



REFRATORIES LIMITED

Corporate Identification Number (CIN) : L51909OR2007PLC027954

Registered Office : Sector 'B', Kalunga Industrial Estate
P.O. Kalunga 770 031, Dist. Sundergarh, Odisha
Tel : +91 661 2660195 Fax : +91 661 2660173
E-mail : ifgl.works@ifgl.in, investorcomplaints@ifgl.in

Head & Corporate Office : McLeod House
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E-mail : ifgl.ho@ifgl.in

Website : www.ifglref.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 14th Annual General Meeting (AGM) of the Members of IFGL Refractories Limited will be held on Saturday, 7th August 2021 at 11 AM through Video Conferencing (VC)/Other Audio Visual Means (OAVM) for which purpose Registered Office situated at Sector 'B', Kalunga Industrial Estate, P.O. Kalunga 770 031, Dist. Sundergarh, Odisha shall be deemed as venue for the meeting and proceedings of the AGM shall be deemed to be made thereat, to transact following :

Ordinary Business

1. To receive, consider and adopt both Standalone and Consolidated Audited Financial Statements of the Company for year ended on 31st March 2021, Reports of the Board of Directors and Auditors thereon.
2. To approve payment of Dividend @ 40% (₹ 4/-) per Equity Shares and one time Special Dividend @ 60% (₹ 6/-) per Equity Share recommended by the Board of Directors on Saturday, 5th June 2021 for Financial Year (FY) 2020-21.
3. To consider and if thought fit and desirable, to pass with or without modification(s), resolution under Section 152 and other applicable provision of the Companies Act, 2013 for re-appointment of Mr Pradeep Bajoria (DIN : 00084031), to the extent he is required to retire by rotation at ensuing Annual General Meeting and who being eligible, has offered himself for re-appointment for further period liable to retire by rotation and such re-appointment has been recommended by the Nomination and Remuneration Committee and Board of Directors of the Company.

Special Business

4. To consider and if thought fit, to pass with or without modification(s), following resolution as an Ordinary Resolution.
"Resolved that pursuant to provisions of Sections 149 and 152 and any other applicable provisions 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) Mr Yuji Yamaguchi (DIN: 09047766), Director of the Company who cease to hold his office of Additional Director at this Annual General Meeting and whose appointment has been recommended by the Nomination and Remuneration Committee and Board of Directors of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."
5. To consider and if thought fit, to pass with or without modification(s), following resolution as an Ordinary Resolution.
"Resolved that pursuant to provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions and subject to necessary approvals, if any, remuneration, not exceeding ₹ 300,000/- only, excluding reimbursement of expenses, out of pocket or otherwise, approved by the Board of Directors at the recommendation of the Audit Committee, of the Cost Auditor, M/s Mani & Co., Practicing Cost Accountants of 111, Southern Avenue, Kolkata 700 029 for Financial Year 2021-22, be and is hereby ratified, with further authority to the Board of Directors to alter and/or vary the same in manner, as they may deem fit, proper and desirable, in best interest of the Company, at the recommendation of the Audit Committee and also that the Board is authorised to do all acts and take all such steps, as may be necessary, in this connection."
6. To consider and if thought fit, to pass with or without modification(s), following resolution as an Ordinary Resolution.
"Resolved that authority is hereby delegated to the Board of Directors of the Company to enter into transactions, including those repetitive in nature and in ordinary course of business at arms length, with related parties following provisions of Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, also those in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in connection therewith, the Board may take such steps as may be necessary for and on behalf of the Company."
7. To consider and if thought fit, to pass with or without modification(s), following resolution as a Special Resolution.
"Resolved that pursuant to Section 66 read with Section 52 and other applicable provisions of the Companies Act, 2013 (the Act) (including any statutory modification(s) or re-enactment thereof for the time being in force) and National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 and Statutes, Regulations, Rules etc as may be applicable including Regulation 37 read with Regulation 11 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 amended to date and Notifications, Master Circulars etc issued for purposes thereof, namely Master Circular SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22nd December 2020 issued by SEBI, Articles of Association of the Company and the confirmation by the Hon'ble National Company Law Tribunal ("NCLT") and such other approvals as may be required, and subject to the terms and conditions and modifications if any, as may be prescribed by the NCLT and any other appropriate authority, as may be required or prescribed by such appropriate authority while granting approval or confirmation, and which may be agreed to by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded, by way of Special Resolution, to utilise the balance lying in Securities Premium Account as on 1st April 2021 to write off and or adjust unamortised balance of Goodwill as on that date of ₹ 13,349.71 lacs in books of the Company (hereinafter referred to as Reduction).

Resolved further that upon Reduction being confirmed by the NCLT and/or on receipt of such other approvals as may be required, the same shall become effective and operative without any further act or deed.

Resolved further that the Board of Directors of the Company be and is hereby authorized to take all necessary steps and do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, expedient, usual or proper, in the best interest of the Company and its members in connection with and relating to said Reduction, including any directions for settling any question or doubt or difficulty whatsoever that may arise, for the purpose of giving effect thereto, or to any modification thereof,

and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, (including but not limited to) :

- a) To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, record and perfect all deeds, declarations, instruments, affidavits, applications, petitions, objections, notices and writings whatsoever as may be usual, necessary, proper or expedient and all type of documents, petitions, affidavits and applications in relation to the matter aforesaid;
- b) To accept services of notices or other processes which may from time to time be issued in connection with the matter aforesaid;
- c) To produce all documents or other evidences in connection with the matters aforesaid and all and any of other proceedings incidental thereto or arising thereat;
- d) To make, prepare and submit any applications, petitions, appeals and judges summons before the NCLT, and/or any Court, Tribunal, or all relevant authorities and respond to the appropriate authorities;
- e) To file applications/petitions and affidavits and/or other legal documents with NCLT, as may be required for confirmation of the Reduction by the NCLT and the Reduction becoming effective and operative, and/or any other regulatory authorities for obtaining their approval;
- f) To engage advocates, counsels and any other consultants, advisors, declare and file all pleadings, reports and sign and issue public advertisements and notices in connection with the matters aforesaid;
- g) To make any alternations/changes, modification or amendments in the application/petition as may be expedient or necessary, including any alteration, modification or amendment required to be made for complying with the requirements or conditions imposed by the NCLT and/or any other appropriate authorities, if any;
- h) To pass such accounting entries and/or making such adjustments in the books of accounts, as are considered necessary to give effect to the above resolution;
- i) To provide necessary declarations/certificates in relation to Reduction capturing the true and factual aspects of the Company;
- j) To comply with all the necessary formalities, compliances and disclosures in this regard and to file the necessary forms or documents with the relevant authorities, including the Registrar of Companies;
- k) To authenticate all the necessary documents as 'certified copies' or in any manner as may be required, including affixing the Common Seal of the Company on any documents in connection with the above resolution;
- l) To do all such acts, deeds, matters and things as may be deemed necessary, expedient, usual or proper and to settle any question or difficulty that may arise; and
- m) To delegatee any or all the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or other officer(s) of the Company."

By Order of the Board
For IFGL Refractories Limited
R Agarwal
Company Secretary

Kolkata
5th June 2021

NOTES:

1. In view of massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and following Circular No. 14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020, Circular No. 20/2020 dated 5th May 2020 and Circular No 02/2021 dated 13th January 2021 and all other relevant Circulars issued from time to time, by the Ministry of Corporate Affairs, physical attendance of the Members at the AGM venue is not required. Moresoever, AGM will be held through Video Conferencing (VC)/Other Audio Visual Means (OAVM) whereat Members can attend and participate through VC/OAVM.
2. Pursuant to Circular No. 14/2020 dated 8th April 2020 issued by the Ministry of Corporate Affairs, facility to appoint proxy to attend and cast vote for the members will not be available for the ensuing AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join AGM in VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Facility of participation at the AGM through VC/OAVM will be made available to 1000 members on first come first served basis. However, this number does not include the Large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc, who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the Quorum under Section 103 of the Companies Act, 2013 (the Act).
5. Pursuant to provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR, 2015) (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated 8th April 2020, 13th April 2020, 5th May 2020 and 13th January 2021, the Company is providing facility of remote e-voting to its Members in respect of business to be transacted at the AGM. For this purpose, the Company has entered into an arrangement with National Securities

Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL. Instructions and other information relating to remote e-voting/ e-voting on the day of the AGM are given at Note No. 31.

6. Notice calling AGM has been uploaded on website www.ifglref.com of the Company in Investor Relations Section. Complete Annual Report is also available on Company's website. Notice can also be accessed from websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. AGM Notice is also available on website of NSDL (agency for providing the remote e-voting facility and e-voting during the AGM) i.e. www.evoting.nsdl.com.
7. Electronic copy of complete Annual Report and Notice of AGM are also being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes.
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circular No. 14/2020 dated 8th April 2020, MCA Circular No. 17/2020 dated 13th April 2020, MCA Circular No. 20/2020 dated 5th May 2020 and MCA Circular No 02/2021 dated 13th January 2021.
9. Recorded transcript of the AGM on 7th August 2021 shall also be made available on Company's website in Investor Relations Section soon after conclusion of said meeting.
10. All documents referred to in the accompanying Notice and the Explanatory Statement and Annual Accounts of Subsidiary Companies shall be made available for inspection through electronic mode on receipt of request by the Company at investorcomplaints@ifgl.in.
11. The scanned copies of Register of Directors and Key Managerial Personnel and their Shareholding, Register of Contracts and Arrangements in which directors are interested and the relevant documents referred to in this Notice will be available electronically for inspection by the members during the AGM.
12. An Explanatory Statement pursuant to Section 102(1) of the Act, relating to Business at Serial Nos. 4 to 7 to be transacted at the AGM form part of Notice.
13. Members holding shares in Electronic Form are hereby informed that Bank particulars registered against their respective Demat Accounts are used by the Company for payment of Dividend. Hence members are requested to intimate any change in their Bank mandates to their Depository Participants with whom they are maintaining their Demat Account. Members holding shares in Physical Form and desirous of either registering Bank particulars or changing Bank particulars already registered against their respective Folios for payment of Dividend are requested to write to the Company or its Registrar and Share Transfer Agent.
14. **Section 88 of the Act read with Rules framed thereunder provide for maintenance of Members Register having details like e-mail ID, Income Tax Permanent Account Number (PAN), Unique Identification Number, Corporate Identity Number, Father's/ Mother's/Spouse's Name, Status, Occupation and Nationality etc.** Form for furnishing these information may be downloaded from Company's website www.ifglref.com and sent to the Company or its Registrar and Share Transfer Agent. Registration of e-mail ID will also facilitate receipt of all communication including Annual Report, Notices and Circulars etc electronically from the Company. Even after registration for e-communication, members will continue to be entitled to receive such documents in physical form, upon making a request for the same, by post free of cost.
15. Brief Resume of Directors proposed to be appointed/re-appointed having details such as nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of the Board Committees, shareholding and relationships between Directors inter-se required by Regulation 36(3) of the SEBI LODR, 2015 is annexed hereto. The Directors have furnished requisite declarations for their appointment/re-appointment.
16. Saturday, 31st July 2021 has been fixed as 'Cut off Date' for determining Members entitled to facility of voting by remote e-voting and for e-voting at said AGM following Regulation 44 of the SEBI LODR, 2015.
17. The Register of Members and Share Transfer Register of the Company will remain closed from Saturday, 31st July 2021 to Saturday, 7th August 2021, both days inclusive, in connection with ensuing AGM.
18. Regulation 12 and Schedule I of SEBI LODR, 2015 require all Companies to use the facility of Electronic Clearing Services for payment of Dividend. In compliance with these Regulations and SEBI circulars, the Company will whenever necessary effect payment of Dividend by electronic mode only directly into the Bank Accounts of Members and no Dividend Warrants will be issued without Bank particulars. Members are thus requested to submit their Bank details along with original cancelled cheque to Company's Registrar and Share Transfer Agent, M/s Maheshwari Datamatics Private Limited to enable them to update records, in case shares are held in Physical Form and to Depository Participants in respect of shares held in Dematerialised Form.
19. On 14th October 2020, the Company transferred unclaimed/unpaid dividend declared for payment by erstwhile IFGL Refractories Limited (Transferor Company - merged with the Company on and from 1st April 2016), for FY 2012-13 to Investor Education and Protection Fund (IEPF) following provisions of Section 124(5) of the Act read with Rule 5 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules). Details of such unclaimed/unpaid dividend transferred have been hosted on Company's website www.ifglref.com and claims in respect thereof may be lodged online on www.iepf.gov.in following requisite procedures.

Unclaimed/unpaid dividend declared by the Transferor Company for FY 2013-14 will fall due for transfer to IEPF in October 2021, details whereof are appearing in Corporate Governance Report forming part of Directors Report. Particulars of persons entitled to said unclaimed/unpaid dividend is appearing on Company's website www.ifglref.com and claims in respect thereof be either sent to the Company or its Registrar and Share Transfer Agent. Particulars of dividends declared by the Company and estimated dates unclaimed/unpaid amount whereof are likely to be transferred to IEPF are also given in Corporate Governance Report forming part of Directors Report.

20. Equity Shares of the Company are available for dematerialisation both with NSDL and CDSL. ISIN is INE133Y01011.
21. Members holding shares in Physical Form are requested to notify/send following to the Registrar and Share Transfer Agent of the Company to facilitate better service :
- Any change in their address/mandate/bank details.
 - Share Certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into one account.
- Members holding shares in Demat Form are requested to give all instructions directly to their Depository Participants.
22. Members holding shares in physical form are once again being informed that as per Regulation 40 of SEBI LODR, 2015, shares are transferable only if held in dematerialised form with effect from 1st April 2019. Hence, Company will not give effect to transfer of shares lodged in physical form except in cases involving transmission or transposition and where transfer documents were lodged prior to 1st April 2019 and could not be given effect to due to deficiencies therein.
23. Members are requested to quote Folio No. or Client ID and DP ID Nos. in all communications with the Company.
24. Equity Shares of the Company are listed both on the BSE Limited (Code : 540774) and National Stock Exchange of India Limited (Code : IFGLXPOR) and regularly traded thereon.
25. Pursuant to the Scheme of Amalgamation sanctioned by the Hon'ble National Company Law Tribunal, Kolkata Bench by passing an Order on 3rd August 2017, the Company issued and allotted on 18th September 2017, one Equity Share of ₹ 10/- fully paid up for one Equity Share of ₹ 10/- fully paid up held in Transferor Company on the record date, 15th September 2017. Equity Shares issued were either credited to Demat Accounts of members entitled thereto or they were issued certificate for their entitlement of Equity Shares. Queries if any relating to aforesaid of the members may either be sent to the Company investorcomplaints@ifgl.in or its Registrar and Share Transfer Agent mdpldc@yahoo.com.
26. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.ifglref.com under the 'Investor Relations' Section.
27. If dividend on Equity Shares, as recommended by the Board of Directors, is declared at the AGM, payment thereof will be made on or after Thursday, 12th August, 2021 to those shareholders whose names shall appear on the Company's Register of Members –
- as Beneficial Owners at end of business hours of Friday, 30th July, 2021 as per the list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in Dematerialised form.
 - as Members in Register of Members of the Company after giving effect to valid Share Transfers lodged with the Company on or before 30th July, 2021
28. As you are aware, pursuant to the provisions of the Income Tax Act, 1961 as amended by the Finance Act, 2020, dividends paid or distributed by a Company on or after 1st April 2020 are taxable in the hands of the shareholders. The Company shall therefore be required to deduct tax at source at the time of making payment of the dividend to the shareholders at the applicable rates. The rate at which the dividend is subject to withholding tax would vary depending on the residential status of the shareholders and the documents submitted by them and accepted by the Company. The applicable Tax Deduction at Source ("TDS") provisions under the Income Tax Act, 1961 for Resident and Non-Resident Shareholder categories are provided hereinbelow. We request all the Shareholders to make note of the applicable TDS rates and provide the documents to the Company or its Registrar and Share Transfer Agent for their respective categories, as applicable.

I. Resident Shareholders:

Tax would be deducted at Source under Section 194 of the Income Tax Act, 1961, at the rate of 10% on the amount of dividend where Shareholders have registered their valid Permanent Account Number ("PAN") with their respective Depository Participants (for shares held in demat form) or Company's Registrar and Share Transfer Agent or the Company (for shares held in physical form) as the case may be and at a rate of 20% for cases wherein:

- the Shareholders do not have PAN or have not registered their valid PAN as mentioned above.
- the Shareholders have not filed their Income Tax Returns for FY 2018-19 and FY 2019-20 and the aggregate amount of TDS and Tax Collected at Source in his/her case is ₹ 50,000/- or more in each of these two previous years. [Section 206AB – Refer Para III below].

1. Resident Individual Shareholders

No tax shall be deducted on dividend payable to Resident Individual Shareholder, if –

- total dividend to be paid in the FY 2021-22 does not exceed ₹ 5,000/-. The threshold amount of ₹. 5,000/- shall be at the PAN level and not at Folio / DP level; or
- the Shareholders provides Form 15G (applicable to an Individual below the age of 60 years)/Form 15H (applicable to an individual of the age 60 years and above), subject to required eligibility conditions being met. Needless to say, that having a valid PAN is mandatory for providing Forms 15G/15H.

2. Other Resident Non-Individual Shareholders

Please refer to the table below for the rate of TDS and documents to be provided:

Category of Shareholder	Tax Deduction Rate	Documents to be provided
Shareholders whose PAN is registered with Depositories or Company's Registrar and Share Transfer Agent or the Company and not covered by the provision of Section 206AB of the Income Tax Act, 1961	10%	- For shares held in demat form: Register the PAN and the residential status as per Income Tax Act, 1961 with the Depository Participants, if not registered; - For shares held in physical form: Register the PAN and the residential status as per Income Tax Act, 1961 with Registrar and Share Transfer Agent M/s Maheshwari Datamatics Private Limited, if not registered.
Shareholders who submit the Order under Section 197 of the Income Tax Act, 1961	At the Rate provided in the Order	Lower/Nil withholding tax certificate to be obtained from tax authority.
Shareholders [e.g. LIC, GIC, Other Insurers, Business Trust as defined in Section 2(13A) of the Income Act, 1961] to whom provisions of Section 194 of the Income Tax Act, 1961 are not applicable	Nil	(a) Self-declaration that it has full beneficial interest with respect to the shares owned by it (b) Self-attested copy of registration certificate; and (c) Self-attested copy of PAN Card.
Alternative Investment Fund	Nil	(a) Self-declaration stating that the shareholder is - Category I or Category II Alternative Investment Fund and is regulated by the Securities and Exchange Board of India; - covered by Notification No. 51/2015 dated 25th June 2015; and - has full beneficial interest with respect to the shares owned by it. (b) Self-attested copy of registration certificate; and (c) Self-attested copy of PAN Card
Shareholders covered under Section 196 of the Income Tax Act, 1961 (e.g. Mutual Funds, Government etc.)	Nil	(a) Self-declaration stating that the shareholder is - a Mutual Fund as specified in Section 10(23D) of the Income Tax Act, 1961 / a Corporation established by or under a Central Act whose income is exempt from Income Tax; - covered by Section 196 of Income Tax Act, 1961 ; and - has full beneficial interest with respect to the shares owned by it. (b) Self-attested copy of registration certificate; and (c) Self-attested copy of PAN Card
Shareholders whose income is unconditionally exempt under Section 10 of the Income Tax Act, 1961 and covered by the CBDT Circular No. 18/2017 dated 29th May 2017	Nil	(a) Self-declaration stating that the shareholder is - unconditionally exempt under Section 10 of the Income Tax Act, 1961 and statutorily not required to file its Return of Income as per Section 139 of the Income Tax Act, 1961; - covered by the Circular No. 18/2017 dated 29th May 2017; and - has full beneficial interest with respect to the shares owned by it (b) Self-attested copy of registration certificate; and (c) Self-attested copy of PAN Card

II. Non-Resident Shareholders :

Tax would be deducted at Source as per the provisions of Section 195 or 196D of the Income Tax Act, 1961. Please refer to the below table for the rate of TDS and documents to be submitted:

Particulars	Tax Deduction Rate	Documents to be provided
Non-Resident Shareholders [Including Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI)] who are not covered by the provisions of Section 206AB of the Income Tax Act, 1961	20% plus applicable surcharge and cess OR Tax Treaty Rate (whichever is lower)	Documents required to claim treaty benefits: (a) Self-attested copy of the Permanent Account Number Card (PAN Card) allotted by the Indian Income Tax Authorities. In case, PAN is not available, self-declaration containing specified information (i.e. contact number, e-mail, etc.). (b) Self-attested copy of Tax Residency Certificate (TRC) obtained from the Tax Authorities of the country of which the shareholder is resident, valid for FY 2021-22. (c) Self-declaration in Form 10F. (d) Self-declaration of having no Permanent Establishment in India and Beneficial ownership.
Non-Resident Shareholders who submit the Order under Section 197 of the Income Tax Act, 1961	Rate as prescribed in the order	Lower / Nil withholding tax certificate obtained from the tax authority.

The Company is not obligated to apply the Beneficial Tax Treaty rates at the time of tax deduction/withholding tax on dividend amounts. Application of Beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-resident shareholder and subject to review and satisfaction of the Company. The Company in its sole discretion reserves the right to call for any further information, if so required.

Please also note that in case the Shareholder has multiple accounts under different category/status, then the higher rate of tax as applicable to the category/status shall be considered on his entire holding in different accounts.

III. TDS to be deducted at higher rate in case of non-filers of Return of Income [Section 206AB]

The Finance Act, 2021, has inter alia inserted the provisions of Section 206AB of the Income Tax Act, 1961 which would become effective from 1st July 2021. Accordingly, tax at higher of the following rates would be deducted from the amount paid/ credited to 'specified person':

- (i) At twice the rate specified in the relevant provision of the Income Tax Act, 1961; or
- (ii) At twice the rates or rates in force; or
- (iii) At the rate of 5%.

"Specified person" means a person who has:

- (a) not filed return of income for both of the two assessment years relevant to the two previous years immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing return of income under sub-section (1) of Section 139 has expired (i.e. FY 2018-19 and FY 2019-20); and
- (b) subjected to tax deduction/collection at source in aggregate amounting to ₹ 50,000/- or more in each of such two immediate previous years.

A Non-resident who does not have the permanent establishment in India is excluded from the scope of a specified person.

SUBMISSION OF TAX RELATED DOCUMENTS:

Resident Shareholder :

The aforesaid documents such as Form 15G/15H, documents under Sections 196, 197A of the Income Tax Act, 1961, etc. as may be applicable can be uploaded on the link <https://mdpl.in/form>

Non-Resident Shareholder :

Non-Resident Shareholders are requested to send scanned copies of the documents mentioned above at the e-mail id : investorcomplaints@ifgl.in

These documents should reach us on or before 27th July 2021 in order to enable the Company to determine and deduct appropriate TDS / withholding tax. No communication on the tax determination/deduction shall be entertained after 27th July 2021.

It may be further noted that in case tax on said dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/ documents from you, there would still be an option available with you to **claim the appropriate refund in the Return of Income filed with your respective Tax Authorities for the tax so deducted, if eligible. No claim shall lie against the Company for such Taxes deducted.** Shareholders who have registered their PAN with Depository Participants or Company's Registrar and Share Transfer Agent or the Company, will be able to view the credit for TDS in Form 26AS, which can be downloaded from your income tax e-filing account at www.incometax.gov.in. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Shareholder(s), such Shareholder(s) shall be responsible to indemnify the Company and also provide the Company with all information/documents and co-operation in any appellate proceedings.

- 29. Following provisions of Section 124(6) of the Act read with Rule 6 of IEPF Rules, the Company on 21st October 2020 and 24th October 2020, transferred 38,753 Equity Shares of ₹ 10/- each fully paid up of the Company of 304 holders thereof who did not claim dividend for seven consecutive years including FY 2012-13, to Demat Account of IEPF Authority. Relevant particulars of Equity Shares transferred have been hosted on Company's website www.ifglref.com. Procedure for re-claiming said Equity Shares from the IEPF Authority has also been hosted on Company's website. Equity Shares with respect to which Dividend remain unpaid or unclaimed for seven consecutive Financial Years including (FY) 2013-14, will fall due for transfer to Demat Account of IEPF in October 2021.
- 30. Since the AGM will be held through VC/OAVM facility, the route map is not annexed herewith.
- 31. Voting through electronic means :

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

Step 1: Access to NSDL e-voting System

A) Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in Demat Mode

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in Demat Mode are allowed to vote through their Demat Account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail id in their Demat Accounts in order to access e-voting facility.

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

Type of Individual shareholders	Login Method
Shareholders holding securities in Demat Mode with NSDL.	1. If you are already registered for NSDL IDeAS facility, • Visit the e-Services website of NSDL. Open web browser by typing https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. • A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. • Click on options available against company name or e-voting service provider - NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-voting website of NSDL. • Open web browser by typing https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. • A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat Account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. • Click on options available against company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.
Shareholders holding securities in Demat Mode with CDSL	1. Existing users who have opted for Easi/Easiest, they can login through their User ID and Password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the e- voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from a link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and E-mail as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.
Shareholders (holding securities in Demat Mode) login through their depository participants	• You can also login using the login credentials of your Demat Account through your Depository Participant registered with NSDL/CDSL for e-voting facility. • Once login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. • Click on options available against company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at above mentioned websites.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat Mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat Mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at +91 22 23058738 or +91 22 23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in Demat Mode and shareholders holding securities in physical mode.

How to Login to the NSDL e-voting website?

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

Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can Login at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you Login to NSDL e-services after using your Login credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your e-mail ID is registered in your Demat Account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'Initial Password'.
 - (ii) If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail IDs are not registered
6. If you are unable to retrieve or have not received the " initial password" or have forgotten your password :
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your Demat Account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your Demat Account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
8. Now, you will have to click on 'Login' button.
9. After you click on the 'Login' button, home page of e-voting will open.

Step 2: Cast your vote electronically and join AGM on NSDL e-voting system.

How to cast your vote electronically and join AGM on NSDL e-voting system?

1. After successful Login at Step 1, you will be able to see all the Companies 'EVEN' in which you are holding shares and whose voting cycle and AGM is in active status.
2. Select 'EVEN' of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the AGM. For joining virtual meeting, you need to click on "VC/OAVM" link placed under 'Join General Meeting'.

3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General instructions/information for Members for voting on the Resolutions :

- a) Voting period will begin on Wednesday, 4th August 2021 (9.00 AM) and end on Friday, 6th August 2021 (5.00 PM). During this period Members of the Company, holding shares either in physical form or in dematerialised form, as on Saturday, 31st July 2021 ("Cut-off Date") may cast their vote(s) electronically. Remote e-voting module shall be disabled by NSDL for voting thereafter.
- b) Voting rights of Members (for voting through remote e-voting) shall be in proportion to their share of the paid up Equity Share Capital of the Company as on Saturday, 31st July 2021 ("Cut-off Date"). A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- c) Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the AGM Notice and holds shares as on the Cut-off Date, i.e. Saturday, 31st July 2021 may obtain the Login ID and Password by sending a request at evoting@nsdl.co.in. However, if the Member is already registered with NSDL for remote e-voting then Member can use his/her existing User ID and Password for casting vote. If Member has forgotten his/ her password, he/she may reset password by using "Forgot User Details/Password" option available on <https://www.evoting.nsdl.com/>.
- d) Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority Letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to smguptaandco@yahoo.com with a copy marked to evoting@nsdl.co.in.
- e) In case of any queries, Member(s) may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available in the download section of <https://www.evoting.nsdl.com/> or call on the toll free no. : 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Mr. Amit Vishal, Senior Manager/Ms. Pallavi Mhatre, Manager, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.
- f) It is strongly recommended that Member(s) do not share their password with any other person and take utmost care to keep password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, Members will need to go through the 'Forgot User Details/Password?' or the 'Physical User Reset Password?' option available on <https://www.evoting.nsdl.com/> to reset the password.
- g) Mr S M Gupta, Partner of M/s S M Gupta & Co., Company Secretaries, (Membership No. FCS 896, CP No. 2053) has been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner.
- h) Chairman shall, at the AGM, at the end of discussion on the resolutions, allow the voting with the assistance of scrutinizer for all those members who are present at the AGM and have not cast their votes by then availing remote e-voting facility.
- i) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM, thereafter unblock the votes cast through remote e-voting, in the presence of at least two (2) witnesses not in the employment of the Company.
- j) The Scrutinizer will collate the votes cast at the AGM and votes downloaded from the e-voting system and make, within two working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- k) The Chairman or the person authorised by him in writing forthwith on receipt of consolidated Scrutinizer's Report, declare results of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.ifglref.com and on the website of NSDL <https://www.evoting.nsdl.com/> immediately after their declaration and communicated to the Stock Exchanges where the Equity Shares of the Company are listed viz. BSE Limited and National Stock Exchange of India Limited.
- l) Subject to receipt of requisite number of votes, the Resolution(s) set out in the Notice shall be deemed to be passed on the date of the AGM.

Process for those Members whose e-mail IDs are not registered with the Company/Depositories for procuring User ID and Password and registration of E-mail IDs for e-voting for the resolutions set out in this Notice :

1. In case shares are held in physical mode, please provide Folio No., Member's name, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by e-mail to investorcomplaints@ifgl.in.
2. In case shares are held in Demat Mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit Beneficiary ID), Name, Client Master or copy of Consolidated Account Statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorcomplaints@ifgl.in. If you are an Individual shareholder holding securities in Demat Mode, you are requested to refer to the Login method explained at step 1 (A) i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in Demat Mode.

- Alternatively, members may send e-mail request to evoting@nsdl.co.in for obtaining User ID and Password for providing the details mentioned in point (1) or (2) as the case may be.
- In terms of SEBI circular dated 9th December 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in Demat Mode are allowed to vote through their Demat Account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their Demat Account in order to access e-voting facility.

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

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

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

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for Access to NSDL e-voting system. After successful login, you can see link of "VC/OAVM link" placed under 'Join General meeting' menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their Name, Demat Account/Folio Number, PAN, Mobile Number at least 48 hours before the start of the AGM at investorcomplaints@ifgl.in. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 IN RESPECT OF BUSINESS AT SERIAL NOS 4 TO 7 OF THE NOTICE

Serial No. 4

Mr Yuji Yamaguchi (DIN: 09047766) was appointed as an Additional Director of the Company on 13th February 2021 following provisions of Section 161 of the Companies Act, 2013 (the Act) and he hold said office upto conclusion of ensuing 14th AGM of the Company.

Mr Yamaguchi having more than one decade of experience in areas of Cost Management, Process Management, Finance and Accounts is in Overseas Business Division of Krosaki Harima Corporation, Japan (KHC), being Foreign Promoter of the Company holding 15.51% of total issued, subscribed and paid up Equity Share Capital of the Company. Transactions are also entered into in ordinary course of business at arms length by the Company with said KHC.

Brief resume of Mr Yamaguchi, natures of his expertise, names of Companies in which he hold directorship and membership/chairmanship of Board Committees, Shareholding and Relationship between Directors inter se as stipulated under Regulation 36 of the SEBI LODR, 2015 are provided in the statement appearing hereinafter.

Proposed resolution is for appointment of Mr Yamaguchi as a Director of the Company liable to retire by rotation following provisions of Sections 149 and 152 and any other applicable provisions of the Act and Rules framed thereunder, immediately after conclusion of ensuing AGM. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company.

Nomination and Remuneration Committee and Board of Directors of the Company have also recommended appointment of Mr Yamaguchi as a Director of the Company for further period. Mr Yamaguchi is interested in proposed resolution. Save and except him and Mr Tetsuo Suzuki, who is also a Senior Executive of KHC, none of other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise in proposed resolution. Your Directors commend passing of said proposed ordinary resolution as is in interest of your Company.

Serial No. 5

Your Company is required to maintain cost records and have the same audited by a Cost Auditor following provisions of Section 148 of the Companies Act 2013 (the Act) read with Companies (Cost Records and Audit) Rules 2014. Your Directors accordingly at the recommendation of the Audit Committee has re-appointed M/s Mani & Co., Cost Accountants, at a remuneration not exceeding ₹ 300,000/- only, for FY 2021-22. Rule 14 of the Companies (Audit and Auditors) Rules, 2014 inter-alia provide for ratification of remuneration of the Cost Auditor by the Members and hence, the proposed resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in proposed resolution. Your Directors commend passing of proposed Ordinary Resolution set out at Serial No. 5 of the Notice.

Serial No. 6

Your Company enter into transactions including contracts and/or arrangements, repetitive in nature and in ordinary course of business at arms length with related parties from time to time with regard to sale, purchase or supply of goods or materials, availing or rendering of services, appointment to/holding of office or place of profit etc. Based on transactions hitherto undertaken with related parties in India, transactions likely to be undertaken for FY 2021-22 are given in Table below, in respect whereof Audit Committee of Directors of your Company have accorded Omnibus approval following provisions of Section 177 of the Companies Act 2013 (the Act).

	Name of Related Party/Relationship/Nature of Transactions	Aggregate Maximum Amount (₹ in lacs)
I)	Bajoria Financial Services Private Limited, Holding Company	
	Rent for Office Premises	50.00
	Reimbursement of Expenses	20.00
	Recovery of Expenses	5.00
II)	Bajoria Enterprises Limited, Fellow Subsidiary	
	Reimbursement of Expenses	30.00
	Ganges Art Gallery Private Limited, Fellow Subsidiary	
	Reimbursement of Expenses	30.00
	Essentially Healthy Private Limited , Fellow Subsidiary	
	Expenses Recovered/Received	50.00
III)	Heritage Insurance Brokers Private Limited, Enterprise in which Key Managerial Personnel has significant influence	
	Expenses Recovered/Received	50.00
IV)	Key Management Personnel Remuneration	
	Shishir Kumar Bajoria (Chairman)	As may be approved by members
	Pradeep Bajoria (Managing Director)	As may be approved by members
	Kamal Sarda (Director & Chief Financial Officer)	As may be approved by members
	Rajesh Agarwal (Company Secretary)	As may be approved by the Board
	Director's Commission	
	Shishir Kumar Bajoria (Chairman)	As may be approved by members
	Pradeep Bajoria (Managing Director)	As may be approved by members
V)	Sitting Fees	
	Kanwar Satyabrata Sanyal, Non Executive Director	2.50
	Sudhamoy Khasnobis, Non Executive Director	1.50
	Duraiswamy Gunaseela Rajan, Non Executive Director	2.50
	Debal Kumar Banerji, Non Executive Director	3.50
	Bharati Ray, Non Executive Director	1.50
	Tetsuo Tsuzuki, Non Executive Director	1.50
	Yuji Yamaguchi, Non Executive Director	1.50
VI)	Relative of Key Management Personnel Remuneration	
	Akshay Bajoria	As may be approved by the Board
VII)	With others- Post employment benefit	
	Expenditure	
	IFGL Refractories Limited Staff Provident Fund	As per Rules
	IFGL Exports Limited Employees Gratuity Fund	As per Rules
	IFGL Refractories Ltd Employees Superannuation Fund	As per Rules

Although in respect of aforesaid related party transactions, not being related parties referred to at fifth proviso of Section 188(1) of the Act, your approval is strictly not required, your Directors recommend passing of proposed Ordinary Resolution as an abundant precaution and corporate governance practices followed by your Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except to the extent disclosed hereinbefore, are concerned or interested, financially or otherwise, in proposed resolution. Your Directors commend passing of proposed Ordinary Resolution set out at Serial No. 6 of the Notice.

Serial No 7

Subject to receipt of requisite approval of the shareholders of the Company and confirmation by the Hon'ble National Company Law Tribunal ("NCLT") and such other approvals as may be required, it is proposed to utilize balance lying in Securities Premium Account as on 1st April 2021 to write off and or adjust unamortised value of Goodwill as on that date of ₹ 13,349.71 lacs in books of the Company (herewith referred to as 'Reduction'). Proposed Reduction on becoming effecting and operative will present fair, transparent and unambiguous financial position of the Company as on 1st April 2021.

Proposed Reduction is being undertaken by the Company in accordance with provisions of Section 66 read with Section 52 and other applicable Sections of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 and Statutes, Regulations, Rules etc as may be applicable including Regulation 37 read with Regulation 11 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 amended to date and Notifications, Master Circulars etc issued for purposes thereof, namely Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22nd December 2020 issued by SEBI, Articles of Association of the Company, and the confirmation by the Hon'ble National Company Law Tribunal ("NCLT"), and such other approvals as may be required

Resolution proposed is meant for approving said Reduction and is required to be passed by the members of the Company as a Special Resolution.

After the shareholders have passed proposed resolution as a Special Resolution in the Annual General Meeting, the Company will file the requisite application with the NCLT in accordance with the provisions mentioned hereinbefore, for confirmation of said Reduction by the NCLT and obtaining such other approvals as may be required. Proposed Reduction will be effective on the date when the Registrar of Companies, Cuttack will register the NCLT order approving the same and issue a certificate to that effect.

The Board of Directors, following recommendation of the Audit Committee, of the Company at their meeting held on Saturday, 5th June 2021 has approved said Reduction as per the terms set out in the proposed Resolution.

Articles of Association of the Company provides for the Reduction of Share Capital of the Company in any way authorized by the applicable laws.

Proposed Reduction will not cause any prejudice to shareholders, creditors or any other stakeholder of the Company. Proposed Reduction will not have any impact on the operations of the Company or the ability of the Company to honour its commitments or to pay its debts in the ordinary course of business.

The Board of Directors of the Company consider that proposed Reduction is in the best interest of the Company, its shareholders and other stakeholders and therefore, recommend that proposed Resolution as set out in the Notice is passed by the shareholders as Special Resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except to the extent disclosed hereinbefore and their shareholding including indirect in the Company, are concerned or interested, financially or otherwise, in proposed Resolution. Your Directors commend passing of proposed Special Resolution set out at Serial No. 7 of the Notice.

Brief Resume of the Directors proposed to be appointed/re-appointed at the AGM :

Name of the Directors	Mr. Pradeep Bajoria	Mr. Yuji Yamaguchi
Serial No of the Notice	3	4
DIN	00084031	09047766
Date of Birth	23/03/1960	06/09/1986
Expertise in Specific Functional Area	- Associated with erstwhile IFGL Refractories Limited (IFGL), merged with the Company, right from its inception and has a wide knowledge and intricate experience of more than 44 years in Refractory business. - Has been Director & Chief Executive of erstwhile Indo Flogates Limited and Managing Director of IFGL. - Was involved in various capacities in Indian Refractory Makers Association.	- Have more than one decade of experience in areas of Cost Management, Process Management, Finance and Accounts - Presently is in Overseas Business Division of Krosaki Harima Corporation, Japan, being Foreign Promoter of the Company.
Qualification	B.Com (Hons)	Faculty of Economics, Japan
Board Membership of other Companies as on 31st March 2021	- Bajoria Enterprises Limited - Heritage Insurance Brokers Private Limited	None
Chairman/Member of the Committee of the Board of Directors of the Company as on 31st March 2021	Member in : - Investment Committee - Stakeholders Relationship Committee	None
Chairman/Member of the Committee of Directors of other public Company of which he is Director as on 31st March 2021	None	None
Shareholding as on 31st March 2021	61,270	Nil
Relationship between Directors inter-se	None	None



Corporate Identification Number (CIN) : L51909OR2007PLC027954

Registered Office : Sector 'B', Kalunga Industrial Estate
P.O. Kalunga 770 031, Dist. Sundergarh, Odisha
Tel : +91 661 2660195 Fax : +91 661 2660173
E-mail : ifgl.works@ifgl.in, investorcomplaints@ifgl.in

Head & Corporate Office : McLeod House
3, Netaji Subhas Road, Kolkata 700 001
Tel : +91 33 40106100 Fax : +91 33 22430886
E-mail : ifgl.ho@ifgl.in

Website : www.ifglref.com

ADDENDUM TO THE NOTICE OF 14TH ANNUAL GENERAL MEETING

IFGL Refractories Limited (the Company) has issued a Notice dated 5th June 2021 (AGM Notice) for convening and holding 14th Annual General Meeting (AGM) of the Members of the Company on Saturday, 7th August, 2021 at 11 AM through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact Ordinary Business and Special Business mentioned therein. Said AGM Notice was sent electronically to the Members, whose E-mail IDs are registered with the Company/Depository Participant and General Notice in respect whereof has also been published in newspapers, Business Standard – All Editions and Pratidin - Odiya Newspaper on 14th July 2021.

At Serial No. 3 of said AGM Notice, Members have been proposed to consider and if thought fit and desirable, to pass with or without modification(s), resolution under Section 152 and other applicable provision of the Companies Act, 2013 for re-appointment of Mr Pradeep Bajoria (DIN : 00084031), to the extent he is required to retire by rotation at ensuing Annual General Meeting and who being eligible, has offered himself for re-appointment for further period liable to retire by rotation and such re-appointment has been recommended by the Nomination and Remuneration Committee and Board of Directors of the Company.

Mr Pradeep Bajoria (DIN : 00084031) has however passed away on 18th July 2021 in New York (19 July 2021 04:24 IST) due to ill health.

Accordingly, based on recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, it is proposed that below mentioned Ordinary business is considered and transacted by the Members in place of said Ordinary Business at Serial No.3 of AGM Notice.

Ordinary Business

3. To consider and if thought fit and desirable, to pass with or without modification(s), resolution under Section 152 and other applicable provision of the Companies Act, 2013 for re-appointment of Mr Kamal Sarda (DIN: 03151258), to the extent he is required to retire by rotation at ensuing Annual General Meeting and who being eligible, has offered himself for re-appointment for further period liable to retire by rotation and such re-appointment has been recommended by the Nomination and Remuneration Committee and Board of Directors of the Company.

Kolkata
21st July 2021

By Order of the Board
For IFGL Refractories Limited
R Agarwal
Company Secretary

Notes

1. In view of massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and following Circular No. 14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020, Circular No. 20/2020 dated 5th May 2020 and Circular No 02/2021 dated 13th January 2021 and all other relevant Circulars issued from time to time, by the Ministry of Corporate Affairs, physical attendance of the Members at the AGM venue is not required. Moreover, AGM will be held through Video Conferencing (VC)/Other Audio Visual Means (OAVM) whereat Members can attend and participate through VC/OAVM.
2. Electronic copy of this Addendum to AGM Notice is being sent to all the members whose e-mail IDs are registered with

the Company/Depository Participant(s) for communication purposes.

3. All documents referred to in this Addendum to AGM Notice shall be made available for inspection through electronic mode on receipt of request by the Company at investorcomplaints@ifgl.in.
4. On and from the date hereof, the AGM Notice shall always be read in conjunction with this Addendum which is also being published in Business Standard – All Editions and Pratidin - Odiya Newspaper.
5. This addendum to AGM Notice has been uploaded on website www.ifglref.com of the Company in Investor Relations Section. Addendum to AGM Notice can also be accessed from websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. This Addendum to AGM Notice is also available on website of NSDL (agency for providing the remote e-voting facility) i.e. www.evoting.nsdl.com.
6. Issue of this Addendum to AGM Notice became necessitated because of circumstances beyond control of the Company.
7. Brief Resume of Director now retiring by rotation at the AGM and proposed to be re-appointed i.e Mr Kamal Sarda having details such as nature of his expertise in specific functional areas, names of companies in which he hold directorships and memberships/chairmanships of the Board Committees, shareholding and relationships between Directors inter-se required by Regulation 36(3) of the SEBI LODR, 2015 is annexed hereto.
8. All the processes, notes and instructions relating to attending AGM through VC/OAVM and e-voting set out for and applicable for the ensuing 14th AGM in AGM Notice shall *mutatis-mutandis* apply for attending AGM through VC/OAVM and remote e-voting/e-voting on the day of the AGM on the resolution proposed in this Addendum.

Brief Resume of Mr Kamal Sarda proposed to be re-appointed at the AGM

Name of the Director	Mr Kamal Sarda
Serial No of the Notice	3
DIN	03151258
Date of Birth	06/02/1963
Expertise in Specific Functional Area	• Has three decades of experience in the field of Finance, Accounts, Commercial and Operations with more than 24 years of hands on working experience in Refractory Industry. • Was Chairman of the Indian Refractory Makers Association (IRMA). • Was Chief Operating Officer of erstwhile IFGL Refractories Limited.
Qualification	B.Com (Hons), LLB, FCA
Board Membership of other Companies as on 31st March 2021	Indian Refractory Makers Association
Chairman/Member of the Committee of the Board of Directors of the Company as on 31st March 2021	Member in : 1. Investment Committee 2. Stakeholders Relationship Committee
Chairman/Member of the Committee of Directors of other public Company of which he is Director as on 31st March 2021	None
Shareholding as on 31st March 2021	2000
Relationship between Directors inter-se	None

COMMITTED TO CLEAN METAL



IFGL Refractories Limited

ANNUAL REPORT 2020-21

Forward Looking Statement

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This Report and other statements – written and oral – that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion on future performance.

We can not guarantee that these forward-looking statements will be realized, although we believe, we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear 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.

CORPORATE INFORMATION

Board of Directors

D K Banerji
S Khasnobis
K Oshikawa*
D G Rajan
Prof B Ray
K S B Sanyal
T Tsuzuki
Y Yamaguchi
(Appointed w.e.f. 13.02.2021)

Chairman

S K Bajoria

Managing Director

P Bajoria

Director and Chief Financial Officer

K Sarda

Company Secretary

R Agarwal

Auditors

S. R. Batliboi & Co. LLP
Grant Thornton UK LLP**
Plante & Moran PLLC
(Appointed w.e.f. 24.06.2020)
UHY Hacker Young
(Appointed w.e.f. 22.07.2020)

Internal Auditor

Rupa & Co.

Cost Auditor

Mani & Co.

Secretarial Auditor

S M Gupta & Co.

*Ceased w.e.f. 13.02.2021

**Ceased w.e.f. 22.07.2020

Principal Bankers

State Bank of India
DBS Bank India Limited
ICICI Bank Limited
Yes Bank Limited

Registered Office & Kalunga Works

Sector 'B', Kalunga Industrial Estate
P.O. : Kalunga 770 031
Dist. : Sundergarh, Odisha
Tel : +91 661 2660195
Fax : +91 661 2660173
E-mail : ifgl.works@ifgl.in
Website : www.ifglref.com

Head & Corporate Office

McLeod House, 3, Netaji Subhas Road
Kolkata 700 001
Tel : +91 33 40106100
Fax : +91 33 22430886
E-mail : ifgl.ho@ifgl.in,
investorcomplaints@ifgl.in

Kandla SEZ Works

Plot Nos. 638-644,
Kandla Special Economic Zone,
P.O. : Gandhidham 370 230
Dist. : Kutch, Gujarat
Tel/Fax : +91 2836 253900
E-mail : ifglexports@ifgl.in

Visakhapatnam Works

(under Construction)

Plot No. 15G, 15G1, 15H Industrial Park,
APIIC-Denotified Area,
Atchutapuram- 531011, APSEZ,
Visakhapatnam, Andhra Pradesh

Overseas Branch

RAS Al Khaimah FTZ, UAE

BETWEEN THE COVERS

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Directors' cum Management Discussion and Analysis Report

Dear Shareholders,

Your Directors are happy to present Statement of Accounts, both on Consolidated and Standalone basis, for Financial Year (FY) 2020-21 together with Report of the Auditor's forming part thereof, of your Company.

Financial Results

Summary of Financial Results achieved for FY 2020-21 is as follows :

(₹ in Millions)

	Consolidated	Standalone
Revenue from Operations	10,219.45	6,490.74
Other Income	205.04	67.70
Total Income	10,424.49	6,558.44
Profit before Depreciation, Interest and Tax (PBDIT)	1,758.59	1,429.49
Depreciation and Amortisation	485.79	392.89
Finance Cost	30.58	23.59
Profit before Tax	1,242.22	1,013.01
Tax Expense	586.31	564.69
Profit for the year after Tax	655.91	448.32
Other Comprehensive Income/(Loss) for the year, Net of Tax	159.54	2.73
Total Comprehensive Income for the year	815.45	451.05
Basic and Diluted Earnings per Share	18.20	12.44
Basic and Diluted Earnings per Share (Adjusted)	23.80	18.04
Disclosures under Regulations 34 (3) read with Clause B of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR, 2015)		
i) Debtors Turnover Ratio	4.7:1	4.6:1
ii) Inventory Turnover Ratio	3.1:1	3.5:1
iii) Interest Coverage Ratio	41.6:1	43.9:1
iv) Current Ratio	3.2:1	2.9:1
v) Debt Equity Ratio	0.1	0.1
vi) Operating Profit Margin (%)	10.4%	14.9%
vii) Net Profit Margin (%)	6.4%	6.9%
viii) Return on Net Worth (%)	7.4%	8.0%

Despite disruptions caused by COVID-19 pandemic and the resultant lockdown enforced by respective authorities, your Company has achieved its best ever financial results, both on consolidated and standalone basis, for FY 2020-21.

Compared to FY 2019-20, Total Income, Profit before Tax and Profit after Tax on Consolidated basis for FY 2020-21 are higher by 12.30%, 314.51% and 237.11% respectively. On Standalone basis, Total Income, Profit before Tax and Profit after Tax for FY 2020-21 are higher by 29.44%, 183.22% and 50.78% respectively. Return on Net Worth on Consolidated and Standalone basis has improved by 4.96% and 2.24% respectively because of costs rationalization and other measures for improving efficiency taken by the Management added by factors favorable to Steel Industry. Both on Consolidated and Standalone basis, your Company continued to be Net Debt free. As on 31st March 2021, Cash and Cash Equivalents including Investments (both Current and Non-Current and excluding Investment in wholly owned subsidiary) on Consolidated and Standalone basis aggregated to ₹ 3,219.13 millions and ₹ 1,745.12 millions respectively. EPS both on Consolidated and Standalone basis have improved substantially. EPS without considering one time Deferred Tax Charge is even better at ₹ 23.80 and ₹ 18.04 respectively.

During FY 2020-21 the world experienced and still is experiencing, a pandemic which can only be compared with the Spanish Flue (1918-20). Most countries imposed a lockdown at varying degrees bringing the economies at an all-time low as against a projection of 2.9% for 2020 the year ended with a negative world domestic product of (3.5%). Similarly for India FY 2020-21 closed with a (7.3%) GDP. The IMF has projected a global growth at 6% in FY 2020-21 moderating to 4.4% in FY 2021-22. The Reserve Bank of India has projected the Indian economy to grow at 9.5% in FY 2021-22.

Despite the above scenario, Steel production was 1.83 billion tonnes, similar to that of 2019. World Steel Association has projected this to grow to 1.87 billion tonnes in 2021 and 1.92 billion tonnes in 2022.

Directors' cum Management Discussion and Analysis Report (Contd.)

Dividend Declaration

Based on the record results achieved and in keeping with the Dividend Declaration Policy, your Directors have recommend a Dividend of 40% i.e. ₹ 4/- per Equity Share and one time Special Dividend of 60% i.e ₹ 6/- per Equity Share making it a total of 100% i.e. ₹10/- per Equity Share. This is subject to (a) your approval at ensuing Annual General Meeting (AGM) and (b) deduction of Tax at Source.

Industry Review, Future Outlook and Expansion Plans and Impact of COVID-19

All the manufacturing facilities of your Company including its subsidiaries operated satisfactorily barring intermittent disruptions, amidst various safety measures and safeguards adopted to combat COVID-19. During the recent months India experienced second wave of COVID which is now showing signs of coming under control. Your Directors along with the management teams including in the Subsidiaries ensured the impact of COVID-19 was contained in the minimum level. Regrettably we had 2 fatalities.

During FY 2020-21, construction activities at the green field site in Visakhapatnam, India for manufacture of products like Monolithic and Precast Shapes continued with minimum interruption. First phase will get completed latest by June 2021 and trial production will be started soon thereafter.

To fuel further growth, your Directors are continuing to look for inorganic opportunities in India and abroad. There is adequate cash support to finance any opportunity that may arise.

Subsidiaries

Performance of Company's subsidiaries for FY 2020-21 were satisfactory including the German subsidiary and hopefully such trend will continue in the future too. Total Revenue and PBT on consolidated basis for FY 2020-21 of Company's immediate subsidiary IFGL Worldwide Holdings Ltd, is lower by 5.45% and higher by 738.59% respectively than those of immediately preceding FY 2019-20.

Business Responsibility Report

Your Directors adopted Business Responsibility Policy at their meeting held on 18th July 2020, a copy of which is hosted on Company's website: www.ifglref.com. Business Responsibility Report (BRR) having details of initiatives taken by the Company from Environmental, Social and Governance perspectives in format specified for FY 2020-21 as per Regulation 34(2)(f) of SEBI LODR 2015 is annexed hereto as **Annexure 'A'**.

Corporate Governance/Vigil Mechanism etc

Report on Corporate Governance (CG Report) and Report of the Statutory Auditors thereon form part of this Report and are annexed as **Annexure 'B'**. CG Report conforms to provisions of Regulation 34 of the SEBI LODR, 2015, amended to date and notifications, circulars, clarifications etc issued by SEBI from time to time.

Policies including Vigil Mechanism (Whistle Blower), Prevention of Sexual Harassment, Insider Trading and Risks Management etc commensurate to nature and size of business of the Company are in place. They are reviewed and updated from time to time. These Policies have been hosted on the Company's website www.ifglref.com. During FY 2020-21, no complaint and or alert was received either under Vigil Mechanism (Whistle Blower) or for Sexual Harassment. Internal Complaints Committees following provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are also in place and functioning.

Disclosures

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, Annual Return in the prescribed format has been hosted on the Company's website www.ifglref.com. Information regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo are given in **Annexure 'C'**. During FY 2020-21, the Company entered into transactions with related parties in ordinary course of its business at arms length. Hence, Form AOC-2 has not been annexed herewith with details of those transactions. During FY 2020-21, the Company did not give loans and guarantees or made investments under Section 186 of the Companies Act, 2013 (the Act). Evaluation of performance of the Company's Board of Directors and its Committees and Individual Directors including Independent Directors and Chairman of Board has been carried out. Outcome of such evaluation is that the Board and its Committees continued to function satisfactorily and flow of information has been commensurate to the nature of business and size of your Company. From time to time, Directors received briefings on key matters including regulatory, which improved their performance.

Following Announcement of Quarterly and Annual Results, the Company made quarterly presentations, conference calls and interactions, resulting in enhanced confidence of Investors in the Company. As on 31st March 2021, 12.73% of the Company's equity shares was held by Mutual Funds.

A statement in Form AOC-1 having financial information of Subsidiary Companies form part of this Report as **Annexure 'D'**. The Company does not have any Indian Subsidiary. Shareholders of the Company who are desirous of having complete Statement of Accounts and related detailed information of Subsidiary Companies, may send their request therefor to the Company's Registered Office. They are available for inspection electronically to the members during working hours on working days (excluding Saturday) provided prior request therefor is sent at investorcomplaints@ifgl.in and are also available on Company's website: www.ifglref.com.

Directors' cum Management Discussion and Analysis Report (Contd.)

Information including those to be provided following Section 134(3) of the Act read with relevant provisions of the Companies (Accounts) Rules, 2014 and Regulations 34 of SEBI LODR, 2015 have been included in Annexures hereto including Audited Financial Statements and Notes and have not been reproduced herein again. During FY 2020-21, the Company neither invited nor accepted Deposits.

Particulars of meetings of the Board of Directors and Committees held during FY 2020-21 and attendance are given in CG Report. Between end of FY 2020-21 and date of this Report, there has been no material changes and/or commitments, affecting financial position of the Company. There have also not been any Order(s) passed by the Regulators or Courts or Tribunals likely to impact going concern status or operations in future of the Company. Your Board of Directors in their meeting held to-day, 5th June 2021, have constituted Risk Management Committee comprising of Managing Director, Mr P Bajoria, Director and Chief Financial Officer, Mr K Sarda and Independent Director, Mr D K Banerji. In this meeting, Dividend Distribution Policy has also been approved and adopted by your Board of Directors and copy of the same is available on website of the Company www.ifglref.com.

Following Regulation 17(8) read with Part B of Schedule II of SEBI LODR, 2015, Certificate on Financial Statements has been received from Managing Director and Director and Chief Financial Officer of the Company.

The Company review checks and balances for IT security and take steps to strengthen the same from time to time, irrespective of instances of hacking and/or breaches reported in public domain.

Directors Responsibility Statement

Your Directors state that :

- a) in preparation of Annual Accounts, applicable Accounting Standards have been followed.
- b) Accounting Policies selected and applied are consistent and judgments and estimates made are 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 FY and of the Profit and Loss of the Company for that period.
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with provisions of the Act for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities.
- d) the Annual Accounts have been prepared on a Going Concern basis.
- e) Internal Financial Controls i.e. policies and procedures for ensuring orderly and efficient conduct of business, including adherence to Company's Policies, safeguarding of assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information, have been laid down and that such controls are adequate and operating effectively.
- f) Proper systems to ensure compliance with provisions of all applicable laws have been devised and that such systems are adequate and operating effectively.

Financial Statements for FY 2020-21 have been audited in accordance with Generally Accepted Accounting Principles as indicated in Report of the Statutory Auditors.

CSR, Human Resource and Industrial Relations

CG Report include details of the Company's CSR Committee and Annual Report in compliance of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is forming part of this Report as **Annexure 'E'**.

Particulars of Nomination and Remuneration Committee (NRC) have also been included in CG Report. Nomination and Remuneration Policy adopted by your Directors based on recommendation of NRC is hosted on the Company's website www.ifglref.com. Said Policy inter-alia provide for matters concerning Directors appointment and remuneration including criteria for determining qualifications, positive attributes, Independence of Directors and those provided in Section 178(3) of the Act. For the sake of brevity the Policy has not been reproduced here.

An Annexure having information following provisions of Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 form part of this Report as **Annexure 'F'**.

During FY 2020-21, 4(four) persons (including Executive Directors) employed with the Company received remuneration of ₹102 lacs per annum or more or ₹ 8.50 lacs per month or more. As on 31st March 2021, the Company had employed 1049 people worldwide including 793 in India.

During FY 2020-21, Industrial Relations in the Company remained cordial. Working environment provided to employees was conducive. Trainings were imparted, which helped employees achieve skills befitting their roles and responsibilities ultimately resulting in increased productivity. Compensation packages and benefits provided have been comparable with those of the peers and continued to motivate employees at large.

Directors' cum Management Discussion and Analysis Report (Contd.)

Consolidated Financial Statements

In accordance with IND AS 110 and other relevant provisions particularly Section 129(3) of the Act, Consolidated Financial Statements duly audited by Statutory Auditors, M/s S R Batliboi & Co. LLP (Regd No. 301003E/E300005) form part of this Annual Report. Consolidated Financial Statements have been prepared considering Financial Statements of Subsidiary Companies and Reports of Auditors relating thereto.

Directors and Key Managerial Personnel (KMP's)

Particulars of the Company's Key Managerial Personnel, are appearing at Note 36 of Audited Statement of Accounts as per Section 203 of the Act. All Independent Directors have given their Statement of Declaration under Section 149(7) of the Act and continue to fulfil independence criteria and other conditions specified in the Act and SEBI LODR, 2015.

Managing Director, Mr P Bajoria (DIN: 00084031) will retire by rotation at ensuing AGM and being eligible, have offered himself for re-appointment for further period liable to retire by rotation. Such re-appointment has been recommended by the NRC and Board of the Company. Mr Y Yamaguchi (DIN: 09047766) will cease to hold his office of Additional Director of the Company on conclusion of ensuing AGM. He being eligible, has offered himself for appointment as a Director of the Company liable to retire by rotation. Your Board and NRC have recommended the appointment of Mr Yamaguchi.

Resolutions for aforesaid re-appointment/appointment and Explanatory Statement thereon wherever necessary and other details form part of Notice of AGM. The Directors recommend passing of said resolutions proposed being in the interest of the Company.

All of the Directors and Senior Management Personnel as on 31st March 2021 have confirmed compliance of Code of Conduct for Board of Directors including Independent Directors and Senior Management Personnel of the Company. This Code continues to help the Company maintain standard of ethics and ensure compliance of legal requirements applicable.

Cost Auditor

The Company maintained accounts and records during FY 2020-21 to the extent provisions of Section 148 of the Act applied. M/s Mani & Co., Practicing Cost Accountant have been re-appointed as Cost Auditors of the Company for FY 2021-22. Your approval for payment of remuneration not exceeding ₹ 3 lacs to them is being sought inasmuch as Ordinary Resolution has been included in Notice of forthcoming AGM.

Secretarial Auditor

Secretarial Audit Report in Form MR 3 following provisions of Section 204 of the Act of M/s S M Gupta & Co., Practicing Company Secretaries form part hereof as **Annexure 'G'**. Following Regulation 24A of SEBI LODR, 2015, Secretarial Auditor have also carried out Secretarial Compliance Audit for FY 2020-21. Both of said Report and Certificate are free of qualification, reservation or adverse remark.

Auditors' Report and Auditors

Report of the Statutory Auditors, M/s S R Batliboi & Co. LLP (Regd No. 301003E/E300005), Chartered Accountants on statement of Accounts for FY 2020-21 on Standalone and Consolidated basis are self-explanatory. Their Reports have no qualification, reservation, adverse remark or disclaimer except 2(two) emphasis of matters. They have also not reported any fraud under Section 143(12) of the Act. Their appointment will come to an end on conclusion of 17th AGM and have confirmed that they continue to comply with all requirements and criteria specified and are qualified to act as Auditors of the Company.

Acknowledgement

Your Directors thank all concerned particularly you the Shareholders and all Stakeholders for your continued support during these unprecedented times.

On behalf of the Board of Directors

Kolkata
5th June 2021

S K Bajoria
Chairman
(DIN- 00084004)

P Bajoria
Managing Director
(DIN- 00084031)

Annexure 'A' to Directors' Report -Business Responsibility Report

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1.	Corporate Identity Number (CIN) of the Company			L51909OR2007PLC027954	
2.	Name of the Company			IFGL Refractories Limited	
3.	Registered Address			Sector 'B', Kalunga Industrial Estate, P.O. Kalunga 770031 Dist. Sundergarh, Odisha	
4.	Website			www.ifglref.com	
5.	E-mail Id			ifgl.works@ifgl.in	
6.	Financial Year reported			1 April 2020 to 31 March 2021	
7.	Sector(s) that the Company is engaged in (Industrial Activity Code-Wise)				
	Group	Class	Sub-class	Description	Sector
	239	2391	23911, 23913	Manufacturing of Refractory Products	Refractory
8.	List three key products/services that the Company manufactures/provides (as in Balance Sheet)			Manufacturing of Specialized Refractories, Mortars, Monolithics etc for use by producers of Iron and Steel and Foundry Ceramics and provision of Services in relation therewith.	
9.	Total Number of Locations where Business Activity is undertaken by the Company			Through Step down operating Subsidiaries in China (PRC),Germany, UK and USA. The Company also has a branch at RAS AL Khaimah FTZ, UAE a) McLeod House, 3, Netaji Subhas Road, Kolkata 700001, West Bengal b) Sectors 'A' & 'B', Kalunga Industrial Estate P.O. Kalunga 770031, Dist. Sundergarh, Odisha c) Plot Nos. 638-644, Kandla Special Economic Zone P.O. Gandhidham 370230, Dist. Kutch, Gujarat d) Industrial Park, APIIC – Denotified Area Atchutapuram APSEZ, Visakhapatnam District, Andhra Pradesh	
	(a) Number of International Locations (Provide details of major 5)				
	(b) Number of National Locations				
10.	Markets served by the Company			Throughout the World	

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1.	Paid up Capital	₹ 3603.93 lacs
2.	Total Turnover	₹ 64907.47 lacs
3.	Total Profit after Taxes	₹ 4483.22 lacs
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of Profit after Tax (%)	1.52 %
5.	List of activities in which expenditure in 4 above has been incurred	Details given in Corporate Social Responsibility (CSR) Report being Annexure 'E' to Directors' Report

SECTION C : OTHER DETAILS

1.	Does the Company have any Subsidiary Company/Companies?	Yes
2.	Do the Subsidiary Company/Companies participate in the BR Initiatives of the Parent Company?	Yes
3.	Do any other entity/entities (e.g. Suppliers, Distributors etc.) that the Company does business with participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	Yes, More than 60%

Annexure 'A' to Directors' Report -Business Responsibility Report (Contd.)

SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for BR

a. Details of the Director/ Directors responsible for implementation of the BR policy/policies

1.	DIN	00084031
2.	Name	Mr P Bajoria
3.	Designation	Managing Director

b. Details of the BR Head

1.	DIN (if applicable)	03151258
2.	Name	Mr K Sarda
3.	Designation	Director & Chief Financial Officer
4.	Telephone Number	+91 33 40106119
5.	E-Mail Id	kamal.sarda@ifgl.in

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

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

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
i.	Do you have a policy/policies for	Y	Y	Y	Y	Y	Y	Y	Y	Y
ii.	Has the policy being formulated in consultation with the relevant Stakeholders?	Yes								
iii.	Does the policy conform to any National/International Standards?	Yes, the policy is conforming to applicable National/ International Standards.								
iv.	Has the policy been approved by the Board? If yes, has it been signed by MD/Owner/CEO/ appropriate Board of Directors?	Yes, it has been signed by the Managing Director, Mr P Bajoria								
v.	Does the Company have a specified committee of the Board/Director/Official to oversee the implementation of the policy?	Yes								
vi.	Indicate the link for the policy to be viewed online?	http://www.ifglref.com/download/Business_Responsibility_Policy.pdf								
vii.	Has the policy been formally communicated to all relevant Internal and External Stakeholders?	Yes								
viii.	Does the Company have in-house structure to implement the policy/policies?	Yes								
ix.	Does the Company have a Grievance Redressal Mechanism related to the policy/policies to address Stakeholders' grievances related to the policy/ policies?	Yes								
x.	Has the Company carried out Independent Audit/ evaluation of the working of this policy by an Internal or External agency?	No. Internal Auditors however review from time to time systems and procedures in place for redressal of Stakeholders Grievances and have affirmed that the same continue to be robust and effective.								

Annexure 'A' to Directors' Report -Business Responsibility Report (Contd.)

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

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
i.	The Company has not understood the Principles	Not Applicable								
ii.	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
iii.	The Company does not have financial or manpower resources available for the task									
iv.	It is planned to be done within next 6 months									
v.	It is planned to be done within the next 1 year									
vi.	Any other reason (please specify)									

3. Governance related to BR

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

The Board of Directors (BOD) approved and adopted BR Policy at its meeting held on Saturday, 18th July 2020 only. Assessment of BR performance is done from time to time whenever thought to be necessary either by the MD or CFO or Business Heads or Functional Heads or others concerned or combination of them.

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

Yes, provision relating to publication of BRR has become applicable to the Company from FY 2020-21 only. A copy of this BR Report will be hosted on Company's Website: www.ifglref.com.

SECTION E : PRINCIPLE-WISE PERFORMANCE

Principle 1

Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

1. Does the policy relating to Ethics, Bribery and Corruption cover only the Company? Yes/No. Does it extend to the Group/ Joint Ventures/Suppliers/Contractors/NGOs/Others?

No. Company's Policy on Ethics, Bribery, Corruption etc extend to its Subsidiaries, Suppliers, Contractors and other concerned too.

2. How many Stakeholder Complaints have been received in the past Financial Year and what percentage was satisfactorily resolved by the Management?

The Company did not receive any Complaint during FY 2020-21.

Principle 2

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

1. List upto 3 of your products or services whose design has incorporated Social or Environmental concerns, risks and/or opportunities.

The Company is engaged in manufacture of specialized products and provision of services primarily used by the producers of Iron and Steel. Products are tailor made conforming to specifications given by the Customers. The Company aware of the conditions under which its products and services are used, take utmost care that they are not only safe and sustainable but also discharge responsibilities towards Society as well as Environment. Following these, the Company has developed several products and continue to do so.

Annexure 'A' to Directors' Report -Business Responsibility Report (Contd.)

2. For each such product, provide the following details in respect of resource use (Energy, Water, Raw Material etc) per unit of product(optional) :

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

By modification of design appropriately thereby optimised use of resources including reduced time for drying and firing of products.

Changes are made also to improve product performance and thus result in increased productivity.

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

Reduced weight will require lower energy and water in their application by the Customer(s).

3. Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably?

The Company have procedures in place for sustainable sourcing of its input materials wherever possible as products manufactured by the Company are of special nature and most of raw materials are not available locally. The Company endeavours to deal with those suppliers who endorse environment protection and adhere to applicable laws of the land including protect human rights.

4. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

Manufacturing facilities of the Company are situated at Sectors 'A' & 'B', Kalunga Industrial Estate, P.O. Kalunga 770031, Dist. Sundergarh, Odisha and Plot Nos. 638-644, Kandla Special Economic Zone, P.O. Gandhidham 370230, Dist. Kutch, Gujarat. Manufacturing facility at Industrial Park, APIIC – Denotified Area Atchutapuram APSEZ, Visakhapatnam District, Andhra Pradesh is under construction. Goods and services are procured from the suppliers neighboring said facilities, subject to those conforming to and or meeting standards set out by the Company with regard to quality, price, delivery, integrity etc. Most of the raw materials required by the Company are however of special nature inasmuch as of high purity and hence procured from abroad.

5. Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%).

Endeavour of the Company is to generate minimum waste while manufacturing. Processes have been adopted and put in place for recycling of wastes, some of those being effluent treatment plant for waste water, recharge well for conservation of water, crushing and grinding facilities for in-process rejects, installed dust collectors, kilns for removal of volatiles including carbon, disposal of hazardous wastes eg. used batteries, to authorised Vendors.

Principle 3

Businesses should promote the well being of all employees.

1.	Total number of employees.	793
2.	Total number of employees hired on temporary/contractual/casual basis.	643
3.	Number of permanent women employees.	10
4.	Number of permanent employees with disabilities	Nil
5.	Do you have an employee association that is Recognized by Management?	Yes, IFGL Mazdoor Manch at Kalunga (Odisha) manufacturing facility
6.	What percentage of your permanent employees is Members of this recognized employee association?	100% i.e. all regular workers of Kalunga manufacturing facility

Annexure 'A' to Directors' Report -Business Responsibility Report (Contd.)

7.	Number of complaints relating to Child Labour, Forced Labour, Involuntary Labour, Sexual Harassment in the last Financial Year and pending, as on the end of the Financial Year.		
	Category	No of complaints filed during the Financial Year	No of complaints pending as on end of the Financial Year
	Child Labour/Forced Labour /Involuntary Labour	Nil	Nil
	Sexual Harassment	Nil	Nil
	Discriminatory Employment	Nil	Nil
8.	What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?		
	All employees of the Company are subjected to training on safety and skill upgradation. This is however done by rotation with varying degrees depending upon nature of work profile and other relevant factors.		

Principle 4

Businesses should respect the interests of and be responsive towards all Stakeholders, especially those who are disadvantaged, vulnerable and marginalized

1. Has the Company mapped its Internal and External Stakeholders?

Yes. Identification of Internal and External Stakeholders is done regularly by the Company.

2. Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized Stakeholders?

Yes

3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized Stakeholders?

CSR initiatives of the Company are largely focused on uplifting health including preventive care, education, sanitation and hygiene of less privileged including dis-advantageous, vulnerable and marginalized section of the Society neighbouring its manufacturing facilities.

Principle 5

Businesses should respect and promote human rights

1. Does the policy of the Company on Human Rights cover only the Company or extend to the Group/Joint Ventures/ Suppliers/ Contractors/NGOs/Others?

The Company's policy on human rights extend to all with which Company has direct or indirect dealings.

2. How many Stakeholder complaints have been received in the past Financial Year and what percent was satisfactorily resolved by the Management?

Nil

Principle 6

Business should respect, protect and make efforts to restore the Environment

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

Extend to all with which the Company has direct or indirect dealings.

2. Does the Company have strategies/initiatives to address Global Environmental issues such as Climate Change, Global Warming etc.?

The Company being conscious of its responsibilities towards Environment has in place Policy on Environment, Health and Safety and obtained ISO 14001 Certificate for Environmental Management System, ISO 45001 Certificate for Occupational Health and Safety Management System and ISO 9001 for Quality Management System for its Kalunga and Kandla facilities.

The Company also undertake initiatives from time to time for improvement of environment particularly in areas neighbouring its manufacturing facilities including as a part of CSR initiatives.

Annexure 'A' to Directors' Report -Business Responsibility Report (Contd.)

3. Does the Company identify and assess potential Environmental Risks?

Yes. Identification of potential Environmental Risks and the mitigation plan thereon is done regularly.

4. Does the Company have any project related to Clean Development Mechanism?

No. It is however continued endeavour of the Company to improve environment and thus take remedial measures wherever and whenever required.

5. Has the Company undertaken any other initiatives on-clean Technology, Energy Efficiency, Renewable Energy etc ?

Yes, this is done on regular basis. Please refer **Annexure 'C'** of the Directors' Report for details on Energy Conservation initiatives undertaken by the Company.

6. Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the Financial Year being reported?

Yes

7. Number of Show Cause/Legal Notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

Nil

Principle 7

Businesses, when engaged in influencing Public and Regulatory Policy, should do so in a responsible manner

1. Is your Company a member of any Trade and Chamber or Association? If Yes, name only those major ones that your business deals with :

Yes

- Indian Refractory Makers Association
- Indian Chamber of Commerce, Kolkata
- Rourkela Chamber of Commerce
- World Refractory Association
- CAPEXIL
- Export Promotion Council for EOUs and SEZs

2. Have you advocated/lobbied through above Associations for the advancement or improvement of public good?

No. The Company however as a responsible Corporate support recommendations and/or representations made by these associations for advancement and/or improvement of public good.

Principle 8

Businesses should support inclusive growth and equitable development

1. Does the Company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8?

No, the Company does not have any specified programmes/initiatives/projects in pursuit of this Policy. However, the Company amongst others through its Corporate Social Responsibility initiatives propagate this.

2. Are the programmes/projects undertaken through in-house team/Own Foundation/External NGO/Government structures/ any other organization?

The Corporate Social Responsibility initiatives of the Company are implemented through IFGL Refractories Welfare Trust, a Charitable Trust registered and having recognition for the purpose of Section 80G of the Income Tax Act 1961.

3. Have you done any Impact Assessment of your initiative?

No

Annexure 'A' to Directors' Report -Business Responsibility Report (Contd.)

4. What is your Company's direct contribution to Community Development Projects?

Reference is drawn to **Annexure 'E'**, being Corporate Social Responsibility Report forming part of Directors Report.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community?

Yes. CSR initiatives of the Company are largely aimed to improve Health, Hygiene, Sanitation, Education etc of people of weaker section neighbouring Company's manufacturing facilities.

Principle 9

Businesses should engage with and provide value to their customers and consumers in a responsible manner

1. What percentage of customer complaints/consumer cases are pending as on the end of Financial Year?

Nil, except those received from customers in usual course on products and services related matters.

2. Does the Company display product information on the product label, over and above what is mandated as per local laws?

Yes, to the extent necessary only as Company's products and services are for Industrial uses.

3. Is there any case filed by any Stakeholder against the Company regarding Unfair Trade Practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as on end of financial year?

No

4. Did your Company carry out any Consumer Survey/Consumer Satisfaction trends?

No, since the Company deals in Products and Services for Industrial uses only and feedbacks thereon are collected regularly from customers.

On behalf of the Board of Directors

Kolkata
5th June 2021

S K Bajoria
Chairman
(DIN- 00084004)

P Bajoria
Managing Director
(DIN- 00084031)

Annexure 'B' to Directors' Report -Report on Corporate Governance

1. The Company's philosophy on Corporate Governance continues to apply best management practices, compliance of law in true letter and spirit, adherence to ethical standards for effective management and distribution of wealth and discharge of social responsibility for sustainable development of all stakeholders.

The Report on Compliance of conditions of the Corporate Governance in accordance with Para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR, 2015) amended to date read with relevant provision of the Companies Act, 2013 (the Act) & Rules framed thereunder, is given below.

2. **Board of Directors (Board)** of the Company comprise of the following :

Category	No. of Directors	%
Executive Directors	3	30
Non-Executive Non Independent Directors	2	20
Non-Executive Independent Directors	4	40
Non-Executive Independent Woman Director	1	10
Total	10	100

Composition, Category, Directorship and Committee Membership in other Companies of the Board of the Company as on 31st March 2021 have been as follows :

Director's Name	Director's Category	Members of the Board of Public Limited Companies incorporated in India (including IFGL Refractories Limited)		Total Number of Committee * Membership held in Public Limited Companies [including IFGL Refractories Limited but excluding Private Limited Companies, Foreign Companies and Companies of Section 8 of the Companies Act, 2013 (the Act)]	
		Listed	Unlisted	As Chairman	As Member
P Bajoria	Executive	1	1	–	1
S K Bajoria	Executive (a)	1	1	–	–
D K Banerji	Non-Executive (b)	1	–	1	2
S Khasnobis	Non-Executive (b)	1	–	–	–
D G Rajan	Non-Executive (b)	4	3	5	7
Prof B Ray	Non-Executive (b)	2	–	–	1
K S B Sanyal	Non-Executive (b)	2	1	–	3
K Sarda	Executive	1	–	–	1
T Suzuki	Non-Executive (c)	1	–	–	–
Y Yamaguchi (appointed w.e.f.13th February 2021)	Non-Executive (c)	1	–	–	–

* Only 2 (two) Committees i.e. Audit Committee and Stakeholders Relationship Committee have been considered.

K Oshikawa ceased to be Director of the Company on and from 13th February 2021.

None of the Directors is related inter-se.

- a) Also Promoter
- b) Also Independent
- c) Senior Executives of Krosaki Harima Corporation, Japan, being Foreign Promoter of the Company.

None of the Directors of the Company held office of Director in more than permissible number of Companies under Section 165 of the Act. Also, the Committee Chairpersonships/Memberships held are within limits laid down in Regulation 26(1) of SEBI LODR, 2015. All Executive and Non-Executive (except Independent) Directors are liable to retire by rotation. Appointment of Executive Directors, including tenure and terms of remuneration have been approved by the Members of the Company. Appointment of Non-Executive Directors, save as otherwise expressly provided in the Act, have been made at the Company's General Meeting.

Annexure 'B' to Directors' Report -Report on Corporate Governance (Contd.)

Following Directors only hold Directorship in other Listed Companies and relevant particulars thereof is summarised in Table below :

Listed Entity Name	Director's Name	Directorship Category
Phillips Carbon Black Limited	K S B Sanyal	Independent Director
Balaji Telefilms Limited	D G Rajan	Independent Director
Rubfila International Limited	D G Rajan	Independent Director
DIGJAM Limited	D G Rajan	Independent Director
International Combustion (India) Limited	Prof B Ray	Independent Director

Non-Executive Directors did not have any pecuniary relationship and/or transaction with the Company other than receiving Sitting Fees and/or reimbursement of out-of-pocket expenses for attending meetings of the Board and/or Committee(s) thereof. Your Board is of the opinion that Independent Directors fulfill conditions specified in SEBI LODR, 2015 and are independent of management of the Company.

During Financial Year (FY) 2020-21, 5 (five) meetings of the Board were held and details thereof are as follows :

Board Meeting dates	No. of Directors present
5th May 2020	7
18th July 2020	10
22nd August 2020	10
12th November 2020	9
13th February 2021	10

Gap between two Board Meetings did not exceed 120 days prescribed under Section 173(1) of the Act and Regulation 17 of the SEBI LODR, 2015.

The Company effected payment of ₹ 20,000/- towards Sitting Fees for attending each meeting of the Board. AGM of the Company was last held on Saturday, 26th September 2020. Attendance of the Directors at Board Meetings and at AGM held during FY 2020-21 has been as follows :

Director's Name	Number of Board Meetings held	Number of Board Meetings attended	Attended last AGM held on 26th September 2020
P Bajoria	5	5	Yes
S K Bajoria	5	5	Yes
D K Banerji	5	5	No
S Khasnobis	5	5	No
K Oshikawa	4	3	No
D G Rajan	5	5	Yes
Prof B Ray	5	4	No
K S B Sanyal	5	4	No
K Sarda	5	5	Yes
T Tsuzuki	5	4	No
Y Yamaguchi	1	1	No

Bajoria Financial Services Private Limited (BFSPL), 100% shareholding whereof is held by Mr S K Bajoria and his family members, is Holding Company of the Company. BFSPL throughout FY 2020-21 held 18,454,353 Equity Shares, being 51.21% of Total Issued, Subscribed and Paid up Share Capital of the Company.

Krosaki Harima Corporation (KHC), Japan being foreign promoter of the Company through out FY 2020-21 held 5,590,156 Equity Shares, being 15.51% of Total Issued, Subscribed and Paid up Share Capital of the Company.

Annexure 'B' to Directors' Report -Report on Corporate Governance (Contd.)

Particulars of shareholding of Non-Executive Directors of the Company (both own or held by/for other person(s) on beneficial basis), as on 31st March 2021, are as follows :

Director's Name	No. of Shares held
D K Banerji	–
S Khasnobis	–
D G Rajan	490
Prof B Ray	–
K S B Sanyal	–
T Tsuzuki	–
Y Yamaguchi	–

The Company primarily is a manufacturer of Specialized Refractories for producers of Iron and Steel. Hence, core skills, expertise and competencies identified to function effectively amongst others are managerial, technical and administrative including knowledge of legal, human management, public relations, finance, banking, IT, training domains. All of those are available with each of the Board member in as much as they are from diverse fields and have said competencies individually as well as collectively. Table below give summary of said competencies each of the Directors of the Company have.

Director's Name	Qualifications	Skill/Expertise/Competence			
		Managerial	Technical	Administrative	Others @
P Bajoria	B.Com (Hons)	✓	✓	✓	✓
S K Bajoria	B.Com (Hons)	✓	✓	✓	✓
D K Banerji	Bachelors Degree in Mathematics (Hons), Masters Degree in Mathematics, Masters Degree in Law (Cambridge University, UK)	✓	✓	✓	✓
S Khasnobis	Mechanical Engineer Graduate	✓	✓	✓	✓
D G Rajan	Fellow Member of ICAI (India), Fellow Member of ICAI (England & Wales), Fellow Member of Institute of Management Consultants of India, Associate Member of the Institute of Internal Auditors	✓	✓	✓	✓
Prof B Ray	BA (History Hons), MA (History Hons), Ph. D in History and Education	✓	✓	✓	✓
K S B Sanyal	MA (English), Companion of British Institute of Management and Fellow of Institute of Petroleum, London	✓	✓	✓	✓
K Sarda	B.Com (Hons), LLB, Fellow Member of ICAI (India)	✓	✓	✓	✓
T Tsuzuki	Bachelor, Faculty of Engineering (Japan)	✓	✓	✓	✓
Y Yamaguchi	Faculty of Economics (Japan)	✓	✓	✓	✓

@ includes Legal, Human Resource, Public Relations, Banking & Finance, Education and Training.

Information placed before the Board

During FY 2020-21, the Company held virtual meetings of the Board following requisite provisions of the Act and Circulars issued by MCA and SEBI. The Board Members, with permission of the Chairman brought matters not covered in Agenda for consideration of the Board. All major Agenda items were backed by comprehensive background information to enable the Board members to take informed decisions.

Annexure 'B' to Directors' Report -Report on Corporate Governance (Contd.)

3. Board Committees

The Company have five Board level Committees :

- Audit Committee
- Corporate Social Responsibility Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Investment Committee

Terms of reference of the Board Committees are determined by the Board from time to time. Minutes of Board and Committee Meetings are placed in subsequent Board Meetings for the information of the Board. Role & Composition of these Committees and dates on which meeting thereof were held, attendance of Committee Members thereat, their role and responsibility etc are given below.

i) Audit Committee

The Company has an Audit Committee comprising of following three Non-Executive Independent Directors, all financially literate and having accounting or related Financial Management expertise.

Director's Name	Position	No. of Meetings	
		Held	Attended
D G Rajan	Chairman	4	4
K S B Sanyal	Member	4	4
D K Banerji	Member	4	4

On and from 28th December 2020, Mr K S B Sanyal stepped down as Chairman of the Committee and effective that date Mr D G Rajan was appointed as Chairman of the Committee .

4 (four) meetings of the Committee were held on 18th July 2020, 22nd August 2020, 12th November 2020 and 13th February 2021 during FY 2020-21. Meeting on 18th July 2020 held with a gap of more than 120 days due to disruptions caused by COVID-19 pandemic was conforming to relaxation extended by the Securities and Exchange Board of India vide Circular Nos SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated 19th March 2020 and SEBI/HO/CFD/CMD1/CIR/P/2020/110 dated 26th June 2020.

Chairman, Managing Director, Director and Chief Financial Officer, Internal Auditors and Statutory Auditors also attended said meetings as and when required by the Committee. Company Secretary, Mr R Agarwal, has been Secretary to the Committee.

Unaudited Quarterly and Audited Financial Results were reviewed, analysed and confirmed by the Committee before they were approved by the Board for submission to the Stock Exchanges and publication in newspapers in compliance of Regulation 47 of SEBI LODR, 2015.

Terms of reference of the Committee include powers and role to review information as specified in Part C of Schedule II of SEBI LODR, 2015 of the Company and its Subsidiaries.

ii) Corporate Social Responsibility Committee

The Company has Corporate Social Responsibility Committee, constituted in compliance of Section 135 of the Act and Rules framed thereunder, comprising of following Directors :

Director's Name	Position	No. of Meetings	
		Held	Attended
Prof B Ray	Chairperson	2	2
S K Bajoria	Member	2	2
D K Banerji	Member	2	2
K S B Sanyal	Member	2	2

Annexure 'B' to Directors' Report -Report on Corporate Governance (Contd.)

During FY 2020-21, 2 (two) meetings of the Committee were held on 18th July 2020 and 13th February 2021. The Committee following its role and responsibility formulated and recommended to the Board a Policy indicating CSR activities to be undertaken, expenditure to be incurred on account thereof and monitoring the same on an ongoing basis.

iii) Nomination and Remuneration Committee

As per Para A of Part D of Schedule II of SEBI LODR, 2015, role of the Nomination and Remuneration Committee (the Committee) include formulation of criteria for determining qualification, positive attributes and independence of Directors and recommend to the Board, Policy relating to Remuneration of Directors, Key Managerial Personnel and other Employees. Role also include determination on behalf of the Board and on behalf of the Shareholders, Policy on specific remuneration packages for Executive Directors including pension rights and any compensation payment and/or to recommend remuneration including perquisites payable by the Company on their appointment and/or re-appointment and remuneration, in whatever form, payable to Senior Management.

The Committee has laid down criteria for evaluation of performance of Independent Directors and the Board, which inter-alia include concern for stakeholders, contribution to setting strategy and policy, directions, knowledge and approach to issues placed before the Board and also that the Directors excluding the Director whose performance is being evaluated, at their first meeting of each FY, evaluate performance and based on such evaluations, decide whether to extend or continue term of appointment of the Independent Director concerned.

This Committee comprise of following Non-Executive Independent Directors :

Director's Name	Position	No. of Meetings	
		Held	Attended
D G Rajan	Chairman	2	2
D K Banerji	Member	2	2
K S B Sanyal	Member	2	2

2 (two) meetings of the Committee were held on 18th July 2020 and 12th November 2020 during FY 2020-21.

Remuneration paid/payable to Executive and Non-Executive Directors for FY 2020-21 by the Company is as follows :

(₹ in lacs)

Name of Directors	Salary and other benefits				Sitting Fees	
	Salary (including House Rent Allowance)	Commission	Contribution to Provident and other Funds	Other Perquisites	Board Meetings	Committee Meetings
P Bajoria (d)*	316.80	103.28	7.20	5.68	–	–
S K Bajoria (d)*	156.00	103.28	7.20	16.29	–	–
D K Banerji	–	–	–	–	1.00	0.75
S Khasnobis	–	–	–	–	1.00	0.05
K Oshikawa**	–	–	–	–	0.60	–
D G Rajan	–	–	–	–	1.00	0.50
Prof B Ray	–	–	–	–	0.80	0.10
K S B Sanyal	–	–	–	–	0.80	1.00****
K Sarda (e)*	94.90	–	4.98	6.62	–	–
T Tsuzuki	–	–	–	–	0.80	–
Y Yamaguchi***	–	–	–	–	0.20	–

*As per Ind AS - 24 (Refer Note 36 - Related Party Disclosures to Statement of Accounts)

** Resigned w.e.f. 13th February 2021

*** Appointed w.e.f. 13th February 2021

**** Excluding ₹ 10,000 outstanding as on 31st March 2020 and paid during FY 2020-21.

Annexure 'B' to Directors' Report -Report on Corporate Governance (Contd.)

- d) i) Fixed Term Service Contract valid upto 31st March 2023.
 ii) Notice Period and Severance Fees - 3 months Notice from either side or salary in lieu thereof.
 iii) Commission variable within - 1% of the 'Net Profit' eligible.
- e) i) Regular employment. Appointment as Whole-time Director valid upto 30th September 2023.
 ii) Notice Period and Severance Fees - 3 months Notice from either side or salary in lieu thereof.

No stock option has been given to the Directors.

iv) Stakeholders Relationship Committee

As on 31st March 2021, this Committee comprised of following Executive and Non-Executive Independent Directors :

Director's Name	Position	No. of Meetings	
		Held	Attended
D K Banerji *	Chairman	3	3
P Bajoria	Member	11	–
K Sarda	Member	11	11

* Following resolution passed on 28th December 2020, Stakeholders Relationship Committee was reconstituted and Mr D K Banerji was appointed and designated as Chairman of the Committee. Prior to the reconstitution of the Committee, Mr K S B Sanyal was designated as Chairman of the Committee. During FY 2020-21, Mr Sanyal attended 8(eight) meetings of the Committee.

During FY 2020-21, 11 (eleven) meetings of the Committee were held on 15th June 2020, 13th July 2020, 10th August 2020, 5th September 2020, 5th October 2020, 2nd November 2020, 30th November 2020, 28th December 2020, 25th January 2021, 13th February 2021 and 13th March 2021.

Following Para B of Part D of Schedule II of SEBI LODR, 2015, role of the Committee includes redressal of Shareholders complaints relating to transfer/transmission of shares, non-receipt of annual report, non-receipt of dividends/shares, issue of new/duplicate certificates etc. Role of the Committee also include reviewing measures taken for a) effective exercise of voting rights by Shareholders b) adherence of Company's service standards by Registrar and Share Transfer Agent c) various measures taken by the Company to reduce quantum of unclaimed dividends and ensuring timely receipt of documents by the Shareholders.

Company Secretary, Mr R Agarwal under authority vested in him following provisions of Regulation 40 of SEBI LODR, 2015 approved Share Transfers, subject to ratification at immediately succeeding meeting of the Committee.

Status of complaints received from Shareholders/Investors is as follows :

Number of complaints pending as on 1st April 2020	–
Number of complaints received during the year	18
Number of complaints resolved during the year	18
Number of complaints pending as on 31st March 2021	–

Most of complaints received related to non-receipt of a) Share Certificates b) Dividend c) Annual Report d) Shares transferred to IEPF etc.

v) Investment Committee

This Committee comprise of following Executive and Non-Executive Independent Directors :

Director's Name	Position	No. of Meetings	
		Held	Attended
S K Bajoria	Chairman	1	1
P Bajoria	Member	1	1
S Khasnobis	Member	1	1
K Sarda	Member	1	1

During FY 2020-21, 1 (one) meeting of the Committee was held on 13th February 2021.

Annexure 'B' to Directors' Report -Report on Corporate Governance (Contd.)

Role of the Committee is to inter-alia examine and recommend measures for management of foreign currency exposures and opportunities for deployment of cash flow surpluses available with the Company.

4. General Body Meetings

Location and time, where last three AGMs of the Company were held

AGM	FY	Date	Time	Place
11th	2017-18	Saturday, 25th August 2018	11 AM	Sector 'B', Kalunga Industrial Estate, P.O. Kalunga 770031, Dist. Sundergarh, Odisha
12th	2018-19	Saturday, 27th July 2019	11 AM	-do-
13th	2019-20	Saturday, 26th September 2020	11.10 AM	Was held through Video Conferencing/Other Audio Visual means for which purpose Registered office situated at Sector 'B', Kalunga Industrial Estate, P.O. Kalunga 770031, Dist. Sundergarh, Odisha was deemed as venue for the meeting

Special Resolutions passed at the last 3 (three) AGMs of the Company

FY	Items
2017-18	For payment of remuneration to Managing Director, Mr P Bajoria (DIN : 00084031) for FY 2018-19 as 'minimum remuneration'.
2018-19	i) For payment of minimum remuneration to the Chairman, Mr S K Bajoria (DIN : 00084004) for FY 2019-20. ii) For payment of minimum remuneration to the Managing Director, Mr P Bajoria (DIN : 00084031) for FY 2019-20.
2019-20	i) For re-appointment and payment of remuneration of Mr S K Bajoria (DIN : 00084004) as Executive Chairman of the Company for the period of three years i.e from 1st April 2020 to 31st March 2023. ii) For re-appointment and payment of remuneration of Mr P Bajoria (DIN : 00084031) as Managing Director of the Company for the period of three years i.e from 1st April 2020 to 31st March 2023. iii) For re-appointment and payment of Remuneration of Mr K Sarda (DIN : 03151258) as Director and Chief Financial Officer of the Company for the period of three years i.e from 1st October 2020 to 30th September 2023.

Postal Ballot

The Company did not conduct any business through Postal Ballot during FY 2020-21.

5. Means of Communication

Timely disclosure of consistent, comparable, relevant and reliable information on corporate financial performance is core of good governance. The Company :

- Announced Quarterly Results and Audited Annual Results within time permissible under SEBI LODR, 2015 and Stock Exchanges were intimated immediately after the same were taken on record by the Board. Further coverage was given for the benefit of Shareholders and Investors by publication of Financial Results in English and Odia newspapers as was applicable [Business Standard (All Editions) – English and Pratidin – Odia widely circulating in the State of Odisha]. As per SEBI LODR, 2015, newspaper publications are also uploaded on websites of BSE Limited (BSE) and National Stock Exchange of India Ltd (NSE).
- Made available Audited/Unaudited Financial Results and other pertinent information of the Company on its website i.e. www.ifglref.com, website of NSE i.e. www.nseindia.com and website of BSE i.e. www.bseindia.com.
- Uploaded information relating to Shareholding Pattern, its Annual Report and those of Subsidiaries, Corporate Announcements, Investors Presentation, Transcript of Quarterly Earnings Call with Investors on its website www.ifglref.com.

Annexure 'B' to Directors' Report -Report on Corporate Governance (Contd.)

6. General Shareholder Information

Date of AGM	Saturday, 7th August 2021
Time	11 AM
Venue	Through Video Conferencing/Other Audio Visual Means
Financial Calendar 2021-2022 (tentative and subject to change)	- Financial Year – April to March - First Quarter Results – by second week of August 2021 - Second Quarter Results – by second week of November 2021 - Third Quarter Results – by second week of February 2022 - Audited Results for the year ending 31st March 2022 – by last week of May 2022
Book Closure Period	Saturday , 31st July 2021 to Saturday, 7th August 2021
Dividend Payment Date	Today, 5th June 2021, the Board of Directors of the Company has recommended payment of Dividend of 40% (₹ 4/- per Equity Share) and one time Special Dividend of 60% (₹ 6/- per Equity Share) on Equity Share of ₹ 10/- each for FY 2020-21 subject to approval of the Shareholders at ensuing AGM. Payment of said Dividends will be made on or after Thursday, 12th August 2021.

Listing on Stock Exchanges

Equity Shares of the Company are listed both on NSE and BSE, details whereof are provided hereinbelow :

Name of the Stock Exchange	Address	Scrip Code
BSE	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	540774
NSE	Exchange Plaza, C-1, Block – G Bandra – Kurla Complex, Bandra (E), Mumbai 400 051	IFGLEXPOR

Payment of Listing Fee for FY 2021-22 has been made to said Stock Exchanges. ISIN allotted to the Company under the Depository System is INE133Y01011. Annual Custody Fee for FY 2021-22 has also been paid to Depositories CDSL and NSDL.

Address for correspondence

Registered Office & Kalunga Works	Sector 'B', Kalunga Industrial Estate, P.O. Kalunga 770031, Dist. Sundergarh, Odisha Tel : +91 661 2660195, Fax : +91 661 2660173, E-mail : ifgl.works@ifgl.in
Head & Corporate Office	McLeod House, 3, Netaji Subhas Road, Kolkata 700001 Tel : +91 33 40106100, Fax : +91 33 22430886 E-mail : ifgl.ho@ifgl.in and investorcomplaints@ifgl.in

Corporate Identification Number (CIN)

CIN of the Company is L51909OR2007PLC027954.

Market Price Data

Equity Shares of the Company have regularly been traded on BSE and NSE. Following is month-wise high/low prices of the Company's Equity Shares on BSE and NSE.

Months	BSE Limited		National Stock Exchange of India Limited	
	High Price (₹)	Low Price (₹)	High Price (₹)	Low Price (₹)
April 2020	117.70	87.90	118.85	86.70
May 2020	107.90	92.50	113.00	91.20
June 2020	139.00	100.40	139.95	94.15
July 2020	144.65	104.50	144.00	105.05
August 2020	193.00	107.70	192.80	104.10
September 2020	170.80	142.00	177.00	140.35
October 2020	161.75	139.00	164.00	138.35

Annexure 'B' to Directors' Report -Report on Corporate Governance (Contd.)

Months	BSE Limited		National Stock Exchange of India Limited	
	High Price (₹)	Low Price (₹)	High Price (₹)	Low Price (₹)
November 2020	185.15	137.90	185.00	138.05
December 2020	324.55	173.00	324.05	172.35
January 2021	315.00	233.00	304.00	232.50
February 2021	298.50	228.00	299.00	221.75
March 2021	343.95	250.10	344.00	251.55

Increase or decrease in the SENSEX/NIFTY is not commensurate to fluctuations in Market Price of Company's Equity Share.

7. Disclosures :

- A Statement in summary form of transactions with related parties in the ordinary course of business was placed periodically before the Board/Audit Committee. All transactions with the related parties have been on an arms length basis. A Policy on transactions with related parties has been hosted on Company's website www.ifglref.com.
- The Company have had no materially significant related party transactions, which may have potential conflict with interest of the Company.
- For disclosures of related party relationship and transactions as per Ind AS-24, "Related Party Disclosure", Note 36 to the Annual Audited Accounts of the Company for the FY ended 31st March 2021 may be referred to. Half yearly disclosures of Related Party Transaction on consolidated basis has been filed with Stock Exchanges and hosted on Company's website www.ifglref.com.
- Resume and other information of the Directors proposed to be appointed/re-appointed at ensuing AGM of the Company are given in the Notice relating thereto to the Shareholders as required under Regulation 36(3) of SEBI LODR, 2015.
- Copy of Policy on Board Diversity devised by Nomination and Remuneration Committee of the Company has been hosted on Company's website www.ifglref.com.
- Management Discussion and Analysis Report and Business Responsibility Report form part of the Directors' Report to the Shareholders for FY ended 31st March 2021.
- In accordance with requirement of Corporate Governance, the Board of the Company formulated a Code of Conduct for Board including Independent Directors and Senior Management Personnel and the compliance thereof has been affirmed by all concerned. The Code provide for duties of Independent Directors as laid down in the Act. Required declaration to this effect signed by the Managing Director of the Company is appended as a separate Annexure to this Report. This Code of Conduct, adopted by the Company, has also been hosted on Company's website www.ifglref.com.
- No penalties/strictures, except fine of ₹10,000/- each (during FY 2019-20) by BSE and NSE for alleged violation of Regulation 29(2)/29(3) of SEBI LODR, 2015, were imposed on the Company by any regulatory authority on any matter related to capital markets during last three years.
- During 2020-21, all meetings of the Board of the Company, its Committees (excepting Stakeholders Relationship Committee) and Shareholders of the Company were held through Video Conferencing/Other Audio Visual means owing to COVID-19 Pandemic.
- Minutes of Subsidiary Companies were placed before the Board of the Company and attention drawn to significant transactions and arrangement entered into by Subsidiary Companies. The Company has no Indian Subsidiary. Policy for determining Material Subsidiaries has been hosted on Company's website www.ifglref.com.
- The Company has laid down procedures to inform the Board Members about the risk assessment and minimisation. Said procedures were periodically reviewed to ensure that Executive Management control risks through means of a properly defined framework. These procedures have also been adopted by the Company.
- The Company has formulated the Code of Conduct for prevention of Insider Trading in Securities of the Company by its Directors and Employees in accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 amended to date and a Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information following said SEBI Insider Trading Regulations. These Codes of Conduct adopted by the Company have been hosted on Company's website www.ifglref.com. For the purposes of these Codes, Company Secretary, Mr R Agarwal is Compliance Officer and Director and Chief Financial Officer, Mr K Sarda is Chief Investor Relations Officer.
- The Company has appointed Strategic Growth Advisors Private Limited (Mr Samir Shah) of 402, Pressman House, Near Orchid Hotel, 70A, Nehru Road, Vile Parle (East), Mumbai 400099 as Investor Relations Advisors. Quarterly Results and presentation made to analysts have been hosted on Company's website www.ifglref.com. Transcripts of Quarterly Conference Calls on Financial Performance

Annexure 'B' to Directors' Report -Report on Corporate Governance (Contd.)

have also been hosted on said website. Following decision of SEBI on 25th March 2021, the Company has also started hosting on its website as well as website of stock exchanges Transcript of discussion with Research Analyst(s).

- The Board of the Company has put in place a Policy for Prevention of Sexual Harassment following provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder. Copy of said Policy has been hosted on Company's website www.ifglref.com. During FY 2020-21, no complaint was received under said Policy.
- The Board of the Company have received a Certificate from the Managing Director and Director and Chief Financial Officer of the Company in compliance of Regulation 17(8) of SEBI LODR, 2015.
- The Company has a Vigil Mechanism (Whistle Blower) Policy for Directors and Employees, both permanent and temporary, to report concerns about unethical conduct and improper practices or alleged fraud or violation of Code of Conduct or Ethics Policy, to the Managing Director or Compliance Officer or the Audit Committee soon after becoming aware of the same. Said Policy inter-alia provide for adequate safeguards against victimisation of persons availing mechanism of the same and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The Company has adopted said Policy and hosted a copy thereof on Company's website www.ifglref.com and no complaint thereunder was received during FY ended on 31st March 2021. During FY 2020-21, no person was denied access to the Audit Committee with regard to aforesaid.
- Pursuant to Regulation 40 of SEBI LODR, 2015, Certificate, on half year basis were issued by a Company Secretary in practice for due compliance of Share Transfer formalities by the Company and filed with Stock Exchanges within prescribed time.
- A Chartered Accountant in full time practice carried out Reconciliation of Share Capital Audit to reconcile total admitted capital with NSDL and CDSL and the total issued and listed capital of the Company. The Audit confirmed that the total issued/paid up capital has been in agreement with the aggregate of total number of Shares in physical form and the total number of Shares in dematerialised form (held with NSDL and CDSL).
- The Company has complied all mandatory requirements of Corporate Governance. Compliance of non mandatory requirements are dealt with at the end of the Report. Compliance Reports in format prescribed has been sent to Stock Exchanges within prescribed time.
- Independent Directors have confirmed that they meet criteria of 'Independence' as stipulated under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR, 2015. The Board is of the opinion that the Independent Directors fulfil the conditions specified in SEBI LODR, 2015 and are independent of the management. None of the Independent Directors of the Company is a Non Independent Director of another Company on the Board of which Non Independent Director of the Company is an Independent Director.
- None of the Independent Directors is serving as Independent Directors in more than seven Listed Companies. Formal letters of appointment have been issued to the Independent Directors and hosted on Company's website www.ifglref.com.
- A meeting of the Independent Directors of the Company was held on 18th July 2020, whereat all of them were present. Independent Directors following Company's Policy familiarised themselves with their roles, rights and responsibilities, nature of industry in which the Company operated, business models of the Company etc. Details of familiarisation programmes forming part of Company's Policy therefor have been hosted on Company's website www.ifglref.com.
- In a meeting recently held, Independent Directors of the Company inter-alia reviewed performance of Non Independent Directors and the Board as a whole and the Chairperson of the Company taking into account views of Executive Directors and Non-Executive Directors. Quality, Quantity and Timeliness of flow of information between the Company Management and the Board necessary for the Board to effectively and reasonably perform their duties was also assessed. These were found to be satisfactory.
- Website www.ifglref.com of the Company is functional and provide information in accordance with Regulation 46 of SEBI LODR, 2015.
- In compliance of Regulation 7(3) of SEBI LODR, 2015, Compliance Certificate duly signed by Compliance Officer of the Company and authorised representative of Share Transfer Agent for half year ended on 30th September 2020 and 31st March 2021 have been submitted to Stock Exchanges within time prescribed.
- Regulation 21 of SEBI LODR, 2015 regarding constitution of Risk Management Committee was not applicable to the Company for FY 2020-21. As on 31st March 2021, Company's rank by market capitalisation was 707. Following amendment to Regulation 21 of SEBI LODR 2015 with effect from 5th May 2021, the Company's Board has constituted Risk Management Committee of 3 (three) Directors, one of them being Independent by passing Resolution in their meeting held on Saturday, 5th June 2021.
- Following amendment to Regulation 43A of SEBI LODR, 2015 with effect from 5th May 2021, the Company's Board has also formulated and adopted a Policy on Dividend Distribution on Saturday, 5th June 2021, copy whereof is hosted on Company's website www.ifglref.com. as well sent to Stock Exchanges.

Annexure 'B' to Directors' Report -Report on Corporate Governance (Contd.)

- Major currency for exports of the Company has been Euro. During the year, the Company did not enter into any hedging transaction including in commodity or currency.
- Manufacturing facilities of the Company are situated at Plot Nos 638-644, Kandla Special Economic Zone, P.O. Gandhidham 370230, Dist. Kutch, Gujarat and Sectors 'A' and 'B', Kalunga Industrial Estate, P.O. Kalunga 770031, Dist. Sundergarh, Odisha. Manufacturing facilities at its new greenfield facility situated at Industrial Park, APIIC – Denotified Area Atchutapuram APSEZ, Visakhapatnam District, Andhra Pradesh is under construction.
- The Company did not raise any funds through preferential allotment or qualified institutional placement as specified under Regulation 32(7A) of SEBI LODR, 2015.
- During FY 2020-21, CARE Ratings Limited withdrew Credit Ratings assigned to Bank Facilities/Instruments of the Company with effect from 24th July 2020. ICRA Limited made following changes in the Credit Ratings.

Facilities	Rating as on 1st April 2020	Revised Rating on 28th December 2020
Fund based Limits- Working Capital Limits	[ICRA] A+ (Stable); Assigned	[ICRA] AA- (Stable); Assigned
Fund based Limits- Unallocated Limits	[ICRA] A+ (Stable); Assigned	[ICRA] AA- (Stable); Assigned
Non-Fund based Limits- Letter of Credit/ Bank Guarantee	[ICRA]A1+; Assigned	[ICRA]A1+; Assigned

- The Company has obtained Certificate from Practicing Company Secretary that none of its Directors is debarred or disqualified from being appointed or continuing as Director of the Company by the SEBI/Ministry of Corporate Affairs or any such authority and same is appended as a separate annexure to this Report.
- The Board of the Company accepted all mandatory recommendations made by its Committees during FY 2020-21.
- Fees paid/payable for FY 2020-21 by the Company to Statutory Auditors and their associates for services availed from them is summarised in table below :

Amounts Paid/Payable to Auditors	Amount in ₹ in lacs
As Auditors	
For Statutory Audit (including Limited Reviews)	30.00
For Certification work required to be done by Statutory Auditor	–
For Tax Audit	–
Reimbursement of Expenses	–
Total	30.00

No such fee was paid/payable by any of the Subsidiaries of the Company.

Registrar and Share Transfer Agent for Physical and Demat Segments (RTA)

Maheshwari Datamatics Private Limited (MDPL)
Registered Office :
23, R N Mukherjee Road, 5th Floor, Kolkata 700001
Phone : +91 33 22482248, Fax No : +91 33 22484787
E-mail : mdpldc@yahoo.com

Compliance Officer

Mr Rajesh Agarwal, Company Secretary
Head & Corporate Office :
McLeod House, 3, Netaji Subhas Road, Kolkata 700001
Phone : +91 33 40106114, Fax : +91 33 22430886
E-mail : rajesh.agarwal@ifgl.in

All communications on matters relating to Share Transfers, Dividend etc may be sent directly to Registrar and Share Transfer Agent and Complaints, if any, on these matters may also be sent to investorcomplaints@ifgl.in or to the Compliance Officer.

Annexure 'B' to Directors' Report -Report on Corporate Governance (Contd.)

Share Transfer System

Stakeholders Relationship Committee of the Directors of the Company inter-alia deal with matters relating to transfer/transmission of its Equity Shares and ensure that transfers are registered within maximum of 15 days from the date of receipt provided documents are complete in all respects. All Share Transfers were approved by the Company Secretary under the authority delegated to him.

Distribution of Equity Shareholding

Following is the distribution of Company's Equity Shares as on 31st March 2021.

Category	Number of Shareholders	% of Shareholders	Number of Shares	% of Shares
Promoter's Holding*				
- Indian Promoters	6	0.04	20,514,618	56.92
- Foreign Promoter	1	0.01	5,590,156	15.51
Financial Institutions/Banks/Mutual Funds/UTI	7	0.05	4,588,863	12.73
Alternate Investment Funds	1	0.01	155,000	0.43
Foreign Portfolio Investors	2	0.01	4,892	0.01
Central Government /State Government(s)/President of India	1	0.01	10	-
NRIs/Clearing Member/Trust	268	1.90	338,455	0.94
Private Body Corporate	106	0.75	531,769	1.48
Investor Education and Protection Fund Authority	1	0.01	473,603	1.32
Individuals	13,684	97.21	3,841,946	10.66
Total	14,077	100.00	36,039,312	100.00

* Not pledged or otherwise encumbered in any manner.

Number of Shares	Number of Shareholders	% of Shareholders	Number of Shares	% of Shares
Upto 500	13,028	92.55	1,553,341	4.31
501 to 1000	512	3.64	423,534	1.17
1001 to 2000	272	1.93	419,964	1.17
2001 to 3000	89	0.63	231,599	0.64
3001 to 4000	44	0.31	154,695	0.43
4001 to 5000	32	0.23	152,939	0.42
5001 to 10000	55	0.39	405,688	1.13
10001 and above	45	0.32	32,697,552	90.73
Total	14,077	100.00	36,039,312	100.00

Dematerialisation of Shares and Liquidity

Equity Shares of the Company having ISIN : INE133Y01011 are available for dematerialisation with Depositories, NSDL and CDSL and following is the distribution in physical and electronic mode as on 31st March 2021.

	Number of Shares	% of Total Equity Shares
In DEMAT with		
- NSDL	33,940,158	94.18
- CDSL	1,399,596	3.88
In Physical	699,558	1.94

8. Unclaimed Dividend/Shares

The Company on 14th October 2020 transferred unclaimed/unpaid dividend of ₹ 1,129,342 declared for payment by erstwhile IFGL Refractories Limited (Transferor Company), merged with the Company on and from 1st April 2016, for FY 2012-13 to IEPF following provisions of Section 124(5) of the Act read with Rule 5 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules). Details of such unclaimed/unpaid dividend transferred have been hosted on Company's website www.ifglref.com and claims in respect thereof may be lodged online in www.iepf.gov.in following requisite procedures.

Annexure 'B' to Directors' Report -Report on Corporate Governance (Contd.)

Going forward, unclaimed/unpaid of following dividends declared by the Transferor Company/Company will fall due for transfer to IEPF. Table below give information relating to outstanding dividends declared by the Transferor Company and Company and dates by which are required to be transferred to IEPF. Particulars of persons entitled to said unpaid/unclaimed dividends are appearing on Company's website www.ifglref.com and claims in respect thereof may either be sent to the Company or its Registrar and Share Transfer Agent. Unclaimed/ unpaid dividend declared by the Transferor Company for FY 2013-14 will fall due for transfer to IEPF in October 2021.

FY	Date of Declaration of Dividend	Last Date for transfer to IEPF*
Dividends declared by Transferor Company		
2013-14	22.08.2014	21.10.2021
2014-15	22.08.2015	21.10.2022
2015-16	13.03.2016	12.05.2023
Dividends declared by Company		
2016-17	23.12.2017	21.02.2025
2017-18	25.08.2018	24.10.2025
2018-19	27.07.2019	25.09.2026
2019-20	08.02.2020	08.04.2027

* Indicative dates. Actual dates may vary.

Following provisions of Section 124(6) of the Act read with Rule 6 of IEPF Rules, the Company has on 21st October 2020 and 24th October 2020 transferred 38,753 Equity Shares of ₹10/- each fully paid up of the Company of 304 holders thereof to Demat Account of IEPF Authority. Relevant particulars of Equity Shares transferred have been hosted on Company's website www.ifglref.com. Procedure for re-claiming said Equity Shares from IEPF Authority has also been hosted on Company's website. Equity Shares with respect to which dividend declared by Transferor Company for seven consecutive financial years including FY 2013-14 remain unpaid or unclaimed, will fall due for transfer to IEPF in October 2021.

9. Status of Adoption of the Non Mandatory Requirements :

Audit Qualification

There is no qualification made by Statutory Auditors on Financial Statements of the FY under review.

Other Items

Text in compliance of Regulation 33 of SEBI LODR, 2015 has been published by the Company in English and Vernacular Newspapers, filed with BSE and NSE and also hosted on its website. Internal Auditor of the Company reported to Executive Directors and their Quarterly Reports mandatorily placed before the Audit Committee for discussion.

The Company has implemented relevant and applicable provisions of the Act and Rules framed thereunder and also SEBI LODR, 2015.

10. Auditors' Certificate on Corporate Governance

As required under Para E of Schedule V of SEBI LODR, 2015, Company's Statutory Auditors Certificate that the conditions of Corporate Governance have been complied by the Company is attached.

Annual Certificate under Regulation 34(3) read with Para D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

DECLARATION

As required under Regulation 34(3) read with Para D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that affirmation for compliance of Code of Conduct has been received from all the Board Members and Senior Management Personnel i.e. Employees in the grades of General Manager and above of the Company for financial year ended 31st March 2021.

Kolkata
5th June 2021

P Bajoria
Managing Director
(DIN- 00084031)

Annexure 'B' to Directors' Report -Report on Corporate Governance (Contd.)

Certificate of Non-Disqualification of Directors (Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) as amended.

We have examined relevant registers, records, forms, returns and disclosures received from the Directors of IFGL Refractories Limited (CIN : L51909OR2007PLC027954) and having registered office at Sector 'B', Kalunga Industrial Estate, P.O. Kalunga, Rourkela, Sundergarh, Odisha-770031 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C, Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

In our opinion and to the best of our information and according to verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to us by the Company and its officers (including by way of remote audit), we hereby certify that none of the Directors mentioned below on the Board of the Company as on 31st March 2021 was debarred or disqualified from being appointed or continuing as Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in the Company
1	Kanwar Satyabrata Sanyal	00009497	30/03/2012
2	Sudhamoy Khasnobis	00025497	05/08/2017
3	Shishir Kumar Bajoria	00084004	07/09/2007
4	Pradeep Bajoria	00084031	07/09/2007
5	Duraiswamy Gunaseela Rajan	00303060	05/08/2017
6	Kamal Sarda	03151258	01/04/2012
7	Debal Kumar Banerji	03529129	05/08/2017
8	Bharati Ray	06965340	05/08/2017
9	Tetsuo Tsuzuki	08557222	09/09/2019
10	Yuji Yamaguchi*	09047766	13/02/2021

*Appointed as an Additional Director on 13th February, 2021.

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

This certificate is being issued under precautionary measures of work from home due to COVID-19 with limited resources available to us.

(S. M. Gupta)

Partner

S. M. Gupta & Co.

Company Secretaries

Firm Registration No. : P1993WB046600

FCS – 896

CP No : 2053

Peer Review No : 718/2020

UDIN : F000896C000357758

Kolkata
22nd May 2021

Annexure 'B' to Directors' Report -Report on Corporate Governance (Contd.)

Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

TO THE MEMBERS OF

IFGL REFRACTORIES LIMITED

1. The Corporate Governance Report prepared by IFGL Refractories Limited (hereinafter the "Company"), contains details as specified in Regulations 17 to 27, clauses (b) to (i) of sub – regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') for the year ended 31st March 2021 as required by the Company for annual submission to the Stock Exchange.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an Opinion whether, the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of procedures performed include :
 - i. Read and understood the information prepared by the Company and included in its Corporate Governance Report;
 - ii. Obtained and verified that the composition of the Board of Directors with respect to Executive and Non-Executive Directors has been met throughout the reporting period;
 - iii. Obtained and read the Register of Directors as on 31st March 2021 and verified that atleast one Independent Woman Director was on the Board of Directors throughout the year;
 - iv. Obtained and read the minutes of the following Committee meetings/other meetings held 1st April 2020 to 31st March 2021 :
 - a) Board of Directors;
 - b) Audit Committee;
 - c) Annual General Meeting (AGM);
 - d) Nomination and Remuneration Committee;
 - e) Stakeholders Relationship Committee;
 - f) CSR Committee; and,
 - g) Investment Committee.

Annexure 'B' to Directors' Report -Report on Corporate Governance (Contd.)

- v. Obtained necessary declarations from the Directors of the Company.
 - vi. Obtained and read the Policy adopted by the Company for Related Party Transactions.
 - vii. Obtained the schedule of Related Party Transactions during the year and balances at the year-end. Obtained and read the minutes of the Audit Committee meeting where in such related party transactions have been pre-approved prior by the Audit Committee.
 - viii. Performed necessary inquiries with the management and also obtained necessary specific representations from management.
8. The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an Opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

9. Based on the procedures performed by us, as referred in paragraph 7 above and according to the information and explanations given to us, we are of the Opinion that the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations, as applicable for the year ended 31st March 2021, referred to in paragraph 4 above.

Other matters and Restriction on Use

10. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.
11. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number : 301003E/E300005

per **Bhaswar Sarkar**

Partner

Kolkata
5th June 2021

Membership Number : 055596
UDIN : 21055596AAAABT5861

Annexure 'C' to Directors' Report

Information under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for financial year ended on 31st March 2021

A. Conservation of Energy

Steps taken or impact on conservation of energy, steps taken for utilizing alternate sources of energy and capital investment on energy conservation equipments.

Various steps have been taken for energy conservation and in this regard, several old machineries, equipments, devices etc were replaced with energy efficient ones. Energy Management System has also been introduced to identify high energy consumption areas, which are then looked into detail. Following steps amongst others were taken to minimize energy consumption.

- Variable frequency drives installed in several motors.
- Preventive maintenance stepped up.
- Power Capacitors revamped.
- Multiple function energy meters installed in Electrical Panels.
- Conventional high wattage lights replaced with LED lights.
- PLC controller installed on Equipments.
- Wherever feasible, alternate sources of energy introduced.
- Roof of Building and sheds of Company's upcoming manufacturing facility at Visakhapatnam have been colored white to provide for higher reflection of sunlight and consequently achieving reduced temperature inside them and thus curtailing requirement of air-conditioning.

Endeavors for energy conservation and for utilization of alternate sources of energy are continuing in ordinary course of Company's business. Expenditure on Energy Conservation Equipments form part of Fixed Assets and not captured separately.

B. Technology Absorption

Efforts made towards technology absorption, benefits derived therefrom, details of imported technologies and expenditure incurred on Research & Development (R&D)

Company did not import any technology during FY 2020-21. In-house R&D set-ups at Company's manufacturing facilities at Kalunga, Odisha (India) and those at its subsidiaries at Cincinnati, USA and Breitscheid-Erdbach, Germany continued to provide support amongst others on development of new products, improvement of product quality and performance, upgradation, substitution and identification of raw materials, optimum utilization of capacity and other resources. Matters related to production, quality control, application etc were also referred to R&D set-ups. R&D set ups also examined customers' feedback on quality, application and other aspects and provided solutions thereon wherever necessary. This helped strengthen competitiveness, cost reduction, production efficiency, quality and other associated areas. R&D activities are integral part of overall activities of the Company. The Company does not identify and capture separately expenditure incurred on R&D activities.

C. Foreign Exchange Earnings and Outgo

Total Foreign Exchange used and earned :

(₹ in lacs)

	31st March 2021	31st March 2020
1. Foreign Exchange Outgo		
i) CIF Value of Imports of Raw Materials, Stores and Spares, Trading Items and Capital Goods	14,398.06	13,394.46
ii) Others	1,889.70	1,335.70
2. Foreign Exchange Earnings		
FOB Value of Exports	36,149.13	23,826.77

Annexure 'D' to Directors' Report

Statement (Form AOC 1) Containing Salient Features of Financial Statements of Subsidiaries as at 31st March 2021

[Pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014]

Subsidiary's Name and Currency	Date of becoming/ acquisition of Subsidiary	Financial Year ending on	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit/(Loss) before Tax	Provision for Tax	Profit/(Loss) after Tax	Proposed Dividend	(₹ in lacs) % of Shareholding
Subsidiary													
IFGL Worldwide Holdings Limited, Isle of Man, (GBP)	24th August 2005	31st March	6,396.36	7,417.17	7,853.77	5.44	—	—	316.00	—	316.00	—	100
Step Down Subsidiaries													
EI Ceramics LLC, USA (USD)	10th September 2010	31st March	1,021.30	6,895.02	10,785.31	2,868.99	—	12,106.24	1,477.09	181.91	1,295.18	—	100
Goricon Metallurgical Services Ltd, UK (GBP)	15th December 2006	31st March	0.10	0.15	0.25	—	—	—	(0.12)	1.91	(2.03)	—	100
Hofmann Ceramic CZ s.r.o. Czech Republic (Euro)*	4th July 2008	31st March	59.48	(629.89)	226.20	796.61	—	471.02	(33.98)	0.09	(34.07)	—	98.78
Hofmann Ceramic GmbH, Germany (Euro)	4th July 2008	31st March	43.05	3,288.85	5,171.44	1,968.25	—	5,270.85	153.18	2.39	150.79	—	100
IFGL GmbH, Germany (Euro)	15th July 2008	31st March	5,374.86	(20.96)	24.22	40.83	—	—	(3.06)	21.90	(24.96)	—	100
IFGL Inc., USA (USD)	29th June 2010	31st March	2,919.71	4,853.73	10.38	310.22	—	—	(0.01)	—	(0.01)	—	100
IFGL Monocon Holdings Limited, UK (GBP)	19th August 2005	31st March	5,036.50	—	—	25.18	—	—	—	—	—	—	100
Mono Ceramics Inc. USA (GBP)	10th September 2005	31st March	2,625.08	4,158.15	4,868.72	804.28	—	5,505.97	82.02	(28.49)	110.51	—	100
Monocon International Refractories Limited, UK (GBP)	10th September 2005	31st March	0.10	12,230.71	14,620.19	9,486.63	—	15,474.39	529.61	28.46	501.15	—	100
Monocon Overseas Limited, UK (GBP)	10th September 2005	31st March	1.01	8,084.38	4.53	732.29	—	—	(0.18)	—	(0.18)	—	100
Monotec Refratarios Ltda, Brazil (GBP)*	10th September 2005	31st December	260.92	(260.92)	—	—	—	—	—	—	—	—	95
Tianjin Monocon Aluminous Refractories Company Limited, PRC (GBP)*	8th August 2006	31st December	522.72	698.22	1,345.87	124.93	—	2,108.16	55.81	3.68	52.13	—	100
Tianjin Monocon Refractories Company Limited, PRC (GBP)*	10th September 2005	31st December	141.02	452.48	1,236.08	642.57	—	5,592.21	126.58	10.31	116.27	—	100

*Reporting currencies of these subsidiaries have been converted in Euro/GBP for convenience

NOTES :

- Balance Sheet figures have been converted into Indian Rupees by applying year end Foreign Exchange Closing Rate of ₹ 86.09 equivalent to 1 Euro, ₹ 100.73 equivalent to 1 GBP and ₹ 72.99 equivalent to 1 USD. Profit and Loss figure have however been converted into Indian Rupees by using Average Exchange Rate of ₹ 86.48 equivalent to 1 Euro, ₹ 97.18 equivalent to 1 GBP and ₹ 74.26 equivalent to 1 USD.
- Investment exclude investments made in Subsidiary Companies.
- The Company neither had nor have Associate/Joint Ventures.
- Reporting period of Subsidiaries is mentioned at Note 2.2 on Consolidated Financial Statements.
- During the year Dividend amounting to ₹ 165.82 and ₹ 171.72 received by IFGL Worldwide Holdings Limited from Tianjin Monocon Aluminous Refractories Company Limited and Tianjin Monocon Refractories Company Limited respectively.
- During the year Dividend amounting to ₹ 601.54 received by Monocon International Refractories Limited from Goricon Metallurgical Services Limited.

Kolkata
5th June 2021

Rajesh Agarwal Company Secretary (FCS- 2825)	Kamal Sarda Director and Chief Financial Officer (DIN- 03151258)	P Bajoria Managing Director (DIN- 00084031)	S K Bajoria Chairman (DIN- 00084004)
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Annexure 'E' to Directors' Report

Annual Report on Corporate Social Responsibility (CSR) activities forming part of the Board's Report for Financial Year 2020-21

1	Brief outline on CSR Policy of the Company	The Company pursue CSR activities in accordance with Schedule VII of the Companies Act, 2013 centered around its manufacturing facilities with increased focus on villages wherefrom its workers come through Implementing Agency, IFGL Refractories Welfare Trust, registered with Central Government under Registration Number CSR00000301. Implementing Agency is also registered under Section 12A of the Income Tax Act, 1961 (Act) and have recognition under Section 80G of the Act. CSR activities are focused on health, hygiene, sanitation, education, environment, sports, empowering people of unprivileged class etc.		
2	Composition of CSR Committee			
Sl. No.	Name of Director , Designation	Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
i)	Prof B Ray, Chairperson	Non-Executive Independent	2	2
ii)	S K Bajoria, Member	Executive Chairman	2	2
iii)	D K Banerji , Member	Non-Executive Independent	2	2
	K S B Sanyal, Member	Non-Executive Independent	2	2
3.	Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company		www.ifglref.com	
4.	Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014,		Not applicable	
5.	Details of the amount available for set off in pursuance of sub-rule (3) of rule (7) of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any.		NIL	
Sl. No.	Financial Year		Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
i)				
ii)				
iii)				
	Total			
6.	Average Net Profit of the Company as per section 135(5)		₹ 3408.45 lacs	
7.	a) Two percent of average Net Profit of the Company as per section 135(5)		₹ 68.18 lacs	
	b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years		NIL	
	c) Amount required to be set off for the financial year, if any.		NIL	
	d) Total CSR obligation for the financial year (7a+7b-7c)		₹ 68.18 lacs	

Annexure 'E' to Directors' Report (Contd.)

8.	a) CSR amount spent or unspent for the financial year :				
Total Amount spent for the Financial Year (₹ in lacs)		Amount Unspent (in ₹)- NIL			
68.18 lacs	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any Fund specified under Schedule VII as per proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
	NIL		NIL		

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

1	2	3	4	5		6	7	8	9	10	11	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No.)	Location of the Project		Project duration	Amount allocated for the Project (₹ in lacs)	Amount spent in the current financial year (₹ in lacs)	Amount transferred to Unspent CSR Account for the Project as per Section 135(6) (₹ in lacs)	Mode of Implementation Direct (Yes/No)	Mode of Implementation through Implementing Agency	
				State	District						Name	CSR Registration Number
1.	Priyadarshini UP School	Education	Yes	Odisha	Sundergarh	3 years	25.00	4.20	NA	No	IFGL Refractories Welfare Trust	CSR00000301
2.	Kalunga Shilpanchala Bidyalaya	Education	Yes	Odisha	Sundergarh	3 years	500.00	3.83	NA	No	IFGL Refractories Welfare Trust	CSR00000301
3.	Free Homeopathic Clinic	Health	Yes	Odisha	Sundergarh	3 years	15.00	1.08	NA	No	IFGL Refractories Welfare Trust	CSR00000301
4.	Free Allopathy Clinic	Health	Yes	Odisha	Sundergarh	3 years	10.00	3.95	NA	No	IFGL Refractories Welfare Trust	CSR00000301
Total							550.00	13.06				

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

1	2	3	4	5		6	7	8	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the Project		Amount spent for the Project (₹ in lacs)	Mode of implementation Direct (Yes/No)	Mode of implementation – through implementing agency	
				State	District			Name	CSR Registration Number
1.	Shree Rajaldesar Gaushala	Animal Welfare	No	Rajasthan	Churu	1.00	No	IFGL Refractories Welfare Trust	CSR00000301
2.	Sri Ramana Trust	Health Care	No	Tamil Nadu	Krishnagiri	5.25	No	IFGL Refractories Welfare Trust	CSR00000301
3.	Dr Bani Chaudhuri Memorial Trust	Education	Yes	West Bengal	Kolkata	0.50	No	IFGL Refractories Welfare Trust	CSR00000301
4.	IDC Sulabh Sauchalaya	Sanitation	Yes	Odisha	Sundergarh	1.15	No	IFGL Refractories Welfare Trust	CSR00000301
5.	Other Charitable Activities		Yes	West Bengal	Kolkata	5.60	No	IFGL Refractories Welfare Trust	CSR00000301
Total						13.50			

Annexure 'E' to Directors' Report (Contd.)

d)	Amount spent in Administrative Overheads	0.95 lacs
e)	Amount spent on Impact Assessment, if applicable	NIL
f)	Total amount spent for the Financial Year (8b+8c+8d+8e)	27.51 lacs
g)	Excess amount for set off, if any	

Sl.No.	Particulars	Amount (₹ in lacs)
i)	Two percent of average Net Profit of the Company as per section 135(5)	68.18
ii)	Total amount spent for the financial year	68.18
iii)	Excess amount spent for the financial year [(ii)-(i)]	–
iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	–
v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	–

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

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135(6) (₹ in lacs)	Amount spent in the reporting Financial Year (₹ in lacs)*	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			Amount remaining to be spent in succeeding Financial Year (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
1.	2019-20	–	56.00	–	–	–	–
2.	2018-19	–	35.40	–	–	–	–
3.	2017-18	–	12.19	–	–	–	–
	Total	–	103.59	–	–	–	–

* Paid to Implementing Agency named above

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

1	2	3	4	5	6	7	8	9
SI No	Project ID	Name of the Project	Financial year in which the project was commenced	Project duration	Total amount allocated for the project (in ₹)	Amount spent on the project in the reporting Financial Year (in ₹)	Cumulative amount spent at the end of reporting Financial Year (in ₹)	Status of the project – completed/ ongoing
1.								
2.								
3.								
	Total							

Annexure 'E' to Directors' Report (Contd.)

10.	In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the Financial Year (asset-wise details)	NIL
	a) Date of creation or acquisition of the Capital Asset(s)	
	b) Amount of CSR spent for creation or acquisition of Capital Asset	
	c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc	
	d) Provide details of the Capital Asset(s) created or acquired (including complete address and location of the Capital Asset)	
11.	Specify the reason(s) if the Company has failed to spend two percent of the average Net Profit as per Section 135(5)	The Company has spent specified amount in as much as effected payment to Implementing Agency, which in turn could not spend the same for non-receipt of requisite approvals required for pursuing 'Ongoing Projects'.

Kolkata
5th June 2021

S K Bajoria
Company Chairman and
Member of CSR Committee
(DIN- 00084004)

Prof B Ray
Chairman CSR Committee
(DIN- 06965340)

Annexure 'F' to Directors' Report

Information as per Section 197(12) of the Companies Act, 2013 and read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Rules), forming part of the Directors' Report for the year ended 31st March 2021

DETAIL OF TOP TEN EMPLOYEES INCLUDING CONTRACTUAL AND WHOLE TIME DIRECTORS ON THE BASIS OF REMUNERATION (EMPLOYED FOR WHOLE OF FY 2020-21)

Sl. No.	Name	Designation	Remuneration (₹ in lacs)	Qualification	Age (in years)	Experience (in years)	Appointment Date	Previous Employment (if any)	% of Equity Shares of the Company held @
1.	P Bajoria*	Managing Director	432.96	B.Com (Hons)	61	44	05.08.2017	Erstwhile IFGL Refractories Ltd	0.19%
2.	S K Bajoria*	Chairman	282.77	B.Com (Hons)	64	45	05.08.2017	Erstwhile IFGL Refractories Ltd	5.10%
3.	R Agarwal*	Company Secretary	127.67	B.Sc (Bio), FCS	58	37	05.08.2017	Erstwhile IFGL Refractories Ltd	0.01%
4.	K Sarda*	Director & CFO	106.50	B.Com (Hons), LLB,FCA	58	33	06.02.2012	Shristi Infrastructure Development Corporation Ltd.	0.01%
5.	S Sengupta	President - Marketing	87.31	B.Sc. Tech (Ceramic Engineering) MBA	53	29	05.08.2017	Erstwhile IFGL Refractories Ltd	—
6.	S K Shrivastava	President - Works	84.47	M. Sc (Chemistry)	53	26	05.08.2017	Erstwhile IFGL Refractories Ltd	—
7.	A Bajoria	General Manager - Commercial	61.19	BBA	33	9	05.08.2017	Erstwhile IFGL Refractories Ltd	0.23%
8.	M Chatterjee	General Manager - (Exports)	54.17	M. Tech	51	25	05.08.2017	Erstwhile IFGL Refractories Ltd	—
9.	A K Roy	Vice President (Production)	50.02	B.Sc (Chemistry)	46	25	05.08.2019	Orient Refractories Ltd.	—
10	S Mattoo	General Manager - (Exports)	49.70	M.E.	55	32	05.08.2017	Erstwhile IFGL Refractories Ltd	—

@ Represents shares held by self, spouse and dependent children.

* Key Managerial Personnel (KMP) within the meaning of Section 2(51) of the Act.

Annexure 'F' to Directors' Report (Contd.)

Notes:

- 1) Nature of employment is contractual with usual terms and conditions as per Company's Rules.
- 2) Remuneration includes Salary, Commission, Allowances, wherever applicable Company's contribution to retirement funds etc and monetary value of Perquisites all evaluated as per extant provisions of Income Tax Act, 1961 and Rules framed thereunder excluding perquisite on account of Motor Car.
- 3) Neither KMP's are related to each other or other employees related to any of the KMP's except that Mr Akshay Bajoria is son of Managing Director, Mr Pradeep Bajoria.
- 4) Rule 5(2)(ii) and 5(2)(iii) of Rules is not applicable to any of employees mentioned above.

i) Ratio of the remuneration of each Director/Key Managerial Personnel to the median remuneration of all the employees of the Company for the Financial Year 2020-21 :

Median remuneration of all the employees of the Company for the Financial Year 2020-21	₹ 245,480
Percentage increase / (decrease) in the median remuneration of employees as compared to last Financial Year	15.15%
Number of permanent employees on rolls of the Company as on 31st March 2021	793
Average percentage increase in the salaries of employees other than the managerial personnel and its comparison with the percentage increase in salary of managerial remuneration	Average percentage increase in total salary of the Company's employees other than the managerial personnel i.e. KMP's is 10.95%. The percentage increase in remuneration of managerial personnel for Financial Year 2020-21 is approximately 5.92%.

Name of Director/KMP	Ratio of remuneration to median remuneration of all employees	Percentage increase in remuneration
Non-Executive Directors *	–	–
K Oshikawa***	–	–
T Tsuzuki	–	–
Y Yamaguchi**	–	–
Independent Directors *		
D K Banerji	–	–
S Khasnobis	–	–
D G Rajan	–	–
Prof B Ray	–	–
K S B Sanyal	–	–
Key Managerial Personnel		
P Bajoria	176.37	10.83%
S K Bajoria	115.19	26.55%
R Agarwal	52.01	14.10%
K Sarda	43.38	4.49%

* Only Sitting Fees paid.

** Appointed w.e.f. 13th February 2021

*** Ceased w.e.f. 13th February 2021

Notes :

1. The Ratio of remuneration to median remuneration is based on remuneration paid for 1st April 2020 to 31st March 2021.
2. Percentage increase in remuneration indicates annual increase in total compensation.
3. Remuneration paid is in accordance with Company's Remuneration Policy.

Annexure 'G' to Directors' Report

FORM NO. MR 3
SECRETARIAL AUDIT REPORT
For Financial Year ended on 31st March 2021

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

TO THE MEMBERS
IFGL Refractories Limited

(CIN : L51909OR2007PLC027954)

Regd Office : Sector 'B', Kalunga Industrial Estate,
P.O. Kalunga 770031, Dist. Sundergarh, Odisha

We have conducted Secretarial Audit of compliance of applicable statutory provisions and adherence to good corporate practices by IFGL REFRACTORIES LIMITED (the Company). Secretarial Audit has been conducted in accordance with Guidance Note issued by the Institute of Company Secretaries of India (a statutory body constituted under the Company Secretaries Act, 1980) and in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our Opinion thereon.

The Company's Management is responsible for preparation and maintenance of secretarial records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations.

Our responsibility is to express an opinion on the secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

We believe that audit evidence and information obtained from the Company's Management is adequate and appropriate for us to provide a basis for our opinion.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and read with the Statutory Auditors' Report on Financial Statements and Compliance of the conditions of Corporate Governance and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, physically and by way of remote audit, we hereby report that in our opinion and to the best of our information, knowledge and belief and according to the explanations given to us, the Company has, during the audit period covering the financial year ended on 31st March 2021 generally complied with applicable statutory provisions listed hereunder to the extent applicable and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for financial year ended on 31st March 2021 according to the applicable provisions of :

1. The Companies Act, 2013 (the Act) and the Rules made thereunder.
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder.
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB) to the extent applicable to the Company.
5. Following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company during the year :
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 – The Company did not issue securities during the year. Hence not attracted.
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as replaced by The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014- Not Applicable during the year under review.
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- No instances were reported during the year under review.

Annexure 'G' to Directors' Report (Contd.)

- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - The Company has duly appointed a SEBI authorized Category I Registrar and Share Transfer Agent as required under Law.
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - No delisting was done during the year under review.
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - No buy-back was done during the year under review.
6. The following other laws specifically applicable to the Company :
 - a) Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008
 - b) The Contract Labour (Regulation and Abolition) Act, 1970
 - c) Explosives Act, 1884
 - d) The Environment (Protection) Act, 1986
 - e) The Water (Prevention and Control of Pollution) Act, 1974
7. We have also examined compliance with applicable clauses of the following :
 - i) Secretarial Standards issued by The Institute of Company Secretaries of India.
 - ii) The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.
8. We further report that during the year under review :
 - i) Unpaid/Unclaimed Dividend pertaining to financial year ended on 31st March 2013, aggregating to ₹11,29,342 was transferred to Investor Education and Protection Fund (IEPF) on 14th October 2020. Following provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, 38,753 unclaimed Equity Shares of the Company were transferred to IEPF and Form IEPF-4 for the same was filed on 3rd November 2020.
 - ii) ₹ 68.18 lacs were required to be spent on CSR activities and same has been given to the implementing agency, IFGL Refractories Welfare Trust.
9. We further report that as far as we have been able to ascertain –
 - a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and the changes in the composition of Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
 - b. Adequate notice was given to all Directors of schedule of the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
 - c. Majority decision was carried through while the dissenting members' views are captured and recorded as part of the minutes.
 - d. There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
 - e. As informed to us, during the audit period the Company has had no other events except those already informed to the Stock Exchanges as required under the Listing Regulations.
10. This Report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.
11. It is stated that the compliance of all applicable provisions of the Companies Act, 2013 and other laws is the responsibility of the Management. We have relied on the representation made by the Company and its Officers for systems and mechanism set-up by the Company for compliances under applicable laws. Our examination, on a test-check basis, was limited to procedures followed by the Company for ensuring the compliance with the said provisions. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted its affairs. We further state that this is neither an audit nor an expression of opinion on the financial activities/statements of the Company. Moreover, we have not covered any matter related to any other law which may be applicable to the Company except the aforementioned corporate laws of the Union of India.

Annexure 'G' to Directors' Report (Contd.)

12. In this Certificate, we have not taken into consideration the events which are already in public domain and also not those events which have not come to our knowledge while conducting this audit.
13. This Certificate is being issued under precautionary measures of work from home due to COVID-19 with limited resources available to us.

Kolkata
5th June 2021

Encl : Annexure A forming an integral part of this Report

(S. M. Gupta)
Partner
S. M. GUPTA & Co.
Company Secretaries
Firm Registration No : P1993WB046600
FCS No. 896
CP No : 2053
Peer Review No : 718/2020
UDIN : F000896C000424506

Annexure A

TO THE MEMBERS

IFGL Refractories Limited

(CIN: L51909OR2007PLC027954)

Sector 'B', Kalunga Industrial Estate,
P.O. Kalunga 770031, Dist. Sundergarh, Odisha

Our Secretarial Audit Report for financial year ended 31st March 2021 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on the secretarial records based on our audit.
2. We have followed audit practices and processes considered to be appropriate to obtain reasonable assurance about fairness of the contents of the secretarial records. The verification was done on test basis to ensure that facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our Opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedure on test basis to the extent applicable to the Company.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Kolkata
5th June 2021

(S. M. Gupta)
Partner
S. M. GUPTA & Co.
Company Secretaries
Firm Registration No : P1993WB046600
FCS No. 896
CP No : 2053
Peer Review No : 718/2020
UDIN : F000896C000424506

STANDALONE FINANCIAL STATEMENTS

Independent Auditor's Report

**TO THE MEMBERS OF
 IFGL REFRACTORIES LIMITED**

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying Standalone Ind AS Financial Statements of IFGL Refractories Limited ("the Company"), which comprise the Balance sheet as at 31st March 2021, the Statement of Profit and Loss, including the Statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended and notes to the Standalone Ind AS Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS Financial Statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2021, its profit including Other Comprehensive Income, its Cash Flows and the Changes in Equity for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter

- a. We draw attention to Note 38 of the Standalone Ind AS Financial Statements, relating to amalgamation of the erstwhile IFGL Refractories Limited with the Company (the amalgamated entity was thereafter renamed as IFGL Refractories Limited) with effect from 1st April 2016 following Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal, Kolkata Bench, vide its Order dated 3rd August 2017, under the provisions of Sections 230 and 232 of the Companies Act, 2013 (the "Scheme"). Pursuant to the Scheme, the aforesaid business combination was recognized under the 'Purchase Method' as defined under Accounting Standard (AS 14), Accounting for Amalgamations and Goodwill arising on such amalgamation aggregating ₹ 26,699.46 lacs had been recognized. Based on Management's assessment, such Goodwill is being amortised over a period of ten years with a charge of ₹ 2,669.95 lacs per year. As per Indian Accounting Standard (Ind AS) 103 - 'Business Combinations', the aforesaid amalgamation had to be recognized under 'Pooling of Interest Method' since these were entities under common control.
- b. We draw attention to Note 33 to the Standalone Ind AS Financial Statements regarding Company's position with respect to determination of tax payable after the introduction of the 'Explanation' to Section 10AA(1) of the Income Tax Act, 1961 inserted on and from Assessment Year beginning 1st April 2018 for which the Company has filed a writ which has been admitted by the Hon'ble High Court at Calcutta. Pending decision by the Hon'ble High Court, uncertainty exists as regards realisability of resultant recognized Deferred Tax Assets of ₹ 1,203.59 lacs.

Our opinion is not modified in respect of the above matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Standalone Ind AS Financial Statements for the Financial Year ended 31st March 2021. These matters were addressed in the context of our audit of the Standalone Ind AS Financial Statements as a whole and in forming our opinion thereon and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Standalone Ind AS Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Standalone Ind AS Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Standalone Ind AS Financial Statements.

Independent Auditor's Report (Contd.)

Key Audit Matters	How our Audit addressed the Key Audit Matter
Revenue recognition (as described in Note 2.12 and 24 to the Standalone Ind AS Financial Statements)	
Revenue is recognized when the Company satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations are satisfied at a point of time or over a period of time. For the year ended 31st March 2021, the Company's Statement of Profit and Loss included Revenues from Operations of ₹ 64,907.47 lacs. The variety of contractual terms, including the timing of control transfer and delivery specifications, create complexity and judgement in determining timing of revenue recognition. We have considered this as a key audit matter on account of judgement involved in determining the timing of revenue of recognition.	Our audit procedures included the following : a. Evaluated the Company's revenue recognition policy to ensure compliance with the requirements of Ind AS 115 'Revenue from contracts with customers'. b. Obtained an understanding of the revenue process and assessed the design and tested the operating effectiveness of internal controls related to timing of revenue recognition. c. Tested on sample basis the sales transactions including adjustments to sales price made pre and post-year end and tested their underlying documents to assess that revenue is recognized in the proper period and in accordance with the Company's revenue recognition policy. d. Assessed the adequacy of relevant disclosures made in respect of revenue in the Standalone Ind AS Financial Statements.
Recognition and measurement of Income Tax and Deferred Tax on Goodwill arising on Amalgamation (as described in Note 2.16 and 39 to the Standalone Ind AS Financial Statements)	
As at 31st March 2021 the Company has recognised Deferred Tax Liability of ₹ 4,665.02 lacs (including ₹ 2,019.01 lacs for the year) on written down value of Goodwill which arose pursuant to an amalgamation in prior year. The provisions of the Finance Act, 2021 provide that depreciation of Goodwill on amalgamation will not be deductible for Income Tax purposes with effect from the current Financial Year. The recognition and measurement of Income Tax and Deferred Tax expense related to Goodwill arising on amalgamation in view of the Finance Act, 2021 require significant Management judgement and estimate including interpretation of relevant provisions of Income Tax Act, 1961 and related Rules and requirements of relevant accounting standard. Consequently, the same is considered as a key audit matter.	Our audit procedures included the following : a. We obtained Management's assessment and evaluation of the tax impact as regards depreciation of Goodwill arising from the provisions of the Finance Act, 2021. b. We involved our Tax Specialists to assess interpretation of relevant tax provisions, estimates and judgements considered by the Management for their assessment of the impact. c. We assessed the appropriateness of recognition of Deferred Tax Liability on written down value of Goodwill as per books of account with reference to the requirements of relevant accounting standard. d. Obtained from Management and verified computation of the Deferred Tax Liability on Goodwill. e. Assessed the adequacy of disclosures as per Ind AS 22.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors' cum Management Discussion and Analysis Report, but does not include the Standalone Ind AS Financial Statements and our Auditor's Report thereon.

Our opinion on the Standalone Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Ind AS Financial Statements, our responsibility is to read the other information and in doing so, consider whether such other information is materially inconsistent with the Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Independent Auditor's Report (Contd.)

Responsibilities of Management for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Ind AS Financial Statements that give a true and fair view of the financial position, financial performance including Other Comprehensive Income, Cash Flows and Changes in Equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 the design, implementation and maintenance of adequate Internal Financial Controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the Company's Financial Reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Standalone Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of Internal Control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate Internal Financial Controls with reference to Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's Report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Ind AS Financial Statements, including the disclosures and whether the Standalone Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Independent Auditor's Report (Contd.)

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Ind AS Financial Statements for the financial year ended 31st March 2021 and are therefore the key audit matters. We describe these matters in our Auditor's Report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure 1**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that :
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e) On the basis of the written representations received from the directors as on 31st March 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2021 from being appointed as a director in terms of Section 164(2) of the Act;
 - f) With respect to the adequacy of the Internal Financial Controls with reference to Standalone Ind AS Financial Statements and the operating effectiveness of such controls, refer to our separate Report in "**Annexure 2**" to this report;
 - g) In our opinion, the managerial remuneration for the year ended 31st March 2021 has been paid/provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Ind AS Financial Statements – Refer Note 33 to the Standalone Ind AS Financial Statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number : 301003E/E300005

per **Bhaswar Sarkar**

Partner

Membership Number : 055596

UDIN : 21055596AAAABW6476

Kolkata
5th June 2021

“Annexure 1” to the Independent Auditor’s Report

“ANNEXURE 1” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE IND AS FINANCIAL STATEMENTS OF IFGL REFRACTORIES LIMITED

Report on Companies (Auditor’s Report) Order, 2016 (“the Order”), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013 (“the Act”)

- i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- b) The Company has a program of verification of Property, Plant and Equipment to cover all the items in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment, were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- c) According to the information and explanations given by the management, the title deeds of immovable properties included in Property, Plant and Equipment are held in the name of the Company.
- ii) The Management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification. Inventories lying with third parties have been confirmed by them as at 31st March 2021 and no material discrepancies were noticed in respect of such confirmations.
- iii) According to the information and explanations given to us and audit procedures performed by us, the Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3 (iii)(a), (b) and (c) 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 are no loans, guarantees or security given in respect of which provisions of Section 185 of the Companies Act, 2013 are applicable and hence not commented upon. In our opinion and according to the information and explanations given to us, provisions of Section 186 of the Companies Act, 2013 in respect of Investments made have been complied with by the Company. According to the information and explanations given to us, there are no loans, guarantees and securities given in respect of which provisions of Section 186 of the Companies Act, 2013 are applicable and hence not commented upon.
- v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148(1) of the Companies Act, 2013, related to manufacture of goods and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- vii) a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees’ State Insurance, Income Tax, Duty of Customs, Goods and Service Tax, Cess and other statutory dues applicable to it.
- b) According to the information and explanations given to us and audit procedures performed by us, no undisputed amounts payable in respect of Provident Fund, Employees’ State Insurance, Income Tax, Duty of Customs, Goods and Service Tax, Cess and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

“Annexure 1” to the Independent Auditor’s Report (Contd.)

- c) According to the records of the Company, the dues of Income Tax, Sales Tax and Service Tax on account of any dispute, are as follows :

Name of Statute	Nature of Dues	Amount in ₹ in Lacs*	Period to which it relates	Forum where the dispute is pending
Central Sales Tax, 1956	Sales Tax	1.14	1995-96	Sales Tax Tribunal
		0.47	1997-98	Additional Commissioner of Sales Tax
		0.25	2003-04	Additional Commissioner of Sales Tax
		0.85	2014-15	Additional Commissioner of Sales Tax
		139.81	2015-16 to 2017-18	Joint Commissioner of Sales Tax (Appeals)
Orissa Sales Tax Act, 1947	Sales Tax	0.11	1999-00	Hon’ble High Court, Odisha
The Central Goods and Service Tax Act, 2017 and The State Goods and Service Tax Act, 2017 and	Goods and Service Tax	0.52	2018-19	Commissioner (Appeals)
Finance Act, 1994	Service Tax	1.54	2006-07	Joint Commissioner, Central Excise, Customs & Service Tax
Finance Act, 1994	Service Tax	35.57	2008-09 to 2010-11	Additional Commissioner, Bhubaneswar
Income Tax Act, 1961	Income Tax	0.04	2012-13	CIT (Appeals)
Income Tax Act, 1961	Income Tax	1.49	2015-16	CIT (Appeals)

* net of amount paid under protest

According to the information and explanations given to us, there are no dues of Customs Duty, Excise Duty, Value Added Tax and Cess which have not been deposited on account of any dispute.

- viii) In our opinion and according to the information and explanations given by the management and audit procedures performed by us, the Company has not defaulted in repayment of loans or borrowing to banks. Based on our audit procedures and as per the information and explanations given by the management, the Company did not have any outstanding dues to a Financial Institution or Government or due to debentures holders.
- ix) According to the information and explanations given by the management and audit procedures performed by us, the Company has not raised any money by way of Initial Public Offer/Further Public Offer/Debt Instruments and term loans hence, reporting under clause 3 (ix) is not applicable to the Company and hence not commented upon.
- x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the Standalone Ind AS Financial Statements and according to the information and explanations given by the management, we report that no fraud by the Company or no material fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
- xi) According to the information and explanations given by the management, the managerial remuneration has been paid/provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company and hence not commented upon.
- xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the Standalone Ind AS Financial Statements, as required by the applicable accounting standards.

“Annexure 1” to the Independent Auditor’s Report (Contd.)

- xiv) According to the information and explanations given to us and on an overall examination of the Balance Sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and consequently reporting requirements under clause 3(xiv) are not applicable to the Company and hence not commented upon.
- xv) According to the information and explanations given by the management and audit procedures performed by us, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in Section 192 of Companies Act, 2013.
- xvi) According to the information and explanations given to us, the provisions of Section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

Kolkata
5th June 2021

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number : 301003E/E300005

per **Bhaswar Sarkar**
Partner
Membership Number : 055596
UDIN : 21055596AAAABW6476

“Annexure 2” to the Independent Auditor’s Report

“ANNEXURE 2” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE IND AS FINANCIAL STATEMENTS OF IFGL REFRACTORIES LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the Internal Financial Controls with reference to Standalone Ind AS Financial Statements of IFGL Refractories Limited (“the Company”) as of 31st March 2021 in conjunction with our audit of the Standalone Ind AS Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s Internal Financial Controls with reference to these Standalone Ind AS Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, as specified under Section 143(10) of the Act, to the extent applicable to an audit of Internal Financial Controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate Internal Financial Controls with reference to these Standalone Ind AS Financial Statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s Internal Financial Controls with reference to these Standalone Ind AS Financial Statements.

Meaning of Internal Financial Controls With Reference to these Standalone Ind AS Financial Statements

A company’s Internal Financial Controls with reference to Standalone Ind AS Financial Statements is a process designed to provide reasonable assurance regarding the reliability of Financial Reporting and the preparation of Financial Statements for external purposes in accordance with Generally Accepted Accounting Principles. A Company’s Internal Financial Controls with reference to Standalone Ind AS Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the Assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with Generally Accepted Accounting Principles and that receipts and expenditures of the Company are being made only in accordance with authorisations of Management and Directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of the Company’s Assets that could have a material effect on the Financial Statements.

“Annexure 2” to the Independent Auditor’s Report (Contd.)

Inherent Limitations of Internal Financial Controls with Reference to Standalone Ind AS Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, adequate Internal Financial Controls with reference to Standalone Ind AS Financial Statements and such Internal Financial Controls with reference to Standalone Ind AS Financial Statements were operating effectively as at 31st March 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of Internal Control stated in the Guidance Note issued by the ICAI.

Kolkata
5th June 2021

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number : 301003E/E300005

per **Bhaswar Sarkar**
Partner
Membership Number : 055596
UDIN : 21055596AAAABW6476

Standalone Balance Sheet as at 31st March 2021

(₹ in lacs)

	Note No.	As at 31st March 2021	As at 31st March 2020
A. ASSETS			
1. Non-Current Assets :			
a) Property, Plant and Equipment	4.1	7,761.35	8,068.56
b) Right to Use Asset	4.2	1,563.68	1,622.84
c) Capital Work-in-Progress		1,807.57	388.73
d) Goodwill	5	13,349.71	16,019.66
e) Other Intangible Assets	6	19.83	7.36
f) Financial Assets :			
i) Investments	7	6,243.95	5,777.13
ii) Loans and Deposits	8	226.75	219.58
iii) Others	9	325.00	–
g) Deferred Tax Assets (Net)	10	–	528.70
h) Income Tax Assets (Net)	11	239.89	145.06
i) Other Non-Current Assets	12	328.62	109.42
Total Non-Current Assets		31,866.35	32,887.04
2. Current Assets :			
a) Inventories	13	10,051.77	7,374.94
b) Financial Assets :			
i) Investments	7	12,164.78	9,221.25
ii) Trade Receivables	14	15,671.54	12,505.45
iii) Cash and Cash Equivalents	15(A)	17.95	777.23
iv) Bank Balances other than (iii) above	15(B)	4,324.89	108.31
v) Others	9	187.36	207.59
c) Other Current Assets	12	884.16	595.53
Total Current Assets		43,302.45	30,790.30
Total Assets (1+2)		75,168.80	63,677.34
B. EQUITY AND LIABILITIES			
1. Equity :			
a) Equity Share Capital	16	3,603.93	3,603.93
b) Other Equity	17	52,307.14	47,796.58
Total Equity		55,911.07	51,400.51
2. Non-Current Liabilities :			
a) Financial Liabilities - Lease	4.2	884.94	867.10
b) Provisions	19	–	0.19
c) Deferred Tax Liabilities (Net)	10	3,380.66	–
Total Non-Current Liabilities		4,265.60	867.29
3. Current Liabilities :			
a) Financial Liabilities :			
i) Borrowings	20	3,602.55	3,179.07
ii) Lease Liabilities	4.2	76.64	76.64
iii) Trade Payables :			
- Total Outstanding dues of Micro Enterprises and Small Enterprises	21	678.09	258.82
- Total Outstanding dues of Creditors other than Micro Enterprises and Small Enterprises	21	7,835.51	5,978.89
iv) Other Financial Liabilities	22	827.52	478.25
b) Income Tax Liabilities (Net)	18	157.27	40.76
c) Other Current Liabilities	23	1,785.61	1,371.24
d) Provisions	19	28.94	25.87
Total Current Liabilities		14,992.13	11,409.54
Total Equity and Liabilities (1+2+3)		75,168.80	63,677.34
Summary of Significant Accounting Policies	1-3		

See accompanying Notes forming part of the Standalone Financial Statements

In terms of our Report attached.

For **S. R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number : 301003E/E300005

per **Bhaswar Sarkar**

Partner

Membership No. : 055596

Kolkata

5th June 2021

For and on behalf of the Board of Directors

S K Bajoria

Chairman

(DIN- 00084004)

Rajesh Agarwal

Company Secretary

(FCS- 2825)

P Bajoria

Managing Director

(DIN- 00084031)

Kamal Sarda

Director and Chief Financial Officer

(DIN- 03151258)

Standalone Statement of Profit and Loss for the year ended 31st March 2021

(₹ in lacs)

	Note No.	For the year ended 31st March 2021	For the year ended 31st March 2020
I. REVENUE FROM OPERATIONS	24	64,907.47	49,861.13
II. Other Income	25	676.98	807.95
III. Total Income (I + II)		65,584.45	50,669.08
IV. EXPENSES :			
a) Cost of Materials Consumed	26	25,298.10	21,069.34
b) Purchases of Stock-in-Trade	27	5,861.66	4,062.97
c) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	28	(762.88)	484.89
d) Employee Benefits Expense	29	5,176.30	4,425.09
e) Finance Costs	30	235.88	296.09
f) Depreciation and Amortisation Expense	4.1, 4.2, 5 and 6	3,928.94	3,936.85
g) Other Expenses	31	15,716.33	12,817.14
Total Expenses		55,454.33	47,092.37
V. PROFIT BEFORE TAX (III - IV)		10,130.12	3,576.71
VI. Tax Expense :			
1) Current Tax	39	3,284.12	627.81
2) Deferred Tax	39 & 39.1	2,391.30	(24.43)
3) Excess Provision of Tax relating to earlier year written back	39	(28.52)	-
Total Tax Expense		5,646.90	603.38
VII. PROFIT FOR THE YEAR (V - VI)		4,483.22	2,973.33
Other Comprehensive Income/(Loss) :			
Other Comprehensive Income not be recycled to Profit or Loss			
i) Re-measurement Income/(Losses) on Defined Benefit Plans		42.02	(3.87)
ii) Income Tax relating to above item		(14.68)	1.35
VIII. Other Comprehensive Income/(Loss)		27.34	(2.52)
IX. Total Comprehensive Income for the year (VII + VIII)		4,510.56	2,970.81
X. Earnings per Equity Share (Nominal Value of ₹ 10/- each) :	32		
Basic & Diluted (in ₹)		12.44	8.25
Basic & Diluted (in ₹) (Adjusted) [Refer Note 39.1]		18.04	8.25
Summary of Significant Accounting Policies	1-3		

See accompanying Notes forming part of the Standalone Financial Statements

In terms of our Report attached.

For **S. R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number : 301003E/E300005

per **Bhaswar Sarkar**

Partner

Membership No. : 055596

Kolkata

5th June 2021

For and on behalf of the Board of Directors

S K Bajoria

Chairman

(DIN- 00084004)

Rajesh Agarwal

Company Secretary

(FCS- 2825)

P Bajoria

Managing Director

(DIN- 00084031)

Kamal Sarda

Director and Chief Financial Officer

(DIN- 03151258)

Standalone Cash Flow Statement for the year ended 31st March 2021

(₹ in lacs)

	For the year ended 31st March 2021	For the year ended 31st March 2020
CASH FLOWS FROM OPERATING ACTIVITIES :		
Profit before Tax for the year	10,130.12	3,576.71
Adjustments for :		
Finance Costs	235.88	296.09
Interest Income	(223.20)	(214.84)
Provision for Unspent Liabilities Reversed	(120.67)	(157.66)
Loss on disposal of Property, Plant and Equipment	125.08	28.78
Profit on Sale of Investments in Mutual Fund (Net)	(117.23)	(396.17)
Net Gain arising on Financial Assets measured at Fair Value through Profit and Loss	(212.11)	(37.62)
Sundry Debit Balances/Advances Written Off	183.51	475.59
Provision for Doubtful Trade Receivables/Advances (Net)	161.20	83.01
Depreciation and Amortisation Expense	3,928.94	3,936.85
Unrealised Foreign Exchange (Gain)	(21.47)	(209.12)
	14,070.05	7,381.62
Change in Working Capital :		
(Increase)/Decrease in Trade and Other Receivables	(3,602.68)	1,155.50
(Increase)/Decrease in Inventories	(2,676.83)	1,297.06
Increase in Trade, Other Payables and Provisions	3,030.73	1,520.66
Net change in Working Capital	(3,248.78)	3,973.22
Cash generated from Operations	10,821.27	11,354.84
Income Taxes (paid)/Refund received (Net)	(1,730.53)	540.68
Net Cash Generated from Operating Activities (1)	9,090.74	11,895.52
CASH FLOWS FROM INVESTING ACTIVITIES :		
Purchase of Investments	(19,504.82)	(25,377.51)
Proceeds from Sale of Investments	16,423.82	21,044.10
Proceeds from Maturity of Term Deposits with Banks	4,950.00	2,326.45
Payment for Term Deposits with Banks	(9,505.00)	(1,515.00)
Interest Received	82.75	243.56
Payments for Property, Plant and Equipment, Other Intangibles and Capital Work-in-Progress	(2,572.84)	(1,718.20)
Proceeds from disposal of Property, Plant and Equipment	8.08	3.00
Net Cash (used in) Investing Activities (2)	(10,118.01)	(4,993.60)

Standalone Cash Flow Statement for the year ended 31st March 2021 (Contd.)

(₹ in lacs)

	For the year ended 31st March 2021	For the year ended 31st March 2020
CASH FLOWS FROM FINANCING ACTIVITIES :		
Dividend on Equity Share and Dividend Distribution Tax thereon	–	(2,172.40)
Repayment of Long-Term Borrowings	–	(187.50)
Proceeds from/(Repayments) of Short-Term Borrowings (Net)	486.03	(3,503.58)
Payments of Lease Liabilities (Refer Note 4.2)	(68.68)	(73.87)
Interest Paid	(149.36)	(217.75)
Net Cash flows from/(used in) Financing Activities (3)	267.99	(6,155.10)
Net Increase/(Decrease) in Cash and Cash Equivalents (1+2+3)	(759.28)	746.82
Cash and Cash Equivalents at the beginning of the year	777.23	30.41
Cash and Cash Equivalents at the end of the year [Refer Note 15(A)]	17.95	777.23
Summary of Significant Accounting Policies (Refer Note 1 to 3)		

See accompanying Notes forming part of the Standalone Financial Statements

In terms of our Report attached.

For **S. R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number : 301003E/E300005

per **Bhaswar Sarkar**

Partner

Membership No. : 055596

Kolkata

5th June 2021

For and on behalf of the Board of Directors

S K Bajoria

Chairman

(DIN- 00084004)

Rajesh Agarwal

Company Secretary

(FCS- 2825)

P Bajoria

Managing Director

(DIN- 00084031)

Kamal Sarda

Director and Chief Financial Officer

(DIN- 03151258)

Statement of Changes in Equity for the year ended 31st March 2021

(₹ in lacs)

	As at 31st March 2021		As at 31st March 2020	
	No. of Shares	Amount	No. of Shares	Amount
a. Equity Share Capital				
Issued and Paid up Capital				
Opening and Closing Balance (Equity Share of ₹ 10/- per Share with Voting Rights)	36,039,312	3,603.93	36,039,312	3,603.93
	Reserves and Surplus		Total	
	Securities Premium	Retained earnings		
b. Other Equity				
Balance as at 31st March 2019	41,616.37	5,381.80	46,998.17	
Add : Profits for the year	–	2,973.33	2,973.33	
Less : Utilised for Dividend Payment	–	(1,801.99)	(1,801.99)	
Less : Utilised for Dividend Tax Payment	–	(370.41)	(370.41)	
Less : Other Comprehensive Loss (Net of Tax)	–	(2.52)	(2.52)	
Balance as at 31st March 2020	41,616.37	6,180.21	47,796.58	
Add : Profits for the year	–	4,483.22	4,483.22	
Less : Other Comprehensive Income (Net of Tax)	–	27.34	27.34	
Balance as at 31st March 2021	41,616.37	10,690.77	52,307.14	

Summary of Significant Accounting Policies (Refer Note 1 to 3)

See accompanying Notes forming part of the Standalone Financial Statements

In terms of our Report attached.

For **S. R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number : 301003E/E300005

per **Bhaswar Sarkar**

Partner

Membership No. : 055596

Kolkata

5th June 2021

For and on behalf of the Board of Directors

S K Bajoria

Chairman

(DIN- 00084004)

Rajesh Agarwal

Company Secretary

(FCS- 2825)

P Bajoria

Managing Director

(DIN- 00084031)

Kamal Sarda

Director and Chief Financial Officer

(DIN- 03151258)

Notes to the Standalone Financial Statements

(₹ in lacs)

1. CORPORATE INFORMATION

IFGL Refractories Limited is a Public Limited Company and was incorporated under the Companies Act, 1956. The Company is primarily engaged in the manufacturing, trading and selling of Refractory items and its related equipment and accessories used in Steel plants. The Company also provides services in relation to refractory goods. Manufacturing facilities of the Company are located in Kandla Special Economic Zone (SEZ), Gujarat and Kalunga Industrial Estate near Rourkela, Odisha. The Company has operating Subsidiaries in Asia (China), in Europe (Germany and United Kingdom) and in North America (USA). The Company caters to both domestic and international markets. The shares of the Company are listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

These Ind AS Financial Statements were authorised for issue in accordance with a resolution of the Board of Directors on 5th June 2021.

2. SIGNIFICANT ACCOUNTING POLICIES :

This note provides a list of the significant accounting policies adopted in the preparation of these Standalone Financial Statements. These policies have been consistently applied to all the periods presented, unless otherwise stated.

2.1 Statement of Compliance

The Standalone Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013 (Ind AS Compliant Schedule III), as applicable to Standalone Financial Statement.

2.2 Basis of Preparation

These Standalone Financial Statements have been prepared on a Historical Cost basis except certain Financial Assets and Liabilities (Refer Accounting Policy regarding Financial Instruments). These Standalone Financial Statements are presented in Rupees and all values are rounded to the nearest lacs, except where otherwise indicated.

Historical cost is generally based on the Fair Value of the consideration given in exchange for goods and services.

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the Fair Value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair Value for measurement and/or disclosure purposes in these Financial Statements is determined on such a basis, except leasing transactions that are within the scope of Ind AS 116 – Leases that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 – Inventories or value in use in Ind AS 36 – Impairment of Assets.

2.3 Current versus Non-Current classification

All Current/Non-Current Assets and Liabilities have been classified as Current/Non-Current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 – Presentation of Financial Statements based on the nature of assets and liabilities and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of Assets and Liabilities.

2.4 Property, Plant and Equipment–Tangible Assets

Freehold Land is carried at Historical Cost. Property, Plant and Equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any. The cost of an item of Property, Plant and Equipment comprises of its cost of acquisition inclusive of inward freight, import duties and other non-refundable taxes or levies and any other cost directly attributable to the acquisition/construction of those items. Expenses capitalised also include applicable borrowing costs for qualifying assets, if any. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying value of any component accounted for as a separate asset is derecognised when replaced.

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

All other repairs and maintenance are charged to the Standalone Statement of Profit and Loss when incurred. An item of Property, Plant and Equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of Property, Plant and Equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Standalone Statement of Profit and Loss.

Capital Work-in-Progress is stated at cost (including borrowing cost, where applicable and adjustment for exchange difference), incurred during construction/installation/preoperative periods relating to items or project in progress net of accumulated impairment loss, if any.

2.5 Intangible Assets

Intangible Assets are recognised at the cost incurred for its acquisition and are carried at cost less amortisation and impairment, if any. Cost of Intangible Asset is capitalised where it is expected to provide future economic benefits and the cost can be measured reliably. Capitalisation Costs include license fees and costs of implementation/system integration services. The costs are capitalised in the year in which the related Intangible Asset is put to use.

Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific asset to which it relates.

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

Goodwill arising on Amalgamation has been recognised in accordance with the approved Scheme as detailed in Note 38. Said Goodwill is being amortised in accordance with the Scheme for which the Company has estimated useful life of 10 years. Such Goodwill will be tested for impairment at every reporting period and wherever there is an indication that the recoverable amount is less than its carrying amount based on a number of factor including business plan, operating results, future cash flows and economic conditions. The recoverable amount is determined based on higher of value in use and fair value less cost to sell. The Company uses discounted cash flow method to determine the recoverable amount. Cash flow projections take into account past experience and represent Management's best estimate about future developments.

2.6 Depreciation and Amortisation

Depreciation/Amortisation of Property, Plant and Equipment and Intangible Assets is calculated using Straight Line Method to allocate their costs, net of their residual values, over their estimated useful lives.

The useful lives considered is as prescribed in Schedule II to the Companies Act, 2013 except for certain items of Plant and Machinery (Machinery Spares) which are depreciated over a period of 1-5 years. The asset's residual values and useful lives are reviewed and adjusted if necessary, at the end of each reporting period.

Pro-rata depreciation/amortisation is charged on assets from/upto the date on which such assets are ready for intended use/are discarded or sold.

Computer Software is classified as Intangible Asset and amortised on a Straight Line basis over a period of 2 years.

2.7 Impairment of Non Financial Assets

Impairment Loss, if any, is provided to the extent, the carrying amount of assets or cash generating units exceed their recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life.

When an Impairment Loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no Impairment Loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an Impairment Loss is recognised immediately in Standalone Statement of Profit and Loss.

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

2.8 Inventories

Inventories are stated at lower of Cost and Net Realizable Value.

Raw Materials, Trading Goods and Stores and Spares : Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Finished Goods and Work in Progress : Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity. Net realisable value is the estimated selling price less estimated costs for completion and sale. Obsolete, slow moving and defective inventories are identified periodically and where necessary, a provision is made for such inventories.

2.9 Foreign Currency Transactions

The functional and presentation currency of the Company is Indian Rupee. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non monetary items carried at Fair Value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the Fair Value was determined. Non monetary items that are measured in terms of Historical Cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in Standalone Statement of Profit and Loss in the period in which they arise except for exchange differences on transactions entered into in order to hedge certain Foreign Currency Risks.

2.10 Investment in Subsidiaries

Investment in Subsidiaries are carried at cost in accordance with Ind AS 27.

2.11 Financial Instruments, Financial Assets, Financial Liabilities and Equity Instruments :

2.11.1 Financial Assets

Recognition : Financial Assets include Investments, Trade Receivables, Security Deposits, Cash and Cash Equivalents etc. Such assets are initially recognised at transaction price when the Company becomes party to contractual obligations. All the Financial Assets are initially measured at Fair Value. Transaction Costs that are directly attributable to the acquisition of Financial Assets (other than Financial Assets carried at Fair Value through Profit or Loss) are added to or deducted from the Fair Value measured on initial recognition of the Financial Assets.

Classification : Management determines the classification of an Asset at initial recognition depending on the purpose for which the Assets were acquired. The subsequent measurement of Financial Assets depends on such classification.

Financial Assets are classified as those measured at

- Amortised cost, where the Financial Assets are held solely for collection of cash flows arising from payments of principal and/or interest.
- Fair Value through Other Comprehensive Income (FVTOCI), where the Financial Assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at Fair Value, with unrealised gains and losses arising from changes in the Fair Value being recognised in Other Comprehensive Income.
- Fair Value through Profit or Loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the Fair Value of such assets. Such assets are subsequently measured at Fair Value, with unrealised gains and losses arising from changes in the Fair Value being recognised in the Standalone Statement of Profit and Loss in the period in which Trade Receivables, Security Deposits, Cash and Cash Equivalents etc are classified for measurement at amortised cost while Investments may fall under any of the aforesaid classes.

Impairment : The Company assesses at each reporting date whether a Financial Asset (or a group of Financial Assets) such as Investments, Trade Receivables and Security Deposits held at amortised cost and Financial Assets that are measured at Fair Value through Other Comprehensive Income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected Credit losses (ECL) are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For Trade Receivables, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its Historical Credit Loss experience, adjusted for forward-looking factors specific to the Debtors and the economic environment.

Reclassification : When and only when the business model is changed, the Company shall reclassify all affected Financial Assets prospectively from the reclassification date as subsequently measured at amortised cost, Fair Value through Other Comprehensive Income, Fair Value through Profit or Loss without restating the previously recognised gains, losses or interest and in terms of the reclassification principles laid down in the Ind AS relating to Financial Instruments.

De-recognition : Financial Assets are derecognised when the right to receive cash flows from the assets has expired, or has been transferred and the Company has transferred substantially all of the risks and rewards of ownership.

Concurrently, if the asset is one that is measured at :

- a) Amortised Cost, the gain or loss is recognised in the Standalone Statement of Profit and Loss,
- b) Fair Value through Other Comprehensive Income, the cumulative Fair Value adjustments previously taken to reserves are reclassified to the Standalone Statement of Profit and Loss unless the asset represents an Equity Investment in which case the cumulative Fair Value adjustments previously taken to reserves is reclassified within Equity.

Income Recognition : Interest Income is recognised in the Standalone Statement of Profit and Loss using the effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the Financial Asset to the gross carrying amount of the Financial Asset. Dividend Income is recognised in the Standalone Statement of Profit and Loss when the right to receive Dividend is established and the amount can be measured reliably.

2.11.2 Financial Liabilities

Borrowings, Trade Payables and other Financial Liabilities are initially recognised at the value of the respective contractual obligations. They are subsequently measured at amortised cost. Any discount or premium on redemption/settlement is recognised in the Standalone Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet. Financial Liabilities are derecognised when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled and on expiry.

De-recognition

A Financial Liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Standalone Statement of Profit and Loss.

Offsetting Financial Instruments

Financial Assets and Liabilities are offset and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

2.11.3 Equity Instruments

Equity Instruments are recognised at the value of the proceeds, net of direct costs of the capital issue.

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

2.12 Revenue

Revenue from contract and service income with customers is recognised when the Company satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations may be satisfied at a point of time or over a period of time. Performance obligations satisfied over a period of time are recognised as per the terms of relevant contractual agreements/arrangements. Performance obligations are said to be satisfied at a point of time when the customer obtains controls of the asset.

Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and value added tax. Transaction price is recognised based on the price specified in the contract, net of the estimated sales incentives/ discounts. Accumulated experience is used to estimate and provide for the discounts/ right of return, using the expected value method.

Interest Income is recognised in the Standalone Statement of Profit and Loss using the effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the Financial Asset to the gross carrying amount of the Financial Asset.

Export Incentives in the form of duty drawbacks and Status Holder Incentive Scrip (SHIC) are recognised on accrual basis against goods exported.

2.13 Government Grant

The Company may receive government grants that require compliance with certain conditions related to the Company's operating activities or are provided to the Company by way of financial assistance on the basis of certain qualifying criteria.

Government Grants are recognised when there is reasonable assurance that the grant will be received and the Company will comply with the conditions attached to the grant.

Accordingly, Export Benefits are accounted for as Government Grants in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

2.14 Employee Benefits :

Short Term Obligations

Liabilities for wages and salaries, including non monetary benefits that are expected to be settled wholly within 12 months after the end of the reporting period in which the employees render the related services are measured at the amounts expected to be paid. The Liabilities are presented as current employee benefit obligations in the Standalone Financial Statements. Cost of non accumulating compensated absences are recognised when the absences occur.

Post Employment Obligations

The Company makes contributions to both Defined Benefit and Defined Contribution Schemes.

- i) Contributions towards Provident Fund are recognised as expense. Provident Fund contributions in respect of employees upto August 2017 of erstwhile IFGL Refractories Limited are made to a Trustee managed exempted Fund and interest paid to members thereof is not lower than that declared annually by the Central Government. Shortfall, if any, is made good by the Company. Membership to said Fund has been closed on and from 1st September 2017, subject to necessary approvals and/or permissions. Provident Fund in respect of remaining employees are made to Statutory Provident Fund established by the Central Government. The Company's contribution is recognised as an expense in the Standalone Statement of Profit and Loss for the period in which the employees render related service.
- ii) Contribution under statutory Employees' Pension Scheme is made as per statutory requirements and charged as expenses for the year.
- iii) Certain employees who joined before 31st March 2004 in erstwhile IFGL Refractories Limited are members of a Trustee managed Superannuation Fund. Said Fund provides for Superannuation Benefit on retirement/death/incapacitation/ termination and was amended from the Defined Benefit to Defined Contribution Plan effective 1st April 2004. Defined Benefits were frozen on 31st March 2004. Necessary formalities and approvals have been complied with and obtained. Contribution to Superannuation Fund (Defined Contribution Plan) for certain employees is charged as expenses for the year.

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

- iv) The Company also contributes to the Central Government administered Employees' State Insurance Scheme for its eligible employees which is a Defined Contribution Plan.
- v) The Company provides Gratuity benefit to its employees through a Trustee managed Fund. Gratuity entitlement of the employees is as per provisions of the Payment of Gratuity Act, 1972. However, in case of employees joining before 1st April 2003 of erstwhile IFGL Refractories Limited, they are entitled to Gratuity as per Scheme framed by that Company or as per the Payment of Gratuity Act, 1972, whichever is higher. Liability towards Gratuity, Superannuation (Defined Benefit Plan) covering eligible employees, is provided and funded on the basis of year end Actuarial Valuation. The liability or asset recognised in the Balance Sheet in respect of Gratuity Plans is the present value of Defined Benefit Obligations at the end of the reporting period less the fair value of Plan Assets. The Defined Benefit Obligation is calculated annually by actuary using the Projected Unit Credit Method. The present value of the Defined Benefit Obligations is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on Government Bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the Defined Benefit Obligation and the Fair Value of Plan Assets. This cost is included in the employee benefit expense in the Standalone Statement of Profit and Loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in Other Comprehensive Income. They are included in Retained Earnings in the Statement of Changes in Equity and in the Balance Sheet.
- vi) Accrued Liability towards Compensated Absence, covering eligible employees, evaluated on the basis of year end Actuarial Valuation is recognised as a charge.

2.15 Leases

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

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right of use assets representing the right to use the underlying assets.

Right of use assets

The Company recognises right of use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right of use Assets are measured at cost, less any accumulated depreciation and impairment losses and adjusted for any remeasurement of Lease Liabilities.

Right of use Assets are depreciated on a Straight Line basis over the lease term or estimated useful life of asset, whichever is less.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right of use assets are also subject to impairment. Refer to the accounting policies under section 2.7 : Impairment of Non Financial Assets

Lease Liabilities

At the commencement date of the lease, the Company recognises Lease Liabilities measured at the present value of Lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate and amounts expected to be paid under residual value guarantees.

In calculating the Present Value of Lease Payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of Office, Machinery and Equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of offices, equipment, etc. that are of low value. Lease payments on short term leases and leases of low-value assets are recognised as expense on a Straight Line basis over the lease term.

2.16 Taxes on Income

Taxes on Income comprises of Current Taxes and Deferred Taxes. Current Tax in the Standalone Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted at the end of the reporting period, together with any adjustment to tax payable in respect of previous years. Current Income Tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in Other Comprehensive Income or in Equity). Current Tax items are recognised in correlation to the underlying transaction either in OCI or directly in Equity. The Company periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred Tax is recognised on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period. Deferred Tax Assets are recognised for the future tax consequences to the extent it is probable that future taxable profits will be available against which such unused tax losses can be utilised.

Deferred Tax Assets and Liabilities are offset when there is legally enforceable right to offset Current Tax Assets and Liabilities and when the Deferred Tax balances related to the same taxation authority. Current Tax Assets and Tax Liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on net basis or to realise the asset and settle the liability simultaneously.

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as Current Tax for the year. The Deferred Tax Asset is recognised for MAT credit available only to the extent that it is probable that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset, it is created by way of credit to the Statement of Profit and Loss and shown as part of Deferred Tax Asset. The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

2.17 Provisions

Provisions are recognised when, as a result of a past event, the Company has a legal or constructive obligation, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. The amount so recognised is a best estimate of the consideration required to settle the obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. In an event when the time value of money is material, the provision is carried at the present value of the cash flows estimated to settle the obligation.

2.18 Operating Segments

Operating Segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The CODM is responsible for allocating resources and assessing performance of the Operating Segments. Based on such the Company operates in one Operating Segment, viz. Specialised Refractories and Ceramics.

Segments are organised based on business which have similar economic characteristics as well as exhibit similarities in nature of products and services offered, the nature of production processes, the type and class of customer and distribution methods. As per Ind AS 108, if a financial report contains both the Consolidated Financial Statements of a Parent that is within the scope of this Indian Accounting Standard as well as the parent's separate Financial Statements, segment information is required only in the Consolidated Financial Statements. Accordingly, the Company has presented segment only in Consolidated Financial Statements.

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

2.19 Borrowing Costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.20 Cash and Cash Equivalents

Cash and Cash Equivalent in the Balance Sheet comprise Cash at Banks and on hand and Short-Term Deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

2.21 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss attributable to Equity holders of the Company by the Weighted Average number of Equity Shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to Equity Shareholders of the Company and the Weighted Average number of Shares outstanding during the period are adjusted for the effects of all dilutive potential Equity Shares.

2.22 Contingent Liabilities

A Contingent Liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the Financial Statements.

2.23 Changes in Accounting Standard and recent accounting pronouncements

There are no standards issued but not yet effective up to the date of issuance of the Company's Financial Statements.

3. USE OF ESTIMATES AND JUDGEMENTS :

The preparation of Standalone Financial Statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of Assets and Liabilities and disclosure of Contingent Liabilities at the date of the Standalone Financial Statements and the Results of Operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements in applying Accounting Policies

The judgements, apart from those involving estimations (see note below), that the Company has made in the process of applying its accounting policies and that have a significant effect on the amounts recognised in these Standalone Financial Statements pertain to useful life of Intangible Assets acquired in merger. Refer notes to the Standalone Financial Statements.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of Assets and Liabilities within the next financial year.

3.1 Useful lives of Property, Plant and Equipment and Intangible Assets

As described in the significant accounting policies, the Company reviews the estimated useful lives of Property, Plant and Equipment and Intangible Assets at the end of each reporting period.

3.2 Fair Value Measurements and Valuation Processes

Some of the Company's assets and liabilities are measured at Fair Value for financial reporting purposes. Fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the Fair Value Measurements are observable and the significance of the inputs to the Fair Value Measurement in its entirety, which are described as follows :

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability. The Company engages third party valuers, where required, to perform the valuation. Information about the valuation techniques and inputs used in determining the Fair Value of various assets and liabilities are disclosed in the Notes to the Standalone Financial Statements.

3.3. Actuarial Valuation

The determination of Company's Liability towards Defined Benefit Obligation to employees is made through independent Actuarial Valuation including determination of amounts to be recognised in the Standalone Statement of Profit and Loss and in Other Comprehensive Income. Such valuation depend upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in notes to the Standalone Financial Statements.

3.4. Claims, Provisions and Contingent Liabilities

The Company has ongoing litigations with various regulatory authorities and third parties. Where an outflow of funds is believed to be probable and a reliable estimate of the outcome of the dispute can be made based on management's assessment of specific circumstances of each dispute and relevant external advice, management provides for its best estimate of the liability. Such accruals are by nature complex and can take number of years to resolve and can involve estimation uncertainty. Information about such litigations is provided in notes to the Standalone Financial Statements.

3.5. Provision against obsolete and slow-moving inventories

The Company reviews the condition of its Inventories and makes provision against obsolete and slow moving Inventory items which are identified as no longer suitable for sale or use. Company estimates the net realisable value for such Inventories based primarily on the latest invoice prices and current market conditions. The Company carries out an Inventory review at each Balance Sheet date and makes provision against obsolete and slow moving items. The Company reassesses the estimation on each Balance Sheet date.

3.6. Impairment of Financial Assets

The Company assesses impairment based on Expected Credit Losses (ECL) model on Trade Receivables. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of Trade Receivables. The provision matrix is based on its historically observed default rates over the expected life of the Trade Receivable and is adjusted for forward looking estimates. At every reporting date, the historically observed default rates are updated and changes in the forward looking estimates are analysed.

3.7. Taxes

Deferred Tax Assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses including unabsorbed depreciation can be utilised. Significant management estimate and assumptions is required to determine the amount of Deferred Tax Assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. For details Refer Note 10.

3.8. Leases-Estimating the incremental Borrowing Rate

The Company does not determine the interest rate implicit in the lease, therefore, it uses its Incremental Borrowing Rate (IBR) to measure Lease Liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term and with a similar security, the funds necessary to obtain an asset of a similar value to the right of use asset in a similar economic environment.

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

	As at 31st March 2021	As at 31st March 2020
4.1. PROPERTY, PLANT AND EQUIPMENT :		
Net Carrying amounts of :		
Land (Freehold)	928.18	928.18
Buildings	2,536.26	2,476.12
Plant and Equipment	3,904.34	4,305.27
Furniture and Fixtures	34.04	38.77
Leasehold Improvements	2.26	2.26
Vehicles	262.10	222.44
Office Equipment	66.64	66.79
Computers	27.53	28.73
Total	7,761.35	8,068.56

	As at 31st March 2019	Additions	Discard / Disposals	As at 31st March 2020	Additions	Discard / Disposals	As at 31st March 2021
Gross Carrying Amount- Cost							
Land (Freehold)	928.18	–	–	928.18	–	–	928.18
Buildings	2,750.09	742.79	–	3,492.88	181.51	–	3,674.39
Plant and Equipment	12,676.26	1,184.57	503.29	13,357.54	759.00	551.11	13,565.43
Furniture and Fixtures	76.61	3.63	–	80.24	5.85	3.76	82.33
Leasehold Improvements	48.91	–	–	48.91	–	–	48.91
Vehicles	377.51	26.83	20.48	383.86	82.88	–	466.74
Office Equipment	162.15	13.68	0.26	175.57	21.29	9.40	187.46
Computers	109.37	16.37	0.67	125.07	18.16	0.59	142.64
Total	17,129.08	1,987.87	524.70	18,592.25	1,068.69	564.86	19,096.08

	As at 31st March 2019	Charge for the year	Discard / Disposals	As at 31st March 2020	Charge for the year	Discard / Disposals	As at 31st March 2021
Depreciation							
Land (Freehold)	–	–	–	–	–	–	–
Buildings	909.53	107.23	–	1,016.76	121.37	–	1,138.13
Plant and Equipment	8,496.89	974.70	419.32	9,052.27	980.66	371.84	9,661.09
Furniture and Fixtures	31.71	9.76	–	41.47	10.06	3.24	48.29
Leasehold Improvements	46.65	–	–	46.65	–	–	46.65
Vehicles	129.72	43.50	11.80	161.42	43.22	–	204.64
Office Equipment	90.93	17.95	0.10	108.78	17.70	5.66	120.82
Computers	74.20	22.27	0.13	96.34	18.97	0.20	115.11
Total	9,779.63	1,175.41	431.35	10,523.69	1,191.98	380.94	11,334.73

4.1.a The details of Property, Plant and Equipment hypothecated against borrowings are presented in Note 20.

4.2 RIGHT TO USE ASSET

As a Lessee :

The Company has lease contracts for Premises used for its operations and has lease terms upto 90 years. The Company also has certain leases with lease terms of 12 months or less. The Company applies the 'Short-Term Lease' recognition exemption for these leases.

Set out below are the Carrying Amounts of Right of Use Assets recognised and the movements during the period :

	As at 31st March 2021	As at 31st March 2020
Opening	1,622.84	–
Additions	–	1,682.00
Less : Depreciation Expense	59.16	59.16
Closing	1,563.68	1,622.84

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

Set out below are the Carrying Amounts of Lease Liabilities and the movements during the period :	As at 31st March 2021	As at 31st March 2020
Opening	943.74	–
Additions	–	939.27
Accretion of interest	86.52	78.34
Payments	(68.68)	(73.87)
Closing	961.58	943.74
Non-Current	884.94	867.10
Current	76.64	76.64

The effective Interest Rate for Lease Liabilities is 9% with maturities ranging upto 90 years.	As at 31st March 2021	As at 31st March 2020
Depreciation expense of Right of Use Assets	59.16	59.16
Interest expense on Lease Liabilities	86.52	78.34
Expense relating to Short Term & low Leases (included in Other Expenses)	74.02	71.20
Total amount recognised in Profit or Loss	219.70	208.70

	As at 31st March 2021	As at 31st March 2020
5. GOODWILL :		
Net Carrying amounts of :		
Goodwill (arising on merger)*	13,349.71	16,019.66
Total	13,349.71	16,019.66

	As at 31st March 2019	Additions	As at 31st March 2020	Additions	As at 31st March 2021
Gross Carrying Amount					
Goodwill (arising on merger)*	26,699.46	–	26,699.46	–	26,699.46
Total	26,699.46	–	26,699.46	–	26,699.46

	As at 31st March 2019	Charge for the year	As at 31st March 2020	Charge for the year	As at 31st March 2021
Amortisation					
Goodwill (arising on merger)*	8,009.85	2,669.95	10,679.80	2,669.95	13,349.75
Total	8,009.85	2,669.95	10,679.80	2,669.95	13,349.75

*Refer Note 38

	As at 31st March 2021	As at 31st March 2020
6. OTHER INTANGIBLE ASSETS :		
Net Carrying amounts of :		
Computer Software	19.83	7.36
Total	19.83	7.36

	As at 31st March 2019	Additions	As at 31st March 2020	Additions	As at 31st March 2021
Gross Carrying Amount					
Computer Software	223.29	6.01	229.30	20.30	249.60
Total	223.29	6.01	229.30	20.30	249.60

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

	As at 31st March 2019	Charge for the year	As at 31st March 2020	Charge for the year	As at 31st March 2021
Amortisation					
Computer Software	189.61	32.33	221.94	7.83	229.77
Total	189.61	32.33	221.94	7.83	229.77

	As at 31st March 2021			As at 31st March 2020		
	QTY	Current	Non-Current	QTY	Current	Non-Current
7. INVESTMENTS						
A. Investments Carried at Cost						
Unquoted Investments (all Fully Paid)						
Investments in Equity Instruments						
Unquoted Subsidiary Company :						
IFGL Worldwide Holdings Limited [Fully paid Equity Shares of GBP 1 each]	6,350,000	–	5,625.39	6,350,000	–	5,625.39
TOTAL INVESTMENTS CARRIED AT COST [A]	–	–	5,625.39	–	–	5,625.39
B. Investments Carried at Amortised Cost						
Quoted (Fully Paid)						
Investments in Non Convertible Debentures or Bonds						
Power Finance Corporation Limited [8.09% Tax Free Bonds of Face Value ₹ 100,000 each having maturity on 25th November 2021]	50	52.05	–	50	–	52.05
TOTAL INVESTMENTS CARRIED AT AMORTISED COST [B]	–	52.05	–	–	–	52.05
C. Investments Carried at Fair Value Through Profit and Loss (FVTPL)						
Quoted*						
Investments in Mutual Funds						
- Aditya Birla Sun Life Short Term Fund-Direct Plan-Growth Option	262,136	100.80	–	–	–	–
- Axis Banking & PSU Debt Fund-Direct Plan-Growth Option	24,635	516.79	–	–	–	–
- Axis Liquid Fund-Direct Plan-Growth Option	–	–	–	6,835	150.66	–
- Axis Short Term Fund -Direct Plan-Growth Option	6,898,897	1,752.45	–	–	–	–
- Axis Treasury Advantage Fund - Direct - Growth	12,084	299.99	–	–	–	–
- DSP Savings Fund - Direct Plan - Growth Option	1,291,917	501.85	–	–	–	–
- HDFC Corporate Bond Fund-Direct Plan-Growth Option	1,986,298	500.22	–	–	–	–
- HDFC Overnight Fund-Direct Plan-Growth Option	21,400	654.42	–	–	–	–
- HDFC Liquid Fund -Direct Plan-Growth Option	–	–	–	18,806	734.67	–
- ICICI Prudential Liquid Fund-Direct Plan-Growth	–	–	–	1,155,390	3,394.32	–
- ICICI Prudential Banking and PSU Debt Fund-Direct Plan-Growth	2,364,462	605.69	–	–	–	–
- ICICI Prudential Short Term Fund-Direct Plan-Growth Option	1,205,854	586.28	–	–	–	–
- IDFC Banking & PSU Debt Fund-Direct Plan-Growth Option	5,293,345	1,034.35	–	–	–	–
- IDFC Bond Fund-Medium Term Plan-Direct Plan-Growth	1,318,242	509.47	–	–	–	–

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

	As at 31st March 2021			As at 31st March 2020		
	QTY	Current	Non-Current	QTY	Current	Non-Current
- IDFC Bond Fund - Short Term Plan-Direct Plan-Growth	1,100,355	515.65	-	-	-	-
- IDFC Cash Fund -Direct Plan -Growth	-	-	-	138,926	3,336.76	-
- IDFC Corporate Bond Fund Direct Plan-Growth	6,665,694	1,017.49	-	-	-	-
- Kotak Bond Short Term Plan-Growth - Direct	2,563,208	1,114.43	-	-	-	-
- Kotak Corporate Bond Fund- Direct Plan-Growth Option	37,877	1,130.50	-	-	-	-
- Kotak Liquid - Growth - Direct	-	-	-	39,972	1,604.84	-
- SBI Banking & PSU Fund-Direct-Growth	18,349	468.64	-	-	-	-
- SBI Liquid Fund - Direct-Growth	18,699	602.40	-	-	-	-
- SBI Magnum Ultra Short Duration Fund-Direct-Growth	4,266	201.31	-	-	-	-
Investment in Bond						
- Government of India (GOI) Bond	85,600	-	99.69	85,600	-	99.69
- SBI Perpetual Bond	500,000	-	518.87	-	-	-
TOTAL INVESTMENTS CARRIED AT FVTPL [C]		12,112.73	618.56		9,221.25	99.69
TOTAL INVESTMENTS CARRYING VALUE (A) + (B) + (C)		12,164.78	6,243.95		9,221.25	5,777.13
Other Disclosures						
Aggregate amount of Quoted Investments		12,164.78	618.56		9,221.25	151.74
Aggregate amount of Unquoted Investments		-	5,625.39		-	5,625.39
Aggregate Market Value of Quoted Investments		12,165.00	618.56		9,221.25	152.67

* Quoted includes repurchased price of mutual fund units.

	As at 31st March 2021		As at 31st March 2020	
	Current	Non-Current	Current	Non-Current
8. LOANS AND DEPOSITS				
Unsecured, Considered Good				
- Security Deposits	-	226.75	-	219.58
Total	-	226.75	-	219.58

	As at 31st March 2021		As at 31st March 2020	
	Current	Non-Current	Current	Non-Current
9. OTHER FINANCIAL ASSETS				
Unsecured, Considered Good				
a) Bank Deposits with more than 12 months maturity	-	325.00	-	-
b) Interest accrued on Deposits	142.53	-	2.08	-
c) Receivable from Gratuity Fund (Refer Note 36)	31.12	-	188.77	-
d) Claims Receivable	13.71	-	16.74	-
Total	187.36	325.00	207.59	-

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

10. DEFERRED TAX ASSETS/LIABILITIES (NET)

A. Components of Deferred Tax Assets and (Liabilities) as at 31st March 2021 is as below :

	Balance as at 1st April 2020	Recognised/ (Reversed) in Statement of Profit and Loss	Recognised/ (Reversed) in Balance Sheet	Balance as at 31st March 2021
Deferred Tax Assets				
Unabsorbed Depreciation carried forward	482.10	(482.10)	–	–
Accrued Expenses deductible when paid and Allowance for Doubtful Debts	504.75	71.01	–	575.76
Expenses related to Amalgamation	5.71	(5.71)	–	–
MAT Credit Entitlement	2,520.35	–	(1,503.38)	1,016.97
	3,512.91	(416.80)	(1,503.38)	1,592.73
Deferred Tax Liabilities				
Property, Plant and Equipment and Intangible Assets (Refer Note 39.1)	2,970.62	1,928.65	–	4,899.27
Fair Value of Investment carried at FVTPL	13.59	60.53	–	74.12
	2,984.21	1,989.18	–	4,973.39
Net Deferred Tax Assets/(Liabilities)	528.70	(2,405.98)	(1,503.38)	(3,380.66)

	As at 31st March 2021	As at 31st March 2020
Deferred Tax related to items recognised to OCI (included above) during the year :		
Re-measurement (Gain)/Loss on Defined Benefit Plans	(14.68)	1.35
Total	(14.68)	1.35

B. Components of Deferred Tax Assets and (Liabilities) as at 31st March 2020 is as below :

	Balance as at 1st April 2019	Recognised/ (Reversed) in Statement of Profit and Loss	Balance as at 31st March 2020
Deferred Tax Assets			
Unabsorbed Depreciation carried forward	1,317.65	(835.55)	482.10
Accrued Expenses deductible when paid and Allowance for Doubtful Debts	384.25	120.50	504.75
Expenses related to Amalgamation	11.42	(5.71)	5.71
MAT Credit Entitlement	1,892.54	627.81	2,520.35
	3,605.86	(92.95)	3,512.91
Deferred Tax Liabilities			
Property, Plant and Equipment and Intangible Assets	2,996.09	(25.47)	2,970.62
Fair Value of Investment carried at FVTPL	106.86	(93.27)	13.59
	3,102.95	(118.74)	2,984.21
Net Deferred Tax Assets	502.91	25.79	528.70

	As at 31st March 2021	As at 31st March 2020
11. INCOME TAX ASSETS (NET)		
Advance Income Tax	239.89	145.06
Total	239.89	145.06

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

Income Tax Expense/(Benefits)

The Company is subject to Income Tax in India on the basis of Standalone Financial Statements. As per the Income Tax Act, the Company is liable to pay Income Tax which is the higher of regular Income Tax payable or the amount payable based on the provisions applicable for Minimum Alternate Tax (MAT).

	As at 31st March 2021		As at 31st March 2020	
	Current	Non-Current	Current	Non-Current
12. OTHER ASSETS				
Unsecured, Considered Good				
a) Capital Advances	–	307.45	–	88.25
b) Advances to Suppliers	284.57	–	134.23	–
c) Balances with Government Authorities (other than Income Tax)	467.15	21.17	339.21	21.17
d) Pre-payments	128.49	–	103.73	–
e) Advance to Employees for Expenses	3.95	–	18.36	–
Total	884.16	328.62	595.53	109.42

	As at 31st March 2021	As at 31st March 2020
13. INVENTORIES :		
a) Raw Materials and Components	4,365.81	2,732.21
b) Work-in-Progress	1,644.32	1,459.26
c) Finished Goods	2,827.01	2,210.25
d) Stock-in-Trade	374.03	412.97
e) Stores and Spares	840.60	560.25
Total	10,051.77	7,374.94
Included in above, Goods-in-Transit :		
i) Raw Materials and Components	1,572.97	446.44
ii) Finished Goods	2,380.57	1,766.72
Total	3,953.54	2,213.16

13.1 Inventories are hypothecated against the Borrowings of the Company as referred in Note 20.

	As at 31st March 2021	As at 31st March 2020
14. TRADE RECEIVABLES :		
a) Trade Receivables Considered Good - Unsecured	15,671.54	12,505.45
b) Trade Receivables - Credit Impaired	1,208.80	1,047.60
Less : Allowance for Impairment Loss	(1,208.80)	(1,047.60)
Total	15,671.54	12,505.45

14.1. For amounts due relating to Related Party Receivables see Note 36.

Ageing of Trade Receivables and Credit Risk arising therefrom is as below :

	As at 31st March 2021	As at 31st March 2020
Less than three months	9,779.92	7,503.17
Between three to six months	3,663.30	3,165.47
Between six to twelve months	2,092.57	1,310.00
More than twelve months	135.75	526.81
Total	15,671.54	12,505.45

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

	As at 31st March 2021	As at 31st March 2020
15. CASH AND BANK BALANCES :		
A) Cash and Cash Equivalents		
a) Balances with Banks		
- In Current Accounts	12.05	114.04
- In Deposits Accounts (with original maturity of less than 3 months)	–	465.00
b) Cheques, Drafts on Hand	–	185.99
c) Cash on Hand	5.90	12.20
Total	17.95	777.23
B) Bank balances other than (A) above		
a) Deposits with original maturity beyond 3 months but not exceeding 12 months	4,230.00	–
b) Unclaimed Dividend Accounts (Refer Note 15.1)	94.89	108.31
Total	4,324.89	108.31

15.1 Balances in Unclaimed Dividend Account can be utilised by the Company only towards settlement of the respective Unpaid Dividend or for transfer to Investor Education and Protection Fund in accordance with law.

Changes in Liabilities arising from Financing Activities	Borrowings	Lease Liabilities	
		Current	Non-Current
As at 1st April 2020	3,179.07	76.64	867.10
Add : Cash Flow changes	486.03	(68.68)	–
Add : Other Changes	(62.55)	68.68	17.84
As at 31st March 2021	3,602.55	76.64	884.94

Changes in Liabilities arising from Financing Activities	Borrowings	Lease Liabilities	
		Current	Non-Current
As at 1st April 2019	6,734.92	–	–
Add : Cash Flow changes	(3,691.08)	(73.87)	–
Add : Other Changes	135.23	150.51	867.10
As at 31st March 2020	3,179.07	76.64	867.10

	As at 31st March 2021		As at 31st March 2020	
	No. of Shares	Amount	No. of Shares	Amount
16. SHARE CAPITAL :				
Authorised Share Capital :				
Opening and Closing Balance (Equity Share of ₹ 10/- per share with Voting Rights)	43,000,000	4,300.00	43,000,000	4,300.00
5% Redeemable Preference Shares of ₹ 100/- each				
Opening and Closing Balance (Preference Share of ₹ 100/- per share)	2,000,000	2,000.00	2,000,000	2,000.00
Issued and Paid up Capital				
Opening and Closing Balance (Equity Share of ₹ 10/- per share with Voting Rights)	36,039,312	3,603.93	36,039,312	3,603.93

16.1 Share issued pursuant to the Scheme of Amalgamation

Pursuant to the Scheme of Amalgamation as detailed in Note 38, the Company issued and allotted 34,610,472 Equity Shares of ₹ 10/- each fully paid and 1,487,160 Equity Shares of the Company of ₹ 10/- each fully paid held by erstwhile IFGL Refractories Limited were cancelled on 18th September 2017.

16.2 Terms/Rights attached to Equity Shares

The Company has only one class of Equity Shares having face value of ₹ 10/- each. Each holder of such shares is entitled to 1 vote per share. In the event of liquidation of the Company, the Equity Shareholders will be entitled to receive the remaining Assets of the Company, after distribution of all preferential amounts, in proportion to their Shareholding. The Company in their General Meeting may declare Dividends, but no Dividend shall exceed the amount recommended by the Board of Directors of the Company.

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

16.3 Shares held by the Holding Company and Subsidiaries of the Holding Company

Name of the Shareholder	As at 31st March 2021		As at 31st March 2020	
	No. of Shares	% Holding	No. of Shares	% Holding
Bajoria Financial Services Private Limited- Holding Company	18,454,353	51.21	18,454,353	51.21
Bajoria Enterprises Limited (BEL)- Fellow Subsidiary	270	0.00	270	0.00

16.4 Details of Shareholders holding more than 5% of aggregate Shares in the Company

Name of the Shareholder	As at 31st March 2021		As at 31st March 2020	
	No. of Shares	% Holding	No. of Shares	% Holding
Bajoria Financial Services Private Limited	18,454,353	51.21	18,454,353	51.21
Krosaki Harima Corporation, Japan- Foreign Promoter of the Company	5,590,156	15.51	5,590,156	15.51

16.5 The Company on 6th August 2016, issued and allotted 756,000 Ordinary Shares of ₹ 10/- each, fully paid up Bonus Shares in the proportion of 3.5 Bonus Share of ₹ 10/- each for every existing 10 (ten) Equity Shares ₹ 10/- each.

	Reserves and Surplus		Total
	Securities Premium	Retained Earnings	
17. OTHER EQUITY :			
Balance as at 31st March 2019	41,616.37	5,381.80	46,998.17
Add : Profits for the year	–	2,973.33	2,973.33
Less : Utilised for Dividend payment	–	(1,801.99)	(1,801.99)
Less : Utilised for Dividend Tax payment	–	(370.41)	(370.41)
Less : Other Comprehensive Loss (Net of Tax)	–	(2.52)	(2.52)
Balance as at 31st March 2020	41,616.37	6,180.21	47,796.58
Add : Profits for the year	–	4,483.22	4,483.22
Less : Other Comprehensive Income (Net of Tax)	–	27.34	27.34
Balance as at 31st March 2021	41,616.37	10,690.77	52,307.14

Notes :

- Securities Premium is used to record the premium on issue of shares. The same is utilised in accordance with the provisions of Section 52 of the Companies Act, 2013.
- Retained Earnings represents the Profits that the Company has earned till date, less any Dividends or other distributions to the Shareholders.

The Board of Directors, at its meeting on 5th June 2021, have proposed a Final Dividend of ₹ 4/- (40%) and one time Special Dividend of ₹ 6/- (60%) per Equity Share for the Financial Year ended 31st March 2021 subject to the approval of Shareholders at the forthcoming Annual General Meeting and following Policy on Dividend Distribution of the Company. Total Proposed Dividends is higher by ₹ 7.5 (75%) per equity share compared to Dividend paid for preceding Financial Year 2019-20 and if approved would result in a cash outflow of approximately ₹ 3,603.93. Proposed Dividend is accounted for in the year in which it is approved by the Shareholders.

	As at 31st March 2021	As at 31st March 2020
18. INCOME TAX LIABILITIES (NET)		
Provision for Income Tax	157.27	40.76
Total	157.27	40.76

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

	As at 31st March 2021		As at 31st March 2020	
	Current	Non-Current	Current	Non-Current
19. PROVISIONS				
Provision for Employee Benefits (Refer Note 29)				
- Compensated Absences	28.94	–	25.87	–
- Gratuity	–	–	–	0.19
Total	28.94	–	25.87	0.19

	As at 31st March 2021	As at 31st March 2020
20. CURRENT BORROWINGS :		
Secured Borrowings		
Working Capital Loans repayable on Demand	59.61	415.44
Packing Credit Loan repayable upto six months	3,542.94	2,763.63
Total	3,602.55	3,179.07

20.1 Working Capital and Packing Credit Loans from the Banks are secured by hypothecation of Stocks of Raw Materials, Stock in Process, Finished Goods, Consumables, Spares, Stores, Receivables and Other Current Assets both present and future on pari passu basis and by a second charge over all Property, Plant and Equipment of the Company on pari passu basis.

	As at 31st March 2021	As at 31st March 2020
21. TRADE PAYABLES :		
Total Outstanding dues of Micro Enterprises and Small Enterprises	678.09	258.82
Total Outstanding dues of Creditors other than Micro Enterprises and Small Enterprises	7,835.51	5,978.89
Total	8,513.60	6,237.71

	As at 31st March 2021	As at 31st March 2020
21.1 Dues to the Micro Enterprises and Small Enterprises		
1. The principal amount remaining unpaid to supplier as at the end of accounting year	678.09	258.82
2. The interest due thereon remaining unpaid to supplier as at the end of accounting year	0.22	0.10
3. The amount of interest paid in terms of Section 16, along with the amount of payment made to the supplier beyond the appointment day during the year 2020-21	–	–
4. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act.	0.22	0.10
5. The amount of interest accrued during the year and remaining unpaid at the end of the accounting year.	–	–

21.2 Trade Payables are Non-Interest bearing except in case of delay of payment to MSME.

21.3. For amounts due relating to Related Party Payable see Note 36.

	As at 31st March 2021	As at 31st March 2020
22. OTHER FINANCIAL LIABILITIES :		
a) Unpaid Dividends (Refer Note 22.1)	94.89	108.31
b) Deposits	62.42	47.66
c) Payables for Employee Benefits	511.36	266.88
d) Creditors for Capital Supplies/Services	158.85	55.40
Total	827.52	478.25

22.1 There are no amounts due for payment to the Investor Education and Protection Fund as at the year end.

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

	As at 31st March 2021	As at 31st March 2020
23. OTHER CURRENT LIABILITIES		
a) Advances received from Customers	1,280.60	592.33
b) Statutory Dues	505.01	778.91
Total	1,785.61	1,371.24

	For the year ended 31st March 2021	For the year ended 31st March 2020
24. REVENUE FROM OPERATIONS		
Revenue From Sale of Products :		
Finished Goods	55,146.05	42,805.05
Traded Goods	7,287.94	4,526.52
Revenue From Sale of Products	62,433.99	47,331.57
Income from Service	1,073.51	845.12
Other Operating Income :		
Export Benefits	538.13	1,175.19
Net Gain on Foreign Exchange Rate Fluctuation and Translation	796.05	444.34
Other Operating Revenue	65.79	64.91
Total*	64,907.47	49,861.13

*Refer Note 37

	For the year ended 31st March 2021	For the year ended 31st March 2020
25. OTHER INCOME :		
Interest Income (Refer Note 25.1)	223.20	214.84
Liabilities no longer required written back	120.67	157.66
Other Non Operating Income (Refer Note 25.2)	333.11	435.45
Total	676.98	807.95

	For the year ended 31st March 2021	For the year ended 31st March 2020
25.1 Details of Interest Income		
Interest Income earned on Financial Assets that are not designated at Fair Value through Profit and Loss :		
- On Bank Deposits at Amortised Cost	197.67	47.59
- Interest received on Income Tax Refund	-	150.45
- On Other Deposits at Amortised Cost	25.53	16.80
Total	223.20	214.84

	For the year ended 31st March 2021	For the year ended 31st March 2020
25.2 Other Non Operating Income		
Profit on Sale of Current Investments	117.23	396.17
Gain on Fair Valuation of Investments through Profit and Loss :		
- On Current Investments	212.11	37.62
Sundry Receipts	3.77	1.66
Total	333.11	435.45

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

	For the year ended 31st March 2021	For the year ended 31st March 2020
26. COST OF MATERIALS CONSUMED		
Raw Materials	25,298.10	21,069.34
Total	25,298.10	21,069.34

	For the year ended 31st March 2021	For the year ended 31st March 2020
27. PURCHASES OF STOCK-IN-TRADE		
Purchases of Stock-in-Trade	5,861.66	4,062.97
Total	5,861.66	4,062.97

	For the year ended 31st March 2021	For the year ended 31st March 2020
28. CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Opening Stock		
Finished Goods	2,210.25	2,783.58
Stock in Trade	412.97	245.06
Work-in-Progress	1,459.26	1,538.73
Less : Closing Stock		
Finished Goods	2,827.01	2,210.25
Stock in Trade	374.03	412.97
Work- in-Progress	1,644.32	1,459.26
Total	(762.88)	484.89

	For the year ended 31st March 2021	For the year ended 31st March 2020
29. EMPLOYEE BENEFITS EXPENSE :		
Salaries, Wages and Bonus	4,725.61	3,810.96
Contribution to Provident and Other Funds	288.72	448.32
Staff Welfare Expenses	161.97	165.81
Total	5,176.30	4,425.09

29.1 The Company has recognised in the Standalone Statement of Profit and Loss for the year ended 31st March 2021 an amount of ₹ 224.26 (31st March 2020 : ₹ 374.00) as expenses under Defined Contribution Plans.

29.2 Provident Fund (Funded)

Provident Fund contributions in respect of employees upto August 2017 of erstwhile IFGL Refractories Limited are made to a Trustee managed exempted Fund and interest paid to member thereof is not lower than that declared annually by the Central Government. Shortfall, if any, is made good by the Company. Membership to said Fund has been closed on and from 1st September 2017, subject to necessary approvals and/or permissions. Provident Fund in respect of remaining employees are made to Statutory Provident Fund established by the Central Government. Based on the final guidance for measurement of Provident Fund Liabilities of the Trustee managed Fund issued by the Actuarial Society of India, the Company's liability at the year end of ₹ Nil (31.03.2020 : ₹ 112.30) has been actuarially determined by an Independent Actuary and provided for.

The details of Fund and Planned Assets position is given below :

	For the year ended 31st March 2021	For the year ended 31st March 2020
Plan Assets at year end, at Fair Value	–	–
Present Value of Benefit Obligation at year end (Net of Planned Assets)	–	–
Cost of shortfall in Interest Rate Guarantee	–	–
Assumptions used in determining the Present Value Obligation of the Interest Rate Guarantee under the Deterministic Approach		
- Discount Rate	6.60%	6.60%
- Expected Guaranteed Interest Rate	8.50%	8.50%

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

29.3 Gratuity (Funded)

The Company provides for Gratuity benefit to its employees. Gratuity entitlement of the employees is as per the provision of the Payment of Gratuity Act, 1972. However in case of employees joining before 1st April 2003 of erstwhile IFGL Refractories Limited, they are entitled to Gratuity as per scheme framed by that Company or as per the Payment of Gratuity Act, 1972, whichever is higher. Liability with regard to Gratuity plan are determined by the Actuarial Valuation as set out in Note 2.14 (v) above, based on which the Company makes contribution to the Fund using Projected Unit Credit Method. The most recent Actuarial Valuation of the Fund was carried out as at 31st March 2021.

29.4 Superannuation (Funded)

Certain employees joined before 31st March 2004 of erstwhile IFGL Refractories Limited are member of Trustee managed Superannuation Fund. Said Fund provide for Superannuation benefit on retirement/death/incapacitation/termination and was amended from the Defined Benefit to Defined Contribution Plan effective 1st April 2004. Defined Benefit Plan was frozen as on 31st March 2004. Necessary formalities/approvals have been complied with and obtained. Also refer Notes 2.14 (iii) and (v) for accounting policy relating to Superannuation.

29.5 Compensated Absence (Unfunded)

The Company provides for encashment of accumulated Leave Benefit for eligible employees (i.e. workmen) at the time of retirement, death, incapacitation or termination of employment, subject to a maximum of one hundred and twenty days based on the last drawn salary. Liabilities are determined by Actuarial Valuation as set out in Note 2.14 (vi) above using Projected Unit Credit Method.

29.6 Following are further particulars with respect to Defined Benefit Plans of the Company for the year ended 31st March 2021 :

	Gratuity (Funded)		Superannuation (Funded)	
	For the year ended 31st March 2021	For the year ended 31st March 2020	For the year ended 31st March 2021	For the year ended 31st March 2020
a) Reconciliation of the Opening and Closing Balances of Present Value of Defined Benefit Obligation :				
Present Value of Obligation as at the beginning of the year	671.58	1,047.12	62.05	127.00
Service Cost	66.21	75.34	–	–
Interest Cost	43.06	54.92	3.94	7.15
Actuarial (Gains)/Losses	(16.40)	19.21	(15.11)	(22.39)
(Benefits Paid)	(38.37)	(525.01)	(4.70)	(49.71)
Present Value of Obligation as at the end of the year	726.08	671.58	46.18	62.05
b) Reconciliation of the Opening and Closing Balances of the Fair Value of Plan Assets :				
Fair Value of Plan Assets as at the beginning of the year	671.39	998.29	544.67	552.94
Interest Income	44.82	55.94	35.79	36.97
Remeasurement Gains/(Losses)	25.62	15.34	33.17	4.47
Contribution by the Company	53.74	126.83	–	–
(Benefits Paid)	(38.37)	(525.01)	(4.70)	(49.71)
Fair Value of Plan Assets as at the end of the year	757.20	671.39	608.93	544.67
c) Reconciliation of the Present Value of Defined Benefit Obligation and Fair Value of the Plan Assets :				
Fair Value of Plan Assets as at the end of the year	757.20	671.39	608.93	544.67
Present Value of Obligation as at the end of the year	726.08	671.58	46.18	62.05
Assets/(Liabilities) recognised in the Balance Sheet	31.12	(0.19)	#562.75	#482.62
# Actual amount of Asset in the Balance Sheet : Nil (31st March 2020 : Nil)				
d) Expense recognised in the Statement of Profit and Loss :				
Employee Benefits Expense : *				
Service Cost	66.21	75.34	–	–
Net Interest expenses	(1.76)	(1.02)	(31.85)	(29.82)
Actuarial (Gain)/Loss	–	–	–	–
Other Comprehensive Income :				
Actuarial (Gain)/Loss	(42.02)	3.87	(48.28)	(26.86)
Total Expense as per the Actuarial Valuation	22.43	78.19	(80.13)	(56.68)
Actual Expenses Recognised	22.43	78.19	–	–

*The Expenses for the above benefit are recognised under 'Contribution to Provident and Other Funds' on Note 29.

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

	Gratuity (Funded)		Superannuation (Funded)	
	For the year ended 31st March 2021	For the year ended 31st March 2020	For the year ended 31st March 2021	For the year ended 31st March 2020
e) Category of Plan Assets :				
GOI Securities (%)	0.53	0.46	1.00	2.00
Units of Insurers(%)	98.15	98.65	95.00	94.00
Others (including Bank Balances) (%)	1.32	0.89	4.00	4.00
	100.00	100.00	100.00	100.00
f) Principal Actuarial Assumptions :				
Discount rate (per annum) (%)	6.50	6.60	6.50	6.60
Rate of increase in salaries (%)	6.00	6.00	NA	NA
Remaining Working Life (in Years)	23.78	22.85	7.09	7.79
Mortality Rate	Indian Assured Lives Mortality (2006-08) (modified) Ult.	Indian Assured Lives Mortality (2006-08) (modified) Ult.	Indian Assured Lives Mortality (2006-08) (modified) Ult.	Indian Assured Lives Mortality (2006-08) (modified) Ult.
Method used	Projected Unit Credit Method			
Actual Return on Plan Assets	70.44	71.28	68.96	41.44

g) Other Disclosures :

The basis used to determine overall expected return on assets and the major categories of Plan Assets are as follows :

The major portion of the Assets is invested in Units of Insurers and Government Bonds. Based on the asset allocation and prevailing yield rates on these asset classes, the long term estimate of the expected rate of return on the Fund have been arrived at. Assumed rate of return on assets is expected to vary from year to year reflecting the returns on matching Government Bonds.

The estimate of future salary increases takes into account Inflation, Seniority, Promotion and other relevant factors.

Sensitivity Analysis

The sensitivity of Defined Benefit Obligations to changes in the weighted principal assumptions is :

	As at 31st March 2021		As at 31st March 2020	
	Impact on Defined Benefit Obligation (Gratuity)			
	Increase	Decrease	Increase	Decrease
Discount rate (-/+ 1%) % change compared to base due to sensitivity	(46.67)	53.90	(43.20)	49.58
Salary growth rate (-/+ 1%) % change compared to base due to sensitivity	53.08	(46.89)	48.91	(43.49)

	As at 31st March 2021		As at 31st March 2020	
	Impact on Defined Benefit Obligation (Superannuation)			
	Increase	Decrease	Increase	Decrease
Discount rate (-/+ 1%) % change compared to base due to sensitivity	(0.74)	0.78	(1.07)	1.12
Salary growth rate (-/+ 1%) % change compared to base due to sensitivity	NA	NA	NA	NA

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the Defined Benefit Obligation to significant actuarial assumptions, the same method (Present Value of the Defined Benefit Obligation calculated with the Projected Unit Credit Method at the end of the reporting period) has been applied while calculating the Defined Benefit Liability recognised in the Balance Sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

Risk Exposure :

Through its Defined Benefit Plans, the Company is exposed to a number of risks, the most significant of which are detailed below :

- Investment Risk** : The Defined Benefit Plans are funded Government Securities and Units of Insurers. The Company does not has any liberty to manage the Funds provided to Insurance Companies.
- Interest Risk** : A decrease in the interest rate on Plan Assets will increase the Plan Liability.
- Life Expectancy** : The Present Value of the Defined Benefit Plan Liability is calculated by reference to the best estimate of the mortality of plan participants both during and at the end of the employment. An increase in the life expectancy of the plan participants will increase the Plan Liability.
- Salary Growth Risk** : The Present Value of Defined Benefit Plan Liability is calculated by reference to the future salaries of plan participants. An increase will increase the Plan Liability.

Defined Benefit Liability and Employer Contributions

Expected contributions to post-employment benefit plans for the year ending 31st March 2021 : Nil

The Weighted Average duration of the Defined Benefit Obligation (Gratuity) is 7 years (31st March 2020 - 8 years). The expected maturity analysis of undiscounted Gratuity is as follows :

	As at 31st March 2021	As at 31st March 2020
Year 1	37.56	48.33
Year 2	120.38	48.58
Year 3	90.76	119.02
Year 4	89.88	90.18
Year 5	101.46	88.30
Year 6 to 10	534.36	520.06

The Weighted Average duration of the Defined Benefit Obligation (Superannuation) is 2 years (31st March 2020 - 2 years). The expected maturity analysis of payment for Superannuation is as follows :

	As at 31st March 2021	As at 31st March 2020
Year 1	4.83	19.11
Year 2	29.40	6.26
Year 3	5.34	28.19
Year 4	3.71	5.06
Year 5	2.50	3.53
Year 6 to 10	6.09	7.80

	For the year ended 31st March 2021	For the year ended 31st March 2020
30. FINANCE COSTS		
Interest on Banks and others	149.36	217.75
Interest on Lease Liability (Refer Note 4.2)	86.52	78.34
Total	235.88	296.09

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

	For the year ended 31st March 2021		For the year ended 31st March 2020	
31. OTHER EXPENSES :				
Consumption of Stores and Spare Parts		1,178.58		925.21
Power and Fuel		2,060.06		1,771.88
Rent		74.02		71.20
Rates and Taxes		51.58		371.23
Repairs :				
- Machinery	156.41		151.87	
- Buildings	52.10		41.06	
- Others	261.09	469.60	227.94	420.87
Insurance		85.67		57.30
Payment to Auditors (Refer Note 31.1)		30.00		35.00
Directors' Fees		8.70		6.15
Bank Charges		148.70		119.92
Computerisation Expenses		31.47		44.38
Provision for doubtful Trade Receivables/Advances (Net)		161.20		83.01
Sundry Debit Balances/Advances written off		183.51		475.59
Travelling and Conveyance		140.41		532.66
Site Contractor Expenses		1,771.82		1,823.84
Printing and Stationery		6.44		6.99
Processing Charges		737.76		662.39
Corporate Social Responsibility Expenditure (Refer Note 31.2)		68.18		56.00
Professional Charges		312.81		395.21
Postage, Telephone, Telex etc.		43.44		49.33
Service Charges		111.11		116.82
Commission		2,328.27		1,324.76
Packing Expenses		1,363.59		1,132.83
Delivery and Forwarding Expenses		3,766.52		2,028.62
Net Loss on Sale of Property, Plant and Equipment		125.08		28.78
Security Charges		61.51		64.74
Miscellaneous Expenses		396.30		212.43
Total		15,716.33		12,817.14

	For the year ended 31st March 2021	For the year ended 31st March 2020
31.1 Amounts Paid/ Payable to Auditors		
For Statutory Audit (including Limited Reviews)	30.00	30.00
For Tax Audit	–	5.00
Total	30.00	35.00

31.2 Following provisions of Section 135 of the Act, the Company have CSR Committee and during FY 2020-21 paid ₹ 68.18 (equivalent to 2% of Average Net Profits of three preceding Financial Years) to the Implementing Agency, IFGL Refractories Welfare Trust, registered under Section 12A and having recognition under Section 80G of the Income Tax Act, 1961, for CSR activities primarily focused on Education, Health Care, Sanitation, Sports etc in areas neighbouring its Manufacturing Facilities.

- Gross amount required to be spent by the Company during the year is ₹ 68.18 (31st March 2020 : ₹ 56.00).
- Amount approved by the Board to be spent during the year is ₹ 68.18 (31st March 2020 : ₹ 56.00).

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

c) Amount spent during the year ending 31st March 2021 on

	In Cash	Yet to be paid in Cash	Total
i) Construction/Acquisition of any Asset	–	–	–
ii) On purposes other than i) above	68.18	–	68.18
Total	68.18	–	68.18

d) Amount spent during the year ending 31st March 2020 on

	In Cash	Yet to be paid in Cash	Total
i) Construction/Acquisition of any Asset	–	–	–
ii) On purposes other than i) above	56.00	–	56.00
Total	56.00	–	56.00

e) Details related to spent/unspent obligations :

	For the year ended 31st March 2021	For the year ended 31st March 2020
i) Contribution to Public Trust	–	–
ii) Contribution to Charitable Trust	68.18	56.00
iii) Unspent amount in relation to :	–	–
- Ongoing project	–	–
- Other than Ongoing project	–	–
Total	68.18	56.00

	For the year ended 31st March 2021	For the year ended 31st March 2020
32. EARNINGS PER SHARE (EPS)– THE NUMERATORS AND DENOMINATORS USED TO CALCULATE BASIC AND DILUTED EPS		
Profit after Tax attributable to the Equity Shareholders (A)	4,483.22	2,973.33
Weighted Average number of Equity Shares (in Numbers) (B)	36,039,312	36,039,312
Nominal Value of Equity Shares (in ₹)	10.00	10.00
Basic & Diluted EPS (A/B)	12.44	8.25
Basic & Diluted EPS (A/B) (Adjusted) [Refer Note 39.1]	18.04	8.25

	For the year ended 31st March 2021	For the year ended 31st March 2020
33. CONTINGENT LIABILITIES		
a) Claims against the Company not acknowledged as Debts :		
i) Sales Tax matter under dispute relating to issues of applicability and classification [related payments ₹ 23.17 (31st March 2020 ₹ 23.14)]	7.44	6.88
ii) Income Tax matters under dispute relating to issues of applicability and determination [related payments ₹ 0.50 (31st March 2020 ₹ 2.50)]	572.39	578.83
iii) Service Tax matter under dispute relating to issue of applicability	37.11	37.11

b) The Company's Writ Petition No. 544 of 2019 challenging vires of the Explanation to Section 10AA(1) of the Income Tax Act, 1961 inserted on and from Assessment Year beginning 1st April 2018, on grounds that such explanation denies the benefit that was intended to be provided under the said Section, was admitted by the Hon'ble High Court at Calcutta on 7th November 2019. Supported by a legal opinion obtained in this regard, Management believes that the Company has a good case on merit in this matter and consequently, the resultant Deferred Tax Assets of ₹ 1,203.59 (31st March 2020 : ₹ 1,163.83) have been recognised in these Financials Statements till 31st March 2021.

In the opinion of the Management, outcome of these proceedings will not have a material affect on the Company's Financial Position and result of operations.

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

	For the year ended 31st March 2021	For the year ended 31st March 2020
34. CAPITAL COMMITMENTS		
Estimated Value of Contracts on Capital Account remaining to be executed (Net of Advances) and not provided for	1,108.17	285.30
Total	1,108.17	285.30

35 FINANCIAL INSTRUMENTS AND RELATED DISCLOSURES :

35.1 Capital Management

The Company aims at maintaining a strong capital base, maximizing Shareholders' wealth, safeguarding business continuity and augments its internal generations with a judicious use of borrowing facilities to fund spikes in working capital that arise from time to time as well as requirements to finance business growth.

The Company monitors Capital using Gearing Ratio which is Net Debt divided by Total Capital plus Net Debt.

	As at 31st March 2021	As at 31st March 2020
Borrowings	3,602.55	3,179.07
Less : Cash & Cash Equivalents	17.95	777.23
Net Debt	3,584.60	2,401.84
Equity	55,911.08	51,400.51
Equity and Net Debt	59,495.68	53,802.35
Gearing Ratio	6.02%	4.46%

35.2 Categories of Financial Instruments

Set out below, is a comparison by class of the Carrying amounts and Fair value of the Company's Financial Instruments :

	As at 31st March 2021		As at 31st March 2020	
	Carrying Value	Fair Value	Carrying Value	Fair Value
A. Financial Assets				
a) Measured at Amortised Cost				
i) Cash and Cash Equivalents	17.95	17.95	777.23	777.23
ii) Other Bank Balances	4,324.89	4,324.89	108.31	108.31
iii) Investment	52.05	52.27	52.05	53.00
iv) Trade Receivables	15,671.54	15,671.54	12,505.45	12,505.45
v) Other Financial Assets	739.11	739.11	427.17	427.17
Sub-total	20,805.54	20,805.76	13,870.21	13,871.16
b) Measured at Fair Value through Profit or Loss				
Investment in Mutual Funds & Bonds	12,731.29	12,731.29	9,320.94	9,320.94
Sub-total	12,731.29	12,731.29	9,320.94	9,320.94
c) Measured at Cost				
Investment in Subsidiaries	5,625.39	5,625.39	5,625.39	5,625.39
Sub-total	5,625.39	5,625.39	5,625.39	5,625.39
Total Financial Assets	39,162.22	39,162.44	28,816.54	28,817.49
B. Financial Liabilities				
a) Measured at Amortised Cost				
i) Borrowings	3,602.55	3,602.55	3,179.07	3,179.07
ii) Trade Payables	8,513.60	8,513.60	6,237.71	6,237.71
iii) Other Financial Liabilities	827.52	827.52	478.25	478.25
iv) Lease Liabilities	961.58	961.58	943.74	943.74
Sub-total	13,905.25	13,905.25	10,838.77	10,838.77
Total Financial Liabilities	13,905.25	13,905.25	10,838.77	10,838.77

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

The Management assessed that Cash and Cash Equivalents, Trade Receivables, Trade Payables, Other Financial Assets and Other Financial Liabilities approximate their carrying amounts largely due to the Short-Term maturities of these Instruments.

The Fair Value of Loans from Banks, Trade Payables and Other Financial Liabilities, as well as Other Non-Current Financial Liabilities is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. In addition to being sensitive to a reasonably possible change in the forecast cash flows or the discount rate, the fair value of the equity instruments is also sensitive to a reasonably possible change in the growth rates. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.

The fair values of the Company's interest-bearing borrowings and loans are determined by using DCF method using discount rate that reflects issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at 31st March 2021 was assessed to be insignificant. The discount for lack of marketability represents the amounts that the Company has determined that market participants would take into account when pricing the investments.

35.3 Financial Risk Management Objectives

The Company's activities expose it to a variety of Financial Risks, including Market Risk, Credit Risk and Liquidity Risk. The Company continues to focus on a system-based approach to Business Risk Management. The Company's Financial Risk Management process seeks to enable the early identification, evaluation and effective management of key risks facing the business. Backed by strong Internal Control Systems, the Current Risk Management System rests on policies and procedures issued by appropriate authorities; process of regular reviews/audits to set appropriate risk limits and controls; monitoring of such risks and compliance confirmation for the same.

a) Market Risk

The Company's Financial Instruments are exposed to market changes. The Company is exposed to following significant Market Risk :

- Foreign Currency Risk
- Interest Rate Risk
- Other Price Risk

Market Risk Exposures are measured using sensitivity analysis. There has been no change to the Company's exposure to Market Risks or the manner in which these risks are being managed and measured.

Fair Value Hierarchy

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below :

Quoted/repurchase prices in an active market (Level 1) : This level of hierarchy includes Financial Assets that are measured by reference to quoted/repurchase prices (unadjusted) in active markets for identical assets or liabilities. This category consists of Investment in quoted Equity Shares and Mutual Fund Investments.

Valuation techniques with observable inputs (Level 2) : This level of hierarchy includes Financial Assets and Liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices). This level of hierarchy does not include any instrument.

Valuation techniques with significant unobservable inputs (Level 3) : This level of hierarchy includes Financial Assets and Liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

As at 31st March 2021				
	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment In Mutual Funds & Bond	12,731.29	-	-	12,731.29
	12,731.29	-	-	12,731.29
As at 31st March 2020				
	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment In Mutual Funds & Bond	9,320.94	-	-	9,320.94
	9,320.94	-	-	9,320.94

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

i. Foreign Currency Risk

The Company undertakes transactions denominated in foreign currency which results in exchange rate fluctuations. Such exchange rate risk primarily arises from transactions made in foreign exchange and reinstatement risks arising from recognised assets and liabilities, which are not in the Company's functional currency (Indian Rupees).

A significant portion of these transactions are in US Dollar, Euro, etc. The carrying amount of foreign currency denominated financial assets and liabilities including derivative contracts, are as follows :

As at 31st March 2021	USD	Euro	GBP	AED	Total
Financial Assets	2,669.49	5,176.89	147.06	22.64	8,016.08
Financial Liabilities	1,490.52	4,447.46	10.45	37.18	5,985.61
As at 31st March 2020					
Financial Assets	1,987.77	2,897.50	44.32	–	4,929.59
Financial Liabilities	1,390.46	2,920.67	62.79	–	4,373.92

Un-hedged Foreign Currency balances :

		As at 31st March 2021	As at 31st March 2020
i) Financial Liabilities	USD	1,490.52	1,390.46
	EUR	4,447.46	2,920.67
	GBP	10.45	62.79
	AED	37.18	–
ii) Financial Assets	USD	2,669.49	1,987.77
	EUR	5,176.89	2,897.50
	GBP	147.06	44.32
	AED	22.64	–

Foreign Currency Sensitivity

Foreign Currency Sensitivities for unhedged exposure (impact of 5% increase)

	As at 31st March 2021		As at 31st March 2020	
	Impact on Profit	Impact on pre Tax Equity	Impact on Profit	Impact on pre Tax Equity
USD	58.95	58.95	29.87	29.87
EUR	36.47	36.47	(1.16)	(1.16)
GBP	6.83	6.83	(0.92)	(0.92)
AED	(0.73)	(0.73)	–	–

Note : If the rate is decreased by 5% profit will increase/(decrease) by an equal amount.

Figures in brackets indicate decrease in profit

ii. Interest Rate Risk

Interest Rate Risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The objectives of the Company's Interest Rate Risk management processes are to lessen the impact of adverse interest rate movements on its earnings and cash flows and to minimise counter party risks.

The Company is exposed to interest rate volatilities primarily with respect to its Term borrowings from Banks as well as Financial Institutions, export packing credit facilities, cash credit facilities. Such volatilities primarily arise due to changes in money supply within the economy and/or liquidity in banking system due to asset/liability mismatch, poor quality assets etc. of banks. The Company manages such risk by operating with banks having superior credit rating in the market as well as Financial Institutions.

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

Interest Rate Sensitivities for outstanding exposure (impact of 50 bps increase)

	As at 31st March 2021		As at 31st March 2020	
	Impact on Profit	Impact on pre Tax Equity	Impact on Profit	Impact on pre Tax Equity
INR	(0.30)	(0.30)	(2.08)	(2.08)
USD	(1.46)	(1.46)	(2.64)	(2.64)
EUR	(16.25)	(16.25)	(11.18)	(11.18)

Note : If the rate is decreased by 50 bps profit will increase by an equal amount.

Interest Rate Sensitivity has been calculated assuming the borrowings outstanding at the reporting date have been outstanding for the entire reporting period. Further, the calculations for the unhedged floating rate borrowing have been done on the closing value of the foreign currency.

iii. Price Risk

The Company invests its surplus funds primarily in debt mutual funds measured at fair value through profit or loss. Aggregate value of such investments as at 31st March 2021 is ₹12,731.29 (31st March 2020 : ₹ 9,320.94). Investments in the Mutual Fund schemes are measured at fair value. Accordingly, these do not pose any significant Price Risk.

	As at 31st March 2021		As at 31st March 2020	
	Impact on Profit	Impact on pre Tax Equity	Impact on Profit	Impact on pre Tax Equity
Investment In Mutual Funds & GOI bond				
0.5% increase in price	63.66	63.66	46.60	46.60
0.5% decrease in price	(63.66)	(63.66)	(46.60)	(46.60)

b) Liquidity Risk

Liquidity Risk is the risk that the Company may encounter difficulty in meeting its obligations. The Company mitigates its liquidity risks by ensuring timely collections of its trade receivables, close monitoring of its credit cycle and ensuring optimal movements of its inventories. The table below provides details regarding remaining contractual maturities of significant financial liabilities at the reporting date

	As at 31st March 2021		As at 31st March 2020	
	Current	Non-Current	Current	Non-Current
A. Financial Assets				
i) Cash and Cash Equivalents	17.95	–	777.23	–
ii) Other bank Balances	4,324.89	–	108.31	–
iii) Investment in Subsidiaries	–	5,625.39	–	5,625.39
iv) Trade Receivables	15,671.54	–	12,505.45	–
v) Other Financial Assets	187.36	551.75	207.59	219.58
vi) Investment in Mutual Funds & Bonds	12,112.73	618.56	9,320.94	–
vii) Investment in Bond	52.05	–	–	52.05
Total	32,366.52	6,795.70	22,919.52	5,897.02
B. Financial Liabilities				
i) Borrowings	3,602.55	–	3,179.07	–
ii) Trade Payables	8,513.60	–	6,237.71	–
iii) Other Financial Liabilities	827.52	–	478.25	–
iv) Lease Liabilities	76.64	884.94	76.64	867.10
Total	13,020.31	884.94	9,971.67	867.10

The Company manages this risk by utilising unused credit lines and portfolio diversion. The Company has investment policy for deployment of surplus liquidity, which allows investment in Debt Securities and Mutual Fund Schemes.

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

c) Credit Risk

Credit Risk is the risk that counter party will not meet its obligations leading to a financial loss. The Company has its policies to limit its exposure to Credit Risk arising from outstanding receivables. Management regularly assess the credit quality of its customer's, basis which terms of payment are decided. Credit limits are set for each customer which are reviewed on periodic intervals.

The movement of the expected loss provision made by the Company are as under :

	As at 31st March 2021	As at 31st March 2020
Opening Balance :	1,047.60	964.59
Add : Provisions made	344.71	558.60
Less : Utilisation made for impairment /derecognition	(183.51)	(475.59)
Closing Balance	1,208.80	1,047.60

36. RELATED PARTY DISCLOSURE :

Related Party Disclosures in keeping with Indian Accounting Standard (Ind AS 24)

a) List of Related Parties

Where Control exists	
Holding Company	Bajoria Financial Services Private Limited
Subsidiary Companies (including Step Down Subsidiaries)	IFGL Worldwide Holdings Limited IFGL Monocon Holdings Limited Monocon International Refractories Limited Monocon Overseas Limited Mono Ceramics Inc. Monotec Refratarios Ltda Tianjin Monocon Refractories Company Limited Tianjin Monocon Aluminous Refractories Company Limited Goricon Metallurgical Services Limited IFGL GmbH Hofmann Ceramic GmbH Hofmann Ceramic CZ s.r.o. IFGL Inc. EI Ceramic LLC
Fellow Subsidiaries	Heritage Health Insurance TPA Private Limited Ganges Art Gallery Private Limited Bajoria Enterprises Limited Heritage Health Knowledge Services Private Limited Essentially Healthy Private Limited
Others :	
Key Management Personnel	S K Bajoria (Chairman) P Bajoria (Managing Director) Kamal Sarda (Director and Chief Executive Officer and also designated as Chief Financial Officer from 8th February 2020) Rajesh Agarwal (Company Secretary) Sikander Yadav (Chief Financial Officer till 14th January 2020)
Non Executive Directors	Kanwar Satyabrata Sanyal Sudhamoy Khasnobis Duraismamy Gunaseela Rajan Kiyotaka Oshikawa (resigned w.e.f. 13th February 2021) Debal Kumar Banerji Bharati Ray Tetsuo Tsuzuki (appointed w.e.f. 9th September 2019) Surendra Munshi (resigned w.e.f. 10th August 2019) Yuji Yamaguchi (appointed w.e.f. 13th February 2021)

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

Relatives of Key Management Personnel	Smita Bajoria (Wife of Chairman)
	Akshay Bajoria (Son of Managing Director)
Enterprises in which Key Management Personnel has significant influence	Heritage Insurance Brokers Private Limited
	Bajoria Service Providers LLP
	Bajoria Knowledge Private Limited
	Bajoria Holdings Private Limited
	Bajoria Estate Private Limited
Post Employment Benefit	IFGL Refractories Limited Staff Provident Fund
	IFGL Exports Limited Employees Gratuity Fund
	IFGL Refractories Ltd Employees Superannuation Fund

	As at/For the year ended 31st March 2021	As at/For the year ended 31st March 2020
Particulars of Transactions during the year and year end balances		
I) With Holding Company : Bajoria Financial Services Private Limited		
Rent for Office Premises	36.73	36.73
	36.73	36.73
II) With Subsidiaries including Step down Subsidiaries		
Purchase of Raw Material/Traded goods		
Monocon International Refractories Limited	265.28	23.32
Tianjin Monocon Refractories Company Limited	2,987.39	909.30
Tianjin Monocon Aluminous Refractories Company Limited	7.69	–
Hofmann Ceramic GmbH	50.46	1.80
	3,310.82	934.42
Purchase of Capital Goods		
Monocon International Refractories Limited	2.54	–
Tianjin Monocon Refractories Company Limited	33.28	13.20
	35.82	13.20
Sale of Finished Goods		
Monocon International Refractories Limited	856.98	687.28
Mono Ceramics Inc	145.79	230.99
Tianjin Monocon Refractories Company Limited	4.95	9.79
El Ceramics LLC	4.30	10.44
Hofmann Ceramic GmbH	–	28.75
	1,012.02	967.25
Commission Expense		
Mono Ceramics Inc.	37.47	62.34
Hofmann Ceramic GmbH	91.00	–
	128.47	62.34
Expenses Reimbursement/Incurred		
Mono Ceramics Inc.	–	0.63
	–	0.63
Expenses Recovered/Received		
Monocon International Refractories Limited	–	23.12
Hofmann Ceramic GmbH	–	27.82
Mono Ceramics Inc.	9.66	0.26
	9.66	51.20

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

	As at/For the year ended 31st March 2021	As at/For the year ended 31st March 2020
Particulars of Transactions during the year and year end balances		
Year End Balances		
Trade Payables		
Monocon International Refractories Limited	10.56	2.42
Hofmann Ceramic GmbH	16.85	–
Tianjin Monocon Refractories Company Limited	187.13	26.33
	214.54	28.75
Commission Payable		
Mono Ceramics Inc	15.65	44.23
Hofmann Ceramic GmbH	16.39	–
	32.04	44.23
Trade Receivables		
Monocon International Refractories Limited	114.42	49.21
Tianjin Monocon Refractories Company Limited	–	4.61
Hofmann Ceramic GmbH	–	7.70
Mono Ceramics Inc	64.21	38.25
El Ceramics LLC	4.30	–
	182.93	99.77
Non-Current Investment		
IFGL Worldwide Holdings Limited	5,625.39	5,625.39
	5,625.39	5,625.39
III) With Fellow Subsidiaries and Enterprises in which Key Management Personnel has significant influence		
Expenses Reimbursement/Incurred		
Ganges Art Gallery Private Limited	6.03	–
Bajoria Enterprises Limited	12.00	12.00
	18.03	12.00
Expenses Recovered/Received		
Heritage Insurance Brokers Private Limited	0.02	–
Bajoria Holdings Pvt. Ltd.	0.47	–
Essentially Healthy Pvt. Ltd.	0.31	–
	0.80	–
IV) With Key Management Personnel		
Key Management Personnel Remuneration		
S K Bajoria (Chairman)	179.49	186.53
P Bajoria (Managing Director)	329.68	353.73
Kamal Sarda (Director and Chief Executive Officer and also designated as Chief Financial Officer from 8th February 2020)	106.50	101.93
Rajesh Agarwal (Company Secretary)	127.67	111.89
Sikander Yadav (Chief Financial Officer till 14th January 2020)	–	68.90
	743.34	822.98

Notes to the Standalone Financial Statements (Contd.)

	(₹ in lacs)	
	As at/For the year ended 31st March 2021	As at/For the year ended 31st March 2020
Particulars of Transactions during the year and year end balances		
Director's Commission		
S K Bajoria (Chairman)	103.28	36.92
P Bajoria (Managing Director)	103.28	36.92
	206.56	73.84
Director's Commission Payable		
S K Bajoria (Chairman)	103.28	36.92
P Bajoria (Managing Director)	103.28	36.92
	206.56	73.84
Non Executive Directors		
Kanwar Satyabrata Sanyal	1.90	0.90
Sudhamoy Khasnobis	1.05	0.85
Duraiswamy Gunaseela Rajan	1.50	1.35
Kiyotaka Oshikawa (resigned w.e.f. 13th February 2021)	0.60	0.20
Debal Kumar Banerji	1.75	1.50
Bharati Ray	0.90	0.95
Surendra Munshi (resigned w.e.f. 10th August 2019)	–	0.40
Tetsuo Tsuzuki (appointed w.e.f. 9th September 2019)	0.80	–
Yuji Yamaguchi (appointed w.e.f. 13th February 2021)	0.20	–
	8.70	6.15
V) With Relative of Key Management Personnel		
Remuneration		
Akshay Bajoria	61.19	34.89
	61.19	34.89
VI) With Other- Post Employment Benefit		
Expenditure		
IFGL Refractories Limited Staff Provident Fund	37.11	150.94
IFGL Exports Limited Employees Gratuity Fund	22.43	78.19
IFGL Refractories Ltd Employees Superannuation Fund	46.54	77.13
	106.08	306.26
Year End Balance- Payable		
IFGL Refractories Limited Staff Provident Fund	12.28	128.83
IFGL Exports Limited Employees Gratuity Fund	–	0.19
	12.28	129.02
Year End Balance- Receivable		
IFGL Exports Limited Employees Gratuity Fund	31.12	188.77

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

37. INFORMATION GIVEN IN ACCORDANCE WITH THE REQUIREMENTS OF IND AS 108 ON SEGMENT REPORTING :

In terms of Ind AS 108 'Segment Reporting' prescribed under Section 133 of the Companies Act 2013 segment information is presented in the Consolidated Financial Statements of the Company. Given below is the information relating to Geographical market of the Company :

	As at 31st March 2021	As at 31st March 2020
1. Revenue from Operations		
Within India	26,782.27	24,798.73
Outside India	38,125.20	25,062.40
Total	64,907.47	49,861.13
2. Non-Current Assets excluding Deferred Tax Assets		
Within India	31,866.35	32,358.34
Outside India	–	–
Total	31,866.35	32,358.34
3. Purchase of Tangible and Intangible Assets	1,088.99	1,993.88

No customer individually accounted for more than 10% of the Revenues during the year ended 31st March 2021 and 31st March 2020.

38. AMALGAMATION WITH ERSTWHILE IFGL REFRACTORIES LIMITED (ERSTWHILE HOLDING COMPANY)

Hon'ble National Company Law Tribunal, Kolkata Bench (Tribunal) by passing an Order on 3rd August 2017 under Sections 230 and 232 of the Companies Act, 2013 sanctioned a Scheme of Amalgamation (Scheme) for merger of erstwhile IFGL Refractories Ltd ("IFGL") with the Company on and from 1st April 2016, being the Appointed Date. Scheme had become effective from 5th August 2017 following filing of Order of Hon'ble Tribunal with the Ministry of Corporate Affairs (Registrar of Companies) by the Company and IFGL on that date. The Scheme was accordingly given effect to in the FY 2016-17 Financial Statements.

In accordance with the provisions of aforesaid Scheme :

- The amalgamation was accounted under the 'Purchase Method' as prescribed by Accounting Standard 14 - Accounting for Amalgamations under the previous GAAP.
- The excess of the Value of Equity Shares issued by the Company over the book value of assets and liabilities taken over by the Company and cancellation of Equity Shares held by erstwhile IFGL Refractories Limited in the Company, amounting to ₹ 26,699.46 was recorded as Goodwill arising on Amalgamation.
- The Goodwill recorded on amalgamation is being amortised and the Company has estimated its useful life of 10 years. Accordingly, amortisation for the year amounting to ₹ 2,669.95 has been recognised in the Standalone Statement of Profit and Loss.

39. TAX EXPENSE :

This note provides an analysis of the Company's Income Tax Expense, shows amounts that are recognised directly in Equity and how the Tax Expenses is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to tax positions.

	For year ended 31st March 2021	For year ended 31st March 2020
Current Tax Expense recognised in Statement of Profit and Loss		
Current Tax on profits for the year	3,284.12	627.81
Excess Provision of Tax relating to earlier years written back	(28.52)	–
Total Current Tax Expense (A)	3,255.60	627.81
Deferred Tax Expense recognised in Statement of Profit and Loss		
Deferred Taxes (Refer Note 39.1)	2,391.30	(24.43)
Total Deferred Tax Expense recognised in Statement of Profit and Loss (B)	2,391.30	(24.43)
Deferred Tax Expense recognised in Other Comprehensive Income		
Deferred Taxes	14.68	(1.35)
Total Deferred Tax Expense recognised in Other Comprehensive Income (C)	14.68	(1.35)
Total Deferred Tax for the year (B + C)	2,405.98	(25.78)
Total Tax Expense recognised in Statement of Profit and Loss (A + B + C)	5,661.58	602.03

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

Reconciliation of Tax Expense and the accounting profit multiplied by India's Tax Rate :

	As at 31st March 2021	As at 31st March 2020
Profit before Tax	10,130.12	3,576.71
Tax at the Indian Tax Rate of 34.944% (31st March 2020 : 34.944%)	3,539.87	1,249.85
Income exempted from Tax	(803.74)	(417.64)
Deferred Tax Liabilities recognised on written down value of Goodwill (tax)	2,952.03	–
Effect of Other Items	(26.58)	(230.18)
Tax expense	5,661.58	602.03

39.1 Following amendments made by the Finance Act 2021 to the relevant sections of the Income Tax Act 1961, whereby Goodwill on amalgamation will not be considered as a depreciable asset and depreciation on goodwill will not be allowed as deductible expenditure effective 1st April 2020, the Company, in accordance with the requirements of Ind AS 12, has recognised one time deferred tax charge of ₹ 2,019.01(net) for the year consequent to the reduction of the depreciable amount of goodwill for tax purposes to nil. Accordingly, Profit after Tax for the year is lower by respective amount as indicated above. This deferred tax charge does not involve any cash outflow either in the current year or future. Adjusted EPS year has been calculated without taking into consideration such additional deferred tax charge.

39.2 The Company continues to pay Income Tax under older tax regime and have not opted for lower tax rate pursuant to Taxation Law (Amendment) Ordinance, 2019 considering the accumulated MAT credit and other benefits under the Income Tax Act, 1961.

40. Operations at one of the manufacturing facilities of the Company was partially impacted during the start of the year due to temporary disruptions following nationwide lockdown on and from 25th March 2020 enforced by the Government of India because of pandemic COVID-19 outbreak. With the gradual relaxations in the lockdown conditions and good performance of the steel industry driven by better realisation and rising demand, the financial performance of the Company for the current year has improved significantly in comparison to last year.

As at the year end, there has been a renewed surge of the pandemic. Management has taken into account the possible impact of such renewed surge of the pandemic in preparation of these Standalone Financial Statements, including assessment of recoverability of its assets based on the internal and external information up to the date of approval of the financial statements and will continue to monitor any material changes to future economic conditions.

41. The Indian Parliament has approved the Code on Social Security, 2020 ('the Code') which, inter alia, deals with employee benefits during employment and post-employment. The Code has been published in the Gazette of India. The effective date of the Code is yet to be notified and the rules for quantifying the financial impact are also yet to be issued. In view of this, the impact of the change, if any, will be assessed and recognized post notification of the relevant provisions.

Signature to Note '1' to '41'

For **S. R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number : 301003E/E300005

per **Bhaswar Sarkar**

Partner

Membership No. : 055596

Kolkata

5th June 2021

For and on behalf of the Board of Directors

S K Bajoria

Chairman

(DIN- 00084004)

Rajesh Agarwal

Company Secretary

(FCS- 2825)

P Bajoria

Managing Director

(DIN- 00084031)

Kamal Sarda

Director and Chief Financial Officer

(DIN- 03151258)

CONSOLIDATED FINANCIAL STATEMENTS

Independent Auditor's Report

**TO THE MEMBERS OF
IFGL REFRACTORIES LIMITED**

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying Consolidated Ind AS Financial Statements of IFGL Refractories Limited (hereinafter referred to as "the Holding Company") and its Subsidiaries (the Holding Company and its Subsidiaries together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31st March 2021, the Consolidated Statement of Profit and Loss, including Other Comprehensive Income, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended and notes to the Consolidated Ind AS Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate Financial Statements and on the other Financial Information of the Subsidiaries, the aforesaid Consolidated Ind AS Financial Statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the Consolidated State of Affairs of the Group as at 31st March 2021, their Consolidated Profit including Other Comprehensive Income, their Consolidated Cash Flows and the Consolidated Statement of Changes in Equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated Ind AS Financial Statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements' Section of our Report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Ind AS Financial Statements.

Emphasis of Matter

- a. We draw attention to Note 39 of the Consolidated Ind AS Financial Statements, relating to amalgamation of the erstwhile IFGL Refractories Limited with the Company (the amalgamated entity was thereafter renamed as IFGL Refractories Limited) with effect from 1st April 2016 following Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal, Kolkata Bench, vide its Order dated 3rd August 2017, under the provisions of Sections 230 and 232 of the Companies Act, 2013 (the "Scheme"). Pursuant to the Scheme, the aforesaid business combination was recognized under the 'Purchase Method' as defined under Accounting Standard (AS 14), Accounting for Amalgamations and Goodwill arising on such amalgamation aggregating ₹ 26,699.46 lacs had been recognized. Based on Management's assessment, such Goodwill is being amortised over a period of ten years with a charge of ₹ 2,669.95 lacs per year. As per Indian Accounting Standard (Ind AS) 103 - 'Business Combinations', the aforesaid amalgamation had to be recognized under 'Pooling of Interest Method' since these were entities under common control.
- b. We draw attention to Note 33 to the Consolidated Ind AS Financial Statements regarding Holding Company's position with respect to determination of tax payable after the introduction of the 'Explanation' to Section 10AA(1) of the Income Tax Act, 1961 inserted on and from Assessment Year beginning 1st April 2018 for which the Holding Company has filed a Writ which has been admitted by the Hon'ble High Court at Calcutta. Pending decision by the Hon'ble High Court, uncertainty exists as regards realisability of resultant recognized Deferred Tax Assets of ₹ 1,203.59 lacs.

Our opinion is not modified in respect of the above matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Consolidated Ind AS Financial Statements for the Financial Year ended 31st March 2021. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole and in forming our opinion thereon and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

Independent Auditor's Report (Contd.)

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Consolidated Ind AS Financial Statements Section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Ind AS Financial Statements. The results of audit procedures performed by us and by other auditors of components not audited by us, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Consolidated Ind AS Financial Statements.

Key Audit Matters	How our Audit addressed the Key Audit Matter
Revenue recognition (as described in Note 24 to the Consolidated Ind AS Financial Statements)	
Revenue is recognized when the Group satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations are satisfied at a point of time or over a period of time. For the year ended 31st March 2021, the Group's Statement of Profit and Loss included Revenues from Operations of ₹ 1,02,194.54 lacs. The variety of contractual terms, including the timing of control transfer and delivery specifications, create complexity and judgement in determining timing of revenue recognition. We have considered this as a key audit matter on account of judgement involved in determining the timing of revenue of recognition.	Our audit procedures included the following : a. Evaluated the Group's revenue recognition policy to ensure compliance with the requirements of Ind AS 115 'Revenue from contracts with customers'. b. Obtained an understanding of the revenue process and assessed the design and tested the operating effectiveness of internal controls related to timing of revenue recognition. c. Tested on sample basis the sales transactions including adjustments to sales price made pre and post year end and tested their underlying documents to assess that revenue is recognized in the proper period and in accordance with the Group's revenue recognition policy. d. Assessed the adequacy of relevant disclosures made in respect of revenue in the Consolidated Ind AS Financial Statements.
Recognition and measurement of Income Tax and Deferred Tax on Goodwill arising on Amalgamation (as described in Note 40 to the Consolidated Ind AS Financial Statements)	
As at 31st March 2021, the Holding Company has recognised Deferred Tax Liability of ₹ 4,665.02 lacs (including ₹ 2,019.01 lacs for the year) on written down value of Goodwill which arose pursuant to an amalgamation in prior year. The provisions of the Finance Act, 2021 provide that depreciation of Goodwill on amalgamation will not be deductible for Income Tax purposes with effect from the current Financial Year. The recognition and measurement of Income Tax and Deferred Tax expense related to Goodwill arising on amalgamation in view of the Finance Act, 2021 require significant Management judgement and estimate including interpretation of relevant provisions of Income Tax Act, 1961 and related Rules and requirements of relevant accounting standard. Consequently, the same is considered as a key audit matter.	Our audit procedures included the following : a. We obtained Management's assessment and evaluation of the tax impact as regards depreciation of Goodwill arising from the provisions of the Finance Act, 2021. b. We involved our Tax Specialists to assess interpretation of relevant tax provisions, estimates and judgements considered by the Management for their assessment of the impact. c. We assessed the appropriateness of recognition of Deferred Tax Liability on written down value of Goodwill as per books of account with reference to the requirements of relevant accounting standard. d. Obtained from Management and verified computation of the Deferred Tax Liability on Goodwill. e. Assessed the adequacy of disclosures as per Ind AS 22.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors' cum Management Discussion and Analysis Report, but does not include the Consolidated Ind AS Financial Statements and our Auditor's Report thereon.

Our opinion on the Consolidated Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Ind AS Financial Statements, our responsibility is to read the other information and in doing so, consider whether such other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Independent Auditor's Report (Contd.)

Responsibilities of Management for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Ind AS Financial Statements in terms of the requirements of the Act that give a true and fair view of the Consolidated Financial Position, Consolidated Financial Performance including Other Comprehensive Income, Consolidated Cash Flows and Consolidated Statement of Changes in Equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate Internal Financial Controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Ind AS Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Ind AS Financial Statements, the respective Board of Directors of the Companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the Companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Consolidated Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of Internal Control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate Internal Financial Controls with reference to Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's Report to the related disclosures in the Consolidated Ind AS Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's Report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Ind AS Financial Statements, including the disclosures and whether the Consolidated Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Independent Auditor's Report (Contd.)

- Obtain sufficient appropriate audit evidence regarding the Financial Information of the entities or business activities within the Group of which we are the Independent Auditors and whose financial information we have audited, to express an opinion on the Consolidated Ind AS Financial Statements. We are responsible for the direction, supervision and performance of the audit of the Financial Statements of such entities included in the Consolidated Ind AS Financial Statements of which we are the Independent Auditors. For the other entities included in the Consolidated Ind AS Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Ind AS Financial Statements of which we are the Independent Auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Ind AS Financial Statements for the financial year ended 31st March 2021 and are therefore the key audit matters. We describe these matters in our Auditor's Report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- We did not audit the financial statements and other financial information, in respect of seven (7) subsidiaries, whose financial statements include Total Assets of ₹ 56,093.99 lacs as at 31st March 2021 and Total Revenues of ₹ 45,300.66 lacs and Net Cash Inflows of ₹ 4,412.72 lacs for the year ended on that date. These financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the Consolidated Ind AS Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these Subsidiaries in so far as it relates to the aforesaid Subsidiaries is based solely on the reports of such other auditors.

Aforesaid subsidiaries are located outside India whose Financial Statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

- The accompanying Consolidated Ind AS Financial Statements include unaudited financial statements and other unaudited financial information in respect of six (6) Subsidiaries whose financial statements and other financial information reflect Total Assets of ₹ 19,500.55 lacs as at 31st March 2021 and Total Revenues of Rs 495.87 lacs and Net Cash Inflows of ₹ 10.89 lacs for the year ended on that date. These unaudited financial statements and other unaudited financial information have been furnished to us by the management. Our opinion, in so far as it relates amounts and disclosures included in respect of these Subsidiaries is based solely on such unaudited financial statements and other unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements and other financial information are not material to the Group.

Our opinion above on the Consolidated Ind AS Financial Statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

Independent Auditor's Report (Contd.)

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that :

- a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Ind AS Financial Statements;
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Ind AS Financial Statements;
- d) In our opinion, the aforesaid Consolidated Ind AS Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e) On the basis of the written representations received from the Directors of the Holding Company as on 31st March 2021 taken on record by the Board of Directors of the Holding Company, none of the Directors of the Holding Company is disqualified as on 31st March 2021 from being appointed as a Director in terms of Section 164(2) of the Act;
- f) With respect to the adequacy of the Internal Financial Controls with reference to Consolidated Ind AS Financial Statements of the Holding Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure 1**" to this report;
- g) In our opinion, the managerial remuneration for the year ended 31st March 2021 has been paid/provided by the Holding Company incorporated in India to their Directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Consolidated Ind AS Financial Statements disclose the impact of pending litigations on its Consolidated Financial Position of the Group in its Consolidated Ind AS Financial Statements – Refer Note 33 to the Consolidated Ind AS Financial Statements;
 - ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended 31st March 2021;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company incorporated in India during the year ended 31st March 2021.

Kolkata
5th June 2021

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005
per **Bhaswar Sarkar**
Partner
Membership Number: 055595
UDIN: 21055596AAAABX5179

“Annexure 1” to the Independent Auditor’s Report

“ANNEXURE 1” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF IFGL REFRACTORIES LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the Consolidated Financial Statements of IFGL Refractories Limited (hereinafter referred to as the “Holding Company”) as of and for the year ended 31st March 2021, we have audited the Internal Financial Controls with reference to Consolidated Financial Statements of the Holding Company, which is incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

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

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

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

Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements

A Company’s Internal Financial Control with reference to Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of Financial Reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company’s Internal Financial Control with reference to Consolidated Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorisations of Management and Directors of the Company and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company’s Assets that could have a material effect on the Financial Statements.

Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements

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

“Annexure 1” to the Independent Auditor’s Report (Contd.)

Opinion

In our opinion, the Holding Company have maintained in all material respects, adequate Internal Financial Controls with reference to Consolidated Financial Statements and such Internal Financial Controls with reference to Consolidated Financial Statements were operating effectively as at 31st March 2021, based on the Internal Control over Financial Reporting criteria established by the Holding Company considering the essential components of Internal Control stated in the Guidance Note issued by the ICAI.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per **Bhaswar Sarkar**

Partner

Membership Number: 055595

UDIN: 21055596AAAABX5179

Kolkata

5th June 2021

Consolidated Balance Sheet as at 31st March 2021

(₹ in lacs)

	Note	As at 31st March 2021	As at 31st March 2020
A. ASSETS			
1. Non-Current Assets :			
a) Property, Plant and Equipment	4.1	14,760.99	15,227.92
b) Right to Use Asset	4.2	2,029.73	2,198.53
c) Capital Work-in-Progress		2,207.42	690.74
d) Goodwill (on consolidation)	5	11,192.05	10,362.06
e) Goodwill (other)	6.1	13,349.71	16,019.66
f) Other Intangible Assets	6.2	221.34	231.73
g) Financial Assets :			
i) Investments	7	618.57	151.74
ii) Loans and Deposits	8	226.75	219.58
iii) Others	9	325.00	—
h) Deferred Tax Assets (Net)	10	—	561.71
i) Income Tax Assets (Net)	11(A)	380.46	299.45
j) Other Non-Current Assets	12	328.62	191.92
Total Non-Current Assets		45,640.64	46,155.04
2. Current Assets :			
a) Inventories	13	16,781.50	14,174.61
b) Financial Assets :			
i) Investments	7	12,164.78	9,221.25
ii) Loans and Deposits	8	66.85	66.08
iii) Trade Receivables	14	22,821.84	21,053.18
iv) Cash and Cash Equivalents	15(A)	14,758.02	10,965.33
v) Bank Balances other than (iv) above	15(B)	4,324.89	108.31
vi) Others	9	261.24	207.59
c) Other Current Assets	12	1,569.84	966.41
Total Current Assets		72,748.96	56,762.76
Total Assets (1+2)		1,18,389.60	1,02,917.80
B. EQUITY AND LIABILITIES			
1. Equity :			
a) Equity Share Capital	16	3,603.93	3,603.93
b) Other Equity	17	85,445.39	77,290.90
Attributable to Equity Holders of the Parent		89,049.32	80,894.83
Non-Controlling Interest		—	—
Total Equity		89,049.32	80,894.83
2. Non-Current Liabilities :			
a) Financial Liabilities			
i) Borrowings	18	1,193.65	1,351.87
ii) Lease Liabilities	4.2	991.82	1,086.23
b) Provisions	19	—	0.19
c) Deferred Tax Liabilities (Net)	10	4,579.66	1,174.48
Total Non-Current Liabilities		6,765.13	3,612.77
3. Current Liabilities :			
a) Financial Liabilities :			
i) Borrowings	20	3,636.79	3,506.16
ii) Lease Liabilities	4.2	221.21	200.77
iii) Trade Payables :			
- Total Outstanding dues of Micro Enterprises and Small Enterprises	21	678.29	258.82
- Total Outstanding dues of Creditors other than Micro Enterprises and Small Enterprises	21	14,828.61	12,162.91
iv) Other Financial Liabilities	22	1,153.85	799.64
b) Income Tax Liabilities (Net)	11(B)	197.11	46.75
c) Other Current Liabilities	23	1,830.35	1,409.28
d) Provisions	19	28.94	25.87
Total Current Liabilities		22,575.15	18,410.20
Total Equity and Liabilities (1+2+3)		1,18,389.60	1,02,917.80
Summary of Significant Accounting Policies	1-3		

See accompanying Notes forming part of the Consolidated Financial Statements

In terms of our Report attached.

For **S. R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number : 301003E/E300005

per **Bhaswar Sarkar**

Partner

Membership No. : 055596

Kolkata

5th June 2021

For and on behalf of the Board of Directors

S K Bajoria

Chairman

(DIN- 00084004)

Rajesh Agarwal

Company Secretary

(FCS- 2825)

P Bajoria

Managing Director

(DIN- 00084031)

Kamal Sarda

Director and Chief Financial Officer

(DIN- 03151258)

Consolidated Statement of Profit and Loss for the year ended 31st March 2021

(₹ in lacs)

	Note No.	For the year ended 31st March 2021	For the year ended 31st March 2020
I. REVENUE FROM OPERATIONS	24	1,02,194.54	91,734.70
II. Other Income	25	2,050.36	1,095.72
III. Total Income (I + II)		1,04,244.90	92,830.42
IV. EXPENSES :			
a) Cost of Materials Consumed	26	36,232.43	39,086.26
b) Purchases of Stock-in-Trade	27	11,652.70	5,699.70
c) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	28	(481.88)	1,124.67
d) Employee Benefits Expense	29	15,178.00	15,044.65
e) Finance Costs	30	305.86	361.21
f) Depreciation and Amortisation Expense	4.1, 4.2, 6	4,857.92	4,834.32
g) Other Expenses	31	24,077.67	21,621.41
Total Expenses		91,822.70	87,772.22
V. Profit before Exceptional Items and Tax (III - IV)		12,422.20	5,058.20
VI. Exceptional Items	41	–	2,061.39
VII. PROFIT BEFORE TAX (V - VI)		12,422.20	2,996.81
VIII. Tax Expense :			
1) Current Tax	40	3,391.93	968.59
2) Deferred Tax Charge	40 & 40.1	2,499.69	82.55
3) Excess Provision of Tax relating to earlier year written back	40	(28.52)	–
Total Tax Expense		5,863.10	1,051.14
IX. PROFIT FOR THE YEAR (VII - VIII)		6,559.10	1,945.67
Other Comprehensive Income / (Loss) :			
A. Other Comprehensive Income not be recycled to profit or loss			
i) Re-measurement Gain/(Losses) on Defined Benefit Plans		42.02	(3.87)
ii) Income Tax relating to above item		(14.68)	1.35
B. Other Comprehensive Items that will be reclassified to Profit or Loss			
Exchange Differences in translating the Financial Statements of Foreign Operations		1,568.05	1,668.15
X. Other Comprehensive Income		1,595.39	1,665.63
XI. Total Comprehensive Income for the year (IX + X)		8,154.49	3,611.30
Profit for the year			
Attributable to :			
- Equity Holders of the Parent		6,559.10	1,945.67
Total Comprehensive Income for the year			
Attributable to :			
- Equity Holders of the Parent		8,154.49	3,611.30
XII. Earnings per Equity Share (Nominal Value of ₹ 10/- each) :			
Basic & Diluted (in ₹)	32	18.20	5.40
Basic & Diluted (in ₹) (Adjusted) [Refer Note 40.1]	32	23.80	5.40
Summary of Significant Accounting Policies	1-3		

See accompanying Notes forming part of the Consolidated Financial Statements

In terms of our Report attached.

For **S. R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number : 301003E/E300005

per **Bhaswar Sarkar**
Partner

Membership No. : 055596
Kolkata
5th June 2021

For and on behalf of the Board of Directors

S K Bajoria
Chairman
(DIN- 00084004)

Rajesh Agarwal
Company Secretary
(FCS- 2825)

P Bajoria
Managing Director
(DIN- 00084031)

Kamal Sarda
Director and Chief Financial Officer
(DIN- 03151258)

Consolidated Cash Flow Statement for the year ended 31st March 2021

(₹ in lacs)

	For the year ended 31st March 2021	For the year ended 31st March 2020
CASH FLOWS FROM OPERATING ACTIVITIES :		
Profit before Tax for the year	12,422.20	2,996.81
Adjustments for :		
Finance Costs	305.86	361.21
Interest Income	(238.32)	(264.89)
Provision for Unspent Liabilities Reversed	(310.85)	(395.36)
Loss on disposal of Property, Plant and Equipment	150.48	38.10
Profit on Sale of Investments in Mutual Fund (Net)	(117.23)	(396.17)
Net Gain arising on Financial Assets measured at Fair Value through Profit and Loss	(212.11)	(37.62)
Sundry Debit Balances/Advances Written Off	183.51	475.59
Impairment of Goodwill	–	2,061.39
Provision for Doubtful Trade Receivables/Advances (Net)	193.70	658.77
Depreciation and Amortisation Expense	4,857.92	4,834.32
Unrealised Foreign Exchange Gain	(21.47)	(209.12)
Effect of change in Foreign Exchange Translation	(716.60)	323.64
	16,497.09	10,446.67
Change in Working Capital :		
(Increase)/Decrease in Trade and Other Receivables	(2,043.08)	1,317.30
(Increase)/Decrease in Inventories	(2,100.19)	1,697.20
Increase in Trade, Payables and Other Liabilities	3,513.52	1,567.25
Net change in Working Capital	(629.75)	4,581.75
Cash generated from Operations	15,867.34	15,028.42
Income Taxes Paid (Net)	(1,928.50)	(41.32)
Net Cash Generated from Operating Activities (1)	13,938.84	14,987.10
CASH FLOWS FROM INVESTING ACTIVITIES :		
Purchase of Investments	(19,504.84)	(25,377.51)
Proceeds from Sale of Investments	16,423.82	21,044.10
Proceeds from Maturity of Term Deposits with Banks	4,950.00	2,604.79
Payment for Term Deposits with Banks	(9,505.00)	(1,515.00)
Interest Received	97.87	293.61
Payments for Property, Plant and Equipment, Other Intangibles and Capital Work-in-Progress	(3,108.34)	(2,494.96)
Proceeds from disposal of Property, Plant and Equipment	8.08	74.57
Net Cash (used in) Investing Activities (2)	(10,638.41)	(5,370.40)

Consolidated Cash Flow Statement for the year ended 31st March 2021 (Contd.)

(₹ in lacs)

	For the year ended 31st March 2021	For the year ended 31st March 2020
CASH FLOWS FROM FINANCING ACTIVITIES :		
Dividend on Equity Share and Dividend Distribution Tax thereon	—	(2,172.40)
Repayment of Long-Term Borrowings	(265.99)	(424.58)
Proceeds from/(Repayments) of Short-Term Borrowings (Net)	190.62	(3,532.62)
Payments of Lease Liabilities (Refer Note : 4.2)	(204.04)	(217.15)
Interest Paid	(175.78)	(269.09)
Net Cash (Used in) Financing Activities (3)	(455.19)	(6,615.84)
Exchange Differences on Translation of Foreign Currency	947.45	330.36
Net Increase in Cash and Cash Equivalents (1+2+3)	3,792.69	3,331.22
Cash and Cash Equivalents at the beginning of the year	10,965.33	7,634.11
Cash and Cash Equivalents at the end of the year [Refer Note 15(A)]	14,758.02	10,965.33
Summary of Significant Accounting Policies (Refer Note 1 to 3)		

See accompanying Notes forming part of the Consolidated Financial Statements

In terms of our Report attached.

For **S. R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number : 301003E/E300005

per **Bhaswar Sarkar**

Partner

Membership No. : 055596

Kolkata

5th June 2021

For and on behalf of the Board of Directors

S K Bajoria

Chairman

(DIN- 00084004)

Rajesh Agarwal

Company Secretary

(FCS- 2825)

P Bajoria

Managing Director

(DIN- 00084031)

Kamal Sarda

Director and Chief Financial Officer

(DIN- 03151258)

Notes to the Consolidated Financial Statements

(₹ in lacs)

1. The Consolidated Financial Statements (CFS) of the Holding Company (i.e. IFGL Refractories Limited and its Subsidiaries (together the "Group") have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013. The Consolidated Financial Statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013.

2. PRINCIPLES OF CONSOLIDATION :

2.1 The CFS comprises of the Financial Statements of the Holding Company and its Subsidiary Companies (Group). It has been prepared on the following basis :

- The Financial Statements of the Holding Company and its Subsidiaries (listed below in Note 2.2) have been combined on a line-by-line basis by adding together the book value of like items of Assets, Liabilities, Income and Expenses after adjustments / elimination of Intra Group Balances and Intra Group Transactions and resulting unrealised Profits/ Losses.
- The CFS are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances in all material respect, except as indicated in the Note 3 below, are presented to the extent possible, in the same manner as the Holding Company's Standalone Financial Statements.
- The excess of cost to the Holding Company of its Investment in the Subsidiaries (including Step Down Subsidiaries) over the Holding Company's portion of Equity of Subsidiaries at the dates they become Subsidiaries is recognised in the Financial Statements as Goodwill being an Asset in the CFS and is tested for impairment on an annual basis. Goodwill arising on consolidation is tested for impairment.
- The translation of functional currencies into Indian Rupees (Reporting Currency) is performed for Equity in Foreign Subsidiary (being non-integral operation), Assets and Liabilities using the Closing Exchange Rate at the Balance Sheet date, for Revenues, Costs and Expenses using Average Exchange Rate prevailing during the year. The resultant exchange difference arising out of such translations is recognised as part of other Equity (Foreign Currency Translation Reserve) by the Group until the disposal of Investment.
- Non-controlling Interest in the Consolidated Financial Statements is identified and recognised after taking into consideration:
 - The amount of Equity attributable to Minorities at the date on which Investment in Subsidiary is made.
 - The Minorities' share of movement in Equity since the date Holding – Subsidiary relationship came into existence.
 - Total Comprehensive Income is attributed to Non-Controlling Interests even if it results in the Non-Controlling Interests having a deficit balance.
- Monotec Refratarios Ltda, Tianjin Monocon Refractories Company Limited and Tianjin Monocon Aluminous Refractories Company Limited (Step down Subsidiaries), each has an accounting period end of 31st December 2020. These Subsidiaries have been consolidated using the Financial Statements for the year ended on that date adjusted for movements upto 31st March 2021.

2.2 The Subsidiaries (including Step down Subsidiaries) considered in the CFS are:

Name of the Subsidiary	Country of Incorporation	Proportion of Ownership Interest	Accounting Year Ended
IFGL Worldwide Holdings Limited (IWHL)	Isle of Man	100%	31st March
Step down Subsidiaries			
IFGL Monocon Holdings Limited (IMHL)	United Kingdom (UK)	100%	31st March
Tianjin Monocon Refractories Company Limited (TMRL)	Peoples Republic of China	100%	31st December
Tianjin Monocon Aluminous Refractories Company Limited (TMARL)	Peoples Republic of China	100%	31st December
Monotec Refratarios Ltda (MRL)	Brazil	95%	31st December
Monocon International Refractories Limited (MIRL)	UK	100%	31st March

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

Name of the Subsidiary	Country of Incorporation	Proportion of Ownership Interest	Accounting Year Ended
Monocon Overseas Limited (MOL)	UK	100%	31st March
Mono Ceramics Inc. (MCI)	United States of America (USA)	100%	31st March
Goricon Metallurgical Services Limited (GMSL)	UK	100%	31st March
IFGL GmbH (IG)	Germany	100%	31st March
Hofmann Ceramic GmbH (HCG)	Germany	100%	31st March
Hofmann Ceramic CZ s.r.o. (HCC)	Czech Republic	98.78%	31st March
IFGL Inc. (IFGL INC)	USA	100%	31st March
EI Ceramics LLC (EICLLC)	USA	100%	31st March

3. Significant Accounting Policies adopted for the Subsidiaries are same as followed by the Holding Company as indicated in Note 2 and 3 of the Holding Company's Standalone Financial Statements for the year ended 31st March 2021.

	As at 31st March 2021	As at 31st March 2020
4.1. PROPERTY, PLANT AND EQUIPMENT :		
Net Carrying amounts of :		
Land (Freehold)	1,750.03	1,726.83
Buildings	5,088.28	5,121.86
Plant and Equipment	7,376.56	7,829.75
Furniture and Fixtures	76.21	81.26
Leasehold Improvements	8.94	8.94
Vehicles	353.56	340.57
Office Equipment	68.93	78.15
Computers	38.48	40.56
Total	14,760.99	15,227.92

	As at 31st March 2019	Additions	Discard / Disposals	Effect of Foreign Currency Exchange Differences [Gain/(Loss)]	As at 31st March 2020	Additions	Discard / Disposals	Effect of Foreign Currency Exchange Differences [Gain/(Loss)]	As at 31st March 2021
Gross Carrying Amount- Cost									
Land (Freehold)	1,670.91	-	-	55.92	1,726.83	-	-	23.20	1,750.03
Buildings	7,366.46	762.17	41.26	303.86	8,391.23	212.51	-	41.81	8,645.55
Plant and Equipment	22,260.56	1,473.95	735.31	549.48	23,548.68	1,212.58	578.10	304.73	24,487.89
Furniture and Fixtures	424.53	4.71	-	14.91	444.15	10.43	3.76	20.25	471.07
Leasehold Improvements	48.91	-	-	-	48.91	-	-	-	48.91
Vehicles	593.34	113.48	34.66	18.48	690.64	82.88	-	12.21	785.73
Office Equipment	430.56	16.40	38.47	11.09	419.58	24.86	9.40	6.16	441.20
Computers	482.03	21.81	0.67	14.96	518.13	24.95	0.59	25.12	567.61
Total	33,277.30	2,392.52	850.37	968.71	35,788.15	1,568.21	591.85	433.48	37,197.99

Notes to the Consolidated Financial Statements (Contd.)

	As at 31st March 2019	Charge for the year	Discard / Disposals	Effect of Foreign Currency Exchange Differences [Gain/(Loss)]	As at 31st March 2020	Charge for the year	Discard / Disposals	Effect of Foreign Currency Exchange Differences [Gain/(Loss)]	As at 31st March 2021
Depreciation									
Land (Freehold)	-	-	-	-	-	-	-	-	-
Buildings	2,968.83	218.94	39.88	121.48	3,269.37	238.89	-	49.01	3,557.27
Plant and Equipment	14,492.06	1,523.44	640.11	343.54	15,718.93	1,567.76	374.77	199.41	17,111.33
Furniture and Fixtures	334.25	16.06	-	12.58	362.89	17.10	3.24	18.11	394.86
Leasehold Improvements	39.97	-	-	-	39.97	-	-	-	39.97
Vehicles	299.51	60.51	25.97	16.02	350.07	77.55	-	4.55	432.17
Office Equipment	331.91	31.40	36.88	15.00	341.43	30.76	5.66	5.74	372.27
Computers	430.68	33.15	0.13	13.87	477.57	26.51	0.20	25.25	529.13
Total	18,897.21	1,883.50	742.97	522.49	20,560.23	1,958.57	383.87	302.07	22,437.00

4.1.a The details of Property, Plant and Equipment hypothecated against borrowings are presented in Note 18 and Note 20.

4.2 RIGHT TO USE ASSET

As a Lessee:

The Group has lease contracts for premises used for its operations and has lease terms upto 90 years. The Group also has certain leases with lease terms of 12 months or less. The Group applies the 'Short-Term Lease' recognition exemption for these leases.

Set out below are the Carrying Amounts of Right of Use Assets recognised and the movements during the period :

	As at 31st March 2021	As at 31st March 2020
Opening	2,198.53	463.81
Additions/ Effect of Foreign Exchange	19.64	1,947.92
Less: Depreciation Expense	188.44	213.20
Closing	2,029.73	2,198.53

Set out below are the Carrying Amounts of Lease Liabilities and the movements during the period :

	As at 31st March 2021	As at 31st March 2020
Opening	1,287.00	472.24
Additions	-	939.00
Accretion of interest	130.08	92.12
Payments	(204.05)	(216.36)
Closing	1,213.03	1,287.00
Non-Current	991.82	1,086.23
Current	221.21	200.77

The effective Interest Rate for Lease Liabilities is 9% p.a with maturities ranging upto 90 years.

	As at 31st March 2021	As at 31st March 2020
Depreciation Expense of Right of Use Assets	188.44	213.20
Interest Expense on Lease Liabilities	130.08	92.12
Expense relating to Short Term & low Value Leases (included in Other Expenses)	332.85	318.30
Total amount recognised in Consolidated Statement of Profit and Loss	651.37	623.62

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

	As at 31st March 2021	As at 31st March 2020
5. GOODWILL (ON CONSOLIDATION)		
Balance at the beginning of the year	10,362.06	12,092.49
Less : Impairment of Goodwill (Refer Note 41)	–	(2,061.39)
Add/(Less) : Forex Movement during the year	829.99	330.96
Balance at the end of the year	11,192.05	10,362.06

	As at 31st March 2021	As at 31st March 2020
6.1. GOODWILL (OTHER) :		
Net Carrying amounts of :		
Goodwill *	13,349.71	16,019.66
Total	13,349.71	16,019.66

	As at 31st March 2019	Additions	Discard / Disposals	Exchange Difference on Consolidation	As at 31st March 2020	Additions	Discard / Disposals	Exchange Difference on Consolidation	As at 31st March 2021
Gross Carrying Amount									
Goodwill *	26,699.46	–	–	–	26,699.46	–	–	–	26,699.46
Total	26,699.46	–	–	–	26,699.46	–	–	–	26,699.46

	As at 31st March 2019	Charge for the year	Discard / Disposals	Exchange Difference on Consolidation	As at 31st March 2020	Charge for the year	Discard / Disposals	Exchange Difference on Consolidation	As at 31st March 2021
Amortisation									
Goodwill *	8,009.85	2,669.95	–	–	10,679.80	2,669.95	–	–	13,349.75
Total	8,009.85	2,669.95	–	–	10,679.80	2,669.95	–	–	13,349.75

*Refer Note 39

	As at 31st March 2021	As at 31st March 2020
6.2. OTHER INTANGIBLE ASSETS :		
Net Carrying amounts of :		
Computer Software	38.24	34.51
Intellectual Property Rights (Technical Know-how) (Refer Note 6.3)	183.10	197.22
Total	221.34	231.73

	As at 31st March 2019	Additions	Discard / Disposals	Exchange Difference on Consolidation	As at 31st March 2020	Additions	Discard / Disposals	Exchange Difference on Consolidation	As at 31st March 2021
Gross Carrying Amount									
Computer Software	302.35	6.01	12.21	13.48	309.63	20.30	–	3.32	333.25
Intellectual Property Rights (Technical Know-how) (Refer Note 6.3)	476.10	22.54	–	15.57	514.21	–	–	13.03	527.24
Total	778.45	28.55	12.21	29.05	823.84	20.30	–	16.35	860.49

Notes to the Consolidated Financial Statements (Contd.)

	As at 31st March 2019	Charge for the year	Discard / Disposals	Exchange Difference on Consolidation	As at 31st March 2020	Charge for the year	Discard / Disposals	Exchange Difference on Consolidation	As at 31st March 2021
Depreciation									
Computer Software	240.97	43.38	12.21	2.98	275.12	17.78	–	2.11	295.01
Intellectual Property Rights (Technical Know-how) (Refer Note 6.3)	288.28	24.29	–	4.42	316.99	23.21	–	3.94	344.14
Total	529.25	67.67	12.21	7.40	592.11	40.99	–	6.05	639.15

6.3 Technical Know-how represents Technical Drawings, Designs etc. relating to manufacture of the Group's products and acquired pursuant to various agreements conferring the right to usage only.

	As at 31st March 2021			As at 31st March 2020		
	QTY	Current	Non-Current	QTY	Current	Non-Current
7. INVESTMENTS :						
A. Investments Carried at Amortised cost						
Quoted (all Fully Paid)						
Investments in Non Convertible Debentures or Bonds						
Power Finance Corporation Limited [8.09% Tax Free Bonds of Face Value ₹ 100,000 each having maturity on 25th November 2021]	50	52.05	–	50	–	52.05
TOTAL INVESTMENTS CARRIED AT AMORTISED COST [A]		52.05	–		–	52.05
B. Investments Carried at Fair Value Through Profit and Loss (FVTPL)						
Quoted*						
Investments in Mutual Funds						
- Aditya Birla Sun Life Short Term Fund-Direct Plan- Growth Option	262,136	100.80	–	–	–	–
- Axis Banking & PSU Debt Fund-Direct Plan - Growth Option	24,635	516.79	–	–	–	–
- Axis Liquid Fund-Direct Plan-Growth Option	–	–	–	6,835	150.66	–
- Axis Short Term Fund- Direct Plan - Growth Option	6,898,897	1,752.45	–	–	–	–
- Axis Treasury Advantage Fund-Direct-Growth	12,083.58	299.99	–	–	–	–
- DSP Savings Fund-Direct Plan-Growth Option	1,291,917	501.85	–	–	–	–
- HDFC Corporate Bond Fund -Direct Plan-Growth Option	1,986,298	500.22	–	–	–	–
- HDFC Overnight Fund-Direct Plan-Growth Option	21,400	654.42	–	–	–	–
- HDFC Liquid Fund-Direct Plan-Growth Option	–	–	–	18,806	734.67	–
- ICICI Prudential Liquid Fund-Direct Plan-Growth	–	–	–	1,155,390	3,394.32	–
- ICICI Prudential Banking and PSU Debt Fund-Direct Plan-Growth	2,364,462	605.69	–	–	–	–
- ICICI Prudential Short Term Fund-Direct Plan-Growth Option	1,205,854	586.28	–	–	–	–
- IDFC Banking & PSU Debt Fund-Direct Plan- Growth Option	5,293,345	1,034.35	–	–	–	–

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

	As at 31st March 2021			As at 31st March 2020		
	QTY	Current	Non-Current	QTY	Current	Non-Current
- IDFC Bond Fund-Medium Term Plan-Direct Plan-Growth	1,318,242	509.47	-	-	-	-
- IDFC Bond Fund-Short Term Plan-Direct Plan-Growth	1,100,355	515.65	-	-	-	-
- IDFC Cash Fund-Direct Plan -Growth	-	-	-	138,926	3,336.76	-
- IDFC Corporate Bond Fund Direct Plan-Growth	6,665,694	1,017.49	-	-	-	-
- Kotak Bond Short Term Plan-Growth-Direct	2,563,208	1,114.43	-	-	-	-
- Kotak Corporate Bond Fund-Direct Plan-Growth Option	37,877	1,130.50	-	-	-	-
- Kotak Liquid - Growth - Direct	-	-	-	39,972	1,604.84	-
- SBI Banking & PSU Fund-Direct-Growth	18,349	468.64	-	-	-	-
- SBI Liquid Fund-Direct-Growth	18,699	602.40	-	-	-	-
- SBI Magnum Ultra Short Duration Fund-Direct-Growth	4,266	201.31	-	-	-	-
Investment in Bond						
- Government of India (GOI) Bond	85,600	-	99.69	85,600	-	99.69
- SBI Perpetual Bond	500,000	-	518.88	-	-	-
TOTAL INVESTMENTS CARRIED AT FVTPL [B]		12,112.73	618.57		9,221.25	99.69
TOTAL INVESTMENTS CARRYING VALUE (A) + (B)		12,164.78	618.57		9,221.25	151.74
Other Disclosures						
Aggregate amount of Quoted Investments		12,164.78	618.57		9,221.25	151.74
Aggregate Market Value of Quoted Investments		12,165.00	618.57		9,221.25	152.67

* Quoted includes repurchased price of Mutual Fund Units.

	As at 31st March 2021		As at 31st March 2020	
	Current	Non-Current	Current	Non-Current
8. LOANS AND DEPOSITS				
Unsecured, Considered Good				
- Security Deposits	66.85	226.75	66.08	219.58
Total	66.85	226.75	66.08	219.58

	As at 31st March 2021		As at 31st March 2020	
	Current	Non-Current	Current	Non-Current
9. OTHER FINANCIAL ASSETS				
Unsecured, Considered Good				
a) Bank Deposits with more than 12 months maturity	-	325.00	-	-
b) Interest accrued on Deposits	142.53	-	2.08	-
c) Receivable from Gratuity Fund (Refer Note 36)	31.12	-	188.77	-
d) Claims Receivable	13.71	-	16.74	-
e) Foreign Currency Forward Contracts	73.88	-	-	-
Total	261.24	325.00	207.59	-

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

10. DEFERRED TAX ASSETS/LIABILITIES (NET)

A. Components of Deferred Tax Assets and (Liabilities) as at 31st March 2021 is as below :

	Balance as at 1st April 2020	Recognised/ (Reversed) in Statement of Profit and Loss	Exchange Difference on Consolidation/ Recognised/ (Reversed) in Balance sheet	Balance as at 31st March 2021
Deferred Tax Assets				
Unabsorbed Depreciation carried forward	482.11	(482.11)	–	–
Accrued Expenses deductible when paid and Allowance for Doubtful Debts	504.76	71.00	–	575.76
Expenses related to Amalgamation	5.71	(5.71)	–	–
MAT Credit Entitlement	2,520.35	–	(1,503.39)	1,016.96
Unrealised Profit on Unsold Stock and Capital Goods	54.18	–	–	54.18
Others	31.91	–	–	31.91
	3,599.02	(416.82)	(1,503.39)	1,678.81
Deferred Tax Liabilities				
Property, Plant and Equipment and Intangible Assets	3,896.33	1,928.64	–	5,824.97
Fair Value of Investment carried at FVTPL	13.59	60.53	–	74.12
Others	301.87	108.38	(50.87)	359.38
	4,211.79	2,097.55	(50.87)	6,258.47
Net Deferred Tax Liabilities	(612.77)	(2,514.37)	(1,452.52)	(4,579.66)

	As at 31st March 2021	As at 31st March 2020
Deferred Tax related to items recognised to Other Comprehensive Income/ (Loss) (included above) during the year :		
Re-measurement Gain/(Losses) on Defined Benefit Plans	(14.68)	1.35
Total	(14.68)	1.35

	As at 31st March 2021	As at 31st March 2020
Reflected of Deferred Assets/(Liabilities) in Balance Sheet		
Deferred Tax Asset	–	561.71
Deferred Tax Liabilities	4,579.66	1,174.48
Net Deferred Tax (Liabilities)	(4,579.66)	(612.77)

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

B. Components of Deferred Tax Assets and (Liabilities) as at 31st March 2020 is as below :

	Balance as at 1st April 2019	Recognised/ (Reversed) in Statement of Profit and Loss	Exchange Difference on Consolidation/ Recognised/ (Reversed) in Balance sheet	Balance as at 31st March 2020
Deferred Tax Assets				
Unabsorbed Depreciation carried forward	1,317.66	(835.55)	–	482.11
Accrued Expenses deductible when paid and Allowance for Doubtful Debts	384.26	120.50	–	504.76
Expenses related to Amalgamation	11.42	(5.71)	–	5.71
MAT Credit Entitlement	1,892.54	627.81	–	2,520.35
Unrealised Profit on Unsold Stock and Capital Goods	42.95	11.23	–	54.18
Others	–	31.91	–	31.91
	3,648.83	(49.81)	–	3,599.02
Deferred Tax Liabilities				
Property, Plant and Equipment and Intangible Assets	3,805.56	90.77	–	3,896.33
Fair Value of Investment carried at FVTPL	106.86	(93.27)	–	13.59
Others	189.33	33.89	78.66	301.88
	4,101.75	31.39	78.66	4,211.80
Net Deferred Tax Liabilities	(452.92)	(81.20)	(78.66)	(612.77)

	As at 31st March 2021	As at 31st March 2020
11(A) INCOME TAX ASSETS (NET)		
Advance Income Tax	380.46	299.45
Total	380.46	299.45

	As at 31st March 2021	As at 31st March 2020
11(B) INCOME TAX LIABILITIES (NET)		
Provision for Income Tax	197.11	46.75
Total	197.11	46.75

	As at 31st March 2021		As at 31st March 2020	
	Current	Non-Current	Current	Non-Current
12. OTHER ASSETS				
Unsecured, Considered Good				
a) Capital Advances	–	307.45	–	170.75
b) Advances to Suppliers	595.01	–	255.99	–
c) Balances with Government Authorities (other than Income Tax)	497.31	21.17	522.14	21.17
d) Pre-payments	250.25	–	128.93	–
e) Advance to Employees for Expenses	227.27	–	59.35	–
Total	1,569.84	328.62	966.41	191.92

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

	As at 31st March 2021	As at 31st March 2020
13. INVENTORIES :		
a) Raw Materials and Components	6,081.42	4,332.52
b) Work-in-Progress	2,582.71	1,995.12
c) Finished Goods	4,784.83	4,754.05
d) Stock-in-Trade	1,010.88	874.02
e) Stores and Spares	2,321.66	2,218.90
Total	16,781.50	14,174.61
Included above, Goods-in-Transit :		
i) Raw Materials and Components	1,572.97	446.44
ii) Finished Goods	2,380.57	1,766.72
Total	3,953.54	2,213.16

13.1 Inventories are hypothecated against the Borrowings of the Holding Company as referred in Note 20.

	As at 31st March 2021	As at 31st March 2020
14. TRADE RECEIVABLES :		
a) Trade Receivables Considered Good- Unsecured	22,821.84	21,053.18
b) Trade Receivables - Credit Impaired	2,060.00	2,133.66
Less : Allowance for Impairment Losses	(2,060.00)	(2,133.66)
Total	22,821.84	21,053.18

Ageing of Trade Receivables and Credit Risk arising therefrom is as below :

	As at 31st March 2021	As at 31st March 2020
Less than three months	9,779.92	7,503.17
Between three to six months	3,663.30	3,165.47
Between six to twelve months	2,092.57	1,310.00
More than twelve months	135.75	526.81
Total	15,671.54	12,505.45

The above ageing pertains to the Trade Receivables of the Holding Company.

	As at 31st March 2021	As at 31st March 2020
15. CASH AND BANK BALANCES :		
A) Cash and Cash Equivalents		
a) Balances with Banks		
- In Current Accounts	14,733.90	10,279.47
- In Deposits Accounts (with original maturity of less than 3 months)	-	465.00
b) Cheques, Drafts on Hand	-	185.99
c) Cash on Hand	24.12	34.87
Total	14,758.02	10,965.33
B) Bank balances other than (A) above		
a) Deposits with original maturity beyond 3 months but not exceeding 12 months	4,230.00	-
b) Unclaimed Dividend Accounts (Refer Note 15.1)	94.89	108.31
Total	4,324.89	108.31

15.1 Balances in Unclaimed Dividend Account can be utilised by the Company only towards settlement of the respective Unpaid Dividend or for transfer to Investor Education and Protection Fund in accordance with law.

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

Changes in Liabilities arising from Financing Activities	Borrowings	Lease Liabilities	
		Current	Non-Current
As at 1st April 2020	5,179.43	200.77	1,086.23
Add : Cash Flow changes	(75.37)	(204.05)	–
Add : Other Changes	52.74	224.49	(94.41)
As at 31st March 2021	5,156.80	221.21	991.82

Changes in Liabilities arising from Financing Activities	Borrowings	Lease Liabilities	
		Current	Non-Current
As at 1st April 2019	8,937.04	–	–
Add : Cash Flow changes	(3,957.20)	(216.36)	–
Add : Other Changes	199.59	417.13	1,086.23
As at 31st March 2020	5,179.43	200.77	1,086.23

	As at 31st March 2021		As at 31st March 2020	
	No. of Shares	Amount	No. of Shares	Amount
16. SHARE CAPITAL :				
Authorised Share Capital :				
Opening and Closing Balance (Equity Share of ₹ 10/- per Share with Voting Rights)	43,000,000	4,300.00	43,000,000	4,300.00
5% Redeemable Preference Shares of ₹ 100/- each				
Opening and Closing Balance (Equity Share of ₹ 100/- per Share)	2,000,000	2,000.00	2,000,000	2,000.00
Issued and Paid up Capital				
Opening and Closing Balance (Equity Share of ₹ 10/- per Share with Voting Rights)	36,039,312	3,603.93	36,039,312	3,603.93

16.1 Share issued pursuant to the Scheme of Amalgamation

Pursuant to the Scheme of Amalgamation as detailed in Note 39, the Holding Company has issued and allotted 34,610,472 Equity Shares of ₹ 10/- each fully paid and 1,487,160 Equity Shares of the Holding Company of ₹ 10/- each fully paid held by erstwhile IFGL Refractories Limited have got cancelled on 18th September 2017.

16.2 Terms/Rights attached to Equity Shares

The Holding Company has only one class of Equity Shares having Face Value of ₹ 10/- each. Each holder of such shares is entitled to 1 vote per share. In the event of liquidation of the Company, the Equity Shareholders will be entitled to receive the remaining Assets of the Company, after distribution of all preferential amounts, in proportion to their Shareholding. The Holding Company in their General Meeting may declare Dividends, but no dividend shall exceed the amount recommended by the Board of Directors of the Holding Company.

16.3 Shares held by the Holding Company and Subsidiaries of the Holding Company

Name of the Shareholders	As at 31st March 2021		As at 31st March 2020	
	No. of Shares	% Holding	No. of Shares	% Holding
Bajoria Financial Services Private Limited-Holding Company	18,454,353	51.21	18,454,353	51.21
Bajoria Enterprises Limited (BEL)-Fellow Subsidiary	270	0.00	270	0.00

16.4 Details of Shareholders holding more than 5% of aggregate Shares in the Company

Name of the Shareholders	As at 31st March 2021		As at 31st March 2020	
	No. of Shares	% Holding	No. of Shares	% Holding
Bajoria Financial Services Private Limited	18,454,353	51.21	18,454,353	51.21
Krosaki Harima Corporation, Japan-Foreign Promoter of the Company	5,590,156	15.51	5,590,156	15.51

16.5 The Holding Company on 6th August 2016, issued and allotted 756,000 Ordinary Shares of ₹ 10/- each, fully paid up Bonus Shares in the proportion of 3.5 Bonus Share of ₹ 10/- each for every existing 10 (ten) Equity Shares ₹ 10/- each.

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

	Reserves and Surplus		Other Comprehensive Income (OCI)	Equity attributable to the Equity Holders of Parent
	Securities Premium	Retained Earnings		
17. OTHER EQUITY				
Balance as at 31st March 2019	39,747.97	32,029.95	4,082.52	75,860.44
Add : Profits for the period	–	1,945.67	–	1,945.67
Less : Utilised for Dividend Payment	–	(1,801.99)	–	(1,801.99)
Less : Utilised for Dividend Tax Payment	–	(370.41)	–	(370.41)
Add/(Less) : Other Comprehensive Income/(Loss) [Net of Tax]	–	(2.52)	1,668.15	1,665.63
Less : Change on Account of Adoption of Ind AS 116	–	(8.44)	–	(8.44)
Balance as at 31st March 2020	39,747.97	31,792.26	5,750.67	77,290.90
Add : Profits for the year	–	6,559.10	–	6,559.10
Add/(Less) : Other Comprehensive Income (Net of Tax)	–	27.34	1,568.05	1,595.39
Balance as at 31st March 2021	39,747.97	38,378.70	7,318.72	85,445.39

Notes :

- Securities Premium is used to record the premium on issue of shares. The same is utilised in accordance with the provisions of Section 52 of the Companies Act, 2013.
- Retained Earnings represents the Profits that the Group has earned till date, less any Dividends or other distributions to the Shareholders.

The Board of Directors, at its meeting on 5th June 2021, have proposed a Final Dividend of ₹ 4/- (40%) and one time Special Dividend of ₹ 6/- (60%) per Equity Share for the Financial Year ended 31st March 2021 subject to the approval of shareholders at the forthcoming Annual General Meeting and following Policy on Dividend Distribution of the Holding Company. Total Proposed Dividends is higher by ₹ 7.5 (75%) per Equity Share compared to Dividend paid for preceding Financial Year 2019-20 and if approved would result in a cash outflow of approximately ₹ 3,603.93. Proposed Dividend is accounted for in the year in which it is approved by the Shareholders.

	As at 31st March 2021	As at 31st March 2020
18. NON-CURRENT BORROWINGS :		
Measured at Amortised Cost		
Secured Borrowings :		
- Term loans from Banks [Refer Note 18.1]	1,193.65	1,351.87
Total	1,193.65	1,351.87

18.1 Nature of Security and Terms of Repayment of Secured Borrowings :

- Loan from Fifth Third Bank at El Ceramics LLC** is secured by specific real estates and properties of the Company and is repayable by FY 2022-23.
- Term Loan of Hofmann Ceramic GmbH** is repayable by FY 2027-28 and is secured by :
 - Mortgage of small investments and investments in Hofmann CZ plant.
 - Specific Plant and Machineries of that Company
- Term Loan of Hofmann Ceramic GmbH** is secured by specific Plant and Machinery of said Company.

18.2 For current maturities of Long Term Debt (Refer Note 22).

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

	As at 31st March 2021		As at 31st March 2020	
	Current	Non-Current	Current	Non-Current
19. PROVISIONS				
Provision for Employee Benefits (Refer Note 29)				
- Compensated Absences	28.94	–	25.87	–
- Gratuity	–	–	–	0.19
Total	28.94	–	25.87	0.19

	As at 31st March 2021	As at 31st March 2020
20. CURRENT BORROWINGS :		
Secured Borrowings		
Working Capital Loans repayable on Demand	94.15	742.53
Packing Credit Loan repayable upto six months	3,542.64	2,763.63
Total	3,636.79	3,506.16

20.1 Working Capital and Packing Credit Loans from the Banks are secured by hypothecation of Stocks of Raw Materials, Stock in Process, Finished Goods, Consumables, Spares, Stores, Receivables and Other Current Assets both present and future on pari passu basis and by a second charge over all Property, Plant and Equipment of the Company on pari passu basis.

20.2 The overdraft facilities availed by Hofmann Ceramic GmbH are secured by Mortgage of Land owned by the said Company.

	As at 31st March 2021	As at 31st March 2020
21. TRADE PAYABLES :		
Total Outstanding dues of Micro Enterprises and Small Enterprises	678.29	258.82
Total Outstanding dues of Creditors other than Micro Enterprises and Small Enterprises	14,828.61	12,162.91
Total	15,506.90	12,421.73

21.1 Trade Payables are non-interest bearing except in case of delay of payment to MSME.

21.2 For MSME schedule Refer Note 21.1 of Standalone Financial Statements.

	As at 31st March 2021	As at 31st March 2020
22. OTHER FINANCIAL LIABILITIES :		
a) Current Maturities of Long-Term Debt (Refer Note 18 & 22.2)	326.36	321.39
b) Unpaid Dividends (Refer Note 22.1)	94.89	108.31
c) Deposits	62.42	47.66
d) Payables for Employee Benefits	511.33	266.88
e) Creditors for Capital Supplies/Services	158.85	55.40
Total	1,153.85	799.64

22.1 There are no amounts due for payment to the Investor Education and Protection Fund as at the year end.

22.2 Term Loan from Fifth Third Bank at EI Ceramics LLC is repayable by FY 2022-23.

Term Loan from various Banks at Hofmann Ceramics GmbH is repayable by FY 2027-28.

	As at 31st March 2021	As at 31st March 2020
23. OTHER CURRENT LIABILITIES		
a) Advances received from Customers	1,300.88	592.33
b) Statutory Dues	529.47	816.95
Total	1,830.35	1,409.28

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

	For the year ended 31st March 2021	For the year ended 31st March 2020
24. REVENUE FROM OPERATIONS		
Revenue From Sale of Products :		
Finished Goods	84,931.04	82,033.88
Traded Goods	14,080.37	6,588.68
Revenue From Sale of Products	99,011.41	88,622.56
Income from Service	1,793.15	1,292.14
Other Operating Income :		
Export Benefits	538.13	1,175.19
Net Gain on Foreign Exchange Rate Fluctuation and Translation	593.93	556.36
Other Operating Revenue	257.92	88.45
Other Operating Income	1,389.98	1,820.00
Total*	1,02,194.54	91,734.70

*Refer Note 37

	For the year ended 31st March 2021	For the year ended 31st March 2020
25. OTHER INCOME :		
Interest Income (Refer Note 25.1)	238.32	264.89
Liabilities no longer required written back	310.85	395.36
Other Non Operating Income (Refer Note 25.2)	1,501.19	435.47
Total	2,050.36	1,095.72

	For the year ended 31st March 2021	For the year ended 31st March 2020
25.1 Details of Interest Income		
Interest Income earned on Financial Assets that are not designated at Fair Value through Profit and Loss :		
- On Bank Deposits at Amortised Cost	197.67	47.22
- Interest received on Income Tax Refund	-	150.45
- On Other Deposits at Amortised Cost	40.65	67.22
Total	238.32	264.89

	For the year ended 31st March 2021	For the year ended 31st March 2020
25.2 Other Non Operating Income		
Profit on Sale of Current Investments	117.23	396.17
Gain on Fair Valuation of Investments through Profit and Loss :		
- On Current Investments	212.11	37.62
Sundry Receipts #	1,171.85	1.68
Total	1,501.19	435.47

Sundry Receipts includes waiver of the obligation of the Group's entities operating in the United States of America to repay loans obtained by them from the Government of that Country under the Paycheck Protection Program as per terms of the said program. Accordingly, such Loans aggregating ₹ 791.00 (equivalent to US\$ 10,72,300) have been reversed and recognised as other Non Operating Income .

	For the year ended 31st March 2021	For the year ended 31st March 2020
26. COST OF MATERIALS CONSUMED		
Raw Materials	36,232.43	39,086.26
Total	36,232.43	39,086.26

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

	For the year ended 31st March 2021	For the year ended 31st March 2020
27. PURCHASES OF STOCK-IN-TRADE		
Purchases of Stock-in-Trade	11,652.70	5,699.70
Total	11,652.70	5,699.70

	For the year ended 31st March 2021	For the year ended 31st March 2020
28. CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Opening Stock :		
Finished Goods	4,754.07	6,179.61
Stock in Trade	874.02	245.06
Work-in-Progress	1,995.11	2,210.07
Less : Closing Stock :		
Finished Goods	4,784.83	4,754.06
Stock in Trade	1,010.88	874.02
Work-in-Progress	2,582.71	1,995.11
Adjustments for changes in Foreign Currency Rates	(273.34)	(113.12)
Total	(481.88)	1,124.67

	For the year ended 31st March 2021	For the year ended 31st March 2020
29. EMPLOYEE BENEFITS EXPENSE :		
Salaries, Wages and Bonus	13,771.93	13,216.25
Contribution to Provident and Other Funds	883.24	1,059.05
Staff Welfare Expenses	522.83	769.35
Total	15,178.00	15,044.65

29.1 Provident Fund (Funded)

Provident Fund contributions in respect of employees upto August 2017 of erstwhile IFGL Refractories Limited are made to a Trustee managed exempted Fund and interest paid to member thereof is not lower than that declared annually by the Central Government. Shortfall if any is made good by the Holding Company. Membership to said Fund has been closed on and from 1st September 2017, subject to necessary approvals and/or permissions. Based on the final guidance for measurement of Provident Fund Liabilities of the Trustee managed Fund issued by the Actuarial Society of India, the Holding Company's Liability at the year end of ₹ Nil (31st March 2020 : ₹ 112.30) has been actuarially determined by an Independent Actuary using the Projected Unit Credit Method and provided for.

Provident Fund in respect of remaining employees of the Holding Company are made to Statutory Provident Fund established by the Central Government. The Holding Company has recognised in the Statement of Profit and Loss for the year ended 31st March 2021 an amount of ₹ 224.26 (31st March 2020 : ₹ 374.00) as expenses under Defined Contribution Plans.

29.2 Gratuity (Funded)

The Holding Company provides for Gratuity benefit to its employee. Gratuity entitlement of the employees is as per the provision of the Payment of the Gratuity Act, 1972. However, in case of employees joining before 1st April 2003 of erstwhile IFGL Refractories Limited, they are entitled to Gratuity as per Scheme framed by the Holding Company or as per the Payment of Gratuity Act, 1972, whichever is higher. Liability with regard to Gratuity plan is determined by the Actuarial Valuation using the Projected Unit Credit Method, based on which the Liability with regard to Gratuity plan is determined by the Actuarial Valuation using the Projected Unit Credit Method, based on which the Holding Company makes contribution to the Fund. The most recent Actuarial Valuation of the Fund was carried out as at 31st March 2021.

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

29.3 Superannuation (Funded)

Certain employees joined before 31st March 2004 of erstwhile IFGL Refractories Limited are member of Trustee managed Superannuation Fund. Said Fund provide for Superannuation benefit on retirement/death/incapacitation/ termination and was amended from the Defined Benefit to Defined Contribution Plan effective 1st April 2004. Defined Benefit Plan entitlements were frozen as on 31st March 2004. Necessary formalities/approvals have been complied with and obtained.

29.4 Compensated Absence (Unfunded)

The Holding Company provides for encashment of accumulated Leave Benefit for eligible employees (i.e. workmen) at the time of retirement, death, incapacitation or termination of employment, subject to a maximum of one hundred and twenty days based on the last drawn salary. Liabilities are determined by Actuarial Valuation using Projected Unit Credit Method.

29.5 Plans at Overseas Subsidiaries

Step down Subsidiaries operate a Defined Contribution Pension Scheme for the benefit of the employees and contributions payable are charged to the Statement of Profit and Loss in the period they render the service. Only Goricon Metallurgical Services Limited (GMSL), a Step Down Subsidiary operates a Defined Benefit Pension Scheme. Scheme Assets are measured by the actuary at fair values. Scheme Liabilities are measured on an actuarial basis using the Projected Unit Method and are discounted at appropriate high quality corporate bond rates. A net surplus is recognised only to the extent that it is recoverable by the Company. The current Service Costs and costs from settlements and curtailments are charged against Operating Profit. Past service costs are spread over the period until the benefit vest. Interest on the Scheme Liabilities and the Expected Return on Scheme Assets are included in Finance Costs. The Scheme is closed effective from 1st April 2003 to new members.

29.6 Following are further particulars with respect to Defined Benefit Plans of the Group for the year ended 31st March 2021 :

	Gratuity (Funded)		Superannuation (Funded)		Step down Subsidiary Benefit Scheme (Funded)	
	For the year ended 31st March 2021	For the year ended 31st March 2020	For the year ended 31st March 2021	For the year ended 31st March 2020	For the year ended 31st March 2021	For the year ended 31st March 2020
a) Reconciliation of the Opening and Closing Balances of Present Value of Defined Benefit Obligation :						
Present Value of Obligation, as at the beginning of the year (including Liabilities taken over pursuant to Amalgamation)	671.58	1,047.12	62.05	127.00	2,576.77	2,469.68
Service Cost	66.21	75.34	–	–	–	–
Interest Cost	43.06	54.92	3.94	7.15	59.28	60.40
Actuarial (Gains)/Losses	(16.40)	19.21	(15.11)	(22.39)	500.48	(87.45)
(Benefits Paid)	(38.37)	(525.01)	(4.70)	(49.71)	(120.50)	–
Exchange Differences on Foreign Plans	–	–	–	–	222.45	134.14
Present Value of Obligation as at the end of the year	726.08	671.58	46.18	62.05	3,238.48	2,576.77
b) Reconciliation of the Opening and Closing Balances of the Fair Value of Plan Assets :						
Fair Value of Plan Assets as at the beginning of the year (including Assets taken over pursuant to Amalgamation)	671.39	998.29	544.67	552.94	3,566.26	3,527.10
Interest Income	44.82	55.94	35.79	36.97	82.60	84.74
Remeasurement Gains/(Losses)	25.62	15.34	33.17	4.47	176.87	(178.50)

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

	Gratuity (Funded)		Superannuation (Funded)		Step down Subsidiary Benefit Scheme (Funded)	
	For the year ended 31st March 2021	For the year ended 31st March 2020	For the year ended 31st March 2021	For the year ended 31st March 2020	For the year ended 31st March 2021	For the year ended 31st March 2020
Contribution by the Company	53.74	126.83	–	–	–	–
(Benefits Paid)	(38.37)	(525.01)	(4.70)	(49.71)	(120.50)	–
Exchange Differences on Foreign Plans	–	–	–	–	290.73	132.92
Fair Value of Plan Assets as at the end of the year	757.20	671.39	608.93	544.67	3,995.96	3,566.26
c) Reconciliation of the Present Value of Defined Benefit Obligation and Fair Value of the Plan Assets :						
Fair Value of Plan Assets as at the end of the year	757.20	671.39	608.93	544.67	3,995.96	3,566.26
Present Value of Obligation as at the end of the year	726.08	671.58	46.18	62.05	3,238.48	2,576.77
Assets/(Liabilities) recognised in the Balance Sheet	31.12	(0.19)	#562.75	#482.62	#757.48	#989.49
# Actual amount of Asset in the Balance Sheet : Nil (31st March 2020 : Nil)						
d) Expense recognised in the Statement of Profit and Loss :						
Employee Benefits Expense : **						
Service Cost	66.21	75.34	–	–	–	–
Net Interest Expenses	(1.76)	(1.02)	(31.85)	(29.82)	(23.32)	(24.34)
Non Recoverable Assets Written Off	–	–	–	–	–	–
Other Comprehensive Income :						
Actuarial (Gain)/Loss	(42.02)	3.87	(48.28)	(26.86)	–	–
Total Expense as per the Actuarial Valuation	22.43	78.19	(80.13)	(56.68)	(23.32)	(24.34)
Actual Expenses Recognised	22.43	78.19	–	–	*	*
* The Expenses for the above benefit are recognised under 'Salary Wages and Bonus' on Note 29.						
**The Expenses for the above benefit are recognised under 'Contribution to Funds' on Note 29.						
e) Category of Plan Assets :						
GOI Securities (%)	0.53	0.46	1.00	2.00	–	–
Units of Insurers (%)	98.15	98.65	95.00	94.00	–	–
Others (including Bank Balances) (%)	1.32	0.89	4.00	4.00	–	–
Scottish Mutual with Profit Deferred Annuity (%)	–	–	–	–	100.00	100.00
	100.00	100.00	100.00	100.00	100.00	100.00
f) Principal Actuarial Assumptions :						
Discount Rate (per annum) (%)	6.50	6.60	6.50	6.60	2.20	2.30
Rate of Increase in Salaries (%)	6.00	6.00	NA	NA	NA	NA
Remaining Working Life (in Years)	23.78	22.85	7.09	7.79	–	–

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

	Gratuity (Funded)		Superannuation (Funded)		Step down Subsidiary Benefit Scheme (Funded)	
	For the year ended 31st March 2021	For the year ended 31st March 2020	For the year ended 31st March 2021	For the year ended 31st March 2020	For the year ended 31st March 2021	For the year ended 31st March 2020
Mortality Rate	Indian Assured Lives Mortality (2006-08) (modified) Ult.	Indian Assured Lives Mortality (2006-08) (modified) Ult.	Indian Assured Lives Mortality (2006-08) (modified) Ult.	Indian Assured Lives Mortality (2006-08) (modified) Ult.	@	@
Method Used	Projected Unit Credit Method				Discounted Income Approach	
Actual Return on Plan Assets	70.44	71.28	68.96	41.44	NA	NA
@ The mortality assumptions adopted at 31st March 2021 imply the following future life expectancies :						
Male currently age 65					21.80	21.80
Female currently age 65					23.80	23.70

g) Other Disclosures :

The basis used to determine overall expected return on assets and the major categories of Plan Assets are as follows :

The major portion of the Assets is invested in Units of Insurers and Government Bonds. Based on the asset allocation and prevailing yield rates on these asset classes, the long term estimate of the expected rate of return on the Fund have been arrived at. Assumed rate of return on assets is expected to vary from year to year reflecting the returns on matching Government Bonds.

The estimate of future salary increases takes into account Inflation, Seniority, Promotion and other relevant factors.

Sensitivity Analysis

The Sensitivity of Defined Benefit Obligations to changes in the weighted principal assumptions is :

	As at 31st March 2021		As at 31st March 2020	
	Impact on Defined Benefit Obligation (Gratuity)			
	Increase	Decrease	Increase	Decrease
Discount rate (-/+ 1%) % change compared to base due to sensitivity	(46.67)	53.90	(43.20)	49.58
Salary growth rate (-/+ 1%) % change compared to base due to sensitivity	53.08	(46.89)	48.91	(43.49)

	As at 31st March 2021		As at 31st March 2020	
	Impact on Defined Benefit Obligation (Superannuation)			
	Increase	Decrease	Increase	Decrease
Discount rate (-/+ 1%) % change compared to base due to sensitivity	(0.74)	0.78	(1.07)	1.12
Salary growth rate (-/+ 1%) % change compared to base due to sensitivity	NA	NA	NA	NA

	As at 31st March 2021		As at 31st March 2020	
	Impact on Stepdown Subsidiary Benefit Scheme (Funded)			
	Increase	Decrease	Increase	Decrease
Discount rate (-/+ 0.1%) % change compared to base due to sensitivity	(64.77)	64.77	(51.54)	51.54
Inflation rate (-/+ 0.1%) % change compared to base due to sensitivity	64.77	(64.77)	51.54	(51.54)
Life expectancy (-/+1 year) change in compared to base due to sensitivity	64.77	(64.77)	51.54	(51.54)

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

The above Sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the Defined Benefit Obligation to significant Actuarial Assumptions, the same method (Present Value of the Defined Benefit Obligation calculated with the Projected Unit Credit Method at the end of the reporting period) has been applied while calculating the Defined Benefit Liability recognised in the Balance Sheet. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

Risk Exposure :

Through its Defined Benefit Plans, the Company is exposed to a number of risks, the most significant of which are detailed below :

- Investment Risk :** The Defined Benefit Plans are funded Government Securities and units of Insurers. The Company does not has any liberty to manage the funds provided to Insurance Companies.
- Interest Risk :** A decrease in the interest rate on Plan Assets will increase the Plan Liability.
- Life Expectancy :** The Present Value of the Defined Benefit Plan Liability is calculated by reference to the best estimate of the mortality of plan participants both during and at the end of the employment. An increase in the life expectancy of the plan participants will increase the Plan Liability.
- Salary Growth Risk :** The Present Value of Defined Benefit Plan Liability is calculated by reference to the future salaries of plan participants. An increase will increase the Plan Liability.

Defined Benefit Liability and Employer Contributions

Expected contributions to post-employment benefit plans for the year ending 31st March 2021 : Nil

The Weighted Average duration of the Defined Benefit Obligation (Gratuity) is 7 years (31st March 2020 - 8 years). The expected maturity analysis of undiscounted Gratuity is as follows :

	As at 31st March 2021	As at 31st March 2020
Year 1	37.56	48.33
Year 2	120.38	48.58
Year 3	90.76	119.02
Year 4	89.88	90.18
Year 5	101.46	88.30
Year 6 to 10	534.36	520.06

The Weighted Average duration of the Defined Benefit Obligation (Superannuation) is 2 years (31st March 2020 - 2 years). The expected maturity analysis of payment for Superannuation is as follows :

	As at 31st March 2021	As at 31st March 2020
Year 1	4.83	19.11
Year 2	29.40	6.26
Year 3	5.34	28.19
Year 4	3.71	5.06
Year 5	2.50	3.53
Year 6 to 10	6.09	7.80

	For the year ended 31st March 2021	For the year ended 31st March 2020
30. FINANCE COSTS		
Interest on Banks and others	175.78	269.09
Interest on Lease Liability (Refer Note 4.2)	130.08	92.12
Total	305.86	361.21

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

	For the year ended 31st March 2021	For the year ended 31st March 2020
31. OTHER EXPENSES :		
Consumption of Stores and Spare Parts	2,323.08	2,000.18
Power and Fuel	2,781.65	2,489.31
Rent	332.85	318.30
Rates and Taxes	232.98	592.65
Repairs :		
- Machinery	532.35	599.39
- Buildings	106.85	96.88
- Others	513.11	1,148.76
Insurance	296.34	249.56
Payment to Auditors (Refer Note 31.1)	30.00	35.00
Directors' Fees	8.70	6.15
Provision for Doubtful Trade Receivables/ Advances	193.70	658.77
Sundry Debit Balances/Advances Written Off	183.51	475.59
Travelling and Conveyance	469.08	1,191.32
Site Contractor Expenses	1,771.82	1,823.84
Processing Charges	762.01	683.86
Corporate Social Responsibility Expenditure (Refer Note 31.2)	68.18	56.00
Professional Charges	693.78	804.63
Postage, Telephone, Telex etc.	214.89	223.31
Service Charges	214.77	213.16
Commission	2,477.26	1,554.15
Packing Expenses	3,645.51	2,546.27
Delivery and Forwarding Expenses	4,494.46	2,872.55
Net Loss on Sale/Discard of Property, Plant and Equipment	150.48	38.10
Miscellaneous Expenses	1,580.31	1,639.95
Total	24,077.67	21,621.41

	For the year ended 31st March 2021	For the year ended 31st March 2020
31.1 Amounts Paid/Payable to Auditors		
For Statutory Audit (including Limited Reviews)	30.00	30.00
For Tax Audit	—	5.00
Total	30.00	35.00

31.2 Following provisions of Section 135 of the Act, the Holding Company has CSR Committee and during FY 2020-21 paid ₹ 68.18 (equivalent to 2% of Average Net Profits of three preceding Financial Years) to the Implementing Agency, IFGL Refractories Welfare Trust, registered under Section 12A and having recognition under Section 80G of the Income Tax Act, 1961, for CSR activities primarily focused on Education, Health Care, Sanitation, Sports etc in areas neighbouring its Manufacturing Facilities.

- Gross amount required to be spent by the Holding Company during the year is ₹ 68.18 (31st March 2020 : ₹ 56.00).
- Amount approved by the Board to be spent during the year is ₹ 68.18 (31st March 2020 : ₹ 56.00).

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

c) Amount spent during the year ending 31st March 2021 on

	In Cash	Yet to be paid in Cash	Total
i) Construction/Acquisition of any Asset	–	–	–
ii) On purposes other than i) above	68.18	–	68.18
Total	68.18	–	68.18

d) Amount spent during the year ending 31st March 2020 on

	In Cash	Yet to be paid in Cash	Total
i) Construction/Acquisition of any Asset	–	–	–
ii) On purposes other than i) above	56.00	–	56.00
Total	56.00	–	56.00

e) Details related to spent/unspent obligations :

	For the year ended 31st March 2021	For the year ended 31st March 2020
i) Contribution to Public Trust	–	–
ii) Contribution to Charitable Trust	68.18	56.00
iii) Unspent amount in relation to :	–	–
- Ongoing project	–	–
- Other than Ongoing project	–	–
Total	68.18	56.00

	For the year ended 31st March 2021	For the year ended 31st March 2020
32. EARNINGS PER SHARE (EPS)– THE NUMERATORS AND DENOMINATORS USED TO CALCULATE BASIC AND DILUTED EPS		
Profit after Tax attributable to the Equity Shareholders (A)	6,559.10	1,945.67
Weighted Average number of Equity Shares (in Numbers) (B)	36,039,312	36,039,312
Nominal Value of Equity Shares (in ₹)	10.00	10.00
Basic & Diluted EPS [(A)/(B)]	18.20	5.40
Basic & Diluted EPS (A/B) (Adjusted) [Refer Note 40.1]	23.80	5.40

	For the year ended 31st March 2021	For the year ended 31st March 2020
33. CONTINGENT LIABILITIES		
a) Claims against the Group not acknowledged as Debts :		
i) Sales Tax matter under dispute relating to issues of applicability and classification [related payments ₹ 23.17 (31st March 2020 : ₹ 21.24)]	7.44	6.88
ii) Income Tax matters under dispute relating to issues of applicability and determination [related payments ₹ 0.50 (31st March 2020 ₹ 2.5)]	572.39	578.83
iii) Service Tax matters under dispute relating to issues of applicability and classification	37.11	37.11

- b) The Holding Company's Writ Petition No. 544 of 2019 challenging vires of the Explanation to Section 10AA(1) of the Income Tax Act, 1961 inserted on and from Assessment Year beginning 1st April 2018, on grounds that such explanation denies the benefit that was intended to be provided under the said Section, was admitted by the Hon'ble High Court at Calcutta on 7th November 2019. Supported by a legal opinion obtained in this regard, Management believes that the Company has a good case on merit in this matter and consequently, the resultant Deferred Tax Assets of ₹ 1,203.59 (31st March 2020 : ₹ 1,163.83) have been recognised in these financials statements till 31st March 2021.

In the opinion of the Management, outcome of these proceedings will not have a material affect on the Holding Company's Financial position and result of operations.

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

	For the year ended 31st March 2021	For the year ended 31st March 2020
34. CAPITAL COMMITMENTS		
Estimated Value of Contracts on Capital Account remaining to be executed (Net of Advances) and not provided for	1,266.56	285.30
Total	1,266.56	285.30

35 FINANCIAL INSTRUMENTS AND RELATED DISCLOSURES :

35.1 Capital Management

The Group aims at maintaining a strong capital base, maximizing Shareholders' wealth, safeguarding business continuity and augments its internal generations with a judicious use of borrowing facilities to fund spikes in working capital that arise from time to time as well as requirements to finance business growth.

The Group monitors Capital using Gearing Ratio which is Net Debt divided by Total Capital plus Net Debt

	As at 31st March 2021	As at 31st March 2020
Borrowings	5,156.80	5,179.42
Less : Cash & Cash Equivalents	14,758.02	10,965.33
Net Debt	(9,601.22)	(5,785.91)
Equity	89,049.32	80,894.83
Equity and Net Debt	79,448.10	75,108.92
Gearing Ratio	-	-

35.2 Categories of Financial Instruments

Set out below, is a comparison by class of the carrying amounts and fair value of the Group's Consolidated Financial Instruments :

	As at 31st March 2021		As at 31st March 2020	
	Carrying Value	Fair Value	Carrying Value	Fair Value
A. Financial Assets				
a) Measured at Amortised Cost				
i) Cash and Cash Equivalents	14,758.02	14,758.02	10,965.33	10,965.33
ii) Other Bank Balances	4,324.89	4,324.89	108.31	108.31
iii) Investment	52.05	52.27	52.05	53.00
iv) Trade Receivables	22,821.84	22,821.84	21,053.18	21,053.18
v) Other Financial Assets	586.24	586.24	207.59	207.59
vi) Loans and Deposits	293.60	293.60	285.66	285.66
Sub-total	42,836.64	42,836.86	32,672.12	32,673.07
b) Measured at Fair Value through Profit or Loss				
i) Investment in Mutual Funds & Bonds	12,731.29	12,731.29	9,320.94	9,320.94
Sub-total	12,731.29	12,731.29	9,320.94	9,320.94
Total Financial Assets	55,567.93	55,568.15	41,993.06	41,994.01
B. Financial Liabilities				
a) Measured at Amortised Cost				
i) Borrowings	5,156.80	5,156.80	5,179.42	5,179.42
ii) Trade Payables	15,506.90	15,506.90	12,421.73	12,421.73
iii) Other Financial Liabilities	827.49	827.49	478.25	478.25
iv) Lease Liabilities	1,213.03	1,213.03	1,287.00	1,287.00
Sub-total	22,704.22	22,704.22	19,366.40	19,366.40
Total Financial Liabilities	22,704.22	22,704.22	19,366.40	19,366.40

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

The Management assessed that Cash and Cash Equivalents, Trade Receivables, Trade Payables, Other Financial Assets and Other Financial Liabilities approximate their carrying amounts largely due to the Short-Term maturities of these instruments.

The Fair Value of Loans from Banks, Trade Payables and Other Financial Liabilities, as well as other Non-Current Financial Liabilities is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. In addition to being sensitive to a reasonably possible change in the forecast cash flows or the discount rate, the fair value of the equity instruments is also sensitive to a reasonably possible change in the growth rates. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.

The fair values of the Group's interest-bearing borrowings and loans are determined by using DCF method using discount rate that reflects issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at 31st March 2021 was assessed to be insignificant. The discount for lack of marketability represents the amounts that the Group has determined that market participants would take into account when pricing the investments.

35.3 Financial Risk Management Objectives

The Group's activities expose it to a variety of Financial Risks, including Market Risk, Credit Risk and Liquidity Risk. The Group continues to focus on a system-based approach to business Risk Management. The Group's Financial Risk management process seeks to enable the early identification, evaluation and effective management of key risks facing the business. Backed by strong Internal Control Systems, the Current Risk Management System rests on policies and procedures issued by appropriate authorities; process of regular reviews/audits to set appropriate risk limits and controls; monitoring of such risks and compliance confirmation for the same.

a) Market Risk

The Group's Financial Instruments are exposed to market changes. The Group is exposed to following significant Market Risk :

- Foreign Currency Risk
- Interest Rate Risk
- Other Price Risk

Market Risk Exposures are measured using sensitivity analysis. There has been no change to the Group's exposure to Market Risks or the manner in which these risks are being managed and measured.

Fair Value Hierarchy

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below :

Quoted/repurchase prices in an active market (Level 1) : This level of hierarchy includes Financial Assets that are measured by reference to quoted/repurchase prices (unadjusted) in active markets for identical assets or liabilities. This category consists of Investment in quoted Equity Shares and Mutual Fund Investments.

Valuation techniques with observable inputs (Level 2) : This level of hierarchy includes Financial Assets and Liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices). This level of hierarchy does not include any instrument.

Valuation techniques with significant unobservable inputs (Level 3) : This level of hierarchy includes Financial Assets and Liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

As at 31st March 2021				
	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment in Mutual Funds & Bonds	12,731.29	–	–	12,731.29
	12,731.29	–	–	12,731.29

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

	As at 31st March 2020			
	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment in Mutual Funds & Bonds	9,320.94	–	–	9,320.94
	9,320.94	–	–	9,320.94

i. Foreign Currency Risk

The Group undertakes transactions denominated in foreign currency which results in exchange rate fluctuations. Such exchange rate risk primarily arises from transactions made in foreign exchange and reinstatement risks arising from recognised assets and liabilities, which are not in the Holding Company's functional currency (Indian Rupees).

A significant portion of these transactions are in US Dollar, Euro, etc. The carrying amount of foreign currency denominated financial assets and liabilities including derivative contracts, are as follows :

As at 31st March 2021	USD	Euro	GBP	Others*	Total
Financial Assets	14,365.35	6,576.51	8,848.30	38.80	29,828.96
Financial Liabilities	4,700.63	4,455.38	1,402.60	93.93	10,652.54
As at 31st March 2020					
Financial Assets	12,527.77	5,490.27	7,306.44	9.45	25,333.93
Financial Liabilities	4,546.10	5,352.89	925.19	47.43	10,871.61

*Others include NZ Dollars, AUS Dollars and AED.

Derivatives not designated as hedging instruments

The Group uses foreign exchange forward contracts to manage some of its transaction exposures. The foreign exchange forward contracts are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions.

The Group enters into foreign exchange forward contracts with intention to reduce foreign exchange risk of expected sales and purchases, these contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

	As at 31st March 2021	As at 31st March 2020
Forward Contracts to sell € 20.20 (31st March 2020 : € 19.29)	1,739.26	1,592.16

Un-hedged Foreign Currency balances :

		As at 31st March 2021	As at 31st March 2020
i) Financial Liabilities	USD	4,700.63	4,546.10
	EUR	4,455.38	5,352.89
	GBP	1,402.60	925.19
	Others*	93.93	47.43
ii) Financial Assets	USD	14,365.35	12,527.77
	EUR	4,837.25	3,898.11
	GBP	8,848.30	7,306.44
	Others*	38.80	9.45

* Others include NZ Dollars, AUS Dollars and AED .

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

Foreign Currency Sensitivity

Foreign Currency Sensitivities for unhedged exposure (impact of 5% increase)

	As at 31st March 2021		As at 31st March 2020	
	Impact on Profit	Impact on pre Tax Equity	Impact on Profit	Impact on pre Tax Equity
USD	483.24	483.24	399.08	399.08
EUR	19.09	19.09	(72.74)	(72.74)
GBP	372.28	372.28	319.06	319.06
Others*	(2.76)	(2.76)	(1.90)	(1.90)

Note : If the rate is decreased by 5% profit will increase/(decrease) by an equal amount.

Figures in brackets indicate decrease in profit

* Others include NZ Dollars, AUS Dollars and AED .

ii. Interest Rate Risk

Interest Rate Risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The objectives of the Group's Interest Rate Risk Management processes are to lessen the impact of adverse interest rate movements on its earnings and cash flows and to minimise counter party risks.

The Group is exposed to interest rate volatilities primarily with respect to its Term Borrowings from Banks as well as Financial Institutions, export packing credit facilities, cash credit facilities. Such volatilities primarily arise due to changes in money supply within the economy and/or liquidity in banking system due to asset/liability mismatch, poor quality assets etc. of banks. The Group manages such risk by operating with banks having superior credit rating in the market as well as Financial Institutions.

Interest Rate Sensitivities for outstanding exposure (impact of 50 bps increase)

	As at 31st March 2021		As at 31st March 2020	
	Impact on Profit	Impact on pre Tax Equity	Impact on Profit	Impact on pre Tax Equity
INR	(0.30)	(0.30)	(2.08)	(2.08)
USD	(1.41)	(1.41)	(2.60)	(2.60)
EUR	(16.06)	(16.06)	(11.00)	(11.00)

Note : If the rate is decreased by 50 bps profit will increase by an equal amount.

Interest rate sensitivity has been calculated assuming the borrowings outstanding at the reporting date have been outstanding for the entire reporting period. Further, the calculations for the unhedged floating rate borrowing have been done on the notional value of the foreign currency (excluding the revaluation).

iii. Price Risk

The Group invests its surplus funds primarily in debt mutual funds measured at fair value through profit or loss. Aggregate value of such investments as at 31st March 2021 is ₹12,731.29 (31st March 2020 : ₹ 9,320.94). Investments in the Mutual Fund schemes are measured at fair value. Accordingly, these do not pose any significant Price Risk.

	As at 31st March 2021		As at 31st March 2020	
	Impact on Profit	Impact on pre Tax Equity	Impact on Profit	Impact on pre Tax Equity
Investment in Mutual Funds				
0.5% Increase in Price	63.66	63.66	46.60	46.60
0.5% Decrease in Price	(63.66)	(63.66)	(46.60)	(46.60)

b) Liquidity Risk

Liquidity Risk is the risk that the Group may encounter difficulty in meeting its obligations. The Group mitigates its liquidity risks by ensuring timely collections of its Trade Receivables, close monitoring of its credit cycle and ensuring optimal movements of its inventories. The table below provides details regarding remaining contractual maturities of significant financial liabilities at the reporting date.

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

	As at 31st March 2021		As at 31st March 2020	
	Current	Non-Current	Current	Non-Current
A. Financial Assets				
i) Cash and Cash Equivalents	14,758.02	–	10,965.33	–
ii) Other Bank Balances	4,324.89	–	108.31	–
iii) Trade Receivables	22,821.84	–	21,053.18	–
iv) Other Financial Assets	261.24	325.00	207.59	–
v) Investment in Mutual Funds & Bonds	12,112.73	618.57	9,221.25	–
vi) Investment in Bond	52.05	–	–	151.74
vii) Loans and Deposits	66.85	226.75	66.08	219.58
Total	54,397.62	1,170.32	41,621.74	371.32
B. Financial Liabilities				
i) Borrowings	3,963.15	1,193.65	3,827.55	1,351.87
ii) Trade Payables	15,506.90	–	12,421.73	–
iii) Other Financial Liabilities	827.49	–	478.25	–
iv) Lease Liabilities	221.21	991.82	200.77	1,086.23
Total	20,518.75	2,185.47	16,928.30	2,438.10

The Group manages this risk by utilising unused credit lines and portfolio diversion. The Group has investment policy for deployment of surplus liquidity, which allows investment in Debt Securities and Mutual Fund Schemes.

c) Credit Risk

Credit Risk is the risk that counter party will not meet its obligations leading to a financial loss. The Group has its policies to limit its exposure to Credit Risk arising from outstanding receivables. Management regularly assess the credit quality of its customer's, basis which terms of payment are decided. Credit limits are set for each customer which are reviewed on periodic intervals.

The movement of the expected loss provision made by the Group are as under :

	As at 31st March 2021	As at 31st March 2020
Opening Balance :	2,133.66	1,455.76
Add : Provisions made	377.21	1,134.36
Less : Utilisation/(reversed) made for Impairment/Derecognition	(183.51)	(475.59)
Others	(267.36)	19.13
Closing Balance	2,060.00	2,133.66

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

36. RELATED PARTY DISCLOSURE :

Related Party Disclosures in keeping with Indian Accounting Standard (Ind AS 24)

a) List of Related Parties

Where Control exists	
Parent	Bajoria Financial Services Private Limited
Fellow Subsidiaries	Heritage Health Insurance TPA Private Limited Ganges Art Gallery Private Limited Bajoria Enterprises Limited Heritage Health Knowledge Services Private Limited Essentially Healthy Private Limited
Others :	
Key Management Personnel	S K Bajoria (Chairman) P Bajoria (Managing Director) Kamal Sarda (Director and Chief Executive Officer and also designated as Chief Financial Officer from 8th February 2020) Rajesh Agarwal (Company Secretary) Sikander Yadav (Chief Financial Officer till 14th January 2020)
Non Executive Directors	Kanwar Satyabrata Sanyal Sudhamoy Khasnobis Duraismamy Gunaseela Rajan Kiyotaka Oshikawa (resigned w.e.f. 13th February 2021) Debal Kumar Banerji Bharati Ray Tetsuo Tsuzuki (appointed w.e.f. 9th September 2019) Surendra Munshi (resigned w.e.f. 10th August 2019) Yuji Yamaguchi (appointed w.e.f. 13th February 2021)
Relatives of Key Management Personnel	Smita Bajoria (Wife of Chairman) Mihir Bajoria (Son of Chairman) Vidushi Jain Bajoria (Daughter in law of Chairman) Akshay Bajoria (Son of Managing Director)
Enterprises in which Key Management Personnel has significant influence	Heritage Insurance Brokers Private Limited Bajoria Service Providers LLP Bajoria Knowledge Private Limited Bajoria Holdings Private Limited Bajoria Estate Private Limited
Post Employment Benefit	IFGL Refractories Limited Staff Provident Fund IFGL Exports Limited Employees Gratuity Fund IFGL Refractories Ltd Employees Superannuation Fund

	For the year ended 31st March 2021	For the year ended 31st March 2020
Particulars of Transactions during the year and year end balances		
I) With Parent : Bajoria Financial Services Private Limited		
Rent for Office Premises	36.73	36.73
	36.73	36.73
II) With Fellow Subsidiaries		
Expenses Reimbursement/Incurred		
Ganges Art Gallery Private Limited	6.03	-
Bajoria Enterprises Limited	12.00	12.00
	18.03	12.00

Notes to the Consolidated Financial Statements (Contd.)

	(₹ in lacs)	
	For the year ended 31st March 2021	For the year ended 31st March 2020
Particulars of Transactions during the year and year end balances		
III) With Key Management Personnel		
Key Management Personnel Remuneration		
S K Bajoria (Chairman)	179.49	186.53
P Bajoria (Managing Director)	329.68	353.73
Kamal Sarda (Director and Chief Executive Officer and also designated as Chief Financial Officer from 8th February 2020)	106.50	101.93
Rajesh Agarwal (Company Secretary)	127.67	111.89
Sikander Yadav (Chief Financial Officer till 14th January 2020)	–	68.90
	743.34	822.98
Non Executive Directors		
Kanwar Satyabrata Sanyal	1.90	0.90
Sudhamoy Khasnobis	1.05	0.85
Duraiswamy Gunaseela Rajan	1.50	1.35
Kiyotaka Oshikawa (resigned w.e.f. 13th February 2021)	0.60	0.20
Debal Kumar Banerji	1.75	1.50
Bharati Ray	0.90	0.95
Surendra Munshi (resigned w.e.f. 10th August 2019)	–	0.40
Tetsuo Tsuzuki (appointed w.e.f. 9th September 2019)	0.80	–
Yuji Yamaguchi (appointed w.e.f. 13th February 2021)	0.20	–
	8.70	6.15
Director's Commission		
S K Bajoria (Chairman)	103.28	36.92
P Bajoria (Managing Director)	103.28	36.92
	206.56	73.84
YEAR END BALANCES- PAYABLE		
Director's Commission Payable		
S K Bajoria (Chairman)	103.28	36.92
P Bajoria (Managing Director)	103.28	36.92
	206.56	73.84
IV) With Relative of Key Management Personnel		
Remuneration		
Mihir Bajoria	232.16	216.56
Vidushi Jain Bajoria	35.71	32.31
Akshay Bajoria	61.19	34.89
	329.06	283.76
V) With Others-Post Employment Benefit		
Expenditure		
IFGL Refractories Limited Staff Provident Fund	37.11	150.94
IFGL Exports Limited Employees Gratuity Fund	22.43	78.19
IFGL Refractories Ltd Employees Superannuation Fund	46.54	77.13
	106.08	306.26
Year End Balance- Payable		
IFGL Refractories Limited Staff Provident Fund	12.28	128.83
IFGL Exports Limited Employees Gratuity Fund	–	0.19
	12.28	129.02
Year End Balance- Receivable		
IFGL Exports Limited Employees Gratuity Fund	31.12	188.77

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

37. INFORMATION GIVEN IN ACCORDANCE WITH THE REQUIREMENTS OF IND AS 108 ON SEGMENT REPORTING :

The Group is engaged in the business of Manufacturing Refractories across the globe. The Operating Segments have been identified based on the different geographical areas where major entities within the Group operate and which is also the basis on which the Chief Operating Decision Maker (CODM) reviews and assess the Group's performances.

The Group's Reportable Segments and Segment Information is presented below :

(A) Primary Segment Reporting (by Geographical Location of Operations)

I) Composition of Geographical Segments

The Group is predominantly a Manufacturer and Trader of Specialised Refractories and accordingly a Single Business Segment Group. The Group has adopted the Geographical Location of its operations (where its products are produced or service rendering activities are based) as its primary segment and presented the related information accordingly together with corresponding figures for the previous year. The Group's production facilities have been segmented into India, Europe (United Kingdom, Germany and Czech Republic), Asia excluding India (China) and America (USA).

II) Inter Segment Transfer Pricing

Inter Segment Prices are normally negotiated amongst the segments with reference to the Costs, Market Prices and Business Risks, within an overall optimisation objective for the Group.

III) Segment Revenues, Result and Other Information

	India	Europe	Asia Excluding India	Americas	Total of Reportable Segments
External Sales	63,895.45	19,602.30	1,407.72	17,289.07	1,02,194.54
	48,893.89	20,957.44	1,575.67	20,307.70	91,734.70
Inter Segment Sales	1,012.02	1,023.59	6,196.35	197.94	8,429.90
	967.27	810.30	4,613.32	198.06	6,588.95
Segment Revenues	64,907.47	20,625.89	7,604.07	17,487.01	1,10,624.44
	49,861.16	21,767.74	6,188.99	20,505.76	98,323.65
Segment Result *	10,354.49	623.55	202.18	1,547.84	12,728.06
	3,874.79	(2,537.77)	365.69	1,655.31	3,358.02
Segment Assets	69,510.51	19,739.51	2,566.51	15,381.02	1,07,197.55
	58,496.40	17,908.20	2,880.14	13,271.00	92,555.74
Segment Liabilities	19,257.73	6,057.01	752.51	3,273.03	29,340.28
	12,208.20	5,740.20	1,360.45	2,714.12	22,022.97
Capital Expenditure (Net)	1,088.99	191.58	2.67	305.27	1,588.51
	1,993.87	230.25	–	196.94	2,421.07
Depreciation and Amortisation	3,928.94	474.52	143.32	311.14	4,857.92
	3,936.85	444.04	170.98	282.45	4,834.32
Non Cash Expenses other than Depreciation	161.20	(47.27)	–	79.76	193.69
	119.92	7.18	–	25.71	152.81

* Results of Europe segment for the previous year (FY 2019-20), is net of impairment loss recognised as explained in Note 41.

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

IV) Reconciliation of Reportable Segments with the Financial Statements

	Revenues	Net Profit	Assets	Liabilities @
Total of Reportable Segments	1,10,624.44	12,728.06	1,07,197.55	29,340.28
	98,323.65	3,358.02	92,555.74	22,022.97
Corporate - Unallocated (Net)/Adjustments	2,050.36	–	11,192.05	–
	1,095.72	–	10,362.06	–
Inter Segment Sales	(8,429.90)	–	–	–
	(6,588.95)	–	–	–
Interest (Net)	–	(305.86)	–	–
	–	(361.21)	–	–
Provision for Taxation				
- Current	–	(3,391.93)	–	–
	–	(968.59)	–	–
- Deferred	–	(2,499.69)	–	–
	–	(82.55)	–	–
-Excess Provision of Tax relating to earlier years written back	–	28.52	–	–
As per Financial Statements	1,04,244.90	6,559.10	1,18,389.60	29,340.28
	92,830.42	1,945.67	1,02,917.80	22,022.97

@ Excluding Total Equity

V) Revenue from sales to external customers for customer based Geographical Segments

	Total
India	26,879.05
	24,326.76
United Kingdom	4,508.21
	4,925.04
Europe other than United Kingdom	29,821.16
	20,553.20
Asia excluding India	15,610.97
	14,053.45
Americas	18,919.52
	22,510.04
Others	6,455.63
	5,366.21
Total Sales	1,02,194.54
	91,734.70

Figures in Bold type relate to current year

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

38. ADDITIONAL INFORMATION AS REQUIRED BY PARAGRAPH 2 OF THE GENERAL INSTRUCTIONS FOR PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS TO SCHEDULE III TO THE COMPANIES ACT, 2013

Name of the entity	Net Assets (Total Assets minus Total Liabilities)		Share in Profit		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Profit	Amount	As % of Consolidated Other Comprehensive Income	Amount	As % of Consolidated Total Comprehensive Income	Amount
IFGL Refractories Limited - Holding Company	62.79%	55,911.07	68.35%	4,483.22	1.71%	27.34	55.31%	4,510.56
	63.54%	51,400.51	152.82%	2,973.33	(0.15)%	(2.52)	82.26%	2,970.81
IFGL Worldwide Holding Limited	15.51%	13,813.53	4.82%	316.00	0.00%	—	3.88%	316.00
	15.43%	12,485.88	26.58%	517.10	0.00%	—	14.32%	517.10
El Ceramics LLC, USA	8.89%	7,916.32	19.75%	1,295.18	0.00%	—	15.88%	1,295.18
	8.46%	6,845.01	60.10%	1,169.33	0.00%	—	32.38%	1,169.33
IFGL Inc., USA	8.73%	7,773.44	0.00%	(0.01)	0.00%	—	0.00%	(0.01)
	9.90%	8,009.54	(1.31)%	(25.54)	0.00%	—	(0.71)%	(25.54)
Mono Ceramics Inc, USA	7.62%	6,783.23	1.68%	110.51	0.00%	—	1.36%	110.51
	8.13%	6,574.78	6.08%	118.20	0.00%	—	3.27%	118.20
Monotec Refratarios Ltda, Brazil	0.00%	—	0.00%	—	0.00%	—	0.00%	—
	0.00%	—	0.00%	—	0.00%	—	0.00%	—
Goricon Metallurgical Services Ltd, (Wales), UK	0.00%	0.25	(0.03)%	(2.03)	0.00%	—	(0.02)%	(2.03)
	0.72%	579.46	0.00%	(0.08)	0.00%	—	0.00%	(0.08)
IFGL Monocon Holdings Limited, UK	5.66%	5,036.50	0.00%	—	0.00%	—	0.00%	—
	5.76%	4,663.00	0.00%	—	0.00%	—	0.00%	—
Monocon International Refractories Limited, UK	13.73%	12,230.81	7.64%	501.15	0.00%	—	6.15%	501.15
	13.40%	10,842.86	(87.07)%	(1,694.11)	0.00%	—	(46.91)%	(1,694.11)
Monocon Overseas Limited, UK	9.08%	8,085.39	0.00%	(0.18)	0.00%	—	0.00%	(0.18)
	9.25%	7,485.96	(0.01)%	(0.14)	0.00%	—	0.00%	(0.14)
Hofmann Ceramic CZ s.r.o., Czech Republic	(0.64)%	(570.41)	(0.52)%	(34.07)	0.00%	—	(0.42)%	(34.07)
	(0.61)%	(491.06)	(5.09)%	(99.07)	0.00%	—	(2.74)%	(99.07)
Hofmann Ceramic GmbH, Germany	3.74%	3,331.90	2.30%	150.79	0.00%	—	1.85%	150.79
	3.77%	3,050.10	(34.64)%	(674.04)	0.00%	—	(18.66)%	(674.04)
IFGL GmbH	6.01%	5,353.90	(0.38)%	(24.96)	0.00%	—	(0.31)%	(24.96)
	6.37%	5,156.14	(0.17)%	(3.33)	0.00%	—	(0.09)%	(3.33)
Tianjin Monocon Refractories Company Limited, China	0.67%	593.51	1.77%	116.27	0.00%	—	1.43%	116.27
	0.76%	614.87	8.52%	165.81	0.00%	—	4.59%	165.81
Tianjin Monocon Aluminous Refractories Company Limited, China	1.37%	1,220.93	0.79%	52.13	0.00%	—	0.64%	52.13
	1.57%	1,270.34	9.47%	184.31	0.00%	—	5.10%	184.31
Consolidation Adjustments/Eliminations *	(43.16)%	(38,431.05)	(6.19)%	(404.90)	98.29%	1,568.05	14.26%	1,163.15
	(46.45)%	(37,592.56)	(35.26)%	(686.10)	100.15%	1,668.15	27.19%	982.05
Total	100.00%	89,049.32	100.00%	6,559.10	100.00%	1,595.39	100.00%	8,154.49
	100.00%	80,894.83	100.00%	1,945.67	100.00%	1,665.63	100.00%	3,611.30

Figures in Bold type relate to current year

* Consolidation adjustments/eliminations include inter-company eliminations, consolidation adjustments and GAAP differences.

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

39. AMALGAMATION WITH ERSTWHILE IFGL REFRACTORIES LIMITED (THE ERSTWHILE HOLDING COMPANY)

Hon'ble National Company Law Tribunal, Kolkata Bench (Tribunal) by passing an Order on 3rd August 2017 under Sections 230 and 232 of the Companies Act, 2013 sanctioned a Scheme of Amalgamation (Scheme) for merger of erstwhile IFGL Refractories Ltd ("IFGL") with the Holding Company on and from 1st April 2016, being the Appointed Date. Scheme became effective from 5th August 2017 following filing of Order of Hon'ble Tribunal with the Ministry of Corporate Affairs (Registrar of Companies) by the Holding Company and IFGL on that date. The Scheme was accordingly given effect to in FY 2016-17 Financial Statements.

In accordance with the provisions of aforesaid Scheme -

- The Amalgamation was accounted under the 'Purchase Method' as prescribed by Accounting Standard 14 - Accounting for Amalgamations under the previous GAAP.
- The excess of the value of Equity Shares issued by the Holding Company over the book value of assets and liabilities taken over by the Company and cancellation of Equity Shares held by the erstwhile IFGL Refractories Limited in the Holding Company, amounting to ₹ 26,699.46 was recorded as Goodwill arising on Amalgamation.
- The Goodwill recorded on Amalgamation is being amortised and the Holding Company has estimated its useful life of 10 years. Accordingly, amortisation for the year amounting to ₹ 2,669.95 has been recognised in the Statement of Profit and Loss.

40. TAX EXPENSE

This Note provides an analysis of the Group's Income Tax Expense, shows amounts that are recognised directly in Equity and how the Tax Expenses is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to tax positions.

	For the year ended 31st March 2021	For the year ended 31st March 2020
Current Tax Expense recognised in Statement of Profit and Loss		
Current Tax on Profits for the year	3,391.93	968.59
Excess Provision of Tax relating to earlier years written back	(28.52)	-
Total Current Tax Expense (A)	3,363.41	968.59
Deferred Tax Expense recognised in Statement of Profit and Loss		
Deferred Taxes (Refer Note 40.1)	2,499.69	82.55
Total Deferred Tax Expense recognised in Statement of Profit and Loss (B)	2,499.69	82.55
Deferred Tax Expense recognised in Other Comprehensive Income		
Deferred Taxes	14.68	(1.35)
Total Deferred Tax Expense recognised in Other Comprehensive Income (C)	14.68	(1.35)
Total Deferred Tax for the year (B + C)	2,514.37	81.20
Total Tax Expense recognised in Profit or Loss (A + B)	5,863.10	1,051.14
Total Tax Expense (A + B + C)	5,877.78	1,049.79

Reconciliation of Tax Expense and the accounting profit multiplied by India's Tax Rate :

	For the year ended 31st March 2021	For the year ended 31st March 2020
Profit before Tax	12,422.20	2,996.81
Tax at the Indian Tax Rate of 34.944% (31st March 2020 : 34.944%)	4,340.81	1,047.20
Income Exempt from Taxes	(1,097.44)	(417.64)
Expense not Deductible	119.92	458.99
Effect of Tax Rate differences of Subsidiaries operating in other jurisdiction and other Tax Bracket	(449.05)	(33.99)
Deferred Tax Liabilities recognised on written down value of Goodwill (Tax) [Refer Note 40.1]	2,952.03	-
Effect of other items	11.51	(4.77)
Tax Expense	5,877.78	1,049.79

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

- 40.1** Following amendments made by the Finance Act 2021 to the relevant sections of the Income Tax Act 1961, whereby Goodwill on amalgamation will not be considered as a depreciable asset and depreciation on goodwill will not be allowed as deductible expenditure effective 1st April 2020, the Holding Company, in accordance with the requirements of Ind-AS 12, has recognised one time deferred tax charge of ₹ 2,019.01 (net) for the year consequent to the reduction of the depreciable amount of goodwill for tax purposes to nil. Accordingly, Profit after Tax for the year is lower by respective amounts as indicated above. This Deferred Tax charge does not involve any Cash Outflow either in the current year or future. Adjusted EPS for year has been calculated without taking into consideration such additional Deferred Tax charge.
- 41.** During the previous year, the Group has recognised Impairment Loss amounting to ₹ 2,061.39, which is disclosed as an Exceptional Item in the Consolidated Statement of Profit and Loss. This Impairment Loss represents the write-down of carrying value of goodwill to the recoverable amount pertaining to German Operations (IFGL GmbH and its step-down Subsidiaries). The recoverable amount is based on value in use calculations using present value of future cash flows estimated by the management and is determined at the level of CGU which consists of the assets of IFGL GmbH and its step-down subsidiaries.
- 42.** The outbreak of Coronavirus (COVID-19) pandemic globally and in India lead to significant disturbance and slowdown of economic activities during the start of the current year. With the gradual relaxation in the lockdown conditions, opening up of economies globally and good performance of the steel industry driven by better realisation and rising demand, the financial performance of the Group for the current year has improved significantly in comparison to last year. Managements of all components have assessed their operations till date, liquidity position and developed business plans based on which they do not anticipate any challenge around the ability of the components of the Group to continue as a going concern or meeting its financial obligation.
- As at the year end, there has been a renewed surge of the pandemic in India. Management of the Holding Company has taken into account the possible impact of such renewed surge of the pandemic in India in preparation of these Consolidated Financial Statements, including assessment of recoverability of its assets based on the internal and external information up to the date of approval of the Financial Statements and will continue to monitor any material changes to future economic conditions.
- 43.** The Indian Parliament has approved the Code on Social Security, 2020 ('the Code') which, inter alia, deals with employee benefits during employment and post-employment. The Code has been published in the Gazette of India. The effective date of the Code is yet to be notified and the rules for quantifying the financial impact are also yet to be issued. In view of this, the impact of the change, if any, will be assessed and recognized post notification of the relevant provisions.

Signature to Note '1' to '43'

For **S. R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number : 301003E/E300005

per **Bhaswar Sarkar**

Partner

Membership No. : 055596

Kolkata

5th June 2021

For and on behalf of the Board of Directors

S K Bajoria

Chairman

(DIN- 00084004)

Rajesh Agarwal

Company Secretary

(FCS- 2825)

P Bajoria

Managing Director

(DIN- 00084031)

Kamal Sarda

Director and Chief Financial Officer

(DIN- 03151258)



IFGL Refractories Limited

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