



**OPAL LUXURY TIME PRODUCTS LIMITED**

**ANNUAL REPORT  
F.Y. 2014-15**

**OPAL LUXURY TIME PRODUCTS LIMITED  
ANNUAL REPORT 2014-15****BOARD OF DIRECTORS: -**

<b>Sr. No</b>	<b>Name</b>	<b>Designation</b>
1.	Mr. Sameer Gujar	Managing Director
2.	Ms. Pratibha Gujar	Director
3.	Mr. Pradeep Tupe	Independent Director
4.	Mr. Ramachandran Nair	Independent Director

**Registered Office: -**

Shree Ganesh, Plot No. 31,  
Shivaji Housing Society, Behind ICC  
Tower, Senapati Bapat Road, Pune-  
411 016, Maharashtra, India

**Factory: -**

Plot No. 5 & 6,  
Ramnagar Industrial Estate,  
Roorkee, Dist. Haridwar- 247 667  
Uttarakhand, India

**Auditor: -**

M/s. Bharat J Rughani & Co.  
Chartered Accountants, Mumbai

**Registrar & Share Transfer Agents: -**

Karvy Computershare Private Limited  
17-24, Vittal Rao Nagar, Madhapur,  
Hyderabad- 500081  
Andhra Pradesh, India

**Bankers: -**

Central Bank of India



## FORWARD LOOKING STATEMENT

In this Annual Report, we have disclosed forward- looking statements to enable investors to comprehend our prospects and take investment decisions. The report and other statements- written and oral- that are periodically make certain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried, wherever possible, to identify such statements by using words such as 'anticipate', 'estimate', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievements of results are subject to risks, uncertainties, and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated, or projected. Readers should keep this in mind. We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise.

## CONTENTS

1. Notice convening Eighth AGM
2. Boards' Report
3. Management Discussion and Analysis
4. Report on Corporate Governance
5. Financial Statements

**NOTICE**

**NOTICE** is hereby given that, the Eighth Annual General Meeting of the members of Opal Luxury Time Products Limited will be held on Wednesday, 30<sup>th</sup> day of September, 2015 at 10.00 a.m. at the Registered office of the Company at Shree Ganesh, Plot No. 31, Shivaji Housing Society, Behind ICC Tower, Senapati Bapat Road, Pune-411 016, Maharashtra, India to transact the following business.

**❖ ORDINARY BUSINESS****Item No. 1: Adoption of Accounts**

To receive and adopt the audited Statement of Profit and Loss for the year ended March 31, 2015, and the Balance Sheet as at March 31, 2015, and the Board's and Auditors' Reports thereon.

**Item No. 2: Appointment of Ms. Pratibha S. Gujar**

To appoint a Director in place of Ms. Pratibha S. Gujar (DIN: 02405428) who retires by rotation in terms of section 152(6) of Companies Act, 2013 and being eligible offers herself for re-appointment.

**Item No. 3: To ratify the appointment of Statutory Auditors**

To ratify the appointment of Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of Tenth Annual General Meeting and to authorize the Board / Audit Committee to fix their remuneration.

**❖ SPECIAL BUSINESS**

**Item No. 4:** To consider and if thought fit, to pass, with or without modification(s), following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to such other approvals as may be required, the consent of the members be and is hereby accorded for re-appointment of Mr. Sameer Gujar as the Managing Director of the Company for a period of five (5) years w.e.f December 15, 2015 and payment of monthly remuneration of Rs. 150,000/- (Rupees One Lac Fifty Thousand only) as minimum remuneration in case of no profits or inadequacy of profits.

**RESOLVED FURTHER THAT** the Board of Directors and / or the Nomination and Remuneration Committee of the Board of Directors of the Company, as the case may be, are hereby authorized to revise the remuneration of Mr. Sameer Gujar subject to the limits, terms & conditions specified in Schedule V and other applicable provisions, if any, of the Companies Act, 2013.

**RESOLVED FURTHER THAT** subject to applicable laws, rules and regulations, Mr. Sameer Gujar shall be entitled for such benefits and perquisites, in addition to aforesaid remuneration, as specified in the Explanatory Statement attached to this notice pursuant to Section 102(1) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any one Director is hereby authorized to prepare, sign or execute necessary Service Agreement with Mr. Sameer Gujar on behalf of the Company pursuant to this resolution and also to do all such acts, deeds, things and to take all such steps necessary, proper or expedient to give effect to this resolution.”

**Item No. 5:** To consider and if through fit, to pass, with or without modification(s), following resolution as an **Ordinary Resolution:**



**“RESOLVED THAT** pursuant to the provisions of section 149 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, approval of the members be and is hereby accorded to the re-appointment of Mr. Pradeep Tupe (DIN 02968390), in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013 has been received in the prescribed manner, as an Independent Director on the Board of Directors of the Company for a period of five years, effective from February 14, 2015, not liable to retire by rotation.

**RESOLVED FURTHER THAT** aforesaid appointment of Mr. Pradeep Tupe shall be his second consecutive term within the meaning of Section 149(11) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** pursuant to the provisions of section 149, 197 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, Mr. Pradeep Tupe be paid such fees and / or remuneration as the Board may approve, from time to time, and subject to such limits, prescribed or as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board (which includes its Working Group Committee) be and is hereby authorized to do all acts and to take all such steps necessary, proper or expedient to give effect to this resolution.”

By Order of the Board  
For **Opal Luxury Time Products Limited**

**Director**

**Place:** Pune  
**Date:** August 31, 2015

**Registered Office:**  
Opal Luxury Time Products Limited  
CIN: L33309PN2007PLC129597  
Shree Ganesh, Plot No. 31, Shivaji Housing Society,  
Behind ICC tower, Senapati Bapat Road,  
Pune- 411016, Maharashtra, India

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF BANKS, FINANCIAL INSTITUTIONS, LIMITED COMPANIES, SOCIETIES ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS / AUTHORITY, AS APPLICABLE;
2. The statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts in respect of the business under Item Nos. 4 & 5 set out above and the relevant details as required under Clause 52 of the Listing Agreement entered with the Stock Exchange, of persons seeking appointment/re-appointment as Directors at the Annual General Meeting, are annexed hereto.
3. In accordance with the provisions of section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Register will remain closed from September 24, 2015 to September 30, 2015 (both days inclusive) in connection with the Annual General Meeting;
4. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members



can contact the Company or the Registrar & Transfer Agents (Karvy Computershare Private Limited) for assistance in this regard.

5. Members holding shares certificates under different folio numbers but in the same order of name are requested to apply for consolidation of such folios and send relevant share certificates to the Registrar and Transfer Agent of the Company.
6. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. Members who are holding shares in Demat mode are requested to notify any change in their residential address, email addresses immediately to their respective Depository Participants;
8. The Notice of the AGM along with the Annual Report for FY 2014-15 may be sent by electronic mode to those members whose e-mail addresses are registered with the Company / Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
9. Investor Grievance Redressal:  
  
The Company has designated an exclusive e-mail id viz. [investor.grievance@opalclocks.com](mailto:investor.grievance@opalclocks.com) to enable investors to register their complaints, if any;
10. Shareholders seeking any information with regard to accounts and operations of the Company are requested to write to the Company at least 10 days before the Meeting so that the information is made available by the management at the day of the Meeting;
11. Corporate Member intending to send their Authorized Representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution/ Power of Attorney authorizing their representatives to attend and vote on their behalf at the Meeting;
12. Members / Proxies are requested to bring their attendance slip duly filled in along with their copy of the Annual Report to the Meeting;
13. Opal Luxury Time Products Limited is concerned about the environment and believes in utilization of natural resources in a suitable way. To support "Green Initiative", we request you to update your email addresses with your Depository Participants to ensure that the Annual Report and other documents reach you on preferred email account.


**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**
**Item No. 4: -**

Mr. Sameer Gujar was appointed as a Managing Director of the Company with effect from 15<sup>th</sup> December, 2010 for a period of five years on the terms and conditions as agreed between the parties at the time of signing Service Agreement dated 17<sup>th</sup> December, 2010.

Subject to applicable laws, rules and regulations, It is proposed to seek the consent of the members by way of a Special Resolution for the re-appointment and the payment of monthly remuneration of Rs. 150,000/- (Rupees One Lacs Fifty Thousand only) as a minimum remuneration in case of no or inadequacy of profits and such benefits and perquisites as specified herein below, pursuant to the applicable provisions of the Companies Act, 2013 and Rules made thereunder for the time being in force.

Category	Particulars
<b>Commission</b>	Payment of commission of such amount for each corporate financial year as may be decided by the Board of Directors on the recommendation of Nomination & Remuneration Committee for each financial year.
<b>Perquisites and Allowances</b>	<p><b>Medical Benefits:</b> Reimbursement of medical expenses incurred by the appointee on self, spouse and dependent children will be reimbursed to him subject to the ceiling of one month's salary in a year or three months' salary over a period of three years.</p> <p><b>Leave Travel Concession:</b> For self and family once a year in accordance with the rules of the Company.</p> <p><b>Club fees:</b> Fees for clubs subject to maximum of two clubs excluding admission and lifetime membership fees.</p> <p><b>Personal accident and medical insurance:</b> Personal accident and medical insurance cover shall be payable as per the rules of the Company.</p> <p><b>Contribution to Provident fund and superannuation &amp; Annuity fund:</b> Company's contribution to Provident fund, superannuation benefits and Annuity fund to the extent these either singly or put together are not taxable under the income Tax Act, 1962 subject to the rules of the Company.</p> <p><b>Gratuity:</b> Gratuity at the rate of half month's salary for each completed year of service.</p> <p><b>Leave:</b> Leave with full pay and encashment thereof as per as per the rule of the Company.</p> <p><b>Other perquisites:</b> Subject to overall ceiling on remuneration mention hereinabove, additional benefits and /or perquisites may be provided by the board of directors (which includes any committee thereof) as they may deem fit.</p>
<b>Amenities</b>	<p><b>Conveyance facility:</b> Managing Director will be provided with a car with driver for use on Company's business. Use of car for private purpose, if any will be billed by the Company. The provision of a car for official use and telephone at residence will not be considered as perquisites.</p> <p><b>Communication facility:</b> Company shall provide telephone at the residence.</p> <p><b>Minimum remuneration:</b> Where in any financial year during the currency of the tenure if the Company has no profits or the profits are inadequate the Company may pay</p>



	remuneration by way of salary, dearness allowance, perquisites and any other allowances as detailed above.
	<b>Explanation:</b> Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rules, perquisites shall be evaluated at actual cost.

**Statement as per Schedule V (Part II) (Section II) of the Companies Act, 2013**

General Information		
1.	<b>Nature of Industry</b>	The Company is in the business of manufacturing, assembly, marketing, retailing consumer goods, specifically watches, clocks and allied products
2.	<b>Date or expected date of commencement of commercial production</b>	The Company is in the operation since 2007
3.	<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	Not applicable
4.	<b>Financial Performance based on given indicators</b>	As on 31 <sup>st</sup> March, 2015, Total Income: Rs. 2,583.86 Lacs Total Profit: Rs. 54.18 Lacs Earnings Per Share: Rs. 1.61
5.	<b>Foreign Investment or collaboration, if any</b>	Not applicable
Information about the appointee		
6.	<b>Background details</b>	He has passed the examination for Bachelor of Commerce from University of Pune and has completed Post Graduation Programme in Management (Family Managed Business) from S. P. Jain Institute of Management & Research, Mumbai. He has been working with the Company for more than 6 years.
7.	<b>Past remuneration</b>	For the Financial Year 2014-15 Rs 18,00,000/- per annum
8.	<b>Job profile and his suitability</b>	Mr. Sameer Gujar is working with the Company since March 2007. He is responsible for developing our Company's relationship with customers & suppliers. He has been involved in formulating strategies including identification of growth opportunities in domestic as well as international markets.
9.	<b>Remuneration proposed</b>	As detailed in the resolution
10.	<b>Comparative remuneration profile with respect to industry, size of the company, profile of the position and in person</b>	The proposed remuneration is commensurate with size and nature of the business of the Company and vital role Mr. Sameer Gujar is playing in the development and expansion of the Company. The remunerations may differ from company to company depending upon size of the business.
11.	<b>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any</b>	Mr. Sameer Gujar holds 433079 shares of the Company. He is a son of Ms. Pratibha Gujar, Promoter and Non-executive Director of the Company who holds 415851 shares of the Company.





<b>Other information</b>		
<b>12.</b>	<b>Reasons of loss or inadequate profits</b>	In order to remain compliant with the prevailing laws, management has adopted a conservative approach although it is hopeful that the Company will be able to achieve its set target and generate suitable profits to maximize wealth of its stakeholders.
<b>13.</b>	<b>Steps taken or proposed to be taken for improvement</b>	The Company is taking adequate steps on this front which includes cost improvement in overall operations of the Company, establishing its footprints in international markets where it envisages high operating margins, etc.
<b>14.</b>	<b>Expected increase in productivity and profits in measurable terms</b>	<b>FY 2015-16</b> Expected Income: 4100 Lacs Expected Net Profits: 215 Lacs

Except Mr. Sameer Gujar, Managing Director and Ms. Pratibha Gujar, Director of the Company, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

**Item No. 5: -**

The Company had, pursuant to the provisions of Clause 52 of the Model Listing Agreement for listing on SME Exchange entered with the Stock Exchange, appointed Mr. Pradeep Tupe as Independent Director.

Pursuant to the provision of section 149 of the Companies Act, 2013 (“Act”), every listed company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation.

Mr. Pradeep Tupe, have given a declaration to the Board that he meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, the Director fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the Management.

According to the provisions of the Companies Act, 2013, the appointment of Independent Director(s) of the Company shall be approved at the meeting of shareholders. Accordingly, it was proposed to approve the appointment Mr. Pradeep Tupe as Independent Director, effective from the date specified in the above resolution who shall not be liable to retire by rotation.

The Company has received notices in writing from a member along with a deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing candidature of Mr. Pradeep Tupe for the office of Directors of the Company.

Mr. Pradeep Tupe, aged about 57 years, is an Independent Director of the Company. He holds a Diploma in Business Management. He has cleared AMIE Examination and also a Diploma in Mechanical Engineering. He worked with reputed companies such as KSB Pumps, Kirloskar Brothers, Rath Industrial Equipment, Gujarat Steel Tubes and Atlas Steel Tubes in the Marketing/Sales roles. He was the Chairman of Institution of Engineers (India) Maharashtra State Centre. He served as the Vice President of Laghu Udyog Bharati, an all India organization for small scale industries. At present, he is the Coordinator at MIT Group of Institutions and Hon Secretary at All India Management Association. He is a Charter Member of Rotary Club, Pune University and chairs Environmental Awareness in a Rotary. He is a Certified Lead Assessor for QMS (ISO 9001:2008).



Sr. No.	Particulars	Description
1.	Name of Director	Mr. Pradeep Tupe
2.	Father's Name	Mr. Vasant Rao Tupe
3.	Date of Appointment	14/02/2015
4.	List of outside directorships held	Innovative Industries Limited Innovative Venture Limited



## ANNEXURE

### **PURSUANT TO CLAUSE 52 OF THE LISTING AGREEMENT FOR LISTING ON SME EXCHANGE OF NATIONAL STOCK EXCHANGE OF INDIA (NSE), INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:**

#### **1. Mr. Sameer Gujar**

##### **Profile and expertise:**

Mr. Sameer Gujar, aged about 28 years, is the Promoter and the Managing Director of our Company. He has passed the examination for Bachelor of Commerce from University of Pune and has completed Post Graduation Programme in Management (Family Managed Business) from S. P. Jain Institute of Management & Research, Mumbai. He has a work experience of more than 6 years as the Director of our Company. He is responsible for developing our Company's relationship with customers & suppliers. He has been involved in formulating strategies including identification of growth opportunities in domestic as well as international markets for our Company. He is also heading our operations including the designing team. He was appointed as Managing Director of our Company on 15<sup>th</sup> December, 2010 for a period of five years on the terms and conditions as agreed between the parties at the time of signing Service Agreement dated 17<sup>th</sup> December, 2010.

##### **Companies (other than Opal Luxury Time Products Limited) in which Mr. Sameer Gujar holds directorship and committee memberships**

<b>Directorships</b>	<b>Chairman of Board Committees</b>	<b>Member of Board Committees</b>
UDANTA ENTERPRISES PRIVATE LIMITED*	-	-

\* Director w.e.f. 22<sup>nd</sup> April, 2015

Mr. Sameer Gujar holds 433079 equity shares of the Company. He is related only to Ms. Pratibha Gujar and not to any other director on the Board of the Company.

#### **2. Mr. Pradeep Tupe**

##### **Profile and expertise:**

Mr. Pradeep Tupe, aged about 57 years is an Independent Director of our Company. He holds a diploma in Business Management from the Institute of Management Development and Research, Pune and a diploma in Mechanical Engineering from the Board of Technical Examinations, Maharashtra State. He was appointed as an Independent Director on the Board of the Company on 14.02.2015.

##### **Companies (other than Opal Luxury Time Products Limited) in which Mr. Pradeep Tupe holds directorship and committee memberships**

<b>Directorships</b>	<b>Chairman of Board Committees</b>	<b>Member of Board Committees</b>
INNOVENTIVE INDUSTRIES LIMITED	<ul style="list-style-type: none"> <li>Nomination and Remuneration Committee</li> <li>Shareholders'/ Investors' Grievance Committee</li> </ul>	<ul style="list-style-type: none"> <li>Working Group Committee</li> <li>Audit Committee</li> </ul>
INNOVENTIVE VENTURE LIMITED	<ul style="list-style-type: none"> <li>Nomination and Remuneration Committee</li> <li>Shareholders'/ Investors' Grievance Committee</li> </ul>	<ul style="list-style-type: none"> <li>Audit Committee</li> </ul>



Mr. Pradeep Tupe does not hold any shares of the Company. He is not related to any other director on the Board of the Company.

### **3. Ms. Pratibha Gujar**

#### **Profile and expertise:**

Ms. Pratibha Gujar, aged about 56 years, is the Promoter and a Non-Executive Director of our Company. She holds a degree in Bachelor of Arts (Special) from University of Poona. She was appointed as a Director on the Board since incorporation of the Company.

#### **Companies (other than Opal Luxury Time Products Limited) in which Ms. Pratibha Gujar holds directorship and committee memberships**

<b>Directorships</b>	<b>Chairman of Board Committees</b>	<b>Member of Board Committees</b>
-	-	-

Ms. Pratibha Gujar holds 415851 equity shares of the Company. She is related only to Mr. Sameer Gujar and not to any other director on the Board of the Company.



**ATTENDANCE SLIP**  
**(To be presented at the entrance)**

I/We hereby record my/our presence at Eighth Annual General Meeting of **Opal Luxury Time Products Limited** held on, Wednesday, 30<sup>th</sup> September, 2015, at Shree Ganesh, Plot No. 31, Shivaji Housing Society, Behind ICC Tower, Senapati Bapat Road, Pune - 411016, Maharashtra, India at 10.00 a.m.

<b>Name</b>	
<b>Ledger Folio No.</b>	
<b>DP ID</b>	
<b>Client ID</b>	
<b>No. of Shares held</b>	
<b>Signature</b>	

**Notes:**

1. Only shareholders / proxies / authorized representative are allowed to attend the Meeting.
2. Members attending the meeting in-person or by proxy are requested to complete the attendance slip and deposit with the Company Officials at the venue of the Meeting.



**Form No. MGT-11  
PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

<b>Name of the Company:</b>	Opal Luxury Time Products Limited
<b>CIN:</b>	L33309PN2007PLC129597
<b>Registered Office:</b>	Shree Ganesh, Plot No. 31, Shivaji Housing Society, Behind ICC Tower, Senapati Bapat Road, Pune- 411 016, Maharashtra, India

<b>Name of Member(s):</b>	
<b>Registered Address:</b>	
<b>E-mail id:</b>	
<b>Folio No. / Client ID:</b>	
<b>DP ID:</b>	

I /We, \_\_\_\_\_ of \_\_\_\_\_ being a member(s) of **OPAL LUXURY TIME PRODUCTS LIMITED** hereby appoint

1. Name: .....  
 Address: .....  
 E-mail ID: .....  
 Signature: ....., or  
 Failing of him

2. Name: .....



Address: .....  
 E-mail ID: .....  
 Signature: ....., or  
 Failing of him

3. Name: .....  
 Address: .....  
 E-mail ID: .....  
 Signature: .....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Eighth Annual General Meeting of Opal Luxury Time Products Limited to be held on Wednesday, 30<sup>th</sup> September, 2015 at Shree Ganesh, Plot No. 31, Shivaji Housing Society, Behind ICC Tower, Senapati Bapat Road, Pune - 411016, Maharashtra, India at 10.00 a.m. and / or at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resolution No. 1</b>	
<b>Resolution No. 2</b>	
<b>Resolution No. 3</b>	
<b>Resolution No. 4</b>	
<b>Resolution No. 5</b>	

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2015.

**Signature of Shareholder:** .....

**Affix  
Revenue  
Stamp  
₹ 1**

.....

**Signature of Proxy Holder(s):**.....

#### NOTES:

1. This proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of the Eighth Annual General Meeting.



## BOARD'S REPORT

To,  
The Members of,  
Opal Luxury Time Products Limited,  
Pune

We are delighted to present the report on our business and operations for the year ended 31<sup>st</sup> March, 2015. Following are the financial highlights of the year under review:

### SUMMARIZED FINANCIAL RESULTS

(Rs. in Lacs)

Particulars	Standalone		Consolidated	
	Year ended 31.03.2015	Year ended 31.03.2014	Year ended 31.03.2015	Year ended 31.03.2014
Turnover / Income (Gross)	2581.33	2499.24	2600.91	2484.17
Turnover/Income Net)	2581.33	2499.24	2600.91	2484.17
Other Income	2.53	23.76	2.53	23.76
Total Expenditures	2163.87	2093.34	2195.00	2088.32
Interest and Finance Cost	138.26	172.64	138.26	172.64
Depreciation	249.75	138.64	249.75	138.64
<b>Profit Before Tax</b>	31.98	118.37	20.43	108.31
<b>Tax Expenses</b>				
Current Tax	5.75	17.66	5.75	17.66
MAT Credit	(5.20)	(13.00)	(5.20)	(13.00)
Differed Tax Liability	(22.75)	65.33	(22.75)	65.33
Tax for earlier year	-	-	-	-
MAT Credit for earlier year	-	-	-	-
<b>Profit After Tax</b>	54.18	48.38	42.63	38.32
Balance Brought forward from last year	1128.03	1079.65	1117.97	1079.65
Profit Available for Appropriation	1182.21	1128.03	1160.60	1117.97
Appropriations	1182.21	1128.03	1160.60	1117.97
Dividend	-	-	-	-
<b>Balance Carried over to Balance sheet</b>	1182.21	1128.03	1160.60	1117.97
Earnings Per Share (Basic & Diluted)	1.61	1.44	1.27	1.14
Number of Shares*	3358818	3358818	3358818	3358818

#### Notes:

- i. \* denote number of shares has shown in actual numbers.
- ii. Figures of previous year have been regrouped wherever necessary.
- iii. The Company proposes to transfer entire amount of net profit to the General Reserves.
- iv. An amount of Rs. NIL is proposed to be retained in the Statement of Profit and Loss.

#### ➤ REVIEW OF OPERATIONS

During the year under review, the Company earned a profit of Rs. 54.18 lacs as compared to a profit of Rs. 48.38 lacs for the previous year.

#### ➤ NUMBER OF BOARD MEETING

During the year four (4) Board Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.





➤ **DIVIDEND**

Considering requirements of the funds for business purpose, your Directors do not recommend any dividend for the year under review.

➤ **DEPOSITS COVERED UNDER CHAPTER V OF THE COMPANIES ACT, 2013**

S. No.	Particulars	Amount
1.	Accepted during the year	Nil
2.	Remained unpaid or unclaimed as at the end of the year	Nil
3.	Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved	
	(i) At the beginning of the year	Nil
	(ii) Maximum during the year	Nil
	(iii) At the end of the year	Nil

➤ **DEPOSITS NOT IN COMPLIANCE WITH CHAPTER V OF THE COMPANIES ACT, 2013**

Your Company has not accepted any deposits which are not in compliance with Chapter V of the Companies Act, 2013.

➤ **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

➤ **DECLARATION BY INDEPENDENT DIRECTOR**

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

➤ **POLICY ON DIRECTOR APPOINTMENT AND REMUNERATION AS PER SECTION 178(3)**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

➤ **AUDITORS**

Pursuant to the provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s Bharat J. Rughani & Co., Chartered Accountants, Mumbai, were appointed as Statutory Auditors of the Company in the last Annual General Meeting to hold the office until the conclusion of Tenth Annual General Meeting subject to annual ratification by members.

The Board recommends ratification of the appointment of M/s Bharat J. Rughani & Co., as the Statutory Auditor at the ensuing Annual General Meeting.

➤ **RELATED PARTY TRANSACTIONS**

Related party transactions which were entered into during the financial year has complied with the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder is included in this report as Annexure 'A'.

None of the related party transaction(s) is in violation of the Act.



➤ **EXPLANATIONS OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE IN THE AUDIT REPORT**

Audit report submitted by Statutory Auditor does not contain any qualification, reservation or adverse remark or disclaimer in their audit report hence, not applicable. However, Company Secretary in Practice in his Secretarial Audit Report has made certain observations / qualification. The Board has noted the same and it will make sure such irregularities do not happen in the future.

➤ **STATE OF THE COMPANY'S AFFAIRS**

The Company is focusing on creating a line of high-end products that moved with high-quality, precision movements and incorporated stunning designs that were works of art all by themselves. By refocusing Opal Clocks, this once-floundering division is now recognized for its cutting-edge designs and state-of-the-art manufacturing processes. The end result is a lifestyle-focused brand that delivers highly desirable timepieces for any style across the globe.

➤ **DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL ("KMP") APPOINTED OR RESIGNED DURING THE YEAR**

Directors and KMPs resigned during the years are as follows: -

Sr. No.	Name (with Designation)	Date of Resignation
1.	Mr. Nikhil Deshpande - Company Secretary	11.10.2014
2.	Mr. O K Balraj - Director	06.11.2014
3.	Mr. Ramprasad Joshi - Independent Director	25.11.2014
4.	Mr. Pradeep Tupe - Independent Director*	25.11.2014

\*Mr. Pradeep Tupe was again appointed as Additional Director on 14<sup>th</sup> February, 2015 and holds the said office till the date of the Annual General Meeting. A notice has been received from a member proposing his candidature for the reappointment.

➤ **NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES**

The Company has its Wholly Owned Subsidiary ("100% Subsidiary" or "WOS") viz. Opal Luxury Products INC in the US, to establish companies footprints globally. In accordance with Section 129(3) of the Companies Act, 2013, a statement containing salient features of the financial statements of the subsidiary companies in Form AOC 1 is provided as an Annexure to this Board Report.

➤ **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

There are no material changes and commitments affecting the financial position of your Company which have occurred between the end of the financial year of the Company to which these financial statements relate and the date of the report.

➤ **RISK MANAGEMENT POLICY**

The Company has identified various risks faced by the Company from different areas. Appropriate structures are present so that risks are inherently monitored and controlled. A combination of policies and procedures attempts to counter risk as and when they evolve.

➤ **BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and Clause 52 of the Listing Agreement, the Company has carried out an annual performance evaluation of its own performance and the non-executive directors individually.

➤ **CORPORATE SOCIAL RESPONSIBILITY (CSR)**



Not applicable to your Company.

➤ **DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM**

The Audit Committee consists of the following members

Name of the Director	Designation in the Committee	Nature of Directorship in the Company
Mr. Ramachandran Nair	Chairman	Independent Director
Mr. Pradeep Tupe	Member	Independent Director
Mr. Sameer Gujar	Member	Managing Director

The above composition of the Audit Committee consists of Independent Directors viz., Mr. Ramachandran Nair and Mr. Pradeep Tupe who form the majority.

The Company has established a vigil mechanism and overseas through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company.

➤ **ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO**

Information under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 forming part of Directors' Report is as below:

**Conservation of Energy**

Sr. No.	Particulars	Details
1.	The steps taken or impact on conservation of energy	The Company conserves energy at all levels by raising awareness, within the organization, about adverse impact of non-efficient energy use on the health as well as environment of the country on regular basis.
2.	The steps taken by the Company for utilising alternate sources of energy	The Company is in the course of assessing alternate source of energy suitable for its business and decision would be taken at the appropriate time.
3.	The capital investment on energy conservation equipment's	As per Financial Statements



### Technology absorption

Sr. No.	Particulars	Details										
1.	The efforts made towards technology absorption	The Company is assessing viable options in this segment.										
2.	The benefits derived like product improvement, cost reduction, product development or import substitution	NA										
3.	<div>In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-<table><tr><th>Sr. No.</th><th>Particulars</th></tr><tr><td>1.</td><td>The details of technology imported</td></tr><tr><td>2.</td><td>The year of import</td></tr><tr><td>3.</td><td>Whether the technology been fully absorbed</td></tr><tr><td>4.</td><td>If not fully absorbed, areas where absorption has not taken place, and the reasons thereof</td></tr></table></div>	Sr. No.	Particulars	1.	The details of technology imported	2.	The year of import	3.	Whether the technology been fully absorbed	4.	If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	<div>NA</div> <div>NA</div> <div>NA</div> <div>NA</div>
Sr. No.	Particulars											
1.	The details of technology imported											
2.	The year of import											
3.	Whether the technology been fully absorbed											
4.	If not fully absorbed, areas where absorption has not taken place, and the reasons thereof											
4.	The expenditure incurred on Research and Development.	As per Financial Statements										

Foreign exchange earnings (FOB Value of exports) - **Rs. 2.94 Lacs** (previous year **Rs. 17.92 Lacs**).

Foreign exchange outgo - **Rs. 6.69 Lacs** (previous year **Rs. 6.76 Lacs**).

➤ **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE 'GOING CONCERN' STATUS AND COMPANIES OPERATIONS IN FUTURE**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the 'going concern' status and companies operations in future.

➤ **TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

➤ **SHARES AND SECURITIES**

**a. BUY BACK OF SECURITIES**

The Company has not bought back any of its securities during the year under review.

**b. SWEAT EQUITY**

The Company has not issued any Sweat Equity Shares during the year under review.

**c. BONUS SHARES**

No Bonus Shares were issued during the year under review.

**d. EMPLOYEES STOCK OPTION PLAN**



The Company has not provided any Stock Option Scheme to the employees.

➤ **DIRECTORS' RESPONSIBILITY STATEMENT**

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

1. that in the preparation of the annual accounts for the financial year ended on 31<sup>st</sup> March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. 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 and loss of the Company for the year under review;
3. 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;
4. that the Directors have prepared the accounts for the financial year ended 31<sup>st</sup> March, 2015 on a Going Concern basis'.
5. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.
6. that proper internal financial controls wherein place and that the financial controls were adequate and were operating effectively

➤ **EXTRACT OF ANNUAL RETURN AS PROVIDED UNDER SUB-SECTION (3) OF SECTION 92**

Extract of Annual Return in the prescribed Form No. MGT – 9 is enclosed herewith and marked as **Annexure 'B'** of the report.

➤ **CAUTIONARY STATEMENT**

Your Company has taken due caution while preparing this Directors' Report ('the Report'). The Report may contain futuristic or forward looking statements, which the management believes them to be true to the best of their knowledge and belief. However, actual results may differ from those mentioned in the Report.

➤ **ACKNOWLEDGEMENT**

Your Directors express their grateful thanks and appreciation for the assistance and co-operation received from the investors, shareholders, bankers, government authorities and business associates during the year under review. Your Directors also wish to place on record their appreciation for the excellent performance and contribution of the employees to the Company's progress during the year under review.

**FOR AND ON BEHALF OF THE  
BOARD OF DIRECTORS**

**Place:** Pune  
**Date:** August 31, 2015

**SAMEER GUJAR  
CHAIRMAN**



# ANNEXURE 'A'

## Form No. AOC-2

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

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

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

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	date(s) of approval by the Board	Amount paid as advances, if any:	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-

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

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangement s/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any
1.	Opal Luxury Products INC	Sale of goods	For FY 2014-15	Rs. 2.94 Lacs		
2.	Opal Luxury Products INC	Advance for Expenses	For FY 2014-15	Rs. 32.00 Lacs		
3.	Sameer Gujar	Advance for Expenses*	For FY 2014-15	Rs. 32.00 Lacs		

\* Rs. 10.82 Lacs has been shown as advance to subsidiary in the financial statements of the Company.

**FOR AND ON BEHALF OF THE  
BOARD OF DIRECTORS**

**Place:** Pune  
**Date:** August 31, 2015

**SAMEER GUJAR  
CHAIRMAN**

**Annexure B**  
**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN**

**As on the financial year ended on 31.03.2015**

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

**I. REGISTRATION AND OTHER DETAILS:**

i)	Name of the Company:-	Opal Luxury Time Product Limited	
ii)	CIN:-	L33309PN2007PLC129597	
	Foreign Company Registration Number/GLN:-	NA	
	Registration Date:	10-02-2007	
iii)	Category of the Company: -	1 Public Company (√)	
		2 Private company ( )	
iv)	Sub Category of the Company:- [ Please tick whichever are applicable]		
1	Government Company		( )
2	Small Company		( )
3	One Person Company		( )
4	Subsidiary of Foreign Company		( )
5	NBFC		( )
6	Guarantee Company		( )
7	Limited by shares		(√)
8	Unlimited Company		( )
9	Company having share capital		( )
10	Company not having share capital		( )
11	Company Registered under Section 8		( )

v)	Whether shares listed on recognized Stock Exchange(s) - Yes
----	---

	If yes, details of stock exchanges where shares are listed .....		
	<b>Sr No.</b>	<b>Stock Exchange Name</b>	<b>Code</b>
	1	NSE Emerge Platform	OPAL

vi)	<b>NAME AND REGISTERED OFFICE ADDRESS OF COMPANY:</b>			
	Company Name : Opal Luxury Time Product Limited			
	Address : Shree Ganesh, Plot No. 31, Shivaji Housing Society, Behind ICC Tower, Senapati Bapat Road			
	Town / City : Pune			
	State : Maharashtra		Pin Code: 411016	
	Country Name : India		Country Code: IND	
	Telephone Number with STD Code : (+91) (20) 25631919			
	Fax Number : NA			
	Email Address : investor.grievance@opalclocks.com			
	[ Please provide valid and current email-id of the dealing officer]			
	Name of the Police Station having jurisdiction where the registered office is situated		Deccan Gymkhana Police Station	
	Address for correspondence, if different from address of registered office:			NA
	(In case of foreign company, please give address of principal place of business in India) :			NA
	Address			NA
	Town / City :			NA
	State :			NA
	Pin Code:			NA
	Telephone :			NA
Fax Number :			NA	
Email Address :			NA	
[ Please provide valid and current email-id of the dealing officer ]				



vii)	<b>Name and Address of Registrar &amp; Transfer Agents ( RTA ):- Full address and contact details to be given.</b>	
	Name of Registrar & Transfer Agents:	Karvy Computershare Private Limited
	Address :	17-24, Vittal Rao Nagar, Madhapur
	Town / City :	Hyderabad
	State :	Telangana and Andhra Pradesh
	Pin Code:	500081
	Telephone :	(+91-40-23420818 )
	Fax Number :	(+91-40-23420814)
	Email Address :	varghese@karvy.com
	[ Please provide valid and current email-id of the dealing officer of RTA]	

**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 main products / services	NIC Code of the Product/service	Percentage to total turnover of the company
1	Manufacture of watches and clocks	26521	99.83
2	NA	NA	NA
3	NA	NA	NA

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

[ No. of Companies for which information is being filled]

Sr. No.	NAME AND ADDRESS OF THE COMPANY	UIN	HOLDING/ SUBSIDIARY / ASSOCIATE	Percentage of shares held	Applicable Section
1	Opal Luxury Products INC	BYWAZ20150018	Subsidiary	100	2(87)

#### IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

### Category-wise Share

*i)* Holding

[illegible]

b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	76000	100	76100	2.27	52000	100	52100	1.55	-0.72
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	217700	217700	6.48	0	217700	217700	6.48	0
c) Others (specify) - Trust & Clearing Members	607818	0	607818	18.1	606818	0	606818	18.07	-0.03
<b>Sub-total (B)(2):-</b>	<b>2121348</b>	<b>255540</b>	<b>2376888</b>	<b>70.77</b>	<b>2122348</b>	<b>255540</b>	<b>2377888</b>	<b>70.8</b>	<b>0.03</b>
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2254348	255540	2509888	74.73	2254348	255540	2509888	74.73	0
<b>C. Shares held by Custodian for GDRs &amp; ADRs</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>-</b>
<b>Grand Total (A+B+C)</b>	<b>3103278</b>	<b>255540</b>	<b>3358818</b>	<b>100</b>	<b>3103278</b>	<b>255540</b>	<b>3358818</b>	<b>100</b>	<b>-</b>

**B. Shareholding of Promoters**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			Percentage change in share holding during the year
		No. of Shares	Percentage of total Shares of the company	Percentage of Shares Pledged / encumbered to total shares	No. of Shares	Percentage of total Shares of the company	Percentage of Shares Pledged / encumbered to total shares	
1	Pratibha Gujar	433079	12.89	0	433079	12.89	0	0
2	Sameer Gujar	415851	12.38	0	415851	12.38	0	0

**C. Change in Promoters' Shareholding ( please specify, if there is no change)**

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	848930	25.27	-	-
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	848930	25.27	-	-

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

Sr. No.	For Each of the Top 10 Shareholders				Shareholding at the beginning of the year		Cumulative Shareholding during the year	
					No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>INNOVENTIVE VENTURE LIMITED</b>							
	At the beginning of the year				1072530	31.93	1072530	31.93
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				0	0.00	0	0.00
	At the End of the year (or on the date of separation, if separated during the year)				1072530	31.93	1072530	31.93
2	<b>SIDBI TRUSTEE COMPANY LIMITED A/C INDIA OPPORTUNIT</b>							
	At the beginning of the year				604818	18.01	604818	18.01
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				0	0.00	0	0.00
	At the End of the year (or on the date of separation, if separated during the year)				604818	18.01	604818	18.01
3	<b>SAMEER SUBHASH GUJAR</b>							
	At the beginning of the year				433079	12.89	433079	12.89

	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0.00	0	0.00
	At the End of the year (or on the date of separation, if separated during the year)	433079	12.89	433079	12.89
4	<b>PRATIBHA SUBHASH GUJAR</b>				
	At the beginning of the year	415851	12.38	415851	12.38
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0.00	0	0.00
	At the End of the year (or on the date of separation, if separated during the year)	415851	12.38	415851	12.38
5	<b>IDBI CAP MKT SERV LTD</b>				
	At the beginning of the year	334000	9.94	334000	9.94
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	31000	0.00	31000	0.00
	At the End of the year (or on the date of separation, if separated during the year)	365000	9.94	365000	9.94
6	<b>PRAVINKUMAR JAIN</b>				
	At the beginning of the year	100000	2.98	100000	2.98
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0.00	0	0.00
	At the End of the year (or on the date of separation, if separated during the year)	100000	2.98	100000	2.98
7	<b>VIVEK REDDY</b>				
	At the beginning of the year	100000	2.98	100000	2.98
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0.00	0	0.00
	At the End of the year (or on the date of separation, if separated during the year)	100000	2.98	100000	2.98
8	<b>CENTRAL BANK OF INDIA</b>				

	At the beginning of the year	76000	2.26	76000	2.26
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0.00	0	0.00
	At the End of the year (or on the date of separation, if separated during the year)	76000	2.26	76000	2.26
9	<b>BANK OF MAHARASHTRA</b>				
	At the beginning of the year	48000	1.43	48000	1.43
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-1000	0.00	-1000	0.00
	At the End of the year (or on the date of separation, if separated during the year)	47000	1.43	47000	1.43
10	<b>INNOVENTIVE VENTURE LIMITED</b>				
	At the beginning of the year	37740	1.12	37740	1.12
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0.00	0	0.00
	At the End of the year (or on the date of separation, if separated during the year)	37740	1.12	37740	1.12

**E. Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	848930	25.27	848930	25.27
2	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
3	At the End of the year	848930	25.27	848930	25.27

**V. INDEBTEDNESS**

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

(All Rs. In Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	794.36	58.31	0	852.67
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	794.36	58.31	0	852.67
<b>Change in Indebtedness during the financial year</b>				
* Addition	47.09	40.00	0	87.09
* Reduction	0	37.77	0	37.77
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	841.45	60.54	0	901.99
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	841.45	60.54	0	901.99

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

(All Rs. In Lacs)

Sr. no.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1	Gross salary	Mr. Sameer Gujar- MD	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	18	-	-	-	18
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	0

	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	0
2	Stock Option	-	-	-	-	0
3	Sweat Equity	-	-	-	-	0
4	Commission - as % of profit - others, specify...	-	-	-	-	0
5	Others, please specify	-	-	-	-	0
	Total (A)	18	-	-	-	18
	Ceiling as per the Act	2.71	-	-	-	

B. *Remuneration to other directors:*

(All Rs. In Lacs)

Sr. no.	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Directors	Mr. Ramachandran Nair	Mr. Pradeep Tupe	Mr. O. K. Balraj	Mr. Ramprasad Joshi	
	Fee for attending board committee meetings	0.2	0.15	0.05	0.05	0.45
	Commission	Nil	Nil	-	-	0
	Others, please specify	Nil	Nil	-	-	0
	Total (1)	Nil	Nil	-	-	0
2	Other Non-Executive Directors	Nil	Nil	-	-	0
	Fee for attending board committee meetings	Nil	Nil	-	-	0
	Commission	Nil	Nil	-	-	0
	Others, please specify	Nil	Nil	-	-	0
	Total (2)	Nil	Nil	-	-	0
	Total (B)=(1+2)	Nil	Nil	-	-	0
	Total Managerial Remuneration	0.2	0.15	0.05	0.05	0.45
	Overall Ceiling as per the Act	Sitting fees of Rs. 1 Lac for each Meeting	Sitting fees of Rs. 1 Lac for each Meeting	Sitting fees of Rs. 1 Lac for each Meeting	Sitting fees of Rs. 1 Lac for each Meeting	

C.



REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTB

(All Rs. In Lacs)

Sr. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary	-		-	0
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	2.62	-	2.62
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	0	-	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	0	-	0
2	Stock Option	-	0	-	0
3	Sweat Equity	-	0	-	0
4	Commission	-	0	-	0
	- as % of profit	-	0	-	0
	others, specify...	-	0	-	0
5	Others, please specify	-	0	-	0
	Total	-	2.62	-	2.62

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

[illegible]



### Annexure 'C'

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr. No.	Particulars	Disclosure	
i.	The ratio of the remuneration of each director to the median remuneration of the employees for the financial year	Mr. Sameer Gujar Ms. Pratibha Gujar Mr. Pradeep Tupe Mr. Ramachandran Nair Mr. Ramprasad Joshi* Mr. O K Balraj**	0.14 N.A N.A N.A N.A N.A
		*Mr. Ramprasad Joshi resigned from the directorship of the Company with effect from November 25, 2014 **O K Balraj resigned from the directorship of the Company with effect from November 06, 2014;	
ii.	The percentage increase in remuneration of each director, CFO, CS in the financial year	Mr. Sameer Gujar Ms. Pratibha Gujar Mr. Pradeep Tupe Mr. Ramachandran Nair Mr. Ramprasad Joshi* Mr. O K Balraj** Mr. Nikhil Deshpande***	71.43% N.A N.A N.A N.A N.A 8.00%
		*Mr. Ramprasad Joshi resigned from the directorship of the Company with effect from November 25, 2014 **O K Balraj resigned from the directorship of the Company with effect from November 06, 2014; ***Mr. Nikhil Deshpande resigned with effect from October 11, 2014.	
iii.	The percentage increase in the median remuneration of employees in the financial year		
iv.	The number of permanent employees on the rolls of the Company	90 employees as on March 31, 2015	
v.	The explanation on the relationship between average increase in remuneration and performance of the Company	The average increase in the remuneration of the directors was 71.43% as against the increase in the profit after tax (from ordinary activities) of 2.10% during 2014-15.	
vi.	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	For the FY 2014-15, Key Managerial Personnel were paid approx.38.05% of the net profit of the year	



vii.	Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current FY and previous FY and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer	Particulars	As on March 31, 2015	As on March 31, 2014	Increase / (decrease) in %
		Market Capitalization (In Rs. Million)	384.58	430.60	(10.69)
		Price earnings ratio*	71.12	89.03	(20.12)
		Percentage increase in the market price of the shares in comparison with the last public offer price**	(11.92)	(1.38)	761.11
viii.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average percentage increase in salaries of employees other than Managerial Personnel is 8.00%			
		Average increase in the remuneration of directors and other key managerial personnel was 53.00%.			
ix.	Comparison of the remuneration of each Key Managerial Personnel against the performance of the Company	The comparison of remuneration of each of the Key Managerial personnel against the performance of the Company is as under :			
		Particulars			% of Net Profit for FY 2014-15
		Mr. Sameer Gujar			33.22
		Mr. Nikhil Deshpande*			8.31
		*Mr. Nikhil Deshpande resigned with effect from October 11, 2014.			
x.	The key parameters for any variable component of remuneration availed by the directors	The factors and criteria considered for fixing the variable component of remuneration of the Directors are:  (a) Implementation of the strategy of the company and financial outcome and profitability of the Company; (b) Regulatory guidelines as applicable.			
xi.	The ratio of the remuneration of the highest paid	N.A.			



	director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	
xii.	Affirmation that the remuneration is as per the remuneration policy of the Company	Remuneration paid is as per the remuneration policy of the Company.



### Annexure 'D'

#### Form AOC-I

(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

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

Sr. No.	Particulars	Information
1.	Sr. No.	1
2.	Name of the subsidiary	Opal Luxury Products INC
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	FY 2014-15
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	USD Exchange Rate as on 31st March 2015 – USD 1 = Rs.62.59
5.	Share capital	601.00
6.	Reserves & surplus	1780625.05
7.	Total assets	2900078.47
8.	Total Liabilities	2900078.47
9.	Investments	0
10.	Turnover	2252547.55
11.	Profit before taxation	(996263.09)
12.	Provision for taxation	-
13.	Profit after taxation	(996263.09)
14.	Proposed Dividend	-
15.	Percentage of shareholding	100%

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

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



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

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

<b>Particulars</b>			
<b>Name of Associates/Joint Ventures</b>	<b>Name 1</b>	<b>Name 2</b>	<b>Name 3</b>
<b>1. Latest audited Balance Sheet Date</b>	NA	NA	NA
<b>2. Shares of Associate/Joint Ventures held by the company on the year end</b>			
No.	NA	NA	NA
Amount of Investment in Associates/Joint Venture	NA	NA	NA
Extend of Holding %	NA	NA	NA
<b>3. Description of how there is significant influence</b>	NA	NA	NA
<b>4. Reason why the associate/joint venture is not consolidated</b>	NA	NA	NA
<b>5. Net worth attributable to Shareholding as per latest audited Balance Sheet</b>	NA	NA	NA
<b>6. Profit / Loss for the year</b>			
i. Considered in Consolidation	NA	NA	NA
Ii. Not Considered in Consolidation	NA	NA	NA

1. Names of associates or joint ventures which are yet to commence operations.

2. Names of associates or joint ventures which have been liquidated or sold during the year.

**Annexure 'E'****SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

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

To,  
The Members,  
Opal Luxury Time Products Limited,  
Pune

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Opal Luxury Time Products 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 authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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, 2015 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 ('SEBI Act');
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - **Not Applicable to the Company during the Audit Period;**
  - (a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - **Not Applicable to the Company during the Audit Period;**
  - (b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable to the Company during the Audit Period;**
  - (c) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993 regarding the Companies Act and dealing with client - **Not Applicable to the Company as the Company is not registered as Registrar to Issue and Share Transfer Agent during the Audit Period;**
  - (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not Applicable to the Company during the Audit Period; and**
  - (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not Applicable to the Company during the Audit Period;**

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

- I. The Secretarial Standards issue by the Institute of Company Secretaries of India – **Not applicable to the Company during audit period.**
- II. The Listing Agreements entered into by the Company with National Stock Exchange (SME – Emerge Platform)



During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent mentioned herein below:

1. The Company has *not appointed* Company Secretary and Chief Financial Officer under Section 203 of the Act.
2. The Company has filed total 17 forms during or relating to the Audit Period with the Registrar of Companies, Pune through Ministry of Corporate Affairs online portal. However, 12 forms were filed with *additional fees*.
3. There has been a *delay in filing* of Form ODI - Part III Annual Performance Report (APR) about foreign subsidiary with the Reserve Bank of India through its Authorised Dealer.
4. There has been a *delay in filing* of Corporate Governance Report for the October -December 2014 quarter and Certificate under Clause 50(c) of the listing agreement with the Stock Exchange.
5. There has been a *delay in filing* of Annual Return on Foreign Liabilities and Assets with RBI.

I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

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

I further report that there are 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. However, existing systems and processes can be strengthened further to make it adequate.

I further report that during the audit period the company has passed following resolutions under Section 180 of the Act at its Annual General Meeting held on 30.09.2014:

1. Members have accorded its approval by way of passing Special Resolution under Section 180(1)(c) of the Act to increase borrowing powers of the Company upto Rs. 25,00,00,000/- (Rupees Twenty-five Crores only) over and above the aggregate of the paid-up capital and free reserves (that is, reserves not set apart for any specific purpose)
2. Members have accorded its approval by way of passing Special Resolution under Section 180(1)(a) of the Act to mortgage, charge and hypothecate in favour of lending agencies to secure rupee term loans, foreign currency loans and other instruments of an outstanding aggregate value not exceeding Rs. 25 Crores (Rupees Twenty-five Crores only) together with interest thereon in excess of the aggregate of the paid up share capital of the Company and its free reserves.

**CS MAHESH G. BAGLA**

Membership No.: 21041

CP No.: 13136

**Place:** Pune

**Date:** 04.09.2015

**Note:** This report is to be read with my letter which is annexed herewith and forms an integral part of this report.





**“ANNEXURE TO SECRETARIAL AUDIT REPORT”**

To,  
The Members,  
Opal Luxury Time Products Limited,  
Pune

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

1. Maintenance of Secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events, etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, 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 efficacy or effectiveness with which the management has conducted the affairs of the Company.

**CS MAHESH G. BAGLA**

Membership No.: 21041

CP No.: 13136

**Place:** Pune

**Date:** 04.09.2015



## MANAGEMENT DISCUSSION AND ANALYSIS

### INDIAN ECONOMY

The year 2014-15 witnessed divergent trends with a slow-down in the developing countries and better recovery of the US economy than expected, but emerging countries continued to be less vibrant compared to the past. Overall, the year under review continued to witness the signs of slowdown of the economy as compared to the last year.

India's economic growth had improved from 6.90% in 2013-14 to 7.30% in 2014-15. While the recent policy reforms, consequent pick-up in investment and lower oil prices can positively impact the future growth, a weak monsoon, delay in enacting pending legislations and the Euro zone situation can dampen the growth expectations.

### COMPANY OVERVIEW

We are a premium home décor products manufacturing and marketing company. Currently, we design and manufacture wall and table clocks and market them under brand 'Opal'. We offer a large & diverse range of clocks at various price points.

Our Company was incorporated as a private limited company in the year 2007 and is headquartered in Pune and currently has a manufacturing facility in the industrial area of Roorkee, Uttarakhand. We primarily operate in the market of premium clocks, with in-house expertise in designing complemented by quartz technology.

Our brand 'Opal' has a wide presence with the products marketed by a network of distributors, dealers and organized retailers which includes popular brands such as Shoppers Stop, Home Town etc. We have also ventured into online sales by way of tie up with popular online shopping portals and also have our own shopping portal at [www.opalclocks.com](http://www.opalclocks.com).

### 2014-15 Financial Performance

- For the full year ended March 31, 2015 the Company has reported revenues of Rs. 25.81 crore resulting in growth of 3.28% in comparison to revenues of Rs. 24.99 crore in FY14;
- EBITDA for FY15 stood at Rs. 4.20 crore is lower by 2.25% when compared to FY14 EBITDA of Rs. 4.30 crore;
- PAT for FY15 was Rs. 0.54 crore is up by 11.99% when compared to Rs. 0.48 crore PAT in FY14;
- EPS for FY15 stood at Rs. 1.61 per share on increase in profitability as against FY14 EPS of Rs. 1.44 per share;
- The Board does not recommend any dividend for the FY15.

We expect the coming year to be exciting and challenging. Challenging because the weak macro-economic conditions is expected to continue well into the coming year which in turn is exciting as it throws up a huge ocean of opportunity for our company.

### SWOT ANALYSIS

#### Competitive Strengths

The following are our principal competitive strengths:

#### Established Brand

We have established 'Opal' as a brand which reflects quality, service and a distinctive design in a largely unorganized market. With 'Opal', we aim to majorly incorporate an elegant design element and a premium appeal to our products matched with technology and brand attachment. Our established brand has enabled us to tap additional selling platforms like organized retail, e-commerce, gift shops, crockery stores, etc.



Experience of buying and using an Opal product is unique because of the distinctive service provided from the time of purchase of the product and continuing thereafter, thereby reinforcing the essence of the brand. We believe that, having an established brand provides us an opportunity to enter into new product categories.

### **Multiple sales-channels**

Our growth over the years is largely owing to our ability to leverage multiple sales-channel viz. distributors & dealers, organized retail, e-commerce, etc. In addition, we believe that we have been one of the pioneers in extending our distribution network beyond the traditional modes of watch & clock trade. These channels include departmental stores, hypermarkets, gifts shops, home décor stores, furniture stores, crockery dealers, etc. Presently, we market our product line through 333 counters and 11 online shopping portals.

### **Lean Business Model**

Our business model is focused on product designing, marketing and brand building. Hence, our investments are limited to that in moulds, in-house assembling facilities and working capital. We believe that our focus on product designing has helped us to roll-out new products on a regular basis. Certain manufacturing processes are delivered by third-party vendors who form an integral part of the entire process. We have an in-house 4-member product-design-team whose expertise is key to our designing process and who is also supported by free-lance designers to design products based on current trends. Strong product development with contemporary designs and a regular roll-out of new products has helped us to grow rapidly in a short span of time.

### **Diverse products**

We offer a diverse product mix which varies with the following parameters:

- Price Range;
- Mould-component-make (wood, metal, acrylic, glass, etc.), and;
- Styles (statue, table, digital, contemporary, etc.);

Such diverse product mix helps us in catering to diverse customer segments. We believe that our ability to translate latest fashion trends into actual clock designs differentiates us over our competitors. We believe that with our diverse product mix, we have transformed the clock from a mere timepiece to a piece of art.

### **Experienced Management Team**

Our Company is managed by a team of professionals who have been successful in bringing in a right blend of youth and experience. We believe we have a strong and experienced management including our key managerial personnel some of whom have been working with us since incorporation. We believe that our management team has played a vital role in the growth of our business and in the development of consistent procedures and internal controls. Our management, supported by capable employees, will continue to be an important driver for growth and success in our business activities.

### **Opportunities**

- Virgin rural markets which are proven to have high per capital disposable income;
- New and innovative retail formats. For e.g.: sudden emergence of electronic retail chains makes it easy for OPAL to market its 'CYBER' range of digital clocks;
- Rising penetration of internet and e-commerce websites which may allow reach to interiors of the country.

### **Threats/Challenges**

- Slow-down of economy, construction, and consumer spend, etc.;
- Cost issues associated with accessing the bulk of (~65% ) rural population in India;
- Infrastructure challenges to reach interiors of the country;
- Threats from local / unbranded substitutes at throw-away prices.

### **Weaknesses**

- High dependence on state of economy, disposable income and overall growth of the economy;



- Lack of avenues to do a research driven marketing as lots of products have ‘emotional appeal’ which cannot be documents;
- Increasingly changing taste of consumers when it comes to ‘visual appeal’ driven products.

**Internal Control Systems**

- In our judgment, the Company has adequate financial and administrative systems and controls and an effective internal audit function.
- The Company and its management have implemented comprehensive systems and processes commensurate with the Company’s size to ensure the highest level of internal controls. These ensure that its assets and interests are carefully protected; checks and balances are in place to determine the accuracy and reliability of accounting data. Well documented processes have been implemented throughout the organization to ensure that policies are promoted and adhered to. There are clear demarcation of roles and responsibilities at various levels of operations. The Internal Control system aims to make sure that the business operations function efficiently, applicable laws, rules, regulations, policies of the Company are followed and the reliability of financial reporting. The Finance Department implements and monitors the internal control environment and compliance with statutory requirements.

**Strategy:** Relates to the impact on the organization which arises out of the strategic decisions taken by management.

**Operational:** These risks have the potential to impact the efficiency and effectiveness of the company’s operations

**Financial & Reporting:** Relates to transmission of timely and accurate information to shareholders and accurate representation of financial statements.

**Compliance:** Relates to inadequate compliance with existing or new regulations, inappropriate conduct of contractual obligation and inadequate safeguard of Intellectual Property leading to litigation or loss of reputation.

**Forex:** Relates to key operational risks and risks of fluctuations in foreign currency exchange rates.

**Human Resources**

Focused attention on management of available human resources by training, re-training, incentivizing, and a fair policy of promotion, transfer and equal pay for equal work played a significant role in achieving the desired objective and remained competitive in terms of product quality, price pattern, brand equity and service deliverables. Nurturing of talent and best HR practices will continue to differentiate and provide strength to company.



## REPORT ON CORPORATE GOVERNANCE

### Company's Philosophy

OPAL believes in corporate governance that optimizes results at present and in long-term, duly balancing the expectations of all major stakeholders, consumers, employees, associates and shareholders. It tries to achieve required results by focusing on upgraded technology, management and marketing in the area of premium consumer products for home decor. The Company is committed to transparency, fair dealings with all stakeholders, as well as consumers and the creation of value on competitive merits.

### Board of Directors

The Board currently comprises of four directors which includes an Executive Chairman & Managing Director, a Non-executive & Promoter Director, a Non-executive Additional Director and One Non-executive Independent Directors. All Independent Directors have confirmed that they meet the 'Independence Criteria' as mentioned under Clause 52 of the Listing Agreement.

Details of Board Meetings held during financial year 2014-15 are given below:

Sr. No.	Date of Board Meeting
1	26.05.2014
2	30.08.2014
3	14.11.2014
4	14.02.2015

One meeting of Independent Directors was held during the year.

Directors' attendance record and other details are as follows:

Name of the Director	Category	No. of Board Meetings attended in the year	Attendance at the last AGM	Directorships in Public Companies including our Company*		Committee positions in Public Companies including our Company		No. of equity shares held
				Chairman	Member	Chairman	Member	
Mr. Sameer Gujar (Promoter)	Managing Director	2	No	1	Nil	0	3	433079
Ms. Pratibha Gujar (Promoter)	Non-executive Director	4	Yes	Nil	1	1	1	415851
Mr. Ramprasad Joshi (Resigned w.e.f. 25.11.2014)	Independent Director	1	No	NA	NA	NA	NA	0
Mr. O K Balraj (Resigned w.e.f. 06.11.2014)	Nominee Director	1	No	NA	NA	NA	NA	0
Mr. Pradeep Tupe (Resigned w.e.f. 25.11.2014 and	Independent Director	3	No	Nil	3	5	6	0



<i>again appointed on 14.02.2015)</i>								
Mr. Ramachandran Nair	Independent Director	4	Yes	Nil	1	2	1	0

\*It does not include: a) Private Company including Private Company which is a subsidiary of a Public Company  
b) Company formed or incorporated under section 25 of the Companies Act, 1956 and c) Body Corporate / Company incorporated outside India.

#### Compensation paid to Directors in FY 2014-15:

The details of all the cash benefits paid, whether in nature of remuneration or allowances or perquisites or sitting fees or otherwise, to our Directors for financial year ending March 31, 2015 are as under:

(Rs. in lacs)

Name of the Director	Basic Salary	Dearness Allowance	House Rent Allowance	Medical Allowance	Conveyance Allowance	Sitting Fees	Others	Total
Mr. Sameer Gujar	9.00	1.80	2.70	1.80	1.80	NIL	0.90	18.00
Ms. Pratibha Subhash Gujar	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Mr. Ramprasad Joshi	NIL	NIL	NIL	NIL	NIL	0.05	NIL	0.05
Mr. O K Balraj	NIL	NIL	NIL	NIL	NIL	0.05	NIL	0.05
Mr. Pradeep Tupe	NIL	NIL	NIL	NIL	NIL	0.15	NIL	0.15
Mr. Ramachandran Nair	NIL	NIL	NIL	NIL	NIL	0.2	NIL	0.2

#### Code of Conduct:

The Company has framed Code of Conduct which is applicable to all Directors and members of Senior Management. Pursuant to this Code all the Directors & Senior Management has affirmed compliance with this Code for the year ended March 31, 2015. A declaration of compliance of this Code signed by Managing Director is annexed to this report.

#### Code of Insider Trading

In pursuance of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, the Company has laid down "Code of Conduct for Prevention of Insider Trading for Opal Luxury Time Products Limited" with an objective of preventing purchase and / or sale of shares of the Company by an Insider on the basis of unpublished price sensitive information. Under this code, Directors including Insiders (i.e. Designated Employees) are prevented from dealing in the Company's shares during the closure of Trading Window. To deal in Securities beyond specified limits, permission of Compliance Officer is required. All Designated Employees are also required to disclose related information as defined in the Code. Company Secretary has been designated as Compliance Officer for this Code.

#### THE COMMITTEES OF THE BOARD

The Board has constituted various Committees with specific terms of scope for taking decision of different matters. The Committees act on behalf of Board as representative for the matter assigned to them by the Board. The decision taken by the Committees are reviewed by the Board from time to time. The minutes of Committee Meeting are placed before the Board meetings at regular intervals. Followings are the various Committee set by the Board;

1. Audit Committee
2. Stakeholders Relationship Committee



3. Nomination and Remuneration Committee
4. Working Group Committee

### **Mandatory Committees**

#### **1. Audit Committee**

The Audit Committee has been constituted by the Board pursuant to Clause 52 of the Listing Agreement as a Corporate Governance requirement specified by National Stock Exchange of India Limited. The terms of reference of Audit Committee include review of financial reporting systems, ensuring compliance with statutory and regulatory provisions, discussions on financial results, etc. Two Audit Committee meetings were held during the year under review.

The Audit Committee consists of the following Directors:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship in the Company</b>	<b>No. of meetings attended during the year</b>
Mr. Ramachandran Nair	Chairman	Independent Director	3
Mr. Pradeep Tupe	Member	Independent Director	3
Mr. Sameer Gujar	Member	Managing Director	1

#### **2. Stakeholders Relationship Committee**

The Stakeholders Relationship Committee has been constituted by the Board pursuant to Clause 52 of the Listing Agreement as a Corporate Governance requirement specified by National Stock Exchange of India Limited and Section 178 of the Companies Act, 2013. The Committee has been formed broadly for looking into the redressal of shareholders' and investors' complaints like transfer of shares, non-receipt of balance sheet, Issue of duplicate / split / consolidated share certificates, etc.

No Stakeholders Relationship Committee meetings were held during the year under review.

The Stakeholders Relationship Committee consists of following Directors:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship in the Company</b>
Mr. Ramachandran Nair	Chairman	Independent Director
Mr. Pradeep Tupe	Member	Independent Director
Mr. Sameer Gujar	Member	Managing Director

During financial year 2014-15 there were no complaint(s) received from the Shareholders.

#### **3. Nomination and Remuneration Committee**

Nomination and Remuneration Committee is constituted by the Board to determine the remuneration package of the executive director of the Company, appointment of directors to the board, etc. as per Clause 52 of the Listing Agreement and Section 178 of the Companies Act, 2013.

Two meetings of the Committee were held during the year under review.

The Remuneration Committee consists of following Directors.

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship in the Company</b>	<b>No. of meetings attended during the year</b>
-----------------------------	-------------------------------------	--	---



Mr. Pradeep Tupe	Chairman <sup>1</sup>	Independent Director	0
Mr. Ramachandran Nair <sup>2</sup>	Member	Independent Director	2
Ms. Pratibha Gujar	Member	Director	1
Mr. Ramprasad Joshi <sup>3</sup>	Member	Independent Director	1

1. w.e.f. 14.02.2015.

2. Mr. Ramachandran Nair was Chairman of this Committee until 13.02.2015.

3. Ceased to be member w.e.f. 25.11.2014

#### Non-mandatory Committees

#### 4. Working Group Committee

The Working Group Committee is constituted by the Board to review day-to-day operations of the Company, suggest improvements in the working & overall business operations.

The Working Group Committee consists of following Directors.

Name of the Director	Designation in the Committee	Nature of Directorship in the Company
Ms. Pratibha Gujar	Chairperson	Director
Mr. Sameer Gujar	Member	Managing Director
Mr. Pradeep Tupe	Member	Independent Director

Committee reconstituted w.e.f. 14.02.2015

#### GENERAL BODY MEETINGS

A. Location and time, where last three Annual General Meetings (AGMs) were held:

Financial Year	Details of Location	Date of Meeting	Time of Meeting	Special Resolutions Passed
2013-14	Shree Ganesh, Plot No. 31, Shivaji Housing Society, Behind ICC Tower, Senapati Bapat Road, Pune – 411 016, Maharashtra.	September 30, 2013	10.00 A.M.	<ol style="list-style-type: none"> <li>Increase in remuneration of Mr. Sameer Gujar, Managing Director of the Company;</li> <li>Approval under section 180(1)(c) of the Companies Act, 2015;</li> <li>Approval under section 180(1)(a) of the Companies Act, 2015;</li> <li>Alteration to the Articles of Association of the Company.</li> </ol>
2012-13	Shree Ganesh, Plot No. 31, Shivaji Housing Society, Behind ICC Tower, Senapati Bapat Road, Pune – 411 016, Maharashtra.	September 27, 2013	10.00 A.M.	None





2011-12	Shree Ganesh, Plot No. 31, Shivaji Housing Society, Behind ICC Tower, Senapati Bapat Road, Pune – 411 016, Maharashtra.	September 24, 2012	10.30 A.M.	None
---------	---	--------------------	------------	------

B. No Extraordinary General Meetings of the Shareholders of the Company was held during the year under review.

C. There were no Postal Ballots conducted during the year.

## DISCLOSURES

- i. There are no materially significant related party transactions which have potential conflict with the interest of the Company at large.
- ii. No penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or other statutory authorities, on any matter related to capital markets.
- iii. The Company has adopted Whistle Blower Policy / Vigil Mechanism during the year under review. For further details, please refer Board Report.
- iv. Clause 52 of the Listing Agreement mandates us to obtain a certificate from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance as stipulated in the Clause. We have obtained a certificate to this effect and the same is included in this Annual Report. Further, the Company has not complied with non-mandatory requirements as prescribed in Annexure 1D to Clause 52.

## MEANS OF COMMUNICATION

The financial results of the Company have been displayed on Company's web [www.opalclocks.com](http://www.opalclocks.com) as well as published at [www.nseindia.com/emerge](http://www.nseindia.com/emerge). The Company's website [www.opalclocks.com](http://www.opalclocks.com) contains a separate dedicated section 'Investor Relation' where shareholders information is available. The Annual Report of the Company will also be available on the website in downloadable format. Annual Report containing, inter alia, Audited Annual Accounts, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis Report forms a part of this Annual Report.

## GENERAL SHAREHOLDER INFORMATION

### 1. Annual General Meeting

- ❖ **Day & Date** : Wednesday, September 30, 2015
- ❖ **Time** : 10:00 A.M.
- ❖ **Venue** : Shree Ganesh, Plot No. 31,  
Shivaji Housing Society,  
Behind ICC Tower,  
Senapati Bapat Road,  
Pune- 411 016  
Maharashtra, India

### 2. Book Closure period : September 24, 2015 to September 30, 2015 (Both days inclusive)

- ❖ **Series** : SM
- ❖ **Symbol** : OPAL
- ❖ **Face Value** : Rs.10/-



❖ ISIN code : INE520N01012

### 3. Monthly high & low quotation of the Company's equity share

Stock market data on National Stock Exchange of India Limited (Emerge Platform)

Month	Share Quotation		No. of Shares Traded
	High	Low	
Apr - 2014	128.45	127.9	3000
May -2014	120	116	4000
Jun -2014	114.7	112.6	3000
Jul - 2014	119.5	117.1	2000
Aug - 2014	124	122	3000
Sep -2014	126.5	115.6	2000
Oct - 2014	115	115	1000
Nov - 2014	115	109.6	5000
Dec 2014	114.5	109	2000
Jan -2015	115.25	106	4000
Feb - 2015	111.25	105	4000
Mar - 2015	114.5	105	13000

### 4. Shareholding Pattern as on 31<sup>st</sup> March 2015

Sr. No.	Category of Shareholder	Total number of Shares	Percentage of Total Shareholding
1.	Promoter & Promoter Group	848930	25.27
2	Foreign Bodies	0	0
3	Foreign Institutional Investor	0	0
4	Financial Institutions / Banks	132000	3.93
5	Clearing Members	2000	0.06
6	Foreign Venture Capital Investor	0	0
7	H U F	0	0
8	Bodies Corporate	1501270	44.70
9	Mutual Funds	0	0
10	Non Resident Individuals	0	0
11	Resident Individuals	269800	8.03
12	Trust	604818	18.01



<b>Total</b>	<b>3358818</b>	<b>100.00</b>
--------------	----------------	---------------

**Compliance Officer**

Ms. Pratibha Gujar, Director, who is a Compliance Officer, can be contacted at: Opal Luxury Time Products Limited, Registered Office: Shree Ganesh, Plot No. 31, Shivaji Housing Society, Behind ICC Tower, Senapati Bapat Road, Pune – 411 016, Maharashtra, India. Tel No: +91-020-25631909/19, Fax No: +91-020-25631919 Ext. 111

**Email:** investor.grievance@opalclocks.com

Complaints or queries relating to the shares can be forwarded to the Company's investors grievances email ID at investor.grievance@opalclocks.com and /or to the Registrar and Transfer Agents of our Company at M/s Karvy Computershare Private Limited.

**Registrar & Share Transfer Agent****Karvy Computershare Private Limited**

17-24, Vittal Rao Nagar, Madhapur,

Hyderabad – 50008, India

**Tel No:** +91-40-23420818 / 44655000

**Fax No:** +91-40-23420814

**Email:** einward.ris@karvy.com

**Toll free No:** 1800 3454 001

**Green Initiative**

The Company welcomes and appreciate the 'Green Initiative' taken by the Ministry of Corporate Affairs, Government of India (MCA), enabling electronic delivery of documents including the Annual Report and other documents to shareholders at their e-mail address previously registered with the Depository Participants (DPs)/Company/Registrars & Share Transfer Agents. Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses. Those holding shares in demat form can register their e-mail address with their concerned DPs. Company proposes to send the documents including Annual Report (from FY 2012-13 onwards) in electronic form at their e-mail addresses. We have requested shareholders to inform any changes in their e-mail addresses. At the same time, an option has been given to the shareholders, to continue to receive physical copies of the relevant documents/Annual Report, provided a specific request/response is received from them to that effect.



**DECLARATION AFFIRMING COMPLIANCE OF CODE OF CONDUCT**

To,  
The Members,

I, Sameer Gujar, Chairman & Managing Director of the Company, do hereby declare that all Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for Board of Directors and Senior Management of Opal Luxury Time Products Limited for the financial year 2014-15.

**Sameer Gujar**  
**Managing Director**

**Place:** Pune  
**Date:** April 15, 2015

**CERTIFICATE FROM PRACTICING COMPANY SECRETARY ON CORPORATE GOVERNANCE**

To,  
**The Members of Opal Luxury Time Products Limited**

We have examined the compliance of conditions of Corporate Governance by Opal Luxury Time Products Limited for the year ended March 31, 2015, as stipulated in Clause 52 of the Listing Agreement of the said Company with NSE.

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

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

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

**Sd/-**  
**Mahesh G. Bagla**  
**Practicing Company Secretary,**  
**Pune**

**Membership No:** 21041  
**C P No:** 13136

**Place:** Pune  
**Date:** 31.08.2015



## INDEPENDENT AUDITOR'S REPORT

To the Members of “OPAL LUXURY TIME PRODUCTS LIMITED”

### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of “OPAL LUXURY TIME PRODUCTS LIMITED” (“the Company”), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

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

### Auditor's Responsibility

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

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

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

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

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

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, its loss and its cash flows for the year ended on that date.



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

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164 (2) of the Act;
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company does not have any pending litigations which would impact its financial position;
  - (ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses on long-term contracts;
  - (iii) There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company.

**FOR BHARAT.J.RUGHANI & CO.**

Chartered Accountants

**(FRN: 101220W)**

**CA. AKASH RUGHANI**

Partner

**(M.NO: 139664)**

**Place:** PUNE

**Date:** May 30, 2015



## ANNEXURE FORMING PART OF AUDITOR'S REPORT

**Annexure referred to in paragraph 1 under the heading “Report on other legal and Regulatory Requirement” of our report of even date**

**Re: “OPAL LUXURY TIME PRODUCTS LIMITED”**

- (i)
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) Fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (ii)
  - (a) The management has conducted physical verification of inventory at reasonable intervals during the year.
  - (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a) and (b) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the Company in respect of these areas.
- (v) The Company has not accepted any deposits from the public.
- (vi) To the best of our knowledge and as explained, the Company is maintaining cost records as specified under clause 148(1) of the Companies Act, 2013, for the products/services of the Company.
- (vi)
  - (a) According to the information and explanations given to us, undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax, wealth-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues have been deposited with the appropriate authorities, however, at the year end, the following statutory dues, for a period of more than six months are outstanding from the date they became payable:

Particulars	Amount (Rs.)
Local Body Tax	88,044
Employees Provident Fund	2,45,679
Profession Tax – EC	7,500
Profession Tax – RC	47,750
VAT – Tamil Nadu	4,94,324
Income Tax (Asst. Year 2014-15)	17,65,827

(b)



- According to the information and explanations given to us, there are no dues of income tax, sales-tax, wealth tax, service tax, customs duty, excise duty, value added tax and cess which have not been deposited on account of any dispute.
- (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.
  - (viii) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the financial year covered by our audit and in the immediately preceding financial year.
  - (ix) According to the information and explanations given to us, company has taken various loans and facilities from their bankers and financial institutions for the purpose of its business. Based on our audit procedures and as per the information and explanations given by the management, the Company has not defaulted in repayment of dues to bank or financial institution. The Company has not issued any debenture.
  - (x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
  - (xi) According to the information and explanations given to us, the Company has not taken any term loan during the year.
  - (xii) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

**FOR BHARAT.J.RUGHANI & CO.**  
**CHARTERED ACCOUNTANTS**  
**(FRN: 101220W)**

**CA. AKASH RUGHANI**  
Partner  
**(M.NO: 139664)**

**Place:** PUNE  
**Date:** May 30, 2015





Standalone Balance Sheet as at 31st March, 2015				(Rs. in Lacs)
Sr. No.	Particulars	Note No.	As at 31st March, 2015	As at 31st March, 2014
<b>A</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Shareholders' funds</b>			
	(a) Share capital	1	335.88	335.88
	(b) Reserves and surplus	2	2,551.06	2,496.87
<b>2</b>	<b>Share application money pending allotment</b>			
<b>3</b>	<b>Non-current liabilities</b>			
	(a) Long-term borrowings	3	27.81	28.53
	(b) Deferred tax liabilities (net)		40.91	63.66
	(c) Long term Provisions	4	17.64	10.22
<b>4</b>	<b>Current liabilities</b>			
	(a) Short-term borrowings	5	841.45	794.36
	(b) Trade payables	6	202.85	140.40
	(c) Other current liabilities	7	82.17	61.55
	(d) Short-term provisions	8	23.41	43.17
			<b>4,123.18</b>	<b>3,974.65</b>
<b>B</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-current assets</b>			
	(a) Fixed assets			
	(i) Tangible assets	9.A	1,313.67	703.01
	(ii) Intangible assets	9.B	517.10	585.28
	(iii) Capital work-in-progress		244.13	756.94
	(b) Long-term loans and advances	10	177.06	171.86
	(c) Non-Current Investments	11	0.01	-
<b>2</b>	<b>Current assets</b>			
	(a) Current investments	12	0.18	0.17
	(b) Inventories	13	777.65	672.45
	(c) Trade receivables	14	939.41	915.69
	(d) Cash and cash equivalents	15	31.90	16.61
	(e) Short-term loans and advances	16	122.06	152.63
			<b>4,123.18</b>	<b>3,974.65</b>
<b>3</b>	<b>See accompanying notes forming part of the financial statements</b>			
In terms of our report attached For M/s Bharat J. Rughani & Co. Chartered Accountants		For and on behalf of the Board of Directors		
CA. Akash Rughani Partner Membership No: 040543		Pratibha Gujar Director Sameer Gujar Managing Director Place : Pune Date : May 30, 2015		



Standalone Statement of Profit and Loss for the period ended 31st March, 2015 (Rs. in Lacs)				
Sr. No.	Particulars	Note No.	For the year ended 31 March, 2015	For the year ended 31 March, 2014
<b>A</b>	<b>CONTINUING OPERATIONS</b>			
<b>1</b>	<b>Revenue from operations (gross)</b>	17	2,581.33	2,499.24
	<b>Less: Excise duty</b>		-	-
	<b>Revenue from operations (net)</b>		<b>2,581.33</b>	<b>2,499.24</b>
<b>2</b>	<b>Other income</b>	18	2.53	23.76
<b>3</b>	<b>Total revenue (1+2)</b>		<b>2,583.86</b>	<b>2,523.00</b>
<b>4</b>	<b>Expenses</b>			
	(a) Cost of materials consumed	19.A	1,515.27	1,452.57
	(b) Changes in inventories of finished goods, work-in progress and stock-in-trade	19.B	(48.00)	(29.05)
	(c) Employee benefits expense	20	199.00	190.46
	(d) Finance costs	21	138.26	172.64
	(e) Depreciation and amortisation expense	22	249.75	138.64
	(f) Other expenses	23	497.60	479.37
	<b>Total expenses</b>		<b>2,551.87</b>	<b>2,404.63</b>
<b>5</b>	<b>Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)</b>		<b>31.98</b>	<b>118.37</b>
<b>6</b>	Exceptional items		-	-
<b>7</b>	<b>Profit / (Loss) before extraordinary items and tax (5 + 6)</b>		<b>31.98</b>	<b>118.37</b>
<b>8</b>	Extraordinary items		-	-
<b>9</b>	<b>Profit / (Loss) before tax (7 + 8)</b>		<b>31.98</b>	<b>118.37</b>
<b>10</b>	<b>Tax expense:</b>			
	(a) Current tax expense for current year		5.75	17.66
	(b) (Less): MAT credit (where applicable)		(5.20)	(13.00)
	(c) Deferred tax liability		(22.75)	65.33
	(d) Tax for earlier year		-	-
	(e) MAT credit for earlier year		-	-
<b>11</b>	<b>Profit / (Loss) from operations (9 +10)</b>		<b>54.18</b>	<b>48.38</b>
<b>12.i</b>	<b>Earnings per share</b>			
	(a) Basic		1.61	1.44
	(b) Diluted		1.61	1.44
<b>12.ii</b>	<b>Earnings per share (excluding extraordinary items)</b>			
	(a) Basic		1.61	1.44
	(b) Diluted		1.61	1.44
	<b>See accompanying notes forming part of the financial statements</b>			
In terms of our report attached For M/s Bharat J. Rughani & Co. Chartered Accountants			<b>For and on behalf of the Board of Directors</b>	
CA. Akash Rughani Partner Membership No: 040543		Pratibha Gujar Director	Sameer Gujar Managing Director	
			Place : Pune Date: May 30, 2015	



Standalone Cash Flow Statement for the period ended 31st March, 2015				(Rs. in Lacs)
Particulars	For the period ended 31st March 2015		For the period ended 31st March 2014	
	Rs.	Rs.	Rs.	Rs.
<b>A. Cash flow from operating activities</b>				
Net Profit / (Loss) before extraordinary items and tax		31.98		118.37
<u>Adjustments for:</u>				
Depreciation and amortization	249.75		138.64	
Finance costs	138.26		172.64	
Interest income	1.79		20.93	
Dividend income	0.01		0.01	
Gratuity Provision	7.41		5.62	
		393.62		295.97
Operating profit / (loss) before working capital changes		425.60		414.34
<u>Changes in working capital:</u>				
Adjustments for (increase) / decrease in operating assets:				
Inventories	(105.20)		(58.49)	
Trade receivables	(23.72)		(146.65)	
Short-term loans and advances	30.56		(58.99)	
Long-term loans and advances	(5.20)		(13.00)	
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	62.45		(19.35)	
Other current liabilities	20.62		(140.67)	
Short-term provisions	(19.76)		(19.30)	
		(40.25)		(456.46)
Cash flow from extraordinary items		-		-
Cash generated from operations		385.35		(42.12)
Net income tax		0.55		4.66
<b>Net cash flow from / (used in) operating activities (A)</b>		<b>384.80</b>		<b>(46.77)</b>
<b>B. Cash flow from investing activities</b>				
Capital expenditure on fixed assets, including capital advances	(279.41)		(1,087.41)	
Increase in Current Investment	(0.01)		(0.01)	
Interest received - Deposits with bank	1.79		20.93	
Dividend received - Bonds	0.01		0.01	
Investment in Subsidiary	(0.01)		-	
		(277.62)		(1,066.49)
Net income tax (paid) / refunds		-		-
<b>Net cash flow from / (used in) investing activities (B)</b>		<b>(277.62)</b>		<b>(1,066.49)</b>



Standalone Cash Flow Statement for the period ended 31st March, 2015			(Rs. in Lacs)	
Particulars	For the period ended 31st March 2015		For the period ended 31st March 2014	
	Rs.	Rs.	Rs.	Rs.
<b>C. Cash flow from financing activities</b>				
Proceeds from issue of equity shares	-		1,282.45	
Share premium utilised for IPO expenses	-		(46.86)	
Share application money received / (refunded/used)	-		-	
proceeds from /(Repayment of) long-term borrowings	(0.71)		1.42	
Net increase / (decrease) in working capital borrowings	47.09		(10.37)	
Proceeds from other short-term borrowings	-		-	
Finance cost	(138.26)		(172.64)	
<b>Net cash flow from / (used in) financing activities (C)</b>		<b>(91.88)</b>		<b>1,053.99</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		15.29		(59.27)
Cash and cash equivalents at the beginning of the year		16.61		75.88
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents		-		-
<b>Cash and cash equivalents at the end of the year</b>		<b>31.90</b>		<b>16.61</b>
<b>Reconciliation of Cash and cash equivalents with the Balance Sheet:</b>				
Cash and cash equivalents as per Balance Sheet		31.90		16.61
Less: Bank balances not considered as Cash and cash equivalents		-		-
Net Cash and cash equivalents (as defined in AS 3 Cash Flow Statements)		<b>31.90</b>		<b>16.61</b>
Add: Current investments considered as part of Cash and cash equivalents		-		-
<b>Cash and cash equivalents at the end of the year *</b>		<b>31.90</b>		<b>16.61</b>
* Comprises:				
(a) Cash on hand		2.24		0.30
(b) Balances with banks				
In current accounts		29.51		2.71
In deposit accounts		31.90		13.60
<b>See accompanying notes forming part of the financial statements</b>				
In terms of our report attached <b>For M/s Bharat J. Rughani &amp; Co.</b> <b>Chartered Accountants</b>			<b>For and on behalf of the Board of Directors</b>	
<b>CA. Akash Rughani</b>	<b>Pratibha Gujar</b>	<b>Sameer Gujar</b>		
<b>Partner</b>	<b>Director</b>	<b>Managing Director</b>		
<b>Place: Pune</b>		<b>Date : May 30, 2015</b>		

**Note 1 Share capital (Rs. in Lacs)**

Particulars	As at 31 March, 2015		As at 31 March, 2014	
	Number of shares	Rs.	Number of shares	Rs.
(a) Authorised Equity shares of Rs. 10/- each with voting rights	50.00	500.00	50.00	500.00
(b) Issued Equity shares of Rs. 10/- each with voting rights	33.59	335.88	33.59	335.88
(c) Subscribed and fully paid up Equity shares of Rs. 10/-each with voting rights	33.59	335.88	33.59	335.88
<b>Total</b>	<b>33.59</b>	<b>335.88</b>	<b>33.59</b>	<b>335.88</b>

Particulars	Opening Balance	Fresh issue	Closing Balance
Equity shares with voting rights Year ended 31 March, 2015			
- Number of shares	33.59	-	33.59
- Amount (Rs.)	335.88	-	335.88
Year ended 31 March, 2014			
- Number of shares	23.59	10.00	33.59
- Amount (Rs.)	235.88	100.00	335.88

**Details of shares held by each shareholder holding more than 5% shares:**

Class of shares / Name of shareholder	As at 31 March, 2015		As at 31 March, 2014	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Innoventive Venture Limited	11.10	33.06%	11.10	33.06%
SIDBI Venture Capital Limited – India Opportunities Fund	6.05	18.01%	6.05	18.01%
Sameer Gujar	4.33	12.89%	4.33	12.89%
Pratibha Gujar	4.16	12.38%	4.16	12.38%
IDBI Capital Market Services Limited	3.65	10.87%	3.34	9.94%

Particulars	Aggregate number of shares	
	As at 31 March, 2015	As at 31 March, 2014
Equity shares with voting rights		
Fully paid up by way of bonus shares	0.80	0.80



<b>Note 2 Reserves and Surplus (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>As at 31 March, 2015</b>	<b>As at 31 March, 2014</b>
<b>Securities premium account</b>		
Opening balance	1,368.84	215.70
Add : Premium on shares issued during the year	-	1,200.00
Less : Utilized during the year for:		
Share issue expenses	-	46.86
<b>Closing balance</b>	<b>1,368.84</b>	<b>1,368.84</b>
<b>Surplus</b>		
Opening balance	1,128.03	1,079.65
Add: Profit / (Loss) for the year	54.18	48.38
<b>Closing balance</b>	<b>1,182.21</b>	<b>1,128.03</b>
<b>Total</b>	<b>2,551.06</b>	<b>2,496.87</b>

<b>Note 3 Long-term borrowings (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>As at 31 March, 2015</b>	<b>As at 31 March, 2014</b>
(a) Term loans		
From banks		
Secured	-	-
Unsecured	27.81	28.53
From other parties		
Secured - (Moulds)	-	-
Unsecured	-	-
(b) Loans and advances from related parties		
Secured	-	-
Unsecured	-	-
<b>Total</b>	<b>27.81</b>	<b>28.53</b>

<b>Note 4 Long-term Provisions (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>As at 31 March, 2015</b>	<b>As at 31 March, 2014</b>
Provision for gratuity	17.64	10.22
<b>Total</b>	<b>17.64</b>	<b>10.22</b>

<b>Note 5 Short-term borrowings (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>As at 31 March, 2015</b>	<b>As at 31 March, 2014</b>
(a) Loans repayable on demand		
From banks		
Secured	841.45	794.36
Unsecured	-	-
(b) Loans and advances from other parties		
Secured	-	-
Unsecured	-	-
<b>Total</b>	<b>841.45</b>	<b>794.36</b>



\* Short-term borrowings comprises of Cash Credit and Demand Loans which are secured by first pari-passu charge by way of hypothecation of all current assets both present and future and personal guarantee of some of the directors or others.

<b>Note 6 Trade Payables (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>As at 31 March, 2015</b>	<b>As at 31 March, 2014</b>
Trade payables	202.85	140.39
<b>Total</b>	<b>202.85</b>	<b>140.39</b>

<b>Note 7 Other current liabilities (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>As at 31 March, 2015</b>	<b>As at 31 March, 2014</b>
(i) Statutory remittances	37.99	15.36
(ii) Payables on purchase of fixed assets	-	-
(iii) Secured & Unsecured loans repayable within one year	32.72	29.78
(iv) Outstanding expenses (IPO)	-	-
(v) Outstanding expenses	11.46	16.41
<b>Total</b>	<b>82.17</b>	<b>61.55</b>

<b>Note 8 Short - term Provisions (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>As at 31 March, 2015</b>	<b>As at 31 March, 2014</b>
Provision for Tax	23.41	43.17
<b>Total</b>	<b>23.41</b>	<b>43.17</b>

<b>Note 9: Fixed Assets (Rs. in Lacs)</b>										
<b>Descriptions</b>	<b>Gross Block</b>				<b>Depreciation</b>				<b>Net Block</b>	
	<b>As At 01.04. 2014</b>	<b>Additions during the year</b>	<b>Deletion</b>	<b>As At 31.03.2015</b>	<b>As At 01.04. 2014</b>	<b>For the year</b>	<b>Deletion</b>	<b>As At 31.03. 2015</b>	<b>As At 31.03.2015</b>	<b>As At 31.03.2014</b>
<b>9A. TANGIBLE ASSETS</b>										
Plant & Equipment	654.57	481.66	-	1136.23	79.15	140.25	-	219.40	916.83	575.42
Furniture & Fixtures	144.73	310.42	-	455.15	27.14	35.38	-	62.52	382.63	117.59
Office Equipment	0.52	-	-	0.52	0.20	0.05	-	0.25	0.27	0.32
Vehicle	30.82	0.14	-	30.99	21.16	5.88	-	27.05	3.95	9.69
<b>TOTAL TANGIBLE ASSETS</b>	<b>830.67</b>	<b>792.22</b>	<b>-</b>	<b>1,622.89</b>	<b>127.66</b>	<b>181.56</b>	<b>-</b>	<b>309.22</b>	<b>1,313.67</b>	<b>703.01</b>
<b>PREVIOUS YEAR</b>	<b>312.19</b>	<b>518.48</b>	<b>-</b>	<b>830.67</b>	<b>57.21</b>	<b>70.46</b>	<b>-</b>	<b>127.66</b>	<b>703.01</b>	<b>254.99</b>



<b>9B. INTANGI BLE ASSETS</b>										
Trademark/ Goodwill/ Trade names	681.88	-	-	681.88	96.60	68.19	-	164.79	517.10	585.28
<b>TOTAL INTANGI BLE ASSETS</b>	<b>681.88</b>	<b>-</b>	<b>-</b>	<b>681.88</b>	<b>96.60</b>	<b>68.19</b>	<b>-</b>	<b>164.79</b>	<b>517.10</b>	<b>585.28</b>
<b>PREVIOUS YEAR</b>	<b>681.88</b>	<b>-</b>	<b>-</b>	<b>681.88</b>	<b>28.41</b>	<b>68.68</b>	<b>-</b>	<b>96.60</b>	<b>585.28</b>	<b>653.47</b>
<b>TOTAL FIXED ASSETS</b>									<b>1,830.77</b>	<b>1,288.29</b>

**Note 10 Long-term loans and advances (Rs. in Lacs)**

Particulars	As at 31 March, 2015	As at 31 March, 2014
(b) MAT credit entitlement	177.06	171.86
<b>Total</b>	<b>177.06</b>	<b>171.86</b>

**Note 11 Non Current investments (Rs. in Lacs)**

Particulars	As at 31 March, 2015			As at 31 March, 2014		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
(a) Trade Investment in Equity shares of Subsidiary (10000 Shares of \$0.001)	-	0.01	0.01	-	0.01	-
Less: Amount payable to subsidiary	-	-	-	-	0.01	-
<b>Total</b>	<b>-</b>	<b>0.01</b>	<b>0.01</b>	<b>-</b>	<b>-</b>	<b>-</b>

Note: Company incorporated a Wholly Owned Subsidiary (WOS) Opal Luxury Products INC. on November 29, 2013. The said investment was subject to Overseas Direct Investment (ODI) under Foreign Exchange Management Act, 1999 (FEMA) which was under process as at balance sheet date. Fund transfer was made on April 10, 2014. Thus, Share application money was transferred post the balance sheet date, in substance, Opal Luxury Products INC. has been accounted for as a WOS of the Company. The Share application money pending for approval has been adjusted against the investment in WOS.

**Note 12 Current investments (Rs. in Lacs)**

Particulars	As at 31 March, 2015			As at 31 March, 2014		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
(a) Investment in debentures or bonds	0.18	-	0.18	0.17	-	0.17
<b>Total</b>	<b>0.18</b>	<b>-</b>	<b>0.18</b>	<b>0.17</b>	<b>-</b>	<b>0.17</b>





<b>Note 13 Inventories (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>As at 31 March, 2015</b>	<b>As at 31 March, 2014</b>
Raw materials	372.11	327.82
Work-in-progress	61.07	48.48
Finished goods	293.77	258.36
Stores and spares	50.70	37.79
<b>Total</b>	<b>777.65</b>	<b>672.45</b>

<b>Note 14 Trade receivables (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>As at 31 March, 2015</b>	<b>As at 31 March, 2014</b>
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good	68.14	88.45
Unsecured, not considered good	-	-
Other Trade receivables		
Unsecured, considered good	835.31	795.59
Less: Provisions made for doubtful debts	-	-
Trade receivable from Related Party – Not exceeding six months from the date they were due for payments		
Unsecure, considered good	35.96	31.65
<b>Total</b>	<b>939.41</b>	<b>915.69</b>

<b>Note 15 Cash and cash equivalents (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>As at 31 March, 2015</b>	<b>As at 31 March, 2014</b>
(a) Cash on hand	0.16	0.30
(b) Balances with banks		
(i) In current accounts	2.24	2.71
(ii) In deposit accounts	29.51	13.60
<b>Total</b>	<b>31.90</b>	<b>16.61</b>

<b>Note 16 Short-term loans and advances (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>As at 31 March, 2015</b>	<b>As at 31 March, 2014</b>
(a) Other advances and deposits		
Secured, considered good	-	6.50
Unsecured, considered good	57.73	61.48
(b) Loans and advances to employees - Unsecured, considered good	6.07	-
(c) Prepaid expenses - Unsecured, considered good	0.73	0.49
(d) Balances with government authorities - Unsecured, considered good	-	5.77
(e) Advance for Expenses to employees - Unsecured, considered good	15.50	13.12
(f) Advance to suppliers – Unsecured, considered good	9.85	41.96
(g) Advance to Related party – Unsecured, Considered good	32.00	21.49
(h) Advance income tax	0.18	1.81
<b>Total</b>	<b>122.06</b>	<b>152.63</b>



<b>Note 17 Revenue from operations (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>For the year ended 31 March, 2015</b>	<b>For the year ended 31 March, 2014</b>
Sale of products	2,699.56	2,642.10
Sale of services	4.45	1.65
Other operating revenues	-	1.49
Less:		
Duties & Taxes	122.69	145.99
<b>Total</b>	<b>2,581.33</b>	<b>2,499.24</b>

<b>Note 18 Other income (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>For the year ended 31 March, 2015</b>	<b>For the year ended 31 March, 2014</b>
Interest income	1.79	20.93
Dividend income	0.01	0.01
Other non-operating income	0.73	2.82
<b>Total</b>	<b>2.53</b>	<b>23.76</b>

<b>Note 19.A Cost of materials consumed (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>For the year ended 31 March, 2015</b>	<b>For the year ended 31 March, 2014</b>
Opening stock	365.61	336.17
Add: Purchases	1,572.47	1,482.01
Less: Closing stock	422.81	365.61
Cost of material consumed	<b>1,515.27</b>	<b>1,452.57</b>
Material consumed comprises: Clock Parts		
<b>Total</b>	<b>1,515.27</b>	<b>1,452.57</b>

<b>Note 19.B Changes in inventories of finished goods, work-in-progress and stock-in-trade (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>For the year ended 31 March, 2015</b>	<b>For the year ended 31 March, 2014</b>
<u>Inventories at the end of the year:</u>		
Finished goods	293.77	258.36
Work-in-progress	61.07	48.48
	<b>354.84</b>	<b>306.84</b>
<u>Inventories at the beginning of the year:</u>		
Finished goods	258.36	220.95
Work-in-progress	48.48	56.84
	<b>306.84</b>	<b>277.79</b>
<b>Net (increase) / decrease</b>	<b>(48.00)</b>	<b>(29.05)</b>

<b>Note 20 Employee benefits expense (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>For the year ended 31 March, 2015</b>	<b>For the year ended 31 March, 2014</b>
Salaries and wages	182.77	175.41
Contributions to provident and other funds	6.98	7.05
Staff welfare expenses	1.84	2.38
Gratuity Provision	7.41	5.62
<b>Total</b>	<b>199.00</b>	<b>190.46</b>



<b>Note 21 Finance costs (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>For the year ended 31 March, 2015</b>	<b>For the year ended 31 March, 2014</b>
(a) Interest expense on:		
(i) Borrowings	130.09	160.74
(ii) Others (Duties & Taxes with Interest)	1.42	13.82
(b) Other borrowing costs	9.65	5.56
(c) Net (gain) / loss on foreign currency transactions and translation	(2.91)	(7.48)
<b>Total</b>	<b>138.26</b>	<b>172.64</b>

<b>Note 22 Depreciation and Amortisation Expenses (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>For the year ended 31 March, 2015</b>	<b>For the year ended 31 March, 2014</b>
Depreciation and Amortisation for the year on tangible assets as per Note 9 A	181.56	70.46
Depreciation and Amortisation for the year on intangible assets as per Note 9 B	68.19	68.19
<b>Depreciation and Amortisation</b>	<b>249.75</b>	<b>138.64</b>

<b>Note 23 Other expenses (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>For the year ended 31 March, 2015</b>	<b>For the year ended 31 March, 2014</b>
Power and fuel	3.33	3.74
Rent including lease rentals	23.31	21.16
Repairs and maintenance	9.44	6.19
Insurance	1.77	1.29
Rates and taxes	52.77	38.91
Communication	3.66	3.64
Printing and stationery	4.17	2.40
Freight and forwarding	104.36	102.01
Sales discount	105.75	99.44
Business promotion	74.25	57.95
Brand Building expenses	57.85	96.13
Legal and professional	21.17	8.89
Payments to auditors	3.31	1.98
Bad debts	-	9.10
Provision for doubtful trade and other receivables	-	-
Miscellaneous expenses	32.45	26.55
<b>Total</b>	<b>497.60</b>	<b>479.37</b>



## **Standalone Notes forming part of the financial statements**

### **1. Corporate information**

Opal Luxury Time Products Limited (the Company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on the National Stock Exchange of India. The company is engaged in the business of manufacturing, assembling and marketing of clocks, watches, their accessories and allied products. The company has its factory in Roorkee, Uttaranchal where it has Income Tax and Excise benefits for 10 years under state industrial policy.

### **2. Significant accounting policies**

#### **2.1 Basis of accounting and preparation of financial statements**

The financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except, for the change in accounting policy relating to depreciation of fixed assets to comply with provisions of the Companies Act, 2013.

#### **2.2 Use of estimates**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

#### **2.3 Inventories**

Inventories are valued at the lower of cost (on FIFO / weighted average basis) and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including Octroi and other levies, transit insurance and receiving charges. Work-in-Progress and Finished Goods include appropriate proportion of overheads and where applicable, excise duty.

#### **2.4 Cash and cash equivalents (for purposes of Cash Flow Statement)**

Cash comprises of cash at bank and in hand and demand deposits with banks. Cash Equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

#### **2.5 Cash flow statement**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

#### **2.6 Depreciation and amortisation**

Till the year ended 31 March 2014, Schedule XIV to the Companies Act, 1956, prescribed requirements concerning depreciation of fixed assets. From the current year, Schedule XIV has been replaced by Schedule II to the Companies Act, 2013. The applicability of Schedule II has resulted in the certain changes related to depreciation of fixed assets.

Till the year ended 31 March 2014, depreciation rates prescribed under Schedule XIV were treated as minimum rates and the company was not allowed to charge depreciation at lower rates even if such lower rates were justified by the estimated useful life of the asset. Schedule II to the Companies Act 2013 prescribes useful lives



for fixed assets which, in many cases, are different from lives prescribed under the erstwhile Schedule XIV. However, Schedule II allows companies to use higher/lower useful lives and residual values if such useful lives and residual values can be technically supported and justification for difference is disclosed in the financial statements.

Considering the applicability of Schedule II, the management has re-estimated useful lives and residual values of all its fixed assets. The management believes that depreciation rates currently used fairly reflect its estimate of the useful lives and residual values of fixed assets, though these rates in certain cases are different from lives prescribed under Schedule II. Hence, this change in accounting policy did not have any material impact on financial statements of the company.

Intangible assets are amortised over their estimated useful life. Trademark, Goodwill & Trade names – 10 years (7.5 years remaining as at the Balance Sheet date)

The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation method is revised to reflect the changed pattern.

## **2.7 Revenue recognition**

### **Sale of goods**

Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales include excise duty but exclude sales tax and value added tax.

### **Income from services**

Revenues from services are in the nature of repairs and are recognised when services are rendered and related costs are incurred.

## **2.8 Other income**

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

Dividend income is recognized when the company's right to receive dividend is established by the reporting date."

## **2.9 Tangible fixed assets**

Fixed Assets, are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Exchange differences arising on restatement / settlement of long-term foreign currency borrowings relating to acquisition of depreciable fixed assets are adjusted to the cost of the respective assets and depreciated over the remaining useful life of such assets. Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of the relevant assets. Subsequent expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Fixed assets acquired and put to use for project purpose are capitalised and depreciation thereon is included in the project cost till commissioning of the project. "

Fixed assets acquired in full or part exchange for another asset are recorded at the fair market value or the net book value of the asset given up, adjusted for any balancing cash consideration. Fair market value is determined either for the assets acquired or asset given up, whichever is more clearly evident. Fixed assets acquired in exchange for securities of the Company are recorded at the fair market value of the assets or the fair market value of the securities issued, whichever is more clearly evident.

### **Capital work-in-progress:**

Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

## **2.10 Intangible assets**



Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure on an intangible asset after its purchase / completion is recognised as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributed to the asset reliably, in which case such expenditure is added to the cost of the asset.

## **2.11 Foreign currency transactions and translations**

### **Initial recognition**

Transactions in foreign currencies entered into by the Company and its integral foreign operations are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

### **Measurement of foreign currency monetary items at the Balance Sheet date**

Foreign currency monetary items (other than derivative contracts) of the Company and its net investment in non-integral foreign operations outstanding at the Balance Sheet date are restated at the year-end rates.

In the case of integral operations, assets and liabilities (other than non-monetary items), are translated at the exchange rate prevailing on the Balance Sheet date. Non-monetary items are carried at historical cost. Revenue and expenses are translated at the average exchange rates prevailing during the year. Exchange differences arising out of these translations are charged to the Statement of Profit and Loss."

### **Treatment of exchange differences**

"Exchange differences arising on settlement / restatement of short-term foreign currency monetary assets and liabilities of the Company and its integral foreign operations are recognized as income or expense in the Statement of Profit and Loss. The exchange differences on restatement / settlement of loans to non-integral foreign operations that are considered as net investment in such operations are accumulated in a ""Foreign currency translation reserve"" until disposal / recovery of the net investment.

The exchange differences arising on restatement / settlement of long-term foreign currency monetary items are capitalised as part of the depreciable fixed assets to which the monetary item relates and depreciated over the remaining useful life of such assets or amortized on settlement / over the maturity period of such items if such items do not relate to acquisition of depreciable fixed assets. The unamortized balance is carried in the Balance Sheet as "Foreign currency monetary item translation difference account" net of the tax effect thereon."

### **Accounting of forward contracts**

Premium / discount on forward exchange contracts, which are not intended for trading or speculation purposes, are amortised over the period of the contracts if such contracts relate to monetary items as at the Balance Sheet date.

## **2.12 Government grants, subsidies and export incentives**

Government grants and subsidies are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants / subsidy will be received. Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire capital assets are presented by deducting them from the carrying value of the assets. The grant is recognised as income over the life of a depreciable asset by way of a reduced depreciation charge.

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.



"Government grants in the nature of promoters' contribution like investment subsidy, where no repayment is ordinarily expected in respect thereof, are treated as capital reserve. Government grants in the form of non-monetary assets, given at a concessional rate, are recorded on the basis of their acquisition cost. In case the non-monetary asset is given free of cost, the grant is recorded at a nominal value.

Other government grants and subsidies are recognised as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis."

### **2.13 Investments**

Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

Investment properties are carried individually at cost less accumulated depreciation and impairment, if any. Investment properties are capitalised and depreciated (where applicable) in accordance with the policy stated for Tangible Fixed Assets. Impairment of investment property is determined in accordance with the policy stated for Impairment of Assets.

### **2.14 Employee benefits**

Employee benefits include provident fund, superannuation fund and gratuity fund

#### **Defined contribution plans**

The Company's contribution to provident fund and superannuation fund are considered as defined contribution plans and are charged as an expense as they fall due based on the amount of contribution required to be made.

#### **Defined benefit plans**

For defined benefit plans in the form of gratuity fund and post-employment medical benefits, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each Balance Sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

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

"The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service. The cost of such compensated absences is accounted as under:

(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and

(b) in case of non-accumulating compensated absences, when the absences occur."

#### **Long-term employee benefits**

Gratuity Benefits are recognised as a liability at the present value of the defined benefit obligation as at the Balance Sheet date.



## **2.15Borrowing costs**

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

## **2.16Segment reporting**

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance. The company's activities are carried out in India and all services provided by the company fall in a single business segment. As such, there is no reportable segment.

## **2.17Leases**

Where the Company as a lessor leases assets under finance leases, such amounts are recognised as receivables at an amount equal to the net investment in the lease and the finance income is recognised based on a constant rate of return on the outstanding net investment.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis."

## **2.18Earnings per share**

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

## **2.19Taxes on income**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.





Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability. "

## 2.20 Impairment of assets

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.

## 2.21 Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.

## 2.22 Insurance claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

## 2.23 Public Issue

The company had allotted shares at a price of Rs.130 per share on April 8th, 2013 against the application money received under the public issue of shares of 10,00,000 shares of Rs.10 each at a premium of Rs.120 per share.

## 2.24 Previous Year figures regrouping / reclassification

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

Not e	Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
		Rs.	Rs.
<b>2.25</b>	<b>Details of government grants</b>		
	Government grants received by the Company during the year towards		
	Duty drawback (recognised under Other operating revenues)	0.14	0.83



Note	Particulars	As at 31 March, 2014	As at 31 March, 2013
		Rs.	Rs.
2.26	<b>Deferred tax (liability) / asset</b>		
	<u>Tax effect of items constituting deferred tax liability</u>		
	On difference between book balance and tax balance of fixed assets	(72.41)	(86.13)
	On provision for gratuity	5.72	(3.32)
	Total	(66.69)	(89.44)
	<u>Tax effect of items constituting deferred tax assets</u>		
	Timing Difference on Expenditure	25.78	25.78
	<b>Net deferred tax (liability) / asset</b>	(40.91)	(63.66)

#### Note 2.27 Employee benefit plans

##### Defined contribution plans

The Company makes Provident Fund and Superannuation Fund contributions to defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised Rs. 6.98 lacs (Year ended 31 March, 2014 Rs. 4.77 lacs) for Provident Fund contributions and superannuation fund in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

##### Defined benefit plans

The Company offers the following employee benefit schemes to its employees:

##### i. Gratuity

The following table sets out the funded status of the defined benefit schemes and the amount recognised in the financial statements:

Particulars	For the Year ended 31 March, 2015	For the Year ended 31 March, 2014
	Gratuity	
<b>Components of employer expense</b>		
Current service cost	2.14	1.96
Interest cost	0.91	0.41
Expected return on plan assets	-	-
Curtailment cost / (credit)	-	-
Settlement cost / (credit)	-	-
Past service cost		3.24
Actuarial losses/(gains)	4.36	-
<b>Total expense recognised in the Statement of Profit and Loss</b>	<b>7.41</b>	<b>5.62</b>
<b>Actual contribution and benefit payments for year</b>		
Actual benefit payments	-	-
Actual contributions	-	-



Particulars	For the Year ended 31 March, 2015	For the Year ended 31 March, 2014
	<b>Gratuity</b>	
<b>Change in defined benefit obligations (DBO) during the year</b>		
Present value of DBO at beginning of the year	10.22	4.60
Current service cost	2.14	1.96
Interest cost	0.91	0.41
Curtailment cost / (credit)	-	-
Settlement cost / (credit)	-	-
Plan amendments	-	-
Acquisitions	-	-
Actuarial (gains) / losses	4.36	-
Past service cost	-	3.24
Benefits paid	-	-
Present value of DBO at the end of the year	<b>17.64</b>	<b>10.22</b>
<b>Change in fair value of assets during the year</b>		
Plan assets at beginning of the year	-	-
Acquisition adjustment	-	-
Expected return on plan assets	-	-
Actual company contributions	-	-
Actuarial gain / (loss)	-	-
Benefits paid	-	-
Plan assets at the end of the year	-	-
Actual return on plan assets	-	-
<b>Composition of the plan assets is as follows:</b>		
Government bonds	-	-
PSU bonds	-	-
Equity mutual funds	-	-
Others	-	-
	-	-
<b>Actuarial assumptions</b>		
Discount rate	7.80%	9.10%
Expected return on plan assets	-	-
Salary escalation	7%	7%
Mortality tables	Indian Assured Lives Mortality (2006-08) - ultimate	Indian Assured Lives Mortality (2006-08) – ultimate

The discount rate is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations.

The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.

**Note 2.28. Related party transactions:**

Details of related parties	
Description of relationship	Names of related parties
Subsidiaries	Opal Luxury Products INC.
Key Management Personnel (KMP)	Mr. Sameer Gujar, Ms. Pratibha Gujar
Relatives of KMP	Mr. Subhash Gujar
Major Shareholder	Innoventive Venture Limited

**Details of related party transactions during the year ended 31 March, 2015 and balances outstanding as at 31 March, 2015:**

Particulars	Subsidiaries	KMP	Relatives of KMP	Major Shareholder	Total
Sale of goods	2.94	-	-	-	2.94
	(15.14)	-	-	-	(15.14)
Managerial Remuneration	-	18.00	-	-	18.00
	-	(10.50)	-	-	(10.50)
<b><u>Balances outstanding at the end of the year</u></b>					
Trade Receivables	35.96	-	-	-	35.96
	(31.65)	-	-	-	(31.65)
Advance for Expenses	10.82	21.18	-	-	32.00
	(7.01)	(14.48)	-	-	(21.49)

**Note: Figures in bracket relates to the previous financial year.**

**Note 2.29. Payments to Auditors:**

Particulars	Mar-15	Mar-14
Audit fees	1.80	1.25
Payment for IPO certification/advisory	-	2.00
Tax audit fees	0.35	0.30
Audit Under MVAT Act	0.35	0.10
Reimbursement of expenses	0.16	0.12

**Note 2.30. Amount payable to Micro, Small or Medium Undertakings**

On the basis of information available with the company, there are no amounts payable to Micro, Small or Medium Undertakings. This has been relied upon by the auditors.

**Note 2.31 Lease Rent Agreement:**

Particulars	Mar-15	Mar-14
Rent Debited to Profit & Loss A/c.	23.30	21.16
- Obligation		
a) Payable within 1 years ( 2015-16) Rs. 24.94		
b) Payable within 3 years ( 2016-19) Rs. 80.30		

**Note 2.32. Foreign Currency Transactions:**

Particulars	Mar-15	Mar-14
Net gain / (loss) on foreign currency transactions on revenue accounts recognised in the Profit and Loss Account	2.91	7.48

**Note 2.33. Contingent liabilities and commitments (to the extent not provided for):**

Particulars	As at 31 March, 2015	As at 31 March, 2014
<b>Contingent liabilities</b>		
Bank Guarantees issued by the company to Canteen Stores Department	107.47	107.47
Bank Guarantees issued by the company to National Stock Exchange		6.50
<b>Total</b>	<b>107.47</b>	<b>113.97</b>



## **Report on the Consolidated Financial Statements**

To the Board of Directors of “Opal Luxury Time Products Limited”

### **Report on the Consolidated Financial Statements**

We have audited the accompanying Consolidated Financial Statements of **Opal Luxury Time Products Limited** (the “Company”), its subsidiary (the Company, subsidiary are collectively referred to as “Group” which comprises the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year ended, and a summary of the significant accounting policies and other explanatory information.

### **Management’s Responsibility for the Consolidated Financial Statements**

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

### **Auditor’s Responsibility**

Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audit.

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company’s preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company’s Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

- a. In the case of Consolidated Balance Sheet, of the state of affairs of the Group as at 31<sup>st</sup> March, 2015;
- b. In the case of Consolidated statement of Profit and Loss, of the Group for the year ended on that date; and
- c. In the case of Consolidated Cash Flow Statement, of the Group for the year ended on that date.

### **Emphasis of Matter**



We did not audit the Financial Statements of the subsidiary, Opal Luxury Products INC. and the Consolidated Financial Statements include the unaudited financial statements of the same whose financial statements reflect total assets of Rs.28,24,587/- as at 31<sup>st</sup> March, 2015 and the total revenue of Rs. 22,52,548/- for year ended on that date.

**FOR Bharat J Rughani & Co.**  
Chartered Accountants  
(FRN 101220W)

**CA. Akash Rughani**  
Partner  
(M. No. 139664)

Pune, May 30, 2015



Consolidated Balance Sheet as at 31st March, 2015					(Rs. in Lacs)	
	Particulars	Note No.	As at 31st March, 2015	As at 31st March, 2014		
<b>A</b>	<b>EQUITY AND LIABILITIES</b>					
<b>1</b>	<b>Shareholders' funds</b>					
	(a) Share capital	1	335.88	335.88		
	(b) Reserves and surplus	2	2,529.44	2,487.68		
	(c) Foreign Currency Translation Reserve		(0.75)	0.86		
<b>2</b>	<b>Share application money pending allotment</b>		-	-		
<b>3</b>	<b>Non-current liabilities</b>					
	(a) Long-term borrowings	3	27.81	28.53		
	(b) Deferred tax liabilities (net)		40.91	63.66		
	(c) Long term Provisions	4	17.64	10.22		
<b>4</b>	<b>Current liabilities</b>					
	(a) Short-term borrowings	5	841.15	794.36		
	(b) Trade payables	6	202.87	140.40		
	(c) Other current liabilities	7	82.17	61.55		
	(d) Short-term provisions	8	23.41	43.17		
			<b>4,100.84</b>	<b>3,965.45</b>		
<b>B</b>	<b>ASSETS</b>					
<b>1</b>	<b>Non-current assets</b>					
	(a) Fixed assets					
	(i) Tangible assets	9.A	1,313.67	703.01		
	(ii) Intangible assets	9.B	517.10	585.28		
	(iii) Capital work-in-progress		244.13	756.94		
	(b) Long-term loans and advances	10	177.06	171.86		
	(c) Non-Current Investments	11	-	-		
<b>2</b>	<b>Current assets</b>					
	(a) Current investments	12	0.18	0.17		
	(b) Inventories	13	795.06	701.84		
	(c) Trade receivables	14	906.35	884.11		
	(d) Cash and cash equivalents	15	36.05	16.62		
	(e) Short-term loans and advances	16	111.24	145.62		
			<b>4,100.84</b>	<b>3,965.45</b>		
<b>3</b>	<b>See accompanying notes forming part of the financial statements</b>					
In terms of our report attached For M/s Bharat J. Rughani & Co. Chartered Accountants			For and on behalf of the Board of Directors			
CA. Akash Rughani			Pratibha Gujar			Sameer Gujar
Partner			Director			Managing Director
Membership No: 040543			Place : Pune			Date : May 30, 2015





Consolidated Statement of Profit and Loss for the period ended 31st March, 2015 (Rs. in Lacs)				
Sr. No.	Particulars	Note No.	For the year ended 31 March, 2015	For the year ended 31 March, 2014
<b>A</b>	<b>CONTINUING OPERATIONS</b>			
<b>1</b>	<b>Revenue from operations (gross)</b>	17	2,600.91	2,484.17
	<b>Less: Excise duty</b>		-	-
	<b>Revenue from operations (net)</b>		<b>2600.91</b>	<b>2,484.17</b>
<b>2</b>	<b>Other income</b>	18	2.53	23.76
<b>3</b>	<b>Total revenue (1+2)</b>		<b>2,603.44</b>	<b>2,507.92</b>
<b>4</b>	<b>Expenses</b>			
	(a) Cost of materials consumed	19.A	1,515.27	1,469.73
	(b) Changes in inventories of finished goods, work-in progress and stock-in-trade	19.B	(36.02)	(58.44)
	(c) Employee benefits expense	20	199.00	190.46
	(d) Finance costs	21	138.26	172.64
	(e) Depreciation and amortisation expense	22	249.75	138.64
	(f) Other expenses	23	516.75	486.57
	<b>Total expenses</b>		<b>2,583.01</b>	<b>2,399.61</b>
<b>5</b>	<b>Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)</b>		<b>20.43</b>	<b>108.31</b>
<b>6</b>	Exceptional items		-	-
<b>7</b>	<b>Profit / (Loss) before extraordinary items and tax (5 + 6)</b>		<b>20.43</b>	<b>108.31</b>
<b>8</b>	Extraordinary items		-	-
<b>9</b>	<b>Profit / (Loss) before tax (7 + 8)</b>		<b>20.43</b>	<b>108.31</b>
<b>10</b>	<b>Tax expense:</b>			
	(a) Current tax expense for current year		5.75	17.66
	(b) (Less): MAT credit (where applicable)		(5.20)	(13.00)
	(c) Deferred tax liability		(22.75)	65.33
	(d) Tax for earlier year		-	-
	(e) MAT credit for earlier year		-	-
<b>11</b>	<b>Profit / (Loss) from operations (9 +10)</b>		<b>42.63</b>	<b>38.32</b>
<b>12.i</b>	<b>Earnings per share</b>			
	(a) Basic		1.27	1.14
	(b) Diluted		1.27	1.14
<b>12.ii</b>	<b>Earnings per share (excluding extraordinary items)</b>			
	(a) Basic		1.27	1.14
	(b) Diluted		1.27	1.14
	<b>See accompanying notes forming part of the financial statements</b>			
In terms of our report attached For M/s Bharat J. Rughani & Co. Chartered Accountants			For and on behalf of the Board of Directors	
CA. Akash Rughani Partner Membership No: 040543		Pratibha Gujar Director	Sameer Gujar Managing Director	
			Place : Pune Date: May 30, 2015	



<b>Consolidated Cash Flow Statement for the period ended 31st March, 2015 (Rs. in Lacs)</b>			
<b>Particulars</b>	<b>For the period ended 31st March 2015</b>		<b>For the period ended 31st March 2014</b>
	<b>Rs.</b>	<b>Rs.</b>	<b>Rs.</b>
<b>A. Cash flow from operating activities</b>			
Net Profit / (Loss) before extraordinary items and tax		20.43	111.19
<u>Adjustments for:</u>			
Depreciation and amortisation	249.75		138.64
Finance costs	138.26		172.64
Interest income	1.79		20.93
Dividend income	0.01		0.01
Gratuity Provision	7.41		5.62
		393.62	295.97
Operating profit / (loss) before working capital changes		414.05	407.16
<u>Changes in working capital:</u>			
<i>Adjustments for (increase) / decrease in operating assets:</i>			
Inventories	(93.21)		(91.02)
Trade receivables	(22.24)		(115.07)
Short-term loans and advances	34.38		(51.99)
Long-term loans and advances	(5.20)		(13.00)
<i>Adjustments for increase / (decrease) in operating liabilities:</i>			
Trade payables	62.48		(18.42)
Other current liabilities	20.62		(140.46)
Short-term provisions	(19.76)		(19.30)
		(22.94)	(449.27)
Cash flow from extraordinary items		-	-
Cash generated from operations		391.11	(42.12)
Net income tax		0.55	4.66
<b>Net cash flow from / (used in) operating activities (A)</b>		<b>390.55</b>	<b>(46.77)</b>
<b>B. Cash flow from investing activities</b>			
Capital expenditure on fixed assets, including capital advances	(279.41)		(1,087.41)
Increase in Current Investment	(0.01)		(0.01)
Interest received - Deposits with bank	1.79		20.93
Dividend received – Bonds	0.01		0.01
Investment in Subsidiary	-		-
		(277.62)	(1,066.49)
Net income tax (paid) / refunds		-	-
<b>Net cash flow from / (used in) investing activities (B)</b>		<b>(277.62)</b>	<b>(1,066.49)</b>



<b>Consolidated Cash Flow Statement for the period ended 31st March, 2015</b>		<b>(Rs. in Lacs)</b>	
<b>Particulars</b>	<b>For the period ended 31st March 2015</b>		<b>For the period ended 31st March 2014</b>
	<b>Rs.</b>	<b>Rs.</b>	<b>Rs.</b>
<b>C. Cash flow from financing activities</b>			
Proceeds from issue of equity shares	-		1,282.45
Share premium utilised for IPO expenses	-		(46.86)
Share application money received / (refunded/used)	-		-
proceeds from /(Repayment of) long-term borrowings	(0.71)		1.42
Net increase / (decrease) in working capital borrowings	47.09		(10.37)
Proceeds from other short-term borrowings	-		-
Finance cost	(138.26)		(172.64)
<b>Net cash flow from / (used in) financing activities (C)</b>		<b>(91.88)</b>	<b>1053.99</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		21.05	(59.27)
Cash and cash equivalents at the beginning of the year		16.62	75.88
Effect of exchange differences on restatement of foreign currency		(1.62)	0.00
Cash and cash equivalents			
<b>Cash and cash equivalents at the end of the year</b>		<b>36.05</b>	<b>16.62</b>
<b>Reconciliation of Cash and cash equivalents with the Balance Sheet:</b>			
Cash and cash equivalents as per Balance Sheet		36.05	16.62
Less: Bank balances not considered as Cash and cash equivalents		-	-
Net Cash and cash equivalents (as defined in AS 3 Cash Flow Statements)		36.05	16.62
Add: Current investments considered as part of Cash and cash equivalents		-	-
<b>Cash and cash equivalents at the end of the year *</b>		<b>36.05</b>	<b>16.62</b>
* Comprises:			
(a) Cash on hand		0.16	0.30
(b) Balances with banks			
In current accounts		6.38	2.71
In deposit accounts		29.51	13.60
<b>See accompanying notes forming part of the financial statements</b>			
In terms of our report attached <b>For M/s Bharat J. Rughani &amp; Co.</b> <b>Chartered Accountants</b>		<b>For and on behalf of the Board of Directors</b>	
<b>CA. Akash Rughani</b> <b>Partner</b> <b>Membership No: 040543</b>	<b>Pratibha Gujar</b> <b>Director</b>	<b>Sameer Gujar</b> <b>Managing Director</b>	
		<b>Place : Pune</b> <b>Date : May 30, 2015</b>	



<b>Note 1 Share capital (Rs. in Lacs)</b>				
<b>Particulars</b>	<b>As at 31 March, 2015</b>		<b>As at 31 March, 2014</b>	
	<b>Number of shares</b>	<b>Rs.</b>	<b>Number of shares</b>	<b>Rs.</b>
(a) Authorised Equity shares of Rs. 10/- each with voting rights	50.00	500.00	50.00	500.00
(b) Issued Equity shares of Rs. 10/- each with voting rights	33.59	335.88	33.59	335.88
(c) Subscribed and fully paid up Equity shares of Rs. 10/-each with voting rights	33.59	335.88	33.59	335.88
<b>Total</b>	<b>33.59</b>	<b>335.88</b>	<b>33.59</b>	<b>335.88</b>

<b>Particulars</b>	<b>Opening Balance</b>	<b>Fresh issue</b>	<b>Closing Balance</b>
Equity shares with voting rights Year ended 31 March, 2015			
- Number of shares	33.59	-	33.59
- Amount (Rs.)	335.88	-	335.88
Year ended 31 March, 2014			
- Number of shares	23.59	10.00	33.59
- Amount (Rs.)	235.88	100.00	335.88

<b>Details of shares held by each shareholder holding more than 5% shares:</b>				
<b>Class of shares / Name of shareholder</b>	<b>As at 31 March, 2015</b>		<b>As at 31 March, 2014</b>	
	<b>Number of shares held</b>	<b>% holding in that class of shares</b>	<b>Number of shares held</b>	<b>% holding in that class of shares</b>
Equity shares with voting rights				
Innoventive Venture Limited	11.10	33.06%	11.10	33.06%
SIDBI Venture Capital Limited – India Opportunities Fund	6.05	18.01%	6.05	18.01%
Sameer Gujar	4.33	12.89%	4.33	12.89%
Pratibha Gujar	4.16	12.38%	4.16	12.38%
IDBI Capital Market Services Limited	3.65	10.87%	3.34	9.94%

<b>Particulars</b>	<b>Aggregate number of shares</b>	
	<b>As at 31 March, 2015</b>	<b>As at 31 March, 2014</b>
<u>Equity shares with voting rights</u>		
Fully paid up by way of bonus shares	0.80	0.80



<b>Note 2 Reserves and Surplus (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>As at 31 March, 2015</b>	<b>As at 31 March, 2014</b>
<b>Securities premium account</b>		
Opening balance	1,368.84	215.70
Add : Premium on shares issued during the year	-	1,200.00
Less : Utilized during the year for:		
Share issue expenses	-	46.86
<b>Closing balance</b>	<b>1,368.84</b>	<b>1,368.84</b>
<b>Surplus</b>		
Opening balance	1,117.97	1,079.65
Add: Profit / (Loss) for the year	42.63	38.32
<b>Closing balance</b>	<b>1,160.60</b>	<b>1,117.97</b>
<b>Total</b>	<b>2,529.44</b>	<b>2,486.82</b>

<b>Note 3 Long-term borrowings (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>As at 31 March, 2015</b>	<b>As at 31 March, 2014</b>
(a) Term loans		
From banks		
Secured	-	-
Unsecured	27.81	28.53
From other parties		
Secured - (Moulds)	-	-
Unsecured	-	-
(b) Loans and advances from related parties		
Secured	-	-
Unsecured	-	-
<b>Total</b>	<b>27.81</b>	<b>28.53</b>

<b>Note 4 Long-term Provisions (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>As at 31 March, 2015</b>	<b>As at 31 March, 2014</b>
Provision for gratuity	17.64	10.22
<b>Total</b>	<b>17.64</b>	<b>10.22</b>

<b>Note 5 Short-term borrowings (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>As at 31 March, 2015</b>	<b>As at 31 March, 2014</b>
(a) Loans repayable on demand		
From banks		
Secured	841.45	794.36
Unsecured	-	-
(b) Loans and advances from other parties		
Secured	-	-
Unsecured	-	-
<b>Total</b>	<b>841.45</b>	<b>794.36</b>



\* Short-term borrowings comprises of Cash Credit and Demand Loans which are secured by first pari-passu charge by way of hypothecation of all current assets both present and future and personal guarantee of some of the directors or others.

<b>Note 6 Trade Payables (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>As at 31 March, 2015</b>	<b>As at 31 March, 2014</b>
Trade payables	202.87	140.40
<b>Total</b>	<b>202.87</b>	<b>140.40</b>

<b>Note 7 Other current liabilities (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>As at 31 March, 2015</b>	<b>As at 31 March, 2014</b>
(i) Statutory remittances	37.99	15.36
(ii) Payables on purchase of fixed assets	-	-
(iii) Secured & Unsecured loans repayable within one year	32.72	29.78
(iv) Outstanding expenses (IPO)	-	-
(v) Outstanding expenses	11.46	16.41
<b>Total</b>	<b>82.17</b>	<b>61.55</b>

<b>Note 8 Short - term Provisions (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>As at 31 March, 2015</b>	<b>As at 31 March, 2014</b>
Provision for Tax	23.41	43.17
<b>Total</b>	<b>23.41</b>	<b>43.17</b>

<b>Note 9: Fixed Assets (Rs. in Lacs)</b>										
<b>Description s</b>	<b>Gross Block</b>				<b>Depreciation</b>				<b>Net Block</b>	
	<b>As At 01.04 .2014</b>	<b>Additio ns during the year</b>	<b>D el et io n</b>	<b>As At 31.03.2 015</b>	<b>As At 01.04. 2014</b>	<b>For the year</b>	<b>Del etio n</b>	<b>As At 31.03. 2015</b>	<b>As At 31.03.2 015</b>	<b>As At 31.03.2014</b>
<b>9A. TANGIBL E ASSETS</b>										
Plant & Equipment	654.57	481.66	-	1136.23	79.15	140.25	-	219.40	916.83	575.42
Furniture & Fixtures	144.73	310.42	-	455.15	27.14	35.38	-	62.52	382.63	117.59
Office Equipment	0.52	-	-	0.52	0.20	0.05	-	0.25	0.27	0.32
Vehicle	30.82	0.14	-	30.99	21.16	5.88	-	27.05	3.95	9.69
<b>TOTAL TANGIBL E ASSETS</b>	<b>830.67</b>	<b>792.22</b>	<b>-</b>	<b>1,622.89</b>	<b>127.66</b>	<b>181.56</b>	<b>-</b>	<b>309.22</b>	<b>1313.67</b>	<b>703.01</b>
<b>PREVIOUS YEAR</b>	<b>312.19</b>	<b>518.48</b>	<b>-</b>	<b>830.67</b>	<b>57.21</b>	<b>70..46</b>	<b>-</b>	<b>127.66</b>	<b>703.01</b>	<b>254.99</b>



<b>9B. INTANGIBLE ASSETS</b>										
Trademark/ Goodwill/ Trade names	681.88	-	-	681.88	96.60	68.19	-	164.79	517.10	585.28
<b>TOTAL INTANGIBLE ASSETS</b>	<b>681.88</b>	<b>-</b>	<b>-</b>	<b>681.88</b>	<b>96.60</b>	<b>68.19</b>	<b>-</b>	<b>164.79</b>	<b>517.10</b>	<b>585.28</b>
<b>PREVIOUS YEAR</b>	<b>681.88</b>	<b>-</b>	<b>-</b>	<b>681.88</b>	<b>28.41</b>	<b>68.68</b>	<b>-</b>	<b>96.60</b>	<b>585.28</b>	<b>653.47</b>
<b>TOTAL FIXED ASSETS</b>									<b>1,830.77</b>	<b>1,288.29</b>

**Note 10 Long-term loans and advances (Rs. in Lacs)**

Particulars	As at 31 March, 2015	As at 31 March, 2014
(b) MAT credit entitlement	177.06	171.86
<b>Total</b>	<b>177.06</b>	<b>171.86</b>

**Note 11 Non Current investments (Rs. in Lacs)**

Particulars	As at 31 March, 2015			As at 31 March, 2014		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
(a) Trade Investment in Equity shares of Subsidiary (10000 Shares of \$0.001)	-	0.01	0.01	-	0.01	0.01
Less: Amount payable to subsidiary	-	0.01	0.01	-	0.01	0.01
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Note: Company incorporated a Wholly Owned Subsidiary (WOS) Opal Luxury Products INC. on November 29, 2013. The said investment was subject to Overseas Direct Investment (ODI) under Foreign Exchange Management Act, 1999 (FEMA) which was under process as at balance sheet date. Fund transfer was made on April 10, 2014. Thus, Share application money was transferred post the balance sheet date, in substance, Opal Luxury Products INC. has been accounted for as a WOS of the Company. The Share application money pending for approval has been adjusted against the investment in WOS.

**Note 12 Current investments (Rs. in Lacs)**

Particulars	As at 31 March, 2015			As at 31 March, 2014		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
(a) Investment in debentures or bonds	0.18	-	0.18	0.17	-	0.17
<b>Total</b>	<b>0.18</b>	<b>-</b>	<b>0.18</b>	<b>0.17</b>	<b>-</b>	<b>0.17</b>

**Note 13 Inventories (Rs. in Lacs)**

Particulars	As at 31 March, 2015	As at 31 March, 2014
Raw materials	372.11	327.82
Work-in-progress	61.07	48.48
Finished goods	311.18	287.74



<b>Note 13 Inventories (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>As at 31 March, 2015</b>	<b>As at 31 March, 2014</b>
Stores and spares	50.70	37.79
<b>Total</b>	<b>795.06</b>	<b>701.84</b>

<b>Note 14 Trade receivables (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>As at 31 March, 2015</b>	<b>As at 31 March, 2014</b>
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good	68.14	88.45
Unsecured, not considered good	-	-
Other Trade receivables		
Unsecured, considered good	835.31	795.59
Less: Provisions made for doubtful debts	-	-
Trade receivable from Related Party – Not exceeding six months from the date they were due for payments		
Unsecured, considered good	2.89	0.07
<b>Total</b>	<b>906.35</b>	<b>884.11</b>

<b>Note 15 Cash and cash equivalents (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>As at 31 March, 2015</b>	<b>As at 31 March, 2014</b>
(a) Cash on hand	0.16	0.30
(b) Balances with banks		
(i) In current accounts	6.38	2.72
(ii) In deposit accounts	29.51	13.60
<b>Total</b>	<b>36.05</b>	<b>16.62</b>

<b>Note 16 Short-term loans and advances (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>As at 31 March, 2015</b>	<b>As at 31 March, 2014</b>
(a) Other advances and deposits		
Secured, considered good	-	6.50
Unsecured, considered good	57.73	61.48
(b) Loans and advances to employees - Unsecured, considered good	6.07	-
(c) Prepaid expenses - Unsecured, considered good	0.73	0.49
(d) Balances with government authorities - Unsecured, considered good	-	5.77
(e) Advance for Expenses to employees - Unsecured, considered good	15.50	13.12
(f) Advance to suppliers – Unsecured, considered good	9.85	41.96
(g) Advance to Related party – Unsecured, Considered good	21.18	14.48
(h) Advance income tax	0.18	1.81
<b>Total</b>	<b>111.24</b>	<b>145.62</b>





<b>Note 17 Revenue from operations (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>For the year ended 31 March, 2015</b>	<b>For the year ended 31 March, 2014</b>
Sale of products	2,719.15	2,627.02
Sale of services	4.45	1.65
Other operating revenues	-	1.49
Less:		
Duties & Taxes	122.69	145.99
<b>Total</b>	<b>2,600.91</b>	<b>2,484.17</b>

<b>Note 18 Other income (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>For the year ended 31 March, 2015</b>	<b>For the year ended 31 March, 2014</b>
Interest income	1.79	20.93
Dividend income	0.01	0.01
Other non-operating income	0.73	2.82
<b>Total</b>	<b>2.53</b>	<b>23.76</b>

<b>Note 19.A Cost of materials consumed (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>For the year ended 31 March, 2015</b>	<b>For the year ended 31 March, 2014</b>
Opening stock	365.61	336.17
Add: Purchases	1,572.47	1,499.18
Less: Closing stock	422.81	365.61
Cost of material consumed	<b>1,515.27</b>	<b>1,469.73</b>
Material consumed comprises: Clock Parts		
<b>Total</b>	<b>1,515.27</b>	<b>1,469.73</b>

<b>Note 19.B Changes in inventories of finished goods, work-in-progress and stock-in-trade (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>For the year ended 31 March, 2015</b>	<b>For the year ended 31 March, 2014</b>
<u>Inventories at the end of the year:</u>		
Finished goods	311.18	287.74
Work-in-progress	61.07	48.48
	<b>372.25</b>	<b>336.23</b>
<u>Inventories at the beginning of the year:</u>		
Finished goods	287.74	220.95
Work-in-progress	48.48	56.84
	<b>336.23</b>	<b>277.79</b>
<b>Net (increase) / decrease</b>	<b>(36.02)</b>	<b>(58.44)</b>

<b>Note 20 Employee benefits expense (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>For the year ended 31 March, 2015</b>	<b>For the year ended 31 March, 2014</b>
Salaries and wages	182.77	175.41
Contributions to provident and other funds	6.98	7.05
Staff welfare expenses	1.84	2.38
Gratuity Provision	7.41	5.62
<b>Total</b>	<b>199.00</b>	<b>190.46</b>



<b>Note 21 Finance costs (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>For the year ended 31 March, 2015</b>	<b>For the year ended 31 March, 2014</b>
(a) Interest expense on:		
(i) Borrowings	130.09	160.74
(ii) Others (Duties & Taxes with Interest)	1.42	13.82
(b) Other borrowing costs	9.65	5.56
(c) Net (gain) / loss on foreign currency transactions and translation	(2.91)	(7.48)
<b>Total</b>	<b>138.26</b>	<b>172.64</b>

<b>Note 22 Depreciation and Amortisation Expenses (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>For the year ended 31 March, 2015</b>	<b>For the year ended 31 March, 2014</b>
Depreciation and Amortisation for the year on tangible assets as per Note 9 A	181.56	70.46
Depreciation and Amortisation for the year on intangible assets as per Note 9 B	68.19	68.19
<b>Depreciation and Amortisation</b>	<b>249.75</b>	<b>138.64</b>

<b>Note 23 Other expenses (Rs. in Lacs)</b>		
<b>Particulars</b>	<b>For the year ended 31 March, 2015</b>	<b>For the year ended 31 March, 2014</b>
Power and fuel	3.33	3.74
Rent including lease rentals	23.31	21.16
Repairs and maintenance	9.44	6.19
Insurance	1.77	1.29
Rates and taxes	52.77	38.91
Communication	3.66	3.64
Printing and stationery	4.17	2.40
Freight and forwarding	104.36	102.01
Sales discount	105.75	99.44
Business promotion	74.25	57.95
Brand Building expenses	57.85	96.13
Legal and professional	21.17	8.89
Payments to auditors	3.31	1.98
Bad debts	-	9.10
Provision for doubtful trade and other receivables	-	-
Miscellaneous expenses	51.60	33.76
<b>Total</b>	<b>516.75</b>	<b>486.57</b>



## **Consolidated Notes forming part of the financial statements**

### **1. Corporate information**

Opal Luxury Time Products Limited (the Company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on the National Stock Exchange of India. The company is engaged in the business of manufacturing, assembling and marketing of clocks, watches, their accessories and allied products. The company has its factory in Roorkee, Uttaranchal where it has Income Tax and Excise benefits for 10 years under state industrial policy.

### **2. Significant accounting policies**

#### **2.1 Principals of Consolidation**

The Consolidated Financial Statements consist of Opal Luxury Time Products Limited ("the Company") and its subsidiary company (collectively referred to as "the Group"). The Consolidated Financial Statements have been prepared on the following basis:

The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses as per Accounting Standard 21 – "Consolidated Financial Statements" notified by Companies (Accounting Standards) Rules, 2006.

In case of foreign subsidiaries, being non-integral operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at the rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the "Foreign Currency Translation Reserve".

The difference between the cost of investment in the subsidiaries and the Company's share of net assets at the time of acquisition of shares in the subsidiaries and joint ventures is recognised in the financial statements as Goodwill or Capital Reserve as the case may be.

Minority Interest in the net assets of consolidated subsidiaries is identified and presented in the consolidated Balance Sheet separately from liabilities and equity of the Company's shareholders. There is no minority interest as the subsidiary of company is wholly owned.

The unaudited financial statements of the subsidiary used in the consolidation are drawn up to the same reporting date as that of the Company i.e. 31st March, 2015

#### **2.2 Basis of accounting and preparation of financial statements**

The financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except, for the change in accounting policy relating to depreciation of fixed assets to comply with provisions of the Companies Act, 2013.

#### **2.3 Use of estimates**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.



## **2.4 Inventories**

Inventories are valued at the lower of cost (on FIFO / weighted average basis) and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including Octroi and other levies, transit insurance and receiving charges. Work-in-Progress and Finished Goods include appropriate proportion of overheads and where applicable, excise duty.

## **2.5 Cash and cash equivalents (for purposes of Cash Flow Statement)**

Cash comprises of cash at bank and in hand and demand deposits with banks. Cash Equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

## **2.6 Cash flow statement**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

## **2.7 Depreciation and amortisation**

Till the year ended 31 March 2014, Schedule XIV to the Companies Act, 1956, prescribed requirements concerning depreciation of fixed assets. From the current year, Schedule XIV has been replaced by Schedule II to the Companies Act, 2013. The applicability of Schedule II has resulted in the certain changes related to depreciation of fixed assets.

Till the year ended 31 March 2014, depreciation rates prescribed under Schedule XIV were treated as minimum rates and the company was not allowed to charge depreciation at lower rates even if such lower rates were justified by the estimated useful life of the asset. Schedule II to the Companies Act 2013 prescribes useful lives for fixed assets which, in many cases, are different from lives prescribed under the erstwhile Schedule XIV. However, Schedule II allows companies to use higher/lower useful lives and residual values if such useful lives and residual values can be technically supported and justification for difference is disclosed in the financial statements.

Considering the applicability of Schedule II, the management has re-estimated useful lives and residual values of all its fixed assets. The management believes that depreciation rates currently used fairly reflect its estimate of the useful lives and residual values of fixed assets, though these rates in certain cases are different from lives prescribed under Schedule II. Hence, this change in accounting policy did not have any material impact on financial statements of the company.

Intangible assets are amortised over their estimated useful life. Trademark, Goodwill & Trade names – 10 years (7.5 years remaining as at the Balance Sheet date)

The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation method is revised to reflect the changed pattern.

## **2.8 Revenue recognition**

### **Sale of goods**

Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales include excise duty but exclude sales tax and value added tax.

### **Income from services**

Revenues from services are in the nature of repairs and are recognised when services are rendered and related costs are incurred.



## **2.9 Other income**

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

Dividend income is recognized when the company's right to receive dividend is established by the reporting date."

## **2.10 Tangible fixed assets**

Fixed Assets, are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Exchange differences arising on restatement / settlement of long-term foreign currency borrowings relating to acquisition of depreciable fixed assets are adjusted to the cost of the respective assets and depreciated over the remaining useful life of such assets. Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of the relevant assets. Subsequent expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Fixed assets acquired and put to use for project purpose are capitalised and depreciation thereon is included in the project cost till commissioning of the project. "

Fixed assets acquired in full or part exchange for another asset are recorded at the fair market value or the net book value of the asset given up, adjusted for any balancing cash consideration. Fair market value is determined either for the assets acquired or asset given up, whichever is more clearly evident. Fixed assets acquired in exchange for securities of the Company are recorded at the fair market value of the assets or the fair market value of the securities issued, whichever is more clearly evident.

### **Capital work-in-progress:**

Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

## **2.11 Intangible assets**

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure on an intangible asset after its purchase / completion is recognised as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributed to the asset reliably, in which case such expenditure is added to the cost of the asset.

## **2.12 Foreign currency transactions and translations**

### **Initial recognition**

Transactions in foreign currencies entered into by the Company and its integral foreign operations are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

### **Measurement of foreign currency monetary items at the Balance Sheet date**

Foreign currency monetary items (other than derivative contracts) of the Company and its net investment in non-integral foreign operations outstanding at the Balance Sheet date are restated at the year-end rates.



In the case of integral operations, assets and liabilities (other than non-monetary items), are translated at the exchange rate prevailing on the Balance Sheet date. Non-monetary items are carried at historical cost. Revenue and expenses are translated at the average exchange rates prevailing during the year. Exchange differences arising out of these translations are charged to the Statement of Profit and Loss."

#### **Treatment of exchange differences**

"Exchange differences arising on settlement / restatement of short-term foreign currency monetary assets and liabilities of the Company and its integral foreign operations are recognised as income or expense in the Statement of Profit and Loss. The exchange differences on restatement / settlement of loans to non-integral foreign operations that are considered as net investment in such operations are accumulated in a ""Foreign currency translation reserve"" until disposal / recovery of the net investment.

The exchange differences arising on restatement / settlement of long-term foreign currency monetary items are capitalised as part of the depreciable fixed assets to which the monetary item relates and depreciated over the remaining useful life of such assets or amortised on settlement / over the maturity period of such items if such items do not relate to acquisition of depreciable fixed assets. The unamortised balance is carried in the Balance Sheet as "Foreign currency monetary item translation difference account" net of the tax effect thereon."

#### **Accounting of forward contracts**

Premium / discount on forward exchange contracts, which are not intended for trading or speculation purposes, are amortised over the period of the contracts if such contracts relate to monetary items as at the Balance Sheet date.

### **2.13 Government grants, subsidies and export incentives**

Government grants and subsidies are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants / subsidy will be received. Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire capital assets are presented by deducting them from the carrying value of the assets. The grant is recognised as income over the life of a depreciable asset by way of a reduced depreciation charge.

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

Government grants in the nature of promoters' contribution like investment subsidy, where no repayment is ordinarily expected in respect thereof, are treated as capital reserve. Government grants in the form of non-monetary assets, given at a concessional rate, are recorded on the basis of their acquisition cost. In case the non-monetary asset is given free of cost, the grant is recorded at a nominal value.

Other government grants and subsidies are recognised as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis."

### **2.14 Investments**

Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

Investment properties are carried individually at cost less accumulated depreciation and impairment, if any. Investment properties are capitalised and depreciated (where applicable) in accordance with the policy stated for Tangible Fixed Assets. Impairment of investment property is determined in accordance with the policy stated for Impairment of Assets.

### **2.15 Employee benefits**

Employee benefits include provident fund, superannuation fund and gratuity fund.

**Defined contribution plans**

The Company's contribution to provident fund and superannuation fund are considered as defined contribution plans and are charged as an expense as they fall due based on the amount of contribution required to be made.

**Defined benefit plans**

For defined benefit plans in the form of gratuity fund and post-employment medical benefits, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each Balance Sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

**Short-term employee benefits**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service. The cost of such compensated absences is accounted as under:

(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and

(b) in case of non-accumulating compensated absences, when the absences occur."

**Long-term employee benefits**

Gratuity Benefits are recognised as a liability at the present value of the defined benefit obligation as at the Balance Sheet date.

**2.16 Borrowing costs**

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

**2.17 Leases**

Where the Company as a lessor leases assets under finance leases, such amounts are recognised as receivables at an amount equal to the net investment in the lease and the finance income is recognised based on a constant rate of return on the outstanding net investment.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis."

**2.18 Earnings per share**

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to





the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

## **2.19 Taxes on income**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability. "

## **2.20 Impairment of assets**

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.

## **2.21 Provisions and contingencies**

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.

## **2.22 Insurance claims**

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.





### 2.23 Public Issue

The company had allotted shares at a price of Rs. 130 per share on April 8th, 2013 against the application money received under the public issue of shares of 10,00,000 shares of Rs. 10 each at a premium of Rs. 120 per share.

### 2.24 Previous Year figures regrouping / reclassification

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

Note	Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
		Rs.	Rs.
<b>2.25</b>	<b>Details of government grants</b>		
	Government grants received by the Company during the year towards Duty drawback (recognised under Other operating revenues)	0.14	0.83

Note	Particulars	As at 31 March, 2014	As at 31 March, 2013
		Rs.	Rs.
<b>2.26</b>	<b>Deferred tax (liability) / asset</b>		
	<u>Tax effect of items constituting deferred tax liability</u>		
	On difference between book balance and tax balance of fixed assets	(72.41)	(86.13)
	On provision for gratuity	5.72	(3.32)
	Total	(66.69)	(89.44)
	<u>Tax effect of items constituting deferred tax assets</u>		
	Timing Difference on Expenditure	25.78	25.78
	<b>Net deferred tax (liability) / asset</b>	(40.91)	(63.66)

### Note 2.27 Employee benefit plans

#### Defined contribution plans

The Company makes Provident Fund and Superannuation Fund contributions to defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised Rs. 6.98 lacs (Year ended 31 March, 2014 Rs. 4.77 lacs) for Provident Fund contributions and superannuation fund in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

#### Defined benefit plans

The Company offers the following employee benefit schemes to its employees:

##### i. Gratuity

The following table sets out the funded status of the defined benefit schemes and the amount recognised in the financial statements:



Particulars	For the Year ended 31 March, 2015	For the Year ended 31 March, 2014
	Gratuity	Gratuity
<b>Components of employer expense</b>		
Current service cost	2.14	1.96
Interest cost	0.91	0.41
Expected return on plan assets	-	-
Curtailment cost / (credit)	-	-
Settlement cost / (credit)	-	-
Past service cost		3.24
Actuarial losses/(gains)	4.36	-
<b>Total expense recognised in the Statement of Profit and Loss</b>	<b>7.41</b>	<b>5.62</b>
<b>Actual contribution and benefit payments for year</b>		
Actual benefit payments	-	-
Actual contributions	-	-
<b>Change in defined benefit obligations (DBO) during the year</b>		
Present value of DBO at beginning of the year	10.22	4.60
Current service cost	2.14	1.96
Interest cost	0.91	0.41
Curtailment cost / (credit)	-	-
Settlement cost / (credit)	-	-
Plan amendments	-	-
Acquisitions	-	-
Actuarial (gains) / losses	4.36	-
Past service cost	-	3.24
Benefits paid	-	-
Present value of DBO at the end of the year	<b>17.64</b>	<b>10.22</b>
<b>Change in fair value of assets during the year</b>		
Plan assets at beginning of the year	-	-
Acquisition adjustment	-	-
Expected return on plan assets	-	-
Actual company contributions	-	-
Actuarial gain / (loss)	-	-
Benefits paid	-	-
Plan assets at the end of the year	-	-
Actual return on plan assets	-	-
<b>Composition of the plan assets is as follows:</b>		
Government bonds	-	-
PSU bonds	-	-
Equity mutual funds	-	-
Others	-	-
	-	-
<b>Actuarial assumptions</b>		
Discount rate	7.80%	9.10%



Particulars	For the Year ended 31 March, 2015	For the Year ended 31 March, 2014
	Gratuity	Gratuity
Expected return on plan assets	-	-
Salary escalation	7%	7%
Mortality tables	Indian Assured Lives Mortality (2006-08) - ultimate	Indian Assured Lives Mortality (2006-08) – ultimate

The discount rate is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations.

The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.

**Note 2.28. Related party transactions:**

Details of related parties	
Description of relationship	Names of related parties
Subsidiaries	Opal Luxury Products INC.
Key Management Personnel (KMP)	Mr. Sameer Gujar, Ms. Pratibha Gujar
Relatives of KMP	Mr. Subhash Gujar
Major Shareholder	Innoventive Venture Limited

**Details of related party transactions during the year ended 31 March, 2015 and balances outstanding as at 31 March, 2015:**

Particulars	Subsidiaries	KMP	Relative s of KMP	Major Shareholde r	Total
Sale of goods	-	-	-	-	-
	-	-	-	-	-
Managerial Remuneration	-	18.00	-	-	18.00
	-	(10.50)	-	-	(10.50)
<b><u>Balances outstanding at the end of the year</u></b>					
Trade Receivables	-	-	-	-	-
	-	-	-	-	-
Advance for Expenses	-	21.18	-	-	21.18
	-	(14.48)	-	-	(14.48)

**Note: Figures in bracket relates to the previous financial year.**

**Note 2.29. Payments to Auditors:**

Particulars	Mar-15	Mar-14
Audit fees	1.80	1.25
Payment for IPO certification/advisory	-	2.00
Tax audit fees	0.35	0.30
Audit Under MVAT Act	0.35	0.10
Reimbursement of expenses	0.16	0.12

**Note 2.30. Amount payable to Micro, Small or Medium Undertakings:**

On the basis of information available with the company, there are no amounts payable to Micro, Small or Medium Undertakings. This has been relied upon by the auditors.

**Note 2.31 Lease Rent Agreement:**

Particulars	Mar-15	Mar-14
Rent Debited to Profit & Loss A/c.	23.30	21.16
- Obligation		
a) Payable within 1 years ( 2015-16) Rs. 24.94		
b) Payable within 3 years ( 2016-19) Rs. 80.30		

**Note 2.32. Foreign Currency Transactions:**

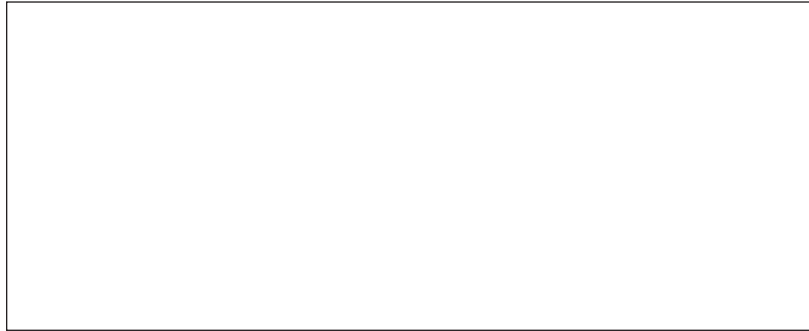
Particulars	Mar-15	Mar-14
Net gain / (loss) on foreign currency transactions on revenue accounts recognised in the Profit and Loss Account	2.91	7.48

**Note 2.33. Contingent liabilities and commitments (to the extent not provided for):**

Particulars	As at 31 March, 2015	As at 31 March, 2014
<b>Contingent liabilities</b>		
Bank Guarantees issued by the company to Canteen Stores Department	107.47	107.47
Bank Guarantees issued by the company to National Stock Exchange	-	6.50
<b>Total</b>	<b>107.47</b>	<b>113.97</b>

## BOOK POST

TO,



If undelivered, please return to:  
**Opal Luxury Time Products Limited**  
Plot No.31, First Floor, “Shree Ganesh”,  
Shivaji Housing Society, Senapati Bapat Road,  
Pune- 411016 Maharashtra, India