rates & taxes	59.40	46.34
Director sitting Fees	5.45	2.70
Sundry balances written off (net) (Refer Note 47)	294.69	294.49
Loss on sale of Assets	-	16.92
Loss on sale of Investments	-	5.18
Donation	0.88	3.52
License fees	18.35	13.62
Brokerage & Commission	137.56	100.87
Legal & Professional charges	773.93	726.48
Sales Tax paid for earlier years	90.02	22.95
CSR Expenditure (Refer Note 51)	2.10	72.50
Vehicle Expenses	210.99	222.98
Foreign Exchange Fluctuations	284.94	-
Payment to Auditors (Refer Note 50)	11.00	11.00
Sales Promotion & Advertisement expenses	120.03	83.51
Security Charges	126.83	103.98
Travelling & Conveyance expenses	191.10	208.06
Filing & Listing Fees	16.01	9.36
Hiring Charges	69.41	49.74
Housekeeping and Factory Expenses	140.86	84.41
Printing & Stationery	32.43	30.61
Water Charges	32.73	29.42
Miscellaneous Expenses	55.83	63.96
<b>Total</b>	<b>13,930.12</b>	<b>11,901.32</b>

### 40 Earning Per Share

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Basic and Diluted Earnings per share</b>		
a) Profit after taxation from Continuing Operations (Rs. in Lakhs)	3,410.77	3,224.48
b) Weighted average number of equity shares Outstanding during the year	15,70,47,715	15,70,47,715
Basic and Diluted Earnings per share (a/b)	2.17	2.05
Face Value per share	2.00	2.00

Basic earning per share is calculated by dividing the Profit/(loss) for the year attributable to ordinary equity share holders of the company by weighted average number of ordinary shares outstanding during the year. Diluted earning per share are calculated by dividing the Profit/(loss) attributable to ordinary equity holders of the company by the weighted average number of ordinary share outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

During the year, the company does not have any outstanding dilutive potential equity shares. Consequently, the basic and diluted earning per share of the company remains the same.

## Notes to Standalone Financial Statements for the year ended March 31, 2020

### 41 Critical accounting estimates and judgments

The preparation of restated financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. This note provides an overview of the areas that involves a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgments are:

1. Estimation of useful life of tangible asset and intangible asset (Note 4&7)
2. Recognition of deferred tax asset (Note 24d)
3. Estimation of defined benefit obligation (Note 42)
4. Estimation of contingent liabilities and commitments (Note 44)
5. Impairment of assets
6. Recoverability of Trade Receivables (Note 52D)

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

- 42 Disclosure under Indian Accounting Standard 19 (Ind AS 19) on Employee Benefit as notified under Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended)

#### a) Defined Contribution Plan

##### Contribution to Provident Fund, Superannuation Scheme and Employee State Insurance Scheme

Contribution to Defined Contribution Plan, recognised are charged off for the year as under :

The Company makes contribution in respect of qualifying employees towards Provident Fund and Superannuation Fund, which is defined contribution plan. The Company has no obligation other than to make the specified contributions. The contributions are charged to the statement of profit and loss as they accrue.

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Employer's Contribution to Superannuation scheme	13.39	30.17
Employer's Contribution to Provident Fund, Employee state insurance scheme, Government Welfare Fund & Employee's Deposit Linked Insurance etc	235.83	207.18

#### b) Defined Benefit Plan

The Company operates defined benefit plans that provide gratuity. Liability is computed on the basis of Gratuity payable on retirement, death and other withdrawals as per the Act and already accrued for past service, with the qualifying wages / salaries appropriately projected, as per the Projected Unit Credit Method.

(₹ in Lakhs)

Actuarial assumptions	Gratuity (Unfunded)	
	For the year ended March 31, 2020	For the year ended March 31, 2019
Discount rate (per annum)	6.89%	7.79%
Rate of increase in Compensation levels	4.00%	8.00%
Rate of Employee turnover	1.00%	1.00%
Mortality Rate during Employment	Indian Assured lives mortality (2006-08)	Indian Assured lives mortality (2006-08)

## Notes to Standalone Financial Statements for the year ended March 31, 2020

### b) Defined Benefit Plan (Continued...)

Table showing changes in present value of obligations :

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Present value of obligation as at the beginning of the year	1,206.90	129.71
Interest Cost	94.02	87.86
Past service cost (Vested Benefit)	-	-
Current Service Cost	66.66	63.99
Liability Transferred In/ Acquisition	-	1,032.48
Actuarial (gain)/ loss on obligations	-	-
Actuarial (Gain)/Losses on obligation -Due to change in financial Assumptions	(307.67)	(24.81)
Benefits paid	(40.33)	(67.55)
Actuarial (gain)/ loss on obligations Due to Experience	126.63	(14.78)
<b>Present value of obligation as at the end of the period</b>	<b>1,146.21</b>	<b>1,206.90</b>

The amounts to be recognized in Balance Sheet :

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Present value of obligation as at the end of the period	(1,146.21)	(1,206.90)
Fair value of plan assets as at the end of the period	-	-
Funded Status	(1,146.21)	(1,206.90)
<b>Net asset / (liability) recognised in Balance Sheet</b>	<b>(1,146.21)</b>	<b>(1,206.90)</b>

Expenses recognised in Statement of Profit and Loss :

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Current service cost	66.66	63.99
Net Interest Cost	94.02	87.86
Past service cost	-	-
Net Actuarial (gain)/ loss recognised in the period	-	-
<b>Expenses recognised in the Statement of Profit and Loss</b>	<b>160.68</b>	<b>151.85</b>

Expenses recognised in Other Comprehensive Income :

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Actuarial (Gains)/Losses on Obligation For the Period	(181.04)	(39.59)
Return on Plan Assets, Excluding Interest Income	-	-
Change in Asset Ceiling	-	-
<b>Net (Income)/Expense For the Period Recognized in OCI</b>	<b>(181.04)</b>	<b>(39.59)</b>

## Notes to Standalone Financial Statements for the year ended March 31, 2020

### b) Defined Benefit Plan (Continued...)

#### Movements in the liability recognised in the Balance Sheet:

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Opening Net Liability	1,206.90	129.71
Expenses recognised in the Statement of Profit and Loss	160.68	151.85
Net (Income)/Expense For the Period Recognized in OCI	(181.04)	(39.59)
Net Liability/ Asset Transfer In	-	1,032.48
Contributions paid	(40.33)	(67.55)
<b>Closing Net Liability</b>	<b>1,146.21</b>	<b>1,206.90</b>

#### Sensitivity Analysis

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Projected Benefit Obligation on Current Assumptions</b>	<b>1,146.21</b>	<b>1,206.90</b>
Delta Effect of +0.5% Change in Rate of Discounting	(41.84)	(51.28)
Delta Effect of -0.5% Change in Rate of Discounting	44.54	54.97
Delta Effect of +0.5% Change in Rate of Salary Increase	43.74	52.52
Delta Effect of -0.5% Change in Rate of Salary Increase	(41.37)	(49.81)
Delta Effect of +0.5% Change in Rate of Employee Turnover	9.86	(0.45)
Delta Effect of -0.5% Change in Rate of Employee Turnover	(10.34)	0.47

#### Maturity profile of defined benefit obligation :

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Projected Benefits payable in future years from the date of reporting		
1st Following year	81.97	81.94
2nd Following year	47.58	52.21
3rd Following year	79.84	47.82
4th Following year	131.71	75.54
5th Following year	112.24	108.95
Sum of Year 6 to 10	540.49	522.14
Sum of Years 11 and above	1,145.09	1,926.52

The obligations are measured at the present value of estimated future cash flows by using a discount rate that is determined with reference to the market yields at the Balance Sheet date on Government Bonds which is consistent with the estimated terms of the obligation.

The estimate of future salary increase, considered in the actuarial valuation, takes account of inflation, security, promotion and other relevant factors such as supply and demand in the employment market.

**Notes to Standalone Financial Statements for the year ended March 31, 2020**
**43 Disclosure required under Micro, Small and Medium Enterprises Development Act, 2006 (the Act) are given as follows :**

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
a) Principal amount remaining unpaid to any supplier as at the year end	<b>240.02</b>	181.63
b) Interest due thereon	-	1.20
c) Amount of interest paid during the year	-	18.70
d) Amount of payments made to the supplier beyond the appointed day during the accounting year.	-	748.59
e) Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro Small and Medium Enterprises Development Act, 2006.	-	-
f) Amount of interest accrued and remaining unpaid at the end of the accounting year.	<b>27.27</b>	37.13
g) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under the MSMED Act 2006.	<b>27.27</b>	37.13

**Note:** The above information and that given in Note No. 26' Trade Payables' regarding Micro, Small and Medium Enterprises has been determined on the basis of information available with the Company and has been relied upon by the auditors.

**44 Commitments and Contingencies**
**(a) Contingent Liabilities not provided for in respect of :**

(₹ in Lakhs)

Sr. No.	Particulars	As at March 31, 2020	As at March 31, 2019
(i)	Disputed demands of Excise Duty, Service tax and VAT and CST matters	268.26	284.72
(ii)	Income Tax Demand disputed in appeals	540.01	342.70
(iii)	Guarantees given by Company's Bankers and counter guaranteed by the Company	240.71	237.85
(iv)	On account of litigation from tenants paid to Prothonotary & Senior Master High Court	224.33	224.33

**(b) Capital Commitments**

(₹ in Lakhs)

Sr. No.	Particulars	As at March 31, 2020	As at March 31, 2019
(i)	Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	897.65	284.38

**(c) Other Commitments**

The Company has an unfulfilled export commitments aggregating to Rs.1734.43 Lakhs as on March 31, 2020 (March 31, 2019: Rs.1815.55 Lakhs) towards capital goods installed in the manufacturing facilities in Murbad and Goa for which duty exemption was availed under the Export promotion for capital goods scheme.

**(d) Contingent assets**

CESTAT vide its order dated February 25, 2019 has decided in company's favour an issue of eligibility to avail the cenvat credit on GTA services for the period from May 2007 to February 2008. In similar matters i.e. eligibility of cenvat credit in respect of service tax paid on GTA services, the company has filed refund applications for Rs. 30.71 lakhs for the period from August 2011 to September 2012 and Rs. 26.45 lakhs for the period from April 2015 to November 2015. Pending the refund, the same has been disclosed as contingent assets.

## Notes to Standalone Financial Statements for the year ended March 31, 2020

### 45 Standalone Segmentwise Revenue, Results, Segment Assets and Liabilities

(₹ In Lakhs)

Operating segments as per Ind AS 108 are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director (MD) of the Company. Segment Reporting is given as under:-

PARTICULARS	PACKAGING		PETROCHEMICALS		REAL ESTATE		OTHERS		TOTAL	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
<b>REVENUE :</b>										
<b>A. Revenue From Operation</b>										
External Revenue	41,979.40	37,929.55	4,399.47	3,428.98	10,831.00	20,770.00	784.24	1,059.47	57,994.11	63,187.99
Inter-segment Revenue	-	-	-	-	-	-	-	(44.44)	-	(44.44)
<b>Total Revenue from Operations</b>	<b>41,979.40</b>	<b>37,929.55</b>	<b>4,399.47</b>	<b>3,428.98</b>	<b>10,831.00</b>	<b>20,770.00</b>	<b>784.24</b>	<b>1,015.03</b>	<b>57,994.11</b>	<b>63,143.55</b>
<b>RESULT</b>										
<b>Segment Result</b>	<b>2,460.79</b>	<b>1,845.10</b>	<b>287.99</b>	<b>151.86</b>	<b>2,868.71</b>	<b>4,165.28</b>	<b>24.89</b>	<b>(13.74)</b>	<b>5,642.38</b>	<b>6,148.50</b>
(Less) / Add : Unallocable Income / (Expenses) (Net of unallocable Expenses)									<b>(1,182.63)</b>	<b>(1,523.55)</b>
Less: Finance Cost									<b>(1,249.97)</b>	<b>(1,101.22)</b>
Add: Interest Income									<b>700.81</b>	<b>751.41</b>
<b>Profit / (Loss) before Tax</b>									<b>3,910.60</b>	<b>4,275.14</b>
<b>Less: Tax Expense</b>									<b>1,009.00</b>	<b>830.00</b>
Current Tax									<b>133.71</b>	<b>17.33</b>
Income tax for earlier years									<b>(642.88)</b>	<b>203.33</b>
Deferred Tax									<b>499.83</b>	<b>1,050.66</b>
<b>Total Tax Expense</b>									<b>3,410.77</b>	<b>3,224.48</b>
<b>Profit / (Loss) for the year</b>									<b>51,203.88</b>	<b>67,752.15</b>
<b>OTHER INFORMATION</b>									<b>51,666.75</b>	<b>54,297.93</b>
<b>Segment Assets</b>	<b>45,338.51</b>	<b>43,797.93</b>	<b>1,117.58</b>	<b>932.41</b>	<b>3,384.07</b>	<b>21,406.59</b>	<b>1,363.73</b>	<b>1,615.21</b>	<b>1,02,870.64</b>	<b>1,22,050.08</b>
Unallocable Assets									<b>8,847.62</b>	<b>12,482.23</b>
<b>Total Assets</b>	<b>8,573.56</b>	<b>10,945.48</b>	<b>274.06</b>	<b>239.82</b>	<b>-</b>	<b>1,050.00</b>	<b>0.00</b>	<b>246.93</b>	<b>5,792.38</b>	<b>5,580.52</b>
<b>Segment Liabilities</b>									<b>14,639.99</b>	<b>18,062.75</b>
Unallocable Liabilities										
<b>Total Liabilities</b>										

## Notes to Standalone Financial Statements for the year ended March 31, 2020

### 45 Standalone Segmentwise Revenue, Results, Segment Assets and Liabilities (Continued...)

(₹ In Lakhs)

PARTICULARS	PACKAGING		PETROCHEMICALS		REAL ESTATE		OTHERS		TOTAL	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
<b>Capital Expenditure</b>										
Segment Capital Expenditure	3,268.20	7,082.96	69.65	19.61	-	-	-	-	3,337.85	7,102.57
Unallocable Capital Expenditure									16.96	209.83
<b>Total Capital Expenditure</b>									3,354.81	7,312.40
<b>Depreciation/Amortisation</b>										
Segment Depreciation/Amortisation	3,552.49	2,673.61	26.95	26.23	-	-	-	-	3,579.45	2,699.84
Unallocable Depreciation / Amortisation									182.97	84.34
<b>Total Depreciation / Amortisation</b>									3,762.42	2,784.18

### Secondary Segment Reporting (Geographical Segments):

The distribution of the company's Sales, Assets and Capital Expenditure by Geographical market is as under:  
(₹ in Lakhs)

	March 31, 2020	March 31, 2019
<b>Sales Revenue</b>		
India	48,955.39	55,027.49
Outside India	9,038.72	8,116.05
<b>Total Revenue</b>	57,994.11	63,143.55
<b>Segment Assets</b>		
India	1,00,025.50	1,20,225.30
Outside India	2,845.14	1,824.78
<b>Total Assets</b>	1,02,870.64	1,22,050.08
<b>Capital Expenditure</b>		
India	1,401.91	3,135.22
Outside India	1,952.90	4,177.18
<b>Total Capital Expenditure</b>	3,354.81	7,312.40

### Information about major customers

Revenue from one major customers under "Real Estate" segment is Rs. 10,780.00 Lakhs (March 31, 2019 : 20,770.00 Lakhs) which is more than 10% of the the company's total revenues during the year ended March 31, 2020

## Notes to Standalone Financial Statements for the year ended March 31, 2020

### 46 Disclosure pursuant to Section 186 of the Act

The details of loans under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

#### A) Loans given and investment made:

(₹ in Lakhs)

	Non-Current		Current	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
<b>Loans to employee include</b>				
Dues from Directors	-	-	-	-
Dues from Officers	109.18	119.41	21.16	23.30
Dues from Workers	-	-	-	-
<b>Loans and advances to related parties include</b>				
Dues from Limited Liability Partnership Firm Claridge Energy LLP	-	-	428.27	428.27
Dues from Kopran Research Laboratories Limited	-	300.00	241.93	2.41
Dues from Claridge Moulded Fibre Limited	-	-	30.24	-
Dues from Tecnocap Oriental Pvt Limited	-	-	8.37	-
Dues from Kopran Limited	488.00	1,799.00	645.96	14.44
Due From Reay Road Iron and Metal Warehousing Pvt Ltd	2,091.76	2,159.97	126.00	
<b>Provision for Doubtful Loans and advances to related parties</b>				
Dues from Limited Liability Partnership Firm Claridge Energy LLP	-	-	428.27	87.29
The above loans and advances are interest bearing				
<b>Maximum Balances in case of Loans and Advances in the nature of loans to related party</b>				
<b>Name of the Company</b>			<b>Maximum Amount Outstanding during 2019 - 2020</b>	<b>Maximum Amount Outstanding during 2018 - 2019</b>
Claridge Energy LLP			428.27	428.27
Kopran Research Laboratories Limited			302.41	780.00
Kopran Limited			1,813.44	2,394.67
Claridge Moulded Fibre Limited			30.24	-
Dues from Tecnocap Oriental Pvt Limited			8.37	-
Due From Reay Road Iron and Metal Warehousing Pvt Ltd			2,217.76	2,159.97
<b>Security Deposit to related parties include</b>				
Dues From Shree Gayatri Trust	69.61	69.61	-	-

The above security deposits are interest free since the same are given towards premises

- 47 Sundry Debit Balance written off (Net) amounting to Rs. 294.69 Lakhs are net of sundry credit balance written back amounting to Rs. 8.48 Lakhs (Previous Year Sundry Debit Balance written off (Net) amounting to Rs.294.49 Lakhs are net of sundry credit balance written back amounting to Rs.138.76 Lakhs).



## Notes to Standalone Financial Statements for the year ended March 31, 2020

### 48 Summarised financial information for associates and joint ventures as required by Indian Accounting Standard 112 "Disclosure of interest in other entities"

Claridge Energy LLP is a jointly controlled entity, incorporated in India, in accordance with Indian Accounting Standard (Ind AS) 112 "Disclosure of interest in other entities". The aggregate amounts related to Company's interest in the joint venture are as follows.

(₹ in Lakhs)

Summarised Balance Sheet	March 31, 2020	March 31, 2019
<b>Current Assets</b>		
Inventories	172.75	172.75
Cash & Cash Equivalents	0.26	0.41
Other Assets	11.92	11.89
<b>Total Current Assets</b>	<b>184.92</b>	185.05
<b>Total Non-Current Assets</b>	-	-
<b>Current Liabilities</b>		
Financial Liabilities	217.80	217.80
Other Liabilities	2.23	2.23
<b>Total Current Liabilities</b>	<b>220.04</b>	220.03
<b>Non-Current Liabilities</b>		
Financial Liabilities	9.85	9.85
Other Liabilities	-	-
<b>Total Non-Current Liabilities</b>	<b>9.85</b>	9.85
<b>Net Assets</b>	<b>(44.97)</b>	(44.84)

### Summarised Statement of Profit and Loss

(₹ in Lakhs)

Particulars	March 31, 2020	March 31, 2019
Revenue	-	-
Interest Expense	-	-
Other Expenses	0.12	1.13
<b>Profit before Tax expense</b>	<b>(0.12)</b>	(1.13)
Tax Expense	-	-
<b>Profit after Tax expense</b>	<b>(0.12)</b>	(1.13)
Other Comprehensive Income	-	-
<b>Total Comprehensive Income</b>	<b>(0.12)</b>	(1.13)
Dividends Received	-	-

### Reconciliation to carrying amounts

(₹ in Lakhs)

Particulars	March 31, 2020	March 31, 2019
<b>Opening Net Assets</b>	-	-
Profit for the year	-	-
<b>Closing Net Assets</b>	-	-

## Notes to Standalone Financial Statements for the year ended March 31, 2020

### 49 As required by Ind AS - 24 "Related Party Disclosures"

#### (i) Name and description of related parties

Relationship	Name of related party
(a) Subsidiaries	1) "Reay Road Iron & Metal warehousing Pvt Ltd" . 2) "Oriental Containers Limited (Formerly Known as Pelliconi Oriental Limited)" 3) United Shippers Ltd. (USL) & its subsidiaries :- "USL Shipping DMCEST, Dubai" "Bulk Shipping PTE Ltd, Singapore" "USL Lanka Logistics Pvt.Ltd." "Shakti Clearing Ageng Pvt Ltd., India"
(b) Key Management Personnel	1) Rajendra Somani (Managing Director) 2) Adarsh Somani (Joint Managing Director) 3) Susheel G. Somani (Non Executive Director) 4) S. J. Parekh (Non Executive Director) (up to 14/08/2018) 5) Surendra Somani (Non Executive Director) (up to 14/08/2018) 6) B. K. Toshniwal ( Executive Director) (w.e.f 01/09/2018) 7) Sujata Parekh Kumar (Non Executive Director) 8) S. J. Taparia (Independent Director) (up to 14/08/2018) 9) Vinod Mimani (Independent Director) 10) V. N. Khanna (Independent Director) (up to 14/08/2018) 11) Sanjay Dosi (Independent Director) (up to 14/08/2018) 12) K. G. Gupta (Independent Director) 13) N Ganagaram (Independent Director) 14) Varun Somani (Director) (w.e.f. 14/08/2018) 15) Vikram Parikh (Independent Director) (w.e.f. 14/08/2018) 16) Mamta Biyani (Independent Director) (w.e.f. 14/08/2018) 17) Sudeep Singh (Executive Director)(up to 28/08/2018) 18) Shrikant Malpani (Executive Director)(up to 28/08/2018) 19) Vijay Bhatia (Independent Director)(w.e.f 14/08/2018) 20) Pramod Sarda (Chief Financial Officer)(Upto 25/11/ 2018) 21) B.M. Gaggar (Chief Financial Officer) (w.e.f 25/11/ 2018) 22) Sanjay Jain (Company Secretary)
(c) Relatives of Key Management Personnel	(1) Surendra Somani (2) Sarla S. Parekh
(d) Enterprises over which Key Management Personnel and their Relatives exercise significant influence where the Company has entered into transactions during the period:	1) G. Claridge & Co Ltd 2) Oriental Enterprises 3) Shree Gayatri Trust 4) Kopran Laboratories Ltd. 5) Kopran Ltd 6) Kopran Research Laboratories Ltd 7) Kopran Lifestyle Ltd 8) Bigflex Enterprises 9) Elian Trading Company Private Limited 10) Practical Financial Services Private Limited 11) Sunil Family Trust 12) Claridge Moulded Fibre Ltd 13) Bigflex Lifesciences Pvt Ltd 14) Venkatesh Karriers Limited
(e) Joint Ventures of the Company	Claridge Energy LLP
(f) Associates of the Company	Tecnocap Oriental Pvt Limited (w.e.f 3st February 2020 )

Note : Related party relationship is as identified by the Company and relied upon by the auditors.

**Notes to Standalone Financial Statements for the year ended March 31, 2020**

(ii) **Nature of transactions - the transactions entered into with the related parties during the year along with related balances as at March 31, 2020 are as under:**

(₹ in Lakhs)

Particulars	2019-20	2018-19
<b>Sale of goods &amp; Services (Gross)</b>		
(i) Kopran Limited	98.80	374.70
(ii) Kopran Research Laboratories Ltd	-	307.10
(iii) Kopran Lifestyles Ltd	-	10.35
(iv) Kopran Laboratories Ltd	291.17	134.39
(v) Bigflex Enterprises	-	28.45
(vi) United Shippers Limited	551.00	-
(vii) Claridge Moulded Fibre Limited	278.93	-
(viii) Bigflex Lifesciences Private Limited	303.48	-
<b>Receipt toward sale of goods and services</b>		
(i) Kopran Limited	290.52	624.74
(ii) Kopran Research Laboratories Ltd	-	1,563.61
(iii) Kopran Lifestyles Ltd	-	42.76
(iv) Bigflex Enterprises	-	70.01
(v) Kopran Laboratories Ltd	428.57	-
(vi) United Shippers Limited	55.51	-
(vi) Claridge Moulded Fibre Limited	210.88	-
(vii) Bigflex Lifesciences Private Limited	191.85	-
<b>Rent Income</b>		
Kopran Limited	283.20	283.20
<b>Dividend Income</b>		
United Shippers Limited	1,336.30	296.96
<b>Non Cash Transaction (Ind AS Fair Valuation)</b>		
(i) Rajendra Somani	123.35	-
(ii) Adarsh Somani	9.37	-
(iii) Surendra Somani	20.07	-
(iv) S J Parekh	62.21	-
<b>Reimbursement towards currency exchange fluctuation &amp; other charges (Net)</b>		
(i) Kopran Laboratories Ltd	8.40	(3.90)
(ii) Kopran Ltd	-	2.16
(iii) Kopran Research Laboratories Ltd	-	(8.47)
(iv) Bigflex Lifesciences Private Limited	(0.50)	-
(iv) Claridge Moulded Fibre Limited	(2.87)	-
<b>Reimbursement towards other Expenses</b>		
(i) Kopran Laboratories Ltd	-	0.30
(ii) Kopran Research Laboratories Ltd	-	33.51
(iii) Kopran Ltd	-	1.16
<b>Interest Income (Gross)</b>		
(i) Kopran Ltd	167.29	216.96
(ii) Kopran Research Laboratories Ltd	28.34	41.29
(iii) Reay Road Iron and Metal Warehousing Pvt Ltd	190.32	145.90
(iv) Claridge Moulded Fibre Limited	3.00	-
<b>Interest Expense (Gross)</b>		
(i) G. Claridge & Co Ltd	13.99	-
<b>Rent Expense (Gross)</b>		
(i) Rajendra Somani	84.00	84.00

**Notes to Standalone Financial Statements for the year ended March 31, 2020**

(ii) **Nature of transactions - the transactions entered into with the related parties during the year along with related balances as at March 31, 2020 are as under: (Continued...)**

(₹ in Lakhs)

Particulars	2019-20	2018-19
<b>Loans given</b>		
(i) Kopran Research Laboratories Ltd	-	900.00
(ii) Kopran Ltd	250.00	1,130.00
(iii) Claridge Energy LLP	-	2.15
(iv) Reay Road Iron and Metal Warehousing Pvt Ltd	14.00	-
(v) Claridge Moulded Fibre Limited	30.00	-
<b>Receipts towards Loans &amp; Advances Given</b>		
(i) Kopran Ltd	1,096.77	1,091.93
(ii) Kopran Research Laboratories Ltd	88.82	1,425.14
(iii) Claridge Energy LLP	-	-
(iv) Claridge Moulded Fibre Limited	2.76	-
(v) Reay Road Iron and Metal Warehousing Pvt Ltd	146.53	134.34
<b>Loans taken</b>		
(i) Rajendra Somani	19.00	200.00
(ii) G. Claridge & Co Ltd	825.00	-
<b>Repayment towards Loans Taken</b>		
(i) Rajendra Somani	-	200.00
(ii) G. Claridge & Co Ltd (interest paid)	6.39	-
(iii) Surendra Somani	40.00	-
<b>Remuneration</b>		
(i) Rajendra Somani *	186.30	169.52
(ii) Adarsh Somani *	71.42	70.02
(iii) B. K. Toshniwal (w.e.f. Sept 01, 2018) *	55.60	55.36
(iv) Sanjay Jain	41.77	40.33
(v) B.M. Gaggar	29.79	31.27
(vi) Varun Somani #	-	12.50
(vii) Sudeep Singh (Upto 28-Aug-2018)	-	20.70
(viii) Shrikant Malpani (Upto 28-Aug-2018)	-	21.79
(ix) Pramod Sarda	-	10.65
# Includes Gratuity & Leave Encashment paid		
<b>Breakup of Managerial Remuneration *</b>		
(i) Short Term Employee Benefits	309.17	288.20
(ii) Post Employment Benefits	4.14	6.69
(iii) Other Long Term Benefits	-	-
*The above remuneration excludes provision for gratuity and leave encashment which is provided on an overall basis for the Company.		
<b>Director Sitting fees</b>		
1) Susheel G.Somani (Non Executive Director)	0.57	0.30
2) S.J. Parekh (Non Executive Director)	-	0.05
3) Surendra Somani (Non Executive Director)	-	0.10
4) B.K. Toshniwal (Non Executive Director)	-	0.20
5) Sujata Parekh Kumar (Non Executive Director)	0.64	0.05
6) S.J. Taparia (Independent Director)	-	0.05
7) Vinod Mimani (Independent Director)	0.68	0.10
8) V.N. Khanna (Independent Director)	-	0.30
9) Sanjay Dosi (Independent Director)	-	0.15
10) K.G. Gupta (Independent Director)	0.70	0.55
11) N Ganagaram (Independent Director)	0.56	0.25
12) Varun Somani	0.52	0.10
13) Vijay Bhatia	0.67	0.25
14) Mamta Biyani	0.74	0.25
15) Vikram Parekh	0.57	-

## Notes to Standalone Financial Statements for the year ended March 31, 2020

(ii) Nature of transactions - the transactions entered into with the related parties during the year along with related balances as at March 31, 2020 are as under: (Continued...)

(₹ in Lakhs)

Outstanding balances	As at March 31, 2020	As at March 31, 2019
<b>Loans and Advances Given</b>		
(i) Kopran Ltd	1,133.96	1,813.44
(ii) Kopran Research Laboratories Ltd	241.93	302.41
(iii) Claridge Energy LLP	428.27	428.27
(iv) Provision for doubtful debts (Claridge Energy LLP)	(428.27)	(87.29)
(v) Claridge Moulded Fibre Limited	30.24	-
(vi) Tecnocap Oriental Pvt Ltd	8.37	-
(vii) Reay Road Iron and Metal Warehousing Pvt Ltd	2,217.76	2,159.97
<b>Loans from Directors</b>		
(i) Rajendra Somani	798.70	903.05
(ii) Adarsh Somani	60.67	70.04
(iii) Surendra Somani	129.93	190.00
(iv) S J Parekh	402.79	465.00
<b>Loans from Related Parties</b>		
(i) G. Claridge & Co Ltd	832.60	-
<b>Debtors and Other receivables</b>		
(i) Kopran Laboratories Limited	2.80	131.80
(ii) Kopran Limited	322.21	230.74
(iii) United Shippers Ltd	495.49	-
(iv) Claridge Moulded Fibre Limited	156.49	-
(v) Bigflex Lifesciences Private Limited	111.13	-
<b>Deposits Paid</b>		
(i) Shri Gayatri Trust	69.61	69.61
<b>Investment in Equity Shares (FVTOCI)</b>		
(i) Kopran Limited	1,519.57	2,493.65
<b>Investment in Equity Shares (at cost)</b>		
(i) United Shippers Limited	19,541.51	19,541.51
(ii) Reay Road Iron and Metal Warehousing Pvt Ltd	100.00	100.00
(iii) Oriental Containers Limited (Formerly Known as Pelliconi Oriental Ltd)	4.00	4.00
(iv) Tecnocap Oriental Pvt Ltd	0.25	-
<b>Creditors for expenses</b>		
Shree Gayatri Trust	17.00	17.00
Rajendra Somani	6.30	6.30

50 Payment to Auditors (excluding service tax / goods and service tax)

(₹ in Lakhs)

Sr.No.	Particulars	March 31,2020	March 31,2019
1	Fees for statutory audit	6.50	6.50
2	Fees for limited review	3.00	3.00
3	Fees for Tax audit	1.50	1.50
	<b>Total</b>	<b>11.00</b>	<b>11.00</b>

## Notes to Standalone Financial Statements for the year ended March 31, 2020

### 51 Corporate social responsibility expenses:

The Company has constituted a Corporate Social Responsibility (CSR) Committee as per Section 135 and Schedule VII of the Act read with the Companies (Corporate Social Responsibility Policy) Rules 2014.

The CSR activities of the Company will be undertaken either through a Registered Trust or in collaboration with other Group Companies.

(₹ in Lakhs)

Particulars	March 31, 2020	March 31, 2019
A. Gross amount required to be spent by the Company during the year	48.94	31.28
B. Amount spent during the year	2.10	72.50
C. Related party transactions in relation to Corporate Social Responsibility	-	-
D. Movement of spent and unspent during the year		
Opening unspent amount	105.55	146.77
Additional to be spent during the year	48.94	31.28
Spent during the year	(2.10)	(72.50)
<b>Closing unspent amount</b>	<b>152.39</b>	<b>105.55</b>

### 52 Financial risk management objectives and policies

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables and cash and cash equivalents that derive directly from its operations.

The Company's business activities expose it to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's senior management has the overall responsibility for the establishment and oversight of the Company's risk management framework.

#### (A) Management of Liquidity Risk

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions.

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows as at the Balance Sheet date.

(₹ in Lakhs)

Particulars	Note Nos.	Carrying amount	Less than 12 months	More than 12 months	Total
<b>As at March 31, 2020</b>					
Borrowings	21A, 25	19,018.66	12,047.94	6,970.72	19,018.66
Trade payables	26	5,146.16	5,146.16	-	5,146.16
Other financial liabilities	21B, 27	4,455.42	4,238.68	216.74	4,455.42
<b>As at March 31, 2019</b>					
Borrowings	21A, 25	33,867.61	21,799.11	12,068.50	33,867.61
Trade payables	26	4,864.86	4,864.86	-	4,864.86
Other financial liabilities	21B, 27	8,566.52	6,938.39	1,628.13	8,566.52

## Notes to Standalone Financial Statements for the year ended March 31, 2020

### (B) Commodity Risk

#### i) Rate Risk

The operating activities involve purchase of raw materials such as Mix Pentane, Base Colour, Pet Resign, Tin free steel/Tin plate, Aluminium sheet/Slug/Ingots, Polymers whose prices are exposed to the risk of fluctuation over short periods of time. Commodity price risk exposure is evaluated and managed through procurement and other related operating policies. As of March 31, 2020 and March 31, 2019, the above Company had not entered into any material derivative contracts to hedge exposure to fluctuations in commodity prices.

#### ii) Product Substitution Risk

Company manufactures closures, such as crown caps and plastic caps for bottles and containers for beverages, liquor, food products, and pharmaceuticals. Company's scale of operations may witness a decline, if there is a significant shift towards newer packaging products, such as tetra packs, sachets, strips, and other flexible packaging, by end-user industries.

Demand for crown caps is going down due to soft drink industry gradually shifting from glass bottles to pet bottles. This has reduced our Crown sales but simultaneously increases our plastic closure offtake.

iii) There is no significant impact on the sales of soft drinks and beverages (packaging segment) due to COVID-19 pandemic.

### (C) Management of Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, FVTOCI investments.

The sensitivity analyses in the following sections relate to the position as at March 31, 2020 and March 31, 2019.

POTENTIAL IMPACT OF RISK	MANAGEMENT POLICY	SENSITIVITY TO RISK
<b>1. Price Risk</b>		
The Company is mainly exposed to the price risk due to its investment in equity and capital guaranteed bonds and investments in mutual funds. The price risk arises due to uncertainties about the future market values of these investments.	In order to manage its price risk arising from investments, the company diversifies its portfolio in accordance with the limits set by the risk management policies.	As an estimation of the approximate impact of price risk investments in equity and capital guaranteed bonds and mutual funds, the Company has calculated the impact as follows.
At March 31, 2020, the exposure to price risk due to investment in equity instruments amounted to Rs.1564.78 Lakhs (March 31, 2019: Rs.2571.37 Lakhs).	The use of any new investment must be approved by the Chief Financial Officer.	For equity instruments, a 10% increase in prices would have led to approximately Rs.156.48 Lakhs gain in the other comprehensive income (31st March 2019 : Rs. 257.14 Lakhs). A 10% decrease in prices would have led to an equal but opposite effect.
<b>2. Interest Rate Risk</b>		
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.	In order to manage its interest rate risk The Company diversifies its portfolio in accordance with the risk management policies.	As an estimation of the approximate impact of the interest rate risk, with respect to financial instruments, the Company has calculated the impact of a 1% change in interest rates.

## Notes to Standalone Financial Statements for the year ended March 31, 2020

### 2. Interest Rate Risk (Continued...)

POTENTIAL IMPACT OF RISK	MANAGEMENT POLICY	SENSITIVITY TO RISK
The Company has Cash credit and working capital demand loan from banks amounting to Rs.7106.01 Lakhs as at March 31, 2020 (31st March 2019 : Rs. 4926.33 Lakhs)		A 100 bps increase in interest rates would have led to approximately an additional Rs.71.06 lakhs loss for year ended March 31, 2020 (31st March 2019 : Rs. 49.26 Lakhs ) due to additional interest cost. A 100 bps decrease in interest rates would have led to an equal but opposite effect.
The Company has Foreign currency buyers credit with Banks amounting to Rs.7493.93 Lakhs as at March 31, 2020 (31st March 2019 : 3896.54 Lakhs)		"A 1% increase in interest rates would have led to approximately an additional Rs.74.93 Lakhs loss for year ended March 31, 2020 (31st March 2019 : 38.97 Lakhs) due to additional interest cost. A 1% decrease in interest rates would have led to an equal but opposite effect.
<b>3. Foreign Currency Risk</b>		
"Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is subject to the risk that changes in foreign currency values impact the Company's exports revenue and imports of raw material and property, plant and equipment. As at March 31, 2020, the net unhedged exposure to the Company on holding financial assets (trade receivables) and liabilities (trade payables) other than in their functional currency - Refer note 54."	The Company is exposed to foreign exchange risk arising from US Dollar, Euro, Yen and Dirham.	A 500 bps weakening of INR would have led to approximately an additional Rs. 357.94 Lakhs loss for year ended March 31, 2020 (31st March 2019 : Rs. 415 Lakhs). A 500 bps strengthening of INR would have led to an equal but opposite effect.

### (D) Management of Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments.

Credit evaluation is periodically performed on the financial condition of accounts receivable.

#### Trade Receivables :

The Company provides for expected credit loss on trade receivables based on a provision matrix. This matrix is a simplified basis of recognition of expected credit losses in case of trade receivables. The model uses historical credit loss experience for trade receivables.

#### Reconciliation of loss allowance provision for Trade Receivables

(₹ in Lakhs)

Particulars	March 31, 2020	March 31, 2019
Balance as at the beginning of the year	144.97	139.28
Add: Provision on trade receivables based on Expected credit loss model	-	5.69
Less: Reversal of Provision of expected credit loss	(31.77)	-
<b>Balance at end of the year</b>	<b>113.20</b>	144.97



## Notes to Standalone Financial Statements for the year ended March 31, 2020

### Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the management in accordance with the Company's policy. Counterparty credit limits are reviewed by the management on an annual basis, and may be updated throughout the year. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

### (E) Capital management

The Company's objective to manage its capital is to ensure continuity of business while at the same time provide reasonable returns to its various stakeholders but keep associated costs under control. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

In order to achieve this, requirement of capital is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic investments.

Apart from internal accrual, sourcing of capital is done through borrowing, both short term and long term. The Board of Directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position.

The Company monitors capital using a ratio of 'adjusted net debt' to 'total equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings, less cash and cash equivalents, other bank balances and current investments.

(₹ in Lakhs)

Particulars	March 31, 2020	March 31, 2019
Borrowings	19,325.36	34,144.89
Less : Cash and Cash equivalents	(15.57)	(227.76)
Less : Other Bank Balances	(42.18)	(35.46)
Less : Current Investments	-	-
<b>Total Debt</b>	<b>19,267.61</b>	<b>33,881.67</b>
Equity	69,825.89	69,481.18
<b>Total Capital</b>	<b>69,825.89</b>	<b>69,481.18</b>
<b>Debt Equity Ratio</b>	<b>0.28</b>	<b>0.49</b>

**Notes to Standalone Financial Statements for the year ended March 31, 2020**

**53 Fair Value Measurement**

**(A) Financial Instruments by category**

(₹ In Lakhs)

Particulars	Category	March 31, 2020			March 31, 2019		
		FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
<b>Financial Assets</b>							
I) Investments	Level 1	-	1,564.78	0.98	-	2,571.36	0.98
A) Equity Instruments	Level 1	-	-	-	-	-	-
B) Mutual Funds		-	-	-	-	-	-
C) Bank Deposits		-	-	-	-	-	-
D) Debentures & Bonds		-	-	-	-	-	-
E) Preference Shares		-	-	23.90	-	-	23.90
II) Trade Receivables		-	-	12,960.52	-	-	22,600.07
III) Cash and Cash equivalents		-	-	15.57	-	-	227.76
IV) Other Bank balances		-	-	42.18	-	-	35.46
V) Loans		-	-	5,387.38	-	-	7,110.20
VI) Other receivables		-	-	839.07	-	-	851.60
<b>Total Financial Assets</b>		-	<b>1,564.78</b>	<b>19,269.59</b>	-	<b>2,571.36</b>	<b>30,849.97</b>
<b>Financial liabilities</b>							
I) Borrowings		-	-	19,018.66	-	-	33,867.61
II) Other Financial Liabilities		-	-	4,455.42	-	-	8,566.52
III) Trade payables		-	-	5,146.16	-	-	4,864.86
<b>Total Financial Liabilities</b>		-	-	<b>28,620.24</b>	-	-	<b>47,298.99</b>

## Notes to Standalone Financial Statements for the year ended March 31, 2020

### (B) Fair value hierarchy

Fair Value Hierarchy and valuation technique used to determine fair value

#### (A) As at March 31, 2020

(₹ In Lakhs)

Financial Assets measured at Fair Value - recurring fair Value measurements at March 31, 2020	Level 1	Level 2	Level 3
Financial instrument measured at FVTPL Mutual Fund	-	-	-
Financial instrument measured at FVTOCI Equity Instrument	1,564.78	-	-

#### (B) As at March 31, 2019

(₹ in Lakhs)

Financial Assets measured at Fair Value - recurring fair Value measurements at March 31, 2019	Level 1	Level 2	Level 3
Financial instrument measured at FVTPL Mutual Fund	-	-	-
Financial instrument measured at FVTOCI Equity Instrument	2,571.36	-	-

The fair value of financial instruments referred above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements). The categories used are as follows :

Level 1 hierarchy includes financial instruments measured using quoted prices. This includes equity instruments and mutual funds that have a quoted price. The mutual funds are valued using the closing NAV and equity instruments are valued at share price as at reporting date.

"Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

There were no transfers between levels 1 and 2 during the year ended March 31, 2020 and March 31, 2019."

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities which are included in level.

### 54 Derivative Instruments

The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. The use of foreign currency forward contracts is governed by the Company's strategy, which provides principles on the use of such forward contracts consistent with Company's Risk Management Policy. The Company does not use forward contracts for speculative purposes.

#### a) details of outstanding hedging contracts

(₹ In Lakhs)

Derivative Contracts	As at March 31, 2020		As at March 31, 2019	
	Foreign currency	Local currency	Foreign currency	Local currency
USD/INR	-	-	-	-

## Notes to Standalone Financial Statements for the year ended March 31, 2020

### b) The un-hedged foreign currency exposure as on March 31, 2020 is given below:

(₹ In Lakhs)

	March 31, 2020 Payables		March 31, 2019 Payables	
	Foreign currency	Local currency	Foreign currency	Local currency
USD	62.93	4,744.33	68.44	4,733.76
YEN	-	-	121.74	76.11
EURO	63.33	5,259.54	68.40	5,314.87

(₹ In Lakhs)

	March 31, 2020 Receivables		March 31, 2019 Receivables	
	Foreign currency	Local currency	Foreign currency	Local currency
USD	37.62	2,835.84	25.84	1,787.08
EURO	0.08	6.28	0.05	3.70
DIRHAM	0.19	3.02	1.80	34.00

- 55 In the opinion of the Management, Current Assets, Loans & Advances are approximately of the value stated if realised in the ordinary course of business. The provision for all known and determined liability is adequate and not in the excess of the amount reasonably required.
- 56 The Company's pending litigations comprise of claim against the company and proceedings pending with Statutory and Tax Authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, whenever required and disclosed the contingent liabilities, whenever applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material impact on its financial position. (Refer note no. 44 & 65 for details on contingent liabilities).
- 57 The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- 58 For the year ended March 31, 2020, there has been no delay in transferring amounts, required to be transferred, to the Investor Education & Protection Fund under relevant provisions of the Companies Act, 2013.
- 59 In term of Joint Development Agreement (JDA) executed by and between the company and Indiabulls Infraestate Limited (IIFL), the company is to receive on ownership basis constructed area of 3893.94 square meter against Non Cess Entitlements.
- 60 During the year, the Company has recognised revenue from real estate aggregating to Rs. 10,280.00 lakhs being proportionate 'Oricon Realisation' pursuant to fourth supplemental agreement with Indiabulls Infraestate Limited. Similarly, the Company had entered into supplementary agreements in previous year and had recognised revenue from Real Estate segment amounting to Rs. 20,770 lakhs.
- 61 The recently promulgated Taxation Laws (Amendment) Ordinance 2019, has inserted Section 115BAA in the Income Tax Act 1961, providing existing domestic companies with an option to pay tax at a concessional rate of 22% plus applicable surcharge and cess. The reduced tax rate comes with the consequential surrender of specified deduction / incentives. Once exercised such an option cannot be withdrawn for the same or subsequent assessment years. The Provision for current and deferred taxes has been recognised on the basis of the Company would avail the option to pay income tax at lower rate as per section 115BAA. Accordingly, the tax expenses for the year ended March 31, 2020 include tax credit of Rs. 571.05 lakhs, resulting from re-measurement of these tax balances by applying such reduced tax rate.
- 62 On March 25, 2020, the Government of India has declared Covid-19 as health emergency and ordered closure of all non-essential business. Accordingly, all our manufacturing units were kept shut from 25th March to 15th April, 2020. The company has since, after receiving applicable permission, partially commenced operations and scaling up the same gradually.

COVID-19 has severely impacted businesses globally and in India. The lockdown has also impacted the demand for company's products. The Company's management has made initial assessment of likely adverse impact on business and financial risks. The Company has used the principles of prudence in applying judgments, estimates and assumptions including sensitivity analysis and based on the current estimates, the Company expects to recover the carrying amount of receivables, trade receivables, intangible assets and investments including investment in subsidiaries. The Company has evaluated the potential impact of COVID-19 on the operations of the Company.

Based on its assessment, the Company is of the view that there is no significant impact on the carrying value of its assets and liabilities as at March 31, 2020 and on the financial performance for the year ended March 31, 2020. However, due to the uncertainties associated with the pandemic, the actual impact may not be in line with current estimates. The Company will continue to closely monitor any changes to the estimates basis future economic conditions. In light of this uncertainty, the extent to which the coronavirus pandemic may impact the Company's operating results, financial condition, and cash flows will depend on future developments and cannot be predicted at this time. Further the impact assessment does not indicate any adverse impact on the ability of the company to continue as a going concern.

The Company has also evaluated the impact of the same on the aforementioned risks i.e. credit risk, liquidity risk, market risk, currency risk and interest risk and does not foresee any material impact on account of the same.

## Notes to Standalone Financial Statements for the year ended March 31, 2020

The Company has also evaluated the impact of the same on the aforementioned risks i.e. credit risk, liquidity risk, market risk, currency risk and interest risk and does not foresee any material impact on account of the same.

- 63 During the Current Year on February 28, 2020, the Company has entered into a Joint Venture Agreement with TGP Technocap Group Partecipazioni S.R.L., Italy holding company of Tecnocap group. The Company shall hold 25% Equity shares (25,00 shares Rs. 0.25 lakhs) of Tecnocap Oriental Private limited and 75% equity shares will be held by TGP Technocap Group Partecipazioni S.R.L., Italy. Further, the Company shall further invest Rs. 550 lakhs constituting 25% of the issued and paid up share capital of Joint Venture Company.

The Company has also entered into a Business Transfer Agreement ("Agreement") on February 28, 2020 with Tecnocap Oriental Private Limited, a Joint Venture Company, pursuant to which the Company proposes to transfer on slump sale basis its business undertaking pertaining to manufacturing of Lug Caps Business, subject to fulfilment of certain conditions precedent, for a consideration of Rs. 1875 lakhs plus/minus post-closing adjustment of working capital amount and less actuarial liabilities on account of gratuity/earned leave to identified employees. The expected date of completion of this transaction is based on completion/satisfaction of conditions precedent.

The management is of the view that the above discontinued operation does not represent a separate major line of business operations and therefore related revenue, expense, pre-tax profit/loss, cash flow of the discontinued has not been separately disclosed in accordance with Ind AS 105 "Non-current Assets Held for Sale and Discontinued Operations".

- 64 Exceptional item of Rs. 500.00 lakhs for the year ended March 31, 2020 represents gain on account forfeiture of security deposit received from developer on account of non-fulfilment of terms & condition of non binding term sheet with in the prescribed time as stipulated in the non binding term sheet.
- 65 The erstwhile Subsidiary Company, Oriental Containers Limited ("OCL"), (now merged with the Company) had entered into the Business Transfer Agreement and Sale & Purchase Agreement on November 3, 2017 to sale / transfer the Closures business of OCL on a 'slump exchange basis' to Oricon Packaging Limited (now known as Oriental Containers Limited ("OPL"), a subsidiary of the OCL, and a sub-subsidiary of the Company, for a consideration of 49,50,000 equity shares each having a face value of INR 10 (Indian Rupees Ten) to be issued by OPL to the OCL for sale / transfer of the Closures Business and sale of 51% equity shares of OPL held by the OCL to Pelliconi & C.S.P.A., a Company incorporated in Italy or its nominee (Pelliconi) after transfer of the Closures business of the OCL to OPL and fulfilment of agreed conditions, at an enterprise value of OPL of Rs.41,940.00 Lakhs, subject to net working capital, net financial position and other adjustments as agreed. The approval of the Shareholders was obtained pursuant to resolution passed at EGM held on December 11, 2017.

However, Pelliconi, vide its letter dated March 01, 2018, has sent notice of termination for sale and purchase agreement. The Subsidiary Company has disputed and denied the validity of the said Notice of Termination and filed Commercial Arbitration Petition before the Honourable High Court of Bombay. The said petition is admitted. An arbitrator has been appointed and arbitration proceeding is going on before arbitrator.

- 66 The previous year figures have been re-classified / re-arranged / re-grouped, wherever necessary to conform to the current year presentation.

As per our report of even date attached

**As per our report of even date attached**

**For S G N & Co.**  
**Chartered Accountants**  
**Firm Registration No.: 134565W**

**Shreyans Jain**  
**Partner**  
**Membership No.: 147097**

**Mumbai**  
**June 26, 2020**

**For & on behalf of the Board**

**Rajendra Somani**  
**Managing Director**  
**(DIN: 00332465)**

**Sanjay Jain**  
**Company Secretary**  
**(PAN: AAIPJ2491G)**

**B. K. Toshniwal**  
**Executive Director**  
**(DIN: 00048019)**

**B.M. Gaggar**  
**Chief Financial Officer**  
**(PAN: AEFPG7277L)**

## INDEPENDENT AUDITORS' REPORT

To the Members of  
Oricon Enterprises Limited

### Report on the Audit of the Consolidated Financial Statements

#### Opinion

We have audited the accompanying consolidated financial statements of **Oricon Enterprises Limited** (hereinafter referred to as the 'Holding Company') and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), an associate and a jointly controlled entity and, which comprise the consolidated balance sheet as at March 31, 2020, and the consolidated statement of profit and loss (including other comprehensive loss), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of such subsidiaries, an associate and jointly controlled entity as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associate and jointly controlled entity as at March 31, 2020, of its consolidated profit and total comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, its associate and jointly controlled entity in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Act. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) & (b) of the Other Matters paragraph below, other than the unaudited financial information as certified by the management and referred to in sub-paragraph (c) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our opinion.

#### Emphasis of Matters

a) We draw attention to the Note 15(a) in the consolidated financial statements, in respect of a subsidiary, namely, United Shippers Limited, the other auditors have drawn emphasis of matter in their report in respect of trade receivable amounting to Rs.1554.38 lakhs due from Essar Power Gujarat Limited (EPGL) outstanding for more than two years as on the reporting date and there is no recovery till the date of audit, however the management of the said subsidiary

company believes that the amount will be recovered in full and no provision is required.

- b) We draw attention to the Note 15(b) in the consolidated financial statements, in respect of one sub-subsidiary Group, namely, USL Shipping DMCEST Group incorporated outside India, where the consolidated financial statements have been audited by the auditors in their Country; the other auditors have drawn emphasis of matter in their report in respect of trade receivable amounting to Rs.896.97 lakhs outstanding since more than three years as on the reporting date and there is no subsequent recovery till the date of audit, however the management of the said subsidiary company believes that the amount will be recovered in full and no provision is required.
- c) We draw attention to Note 68 in the consolidated financial statement in which the group describes the uncertainties arising from the COVID 19 pandemic.

Our opinion is not modified in respect of above matters.

#### Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our audit addressed the key audit matter
<p><b>Evaluation of Provision and Contingent Liabilities:</b></p> <p>As at the Balance Sheet date, the Company has open litigation and other contingent liabilities as disclosed in note no. 48 &amp; 73. The assessment of the existence of the present legal or constructive obligation, analysis of the probability or possibility of the related payment require the management to make judgement and estimates in relation to the issues of each matter.</p> <p>The management have made judgements and estimates relating to the likelihood of an obligation arising and whether there is a need to recognize a provision or disclose a contingent liability.</p>	<p>We have reviewed and held discussions with the management to understand their processes to identify new possible obligations and changes in existing obligations for compliance with the requirements of Ind AS 37 on Provisions, Contingent Liabilities and Contingent Assets.</p> <p>We have also discussed with the management significant changes from prior periods and obtained a detailed understanding of these items and assumptions applied. We have held regular meetings with the management and key legal personnel responsible for handling legal matters.</p> <p>In addition, we have reviewed:</p> <ul style="list-style-type: none"> <li>the details of the proceedings before the relevant authorities including communication from the advocates / experts;</li> <li>status of each of the material matters as on the date of the balance sheet.</li> </ul>

<p>Due to the level of judgement relating to recognition, valuation and presentation of provision and contingent liabilities, this is considered to be a key audit matter.</p>	<p>We have assessed the appropriateness of provisioning based on assumptions made by the management and presentation of the significant contingent liabilities in the financial statements.</p>
--	---

**Information Other than the Consolidated Financial Statements and Auditors’ Report Thereon**

The Holding Company’s Board of Directors is responsible for the other information. The other information comprises the information included in Management Discussion and Analysis, Board’s Report including annexures to Board’s Report and Report on Corporate Governance, but does not include the consolidated financial statements and our auditor’s report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed and the reports of the other auditors as furnished to us (Refer paragraph on Other Matters below), we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

The Holding Company’s management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit and other comprehensive loss, consolidated statement of changes in equity and consolidated cash flows of the Group including its associate and jointly controlled entity in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group, its associate and jointly controlled entity are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a

true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Board of Directors of the companies included in the Group, its associate and jointly controlled entity are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of jointly controlled entity is responsible for overseeing the financial reporting process of each company.

**Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(f) of the Act, we are also responsible for expressing our opinion on whether the Holding Company and such companies incorporated in India which are its subsidiary companies have adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting in preparation of

consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group (Company and its subsidiaries) as well as its associate and jointly controlled entity to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group, its associate and jointly controlled entity to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub-paragraph (a) & (b) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

#### Other Matters

- a) We did not audit the consolidated financial statements of a subsidiary whose financial statements reflect total assets of Rs. 59,531.33 lakhs as at March 31, 2020, total revenue of Rs. 36,285.11 lakhs, total net profit after tax of Rs. 850.87 lakhs and total comprehensive income (comprising of profit and other comprehensive loss) of Rs.418.49 lakhs for the year ended March 31, 2020 and net cash inflows amounting to Rs. 2839.05 lakhs for the year ended on that date, as considered in the consolidated financial statements. These consolidated financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-section (3) of Section 143 of the Act including report on Other information insofar as it relates to the aforesaid subsidiary is based solely on the reports of the other auditors.
- b) We did not audit the financial statements of two subsidiaries whose financial statements reflect total assets of Rs. 2,083.47 lakhs as at March 31, 2020, total revenue of Rs. 210.00 lakhs, total net loss after tax of Rs. 59.65 lakhs and total comprehensive loss (comprising of loss and other comprehensive income) of Rs. 59.60 lakhs for the year ended March 31, 2020 and net cash outflows amounting to Rs. 0.83 lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of total comprehensive income (comprising of profit and other comprehensive income) of Rs. Nil for the year ended March 31, 2020 as considered in the consolidated financial statements, in respect of a jointly controlled entity whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of this subsidiary and jointly controlled entity and our report in terms of sub-section (3) of Section 143 of the Act including report on Other information insofar as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.
- c) The consolidated financial statements also include the Group's share of net loss of Rs. 0.03 lakhs for the year ended March 31, 2020 as considered in the consolidated financial statements, in respect of an associate company, whose



financial information are unaudited. These have been furnished to us by the Management, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of this associate company, is based on financial information compiled by Management.

These financial information are unaudited and have been furnished to us by the Management, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of this associate company, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, this financial information is not material to the Group.

Our opinion on the consolidated financial statements, and our report on other legal and regulatory requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial information certified by the Management.

#### Report on Other Legal and Regulatory Requirements

- A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries and jointly controlled entity as were audited by other auditors, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive loss), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2020 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act.

- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, as noted in the 'Other Matters' paragraph:
- a) The consolidated financial statements disclose the impact of pending litigations as at March 31, 2020 on the consolidated financial position of the Group. Refer Note 70 to the consolidated financial statements.
  - b) The Group did not have any long term contracts including derivatives contracts for which there were any material foreseeable losses Refer Note 71 to the consolidated financial statements.
  - c) During the year ended March 31, 2020, there has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India. Refer Note 72 to the consolidated financial statements.
- C. With respect to the matter to be included in the Auditor's report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies and jointly controlled entity incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary companies to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary companies is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

**For SGN & Co.**  
**Chartered Accountants**  
**Firm Registration No: 134565W**

**Shreyans Jain**  
**Partner**  
**Membership Number: 147097**  
**UDIN: 20147097AAAAA16659**

**Place: Mumbai**  
**Date: June 26, 2020**

**Annexure A to the Independent Auditors' report on the consolidated financial statements of Oricon Enterprises Limited for the year ended March 31, 2020**

**(Referred to in paragraph A(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

**Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

In conjunction with our audit of the consolidated financial statements of **Oricon Enterprises Limited** (hereinafter referred to as "the Holding Company") as of and for the year ended March 31, 2020, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company, its subsidiary companies and its associate company which are companies incorporated in India, as of that date.

**Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding company, its subsidiary companies and its associate company, to whom reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls over financial reporting is applicable, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies incorporated in India in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

**Meaning of Internal Financial controls with Reference to Consolidated Financial Statements**

A company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial controls with Reference to consolidated Financial Statements**

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

**Opinion**

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at March 31, 2020, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

**Other Matters**

- a) Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to consolidated financial statements insofar as it relates to three subsidiary companies, which are companies incorporated in India, is based on the corresponding standalone / consolidated reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of this matter.

- b) Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements does not include the reporting of an associate company, which is a company incorporated in India, since the same is unaudited therefore audit report is not available. In our opinion and according to information and explanations given to us by the Management, the financial information of this associate company is not material to the Group.

Our opinion is not modified in respect of this matter.

**For S G N & Co.**  
**Chartered Accountants**  
**Firm Registration No: 134565W**

**Shreyans Jain**  
**Partner**  
**Membership Number: 147097**  
**UDIN: 20147097AAAAAI6659**

**Place: Mumbai**  
**Date: June 26, 2020**

**CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2020**

Assets	Note No.	As at March 31, 2020	(₹ In Lakhs) As at March 31, 2019
<b>Non-current Assets</b>			
(a) Property, Plant and Equipment	3	65,597.86	68,622.43
(b) Capital work-in-progress	6	2,851.91	1,369.28
(c) Investment Property	5	98.74	107.54
(d) Goodwill (including Goodwill on Consolidation)	58	8,768.43	8,897.01
(e) Other Intangible assets	4	-	-
(f) Intangible assets under development	4	12.50	12.50
(g) Right to use Assets	3A	1,101.23	-
(h) Investment in associates / joint venture accounted for using the equity method	7	0.22	-
(i) Financial Assets			
(i) Investments	8	14,010.94	20,649.40
(ii) Loans	9	3,085.76	5,232.52
(iii) Other Bank Balances	10	33.73	257.18
(iv) Others	11	80.52	120.82
(j) Non-current tax assets		1,760.62	1,723.27
(k) Other non-current assets	12	1,325.76	1,077.46
<b>Total non-current assets</b>		<b>98,728.22</b>	<b>1,08,069.40</b>
<b>Current Assets</b>			
(a) Inventories	13	13,096.61	19,586.77
(b) Financial Assets			
(i) Investments	14	4,747.49	12,257.59
(ii) Trade Receivables	15	18,305.05	29,057.87
(iii) Cash & cash equivalents	16	5,868.34	3,242.30
(iv) Bank balances other than (iii) above	17	2,496.59	211.85
(v) Loans	18	2,188.43	1,882.37
(vi) Others	19	888.72	858.10
(c) Current Tax Assets (Net)	20	48.16	29.55
(d) Other current assets	21	3,539.46	3,513.80
<b>Total current assets</b>		<b>51,178.85</b>	<b>70,640.20</b>
<b>Total Assets</b>		<b>1,49,907.07</b>	<b>1,78,709.59</b>
<b>Equity</b>			
(a) Equity Share capital	22	3,141.49	3,141.49
(b) Other Equity	23	83,449.50	84,606.61
<b>Equity attributable to the owners of the Company</b>		<b>86,590.99</b>	<b>87,748.10</b>
Non-controlling interests	59	15,715.32	16,274.76
<b>Total Equity</b>		<b>1,02,306.31</b>	<b>1,04,022.86</b>
<b>Liabilities</b>			
<b>Non-current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	24	6,970.70	12,195.57
(ii) Other Financial Liabilities	25	876.02	1,628.13
(b) Provisions	26	1,523.81	1,508.78
(c) Deferred tax liabilities (Net)	28	3,696.87	5,393.31
(d) Other non-current liabilities	27	-	7.43
<b>Total non-current liabilities</b>		<b>13,067.40</b>	<b>20,733.22</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	29	19,386.10	35,224.34
(ii) Trade Payables			
(a) total outstanding dues of micro and small enterprises and	30	314.69	221.01
(b) total outstanding dues of creditors other than micro and small enterprises	30	9,692.71	8,677.52
(iii) Other financial liabilities	31	4,141.21	8,507.25
(b) Other current liabilities	32	258.17	567.10
(c) Provisions	33	103.54	153.18
(d) Current Tax Liabilities (Net)	34	636.93	603.14
<b>Total current liabilities</b>		<b>34,533.35</b>	<b>53,953.54</b>
<b>Total Liabilities</b>		<b>47,600.75</b>	<b>74,686.76</b>
<b>Total equity and liabilities</b>		<b>1,49,907.07</b>	<b>1,78,709.59</b>

Summary of significant accounting policies 2  
The accompanying notes forms an integral part of the consolidated financial statements

**As per our report of even date attached**

**For S G N & Co.**

**Chartered Accountants**

**Firm Registration No.: 134565W**

**Shreyans Jain**

**Partner**

**Membership No.: 147097**

**Mumbai**

**June 26, 2020**

**For & on behalf of the Board**

**Rajendra Somani**  
**Managing Director**  
**(DIN:00332465)**

**Sanjay Jain**  
**Company Secretary**  
**(PAN: AAIPJ2491G)**

**B. K. Toshniwal**  
**Executive Director**  
**(DIN:00048019)**

**B.M. Gaggar**  
**Chief Financial Officer**  
**(PAN: AEFPG7277L)**

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020**

(₹ In Lakhs)

	Notes No.	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>I INCOME</b>			
Gross revenue from sale of products	35	<b>91,385.18</b>	1,11,175.87
Other operating revenue	35	<b>769.73</b>	747.96
<b>Revenue from operations</b>		<b>92,154.91</b>	1,11,923.83
Other Income	36	<b>3,187.22</b>	3,728.35
<b>Total Revenue (I)</b>		<b>95,342.13</b>	1,15,652.18
<b>II EXPENSE</b>			
Cost of Material Consumed	37	<b>26,203.55</b>	24,392.13
Purchase of Stock-in-trade	38	<b>759.35</b>	948.53
Changes in inventories of finished goods, stock in trade and work in progress	39	<b>6,696.42</b>	16,122.78
Employee benefits expense	40	<b>6,389.04</b>	6,421.11
Finance Costs	41	<b>1,772.50</b>	1,788.81
Depreciation and amortisation expense	42	<b>9,036.19</b>	7,537.49
Other Expenses	43	<b>42,370.44</b>	53,498.63
<b>Total Expenses (II)</b>		<b>93,227.49</b>	1,10,709.48
<b>III Profit / (loss) before exceptional items and tax (I-II)</b>		<b>2,114.64</b>	4,942.70
<b>IV Exceptional item</b>	55	<b>300.00</b>	-
<b>V Share of profit/(Loss) of Associates</b>	54(b)	<b>(0.03)</b>	-
<b>VI Profit / (Loss) before tax (III - IV - V)</b>		<b>2,414.60</b>	4,942.70
<b>VII Tax expense</b>	28		
- Current year		<b>1,459.00</b>	1,240.00
- Current tax for earlier year		<b>133.71</b>	(81.99)
- Deferred Tax		<b>(1,737.57)</b>	(248.77)
<b>VIII Profit / (Loss) after tax for the year (VI - VII)</b>		<b>2,559.47</b>	4,033.46
<b>IX Other Comprehensive Income</b>			
<b>A) Items that will not be reclassified to profit or loss</b>			
(i) remeasurement of defined benefit plans		<b>182.53</b>	5.42
(ii) Equity Instruments through OCI		<b>(938.76)</b>	(977.21)
(iii) Deferred Tax on above		<b>(45.57)</b>	(13.83)
<b>B) Items that will be reclassified to profit or loss;</b>			
(i) Exchange differences in translating to financial statements of a foreign operations		<b>966.17</b>	713.07
(ii) Debt and other instruments through OCI;		<b>(1,472.16)</b>	-
<b>X Other comprehensive income for the year after tax (X)</b>		<b>(1,307.78)</b>	(272.55)
<b>XI Total comprehensive income for the year (IX + X)</b>		<b>1,251.69</b>	3,760.91
<b>XII Profit / (Loss) from operations attributable to:</b>			
Owners of the Company		<b>2,255.66</b>	3,630.47
Non-controlling interests		<b>303.81</b>	402.98
<b>Other comprehensive income for the year attributable to:</b>			
Owners of the Company		<b>(1,153.40)</b>	(469.32)
Non-controlling interests		<b>(154.39)</b>	196.77
<b>Total comprehensive income for the year attributable to:</b>			
Owners of the Company		<b>1,102.27</b>	3,161.16
Non-controlling interests		<b>149.42</b>	599.75
<b>XIII Earnings per share</b>	44		
Face Value Rs.2/- each			
<b>Basic &amp; Diluted earnings per share (Rs.)</b>		<b>1.44</b>	2.31

Summary of significant accounting policies 2  
 The accompanying notes forms an integral part of the consolidated financial statements

As per our report of even date attached

For S G N & Co.

Chartered Accountants

Firm Registration No.: 134565W

Shreyans Jain

Partner

Membership No.: 147097

Mumbai

June 26, 2020

For & on behalf of the Board

Rajendra Somani  
 Managing Director  
 (DIN:00332465)

Sanjay Jain  
 Company Secretary  
 (PAN: AAIPJ2491G)

B. K. Toshniwal  
 Executive Director  
 (DIN:00048019)

B.M. Gaggar  
 Chief Financial Officer  
 (PAN: AEFPG7277L)

**CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2020**

(₹ In Lakhs)

PARTICULARS	For the Year Ended March 31, 2020	For the Year Ended March 31, 2019
<b>I. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before tax	2,414.60	4,942.70
<b>Adjustments for</b>		
Depreciation and amortization expenses	9,036.19	7,537.49
Loss on sale of Property, Plant & Equipment (net)	(137.59)	(219.39)
Provision for Doubtful Loans	340.99	-
Amortisation of Leasehold Land		6.10
Excess Provision written back	(146.34)	-
Reversal of Provision of expected credit loss	(71.79)	(84.22)
Sundry balances written back	(0.10)	(7.81)
Sundry balances written off	294.69	294.49
Profit on sale of Investment	(32.85)	(214.14)
Investments mandatorily measured at Fair Value through Profit or Loss	(144.95)	(193.69)
Finance cost of unwinding on discounting of deferred loan liability	8.84	-
Bad debts written off	451.55	129.10
Interest expenses	1,305.90	1,330.76
Finance cost on Lease Rental	109.67	-
Impairment of Goodwill	200.00	-
Finance cost unwinding on discounting of rental deposit received	8.49	35.97
Processing Fees amortised	30.81	33.60
Interest received	(1,440.32)	(1,313.91)
Interest income unwinding on discounting of rental deposit paid	(121.21)	(120.03)
Interest Income unwinding on discounting of deferred loan	(9.51)	-
Dividend Received	(273.83)	(224.66)
<b>Operating cash flows before working capital changes</b>	<b>11,823.26</b>	<b>11,932.36</b>
<b>Changes in working capital</b>		
(Increase)/Decrease in trade receivables	10,224.79	(9,062.76)
(Increase)/Decrease in inventories	6,485.87	16,133.19
Increase/(Decrease) in trade payables	1,108.96	(324.90)
(Increase)/Decrease in Loans	919.58	(300.95)
(Increase)/Decrease in other financial assets	9.68	(320.15)
(Increase)/Decrease in other assets	(311.09)	(1,329.87)
Increase/(Decrease) in provisions	147.92	64.64
Increase/(Decrease) in other financial liabilities	(2,241.00)	1,149.79
Increase/(Decrease) in other current liabilities	(316.36)	(2,397.72)
Increase/(Decrease) Foreign Currency Translation Reserve	966.17	458.46
Increase/(Decrease) Non-Controlling Interests	(41.21)	345.47
<b>Cash generated from operations</b>	<b>28,776.59</b>	<b>16,347.55</b>
Taxes paid (including tax deducted at source)	(1,614.87)	(467.46)
<b>Net cash flows generated from operating activities</b>	<b>27,161.72</b>	<b>15,880.09</b>
<b>II CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment including CWIP & Capital Advances	(11,561.18)	(6,383.30)
Investments	11,919.50	(5,409.85)
Loans given to related party (NET)	701.34	202.90
Increase in financial instruments with bank	(2,061.29)	853.55
Proceeds from sale of property, plant and equipment	123.01	595.88
Interest received	1,440.32	1,327.73
Dividend Received	273.83	224.66
<b>Net cash flows (used in) investing activities</b>	<b>835.53</b>	<b>(8,588.42)</b>

**CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2020**

(₹ In Lakhs)

PARTICULARS	For the Year Ended March 31, 2020	For the Year Ended March 31, 2019
<b>III CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Repayment of borrowings (Net)	(23,242.11)	(6,603.64)
Lease Rent Paid	(74.15)	-
Interest paid	(1,305.90)	(1,314.20)
Dividend and dividend distribution tax paid	(2,928.74)	(1,145.23)
<b>Net cash flows (used in) financing activities</b>	<b>(27,550.90)</b>	<b>(9,063.06)</b>
<b>IV Net increase (decrease) in cash and cash equivalents</b>	<b>446.36</b>	<b>(1,771.39)</b>
<b>V Cash and cash equivalents at the beginning of the financial year</b>	<b>(684.03)</b>	<b>1,087.36</b>
<b>VI Cash and cash equivalents at end of the year</b>	<b>(237.67)</b>	<b>(684.03)</b>
<b>Reconciliation of cash and cash equivalents as per the cash flow statement</b>		
Cash and cash equivalents as per above comprise of the following		
Cash and cash equivalents (Refer Note 16)	<b>5,868.34</b>	3,242.30
Cash credit facilities (Refer Note 29)	<b>(6,106.01)</b>	(3,926.33)
<b>Balances as per consolidated statement of cash flows</b>	<b>(237.67)</b>	<b>(684.03)</b>
Notes:		
1 The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Ind AS - 7 on Statement of Cash Flow as notified under Companies (Accounts) Rules, 2015.		
<b>2 Change in liability arising from financing activities</b>		
<b>Opening Balance</b>	<b>47,069.17</b>	53,636.84
Repayment of borrowings (Net)	(23,242.11)	(6,603.64)
Non Cash Movement (foreign exchange and unwinding of discount)	<b>118.16</b>	35.97
<b>Closing Balance</b>	<b>23,945.23</b>	47,069.17

Summary of significant accounting policies - Note 2

The accompanying notes forms an integral part of the consolidated financial statements

 As per our report of even date attached  
 For S G N & Co.  
 Chartered Accountants  
 Firm Registration No.: 134565W

 Shreyans Jain  
 Partner  
 Membership No.: 147097

 Mumbai  
 June 26, 2020

For &amp; on behalf of the Board

 Rajendra Somani  
 Managing Director  
 (DIN:00332465)

 Sanjay Jain  
 Company Secretary  
 (PAN: AAIPJ2491G)

 B. K. Toshniwal  
 Executive Director  
 (DIN:00048019)

 B.M. Gaggar  
 Chief Financial Officer  
 (PAN: AEFPG7277L)

## Consolidated Statement of Changes in Equity for the year ended March 31, 2020

(A) Equity Share Capital (₹ In Lakhs)

Particulars	Note No.	Amount
As at April 1, 2018		3,141.49
Changes in equity share capital	22	-
As at March 31, 2019		3,141.49
Changes in equity share capital	22	-
As at March 31, 2020		3,141.49

(B) Other equity (₹ In Lakhs)

	Reserves and Surplus										Other Comprehensive Income			Other Equity attributable to the owners of the Company	Non Controlling Interest (Refer note 61)	Total
	Capital Reserve	Securities Premium Reserve	Capital Reserve on amalgamation	Investment Allowance reserve	Capital Redemption Reserve	Amalgamation Reserve	General Reserve	Revaluation Reserve	Capital Reserve on Consolidation (Refer note 62)	Retained Earnings	Equity Instruments through OCI	Debt and Other Instruments through OCI	Foreign Currency Translation Reserve through OCI			
Balance as at April 1, 2018	29,824.93	14,514.73	(27,861.50)	866.00	83.79	131.10	9,941.68	19,854.38	1,285.51	31,164.01	431.96	-	1,873.50	82,110.10	15,873.83	97,983.93
Increased During the Year	282.20	-	-	-	-	-	-	-	-	3,630.47	-	-	-	282.20	-	282.20
Profit for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	3,630.47	402.98	4,033.46
Other Comprehensive Income (net of tax)	-	-	-	-	-	-	-	-	-	3.79	(931.56)	-	458.46	(469.32)	196.77	(272.55)
Transactions with Owners in capacity as Owners	-	-	-	-	-	-	-	-	-	(785.24)	-	-	-	-	-	-
Dividend Paid	-	-	-	-	-	-	-	-	-	(161.57)	-	-	-	(785.24)	(164.92)	(950.16)
Tax on Dividend	-	-	-	-	-	-	-	-	-	(161.57)	-	-	-	(161.57)	(33.91)	(195.48)
Balance as at March 31, 2019	30,107.13	14,514.73	(27,861.50)	866.00	83.79	131.10	9,941.68	19,854.38	1,285.51	33,851.47	(499.60)	-	2,331.96	84,606.61	16,274.76	1,00,881.41
Profit for the year	-	-	-	-	-	-	-	-	-	2,255.66	-	-	-	2,255.66	303.81	2,559.47
Other Comprehensive Income (net of tax)	-	-	-	-	-	-	-	-	-	136.43	(964.51)	-	621.19	(1,153.40)	(154.39)	(1,307.78)
Regrouped to Debt and other instruments through OCI	-	-	-	-	-	-	-	-	-	-	108.04	-	-	-	-	-
Ind AS 116 transition adjustment (net of tax)	-	-	-	-	-	-	-	-	-	(72.77)	-	-	-	(72.77)	(38.14)	(110.91)
Share of Non Controlling Interest in Equity Share Capital of Pellicon Oriental Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(0.01)	(0.01)
Impairment of Goodwill on Consolidation	-	-	-	-	-	-	-	-	-	-	-	-	-	-	71.41	71.41
Transactions with Owners in capacity as Owners	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividend Paid	-	-	-	-	-	-	-	-	-	(2,041.62)	-	-	-	(2,041.62)	(742.14)	(2,783.76)
Tax on Dividend	-	-	-	-	-	-	-	-	-	(144.98)	-	-	-	(144.98)	-	(144.98)
Balance as at March 31, 2020	30,107.13	14,514.73	(27,861.50)	866.00	83.79	131.10	9,941.68	19,854.38	1,285.51	33,984.19	(1,356.07)	(1,054.55)	2,953.14	83,449.50	15,715.32	99,164.86

Summary of significant accounting policies - Note 2

The accompanying notes forms an integral part of the consolidated financial statements

As per our report of even date attached

For S G N & Co.

Chartered Accountants

Firm Registration No.: 134565W

Shreyans Jain  
Partner

Membership No.: 147097  
Mumbai  
June 26, 2020

For & on behalf of the Board

Rajendra Somani  
Managing Director  
(DIN:00332465)

Sanjay Jain  
Company Secretary  
(PAN: AAIPJ2491G)

B. K. Toshniwal  
Executive Director  
(DIN:00048019)

B.M. Gaggar  
Chief Financial Officer  
(PAN: AEFPG7277L)



## Notes to the consolidated financial statements for the year ended March 31, 2020

### 1. Corporate information

Oricon Enterprises Limited was incorporated on December 7, 1968. The Company is engaged in the business of manufacturing petrochemical products, trading, liquid colorants and real estate, preform, metal and plastic closures.

The registered office of the company is located at 1076, Dr E Moses Road, Parijat House, Worli, Mumbai 400018 and the Company's manufacturing units are situated at Murbad, Goa, Khapoli ad Khurda (Odisha).

The Company is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

The financial statements are approved for issue by the Company's Board of Directors on June 26, 2020.

The consolidated financial statement relates to the Parent Company, its subsidiary companies, and jointly controlled entities (collectively referred to as "the Group").

### 2. SUMMARY OF BASIS OF COMPLIANCE, BASIS OF PREPARATION AND PRESENTATION, CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGMENTS AND SIGNIFICANT ACCOUNTING POLICIES

#### 2.1 Basic of Compliance

In accordance with the notification issued by the Ministry of Corporate Affairs, the Group has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 1, 2016.

#### 2.2 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current / non-current classification. An asset is treated as current when it is:

- a) Expected to be realised or intended to be sold or consumed in normal operating cycle
- b) Held primarily for the purpose of trading, or
- c) Expected to be realised within twelve months after the reporting period other than for (a) above, or
- d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- a) It is expected to be settled in normal operating cycle
- b) It is held primarily for the purpose of trading
- c) It is due to be settled within twelve months after the reporting period other than for (a) above, or
- d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

**Operating cycle:** - Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current – noncurrent classification of assets and liabilities.

#### 2.3 Basis of preparation and presentation

These consolidated financial statements have been prepared in accordance with the historical cost basis, except as disclosed in the accounting policies below, and are drawn up in accordance with the provisions of the Companies Act, 2013 and Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

Historical cost convention

The consolidated financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets that are measured at fair value, and
- defined benefit plans - plan assets measured at fair value.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability which market participants would take into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability.

## 2.4. Principles of consolidation and equity accounting

### (i) Subsidiaries

Subsidiaries are all entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the group.

The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

### (ii) Joint Arrangements

Under Ind AS 111 Joint Arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement.

The Group has only joint ventures.

Interests in joint ventures are accounted for using the equity method (see (iv) below), after initially being recognised at cost in the consolidated balance sheet.

### (iii) Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post - acquisition profits or losses of the investee in profit and loss, and the group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the group's share of losses in an equity accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the group and its associates and joint ventures are eliminated to the extent of the group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an

impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the group.

The carrying amount of equity accounted investment are tested for impairment in accordance with the policy described in note 2.9 below.

#### **(iv) Changes in ownership interests**

The group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

When the group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to statement of profit or loss.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

The Group has recorded changes in ownership interests before April 1, 2016 i.e. date of transition to Ind AS as per the Previous GAAP. The Group has selected to measure its investments in joint ventures, associates and subsidiaries at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e., April 1, 2016.

## **2.5 Business combinations**

Business combinations (except for Business Combinations under Common Control) are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non controlling interests in the acquiree. For each business combination, the Company elects whether to measure the non controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognized and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 'Non-current Assets Held for Sale and Discontinued Operations' are measured in accordance with that Standard

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognized in profit or loss or OCI, as appropriate. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, then the gain is recognized in OCI and accumulated in equity as capital reserve.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Goodwill is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. Any impairment loss for goodwill is recognized in profit or loss. An impairment loss recognized for goodwill is not reversed in subsequent periods.

### Business Combination under Common control

A business combination involving entities or businesses under common control is a business combination in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination and the control is not transitory. The transactions between entities under common control are specifically covered by Appendix C to Ind AS 103 and are accounted for using the pooling-of-interest method as follows:

- The assets and liabilities of the combining entities are reflected at the carrying amounts.
- No adjustments are made to reflect fair values, or recognize new assets or liabilities. Adjustments are made to harmonize significant accounting policies.
- The financial information in the financial statements in respect of prior periods is restated as if the business combination has occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination.

The balance of the retained earnings appearing in the financial statements of the transferor is aggregated with the corresponding balance appearing in the financial statements of the transferee. The identity of the reserves is preserved and the reserves of the transferor become the reserves of the transferee.

The difference, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and is presented separately from other capital reserves.

### 2.6 Property, plant and equipment

Property, Plant and Equipment and intangible assets are not depreciated or amortized once classified as held for sale.

For transition to Ind AS, the Company has elected to continue with the carrying value of its Property, Plant and Equipment (PPE) recognized as of April 1, 2016 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as on the transition date.

PPE (except for land of holding Company which is valued at Fair Value) are stated at actual cost less accumulated depreciation and impairment loss. Actual cost is inclusive of freight, installation cost, duties, taxes and other incidental expenses for bringing the asset to its working conditions for its intended use (net of CENVAT) and any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended by the Management. Custom duty obligation on import of capital goods which is discharged through duty credit available under DEPB, SHIS (Status Holder Incentive Scrip) and other licenses purchased from third parties/other exporters is capitalized at the amounts paid to such parties for acquisition/transfer of the said licenses. It includes professional fees and borrowing costs for qualifying assets. Significant Parts of an item of PPE (including major inspections) having different useful lives & material value or other factors are accounted for as separate components. All other repairs and maintenance costs are recognized in the statement of profit and loss as incurred.

#### Depreciation methods, estimated useful lives and residual value

(i) The Company provides depreciation on Plant and Machineries on straight line method and on other assets on written down value method using the limits specified in Schedule II of the Companies Act, 2013 except for in case of Building, Residential Flats and Plant & Machinery for Petrochemical Division, the depreciation is provided based on the management estimate of the useful life which is different from that prescribed in Schedule II of the Companies Act, 2013, details of which are as given below:

Assets	Management Estimate of Useful Life in Years	Useful life as per the limits prescribed in Schedule II of the Companies Act, 2013 in Years
Buildings	61.35 Years	60 Years
Residential Flats	61.35 Years	60 Years
Plant & Machinery for Petrochemical Division	21 Years	25 Years
License fees (for the manufacture of metal twist - Off Closures)	10 Years	10 Years

This is based on the consistent practices followed, past experience, internal assessment and duly supported by technical advice.

(ii) Depreciation for assets purchased / sold during a period is proportionately charged.

- (iii) Property, Plant & Equipment whose aggregate cost is Rs.5,000 or less are depreciated fully in the year of acquisition.
- (iv) In case of "packaging division" wherein depreciation is provided based on the estimated useful lives of the plant and machinery so acquired, determined by the Company's Management based on the technical evaluation by a certified valuer conducted at the time of the business purchase. The estimated useful life of acquired plant and machinery ranges from 2 to 18 years.
- (v) Premium on leasehold land is amortised over the unexpired period of the lease.
- (vi) In case of subsidiaries United Shippers Limited depreciation on tangible Property, Plant & Equipment has been calculated on Straight Line method (SLM) based on the useful life prescribed in Schedule II of the Companies Act, 2013.
- (vii) In case of subsidiary United Shippers Limited useful life of Property, Plant & Equipment are as follows:

Asset Class	Useful Life
Freehold Buildings	Office Building : 60 years
Factory Building	30 years
Leasehold Improvements	Over the period of lease
Plant & Machinery	15 years
Furniture & Fixtures	10 years
Electrical Installations	3-10 years
Computers, Printer and Laptop	3 – 6 years
Office Equipments	2-8 years
Vehicles	8-10 years
Server, UPS	6 years
Barges & Speed Boat	14 years
Payloader	4- 9 years
Excavator	9 years

## 2.7 Non-current assets held for sale and discontinued operation

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable.

Non-current assets and disposal group classified as held for sale are measured at lower of their carrying amount and fair value less cost to sell.

Non-current assets classified as held for sale are not depreciated or amortised from the date when they are classified as held for sale.

Non-current assets classified as held for sale and the assets and liabilities of a disposal group classified as held for sale are presented separately from the other assets and liabilities in the Consolidated Balance Sheet.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations and is part of a single co-ordinated plan to dispose of such a line of business or area of operations.

The results of discontinued operation are presented separately in the Consolidated Statement of Profit and Loss from continuing operations.

## 2.8 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity

### 2.8.1 Financial instruments

#### Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

**Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified in following categories based on business model of the entity:

- Debt instruments at amortized cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

**Debt instruments at amortized cost**

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method.

**Debt instrument at FVTOCI**

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method. The Company has not designated any debt instrument as at FVTOCI.

**Debt instrument at FVTPL**

Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

**Equity investments (Other than investment in subsidiary, associate and joint venture)**

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments continue to be recognised in profit or loss as other income when the Company's right to receive payments is established. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

**Equity Investments (in subsidiary, associate and joint venture)**

Investment in subsidiary is carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. The accounting policy on impairment of non-financial assets is disclosed in Note 2.9 On disposal of investments in subsidiary, associate and joint venture, the difference between net disposal proceeds and the carrying amounts are recognized in the statement of profit and loss.

### **De-recognition**

A financial asset is de-recognized only when -

- The Company has transferred the rights to receive cash flows from the financial asset or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, it evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognized.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

### **Impairment of financial assets**

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of Impairment loss on the following financial assets:

Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

Trade receivables or contract revenue receivables; &

All lease receivables resulting from transactions within the scope of Ind AS 17

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L).

## **2.8.2 Financial liabilities**

Financial liabilities and equity instruments issued by the company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

### **Initial recognition and measurement**

Financial liabilities are recognised when the company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

### **Subsequent measurement**

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the statement of profit and loss.

### **Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial period which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortised cost using the effective interest method.

### **Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

### **Financial guarantee contracts**

Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

### **Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

## **2.9 Impairment of non-financial assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use.

Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

## **2.10 Inventories**

Raw materials are valued at cost (net of modvat) or net realisable value whichever is lower. Cost is ascertained on first in first out (FIFO) basis except in case of raw material liquid colorant where cost is determined on the basis of weighted average method.

Cost includes all charges in bringing the goods to their present location and condition, including other levies, transit insurance and receiving charges. Work in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

In case of a Subsidiary Company Shinrai Auto Services Limited, inventories are valued at cost or net realisable value, whichever is lower. Cost is ascertained on weighted average basis.

Land transferred from Property, Plant & Equipment to Inventory is valued at carrying amount appearing in its financial statements or fair value, whichever is lower.

Finished goods and work in process inventory are valued at cost or net realisable value whichever is lower.

Fuel, Stores, Spares and Consumables are valued at weighted average cost or net realisable value whichever is lower.

In case of a Subsidiary Company United Shippers Limited, inventories of stores and spares are measured at the lower of cost and net realisable value. The cost of inventories is based on the First in First out (FIFO) method.

Stocks of Shares are valued at cost or market value whichever is lower.

## **2.11 Cash and Cash Equivalent**

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

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

## **2.12 Derivative financial instruments and hedge accounting**

### **Initial recognition and subsequent measurement:**

The Group uses derivative financial instruments, such as forward currency contracts, interest rate swaps and forward commodity contracts, to hedge its foreign currency risks, interest rate risks and commodity price risks, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.



The purchase contracts that meet the definition of a derivative under Ind AS 109 are recognised in the statement of profit and loss. Commodity contracts that are entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the Group's expected purchase, sale or usage requirements are held at cost.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or nonfinancial liability.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment.
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment.
- Hedges of a net investment in a foreign operation.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the group's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Hedges that meet the strict criteria for hedge accounting are accounted for, as described below:

**i. Fair value hedges**

The change in the fair value of a hedging instrument is recognised in the statement of profit and loss as finance costs. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the statement of profit and loss as finance costs.

For fair value hedges relating to items carried at amortised cost, any adjustment to carrying value is amortised through profit or loss over the remaining term of the hedge using the EIR method. EIR amortisation may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

If the hedged item is derecognised, the unamortised fair value is recognised immediately in profit or loss. When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in profit and loss.

**ii. Cash flow hedges**

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss.

The Group uses forward currency contracts as hedges of its exposure to foreign currency risk in forecast transactions and firm commitments, as well as forward commodity contracts for its exposure to volatility in the commodity prices. The ineffective portion relating to foreign currency contracts is recognised in finance costs and the ineffective portion relating to commodity contracts is recognised in other income or expenses.

Amounts recognised as OCI are transferred to profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. When the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognised as OCI are transferred to the initial carrying amount of the non-financial asset or liability.

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

### iii. Hedges of a net investment

Hedges of a net investment in a foreign operation, including a hedge of a monetary item that is accounted for as part of the net investment, are accounted for in a way similar to cash flow hedges. Gains or losses on the hedging instrument relating to the effective portion of the hedge are recognised as OCI while any gains or losses relating to the ineffective portion are recognised in the statement of profit or loss. On disposal of the foreign operation, the cumulative value of any such gains or losses recorded in equity is reclassified to the statement of profit or loss (as a reclassification adjustment).

## 2.13 Revenue recognition

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18 and Ind AS 11.

### Sale of Goods and Rendering of Service

The Company has adopted Ind AS 115 Revenue from contracts with customers, with effect from April 1, 2018. Ind AS 115 establishes principles for reporting information about the nature, amount, timing and uncertainty of revenues and cash flows arising from the contracts with its customers and replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the cumulative effect method whereby the effect of applying this standard is recognised at the date of initial application (i.e. April 1, 2018). Accordingly, the comparative information in the statement of profit and loss is not restated. The impact of the adoption of the standard on the financial statements of the Company is insignificant.

Revenue from the sale of goods is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. Sales include excise duty recoverable. Liquidated damages are accounted for as and when they are ascertained.

Revenue from services is recognized on rendering of services to the customers. Revenue is recorded exclusive of taxes.

In case of United Shippers Limited, the Company recognises revenue from rendering of services on percentage of completion method when all the following conditions are satisfied:

- (a) the amount of revenue can be measured reliably;
- (b) it is probable that the economic benefits associated with the transaction will flow to the Company;
- (c) the stage of completion of the transaction at the end of the reporting period can be measured reliably; and
- (d) the costs incurred for the transaction and the costs to complete the transaction can be measured reliably.

When the outcome of the transaction involving the rendering of services cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised that are recoverable.

### Interest income

For all debt instruments measured either at amortized cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). Where as for fixed deposits, the same is recorded on time proportion basis.

### Dividend Income

Dividend income is accounted for when Group's right to receive income is established.

### Export Incentive

Export incentives available under prevalent schemes are accrued in the year in which the goods are exported and there is no uncertainty in receiving the same. The export incentives are disclosed as other operating income in the financial statements.

## 2.14 Leases

The Group has adopted modified retrospective approach under Ind AS 116 - Leases, with effect from April 01, 2019. Accordingly, the group has recognised 'Right of use (ROU)' assets of Rs. 2396.80, accumulated amortisation of Rs. 1157.26 and present value of lease liabilities of Rs. 1134.19 lakhs as on April 01, 2019 and the difference of Rs. 110.91 Lakhs (net of deferred taxes) has been

adjusted with opening retained earnings. In the statement of profit and loss for the year, instead of rent expenses (as accounted under previous periods), amortisation of right of use has been accounted under depreciation and amortisation expenses and unwinding of discount on lease liabilities has been accounted under finance cost. The impact on the profits / (loss) for the year due the above change in accounting policy is not material.

The group leases primarily consist of leases for premises, land and Jetty. The group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

At the date of commencement of the lease, the group recognizes a ROU and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and/or low value leases, the group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Currently, ROU assets are being amortised over a period based on lease term being lower of lease term and estimated useful life of underlying assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing activities in statement of cash flows.

#### **As a lessor**

Lease income from operating leases where the group is a lessor is recognized in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

### **2.15 Foreign currency transactions**

The functional currency of the Company is Indian Rupees which represents the currency of the economic environment in which it operates.

Transactions in currencies other than the Company's functional currency are recognized at the rates of exchange prevailing at the dates of the transactions. Monetary items denominated in foreign currency at the year end and not covered under forward exchange contracts are translated at the functional currency spot rate of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items (except for long term foreign currency monetary items relating to acquisition of depreciable assets outstanding as of March 31, 2017) are recognised in Statement of Profit and Loss.

In case of long term foreign currency monetary items outstanding as of March 31, 2017, foreign exchange differences arising on settlement or translation of long term foreign currency monetary items relating to acquisition of depreciable assets are adjusted to the carrying cost of the assets and depreciated over the balance life of the asset.

Non monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation difference on such assets and liabilities carried at fair value are reported as part of fair value gain or loss.

In case of forward exchange contracts, the premium or discount arising at the inception of such contracts is amortized as income or expense over the life of the contract. Further exchange difference on such contracts i.e. difference between the exchange rate at the reporting /settlement date and the exchange rate on the date of inception of contract/the last reporting date, is recognized as income/expense for the period.

Effective April 1, 2018 the company has adopted Appendix B to Ind AS 21- Foreign Currency Transactions and Advance Consideration which clarifies the date of transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income when an entity has received or paid advance consideration in a foreign currency. The effect on account of adoption of this amendment was insignificant.

### **2.16 Employee Benefits**

#### **Short term employee benefits:-**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the

end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

These benefits include compensated absences such as privilege leave and sickness leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized as an expense as the related service is rendered by employees.

#### **Post-employment obligations**

##### **i. Defined contribution plans**

###### Provident Fund and employees' state insurance schemes

The Company's contributions towards provident fund, employee state insurance and superannuation fund are defined contribution schemes. The Company's contribution paid/payable under the schemes is recognised as expense in the statement of profit and loss during the period in which the employee renders the related service.

##### **ii. Defined benefit plans**

###### **Gratuity**

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the Balance Sheet date.

Actuarial gains and losses are recognized in OCI as and when incurred.

###### **Compensated absences**

Long term employee benefits comprise of compensated absences. These are measured based on an actuarial valuation carried out by an independent actuary at each Balance sheet date unless they are insignificant. Actuarial gains and losses and past service costs are recognised immediately in the statement of profit and loss.

###### **Termination benefits**

Termination benefits are recognized as an expense in the period in which they are incurred

#### **2.17 Borrowing Costs**

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying asset are capitalized as part of cost of such asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

Borrowing costs consists of interest and other costs that an entity incurs in connection with the borrowing of funds.

#### **2.18 Provisions, Contingent Liabilities and Contingent Assets**

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

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

Contingent assets are not disclosed in the financial statements unless an inflow of economic benefits is probable. Contingent liabilities are disclosed in the Financial Statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefit is remote.

## 2.19 Cash Flow Statement

Cash flows are reported using the indirect method. The cash flows from operating, investing and financing activities of the Company are segregated.

## 2.20 Earning Per Share

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

## 2.21 Income taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses, if any.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statement. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

The carrying amount of deferred tax assets are reviewed at the end of each reporting period and are recognized only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax liabilities are not recognized for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognized for temporary differences between the carrying amount and tax bases of investments in subsidiaries, associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Dividend distribution tax paid on the dividends is recognized consistently with the presentation of the transaction that creates the income tax consequence.

Minimum Alternate Tax (MAT) obligation in accordance with the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal tax during the specified period. Accordingly, it is recognized as an asset in the balance sheet when it is probable that the future economic benefit associated with it will flow to the Company and the asset can be measured reliably.

## 2.22 Application of new and revised Ind -AS

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

## 2.23 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

### Notes to Consolidated Financial Statements for the year ended March 31, 2020

#### 3 Property, Plant and equipment

(₹ In Lakhs)

Costs	Freehold Land	Leasehold Improvement	Buildings	Residential flats	Plant and Machinery	Fleet Dry Dock	Air Condition	Electric Installations	Office equipments	Computers	Furniture and fixtures	Vehicles	Fire fighting equipments	Laboratory equipments	Excavator and payloaders	Motor Trucks	Vessel and Barges	Port Jetty	Weighing machines	Total
As at April 1, 2018	21,549.45	993.22	6,186.37	256.47	33,161.34	2,254.57	30.57	446.17	209.02	206.56	534.86	1,506.38	15.24	67.97	6,116.46	3,001.41	26,636.42	541.36	11.09	1,03,714.93
Additions	-	157.41	1,757.41	-	5,527.33	1,453.39	0.29	290.75	22.26	14.15	63.04	69.99	1.40	23.67	524.53	264.89	-	-	1.97	10,172.49
Disposals / Adjustments	-	-	-	-	294.15	-	-	-	-	-	-	73.90	-	-	1,249.06	654.48	-	-	-	2,271.59
Exchange difference	-	-	-	-	(31.81)	-	-	-	(0.08)	(0.02)	1.37	0.39	-	-	(2.30)	-	188.51	-	-	156.06
As at March 31, 2019	21,549.45	1,140.64	7,943.78	256.47	38,362.71	3,707.96	30.86	736.92	231.20	220.69	599.27	1,502.86	16.64	91.64	5,389.64	2,611.82	26,824.93	541.36	13.06	1,11,771.89
Additions	30.00	-	119.49	-	2,340.16	1,998.64	0.72	23.35	25.79	11.80	15.17	46.58	0.64	58.55	831.13	116.33	-	-	0.54	5,618.90
Disposals / Adjustments	-	-	-	-	13.08	-	-	-	-	-	-	-	-	-	523.91	623.94	-	-	-	1,160.93
Exchange difference	-	-	-	-	66.90	-	-	-	0.01	0.00	1.15	0.42	-	-	0.07	-	6.73	-	-	75.28
As at March 31, 2020	21,579.45	1,140.64	8,063.26	256.47	40,756.70	5,706.60	31.59	760.27	256.99	232.50	615.60	1,549.85	17.29	150.19	5,696.93	2,104.22	26,831.66	541.36	13.60	1,16,305.14
<b>Accumulated depreciation and impairment</b>																				
As at April 1, 2018	-	53.45	1,345.39	52.51	19,642.18	915.37	26.27	331.26	150.37	188.81	312.44	994.19	12.68	49.56	3,253.22	2,021.12	8,036.55	138.26	10.31	37,533.94
Depreciation for the year	-	97.64	262.98	4.16	2,528.54	1,153.75	2.78	34.46	23.25	11.54	45.37	135.79	1.13	3.25	570.34	280.92	2,349.53	22.11	0.19	7,527.73
Disposals / Adjustments	-	-	-	-	201.67	-	-	-	-	-	-	66.50	-	-	1,107.60	536.44	-	-	-	1,912.20
As at March 31, 2019	-	151.10	1,608.37	56.67	21,969.05	2,069.12	29.05	365.72	173.62	200.35	357.81	1,063.48	13.81	52.81	2,715.96	1,765.61	10,386.08	160.37	10.50	43,149.47
Depreciation for the year	-	109.50	313.71	4.16	3,274.48	1,407.76	0.90	54.85	27.57	12.49	49.77	120.30	1.07	7.29	577.10	206.79	2,267.84	22.11	0.45	8,458.13
Disposals / Adjustments	-	-	-	-	3.19	-	-	-	-	-	-	-	-	-	425.77	471.38	-	-	-	900.33
As at March 31, 2020	-	260.60	1,922.08	60.82	25,240.35	3,476.88	29.94	420.57	201.19	212.83	407.58	1,183.78	14.88	60.10	2,867.29	1,501.02	12,653.92	182.48	10.95	50,707.27
<b>Net Book Value</b>																				
As at March 31, 2019	21,549.45	989.54	6,335.41	199.80	16,393.66	1,638.84	1.82	371.20	57.56	20.35	241.46	439.37	2.83	38.83	2,673.68	846.22	16,438.85	380.99	2.56	68,622.43
As at March 31, 2020	21,579.45	880.04	6,141.19	195.65	15,516.35	2,229.72	1.64	339.70	55.80	19.66	208.01	366.07	2.41	90.09	2,829.64	603.20	14,177.74	358.88	2.65	65,597.86

Note:

- (i) Residential flats includes deposit for Shares in Co-operative Society Rs.0.21 lakhs.
- (ii) Some of vehicles are pending registration in the name of the Company.
- (iii) Office equipment includes Rs.0.11 lakhs pursuant to the scheme of amalgamation with Naman Tradevest Pvt Ltd. and Zeuxite Investments Pvt Ltd. with the Company.
- (iv) The Company have considered fair value for properties, viz land, situated in India, with impact of Rs 21,545.41 lakhs in accordance with the stipulation of IND AS 101 with the resultant impact being accounted for in the reserves.
- (v) During the year, the Company has reviewed its fixed assets for impairment loss as required by Ind AS 36 "Impairment of Assets". In the opinion of management no provision for impairment loss is considered necessary.
- (vi) Accordingly, during the year, the Company has capitalised exchange Loss of long term monetary liabilities at March 31, 2020 aggregating to Rs.75.28 Lakh (previous year: exchange gain of Rs.156.06 Lakhs by adjusting the historical cost (deemed cost) of the specifically identifiable asset). The exchange fluctuation during the year is presumed to occur evenly throughout the reporting period.

## CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2020

(₹ In Lakhs)

### 3A Right of Use assets

Costs	Land	Jetty	Premises	Total
<b>As at April 1, 2019</b>	-	-	-	-
Reclassified on account of adoption of Ind AS 116	675.52	1,458.08	263.19	2,396.79
Additions	-	452.99	59.49	512.48
Disposals / Adjustments	-	(81.51)		(81.51)
<b>As at March 31, 2020</b>	<b>675.52</b>	<b>1,829.56</b>	<b>322.68</b>	<b>2,827.76</b>
<b>Accumulated depreciation and impairment</b>				
<b>As at April 1, 2019</b>	-	-	-	-
Reclassified on account of adoption of Ind AS 116	38.60	1,012.09	106.57	1,157.26
Depreciation for the year	167.97	294.74	106.56	569.27
Disposals / Adjustments	-	-	-	-
<b>As at March 31, 2020</b>	<b>206.57</b>	<b>1,306.83</b>	<b>213.13</b>	<b>1,726.53</b>
<b>Net Book Value</b>				
<b>As at March 31, 2020</b>	<b>468.95</b>	<b>522.73</b>	<b>109.55</b>	<b>1,101.23</b>

The Company has adopted modified retrospective approach under Ind AS 116 - Leases, with effect from April 1, 2019. Accordingly, the company has recognised 'Right of use' assets of Rs. 2396.80 lakhs along with accumulated amortization of Rs. 1157.26 lakhs and present value of lease liabilities of Rs. 1134.19 lakhs as on April 1, 2019 and the difference of Rs. 110.91 lakhs (net of deferred taxes) has been adjusted in opening retained earnings. The net impact of adopting this Standard on the profit for the reported periods and the previous year, and on the earnings per share, is not material.

In respect of Holding Company, the table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2020 on an undiscounted basis is as under. (for subsidiary company refer note 79)

Particulars	As at 31 March 2020
Less than one year	87.32
One to five years	26.36
More than five years	-
<b>Total</b>	<b>113.68</b>

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

In respect of Holding Company, rental expense recorded for short-term leases was Rs 84.64 lakhs for the year ended March 31, 2020. (for subsidiary company refer note 79)

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

### 4 Other Intangible Assets

(₹ In Lakhs)

Costs	Online MIS Software	Right to use Navalkhi Jetty	Computer Software	License fee	Total	Intangible Asset Under Development
<b>As at April 1, 2018</b>	93.68	-	11.08	190.17	294.93	6.00
Addition during the year	-	-	-	-	-	6.50
Disposals / Adjustments	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
<b>As at March 31, 2019</b>	93.68	-	11.08	190.17	294.93	12.50
Addition During the year	-	-	-	-	-	-
Disposals / Adjustments	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
<b>As at March 31, 2020</b>	93.68	-	11.08	190.17	294.93	12.50
<b>Accumulated amortisation and impairment losses</b>						
<b>As at April 1, 2018</b>	93.68	-	11.08	190.17	294.93	-
Amortisation for the year	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
<b>As at March 31, 2019</b>	93.68	-	11.08	190.17	294.93	-
Amortisation for the year	-	-	-	-	-	-
Disposals / Adjustments	-	-	-	-	-	-
<b>As at March 31, 2020</b>	93.68	-	11.08	190.17	294.93	-
<b>Net Book Value</b>						
As at March 31, 2019	-	-	-	-	-	12.50
<b>As at March 31, 2020</b>	-	-	-	-	-	12.50

### 5 Investment Property

(₹ In Lakhs)

Costs	Investment Property	Total
<b>As at April 1, 2018</b>	379.19	379.19
Additions	18.42	18.42
Disposals / Adjustments	-	-
<b>As at March 31, 2019</b>	397.61	397.61
Additions	-	-
Disposals / Adjustments	-	-
<b>As at March 31, 2020</b>	397.61	397.61
<b>Accumulated amortisation and impairment losses</b>		
<b>As at April 1, 2018</b>	280.31	280.31
Depreciation for the year	9.77	9.77
Disposals	-	-
<b>As at March 31, 2019</b>	290.07	290.07
Depreciation for the year	8.79	8.79
Disposals	-	-
<b>As at March 31, 2020</b>	298.86	298.86
<b>Net Book Value</b>		
As at March 31, 2019	107.54	107.54
<b>As at March 31, 2020</b>	98.74	98.74



## Notes to Consolidated Financial Statements for the year ended March 31, 2020

(a) Investment Property comprises of Building which includes Rs.372.23 lakhs (W.D.V. as on March 31, 2020 Rs.78.77 lakhs (March 31, 2019 : Rs. 87.49 lakhs) pursuant to the scheme of amalgamation with Scientific Vacuum Coating Pvt Ltd with the Company.

### (b) Other details of investment properties

Particulars	(₹ in Lakhs)	
	March 31, 2020	March 31, 2019
Rental income	61.89	59.35
Direct operating expenses from property that generated rental income	2.00	2.00
Direct operating expenses from property that did not generated rental income	-	-
Depreciation	8.79	9.77
Fair value of Investment Property *	<u>12,352.43</u>	<u>12,352.43</u>

\* valuations are based on Stamp Duty Ready Reckoner

### 6 Capital Works-In-Progress

(₹ In Lakhs)

Particulars	As at	
	March 31, 2020	March 31, 2019
Capital Work - in - progress	2,851.91	1,369.28
<b>Total</b>	<u>2,851.91</u>	<u>1,369.28</u>

### 7 Investment in associates / joint venture accounted for using the equity method

(₹ in Lakhs)

Particulars	As at	
	March 31, 2020	March 31, 2019
<b>Investment in Limited Liability Partnership Firm (Joint Venture)</b>		
<b>Unquoted Investment</b>		
Claridge Energy LLP (Refer note a)	63.90	63.90
Add: Share of Profit / (loss) of LLP (Refer note b)	(63.90)	(63.90)
<b>Investment in Equity Instruments ( Associate Company)-Fully Paid up</b>		
<b>Unquoted Investment</b>		
2500 Shares (Previous Year : NIL) of Rs. 10 each Fully paid up in Technocap Oriental Private Ltd	0.25	-
Add: Share of Profit / (loss) of Associates	(0.03)	-
<b>Total</b>	<u>0.22</u>	<u>-</u>

#### (a) Details of Investment in LLP

(₹ in Lakhs)

##### Investment in Claridge Energy LLP

##### Name of the Partner and share in Profits (%)

	March 31, 2020	March 31, 2019
Oricon Enterprises Limited	50.00	50.00
Vinod Pareek	25.00	25.00
Rashmi Pareek	25.00	25.00
<b>Total Capital of the Firm (Rs. in Lakhs)</b>	<u>100.00</u>	<u>100.00</u>

(b) In case of Limited Liability Partnership Firm, liability of the partner is limited to the extent of his contribution and the partners are not liable on account of any independent or unauthorized action of the other partners. Accordingly, w.e.f. FY 2016-17, the Company has recognised losses in respect of Limited Liability Partnership Firm Claridge Energy LLP to the extent of his contribution made in the said LLP.

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

### 8 Non-Current Financial Assets - Investments

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Investment in Equity Instruments (fully paid up)</b>		
<b>Investment in Equity Instruments of Other Companies (Unquoted)</b>		
10 shares (previous year 10 shares) of Rs.10/- each fully paid up in Equity Shares of New India Co-operative Bank Ltd.	0.00	0.00
875 shares (previous year 875 shares) of Rs. 100/- each fully paid up in Equity Shares of Madhavpura Mercantile Co-operative Bank Ltd.	0.88	0.88
1,000 shares (previous year 1,000 shares) of Rs.10/- each fully paid up in Equity Shares of Saraswat Co-operative bank.	0.10	0.10
<b>Investment in Equity Instruments of Other Companies - Fair Valued through Other Comprehensive Income</b>		
<b>Investment in Other Companies (Unquoted)</b>		
45,000 shares (previous year 45,000 shares) Aluminium industries Ltd.	4.50	4.50
3,600,000 shares (previous year 3,600,000 shares) Great United Energy Pvt. Ltd.	360.00	360.00
Less: Provision for diminution in value of investment	(360.00)	(360.00)
<b>Investment in Other Companies (Quoted)</b>		
39,287 shares (previous year 39,287 shares) of Rs.10/- each fully paid up in Soma Paper Mills Ltd.	0.00	6.20
5,994,358 shares (previous year 5,994,358 shares) of Rs.10/- each fully paid up in Kopran Ltd.	1,519.57	2,493.65
240 shares (previous year 240 shares) of Rs.10/- each fully paid up in Bayer Crop Science Ltd.	8.30	10.52
13 shares (previous year 13 shares) of Rs.10/- each fully paid up in Indian Dyestuff Industries Ltd.	0.00	0.00
1,213 shares (previous year 1,213 shares) of Rs.10/- each fully paid up in IMP Power Ltd.	0.13	0.50
106,420 shares (previous year 106,420 shares) of Rs.10/- each fully paid up in KJMC Financial Services Limited	8.83	23.52
106,420 shares (previous year 106,420 shares) of Rs.10/- each fully paid up in KJMC Corporate Advisors (I) Limited.	17.88	27.35
946,738 shares (previous year 946,738 shares) of Rs.10/- each fully paid up in Excel Glasses Limited.	8.71	8.71
62 shares (previous year 62 shares) of Rs.10/- each fully paid up in Avenue Supermart Limited.	1.36	0.91
1,200 shares (previous year 1,200 shares) of Rs.10/- each fully paid up in KDL Biotech Limited.	0.00	0.00
5,700 shares (previous year 5,700 shares) in Canara Bank	5.15	16.60
18,410 shares (previous year 18,410 shares) in Punjab National Bank.	5.96	17.58
1,227 shares (previous year 1,227 shares) in Abott Laboratories Ltd.	189.64	89.63
2,30,000 shares (previous year 5,00,000) in GMR Infrastructure	37.38	13.65
26,664 shares (previous year 17548 shares ) in R System International	22.14	67.32

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

### 8 Non-Current Financial Assets - Investments (Continued...) (₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Investment in Mutual Funds (Fair valued through statement of profit and loss) (Unquoted)</b>		
20,00,000 Canara Robeco Fixed Maturity Plan (FMP) Series 8-Direct Growth	231.48	211.84
50,00,000 HDFC FMP 1124 D Sept 2018(1)-Regular Growth	567.43	520.46
50,00,000 Kotak FMP Series 232 (1137 days)-Growth Regular Plan	578.15	529.92
20,00,000 Kotak FMP Series 247 (1308 days)-Growth Regular Plan	234.35	213.81
NIL Units (previous year :20,099.382 Units) Reliance Low Duration Fund -Direct Growth Plan-Growth Option	-	530.70
10,00,000 Tata FMP Series 56 -Scheme D-Regular Plan- Growth	114.81	105.31
NIL units (previous year 30000 Units ) Avendus Absolute Return Fund-Class A2-15 September 2017	-	349.02
<b>Investment in Preference Shares of Other Companies (Unquoted)</b>		
23,90,000 shares (previous year 23,90,000 shares) of Rs.10/- each fully paid up in One Time Leafin Services Limited (14% Preference Shares)	23.90	23.90
1,00,000 shares (previous year 1,00,000 shares) 8.15% L&T Finance Holding Ltd.	1,000.00	1,000.00
1,00,000 shares (previous year 1,00,000 shares) Tata Capital Limited, 7.50 % Preference Shares	1,000.00	1,000.00
25,000 shares (previous year 25,000 shares) Tata Capital Limited, 7.75 % Preference Shares	250.00	250.00
<b>Investments in bonds</b>		
<b>Fair Valued through OCI (Quoted)</b>		
Capital Guarantee Bonds	7,564.76	12,761.81
<b>Investment in Tax Free Bonds (Amortised Cost )(Quoted)</b>		
3,012 units ( previous year 3,012 units) Housing & Urban Development Corporation Ltd.	30.77	30.77
1,176 units (previous year 1,176 units) Units of Indian Railway Fin. Corporation Ltd.	12.16	12.16
1,002 units (previous year 1,002 units) National Bank of Agriculture & Rural Development.	10.04	10.03
1,542 units (previous year 1,542 units) National Highway Authority of India.	15.99	15.99
<b>(F) Investment in Debentures (Amortised Cost)(Quoted)</b>		
30 HDB Financial Services Ltd	327.28	302.06
20 Embassy REIT NCD	219.32	-
<b>Total</b>	<b>14,010.94</b>	<b>20,649.40</b>
<b>Aggregate Value of Quoted Investment</b>	<b>10,005.35</b>	<b>15,908.96</b>
<b>Aggregate Value of Unquoted Investment</b>	<b>4,365.59</b>	<b>5,100.44</b>
<b>Provision for impairment</b>	<b>(360.00)</b>	<b>(360.00)</b>

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

### 9 Non-Current Financial Assets - Loans & Advances

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Security Deposits</b>		
Unsecured, considered good		
To Related Parties (Refer Note 49 & 52)	69.61	69.61
To Others	1,529.76	2,060.58
<b>Loans and advances to related parties (Refer Note 49 &amp; 52)</b>		
Unsecured, considered good	488.00	2,099.00
<b>Intercorporate loans</b>		
Unsecured, considered good	889.21	883.92
<b>Other loans and advances</b>		
Unsecured, considered good		
Loans to employees	109.18	119.41
<b>Total</b>	<b>3,085.76</b>	<b>5,232.52</b>

### 10 Non current - Financial Assets - Bank Balances

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Margin money deposit with original maturity of more than 12 months	33.73	257.18
<b>Total</b>	<b>33.73</b>	<b>257.18</b>

### 11 Non current Financial Assets - Other Financial Assets

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Security Deposits</b>		
Unsecured, considered good	80.52	120.82
<b>Total</b>	<b>80.52</b>	<b>120.82</b>

### 12 Others Non-Current Assets

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Capital Advances</b>		
Unsecured, considered good	267.93	274.18
<b>Advance other than capital advances</b>		
<b>Other advances</b>		
Unsecured, considered good		
Prepaid Expenses	9.29	1.81
Balance with Excise/Service Tax /GST Authorities	13.28	12.87
Prepaid Rent	391.27	177.19
Deferred Lease Payment	643.99	611.41
<b>Total</b>	<b>1,325.76</b>	<b>1,077.46</b>

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

### 13 Inventories

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
(As taken, valued and certified by the Management)		
(Valued at cost or net realisable value, whichever is lower)		
Raw Material	2,641.15	2,479.01
Work-in-progress	772.99	729.48
Finished goods	3,895.96	2,418.39
Goods in Transit	894.47	732.45
Stores and Spares and Consumables	1,415.07	1,290.30
Stock in trade - Shares	1,026.61	1,030.90
Stock in trade - Others (Traded Goods)	7.08	7.08
Fuel	12.47	6.06
Stock in Trade-Real Estate	2,430.81	10,893.10
<b>Total</b>	<b>13,096.61</b>	<b>19,586.77</b>

### 14 Current Financial Assets - Investments

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Investment in Mutual Funds (Fair valued through statement of profit and loss) (Unquoted)</b>		
NIL units (PY 12,36,732.92 units) Canara Robeco Savings Plus Fund-Regular Growth -FR-GP.	-	361.52
103 units (PY 6,684 units) Canara Robeco Savind Plus Fund Regular Growth.	2.45	150.58
NIL units (PY 82,31,795 .87 units)ICICI Prudential Ultra Short Term Plan -Growth.	-	1,572.30
NIL (PY 80,747 units) Canara Robeco Medium Term Opp.Fund Reg.Gr- MO- GP.	-	12.00
<b>Investment in Equity Funds (Fair Value Through OCI) Unquoted</b>		
5,00,000 unit ( PY 5,00,000 unit) Sundram Alternative Opp Fund	297.44	323.97
<b>Investments in bonds (Fair Valued through OCI) (Quoted)</b>		
Bonds and Similar Products	4,447.60	9,339.51
<b>Investment in Commercial Papers (Unquoted- Amortised Cost)</b>		
100 IIFL Wealth Finance Limited	-	497.72
<b>Total</b>	<b>4,747.49</b>	<b>12,257.59</b>
Market Value of Quoted Investments	4,447.60	9,339.51
Aggregate Value of Unquoted Investments	299.89	2,918.08

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

### 15 Current Financial Assets - Trade Receivables

(₹ in Lakhs)

Particulars	As at	As at
	March 31, 2020	March 31, 2019
a) Trade receivables considered good - Secured *	1,258.82	337.81
b) Trade receivables considered good - Unsecured	17,046.23	28,720.06
c) Trade Receivables which have significant increase in Credit Risk	-	-
d) Trade Receivables - credit impaired	339.68	411.47
<b>Total</b>	<b>18,644.73</b>	<b>29,469.34</b>
Less: Allowance for bad and doubtful debts including expected credit loss (Refer note 61(D))	(339.68)	(411.47)
<b>Total</b>	<b>18,305.05</b>	<b>29,057.87</b>

\*Trade receivables are secured against letter of credit.

- a The amount includes trade receivables due from Essar Power Gujarat Ltd (EPGL) of Rs.1,554.38 lakhs outstanding for more than two years as on the reporting date. However based on discussions with the customer and balance confirmation received from party, the management believes that no provision for doubtful debts is required to be made against this receivable as the full amount is expected to be received.
- b Trade receivables of sub-subsidiary USL Shipping DMCEST (Subsidiary of United Shippers Ltd (Subsidiary Company) , includes receivable of Rs.896.87 lakhs from a customer since more than 3 years as on the reporting date. There is no subsequent recovery against this receivable till the date of consolidated financial statements. However, management believes that this amount will be received in full and does not require any provision.

### 16 Current Financial Assets - Cash & cash equivalents

(₹ in Lakhs)

Particulars	As at	As at
	March 31, 2020	March 31, 2019
Balance with banks - Current account	2,348.52	3,226.80
Cash on hands	17.97	15.50
Margin Money deposit with original maturity less than 3 months	3,501.85	-
<b>Total</b>	<b>5,868.34</b>	<b>3,242.30</b>

### 17 Current Financial Assets - Other Bank Balances

(₹ in Lakhs)

Particulars	As at	As at
	March 31, 2020	March 31, 2019
Balance with bank - Unpaid dividend account	33.32	16.52
Margin money deposit with maturity of less than 12 months (Refer note (i))	2,463.27	195.33
<b>Total</b>	<b>2,496.59</b>	<b>211.85</b>

- (i) Fixed deposits have been pledged with the banks as a margin money for guarantees and letters of credit issued by the bank on behalf of the Company.

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

### 18 Current Financial Assets - Loans

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Security Deposits</b>		
Unsecured, considered good	425.91	468.49
<b>Loans to related parties (Refer note 49 &amp; 52)</b>		
Unsecured, considered good	926.50	357.83
Unsecured, considered doubtful	428.27	87.29
	<u>1,354.77</u>	<u>445.12</u>
Less: Provision for Doubtful Loan	(428.27)	(87.29)
	<u>926.50</u>	<u>357.83</u>
<b>Intercorporate Loans</b>		
Unsecured, considered good	597.08	765.56
<b>Others</b>		
Unsecured, considered good		
Advances recoverable in cash or in kind	204.98	262.50
Loans to employees	33.96	27.99
	<u>2,188.43</u>	<u>1,882.37</u>

### 19 Current Financial Assets -Other Assets

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Advances other than capital advances</b>		
<b>Security Deposits</b>		
(i) Secured, considered good;	-	-
Unsecured, considered good	49.66	5.79
(iii) Doubtful	-	-
<b>Others</b>		
Advances recoverable in cash or in kind	307.38	294.30
Rent Receivable	301.68	328.01
Compensation receivable towards relinquishing the tenancy rights	230.00	230.00
	<u>888.72</u>	<u>858.10</u>

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

### 20 Current Tax Assets (Net)

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Current Tax Assets (Net of Advance Tax)	48.16	29.55
<b>Total</b>	<b>48.16</b>	<b>29.55</b>

### 21 Other Current Assets

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Advance to suppliers	947.92	1,093.21
Pre-paid expenses	217.56	210.24
Export Incentive Receivable	55.37	313.69
Balance with Tax authorities	1,532.69	1,155.21
MVAT receivable	171.03	194.10
Deferred Lease Payment	9.08	8.43
Prepaid Rent	82.53	-
CENVAT Receivable	261.92	298.21
Employee benefit plan assets -Leave Encashment	227.86	199.93
Employee benefit plan assets -Gratuity (Refer Note No. 46)	33.50	40.78
<b>Total</b>	<b>3,539.46</b>	<b>3,513.80</b>

### 22 (A) Equity Share Capital

#### Authorized

(i) Equity Shares of Rs.2 each

(₹ in Lakhs)

	No of Shares	Amount
<b>As at April 1, 2018</b>	<b>17,45,00,000</b>	<b>3,490.00</b>
Increase during the year	56,75,00,000	11,350.00
<b>As at March 31, 2019</b>	<b>74,20,00,000</b>	<b>14,840.00</b>
Increase during the year	-	-
<b>As at March 31, 2020</b>	<b>74,20,00,000</b>	<b>14,840.00</b>

(a) on account of amalgamation of Oriental Containers Limited, Shinrai Auto Services Limited and Oricon Properties Private Limited.

(ii) 11% redeemable cumulative preference shares of INR 100 each

(₹ in Lakhs)

	No of Shares	Amount
<b>As at April 1, 2018</b>	<b>10,000</b>	<b>10.00</b>
Increase during the year	-	-
<b>As at March 31, 2019</b>	<b>10,000</b>	<b>10.00</b>
Increase during the year	-	-
<b>As at March 31, 2020</b>	<b>10,000</b>	<b>10.00</b>



## Notes to Consolidated Financial Statements for the year ended March 31, 2020

### Issued

#### (i) Equity Share Capital of Rs.2 each

(₹ in Lakhs)

	No of shares	Equity Share Capital par value
<b>As at April 1, 2018</b>	<b>15,71,10,360</b>	<b>3,142.21</b>
Add: Shares issued during the year	-	-
Add: Bonus shares issued during the year	-	-
Less: Share bought back during the year	-	-
<b>As at March 31, 2019</b>	<b>15,71,10,360</b>	<b>3,142.21</b>
Add: Shares issued during the year	-	-
Add: Bonus shares issued during the year	-	-
Less: Share bought back during the year	-	-
<b>As at March 31, 2020</b>	<b>15,71,10,360</b>	<b>3,142.21</b>

### Subscribed and Paid up Shares

#### (i) Equity Share Capital of Rs.2 each

(₹ in Lakhs)

	No of shares	Equity Share Capital par value
<b>As at April 1, 2018</b>	<b>15,70,47,715</b>	<b>3,140.95</b>
Add: Shares issued during the year	-	-
Add: Bonus shares issued during the year	-	-
<b>As at March 31, 2019</b>	<b>15,70,47,715</b>	<b>3,140.95</b>
Add: Shares issued during the year	-	-
Add: Bonus shares issued during the year	-	-
Less: Share bought back during the year	-	-
<b>As at March 31, 2020</b>	<b>15,70,47,715</b>	<b>3,140.95</b>

#### (ii) Forfeited Equity Share Capital of Rs.2 each

(₹ in Lakhs)

	No of shares	Equity Share Capital par value
<b>As at April 1, 2018</b>	<b>62,645</b>	<b>0.54</b>
Add: Shares issued during the year	-	-
Add: Bonus shares issued during the year	-	-
<b>As at March 31, 2019</b>	<b>62,645</b>	<b>0.54</b>
Add: Shares issued during the year	-	-
Add: Bonus shares issued during the year	-	-
<b>As at March 31, 2020</b>	<b>62,645</b>	<b>0.54</b>

\* Share Forfeited Account represents 62,645 Partly paid Equity Shares of Rs.2/- each forfeited by the Company during the year 2003-04.

#### (a) The reconciliation of the number of shares outstanding as at March 31, 2020 is set out below:

Particulars	Number of Shares as at March 31, 2020	Number of Shares as at March 31, 2019	Number of Shares as at April 1, 2018
Number of shares at the beginning	15,70,47,715	15,70,47,715	15,70,47,715
Add: Shares issued during the year	-	-	-
<b>Number of shares at the end</b>	<b>15,70,47,715</b>	<b>15,70,47,715</b>	<b>15,70,47,715</b>

**Notes to Consolidated Financial Statements for the year ended March 31, 2020**
**(b) Term / Right attached to equity share**

The Company has only one class of equity shares having a par value of Rs.2/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

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

**(c) Share held by holding/ultimate holding company and/or their subsidiary/associates**

None of the shares of the Company are held by the Subsidiaries, Associates or Joint Ventures of the Company

**(d) Aggregate number of bonus shares issued, share issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:**

	March 31, 2019 No. of Shares	March 31, 2018 No. of Shares	March 31, 2017 No. of Shares	March 31, 2016 No. of Shares	March 31, 2015 No. of Shares
Equity Share issued as Fully paid-up of Face Value Rs.2/- each pursuant to conversion of Compulsory Convertible Preference Share	-	-	-	-	5,45,00,000

**(e) Shareholders holding more than 5 percent of Equity Shares**

Name of Shareholder	As at March 31, 2020	As at March 31, 2019
	No. of share held	No. of share held
Rajendra Somani	3,31,91,510	3,31,91,510
% of Holding	21.13	21.13
Susheel Somani	1,65,02,502	1,65,02,502
% of Holding	10.51	10.51
NAF India Holdings Ltd	91,68,525	91,68,525
% of Holding	5.84	5.84

As per records of Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

**(f) Shares reserved for issue under options**

None of the shares are reserved for issue under options.

**Notes to Consolidated Financial Statements for the year ended March 31, 2020**
**23 Other Equity**

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Capital Reserve	30,107.13	30,107.13
Capital Reserve on Amalgamation	(27,861.50)	(27,861.50)
Securities premium account	14,514.73	14,514.73
Capital Redemption Reserve	83.79	83.79
Amalgamation Reserve	131.10	131.10
General Reserve	9,941.68	9,941.68
Revaluation Reserve	19,854.38	19,854.38
Retained Earnings	33,984.19	33,851.47
Equity Instruments through Other Comprehensive Income	(1,356.07)	(499.60)
Debt and Other Instruments through Other Comprehensive Income	(1,054.55)	-
Investment Allowance Reserve	866.00	866.00
Foreign Currency Translation Reserve through Other Comprehensive Income	2,953.14	2,331.95
Capital Reserve on Consolidation (Refer note 60)	1,285.51	1,285.51
<b>Total</b>	<b>83,449.51</b>	<b>84,606.62</b>

**i) Capital Reserve**

(₹ in Lakhs)

	Amount
<b>As at April 1, 2018</b>	<b>29,824.93</b>
Increase during the year	282.20
<b>As at March 31, 2019</b>	<b>30,107.13</b>
Increase during the year	-
<b>As at March 31, 2020</b>	<b>30,107.13</b>

Prior to amalgamation of Oricon Properties Pvt Ltd (i.e) OPPL with the Oricon Enterprises Limited, OPPL had revalued the land at Worli (which was partly tenanted) for Rs. 290 crores by considering only the free sale area which would be available to OPPL after redevelopment. The area which was to go to existing tenants was not valued as they have to be given specified constructed area free of cost. One of the tenant was Oricon Enterprises Limited. Pursuant to the scheme of amalgamation of OPPL with Oricon Enterprises Limited, the tenancy right of Oricon Enterprises Limited has been upgraded to ownership right. Consequently, the original cost to OPPL in respect of the proportionate tenanted area amounting to Rs. 18.42 lacs has been reinstated in the books of account against which Oricon Enterprises Limited is entitled to receive constructed area of 3893.94 sq. mtr in terms of JDA.

**ii) Equity Instruments through Other Comprehensive Income**

(₹ in Lakhs)

	As at March 31, 2020	As at March 31, 2019
<b>Opening Balance</b>	<b>(499.60)</b>	431.96
Regrouped to Debt and other instruments through OCI	108.04	
Other Comprehensive Income (net of tax)	(964.51)	(931.56)
<b>Closing Balance</b>	<b>(1,356.07)</b>	<b>(499.60)</b>

**iii) Debts and other Instruments through Other Comprehensive Income**

(₹ in Lakhs)

	As at March 31, 2020	As at March 31, 2019
<b>Opening Balance</b>	-	-
Regrouped From Equity Instrument through OCI	(108.04)	
Other Comprehensive Income (net of tax)	(946.50)	-
<b>Closing Balance</b>	<b>(1,054.55)</b>	-

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

iv) Retained Earnings	(₹ in Lakhs)	
	As at March 31, 2020	As at March 31, 2019
<b>Opening Balance</b>	<b>33,851.47</b>	31,164.01
<b>Add :</b>		
Profit for the year	2,255.66	3,630.47
Other Comprehensive Income	136.43	3.79
Ind AS 116 transition adjustment (net of tax)	(72.77)	-
<b>Transactions with Owners in capacity as Owners</b>		
Dividend Paid*	(2,041.62)	(785.24)
Tax on Dividend Paid	(144.98)	(161.57)
	<u><u>33,984.19</u></u>	<u><u>33,851.47</u></u>

\* During the year ended March 31, 2019, the Board of Directors, at its meeting held on May 25, 2019, had proposed a final dividend of 25% (Re. 0.50 per equity share of par value of Rs.2 each) for the year ended March 31, 2019. Accordingly, the total dividend declared and paid for the year ended March 31, 2019 amounted to Rs.785.24 lakhs excluding dividend distribution tax.

\* During the year ended March 31, 2020, the Board of Directors, at its meeting held on March 11, 2020, had declared an interim dividend of 40% (Re. 0.80 per equity share of par value of Rs.2 each) for the year ended March 31, 2020. Accordingly, the total dividend declared and paid for the year ended March 31, 2020 amounted to Rs.1256.38 lakhs excluding dividend distribution tax.

(v) Foreign Currency Translation Reserve through Other Comprehensive Income	(₹ in Lakhs)
	Amount
<b>As at April 1, 2018</b>	<b>1,873.49</b>
Increase / Decrease during the year	458.46
<b>As at March 31, 2019</b>	<b>2,331.95</b>
Increase / Decrease during the year	621.19
<b>As at March 31, 2020</b>	<u><u>2,953.14</u></u>

## 24 Non-Current Financial Liabilities - Borrowings

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Term loans</b>		
ECB Loan (Secured) (Refer Note (g))	-	127.07
Term Loan from Others (Unsecured) (Refer Note (a))	1,021.19	1,316.82
Term Loan from NBFC (Unsecured) (Refer note (b))	-	10,714.29
<b>Vehicle Loans</b>		
Vehicle loan from banks (Secured) (Refer Note (c) )	12.65	33.07
Vehicle loan from others (Secured) (Refer Note (d) )	3.43	4.30
<b>Loans from related parties (Unsecured)</b>		
Loans from Directors (Refer Note (e) )	1,392.10	-
Others (Refer Note (f) )	832.60	-
<b>Other Loans and advances</b>		
Others (unsecured)	0.02	0.02
Foreign currency buyers credit (secured) (Refer Note (h))	3,708.73	-
<b>Total</b>	<u><u>6,970.71</u></u>	<u><u>12,195.57</u></u>

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

### Indian rupee loan from banks (Unsecured)

- a) Indian Rupee Loan from NBFC (Secured) includes Term Loan amounting to Rs. 1021.19 Lakhs taken from NBFC and carried interest @ MCLR + .85% .The tenor of the loan was 79 months and fully repayable by March 2025 . Further, the loan was secured against equitable mortgage over Property located at Apte Industrial Estate , 1st Floor , Dr E Moses Road, Worli, Mumbai-400018 .
- b) " The Company has taken loan of Rs. 300 Crores for development of residential project and general corporate purpose from Indiabulls Housing Finance Ltd (IHFL). The said loan will be secured by way of first ranking & exclusive charge by way of hypothecation on 100 % of the receivables arising from the development of the Company's land situated at Worli, Mumbai-400018.

The tenure of the loan is 60 month from the date of disbursement of the said loan. The principal amount is repayable in 14 quarterly installments of Rs. 2,142.86 lakhs starting from March 2018 to May 2021. The said loan carries interest @ IHFL LFRR - 375 basis point (Current applicable rate of interest is 15.2% p.a) and payable quarterly by Indiabulls Infraestate Ltd. in terms of arrangement entered into with them. The Said loan was fully repaid during current year."

- c) Vehicle loan taken from bank carries interest @ 10.25% and is payable in 60 equal monthly instalments. This loan is secured against the vehicle.
- d) Vehicle loan taken from others carries interest @ 9.60% and is payable in 36 equal monthly instalments. This loan is secured against the vehicle.
- e) Loan taken from Directors are interest free and have a tenor of 24 months.
- f) Loan taken from others carries interest @ 9% p.a and tenor of the loan is 24 months.
- g) ECB Loan (Secured)

ECB Loan from State Bank of India are secured against Exclusive charge over two barges of the company and Floating Crane Pontoon - "Unipride", assignment of insurance policy of barges and floating crane hypothecated, and lien on fixed deposit of 190.59 lakhs. Interest Rate during the year were average 7%. The said loan was fully repaid during the current year.

- h) Foreign currency buyers credit availed from banks is secured by hypothecation of inventory and trade receivables (present and future) and also has first pari-passu charge on movable and immovable property located at Murbad , Goa and Khurda plant of the Company. The facility carries interest rate in a range of 6 months Euribor plus 150 to 200 basis points and 6 months Libor plus 150 to 250 basis point and duration of the buyers credit is for 180 days to 365 days and is available for rollover for further maximum 3 years from the date of first borrowing.

### 25 Non-Current Financial Liabilities - Other Liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Security Deposit (Refer Note (i) and (ii))	87.97	1,628.13
Deffered Loan Liability	102.72	-
Lease Liability	685.33	-
<b>Total</b>	<b>876.02</b>	<b>1,628.13</b>

- (i) During the year ended March 31, 2017 , the company had received interest free adjustable security deposit of Rs. 1000.50 lakhs from Indiabulls Infraestate Limited which shall be adjusted only against Company 's realisation as set out in JDA. The Same has been adjusted against the trade receivable of the Indiabulls Infraestate Limited during the year ended March 31, 2020.
- (ii) During the year ended March 31, 2019 , the company had received interest free adjustable security deposit of Rs. 500 lakhs from Indiabulls Infraestate Limited against non binding term sheet for joint development of company's land measuring about 3512 sq. meter situated at Dr. E. Moses Road , Worli, Mumbai. The same have been forfeited on account of non fulfilment of terms and conditions of non binding term sheet with in the prescribed time as stipulated in the non binding term sheet.

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

26 Provisions -Non Current		(₹ in Lakhs)	
Particulars	As at March 31, 2020	As at March 31, 2019	
<b>Provisions for Employee Benefits</b>			
Provision for Gratuity (Refer Note 46)	1,182.09	1,218.93	
Provision for Leave Wages	341.72	289.85	
<b>Total</b>	<b>1,523.81</b>	<b>1,508.78</b>	
<b>27 Non-Current Liabilities - Other</b>		(₹ in Lakhs)	
Particulars	As at March 31, 2020	As at March 31, 2019	
Deferred Rent	-	7.43	
<b>Total</b>	<b>-</b>	<b>7.43</b>	
<b>28 Income Tax</b>			
<b>a Income Tax Expense</b>		(₹ in Lakhs)	
Particulars	March 31, 2020	March 31, 2019	
<u>Current Tax</u>			
Current Tax expense	1,459.00	1,240.00	
Current tax for earlier year	133.71	(81.99)	
<u>Deferred Tax</u>			
Decrease (increase) in Deferred tax assets	(1,737.57)	(248.77)	
<b>Total Deferred Tax Expense</b>	<b>(1,737.57)</b>	<b>(248.77)</b>	
<b>Total Income Tax Expenses</b>	<b>(144.87)</b>	<b>909.24</b>	
<b>b Reconciliation of tax expense and accounting profit multiplied by India's tax rate</b>		(₹ in Lakhs)	
Particulars	March 31, 2020	March 31, 2019	
Profit before tax	2,414.60	4,942.70	
Statutory Tax rate	25.17%	29.12%	
Tax at the Indian Statutory tax rate	607.71	1,439.31	
<u>Tax Adjustments</u>			
Dividend Received & Interest on tax free bonds	-	(86.47)	
Income from Investment Property - Standard Deduction	(4.56)	(5.05)	
Interest on Income Tax	13.55	18.77	
Section 14A disallowances	0.25	0.29	
Provision for Doubtful Loans	85.82	-	
Tax difference on capital gain	-	(1.25)	
Deduction under 80 G & 35AC	-	0.76	
Deferred Tax Adjustment of Subsidiary Company	(148.11)	-	
Amortisation of Lease Hold Land	-	1.78	
Service Tax Liability Written Back	-	(3.69)	
Conversion of Stock into Trade	(102.01)	(231.59)	
Loss on Sale of Investment	-	1.51	
Change in Income Tax Rates on Opening Balance	(736.31)	-	
Income Tax at Lower Rates	(60.64)	-	
Society Maintenance Charges	-	0.44	
Donation and 145A	-	2.48	
MSMED Interest	-	5.78	
Excess Provision of Income Tax	-	5.64	
Tax Payable on Eliminated Income	412.80	-	
Rate Difference and Others (deferred Tax)	(60.64)	-	
Income tax pertaining to earlier year	133.71	(81.99)	
Rate Difference	-	88.51	
Others	(91.92)	4.15	
Income Not Taxable	(45.81)	(146.44)	
Expenses Disallowed	-	16.05	
Tax effect of Foreign Subsidiaries Income	(148.69)	(119.73)	
<b>Income tax expense</b>	<b>(144.86)</b>	<b>909.24</b>	

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

c Deferred Tax liabilities (net)		(₹ in Lakhs)	
Particulars	As at March 31, 2020	As at March 31, 2019	
<b>Deferred Income tax Liabilities</b>			
Timing Difference on account of Property, Plant and Equipment	2,521.06	4,199.49	
Investment Measured at Fair Value	56.95	239.21	
Fair Value of Investment-OCI	14.28	-	
Dry Dock	-	50.68	
Processing Fees	-	10.77	
Fair Valuation of Land	1,691.03	1,691.03	
<b>Total deferred Income tax liabilities</b>	<b>4,283.32</b>	<b>6,191.18</b>	
<b>Deferred Income tax assets</b>			
Provision for gratuity	(288.50)	(421.74)	
Provision for compensated absences	(96.62)	(126.18)	
Provision for doubtful debts	(85.49)	(143.78)	
Deferred Tax on IndAS Impacts	(4.44)	(10.80)	
Provision for bonus	(48.71)	(18.49)	
Ind As 116	(8.86)	-	
On expenses pertaining to Amalgamation to claimed under Sec. 35DD of Income Tax Act	(53.83)	(76.88)	
<b>Total deferred Income tax assets</b>	<b>(586.45)</b>	<b>(797.87)</b>	
<b>Deferred Tax Liability (Net)</b>	<b>3,696.87</b>	<b>5,393.31</b>	

## d Movement in Deferred Tax asset (₹. in Lakhs)

Movement in deferred tax asset	Provision for gratuity	Provision for compensated absences	Provision for doubtful debts	Deferred Tax on IndAS Impacts	Provision for bonus	Ind As 116	On expenses pertaining to Amalgamation to claimed under Sec. 35DD of Income Tax Act
<b>As at April 1, 2018</b>	<b>389.95</b>	<b>106.09</b>	<b>163.70</b>	<b>1.03</b>	<b>18.49</b>	<b>-</b>	<b>62.31</b>
<u>Charged / (Credited)</u>							
- To profit or loss	45.62	20.09	(19.92)	9.77	-	-	14.57
- To Other comprehensive income	(13.83)	-	-	-	-	-	-
<b>As at March 31, 2019</b>	<b>421.74</b>	<b>126.18</b>	<b>143.78</b>	<b>10.80</b>	<b>18.49</b>	<b>-</b>	<b>76.88</b>
<u>Charged / (Credited)</u>							
- To profit or loss	(87.67)	(29.56)	(58.29)	(6.36)	30.22	7.48	(23.05)
- To Adjusted against opening Balance	-	-	-	-	-	1.38	-
- To Other comprehensive income	(45.57)	-	-	-	-	-	-
<b>As at March 31, 2020</b>	<b>288.50</b>	<b>96.62</b>	<b>85.49</b>	<b>4.44</b>	<b>48.71</b>	<b>8.86</b>	<b>53.83</b>

## e Movement in Deferred Tax liability (₹ in Lakhs)

Movement in deferred tax assets	Property Plant & Equipment	Investment Measured at Fair Value	Processing Fees	Fair Valuation of Land	Dry Dock	Fair Value of Investment-OCI
<b>As at April 1, 2018</b>	<b>4,432.31</b>	<b>165.24</b>	<b>22.29</b>	<b>1,691.03</b>	<b>-</b>	<b>-</b>
<u>Charged / (Credited)</u>						
- To profit or loss	(291.93)	73.97	(11.52)	-	50.68	-
- To Adjusted against opening Balance	59.11	-	-	-	-	-
- To Other comprehensive income	-	-	-	-	-	-
<b>As at March 31, 2019</b>	<b>4,199.49</b>	<b>239.21</b>	<b>10.77</b>	<b>1,691.03</b>	<b>50.68</b>	<b>-</b>
<u>Charged / (Credited)</u>						
- To profit or loss	(1,678.43)	(182.26)	(10.77)	-	(50.68)	14.28
- To Adjusted against opening Balance	-	-	-	-	-	-
- To Other comprehensive income	-	-	-	-	-	-
<b>As at March 31, 2020</b>	<b>2,521.06</b>	<b>56.95</b>	<b>-</b>	<b>1,691.03</b>	<b>-</b>	<b>14.28</b>

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

29 Current Financial Liabilities - Borrowings		(₹ in Lakhs)	
Particulars	As at March 31, 2020	As at March 31, 2019	
<b>Loans repayable on demand (Secured)</b>			
Cash credit facility from Banks (Refer note (i) )	6,106.01	3,926.33	
Working capital demand loan from Banks (Refer note (i))	1,000.00	1,000.00	
Packing Credit (Refer note (ii) )	1,156.73	1,618.06	
Foreign currency buyers credit (Refer note (iii) )	3,785.20	3,896.54	
Foreign Currency Term Loan form Bank (Refer note (iv))	-	1,158.66	
Term Loan from NBFC (Unsecured) (Refer note (b) of Note 24)	-	8,571.43	
Short Term Borrowings (Refer note (v))	7,338.16	13,425.23	
	<u>19,386.10</u>	<u>33,596.25</u>	
<b>Loans from related parties (Unsecured)</b>			
Loans from Directors (refer note (e ) of Note 24)	-	1,628.09	
	-	1,628.09	
<b>Total</b>	<u>19,386.10</u>	<u>35,224.34</u>	

### Loans repayable on demand (Secured)

- i) Cash Credit Facility and Working Capital Demand Loan are availed from various banks which is secured by first pari-passu charge on inventories and trade receivables (present and future) and also has first pari-passu charge on movable and immovable property of the Company located at Murbad , Goa , Khopoli and Khurda plants. The facility carries interest rate at MCLR +0.35% to 2% and is repayable on demand.
- ii) Packing credit facility is availed from bank which is secured by first pari-passu charge on inventories and trade receivables (present and future) and also has first pari-passu charge on movable and immovable property of the Company located at Murbad and Goa plants. The facility carries interest rate at base MCLR +2% minus 3 % under Interest Equalisation Scheme\* and is repayable on demand.

\*Government of India (Ministry of Commerce & Industry, DGFT) has approved the interest equalisation scheme for pre and post shipment on rupee export packing credit with effect from 1 April 2015 for five years. The Company has availed the benefit under the said scheme and benefit received of Rs. 30.26 Lakhs (Previous Year 34.18 Lakhs) under the said scheme has been credited to Interest expenses.

- iii) Foreign currency buyers credit availed from various banks is secured by first pari-passu charge on inventory and trade receivables (present and future) and also has first pari-passu charge on movable and immovable property of the Company located at Murbad Goa and Khurda plants. The facility carries interest rate in a range of 6 months Libor plus 150 to 250 basis points and 6 Months Euribor plus 150 to 250 basis point and duration of these buyers credit ranges from 60 days to 180 days.
- iv) Foreign Currency Term Loan availed from bank is secured by first pari-passu charge on fixed assets located at Murbad Plant (present and future) in the month of Sept 2018. The facility carries interest rate at 2.50% p.a on outstanding EURO amount and is repayable on demand. The tenure of the loan is 18 month from the date of disbursement of the said loan. The principal amount is repayable in 5 quarterly equal installments starting from September 2018 to December 2019 and interest is payable monthly. The Said loan was fully repaid during the year.
- v) In case of United Shippers Limited, these term loans are secured by investments in bonds and mutual funds held with banks. These term loans are expected to be repaid within 12 months from the dates these loans are withdrawn and bear interest ranging from 1.04% to 3.25% per annum.

30 Current Financial Liabilities - Trade Payables		(₹ in Lakhs)	
Particulars	As at March 31, 2020	As at March 31, 2019	
<b>Trade Payables</b>			
a) Total outstanding dues of Micro and small enterprises (Refer Note 47)	314.69	221.01	
b) Total outstanding dues of trade payable other than Micro and small enterprises	9,692.71	8,677.52	
<b>Total</b>	<u>10,007.40</u>	<u>8,898.53</u>	



## Notes to Consolidated Financial Statements for the year ended March 31, 2020

<b>31 Current Financial Liabilities - Other Liabilities</b>		(₹ in Lakhs)	
<b>Particulars</b>	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>	
a) Current maturities of long-term debts	306.70	1,711.11	
<b>b) Interest accrued</b>			
(i) Interest accrued but not due on borrowings	40.81	29.78	
(ii) Interest payable to micro, small and medium enterprises	27.27	37.13	
c) Unpaid dividends	33.36	19.40	
d) Liability payable towards relinquishing the tenancy rights of the premises	-	19.00	
e) Others	5.07	5.06	
f) Liability for expenses	1,631.42	1,572.42	
g) Sundry Creditors for capital Asset	1,097.56	4,092.87	
h) Credit balances in trade receivables	123.92	303.60	
i) Other Payable	357.84	355.63	
j) Security Deposits	-	361.25	
k) Deffered Loan Liability	111.61	-	
l) lease liability	405.65	-	
<b>Total</b>	<b>4,141.21</b>	<b>8,507.25</b>	
<b>32 Other Current Liabilities</b>		(₹ in Lakhs)	
<b>Particulars</b>	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>	
a) Revenue received in advance	1.09	1.09	
b) Statutory dues payable	257.04	565.97	
c) Others	0.04	0.04	
<b>Total</b>	<b>258.17</b>	<b>567.10</b>	
<b>33 Provisions-Current</b>		(₹ in Lakhs)	
<b>Particulars</b>	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>	
Provision For Gratuity (Refer note 46)	81.97	81.94	
Provision For Leave Wages	21.57	71.24	
<b>Total</b>	<b>103.54</b>	<b>153.18</b>	
<b>34 Current Tax Liabilities (Net)</b>		(Rs. in Lakhs)	
<b>Particulars</b>	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>	
Provision for current tax (net of Advance Tax)	636.93	603.14	
<b>Total</b>	<b>636.93</b>	<b>603.14</b>	

**Notes to Consolidated Financial Statements for the year ended March 31, 2020**
**35 Revenue from operations**

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Sale of Products</b>		
Finished Products	45,609.14	40,654.13
Real Estate Income (refer note 74)	10,280.00	20,770.00
Traded Goods	784.24	971.47
<b>Total A</b>	<b>56,673.38</b>	<b>62,395.60</b>
Sale of Services	34,711.79	48,780.27
<b>Total B</b>	<b>34,711.79</b>	<b>48,780.27</b>
<b>Other operating revenues</b>		
Scrap sales	518.82	517.83
Export Incentives	250.91	230.13
<b>Total C</b>	<b>769.73</b>	<b>747.96</b>
<b>Total (A+B+C)</b>	<b>92,154.90</b>	<b>1,11,923.83</b>
<b>Details of Products Sold</b>		
<b>Finished Goods sold</b>		
Petrochemicals Products	4,399.47	3,428.98
Liquid Colorants	37.54	88.00
Closures	36,047.80	34,562.69
Preform Sales	1,553.74	-
Collapsible Tubes	1,366.72	891.91
Real Estate Income	10,280.00	20,770.00
Others	2,203.88	1,682.55
	<b>55,889.14</b>	<b>61,424.13</b>
<b>Trading Goods Sold</b>		
Others	784.24	971.47
	<b>784.24</b>	<b>971.47</b>
	<b>56,673.38</b>	<b>62,395.60</b>
<b>Revenue from Contract with Customers</b>		
Technical Testing & Analysis Service	342.97	-
Leasing / Rental Services ( Export )	15.87	-
Freight	10,631.04	16,969.60
Goods Transport Service-Road	1,860.76	6,398.07
Leasing / Rental Services ( Barges )	35.46	29.10
Leasing / Rental Services ( Shore Equipments )	137.08	286.18
Maintenance & Repair Services	-	20.00
Support Services to other Mining	18.00	52.46
Water Transport Service	18,879.44	22,602.97
Water Transport Service - Srilanka Division	2,791.18	2,421.89
	<b>34,711.79</b>	<b>48,780.27</b>

**Reconciliation with Contract Price**

In case of Subsidiary United Shippers Limited

(₹ in Lakhs)

Particulars	For the Yer ended March 31, 2020	For the Yer ended March 31, 2019
Contract Price	35,964.14	50,414.31
Less: Demurrage Charges	1,252.35	1,634.04
<b>Revenue Recognised</b>	<b>34,711.79</b>	<b>48,780.27</b>

**Information about major customers:**

Revenue from one major customers under "Real Estate" segment is Rs. 10,780.00 Lakhs (includes Rs. 500.00 Lakhs shown under exceptional items) (March 31,2019 : 20,770.00 Lakhs) which is more than 10% of the company's total revenues during the year ended March 31,2020.

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

		(₹ in Lakhs)	
36 Other Income		For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Particulars</b>			
Rent Received		844.52	1,135.05
<b>Interest Income</b>			
Bank Deposits		770.94	755.29
Others		634.41	497.51
Income Tax Refund		34.97	61.11
Interest income unwinding on discounting of rental deposit paid		121.21	120.03
Interest income unwinding on discounting of deferred Loan liability		9.51	-
<b>Dividend Received</b>			
Long term investment		0.00	0.07
Non Current Investment -Others		273.82	224.59
Foreign exchange gain (net)		-	365.53
Commission received		131.06	223.11
Profit on sale of Property, Plant and Equipment (net)		(137.59)	(202.47)
Reversal of Provision of expected credit loss		71.79	84.22
Sundry credit balance written back		0.10	7.81
Profit on sale of Investment		32.85	219.32
Change in fair value measurement		144.95	193.69
Excess Provision Written back		146.34	-
Insurance claim		90.33	6.28
Bad Debts Recovered		0.75	0.25
Others income		17.28	36.96
<b>Total</b>		<b>3,187.22</b>	<b>3,728.35</b>
		(₹ in Lakhs)	
<b>37 Cost of material consumed</b>		<b>For the year ended March 31, 2020</b>	<b>For the year ended March 31, 2019</b>
<b>Particulars</b>			
Raw material at the beginning of the year		2,479.01	3,283.89
Add: Purchases		26,365.69	23,587.25
Less: Raw material at the end of the year		2,641.15	2,479.01
<b>Cost of raw material consumed</b>		<b>26,203.55</b>	<b>24,392.13</b>
<b>Details of raw material &amp; components consumed</b>			
Mix Pentane		3,514.08	2,708.08
Base Colors		48.26	58.85
Tin free steel/Tin plate		7,329.10	7,674.81
Aluminium sheet/Slug/Ingots		2,670.15	2,544.31
Pet Resign		1,898.33	-
Polymers		10,743.63	11,406.08
<b>Total</b>		<b>26,203.55</b>	<b>24,392.13</b>
<b>Break up of inventory - Raw material</b>			
Mix Pentane		74.24	46.38
Base Colour		-	50.41
Tin free steel/Tin plate		925.30	982.58
Aluminium Sheet/Slug/Ingots		170.18	364.05
Pet Resign		36.43	33.85
Polymers		1,435.01	1,001.76
		<b>2,641.15</b>	<b>2,479.01</b>
		(₹ in Lakhs)	
<b>38 Purchase of traded goods</b>		<b>For the year ended March 31, 2020</b>	<b>For the year ended March 31, 2019</b>
<b>Particulars</b>			
Purchase of traded goods		759.35	948.53
Others		-	-
<b>Total</b>		<b>759.35</b>	<b>948.53</b>

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

### 39 Change in inventory of finished goods and work in progress

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Stock at commencement</b>		
Finished Goods	2,418.39	2,161.49
Traded Goods	7.08	7.66
Stock in Trade-Real Estate	10,893.10	27,497.81
Work in progress - Closures	729.48	468.56
	<u>14,048.05</u>	<u>30,135.52</u>
<b>Stock at close</b>		
Finished Goods	3,895.96	2,418.39
Traded Goods	7.08	7.08
Stock in Trade-Real Estate	2,430.81	10,893.10
Work in progress	772.99	729.48
	<u>7,106.83</u>	<u>14,048.05</u>
Less : Stock in Trade converted into Capital Work in Progress	244.80	-
Less : Capitalised (Preform)	-	35.31
	<u>7,351.63</u>	<u>14,012.74</u>
<b>Total</b>	<u>6,696.42</u>	<u>16,122.78</u>

#### Details of Inventory (at the end of the year)

<b>Finished Goods</b>		
Petrochemical Products	45.34	22.60
Liquid Colorants	0.35	0.35
Closures	2,743.70	2,311.52
Collapsible Tubes	37.00	37.05
Preform	1,056.13	30.06
Others	13.45	16.83
	<u>3,895.96</u>	<u>2,418.39</u>
<b>Work in progress</b>		
Closures	728.89	729.48
Preform	44.09	-
	<u>772.99</u>	<u>729.48</u>
<b>Traded Goods</b>		
Others	7.08	7.08
	<u>7.08</u>	<u>7.08</u>

### 40 Employee benefits expenses

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Salaries and allowances	5,171.28	5,223.97
Contribution to Provident and other funds	331.84	336.32
Gratuity	167.67	159.30
Staff welfare expenses	257.71	243.99
Managerial remuneration	460.54	457.53
<b>Total</b>	<u>6,389.04</u>	<u>6,421.11</u>

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

41 Finance costs	(₹ in Lakhs)	
Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Finance Costs:</b>		
<b>Interest Expenses</b>		
Interest paid on Term loans	285.15	476.83
Interest paid on Other borrowings	1,020.75	853.93
Interest paid to micro, small and medium enterprises	-	19.86
Finance cost Lease Rental	11.35	-
Finance cost unwinding on discounting of rental deposit received	8.49	35.97
Unwinding INDAS liability	98.32	-
Finance cost unwinding on discounting of deferred Loan Liability	8.84	-
Bank & other finance Charges	308.80	311.58
Foreign Currency Translation Considered as Borrowing Cost	-	57.04
Processing Fees amortised	30.81	33.60
<b>Total</b>	<b>1,772.50</b>	<b>1,788.81</b>
<b>42 Depreciation and Amortisation expense</b>		
(₹ in Lakhs)		
Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Depreciation and amortisation expense	9,036.19	7,537.49
<b>Total</b>	<b>9,036.19</b>	<b>7,537.49</b>
<b>43 Other expenses</b>		
(₹ in Lakhs)		
Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Power & Fuel	9,814.20	10,244.03
Consumption of stores and spares	5,226.62	5,011.67
Rent	426.43	522.89
Charter Freight Charges	7,460.39	13,961.69
Transportation & Forwarding	4,202.21	8,444.67
<b>Repairs &amp; Maintenance</b>		
Building	90.39	127.93
Plant & Machinery	945.54	1,055.46
Others	445.12	398.18
Insurance	426.63	444.60
License fees	18.35	13.62
Loss on sale of property, plant and equipment	-	16.92
Outsourcing expenses (Job work)	490.82	474.92
Postage, courier and telephone charges	49.20	46.51
Royalty Charges	37.09	33.52
Bad debts written off	451.55	129.10
Provision for Doubtful Loans	340.99	-
Amortisation of Leasehold land	9.08	6.10
Rates & taxes	68.57	65.66
Director sitting Fees	6.86	3.90
Sundry debit balances written off (refer note 50)	294.69	294.49
Donation	2.21	4.69
Donation to Political Parties	-	100.00
Brokerage & Commission	137.71	101.12
Legal & Professional charges	985.96	938.30
Sales Tax paid for earlier years	90.02	22.95

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

### 43 Other expenses (Continued...)

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Vehicle Expenses	369.43	371.27
Foreign Exchange Fluctuations	360.13	122.03
(Profit) / Loss from Sale of Investment	-	5.18
Payment to Auditors (refer note 56)	31.86	30.34
Conveyance Expense	42.25	56.38
Sales Promotion expenses	100.99	76.99
Security Charges	163.77	152.71
Vessel Expense	1,975.89	1,951.25
Dumper & Tipper, Payloader & Excavator Expenses	453.07	515.11
Port dues and other expense	4,207.59	4,415.89
Barges and tug hire charges	709.13	665.01
Railway Freight	-	1.75
Shortages	-	491.25
Stevedoring Charges	418.58	422.96
Handling Charges	169.22	286.98
Storage Charges	255.36	197.51
Weightmen Charges	27.27	47.87
Jetty Utilisation Charges	-	193.32
Jetty Repairing & Maintenance	35.61	37.68
Travelling expenses	296.16	346.01
Advertisement Charges	24.05	19.54
Filing & Listing Fees	16.01	9.39
Hiring Charges	69.41	49.74
House keeping charges	140.86	84.41
Printing & Stationery	49.78	52.32
Communication Expense	45.87	48.59
Water Charges	99.95	99.24
Corporate Social Responsibility Expense (refer note 57)	30.10	114.50
Office Expenses	-	33.16
Technical & Testing Analysis	102.50	-
Miscellaneous Expenses	154.95	137.33
<b>Total</b>	<b>42,370.44</b>	<b>53,498.63</b>

### 44 Earning Per Share

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>i) Basic and Diluted Earnings per share</b>		
a) Profit after taxation from Continuing Operations (Rs. in Lakhs)	2,255.66	3,630.47
b) Weighted average number of equity shares Outstanding during the year	15,70,47,715	15,70,47,715
Basic and Diluted Earnings per share (a/b)	1.44	2.31
Face Value per share	2.00	2.00

Basic Profit/(loss) per share is calculated by dividing the Profit/(loss) for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year.

Diluted Profit/(loss) per share are calculated by dividing the Profit/(loss) attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

### 45 Critical accounting estimates and judgments

The preparation of restated financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. This note provides an overview of the areas that involves a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgments are:

1. Estimation of useful life of tangible asset and intangible asset (Note 3 and 4)
2. Recognition of deferred tax asset (Note 28)
3. Estimation of defined benefit obligation (Note 46)
4. Estimation of contingent liabilities and commitments (Note 48)
5. Impairment of assets
6. Recoverability of Trade Receivables (Note 15)
7. Estimation of revenue Recognition - The Group uses the percentage-of-completion method in accounting for its fixed-price contracts. The use of the percentage-of-completion method requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

- 46 Disclosure under Indian Accounting Standard 19 (Ind AS 19) on Employee Benefit as notified under Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

#### a) Defined Contribution Plan

##### Contribution to Provident Fund, Superannuation Scheme and Employee State Insurance Scheme

Contribution to Defined Contribution Plan, recognised are charged off for the year as under :

The Group makes contribution in respect of qualifying employees towards Provident Fund and Superannuation Fund, which is defined contribution plan. The Group has no obligation other than to make the specified contributions. The contributions are charged to the statement of profit and loss as they accrue.

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Employer's Contribution to Superannuation scheme	13.39	30.17
Employer's Contribution to Provident Fund	296.05	282.04

#### b) Defined Benefit Plan

The Group operates defined benefit plans that provide gratuity. Liability is computed on the basis of Gratuity payable on retirement, death and other withdrawals as per the Act and already accrued for past service, with the qualifying wages / salaries appropriately projected, as per the Projected Unit Credit Method.

(₹ in Lakhs)

Actuarial assumptions	Gratuity (Unfunded)	
	For the year ended March 31, 2020	For the year ended March 31, 2019
Discount rate (per annum)	6.89% to 8%	7.79% to 8%
Rate of increase in Compensation levels	5% to 8%	5% to 8%
Rate of Employee turnover	0.5% to 1%	0.5% to 1%
Mortality Rate during Employment	Indian Assured lives mortality (2006-08)	Indian Assured lives mortality (2006-08)

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

### b) Defined Benefit Plan (Continued...)

Table showing changes in present value of obligations :

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Present value of obligation as at the beginning of the year	1,429.90	475.75
Liability Transferred In/ Acquisition	-	1,032.48
Interest Cost	109.99	112.10
Past service cost (Vested Benefit)	-	-
Current Service Cost	82.78	89.01
Benefits paid	(56.54)	(265.51)
Liability transferred on Slump Sale		
Actuarial (Gain)/Losses on obligation - Due to change in financial Assumptions	(307.67)	(24.81)
Actuarial (gain)/ loss on obligations Due to Experience	126.63	(14.78)
Actuarial (gain)/ loss on obligations	1.67	25.66
<b>Present value of obligation as at the end of the period</b>	<b>1,386.76</b>	<b>1,429.90</b>

Table showing changes in the fair value of plan assets :

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Fair value of plan assets at beginning of the year	263.79	371.63
Interest Income	20.29	19.00
Expected return of plan assets	3.16	(8.51)
Employer contribution	3.04	68.46
Benefits paid	(16.21)	(186.79)
Actuarial gain/ (loss) on obligations		
<b>Fair value of plan assets at year end</b>	<b>274.07</b>	<b>263.79</b>

Actuarial Gain / loss recognised

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Actuarial (gain) / loss for the period - Obligation	1.67	25.66
Actuarial (gain) / loss for the period - Plan assets	(3.16)	8.51
Total (gain) / loss for the period	(1.49)	34.17
Actuarial (gain) / loss recognized in the period	(1.49)	34.17
Unrecognised actuarial (gains) / losses at the end of the period	-	-

The amounts to be recognized in Balance Sheet :

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Present value of obligation as at the end of the period	1,386.76	1,429.90
Fair value of plan assets as at the end of the period	274.07	263.79
Funded Status	(1,112.69)	(1,166.11)
Unrecognised actuarial (gains) / losses	-	-
<b>Net asset / (liability) recognised in Balance Sheet</b>	<b>(1,112.69)</b>	<b>(1,166.11)</b>



## Notes to Consolidated Financial Statements for the year ended March 31, 2020

### b) Defined Benefit Plan (Continued...)

#### Expenses recognised in Statement of Profit and Loss :

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Current service cost	82.79	89.01
Past service cost (Vested Benefit)	94.02	87.86
Interest Cost	15.97	24.24
Expected return on plan assets	-	-
Curtailment and settlement cost /(credit)	-	-
Net Actuarial (gain)/ loss recognised in the period	-	-
<b>Expenses recognised in the Statement of Profit and Loss</b>	<b>192.77</b>	<b>201.12</b>

#### Expenses recognised in Other Comprehensive Income :

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Actuarial (Gains)/Losses on Obligation For the Period	182.53	(39.59)
<b>Net (Income)/Expense For the Period Recognized in OCI</b>	<b>182.53</b>	<b>(39.59)</b>

#### Sensitivity Analysis

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Projected Benefit Obligation on Current Assumptions</b>	<b>1,146.21</b>	<b>1,206.90</b>
Delta Effect of +0.5% Change in Rate of Discounting	(41.84)	(51.28)
Delta Effect of -0.5% Change in Rate of Discounting	44.54	54.97
Delta Effect of +0.5% Change in Rate of Salary Increase	43.74	52.52
Delta Effect of -0.5% Change in Rate of Salary Increase	(41.37)	(49.81)
Delta Effect of +0.5% Change in Rate of Employee Turnover	9.86	(0.45)
Delta Effect of -0.5% Change in Rate of Employee Turnover	(10.34)	0.47

#### Maturity profile of defined benefit obligation :

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Projected Benefits payable in future years from the date of reporting</b>		
1st Following year	142.02	130.59
2nd Following year	66.49	73.91
3rd Following year	93.82	65.61
4th Following year	146.77	90.15
5th Following year	133.15	124.53
Sum of Year 6 to 10	618.83	611.25
Sum of Years 11 and above	1,223.42	2,015.63

The obligations are measured at the present value of estimated future cash flows by using a discount rate that is determined with reference to the market yields at the Balance Sheet date on Government Bonds which is consistent with the estimated terms of the obligation.

The estimate of future salary increase, considered in the actuarial valuation, takes account of inflation, security, promotion and other relevant factors such as supply and demand in the employment market.

#### Investment Details

The Subsidiary Company's United Shippers Limited planned assets are managed by Life Insurance Corporation of India.

**Notes to Consolidated Financial Statements for the year ended March 31, 2020**
**47 Disclosure required under Micro, Small and Medium Enterprises Development Act, 2006 (the Act) are given as follows :**

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
a) Principal amount remaining unpaid to any supplier as at the year end	<b>314.69</b>	221.01
b) Interest due thereon	-	1.20
c) Amount of interest paid during the year	-	18.70
d) Amount of payments made to the supplier beyond the appointed day during the accounting year.	-	748.59
e) Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro Small and Medium Enterprises Development Act, 2006.	-	-
f) Amount of interest accrued and remaining unpaid at the end of the accounting year.	<b>27.27</b>	37.13
g) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under the MSME Act 2006.	<b>27.27</b>	37.13

**Note:** The above information and that given in Note No. 30 'Trade Payables' regarding Micro, Small and Medium Enterprises has been determined on the basis of information available with the Company and has been relied upon by the auditors.

**48 Contingent Liabilities, Commitments and Contingent Assets**
**(A) Contingent Liabilities not provided for in respect of :**

(₹ in Lakhs)

Sr. No.	Particulars	As at March 31, 2020	As at March 31, 2019
(i)	Disputed demands of Excise Duty, Service tax and VAT and CST matters*	<b>268.26</b>	385.36
(ii)	Income Tax disputed in appeals	<b>551.30</b>	344.99
(iii)	Guarantees given by Company's Bankers and counter guaranteed by the Company	<b>240.71</b>	237.85
(iv)	On account of litigation from tenants paid to Prothonotary & Senior Master High Court	<b>224.33</b>	224.33

**(B) Capital Commitments**

(₹ in Lakhs)

Sr. No.	Particulars	As at March 31, 2020	As at March 31, 2019
(i)	Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	<b>897.65</b>	564.11

**(C) Other Commitments**

The Company has an unfulfilled export commitments aggregating to Rs.1734.43 Lakhs as on March 31, 2020 (March 31, 2019: Rs.1815.55 Lakhs) towards capital goods installed in the manufacturing facilities in Murbad and Goa for which duty exemption was availed under the Export promotion for capital goods scheme.

**(D) Contingent Assets**

CESTAT vide its order dated February 25, 2019 has decided in company's favour an issue of eligibility to avail the cenvat credit on GTA services for the period from May 2007 to February 2008. In similar matters i.e. eligibility of cenvat credit in respect of service tax paid on GTA services, the company has filed refund applications for Rs. 30.71 lakhs for the period from August 2011 to September 2012 and Rs. 26.45 lakhs for the period from April 2015 to November 2015. Pending the refund, the same has been disclosed as contingent assets.

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

### 49 Disclosure pursuant to Section 186 of the Act

(₹ in Lakhs)

The details of loans under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

#### A) Loans given and investment made:

	Non-Current		Current	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
<b>Loans to employee include</b>				
Dues from Directors	-	-	-	-
Dues from Officers	109.18	119.41	21.16	23.00
Dues from Workers	-	-	-	-
<b>Loans and advances to related parties include</b>				
Dues from Limited Liability Partnership Firm Claridge Energy LLP	-	-	428.27	428.27
Dues from Kopran Research Laboratories Limited	-	300.00	241.93	2.41
Dues from Claridge Moulded Fibre Limited	-	-	30.24	-
Dues from Tecnocap Oriental Pvt Limited	-	-	8.37	-
Dues from Kopran Limited	488.00	1,799.00	645.97	14.44
<b>Provision for Doubtful Loans and advances to related parties</b>				
Dues from Limited Liability Partnership Firm Claridge Energy LLP	-	-	428.27	87.29
The above loans and advances are interest bearing.				
<b>Maximum Balances in case of Loans and Advances in the nature of loans to related party</b>				
<b>Name of the Company</b>			<b>Maximum Amount Outstanding during 2019 - 2020</b>	<b>Maximum Amount Outstanding during 2018-2019</b>
Claridge Energy LLP	-	-	428.27	428.27
Kopran Research Laboratories Limited	-	-	302.41	780.00
Kopran Limited	-	-	1,813.44	2,394.67
Claridge Moulded Fibre Limited	-	-	30.24	-
Dues from Tecnocap Oriental Pvt Limited	-	-	8.37	-
<b>Security Deposit to related parties include</b>				
Dues From Shree Gayatri Trust	69.61	69.61	-	-

The above security deposits are interest free since the same are given towards premises

**In case of a subsidiary company, United Shippers Limited, disclosure pursuant to Section 186 of the Companies Act, 2013 is as under:**

Parekh Integrated Services Private Limited	Unsecured loan given at an interest rate of 12% per annum for the purpose of primary business activities of the company. The loan was repayable on demand along with accumulated interest thereon and the same has been repaid fully during the year.
--	---

50 Sundry Debit Balance written off (Net) amounting to Rs. 294.69 Lakhs are net of sundry credit balance written back amounting to Rs. 8.48 Lakhs (Previous Year Sundry Debit Balance written off (Net) amounting to Rs.294.49 Lakhs are net of sundry credit balance written back amounting to Rs.138.76 Lakhs).

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

### 51 Summarised financial information for associates and joint ventures as required by Indian Accounting Standard 112 "Disclosure of interest in other entities"

Claridge Energy LLP is a jointly controlled entity, incorporated in India, in accordance with Indian Accounting Standard (Ind AS) 112 "Disclosure of interest in other entities". The aggregate amounts related to Company's interest in the joint venture are as follows.

(₹ in Lakhs)

Summarised Balance Sheet	March 31, 2020	March 31, 2019
<b>Current Assets</b>		
Inventories	172.75	172.75
Cash & Cash Equivalents	0.26	0.41
Other Assets	11.92	11.89
<b>Total Current Assets</b>	<b>184.92</b>	185.05
<b>Total Non-Current Assets</b>	-	-
<b>Current Liabilities</b>		
Financial Liabilities	217.79	217.80
Other Liabilities	2.23	2.23
<b>Total Current Liabilities</b>	<b>220.03</b>	220.03
<b>Non-Current Liabilities</b>		
Financial Liabilities	9.85	9.85
Other Liabilities	-	-
<b>Total Non-Current Liabilities</b>	<b>9.85</b>	9.85
<b>Net Assets</b>	<b>(44.96)</b>	(44.84)

### Summarised Statement of Profit and Loss

(Rs. in Lakhs)

Particulars	March 31, 2020	March 31, 2019
Revenue	-	-
Interest Expense	-	-
Other Expenses	0.12	1.13
<b>Profit before Tax expense</b>	<b>(0.12)</b>	(1.13)
Tax Expense	-	-
<b>Profit after Tax expense</b>	<b>(0.12)</b>	(1.13)
Other Comprehensive Income	-	-
<b>Total Comprehensive Income</b>	<b>(0.12)</b>	(1.13)
Dividends Received	-	-

### Reconciliation to carrying amounts

Particulars	March 31, 2020	March 31, 2019
Opening Net Assets	-	-
Profit for the year	-	-
<b>Closing Net Assets</b>	<b>-</b>	-

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

### 52 As required by Ind AS - 24 "Related Party Disclosures"

#### (i) Name and description of related parties

Relationship	Name of related party
(a) Key management personnel	1) Mr. Rajendra Somani (Managing Director) 2) Mr. Adarsh Somani (Joint Managing Director) 3) Mr. Susheel G. Somani (Non Executive Director) 4) Mr. Sanjay Jain ( Company Secretary) 5) Mr. Pramod Sarda( Chief Financial Officer) (up to Nov 25, 2018) 6) Mr. B.M. Gaggar ( Chief Financial Officer) (w.e.f Nov 25, 2018) 7) Mr. S. J. Parekh (Non Executive Director) (up to Aug, 14,2018) 8) Mr. Surendra Somani (Non Executive Director) (up to Aug, 14,2018) 9) Mr. B. K. Toshniwal (Executive Director) (w.e.f Sept 01,2018) 10) Mr. Vikram Parekh (Director) (w.e.f Aug14, 2018) 11) Mrs. Sujata Parekh (Non Executive Director) 12) Mr. S. J. Taparia (Independent Director) (up to Aug14,2018) 13) Mr. Vinod Mimani (Independent Director) 14) Mr. K. G. Gupta (Independent Director) 15) Mr. N Ganagaram (Independent Director) 16) Mr. Varun Somani (Director) (w.e.f Aug 14,2018) 17)Mr. Vijay Bhatia (Director)(W.e.f Aug 14,2018) 18) Mrs. Mamta Biyani (w.e.f Aug 14,2018) 19)Mr. Sudeep Singh (Director)(up to Aug 28,2018) 20) Mr. Shrikant Malpani (Director)(up to Aug 28,2018) 21)Mr. Sanjay Dosi (Director)(up to Aug 14,2018) 22) Mr. V.N.Khanna (Director)(up to Aug 14,2018)
(b) Key Management Personnel of Subsidiary Company and Joint Ventures Company	Mr. Paras Dakalia (Director -Finance) Mr. Captain Dinyar P Karai (Director & CEO) Mr. Rajiv V Merchant (KMP of USL DMCEST) Mr. Nagendra Agarwal (Company Secretary) Mr. Manish Holani(Director Commercial and Operation) Mrs. Sujata Parekh Kumar (Joint Managing Director) Mr. S. J Parekh (Chairman Cum Managing Director)
(c) Relatives of Key Management Personnel	(1) Mr. Surendra Somani (2) Mr. Sarla S. Parekh
(d) Enterprises over which Key Management Personnel and their Relatives exercise significant influence where the Company has entered into transactions during the period:	1) G.Claridge & Co Ltd 2) Oriental Enterprises 3) Shree Gayatri Trust 4) Kopran Laboratories Ltd. 5) Kopran Ltd 6) Kopran Research Laboratories Ltd 7) Kopran Lifestyle Ltd 8) Bigflex Enterprises 9) Elian Trading Company Private Limited 10) Practical Financial Services Private Limited 11) Sunil Family Trust 12) Claridge Moulded Fibre Limited 13)Bigflex Lifesciences Private Limited 14) Parekh Integrated Services Private Ltd. 15) Venkatesh Karriers Limited
(e) Joint Ventures of the Company	Claridge Energy LLP
(f) Associates of the Company	Tecnocap Oriental Pvt Ltd (w.e.f 03.02.2020)
(g) Joint Ventures of the Subsidiary	USL Lanka Logistics (Private) Limited (upto 8th January 2018 )

Note : Related party relationship is as identified by the Company and relied upon by the auditors.

**Notes to Consolidated Financial Statements for the year ended March 31, 2020**

(ii) **Nature of transactions - the transactions entered into with the related parties during the year along with related balances as at March 31, 2020 are as under:**

(₹ in Lakhs)

Particulars	2019-20	2018-19
<b>Sale of goods &amp; Services (Gross)</b>		
(i) Kopran Limited	98.80	374.70
(ii) Kopran Research Laboratories Ltd	-	307.10
(iii) Kopran Lifestyles Ltd	-	10.35
(iv) Kopran Laboratories Ltd	291.17	134.39
(v) Bigflex Enterprises	-	28.45
(vi) Claridge Moulded Fibre Limited	278.93	-
(vii) Bigflex Lifesciences Private Limited	303.48	-
<b>Receipt toward sale of goods and services</b>		
(i) Kopran Limited	290.52	624.74
(ii) Kopran Research Laboratories Ltd	-	1,563.61
(iii) Kopran Lifestyles Ltd	-	42.76
(iv) Bigflex Enterprises	-	70.01
(v) Kopran Laboratories Ltd	428.57	-
(vi) Claridge Moulded Fibre Limited	210.88	-
(vii) Bigflex Lifesciences Private Limited	191.85	-
<b>Purchase of Goods, Services &amp; Facilities</b>		
Elian Trading Co. Pvt. Ltd	46.16	41.43
Practical Financial Services Pvt. Ltd.	331.11	-
Venkatesh Karriers Limited	18.00	-
<b>Rent Income</b>		
Kopran Limited	283.20	240.00
<b>Rent Paid</b>		
Rajendra Somani	84.00	84.00
Sunil Family Trust	4.20	4.20
Venkatesh Karriers Limited	1.20	-
Practical Financial Ser. Pvt. Ltd.	-	2.04
<b>Non Cash Transaction (Ind AS Fair Valuation)</b>		
(i) Rajendra Somani	123.35	-
(ii) Adarsh Somani	9.37	-
(iii) Surendra Somani	20.07	-
(iv) S J Parekh	62.21	-
<b>Reimbursement towards currency exchange fluctuation &amp; other charges</b>		
(i) Kopran Laboratories Ltd	8.40	(3.90)
(ii) Kopran Ltd	-	2.16
(iii) Kopran Research Laboratories Ltd	-	(8.47)
(iv) Claridge Moulded Fibre Limited	(2.87)	-
(v) Bigflex Lifesciences Private Limited	(0.50)	-
<b>Reimbursement towards other Expenses</b>		
(i) Kopran Laboratories Ltd	-	0.30
(ii) Kopran Research Laboratories Ltd	-	33.51
(iii) Sunil Family Trust	0.54	0.69
(iv) Practical Financial Ser. Pvt. Ltd.	-	0.09
(v) Venkatesh Karriers Limited	0.07	-
(vi) Kopran Ltd	-	1.16
<b>Interest Income (Gross)</b>		
(i) Kopran Ltd	167.29	216.96
(ii) Kopran Research Laboratories Ltd	28.34	41.29
(iii) Claridge Moulded Fibre Limited	3.00	-

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

(ii) Nature of transactions - the transactions entered into with the related parties during the year along with related balances as at March 31, 2020 are as under : (Continued...)

(₹ in Lakhs)

Particulars	2019-20	2018-19
<b>Interest Expenses (Gross)</b>		
(i) G. Claridge & Co Ltd	13.99	-
<b>Loans given</b>		
(i) Kopran Research Laboratories Ltd	-	900.00
(ii) Kopran Limited	250.00	1,130.00
(iii) Claridge Energy LLP	-	2.15
(iv) Claridge Moulded Fibre Limited	30.00	-
(v) Parekh Integrated Services Private Limited	2,000.00	-
<b>Receipts towards Loans &amp; Advances Given</b>		
(i) Kopran Ltd	1,096.77	1,091.93
(ii) Kopran Research Laboratories Ltd	88.82	1,425.14
(iii) Claridge Energy LLP	-	-
(iv) Claridge Moulded Fibre Limited	2.76	-
(v) Parekh Integrated Services Private Limited	2,000.00	-
<b>Loans taken</b>		
(i) Rajendra Somani	19.00	200.00
(ii) G. Claridge & Co Ltd	825.00	-
<b>Repayment towards Loans Taken</b>		
(i) Rajendra Somani	-	200.00
(ii) G. Claridge & Co Ltd	6.39	-
(iii) Surendra Somani	40.00	-
<b>Remuneration</b>		
(i) Rajendra Somani *	186.30	169.52
(ii) Adarsh Somani *	71.42	70.02
(iii) B. K. Toshniwal (w.e.f. Sept 01, 2018) *	55.60	55.36
(iv) Sanjay Jain	41.77	40.33
(v) B.M. Gaggar	29.79	31.27
(vi) Sevantilal J. Parekh	64.10	68.71
(vii) Sujata Parekh Kumar	62.83	71.40
(viii) Rajiv V. Merchant	112.27	110.57
(ix) Capt. Dinyar P Karai	92.40	92.40
(x) Paras Dakalia	60.00	78.90
(xi) Varun Somani #	-	12.50
(xii) Nagendra Agarwal	33.10	33.22
(xiii) Manish Holani	53.47	20.09
(xiv) Sudeep Singh ( up to August 28, 2018)	-	20.70
(xv) Srikant Malpani ( up to August 28, 2018)	-	21.79
(xv) Pramod Sarda	-	10.65
# Includes Gratuity & Leave Encashment Paid		
<b>Breakup of Managerial Remuneration is based on Holding Company's Management*</b>		
(i) Short Term Employee Benefits	309.17	288.20
(ii) Post Employment Benefits	4.14	6.69
(iii) Other Long Term Benefits	-	-

\* The above remuneration excludes provision for gratuity and leave encashment which is provided on an overall basis for the Company.

**Notes to Consolidated Financial Statements for the year ended March 31, 2020**

(ii) **Nature of transactions - the transactions entered into with the related parties during the year along with related balances as at March 31, 2020 are as under : (Continued...)**

(₹ in Lakhs)

<b>Particulars</b>	<b>2019-20</b>	<b>2018-19</b>
<b>Director Sitting fees</b>		
1) Vikram Parekh	0.57	-
2) Susheel G. Somani (Non Executive Director)	0.57	0.30
3) S.J. Parekh (Non Executive Director)	-	0.05
4) Surendra Somani (Non Executive Director)	-	0.10
5) B.K. Toshniwal (Non Executive Director)	-	0.20
6) Sujata Parekh Kumar (Non Executive Director)	0.64	0.05
7) S.J. Taparia (Independent Director)	-	0.05
8) Vinod Mimani (Independent Director)	0.68	0.10
9) V.N. Khanna (Independent Director)	-	0.30
10) Sanjay Dosi (Independent Director)	-	0.15
11) K.G. Gupta (Independent Director)	0.70	0.55
12) N Ganagaram (Independent Director)	0.56	0.25
13) Mamta Biyani	0.74	0.25
14) Varun Somani	0.52	0.10
15) Vijay Bhatia	0.67	0.25
<b>Outstanding balances</b>	<b>As at 31.03.2020</b>	<b>As at 31.03.2019</b>
<b>Loans and Advances Given</b>		
(i) Kopran Ltd	1,133.96	1,813.44
(ii) Kopran Research Laboratories Ltd	241.93	302.41
(iii) Claridge Energy LLP	428.27	428.27
(v) Provision for doubtful debts (Claridge Energy LLP)	(428.27)	(87.29)
(v) Claridge Moulded Fibre Limited	30.24	-
<b>Loans from Directors</b>		
(i) Rajendra Somani	798.70	903.05
(ii) Adarsh Somani	60.67	70.04
(iii) Surendra Somani	129.93	190.00
(iv) S J Parekh	402.79	465.00
<b>Loans from Related Parties</b>		
(i) G. Claridge & Co Ltd	832.60	-
<b>Debtors and Other receivables</b>		
(i) Kopran Laboratories Limited	2.80	131.80
(ii) Kopran Limited	322.21	230.74
(iii) Kopran Research laboratories Ltd	-	-
(iv) Claridge Moulded Fibre Limited	156.49	-
(v) Bigflex Lifesciences Private Limited	111.13	-
(vi) Venkatesh Karriers Limited	21.77	-
<b>Deposits Paid</b>		
(i) Shri Gayatri Trust	69.61	69.61
<b>Investment in Equity Shares (FVTOCI)</b>		
(i) Kopran Limited	1,519.57	2,493.65
<b>Creditors for expenses</b>		
Shree Gayatri Trust	17.00	17.00
Rajendra Somani	6.30	6.30
Elian Trading Co. Pvt. Ltd	8.92	8.92
Sunil Family Trust	0.32	-
Practical Financial Services Pvt.Ltd.	-	-



## Notes to Consolidated Financial Statements for the year ended March 31, 2020

### 53 . Consolidated Segment wise Revenue , Results, Segment Assets and Liabilities

(₹ In Lakhs)

Operating segments as per Ind AS 108 are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Holding Company. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director (MD) of the Holding Company. Segment Reporting is given as under:-

PARTICULARS	PACKAGING		PETROCHEMICALS		SHIPPING & RELATED LOGISTICS		REAL ESTATE		OTHERS		TOTAL	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
<b>REVENUE :</b>												
<b>A.Continuing Operations</b>												
External Revenue	41,979.40	37,929.55	4,399.47	3,428.98	34,711.79	48,780.27	10,831.00	20,770.00	784.24	1,059.47	92,705.90	1,11,968.27
Inter-segment Revenue	-	-	-	-	-	-	(551.00)	-	-	(44.44)	(551.00)	(44.44)
<b>Total Revenue from Operations</b>	<b>41,979.40</b>	<b>37,929.55</b>	<b>4,399.47</b>	<b>3,428.98</b>	<b>34,711.79</b>	<b>48,780.27</b>	<b>10,280.00</b>	<b>20,770.00</b>	<b>784.24</b>	<b>1,015.03</b>	<b>92,154.90</b>	<b>1,11,923.83</b>
<b>RESULT</b>												
Segment Result	2,460.79	1,845.10	287.99	151.86	(818.82)	70.19	2,868.71	4,165.28	24.89	(13.74)	4,823.57	6,218.69
(Less)/Add : Unallocable Income / (Expenses) (Net of unallocable Expenses)											(2,207.49)	(921.12)
Less: Finance Cost											(1,772.51)	(1,788.81)
Add: Interest Income											1,571.03	1,433.94
<b>Profit / (Loss) before Tax</b>											2,414.60	4,942.70
<b>Less: Tax Expense</b>											1,459.00	1,240.00
Current Tax											-	-
MAT Credit Entitlement											133.71	(81.99)
Income tax for earlier years											(1,737.57)	(248.77)
Deferred Tax											(144.87)	909.24
<b>Total Tax Expense</b>											2,559.46	4,033.46
<b>Profit / (Loss) for the year</b>											85,669.79	1,00,243.45
<b>OTHER INFORMATION</b>												
<b>Segment Assets</b>	<b>45,338.51</b>	<b>43,797.93</b>	<b>1,117.58</b>	<b>932.41</b>	<b>34,465.90</b>	<b>32,491.31</b>	<b>3,384.07</b>	<b>21,406.59</b>	<b>1,363.73</b>	<b>1,615.21</b>	<b>85,669.79</b>	<b>1,00,243.45</b>
Segment Assets pertaining to Discontinuing Operation (Pet Bottle)											64,237.29	78,466.14
Unallocable Assets											1,49,907.07	1,78,709.59
<b>Total Assets</b>												

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

### 53 . Consolidated Segment wise Revenue , Results, Segment Assets and Liabilities (Continued...)

(₹ In Lakhs)

PARTICULARS	PACKAGING		PETROCHEMICALS		SHIPPING & RELATED LOGISTICS		REAL ESTATE		OTHERS		TOTAL	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
<b>Segment Liabilities</b>	8,573.56	10,945.48	274.06	239.82	5,895.62	5,466.32	-	1,050.00	-	246.93	14,743.21	17,948.55
Unallocable Liabilities											21,997.35	25,510.06
<b>Total Liabilities</b>											36,740.56	43,458.61
<b>Capital Expenditure</b>	3,268.20	7,082.96	69.65	19.61	4,061.02	2,656.35	-	-	-	-	7,398.85	9,758.92
Segment Capital Expenditure											2,773.51	582.29
Unallocable Capital Expenditure											10,172.36	10,341.21
<b>Total Capital Expenditure</b>												
<b>Depreciation/Amortisation</b>	3,552.49	2,673.61	26.95	26.23	5,197.70	4,669.24	-	-	-	-	8,777.15	7,369.08
Segment Depreciation/Amortisation											259.05	168.41
Unallocable Depreciation/Amortisation											9,036.19	7,537.49
<b>Total Depreciation / Amortisation</b>												

### Secondary Segment Reporting (Geographical Segments):

The distribution of the company's Sales, Assets and Capital Expenditure by Geographical market is as under:  
(₹ In Lakhs)

	March 31, 2020	March 31, 2019
<b>Sales Revenue</b>		
India	63,724.68	84,416.27
Outside India	28,430.22	27,507.55
<b>Total Revenue</b>	<b>92,154.90</b>	<b>1,11,923.83</b>
<b>Segment Assets</b>		
India	1,46,418.65	1,76,291.00
Outside India	3,488.44	2,418.59
<b>Total Assets</b>	<b>1,49,907.08</b>	<b>1,78,709.59</b>
<b>Capital Expenditure</b>		
India	6,995.86	6,164.03
Outside India	3,176.50	4,177.18
<b>Total Capital Expenditure</b>	<b>10,172.36</b>	<b>10,341.21</b>

### Information about major customers

Revenue from one major customer under "Real Estate" segment is Rs.10,780.00 Lakhs (March 31, 2019 : 20,770.00 Lakhs) which is more than 10% of the Group's total revenues during the year ended March 31, 2020.

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

### 54 Interests in Other Entity

The Group's subsidiaries are set out below. Share Capital consisting solely of equity shares that are held directly by the Group. The country of incorporation or registration is also their principal place of Business

Name of Company	With Effect From	Place of Business / Country of Incorporation	Ownership Interest held by the Group (%)		Principal Activities	Financial Status (Audited / Unaudited)
			March 31, 2020	March 31, 2019		
<b>Subsidiaries</b>						
United Shippers Limited	01-Oct-09	India	64.29	64.29	Shipping & related Logistics	Audited
Oriental Containers Limited (formerly Known as Pelliconi Oriental Limited)	01-Sep-17	India	80.00	80.00	Packaging	Audited
Reay Road Iron and Metal Warehousing Pvt Limited	04-May-13	India	100.00	100.00	Warehousing	Audited
<b>Sub-Subsidiaries</b>						
USL Shipping DMCEST (A 100% Subsidiaries of United Shippers Limited)	01-Oct-09	India	64.29	64.29	Shipping & related Logistics	Audited
Bulk Shipping Pte. Ltd (A 100% Subsidiaries of United Shippers Limited)	01-Oct-09	Singapore	64.29	64.29	Shipping & related Logistics	Audited
Shakti Clearing Agency Pvt Ltd (A 100% Subsidiaries of United Shippers Limited)	24-Jan-14	India	64.29	64.29	Clearing Agent	Audited
USL Lanka Logistics Pvt Limited (A 100 % Subsidiaries of United Shippers Limited)	07-Jun-16	Sri Lanka	64.29	64.29	Shipping & related Logistics	Audited

#### (b) Interest in associates and Joint venture

Set out are the associates and Joint Ventures of the Group. The entities listed below have share capital consisting solely of equity shares, which held directly or indirectly by the Group

(₹ In Lakhs)

Name of Entity	Business/ Country of Incorporation	Relationship	Porporation of Interest (%)		Accounting Method	Carrying Value		Share of Profit/Loss	
			March 31 2020	March 31 2019		March 31 2020	March 31 2019	March 31 2020	March 31 2019
Claridge Energy LLP*	India	Jointly Controlled Entity	50	50	Equity Method	-	-	-	-
Tecnocap Oriental Private Limited (w.e.f. 03.02.2020)	India	Associate Company	25	-	Equity Method	0.22	-	(0.03)	-

\*In case of Limited Liability partnership Firm, Liability of the partner is Limited to the extent of his contribution and the partners are not liable on account any independent or unauthorised action of the other partners. Accordingly, w.e.f FY 2016-17, the Company has recognised losses in respect of Limited Liability Partnership Firm Claridge Energy LLP to the extent of his contribution made in the said LLP

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

### 55 Exceptional Items

(₹ in Lakhs)

Sr.No.	Particulars	March 31, 2020	March 31, 2019
1	Forfeiture of Security Deposit due to non fulfilment of terms and condition stipulated in Non-binding Term Sheet*	500.00	-
2	Impairment of Goodwill on Consolidation *	(200.00)	-
	<b>Total</b>	<b>300.00</b>	<b>-</b>

\* In respect of Holding company, the exceptional item of Rs. 500.00 lakhs for the year ended March 31, 2020 represents gain on account forfeiture of security deposit received from developer on account of non-fulfilment of terms & condition within the prescribed time stipulated in Non-binding Term Sheet and in case of a subsidiary United Shipper Limited exceptional item of Rs. 200.00 Lakhs represents impairment of its goodwill on consolidation in one of its subsidiary amounting to Rs. 200.00 Lakhs.

### 56 Payment to Auditors (excluding Goods and Service tax)

(₹ in Lakhs)

Sr.No.	Particulars	March 31, 2020	March 31, 2019
1	Fees for statutory audit	20.02	23.53
2	Fees for limited review	7.20	3.00
3	Fees for Tax audit	3.30	3.00
4	Fees for Other services	1.34	0.81
	<b>Total</b>	<b>31.86</b>	<b>30.34</b>

### 57 Corporate social responsibility expenses:

The group has constituted a Corporate Social Responsibility (CSR) Committee as per Section 135 and Schedule VII of the Act read with the Companies (Corporate Social Responsibility Policy) Rules 2014.

The CSR activities of the Group will be undertaken either through a Registered Trust or in collaboration with other Group Companies.

(₹ in Lakhs)

Particulars	March 31, 2020	March 31, 2019
A. Gross amount required to be spent by the Group during the year	77.57	72.87
B. Amount spent during the year	30.10	114.50
C. Related party transactions in relation to Corporate Social Responsibility	-	-
D. Movement of spent and unspent during the year		
Opening unspent amount	105.73	147.36
Additional to be spent during the year	77.57	72.87
Spent during the year	(30.10)	(114.50)
<b>Closing unspent amount</b>	<b>153.20</b>	<b>105.73</b>

**Notes to Consolidated Financial Statements for the year ended March 31, 2020**
**58 Movement in 'Goodwill on Consolidation' during the year :**

(₹ in Lakhs)

Particulars	March, 31, 2020	March, 31, 2019
Opening Goodwill on Consolidation (Net)	8,897.01	8,897.01
Less: Impairment of Goodwill*	128.58	-
<b>Closing Goodwill on Consolidation (Net)</b>	<b>8,768.43</b>	8,897.01

\*During the year, the Subsidiary Company United Shippers Limited has impaired its Goodwill on consolidation which is pertaining its investment in its wholly owned subsidiary, namely Shakti Clearing Agency Private Limited by Rs 200 lakhs. The impairment was based on recoverable amount of the investment in the its subsidiary calculated based on the discounted estimated cash flows of the said subsidiary. While calculating the recoverable amount, the Subsidiary Company United Shippers Limited used a discount rate of 12.52% which is a post tax estimated weighted-average cost of capital of the subsidiary with the possible debt leveraging of 25%. The cash flow projections include specific estimates for five years and a terminal growth rate of 2% thereafter. The terminal growth rate has been determined based on management's estimate of the long-term business growth rate, consistent with the assumptions that a market participant would make. Sales growth rate has been considered based on past performance duly adjusted with future growth as envisaged by the said subsidiary company.

**59 Movement in 'Non Controlling Interest' during the year :**

(₹ in Lakhs)

Particulars	March, 31, 2020	March, 31, 2019
Balance at Opening	16,274.76	15,873.83
Add / (Less): Share in Foreign Currency Translation Reserve and OCI of subsidiary USL	(154.39)	196.77
Add: Share in Profit of subsidiary USL	303.81	402.98
Less: Share of dividend including dividend tax of subsidiary USL pertaining to previous year paid in the current year	(742.14)	(198.83)
Less : Ind AS 116 Transition Amount	(38.14)	-
Add: Impairment of Goodwill on Consolidation	71.41	-
Add: Non Controlling Interest of Oriental Containers Limited	(0.01)	(0.01)
<b>Balance at Closing</b>	<b>15,715.32</b>	16,274.76

**60 Movement in 'Capital Reserve on Consolidation' during the year :**

(₹ in Lakhs)

Particulars	March, 31, 2020	March, 31, 2019
Opening capital reserve on Consolidation	1,285.51	1,285.51
<b>Balance at Closing</b>	<b>1,285.51</b>	1,285.51

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

### 61 Financial risk management objectives and policies

The Group's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include loans, trade and other receivables and cash and cash equivalents that derive directly from its operations.

The Group's business activities expose it to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Group's senior management has the overall responsibility for the establishment and oversight of the Group's risk management framework.

#### (A) Management of Liquidity Risk

Liquidity risk is the risk that the Group will face in meeting its obligations associated with its financial liabilities. The Group's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions.

The following table shows the maturity analysis of the Group's financial liabilities based on contractually agreed undiscounted cash flows as at the Balance Sheet date.

(₹in Lakhs)

Particulars	Note Nos.	Carrying amount	Less than 12 months	More than 12 months	Total
<b>As at March 31, 2020</b>					
Borrowings	24, 29	26,356.81	19,386.10	6,970.71	26,356.81
Trade payables	30	10,007.40	10,007.40	-	10,007.40
Other financial liabilities	25, 31	5,017.23	5,017.23	-	5,017.23
<b>As at March 31, 2019</b>					
Borrowings	24, 29	47,419.91	35,224.34	12,195.57	47,419.91
Trade payables	30	8,898.55	8,898.55	-	8,898.55
Other financial liabilities	25, 31	10,135.38	10,135.38	-	10,135.38

#### (B) Commodity Rate Risk

##### i) Rate Risk

The operating activities involve purchase of raw materials such as Mix Pentane, Base Colour, Pet Resign, Tin free steel/Tin plate, Aluminium sheet/Slug/Ingots, Polymers whose prices are exposed to the risk of fluctuation over short periods of time. Commodity price risk exposure is evaluated and managed through procurement and other related operating policies. As of March 31, 2020, & March 31, 2019, the above Group had not entered into any material derivative contracts to hedge exposure to fluctuations in commodity prices.

##### ii) Product Substitution Risk

Holding Company manufactures closures, such as crown caps and plastic caps for bottles and containers for beverages, liquor, food products, and pharmaceuticals. Holding Company's scale of operations may witness a decline, if there is a significant shift towards newer packaging products, such as tetra packs, sachets, strips, and other flexible packaging, by end-user industries.

Demand for crown caps is going down due to soft drink industry gradually shifting from glass bottles to pet bottles. This has reduced our Crown sales but simultaneously increases our plastic closure offtake.

iii) There is no significant impact on the sales of soft drinks and beverages (packaging segment) due to COVID-19 pandemic.

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

### C Management of Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, FVTOCI investments.

The sensitivity analyses in the following sections relate to the position as at March 31, 2020 and March 31, 2019.

POTENTIAL IMPACT OF RISK	MANAGEMENT POLICY	SENSITIVITY TO RISK
<b>1. Price Risk</b>		
<p>The group is mainly exposed to the price risk due to its investment in equity instruments and mutual fund. The price risk arises due to uncertainties about the future market values of these investments.</p> <p>The price risk arises due to uncertainties about the future market values of these investments.</p> <p>(i) As at 31st March 2020, the investment in equity amounts to Rs. 1825.05 lakhs (31st March 2019: Rs. 2776.15 lakhs)</p> <p>(ii) As at 31st March 2020, the investment in mutual fund amounts to Rs.1728.67 Lakhs (31st March 2019: 4557.76 lakhs)</p> <p>(iii) As at 31st March 2020, the investment in capital guarantee bonds amounts to 12012.36 Lakhs (31st March 2019: 22101.31 lakhs)</p>	<p>In order to manage its price risk arising from investments, the Company diversifies its portfolio in accordance with the limits set by the risk management policies.</p> <p>The use of any new investment must be approved by the Chief Financial Officer.</p>	<p>As an estimation of the approximate impact of price risk investments in equity instruments and capital Guaranteed Bond and Mutual fund the company has calculated the impact as follows.</p> <p>(i) For equity instruments, a 10% increase in prices would affect the profit approximately by of Rs. 182.51 Lakhs for year ending March 2020 (Rs.277.62 lakh for year ending March 2019) in other comprehensive income.</p> <p>(ii) For mutual fund, a 10% increase in prices would affect the profit approximately by Rs. 172.87 lakh for year ending March 2020 (Rs.455.78 lakh for year ending March 2019) in profit and loss.</p> <p>(iii) For capital guarantee bonds, a 10% increase in prices would affect the profit approximately by Rs. 1201.24 lakh for year ending March 2020 (Rs.2210.13 lakh for year ending March 2019) in profit and loss.</p>
<b>2. Interest Rate Risk</b>		
<p>Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.</p>	<p>In order to manage its interest rate risk The group diversifies its portfolio in accordance with the risk management policies.</p>	<p>As an estimation of the approximate impact of price risk investments in equity and capital guaranteed bonds and mutual funds, the group has calculated the impact as follows.</p>
<p>1. Group has Cash credit and working capital demand loan from banks amounting to Rs. 7106.01 lakhs as at March 31, 2020 (31st March 2019 : 4926.33).</p>		<p>A 100 bps increase in interest rates would have led to approximately an additional reduction in profits Rs. 71.06 lakhs for year ended March 31, 2020 (31st March 2019 : Rs. 49.26 Lakhs ) due to additional interest cost.</p> <p>A 100 bps decrease in interest rates would have led to an equal but opposite effect.</p>

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

### 2. Interest Rate Risk (Continued...)

POTENTIAL IMPACT OF RISK	MANAGEMENT POLICY	SENSITIVITY TO RISK
The Group has Foreign currency buyers credit with Banks amounting to Rs. 7493.93 Lakhs as at March 31, 2020 (31st March 2019 : 3896.54 Lakhs)		A 1% increase in interest rates would have led to approximately an additional reduction profits Rs. 74.94 Lakhs for year ended March 31, 2020 (31st March 2019 : 38.97 Lakhs) due to additional interest cost. A 1% decrease in interest rates would have led to an equal but opposite effect.

### 3. Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The group is subject to the risk that changes in foreign currency values impact the group's exports revenue and imports of raw material and property, plant and equipment. As at March 31, 2020, the net unhedged exposure to the Company on holding financial assets (trade receivables) and liabilities (trade payables) other than in their functional currency - Refer note 63.	The group is exposed to foreign exchange risk arising from US Dollar, Euro, Yen and Dirham.	A 500 bps weakening of INR would have led to approximately an additional reduction in profits Rs. 357.94 lakhs for year ended March 31, 2020 (March 31, 2019 : Rs. 415 lakhs). A 500 bps strengthening of INR would have led to an equal but opposite effect.
In the Case of Subsidiary United Shippers Limited, Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The company's exposure to the risk of changes in foreign exchange rates relates primarily to the company's operating activities, borrowings and the company's net investments in foreign subsidiaries.	The group is exposed to currency risk to the extent that there is a mismatch between the currencies in which sales, purchases and borrowings are denominated. The currencies in which the company is exposed to risk are USD.  The group follows a natural hedge driven currency risk mitigation policy to the extent possible. Any residual risk is evaluated and appropriate risk mitigating steps are taken, including but not limited to, entering into forward contract and interest rate swap.	

In respect of subsidiary company, United Shippers Limited, exposure to foreign currency risk at the end of the reporting period expressed in Rs. lakhs is given below:

Nature of Transaction	Currency	Equivalent INR ( ₹ in Lakhs )
Payables	USD	1,154.45
Receivables	USD	609.00
Receivables	LKR	34.31



## Notes to Consolidated Financial Statements for the year ended March 31, 2020

### (D) Management of Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments.

Ratings are monitored periodically and the Company has considered the latest available credit ratings in view of COVID – 19 as at the date of approval of these financial statements.

Credit evaluation is periodically performed on the financial condition of accounts receivable.

The credit risk on liquid funds is limited because the counterparties are mutual funds with high credit-ratings assigned by credit-agencies.

#### Trade Receivables :

The Holding Company in determining the allowances for credit losses of trade receivables, the Subsidiary Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix.

In case of a Subsidiary Company, United Shippers Limited, the Subsidiary Company provides for expected credit loss on trade receivables based on a provision matrix. This matrix is a simplified basis of recognition of expected credit losses in case of trade receivables. The model uses historical credit loss experience for trade receivables i.e. this model uses ageing analysis of trade receivables as at the reporting date and is based on the number of days that a trade receivables is past due. Receivables that are more than 3 years old are considered uncollectible. Further, customers declaring bankruptcy or failing to engage in repayment plan with the Subsidiary Company, 100% provisioning is made i.e. such customers do not form part of this impairment exercise and provided for separately.

#### Reconciliation of loss allowance provision for Trade Receivables

(₹ in Lakhs)

Particulars	March 31, 2020	March 31, 2019
Balance as at the beginning of the year	411.47	495.70
Add: Provision on trade receivables based on Expected credit loss model	-	5.69
Less: Reversal of Provision of expected credit loss	(71.79)	(89.92)
<b>Balance at end of the year</b>	<b>339.68</b>	<b>411.47</b>

#### Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the management in accordance with the Group's policy. Counterparty credit limits are reviewed by the management on an annual basis, and may be updated throughout the year. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

### (E) Capital management

The group's objective to manage its capital is to ensure continuity of business while at the same time provide reasonable returns to its various stakeholders but keep associated costs under control. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

In order to achieve this, requirement of capital is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic investments.

Apart from internal accrual, sourcing of capital is done through borrowing, both short term and long term. The Board of Directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position.

The group monitors capital using a ratio of 'adjusted net debt' to 'total equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings, less cash and cash equivalents, other bank balances and current investments.

(₹ in Lakhs)

Particulars	March 31, 2020	March 31, 2019
Borrowings	26,663.51	49,131.02
Less : Cash and Cash equivalents	(5,868.34)	(3,242.30)
Less : Other Bank Balances	(2,496.59)	(211.85)
Less : Current Investments	(4,747.49)	(12,257.60)
<b>Total Debt</b>	<b>13,551.09</b>	<b>33,419.27</b>
Equity attributable to the owners of the Company	86,590.99	87,748.13
Non-controlling interests	15,715.32	16,274.76
<b>Total Capital</b>	<b>1,02,306.31</b>	<b>1,04,022.89</b>
<b>Debt Equity Ratio</b>	<b>0.13</b>	<b>0.32</b>

**Notes to Consolidated Financial Statements for the year ended March 31, 2020**

**62 Fair Value Measurement**

**(A) Financial Instruments by category**

(₹ In Lakhs)

Particulars	Category	March 31, 2020			March 31, 2019		
		FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
<b>Financial Assets</b>							
I) Investments							
A) Equity Instruments	Level 1	-	2,122.49	5.48	-	3,100.11	5.48
B) Mutual Funds	Level 2	1,728.67	-	-	4,557.46	-	-
C) Bank Deposits				33.73			257.18
D) Debentures & Bonds			12,012.36	615.55		22,101.31	371.02
E) Commercial Papers				-			497.72
F) Preference Shares				2,273.90			2,273.90
II) Trade Receivables				18,305.05			29,057.87
III) Cash and Cash equivalents				5,868.34			3,242.30
IV) Other Bank balances				2,496.59			211.85
V) Loans				5,274.19			7,114.89
VI) Other receivables				969.24			978.92
<b>Total Financial Assets</b>		<b>1,728.67</b>	<b>14,134.85</b>	<b>35,842.07</b>	<b>4,557.46</b>	<b>25,201.42</b>	<b>44,011.13</b>
<b>Financial liabilities</b>							
I) Borrowings				26,356.81			47,419.91
II) Trade payables				10,007.40			8,898.55
III) Other liabilities				5,017.23			10,135.38
<b>Total Financial Liabilities</b>		<b>-</b>	<b>-</b>	<b>41,381.44</b>	<b>-</b>	<b>-</b>	<b>66,453.84</b>

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

### (B) Fair value hierarchy

Fair Value Hierarchy and valuation technique used to determine fair value

#### (A) As at March 31, 2020

(₹ In Lakhs)

Financial Assets measured at Fair Value - recurring fair Value measurements at March 31, 2020	Level 1	Level 2	Level 3
<b>Financial instrument measured at FVTPL</b>			
Mutual Fund	-	1,728.67	-
<b>Financial instrument measured at FVTOCI</b>			
Bonds and similar Products	12,012.35		
Equity Funds			297.44
Equity Instrument	1,825.05	-	5.48

#### (B) As at March 31, 2019

(₹ In Lakhs)

Financial Assets measured at Fair Value - recurring fair Value measurements at March 31, 2019	Level 1	Level 2	Level 3
<b>Financial instrument measured at FVTPL</b>			
Mutual Fund	-	4,557.46	-
<b>Financial instrument measured at FVTOCI</b>			
Bonds and similar Products	22,101.31		
Equity Funds			323.97
Equity Instrument	2,776.15	-	5.48

The fair value of financial instruments referred above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements). The categories used are as follows :

**Level 1:** hierarchy includes financial instruments measured using quoted prices. This includes equity instruments and mutual funds that have a quoted price. The mutual funds are valued using the closing NAV and equity instruments are valued at share price as at reporting date.

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities which are included in level.

### 63 Derivative Instruments

The Holding Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. The use of foreign currency forward contracts is governed by the Holding Company's strategy, which provides principles on the use of such forward contracts consistent with Holding Company's Risk Management Policy. The Holding Company does not use forward contracts for speculative purposes.

#### a) Details of outstanding Hedging Contracts

(₹ In Lakhs)

	As at March 31, 2020		As at March 31, 2019	
	Foreign currency	Local currency	Foreign currency	Local currency
USD/INR	-	-	-	-

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

b) The un-hedged foreign currency exposure as on March 31, 2020 is given below: (₹ In Lakhs)

	March 31, 2020 Payables		March 31, 2019 Payables	
	Foreign currency	Local currency	Foreign currency	Local currency
USD	62.93	4,744.33	68.44	4,733.76
YEN	-	-	121.74	76.11
EURO	63.33	5,259.54	68.40	5,314.87

	March 31, 2020 Receivables		March 31, 2019 Receivables	
	Foreign currency	Local currency	Foreign currency	Local currency
USD	37.62	2,835.84	25.84	1,787.08
EURO	0.08	6.28	0.05	3.70
DIRHAM	0.19	3.02	1.80	34.00

### 64 Additional Information required by Schedule III

Statement of Net Assets and Profit or Loss Attribute to Owners and Minority Interest.

(i) For the year ended March 31, 2020 (₹ In Lakhs)

Name of the entity	Net Asset = Total asset - Total Liability		Share in Profit or loss		Share in Other comprehensive income		Share in Total comprehensive income	
	As % of Consolidated Asset	Amount	As % of Consolidated Profit & Loss	Amount	As % of Consolidated Profit & Loss	Amount	As % of Consolidated Profit & Loss	Amount
Oricon Enterprises Limited	61.29	69,825.88	81.17	3,410.77	66.94	(875.40)	87.60	2,535.37
<b>Indian Subsidiaries</b>								
United Shippers Limited	38.87	44,283.10	20.25	850.87	33.06	(432.38)	14.46	418.49
Oriental Containers Limited (Formerly Known as Pelliconi Oriental Limited)	0.00	4.44	(0.00)	(0.04)	-	-	-	(0.04)
Reay Road Iron & Metal Warehousing Pvt Limited	(0.16)	(177.49)	(1.42)	(59.61)	-	-	(2.06)	(59.61)
<b>Total</b>	<b>100.00</b>	<b>1,13,935.94</b>	<b>100.00</b>	<b>4,202.00</b>	<b>100.00</b>	<b>(1,307.78)</b>	<b>100.00</b>	<b>2,894.21</b>

(a) Arising out of consolidation (11,629.63) (1,642.52) - (1,642.52)

(b) Non Controlling Interest

United Shippers Limited	(15,714.43)	(303.82)	154.39	(149.43)
Oriental Containers Limited (Formerly Known as Pelliconi Oriental Limited)	(0.89)	(0.01)	-	(0.01)

**Total** (15,715.32) (303.82) 154.39 (149.42)

**Consolidated Net Assets / Profit After Tax** 86,590.99 2,255.66 (1,153.40) 1,102.27

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

(ii) For the year ended March 31, 2019

(₹ in Lakhs)

Name of the entity	Net Asset = Total asset - Total Liability		Share in Profit or loss		Share in Other income		Share in Total comprehensive income	
	As % of Consolidated Asset	Amount	As % of Consolidated Profit & Loss	Amount	As % of Consolidated Profit & Loss	Amount	As % of Consolidated Profit & Loss	Amount
Oricon Enterprises Limited	60.20	69,481.18	74.46	3,224.48	302.19	(823.61)	59.17	2,400.87
<b>Indian Subsidiaries</b>								
United Shippers Limited	39.90	46,049.85	26.06	1,128.59	(202.19)	551.06	41.39	1,679.65
Oriental Containers Limited (Formerly Known as Pelliconi Oriental Limited)	0.00	4.47	(0.00)	(0.04)	-	-	(0.00)	(0.04)
Reay Road Iron & Metal Warehousing Pvt Limited	(0.10)	(117.87)	(0.52)	(22.58)	-	-	(0.56)	(22.58)
<b>Total</b>	<b>100.00</b>	<b>1,15,417.63</b>	<b>100.00</b>	<b>4,330.45</b>	<b>100.00</b>	<b>(272.55)</b>	<b>100.00</b>	<b>4,057.90</b>
<b>(a) Arising out of consolidation</b>		(11,394.76)		(297.00)		-		(297.00)
<b>(b) Non Controlling Interest</b>								
United Shippers Limited		(16,273.86)		(402.97)		(196.77)		(599.74)
Oriental Containers Limited (Formerly Known as Pelliconi Oriental Limited)		(0.89)		(0.01)		-		(0.01)
<b>Total</b>		<b>(16,274.76)</b>		<b>(402.98)</b>		<b>(196.77)</b>		<b>(599.75)</b>
<b>Consolidated Net Assets / Profit After Tax</b>		<b>87,748.12</b>		<b>3,630.47</b>		<b>(469.32)</b>		<b>3,161.15</b>

- 65 In term of Joint Development Agreement (JDA) executed by and between the holding company and Indiabulls Infraestate Limited (IIFL), the holding company is to receive on ownership basis constructed area of 3,893.94 square meter against Non Cess Entitlements.
- 66 Some of the balances of Trade Receivables, Deposits, Loans & Advances, Trade Payables, Liability for Expenses and Capital Assets are subject to confirmation from the respective parties and consequential reconciliation / adjustment arising there from, if any. The management, however, does not expect any material variation.
- 67 In the opinion of the Management, Current Assets, Loans & Advances are approximately of the value stated if realised in the ordinary course of business. The provision for all known and determined liability is adequate and not in the excess of the amount reasonably required.
- 68 On March 25, 2020, the Government of India has declared Covid-19 as health emergency and ordered closure of all non-essential business. Accordingly, all our manufacturing units were kept shut from 25th March to 15th April, 2020. The Group has since, after receiving applicable permission, partially commenced operations and scaling up the same gradually.

COVID-19 has severely impacted businesses globally and in India. The lockdown has also impacted the demand for Group's products and services. The Company's management has made initial assessment of likely adverse impact on business and financial risks. The Group has used the principles of prudence in applying judgments, estimates and assumptions including sensitivity analysis and based on the current estimates, the Group expects to recover the carrying amount of receivables, trade receivables, intangible assets and investments including investment in subsidiaries. The Group has evaluated the potential impact of COVID-19 on the operations of the Group.

Based on its assessment, the Group is of the view that there is no significant impact on the carrying value of its assets and liabilities as at March 31, 2020 and on the financial performance for the year ended March 31, 2020. However, due to the uncertainties associated with the pandemic, the actual impact may not be in line with current estimates. The Group will continue to closely monitor any changes to the estimates basis future economic conditions. In light of this uncertainty, the extent to which the coronavirus pandemic may impact the Group's operating results, financial condition, and cash flows will depend on future developments and cannot be predicted at this time. Further the impact assessment does not indicate any adverse impact on the ability of the Group to continue as a going concern.

The Company has also evaluated the impact of the same on the aforementioned risks i.e. credit risk, liquidity risk, market risk, currency risk and interest risk and does not foresee any material impact on account of the same.

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

- 69 During the current year, on February 28, 2020, the Holding Company has entered into a Joint Venture Agreement with TGP Technocap Group Partecipazioni S.R.L., Italy holding company of Tecnocap group. The Holding Company shall hold 25% Equity shares (25,00 shares Rs. 0.25 lakhs) of Tecnocap Oriental Private Limited and 75% equity shares will be held by TGP Technocap Group Partecipazioni S.R.L., Italy. Further, the Holding Company shall further invest Rs. 550 lakhs constituting 25% of the issued and paid up share capital of Joint Venture Company.

The Holding Company has also entered into a Business Transfer Agreement ("Agreement") on February 28, 2020 with Tecnocap Oriental Private Limited, a Joint Venture Company, pursuant to which the Holding Company proposes to transfer on slump sale basis its business undertaking pertaining to manufacturing of Lug Caps Business, subject to fulfilment of certain conditions precedent, for a consideration of Rs. 1875 lakhs plus/minus post-closing adjustment of working capital amount and less actuarial liabilities on account of gratuity/earned leave to identified employees. The expected date of completion of this transaction is based on completion/satisfaction of conditions precedent.

The management is of the view that the above discontinued operation does not represent a separate major line of business operations and therefore related revenue, expense, pre-tax profit/loss, cash flow of the discontinued has not been separately disclosed in accordance with Ind AS 105 "Non-current Assets Held for Sale and Discontinued Operations."

- 70 The Group's pending litigations comprise of claim against the Group and proceedings pending with Statutory and Tax Authorities. The Group has reviewed all its pending litigations and proceedings and has made adequate provisions, whenever required and disclosed the contingent liabilities, whenever applicable, in its financial statements. The Group does not expect the outcome of these proceedings to have a material impact on its financial position. (Refer note no 48 and 73 for details on contingent liabilities).
- 71 The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- 72 For the year ended March 31, 2020, there has been no delay in transferring amounts, required to be transferred, to the Investor Education & Protection Fund under relevant provisions of the Companies Act, 2013.
- 73 The erstwhile Subsidiary Company, Oriental Containers Limited ("OCL"), (now merged with the holding Company) had entered into the Business Transfer Agreement and Sale & Purchase Agreement on November 3, 2017 to sale / transfer the Closures business of OCL on a 'slump exchange basis' to Oricon Packaging Limited (now known as Oriental Containers Limited ("OPL"), a subsidiary of the OCL, and a sub-subsidiary of the Company, for a consideration of 49,50,000 equity shares each having a face value of INR 10 (Indian Rupees Ten) to be issued by OPL to the OCL for sale / transfer of the Closures Business and sale of 51% equity shares of OPL held by the OCL to Pelliconi & C.S.P.A., a Company incorporated in Italy or its nominee (Pelliconi) after transfer of the Closures business of the OCL to OPL and fulfilment of agreed conditions, at an enterprise value of OPL of Rs.41,940.00 Lakhs, subject to net working capital, net financial position and other adjustments as agreed. The approval of the Shareholders was obtained pursuant to resolution passed at EGM held on December 11, 2017.

However, Pelliconi, vide its letter dated March 01, 2018, has sent notice of termination for sale and purchase agreement. The Subsidiary Company has disputed and denied the validity of the said Notice of Termination and filed Commercial Arbitration Petition before the Honourable High Court of Bombay. The said petition is admitted. An arbitrator has been appointed and arbitration proceeding is going on before arbitrator.

- 74 During the year, the Holding Company has recognised revenue from real estate aggregating to Rs. 10,280.00 lakhs being proportionate 'Oricon Realisation' pursuant to fourth supplemental agreement with Indiabulls Infraestate Limietd. Similarly, the Holding Company had entered into supplementary agreements in previous year and had recognised revenue from Real Estate segment amounting to Rs. 20,770 lakhs.
- 75 The recently promulgated Taxation Laws (Amendment) Ordinance 2019, has inserted Section 115BAA in the Income Tax Act 1961, providing existing domestic companies with an option to pay tax at a concessional rate of 22% plus applicable surcharge and cess. The reduced tax rates come with the consequential surrender of specified deduction / incentives. Once exercised such an option cannot be withdrawn for the same or subsequent assessment years. The Provision for current and deferred taxes has been recognised on the basis of the Company would avail the option to pay income tax at lower rate as per section 115BAA. Accordingly, the tax expenses for the year ended March 31, 2020 include tax credit of Rs. 1132.93 lakhs, resulting from re-measurement of these tax balances by applying such reduced tax rate.
- 76 The Subsidiary company United Shippers Limited has taken certain land, building premises and Jetty under cancellable and non-cancellable operating leases. In respect of non-cancellable lease, the agreements contain lock in period of 3-5 years. In the rent agreements there are no terms for purchase option or any restriction such as those concerning dividend and additional debts. Lease agreements of the Company do not contain any variable lease payment or any residual value guarantees. The Company has not entered into any sublease agreement.

The Subsidiary company United Shippers Limited had entered into an agreement with Gujarat maritime Board (GMB) vide agreement dated October 07, 1998 and was obtained license to develop, complete, construct, renovate and use existing jetty/wharf including construction of offshore and onshore goods facilities and right to use jetty for 10 years on guarantee of minimum cargo to be handled 4.00 lakhs M.T. p.a. or minimum wharfage of Rs. 120/- lakhs p.a. payable to GMB. GMB had extended the right to use jetty for a further period of 5 years i.e. 23.02.2010, with stipulation of minimum guaranteed wharfage of Rs. 120 lakhs p.a.. The GMB vide letter dated December 18, 2015 had granted extension of the license period for 5 years from February 23, 2015 for the use of 101 M jetty at Navlakhi. As per the latest terms of the agreement, there is stipulation of minimum cargo of 4.00 lakhs tonnes to be handled by the company and if there is a short fall in handling the minimum cargo, then in that case, the company will have to pay additional wharfage at prevailing wharfage rate for the short fall of such minimum guaranteed cargo. The said lease has expired on February 23, 2020 and is under renewal process which has been slightly delayed due to country-wide lockdown on account of COVID-19 pandemic. The management is of the opinion, the the renewal process will be duly completed and the changes in the terms of renewal agreement, if any, are not likely to be significant or to have any material impact on the financial statements.

## Notes to Consolidated Financial Statements for the year ended March 31, 2020

The Subsidiary company United Shippers Limited has recognised Right of Use assets and corresponding lease liabilities in respect of leases of identified assets (other than short term lease of 12 months or less or leases for low value assets). The maturity profile of lease liabilities are as follows:

Particulars	2019-20
Lease payments due next 1 year	384.62
Lease payments due next 1-2 years	274.66
Lease payments due next 2-3 years	323.19

Lease rentals of Rs. 165.21 lakhs in respect of short term lease have been recognised in the statement of profit and loss as rent expense.

77 The previous year figures have been re-classified / re-arranged / re-grouped, wherever necessary to conform to the current year presentation.

**As per our report of even date attached**

**For S G N & Co.**  
**Chartered Accountants**  
**Firm Registration No.: 134565W**

**Shreyans Jain**  
**Partner**  
**Membership No.: 147097**

**Mumbai**  
**June 26, 2020**

**For & on behalf of the Board**

**Rajendra Somani**  
**Managing Director**  
**(DIN: 00332465)**

**Sanjay Jain**  
**Company Secretary**  
**(PAN: AAIPJ2491G)**

**B. K. Toshniwal**  
**Executive Director**  
**(DIN:00048019)**

**B.M. Gaggar**  
**Chief Financial Officer**  
**(PAN: AEFPG7277L)**

