

**Date:** - September 29, 2017

To,  
**National Stock Exchange of India Limited**  
Listing Department  
Exchange Plaza,  
Plot No. C/1, G Block,  
Bandra - Kurla Complex,  
Bandra (E), Mumbai – 400051, (MH)

**Series:** SM

**Symbol:** OPAL

**Subject:** Disclosure Pursuant to regulation 34(1) of Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015

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Dear Sir / Madam,

We are enclosing herewith, annual report approved adopted in the Annual General Meeting as per the provisions of the Companies Act, 2013 and as per regulation 34(1) of Securities and Exchange Board of India( Listing Obligations and Disclosure Requirements) Regulations, 2015

Kindly acknowledge the receipt.

Yours truly,

**FOR OPAL LUXURY TIME PRODUCTS LIMITED**



**DIRECTOR/AUTHORIZED SIGNATORY**

**Enclosure:-**

1. Approved and Adopted Annual Report



**OPAL LUXURY TIME PRODUCTS LIMITED**

**Regd. Office Address:** Plot No. 31, 1<sup>st</sup> Floor, 'Shree Ganesh', Shivaji Housing Society, Senapati Bapat Road, Pune - 411 016  
Tel.: +91 20 2563 1909 Telefax: +91 20 2563 1919 Ext.111

**Factory Address:** Plot No. 5 & 6, Ramnagar Industrial Estate, Roorkee, Dist: Haridwar - 247 667 (India)  
Tel.: +91 1332 261573, Fax: +91 1332 261574

**Email:** contact@opalclocks.com **Website:** www.opalclocks.com  
**CIN:** L33309PN2007PLC129597





# OPAL LUXURY TIME PRODUCTS LIMITED



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**ANNUAL  
REPORT 2016-17**

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[www.opalclocks.com](http://www.opalclocks.com)

**CORPORATE INFORMATION**

**BOARD MEMBERS**

Mr. Sameer Gujar – Managing Director  
Ms. Pratibha Gujar – Director  
Mr. Pradeep Tupe – Independent Director  
Mr. Ramachandran Nair – Independent Director  
Mr. Pardeep Kumar Sethi – Nominee Director  
(Ceased to be a Director w.e.f. 29.09.2016)

**REGISTERED OFFICE**

Shree Ganesh, Plot No. 31,  
Shivaji Housing Society, Behind ICC  
Tower, Senapati Bapat Road,  
Pune – 411016, Maharashtra, India

**FACTORY ADDRESS**

Plot No. 5 & 6,  
Ramnagar Industrial Estate,  
Roorkee, Dist. Haridwar – 247667  
Uttarakhand, India

**STATUTORY AUDITOR**

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

**SECRETARIAL AUDITOR**

Mahesh G. Bagla  
Company Secretaries,  
304, Gera Junction, Lulla Nagar,  
Kondhwa Road, Pune – 40, MH, India  
Off.: 020-41204144

**REGISTRAR & SHARE TRANSFER AGENTS**

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

**BANKERS**

Central Bank of India

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

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May 29, 2017

Dear Member,

You are cordially invited at the Tenth Annual General Meeting of the members of Opal Luxury Time Products Limited ('the Company') to be held on Friday, September 29, 2017 at 10:30 a.m. at Shree Ganesh, Plot No. 31, Shivaji Housing Society, Behind ICC Tower, Senapati Bapat Road, Pune – 411016, Maharashtra, India.

The Notice of meeting, containing business to be transacted, is enclosed herewith.

Very Truly Yours

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

Enclosures:

1. Notice of 10<sup>th</sup> Annual General Meeting(AGM)
2. Proxy Form
3. Attendance Slip

**OPAL LUXURY TIME PRODUCTS LIMITED**  
**CIN: L33309PN2007PLC129597**  
SHREE GANESH, PLOT NO. 31,  
SHIVAJI HOUSING SOCIETY, BEHIND ICC TOWER,  
SENAPATI BAPAT ROAD, PUNE- 411016,  
MAHARASHTRA, INDIA

<b>NOTICE</b>
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**N**OTICE is hereby given that, the Tenth Annual General Meeting of the members of Opal Luxury Time Products Limited will be held on Friday the 29<sup>th</sup> Day of September, 2017 at 10.30 A.M. at the Registered office of the Company at Shree Ganesh, Plot No. 31, Shivaji Housing Society, Behind ICC Tower, Senapati Bapat Road, Pune- 411016, Maharashtra, India to transact the following businesses: -

**1. To Receive, Consider and Adopt:**

**a)** the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 together with the Reports of the Board of Directors and the Auditors thereon; and

**b)** the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 together with the Report of the Auditors thereon.

**2. Re-appointment of Ms. Pratibha S. Gujar**

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

**Explanation:** As per Article 142 of the Articles of Association of the Company, Managing Director shall not be liable to retirement by rotation as long as he holds office of Managing Director. Further, as per Section 149(13) of the Companies Act, 2013, independent directors are not liable to retire by rotation.

**3. Re-appointment of Statutory Auditors**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby re-appoints M/s. Bharat J Rughani & Co., Chartered Accountants, Mumbai (Firm Registration No.: - 101220W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the 15<sup>th</sup> Annual General Meeting (AGM) or six consecutive AGM of the Company at a remuneration as may be mutually decided between the Audit Committee and the Statutory Auditors of the Company.”

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

**Sameer Gujar**  
Managing Director

**Place:** Pune  
**Date:** May 29, 2017

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

**NOTES:**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. A person can act as a proxy on behalf of a

maximum of 50 members and holding in aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided that the person does not act as a proxy for any other person or shareholder;

2. The instrument appointing a proxy should, however, be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of banks, financial institutions, limited companies, societies etc. must be supported by appropriate resolutions / authority, as applicable;

3. During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company;

4. In accordance with the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Register will remain closed from September 25, 2017 to September 29, 2017 (both days inclusive) in connection with the Annual General Meeting;

5. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or the Registrar & Transfer Agents (Karvy Computershare Private Limited) for assistance in this regard;

6. Members holding shares certificates under different folio numbers but in the same order of name are requested to apply for consolidation of such folios and send relevant share certificates to the Registrar and Transfer Agent of the Company;

7. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote;

8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

9. The Notice of the AGM along with the Annual Report for F.Y. 2016-17 may be sent by electronic mode to those members whose e-mail addresses are registered with the Company / Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode;

10. Members may also note that the notice of the 10<sup>th</sup> AGM and Annual Report of the Company will be available on the Company's website, [www.opalclocks.com](http://www.opalclocks.com).

11. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.

12. Investor Grievance Redressal:

The Company has designated an exclusive e-mail id viz. <a href="mailto:investor.grievance@opalclocks.com">investor.grievance@opalclocks.com</a> to enable investors to register their complaints, if any;
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13. Shareholders seeking any information with regard to accounts and operations of the Company are requested to write to the Company at least 10 (Ten) days before the Meeting so that the information is made available by the management at the day of the Meeting;

14. Corporate Member intending to send their Authorized Representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution/ Power of Attorney authorizing their representatives to attend and vote on their behalf at the Meeting;



15. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

17. Opal Luxury Time Products Limited is concerned about the environment and believes in utilization of natural resources in a suitable way. To support “Green Initiative”, we request you to update your email addresses with your Depository Participants to ensure that the Annual Report and other documents reach you on preferred email account.

## ANNEXURE

**PURSUANT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (LISTING REGULATIONS), THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD - 2, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW: -**

**1. Ms. Pratibha S. Gujar**

**Profile and expertise:**

Ms. Pratibha S. Gujar, aged about 58 years, is the Promoter and a Non-Executive Director of your Company. She holds a degree in Bachelor of Arts (Special) from University of Poona. She was appointed as a Director on the Board since incorporation of the Company. She possesses experience in handling overall operations of an enterprise and provides guidance / support to the Board of your Company.

Details of remuneration sought to be paid and the remuneration last drawn by Ms. Pratibha Gujar, if applicable,	NIL
Number of Meetings of the Board attended during the year	All Board Meetings

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

Directorships	Chairperson of Board Committees	Member of Board Committees
-	-	-

Ms. Pratibha Gujar holds 415,851 equity shares constituting 12.38% of total Equity Share Capital of the Company. She is related only to Mr. Sameer Gujar, Managing Director of the Company and not to any other director on the Board of the Company including any Manager<sup>1</sup> or KMPs.

Ms. Pratibha Gujar has pledged 250,000 equity shares constituting 7.44% of total Equity Share Capital of the Company in favour of Central Bank of India on 05<sup>th</sup> April, 2017.

<sup>1</sup>As defined under the Companies Act, 2013





<b>ATTENDANCE SLIP</b>
------------------------

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

I/We hereby record my/our presence at Tenth Annual General Meeting of **Opal Luxury Time Products Limited** held on, Friday the 29<sup>th</sup> Day of September, 2017 at Shree Ganesh, Plot No. 31, Shivaji Housing Society, Behind ICC Tower, Senapati Bapat Road, Pune- 411016, Maharashtra, India at 10.30 A.M.

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

**Notes:**

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



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

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

<b>Name of the Company</b>	Opal Luxury Time Products Limited
<b>CIN</b>	L33309PN2007PLC129597
<b>Registered Office</b>	Shree Ganesh, Plot No. 31, Shivaji Housing Society, Behind ICC Tower, Senapati Bapat Road, Pune – 411016, Maharashtra, India

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

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

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

2. Name: .....  
Address: .....  
E-mail ID: .....  
Signature: ....., or



Failing of him

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

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Tenth Annual General Meeting of Opal Luxury Time Products Limited to be held on Friday the 29<sup>th</sup> Day of September, 2017 at Shree Ganesh, Plot No. 31, Shivaji Housing Society, Behind ICC Tower, Senapati Bapat Road, Pune – 411016, Maharashtra, India at 10.30 A.M. and / or at any adjournment thereof in respect of such resolutions as are indicated below:

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

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2017.

Signature of Shareholder: .....

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

Affix a  
Revenue  
Stamp

**NOTES:**

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

<b>BOARD'S REPORT</b>
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Dear Members,

The Board of Directors hereby submits the report of the business and operations of your Company ('the Company' or 'Opal') along with the audited financial statements for the financial year ended March 31, 2017. The consolidated performance of the Company and its subsidiaries has been referred to wherever required.

**1. FINANCIAL RESULTS**

(Rs. In Lacs)

PARTICULARS	STANDALONE		CONSOLIDATED	
	Year ended 31.03.2017	Year ended 31.03.2016	Year ended 31.03.2017	Year ended 31.03.2016
Turnover / Income (Gross)	2339.23	2693.05	2339.46	2708.76
Turnover/Income(Net)	2339.23	2693.05	2339.46	2708.76
Other Income	4.94	2.69	4.94	2.69
Total Expenditures	2160.63	2200.31	2168.3	2234.43
Interest and Finance Cost	195.41	160.91	195.76	160.91
Depreciation	345.69	319.52	345.69	319.52
Profit Before Tax	(357.55)	15.00	(3.69)	(3.41)
<b>Tax Expenses</b>				
Current Tax	-	14.27	-	14.27
MAT Credit	-	-	-	-
Differed Tax Liability	(32.09)	(8.83)	(32.08)	(8.83)
Tax for earlier year	6.72	-	6.72	-
MAT Credit for earlier year	(2.26)	-	(2.25)	-
Profit After Tax	(329.94)	9.56	(331.00)	(8.85)
Balance Brought forward from last year	1191.77	1182.21	1151.75	1160.60
Profit Available for Appropriation	861.84	1191.77	809.99	1151.75
Appropriations	861.84	1191.77	809.99	1151.75
Dividend	-	-	-	-
Balance Carried over to Balance sheet	<b>861.84</b>	<b>1191.77</b>	<b>809.99</b>	<b>1151.75</b>



Earnings Per Share (Basic & Diluted)	(9.82)	0.28	(10.17)	(0.26)
Number of Shares*	3358818	3358818	3358818	3358818

Notes:-

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

## 2. COMPANY'S PERFORMANCE

- Our Revenue from operations on a standalone basis decreased to 2339.23 Lacs from 2693.05 Lacs in previous year.
- Our Revenue from operations on a consolidated basis decreased to 2339.46 Lacs from 2708.76 Lacs in previous year.
- Our Loss from operations on a standalone basis amounted to 329.94 Lacs as against Profit of 9.56 Lacs in previous year.
- Our Loss from operations on a consolidated basis amounted to 331.00 Lacs as against loss of Rs. 8.85 Lacs in previous year.

## 3. NUMBER OF BOARD MEETINGS

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

Details of Board Meetings held during FY 2016-17 are given below: -

Sr. No.	Date of Board Meeting
1.	27.05.2016
2.	31.08.2016
3.	14.11.2016
4.	02.03.2017

## 4. DIVIDEND

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

## 5. DEPOSITS COVERED UNDER CHAPTER V OF THE COMPANIES ACT, 2013

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

		Nil
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## 6. DEPOSITS NOT IN COMPLIANCE WITH CHAPTER V OF THE COMPANIES ACT, 2013

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

As per Rule 16A of the Companies (Acceptance of Deposits) Rules, 2014 every company, other than a private company, shall disclose in its financial statement, by way of notes, about the money received from the directors. However, your Company has not received any amount from its Directors.

## 7. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

## 8. DIRECTORS

### • Composition and size of the Board

The Board has an optimum combination of Executive Chairman & Managing director & Non-Executive Directors as per provisions of the Companies Act, 2013. The total strength of the Board is of four (4) Directors at the end of the Financial Year (“FY”) 2016-17. However, at the beginning of the FY 2016-17 the total strength was of five (5) Directors and eventually after the resignation of Mr. P. K. Sethi from the post of Nominee Director w.e.f. 29<sup>th</sup> September, 2016 the overall strength was reduced to four (4) Directors. Further, the Board comprises of two Independent Directors pursuant to the Section 149(4) of the Companies Act, 2013 and Rules made there under (“Act”).

### • Director retire by rotation

Ms. Pratibha Gujar, Director retire by rotation in terms of provisions of the Act and Articles of Association at the ensuing Annual General Meeting of the Company and offers herself for re-appointment. The Board recommends her re-appointment.

As stipulated under the Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, brief resume of the director proposed to be re-appointed is given in the Notice convening the Annual General Meeting.

### • Independent Directors

Pursuant to the provisions of Section 149 of the Act, Mr. Pradeep Tupe and Mr. Ramachandran Nair were appointed as Independent Directors. The contribution of all the Independent Directors during the year under review is appropriate and is in the best interest of the Company. The above named Directors have furnished their respective declarations in Form DIR-8 pursuant to the provisions of Section 164(2) of the Companies Act 2013 read with Rule 14(1) of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

### • Declaration by Independent Directors

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

## 9. COMMITTEES OF THE BOARD

The composition, terms of reference and other details of all Board level committees have been elaborated in the report. Followings are the various Committee set by the Board;

1. Audit Committee
2. Stakeholders Relationship Committee

3. Nomination and Remuneration Committee
4. Working Group Committee

➤ **Mandatory Committees**

**a) Audit Committee**

The Audit Committee has been constituted by the Board in compliance with Section 177 of the Companies Act, 2013. The terms of reference of Audit Committee include review of financial reporting systems, ensuring compliance with statutory and regulatory provisions, discussions on financial results, etc. Three Audit Committee meetings were held during the year under review.

The Audit Committee consists of the following Directors: -

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

**b) Stakeholders Relationship Committee**

The Stakeholders Relationship Committee has been constituted by the Board pursuant to the Section 178(5) of the Companies Act, 2013. The Committee has been formed broadly for looking into the Redressal of shareholders' and investors' complaints like transfer of shares, non-receipt of balance sheet, issue of duplicate / split / consolidated share certificates, etc.

One Stakeholders Relationship Committee meetings was held during the year under review.

The Stakeholders Relationship Committee consists of following Directors: -

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

During financial year 2016-17 there were no complaint(s) received from the Shareholders.

**c) Nomination and Remuneration Committee**

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

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

The Nomination and Remuneration Committee consists of following Directors: -

Name of the Director	Designation in the Committee	Nature of Directorship in the Company	No. of meetings attended during the year
Mr. Pradeep Tupe	Chairman	Independent Director	2
Ms. Pratibha Gujar	Member	Director	2
Mr. Ramachandran Nair	Member	Independent Director	2

➤ **Non-mandatory Committee**



**d) Working Group Committee**

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

The Working Group Committee consists of following Directors.

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

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

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

**11. RELATED PARTY TRANSACTIONS**

All transactions entered into with related parties as defined under the Companies Act, 2013 during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013 ("Act"). There were no materially significant transactions with the related parties during the financial year which were in conflicts with the interest of the Company. Suitable disclosure as required by the Accounting Standard (AS 18) has been made in the notes to the Financial Statements.

For further details, kindly refer **Annexure 'A'** enclosed herewith as per the Act and Rules framed there under

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

**12. AUDITORS**

- STATUTORY AUDITORS**

Pursuant to provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s. Bharat J Rughani & Co., Chartered Accountants, Mumbai, the statutory auditors of the Company, holds office till the conclusion of the ensuing Annual General Meeting of the Company. The Board has recommended the re-appointment of M/s. Bharat J Rughani & Co., Chartered Accountants, Mumbai, as the statutory auditors of the Company for a term of five consecutive years, from the conclusion of the ensuing Annual General Meeting till the conclusion of the 15<sup>th</sup> Annual General Meeting for approval by shareholders of the Company, based on the recommendation made by the Audit Committee.

- SECRETARIAL AUDITOR**

Pursuant to the Provisions of Section 204(1) of the Companies Act 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Mahesh G. Bagla, Practicing Company Secretary, Pune (M. No. 21041) was appointed as the Secretarial Auditor of the Company for the financial year 2016-17 & 2017-18.

**13. AUDITOR'S AND SECRETARIAL AUDITOR'S REPORT**

- Auditor's Report**

Audit report submitted by Statutory Auditor contains qualified opinion in it.

**Management's view:-**

The Company has not made any estimate of fair value of assets during the year because, no condition exist that may materially impact the valuation of Fixed Assets.

Accordingly, no impairment loss has been recognized. However for the due satisfaction of the Auditor the Company will carry out estimation of recoverable value in FY 2017-18.

- **Secretarial Auditor's Report**

Audit report submitted by Secretarial Auditor contains qualified opinion in it.

**Management's view:-**

The Secretarial Auditor in his Secretarial Audit Report has made certain observations / qualification(s). The Board has noted the same and it will make sure such irregularities do not happen in the future. As far as appointment of KMPs is concerned, the Company is not able to find suitable person. However, the Company is trying its best to comply with the statutory requirement(s).

#### **14. STATE OF THE COMPANY'S AFFAIRS**

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

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

In notice of last Annual General Meeting (AGM) of the Company held on 30th of September 2016, Mr. Pardeep Kumar Sethi was proposed to be appointed as Nominee Director of IDBI Capital Market Services Limited.

However, the Company had received a communication letter dated 29th September, 2016 from IDBI Capital Market Services Limited withdrawing its nominee i.e. Mr. P. K. Sethi from the Board of the Company. Simultaneously, Mr. P. K. Sethi also tendered his resignation in line with the nomination withdrawal letter. As such, said agenda item was abandoned and voting did not happen at the AGM.

Apart from above, there is no change in the Directors and KMPs during the period under review.

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

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

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

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

#### **18. RISK MANAGEMENT POLICY**

The Company implemented an integrated risk management approach through which it reviews and assesses significant risks on a regular basis to ensure that a robust system on risk controls and mitigation is in place.

Senior management periodically reviews this risk management framework to keep an update and to address emerging challenges.

Risk management system followed by the Company is elaborately detailed in the MDA.

## 19. BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

## 20. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Not applicable to your Company.

## 21. VIGIL MECHANISM / WHISTLE BLOWER POLICY

In conformity with the provisions of the Companies Act, 2013 policy has been laid down to provide a mechanism for any concerned person of the company to approach Chairman of the Audit Committee for the purpose of dealing with instance of fraud and mismanagement, if any and also ensure that whistle blowers are protected from retribution, whether within or outside the organization.

## 22. ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO

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

### • Conservation of Energy

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

### • Technology absorption

Sr. No.	Particulars	Details
1.	The efforts made towards technology absorption	The Company is assessing viable options in this segment.

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

- Foreign exchange earnings**

**Rs. 0.76 Lacs** (previous year **Rs. 4.88** Lacs).

Foreign exchange outgo – As per Financial Statements.

**23. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE ‘GOING CONCERN’ STATUS AND COMPANIES OPERATIONS IN FUTURE**

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

**24. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

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

**25. SHARES AND SECURITIES**

- BUY BACK OF SECURITIES**

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

- SWEAT EQUITY**

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

- BONUS SHARES**

No Bonus Shares were issued during the year under review.



- **EMPLOYEES STOCK OPTION PLAN**

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

## **26. INSIDER TRADING CODE**

The Securities and Exchange Board of India (SEBI) has promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("The PIT Regulations"). The object of The PIT Regulations is to curb the practice of insider trading in the securities of a listed company.

The Company has adopted a 'Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders' ("the Code") in accordance with the requirements of the PIT Regulations.

The Code is applicable to Promoters and Promoter's Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company.

## **27. INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY**

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to Company's Policies, the safeguarding of its assets, the prevention and detection of fraud, error reporting mechanism, the accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures.

## **28. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Act, the board of directors, to the best of their knowledge and ability, confirms that:-

- In the preparation of the annual accounts for the financial year ended on 31<sup>st</sup> March, 2017 the applicable accounting standards have been followed along with proper explanation relating to material departures;
- The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year under review;
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The Directors have prepared the accounts for the financial year ended 31<sup>st</sup> March, 2017 on a Going Concern basis';
- The systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively;
- The proper internal financial controls were in place and that they were adequate and were operating effectively.

## **29. EXTRACT OF ANNUAL RETURN PROVIDED UNDER SUB-SECTION (3) OF SECTION 92**

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

**30. CAUTIONARY STATEMENT**

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

**31. ACKNOWLEDGEMENT**

Your Directors would like to express their sincere appreciation of the positive co-operation received from the Governments and bankers. The Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers, workers and staff of the Company resulting in the successful performance during the year. The Board also takes this opportunity to express its deep gratitude for the continued co-operation and support received from its valued shareholders.

The Directors express their special thanks to Mr. Sameer Gujar, Managing Director for his untiring efforts for the progress of the Company.

**Place:** Pune

**Date:** May 29, 2017

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

**SAMEER GUJAR  
CHAIRMAN**

## ANNEXURE 'A'

## Form No. AOC-2

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

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

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

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

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

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts/arrangements/transaction	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any
-	-	-	-	-	-	-

**Annexure B**  
**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**

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

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



v)	Whether shares listed on recognized Stock Exchange(s) – Yes		
	If yes, details of stock exchanges where shares are listed .....		
	<b>Sr No.</b>	<b>Stock Exchange Name</b>	<b>Code</b>
	1	NSE Emerge Platform	OPAL

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

	[ Please provide valid and current email-id of the dealing officer ]
--	--

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

II.	<b>PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b> All the business activities contributing 10 % or more of the total turnover of the company shall be stated: -		
Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	Percentage to total turnover of the company
1	Manufacture of watches and clocks	26521	99.78
2	NA	NA	NA
3	NA	NA	NA

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

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

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

#### IV. SHARE HOLDING PATTERN

i) (Equity Share Capital Breakup as percentage of Total Equity) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year			Percentage Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	
<b>A. Promoter s</b>								
(1) <b>Indian</b>								
a) Individual/ HUF	848930	0	848930	25.27	848930	0	848930	25.27
b) Central Govt	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A)</b>	<b>848930</b>	<b>0</b>	<b>848930</b>	<b>25.27</b>	<b>848930</b>	<b>0</b>	<b>848930</b>	<b>25.27</b>
								<b>0</b>
<b>B. Public Shareholding</b>								
1. Institutions								
a) Mutual Funds	-	-	-	-	-	-	-	-
b) Banks / FI	957000	0	957000	28.49	953000	0	953000	28.37
c) Central Govt	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-

e) Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>957000</b>	<b>0</b>	<b>957000</b>	<b>28.49</b>	<b>953000</b>	<b>0</b>	<b>953000</b>	<b>0</b>	<b>953000</b>	<b>28.37</b>	<b>953000</b>	<b>28.37</b>	<b>953000</b>	<b>0</b>	<b>953000</b>	<b>28.37</b>	<b>953000</b>	<b>28.37</b>	<b>953000</b>	<b>-0.12</b>
2. Central Government/ State Government(s)/President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>3. Non-Institutions</b>																				
a) Bodies Corp.	499983	37740	537723	16.01	640530	37740	678270	20.19	678270	20.19	678270	20.19	678270	20.19	678270	20.19	678270	20.19	678270	-4.18
i) Indian	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	51000	17800	68800	2.05	55000	17800	72800	2.17	72800	2.17	72800	2.17	72800	2.17	72800	2.17	72800	2.17	72800	0.12
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	0	200000	200000	5.95	0	200000	200000	5.95	0	200000	200000	5.95	0	200000	200000	5.95	0	200000	200000	0.00
b) NBFC's registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
c) Employee Trust	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
d) Oversees Depositories(Holding DRs)(Balancing Figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
e) Any Other (Clearing Members & Trust)	746365	-	746365	22.22	605818	0	605818	18.04	605818	18.04	605818	18.04	605818	18.04	605818	18.04	605818	18.04	605818	-4.18



Sub-total (B)(3):-	1297348	255540	1552888	46.23	1301348	255540	1556888	46.35	0.12
Total Public Shareholding (B)=(B)(1)+ (B)(2)+ (B)(3)	2254348	255540	2509888	74.73	2254348	255540	2509888	74.73	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	-
Grand Total (A+B+C)	3103278	255540	3358818	100.00	3103278	255540	3358818	100.00	-

**B. Shareholding of Promoters**

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

**C. Change in Promoters' Shareholding ( there is no change)**

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	848930	25.27	-	-

	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-
	At the End of the year	848930	25.27	-

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

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1</b>	<b>RBL BANK LIMITED</b>				
	At the beginning of the year	825000	24.56	825000	24.56
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-4000	-0.12	-4000	-0.12
	At the End of the year (or on the date of separation, if separated during the year)	821000	24.44	821000	24.44
<b>2</b>	<b>SIDBI TRUSTEE COMPANY LIMITED A/C INDIA OPPORTUNITY</b>				
	At the beginning of the year	604818	18.01	604818	18.01
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	0	0.00	0	0.00
	At the End of the year (or on the date of separation, if separated during the year)	604818	18.01	604818	18.01
<b>3</b>	<b>IDBI CAP MKT SERV LTD</b>				
	At the beginning of the year	396000	11.79	396000	11.79

	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	26000	0.77	26000	0.77
	At the End of the year (or on the date of separation, if separated during the year)	422000	12.56	422000	12.56
<b>4</b>	<b>SBI, IFB, PUNE</b>				
	At the beginning of the year	124547	3.71	124547	3.71
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-4000	-0.12	-4000	-0.12
	At the End of the year (or on the date of separation, if separated during the year)	120547	3.59	120547	3.59
<b>5</b>	<b>PRAVINKUMAR JAIN</b>				
	At the beginning of the year	100000	2.98	100000	2.98
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	0	0.00	0	0.00
	At the End of the year (or on the date of separation, if separated during the year)	100000	2.98	100000	2.98
<b>6</b>	<b>VIVEK REDDY</b>				
	At the beginning of the year	100000	2.98	100000	2.98
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	0	0.00	0	0.00
	At the End of the year (or on the date of separation, if separated during the year)	100000	2.98	100000	2.98
<b>7</b>	<b>INNOVENTIVE VENTURE LIMITED</b>				

	At the beginning of the year	95983	2.86	95983	2.86	
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	0	0.00	0	0.00	
	At the End of the year (or on the date of separation, if separated during the year)	95983	2.86	95983	2.86	
<b>8</b>	<b>CENTRAL BANK OF INDIA</b>					
	At the beginning of the year	76000	2.26	76000	2.26	
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	0	0.00	0	0.00	
	At the End of the year (or on the date of separation, if separated during the year)	76000	2.26	76000	2.26	
<b>9</b>	<b>BANK OF MAHARASHTRA</b>					
	At the beginning of the year	47000	1.40	47000	1.40	
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	0	0.00	0	0.00	
	At the End of the year (or on the date of separation, if separated during the year)	47000	1.40	47000	1.40	
<b>10</b>	<b>INNOVENTIVE VENTURE LIMITED</b>					
	At the beginning of the year	37740	1.12	37740	1.12	
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	0	0.00	0	0.00	
	At the End of the year (or on the date of separation, if separated during the year)	37740	1.12	37740	1.12	

**V. INDEBTEDNESS**

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

(All Rs. In Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	808.49	4.26	0	812.75
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	808.49	4.26	0	812.75
<b>Change in Indebtedness during the financial year</b>				
* Addition	20.97	0.00	0	20.97
* Reduction	0	4.26	0	4.26
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	829.46	0	0	829.46
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	829.46	0	0	829.46

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

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

(All Rs. In Lacs)

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

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

## B. Remuneration to other directors:

(All Rs. In Lacs)

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Directors	Mr. Ramachandran Nair	Mr. Pradeep Tupe	NA	NA	
	Fee for attending board meetings	0.10	0.20	-	-	0.30
	Commission	Nil	Nil	-	-	0
	Others, please specify	Nil	Nil	-	-	0
	Total (1)	Nil	Nil	-	-	0
2	Other Non-Executive Directors	Nil	Nil	-	-	0
	Fee for attending board committee meetings	Nil	Nil	-	-	0
	Commission	Nil	Nil	-	-	0
	Others, please specify	Nil	Nil	-	-	0
	Total (2)	Nil	Nil	-	-	0
	Total (B)=(1+2)	Nil	Nil	-	-	0



Total Managerial Remuneration	0.10	0.20	0	0	0.30
Overall Ceiling as per the Act	Sitting fees of Rs. 1 Lac for each Meeting	Sitting fees of Rs. 1 Lac for each Meeting	-	-	

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(All Rs. In Lacs)

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

*Note: The Company has not appointed all KMPs required as per the Act*

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

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
<b>B. DIRECTORS</b>					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA

## Annexure 'C'

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

Sr. No.	Particulars	Disclosure			
i.	The ratio of the remuneration of each director to the median remuneration of the employees for the financial year	Mr. Sameer Gujar			0.1235
		Ms. Pratibha Gujar			Nil
		Mr. Pradeep Tupe			Nil
		Mr. Ramachandran Nair			Nil
		Mr. Pradeep Kumar Sethi			Nil
ii.	The percentage increase in remuneration of each director, CFO, CS in the financial year	Mr. Sameer Gujar			Nil
		Ms. Pratibha Gujar			Nil
		Mr. Pradeep Tupe			Nil
		Mr. Ramachandran Nair			Nil
		Mr. Pradeep Kumar Sethi			Nil
iii.	The percentage increase in the median remuneration of employees in the financial year	3.08%			
iv.	The number of permanent employees on the rolls of the Company	104 employees as on March 31, 2017			
v.	The explanation on the relationship between average increase in remuneration and performance of the Company	The average increase in the remuneration of the directors was Nil as against there was decrease in the profit after tax(from ordinary activities) by 3549.70%			
vi.	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	For the FY 2016-17, Key Managerial Personnel were paid approx.-5.46% of the net profit of the year			
vii.	Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current FY and previous FY and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer	Particulars	As on March 31, 2017	As on March 31, 2016	Increase / (decrease) in %
		Market Capitalization (In Rs. Millions)	335.88	322.11	4.27
		Price earnings ratio*	(10.18)	342.50	(96.03)
		Percentage increase in the market price of the shares in comparison with the last public offer price**	(23.08)	(26.23)	12.01
viii.	Average percentile increase already made in the salaries of employees	Average percentage increase in salaries of employees other than Managerial Personnel is 10%			

	other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average percentage increase in remuneration to directors and other key managerial personnel was NIL.	
ix.	Comparison of the remuneration of each Key Managerial Personnel against the performance of the Company	The comparison of remuneration of each of the Key Managerial personnel against the performance of the Company is as under : -	
		<b>Particulars</b>	<b>% of Net Profit for FY 2016-17</b>
		Mr. Sameer Gujar	-5.46%
x.	The key parameters for any variable component of remuneration availed by the directors	<p>The factors and criteria considered for fixing the variable component of remuneration of the Directors are:</p> <p>(a) Implementation of the strategy of the company and financial outcome and profitability of the Company;</p> <p>(b) Regulatory guidelines as applicable.</p>	
xi.	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	-	
xii.	Affirmation that the remuneration is as per the remuneration policy of the Company	Remuneration paid is as per the remuneration policy of the Company.	

## Annexure 'D'

**Form AOC-I**

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

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

**Part "A": Subsidiaries**

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

Sr. No.	Particulars	Information
1.	Name of the subsidiary	Opal Luxury Products INC.
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	FY 2016-17
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	USD Exchange Rate as on 31 <sup>st</sup> March, 2017 – 1 USD = Rs. 64.839
4.	Share capital	601
5.	Reserves & surplus	(45,36,738)
6.	Total assets	14,32,921
7.	Total Liabilities	59,69,058
8.	Investments	-
9.	Turnover	22,117
10.	Profit before taxation	(8,85,336)
11.	Provision for taxation	-
12.	Profit after taxation	(8,85,336)
13.	Proposed Dividend	-
14.	Percentage of shareholding	100%

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

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

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

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

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

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

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



## Annexure E

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

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

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

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

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2017 complied with the statutory provisions listed hereunder and also that the Company has Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 (‘SEBI Act’);
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Insider Trading Regulations);
  - (c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) ;
  - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - **Not Applicable to the Company during the Audit Period;**
  - (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - **Not Applicable to the Company during the Audit Period;**
  - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable to the Company during the Audit Period;**
  - (g) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993 regarding the Companies Act and dealing with client - **Not Applicable to the Company as the Company is not registered as Registrar to Issue and Share Transfer Agent during the Audit Period;**
  - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not Applicable to the Company during the Audit Period; and**
  - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- **Not Applicable to the Company during the Audit Period.**

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

- I. The Secretarial Standards issue by the Institute of Company Secretaries of India.

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

1. The Company has *not appointed* Company Secretary and Chief Financial Officer under Section 203 of the Companies Act 2013 and also violated Regulation 6(1) and 33(2) of Listing Regulations.
2. The Company has *not filed* following forms, returns or documents with the Registrar of Companies, Pune (ROC):
  - a. *CHG-1* in respect of additional credit facility of Rs. 100,00,000/- availed from Central Bank of India.
  - b. *MGT-10* in respect of change in shareholding of IDBI Capital Market Services Limited.
3. *MGT-14* in respect of borrowing of unsecured loan amounting to Rs. 150,00,000 from Trio Trend Private Limited under Section 179(3)(d) of the Act was filed with the ROC after *delay of 67 days*.
4. The Company has *not filed Credit Rating* carried out by CRISIL in respect of its credit facilities with the Stock Exchange as per Regulation 30(4) of Listing Regulations. Further, the Company *could not recover* trade receivables from its foreign subsidiary within a period of 9 months as required under RBI Master Direction – Export of Goods and Services.

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

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Based on the documents provided to me, I am of the view that adequate notice is given to all Directors to schedule the Board Meetings, agenda and notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

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

I further report that based on review of compliance mechanism adopted by the Company and on the basis of management representation letter given to me, I am of the view that there are systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. However, existing systems and processes can be strengthened further to make it more *adequate*.

**CS MAHESH G. BAGLA**

Membership No.: 21041

CP No.: 13136

**Place:** Pune

**Date:** 31.08.2017

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

**“ANNEXURE 1 TO SECRETARIAL AUDIT REPORT”**

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

My report is to be read along with this letter.

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

**CS MAHESH G. BAGLA**  
Membership No.: 21041  
CP No.: 13136

**Place:** Pune  
**Date:** 31.08.2017

## MANAGEMENT DISCUSSION AND ANALYSIS

### INDIAN ECONOMY

There was 0.5% fall in GDP in year 2016-17, GDP for year stands at 7.1% as compared to 7.6% in year 2015-16. The economy has been sluggish from a consumer sentiment point of view. Overall, the year under review continued to witness the signs of slowdown of the economy as compared to the last year.

The US Dollar is equal to 64.33 Indian Rupee. Most emerging market currencies have depreciated significantly more than the rupee with respect to the dollar, putting pressure on India's exports, impacting trade deficit. However, the Indian government's desire to significantly increase infrastructure spend and the Pay Commission pay-outs to government employees are expected to have a positive impact. Volatility in global economy and stress in the Indian banking sector may continue to have an adverse impact on economic recovery.

### COMPANY OVERVIEW

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

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

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

### KEY CONSUMER TRENDS MIXED CONSUMER SENTIMENT

The consumer sentiment index has been on a downward trend, perhaps more reflective of the consumer spending habit in India. Our product categories have seen differential demand trends across town classes. Disruptive discounting and high decibel advertising by e-commerce marketplaces has attracted consumers to buy products online. Simultaneously, the increasing penetration of smart phones combined with poor infrastructure in semi-urban and rural areas has encouraged consumers to go online for information, experience and purchase. This influences consumers to wait for deals and encourages continuous on-line 'snacking behaviour', the buying of many smaller items by consumers driven by yearlong online stimulus. There is continued growing digital influence on consumers, online – offline behaviour is increasingly visible.

### RESULTS OF OPERATIONS

#### ➤ Revenue

Our Revenue from operations on a standalone basis decreased to Rs. 2339.23 Lacs from Rs. 2693.05 Lacs in previous year.

Our Revenue from operations on a consolidated basis decreased to Rs. 2339.46 Lacs from Rs. 2708.76 Lacs in previous year.

#### ➤ Profit/Loss

Our Loss from operations on a standalone basis amounted to Rs. 329.94 Lacs as against Profit of Rs. 9.56 Lacs in previous year.

Our Loss from operations on a consolidated basis amounted to Rs. 341.75 Lacs as against loss of Rs. 8.85 Lacs in previous year.

➤ **Dividend**

No Dividend was recommended by the Board of directors of the Company.

➤ **EPS**

(9.82) for the standalone financial accounts

(10.17) for the consolidated financial accounts

**SWOT ANALYSIS**

➤ **Competitive Strengths**

The following are our principal competitive strengths:

- **Established Brand**

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

Experience of buying and using an Opal product is unique because of the distinctive service provided from the time of purchase of the product and continuing thereafter, thereby reinforcing the essence of the brand.

We believe that, having an established brand provides us an opportunity to enter into new product categories.

- **Multiple sales-channels**

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

- **Lean Business Model**

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

- **Diverse products**

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

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

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

- **Experienced Management Team**

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

- **Opportunities**

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

- **Threats/Challenges**

- Slow-down of economy, construction, and consumer spend, etc.;
- Cost issues associated with accessing the bulk of (65% ) rural population in India;
- Infrastructure challenges to reach interiors of the country;
- Threats from local / unbranded substitutes at throw-away prices.
- Unorganized sector/Grey market.
- Mobile phones and wrist watches are a substitute to wall clocks.
- The fashion trend keeps on changing.

- **Weaknesses**

- High dependence on state of economy, disposable income and overall growth of the economy;
- Lack of avenues to do a research driven marketing as lots of products have 'emotional appeal' which cannot be documents;
- Increasingly changing taste of consumers when it comes to 'visual appeal' driven products.
- Rural India does not form a substantial part of customer base.
- Kids are fascinated with mobile phones & watches and incidentally, they show the time.

## **RISK MANAGEMENT**

Company leverages its deep domain and management insight to undertake proactive counter-measures that strengthen its viability across verticals, products, geographic and market cycle. The Company has implemented an integrated risk management approach through which it reviews and assesses significant risk on regular basis to help ensure that there is robust system of internal control in place. Governed by a strong compliance ethic, it relies heavily on risk management and forecasting framework to manage competitive, economic, financial, geo-political and social risks. Company has in place response mechanism that mitigates environmental, operational and business risk and minimizes impact on business.

- **Changing global political and economic conditions risk:**

Risk of exposure to various external political and economic conditions exists that may hit the Company's work performance and capability to achieve its objectives. Additionally, the Company operates across a broad range of markets. The extent of our Company's portfolio and geographic footprint support in mitigating our coverage to any specific localised risk to a certain degree. External uncertainties are carefully measured when developing strategy and reviewing performance.



## **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company's internal control framework is designed specifically to help ensure effectiveness and efficiency of operations, reliability of financial reporting and compliance of law and regulations. The Company has put in place internal business control and a centralized global process framework that works and governs the day to day operation of key functions like research, procurement, manufacturing and supply chain, integrating them with key support like marketing, sales, finance, regulatory affairs of HR and to safeguard its assets and prevention of misappropriation and detection of fraud and or unauthorized use of assets and it has been designed to ensure preparation of reliable financial statement and maintaining all the assets.

## **HUMAN RESOURCES**

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

## **CAUTIONARY STATEMENT**

Certain statement in the Management Discussions and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results may vary significantly from the forward looking statements contained in the documents due to various risk and uncertainties. These risk and uncertainties include the effect of economic and political condition in India, volatility in interest rates, new regulations, and Government policies that may impact the Company's business as well as its ability to implement strategy. The Company does not undertake to update these statements.

**CERTIFICATION BY MANAGING DIRECTOR ON THE FINANCIAL STATEMENTS OF THE COMPANY**

I, Sameer Gujar, Managing Director of Opal Luxury Time Products Limited, to the best of my knowledge and belief hereby certify that: -

1. I have reviewed the Financial Statements and Cash Flow Statement for the year ended on 31<sup>st</sup> March, 2017 and that to the best of my knowledge and belief: -
  - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
2. To the best my knowledge and belief that, no transactions have been entered into by the Company during the year which is fraudulent, illegal or violating the Code of Conduct of the Company.
3. I accept the responsibilities for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and I have disclosed to the Auditors and the Audit Committee regarding, deficiencies in the design or operation of internal controls, if any, of which I am aware and the steps have been taken or proposed to be taken to rectify these deficiencies.
4. I have indicated to the Auditors and the Audit Committee of the following matters: -
  - Significant changes in internal control over financial reporting during the year;
  - Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the Financial Statements; and
  - Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For Opal Luxury Time Products Limited**

**SAMEER GUJAR**  
**Managing Director**

**Place:** Pune

**Date:** 29<sup>th</sup> May, 2017

**DECLARATION AFFIRMING COMPLIANCE OF CODE OF CONDUCT**

To,  
The Members,

I, Sameer Gujar, Chairman & Managing Director of the Company, do hereby declare that all Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for Board of Directors and Senior Management of Opal Luxury Time Products Limited for the financial year 2016-17.

**SAMEER GUJAR**  
**Managing Director**

**Date:** 20<sup>th</sup> April, 2017

**Place:** Pune

**Independent Auditor's Report**

**To the Members of  
OPAL LUXURY TIME PRODUCTS LIMITED**

**Report on the Financial Statements**

We have audited the accompanying Standalone financial statements of **OPAL LUXURY TIME PRODUCTS LIMITED ("the Company")** which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information being submitted by the company pursuant to the requirement of Regulation 33 of SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015.

**Management's Responsibility for the Standalone Financial Statements**

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

**Auditor's Responsibility**

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

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

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

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

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

**Basis of qualified Opinion**

*The carrying cost of tangible / intangible assets as per books has not been subjected to impairment under Accounting Standard -28 "Impairment of the Assets" as there is no estimate of recoverable amount made as defined in Accounting Standard.*

**Qualified Opinion**

In our opinion and to the best of our information and according to the explanations given to us, *except for the effects of the matter described in the Basis for Qualified Opinion paragraph*, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a. In case of Balance Sheet, of the state of affairs of the Company as on 31st March, 2017;
- b. in case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- c. In case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### Emphasis of Matters

*We draw attention to:*

**Note 2.21 of the financial statements with respect to provisioning of long standing trade receivables. As per company's policy, it has not provided for such long standing trade receivables despite being outstanding for more than one year under for the reasons as mentioned in the note.**

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" 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 purpose of our audit;
  - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. in our opinion, the aforesaid Standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. On the basis of written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

- iv. The Company has provided requisite disclosures in its financial statements as to holding as well as dealing in Special Bank Notes during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer to Note 2.34 to the standalone financial statements.

For and on behalf of

**Bharat J Rughani & Co**

*Chartered Accountants*

Firm's registration number: 101220W

**CA Akash Rughani**

*Partner*

Membership number: 139664

Place: Mumbai

Date: May 29, 2017

**“Annexure A” to the Independent Auditors’ Report**

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2017:

- 1)
  - (a) The Company is in the process of updating the fixed asset register to show full particulars, including quantitative details and situation of fixed assets at vendor places;
  - (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
  - (c) The title deeds of immovable properties are held in the name of the company.
- 2)
  - a) The management has conducted the physical verification of inventory at reasonable intervals.
  - b) The Procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to size of the Company and nature of its business.
  - c) As explained to us, the company has been maintaining complete records of inventories as per the Statutory Rules. As informed, Management has physically verified all major items and the discrepancies noticed on verifications were appropriately dealt with. However, looking at the size of operation of the company, in above opinion the company needs to maintain more detailed stock records, in order to have better idea as to the utilization and maintenance of stocks.
- 3) 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 Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) We have broadly reviewed the books of accounts maintained by the Company in respect of products where pursuant to the rules made by the Central Government of India, the maintenance of cost records has been prescribed under specified under section 148(1) of the Act and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We, however, have not made a detailed examination of the records with a view to determine whether they are accurate or complete.
- 7)
  - a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been irregular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities, however, at the year end, the following statutory dues, for a period of more than six months are outstanding from the date on when they become payable:



Particulars	Amount(Rs.)
Service Tax Payable	3,75,169
EPF Liability	11,87,606
ESIC Liability	99,530
PTEC	25,625
Maharashtra VAT	13,30,467
Tamilnadu VAT	4,94,323
Uttarakhand VAT	6,49,546
Income Tax Payable	1,52,242
<b>Total</b>	<b>43,14,508</b>

- b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company in accordance with the relevant provisions of the Companies Act, and rules made there under.
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. However, as on March 31, 2017 Letter of Credit (LC) aggregating Rs. 385.68 lakhs were lying devolved due to delay in payment by the company. The Company has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For and on behalf of

**Bharat J Rughani & Co**

*Chartered Accountants*

Firm's registration number: 101220W

**CA Akash Rughani**

Partner

Membership number: 139664

Place: Mumbai

Date: May 29, 2017

**“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of Opal Luxury Time Products 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 over financial reporting of Opal Luxury Time Products Limited (“the Company”) as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance

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

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

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

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

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

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

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

### **Qualified Opinion**

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified in the operating effectiveness of the holding Company's internal financial controls over financial reporting as at March 31, 2017

1. The Company did not have an appropriate internal control system for updation, identification and valuation of Fixed Assets at vendor places. These could potentially result in material misstatements in carrying cost of tangible fixed assets.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2017 financial statements of the Company, and these material weakness have affected our opinion on the financial statements of the Company we have issued a qualified opinion on the financial statements.

For and on behalf of

**Bharat J Rughani & Co**

*Chartered Accountants*

Firm's registration number: 101220W

**CA Akash Rughani**

*Partner*

Membership number: 139664

Place: Mumbai

Date: May 29, 2017

## FINANCIAL STATEMENTS FOR FY 2016-17

## OPAL LUXURY TIME PRODUCTS LIMITED

## Standalone Balance Sheet as at 31st March, 2017

	Particulars	Note No.	As at 31st March, 2017 ₹	As at 31st March, 2016 ₹
<b>A</b>	<b>EQUITY AND LIABILITIES:</b>			
<b>1</b>	<b>Shareholders' funds</b>			
	(a) Share capital	1	3,35,88,180	3,35,88,180
	(b) Reserves and surplus	2	22,30,67,814	25,60,61,978
<b>2</b>	<b>Share application money pending allotment</b>		-	-
<b>3</b>	<b>Non-current liabilities</b>			
	(a) Long-term borrowings	3	22,76,191	4,26,304
	(b) Deferred tax liabilities (net)		-	32,08,542
	(c) Other Long term Liabilities		-	-
	(d) Long term Provisions	4	24,95,344	21,24,118
<b>4</b>	<b>Current liabilities</b>			
	(a) Short-term borrowings	5	8,06,69,846	8,08,49,330
	(b) Trade payables	6	12,20,77,502	2,36,76,013
	(c) Other current liabilities	7	85,01,541	94,84,452
	(d) Short-term provisions	8	5,46,158	2,60,538
			<b>47,32,22,576</b>	<b>40,96,79,455</b>
<b>B</b>	<b>ASSETS:</b>			
<b>1</b>	<b>Non-current assets</b>			
	(a) Fixed assets			
	(i) Tangible assets	9.A	12,56,67,421	13,72,61,425
	(ii) Intangible assets	9.B	3,80,71,830	4,48,90,665
	(iii) Capital work-in-progress		-	1,21,68,118
	(iv) Intangible assets under development		-	-
	(v) Fixed assets held for sale		-	-
	(c) Deferred tax assets (net)			-
	(b) Long-term loans and advances	10	1,67,65,813	1,65,40,049
	(c) Non-Current Investments	11	601	601
<b>2</b>	<b>Current assets</b>			
	(a) Current investments	12	19,389	19,389
	(b) Inventories	13	11,16,85,435	8,16,99,111
	(c) Trade receivables	14	16,50,63,885	10,03,18,955

	(d) Cash and cash equivalents	15	50,83,639	67,87,193
	(e) Short-term loans and advances	16	1,08,64,563	99,93,949
			47,32,22,576	40,96,79,455
Refer accompanying Notes forming part of the financial statements				
In terms of our report attached				
For M/s Bharat J. Rughani & Co.		For and on behalf of the Board of Directors		
Chartered Accountants				
CA Akash Rughani		Sameer Gujar	Pratibha Gujar	
Partner		Managing Director	Director	
Membership No: 139664				
Place : Pune		Place : Pune		
Date : May 29, 2017		Date : May 29, 2017		

<b>OPAL LUXURY TIME PRODUCTS LIMITED</b>				
<b>Standalone Statement of Profit and Loss for the period ended 31st March, 2017</b>				
	<b>Particulars</b>	<b>Note No.</b>	<b>For the period ended 31st March, 2017</b>	<b>For the period ended 31st March, 2016</b>
			<b>₹</b>	<b>₹</b>
<b>A</b>	<b>CONTINUING OPERATIONS</b>			
<b>1</b>	Revenue from operations (gross)	17	23,39,23,452	26,93,05,146
	Less: Excise duty		-	-
	Revenue from operations (net)		23,39,23,452	26,93,05,146
<b>2</b>	Other income	18	4,93,787	2,69,322
<b>3</b>	<b>Total revenue (1+2)</b>		<b>23,44,17,239</b>	<b>26,95,74,468</b>
<b>4</b>	<b>Expenses</b>			
	(a) Cost of materials consumed	19.A	17,18,64,566	15,61,21,858
	(b) Changes in inventories of finished goods, work-in- progress and stock-in-trade	19.B	(1,36,37,780)	(16,72,381)
	(c) Employee benefits expense	20	2,19,07,525	2,12,53,111
	(d) Finance costs	21	1,95,41,320	1,60,90,557
	(e) Depreciation and amortization expense	22	3,45,68,926	3,19,52,313
	(f) Other expenses	23	3,59,28,179	4,43,28,526
	<b>Total expenses</b>		<b>27,01,72,736</b>	<b>26,80,73,984</b>
<b>5</b>	<b>Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)</b>		<b>(3,57,55,497)</b>	<b>15,00,484</b>
<b>6</b>	Exceptional items		-	-
<b>7</b>	<b>Profit / (Loss) before extraordinary items and tax (5 ± 6)</b>		<b>(3,57,55,497)</b>	<b>15,00,484</b>
<b>8</b>	Extraordinary items		-	-
<b>9</b>	<b>Profit / (Loss) before tax (7 ± 8)</b>		<b>(3,57,55,497)</b>	<b>15,00,484</b>
<b>10</b>	<b>Tax expense:</b>			
	(a) Current tax expense for current year		-	14,26,623
	(b) (Less): MAT credit (where applicable)		-	-
	(c) Deferred tax liability		(32,08,542)	(8,82,575)
	(d) Tax for earlier year		6,72,973	-
	(e) MAT credit for earlier year		(2,25,764)	-
<b>11</b>	<b>Profit / (Loss) from operations (9 ± 10)</b>		<b>(3,29,94,164)</b>	<b>9,56,435</b>
<b>12. i</b>	<b>Earnings per share</b>			
	(a) Basic		(9.82)	0.28
	(b) Diluted		(9.82)	0.28
<b>12. ii</b>	<b>Earnings per share (excluding</b>			

	extraordinary items)			
	(a) Basic		(9.82)	0.28
	(b) Diluted		(9.82)	0.28
	Refer accompanying Notes forming part of the financial statements			
In terms of our report attached.				
For M/s Bharat J. Rughani & Co.		For and on behalf of the Board of Directors		
Chartered Accountants				
CA Akash Rughani		Sameer Gujar	Pratibha Gujar	
Partner		Managing Director	Director	
Membership No: 139664				
Place : Pune		Place : Pune		
Date : May 29, 2017		Date : May 29, 2017		



<b>OPAL LUXURY TIME PRODUCTS LIMITED</b>				
<b>Standalone Cash Flow Statement for the period ended 31st March, 2017</b>				
<b>Particulars</b>	<b>For the period ended 31st March 2017</b>		<b>For the period ended 31st March 2016</b>	
	<b>₹</b>	<b>₹</b>	<b>₹</b>	<b>₹</b>
<b>A. Cash flow from operating activities</b>				
Net Profit / (Loss) before extraordinary items and tax		<b>(3,57,55,497)</b>		<b>15,00,484</b>
<u>Adjustments for:</u>				
Depreciation and amortization	3,45,68,926		3,19,52,313	
Finance costs	1,95,41,320		1,60,90,557	
Interest income	(3,35,404)		(2,43,405)	
Dividend income	-		(917)	
Loss on Sale of Asset	7,561		-	
Gratuity Provision	5,13,322	<b>5,42,95,724</b>	4,50,606	<b>4,82,49,154</b>
Operating profit / (loss) before working capital changes		<b>1,85,40,227</b>		<b>4,97,49,638</b>
<u>Changes in working capital:</u>				
<u>Adjustments for (increase) / decrease in operating assets:</u>				
Inventories	(2,99,86,324)		(39,33,661)	
Trade receivables	(6,47,44,930)		(63,77,494)	
Short-term loans and advances	(8,70,614)		22,12,383	
Long-term loans and advances	(2,25,764)		11,66,085	
<u>Adjustments for increase / (decrease) in operating liabilities:</u>				
Trade payables	9,84,01,490		33,91,097	
Other current liabilities	(9,82,911)		12,67,626	
Short-term provisions	2,85,620		(20,80,534)	
long-term provisions - Payment of Gratuity	(1,42,096)		(90,086)	
		<b>17,34,470</b>		<b>(44,44,584)</b>
Cash flow from extraordinary items		-		-
Cash generated from operations		<b>2,02,74,697</b>		<b>4,53,05,054</b>
Net income tax		4,47,209		14,26,623
<b>Net cash flow from / (used in) operating activities (A)</b>		<b>1,98,27,488</b>		<b>4,38,78,431</b>
<b>B. Cash flow from investing activities</b>				
Capital expenditure on fixed assets, including capital advances	(39,95,530)		(1,87,83,137)	
Increase in Current Investment	-		(917)	
Interest received - Deposits with bank	3,35,404		2,43,405	
Dividend received - Bonds	-		917	
		<b>(36,60,126)</b>		<b>(1,85,39,732)</b>
Net income tax (paid) / refunds		-		-

<b>Net cash flow from / (used in) investing activities (B)</b>		<b>(36,60,126)</b>		<b>(1,85,39,732)</b>
<b>C. Cash flow from financing activities</b>				
Proceeds from /(Repayment of) long-term borrowings	18,49,887		(23,55,005)	
Net increase / (decrease) in working capital borrowings	(1,79,484)		(32,96,104)	
Proceeds from other short-term borrowings	-		-	
Finance cost	(1,95,41,320)		(1,60,90,557)	
<b>Net cash flow from / (used in) financing activities (C)</b>		<b>(1,78,70,917)</b>		<b>(2,17,41,666)</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		<b>(17,03,555)</b>		<b>35,97,033</b>
Cash and cash equivalents at the beginning of the year		<b>67,87,193</b>		<b>31,90,160</b>
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents				
<b>Cash and cash equivalents at the end of the year</b>		<b>50,83,639</b>		<b>67,87,193</b>
<b>Reconciliation of Cash and cash equivalents with the Balance Sheet:</b>				
Cash and cash equivalents as per Balance Sheet		50,83,639		67,87,193
<i>Less:</i> Bank balances not considered as Cash and cash equivalents		-		-
Net Cash and cash equivalents (as defined in AS 3 Cash Flow Statements)		50,83,639		67,87,193
<i>Add:</i> Current investments considered as part of Cash and cash equivalents		-		-
<b>Cash and cash equivalents at the end of the year *</b>		<b>50,83,639</b>		<b>67,87,193</b>
* Comprises:				
(a) Cash on hand		5,26,531		21,757
(b) Balances with banks: In current accounts		1,66,862		8,12,011
In deposit accounts		43,90,246		59,53,425
		<b>50,83,639</b>		<b>67,87,193</b>
<b>Refer accompanying notes forming part of the financial statements</b>				
<p>In terms of our report attached.</p> <p><b>For M/s Bharat J. Rughani &amp; Co.</b></p> <p>Chartered Accountants</p> <p><b>CA Akash Rughani</b></p> <p><b>Partner</b></p> <p>Membership No: 139664</p> <p>Place : Pune</p> <p>Date : May 29, 2017</p>				
<p><b>For and on behalf of the Board of Directors</b></p> <p><b>Sameer Gujar</b></p> <p><b>Managing Director</b></p> <p>Place : Pune</p> <p>Date : May 29, 2017</p> <p><b>Pratibha Gujar</b></p> <p><b>Director</b></p>				

Standalone Notes forming part of the financial statements				
Note 1 Share capital				
Particulars	As at 31st March, 2017		As at 31st March, 2016	
	Number of shares	₹	Number of shares	₹
(a) Authorised				
Equity shares of Rs. 10/- each with voting rights	50,00,000	5,00,00,000	50,00,000	5,00,00,000
(b) Issued				
Equity shares of Rs. 10/- each with voting rights	33,58,818	3,35,88,180	33,58,818	3,35,88,180
(c) Subscribed and fully paid up				
Equity shares of Rs. 10/-each with voting rights	33,58,818	3,35,88,180	33,58,818	3,35,88,180
Total	33,58,818	3,35,88,180	33,58,818	3,35,88,180
Particulars	Opening Balance	Fresh issue	Closing Balance	
Equity shares with voting rights				
<u>Period ended 31st March 2017:</u>				
- Number of shares	33,58,818	-	33,58,818	
- Amount (Rs.)	3,35,88,180	-	3,35,88,180	
<u>Period ended 31st March 2016:</u>				
- Number of shares	33,58,818	-	33,58,818	
- Amount (Rs.)	3,35,88,180	-	3,35,88,180	
Details of shares held by each shareholder holding more than 5% shares:				
Class of shares / Name of shareholder	As at 31st March, 2017		As at 31st March, 2016	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
The Ratnakar Bank Limited	8,21,000	24.44%	-	-
Innoventive Venture Limited	-	-	11,10,270	33.06%
SIDBI Venture Capital Limited - India Opportunity Fund	6,04,818	18.01%	6,04,818	18.01%
Sameer Gujar	4,33,079	12.89%	4,33,079	12.89%
Pratibha Gujar	4,15,851	12.38%	4,15,851	12.38%
IDBI Capital Market Services Limited	4,23,000	12.59%	3,96,000	11.79%
Particulars	Aggregate number of shares			

	As at 31st March, 2017	As at 31st March, 2016	
Equity shares with voting rights:			
Fully paid up by way of bonus shares	80,000	80,000	

**Note 2 Reserves and Surplus**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹	₹
<b>Securities premium account:</b>		
Opening balance	13,68,84,208	13,68,84,208
Add : Premium on shares issued during the year	-	-
Less : Utilised during the year for:		
Share issue expenses	-	-
Closing balance	13,68,84,208	13,68,84,208
<b>Reserves and Surplus:</b>		
Opening balance	11,91,77,769	11,82,21,334
Add: Profit / (Loss) for the year	(3,29,94,164)	9,56,435
Closing balance	8,61,83,605	11,91,77,769
<b>Total</b>	<b>22,30,67,814</b>	<b>25,60,61,978</b>

**Note 3 Long-term borrowings**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹	₹
(a) Term loans		
From banks		
Secured	22,76,191	-
Unsecured	-	4,26,304
(b) Loans and advances from related parties		
Secured	-	-
Unsecured	-	-
<b>Total</b>	<b>22,76,191</b>	<b>4,26,304</b>

**Note 4 Long-term provisions**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹	₹
Provision for gratuity	24,95,344	21,24,118
<b>Total</b>	<b>24,95,344</b>	<b>21,24,118</b>

<b>Note 5 Short-term borrowings</b>		
Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹	₹
(a) Loans repayable on demand		
From banks		
Secured	8,06,69,846	8,08,49,330
Unsecured	-	-
(b) Loans and advances from other parties		
Secured	-	-
Unsecured	-	-
<b>Total</b>	<b>8,06,69,846</b>	<b>8,08,49,330</b>

**Notes:****(i) Details of security for the secured short-term borrowings:**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹	₹
<u>Loans repayable on demand from banks:</u>		
Central Bank of India	8,06,69,846	8,08,49,330
<b>Nature of Security: (Inventories, Book Debts, House of Mr. Sameer Gujar, Personal Guarantee of Directors)</b>		

**(ii) Details of short-term borrowings guaranteed by some of the directors or others:**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹	₹
Loans repayable on demand from banks	8,06,69,846	8,08,49,330

<b>Note 6 Trade payables</b>		
Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹	₹
Sundry Creditors	8,35,09,948	1,84,68,603

Bills Payable	3,85,67,555	52,07,410
<b>Total</b>	<b>12,20,77,502</b>	<b>2,36,76,013</b>

**Note 7 Other current liabilities**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹	₹
Other payables		
(i) Statutory remittances	58,79,808	56,17,710
(ii) Payables on purchase of fixed assets	-	-
(ii) Secured & Unsecured loans repayable within one year	9,55,488	23,55,970
(iv) Outstanding expenses (IPO)	-	-
(iv) Outstanding expenses	16,66,245	15,10,772
<b>Total</b>	<b>85,01,541</b>	<b>94,84,452</b>

**Note 8 Short-term provisions**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹	₹
Provision for Tax	-	2,60,538
Interest Provision	5,46,158	-
<b>Total</b>	<b>5,46,158</b>	<b>2,60,538</b>

**Note 9.A Fixed assets**

Tangible assets	Gross block				
	Balance as at 1st April, 2016	Additions	Deletions	Other adjustments	Balance as at 31st March, 2017
	₹	₹	₹	₹	₹
Plant and Equipment	12,60,04,891	1,22,37,128	-	-	13,82,42,019
Furniture and Fixtures	6,41,60,637	1,35,081	-	-	6,42,95,718
Office equipment	30,99,161	1,25,105	-	-	32,24,266
Vehicles	52,129	36,80,334	52,129	-	36,80,334
<b>Total</b>	<b>19,33,16,818</b>	<b>1,61,77,648</b>	<b>52,129</b>	-	<b>20,94,42,337</b>
<b>Previous year</b>	<b>16,22,89,231</b>	<b>3,10,27,587</b>	-	-	<b>19,33,16,818</b>

Tangible assets	Accumulated depreciation and impairment			Net block	
	Balance as at 1st April, 2016	Depreciation / amortisation expense for the year	Balance as at 31st March, 2017	Balance as at 31st March 2016	Balance as at 31st March 2017
	₹	₹	₹	₹	₹
Plant and Equipment	4,01,74,670	1,99,17,430	6,00,92,100	8,58,30,221	7,81,49,919
Furniture and Fixtures	1,27,51,265	76,24,994	2,03,76,259	5,14,09,372	4,39,19,459
Office equipment	30,99,161	15,836	31,14,997	-	1,09,269
Vehicles	30,297	1,61,263	1,91,560	21,832	34,88,774
<b>Total</b>	<b>5,60,55,393</b>	<b>2,77,19,523</b>	<b>8,37,74,916</b>	<b>13,72,61,425</b>	<b>12,56,67,421</b>
<b>Previous year</b>	<b>3,09,21,915</b>	<b>2,51,33,478</b>	<b>5,60,55,393</b>	<b>13,13,67,316</b>	<b>13,72,61,426</b>

**Note 9.B Fixed assets**

Intangible assets	Gross block				
	Balance as at 1st April, 2016	Additions	Deletions	Other adjustments	Balance as at 31st March, 2017
	₹	₹	₹	₹	₹
Trademark / Goodwill / Trade Names	6,81,88,351	-	-	-	6,81,88,351
<b>Total</b>	<b>6,81,88,351</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6,81,88,351</b>
<b>Previous year</b>	<b>6,81,88,351</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6,81,88,351</b>

Intangible assets	Accumulated depreciation and impairment			Net block	
	Balance as at 1st April, 2016	Depreciation / amortisation expense for the year	Balance as at 31st March, 2017	Balance as at 31st March 2016	Balance as at 31st March 2017
	₹	₹	₹	₹	₹
Trademark / Goodwill / Trade Names	2,32,97,686	68,18,835	3,01,16,521	4,48,90,665	3,80,71,830
<b>Total</b>	<b>2,32,97,686</b>	<b>68,18,835</b>	<b>3,01,16,521</b>	<b>4,48,90,665</b>	<b>3,80,71,830</b>
<b>Previous year</b>	<b>1,64,78,851</b>	<b>68,18,835</b>	<b>2,32,97,686</b>	<b>5,17,09,500</b>	<b>4,48,90,665</b>

**Note 10 Long-term loans and advances**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹	₹
(b) MAT credit entitlement	1,67,65,813	1,65,40,049

	-	-
<b>Total</b>	<b>1,67,65,813</b>	<b>1,65,40,049</b>

**Note 11 Non-current investment**

Particulars	As at 31st March, 2017			As at 31st March, 2016		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
	₹	₹	₹	₹	₹	₹
(a) Trade Investment in Equity Shares of Subsidiary (10000 Shares of \$0.001)	-	601	601	-	601	601
<b>Total</b>	<b>-</b>	<b>601</b>	<b>601</b>	<b>-</b>	<b>601</b>	<b>601</b>

**Note 12 Current investments**

Particulars	As at 31st March, 2017			As at 31st March, 2016		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
	₹	₹	₹	₹	₹	₹
Investment in debentures or bonds	19,389	-	19,389	19,389	-	19,389
<b>Total</b>	<b>19,389</b>	<b>-</b>	<b>19,389</b>	<b>19,389</b>	<b>-</b>	<b>19,389</b>

**Note 13 Inventories (At lower of cost and net realisable value)**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹	₹
Raw materials	5,44,46,650	3,98,28,317
Work-in-progress	92,02,880	67,32,007
Finished goods	4,15,91,656	3,04,24,749
Stores and spares	64,44,250	47,14,039
<b>Total</b>	<b>11,16,85,435</b>	<b>8,16,99,111</b>

**Note 14 Trade receivables**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹	₹
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good	6,08,71,352	72,93,996
Unsecured, not considered good	-	-
Other Trade receivables		



Unsecured, considered good	10,20,38,739	8,93,13,881
Less: Provisions made for doubtful debts	-	-
Trade receivables from Related Party-		
Unsecured, considered good	36,27,636	37,11,078
Less: Provision for Doubtful Debt	(14,73,842)	-
<b>Total</b>	<b>16,50,63,885</b>	<b>10,03,18,955</b>

**Note 15 Cash and cash equivalents**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹	₹
(a) Cash on hand	5,26,531	21,757
(b) Balances with banks		
(i) In current accounts	1,66,862	8,12,011
(ii) In deposit accounts	43,90,246	59,53,425
<b>Total</b>	<b>50,83,639</b>	<b>67,87,193</b>

**Note 16 Short-term loans and advances**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹	₹
(a) Other advances and deposits		
Secured, considered good	-	-
Unsecured, considered good	50,90,090	51,64,922
(b) Loans and advances to employees-Unsecured, considered good	20,21,711	7,99,654
(e) Advance for Expenses - Unsecured, considered good	36,048	-
(e) Advance to Suppliers - Unsecured, Considered good	14,19,565	16,97,738
(e) Advance to Related Party - Unsecured, Considered good	22,67,730	23,19,993
(f) Advance income tax	29,419	11,642
<b>Total</b>	<b>1,08,64,563</b>	<b>99,93,948</b>

**Note 17: Revenue from operations**

Particulars	For the period ended 31st March, 2017	For the period ended 31st March, 2016
	₹	₹

Sale of products	23,31,23,188	26,86,57,898
Sale of services	8,00,264	6,47,248
<u>Less:</u>		
Duties & Taxes	-	-
<b>Total</b>	<b>23,39,23,452</b>	<b>26,93,05,146</b>

<b>Note 18 Other income</b>		
Particulars	For the period ended 31st March, 2017	For the period ended 31st March, 2016
	₹	₹
Interest income	3,35,404	2,43,405
Dividend income:		
others	-	917
Other non-operating income	1,58,383	25,000
<b>Total</b>	<b>4,93,787</b>	<b>2,69,322</b>
Particulars	For the period ended 31st March, 2017	For the period ended 31st March, 2016
	₹	₹
Interest income comprises:		
Interest from banks on:		
deposits	3,35,404	2,43,405
other balances	-	-
Interest on income tax refund	-	-
Other interest	-	-
<b>Total - Interest income</b>	<b>3,35,404</b>	<b>2,43,405</b>
Particulars	For the period ended 31st March, 2017	For the period ended 31st March, 2016
	₹	₹
Miscellaneous income	1,58,383	25,917
<b>Total - other non-operating income</b>	<b>1,58,383</b>	<b>25,917</b>

**Note 19. A Cost of materials consumed**

Particulars	For the period ended 31st March, 2017	For the period ended 31st March, 2016
	₹	₹
Opening stock	4,45,42,355	4,22,81,075
Add: Purchases	18,82,13,110	15,83,83,138
Less: Closing stock	6,08,90,899	4,45,42,355
<b>Cost of material consumed</b>	<b>17,18,64,566</b>	<b>15,61,21,858</b>
Material consumed comprises:		
Clocks Parts		
<b>Total</b>	<b>17,18,64,566</b>	<b>15,61,21,858</b>

**Note 19. B Changes in inventories of finished goods, work-in-progress and stock-in-trade**

Particulars	For the period ended 31st March, 2017	For the period ended 31st March, 2016
	₹	₹
<u>Inventories at the end of the year:</u>		
Finished goods	4,15,91,656	3,04,24,749
Work-in-progress	92,02,880	67,32,007
	<b>5,07,94,536</b>	<b>3,71,56,756</b>
<u>Inventories at the beginning of the year:</u>		
Finished goods	3,04,24,749	2,93,77,486
Work-in-progress	67,32,007	61,06,889
	<b>3,71,56,756</b>	<b>3,54,84,375</b>
<b>Net (increase) / decrease</b>	<b>(1,36,37,780)</b>	<b>(16,72,381)</b>

**Note 20 Employee benefits expense**

Particulars	For the period ended 31st March, 2017	For the period ended 31st March, 2016
	₹	₹
Salaries and wages	2,00,89,560	1,99,31,458
Contributions to provident and other funds	8,34,406	6,32,135
Staff welfare expenses	4,70,237	2,38,912
Gratuity Provision	5,13,322	4,50,606
<b>Total</b>	<b>2,19,07,525</b>	<b>2,12,53,111</b>

<b>Note 21 Finance costs</b>		
<b>Particulars</b>	<b>For the period ended 31st March, 2017</b>	<b>For the period ended 31st March, 2016</b>
	<b>₹</b>	<b>₹</b>
(a) Interest expense on:		
(i) Borrowings	24,33,424	1,37,52,468
(ii) Others (Duties & Taxes with Interest)	4,50,180	6,29,102
(b) Other borrowing costs	1,67,33,663	21,96,802
(c) Net (gain) / loss on foreign currency transactions & translation	(75,947)	(4,87,815)
<b>Total</b>	<b>1,95,41,320</b>	<b>1,60,90,557</b>

<b>Note 22 Depreciation and Amortisation Expenses</b>		
<b>Particulars</b>	<b>For the period ended 31st March, 2017</b>	<b>For the period ended 31st March, 2016</b>
	<b>₹</b>	<b>₹</b>
Depreciation and amortisation for the year on tangible assets as per Note 9 A	2,77,50,091	2,51,33,478
Depreciation and amortisation for the year on intangible assets as per Note 9 B	68,18,835	68,18,835
<b>Total</b>	<b>3,45,68,926</b>	<b>3,19,52,313</b>

<b>Note 23 Other expenses</b>		
<b>Particulars</b>	<b>For the period ended 31st March, 2017</b>	<b>For the period ended 31st March, 2016</b>
	<b>₹</b>	<b>₹</b>
Power and fuel	3,60,476	2,41,670
Rent including lease rentals	22,66,552	21,39,712
Repairs and maintenance	9,59,978	9,55,297
Insurance	1,35,075	1,93,928
Communication	2,89,881	2,82,056
Printing and stationery	7,19,018	6,22,023
Freight and forwarding	1,22,96,068	1,26,70,805
Sales discount	35,90,130	96,00,439
Business promotion	45,24,351	67,40,364

Brand Building expenses	13,160	22,44,450
Legal and professional	4,47,024	2,81,200
Payments to auditors	2,09,700	3,06,909
Miscellaneous expenses	86,35,365	80,49,674
Provision for Doubtful Debt	14,73,842	-
Loss on Sale of Asset	7,561	-
<b>Total</b>	<b>3,59,28,179</b>	<b>4,43,28,526</b>

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

Note	Particulars
<b>1</b>	<b>Corporate information</b>
	Opal Luxury Time Products Limited (the Company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on the National Stock Exchange of India. The company is engaged in the business of manufacturing, assembling and marketing of clocks, watches, their accessories and allied products. The company has its factory in Roorkee, Uttaranchal where it has Income Tax and Excise benefits for 10 years under state industrial policy.
<b>2</b>	<b>Significant accounting policies</b>
<b>2.1</b>	<b>Basis of accounting and preparation of financial statements</b>
	The financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except, for the change in accounting policy relating to depreciation of fixed assets to comply with provisions of the Companies Act, 2013.
<b>2.2</b>	<b>Use of estimates</b>
	The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.
<b>2.3</b>	<b>Inventories</b>
	Inventories are valued at the lower of cost (on FIFO / weighted average basis) and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work-in-Progress and Finished Goods include appropriate proportion of overheads and where applicable, excise duty.
<b>2.4</b>	<b>Cash and cash equivalents (for purposes of Cash Flow Statement)</b>
	Cash comprises of cash at bank and in hand and demand deposits with banks. Cash Equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.
<b>2.5</b>	<b>Cash flow statement</b>
	Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or

future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

## **2.6 Depreciation and amortisation**

Till the year ended 31 March 2014, Schedule XIV to the Companies Act, 1956, prescribed requirements concerning depreciation of fixed assets. From the Financial Year 2015, Schedule XIV has been replaced by Schedule II to the Companies Act, 2013. The applicability of Schedule II has resulted in the certain changes related to depreciation of fixed assets.

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

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

Intangible assets are amortised over their estimated useful life. Trademark, Goodwill & Trade names – 10 years (5.5 years remaining as at the Balance Sheet date)

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

## **2.7 Revenue recognition**

### Sale of goods

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

### Income from services

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

## **2.8 Other income**

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

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

## **2.9 Tangible fixed assets**

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

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

	<p>Fixed assets acquired in full or part exchange for another asset are recorded at the fair market value or the net book value of the asset given up, adjusted for any balancing cash consideration. Fair market value is determined either for the assets acquired or asset given up, whichever is more clearly evident. Fixed assets acquired in exchange for securities of the Company are recorded at the fair market value of the assets or the fair market value of the securities issued, whichever is more clearly evident.</p> <p><b><u>Capital work-in-progress:</u></b></p> <p>Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.</p>
<b>2.10</b>	<p><b>Intangible assets</b></p> <p>Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure on an intangible asset after its purchase / completion is recognised as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributed to the asset reliably, in which case such expenditure is added to the cost of the asset.</p>
<b>2.11</b>	<p><b>Foreign currency transactions and translations</b></p> <p><b><u>Initial recognition</u></b></p> <p>Transactions in foreign currencies entered into by the Company and its integral foreign operations are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.</p> <p><b><u>Measurement of foreign currency monetary items at the Balance Sheet date</u></b></p> <p>Foreign currency monetary items (other than derivative contracts) of the Company and its net investment in non-integral foreign operations outstanding at the Balance Sheet date are restated at the year-end rates.</p> <p>In the case of integral operations, assets and liabilities (other than non-monetary items), are translated at the exchange rate prevailing on the Balance Sheet date. Non-monetary items are carried at historical cost. Revenue and expenses are translated at the average exchange rates prevailing during the year. Exchange differences arising out of these translations are charged to the Statement of Profit and Loss.</p> <p><b><u>Treatment of exchange differences</u></b></p> <p>Exchange differences arising on settlement / restatement of short-term foreign currency monetary assets and liabilities of the Company and its integral foreign operations are recognised as income or expense in the Statement of Profit and Loss. The exchange differences on restatement / settlement of loans to non-integral foreign operations that are considered as net investment in such operations are accumulated in a "Foreign currency translation reserve" until disposal / recovery of the net investment.</p> <p>The exchange differences arising on restatement / settlement of long-term foreign currency monetary items are capitalised as part of the depreciable fixed assets to which the monetary item relates and depreciated over the remaining useful life of such assets or amortised on settlement / over the maturity period of such items if such items do not relate to acquisition of depreciable fixed assets. The unamortised balance is carried in the Balance Sheet as "Foreign currency monetary item translation difference account" net of the tax effect thereon.</p> <p><b><u>Accounting of forward contracts</u></b></p> <p>Premium / discount on forward exchange contracts, which are not intended for trading or speculation purposes, are amortised over the period of the contracts if such contracts relate to monetary items as at the Balance Sheet date.</p>
<b>2.12</b>	<p><b>Government grants, subsidies and export incentives</b></p> <p>Government grants and subsidies are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants / subsidy will be received. Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire</p>

	<p>capital assets are presented by deducting them from the carrying value of the assets. The grant is recognised as income over the life of a depreciable asset by way of a reduced depreciation charge.</p> <p>Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.</p> <p>Government grants in the nature of promoters' contribution like investment subsidy, where no repayment is ordinarily expected in respect thereof, are treated as capital reserve. Government grants in the form of non-monetary assets, given at a concessional rate, are recorded on the basis of their acquisition cost. In case the non-monetary asset is given free of cost, the grant is recorded at a nominal value.</p> <p>Other government grants and subsidies are recognised as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis.</p>
2.13	<p><b>Investments</b></p> <p>Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments includes acquisition charges such as brokerage, fees and duties.</p> <p>Investment properties are carried individually at cost less accumulated depreciation and impairment, if any. Investment properties are capitalised and depreciated (where applicable) in accordance with the policy stated for Tangible Fixed Assets. Impairment of investment property is determined in accordance with the policy stated for Impairment of Assets.</p>
2.14	<p><b>Employee benefits</b></p> <p>Employee benefits include provident fund, superannuation fund and gratuity fund</p> <p><b><u>Defined contribution plans</u></b></p> <p>The Company's contribution to provident fund and superannuation fund are considered as defined contribution plans and are charged as an expense as they fall due based on the amount of contribution required to be made.</p> <p><b><u>Defined benefit plans</u></b></p> <p>For defined benefit plans in the form of gratuity fund and post-employment medical benefits, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each Balance Sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.</p> <p><b><u>Short-term employee benefits</u></b></p> <p>The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service. The cost of such compensated absences is accounted as under :</p> <p>(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and</p> <p>(b) in case of non-accumulating compensated absences, when the absences occur.</p> <p><b><u>Long-term employee benefits</u></b></p> <p>Gratuity Benefits are recognised as a liability at the present value of the defined benefit obligation as at the Balance Sheet date.</p>



2.15	<p><b>Borrowing costs</b></p> <p>Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalization of such asset is added to the cost of the assets. Capitalization of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.</p>
2.16	<p><b>Segment reporting</b></p> <p>The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance. The company's activities are carried out in India and all services provided by the company fall in a single business segment. As such, there is no reportable segment.</p>
2.17	<p><b>Leases</b></p> <p>Where the Company as a lessor leases assets under finance lease, such amounts are recognised as receivables at an amount equal to the net investment in the lease and the finance income is recognised based on a constant rate of return on the outstanding net investment. Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis.</p>
2.18	<p><b>Earnings per share</b></p> <p>Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.</p>
2.19	<p><b>Taxes on income</b></p> <p>Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.</p> <p>Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.</p> <p>Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as</p>

	<p>at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.</p>
<b>2.20</b>	<p><b>Impairment of assets</b></p> <p>The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.</p>
<b>2.21</b>	<p><b>Provisions and contingencies</b></p> <p>A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. At each balance sheet date Company Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. The company has balances recoverable from various parties in excess of 1 year from the date they became due. The company has not provided any amount as not receivable for them as the same have been confirmed by the customer and are receivable in the normal course of business.</p>
<b>2.22</b>	<p><b>Insurance claims</b></p> <p>Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.</p>
<b>2.23</b>	<p><b>Public Issue</b></p> <p>The company had allotted shares at a price of Rs. 130/- per share on April 8th, 2013 against the application money received under the public issue of shares of 10,00,000 shares of Rs. 10/- each at a premium of Rs. 120/- per share.</p>
<b>2.24</b>	<p><b>Previous Year figures regrouping / reclassification</b></p> <p>Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.</p>

Note	Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
		₹	₹
<b>2.25</b>	<b>Details of government grants</b>		
	Government grants received by the Company during the year towards Duty drawback (recognised under Other operating revenues)	-	-

Note	Particulars	As at 31 March, 2017	As at 31 March, 2016
		₹	₹
<b>2.26</b>	<b>Deferred tax (liability) / asset</b>		

<u>Tax effect of items constituting deferred tax liability</u>		
On difference between book balance and tax balance of fixed assets	-	(58,31,126)
On provision for gratuity	-	6,89,170
Total	-	(51,41,955)
<u>Tax effect of items constituting deferred tax assets</u>		
<u>Timing Difference on Expenditure</u>	-	19,33,413
<b>Net deferred tax (liability) / asset</b>	-	<b>(32,08,542)</b>

## Note 2.27 Employee benefit plans

### Defined contribution plans

The Company makes Provident Fund and Superannuation Fund contributions to defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised Rs. 834,406/- (Year ended 31 March, 2016 Rs. 10,08,216/-) for Provident Fund contributions and superannuation fund in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

### Defined benefit plans

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

#### **i. Gratuity**

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

Particulars	Year ended 31 March, 2017	Year ended 31 March, 2016
	Gratuity	Gratuity
<b>Components of employer expense</b>		
Current service cost	3,33,501	2,97,232
Interest cost	1,61,497	1,32,962
Expected return on plan assets	-	-
Curtailment cost / (credit)	-	-
Settlement cost / (credit)	-	-
Past service cost	-	-
Actuarial losses/(gains)	18,324	20,412
<b>Total expense recognised in the Statement of Profit and Loss</b>	<b>5,13,322</b>	<b>4,50,606</b>
<b>Actual contribution and benefit payments for year</b>		
Actual benefit payments	-	-
Actual contributions	-	-
<b>Change in defined benefit obligations (DBO) during the year</b>		
Present value of DBO at beginning of the year	21,24,118	17,63,597

Current service cost	3,33,501	2,97,232
Interest cost	1,61,497	1,32,962
Curtailment cost / (credit)	-	-
Settlement cost / (credit)	-	-
Plan amendments	-	-
Acquisitions	-	-
Actuarial (gains) / losses	18,324	20,412
Past service cost	-	-
Benefits paid	(1,42,096)	(90,085)
Present value of DBO at the end of the year	<b>24,95,344</b>	<b>21,24,118</b>
<b>Change in fair value of assets during the year</b>		
Plan assets at beginning of the year	-	-
Acquisition adjustment	-	-
Expected return on plan assets	-	-
Actual company contributions	-	-
Actuarial gain / (loss)	-	-
Benefits paid	-	-
Plan assets at the end of the year	-	-
Actual return on plan assets	-	-
<b>Composition of the plan assets is as follows:</b>		
Government bonds	-	-
PSU bonds	-	-
Equity mutual funds	-	-
Others	-	-
<b>Actuarial assumptions</b>		
Discount rate	7.20%	7.95%
Expected return on plan assets	NA	NA
Salary escalation	7.00%	7.00%
Mortality tables	Indian Assured Lives Mortality (2006-08) - ultimate	Indian Assured Lives Mortality (2006-08) - ultimate

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

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

Note 2.28 Related party transactions:				
Details of related parties:				
Description of relationship	Names of related parties			
Subsidiaries	Opal Luxury Products INC.			
Key Management Personnel (KMP)	Mr. Sameer Gujar, Ms. Pratibha Gujar			
Relatives of KMP	Mr. Subhash Gujar			
Note: Related parties have been identified by the Management.				
Details of related party transactions during the year ended 31 <sup>st</sup> March, 2017 and balances outstanding as at 31 <sup>st</sup> March, 2017:				
Particulars	Subsidiaries	KMP	Relatives of KMP	Total
Sale of goods	-	-	-	-
	-	-	-	-
Managerial Remuneration	-	18,00,000	-	18,00,000
	-	(18,00,000)	-	(18,00,000)
<b><u>Balances outstanding at the end of the year</u></b>				
Trade Receivables	21,53,794	-	-	21,53,794
	(37,11,078)	-	-	(37,11,078)
Loans and advances	22,67,730	-	-	22,67,730
	(23,19,993)	-	-	(23,19,993)

**Note: Figures in bracket relate to the previous year**

Note 2.29 Payments to Auditors:	March-17	March-16
Audit fees	1,80,000	1,80,000
Payment for IPO certification/advisory	-	-
Tax audit fees	30,000	30,000
Audit Under MVAT Act	40,000	40,000
Reimbursement of expenses	23,135	14,159

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

On the basis of information available with the company, there are no amounts payable to Micro, Small or Medium Undertakings

Note 2.31 Lease Rent Agreement	March-17	March-16
Rent Debited to Profit & Loss A/c.	22,66,552	21,39,712
- Obligation		
a) Payable within 1 years ( 2017-18 ) Rs. 23,08,552/-		
b) Payable within 3 years ( 2017-20 ) Rs. 82,12,497/-		

<b>Note 2.32 Foreign Currency Transactions :</b>	<b>March-17</b>	<b>March-16</b>
Net gain / (loss) on foreign currency transactions on revenue accounts recognised in the Profit and Loss Account	75,947	4,87,815

<b>Note 2.33 Contingent Liabilities and commitments (to the extent not provided for)</b>	<b>March-17</b>	<b>March-16</b>
Bank Guarantees issued by the company to Canteen Stores Department (CSD)	-	41,12,660
Bank Guarantees issued by the company to National Stock Exchange (NSE)	-	-

<b>Note 2.34 Details of SBN held and transacted during demonetisation period from 08-11-2016 to 30-12-2016</b>			
<b>Particulars</b>	<b>SBN</b>	<b>Other Denomination Notes</b>	<b>Total</b>
Closing Cash in Hand as on 08.11.2016	-	2,96,365.00	<b>2,96,365.00</b>
Add: Permitted Receipts	57,000.00	2,15,545.00	<b>2,72,545.00</b>
Less: Permitted Payments	-	2,02,293.00	<b>2,02,293.00</b>
Less: Amount Deposited in Bank	57,000.00	-	<b>57,000.00</b>
Closing Cash in Hand as on 30.12.2016	-	<b>3,09,617.00</b>	<b>3,09,617.00</b>

For M/s Bharat J. Rughani &amp; Co.

Chartered Accountants

For and on behalf of the Board of Directors

CA Akash Rughani

Partner

Membership No: 139664

Pratibha Gujar

Director

Sameer Gujar

Managing Director

Place : Pune

Date : May 29, 2017

Place : Pune

Date : May 29, 2017

## Independent Auditors' Report on Consolidated Financial Statements

### To the Members of Opal Luxury Time Products Limited Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Opal Luxury Time Products Limited ("the Holding Company") and its subsidiaries (collectively referred to as "the Company" or "the Group"), comprising of the consolidated balance sheet as at 31 March 2017, the consolidated statement of profit and loss, the consolidated cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors are responsible for the preparation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014. The Board of Directors of the Company are responsible for 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; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

### Auditors' Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

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

### Basis of Qualified Opinion

*The carrying cost of tangible / intangible assets as per books of the holding company has not been subjected to impairment under Accounting Standard -28 "Impairment of the Assets" as there is no estimate of recoverable amount made as defined in Accounting Standard.*

### Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, *except for the effects of the matter described in the Basis for Qualified Opinion paragraph*, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair

view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, and their consolidated profit/loss and their consolidated cash flows for the year ended on that date.

- (a) in the case of the consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2017;
- (b) in the case of the consolidated statement of Profit and Loss, of the loss for the year ended on that date; and
- (c) in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

### Emphasis of Matters

*We draw attention to:*

*Note 2.21 of the financial statements with respect to provisioning of long standing trade receivables. As per company's policy, it has not provided for such long standing trade receivables despite being outstanding for more than one year under for the reasons as mentioned in the note.*

### Other Matters

We did not audit the Financial Statements of Subsidiary, Opal Luxury Products INC. and the Consolidated Financial Statements include unaudited financial Statements of the same whose financial statements reflects total assets of Rs. 14,32,921/- as at 31<sup>st</sup> March, 2017 and total revenue of Rs. 22,117/- for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- c. The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d. On the basis of the written representations received from the directors of the Holding Company as on 31 March 2017 taken on record by the Board of Directors of the Holding Company none of the Directors of the Group companies incorporated in India is disqualified as on 31 March 2017 from being appointed as a Director of that company in terms of sub-section 2 of Section 164 of the Act.
- e. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in “**Annexure A**”; and
- f. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - a. The Company does not have any pending litigations as on 31<sup>st</sup> March, 2017 which would impact its financial position;
  - b. The company doesn't have any long term contracts. Accordingly, provisions for any material foreseeable losses is not required; and



- c. There are no amounts which are required to be transferred to the Investor Education and Protection Fund.

**For Bharat J Rughani & Co**  
**Chartered Accountants**  
**FRN 101220W**

**CA Akash Rughani**  
**Partner**  
**Membership No. 139664**  
**Place: Mumbai**  
**Date: May 29, 2017**

**Annexure - A to the Auditors' Report****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 the Company as of and for the year ended 31 March 2017, we have audited the internal financial controls over financial reporting of Opal Luxury Time Products Limited ("the Holding Company") and its subsidiary companies which are companies incorporated in India, as of that date.

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

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

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

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

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

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

### **Qualified Opinion**

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified in the operating effectiveness of the holding Company's internal financial controls over financial reporting as at March 31, 2017

1. The Company did not have an appropriate internal control system for updation, identification and valuation of Fixed Assets at vendor places. These could potentially result in material misstatements.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2017 consolidated financial statements of the Company, and these material weaknesses have affected our opinion on the consolidated financial statements of the Company. We have issued a qualified opinion on the consolidated financial statements.

**For Bharat J Rughani & Co**  
**Chartered Accountants**  
**FRN 101220W**

**CA Akash Rughani**  
**Partner**  
**Membership No. 139664**  
**Place: Mumbai**  
**Date: May 29, 2017**

**OPAL LUXURY TIME PRODUCTS LIMITED****Consolidated Balance Sheet as at 31st March, 2017**

	Particulars	Note No.	As at 31st March, 2017	As at 31st March, 2016
			₹	₹
<b>A</b>	<b>EQUITY AND LIABILITIES:</b>			
<b>1</b>	<b>Shareholders' funds</b>			
	(a) Share capital	1	3,35,88,180	3,35,88,180
	(b) Reserves and surplus	2	21,78,83,895	25,20,59,681
	(c) Foreign Currency Translation Reserve		3,41,227	(21,584)
<b>2</b>	<b>Share application money pending allotment</b>			
<b>3</b>	<b>Non-current liabilities</b>			
	(a) Long-term borrowings	3	22,76,191	4,26,304
	(b) Deferred tax liabilities (net)		-	32,08,542
	(d) Long term Provisions	4	24,95,344	21,24,118
	(d) Other Long Term Liabilities		-	
<b>4</b>	<b>Current liabilities</b>			
	(a) Short-term borrowings	5	8,06,69,846	8,08,49,330
	(b) Trade payables	6	12,21,51,195	2,37,51,566
	(c) Other current liabilities	7	85,01,541	96,83,198
	(d) Short-term provisions	8	5,46,158	2,60,538
	<b>TOTAL</b>		<b>46,84,53,577</b>	<b>40,59,29,873</b>
<b>B.</b>	<b>ASSETS:</b>			
<b>1</b>	<b>Non-current assets</b>			
	(a) Fixed assets			
	(i) Tangible assets	9.A	12,56,67,421	13,72,61,426
	(ii) Intangible assets	9.B	3,80,71,830	4,48,90,665
	(iii) Capital work-in-progress		-	1,21,68,118
	(b) Long-term loans and advances	10	1,67,65,813	1,65,40,049
	(c) Non-Current Investments		-	-
<b>2</b>	<b>Current assets</b>			
	(a) Current investments	11	19,389	19,389
	(b) Inventories	12	11,27,96,193	8,28,03,953
	(c) Trade receivables	13	16,14,36,249	9,73,47,809
	(d) Cash and cash equivalents	14	50,99,849	72,24,509
	(e) Short-term loans and advances	15	85,96,833	76,73,955

	<b>TOTAL</b>		<b>46,84,53,577</b>	<b>40,59,29,873</b>
	<b>See accompanying notes forming part of the financial statements (0)</b>			
In terms of our report attached				
<b>For M/s Bharat J. Rughani &amp; Co.</b>		<b>For and on behalf of the Board of Directors</b>		
Chartered Accountants				
<b>CA Akash Rughani</b>		<b>Sameer Gujar</b>	<b>Pratibha Gujar</b>	
<b>Partner</b>		<b>Managing Director</b>	<b>Director</b>	
Membership No: 139664				
Place : Pune		Place : Pune		
Date : May 29, 2017		Date : May 29, 2017		

<b>OPAL LUXURY TIME PRODUCTS LIMITED</b>				
<b>Consolidated Statement of Profit and Loss for the period ended 31st March, 2017</b>				
	<b>Particulars</b>	<b>Note No.</b>	<b>For the period ended on 31st March, 2017</b>	<b>For the period ended on 31st March, 2016</b>
			<b>₹</b>	<b>₹</b>
	<b>CONTINUING OPERATIONS</b>			
<b>1</b>	Revenue from operations (gross)	17	23,39,45,569	27,08,76,473
	Less: Excise duty		-	-
	<b>Revenue from operations (net)</b>		<b>23,39,45,569</b>	<b>27,08,76,473</b>
<b>2</b>	Other income	18	4,93,787	2,69,322
<b>3</b>	<b>Total revenue (1+2)</b>		<b>23,44,39,356</b>	<b>27,11,45,795</b>
<b>4</b>	Expenses			
	(a) Cost of materials consumed	19.A	17,18,68,920	15,61,21,858
	(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	19.B	(1,37,44,033)	(7,35,717)
	(c) Employee benefits expense	20	2,19,07,525	2,12,53,111
	(d) Finance costs	21	1,95,75,649	1,60,90,557
	(e) Depreciation and amortization expense	22	3,45,68,926	3,19,52,313
	(f) Other expenses	23	3,71,99,487	4,68,04,205
	<b>Total expenses</b>		<b>27,13,76,474</b>	<b>27,14,86,326</b>
<b>5</b>	<b>Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)</b>		<b>(3,69,37,118)</b>	<b>(3,40,532)</b>
<b>6</b>	Exceptional items		-	-
<b>7</b>	<b>Profit / (Loss) before extraordinary items and tax (5 + 6)</b>		<b>(3,69,37,118)</b>	<b>(3,40,532)</b>
<b>8</b>	Extraordinary items		-	-
<b>9</b>	<b>Profit / (Loss) before tax (7 + 8)</b>		<b>(3,69,37,118)</b>	<b>(3,40,532)</b>
<b>10</b>	Tax expense:			
	(a) Current tax expense for current year		-	14,26,623
	(b) (Less): MAT credit (where applicable)		-	-
	(c) Deferred tax liability		(32,08,542)	(8,82,575)
	(d) Tax for earlier year		6,72,973	-
	(e) MAT credit for earlier year		(2,25,764)	-
<b>11</b>	<b>Profit / (Loss) from operations (9 +10)</b>		<b>(3,41,75,785)</b>	<b>(8,84,581)</b>
<b>12.i</b>	<b>Earnings per share</b>			
	(a) Basic		(10.17)	(0.26)
	(b) Diluted		(10.17)	(0.26)
<b>12.ii</b>	<b>Earnings per share (excluding extraordinary items)</b>			
	(a) Basic		(10.17)	(0.26)

(b) Diluted		(10.17)	(0.26)
<b>Refer accompanying Notes forming part of the financial statements</b>			
In terms of our report attached			
<b>For M/s Bharat J. Rughani &amp; Co.</b>	<b>For and on behalf of the Board of Directors</b>		
Chartered Accountants			
<b>CA Akash Rughani</b>	<b>Sameer Gujar</b>	<b>Pratibha Gujar</b>	
<b>Partner</b>	<b>Managing Director</b>	<b>Director</b>	
Membership No: 139664			
Place : Pune	Place : Pune		
Date : May 29, 2017	Date : May 29, 2017		

<b>OPAL LUXURY TIME PRODUCTS LIMITED</b>				
<b>Consolidated Cash Flow Statement for the period ended 31st March, 2017</b>				
<b>Particulars</b>	<b>For the period ended 31st March 2017</b>		<b>For the period ended 31st March 2016</b>	
	<b>₹</b>	<b>₹</b>	<b>₹</b>	<b>₹</b>
<b>A. Cash flow from operating activities</b>				
Net Profit / (Loss) before extraordinary items and tax		(3,69,37,118)		(3,40,532)
<u>Adjustments for:</u>				
Depreciation and amortisation	3,45,68,926		3,19,52,313	
Finance costs	1,95,75,649		1,60,90,557	
Interest income	(3,35,404)		(2,43,405)	
Dividend income	-		(917)	
Loss on Sale of Asset	7,561		-	
Gratuity Provision	5,13,322	5,43,30,054	4,50,606	4,82,49,154
Operating profit / (loss) before working capital changes		1,73,92,936		4,79,08,622
<u>Changes in working capital:</u>				
<u>Adjustments for (increase) / decrease in operating assets:</u>				
Inventories	(2,99,92,240)		(32,98,359)	
Trade receivables	(6,40,88,440)		(67,12,979)	
Short-term loans and advances	(9,22,878)		34,50,322	
Long-term loans and advances	(2,25,764)		11,66,085	
<u>Adjustments for increase / (decrease) in operating liabilities:</u>				
Trade payables	9,83,99,629		34,64,209	
Other current liabilities	(11,81,657)		14,66,372	
Short-term provisions	2,85,620		(20,80,534)	
long-term provisions - Payment of Gratuity	(1,42,096)		(90,086)	
		21,32,174		(26,34,970)
Cash flow from extraordinary items		-		-
Cash generated from operations		1,95,25,110		4,52,73,652
Net income tax		4,47,209		14,26,623
<b>Net cash flow from / (used in) operating activities (A)</b>		1,90,77,901		4,38,47,028
<b>B. Cash flow from investing activities</b>				
Capital expenditure on fixed assets, including capital advances	(39,95,529)		(1,87,83,137)	
Increase in Current Investment	-		(917)	
Interest received - Deposits with bank	3,35,404		2,43,405	
Dividend received - Bonds	-		917	



Net income tax (paid) / refunds		(36,60,125)		(1,85,39,732)
<b>Net cash flow from / (used in) investing activities (B)</b>		<b>(36,60,125)</b>		<b>(1,85,39,732)</b>
<b>C. Cash flow from financing activities</b>				
Proceeds from /(Repayment of) long-term borrowings	18,49,887		(23,55,005)	
Net increase / (decrease) in working capital borrowings	(1,79,484)		(32,96,104)	
Proceeds from other short-term borrowings	-		-	
Finance cost	(1,95,75,649)		(1,60,90,557)	
<b>Net cash flow from / (used in) financing activities (C)</b>		<b>(1,79,05,247)</b>		<b>(2,17,41,666)</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		<b>(24,87,471)</b>		<b>35,65,632</b>
Cash and cash equivalents at the beginning of the year		<b>72,24,509</b>		<b>36,04,969</b>
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents		<b>3,62,812</b>		<b>53,907</b>
<b>Cash and cash equivalents at the end of the year</b>		<b>50,99,849</b>		<b>72,24,509</b>
<b>Reconciliation of Cash and cash equivalents with the Balance Sheet:</b>				
Cash and cash equivalents as per Balance Sheet		50,99,849		72,24,509
<i>Less:</i> Bank balances not considered as Cash and cash equivalents		-		-
Net Cash and cash equivalents (as defined in AS 3 Cash Flow Statements)		50,99,849		72,24,509
<i>Add:</i> Current investments considered as part of Cash and cash equivalents		-		-
<b>Cash and cash equivalents at the end of the year *</b>		<b>50,99,849</b>		<b>72,24,509</b>
* Comprises:				
(a) Cash on hand		5,42,741		21,757
(b) Balances with banks: In current accounts		1,66,862		12,49,327
In deposit accounts		43,90,246		59,53,425
		<b>50,99,849</b>		<b>72,24,509</b>

**Refer accompanying notes forming part of the financial statements**

In terms of our report attached.

**For M/s Bharat J. Rughani & Co.**

**For and on behalf of the Board of Directors**

Chartered Accountants

**CA Akash Rughani**

**Sameer Gujar**

**Pratibha Gujar**

**Partner**

**Managing Director**

**Director**

Membership No: 139664

Place : Pune

Place : Pune

Date : May 29, 2017

Date : May 29, 2017

**Consolidated Notes forming part of the financial statements****Note 1 Share capital**

Particulars	As at 31st March, 2017		As at 31st March, 2016	
	Number of shares	₹	Number of shares	₹
(a) Authorised				
Equity shares of ` 10/- each with voting rights	50,00,000	5,00,00,000	50,00,000	5,00,00,000
(b) Issued				
Equity shares of ` 10/- each with voting rights	33,58,818	3,35,88,180	33,58,818	3,35,88,180
(c) Subscribed and fully paid up				
Equity shares of ` 10/-each with voting rights	33,58,818	3,35,88,180	33,58,818	3,35,88,180
<b>Total</b>	<b>33,58,818</b>	<b>3,35,88,180</b>	<b>33,58,818</b>	<b>3,35,88,180</b>

Particulars	Opening Balance	Fresh issue	Closing Balance
Equity shares with voting rights			
<u>Period ended 31st March 2017:</u>			
- Number of shares	33,58,818	-	33,58,818
- Amount (₹)	3,35,88,180	-	3,35,88,180
<u>Period ended 31st March 2016:</u>			
- Number of shares	33,58,818	-	33,58,818
- Amount (₹)	3,35,88,180	-	3,35,88,180

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

Class of shares / Name of shareholder	As at 31st March, 2017		As at 31st March, 2016	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<i>Equity shares with voting rights</i>				
The Ratnakar Bank Limited	8,21,000	24.44%	-	-
Innoventive Venture Limited	-	-	11,10,270	33.06%
SIDBI Venture Capital Limited - India Opportunity Fund	6,04,818	18.01%	6,04,818	18.01%
Sameer Gujar	4,33,079	12.89%	4,33,079	12.89%
Pratibha Gujar	4,15,851	12.38%	4,15,851	12.38%
IDBI Capital Market Services Limited	4,23,000	12.59%	3,96,000	11.79%

Particulars	Aggregate number of shares
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	As at 31st March, 2017	As at 31st March, 2016
<u>Equity shares with voting rights:</u>		
Fully paid up by way of bonus shares	80,000	80,000

**Note 2 Reserves and Surplus**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹	₹
<b>Securities premium account:</b>		
Opening balance	13,68,84,208	13,68,84,208
Add : Premium on shares issued during the year	-	-
Less : Utilised during the year for:		
Share issue expenses	-	-
Closing balance	13,68,84,208	13,68,84,208
<b>Reserves and Surplus:</b>		
Opening balance	11,51,75,472	11,60,60,052
Add: Profit / (Loss) for the year	(3,41,75,785)	(8,84,581)
Closing balance	8,09,99,687	11,51,75,472
<b>Total</b>	<b>21,78,83,895</b>	<b>25,20,59,680</b>

**Note 3 Long-term borrowings**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹	₹
(a) Term loans		
From banks		
Secured	22,76,191	-
Unsecured	-	4,26,304
(b) Loans and advances from related parties		
Secured	-	-
Unsecured	-	-
<b>Total</b>	<b>22,76,191</b>	<b>4,26,304</b>

**Note 4 Long-term provisions**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹	₹
Provision for gratuity	24,95,344	21,24,118
<b>Total</b>	<b>24,95,344</b>	<b>21,24,118</b>

**Note 5 Short-term borrowings**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹	₹
(a) Loans repayable on demand		
From banks		
Secured	8,06,69,846	8,08,49,330
Unsecured	-	-
(b) Loans and advances from other parties		
Secured	-	-
Unsecured	-	-
<b>Total</b>	<b>8,06,69,846</b>	<b>8,08,49,330</b>

**Notes:****(i) Details of security for the secured short-term borrowings:**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹	₹
<u>Loans repayable on demand from banks:</u>		
Central Bank of India	8,06,69,846	8,08,49,330
<b>Nature of Security: (Inventories, Book Debts, House of Mr. Sameer Gujar, Personal Guarantee of Directors)</b>		

**(ii) Details of short-term borrowings guaranteed by some of the directors or others:**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹	₹
Loans repayable on demand from banks	8,06,69,846	8,08,49,330

**Note 6 Trade payables**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹	₹

Sundry Creditors	8,35,83,640	1,85,44,156
Bills Payable	3,85,67,555	52,07,410
<b>Total</b>	<b>12,21,51,195</b>	<b>2,37,51,566</b>

**Note 7 Other current liabilities**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹	₹
Other payables		
(i) Statutory remittances	58,79,808	56,17,710
(ii) Payables on purchase of fixed assets	-	-
(ii) Secured & Unsecured loans repayable within one year	9,55,488	25,54,716
(iv) Outstanding expenses (IPO)	-	-
(iv) Outstanding expenses	16,66,245	15,10,772
<b>Total</b>	<b>85,01,541</b>	<b>96,83,198</b>

**Note 8 Short-term provisions**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹	₹
Provision for Tax	-	2,60,538
Interest Provision	5,46,158	-
<b>Total</b>	<b>5,46,158</b>	<b>2,60,538</b>

**Note 9. A Fixed assets**

Tangible assets	Gross block				
	Balance as at 1st April, 2016	Additions	Deletions	Other adjustments	Balance as at 31st March, 2017
	₹	₹	₹	₹	₹
Plant and Equipment	12,60,04,891	1,22,37,128	-	-	13,82,42,019
Furniture and Fixtures	6,41,60,637	1,35,081	-	-	6,42,95,718
Office equipment	30,99,161	1,25,105	-	-	32,24,266
Vehicles	52,129	36,80,334	52,129	-	36,80,334
<b>Total</b>	<b>19,33,16,818</b>	<b>1,61,77,648</b>	<b>52,129</b>	-	<b>20,94,42,337</b>
<b>Previous year</b>	<b>16,22,89,231</b>	<b>3,10,27,587</b>	-	-	<b>19,33,16,818</b>

Tangible assets	Accumulated depreciation and impairment			Net block	
	Balance as at 1st April, 2016	Depreciation / amortisation expense for the year	Balance as at 31st March, 2017	Balance as at 31st March 2016	Balance as at 31st March 2017
	₹	₹	₹	₹	₹
Plant and Equipment	4,01,74,670	1,99,17,430	6,00,92,100	8,58,30,221	7,81,49,919
Furniture and Fixtures	1,27,51,265	76,24,994	2,03,76,259	5,14,09,372	4,39,19,459
Office equipment	30,99,161	15,836	31,14,997	-	1,09,269
Vehicles	30,297	1,61,263	1,91,560	21,832	34,88,774
<b>Total</b>	<b>5,60,55,393</b>	<b>2,77,19,523</b>	<b>8,37,74,916</b>	<b>13,72,61,425</b>	<b>12,56,67,421</b>
<b>Previous year</b>	<b>3,09,21,915</b>	<b>2,51,33,478</b>	<b>5,60,55,393</b>	<b>13,13,67,316</b>	<b>13,72,61,426</b>

**Note 9. B Fixed assets**

Intangible assets	Gross block				
	Balance as at 1st April, 2016	Additions	Deletions	Other adjustments	Balance as at 31st March, 2017
	₹	₹	₹	₹	₹
Trademark / Goodwill / Trade Names	6,81,88,351	-	-	-	6,81,88,351
<b>Total</b>	<b>6,81,88,351</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6,81,88,351</b>
<b>Previous year</b>	<b>6,81,88,351</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6,81,88,351</b>

Intangible assets	Accumulated depreciation and impairment			Net block	
	Balance as at 1st April, 2016	Depreciation / amortisation expense for the year	Balance as at 31st March, 2017	Balance as at 31st March 2016	Balance as at 31st March 2017
	₹	₹	₹	₹	₹
Trademark / Goodwill / Trade Names	2,32,97,686	68,18,835	3,01,16,521	4,48,90,665	3,80,71,830
<b>Total</b>	<b>2,32,97,686</b>	<b>68,18,835</b>	<b>3,01,16,521</b>	<b>4,48,90,665</b>	<b>3,80,71,830</b>
<b>Previous year</b>	<b>1,64,78,851</b>	<b>68,18,835</b>	<b>2,32,97,686</b>	<b>5,17,09,500</b>	<b>4,48,90,665</b>

**Note 10 Long-term loans and advances**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹	₹
(b) MAT credit entitlement	1,67,65,813	1,65,40,049

<b>Total</b>	<b>1,67,65,813</b>	<b>1,65,40,049</b>
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**Note 11 Current investments**

Particulars	As at 31st March, 2017			As at 31st March, 2016		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
	₹	₹	₹	₹	₹	₹
Investment in debentures or bonds	19,389	-	19,389	19,389	-	19,389
<b>Total</b>	<b>19,389</b>	<b>-</b>	<b>19,389</b>	<b>19,389</b>	<b>-</b>	<b>19,389</b>

**Note 12 Inventories (At lower of cost and net realisable value)**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹	₹
Raw materials	5,44,46,650	3,98,28,317
Work-in-progress	92,02,880	67,32,007
Finished goods	4,27,02,414	3,15,29,591
Stores and spares	64,44,250	47,14,039
<b>Total</b>	<b>11,27,96,193</b>	<b>8,28,03,953</b>

**Note 13 Trade receivables**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	₹	₹
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good	6,08,71,352	72,93,996
Unsecured, not considered good	-	-
Other Trade receivables		
Unsecured, considered good	2,19,80,783	8,93,13,881
Less: Provisions made for doubtful debts	-	-
Trade receivables from Related Party-		
Unsecured, considered good	-	7,39,932
Less: Provision for Doubtful Debt	(14,73,842)	-
<b>Total</b>	<b>8,13,78,294</b>	<b>9,73,47,809</b>

<b>Note 14 Cash and cash equivalents</b>		
<b>Particulars</b>	<b>As at 31st March, 2017</b>	<b>As at 31st March, 2016</b>
	<b>₹</b>	<b>₹</b>
(a) Cash on hand	5,42,741	21,757
(b) Balances with banks		
(i) In current accounts	1,66,862	12,49,327
(ii) In deposit accounts	43,90,246	59,53,425
<b>Total</b>	<b>50,99,849</b>	<b>72,24,509</b>

<b>Note 15 Short-term loans and advances</b>		
<b>Particulars</b>	<b>As at 31st March, 2017</b>	<b>As at 31st March, 2016</b>
	<b>₹</b>	<b>₹</b>
(a) Other advances and deposits		
Secured, considered good	-	-
Unsecured, considered good	50,90,090	51,64,922
(b) Loans and advances to employees-Unsecured, considered good	20,21,711	7,99,654
(e) Advance for Expenses - Unsecured, considered good	36,048	-
(e) Advance to Suppliers - Unsecured, Considered good	14,19,565	16,97,738
(e) Advance to Related Party - Unsecured, Considered good	-	-
(f) Advance income tax	29,419	11,642
<b>Total</b>	<b>85,96,833</b>	<b>76,73,955</b>

<b>Note 17: Revenue from operations</b>		
<b>Particulars</b>	<b>For the period ended 31st March, 2017</b>	<b>For the period ended 31st March, 2016</b>
	<b>₹</b>	<b>₹</b>
Sale of products	23,31,45,305	27,02,29,225
Sale of services	8,00,264	6,47,248
<u>Less:</u>		
Duties & Taxes	-	-
<b>Total</b>	<b>23,39,45,569</b>	<b>27,08,76,473</b>



<b>Note 18 Other income</b>		
<b>Particulars</b>	<b>For the period ended 31st March, 2017</b>	<b>For the period ended 31st March, 2016</b>
	<b>₹</b>	<b>₹</b>
Interest income	3,35,404	2,43,405
Dividend income:		
others	-	917
Other non-operating income	1,58,383	25,000
<b>Total</b>	<b>4,93,787</b>	<b>2,69,322</b>
<b>Particulars</b>	<b>For the period ended 31st March, 2017</b>	<b>For the period ended 31st March, 2016</b>
	<b>₹</b>	<b>₹</b>
Interest income comprises:		
Interest from banks on:		
deposits	3,35,404	2,43,405
other balances	-	-
Interest on income tax refund	-	-
Other interest	-	-
<b>Total - Interest income</b>	<b>3,35,404</b>	<b>2,43,405</b>
<b>Particulars</b>	<b>For the period ended 31st March, 2017</b>	<b>For the period ended 31st March, 2016</b>
	<b>₹</b>	<b>₹</b>
Miscellaneous income	1,58,383	25,917
<b>Total - other non-operating income</b>	<b>1,58,383</b>	<b>25,917</b>

<b>Note 19. A Cost of materials consumed</b>		
<b>Particulars</b>	<b>For the period ended 31st March, 2017</b>	<b>For the period ended 31st March, 2016</b>
	<b>₹</b>	<b>₹</b>
Opening stock	4,45,42,355	4,22,81,075
Add: Purchases	18,82,17,464	15,83,83,138
Less: Closing stock	6,08,90,899	4,45,42,355

<b>Cost of material consumed</b>	17,18,68,920	15,61,21,858
Material consumed comprises:		
Clocks Parts		
<b>Total</b>	<b>17,18,68,920</b>	<b>15,61,21,858</b>
<b>Note 19. B Changes in inventories of finished goods, work-in-progress and stock-in-trade</b>		
Particulars	For the period ended 31st March, 2017	For the period ended 31st March, 2016
	₹	₹
<u>Inventories at the end of the year:</u>		
Finished goods	4,27,06,739	3,15,29,591
Work-in-progress	92,02,880	67,32,007
	<b>5,19,09,619</b>	<b>3,82,61,598</b>
<u>Inventories at the beginning of the year:</u>		
Finished goods	3,15,29,591	3,11,17,630
Work-in-progress	67,32,007	61,06,889
	<b>3,82,61,598</b>	<b>3,72,24,519</b>
<b>Net (increase) / decrease</b>	<b>(1,36,48,021)</b>	<b>(10,37,079)</b>

<b>Note 20 Employee benefits expense</b>		
Particulars	For the period ended 31st March, 2017	For the period ended 31st March, 2016
	₹	₹
Salaries and wages	2,00,89,560	1,99,31,458
Contributions to provident and other funds	8,34,406	6,32,135
Staff welfare expenses	4,70,237	2,38,912
Gratuity Provision	5,13,322	4,50,606
<b>Total</b>	<b>2,19,07,525</b>	<b>2,12,53,111</b>

<b>Note 21 Finance costs</b>		
Particulars	For the period ended 31st March, 2017	For the period ended 31st March, 2016
	₹	₹
(a) Interest expense on:		

(i) Borrowings	24,67,753	1,37,52,468
(ii) Others (Duties & Taxes with Interest)	4,50,180	6,29,102
(b) Other borrowing costs	1,67,33,663	21,96,802
(c) Net (gain) / loss on foreign currency transactions and translation	(75,947)	(4,87,815)
<b>Total</b>	<b>1,95,75,649</b>	<b>1,60,90,557</b>

<b>Note 22 Depreciation and Amortisation Expenses</b>		
<b>Particulars</b>	<b>For the period ended 31st March, 2017</b>	<b>For the period ended 31st March, 2016</b>
	<b>₹</b>	<b>₹</b>
Depreciation & amortisation for the year on tangible assets as per Note 9A	2,77,50,091	2,51,33,478
Depreciation & amortisation for the year on intangible assets as per Note 9B	68,18,835	68,18,835
<b>Total</b>	<b>3,45,68,926</b>	<b>3,19,52,313</b>

<b>Note 23 Other expenses</b>		
<b>Particulars</b>	<b>For the period ended 31st March, 2017</b>	<b>For the period ended 31st March, 2016</b>
	<b>₹</b>	<b>₹</b>
Power and fuel	3,60,476	2,41,670
Rent including lease rentals	22,66,552	21,39,712
Repairs and maintenance	9,59,978	9,55,297
Insurance	1,35,075	1,93,928
Communication	2,89,881	2,82,056
Printing and stationery	7,19,018	6,22,023
Freight and forwarding	1,22,96,068	1,26,70,805
Sales discount	35,90,130	96,00,439
Business promotion	45,24,351	67,40,364
Brand Building expenses	13,160	22,44,450
Legal and professional	4,47,024	2,81,200
Payments to auditors	2,09,700	3,06,909
Miscellaneous expenses	99,06,672	1,05,25,352
Provision for Doubtful Debt	14,73,842	-
Loss on Sale of Asset	7,561	-
<b>Total</b>	<b>3,71,99,487</b>	<b>4,68,04,205</b>

Consolidated Notes forming part of the financial statements	
Note	Particulars
<b>1</b>	<b>Corporate information</b> Opal Luxury Time Products Limited (the Company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on the National Stock Exchange of India. The company is engaged in the business of manufacturing, assembling and marketing of clocks, watches, their accessories and allied products. The company has its factory in Roorkee, Uttaranchal where it has Income Tax and Excise benefits for 10 years under state industrial policy.
<b>2</b>	<b>Significant accounting policies</b>
<b>2.1</b>	<b>Principals of Consolidation</b>  The Consolidated Financial Statements consist of Opal Luxury Time Products Limited ("the Company") and its subsidiary company (collectively referred to as "the Group"). The Consolidated Financial Statements have been prepared on the following basis:  The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses as per Accounting Standard 21 – "Consolidated Financial Statements" notified by Companies (Accounting Standards) Rules, 2006.  In case of foreign subsidiaries, being non-integral operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at the rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the "Foreign Currency Translation Reserve".  The difference between the cost of investment in the subsidiaries and the Company's share of net assets at the time of acquisition of shares in the subsidiaries and joint ventures is recognised in the financial statements as Goodwill or Capital Reserve as the case may be.  Minority Interest in the net assets of consolidated subsidiaries is identified and presented in the consolidated Balance Sheet separately from liabilities and equity of the Company's shareholders. There is no minority interest as the subsidiary of company is wholly owned.  The unaudited financial statements of the subsidiary used in the consolidation are drawn up to the same reporting date as that of the Company i.e. 31st March, 2017.
<b>2.2</b>	<b>Basis of accounting and preparation of financial statements</b> The financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except, for the change in accounting policy relating to depreciation of fixed assets to comply with provisions of the Companies Act, 2013.
<b>2.3</b>	<b>Use of estimates</b> The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.
<b>2.4</b>	<b>Inventories</b>

	<p>Inventories are valued at the lower of cost (on FIFO / weighted average basis) and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work-in-Progress and Finished Goods include appropriate proportion of overheads and where applicable, excise duty.</p>
<b>2.5</b>	<p><b>Cash and cash equivalents (for purposes of Cash Flow Statement)</b></p> <p>Cash comprises of cash at bank and in hand and demand deposits with banks. Cash Equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.</p>
<b>2.6</b>	<p><b>Cash flow statement</b></p> <p>Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.</p>
<b>2.7</b>	<p><b>Depreciation and amortisation</b></p> <p>Till the year ended 31 March 2014, Schedule XIV to the Companies Act, 1956, prescribed requirements concerning depreciation of fixed assets. From the Financial Year 2015, Schedule XIV has been replaced by Schedule II to the Companies Act, 2013. The applicability of Schedule II has resulted in the certain changes related to depreciation of fixed assets. Till the year ended 31 March 2014, depreciation rates prescribed under Schedule XIV were treated as minimum rates and the company was not allowed to charge depreciation at lower rates even if such lower rates were justified by the estimated useful life of the asset. Schedule II to the Companies Act 2013 prescribes useful lives for fixed assets which, in many cases, are different from lives prescribed under the erstwhile Schedule XIV. However, Schedule II allows companies to use higher/lower useful lives and residual values if such useful lives and residual values can be technically supported and justification for difference is disclosed in the financial statements. Considering the applicability of Schedule II, the management has re-estimated useful lives and residual values of all its fixed assets. The management believes that depreciation rates currently used fairly reflect its estimate of the useful lives and residual values of fixed assets, though these rates in certain cases are different from lives prescribed under Schedule II. Hence, this change in accounting policy did not have any material impact on financial statements of the company.</p> <p>Intangible assets are amortised over their estimated useful life. Trademark, Goodwill &amp; Tradenames – 10 years (5.5 years remaining as at the Balance Sheet date).</p> <p>The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation method is revised to reflect the changed pattern.</p>
<b>2.8</b>	<p><b>Revenue recognition</b></p> <p><u>Sale of goods</u></p> <p>Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales include excise duty but exclude sales tax and value added tax.</p> <p><u>Income from services</u></p> <p>Revenues from services are in the nature of repairs and are recognised when services are rendered and related costs are incurred.</p>
<b>2.9</b>	<p><b>Other income</b></p> <p>Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head “other income” in the statement of profit and loss.</p> <p>Dividend income is recognized when the company’s right to receive dividend is established by the reporting date.</p>
<b>2.10</b>	<p><b>Tangible fixed assets</b></p>

	<p>Fixed Assets, are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Exchange differences arising on restatement / settlement of long-term foreign currency borrowings relating to acquisition of depreciable fixed assets are adjusted to the cost of the respective assets and depreciated over the remaining useful life of such assets. Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of the relevant assets. Subsequent expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.</p> <p>Fixed assets acquired and put to use for project purpose are capitalised and depreciation thereon is included in the project cost till commissioning of the project.</p>
	<p>Fixed assets acquired in full or part exchange for another asset are recorded at the fair market value or the net book value of the asset given up, adjusted for any balancing cash consideration. Fair market value is determined either for the assets acquired or asset given up, whichever is more clearly evident. Fixed assets acquired in exchange for securities of the Company are recorded at the fair market value of the assets or the fair market value of the securities issued, whichever is more clearly evident.</p> <p><b><u>Capital work-in-progress:</u></b></p> <p>Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.</p>
<b>2.11</b>	<p><b>Intangible assets</b></p> <p>Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure on an intangible asset after its purchase / completion is recognised as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributed to the asset reliably, in which case such expenditure is added to the cost of the asset.</p>
<b>2.12</b>	<p><b>Foreign currency transactions and translations</b></p> <p><b><u>Initial recognition</u></b></p> <p>Transactions in foreign currencies entered into by the Company and its integral foreign operations are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.</p> <p><b><u>Measurement of foreign currency monetary items at the Balance Sheet date</u></b></p> <p>Foreign currency monetary items (other than derivative contracts) of the Company and its net investment in non-integral foreign operations outstanding at the Balance Sheet date are restated at the year-end rates. In the case of integral operations, assets and liabilities (other than non-monetary items), are translated at the exchange rate prevailing on the Balance Sheet date. Non-monetary items are carried at historical cost. Revenue and expenses are translated at the average exchange rates prevailing during the year. Exchange differences arising out of these translations are charged to the Statement of Profit and Loss.</p> <p><b><u>Treatment of exchange differences</u></b></p> <p>Exchange differences arising on settlement / restatement of short-term foreign currency monetary assets and liabilities of the Company and its integral foreign operations are recognised as income or expense in the Statement of Profit and Loss. The exchange differences on restatement / settlement of loans to non-integral foreign operations that are considered as net investment in such operations are accumulated in a "Foreign currency translation reserve" until disposal / recovery of the net investment.</p> <p>The exchange differences arising on restatement / settlement of long-term foreign currency monetary items are capitalised as part of the depreciable fixed assets to which the monetary item relates and depreciated over the remaining useful life of such assets or amortised on settlement / over the maturity period of such items if such items do not relate to acquisition of depreciable fixed assets. The unamortised balance is carried in the Balance Sheet as "Foreign currency monetary item translation difference account"</p>

net of the tax effect thereon.

**Accounting of forward contracts**

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

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

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

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

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

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

**2.14 Investments**

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

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

**2.15 Employee benefits**

Employee benefits include provident fund, superannuation fund and gratuity fund

**Defined contribution plans**

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

**Defined benefit plans**

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

**Short-term employee benefits**

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

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



	<p>entitlement of future compensated absences; and</p> <p>(b) in case of non-accumulating compensated absences, when the absences occur.</p> <p><b><u>Long-term employee benefits</u></b></p> <p>Gratuity Benefits are recognised as a liability at the present value of the defined benefit obligation as at the Balance Sheet date.</p>
<b>2.16</b>	<p><b>Borrowing costs</b></p> <p>Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.</p>
<b>2.17</b>	<p><b>Leases</b></p> <p>Where the Company as a lessor leases assets under finance leases, such amounts are recognised as receivables at an amount equal to the net investment in the lease and the finance income is recognised based on a constant rate of return on the outstanding net investment.</p> <p>Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis.</p>
<b>2.18</b>	<p><b>Earnings per share</b></p> <p>Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.</p>
<b>2.19</b>	<p><b>Taxes on income</b></p> <p>Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.</p> <p>Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.</p> <p>Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets</p>



	in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.
<b>2.20</b>	<b>Impairment of assets</b> The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.
<b>2.21</b>	<b>Provisions and contingencies</b> A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. At each balance sheet date Company Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. The company has balances recoverable from various parties in excess of 1 year from the date they became due. The company has not provided any amount as not receivable for them as the same have been confirmed by the customer and are receivable in the normal course of business.
<b>2.22</b>	<b>Insurance claims</b> Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.
<b>2.23</b>	<b>Public Issue</b> The company had allotted shares at a price of Rs. 130/- per share on April 8th, 2013 against the application money received under the public issue of shares of 10,00,000 shares of Rs. 10/- each at a premium of Rs. 120/- per share.
<b>2.24</b>	<b>Previous Year figures regrouping / reclassification</b> Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

Note	Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
		₹	₹
<b>2.25</b>	<b>Details of government grants</b> Government grants received by the Company during the year towards Duty drawback (recognised under Other operating revenues)	-	-

Note	Particulars	As at 31 March, 2017	As at 31 March, 2016
		₹	₹
<b>2.26</b>	<b>Deferred tax (liability) / asset</b> <u>Tax effect of items constituting deferred tax liability</u> On difference between book balance and tax balance of fixed	-	(58,31,126)

assets		
On provision for gratuity	-	6,89,170
Total	-	(51,41,955)
<u>Tax effect of items constituting deferred tax assets</u>		
<u>Timing Difference on Expenditure</u>	-	19,33,413
<b>Net deferred tax (liability) / asset</b>	-	<b>(32,08,542)</b>

## Note 2.27 Employee benefit plans

### Defined contribution plans

The Company makes Provident Fund and Superannuation Fund contributions to defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised Rs. 834,406/- (Year ended 31 March, 2016 Rs. 10,08,216/-) for Provident Fund contributions and superannuation fund in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

### Defined benefit plans

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

#### **i. Gratuity**

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

Particulars	Year ended 31 March, 2017	Year ended 31 March, 2016
	Gratuity	Gratuity
<b>Components of employer expense</b>		
Current service cost	3,33,501	2,97,232
Interest cost	1,61,497	1,32,962
Expected return on plan assets	-	-
Curtailement cost / (credit)	-	-
Settlement cost / (credit)	-	-
Past service cost	-	-
Actuarial losses/(gains)	18,324	20,412
<b>Total expense recognised in the Statement of Profit and Loss</b>	<b>5,13,322</b>	<b>4,50,606</b>
<b>Actual contribution and benefit payments for year</b>		
Actual benefit payments	-	-
Actual contributions	-	-
<b>Change in defined benefit obligations (DBO) during the year</b>		
Present value of DBO at beginning of the year	21,24,118	17,63,597
Current service cost	3,33,501	2,97,232
Interest cost	1,61,497	1,32,962
Curtailement cost / (credit)	-	-
Settlement cost / (credit)	-	-

Plan amendments	-	-
Acquisitions	-	-
Actuarial (gains) / losses	18,324	20,412
Past service cost	-	-
Benefits paid	(1,42,096)	(90,085)
Present value of DBO at the end of the year	<b>24,95,344</b>	<b>21,24,118</b>
<b>Change in fair value of assets during the year</b>		
Plan assets at beginning of the year	-	-
Acquisition adjustment	-	-
Expected return on plan assets	-	-
Actual company contributions	-	-
Actuarial gain / (loss)	-	-
Benefits paid	-	-
Plan assets at the end of the year	-	-
Actual return on plan assets	-	-
<b>Composition of the plan assets is as follows:</b>		
Government bonds	-	-
PSU bonds	-	-
Equity mutual funds	-	-
Others	-	-
<b>Actuarial assumptions</b>		
Discount rate	7.20%	7.95%
Expected return on plan assets	NA	NA
Salary escalation	7.00%	7.00%
Mortality tables	Indian Assured Lives Mortality (2006-08) - ultimate	Indian Assured Lives Mortality (2006-08) - ultimate

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

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

Note 2.28 Related party transactions:				
Details of related parties:				
Description of relationship	Names of related parties			
Subsidiaries	Opal Luxury Products INC.			
Key Management Personnel (KMP)	Mr. Sameer Gujar, Ms. Pratibha Gujar			
Relatives of KMP	Mr. Subhash Gujar			
Note: Related parties have been identified by the Management.				
Details of related party transactions during the year ended 31 <sup>st</sup> March, 2017 and balances outstanding as at 31 <sup>st</sup> March, 2017:				
Particulars	Subsidiaries	KMP	Relatives of KMP	Total
Sale of goods	-	-	-	-
Managerial Remuneration	-	18,00,000	-	18,00,000
	-	(18,00,000)	-	(18,00,000)
<b><u>Balances outstanding at the end of the year</u></b>				
Trade Receivables	21,53,794	-	-	21,53,794
	(37,11,078)	-	-	(37,11,078)
Loans and advances	22,67,730	-	-	22,67,730
	(23,19,993)	-	-	(23,19,993)

**Note: Figures in bracket relate to the previous year**

<b>Note 2.29 Payments to Auditors:</b>	<b>March-17</b>	<b>March-16</b>
Audit fees	1,80,000	1,80,000
Payment for IPO certification/advisory	-	-
Tax audit fees	30,000	30,000
Audit Under MVAT Act	40,000	40,000
Reimbursement of expenses	23,135	14,159

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

On the basis of information available with the company, there are no amounts payable to Micro, Small or Medium Undertakings

<b>Note 2.31 Lease Rent Agreement</b>	<b>March-17</b>	<b>March-16</b>
Rent Debited to Profit & Loss A/c.	22,66,552	21,39,712
- Obligation		
a) Payable within 1 years ( 2017-18 ) Rs. 23,08,552/-		
b) Payable within 3 years ( 2017-20 ) Rs. 82,12,497/-		

<b>Note 2.32 Foreign Currency Transactions :</b>	<b>March-17</b>	<b>March-16</b>
Net gain / (loss) on foreign currency transactions on revenue accounts recognised in the Profit and Loss Account	75,947	4,87,815

<b>Note 2.33 Contingent Liabilities and commitments (to the extent not provided for)</b>	<b>March-17</b>	<b>March-16</b>
Bank Guarantees issued by the company to Canteen Stores Department (CSD)	-	41,12,660
Bank Guarantees issued by the company to National Stock Exchange (NSE)	-	-

<b>Note 2.34 Details of SBN held and transacted during demonetisation period from 08-11-2016 to 30-12-2016</b>			
<b>Particulars</b>	<b>SBN</b>	<b>Other Denomination Notes</b>	<b>Total</b>
Closing Cash in Hand as on 08.11.2016	-	2,96,365.00	<b>2,96,365.00</b>
Add: Permitted Receipts	57,000.00	2,15,545.00	<b>2,72,545.00</b>
Less: Permitted Payments	-	2,02,293.00	<b>2,02,293.00</b>
Less: Amount Deposited in Bank	57,000.00	-	<b>57,000.00</b>
Closing Cash in Hand as on 30.12.2016	-	<b>3,09,617.00</b>	<b>3,09,617.00</b>

**For M/s Bharat J. Rughani & Co.**

Chartered Accountants

**CA Akash Rughani**

Partner

Membership No: 139664

Place : Pune

Date : May 29, 2017

**For and on behalf of the Board of Directors**

**Pratibha Gujar**

Director

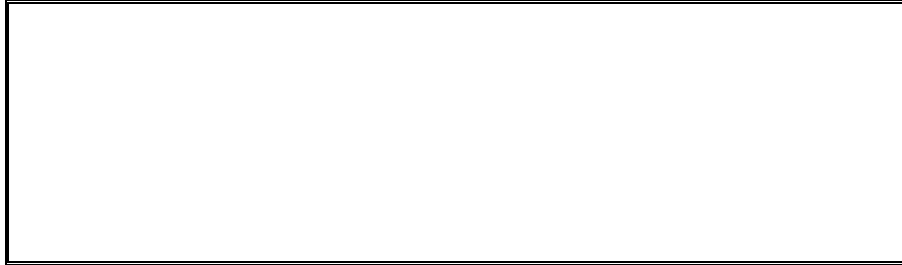
Place : Pune

Date : May 29, 2017

**Sameer Gujar**

Managing Director

To,



If undelivered, please return to:-

**Opal Luxury Time Products Limited**

Shree Ganesh, Plot No. 31, Shivaji Housing Society, Behind ICC Tower, Senapati  
Bapat Road, Pune – 411016  
Maharashtra, India

Email:- [investor.greivance@opalclocks.com](mailto:investor.greivance@opalclocks.com)  
Contact:- (+91) (20) 25631919