



6th September 2022

National Stock Exchange of India Ltd
'Exchange Plaza', C-1, Block – G
Bandra – Kurla Complex
Bandra (E), Mumbai 400 051
Code : IFGLEXPOR

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
Code: 540774

Dear Sirs,

Re: Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Please find attached soft copy of Company's Annual Report for Financial Year 2021-22 along with Notice relating to 15th Annual General Meeting of the Shareholders (AGM Notice) to be held on Wednesday, 28th September, 2022 at 4:30 PM through Video Conferencing/Other Audio Visual Means. The Annual Report along with Notice of AGM are in the process of being sent today, i.e. 6th September, 2022 by email to all members whose Email ID's are registered with the Company/Depository Participants for communication purposes, all in compliance of relevant Circulars of Ministry of Corporate Affairs.

Thanking you,

Yours faithfully,
For IFGL Refractories Ltd.,

(R Agarwal)
Company Secretary

Encl: As above

IFGL REFRACTORIES LIMITED

www.ifglref.com

Head & Corporate Office: McLeod House
3 Netaji Subhas Road, Kolkata 700 001, India
Tel: +91 33 4010 6100 | **Email:** ifgl.ho@ifgl.in

Registered Office: Sector B, Kalunga Industrial Estate
P.O. Kalunga, Dist. Sundergarh, Odisha 770 031, India
Tel: +91 661 266 0195 | **Email:** ifgl.works@ifgl.in

CIN: L51909OR2007PLC027954

**Registered Office :** Sector 'B', Kalunga Industrial Estate

P.O. Kalunga 770031, Dist. Sundergarh, Odisha

Tel : +91 661 2660195

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

3, Netaji Subhas Road, Kolkata 700001

Tel : +91 33 40106100

E-mail : ifgl.ho@ifgl.in, investorcomplaints@ifgl.inWebsite : www.ifglref.com**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that 15th Annual General Meeting (AGM) of the Members of IFGL Refractories Limited (the Company) will be held on Wednesday, 28th September 2022 at 4:30 PM through Video Conferencing (VC)/Other Audio Visual Means (OAVM) and for which purpose, Registered Office situated at Sector 'B', Kalunga Industrial Estate, P.O. Kalunga 770031, Dist. Sundergarh, Odisha shall be deemed as venue for the meeting and proceedings of the AGM shall be deemed to have taken place thereat, to transact following :

Ordinary Business

1. To receive, consider and adopt both Standalone and Consolidated Audited Financial Statements of the Company for year ended on 31st March 2022, Reports of the Board of Directors and Auditors thereon.
2. To approve payment of Final Dividend @ 70% i.e. ₹ 7/- per Equity Share, recommended by the Board of Directors on Saturday, 28th May 2022 for FY 2021-22.
3. To consider and if thought fit and desirable, to pass with or without modification(s), resolution under Section 152 and other applicable provision of the Companies Act, 2013 (Act) for re-appointment of Mr Shishir Kumar Bajoria (DIN: 00084004), to the extent he is required to retire by rotation at ensuing Annual General Meeting and who being eligible, has offered himself for re-appointment for further period liable to retire by rotation and such re-appointment has been recommended by the Nomination and Remuneration Committee and Board of Directors of the Company.

Special Business

4. To consider and if thought fit, to pass with or without modification(s), following resolution as a Special Resolution.

"Resolved that following provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act 2013 (Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and those in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR 2015), amended to date, and notifications, circulars, clarifications etc issued by Securities and Exchange Board of India (SEBI) for the purposes thereof, Mr D G Rajan (DIN - 00303060) aged more than 75 years, who was appointed as a Non-Executive Independent Director of the Company by passing an Ordinary Resolution at 10th Annual General Meeting of the Company held on Saturday, 23rd December 2017, for a term of five consecutive years effective that date, not liable to retire by rotation and in respect of whom members consented to his continuance as a Non- Executive Independent Director of the Company even after attaining the age of 75 years by passing Special Resolution on 4th January 2019 by Postal Ballot and who shall cease to hold said office at the ensuing Annual General Meeting and who being eligible has offered himself for re-appointment for further period of five consecutive years immediately after conclusion of ensuing Annual General Meeting and such re-appointment has been recommended by Nomination and Remuneration Committee and Board of Directors of the Company, be and is hereby so re-appointed as Independent Director of the Company upto conclusion of 20th AGM of the Company and the Board of Directors of the Company be authorized to take such actions as may be necessary to give effect thereto.

5. To consider and if thought fit, to pass with or without modification(s), following resolution as a Special Resolution.

"Resolved that following provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act 2013(Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and those in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR 2015), amended to date, and notifications, circulars, clarifications etc issued by Securities and Exchange Board of India (SEBI) for the purposes thereof, Mr Debal Kumar Banerji (DIN - 03529129), who was appointed as a Non-Executive Independent Director of the Company by passing an Ordinary Resolution at 10th Annual General Meeting of the Company held on Saturday, 23rd December 2017, for a term of five consecutive years effective that date, not liable to retire by rotation and who shall cease to hold said office at the ensuing Annual General Meeting and who being eligible has offered himself for re-appointment for further period of five consecutive years immediately after conclusion of ensuing Annual General Meeting and such re-appointment has been recommended by Nomination and Remuneration Committee and Board of Directors of the Company, be and is hereby so re-appointed as Independent Director of the Company upto conclusion of 20th AGM of the Company and the Board of Directors of the Company be authorized to take such actions as may be necessary to give effect thereto.

6. To consider and if thought fit, to pass with or without modification(s), following resolution as a Special Resolution.

"Resolved that following provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act 2013(Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and those in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR 2015), amended to date, and notifications, circulars, clarifications etc issued by Securities and Exchange Board of India (SEBI) for the purposes thereof, Mr Sudhamoy Khasnobis (DIN - 00025497), who was appointed as a Non-Executive Independent Director of the Company by passing an Ordinary Resolution at 10th Annual General Meeting of the Company held on Saturday, 23rd December 2017, for a term of five consecutive years effective that date, not liable to retire by rotation and who shall cease to hold said office at the ensuing Annual General Meeting and who being eligible has offered himself for re-appointment for further period of five consecutive years immediately after conclusion of ensuing Annual General Meeting and such re-appointment has been recommended by Nomination and Remuneration Committee and Board of Directors of the Company, be and is hereby so re-appointed as Independent Director of the Company upto conclusion of 20th AGM of the Company and the Board of Directors of the Company be authorized to take such actions as may be necessary to give effect thereto.

7. To consider and if thought fit, to pass with or without modification(s), following resolution as a Special Resolution.

"Resolved that following provisions of Sections 196, 197, 203 and other applicable provisions, including Schedule V of the Companies Act, 2013 (the Act) and the Rules made thereunder, including any statutory modification(s) and re-enactment thereof for the time being in force, Mr Shishir Kumar Bajoria (DIN - 00084004), son of Late B P Bajoria, be re-appointed as Executive Chairman (Whole-time Director) of the Company, within the meaning of Section 203 of the Act, liable to retire by rotation, for a period of 3 (three) years from 1st April 2023 to 31st March 2026, both days inclusive, following recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company on terms and conditions more fully stated in the draft of Agreement to be executed between the Company and Mr Bajoria, brief particulars whereof are given in the Explanatory Statement appearing hereinafter, be and is hereby approved, with power to the Board of Directors to vary, alter and modify terms of appointment and remuneration of Mr Bajoria by mutual agreement except that remuneration approved will ordinarily not exceed limits specified in said Schedule V of the Act, but in the event of loss or inadequate profit in any financial year during term of office of Mr Bajoria, aggregate of his entitlement of remuneration including perquisites for said financial year will be the 'minimum remuneration' notwithstanding that said aggregate remuneration exceed individual limit of 5% and overall limit of 10% of eligible Net Profit specified at Section 197 read with Section I of Part II of said Schedule V of the Act.

Resolved further that the Board of Directors be and is hereby authorised to do all acts and take all steps as may be necessary, proper or expedient to give effect to this resolution."

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

"Resolved that authority is hereby delegated to the Board of Directors of the Company to enter into transactions, including those, nature whereof is repetitive and in ordinary course of business at arms length, with related parties following provisions of Section 188 of the Companies Act, 2013 (the Act) read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and also those provided and or referred in Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in connection therewith, the Board of Directors may take such steps as may be necessary for and on behalf of the Company."

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

"Resolved that pursuant to provisions of Section 148 of the Companies Act, 2013 (the Act) read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions and subject to necessary approvals, if any, remuneration, not exceeding ₹ 300,000/- only, excluding reimbursement of expenses, out of pocket or otherwise, approved by the Board of Directors at the recommendation of the Audit Committee, of the Cost Auditor, M/s Mani & Co., Practicing Cost Accountants of 111, Southern Avenue, Kolkata 700029 for Financial Year 2022-23, be and is hereby ratified, with further authority to the Board of Directors to alter and/or vary the same in manner, as they may deem fit, proper and desirable, in best interest of the Company, at the recommendation of the Audit Committee and also that the Board of Directors is authorised to do all acts and take all such steps, as may be necessary, in this connection."

Kolkata
30th August 2022

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

NOTES:

1. Following General Circular No. 14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020, Circular No. 20/2020 dated 5th May 2020 and subsequent Circulars issued in this regard by the Ministry of Corporate Affairs (MCA), latest being General Circular No. 2/2022 dated 5th May 2022, physical attendance of the Members at the AGM venue is not required. Hence, ensuing AGM will be held through Video Conferencing (VC)/Other Audio Visual Means (OAVM) which Members can attend and participate through VC/OAVM.
2. Pursuant to Circular No. 14/2020 dated 8th April 2020 issued by the MCA, facility to appoint proxy to attend and cast vote for the members will not be available for the ensuing AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join AGM in VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Facility of participation at the AGM through VC/OAVM will be made available to 1000 members on first come first served basis. However, this number does not include the Large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the Quorum under Section 103 of the Companies Act, 2013 (the Act).
5. Pursuant to provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR, 2015) (as amended) and the Circulars issued by the MCA dated 8th April 2020, 13th April 2020, 5th May 2020 and 5th May 2022, the Company is providing facility of remote e-voting to its Members in respect of business to be transacted at the AGM. For this purpose, the Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL. Instructions and other information relating to remote e-voting/ e-voting on the day of the AGM are given at Note No. 31.
6. Notice calling AGM has been uploaded on website www.ifglref.com of the Company in Investor Relations Section. Complete Annual Report is also available on Company's website. Notice can also be accessed from websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. AGM Notice is also available on website of NSDL (agency for providing the remote e-voting facility and e-voting during the AGM) i.e. www.evoting.nsdl.com.
7. Electronic copy of complete Annual Report and Notice of AGM are also being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes.
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020 and 2/2022 dated 5th May 2022.
9. Recorded transcript of the proceedings at the AGM shall also be made available on Company's website in Investor Relations Section soon after conclusion of said meeting.
10. All documents referred to in the accompanying Notice and the Explanatory Statement and Annual Accounts of Subsidiary Companies shall be made available for inspection through electronic mode on receipt of request by the Company at investorcomplaints@ifgl.in.
11. The scanned copies of Register of Directors and Key Managerial Personnel and their Shareholding, Register of Contracts and Arrangements in which directors are interested and the relevant documents referred to in this Notice will be available electronically for inspection by the members during the AGM.
12. Explanatory Statement pursuant to provision of Section 102(1) of the Act, relating to Special Business at Serial Nos. 4 to 9 to be transacted at the AGM form part of Notice.
13. Members holding shares in Electronic Form are hereby informed that Bank particulars registered against their respective Demat Accounts are used by the Company for payment of Dividend. Hence members are requested to intimate any change in their Bank mandates to their Depository Participant(s) with whom they are maintaining their Demat Account. Members holding shares in Physical Form and desirous of either registering Bank particulars or changing Bank particulars already registered against their respective Folios for payment of Dividend are requested to submit duly filled and signed Form ISR -1 along with requisite supporting documents to Registrar and Share Transfer Agent of the Company (RTA), M/s Maheshwari Datamatics Private Limited (MDPL).

14. **Section 88 of the Act read with Rules framed thereunder provide for maintenance of Members Register having details like e-mail ID, Income Tax Permanent Account Number (PAN), Unique Identification Number, Corporate Identification Number, Father's/ Mother's/Spouse's Name, Status and Occupation etc.** Form for furnishing these information may be downloaded from Company's website www.ifglref.com and sent to the Company or its RTA. Registration of e-mail ID will also facilitate receipt of all communication including Annual Report, Notices and Circulars etc electronically from the Company. Even after registration for e-communication, members will continue to be entitled to receive such documents in physical form, upon making a request for the same, by post free of cost.
15. Brief Resume of Directors proposed to be re-appointed having details such as nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of the Board Committees, shareholding and relationships between Directors inter-se required by Regulation 36(3) of the SEBI LODR, 2015 is annexed hereto. The Directors have furnished requisite declarations for their re-appointment.
16. **Wednesday, 21st September 2022** has been fixed as '**Cut off Date**' for determining Members entitled to facility of voting by remote e-voting and for e-voting at said AGM following Regulation 44 of the SEBI LODR, 2015.
17. The Register of Members and Share Transfer Register of the Company will remain closed from Thursday, 22nd September 2022 to Wednesday, 28 September 2022, both days inclusive, in connection with ensuing AGM.
18. Regulation 12 and Schedule I of SEBI LODR, 2015 require all Companies to use the facility of Electronic Clearing Services for payment of Dividend. In compliance with these Regulations and SEBI circulars, the Company will effect payment of Dividend by electronic mode to Members who have registered their Bank Account details. Dividend Warrants will be dispatched to the registered address of the Members who have not registered their Bank Account details.
19. Unclaimed/unpaid dividend declared by the Transferor Company for FY 2014-15 will fall due for transfer to IEPF in October 2022, details whereof are appearing in Corporate Governance Report forming part of Directors Report. Particulars of persons entitled to said unclaimed/unpaid dividend is appearing on Company's website www.ifglref.com and claims in respect thereof be either sent to the Company or its RTA. Particulars of dividends declared by the Company and estimated dates unclaimed/unpaid amount whereof are likely to be transferred to IEPF are also given in Corporate Governance Report forming part of Directors Report.
20. Equity Shares of the Company are available for dematerialisation both with NSDL and CDSL. ISIN is INE133Y01011.
21. Members holding shares in Physical Form are requested to notify/send following to the RTA of the Company to facilitate better service :
 - i) Any change in their address/mandate/bank details.
 - ii) Share Certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into one account.Members holding shares in Demat Form are requested to give all instructions directly to their Depository Participants.
22. Members holding shares in physical form are once again being informed that as per Regulation 40 of SEBI LODR, 2015, shares are transferable only if held in dematerialised form with effect from 1st April 2019. Hence, Company will not give effect to transfer of shares lodged in physical form except in cases involving transmission or transposition.
23. Members are requested to quote Folio No. or Client ID and DP ID Nos. in all communications with the Company.
24. Equity Shares of the Company are listed both on the BSE Limited (Code : 540774) and National Stock Exchange of India Limited (Code : IFGLEXPOR) and regularly traded thereon.
25. Pursuant to the Scheme of Amalgamation sanctioned by the Hon'ble National Company Law Tribunal, Kolkata Bench by passing an Order on 3rd August 2017, the Company issued and allotted on 18th September 2017, one Equity Share of ₹ 10/- fully paid up for one Equity Share of ₹ 10/- fully paid up held in Transferor Company on the record date, 15th September 2017. Equity Shares issued were either credited to Demat Accounts of members entitled thereto or they were issued certificate for their entitlement of Equity Shares. Queries if any relating to aforesaid of the members may either be sent to the Company investorcomplaints@ifgl.in or its RTA mdpldc@yahoo.com.
26. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.ifglref.com under the 'Investor Relations' Section.

27. If dividend on Equity Shares, as recommended by the Board of Directors, is declared at the AGM, payment thereof will be made on or after Friday, 30th September 2022 to those shareholders whose names shall appear on the Company's Register of Members –
- as Beneficial Owners at end of business hours of Wednesday, 21st September 2022 as per the list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in Dematerialised form.
 - as holder of Company's Equity Shares in physical form after giving effect to all valid request for Transmission etc. as on Wednesday, 21st September 2022.
28. Pursuant to the Income Tax Act, 1961, dividend is taxable in the hands of the Members and the Company is required to deduct tax at source from such dividend at the prescribed rates. A communication providing detailed information & instructions with respect to tax on the Final Dividend for the FY ended 31st March 2022 is being sent separately to the Members.
29. Equity Shares with respect to which Dividend remain unpaid or unclaimed for seven consecutive Financial Years i.e. FY 2014-15, will fall due for transfer to Demat Account of IEPF in October 2022.
30. Since the AGM will be held through VC/OAVM facility, the route map is not annexed herewith.
31. Voting through electronic means :

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

Step 1: Access to NSDL e-voting System

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

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

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

Type of Individual shareholders	Login Method
Shareholders holding securities in Demat Mode with NSDL.	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, <ul style="list-style-type: none"> Visit the e-Services website of NSDL. Open web browser by typing https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on options available against company name or e-voting service provider - NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL. <ul style="list-style-type: none"> Open web browser by typing https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat Account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on options available against company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

Type of Individual shareholders	Login Method
Shareholders holding securities in Demat Mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi/Easiest, they can login through their User ID and Password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the e- voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from a link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and E-mail as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.
Shareholders (holding securities in Demat Mode) login through their depository participants	<ul style="list-style-type: none"> You can also login using the login credentials of your Demat Account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on options available against company name or e-voting service provider- NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

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

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

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

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

How to Login to the NSDL e-voting website?

- Visit the e-voting website of NSDL. Open web browser by typing <https://www.evoting.nsdl.com/> either on a Personal computer or on a mobile.
- Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can Login at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you Login to NSDL e-services after using your Login credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below :

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

6. If you are unable to retrieve or have not received the " initial password" or have forgotten your password :

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your Demat Account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your Demat Account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.

8. Now, you will have to click on 'Login' button.

9. After you click on the 'Login' button, home page of e-voting will open.

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

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

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

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

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

- a) Voting period will begin on Sunday, 25th September 2022 (9.00 AM) and end on Tuesday, 27th September 2022 (5.00 PM). During this period Members of the Company, holding shares either in physical form or in dematerialised form, as on Wednesday, 21st September 2022 ("Cut-off Date") may cast their vote(s) electronically. Remote e-voting module shall be disabled by NSDL for voting thereafter.
- b) Voting rights of Members shall be in proportion to their share of the paid up Equity Share Capital of the Company as on Wednesday, 21st September 2022 ("Cut-off Date"). A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- c) Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the AGM Notice and holds shares as on the Cut-off Date, i.e. Wednesday, 21st September 2022 may obtain the Login ID and Password by sending a request at evoting@nsdl.co.in. However, if the Member is already registered with NSDL for remote e-voting then Member can use his/her existing User ID and Password for casting vote. If Member has forgotten his/ her password, he/she may reset password by using "Forgot User Details/Password" option available on <https://www.evoting.nsdl.com/>.
- d) Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority Letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to smguptaandco@yahoo.com with a copy marked to evoting@nsdl.co.in.
- e) In case of any queries, Member(s) may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available in the download section of <https://www.evoting.nsdl.com/> or call on the toll free no. : 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Mr. Amit Vishal, Asst. Vice President/Ms. Pallavi Mhatre, Senior Manager, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013.
- f) It is strongly recommended that Member(s) do not share their password with any other person and take utmost care to keep password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, Members will need to go through the 'Forgot User Details/Password?' or the 'Physical User Reset Password?' option available on <https://www.evoting.nsdl.com/> to reset the password.
- g) Mr S M Gupta, Proprietor of M/s S M Gupta & Co., Company Secretaries, (Membership No. FCS 896, CP No. 2053) has been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner.
- h) Chairman shall, at the AGM, at the end of discussion on the resolutions, allow the voting with the assistance of scrutinizer for all those members who are present at the AGM and have not cast their votes by then availing remote e-voting facility.
- i) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM, thereafter unblock the votes cast through remote e-voting, in the presence of at least two (2) witnesses not in the employment of the Company.
- j) The Scrutinizer will collate the votes cast at the AGM and votes downloaded from the e-voting system and make, within two working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- k) The Chairman or the person authorised by him in writing forthwith on receipt of consolidated Scrutinizer's Report, declare results of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.ifglref.com and on the website of NSDL <https://www.evoting.nsdl.com/> immediately after their declaration and communicated to the Stock Exchanges where the Equity Shares of the Company are listed viz. BSE Limited and National Stock Exchange of India Limited.
- l) Subject to receipt of requisite number of votes, the Resolution(s) set out in the Notice shall be deemed to be passed on the date of the AGM.

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

1. In case shares are held in physical mode, please provide Folio No., Member's name, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by e-mail to investorcomplaints@ifgl.in.
2. In case shares are held in Demat Mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit Beneficiary ID), Name, Client Master or copy of Consolidated Account Statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorcomplaints@ifgl.in. If you are an Individual shareholder holding securities in Demat Mode, you are requested to refer to the Login method explained at step 1 (A) i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in Demat Mode.
3. Alternatively, members may send e-mail request to evoting@nsdl.co.in for obtaining User ID and Password for providing the details mentioned in point (1) or (2) as the case may be.
4. In terms of SEBI circular dated 9th December 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in Demat Mode are allowed to vote through their Demat Account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their Demat Account in order to access e-voting facility.

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

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

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

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT 2013 IN RESPECT OF BUSINESS AT SERIAL NOS 4 TO 9 OF THE NOTICE

Serial Nos. 4 to 6

By passing Ordinary Resolutions at 10th Annual General Meeting (AGM) of the Company held on Saturday, 23rd December 2017, Mr D G Rajan (DIN - 00303060), Mr Debal Kumar Banerji (DIN - 03529129) and Mr Sudhamoy Khasnobis (DIN - 00025497) were appointed as Non-Executive Independent Directors of the Company for a term of five consecutive years effective that date not liable to retire by rotation. Members consented to continuance of Mr Rajan as Non Executive Independent Director of the Company even after he attained the age of 75 years by passing Special Resolution on 4th January 2019 by Postal Ballot. All of said persons shall cease to hold said office at conclusion of the ensuing AGM of the Company and they being eligible have offered themselves for re-appointment for further period of five consecutive years beginning immediately after conclusion of ensuing AGM upto conclusion of 20th AGM of the Company and all said re-appointments have been recommended by the Nomination and Remuneration Committee and Board of Directors of the Company. Special Resolutions proposed at Sl. Nos. 4 to 6 are for the purpose aforesaid.

None of said persons is disqualified from being so re-appointed as per provisions of Section 164 of the Act. All of them have given their consent to act and hold said office of the Company.

Declaration from each of them that they meet the criteria of independence as prescribed both under Section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR, 2015) have been received. Your Board is of the opinion that they fulfill conditions of appointments as Independent Directors specified in the Act and also in the SEBI LODR, 2015 and are independent of the management.

Copies of draft letters for their appointments as Independent Directors setting out the terms and conditions are available for inspection to the members electronically, provided prior request thereof is sent at investorcomplaints@ifgl.in during working hours on working days (excluding Saturday).

This Statement may also be regarded as a disclosure under SEBI LODR, 2015.

Brief resume of each of said persons inter alia stating nature of experience they have, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships amongst Directors inter-se as stipulated under Regulation 36 of SEBI LODR 2015 and other relevant particulars are mentioned in the statement appearing hereinafter.

None other than said persons and their relatives, is in any way concerned or interested financially or otherwise in proposed Special Resolutions. Your Directors commend passing of said proposed Special Resolutions as is in interest of your Company.

Serial No. 7

Following passing of Special Resolution at 13th Annual General Meeting of the shareholders held on Saturday, 26th September 2020, tenure of Mr S K Bajoria (DIN - 00084004) as Chairman (Whole-time Director) of the Company shall come to end on 31st March 2023. The Board of Directors of your Company in their meeting held on Monday, 29th August 2022 based on the recommendation of Nomination and Remuneration Committee (Committee) and following provisions of Sections 196, 197 and 203 and other applicable provisions including Schedule V of the Companies Act, 2013 (the Act) and the Rules framed thereunder have re-appointed Mr Bajoria as Chairman (Whole-time Director) of the Company for a period of three years beginning on 1st April 2023 and ending on 31st March 2026. In this connection, Agreement shall be executed, brief particulars contained therein are given herein below and draft of which is available for inspection to the members electronically, provided prior request thereof is sent at investorcomplaints@ifgl.in during working hours on working days (excluding Saturday).

Particulars	Mr S K Bajoria
Basic Salary (per month)	₹ 16 lacs plus yearly increment not exceeding 25%
Company leased rent free furnished accommodation	At actual
Reimbursement of Electricity, Gas, Water and Furnishings	At actual
Reimbursement of Medical Expenses for self and family	At actual
Leave Travel Concession for self and family once in a year	At actual
Fees of clubs (excluding Admission and Life Membership Fees)	At actual
Personal Accident/Medical Insurances	As per Company's Scheme
Contribution of ₹ 60,000 u/s 80CCD(2) of the Income Tax Act, 1961	Entitled
Commission	1% per annum of eligible Net Profit

In addition to salary, perquisites and allowances mentioned hereinbefore, Mr Bajoria shall be entitled to receive remuneration i.e. Commission based on Net Profit of each of the relevant year, as may be approved by the Board, on recommendation of the Committee. Total remuneration including allowances, perquisites and additional remuneration, if any, based on Net Profits will however be within individual limit of 5% and overall limit of 10% of eligible Net Profit of each of the respective year.

However, one of the terms and conditions of aforesaid appointments is that in the event of loss or inadequate profit in any financial year during term of his office, aggregate each of his entitlement of remuneration including perquisites will be the 'minimum remuneration' subject to such other approvals as may be required, notwithstanding that said remuneration individually and collectively exceed individual limit of 5% and overall limit of 10% of eligible Net Profit specified at Section 197 read with Section I of Part II of said Schedule V of the Act.

The Board of Directors at the recommendation of the Committee and in consultation with Mr Bajoria shall have the authority to increase, reduce, alter or vary his remuneration and perquisites including monetary value thereof at any time and from time to time in such manner as the Board of Directors may, in their absolute discretion, deem fit, proper and necessary.

In addition to remuneration including perquisites and allowances, Mr Bajoria shall be entitled to reimbursement of expenses incurred for travelling, boarding and lodging during business trips, provision of car and telephone at residence for use on the Company's business and such expenses shall not be considered as perquisites.

Mr Bajoria will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.

Mr Bajoria shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.

Mr Bajoria shall adhere to the Company's Code of Conduct for Board of Directors and Senior Management Personnel.

The Office of Mr Bajoria shall be terminable by the Company or by him by 3 (three) months prior notice in writing to him.

Mr Bajoria satisfy all the conditions set out in Part I of Schedule V to the Act as also conditions set out under sub section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being re-appointed as the Chairman in terms of Section 164 of the Act.

Aforesaid may be treated as a written memorandum setting out the terms of re-appointment of Mr Bajoria under Section 190 of the Act and relevant Regulation(s) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR, 2015).

Brief resume of Mr Bajoria, nature of his expertise in specific functional areas, names of companies in which he holds directorships and Memberships/Chairmanships of Board Committees, shareholding and relationships amongst Directors inter-se as stipulated under relevant Regulation 36 of SEBI LODR, 2015, are provided in the statement appearing hereinafter.

Mr S K Bajoria is interested in the resolution set out at Serial No. 7 of the Notice, which pertain to his re-appointment and remuneration payable to him.

Relatives of Mr S K Bajoria may be deemed to be interested in the resolutions set out at Serial No. 7 of the Notice, to the extent of their interest including shareholding, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution. Your Director commend passing of the proposed Special Resolution set out at Serial No. 7 of the Notice.

Serial No. 8

Your Company enter into transactions including contracts and/or arrangements, repetitive in nature and in ordinary course of business at arms length with related parties from time to time with regard to sale, purchase or supply of goods or materials, availing or rendering of services, appointment to/holding of office or place of profit etc. Based on transactions hitherto undertaken with related parties, transactions likely to be undertaken for FY 2022-23 are given in Table below, in respect whereof Audit Committee of Directors of your Company have accorded Omnibus approval following provisions of Section 177 of the Companies Act 2013 (the Act).

	Name of Related Party/Relationship/Nature of Transactions	Aggregate Maximum Amount (₹ in lacs)
I)	Bajoria Financial Services Private Limited, Holding Company	
	Rent for Office Premises	50.00
	Reimbursement of Expenses	20.00
	Recovery of Expenses	5.00
II)	With Subsidiaries including Step down Subsidiaries	
	Purchase of Raw Materials	
	Mono Ceramics Inc.	50.00
	Monocon International Refractories Limited	500.00
	Tianjin Monocon Refractories Company Limited	4000.00
	EI Ceramics LLC	30.00
	Hofmann Ceramic GmbH	30.00
	Tianjin Monocon Aluminious Refractories Company Limited	50.00
	Purchase of Capital Goods	
	Monocon International Refractories Limited	50.00
	Tianjin Monocon Refractories Company Limited	50.00
	Purchase of Services	
	Tianjin Monocon Refractories Company Limited	50.00
	Sale of Finished Goods	
	Monocon International Refractories Limited	1200.00
	Mono Ceramics Inc.	400.00
	Hofmann Ceramic GmbH	50.00
	Tianjin Monocon Aluminious Refractories Company Limited	30.00
	Tianjin Monocon Refractories Company Limited	30.00
	EI Ceramics LLC	50.00
	Royalty Paid	
	Hofmann Ceramic GmbH	30.00
	Commission	
	Mono Ceramics Inc.	100.00
	Hofmann Ceramic GmbH	300.00
	Expenses Reimbursement/Incurred	
	Monocon International Refractories Limited	30.00
	Hofmann Ceramic GmbH	30.00
	Mono Ceramics Inc.	30.00
	Expenses Recovered/Received	
	Monocon International Refractories Limited	100.00
	Hofmann Ceramic GmbH	50.00
	EI Ceramics LLC	30.00
	Mono Ceramics Inc.	30.00
III)	Bajoria Enterprises Limited, Fellow Subsidiary	
	Reimbursement of Expenses	30.00
	Ganges Art Gallery Private Limited, Fellow Subsidiary	
	Reimbursement of Expenses	30.00
	Essentially Healthy Private Limited, Fellow Subsidiary	
	Expenses Recovered/Received	50.00
IV)	Heritage Insurance Brokers Private Limited, Enterprises in which Key Managerial Personnel has Significant Influence	
	Expenses Recovered/Received	50.00

	Name of Related Party/Relationship/Nature of Transactions	Aggregate Maximum Amount (₹in lacs)
V)	Key Management Personnel Remuneration	
	Shishir Kumar Bajoria (Chairman)	As may be approved by members
	James L McIntosh (Managing Director)	As may be approved by members/Central Government
	Kamal Sarda (Director & Chief Executive Officer)	As may be approved by members
	Rajesh Agarwal (Company Secretary)	As may be approved by the Board
	Amit Agarwal (Chief Financial Officer)	As may be approved by the Board
	Director's Commission	
	Shishir Kumar Bajoria (Chairman)	As may be approved by members
VI)	Sitting Fees	
	Kanwar Satyabrata Sanyal, Non Executive Independent Director *	2.50
	Sudhamoy Khasnobis, Non Executive Independent Director	5.00
	Duraiswamy Gunaseela Rajan, Non Executive Independent Director	4.00
	Debal Kumar Banerji, Non Executive Independent Director	5.00
	Bharati Ray, Non Executive Independent Director *	1.50
	Tetsuo Tsuzuki, Non Executive Non Independent Director@	1.50
	Yuji Yamaguchi, Non Executive Non Independent Director@	1.50
VII)	With others- Post employment benefit	
	Expenditure	
	IFGL Refractories Limited Staff Provident Fund	As per Rules
	IFGL Exports Limited Employees Gratuity Fund	As per Rules
	IFGL Refractories Limited Employees Superannuation Fund	As per Rules

*Resigned as Directors of the Company w.e.f 28th May 2022

@Resigned as Directors of the Company w.e.f. 27th August 2022

Although in respect of aforesaid related party transactions your approval is strictly not required, your Directors recommend passing of proposed Ordinary Resolution as an abundant precaution and corporate governance practices followed by your Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except to the extent disclosed hereinbefore, is concerned or interested, financially or otherwise, in proposed resolution. Your Directors commend passing of proposed Ordinary Resolution set out at Serial No 8 of the Notice.

Serial No.9

Your Company is required to maintain cost records and have the same audited by a Cost Auditor following provisions of Section 148 of the Companies Act 2013 (the Act) read with Companies (Cost Records and Audit) Rules 2014. Your Directors accordingly at the recommendation of the Audit Committee has re-appointed M/s Mani & Co., Cost Accountants, at a remuneration not exceeding ₹ 300,000/- only, for FY 2022-23. Rule 14 of the Companies (Audit and Auditors) Rules, 2014 inter-alia provide for ratification of remuneration of the Cost Auditor by the Members and hence, the proposed resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives is in any way, concerned or interested, financially or otherwise, in proposed resolution. Your Directors commend passing of proposed Ordinary Resolution set out at Serial No.9 of the Notice.

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

Name of the Directors	S K BAJORIA	D G RAJAN
Serial No of the Notice	3 and 7	4
DIN	00084004	00303060
Date of Birth	19/02/1957	10/01/1941
Expertise in Specific Functional Area	<ul style="list-style-type: none"> • Well known Industrialist and promoter of diversified S K Bajoria Group. • In early eighties, promoted Indo Flogates Limited with technical and financial collaboration of Flogates Limited, UK. • Associated with erstwhile IFGL Refractories Limited merged with the Company, on and from 1st April 2016, right from its inception and has intricate knowledge and wide experience of handling business of manufacturing of Specialized Refractories. • Chairman of the Indian Institute of Management, Shillong. • Was Honorary Vice Consul of Denmark in Kolkata, President of the Indian Chamber of Commerce, Director of West Bengal Industrial Development Corporation Ltd and Industrial Promotion & Investment Corporation of Orissa Ltd. • Was decorated by Knighthood from Denmark and Italy 	<ul style="list-style-type: none"> • Was a Partner of Lovelock & Lewes, Chartered Accountants from 1967 and retired as a Senior Partner in 1990. • Was also President of Institute of the Management Consultants of India • Was Chairman of the Southern Region of the Indian Paint Association • Was Chairman of Direct Tax Committee of Southern India Chamber of Commerce. • Was Chairman of Board of Governors of The Doon School. • Trustee of ASKR Trust, a Charitable Trust for furthering education. • Member of Supervisory Board of Venture East Bio Tech Fund • Member of Advisory Board of Venture East Proactive Fund
Qualification	B.Com (Hons)	Fellow Member of ICAI (India), Life Member of Institute of Chartered Accountant in England & Wales, Fellow Member of Institute of Management Consultants of India, Associate Member of the Institute of Internal Auditors
Board Membership of other Companies as on 31st March 2022	<ol style="list-style-type: none"> 1. Bajoria Enterprises Limited 2. Bajoria Financial Services Private Limited 3. Excellent IT Services Private Limited 4. Essentially Healthy Private Limited 5. Ganges Art Gallery Private Limited 6. Heritage Health Insurance TPA Private Limited 7. Heritage Health Knowledge Services Private Limited 8. Bajoria Knowledge Private Limited 9. IFGL Worldwide Holdings Limited 	<ol style="list-style-type: none"> 1. Lotte India Corporation Limited 2. Balaji Telefilms Limited 3. Balaji Motion Pictures Limited 4. Alt Digital Media Entertainment Limited 5. Havmor Ice Cream Private Limited 6. DIGJAM Limited 7. Rubfila International Limited
Chairman/Member of the Committee of the Board of Directors of the Company as on 31st March 2022	Chairman in: Investment Committee Member in: CSR Committee	Chairman in : Nomination and Remuneration Committee and Audit Committee
Chairman/Member of the Committee of Directors of other public Company of which he is Director as on 31st March 2022	None	Chairman in: <ol style="list-style-type: none"> 1. Audit Committee of Balaji Telefilms Limited, Rubfila International Limited, Alt Digital Media Entertainment Limited and Lotte India Corporation Limited. 2. Nomination and Remuneration Committee of Balaji Telefilms Limited, DIGJAM Limited and Lotte India Corporation Limited. 3. Corporate Social Responsibility Committee of Lotte India Corporation Limited. Member in: <ol style="list-style-type: none"> 1. Audit Committee of DIGJAM Limited 2. Corporate Social Responsibility Committee of Balaji Telefilms Limited and Alt Digital Media Entertainment Limited. 3. Nomination and Remuneration Committee of Alt Digital Media Entertainment Limited. 4. Stakeholders Relationship Committee of Lotte India Corporation Limited.
Shareholding as on 31st March 2022	14,81,642 Equity Shares	290 Equity Shares
Relationship between Directors inter-se	None	None

Name of the Directors	D K BANERJI	S KHASNOBIS
Serial No of the Notice	5	6
DIN	03529129	00025497
Date of Birth	19/01/1956	30/07/1954
Expertise in Specific Functional Area	<ul style="list-style-type: none"> Senior Advocate, practicing in Hon'ble Supreme Court of India in field of Civil and Commercial Laws. 	<ul style="list-style-type: none"> Career banker with broad and diversified experience in development banking and project finance, structured finance, investment banking and loan originator, stressed assets management and workouts. Accredited with conceptualization and implementation of ARC business model in India by framing business strategies development of guidelines, framework and policies –familiarizing the Indian banking system to the concept of ARC business. A self starter with strong entrepreneurial skills, who has consistently demonstrated innovative restructuring capabilities backed by sound understanding of several business verticals – led large teams of highly skilled professionals – showed a consistent track record. Held position of Managing Director & CEO of Asset Reconstruction Company of (India) Limited, pioneer Asset Reconstruction Company (ARC) in India for 5 years.
Qualification	Bachelors Degree in Mathematics (Hons), Masters Degree in Mathematics, Masters Degree in Law (Cambridge University, UK)	Mechanical Engineer Graduate
Board Membership of other Companies as on 31st March 2022	1. Heritage Health Insurance TPA Private Limited	1. Agility Multitrade Private Limited 2. I Care Learning Private Limited 3. Heritage Insurance Brokers Private Limited 4. Lifeuno Ventures Private Limited 5. I Care Life Pte. Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company as on 31st March 2022	Chairman in: Stakeholders Relationship Committee and Risk Management Committee. Member in : Audit Committee, Nomination and Remuneration Committee and CSR Committee *	Member in Stakeholders Relationship Committee and Investment Committee. **
Chairman/Member of the Committee of Directors of other public Company of which he is Director as on 31st March 2022	None	None
Shareholding as on 31st March 2022	Nil	Nil
Relationship between Directors inter-se	None	None

* Appointed as Chairman in Corporate Social Responsibility Committee w.e.f 20.06.2022.

** Appointed as Member in Audit Committee, Corporate Social Responsibility Committee and Nomination and Remuneration Committee w.e.f 20.06.2022.

Statement having details as per Section II of Part II of Schedule V of the Act in respect of Special Resolution at Serial No 7 of the Notice:

1. General Information

Nature of Industry	The Company is primarily engaged in manufacture of Specialized Refractories and Operating Systems therefor for use by producers of Iron and Steel.			
Date or expected date of commencement of commercial production	01.05.2012			
In case of new Companies, expected date of commencement of activities as per project approved by the Financial Institutions appearing in the Prospectus	Not Applicable			
Financial Performance for Financial Year 2021-22 based on given indicators		Total Income (₹ in lacs)	Profit before Tax (₹ in lacs)	Profit after Tax (₹ in lacs)
	Standalone	80,134.96	8,719.84	6,322.16
	Consolidated	1,27,539.23	10,393.67	7,748.14
Export Performance	FOB Value of Exports : ₹ 38,491.03 lacs for Financial Year 2021-22.			
Foreign investments or collaborations, if any	Krosaki Harima Corporation (KHC), Japan hold 55,90,156 Equity Shares of ₹10/- each fully paid up of the Company. KHC, being subsidiary of Nippon Steel Corporation, Japan, is also Company's Foreign Promoter.			

2. Information about the Appointee, Mr Shishir Kumar Bajoria

- Background, job profile, justification for suitability, recognition and awards conferred, details of past and present remuneration etc of the appointee is given in the Notice and Explanatory Statement forming part thereof and Directors' and Management Discussion and Analysis Report on audited financial statements for FY 2021-2022 of the Company. For the sake of brevity, all said Information have not being repeated herein.
- The Company is Indian multinational with multiple facilities in India and abroad for manufacture of highly specialised products. Hence remuneration of the appointee is strictly not comparable with other Indian Companies including those engaged in manufacture of comparable similar products. Remuneration including perquisites payable are commensurate to stature and profile of the appointee, his role and responsibilities and modest and comparable with that paid by other Companies at large.
- Pecuniary relationship directly or indirectly with the Company is given in Note 35 of Audited Financial Statements of Accounts. Appointee does not have any relationship with other Managerial Personnel.

3. Other Information

Reasons of loss or inadequate profits :	The Company has been operating satisfactorily. The Company however is engaged in manufacturing and thus susceptible to several micro and macro factors beyond its control. As a result the Company may incur losses or have inadequate profits for payment of 'minimum remuneration' to the appointee.
Steps taken or proposed to be taken for improvement :	It will be continued endeavour of the Company to improve its performance.
Expected increase in productivity and profits in measurable terms:	The Company expect to have significantly improved financial and operational performances going forward including for FY 2022-23 and thereafter. Thus, the Company is likely to have sufficient profits for payment of managerial remuneration.



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a new dawn

Annual Report
2021-2022

Forward Looking Statement

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

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

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

CORPORATE INFORMATION

Board of Directors

D K Banerji
S Khasnobis
D G Rajan

Chairman

S K Bajoria

Managing Director

James L McIntosh

Director and Chief Executive Officer

K Sarda

Chief Financial Officer

A Agarwal

Company Secretary

R Agarwal

Auditors

S. R. Batliboi & Co. LLP
Plante & Moran PLLC
UHY Hacker Young

Internal Auditor

Rupa & Co.

Cost Auditor

Mani & Co.

Secretarial Auditor

S M Gupta & Co.

Principal Bankers

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

Registered Office & Kalunga Works

Sector 'B', Kalunga Industrial Estate
P.O. : Kalunga 770031
Dist. : Sundergarh, Odisha
Tel : +91 661 2660195
E-mail : ifgl.works@ifgl.in
Website : www.ifglref.com

Head & Corporate Office

McLeod House, 3, Netaji Subhas Road
Kolkata 700001
Tel : +91 33 40106100
E-mail : ifgl.ho@ifgl.in,
investorcomplaints@ifgl.in

Kandla SEZ Works

Plot Nos. 638-644,
Kandla Special Economic Zone
P.O. : Gandhidham 370230
Dist. : Kutch, Gujarat
Tel/Fax : +91 2836 253900
E-mail : ifglexports@ifgl.in

Visakhapatnam Works

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

Overseas Branch

RAS Al Khaimah FTZ, UAE

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Directors' cum Management Discussion and Analysis Report

Dear Shareholders,

Your Directors take pleasure to present Statement of Accounts, both on Consolidated and Stand alone basis, for Financial Year(FY) 2021-22 together with Report of the Auditor's forming part thereof.

Financial Results

Financial Results for FY 2021-22 are summarized below:

(₹ in Millions)

	Consolidated	Standalone
Revenue from Operations	12,595.00	7,873.32
Other Income	158.92	140.18
Total Income	12,753.92	8,013.50
Profit before Depreciation, Interest and Tax(PBDIT)	1,584.87	1,313.34
Depreciation and Amortisation	511.43	411.44
Finance Costs	34.08	29.92
Profit before Tax	1,039.36	871.98
Tax Expense	264.55	239.77
Profit for the year after Tax	774.81	632.21
Other Comprehensive Income/(Loss)for the year, Net of Tax	20.94	0.14
Total Comprehensive Income for the year	795.75	632.35
Basic and Diluted Earnings per Share	21.50	17.54
Disclosures under Regulation 34(3) read with Clause B of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015 (SEBI LODR, 2015)		
i) Debtors Turnover Ratio	5.04:1	4.67:1
ii) Inventory Turnover Ratio	2.88:1	5.45:1
iii) Interest Coverage Ratio	31.50:1	30.15:1
iv) Current Ratio	2.82:1	2.45:1
v) Debt Equity Ratio	0.00:1	0.15:1
vi) Operating Profit Margin (%)	7.26%	9.67%
vii) Net Profit Margin (%)	6.15%	8.03%
viii) Return on Net Worth (%)	8.30%	10.78%

Total Income, Profit before Tax and Profit after Tax for the year on consolidated basis for FY 2021-22 are ₹ 12,753.92 millions, ₹ 1,039.36 millions and ₹ 774.81 millions respectively. In comparison to FY 2020-21, while Total Income and Profit after Tax have increased by almost 22% and 18%, Profit before Tax has decreased by 16%. Increase in cost of key Inputs and Input Services has been the primary reason for contraction of PBT, which has been contained to a greater extent by way of price increases from customers. Full benefit of this will be visible in financial performance of current FY 2022-23.

On stand-alone basis, compared to FY 2020-21, Total Income for FY 2021-22 has increased by 22%. Profit before Tax has decreased by 14%. Profit after Tax for the year has improved substantially at ₹ 632.21 millions compared to ₹ 448.32 millions i.e. higher by 41 % on account of non-charge of deferred tax expense. Your Directors are of the view that for the reasons mentioned hereinafter, these figures are likely to improve further during current FY 2022-23.

Dividend

In view of satisfactory financial results and following Dividend Distribution Policy of your Company, copy whereof is available Company's Website: www.ifglref.com, your Directors are happy to recommend payment of Dividend of 70% i.e. ₹ 7 per Equity Share for FY 2021-22 subject to your approval at ensuing Annual General Meeting and deduction of tax at source.

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

Fortunes of refractory manufacturers like your Company, are linked with that of Iron and Steel Industry, which made useful gains during FY 2021-22. Despite increase in overall demand, both in India and abroad, for quality refractories, increased cost of raw materials, ocean freight, power and fuel severely impacted margins. Being cognizant of this, several customers agreed to price increases and thus to a considerable extent increase in input costs got offset. Unforeseen conflict between Ukraine and Russia, which is still continuing affected dispatches to certain territories.

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

View of your Directors is that buoyant demand for iron and steel products will continue and consequently there will be persisting demand for quality refractories. Accordingly, your Company have initiated several steps including increasing production capacities at its three facilities in India in short to medium term. Towards this your Company, committed capital expenditure aggregating to about ₹ 1,660 millions.

While in most part of the world COVID has waned, your Directors would like to exercise caution. Your directors have taken the decision to build a state of the art Technology Centre in Odisha where research and development will be carried out to improve your company's existing products as well as to develop new products. This decision will strengthen the technology base of your company and provide a springboard to better product performance and utilisation of raw material resources. Work towards the same has already commenced and the Technology Centre will be up and running in 2023.

Your company has also adopted a new logo which retains the previous shape but now significantly depicts refractory bricks to more visibly identify with the business we are in. In addition we have adopted a modernised typescript to enable a better utilisation of today's communication methods which operate through multiple media outlets. Your directors feel this new identity is a symbiosis of the present and future and also represents the position, purpose and the people here in your company and depicts your company's vision to position itself as a cutting-edge global player.

Subsidiaries

Your Company's subsidiaries for FY 2021-22 showed robust growth in revenue however were under pressure in earnings due to the global supply chain issues and raw material cost increases. Of particular note your company's German subsidiary continued its improvement in both revenue and Income. Total Revenue and PBT on consolidated basis for FY 2021-22 of Company's immediate subsidiary IFGL Worldwide Holdings Ltd, is 12.24% higher and 37.54% lower respectively compared to those of FY 2020-21.

Business Responsibility Report

Following Business Responsibility Policy adopted by your Company, a copy, whereof is appearing on Company's Website: www.ifglref.com, Business Responsibility Report (BRR) for FY 2021-22 as per Regulation 34(2)(f) of SEBI LODR 2015 is annexed hereto as **Annexure 'A'**.

New provisions relating to business responsibility and sustainability introduced by the Securities and Exchange Board of India (SEBI) will be applicable to your Company from FY 2022-23 and your Company, being one of the top 1000 companies by market capitalization as on 31st March 2022 and conscious of its obligations with regard thereto, has already engaged one of the top four consulting firms for handholding with regard to matters relating to Environment, Sustainability and Governance (ESG).

Corporate Governance/Vigil Mechanism etc

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

Your Company has continued to have in place Policies including for Vigil Mechanism (Whistle Blower), Prevention of Sexual Harassment, Insider Trading and Risks Management etc commensurate to nature and size of business of your Company. Said Policies are also appearing on your Company's Website: www.ifglref.com. No complaint and/or alert was received under said Policies during FY 2021-22. Internal Complaints Committee following provision of Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013 are also in place and functioning.

Disclosures

As required by Section 92(3) read with Section 134(3)(a) of the Act, Annual Return has been hosted on your Company's website: www.ifglref.com. Information relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo are given in **Annexure 'C'**. During FY 2021-22, your Company entered into transactions with related parties in ordinary course of business at arms length. Accordingly, Form AOC-2 has not been annexed hereto with particulars of such transactions as the same is outside purview of Section 188(1) of the Act. Your Company has neither given loans or guarantees or made investments under Section 186 of the Act. Your Company has also not accepted deposits. Evaluation of performance of your Company's Board of Directors and its Committees and individual Directors including Independent Directors and Chairman of Board has been carried out. Outcome is that the Board and its Committees have been functioning satisfactorily and flow of information has been commensurate to the nature of business and size of your Company. Your Directors received briefings on key matters including regulatory, which went on their performance.

As was being done in previous years, following announcement of Quarterly and Annual Results, your Company made presentations, did conference calls and interacted with investors at large for creation of enhanced confidence. 9.92 % of your Company's Equity Shares as on 31st March 2022 was held by Mutual Funds. This is lower compared to 12.73% as at 31st March 2021.

A statement in Form AOC-1 having financial information of Subsidiary Companies form part of this Report as **Annexure 'D'**. Your Company does not have any Subsidiary in India. Shareholders of the Company who are desirous of having complete Statement of Accounts and related detailed information of Subsidiary Companies, may send their request therefor to the Company's Registered Office.



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

They are available for inspection electronically to the members during working hours on working days (excluding Saturday) provided prior request therefor is sent at investorcomplaints@ifgl.in and are also available on Company's website: www.ifglref.com.

Internal Control System with the help of external and internal auditors functioned well and effectively. It continued to be commensurate with size and nature of Company's business. Said System was periodically reviewed and changes were made wherever and whenever necessary. Internal Financial Controls were also adequate.

Other disclosures including those to be made as per Section 134(3) of the Act read with Rules framed for the purposes thereof and those in SEBI LODR 2015 have been included in Annexures forming part of this Report and also in audited Statement of Accounts and Notes thereto. For the sake of brevity they have not been reproduced here again. CG Report contain details of meetings of the Board of Directors and Committees thereof held during FY 2021-22 and attendance thereat. There has not been any material change and/or commitment affecting financial position of your Company between end of FY 2021-22 and date of this Report. None of the regulators or courts or tribunals passed any Order thereby impacting going concern, status or operations in future of your Company.

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

Your Company placed utmost importance to IT security and have taken steps to strengthen the same including by introducing enhanced checks and balances.

Directors Responsibility Statement

Your Directors state that :

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

Financial Statements for FY 2021-22 have been audited in accordance with Generally Accepted Accounting Principles as indicated in Report of the Statutory Auditors.

CSR, Human Resource and Industrial Relations

Annual Report in compliance of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 form part of this Report as **Annexure 'E'**. Other details relating to Company's CSR activities are given in CG Report. Of late increased impetus has been placed on CSR activities.

Similarly, particulars of Nomination and Remuneration Committee (NRC) have also been given in CG Report. Nomination and Remuneration Policy adopted by your Directors based on recommendation of NRC is hosted on the Company's website www.ifglref.com. Said Policy inter-alia provide for matters concerning Directors appointment and remuneration including criteria for determining qualifications, positive attributes, Independence of Directors and those provided in Section 178(3) of the Act.

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

During FY 2021-22, 5 (five) persons (including Executive Directors) employed with the Company received remuneration of ₹ 102 lacs per annum or more or ₹ 8.5 lacs per month or more. As on 31st March 2022, the Company had employed 1174 people worldwide including 913 in India.

In your Company Industrial Relations continued to remain cordial. Conducive working environment was provided to employees and trainings imparted thereby helping the employees to increase their skills productivity, Compensation and benefits provided to the

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

employees have also been no lesser than and comparable with those of the peers. This continued to motivate employees at large resulting in low attrition.

Consolidated Financial Statements

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

Directors and Key Managerial Personnel (KMP's)

Particulars of your Company's Key Managerial Personnel following provisions of Section 203 of the Act are appearing at Note 35 of Audited Statement of Accounts.

Mr K S B Sanyal (DIN - 00009497) and Prof Bharati Ray (DIN - 06965340) have tendered resignation and ceased to hold the office of Non-executive Independent Director of your Company on and from Saturday, 28th May 2022. Vacancy arising from their resignation will be filled up soon in compliance of Section 149 of the Act and Regulation 25(6) of SEBI LODR 2015 wherever necessary.

Chairman of your Company, Mr Shishir Kumar Bajoria (DIN - 00084004) will retire by rotation at ensuing AGM and being eligible, has offered himself for re-appointment for further period liable to retire by rotation. Mr Bajoria will also cease to hold office of Chairman of your Company on 31st March 2023 and has offered himself for re-appointment for further period of three years from 1st April 2023. Non-Executive Independent Directors, Messrs D G Rajan, D K Banerji and S Khasnobis will also vacate their office at the ensuing AGM. They being eligible have offered themselves for re-appointment as Independent Directors of the Company following provisions of Section 149(10) of the Act for further period of five consecutive years beginning immediately after conclusion of ensuing AGM upto conclusion of 20th AGM of the members of the Company. Such re-appointments have been recommended both by the Nomination and Remuneration Committee and Board of Directors of your Company. Resolutions for aforesaid re-appointments and Explanatory Statement thereon wherever necessary and other details form part of Notice of AGM. Your Directors recommend passing of said resolutions proposed being in the interest of your Company.

All Non-executive Independent Directors of your Company have given their Statement of Declaration under Section 149(7) of the Act and continue to fulfil independence criteria and other conditions specified in the Act and SEBI LODR, 2015.

Mr Tetsuo Tsuzuki (DIN - 08557222) and Mr Yuji Yamaguchi (DIN - 09047766) have resigned and thus ceased to be Directors of your Company effective, Saturday, 27th August 2022. During FY 2021-22, Managing Director, Mr Pradeep Bajoria of your Company passed away on 18th July 2021 in New York (19th July 2021 04:24 IST) due to health issues. In his place, Mr James L McIntosh (DIN - 09287829) (Mr McIntosh) was appointed as Managing Director of your Company on and from 1st September 2021 for a period of three years, which has already been approved by you by passing a Special Resolution on 28th December 2021. Such appointment and remuneration payable to Mr McIntosh has also been approved by the Ministry of Corporate Affairs (MCA).

All of the Directors and Senior Management Personnel as on 31st March 2022 have confirmed compliance of Code of Conduct for Board of Directors including Independent Directors and Senior Management Personnel of the Company. This Code continues to help the Company maintain standard of ethics and ensure compliance of legal requirements applicable.

Cost Auditor

To the extent provisions of Section 148 of the Act are applicable, your Company maintained accounts and records during FY 2021-22. M/s Mani & Co., Practicing Cost Accountant have been re-appointed as Cost Auditors of the Company for FY 2022-23. Your approval for payment of remuneration not exceeding ₹ 3 lacs to them is being sought inasmuch as Ordinary Resolution has been included in Notice of forthcoming AGM.

Secretarial Auditor

Secretarial Audit Report, in Form MR 3 following provisions of Section 204 of the Act, of M/s S M Gupta & Co., Practicing Company Secretaries form part hereof as **Annexure 'G'**. Following Regulation 24A of SEBI LODR, 2015, Secretarial Auditor have also issued Secretarial Compliance Report for FY 2021-22. Both of said Report and Certificate are free of qualification, reservation or adverse remark.

Auditors' Report and Auditors

Report of the Statutory Auditors, M/s S.R. Batliboi & Co. LLP (Regd No. 301003E/E300005), Chartered Accountants on statement of Accounts for FY 2021-22 on Standalone and Consolidated basis are self-explanatory. Their Reports have no qualification, reservation, adverse remark or disclaimer except 2(two) emphasis of matters. They have also not reported any fraud under Section 143(12) of the Act. Their appointment will come to an end on conclusion of 17th AGM and they have confirmed that they continue to comply with all requirements and criteria specified and are qualified to act as Auditors of your Company.



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

Acknowledgement

Your Directors thank all concerned particularly you the Shareholders for your continued support and wish that you and your loved ones remain safe and healthy. COVID-19 has waned but not totally gone.

30th August 2022

On behalf of the Board of Directors

S K Bajoria
Chairman
(DIN - 00084004)
Kolkata

James L McIntosh
Managing Director
(DIN - 09287829)
London

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

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1.	Corporate Identification Number (CIN) of the Company	L51909OR2007PLC027954			
2.	Name of the Company	IFGL Refractories Limited			
3.	Registered Address	Sector 'B', Kalunga Industrial Estate, P.O. Kalunga 770031 Dist. Sundergarh, Odisha			
4.	Website	www.ifglref.com			
5.	E-mail Id	ifgl.works@ifgl.in			
6.	Financial Year reported	1 April 2021 to 31 March 2022			
7.	Sector(s) that the Company is engaged in (Industrial Activity Code-Wise)				
		Group	Class	Sub-class	Description
		239	2391	23911, 23913	Manufacturing of Refractory Products
					Sector
					Refractory
8.	List three key products/services that the Company manufactures/provides (as in Balance Sheet)	Manufacturing of Specialized Refractories, Mortars, Monolithics etc for use by producers of Iron and Steel and Foundry Ceramics and provision of Services in relation therewith.			
9.	Total Number of Locations where Business Activity is undertaken by the Company				
	(a) Number of International Locations (Provide details of major 5)	Through Step down operating Subsidiaries in China (PRC), Germany, UK and USA. The Company also has a branch at RAS AL Khaimah FTZ, UAE			
	(b) Number of National Locations	a) McLeod House, 3, Netaji Subhas Road, Kolkata 700001, West Bengal b) Sectors 'A' & 'B', Kalunga Industrial Estate P.O. Kalunga 770031, Dist. Sundergarh, Odisha c) <ul style="list-style-type: none"> ● Plot Nos. 638-644, Kandla Special Economic Zone (KASEZ) P.O. Gandhidham 370230, Dist. Kutch, Gujarat ● Plot No. 64-65, Phase-I, Sector-I, KASEZ, Gandhidham, Kutch, Gujarat 370230. ● Plot No. 332, Phase-I, Sector-IV, KASEZ, Gandhidham, Kutch, Gujarat 370230. d) Plot No. 15G,15G1,15H, Industrial Park, APIIC – Denotified Area, Atchutapuram 531011, APSEZ, Visakhapatnam, Andhra Pradesh			
10.	Markets served by the Company	Throughout the World			

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1.	Paid up Capital	₹ 3,603.93 lacs
2.	Total Turnover	₹ 78,733.19 lacs
3.	Total Profit after Tax	₹ 6,322.16 lacs
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of Profit after Tax (%)	1.79 %
5.	List of activities in which expenditure in 4 above has been incurred	Details given in Corporate Social Responsibility (CSR) Report being Annexure 'E' to Directors' Report

SECTION C : OTHER DETAILS

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

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

SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for BR

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

1.	DIN	09287829
2.	Name	Mr James L McIntosh
3.	Designation	Managing Director

b. Details of the BR Head

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

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

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

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
i.	Do you have a policy/policies for	Y	Y	Y	Y	Y	Y	Y	Y	Y
ii.	Has the policy being formulated in consultation with the relevant Stakeholders?	Yes								
iii.	Does the policy conform to any National/International Standards?	Yes, the policy is conforming to applicable National/ International Standards.								
iv.	Has the policy been approved by the Board? If yes, has it been signed by MD/Owner/CEO/ appropriate Board of Directors?	Yes, it has been signed by erstwhile Managing Director, Mr P Bajoria								
v.	Does the Company have a specified committee of the Board/Director/Official to oversee the implementation of the policy?	Yes								
vi.	Indicate the link for the policy to be viewed online?	http://www.ifglref.com/wp-content/uploads/2021/03/Business_Responsibility_Policy.pdf								
vii.	Has the policy been formally communicated to all relevant Internal and External Stakeholders?	Yes								
viii.	Does the Company have in-house structure to implement the policy/policies?	Yes								
ix.	Does the Company have a Grievance Redressal Mechanism related to the policy/policies to address Stakeholders' grievances related to the policy/ policies?	Yes								
x.	Has the Company carried out Independent Audit/ evaluation of the working of this policy by an Internal or External agency?	No. Internal Auditors however review from time to time systems and procedures in place for redressal of Stakeholders Grievances and have affirmed that the same continue to be robust and effective.								

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

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

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

Not Applicable

3. Governance related to BR

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

Assessment of BR performance is done from time to time whenever thought to be necessary either by the MD or CEO or CFO or Business Heads or Functional Heads or others concerned or combination of them.

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

Yes, BR Report is published annually and has been hosted on Company's Website at following hyperlink <https://www.ifglref.com/business-responsibility-report/>

SECTION E : PRINCIPLE-WISE PERFORMANCE

Principle 1

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

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

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

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

The Company did not receive any Complaint during FY 2021-22.

Principle 2

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

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

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

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

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

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

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

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

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

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

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

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

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

Manufacturing facilities of the Company are situated at i) Sectors 'A' & 'B', Kalunga Industrial Estate, P.O. Kalunga 770031, Dist. Sundergarh, Odisha ii) Plot Nos. 638-644, Kandla Special Economic Zone, P.O. Gandhidham 370230, Dist. Kutch, Gujarat and iii) Plot No. 15G,15G1,15H, Industrial Park, APIIC – Denotified Area, Atchutapuram 531011, APSEZ, Visakhapatnam, Andhra Pradesh. Goods and services are procured from the suppliers neighboring said facilities, subject to those conforming to and or meeting standards set out by the Company with regard to quality, price, delivery, integrity etc. Most of the raw materials required by the Company are however of special nature inasmuch as of high purity and hence procured from abroad.

For expansion of operations at Kandla facility, the Company has recently in March, 2022 taken on fifteen years lease a) Plot No. 64-65, Phase-I, Sector-I admeasuring more or less 3,300 Sq.Mtrs.and (b) Plot No. 332, Phase-I, Sector-IV admeasuring more or less 6,072 Sq.Mtrs. respectively situated at Kandla Special Economic Zone, Gandhidham, Kutch, Gujarat 370230.

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

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

Principle 3

Businesses should promote the well being of all employees.

1.	Total number of employees.	914
2.	Total number of employees hired on temporary/contractual/casual basis.	720
3.	Number of permanent women employees.	10
4.	Number of permanent employees with disabilities	Nil
5.	Do you have an employee association that is Recognized by Management?	Yes, IFGL Mazdoor Manch at Kalunga (Odisha) manufacturing facility
6.	What percentage of your permanent employees is Members of this recognized employee association?	100% i.e. all regular workers of Kalunga manufacturing facility

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

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

Principle 4

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

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

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

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

Yes

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

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

Principle 5

Businesses should respect and promote human rights

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

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

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

Nil

Principle 6

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

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

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

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

The Company being conscious of its responsibilities towards Environment has in place Policy on Environment, Health and Safety and obtained ISO 14001:2015 Certificate for Environmental Management System, ISO 45001:2018 Certificate for Occupational Health and Safety Management System and ISO 9001:2015 for Quality Management System for its Kalunga and Kandla facilities. Similar certifications are in the process of being obtained for Vizag facility. The Company and its Subsidiaries largely use clean energy in its operation.

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

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

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

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

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

No. It is however continued endeavour of the Company to improve environment and thus take remedial measures wherever and whenever required. Steps are in the process of being taken to harvest natural energy.

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

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

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

Yes

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

Nil

Principle 7

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

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

Yes

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

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

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

Principle 8

Businesses should support inclusive growth and equitable development

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

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

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

The Corporate Social Responsibility initiatives of the Company are implemented through IFGL Refractories Welfare Trust, a Charitable Trust registered with Central Government (Ministry of Corporate Affairs) under Registration Number CSR00000301. The Trust is also recognized under the Income Tax Act 1961.

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

No

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

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

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

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

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

Principle 9

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

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

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

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

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

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

No

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

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

On behalf of the Board of Directors

S K Bajoria

Chairman

(DIN - 00084004)

Kolkata

James L McIntosh

Managing Director

(DIN - 09287829)

London

30th August 2022

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

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

The Report for FY 2021-22 on Compliance of conditions of the Corporate Governance in accordance with Para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR, 2015) amended to date read with relevant provision of the Companies Act, 2013 (the Act) & Rules framed thereunder, is given below.

2. Board of Directors (Board) of the Company comprise of the following as on 31st March 2022 :

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

Composition, Category, Directorship and Committee Membership in other Companies of the Board of the Company as on 31st March 2022 have been as follows :

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

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

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

Managing Director, P Bajoria passed away on 18th July 2021 in New York (19th July 2021 04:24 IST)

None of the Directors of the Company :

- Held Directorship in more than 10 Public Companies
- served as Director or Independent Director (ID) in more than seven Listed Companies
- who are Executive Directors served as IDs in any Listed Company
- who are IDs served as Executive Director in any Listed Company
- was Member of more than 10 Committees or Chairperson of more than 5 Committees as reckoned in accordance with Regulation 26(1) of SEBI LODR, 2015
- was related inter-se.

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

All Executive and Non-Executive (except Independent) Directors were liable to retire by rotation. Appointment of Executive Directors, including tenure and terms of remuneration have been approved by the Members of the Company and in case of Mr James L McIntosh also approved by Ministry of Corporate Affairs (MCA). Appointment of Non-Executive Directors, save as otherwise expressly provided in the Act, have been made at the Company's General Meeting.

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

Listed Entity Name	Director's Name	Directorship Category
Balaji Telefilms Limited	D G Rajan	Independent Director
Rubfla International Limited	D G Rajan	Independent Director
DIGJAM Limited	D G Rajan	Independent Director
International Combustion (India) Limited	Prof B Ray	Independent Director

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

During Financial Year (FY) 2021-22, 4 (four) meetings of the Board were held and details thereof are as follows :

Board Meeting dates	No. of Directors present
5th June 2021	10
14th August 2021	9
13th November 2021	8
12th February 2022	9

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

The Company effected payment of ₹ 20,000/- towards Sitting Fees for attending each meeting of the Board. AGM of the Company was last held on Saturday, 7th August 2021. Attendance of the Directors at Board Meetings and at AGM held during FY 2021-22 has been as follows :

Director's Name	Number of Board Meetings held	Number of Board Meetings attended	Attended last AGM held on 7th August 2021
P Bajoria *	1	1	–
S K Bajoria	4	4	Yes
D K Banerji	4	4	Yes
S Khasnobis	4	4	No
J L McIntosh **	2	2	–
D G Rajan	4	4	Yes
Prof B Ray	4	3	No
K S B Sanyal	4	3	No
K Sarda	4	4	Yes
T Tsuzuki	4	4	Yes
Y Yamaguchi	4	3	Yes

* P Bajoria passed away on 19th July 2021.

** J L McIntosh appointed as Managing Director of the Company w.e.f 1st September 2021.

Bajoria Financial Services Private Limited (BFSPL), 100% shareholding whereof is held by Mr S K Bajoria and his family members, was Holding Company of the Company. BFSPL throughout FY 2021-22 held 1,84,54,353 Equity Shares, being 51.21% of Total Issued, Subscribed and Paid up Share Capital of the Company.

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

Krosaki Harima Corporation (KHC), Japan being foreign promoter of the Company throughout FY 2021-22 held 55,90,156 Equity Shares, being 15.51% of Total Issued, Subscribed and Paid up Share Capital of the Company.

Particulars of shareholding of Non-Executive Directors of the Company (both own or held by/for other person(s) on beneficial basis), as on 31st March 2022, are as follows :

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

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

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

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

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

Information placed before the Board

During FY 2021-22, the Company held virtual meetings of the Board following requisite provisions of the Act and Circulars issued by MCA and SEBI. The Board Members, with permission of the Chairman brought matters not covered in Agenda for consideration of the Board. All major Agenda items were backed by comprehensive background information to enable the Board members to take informed decisions.

3. Board Committees

The Company have six Board level Committees :

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

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

i) Audit Committee

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

Director's Name	Position	No. of Meetings	
		Held	Attended
D G Rajan	Chairman	4	4
K S B Sanyal	Member	4	3
D K Banerji	Member	4	4

4 (four) meetings of the Committee were held on 5th June 2021, 14th August 2021, 13th November 2021 and 12th February 2022 during FY 2021-22.

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

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

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

ii) Corporate Social Responsibility Committee

Corporate Social Responsibility Committee of the Company constituted in compliance of Section 135 of the Act and Rules framed thereunder, comprised of following Executive and Non-Executive Independent Directors :

Director's Name	Position	No. of Meetings	
		Held	Attended
Prof B Ray	Chairperson	1	1
S K Bajoria	Member	1	1
D K Banerji	Member	1	1
K S B Sanyal	Member	1	1

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

During FY 2021-22, 1 (one) meeting of the Committee was held on 5th June 2021. The Committee following its role and responsibility formulated and recommended to the Board a Policy indicating CSR activities to be undertaken, expenditure to be incurred on account thereof and monitoring the same on an ongoing basis. Annual Report on Corporate Social Responsibility (CSR) activities during FY 2021-22 form part of the Directors Report.

iii) Nomination and Remuneration Committee

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

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

Mr Kamal Sarma ceased to hold post of Chief Financial Officer in place of which Mr Amit Agarwal designated as General Manager (Finance & Accounts) was appointed as Chief Financial Officer of the Company in the meeting of the Board of Director held on 13th November 2021.

This Committee comprise of following Non-Executive Independent Directors :

Director's Name	Position	No. of Meetings	
		Held	Attended
D G Rajan	Chairman	4	4
D K Banerji	Member	4	4
K S B Sanyal	Member	4	3

4 (four) meetings of the Committee were held on 5th June 2021, 14th August 2021, 13th November 2021 and 12th February 2022 during FY 2021-22.

Remuneration paid/payable to Executive and Non-Executive Directors for FY 2021-22 by the Company is as follows :

(₹ in lacs)

Name of Directors	Salary and other benefits				Sitting Fees	
	Salary (including House Rent Allowance)	Commission	Contribution to Provident and other Funds	Other Perquisites	Board Meetings	Committee Meetings
P Bajoria (d)*	103.47	27.38	2.15	119.42**	–	–
S K Bajoria (e)*	168.00	91.69	7.20	15.82	–	–
D K Banerji	–	–	–	–	0.80	1.45
S Khasnobis	–	–	–	–	0.80	0.05
J L McIntosh (f)*	89.16@	–	–	3.20@	–	–
D G Rajan	–	–	–	–	0.80	0.60
Prof B Ray	–	–	–	–	0.60	0.05
K S B Sanyal	–	–	–	–	0.60	0.50
K Sarma (g)*	117.05	–	10.61	0.49	–	–
T Suzuki	–	–	–	–	0.80	–
Y Yamaguchi	–	–	–	–	0.60	–

*As per Ind AS - 24 (Refer Note 35 - Related Party Disclosures to Statement of Accounts)

** Including reimbursement of medical and other associated expenses aggregating to ₹ 102.99 lacs.

@ excluding Remuneration paid/payable from wholly owned subsidiary, IFGL Worldwide Holdings Limited.

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

- d) Mr P Bajoria passed away on 19th July 2021.
- e) i) Fixed Term Service Contract valid upto 31st March 2023.
ii) Notice Period and Severance Fees - 3 months Notice from either side or Salary in lieu thereof.
iii) Commission variable within - 1% of the 'Net Profit' eligible.
- f) i) Appointed as Managing Director w.e.f 1st September 2021.
ii) Fixed Term Service Contract valid upto 31st August 2024.
iii) Notice Period and Severance Fees – 180 days Notice from either side or Salary in lieu thereof
- g) i) Regular employment. Appointment as Whole-time Director valid upto 30th September 2023.
ii) Notice Period and Severance Fees - 3 months Notice from either side or salary in lieu thereof of ,
No stock option has been given to the Directors.

iv) Stakeholders Relationship Committee

As on 31st March 2022, this Committee comprised of following Executive and Non-Executive Independent Directors :

Director's Name	Position	No. of Meetings	
		Held	Attended
D K Banerji	Chairman	13	13
K Sarda	Member	13	13
S Khasnobis	Member	8	-

* Following demise of Mr P Bajoria, Stakeholders Relationship Committee was reconstituted by Board of Directors on Saturday, 14th August 2021 and Mr S Khasnobis was appointed as Member of the Committee. Mr P Bajoria had not attended any meetings of the Committee during FY 2021-22.

During FY 2021-22, 13 (thirteen) meetings of the Committee were held on 10th April 2021, 8th May 2021, 31st May 2021, 28th June 2021, 26th July 2021, 23rd August 2021, 20th September 2021, 18th October 2021, 13th November 2021, 11th December 2021, 8th January 2022, 5th February 2022 and 5th March 2022.

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

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

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

Number of complaints pending as on 1st April 2021	-
Number of complaints received during the year	13
Number of complaints resolved during the year	13
Number of complaints pending as on 31st March 2022	-

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

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

v) Investment Committee

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

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

During FY 2021-22, 1(one) meeting of the Committee was held on 12th February 2022. Mr P Bajoria who passed away on 19th July 2021 was also the member of the Committee.

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

vi) Risk Management Committee

As per Regulation 21(5) of SEBI LODR 2015, the Company being one of the top 1000 listed companies by market capitalization as on 31st March 2021 inasmuch as the Company was ranked 707 by market capitalization of NSE as on that date, Risk Management Committee was constituted by the Board in their meeting held on 5th June 2021. Constitution of Risk Management Committee as on 31st March 2022 was as follows :

Member's Name	Position	No. of Meetings	
		Held	Attended
D K Banerji	Chairman	3	3
K Sarda	Member	3	3
R Agarwal	Member	2	2

Risk Management Committee was reconstituted during FY 2021-22 inasmuch as following demise of the Member, Mr P Bajoria thereof, the Company Secretary, Mr Rajesh Agarwal was appointed as a Member thereof by the Board on 14th August 2021.

During FY 2021-22, 3 (three) meetings of the Committee was held on 14th August 2021, 13th November 2021 and 12th February 2022.

The Board has laid down role and responsibility of the Risk Management Committee and delegated monitoring and reviewing of the Risk Management plan to the Committee which inter- alia included evaluating risk related to cyber security, coordinate its activities with Audit Committee, make proper reports to the Board with respect to risk management and minimization procedure, review adequacy of policy periodically etc and in this regard have had authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

The Board has adopted the Risk Management Policy as formulated and recommended by the Risk Management Committee, which has been displayed on the Company's website www.ifglref.com.

4. General Body Meetings

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

AGM	FY	Date	Time	Place
12th	2018-19	Saturday, 27th July 2019	11 AM	Sector'B', Kalunga Industrial Estate, P.O. Kalunga 770031, Dist. Sundergarh, Odisha
13th	2019-20	Saturday, 26th September 2020	11.10 AM	Was held through Video Conferencing/Other Audio Visual means for which purpose Registered office situated at Sector'B', Kalunga Industrial Estate, P.O. Kalunga 770031, Dist. Sundergarh, Odisha was deemed as venue for the meeting
14th	2020-21	Saturday, 7th August 2021	11 AM	- do -

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

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

FY	Items
2018-19	i) For payment of minimum remuneration to the Chairman, Mr S K Bajoria (DIN - 00084004) for FY 2019-20. ii) For payment of minimum remuneration to the Managing Director, Mr P Bajoria (DIN - 00084031) for FY 2019-20.
2019-20	i) For re-appointment and payment of remuneration of Mr S K Bajoria (DIN - 00084004) as Executive Chairman of the Company for the period of three years i.e from 1st April 2020 to 31st March 2023. ii) For re-appointment and payment of remuneration of Mr P Bajoria (DIN - 00084031) as Managing Director of the Company for the period of three years i.e from 1st April 2020 to 31st March 2023. iii) For re-appointment and payment of remuneration of Mr K Sarda (DIN - 03151258) as Director and Chief Financial Officer of the Company for the period of three years i.e from 1st October 2020 to 30th September 2023.
2020-21	Scheme for Reduction of Capital for utilising balance lying in Securities Premium Account as on 1st April 2021 to write off and or adjust unamortised balance of Goodwill as on that date of ₹ 13,349.71 lacs

Extra Ordinary General Meeting (EGM)

An Extra Ordinary General Meeting (EGM) of the Company was held on 28th December 2021 through Video Conferencing (VC)/ Other Audio Visual Means (OAVM). At said EGM, Special Resolution following provisions of Sections 196, 197, 203 and other applicable provisions including Schedule V of the Companies Act 2013 for appointment of Mr James Leacock McIntosh (DIN - 09287829) as Managing Director of the Company on and from 1st September 2021 for a period of 3 (three) years ending on 31st August 2024, liable to retire by rotation on terms and conditions including remuneration more fully stated in Agreement executed between the Company and Mr McIntosh on 20th August 2021 and amended on 22nd November 2021 was passed.

Postal Ballot

The Company did not conduct any business through Postal Ballot during FY 2021-22.

5. Means of Communication

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

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

6. General Shareholder Information

Date of AGM	Wednesday, 28th September 2022
Financial Year	2021-22
Time	4:30 PM
Venue	Through Video Conferencing/Other Audio Visual Means
Financial Calendar 2022-2023 (tentative and subject to change)	<ul style="list-style-type: none"> Financial Year – April to March First Quarter Results – by second week of August 2022 Second Quarter Results – by second week of November 2022 Third Quarter Results – by second week of February 2023 Audited Results for the year ending 31st March 2023 – by last week of May 2023
Book Closure Period	Thursday, 22nd September 2022 to Wednesday, 28th September 2022
Dividend Payment Date	On 28th May 2022, the Board of Directors of the Company has recommended payment of Dividend of 70% (Rs 7/- per Equity Shares) for FY 2021-22 subject to approval of Shareholders at ensuing AGM. Payment of said Dividend will be made on or after Friday, 30th September 2022.

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

Listing on Stock Exchanges

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

Name of the Stock Exchange	Address	Scrip Code
BSE	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001	540774
NSE	'Exchange Plaza', C-1, Block – G Bandra – Kurla Complex, Bandra (E), Mumbai 400051	IFGLEXPOR

Payment of Listing Fee for FY 2022-23 has been made to said Stock Exchanges. ISIN allotted to the Company under the Depository System is INE133Y01011. Annual Custody Fee for FY 2022-23 has also been paid to Depositories CDSL and NSDL.

Address for correspondence

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

Corporate Identification Number (CIN)

CIN of the Company is L51909OR2007PLC027954

Market Price Data

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

Months	BSE		NSE	
	High Price (₹)	Low Price (₹)	High Price (₹)	Low Price (₹)
April 2021	395.00	310.80	392.00	310.40
May 2021	432.00	338.85	432.00	339.25
June 2021	413.90	344.05	414.00	344.00
July 2021	433.00	378.90	434.90	379.00
August 2021	434.00	298.60	439.00	299.05
September 2021	344.95	289.65	344.90	283.55
October 2021	355.00	284.65	333.95	284.05
November 2021	317.00	270.40	318.80	270.80
December 2021	335.30	280.00	336.00	279.10
January 2022	353.50	290.05	354.00	289.10
February 2022	340.00	243.80	334.80	245.50
March 2022	297.00	244.00	297.80	250.00

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

7. Disclosures :

- A Statement in summary form of transactions with related parties in the ordinary course of business was placed periodically before the Board/Audit Committee. All transactions with the related parties have been on an arms length basis. A Policy on transactions with related parties together with addendum have been hosted on Company's website www.ifglref.com.
- The Company have had no materially significant related party transactions, which may have potential conflict with interest of the Company.
- For disclosures of related party relationship and transactions as per Ind AS-24, "Related Party Disclosure", Note 35 to the Annual Audited Accounts of the Company for the FY ended 31st March 2022 may be referred to. Half yearly disclosures of Related Party Transaction has been filed with Stock Exchanges and hosted on Company's website www.ifglref.com.

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

- Resume and other information of the Directors proposed to be appointed/re-appointed at ensuing AGM of the Company are given in the Notice relating thereto to the Shareholders as required under Regulation 36(3) of SEBI LODR, 2015. Copy of Policy on Board Diversity devised by Nomination and Remuneration Committee of the Company has been hosted on Company's website www.ifglref.com.
- Management Discussion and Analysis Report and Business Responsibility Report form part of the Directors' Report to the Shareholders for FY ended 31st March 2022.
- In accordance with requirement of Corporate Governance, the Board of the Company formulated a Code of Conduct for Board including Independent Directors and Senior Management Personnel and the compliance thereof has been affirmed by all concerned. The Code provide for duties of Independent Directors as laid down in the Act. Required declaration to this effect signed by the Managing Director of the Company is appended as a separate Annexure to this Report. This Code of Conduct, adopted by the Company, has also been hosted on Company's website www.ifglref.com.
- No penalties/strictures, except fine of ₹ 10,000/-each (during FY 2019-20) by BSE and NSE for alleged violation of Regulation 29(2)/29(3) of SEBI LODR, 2015, were imposed on the Company by any regulatory authority on any matter related to capital markets during last three years.
- During 2021-22, all meetings of the Board of the Company, its Committees (excepting Stakeholders Relationship Committee) and Shareholders of the Company were held through Video Conferencing/Other Audio Visual means owing to COVID-19 Pandemic.
- Minutes of Subsidiary Companies were placed before the Board of the Company and attention drawn to significant transactions and arrangement entered into by Subsidiary Companies. The Company have had no Indian Subsidiary. Policy and Addendum to Policy for determining Material Subsidiaries has also been hosted on Company's website www.ifglref.com. The Company have Material Subsidiary.
- The Company has laid down procedures to inform the Board Members about the risk assessment and minimisation. Said procedures were periodically reviewed to ensure that Executive Management control risks through means of a properly defined framework. These procedures have also been adopted by the Company.
- The Company has formulated the Code of Conduct for prevention of Insider Trading in Securities of the Company by its Directors and Employees in accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 amended to date and a Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information following said SEBI Insider Trading Regulations. These Codes of Conduct adopted by the Company have been hosted on Company's website www.ifglref.com. For the purposes of these Codes, Company Secretary, Mr R Agarwal is Compliance Officer and Director and Chief Executive Officer, Mr K Sarda is Chief Investor Relations Officer.
- The Company has appointed Strategic Growth Advisors Private Limited (Mr Samir Shah) of 402, Pressman House, Near Orchid Hotel, 70A, Nehru Road, Vile Parle (East), Mumbai 400099 as Investor Relations Advisors. Quarterly Results and presentation made to analysts have been hosted on Company's website www.ifglref.com. Transcripts of Quarterly Conference Calls on Financial Performance and discussion with Research Analyst(s) have also been hosted on said website.
- Independent Directors, Messrs D G Rajan, D K Banerji and S Khasnobis will vacate their office at the ensuing Annual General Meeting. They being eligible have offered themselves for re-appointment as Independent Directors of the Company following provisions of Section 149(10) of the Companies Act, 2013 for further period of five consecutive years immediately after conclusion of ensuing Annual General Meeting and accordingly, will hold said office till conclusion of 20th Annual General Meeting of the members of the Company. Special Resolutions to be passed in this regard form part of Annual General Meeting.
- The Board of the Company has put in place a Policy for Prevention of Sexual Harassment following provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder. Copy of said Policy has been hosted on Company's website www.ifglref.com. During FY 2021-22, no complaint was received under said Policy.
- The Board of the Company have received a Certificate from the Director & Chief Executive Officer and Chief Financial Officer of the Company in compliance of Regulation 17(8) of SEBI LODR, 2015.
- The Company has a Vigil Mechanism (Whistle Blower) Policy for Directors and Employees, both permanent and temporary, to report concerns about unethical conduct and improper practices or alleged fraud or violation of Code of Conduct or Ethics Policy, to the Managing Director or Compliance Officer or the Audit Committee soon after becoming aware of the same. Said Policy inter- alia provide for adequate safeguards against victimisation of persons availing mechanism of the same and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The Company has adopted said Policy and hosted a copy thereof on Company's website www.ifglref.com and no complaint thereunder was received during FY ended on 31st March 2022. During FY 2021-22, no person was denied access to the Audit Committee with regard to aforesaid.

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

- Pursuant to Regulation 40 of SEBI LODR, 2015, Certificate, on annual basis was issued by a Company Secretary in practice for due compliance of Share Transfer formalities by the Company and filed with Stock Exchanges within prescribed time.
- A Chartered Accountant in full time practice carried out Reconciliation of Share Capital Audit to reconcile total admitted capital with NSDL and CDSL and the total issued and listed capital of the Company. The Audit confirmed that the total issued/paid up capital has been in agreement with the aggregate of total number of Shares in physical form and the total number of Shares in dematerialised form (held with NSDL and CDSL).
- The Company has complied all mandatory requirements of Corporate Governance. Compliance of non mandatory requirements are dealt with at the end of the Report. Compliance Reports in format prescribed has been sent to Stock Exchanges within prescribed time.
- Independent Directors have confirmed that they meet criteria of 'Independence' as stipulated under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR, 2015. None of the Independent Directors of the Company is a Non Independent Director of another Company on the Board of which Non Independent Director of the Company is an Independent Director.
- Formal letters of appointment have been issued to the Independent Directors and hosted on Company's website www.ifglref.com.
- Independent Directors have enrolled themselves in the Independent Directors Databank maintained with the Indian Institute of Corporate Affairs
- A meeting of the Independent Directors of the Company was held on 5th June 2021, whereat all of them were present. Independent Directors following Company's Policy familiarised themselves with their roles, rights and responsibilities, nature of industry in which the Company operated, business models of the Company etc. Details of familiarisation programmes forming part of Company's Policy therefor have been hosted on Company's website www.ifglref.com.
- Both Mr K S B Sanyal and Prof B Ray resigned as Independent Director on and from Saturday, 28th May 2022 due to age and health issues. Mr Sanyal & Prof Ray have also confirmed that there is no other material reason other than those mentioned above.
- Mr T Suzuki (DIN - 08557222) and Mr Y Yamaguchi (DIN - 09047766) have resigned and thus ceased to be Directors of your Company effective, Saturday, 27th August 2022.
- In a meeting held on 13th August 2022, Independent Directors of the Company inter-alia reviewed performance of Non Independent Directors and the Board as a whole and the Chairperson of the Company through structured questionnaires taking into account views of Executive Directors and Non-Executive Directors. Quality, Quantity and Timeliness of flow of information between the Company Management and the Board necessary for the Board to effectively and reasonably perform their duties was also assessed. These were found to be satisfactory.
- Website www.ifglref.com of the Company is functional and provide information in accordance with Regulation 46 of SEBI LODR, 2015.
- In compliance of Regulation 7(3) of SEBI LODR, 2015, Compliance Certificate duly signed by Compliance Officer of the Company and authorised representative of Share Transfer Agent for financial year ended on 31st March 2022 have been submitted to Stock Exchanges within time prescribed.
- Dividend Distribution Policy was adopted by Board of Directors in their meeting held on 5th June 2021 and same is hosted on Company's website www.ifglref.com.
- As on 31st March 2022, Company's rank by market capitalisation was 940 and 979 in NSE and BSE respectively .
- Major currency for exports of the Company has been Euro. During the year, the Company did not enter into any hedging transaction including in commodity or currency.
- Manufacturing facilities of the Company are situated at Plot Nos 638-644, Kandla Special Economic Zone, P.O. Gandhidham 370230, Dist. Kutch, Gujarat and Sectors 'A' and 'B', Kalunga Industrial Estate, P.O. Kalunga 770031, Dist. Sundergarh, Odisha. New greenfield facility situated at Industrial Park, APIIC – Denotified Area, Atchutapuram 531011, APSEZ, Visakhapatnam District, Andhra Pradesh commenced commercial production on and from 1st September 2021. For expansion of operations at Kandla facility, the Company in March, 2022 taken on fifteen years lease a) Plot No. 64-65, Phase-I, Sector-I admeasuring more or less 3,300 Sq. Mtrs. and (b) Plot No. 332, Phase-I, Sector-IV admeasuring more or less 6,072 Sq. Mtrs. respectively situated at Kandla Special Economic Zone, Gandhidham, Kutch, Gujarat 370230.
- The Company did not raise any funds through preferential allotment or qualified institutional placement as specified under Regulation 32(7A) of SEBI LODR, 2015.
- During FY 2021-22, there has been no Loans and advances in the nature of Loans to Firms/Companies in which Directors are interested.

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

- During FY 2021-22, ICRA Limited reaffirmed Credit Ratings assigned to ₹ 173 crores of Bank Facility of the Company.

Facilities	Ratings
Long Term Rating	[ICRA] AA- (Stable)
Short Term Rating	[ICRA]A1+

- The Company has obtained Certificate from Practicing Company Secretary that none of its Directors is debarred or disqualified from being appointed or continuing as Director of the Company by the SEBI/Ministry of Corporate Affairs or any such authority and same is appended as a separate annexure to this Report.
- In order to strengthen statutory compliance framework, the Company has engaged M/s Price Waterhouse, Chartered Accountants to carry out review of systems and procedures existing and design tailor made software tool.
- The Company being conscious of its responsibilities towards environment sustenance and governance, more so ever in view of amended provisions relating to Business Responsibility and Sustainability Report applicable from 1st April 2022, has appointed M/s Price Waterhouse, Chartered Accountants to extend hand-holding and design requisite framework therefor.
- The Board of the Company accepted all mandatory recommendations made by its Committees during FY 2021-22.
- Fees paid/payable for FY 2021-22 by the Company to Statutory Auditors and their associates for services availed from them is summarised in table below :

Amounts Paid/Payable to Auditors	Amount in ₹ in lacs
As Auditors	
For Statutory Audit including Limited Reviews	36.00
Reimbursement of Expenses	0.82
Total	36.82

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

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

Maheshwari Datamatics Private Limited (MDPL)
Registered Office :
23, R N Mukherjee Road, 5th Floor, Kolkata 700001
Phone : +91 33 22482248,
E-mail : mdpldc@yahoo.com

Compliance Officer

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

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

Share Transfer System

As per Regulation 40 of SEBI Listing Regulations, as amended, securities of Listed Companies can be transferred only if the same is in dematerialised form except in case of request received for transmission or transposition. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Transfer of equity shares in electronic form are effected through the depositories with no involvement of the Company. Stakeholders Relationship Committee of the Directors of the Company inter-alia deal with all matters relating to shares including transmission, transposition, retrieval from IEPF Authority, dividends, non-receipt of Annual Report etc and it is continued endeavour of the Company to dispose of said requests within maximum of 15 days from the date of receipt of grievance provided documents tendered are complete in all respect, in the manner stated hereinbefore.

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

Distribution of Equity Shareholding

Following is the distribution of Company's Equity Shares as on 31st March 2022.

Category	Number of Shareholders	% of Shareholders	Number of Shares	% of Shares
Promoter's Holding*				
- Indian Promoters	6	0.03	2,05,14,618	56.92
- Foreign Promoter	1	0.00	55,90,156	15.51
Financial Institutions/Banks/Mutual Funds/UTI	6	0.03	35,76,167	9.92
Alternate Investment Funds	2	0.01	2,45,000	0.68
Foreign Portfolio Investors	2	0.01	6,349	0.02
NRIs/Clearing Member/Trust	283	1.43	1,32,665	0.37
Private Body Corporate	120	0.61	2,18,082	0.61
Investor Education and Protection Fund Authority	1	0.00	5,11,530	1.42
Individuals	18,971	95.87	49,88,689	13.84
Resident Individual (HUF)	397	2.01	2,56,056	0.71
Total	19,789	100.00	3,60,39,312	100.00

* Not pledged or otherwise encumbered in any manner.

Number of Shares	Number of Shareholders	% of Shareholders	Number of Shares	% of Shares
Upto 500	18,436	93.16	18,82,555	5.22
501 to 1000	729	3.69	5,84,684	1.62
1001 to 2000	327	1.65	4,96,646	1.38
2001 to 3000	119	0.60	3,02,974	0.84
3001 to 4000	45	0.23	1,58,801	0.44
4001 to 5000	29	0.15	1,35,732	0.38
5001 to 10000	64	0.32	4,72,639	1.31
10001 and above	40	0.20	3,20,05,281	88.81
Total	19,789	100.00	3,60,39,312	100.00

Dematerialisation of Shares and Liquidity

The Company's shares are compulsorily traded in Dematerialised form on NSE and BSE. Under the Depository System, As on 31st March 2022. 98.27% of the Equity Shares of the Company were dematerialized and following was the distribution in electronic (with NSDL and CDSL) and physical mode as on said date .

	Number of Shares	% of Total Equity Shares
In DEMAT with		
- NSDL	3,37,93,907	93.77
- CDSL	16,20,728	4.50
In Physical	6,24,677	1.73

8. Unclaimed Dividend/Shares

Pursuant to the provisions of Section 124 of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('Rules'), the dividends, unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company are liable to be transferred to the IEPF. Further, the shares (excluding the disputed cases having specific orders of the Court, Tribunal or any Statutory Authority restraining such transfer) pertaining to which dividend remains unclaimed for a consecutive period of seven years from the date of transfer of the dividend to the Unpaid Dividend Account is also mandatorily required to be transferred to the IEPF Authority established by the Central Government.

The details of unclaimed dividends declared for payment by erstwhile IFGL Refractories Limited (Transferor Company), merged with the Company on and from 1st April 2016 and shares transferred to IEPF within statutory timelines during financial year 2021-22 are as follows :

Financial Year	Unclaimed/Unpaid Dividend transferred		Shares Transferred		Number of Shares Transferred
	Date of Transfer	Amount Transferred	Date of Transfer	No. of holders	
2013-14	07.10.2021	13,35,570	22.10.2021	276	39,987

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

The Company had sent individual communication to the concerned shareholders at their registered address, whose dividend remained unclaimed and whose shares were liable to be transferred to the IEPF. Advertisement in this regard was also published in Business Standard and local Odiya newspaper Pratidin on 17th June 2021. Any person whose unclaimed dividend and shares pertaining thereto, has been transferred to the IEPF can claim their entitlements from the IEPF Authority by making an electronic application in web-form IEPF-5. Upon submitting a duly completed form, the Shareholders are required to take print of the same and send physical copy duly signed along with requisite documents as specified in the Form to Company. No Claims shall lie against the Company in respect of the dividend/shares so transferred. Details of such unclaimed/unpaid dividend transferred and relevant particulars of Equity Shares transferred have been hosted on Company's website www.ifglref.com.

Going forward, unclaimed/unpaid of following dividends declared by the Transferor Company/Company will fall due for transfer to IEPF. Table below give information relating to outstanding dividends declared by the Transferor Company and Company and dates by which are required to be transferred to IEPF. Particulars of persons entitled to said unpaid/unclaimed dividends are appearing on Company's website www.ifglref.com and claims in respect thereof may either be sent to the Company or its Registrar and Share Transfer Agent. Unclaimed/ unpaid dividend declared by the Transferor Company for FY 2014-15 and related Equity Shares with respect to said Unclaimed/Unpaid Dividend will fall due for transfer to IEPF in October 2022.

FY	Date of Declaration of Dividend	Last Date for transfer to IEPF*
Dividends declared by Transferor Company		
2014-15	22.08.2015	21.10.2022
2015-16	13.03.2016	12.05.2023
Dividends declared by Company		
2016-17	23.12.2017	21.02.2025
2017-18	25.08.2018	24.10.2025
2018-19	27.07.2019	25.09.2026
2019-20	08.02.2020	08.04.2027
2020-21	07.08.2021	06.10.2028

* Indicative dates. Actual dates may vary.

9. Status of Adoption of the Non Mandatory Requirements :

Audit Qualification

There is no qualification made by Statutory Auditors on Financial Statements of the FY 2021-22 under review.

Other Items

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

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

10. Auditors' Certificate on Corporate Governance

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

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

DECLARATION

As required under Regulation 34(3) read with Para D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that affirmation for compliance of Code of Conduct has been received from all the Board Members and Senior Management Personnel i.e. Employees in the grades of General Manager and above of the Company for financial year ended 31st March 2022.

London
28th May 2022

James L McIntosh
Managing Director
(DIN - 09287829)

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

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015) as amended.

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

In our opinion and to the best of our information and according to verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers (including by way of remote audit), we hereby certify that none of the Directors mentioned below on the Board of the Company as on 31st March 2022 was debarred or disqualified from being appointed or continuing as Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in the Company
1	Kanwar Satyabrata Sanyal	00009497	30/03/2012
2	Sudhamoy Khasnobis	00025497	05/08/2017
3	Shishir Kumar Bajoria	00084004	07/09/2007
4	Duraiswamy Gunaseela Rajan	00303060	05/08/2017
5	Kamal Sarda	03151258	01/04/2012
6	Debal Kumar Banerji	03529129	05/08/2017
7	Bharati Ray	06965340	05/08/2017
8	Tetsuo Tsuzuki	08557222	09/09/2019
9	Yuji Yamaguchi	09047766	13/02/2021
10	James Leacock McIntosh	09287829	01/09/2021

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

(S. M. Gupta)

Proprietor

S. M. Gupta & Co.

Company Secretaries

Firm Registration No. : S1993WB816800

Membership No. FCS – 896

CP No : 2053

Peer Review No : 718/2020

UDIN : F000896D000232061

Kolkata
28th April 2022

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

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

TO THE MEMBERS OF IFGL REFRACTORIES LIMITED

1. The Corporate Governance Report prepared by IFGL Refractories Limited (hereinafter the "Company"), contains details as specified in Regulations 17 to 27, clauses (b) to (i) and (t) of sub – regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') for the year ended 31st March 2022 as required by the Company for annual submission to the Stock Exchange.

Management's Responsibility

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

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an Opinion whether, the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of procedures performed include :
 - i. Read and understood the information prepared by the Company and included in its Corporate Governance Report;
 - ii. Obtained and verified that the composition of the Board of Directors with respect to Executive and Non-Executive Directors has been met throughout the reporting period;
 - iii. Obtained and read the Register of Directors as on 31st March 2022 and verified that atleast one Independent Woman Director was on the Board of Directors throughout the year;
 - iv. Obtained and read the minutes of the following Committee meetings/other meetings held between 1st April 2021 to 31st March 2022 :
 - a) Board of Directors;
 - b) Audit Committee;
 - c) Annual General Meeting (AGM)/ Extra Ordinary General Meeting (EGM);
 - d) Nomination and Remuneration Committee;
 - e) Stakeholders Relationship Committee;
 - f) Risk Management Committee

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

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

Opinion

9. Based on the procedures performed by us, as referred in paragraph 7 above and according to the information and explanations given to us, we are of the Opinion that the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations, as applicable for the year ended 31st March 2022, referred to in paragraph 4 above.

Other matters and Restriction on Use

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

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

Chartered Accountants

ICAI Firm Registration Number : 301003E/E300005

per **Bhaswar Sarkar**

Partner

Membership No. 055596

UDIN : 22055596AQHFGG2080

Kolkata

30th August 2022

Annexure 'C' to Directors' Report

Information under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for financial year ended on 31st March 2022

A. Conservation of Energy

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

Energy conservation is one of the priorities of your Company. During FY 2021-22, many steps were taken for energy conservation, some of those being replacement of old machines, equipments, devices, fittings etc with the efficient ones. Pursuant to Energy Management System introduced, high energy consumption areas were continued to be identified and following steps taken for minimizing energy consumption.

- Power Capacitors revamped;
- Energy efficient Switch Gears introduced;
- PLC Controlled operation of Equipments introduced;
- Replaced PDC panels;
- Installed new DMPR and MPCB in small and big motors;
- Introduced VRF based centralized AC system;
- Installed Star Rated transformer with On Line Tap Change;
- Preventive maintenance stepped up;
- Introduced use of alternate energy source.

Aforesaid measures were taken across all three manufacturing facilities of your Company and benefits therefrom derived. It will be your Company's continued endeavour to conserve energy and utilize alternate energy sources. Expenditure incurred in this regard are not captured separately and are being charged off and/or capitalized, as the case may be.

B. Technology Absorption

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

During FY 2021-22, your Company did not import any technology. Technological upgradation is another priority of your Company and for pursuing the same, your Company is in the process of firming up a Plan. Meanwhile, in-house R&D set-ups at Company's manufacturing facilities at Kalunga, Odisha (India) and those at its subsidiaries at Cincinnati, USA and Breitscheid-Erdbach, Germany are providing support amongst others on development of new products, improvement of product quality and performance, upgradation, substitution and identification of raw materials, optimum utilization of capacity and other resources. Matters related to production, quality control, application etc. are also referred to R&D set-ups. R&D set-ups also examine customers' feedback on quality, application and other aspects and provide solutions thereon wherever necessary. This help strengthen competitiveness, cost reduction, production efficiency, quality and other associated areas. R&D activities are integral part of overall activities of the Company. The Company does not identify and capture separately expenditure incurred on R&D activities.

C. Foreign Exchange Earnings and Outgo

Total Foreign Exchange used and earned :

(₹ in lacs)

	31st March 2022	31st March 2021
1. Foreign Exchange Outgo		
i) CIF Value of Imports of Raw Materials, Stores and Spares, Trading Items and Capital Goods	21,689.52	14,398.06
ii) Others	2,973.47	1,889.70
2. Foreign Exchange Earnings		
FOB Value of Exports	38,491.03	36,149.13

Annexure 'D' to Directors' Report

Statement (Form AOC 1) Containing Salient Features of Financial Statements of Subsidiaries as at 31st March 2022

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

Subsidiary's Name and Currency	Date of becoming/ acquisition of Subsidiary	Financial Year ending on	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit/(Loss) before Tax	Provision for Tax	Profit/(Loss) after Tax	Proposed Dividend	% of Share-holding
Subsidiary													
IFGL Worldwide Holdings Limited, Isle of Man, (GBP)	24th August 2005	31st March	6,313.17	7,090.85	7,525.78	9.37	-	-	(234.32)	-	(234.32)	-	100
Step Down Subsidiaries													
EI Ceramics LLC, USA (USD)	10th September 2010	31st March	1,061.84	7,474.39	11,199.66	2,663.44	-	13,720.11	403.11	103.87	299.24	-	100
Goricon Metallurgical Services Ltd, UK (GBP)	15th December 2006	31st March	0.10	(0.05)	0.05	-	-	-	(0.21)	-	(0.21)	-	100
Hofmann Ceramic CZ s.r.o., Czech Republic (Euro)*	4th July 2008	31st March	58.21	(744.31)	191.65	877.75	-	473.47	(85.16)	0.12	(85.28)	-	98.78
Hofmann Ceramic GmbH, Germany (Euro)	4th July 2008	31st March	42.13	3,771.60	5,468.19	1,780.41	-	7,457.10	567.05	-	567.05	-	100
IFGL GmbH, Germany (Euro)	15th July 2008	31st March	5,259.74	(9.09)	45.20	50.03	-	-	(10.38)	(22.08)	11.70	-	100
IFGL Inc, USA (USD)	29th June 2010	31st March	3,035.60	5,046.38	10.79	322.53	-	-	-	-	-	-	100
IFGL Monocon Holdings Limited, UK (GBP)	19th August 2005	31st March	4,971.00	-	-	24.86	-	-	-	-	-	-	100
Mono Ceramics Inc, USA (GBP)	10th September 2005	31st March	2,590.94	4,378.21	6,034.42	1,748.71	-	7,526.57	70.18	9.29	60.89	-	100
Monocon International Refractories Limited, UK (GBP)	10th September 2005	31st March	0.10	12,501.46	15,263.08	9,766.49	-	19,204.64	581.65	143.51	438.14	-	100
Monocon Overseas Limited, UK (GBP)	10th September 2005	31st March	0.99	7,978.76	4.88	723.67	-	-	(0.50)	-	(0.50)	-	100
Monotec Refratarios Ltda, Brazil (GBP)*	10th September 2005	31st December	257.52	(257.52)	-	-	-	-	-	-	-	-	95
Tianjin Monocon Aluminous Refractories Company Limited, PRC (GBP)*	8th August 2006	31st December	515.92	979.20	1,891.92	396.80	-	3,022.00	204.30	19.06	185.24	-	100
Tianjin Monocon Refractories Company Limited, PRC (GBP)*	10th September 2005	31st December	139.19	593.94	1,428.75	695.62	-	4,477.65	99.48	2.40	97.08	-	100

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

NOTES :

- Balance Sheet figures have been converted into Indian Rupees by applying year end Foreign Exchange Closing Rate of ₹ 84.25 equivalent to 1 Euro, ₹ 99.42 equivalent to 1 GBP and ₹ 75.89 equivalent to 1 USD. Profit and Loss figure have however been converted into Indian Rupees by using Average Exchange Rate of ₹ 86.36 equivalent to 1 Euro, ₹ 101.35 equivalent to 1 GBP and ₹ 74.29 equivalent to 1 USD.
- Investment exclude investments made in Subsidiary Companies.
- The Company neither had nor have Associate/Joint Ventures.
- Reporting period of Subsidiaries is mentioned at Note 2.2 on Consolidated Financial Statements.

30th August 2022	Rajesh Agarwal Company Secretary (FCS - 2825) Kolkata	Kamal Sarda Director and Chief Executive Officer (DIN - 03151258) Kolkata	Amit Agarwal Chief Financial Officer Kolkata	James L McIntosh Managing Director (DIN - 09287829) London	S K Bajoria Chairman (DIN - 00084004) Kolkata
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Annexure 'E' to Directors' Report

Annual Report on Corporate Social Responsibility (CSR) activities forming part of the Board's Report for FY 2021-22

1	Brief outline on CSR Policy of the Company	CSR activities are pursued by the Company in accordance with Schedule VII of the Companies Act, 2013 with focus on areas neighboring its manufacturing facilities through Implementing Agency, IFGL Refractories Welfare Trust, registered with the Central Government under Registration Number CSR00000301 and also registered under Section 12A of the Income Tax Act, 1961 (Act). CSR activities amongst others are focused on health, hygiene, sanitation, education, environment, sports, empowering people of unprivileged class etc.		
2	Composition of CSR Committee as on 31st March 2022			
Sl. No.	Name of Director , Designation	Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
i)	Prof B Ray, Chairperson	Non-Executive Independent	1	1
ii)	S K Bajoria, Member	Executive Chairman	1	1
iii)	D K Banerji , Member	Non-Executive Independent	1	1
iv)	K S B Sanyal, Member	Non-Executive Independent	1	1
3.	Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company		www.ifglref.com	
4.	Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014		Not applicable	
5.	Details of the amount available for set off in pursuance of sub-rule (3) of Rule (7) of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any.		Nil	
Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)	
i)				
ii)				
iii)				
	Total			
6.	Average Net Profit of the Company as per Section 135(5)		₹ 5,654.06 lacs	
7.	a)	Two percent of average Net Profit of the Company as per Section 135(5)	₹ 113.08 lacs	
	b)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years	Nil	
	c)	Amount required to be set off for the financial year, if any.	Nil	
	d)	Total CSR obligation for the financial year (7a+7b-7c)	₹ 113.08 lacs	

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

8.	a) CSR amount spent or unspent for the financial year :				
Total Amount spent for the Financial Year (₹ in lacs)	Amount Unspent (₹ in lacs) 63.10				
51.69	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any Fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount (₹ in lacs)	Date of transfer	Name of the Fund	Amount	Date of transfer
	63.10	30.03.2022	Nil		

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

1	2	3	4	5		6	7	8	9	10	11	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No.)	Location of the Project		Project duration	Amount allocated for the Project (₹ in lacs)	Amount spent in the current financial year (₹ in lacs)	Amount transferred to Unspent CSR Account for the Project as per Section 135(6) (₹ in lacs)	Mode of Implementation Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration Number
1.	-	-	-	-	-	-	-	-	-	-	-	-
2.	-	-	-	-	-	-	-	-	-	-	-	-
	Total											

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

1	2	3	4	5		6	7	8	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the Project		Amount spent for the Project (₹ in lacs)	Mode of implementation Direct (Yes/No)	Mode of implementation - through implementing agency	
				State	District			Name	CSR Registration Number
1.	Shree Burrabazar Kumarsabha Pustakalaya	Education	Yes	West Bengal	Kolkata	50.00	Yes	-	-
	Total					50.00			

d)	Amount spent in Administrative Overheads	₹ 1.69 lacs
e)	Amount spent on Impact Assessment, if applicable	Nil
f)	Total amount spent for the Financial Year (8b+8c+8d+8e)	₹ 51.69 lacs
g)	Excess amount for set off, if any	-

Sl.No.	Particulars	Amount (₹ in lacs)
i)	Two percent of average Net Profit of the Company as per Section 135(5)	113.08
ii)	Total amount spent for the financial year	51.69
iii)	Excess amount spent for the financial year [(ii)-(i)]	-
iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

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

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

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135(6) (₹ in lacs)	Amount spent in the reporting Financial Year (₹ in lacs)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			Amount remaining to be spent in succeeding Financial Year (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
1.	2020-21	40.66*	27.51	-	-	-	-
2.	-	-	-	-	-	-	-
3.	-	-	-	-	-	-	-
	Total	40.66	27.51	-	-	-	-

* Paid to Implementing Agency named above

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

1	2	3	4	5	6	7	8	9
Sl No	Project ID	Name of the Project	Financial year in which the project was commenced	Project duration	Total amount allocated for the project (₹ in lacs)	Amount spent on the project in the reporting Financial Year (₹ in lacs)	Cumulative amount spent at the end of reporting Financial Year (₹ in lacs)	Status of the project – completed/ ongoing
1.	-	Priyadarshini UP School	2020-21	3 Years	25.00	4.96	9.16	Ongoing
2.	-	Kalunga Shilpanchala Bidyalaya	2020-21	3 Years	500.00	5.69	9.52	Ongoing
3.	-	Free Homeopathic Clinic	2020-21	3 Years	15.00	2.34	3.42	Ongoing
4.	-	Free Allopathy Clinic	2020-21	3 Years	10.00	4.10	8.05	Ongoing
	Total				550.00	17.09	30.15	

10.	In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the Financial Year (asset-wise details)	Nil
	a) Date of creation or acquisition of the Capital Asset(s)	
	b) Amount of CSR spent for creation or acquisition of Capital Asset	
	c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc	
	d) Provide details of the Capital Asset(s) created or acquired (including complete address and location of the Capital Asset)	
11.	Specify the reason(s) if the Company has failed to spend two percent of the average Net Profit as per Section 135(5)	Unspent amount has been earmarked for 'Ongoing Projects'. Approvals for full fledged implementation whereof are however yet to be received.

S K BajoriaCompany Chairman and
Member of CSR Committee
(DIN – 00084004)**D K Banerji**Chairman CSR Committee
(DIN – 03529129)Kolkata
13th August 2022

Annexure 'F' to Directors' Report

Information as per Section 197(12) of the Companies Act, 2013 and read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Rules), forming part of the Directors' Report for the year ended 31st March 2022

DETAIL OF TOP TEN EMPLOYEES INCLUDING CONTRACTUAL AND WHOLE TIME DIRECTORS ON THE BASIS OF REMUNERATION

a) Employed for whole of FY 2021-22

Sl. No.	Name	Designation	Remuneration (₹ in lacs)	Qualification	Age (in years)	Experience (in years)	Appointment Date	Previous Employment (if any)	% of Equity Shares of the Company held (As on 31st March 2022) @
1.	S K Bajoria	Chairman*	282.71	B.Com (Hons)	65	46	05.08.2017	Erstwhile IFGL Refractories Ltd	5.11%
2.	R Agarwal	Company Secretary*	136.70	B.Sc (Bio), FCS	60	38	05.08.2017	Erstwhile IFGL Refractories Ltd	0.01%
3.	K Sarda	Director & CEO*	128.15	B.Com (Hons), LLB,FCA	59	34	06.02.2012	Shristi Infrastructure Development Corporation Ltd.	0.01%
4.	S Sengupta	President – Marketing	96.01	B.Sc. Tech (Ceramic Engineering), MBA	54	30	05.08.2017	Erstwhile IFGL Refractories Ltd	–
5.	S K Shrivastava	President Works	95.43	M. Sc (Chemistry)	54	27	05.08.2017	Erstwhile IFGL Refractories Ltd	–
6.	M Chatterjee	General Manager Exports	84.95	M. Tech	52	26	05.08.2017	Erstwhile IFGL Refractories Ltd	–
7.	S Mattoo	General Manager- Exports	72.88	M.E.	56	33	05.08.2017	Erstwhile IFGL Refractories Ltd	–
8.	S Chandra	General Manager- Exports	62.86	B. Sc Chemistry (H), B.Tech (Chemical Technology)	42	17	05.08.2017	Erstwhile IFGL Refractories Ltd	–
9.	A K Roy	Vice President-Production	58.35	BSC (Chemistry)	47	26	05.08.2019	Orient Refractories Ltd	–
10.	A Bajoria	General Manager-Commercial	54.57	BBA	34	10	05.08.2017	Erstwhile IFGL Refractories Ltd	0.23%

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

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

Annexure 'F' to Directors' Report (Contd.)**b) Employed for part of FY 2021-22**

Sl. No.	Name	Designation	Remuneration (₹ in lacs)	Qualification	Age (in years)	Experience (in years)	Appointment Date	Previous Employment (if any)	% of Equity Shares of the Company held represents direct individual shareholding only (As on 31st March 2022)
1.	P Bajoria #	Managing Director*	252.42	B.Com (Hons)	61	44	05.08.2017	Erstwhile IFGL Refractories Ltd	-
2.	James L McIntosh	Managing Director*	92.36	Masters Degree in Technological Marketing, Post Graduate Diploma in Marketing and HNC in Mechanical & Process Engineering	59	33	01.09.2021	El Ceramics LLC, USA	-

Passed away on 18th July 2021 in New York (19th July 2021 04:24 IST)

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

Notes:

- Nature of employment is contractual with usual terms and conditions as per Company's Rules.
- Remuneration includes Salary, Commission, Allowances, wherever applicable Company's contribution to Retirement Funds etc and Monetary value of Perquisites all evaluated as per extant provisions of Income Tax Act, 1961 and Rules framed thereunder excluding perquisite on account of Motor Car.
- KMP's are not related to each other or other employees except that Mr Akshay Bajoria is son of Late Mr. P Bajoria.
- 5(2)(iii) of Rule is not applicable to any of employees mentioned above.
- Ratio of the remuneration of each Director/Key Managerial Personnel to the median remuneration of all the employees of the Company for the FY 2021-22 :**

Median remuneration of all the employees of the Company for the FY 2021-22	₹ 2,37,828 Lower compared to FY 2020-21 in view of overall number of employees increased steeply during FY 2021-22
Percentage increase/(decrease) in the median remuneration of employees as compared to last FY	(3.12)% Not comparable with that of FY 2020-21 in view of increase in overall number of employee during FY 2021-22
Number of permanent employees on rolls of the Company as on 31st March 2022	914
Average percentage increase in the salaries of employees other than the managerial personnel and its comparison with the percentage increase in salary of managerial remuneration	Average percentage increase in total salary of the Company's employees other than the managerial personnel i.e. KMP's is 16.17%. The percentage decrease in remuneration of managerial personnel for FY 2021-22 is approximately 2.92%.

Name of Director/KMP	Ratio of remuneration to median remuneration of all employees	Percentage increase in remuneration
Non-Executive Directors *	-	-
Y Yamaguchi	-	-
T Tsuzuki	-	-

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

Name of Director/KMP	Ratio of remuneration to median remuneration of all employees	Percentage increase in remuneration
Independent Directors *		
D K Banerji	-	-
S Khasnobis	-	-
D G Rajan	-	-
Prof B Ray	-	-
K S B Sanyal	-	-
Key Managerial Personnel		
J L McIntosh **	38.83	@
P Bajoria ***	106.13	@
S K Bajoria	118.87	(0.02)%
R Agarwal	57.48	7.08%
K Sarda	53.89	20.33%
A Agarwal****	12.52	@

* Only Sitting Fees paid.

**Appointed as Managing Director w.e.f 1st September 2021

*** Passed away on 18th July 2021 in New York (19th July 2021 04:24 IST)

**** Appointed as CFO w.e.f 13th November 2021

@ KMP for part of the year

Notes :

1. The Ratio of remuneration to median remuneration is based on remuneration paid for 1st April 2021 to 31st March 2022.
2. Percentage increase in remuneration indicates annual increase in total remuneration.
3. Remuneration paid is in accordance with Company's Remuneration Policy.

Annexure 'G' to Directors' Report

FORM NO. MR 3 SECRETARIAL AUDIT REPORT

For Financial Year ended on 31st March 2022

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

TO THE MEMBERS IFGL Refractories Limited

(CIN: L51909OR2007PLC027954)

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

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

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

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

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and read with the Statutory Auditors' Report on Financial Statements and Compliance of the conditions of Corporate Governance and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, physically and by way of electronic mode, we hereby report that in our opinion and to the best of our information, knowledge and belief and according to the explanations given to us, the Company has, during the audit period covering the financial year ended on 31st March 2022 generally complied with applicable statutory provisions listed hereunder to the extent applicable and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for financial year ended on 31st March 2022 according to the applicable provisions of :

1. The Companies Act, 2013 (the Act) and the Rules made thereunder.
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder.
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB) to the extent applicable to the Company.
5. Following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company during the year :
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 – The Company did not issue securities during the year. Hence not attracted.
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - Not Applicable during the year under review.
 - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - The Company did not issue securities during the year. Hence not attracted.
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - The Company has duly appointed a SEBI authorized Category I Registrar and Share Transfer Agent as required under Law.

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

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - No Delisting was done during the year under review.
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - No buy-back was done during the year under review.
6. The following other laws specifically applicable to the Company :
 - a) Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008
 - b) The Contract Labour (Regulation and Abolition) Act, 1970
 - c) Explosives Act, 1884
 - d) The Environment (Protection) Act, 1986
 - e) The Water (Prevention and Control of Pollution) Act, 1974
7. We have also examined compliance with applicable clauses of the following :
 - i) Secretarial Standards issued by The Institute of Company Secretaries of India.
 - ii) The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended;
8. We further report that during the year under review :
 - i) Unpaid/Unclaimed Dividend pertaining to financial year ended on 31st March 2014, aggregating to ₹ 13,35,570 was transferred to Investor Education and Protection Fund (IEPF) on 7th October 2021. Following provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, 39,987 Unclaimed Equity Shares of the Company were also transferred to IEPF and Form IEPF-4 for the same was filed on 25th October 2021.
 - ii) Unspent CSR amount of ₹ 40,65,907 for Financial Year ended 31st March 2021 is lying with Implementing Agency, IFGL Refractories Welfare Trust (CSR00000301) for ongoing CSR activities.

Further the Company was required to spend ₹ 1,13,08,000 towards CSR activities for the FYE 31st March 2022. The Company has actually spent ₹ 50 lacs and transferred ₹ 63.10 lacs to the Unspent CSR Contribution FY 2021-22 Account with HDFC Bank Ltd on 30th March 2022.
 - iii) Managing Director, Mr P Bajoria passed away on 18th July 2021 in New York (19th July 2021 04:24 IST) due to prolonged illness.
 - iv) Mr James Leacock McIntosh was appointed as Managing Director of the Company with effect from 1st September 2021 for a period of three years. Said appointment (including remuneration and other terms and conditions) was approved by the members of the Company by passing Special Resolution in Extra Ordinary General Meeting held on 28th December 2021 and also approved by Central Government (Ministry of Corporate Affairs) vide their letters dated 16th February 2022 and 22nd February 2022.
 - v) Mr Kamal Sarda ceased to hold post of Chief Financial Officer w.e.f 13th November 2021. Mr Amit Agarwal designated as General Manager (Finance & Accounts) was appointed as Chief Financial Officer of the Company by the Board of Directors on 13th November 2021. Mr. Sarda continues to be Director and Chief Executive Officer of the Company.
9. We further report that as far as we have been able to ascertain –
 - a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and the changes in the composition of Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
 - b) Adequate notice was given to all Directors of schedule of the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
 - c) Majority decision was carried through while the dissenting members' views are captured and recorded as part of the minutes.
 - d) There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
 - e) As informed to us, during the audit period the Company has had no other events except those already informed to the Stock Exchanges as required under the Listing Regulations.
10. This Report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.
11. It is stated that the compliance of all applicable provisions of the Companies Act, 2013 and other laws is the responsibility of the Management. We have relied on the representation made by the Company and its Officers for systems and mechanism set-up by

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

the Company for compliances under applicable laws. Our examination, on a test-check basis, was limited to procedures followed by the Company for ensuring the compliance with the said provisions. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted its affairs. We further state that this is neither an audit nor an expression of opinion on the financial activities/statements of the Company. Moreover, we have not covered any matter related to any other law which may be applicable to the Company except the aforementioned corporate laws of the Union of India.

12. In this Certificate, we have not taken into consideration the events which are already in public domain and also not those events which have not come to our knowledge while conducting this audit.

(S. M. Gupta)

Proprietor

S. M. GUPTA & Co.

Company Secretaries

Firm Registration No : S1993WB816800

Membership No. FCS No. 896

CP No : 2053

Peer Review No : 718/2020

UDIN : F000896D000415915

Kolkata

28th May 2022

Encl : Annexure A forming an integral part of this Report

Annexure A**TO THE MEMBERS****IFGL Refractories Limited**

(CIN: L51909OR2007PLC027954)

Sector 'B', Kalunga Industrial Estate,

P.O. Kalunga 770031, Dist. Sundergarh, Odisha

Our Secretarial Audit Report for financial year ended 31st March 2022 of even date is to be read along with this letter.

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

(S. M. Gupta)

Proprietor

S. M. GUPTA & Co.

Company Secretaries

Firm Registration No : S1993WB816800

Membership No. FCS No. 896

CP No : 2053

Peer Review No : 718/2020

UDIN : F000896D000415915

Kolkata

28th May 2022

Independent Auditor's Report

**TO THE MEMBERS OF
IFGL REFRACTORIES LIMITED**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of IFGL Refractories Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2022, the Statement of Profit and Loss, including the Statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended and notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2022, its profit including Other Comprehensive Income, its Cash Flows and the Changes in Equity for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter

We draw attention to :

- a) Note 37 to the Standalone Financial Statements, relating to amalgamation of the erstwhile IFGL Refractories Limited with the Company (the amalgamated entity was thereafter renamed as IFGL Refractories Limited) with effect from 1st April 2016 following Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal, Kolkata Bench, vide its Order date 3rd August 2017, under the provisions of Sections 230 and 232 of the Companies Act, 2013 (the "Scheme"). Pursuant to the Scheme, the aforesaid business combination was recognized under the 'Purchase Method' as defined under Accounting Standard (AS 14), Accounting for Amalgamations and Goodwill arising on such amalgamation aggregating ₹ 26,699.46 lacs had been recognized. Based on Management's assessment, such Goodwill is being amortized over a period of ten years with a charge of ₹ 2,669.95 lacs per year. As per Indian Accounting Standard (Ind AS) 103, Business Combinations, the aforesaid amalgamation had to be recognized under 'Pooling of Interest Method' since these were entities under common control.
- b) Note 32(b) to the Standalone Financial Statements regarding Company's position to continue to determine its Income Tax obligations based on provisions of the Income Tax Act, 1961 that were applicable prior to the introduction of the 'Explanation' to Section 10AA(1) of the Income Tax Act, 1961 with effect from Assessment Years beginning 1st April 2018. The Company has filed a writ petition which has been admitted by the Hon'ble High Court at Calcutta. Pending decision by the Hon'ble High Court, uncertainty exists as regards realisability of resultant recognized Deferred Tax Assets of ₹ 1,203.59 lacs.

Our opinion is not modified in respect of above matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements for the Financial Year ended 31st March 2022. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole and in forming our opinion thereon and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

Independent Auditor's Report (Contd.)

Key Audit Matters	How our Audit addressed the Key Audit Matter
Revenue recognition (as described in Note 2.12 and 23 of the Standalone Financial Statements)	
<p>Revenue is recognized when the Company satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations are satisfied at a point of time or over a period of time. For the year ended 31st March 2022, the Company's Statement of Profit and Loss included Revenues from Operations of ₹ 78,733.19 lacs. The variety of contractual terms, including the timing of control transfer and delivery specifications, create complexity and judgement in determining timing of revenue recognition.</p> <p>We have considered this as a key audit matter on account of judgement involved in determining the timing of revenue of recognition.</p>	<p>Our audit procedures included the following :</p> <ol style="list-style-type: none"> Evaluated the Company's revenue recognition policy to ensure compliance with the requirements of Ind AS 115 'Revenue from contracts with customers'. Obtained an understanding of the revenue and assessed the design and tested the operating effectiveness of internal controls related to timing of revenue recognition. Tested on sample basis the sales transactions including adjustments to sales price made pre and post-year end and tested their underlying documents to assess that revenue is recognized in the proper period and in accordance with the Company's revenue recognition policy. Assessed the adequacy of relevant disclosures made in respect of revenue in the Standalone Ind AS Financial Statements.

Other Information

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

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

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

Responsibilities of Management for the Standalone Financial Statements

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error and to issue an Auditor's Report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement

Independent Auditor's Report (Contd.)

when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements for the financial year ended 31st March 2022 and are therefore the key audit matters. We describe these matters in our Auditor's Report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "**Annexure 1**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that :
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

Independent Auditor's Report (Contd.)

- d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e) On the basis of the written representations received from the Directors as on 31st March 2022 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March 2022 from being appointed as a director in terms of Section 164 (2) of the Act;
- f) With respect to the adequacy of the Internal Financial Controls with reference to these Standalone Financial Statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
- g) In our opinion, the managerial remuneration for the year ended 31st March 2022 as disclosed in Note 35(b) to the Financial Statements has been paid / provided by the Company to its Directors in accordance with the provisions of Section 197 read with Schedule V to the Act;
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :
- i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements – Refer Note 32 to the Standalone Financial Statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;
 - iv.
 - a) The Management has represented to us that, to the best of its knowledge and belief, other than as disclosed in 43 (iv) to the Standalone Financial Statements, no funds have been advanced or loaned or invested (either from Borrowed Funds or Share Premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including Foreign Entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The Management has represented to us that, to the best of its knowledge and belief, other than as disclosed in 43 (v) to the Standalone Financial Statements, no funds have been received by the Company from any person(s) or entity(ies), including Foreign Entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
 - v. The Final Dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 16.1 to the Standalone Financial Statements, the Board of Directors of the Company have proposed Final Dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number : 301003E/E300005
per **Bhaswar Sarkar**
Partner
Membership No. 055596
UDIN : 22055596AJTZOG6493

Kolkata
28th May 2022

Independent Auditor's Report (Contd.)

"ANNEXURE 1" REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE

Re : IFGL Refractories Limited ("the Company")

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that :

- i) a) A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- B) The Company has maintained proper records showing full particulars of Intangible Assets.
- b) The Company has a program of physical verification of Property, Plant and Equipment to cover all the items in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment, were physically verified by the Management during the year. No material discrepancies were noticed on such verification.
- c) The title deeds of all the Immovable Properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
- d) The Company has not revalued its Property, Plant and Equipment (including Right of Use Assets) or Intangible Assets during the year.
- e) There are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii) a) The Inventory has been physically verified by the Management during the year except for Inventories in Transit and those lying with Third Parties. In our opinion, the frequency of verification by the Management is reasonable and the coverage and procedure for such verification are appropriate. No Discrepancies of 10% or more in aggregate for each class of Inventory were noticed on such physical verification. Inventories lying with third parties have been confirmed by them as at 31st March 2022 and discrepancies were not noticed in respect of such confirmations.
- b) As disclosed in Note 19.2 to the Financial Statements, the Company has been sanctioned Working Capital Limits in excess of ₹ Five Crores in aggregate from Banks during the year on the basis of Security of Current Assets of the Company.

Based on the records examined by us in the normal course of audit of the Financial Statements, intimations revised in respect of amounts initially reported in quarterly returns/ Statements filed by the Company with such Banks are in agreement with the Books of Accounts of the Company.

The Company does not have sanctioned Working Capital Limits in excess of ₹ Five Crores in aggregate from any Financial Institutions during any point of time of the year on the basis of Security of Current Assets.

- iii) a) During the year the Company has not provided Loans, Advances in the nature of Loans, stood Guarantee or provided Security to Companies, Firms or Limited Liability Partnerships to any other parties other than as follows :

	Loans (₹ in Lacs)
Aggregate amount of Loan granted/ provided during the year to any other Party	100
Balance of Loan outstanding as at Balance Sheet date in respect of above	55

- b) During the year, the Company has not made provided Guarantees, given security and granted Loans and Advances in the nature of Loans other than as mentioned in (a) above.
- The terms and conditions of the said loan is not prejudicial to the Company's interest. The terms and conditions of Investments made by the Company during the year are not prejudicial to the Company's interest.
- c) In respect of the loan granted / provided as mentioned in (a) above, the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular.
 - d) In respect of the loan granted/ provided as mentioned in (a) above, there is no amount overdue for more than ninety days.
 - e) In respect of loan granted/ provided as mentioned in (a) above, no amount that had fallen due during the year, had been renewed or extended as fresh loans granted/ provided to the party for settlement of the amount that had fallen due.

Independent Auditor's Report (Contd.)

- f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment. Therefore, the requirement to report on Clause 3(iii)(f) of the Order is not applicable to the Company and hence not commented upon.
- iv) There are no Loans, Investments, Guarantees and Security to which provisions of Sections 185 of the Companies Act, 2013 are applicable. In respect of Loans given/ provided and Investments made, the provisions of Sections 186 of the Companies Act, 2013 have been complied with. No Guarantees and Securities have been provided by the Company. Therefore, the requirement to report thereon in terms of Clause (iv) of the Order is not applicable to the Company and hence not commented upon.
- v) The Company has neither accepted any Deposits from the Public nor accepted any amounts which are deemed to be Deposits within the meaning of Sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Therefore, the requirement to report on Clause 3(v) of the Order is not applicable to the Company and hence not commented upon.
- vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of Cost Records under Section 148(1) of the Companies Act, 2013, related to the manufacture of Company's products and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- vii) a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it.

According to the information and explanations given to us and based on audit procedures performed by us, no undisputed arrear in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

- b) Statutory dues referred to in (a) above that have not been deposited on account of any dispute, are as follows :

Name of the Statute	Nature of the Dues	Amount ₹ in Lacs *	Period to which the amount relates	Forum where the dispute is pending
Central Sales Tax, 1956	Sales Tax	1.14	1995-96	Sales Tax Tribunal
		0.47	1997-98	Additional Commissioner of Sales Tax
		0.25	2003-04	Additional Commissioner of Sales Tax
		0.85	2014-15	Additional Commissioner of Sales Tax
		139.81	2015-16 to 2017-18	Joint Commissioner of Sales Tax (Appeals)
Orrisa Sales Tax Act, 1947	Sales Tax	0.11	1999-2000	Hon'ble High Court, Odisha
The Central Goods and Service Tax Act, 2017 and The State Goods and Service Tax Act, 2017	Goods and Service Tax	54.12	2018-19 and 2021-22	Commissioner (Appeals)
Finance Act, 1994	Service Tax	1.54	2006-07	Joint Commissioner, Central Excise, Customs & Service Tax
Finance Act, 1994	Service Tax	35.57	2008-09 to 2010-11	Additional Commissioner, Bhubaneswar
Income Tax Act, 1961	Income Tax	0.04	2012-13	CIT (Appeals)
Income Tax Act, 1961	Income Tax	1.49	2015-16	CIT (Appeals)

* Net of amounts deposited on account of dispute

- viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the Tax Assessments under the Income Tax Act, 1961 as Income during the year. Accordingly, the requirement to report on Clause 3(viii) of the Order is not applicable to the Company and hence not commented upon.
- ix) a) The Company has not defaulted in repayment of Loans or Borrowings to Banks or in the payment of interest thereon to any lender.
- b) The Company has not been declared wilful defaulter by any Bank or Financial Institution or Government or any Government authority.
- c) The Company did not have any Term Loans outstanding during the year. Therefore, the requirement to report on Clause (ix)(c) of the Order is not applicable to the Company and hence not commented upon.
- d) On an overall examination of the Financial Statements of the Company, no funds raised on Short-Term basis have been used for Long-Term purposes by the Company.

Independent Auditor's Report (Contd.)

- e) On an overall examination of the Financial Statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its Subsidiaries. The Company does not have any Joint Venture or Associate.
- f) The Company has not raised Loans during the year against pledge of securities held in its Subsidiaries. Accordingly, the requirement to report on Clause (ix)(f) of the Order is not applicable to the Company and hence not commented upon. The Company does not have any Joint Venture or Associate.
- x) a) The Company has not raised any money during the year by way of Initial Public Offer / Further Public Offer (including Debt Instruments). Therefore, the requirement to report on Clause 3(x)(a) of the Order is not applicable to the Company and hence not commented upon.
b) The Company has not made any preferential allotment or private placement of shares / fully / partially / optionally convertible Debentures during the year under audit. Therefore, the requirement to report on Clause 3(x)(b) of the Order is not applicable to the Company and hence not commented upon.
- xi) a) No fraud / material fraud by the Company or no fraud / material fraud on the Company has been noticed or reported during the year.
b) During the year, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by Cost Auditor/ Secretarial Auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
c) As represented to us by the Management, there are no Whistle Blower Complaints received by the Company during the year
- xii) The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on Clause 3(xii)(a), (b) and (c) of the Order is not applicable to the Company and hence not commented upon.
- xiii) Transactions with the Related Parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Notes to the Standalone Financial Statements, as required by the applicable accounting standards.
- xiv) a) The Company has an internal audit system commensurate with the size and nature of its business.
b) The Internal Audit Reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- xv) The Company has not entered into any non-cash transactions with Directors or persons connected with its Directors and hence requirement to report on Clause 3(xv) of the Order is not applicable.
- xvi) a) The provisions of Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on Clause (xvi)(a) of the Order is not applicable to the Company and hence not commented upon.
b) During the year, the Company has not conducted any Non-Banking Financial or Housing Finance activities. Therefore, the requirement to report on Clause 3(xvi)(b) of the Order is not applicable to the Company and hence not commented upon.
c) The Company is not a Core Investment Company as defined in the Regulations made by Reserve Bank of India. Therefore, the requirement to report on Clause 3(xvi)(c) of the Order is not applicable to the Company and hence not commented upon.
d) According to the information and representation provided to us by the Company, there is no Core Investment Company as a part of the Group. Therefore, the requirement to report on Clause 3(xvi)(d) of the Order is not applicable to the Company and hence not commented upon.
- xvii) The Company has not incurred cash losses in the current and immediately preceding Financial Year. Therefore, the requirement to report on Clause 3(xvii) of the Order is not applicable to the Company and hence not commented upon.
- xviii) There has been no resignation of the Statutory Auditors during the year. Therefore, the requirement to report on Clause 3(xviii) of the Order is not applicable to the Company and hence not commented upon.
- xix) On the basis of the financial ratios disclosed in Note 42 to the Financial Statements, ageing and expected dates of realization of Financial Assets and payment of Financial Liabilities, other information accompanying the Financial Statements, our knowledge of the plans of Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the Audit Report

Independent Auditor's Report (Contd.)

that Company is not capable of meeting its existing liabilities at the date of Balance Sheet as and when they fall due within a period of one year from the Balance Sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the Audit Report and we neither give any Guarantee nor any Assurance that all Liabilities falling due within a period of one year from the Balance Sheet date, will get discharged by the Company as and when they fall due.

- xx) a) In respect of project other than those ongoing , the Company has transferred unspent amount to a Fund specified in Schedule VII of the Companies Act, 2013 (the Act) within a period of six months from the expiry of the financial year, in compliance with second proviso to sub section 5 of Section 135 of the Act. This matter has been disclosed in Note 30.2 to the Financial Statements for the year ended 31st March 2022 .
- b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of Section 135 of Companies Act. This matter has been disclosed in Note 30.2 to the Financial Statements for the year ended 31st March 2022.

Kolkata
28th May 2022

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

per **Bhaswar Sarkar**
Partner
Membership No. 055596
UDIN : 22055596AJTZOG6493

Independent Auditor's Report (Contd.)

"ANNEXURE 2" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF IFGL REFRACTORIES LIMITED

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

We have audited the Internal Financial Controls with reference to Standalone Financial Statements of IFGL Refractories Limited ("the Company") as of 31st March 2022 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls with Reference to these Standalone Financial Statements

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

Independent Auditor's Report (Contd.)

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

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

Opinion

In our opinion, the Company has, in all material respects, adequate Internal Financial Controls with reference to Standalone Financial Statements and such Internal Financial Controls with reference to Standalone Financial Statements were operating effectively as at 31st March 2022, based on the Internal Control over Financial Reporting criteria established by the Company considering the essential components of Internal Control stated in the Guidance Note issued by the ICAI.

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

Chartered Accountants

ICAI Firm Registration Number : 301003E/E300005

per **Bhaswar Sarkar**

Partner

Membership No. 055596

UDIN : 22055596AJTZOG6493

Kolkata
28th May 2022



Standalone Balance Sheet as at 31st March 2022

(₹ in lacs)

	Note No.	As at 31st March 2022	As at 31st March 2021
A. ASSETS			
1. Non-Current Assets :			
a) Property, Plant and Equipment	4.1	10,793.97	7,761.35
b) Right to Use Asset	4.2	1,847.97	1,563.68
c) Capital Work-in-Progress	4.3	1,462.55	1,807.57
d) Goodwill	5	10,679.76	13,349.71
e) Other Intangible Assets	6	78.83	19.83
f) Financial Assets :			
i) Investments	7	7,559.90	6,243.95
ii) Others	8	230.40	551.75
g) Income Tax Assets (Net)	10	330.66	239.89
h) Other Non-Current Assets	11	760.24	328.62
Total Non-Current Assets		33,744.28	31,866.35
2. Current Assets :			
a) Inventories	12	16,969.79	10,051.77
b) Financial Assets :			
i) Investments	7	11,546.28	12,164.78
ii) Trade Receivables	13	18,018.24	15,671.54
iii) Cash and Cash Equivalents	14 (A)	8.42	17.95
iv) Bank Balances other than (iii) above	14 (B)	882.98	4,324.89
v) Others	8	823.31	248.66
c) Other Current Assets	11	1,306.30	822.86
Total Current Assets		49,555.32	43,302.45
Total Assets (1+2)		83,299.60	75,168.80
B. EQUITY AND LIABILITIES			
1. Equity :			
a) Equity Share Capital	15	3,603.93	3,603.93
b) Other Equity	16	55,026.76	52,307.14
Total Equity		58,630.69	55,911.07
2. Non-Current Liabilities :			
a) Financial Liabilities – Borrowings – Lease Liabilities	4.2	1,014.46	884.94
b) Deferred Tax Liabilities (Net)	9	3,412.68	3,380.66
Total Non-Current Liabilities		4,427.14	4,265.60
3. Current Liabilities :			
a) Financial Liabilities :			
i) Borrowings			
i) Lease Liabilities	4.2	84.95	76.64
ii) Other Borrowings	19	7,515.53	3,602.55
ii) Trade Payables :			
– Total Outstanding dues of Micro Enterprises and Small Enterprises	20	921.81	678.09
– Total Outstanding dues of Creditors other than Micro Enterprises and Small Enterprises		9,949.93	7,835.51
iii) Other Financial Liabilities	21	905.30	827.52
b) Income Tax Liabilities (Net)	17	156.58	157.27
c) Other Current Liabilities	22	677.49	1,785.61
d) Provisions	18	30.18	28.94
Total Current Liabilities		20,241.77	14,992.13
Total Equity and Liabilities (1+2+3)		83,299.60	75,168.80
Summary of Significant Accounting Policies	1-3		

See accompanying Notes forming part of the Standalone Financial Statements

In terms of our Report attached.

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

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per **Bhaswar Sarkar**

Partner

Membership No. 055596

Kolkata

28th May 2022

For and on behalf of the Board of Directors

S K Bajoria

Chairman

(DIN – 00084004)

Munich

James L McIntosh

Managing Director

(DIN – 09287829)

London

Kamal Sarda

Director and Chief Executive Officer

(DIN – 03151258)

Kolkata

Rajesh Agarwal

Company Secretary

(FCS – 2825)

Kolkata

Amit Agarwal

Chief Financial Officer

Kolkata

Standalone Statement of Profit and Loss for the year ended 31st March 2022

(₹ in lacs)

	Note No.	For the year ended 31st March 2022	For the year ended 31st March 2021
I. REVENUE FROM OPERATIONS	23	78,733.19	64,907.47
II. Other Income	24	1,401.77	676.98
III. Total Income (I + II)		80,134.96	65,584.45
IV. EXPENSES :			
a) Cost of Raw Materials and Components Consumed	25	36,377.27	25,298.10
b) Purchases of Stock-in-Trade	26	5,020.16	5,861.66
c) (Increase) / Decrease in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	27	(1,845.14)	(762.88)
d) Employee Benefit Expenses	28	5,613.65	5,176.30
e) Finance Costs	29	299.16	235.88
f) Depreciation and Amortisation Expenses	4.1, 4.2, 5 and 6	4,114.41	3,928.94
g) Other Expenses	30	21,835.61	15,716.33
Total Expenses		71,415.12	55,454.33
V. PROFIT BEFORE TAX (III – IV)		8,719.84	10,130.12
VI. Tax Expense :			
1) Current Tax		3,383.39	3,284.12
2) Deferred Tax (Credit)/ Charge	38	(985.71)	2,391.30
3) Excess Provision of Tax relating to earlier year written back		–	(28.52)
Total Tax Expense		2,397.68	5,646.90
VII. PROFIT FOR THE YEAR (V – VI)		6,322.16	4,483.22
Other Comprehensive Income :			
Other Comprehensive Income not be reclassified to profit or loss			
i) Re-measurement Gain/ (Loss) on Defined Benefit Plans	28.6	2.14	42.02
ii) Income Tax relating to above item	38	(0.75)	(14.68)
VIII. Other Comprehensive Income for the year		1.39	27.34
IX. Total Comprehensive Income for the year (VII + VIII)		6,323.55	4,510.56
X. Earnings per Share (Nominal Value of Equity Share of ₹ 10/- each) :			
Basic & Diluted (in ₹)	31	17.54	12.44
Basic & Diluted (in ₹) (Adjusted) [Refer Note 39]		17.54	18.04
Summary of Significant Accounting Policies	1–3		

See accompanying Notes forming part of the Standalone Financial Statements

In terms of our Report attached.

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

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per **Bhaswar Sarkar**

Partner

Membership No. 055596

Kolkata

28th May 2022

Kamal Sarma
 Director and Chief Executive Officer
 (DIN – 03151258)
 Kolkata

For and on behalf of the Board of Directors

S K Bajoria
 Chairman
 (DIN – 00084004)
 Munich

James L McIntosh
 Managing Director
 (DIN – 09287829)
 London

Rajesh Agarwal
 Company Secretary
 (FCS – 2825)
 Kolkata

Amit Agarwal
 Chief Financial Officer
 Kolkata

Standalone Cash Flow Statement for the year ended 31st March 2022

(₹ in lacs)

	For the year ended 31st March 2022	For the year ended 31st March 2021
CASH FLOWS FROM OPERATING ACTIVITIES :		
Profit before Tax for the year	8,719.84	10,130.12
Adjustments for :		
Finance Costs	299.16	235.88
Interest Income	(276.15)	(223.20)
Liabilities no longer required written back	(341.69)	(120.67)
Net loss on Sale of Property, Plant and Equipment	12.61	125.08
Profit on sale of Current Investments	(66.25)	(117.23)
Unrealised Gain on Fair Valuation of Investments through Profit and Loss	(611.16)	(212.11)
Sundry Debit Balances/Advances written off	63.89	183.51
Provision for Doubtful Trade Receivables/Advances	937.63	161.20
Gain on Lease modification	(64.63)	-
Depreciation and Amortisation Expenses	4,114.41	3,928.94
Unrealised Foreign Exchange Gain	(34.10)	(21.47)
	12,753.56	14,070.05
Change in Working Capital :		
Increase in Trade and Other Receivables	(4,306.48)	(3,602.68)
Increase in Inventories	(6,918.02)	(2,676.83)
Increase in Trade, Other Payables and Provisions	1,911.73	3,030.73
Net change in Working Capital	(9,312.77)	(3,248.78)
Cash Generated from Operations	3,440.79	10,821.27
Income Taxes Paid	(2,457.88)	(1,730.53)
Net Cash Generated from Operating Activities (1)	982.91	9,090.74
CASH FLOWS FROM INVESTING ACTIVITIES :		
Purchase of Investments	(5,758.97)	(19,504.82)
Proceeds from Sale of Investments	5,738.93	16,423.82
Proceeds from Maturity of Term Deposits with Banks	7,128.00	4,950.00
Term Deposits placed with Banks	(3,278.00)	(9,505.00)
Interest Received	303.37	82.75
Loan Given	(100.00)	-
Repayment of Loan given	45.00	-
Purchase of Property, Plant and Equipment, Other Intangibles and Capital Work-in-Progress	(4,970.78)	(2,572.84)
Proceeds from disposal of Property, Plant and Equipment (Net)	54.46	8.08
Net Cash (used in) Investing Activities (2)	(837.99)	(10,118.01)

Standalone Cash Flow Statement for the year ended 31st March 2022 (*Contd.*)

(₹ in lacs)

	For the year ended 31st March 2022	For the year ended 31st March 2021
CASH FLOWS FROM FINANCING ACTIVITIES :		
Dividend Paid on Equity Shares	(3,603.93)	–
Proceeds from Short-Term Borrowings (Net)	3,893.17	486.03
Payment of Lease Liabilities	(209.73)	(68.68)
Interest Paid	(233.96)	(149.36)
Net Cash Flows from/(used in) Financing Activities (3)	(154.45)	267.99
Net (Decrease) in Cash and Cash Equivalents (1+2+3)	(9.53)	(759.28)
Cash and Cash Equivalents at the beginning of the year	17.95	777.23
Cash and Cash Equivalents at the end of the year [Refer Note 14(A)]	8.42	17.95
Summary of Significant Accounting Policies (Refer Note 1 to 3)		

See accompanying Notes forming part of the Standalone Financial Statements

In terms of our Report attached.

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

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per **Bhaswar Sarkar**

Partner

Membership No. 055596

Kolkata

28th May 2022

Kamal Sarda
Director and Chief Executive Officer
(DIN – 03151258)
Kolkata

For and on behalf of the Board of Directors

S K Bajoria
Chairman
(DIN – 00084004)
Munich

James L McIntosh
Managing Director
(DIN – 09287829)
London

Rajesh Agarwal
Company Secretary
(FCS – 2825)
Kolkata

Amit Agarwal
Chief Financial Officer
Kolkata

Notes to the Standalone Financial Statements

(₹ in lacs)

1. CORPORATE INFORMATION

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

These Ind AS Financial Statements were authorised for issue in accordance with a resolution of the Board of Directors on 28th May 2022.

2. SIGNIFICANT ACCOUNTING POLICIES :

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

2.1 Statement of Compliance

The Standalone Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of division II of Schedule III to the Companies Act, 2013, (Ind AS Compliant Schedule III), as applicable to Standalone Financial Statement. The Financial Statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates and all values are rounded to the nearest lacs (00,000.00), except as otherwise indicated.

2.2 Basis of Preparation

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

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

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

2.3 Current versus Non-Current Classification

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

2.4 Property, Plant and Equipment – Tangible Assets

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

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

when replaced.

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

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

2.5 Intangible Assets

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

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

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

Goodwill arising on Amalgamation has been recognised in accordance with the approved Scheme as detailed in Note 37. Said Goodwill is being amortised in accordance with the scheme for which the Company has estimated useful life of 10 years. Such goodwill will be tested for impairment at every reporting period and wherever there is an indication that the recoverable amount is less than its carrying amount based on a number of factor including business plan, operating results, future cash flows and economic conditions. The recoverable amount is determined based on higher of Value in Use and Fair Value less cost to sell. The Company uses discounted cash flow method to determine the recoverable amount. Cash flow projections take into account past experience and represent management's best estimate about future developments.

2.6 Depreciation and Amortisation

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

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

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

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

2.7 Impairment of Non Financial Assets

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

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

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

2.8 Inventories

Inventories are stated at lower of cost and net realizable value.

Raw materials, Trading goods and Stores and spares : Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on Weighted Average Basis.

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

2.9 Foreign Currency Transactions

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

2.10 Investment in Subsidiaries

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

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

2.11.1 Financial Assets

A Financial Instrument is any contract that gives rise to a Financial Asset of one Entity and a Financial Liability or Equity Instrument of another Entity.

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

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

Financial Assets are classified as those measured at :

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

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

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

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

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

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

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

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

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

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

2.11.2 Financial Liabilities

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

De-recognition

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

Offsetting Financial Instruments

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

2.11.3 Equity Instruments

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

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

2.12 Revenue

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

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

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

Export Incentives in the form of duty drawbacks and Remission of Duties and Taxes on Export Products (RODTEP) are recognised on accrual basis against goods exported.

2.13 Government Grant

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

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

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

2.14 Employee Benefits

Short Term Obligations

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

Post Employment Obligations

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

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

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

- iv) The Company also contributes to the Central Government administered Employees' State Insurance Scheme for its eligible employees which is a Defined Contribution Plan.
- v) The Company provides Gratuity benefit to its employees through a Trustee managed Fund. Gratuity entitlement of the employees is as per provisions of the Payment of Gratuity Act, 1972. However, in case of employees joining before 1st April 2003 of erstwhile IFGL Refractories Limited, they are entitled to Gratuity as per Scheme framed by that Company or as per the Payment of Gratuity Act, 1972, whichever is higher. Liability towards Gratuity, Superannuation (Defined Benefit Plan) covering eligible employees, is provided and funded on the basis of year end Actuarial Valuation. The liability or asset recognised in the Balance Sheet in respect of Gratuity Plans is the present value of Defined Benefit Obligations at the end of the reporting period less the Fair Value of Plan Assets. The Defined Benefit Obligation is calculated annually by actuary using the Projected Unit Credit Method. The Present Value of the Defined Benefit Obligations is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on Government Bonds that have terms approximating to the terms of the related obligation. The Net Interest Cost is calculated by applying the discount rate to the net balance of the Defined Benefit Obligation and the Fair Value of Plan Assets. This cost is included in the Employee Benefit Expense in the Standalone Statement of Profit and Loss.
 Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in Other Comprehensive Income. They are included in Retained Earnings in the Statement of Changes in Equity and in the Balance Sheet.
- vi) Accrued Liability towards Compensated Absence, covering eligible employees, evaluated on the basis of year end Actuarial Valuation is recognised as a charge.

2.15 Leases

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

Company as a Lessee

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

Right of Use Assets

The Company recognises right of use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right of Use Assets are measured at cost, less any accumulated depreciation and impairment losses and adjusted for any remeasurement of lease liabilities. Right of Use Assets are depreciated on a straight-line basis over the lease term or estimated useful life of asset, whichever is less.

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

The Right of Use Assets are also subject to impairment. Refer to the accounting policies under Section 2.7: Impairment of Non Financial Assets.

Lease Liabilities

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

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

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

Short-term Leases and Leases of Low-Value Assets

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

2.16 Taxes on Income

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

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

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

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

2.17 Provisions

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

2.18 Operating Segments

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

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

2.19 Borrowing Costs

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

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

2.20 Cash and Cash Equivalents

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

2.21 Earnings per Share

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

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

2.22 Contingent Liabilities

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

2.23 Changes in Accounting Standard and recent accounting pronouncements

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

2.24 New and Amended Standards

a. Amendments to Ind AS 116 : Covid-19-Related Rent Concessions

MCA issued an amendment to Ind AS 116 Covid-19-Related Rent Concessions beyond 30th June 2021 to update the condition for lessees to apply the relief to a reduction in lease payments originally due on or before 30th June 2022 from 30th June 2021. The amendment applies to annual reporting periods beginning on or after 1st April 2021. In case a Lessee has not yet approved the Financial Statements for issue before the issuance of this amendment, then the same may be applied for annual reporting periods beginning on or after 1st April 2020.

These amendments had no impact on the Standalone Financial Statements of the Company.

b. Amendment to Ind AS 105, Ind AS 16 and Ind AS 28

The definition of "Recoverable Amount" is amended such that the words "the higher of an Asset's Fair Value less Costs to Sell and its Value in use" are replaced with "higher of an Asset's Fair Value less costs of disposal and its Value in Use". The consequential amendments are made in Ind AS 105, Ind AS 16 and Ind AS 28.

These amendments had no impact on the Standalone Financial Statements of the Company.

c. Amendments to Ind AS 109, Ind AS 107, Ind AS 104 and Ind AS 116 : Interest Rate Benchmark Reform

The amendments provide temporary reliefs which address the Financial Reporting effects when an Interbank Offered Rate (IBOR) is replaced with an alternative nearly Risk-Free Interest Rate (RFR).

The amendments include the following practical expedients :

- A practical expedient to require contractual changes, or changes to cash flows that are directly required by the reform, to be treated as changes to a floating interest rate, equivalent to a movement in a market rate of interest.
- Permit changes required by IBOR reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued.
- Provide temporary relief to entities from having to meet the separately identifiable requirement when an RFR instrument is designated as a hedge of a risk component .

These amendments had no impact on the Standalone Financial Statements of the Company. The Company intends to use the practical expedients in future periods if they become applicable.

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

d. Conceptual framework for Financial Reporting under Ind AS issued by ICAI

The Framework is not a Standard and it does not override any specific standard. Therefore, this does not form part of a set of standards pronounced by the standard-setters. While, the Framework is primarily meant for the standard-setter for formulating the standards, it has relevance to the preparers in certain situations such as to develop consistent accounting policies for areas that are not covered by a standard or where there is choice of accounting policy and to assist all parties to understand and interpret the Standards.

The amendments made in following standards due to Conceptual Framework for Financial Reporting under Ind AS includes amendment of the footnote to the definition of an Equity Instrument in Ind AS 102– Share Based Payments, footnote to be added for definition of liability i.e. definition of liability is not revised on account of revision of definition in conceptual framework in case of Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets etc.

The MCA has notified the Amendments to Ind AS consequential to Conceptual Framework under Ind AS vide notification dated 18th June 2021, applicable for annual periods beginning on or after 1st April 2021. Accordingly, the Conceptual Framework is applicable for preparers for accounting periods beginning on or after 1st April 2021.

These amendments have no impact on the Financial Statements of the Company.

3. USE OF ESTIMATES AND JUDGEMENTS :

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

Judgements in applying Accounting Policies

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

Key sources of estimation uncertainty

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

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

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

3.2 Fair Value Measurements and Valuation Processes

Some of the Company's Assets and Liabilities are measured at Fair Value for Financial Reporting purposes. Fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the Fair Value measurements are observable and the significance of the inputs to the Fair Value measurement in its entirety, which are described as follows :

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical Assets or Liabilities that the Entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the Asset or Liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the Asset or Liability. The Company engages third party valuers, where required, to perform the valuation. Information about the valuation techniques and inputs used in determining the Fair Value of various Assets and Liabilities are disclosed in the notes to the Standalone Financial Statements.

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

3.3. Actuarial Valuation

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

3.4. Claims, Provisions and Contingent Liabilities

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

3.5. Provision against obsolete and slow-moving Inventories

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

3.6. Impairment of Financial Assets

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

3.7 Taxes

Deferred Tax Assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses including unabsorbed depreciation can be utilised. Significant management estimate and assumptions is required to determine the amount Deferred Tax Assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. For details Refer Note 9.

3.8 Leases – Estimating the Incremental Borrowing Rate

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

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

	As at 31st March 2022	As at 31st March 2021
4.1. PROPERTY, PLANT AND EQUIPMENT :		
Net Carrying amounts of :		
Land (Freehold)	928.18	928.18
Buildings	4,014.58	2,536.26
Plant and Equipment	5,442.26	3,904.34
Furniture and Fixtures	35.84	34.04
Leasehold Improvements	2.26	2.26
Vehicles	259.72	262.10
Office Equipment	68.55	66.64
Computers	42.58	27.53
Total	10,793.97	7,761.35

	As at 31st March 2020	Additions	Discard / Disposals	As at 31st March 2021	Additions	Discard / Disposals	As at 31st March 2022
Gross Carrying Amount – Cost							
Land (Freehold)	928.18	–	–	928.18	–	–	928.18
Buildings	3,492.88	181.51	–	3,674.39	1,630.30	26.29	5,278.40
Plant and Equipment	13,357.54	759.00	551.11	13,565.43	2,664.16	443.45	15,786.14
Furniture and Fixtures	80.24	5.85	3.76	82.33	14.15	0.76	95.72
Leasehold Improvements	48.91	–	–	48.91	–	–	48.91
Vehicles	383.86	82.88	–	466.74	48.78	6.89	508.63
Office Equipment	175.57	21.29	9.40	187.46	25.85	28.86	184.45
Computers	125.07	18.16	0.59	142.64	33.74	4.33	172.05
Total	18,592.25	1,068.69	564.86	19,096.08	4,416.98	510.58	23,002.48

	As at 31st March 2020	Charge for the year	Discard / Disposals	As at 31st March 2021	Charge for the year	Discard / Disposals	As at 31st March 2022
Depreciation							
Land (Freehold)	–	–	–	–	–	–	–
Buildings	1,016.76	121.37	–	1,138.13	144.57	18.88	1,263.82
Plant and Equipment	9,052.27	980.68	371.84	9,661.11	1,052.68	369.91	10,343.88
Furniture and Fixtures	41.47	10.06	3.24	48.29	12.29	0.70	59.88
Leasehold Improvements	46.65	–	–	46.65	–	–	46.65
Vehicles	161.42	43.22	–	204.64	48.86	4.59	248.91
Office Equipment	108.78	17.70	5.66	120.82	20.53	25.45	115.90
Computers	96.34	18.97	0.20	115.11	18.48	4.12	129.47
Total	10,523.69	1,192.00	380.94	11,334.75	1,297.41	423.65	12,208.51

Notes :

The details of Property, Plant and Equipment hypothecated against other Borrowings are presented in Note 19.

On transition to Ind AS (i.e. 1st April 2017) the Company had elected to continue with Carrying value of all Property, Plant and Equipment measured as per the previous GAAP and use that Carrying value as the deemed cost of Property, Plant & Equipment.

4.2 RIGHT TO USE ASSET

As a Lessee :

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

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

Set out below are the Carrying Amounts of Right of Use Assets recognised and the movements during the period :	As at 31st March 2022	As at 31st March 2021
Leasehold Land		
Opening	1,563.68	1,622.84
Additions	411.63	–
Less: Depreciation Expense	127.34	59.16
Closing	1,847.97	1,563.68

Set out below are the Carrying Amounts of Lease Liabilities (at Amortised Cost) and the movements during the period :	As at 31st March 2022	As at 31st March 2021
Opening	961.58	943.74
Additions	411.62	–
Accretion of Interest	65.20	86.52
Reversal on modification of Lease	(64.63)	–
Payments	(274.36)	(68.68)
Closing	1,099.41	961.58
Non-Current	1,014.46	884.94
Current	84.95	76.64

The effective Interest Rate for Lease Liabilities is 9% with maturities ranging upto 90 years	As at 31st March 2022	As at 31st March 2021
Depreciation Expense of Right of Use Assets	127.34	59.16
Interest Expense on Lease Liabilities	65.20	86.52
Expense relating to Short-Term Leases (included in Other Expenses)	87.22	74.02
Total Amount recognised in Profit or Loss	279.76	219.70

4.3 CAPITAL WORK-IN-PROGRESS	As at 31st March 2022	As at 31st March 2021
Carrying amount at the beginning of the year	1,807.57	388.73
Additions during the year	4,071.96	2,487.53
Less: Capitalised during the year	4,416.98	1,068.69
Carrying Amount at the end of the year	1,462.55	1,807.57

Capital Work-in-Progress ageing schedule for Project in progress :	Amount in CWIP for a period of					Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years		
Capital Work-in-Progress						
As at 31st March 2022	1,450.97	11.58	–	–	1,462.55	
As at 31st March 2021	1,792.74	14.83	–	–	1,807.57	

Note :

There are no projects whose completion are over due or has exceeded its cost compared to its original plan for both the reporting period.

There are no projects as on 31st March 2022 and 31st March 2021 where activity has been temporarily suspended.

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

	As at 31st March 2022	As at 31st March 2021
5. GOODWILL :		
Net Carrying amounts of		
Goodwill (arising on Merger)*	10,679.76	13,349.71
Total	10,679.76	13,349.71

	As at 31st March 2020	Additions	As at 31st March 2021	Additions	As at 31st March 2022
Gross Carrying Amount					
Goodwill (arising on Merger)*	26,699.46	-	26,699.46	-	26,699.46
Total	26,699.46	-	26,699.46	-	26,699.46

	As at 31st March 2020	Charge for the year	As at 31st March 2021	Charge for the year	As at 31st March 2022
Amortisation					
Goodwill (arising on Merger)*	10,679.80	2,669.95	13,349.75	2,669.95	16,019.70
Total	10,679.80	2,669.95	13,349.75	2,669.95	16,019.70

*Refer Note 37

	As at 31st March 2022	As at 31st March 2021
6. OTHER INTANGIBLE ASSETS :		
Net Carrying amounts of		
Computer Software	78.83	19.83
Total	78.83	19.83

	As at 31st March 2020	Additions	As at 31st March 2021	Additions	Discard / Disposals	As at 31st March 2022
Gross Carrying Amount						
Computer Software	229.30	20.30	249.60	78.71	11.69	316.62
Total	229.30	20.30	249.60	78.71	11.69	316.62

	As at 31st March 2020	Charge for the year	As at 31st March 2021	Charge for the year	Discard / Disposals	As at 31st March 2022
Amortisation						
Computer Software	221.94	7.83	229.77	19.71	11.69	237.79
Total	221.94	7.83	229.77	19.71	11.69	237.79

Note :

On transition to Ind AS (i.e. 1st April 2017) the Company had elected to continue with Carrying value of all Other Intangible Assets measured as per the previous GAAP and use that Carrying Value as the deemed cost of Other Intangible Assets.

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

	As at 31st March 2022			As at 31st March 2021		
	QTY (Nos.)	Current	Non-Current	QTY (Nos.)	Current	Non-Current
7. INVESTMENTS						
A. Investments Carried at Cost						
Unquoted (Fully Paid)						
Investments in Equity Instruments						
Subsidiary Company :						
IFGL Worldwide Holdings Limited [Fully paid Equity Shares of GBP 1 each]	63,50,000	–	5,625.39	63,50,000	–	5,625.39
TOTAL INVESTMENTS CARRIED AT COST [A]		–	5,625.39		–	5,625.39
B. Investments Carried at Amortised Cost						
Quoted (Fully Paid)						
Investments in Non Convertible Debentures or Bonds						
Power Finance Corporation Limited [8.09% Tax Free Bonds of Face Value ₹ 100,000 each]	–	–	–	50	52.05	–
TOTAL INVESTMENTS CARRIED AT AMORTISED COST [B]		–	–		52.05	–
C. Investments carried at Fair Value Through Profit and Loss (FVTPL)						
Quoted* (Fully Paid)						
Investments in Mutual Funds						
– Aditya Birla Sun Life Short Term Fund–Direct Plan–Growth Option	2,62,136	106.27	–	2,62,136	100.80	–
– Axis Banking & PSU Debt Fund–Direct Plan– Growth Option	24,635	538.78	–	24,635	516.79	–
– Axis Short Term Fund –Direct Plan–Growth Option	68,98,897	1,840.83	–	68,98,897	1,752.45	–
– Axis Treasury Advantage Fund–Direct–Growth	–	–	–	12,084	299.99	–
– DSP Savings Fund–Direct Plan–Growth Option	–	–	–	12,91,917	501.85	–
– HDFC Corporate Bond Fund–Direct Plan –Growth Option	19,86,298	526.00	–	19,86,298	500.22	–
– HDFC Overnight Fund–Direct Plan–Growth Option	–	–	–	21,400	654.42	–
– ICICI Prudential Equity Savings Fund–Direct–Growth Option	62,70,081	1,139.27	–	–	–	–
– ICICI Prudential Banking and PSU Debt Fund–Direct Plan–Growth Option	23,64,462	636.52	–	23,64,462	605.69	–
– ICICI Prudential Short Term Fund –Direct Plan–Growth Option	12,05,854	615.53	–	12,05,854	586.28	–
– IDFC Banking & PSU Debt Fund–Direct Plan–Growth Option	52,93,345	1,079.39	–	52,93,345	1,034.35	–
– IDFC Bond Fund–Medium Term Plan–Direct Plan–Growth Option	–	–	–	13,18,242	509.47	–
– IDFC Bond Fund–Short Term Plan–Direct Plan–Growth Option	10,38,464	508.81	–	11,00,355	515.65	–
– IDFC Corporate Bond Fund Direct Plan–Growth Option	66,65,694	1,069.19	–	66,65,694	1,017.49	–
– Kotak Bond Short Term Plan–Growth–Direct	11,78,365	538.46	–	25,63,208	1,114.43	–

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

	As at 31st March 2022			As at 31st March 2021		
	QTY (Nos.)	Current	Non-Current	QTY (Nos.)	Current	Non-Current
- Kotak Corporate Bond Fund-Direct Plan-Growth Option	31,125	975.11	-	37,877	1,130.50	-
- Kotak Debt Hybrid Fund-Direct-Growth Option	4,57,060	217.48	-	-	-	-
- Kotak Equity Arbitrage Fund-Direct-Growth Option	16,46,328	521.38	-	-	-	-
- Kotak Equity Savings Fund-Direct - Growth Option	16,55,067	326.32	-	-	-	-
- SBI Banking & PSU Fund-Direct-Growth Option	-	-	-	18,349	468.64	-
- SBI Liquid Fund-Direct-Growth Option	-	-	-	18,699	602.40	-
- SBI Magnum Ultra Short Duration Fund -Direct-Growth Option	-	-	-	4,266	201.31	-
Investment in Bonds						
- Government of India (GOI) Bond	85,600	-	99.24	85,600	-	99.69
- SBI Perpetual Bond (8.5%)	50	-	518.88	50	-	518.87
- SBI Perpetual Bond (8.75%)	30	-	310.17	-	-	-
- SBI Perpetual Bond (7.72%)	10	-	1,006.22	-	-	-
Investment in Other Instruments	-	-	-	-	-	-
- Indigrd Invit	1,88,811	278.78	-	-	-	-
- Powergrid Invit	2,22,000	298.32	-	-	-	-
- ICICI Prudential Long Short Fund	1,99,990	208.03	-	-	-	-
- Edelweiss Crossover Opportunities Fund	9,52,679	121.81	-	-	-	-
TOTAL INVESTMENTS CARRIED AT FVTPL [C]		11,546.28	1,934.51		12,112.73	618.56
TOTAL INVESTMENTS CARRYING VALUE (A)+(B)+(C)		11,546.28	7,559.90		12,164.78	6,243.95
Other Disclosures						
Aggregate amount of Quoted Investments		11,546.28	1,934.51		12,164.78	618.56
Aggregate amount of Unquoted Investments		-	5,625.39		-	5,625.39
Aggregate Market Value of Quoted Investments		11,546.28	1,934.51		12,165.00	618.56

* Quoted includes repurchase price of Mutual Fund units.

	As at 31st March 2022		As at 31st March 2021	
	Current	Non-Current	Current	Non-Current
8. OTHER FINANCIAL ASSETS				
Unsecured, Considered Good				
At Amortised Cost				
a) Bank Deposits with more than 12 months maturity	-	-	-	325.00
b) Interest Accrued on Deposits	115.31	-	142.53	-
c) Advance to Gratuity Fund (Refer Note 28.6 and 35)	11.54	-	31.12	-
d) Loan	55.00	-	-	-
e) Claims Receivable	5.34	-	13.71	-
f) Security Deposits	-	230.40	-	226.75
g) Export Incentive Receivables	636.12	-	61.30	-
Total	823.31	230.40	248.66	551.75

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

9. DEFERRED TAX ASSETS/LIABILITIES (NET)

A. Components of Deferred Tax Assets and Liabilities as at 31st March 2022 is as below :

	Balance as at 1st April 2021	Recognised/ (Reversed) in Statement of Profit and Loss	Recognised/ (Reversed) in Balance Sheet	Balance as at 31st March 2022
Deferred Tax Assets				
Accrued Expenses deductible on payment basis and Allowance for Doubtful Debts	575.76	338.28	–	914.04
MAT Credit Entitlement	1,016.97	–	(1,016.97)	–
	1,592.73	338.28	(1,016.97)	914.04
Deferred Tax Liabilities				
Property, Plant and Equipment, Intangible Assets and ROU of Asset	4,899.27	(852.94)	–	4,046.33
Gain on Fair Valuation of Investment carried at FVTPL	74.12	206.25	–	280.37
	4,973.39	(646.69)	–	4,326.70
Net Deferred Tax Assets/(Liabilities)	(3,380.66)	984.96	(1,016.97)	(3,412.68)

	As at 31st March 2022	As at 31st March 2021
Deferred Tax related to items recognised to OCI (included above) during the year :		
Re-measurement Gain on Defined Benefit Plans	(0.75)	(14.68)
Total	(0.75)	(14.68)

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

	Balance as at 1st April 2020	Recognised/ (Reversed) in Statement of Profit and Loss	Recognised/ (Reversed) in Balance Sheet	Balance as at 31st March 2021
Deferred Tax Assets				
Unabsorbed Depreciation carried forward	482.10	(482.10)	–	–
Accrued expenses deductible on payment basis and Allowance for Doubtful Debts	504.75	71.01	–	575.76
Expenses related to Amalgamation	5.71	(5.71)	–	–
MAT Credit Entitlement	2,520.35	–	(1,503.38)	1,016.97
	3,512.91	(416.80)	(1,503.38)	1,592.73
Deferred Tax Liabilities				
Property, Plant and Equipment and Intangible Assets (Refer Note 39)	2,970.62	1,928.65	–	4,899.27
Gain on Fair Valuation of Investment carried at FVTPL	13.59	60.53	–	74.12
	2,984.21	1,989.18	–	4,973.39
Net Deferred Tax Assets/(Liabilities)	528.70	(2,405.98)	(1,503.38)	(3,380.66)

	As at 31st March 2022	As at 31st March 2021
10. INCOME TAX ASSETS (NET) :		
Advance Income Tax	330.66	239.89
Total	330.66	239.89

Income Tax Expense/(Benefits)

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

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

	As at 31st March 2022		As at 31st March 2021	
	Current	Non-Current	Current	Non-Current
11. OTHER ASSETS				
Unsecured, Considered Good				
a) Capital Advances	–	725.86	–	307.45
b) Advances to Suppliers	615.35	–	284.57	–
c) Balances with Government Authorities (other than Income Tax)	570.76	34.38	405.85	21.17
d) Pre-payments	119.37	–	128.49	–
e) Advance to Employees for Expenses	0.82	–	3.95	–
Total	1,306.30	760.24	822.86	328.62

	As at	As at
	31st March 2022	31st March 2021
12. INVENTORIES :		
a) Raw Materials and Components	9,247.97	4,365.81
b) Work-in-Progress	2,094.13	1,644.32
c) Finished Goods (Refer Note 44)	4,058.98	2,827.01
d) Stock-in-Trade	537.39	374.03
e) Stores and Spares	1,031.32	840.60
Total	16,969.79	10,051.77
Included in above, Goods-in-Transit :		
i) Raw Materials and Components	2,142.00	1,572.97
ii) Finished Goods	2,788.23	2,380.57
Total	4,930.23	3,953.54

12.1 Inventories are hypothecated against the other borrowings of the Company as referred in Note 19.

	As at	As at
	31st March 2022	31st March 2021
13. TRADE RECEIVABLES :		
At Amortised Cost		
a) Trade Receivables Considered Good – Unsecured	18,018.24	15,671.54
b) Trade Receivables – Unsecured – which have significant increase in Credit Risk [Refer Note 44]	2,146.43	1,208.80
Less: Allowance for Bad and Doubtful Debts	(2,146.43)	(1,208.80)
Total	18,018.24	15,671.54

13.1 For amounts due relating to Related Party Receivables see Note 35.

13.2 Trade Receivables are Non Interest Bearing.

13.3 No Trade or Other Receivables are due from Directors or other Officers of the Company either severally or jointly with any other person. Nor any trade or Other Receivables are due from Firms or Private Companies respectively in which any Director is a Partner, a Director or a Member.

13.4 Trade Receivables ageing schedule :

As at 31st March 2022	Outstanding for following periods from Invoice date					Total
	Less than 6 months	6 months – 1 year	1 – 2 years	2 – 3 years	More than 3 years	
i) Undisputed Trade Receivables – Considered Good	17,001.96	945.38	70.90	–	–	18,018.24
ii) Undisputed Trade Receivables – which have significant increase in Credit Risk	848.50	161.63	204.27	120.05	811.98	2,146.43

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

As at 31st March 2021	Outstanding for following periods from Invoice date					Total
	Less than 6 months	6 months – 1 year	1 – 2 years	2 – 3 years	More than 3 years	
i) Undisputed Trade Receivables – Considered Good	13,443.22	2,092.57	135.75	–	–	15,671.54
ii) Undisputed Trade Receivables – which have significant increase in Credit Risk	–	–	274.05	219.07	715.68	1,208.80

There are no unbilled Receivables, hence the same is not disclosed in the ageing schedule.

	As at 31st March 2022	As at 31st March 2021
14. CASH AND BANK BALANCES :		
(A) Cash and Cash Equivalents		
a) Balances with Banks		
– In Current Accounts	2.55	12.05
b) Cash on Hand	5.87	5.90
Total	8.42	17.95
(B) Bank Balances other than (A) above		
a) Deposits with original maturity beyond 3 months but not exceeding 12 months	705.00	4,230.00
b) Unclaimed Dividend Accounts (Refer Note 14.1)	114.88	94.89
c) Unspent Corporate Social Responsibility (Refer Note 30.2)	63.10	–
Total	882.98	4,324.89

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

14.2 Changes in Liabilities arising from Financing Activities

	Other Borrowings	Lease Liabilities	
		Current	Non-Current
As at 1st April 2021	3,602.55	76.64	884.94
Add: Cash Flow Changes	3,893.17	(209.73)	–
Add: Other Changes	19.81	218.04	129.52
As at 31st March 2022	7,515.53	84.95	1,014.46

Changes in Liabilities arising from Financing Activities

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

	As at 31st March 2022		As at 31st March 2021	
	No. of Shares	Amount	No. of Shares	Amount
15. SHARE CAPITAL :				
Authorised Share Capital				
Opening and Closing Balance (Equity Share of ₹ 10 per Share with Voting Rights)	4,30,00,000	4,300.00	4,30,00,000	4,300.00
5% Redeemable Preference Shares of ₹ 100/- each Opening and Closing Balance (Preference Share of ₹ 100/- per Share)	20,00,000	2,000.00	20,00,000	2,000.00
Issued, Subscribed and Fully Paid up Capital				
Opening and Closing Balance (Equity Share of ₹ 10/- per Share with Voting Rights)	3,60,39,312	3,603.93	3,60,39,312	3,603.93

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

15.1 Share issued pursuant to the Scheme of Amalgamation

Pursuant to the Scheme of Amalgamation as detailed in Note 37, the Company issued and allotted 3,46,10,472 Equity Shares of ₹ 10 each fully paid and 14,87,160 Equity Shares of the Company of ₹ 10 each fully paid held by erstwhile IFGL Refractories Limited were cancelled on 18th September 2017.

15.2 Terms/Rights attached to Equity Shares

The Company has only one class of Equity Shares having Face Value of ₹ 10 each. Each holder of such shares is entitled to 1 vote per Share. In the event of liquidation of the Company, the Equity Shareholders will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding. The Company in their General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board of Directors of the Company.

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

Name of the Shareholder	As at 31st March 2022		As at 31st March 2021	
	No. of Shares	% Holding	No. of Shares	% Holding
Bajoria Financial Services Private Limited – Holding Company	1,84,54,353	51.21	1,84,54,353	51.21
Bajoria Enterprises Limited (BEL) – Fellow Subsidiary	270	* 0.00	270	* 0.00

* below rounding norms

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

Name of the Shareholder	As at 31st March 2022		As at 31st March 2021	
	No. of Shares	% Holding	No. of Shares	% Holding
Bajoria Financial Services Private Limited – Holding Company	1,84,54,353	51.21	1,84,54,353	51.21
Krosaki Harima Corporation, Japan – Foreign Promoter of the Company	55,90,156	15.51	55,90,156	15.51

15.5 Details of shares held by Promoters (Equity Shares of ₹ 10 each fully paid) :

Promoter@ Name	Number of Equity Shares at the beginning of the year	Number of Equity Shares at the end of the year	% of Total Shares
As at 31st March 2022			
Shishir Kumar Bajoria	14,81,642	14,81,642	4.11%
S K Bajoria HUF (Shishir Kumar Bajoria)	3,14,995	3,14,995	0.87%
Smita Bajoria	44,613	44,613	0.12%
Mihir Bajoria	2,18,745	2,18,745	0.61%
Bajoria Financial Services Private Limited	1,84,54,353	1,84,54,353	51.21%
Bajoria Enterprises Limited	270	270	* 0.00%
Krosaki Harima Corporation	55,90,156	55,90,156	15.51%
TOTAL	2,61,04,774	2,61,04,774	72.43%
As at 31st March 2021			
Shishir Kumar Bajoria	14,81,642	14,81,642	4.11%
S K Bajoria HUF (Shishir Kumar Bajoria)	3,14,995	3,14,995	0.87%
Smita Bajoria	44,613	44,613	0.12%
Mihir Bajoria	2,18,745	2,18,745	0.61%
Bajoria Financial Services Private Limited	1,84,54,353	1,84,54,353	51.21%
Bajoria Enterprises Limited	270	270	* 0.00%
Krosaki Harima Corporation	55,90,156	55,90,156	15.51%
TOTAL	2,61,04,774	2,61,04,774	72.43%

* below rounding norms

@ Promoter here means promoter as defined in the Companies Act, 2013.

There is no change in Shareholding of the Promoters during the year ended 31st March 2022 and 31st March 2021.

15.6 The Company on 6th August 2016, issued and allotted 7,56,000 Ordinary Shares of ₹ 10/- each, fully paid up Bonus Shares in the proportion of 3.5 Bonus Share of ₹ 10/- each for every existing 10 (ten) Equity Shares ₹ 10/- each.

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

	Reserves and Surplus		Total
	Securities Premium	Retained Earnings	
16. OTHER EQUITY :			
Balance as at 31st March 2020	41,616.37	6,180.21	47,796.58
Add : Profit for the year	–	4,483.22	4,483.22
Add : Other Comprehensive Income for the year	–	27.34	27.34
Balance as at 31st March 2021	41,616.37	10,690.77	52,307.14
Add : Profit for the year	–	6,322.16	6,322.16
Less : Utilised for Dividend payment	–	(3,603.93)	(3,603.93)
Add : Other Comprehensive Income	–	1.39	1.39
Balance as at 31st March 2022	41,616.37	13,410.39	55,026.76

Notes :

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

16.1 The Board of Directors, at its meeting on 28th May 2022, have proposed a Final Dividend of ₹ 7 (70 %) per Equity Share for the Financial Year ended 31st March 2022 subject to the approval of Shareholders at the forthcoming Annual General Meeting and following Policy on Dividend Distribution of the Company. Proposed dividend is accounted for in the year in which it is approved by the Shareholders.

The Board of Directors, at its meeting on 5th June 2021, had proposed a Final Dividend of ₹ 4 (40 %) and one time Special Dividend of ₹ 6 (60%) per Equity Share for the Financial Year ended 31st March 2021. The total amount of ₹ 3,603.93 has been paid out during the year ended 31st March 2022, with approval of Equity Shareholders obtained at the Annual General Meeting.

	As at 31st March 2022	As at 31st March 2021
17. INCOME TAX LIABILITIES (NET)		
Income Tax Liabilities (Net)	156.58	157.27
Total	156.58	157.27

	As at 31st March 2022		As at 31st March 2021	
	Current	Non-Current	Current	Non-Current
18. PROVISIONS				
Provision for Employee Benefits				
– Compensated Absences	30.18	–	28.94	–
Total	30.18	–	28.94	–

	As at 31st March 2022	As at 31st March 2021
19. OTHER CURRENT BORROWINGS :		
At Amortised Cost		
Secured Borrowings		
Working Capital Loans repayable on demand	2,238.72	59.61
Packing Credit Loan repayable upto six months	5,276.81	3,542.94
Total	7,515.53	3,602.55

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

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

19.2 The Company has been sanctioned Working Capital limits in excess of ₹ five crores in aggregate from banks on the basis of security as mentioned in 19.1 above. The revised intimations in respect of amounts initially reported in quarterly returns/statements filed by the Company with such banks are in agreement with the books of accounts of the Company. The Company has also satisfied all debt covenants prescribed in the terms of Bank Loan. The Company has not defaulted on any loans payable.

	As at 31st March 2022	As at 31st March 2021
20. TRADE PAYABLES :		
At Amortised Cost		
Total Outstanding dues of Micro Enterprises and Small Enterprises	921.81	678.09
Total Outstanding dues of Creditors other than Micro Enterprises and Small Enterprises	9,949.93	7,835.51
Total	10,871.74	8,513.60

Trade Payables are non interest bearing except in case of delay of payment to MSME.

	As at 31st March 2022	As at 31st March 2021
20.1 Dues to the Micro Enterprises and Small Enterprises as defined under the MSMED Act, 2006		
1. The principal amount remaining unpaid to supplier as at the end of accounting year	921.81	678.09
2. The interest due thereon remaining unpaid to supplier as at the end of accounting year	0.25	0.22
3. The amount of interest paid in terms of Section 16, along with the amount of payment made to the supplier beyond the appointment day during the year 2021-22	-	-
4. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act.	0.25	0.22
5. The amount of interest accrued during the year and remaining unpaid at the end of the accounting year.	-	-

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

20.3. For amounts due relating to Related Party Payable see Note 35

20.4 Trade Payables ageing schedule :

	Outstanding for periods					Total
	Unbilled Dues/ Provision	Within 1 year	1 – 2 years	2 – 3 year	More than 3 years	
As at 31st March 2022						
i) Dues of Micro Enterprises and Small Enterprises	-	898.09	-	-	-	898.09
ii) Due of Creditor other than Dues of Micro Enterprises and Small Enterprises	2,437.88	7,414.03	72.81	19.59	5.62	9,949.93
iii) Disputed Dues of Micro Enterprises and Small Enterprises	-	23.72	-	-	-	23.72
As at 31st March 2021						
i) Dues of Micro Enterprises and Small Enterprises	-	678.09	-	-	-	678.09
ii) Due of Creditor other than Micro Enterprises and Small Enterprises	2,394.15	4,442.76	799.08	150.17	49.35	7,835.51

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

	As at 31st March 2022	As at 31st March 2021
21. OTHER FINANCIAL LIABILITIES :		
At Amortised Cost		
a) Unpaid Dividends (Refer Note 21.1)	114.88	94.89
b) Deposits	94.26	62.42
c) Payable to Employees	484.15	511.36
d) Creditors for Capital Supplies/Services	148.91	158.85
e) Liability towards Corporate Social Responsibility (Refer Note 30.2)	63.10	-
Total	905.30	827.52

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

21.2 For amounts due relating to Related Party Payable see Note 35.

21.3 Since deposited in March 22

	As at 31st March 2022	As at 31st March 2021
22. OTHER CURRENT LIABILITIES		
a) Advances received from Customers	123.06	1,280.60
b) Statutory Dues	554.43	505.01
Total	677.49	1,785.61

	For the year ended 31st March 2022	For the year ended 31st March 2021
23. REVENUE FROM OPERATIONS		
Revenue From		
Sale of Finished goods	69,776.90	55,146.05
Sale of Traded goods	5,868.13	7,287.94
Revenue From Sale of Products	75,645.03	62,433.99
Income from Service	1,142.48	1,073.51
Other Operating Income :		
Export Benefits	1,037.36	538.13
Net Gain on Foreign Exchange Rate Fluctuation and Translation	792.18	796.05
Other Operating Revenue	116.14	65.79
Total	78,733.19	64,907.47

	For the year ended 31st March 2022	For the year ended 31st March 2021
24. OTHER INCOME :		
Interest Income (Refer Note 24.1)	276.15	223.20
Liabilities no longer required written back	341.69	120.67
Other Non Operating Income (Refer Note 24.2)	783.93	333.11
Total	1,401.77	676.98

	For the year ended 31st March 2022	For the year ended 31st March 2021
24.1 Details of Interest Income		
Interest Income earned on Financial Assets that are not designated at Fair Value through Profit and Loss :		
On Bank Deposits	109.09	197.67
On Other Deposits	167.06	25.53
Total	276.15	223.20

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

	For the year ended 31st March 2022	For the year ended 31st March 2021
24.2 Other Non Operating Income		
Profit on Sale of Current Investments	66.25	117.23
Gain on Fair Valuation of Investments through Profit and Loss :		
– On Current Investments	611.16	212.11
Gain on Lease Modification	64.63	–
Sundry Receipts	41.89	3.77
Total	783.93	333.11

	For the year ended 31st March 2022	For the year ended 31st March 2021
25. COST OF RAW MATERIALS AND COMPONENTS CONSUMED		
Raw Materials and Components	36,377.27	25,298.10
Total	36,377.27	25,298.10

	For the year ended 31st March 2022	For the year ended 31st March 2021
26. PURCHASES OF STOCK-IN-TRADE		
Purchases of Stock-in-Trade	5,020.16	5,861.66
Total	5,020.16	5,861.66

	For the year ended 31st March 2022		For the year ended 31st March 2021	
27. (INCREASE) / DECREASE IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS				
Opening Stock				
Finished Goods	2,827.01		2,210.25	
Stock-in-Trade	374.03		412.97	
Work-in-Progress	1,644.32	4,845.36	1,459.26	4,082.48
Less : Closing Stock				
Finished Goods [Refer Note 44]	4,058.98		2,827.01	
Stock-in-Trade	537.39		374.03	
Work-in-Progress	2,094.13	6,690.50	1,644.32	4,845.36
Total		(1,845.14)		(762.88)

	For the year ended 31st March 2022	For the year ended 31st March 2021
28. EMPLOYEE BENEFITS EXPENSES :		
Salaries, Wages, Bonus and Remuneration	5,070.72	4,725.61
Contribution to Provident and Other Funds	310.36	288.72
Staff Welfare Expenses	232.57	161.97
Total	5,613.65	5,176.30

28.1 The Company has recognised in the Standalone Statement of Profit and Loss for the year ended 31st March 2022 an amount of ₹ 238.64 (31st March 2021 : ₹ 224.27) as expenses under Defined Contribution Plans.

28.2 Provident Fund (Funded)

Provident Fund contributions in respect of employees upto August 2017 of erstwhile IFGL Refractories Limited are made to a Trustee managed exempted Fund and interest paid to member thereof is not lower than that declared annually by the Central Government. Shortfall if any is made good by the Company. Membership to said Fund has been closed on and from 1st September 2017, subject to necessary approvals and / or permissions. Provident Fund in respect of remaining employees are made to Statutory Provident Fund established by the Central Government. Based on the final guidance for measurement of Provident Fund Liabilities

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

of the Trustee managed Fund issued by the Actuarial Society of India, the Company's Liability at the year end of ₹ Nil (31.03.2021: ₹ Nil) has been actuarially determined by an Independent Actuary and provided for.

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

	For the year ended 31st March 2022	For the year ended 31st March 2021
Discount Rate	6.80%	6.60%
Expected Guaranteed Interest Rate	8.10%	8.50%

28.3 Gratuity (Funded)

The Company provides for Gratuity benefit to its employees. Gratuity entitlement of the employees is as per the provision of the Payment of Gratuity Act, 1972. However in case of employees joining before 1st April 2003 of erstwhile IFGL Refractories Limited, they are entitled to Gratuity as per scheme framed by that Company or as per the Payment of Gratuity Act, 1972, which ever is higher. Liability with regard to Gratuity plan are determined by the Actuarial Valuation as set out in Note 2.14 (v) above, based on which the Company makes contribution to the fund using Projected Unit Credit Method. The most recent actuarial valuation of the Fund was carried out as at 31st March 2022.

28.4 Superannuation (Funded)

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

28.5 Compensated Absence (Unfunded)

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

28.6 Following are further particulars with respect to Defined Benefit Plans of the Company for the year ended 31st March 2022 :

	Gratuity (Funded)		Superannuation (Funded)	
	As at 31st March 2022	As at 31st March 2021	As at 31st March 2022	As at 31st March 2021
a) Reconciliation of the Opening and Closing Balances of Present Value of Defined Benefit Obligation :				
Present Value of Obligation as at the beginning of the year	726.08	671.58	46.18	62.05
Service Cost	75.37	66.21	-	-
Interest Cost	45.29	43.06	2.69	3.94
Actuarial (Gains)	(8.71)	(16.40)	(7.36)	(15.11)
(Benefits Paid)	(58.57)	(38.37)	(9.65)	(4.70)
Present Value of Obligation as at the end of the year	779.46	726.08	31.86	46.18
b) Reconciliation of the Opening and Closing Balances of the Fair Value of Plan Assets :				
Fair Value of Plan Assets as at the beginning of the year	757.20	671.39	608.93	544.67
Interest Income	48.94	44.82	39.27	35.79
Remeasurement Gains/(Losses)	(6.57)	25.62	(1.14)	33.17
Contribution by the Company	50.00	53.74	-	-
(Benefits Paid)	(58.57)	(38.37)	(9.65)	(4.70)
Fair Value of Plan Assets as at the end of the year	791.00	757.20	637.41	608.93
c) Reconciliation of the Present Value of Defined Benefit Obligation and Fair Value of the Plan Assets :				
Fair Value of Plan Assets as at the end of the year	791.00	757.20	637.41	608.93
Present value of Obligation as at the end of the year	779.46	726.08	31.86	46.18
Assets recognised in the Balance Sheet	11.54	31.12	# 605.55	# 562.75

Actual amount of Asset in the Balance Sheet Nil (31st March 2021: Nil)

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

	Gratuity (Funded)		Superannuation (Funded)	
	For the year ended 31st March 2022	For the year ended 31st March 2021	For the year ended 31st March 2022	For the year ended 31st March 2021
d) Expense recognised in the Statement of Profit and Loss :				
Employee Benefits Expense :				
Service Cost	75.37	66.21	-	-
Net Interest Expenses	(3.65)	(1.76)	(36.58)	(31.85)
Other Comprehensive Income :				
Actuarial (Gains)	(2.14)	(42.02)	(6.22)	(48.28)
Total Expense as per the Actuarial Valuation	69.58	22.43	(42.80)	(80.13)
Actual Expenses Recognised	* 69.58	* 22.43	-	-
*The Expenses for the above benefit are recognised under 'Contribution to Provident and Other Funds' on Note 28.				
e) Category of Plan Assets :				
GOI Securities (%)	0.29	0.53	1.00	1.00
Units of Insurers (%)	97.80	98.15	95.00	95.00
Others (including Bank Balances) (%)	1.91	1.32	4.00	4.00
	100.00	100.00	100.00	100.00
f) Principal Actuarial Assumptions :				
Discount Rate (per annum) (%)	6.80	6.50	6.80	6.50
Rate of Increase in Salaries (%)	6.00	6.00	NA	NA
Remaining Working Life (in Years)	24.22	23.78	6.39	7.09
Mortality Rate	Indian Assured Lives Mortality (2006-08) (modified) Ult.	Indian Assured Lives Mortality (2006-08) (modified) Ult.	Indian Assured Lives Mortality (2006-08) (modified) Ult.	Indian Assured Lives Mortality (2006-08) (modified) Ult.
Method Used	Projected Unit Credit Method			
Actual Return on Plan Assets	42.37	70.44	38.13	68.96

g) Other Disclosures :

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

Sensitivity Analysis

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

	As at 31st March 2022		As at 31st March 2021	
	Impact on Defined Benefit Obligation (Gratuity)			
	Increase	Decrease	Increase	Decrease
Discount Rate (-/+ 1%) % change compared to base due to Sensitivity	(49.48)	57.40	(46.67)	53.90
Salary Growth Rate (-/+ 1%) % change compared to base due to Sensitivity	55.64	(49.64)	53.08	(46.89)

	As at 31st March 2022		As at 31st March 2021	
	Impact on Defined Benefit Obligation (Superannuation)			
	Increase	Decrease	Increase	Decrease
Discount Rate (-/+ 1%) % change compared to base due to Sensitivity	(0.37)	0.38	(0.74)	0.78
Salary Growth Rate (-/+ 1%) % change compared to base due to Sensitivity	NA	NA	NA	NA

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

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

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

Risk Exposure :

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

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

Defined Benefit Liability and Employer Contributions

Expected contributions to post-employment benefit plans for the year ending 31st March 2022 : Nil

The Weighted Average duration of the Defined Benefit Obligation (Gratuity) is 7 years (31st March 2021 - 7 years). The expected maturity analysis of Undiscounted Gratuity is as follows :

	As at 31st March 2022	As at 31st March 2021
Year 1	88.02	37.56
Year 2	93.31	120.38
Year 3	90.11	90.76
Year 4	104.49	89.88
Year 5	118.79	101.46
Year 6 to 10	564.62	534.36

The Weighted Average duration of the Defined Benefit Obligation (Superannuation) is 1 year (31st March 2021 - 2 years). The expected maturity analysis of payment for Superannuation is as follows :

	As at 31st March 2022	As at 31st March 2021
Year 1	17.52	4.83
Year 2	5.27	29.40
Year 3	3.66	5.34
Year 4	2.45	3.71
Year 5	1.01	2.50
Year 6 to 10	4.96	6.09

	For the year ended 31st March 2022	For the year ended 31st March 2021
29. FINANCE COSTS		
Interest on Borrowing with Banks and Others	233.96	149.36
Interest on Lease Liabilities (Refer Note 4.2)	65.20	86.52
Total	299.16	235.88

Notes to the Standalone Financial Statements (Contd.)

	For the year ended 31st March 2022		For the year ended 31st March 2021	
	(₹ in lacs)			
30. OTHER EXPENSES :				
Consumption of Stores and Spares		1,543.59		1,178.58
Power and Fuel		3,056.27		2,060.06
Rent		87.22		74.02
Rates and Taxes		53.75		51.58
Repairs and Maintenance :				
– Plant and Machinery	235.91		156.41	
– Buildings	55.21		52.10	
– Others	277.27	568.39	261.09	469.60
Insurance		108.19		85.67
Payment to Auditors (Refer Note 30.1)		36.82		30.00
Directors' Sitting Fees		7.65		8.70
Bank Charges		128.21		148.70
Computerisation Expenses		59.70		31.47
Provision for Doubtful Trade Receivables/Advances (Refer Note 44)		937.63		161.20
Sundry Debit Balances/Advances written off		63.89		183.51
Travelling and Conveyance		383.93		140.41
Site Contractor Expenses		1,972.03		1,771.82
Printing and Stationery		8.08		6.44
Processing Charges		980.33		737.76
Corporate Social Responsibility Expenditure (Refer Note 30.2)		113.10		68.18
Legal and Professional Charges		368.75		312.81
Postage, Telephone, Telex etc.		47.01		43.44
Service Charges		127.72		111.11
Sales Commission (Refer Note 44)		2,500.24		2,328.27
Packing Expenses		1,819.55		1,363.59
Delivery and Forwarding Expenses		6,523.80		3,766.52
Net Loss on Sale of Property, Plant and Equipment		12.61		125.08
Security Charges		66.34		61.51
Miscellaneous Expenses		260.81		396.30
Total		21,835.61		15,716.33

	For the year ended 31st March 2022	For the year ended 31st March 2021
30.1 Payment to Auditors		
As Auditors (For Statutory Audit including Limited Reviews)	36.00	30.00
Reimbursement of Expenses	0.82	–
Total	36.82	30.00

30.2 Corporate Social Responsibility Expenditure

- a) Gross amount required to be spent by the Company during the year is ₹ 113.10 (31st March 2021: ₹ 68.18).
- b) Amount approved by the Board to be spent during the year is ₹ 113.10 (31st March 2021: ₹ 68.18).
- c) Amount spent during the year ending 31st March 2022 on

	In Cash	Yet to be paid in Cash	Total
i) Construction/Acquisition of any Asset	–	–	–
ii) On purposes other than i) above	50.00	63.10	113.10
Total	50.00	63.10	113.10

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

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

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

e) Details related to Spent / Unspent Obligations :

	For the year ended 31st March 2022	For the year ended 31st March 2021
i) Contribution to Public Trust	–	–
ii) Contribution to Charitable Trust	50.00	68.18
iii) Unspent amount in relation to:	–	–
– Ongoing Project	–	–
– Other than Ongoing Project	63.10	–
Total	113.10	68.18

f) In case of Section 135(5) (Other than Ongoing Project)

	For the year ended 31st March 2022	For the year ended 31st March 2021
Opening Balance	–	–
Amount deposited in Specified Fund of Schedule VII within 6 months	63.10	–
Amount required to be spent during the year	113.10	68.18
Amount spent during the year	50.00	68.18
Closing Balance	–	–

There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a Special Account in compliance of provision of sub section (6) of Section 135 of Companies Act.

	For the year ended 31st March 2022	For the year ended 31st March 2021
31. EARNINGS PER SHARE (EPS) – THE NUMERATORS AND DENOMINATORS USED TO CALCULATE BASIC AND DILUTED EPS		
Profit after Tax attributable to the Equity Shareholders (A)	6,322.16	4,483.22
Weighted Average number of Equity Shares (in Numbers) (B)	3,60,39,312	3,60,39,312
Nominal Value of Equity Shares (in ₹)	10.00	10.00
Face value of Equity Share (in ₹)	10.00	10.00
Basic & Diluted EPS (A/B)	17.54	12.44
Basic & Diluted EPS (A/B) (Adjusted) [Refer Note 39]	17.54	18.04

	As at 31st March 2022	As at 31st March 2021
32. CONTINGENT LIABILITIES :		
a) Claims against the Company not acknowledged as Debts:		
i) Sales Tax matter under dispute relating to issues of applicability and classification [related payments ₹ 35.41 (31st March 2021 ₹ 35.41)]	6.88	6.88
ii) Goods and Service Tax matter under dispute [related payments ₹ 0.03 (31st March 2021 ₹ 0.03)]	54.15	0.56
iii) Income Tax matters under dispute relating to issues of applicability and determination [related payments ₹ 0.54 (31st March 2021 ₹ 0.54)]	572.39	572.39
iv) Service Tax matter under dispute relating to issue of applicability	37.11	37.11
v) Duty Drawback relating to Custom Act, 1962	1.59	1.59

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

- b) The Company has challenged vires of Explanation to Section 10AA(1) of the Income Tax Act, 1961 inserted on and from Assessment Year beginning 1st April 2018 by filing Writ Petition No 544 of 2019 before Hon'ble High Court at Calcutta, which has been admitted on 7th November 2019, on grounds that such explanation denies the benefit that was intended to be provided under the said Section. Management believes, supported by legal opinion obtained, that the Company will be able to defend its position of continuing to determine its Income Tax obligation based on provisions of the Income Tax Act, 1961 applicable prior to insertion of the aforesaid explanation. Consequently, the resultant Deferred Tax Asset of ₹ 1,203.59 (31st March 2021 : ₹ 1,203.59) has been considered realisable and, hence, continues to be recognised in these Financial Statements till 31st March 2022. In the opinion of the Management, outcome of these proceedings will not have a material effect on the Company's financial position and result of operations.

The Company has assessed that it is only possible, but not probable, that outflow of economic resources will be required.

	As at 31st March 2022	As at 31st March 2021
33. CAPITAL AND OTHER COMMITMENTS		
Estimated Value of Contracts on Capital Account remaining to be executed (Net of Advances) and not provided for	2,631.96	1,108.17
Other Commitments (in respect of Current Investment)	100.00	-
Total	2,731.96	1,108.17

34 FINANCIAL INSTRUMENTS AND RELATED DISCLOSURES :

34.1 Capital Management

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

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

	As at 31st March 2022	As at 31st March 2021
Borrowings (Including Lease Liabilities)	8,614.94	4,564.13
Less: Cash & Cash Equivalents	8.42	17.95
Net Debt	8,606.52	4,546.18
Equity	58,630.69	55,911.07
Gearing Times	0.15	0.08

34.2 Categories of Financial Instruments

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

	As at 31st March 2022		As at 31st March 2021	
	Carrying Value	Fair Value	Carrying Value	Fair Value
A. Financial Assets				
a) Measured at Amortised Cost				
i) Cash and Cash Equivalents	8.42	8.42	17.95	17.95
ii) Other Bank Balances	882.98	882.98	4,324.89	4,324.89
iii) Investment	-	-	52.05	52.27
iv) Trade Receivables	18,018.24	18,018.24	15,671.54	15,671.54
v) Other Financial Assets	1,053.71	1,053.71	800.41	800.41
Sub-total	19,963.35	19,963.35	20,866.84	20,867.06
b) Measured at Fair Value through Profit or Loss				
Investment In Mutual Funds, Bond & Others	13,480.79	13,480.79	12,731.29	12,731.29
Sub-total	13,480.79	13,480.79	12,731.29	12,731.29
c) Measured at Cost				
Investment in Subsidiaries	5,625.39	5,625.39	5,625.39	5,625.39
Sub-total	5,625.39	5,625.39	5,625.39	5,625.39
Total Financial Assets	39,069.53	39,069.53	39,223.52	39,223.74

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

	As at 31st March 2022		As at 31st March 2021	
	Carrying Value	Fair Value	Carrying Value	Fair Value
B. Financial Liabilities				
a) Measured at Amortised Cost				
i) Other Borrowings	7,515.53	7,515.53	3,602.55	3,602.55
ii) Trade Payables	10,871.74	10,871.74	8,513.60	8,513.60
iii) Other Financial Liabilities	905.30	905.30	827.52	827.52
iv) Lease Liabilities	1,099.41	1,099.41	961.58	961.58
Sub-total	20,391.98	20,391.98	13,905.25	13,905.25
Total Financial Liabilities	20,391.98	20,391.98	13,905.25	13,905.25

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

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

The Fair Values of the Company's interest-bearing borrowings and loans are determined by using DCF method using discount rate that reflects issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at 31st March 2022 was assessed to be insignificant. The discount for lack of marketability represents the amounts that the Company has determined that market participants would take into account when pricing the Investments.

34.3 Financial Risk Management Objectives

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

a) Market Risk

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

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

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

Fair Value Hierarchy

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

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

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

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

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

As at 31st March 2022				
	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment In Mutual Funds, Bond & Others	13,480.79	-	-	13,480.79
	13,480.79	-	-	13,480.79

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

There have been no transfers between Level 1 and Level 2 during the years ended 31st March 2022 and 31st March 2021.

i. Foreign Currency Risk

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

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

As at 31st March 2022	USD	EURO	GBP	AED	Total
Financial Assets	2,899.24	6,905.25	197.49	241.56	10,243.54
Financial Liabilities	3,014.77	6,298.97	60.67	98.75	9,473.16
As at 31st March 2021					
Financial Assets	2,669.49	5,176.89	147.06	22.64	8,016.08
Financial Liabilities	1,490.52	4,447.46	10.45	37.18	5,985.61

Un-hedged Foreign Currency Balances :

		As at	As at
		31st March 2022	31st March 2021
i) Financial Liabilities	USD	3,014.77	1,490.52
	EURO	6,298.97	4,447.46
	GBP	60.67	10.45
	AED	98.75	37.18
ii) Financial Assets	USD	2,899.24	2,669.49
	EURO	6,905.25	5,176.89
	GBP	197.49	147.06
	AED	241.56	22.64

Foreign Currency Sensitivity

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

	As at 31st March 2022		As at 31st March 2021	
	Impact on Profit	Impact on pre Tax Equity	Impact on Profit	Impact on pre Tax Equity
USD	(5.78)	(5.78)	58.95	58.95
EURO	30.31	30.31	36.47	36.47
GBP	6.84	6.84	6.83	6.83
AED	7.14	7.14	(0.73)	(0.73)

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

Figures in brackets indicate decrease in profit

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

ii. Interest Rate Risk

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

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

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

	As at 31st March 2022		As at 31st March 2021	
	Impact on Profit	Impact on pre Tax Equity	Impact on Profit	Impact on pre Tax Equity
INR	(5.03)	(5.03)	(0.30)	(0.30)
USD	(6.17)	(6.17)	(1.46)	(1.46)
EURO	(26.38)	(26.38)	(16.25)	(16.25)

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

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

iii. Price Risk

The Company invests its surplus funds primarily in Mutual Funds, Bonds and others measured at Fair Value through Profit or Loss. Aggregate value of such Investments as at 31st March 2022 is ₹ 13,480.79 (31st March 2021: ₹ 12,731.29). Investments in the Mutual Fund schemes are measured at fair value. Accordingly, these do not pose any significant Price Risk.

	As at 31st March 2022		As at 31st March 2021	
	Impact on Profit	Impact on pre Tax Equity	Impact on Profit	Impact on pre Tax Equity
Investment In Mutual Funds, Bonds & Others				
0.5% Increase in Price	67.40	67.40	63.66	63.66
0.5% Decrease in Price	(67.40)	(67.40)	(63.66)	(63.66)

b) Liquidity Risk

Liquidity Risk is the Risk that the Company may encounter difficulty in meeting its obligations. The Company mitigates its liquidity risks by ensuring timely collections of its Trade Receivables, close monitoring of its credit cycle and ensuring optimal movements of its Inventories. The table below provides details regarding remaining contractual maturities of significant Financial Liabilities at the reporting date.

	As at 31st March 2022		As at 31st March 2021	
	Current	Non-Current	Current	Non-Current
A. Financial Assets				
i) Cash and Cash Equivalents	8.42	–	17.95	–
ii) Other Bank Balances	882.98	–	4,324.89	–
iii) Investment in Subsidiaries	–	5,625.39	–	5,625.39
iv) Trade Receivables	18,018.24	–	15,671.54	–
v) Other Financial Assets	823.31	230.40	248.66	551.75
vi) Investment In Mutual Funds, Bond and Others	11,546.28	1,934.51	12,112.73	618.56
vii) Investment in PFC Bond	–	–	52.05	–
Total	31,279.23	7,790.30	32,427.82	6,795.70

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

	As at 31st March 2022		As at 31st March 2021	
	Current	Non-Current	Current	Non-Current
B. Financial Liabilities				
i) Other Borrowings	7,515.53	–	3,602.55	–
ii) Trade Payables	10,871.74	–	8,513.60	–
iii) Other Financial Liabilities	905.30	–	827.52	–
iv) Lease Liabilities	84.95	1,014.46	76.64	884.94
Total	19,377.52	1,014.46	13,020.31	884.94

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

c) Credit Risk

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

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

	As at 31st March 2022	As at 31st March 2021
Opening Balance :	1,208.80	1,047.59
Add : Provisions made	1,001.52	344.72
Less : Utilisation made for impairment / derecognition	(63.89)	(183.51)
Closing Balance	2,146.43	1,208.80

35. RELATED PARTY DISCLOSURE :

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

a) List of Related Parties

Where Control exists	
Holding Company	Bajoria Financial Services Private Limited
Subsidiary Companies (including Step Down Subsidiaries)	IFGL Worldwide Holdings Limited
	IFGL Monocon Holdings Limited
	Monocon International Refractories Limited
	Monocon Overseas Limited
	Mono Ceramics Inc.
	Monotec Refratarios Ltda
	Tianjin Monocon Refractories Company Limited
	Tianjin Monocon Aluminous Refractories Company Limited
	Goricon Metallurgical Services Limited
	IFGL GmbH
	Hofmann Ceramic GmbH
	Hofmann Ceramic CZ s.r.o.
	IFGL Inc.
	El Ceramic LLC
Fellow Subsidiaries	Heritage Health Insurance TPA Private Limited
	Ganges Art Gallery Private Limited
	Bajoria Enterprises Limited
	Heritage Health Knowledge Services Private Limited
	Essentially Healthy Private Limited

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

Others :	
Key Management Personnel	S K Bajoria (Chairman) P Bajoria (Managing Director till 18.07.2021) James L McIntosh (Managing Director w.e.f 01.09.2021) Kamal Sarda (Director and Chief Executive Officer and also designated as Chief Financial Officer from 08.02.2020 till 12.11.2021) Rajesh Agarwal (Company Secretary) Amit Agarwal (Chief Financial Officer w.e.f 13.11.2021)
Non Executive Directors	Kanwar Satyabrata Sanyal Sudhamoy Khasnobis Duraiswamy Gunaseela Rajan Kiyotaka Oshikawa (resigned w.e.f. 13.02.2021) Debal Kumar Banerji Bharati Ray Tetsuo Tsuzuki Yuji Yamaguchi (appointed w.e.f 13.02.2021)
Relatives of Key Management Personnel	Smita Bajoria (Wife of Chairman) Akshay Bajoria (Son of P Bajoria)
Enterprises in which Key Management Personnel has Significant Influence	Heritage Insurance Brokers Private Limited Bajoria Service Providers LLP Bajoria Holdings Private Limited Bajoria Estate Private Limited Bajoria Knowledge Private Limited
Post Employment Benefit	IFGL Refractories Limited Staff Provident Fund IFGL Exports Limited Employees Gratuity Fund IFGL Refractories Limited Employees Superannuation Fund

	As at/For the year ended 31st March 2022	As at/For the year ended 31st March 2021
b) Particulars of Transactions during the year and year end balances		
I) With Holding Company : Bajoria Financial Services Private Limited		
Rent for Office Premises	36.73	36.73
	36.73	36.73
II) With Subsidiaries including Step down Subsidiaries		
Purchase of Raw Material / Traded goods		
Monocon International Refractories Limited	29.72	265.28
Tianjin Monocon Refractories Company Limited	1,410.85	2,987.39
Tianjin Monocon Aluminous Refractories Company Limited	358.78	7.69
Hofmann Ceramic GmbH	17.60	50.46
Mono Ceramics Inc.	0.90	-
	1,817.85	3,310.82
Purchase of Capital Goods		
Monocon International Refractories Limited	-	2.54
Tianjin Monocon Refractories Company Limited	0.74	33.28
	0.74	35.82

Notes to the Standalone Financial Statements (Contd.)

	(₹ in lacs)	
	As at/For the year ended 31st March 2022	As at/For the year ended 31st March 2021
Sale of Finished Goods		
Monocon International Refractories Limited	811.03	856.98
Mono Ceramics Inc.	221.93	145.79
Tianjin Monocon Refractories Company Limited	2.88	4.95
EI Ceramics LLC	35.97	4.30
Hofmann Ceramic GmbH	2.79	-
	1,074.60	1,012.02
Sale of Capital Goods		
Mono Ceramics Inc.	22.56	-
	22.56	-
Commission Expense		
Mono Ceramics Inc.	50.88	37.47
Hofmann Ceramic GmbH	152.15	91.00
	203.03	128.47
Expenses Reimbursed		
Mono Ceramics Inc.	16.26	-
Monocon International Refractories Limited	15.53	-
	31.79	-
Expenses Recovered/Received		
Monocon International Refractories Limited	15.46	-
Mono Ceramics Inc.	19.99	9.66
EI Ceramics LLC	4.87	-
	40.32	9.66
YEAR END BALANCES		
Trade Payables		
Monocon International Refractories Limited	33.78	10.56
Hofmann Ceramic GmbH	-	16.85
Tianjin Monocon Refractories Company Limited	-	187.13
Tianjin Monocon Aluminous Refractories Company Limited	187.73	-
Mono Ceramics Inc.	0.90	-
	222.41	214.54
Commission Payable		
Mono Ceramics Inc.	28.73	15.65
Hofmann Ceramic GmbH	-	16.39
	28.73	32.04
Trade Receivables		
Monocon International Refractories Limited	204.65	114.42
Mono Ceramics Inc.	156.09	64.21
EI Ceramics LLC	29.15	4.30
	389.89	182.93
Non-Current Investment		
IFGL Worldwide Holdings Limited	5,625.39	5,625.39
	5,625.39	5,625.39

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

	As at/For the year ended 31st March 2022	As at/For the year ended 31st March 2021
III) With Fellow Subsidiaries and Enterprises in which Key Management Personnel has Significant Influence		
Expenses Reimbursement/Incurred		
Ganges Art Gallery Private Limited	–	6.03
Bajoria Enterprises Limited	12.00	12.00
Essentially Healthy Private Limited	0.04	–
	12.04	18.03
Expenses Recovered/Received		
Heritage Insurance Brokers Private Limited	–	0.02
Bajoria Holdings Private Limited	–	0.47
Essentially Healthy Private Limited	–	0.31
	–	0.80
IV) With Key Management Personnel		
Key Management Personnel Remuneration (Short Term Benefits)		
S K Bajoria (Chairman)	191.02	179.49
P Bajoria (Managing Director till 18.07.2021)	225.04	329.68
James Leacock McIntosh (Managing Director w.e.f 01.09.2021) #	92.36	–
Kamal Sarda (Director and Chief Executive Officer and also designated as Chief Financial Officer from 08.02.2020 till 12.11.2021)	128.15	106.50
Rajesh Agarwal (Company Secretary)	136.70	127.67
Amit Agarwal (Chief Financial Officer w.e.f 13.11.2021)	29.78	–
	803.05	743.34
# Excluding ₹ 204.55 paid from Wholly Owned subsidiary in accordance with approval in Extra Ordinary General Meeting		
Director's Commission		
S K Bajoria (Chairman)	91.69	103.28
P Bajoria (Managing Director till 18.07.2021)	27.38	103.28
	119.07	206.56
Director's Commission Payable		
S K Bajoria (Chairman)	91.69	103.28
P Bajoria (Managing Director till 18.07.2021)	22.28	103.28
	113.97	206.56
Non Executive Directors		
Kanwar Satyabrata Sanyal	1.10	1.90
Sudhamoy Khasnobis	0.85	1.05
Duraiswamy Gunaseela Rajan	1.40	1.50
Kiyotaka Oshikawa (resigned w.e.f. 13.02.2021)	–	0.60
Debal Kumar Banerji	2.25	1.75
Bharati Ray	0.65	0.90
Tetsuo Tsuzuki	0.80	0.80
Yuji Yamaguchi (appointed w.e.f 13.02.2021)	0.60	0.20
	7.65	8.70
V) With Relative of Key Management Personnel		
Remuneration		
Akshay Bajoria (Son of P Bajoria)	54.57	61.19
	54.57	61.19

Notes to the Standalone Financial Statements (Contd.)

	(₹ in lacs)	
	As at/For the year ended 31st March 2022	As at/For the year ended 31st March 2021
VI) With Other – Post Employment Benefit		
Expenditure		
IFGL Refractories Limited Staff Provident Fund	36.05	37.11
IFGL Exports Limited Employees Gratuity Fund	69.58	22.43
IFGL Refractories Limited Employees Superannuation Fund	44.95	46.54
	150.58	106.08
Year End Balance – Payable		
IFGL Refractories Limited Staff Provident Fund	11.67	12.28
	11.67	12.28
Year End Balance – Receivable		
IFGL Exports Limited Employees Gratuity Fund	11.54	31.12
	11.54	31.12

The remuneration to the Key Managerial Personnel include provisions towards Gratuity and Leave Benefits as they are determined on an actuarial basis for the Company as a whole. Amount of such provision pertaining to Key Managerial Personnel are not ascertainable and therefore, not included in above.

Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2022, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31st March 2021: Nil).

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

The Company operates in a single segment and is engaged in the business of manufacture, trading, sale of refractories and services thereof. In terms of Ind AS 108 'Segment Reporting' prescribed under Section 133 of the Companies Act 2013 segment information is presented in the Consolidated Financial Statements of the Company. Given below is the information relating to Geographical Market of the Company :

	As at/For the year ended 31st March 2022	As at/For the year ended 31st March 2021
1. Revenue from Operations		
Within India	35,467.88	26,782.27
Outside India	43,265.31	38,125.20
Total	78,733.19	64,907.47
2. Non Current Assets excluding Income Tax Assets (Net) and Financial Assets		
Within India	33,183.22	31,074.71
Outside India	–	–
Total	33,183.22	31,074.71
3. Capital Expenditure	4,907.31	1,088.99

No customer individually accounted for more than 10% of the revenues during the year ended 31st March 2022 and 31st March 2021.

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

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

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

In accordance with the provisions of aforesaid scheme–

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

38. TAX EXPENSE :

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

	For year ended 31st March 2022	For year ended 31st March 2021
Current Tax Expense recognised in Profit or Loss		
Current Tax	3,383.39	3,284.12
Excess Provision of Tax relating to earlier years written back	–	(28.52)
Total Current Tax Expense (A)	3,383.39	3,255.60
Deferred Tax Expense recognised in Profit or Loss		
Deferred Tax Charge/(Credit) (Refer Note 39)	(985.71)	2,391.30
Total Deferred Tax Expense recognised in Profit or Loss (B)	(985.71)	2,391.30
Deferred Tax Expense recognised in Other Comprehensive Income		
Deferred Tax Charge	0.75	14.68
Total Deferred Tax Expense recognised in Other Comprehensive Income (C)	0.75	14.68
Total Deferred Tax for the Year (B+C)	(984.96)	2,405.98
Total Income Tax Expense recognised in Profit or Loss (A+B+C)	2,398.43	5,661.58

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

	For year ended 31st March 2022	For year ended 31st March 2021
Profit before Tax	8,719.84	10,130.12
Tax at the Indian Tax Rate of 34.944% (2020–21: 34.944%)	3,047.06	3,539.87
Income Exempted from Tax	(617.61)	(803.74)
Deferred Tax Liabilities recognised on written down value of Goodwill (Tax)	–	2,952.03
Effect of others	(31.02)	(26.58)
Income Tax Expense	2,398.43	5,661.58

- Following amendments made by the Finance Act 2021 to the relevant sections of the Income Tax Act 1961, whereby Goodwill on amalgamation will not be considered as a depreciable asset and depreciation on goodwill will not be allowed as deductible expenditure effective 1st April 2020, the Company, in accordance with the requirements of Ind-AS 12, had recognised one time deferred tax charge of ₹ 2,019.01 (net) for the year ended 31st March 2021 consequent to the reduction of the depreciable amount of goodwill for tax purposes to nil. Accordingly, Profit after Tax for the year ended 31st March 2021 was lower by the amount as indicated above. This Deferred Tax charge does not involve any cash outflow either in the past year or future. Adjusted EPS for the year ended 31st March 2021 had been calculated without taking into consideration such additional deferred tax charge. Company Management, supported by legal opinion, believes that such deductions claimed in prior assessment years are sustainable and remain unaffected.
- The Company continues to pay Income Tax under older tax regime and have not opted for lower tax rate pursuant to Taxation Law (Amendment) Ordinance, 2019 considering the accumulated MAT credit and other benefits under the Income Tax Act, 1961.
- Management has taken into account the possible impact of the COVID 19 pandemic in preparation of these Standalone Financial Statements, including assessment of recoverability of its assets based on the internal and external information up to the date of approval of the results and will continue to closely monitor any material changes to future economic conditions.

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

42. RATIO ANALYSIS AND ITS ELEMENTS :

	As at 31st March 2022	As at 31st March 2021	Variance
a) Current Ratio	2.45	2.89	(15.24)%
b) Debt - Equity Ratio	0.15	0.08	* 80.53%
c) Debt Service Coverage Ratio	23.31	30.16	(22.71)%
d) Return on Equity Ratio	11.04%	8.36%	** 32.12%
e) Inventory Turnover Ratio	5.45	7.71	* (29.36)%
f) Trade Receivable Turnover Ratio	4.67	4.61	1.45%
g) Trade Payable Turnover Ratio	6.02	5.41	11.16%
h) Net Capital Turnover Ratio	4.43	4.02	10.23%
i) Net Profit Ratio	8.03%	6.91%	16.26%
j) Return on Capital Employed	17.22%	22.11%	(22.13)%
k) Return on Investment	6.36%	3.10%	***106.02%

Reasons for variance more than 25% in above ratios is explained below :

* Due to increase in Working Capital requirement.

** Due to one time Deferred Tax charge in FY 2020-21 as explained in Note 39.

*** Due to change in Investment Pattern.

S. No.	Particulars	Numerator	Denominator
a)	Current Ratio	Current Assets	Current Liabilities
b)	Debt - Equity Ratio	Total Debt includes Other Current Borrowings+Lease Liabilities–Cash & Cash Equivalents.	Total Equity includes Equity Share Capital and Other Equity
c)	Debt Service Coverage Ratio	Earning available for Debt service includes Profit for the year+Finance costs+Depreciation and Amortisation Expenses+Provision for Doubtful Trade Receivables/ Advances+Sundry Debit Balances/Advances written off+Corporate Social Responsibility Expenditure+Net loss on Sale of Property, Plant and Equipment.	Debt Service includes Finance Cost+ Lease payments
d)	Return on Equity Ratio	Profit for the year	Average Total Equity includes Average of Opening and Closing Total Equity.
e)	Inventory Turnover Ratio	Cost of goods sold (COGS) includes Cost of Materials and Components Consumed+Purchases of Stock-in-Trade+Increase/(Decrease) in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	Average Inventory includes Average of Opening and Closing Inventories
f)	Trade Receivable Turnover Ratio	Revenue from Operations	Average Trade Receivables includes Average of Trade Receivables of Current year and Previous year
g)	Trade Payable Turnover Ratio	Purchase includes Purchases of Raw Materials and Components+Stores and Spares+Stock-in-Trade	Average Trade Payables includes Average of Trade Payables of Current year and Previous year
h)	Net Capital Turnover Ratio	Revenue from Operations	Current Assets (excluding Current Investments)–Current Liabilities
i)	Net Profit ratio	Profit for the year	Revenue from Operations
j)	Return on Capital Employed	Earning before Interest and Taxes (EBIT) includes Profit before Tax +Finance Costs	Capital Employed includes Total Equity+ Other Current Borrowings+Lease Liabilities +Deferred Tax Liabilities–Goodwill–Other Intangible Assets
k)	Return on Investment	Income on Investment includes Interest Income on Investment+Gain on Fair Valuation of Investment through Profit and Loss+Profit on Sale of Current Investments	Average Investment includes Average of Opening and Closing Investments.

Notes to the Standalone Financial Statements (Contd.)

(₹ in lacs)

43. OTHER STATUTORY INFORMATION

- i. The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- ii. The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- iii. The Company have not traded or invested in Crypto Currency or Virtual Currency during the financial year.
- iv. The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall
 - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- v. The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall :
 - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vi. The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as Income during the year in the Tax Assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- vii. The Company has transactions with struck off Company, details of which are given below :

Name of the Company	Nature of Transaction	Balance Outstanding as on 31st March 2022	Balance Outstanding as on 31st March 2021	Relationship with the Struck off Company
Bertina Manpower Solution Private Limited	Manpower Supply	4.87	4.43	None

44. The ongoing conflict between Ukraine and Russia has resulted in an unprecedented situation which has adversely affected operations of two of our customers in Ukraine located in Mariupol, where hostilities are continuing and the Company is unable to make contact or have news direct or through reputable third parties regarding their current standing. As a consequence, the Company as a matter of abundant precaution have made provision for Trade Receivables aggregating to ₹ 1,010.13, Inventories aggregating to ₹ 507.64 despatched by the Company but yet to be delivered to those customers under the terms of underlying contracts and reversal of Sales Commission aggregating ₹ 138.42 accrued in respect of aforesaid sales in these Financial Statements. Whilst the Company is hopeful of the ultimate recovery of trade with both of them, it decided to follow a Conservative Accounting Approach.
45. The Indian Parliament has approved the Code on Social Security, 2020 ('the Code') which, inter alia, deals with employee benefits during employment and post-employment. The Code has been published in the Gazette of India. The effective date of the Code is yet to be notified and the rules for quantifying the financial impact are also yet to be issued. In view of this, the impact of the change, if any, will be assessed and recognized post notification of the relevant provisions.
46. Previous year figures have been re-grouped / rearranged, where necessary.

In terms of our Report attached.

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

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per **Bhaswar Sarkar**

Partner

Membership No. 055596

Kolkata

28th May 2022

For and on behalf of the Board of Directors

S K Bajoria

Chairman

(DIN – 00084004)

Munich

James L McIntosh

Managing Director

(DIN – 09287829)

London

Kamal Sarda

Director and Chief Executive Officer

(DIN – 03151258)

Kolkata

Rajesh Agarwal

Company Secretary

(FCS – 2825)

Kolkata

Amit Agarwal

Chief Financial Officer

Kolkata

Independent Auditor's Report

TO THE MEMBERS OF
IFGL REFRACTORIES LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of IFGL Refractories Limited (hereinafter referred to as "the Holding Company") and its Subsidiaries (the Holding Company and its Subsidiaries together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31st March 2022, the Consolidated Statement of Profit and Loss, including Other Comprehensive Income, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended and Notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate Financial Statements and on the other financial information of the Subsidiaries, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the Consolidated State of affairs of the Group, as at 31st March 2022, their Consolidated Profit including Other Comprehensive Income, their Consolidated Cash Flows and the Consolidated Statement of Changes in Equity for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter

We draw attention to :

- a. Note 38 to the Consolidated Ind AS Financial Statements, relating to amalgamation of the erstwhile IFGL Refractories Limited with the Holding Company (the amalgamated entity was thereafter renamed as IFGL Refractories Limited) with effect from 1st April 2016 following Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal, Kolkata Bench, vide its Order date 3rd August 2017, under the provisions of Sections 230 and 232 of the Companies Act, 2013 (the "Scheme"). Pursuant to the Scheme, the aforesaid business combination was recognized under the 'Purchase Method' as defined under Accounting Standard (AS) 14, Accounting for Amalgamations and Goodwill arising on such amalgamation aggregating ₹ 26,699.46 lacs had been recognized. Based on Management's assessment, such Goodwill is being amortized over a period of ten years with a charge of ₹ 2,669.95 lacs per year. As per Indian Accounting Standard (Ind AS) 103, Business Combinations, the aforesaid amalgamation had to be recognized under 'Pooling of Interest Method' since these were entities under common control.
- b. Note 32(b) to the Consolidated Ind AS Financial Statements regarding Holding Company's position to continue to determine its Income Tax obligations based on provisions of the Income Tax Act, 1961 that were applicable prior to the introduction of the 'Explanation' to Section 10AA(1) of the Income Tax Act, 1961 with effect from Assessment Years beginning 1st April 2018. The Holding Company has filed a writ petition which has been admitted by the Hon'ble High Court at Calcutta. Pending decision by the Hon'ble High Court, uncertainty exists as regards realisability of resultant recognized Deferred Tax Assets of ₹ 1,203.59 lacs.

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

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements for the Financial year ended 31st March 2022. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole and in forming our opinion thereon and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

Independent Auditor's Report (Contd.)

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

Key Audit Matters	How our Audit addressed the Key Audit Matter
Revenue Recognition (as described in Note 23 of the Consolidated Ind AS Financial Statements)	
<p>Revenue is recognized when the Group satisfies performance obligation by transferring promised goods and services to the customer.</p> <p>Performance obligations are satisfied at a point of time or over a period of time. For the year ended 31st March 2022, the Group's Statement of Profit and Loss included Revenues from Operations of ₹ 1,25,950.06 lacs. The variety of contractual terms, including the timing of control transfer and delivery specifications, create complexity and judgement in determining timing of revenue recognition.</p> <p>We have considered this as a key audit matter on account of judgement involved in determining the timing of revenue of recognition.</p>	<p>Our audit procedures for the Holding Company and audit procedures of respective auditors of the Subsidiary Companies included the following</p> <ol style="list-style-type: none"> Evaluated the Group's revenue recognition policy to ensure compliance with the requirements of Ind AS 115 'Revenue from contracts with customers'. Obtained an understanding of the revenue process and assessed the design and tested the operating effectiveness of internal controls related to timing of revenue recognition. Tested on sample basis the sales transactions including adjustments to sales price made pre and post-year end and tested their underlying documents to assess that revenue is recognized in the proper period and in accordance with the Group's Revenue Recognition Policy. Assessed the adequacy of relevant disclosures made in respect of Revenue in the Consolidated Ind AS Financial Statements.

Other Information

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

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

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

Responsibilities of Management for the Consolidated Financial Statements

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

Independent Auditor's Report (Contd.)

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

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

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

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

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

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

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

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

Independent Auditor's Report (Contd.)

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements for the financial year ended 31st March 2022 and are therefore the key audit matters. We describe these matters in our Auditor's Report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our Report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the Financial Statements and other financial information, in respect of 7 (seven) Subsidiaries, whose Financial Statements include Total Assets of ₹ 59,141.20 lacs as at 31st March 2022, Total Revenues of ₹ 55,460.92 lacs and Net Cash Outflows of ₹ 2,650.52 lacs for the year ended on that date. These Financial Statement and other financial information have been audited by other auditors, which Financial Statements, other financial information and Auditor's Reports have been furnished to us by the Management. Our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these Subsidiaries and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the report(s) of such other Auditors.

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

The accompanying Consolidated Financial Statements include unaudited Financial Statements and other unaudited Financial Information in respect of 6 (six) Subsidiaries, whose Financial Statements and other Financial Information reflect Total Assets of ₹ 19,191.92 lacs as at 31st March 2022, Total Revenues of ₹ 520.24 lacs and Net Cash Inflows of ₹ 24.36 lacs for the year ended on that date. These unaudited Financial Statements and other unaudited financial information have been furnished to us by the Management. Our opinion, in so far as it relates amounts and disclosures included in respect of these Subsidiaries and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid Subsidiaries is based solely on such unaudited Financial Statements and other unaudited Financial Information. In our opinion and according to the information and explanations given to us by the Management, these Financial Statements and Other Financial Information are not material to the Group.

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Sub-section (11) of Section 143 of the Act, we give in the "Annexure 1" a Statement on the matters specified in paragraph 3(xxi) of the Order.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that :
 - a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements;
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the Financial Statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Financial Statements;
 - d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

Independent Auditor's Report (Contd.)

- e) On the basis of the written representations received from the Directors of the Holding Company as on 31st March 2022 taken on record by the Board of Directors of the Holding Company, none of the Directors of the Holding Company, is disqualified as on 31st March 2022 from being appointed as a Director in terms of Section 164 (2) of the Act;
- f) With respect to the adequacy of the Internal Financial Controls with reference to Consolidated Financial Statements of the Holding Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this Report;
- g) In our opinion, the Managerial Remuneration for the year ended 31st March 2022 paid / payable by the Holding Company and one of its subsidiary to Directors of the Holding Company for the service to the Group are in accordance with the provisions of Section 197 read with Schedule V to the Act;
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Consolidated Financial Statements disclose the impact of pending litigations on its Consolidated financial position of the Group, in its Consolidated Financial Statements – Refer Note 32 to the Consolidated Financial Statements;
 - ii. The Group, did not have any material foreseeable losses in Long-Term Contracts including derivative contracts during the year ended 31st March 2022;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company during the year ended 31st March 2022.
 - iv. a) The Management of the Holding Company whose Financial Statements have been audited under the Act have represented to us, to the best of its knowledge and belief, other than as disclosed in the Note 43 (iv) to the Consolidated Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The respective Managements of the Holding Company whose Financial Statements have been audited under the Act have represented to us that, to the best of its knowledge and belief, other than as disclosed in the Note 43 (v) to the Consolidated Financial Statements, no funds have been received by the respective Holding Company from any person(s) or entity(ies), including Foreign Entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances and performed by us on the Financial Statements audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
 - v. The Final Dividend paid by the Holding Company during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of Dividend.

As stated in Note 16.1 to the Consolidated Financial Statements, the Board of Directors of the Holding Company have proposed Final Dividend for the year which is subject to the approval of the members of the Holding Company at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

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

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per **Bhaswar Sarkar**

Partner

Membership No. 055596

UDIN: 22055596AJUAWL1389

Kolkata
28th May 2022

Independent Auditor's Report (Contd.)

"ANNEXURE 1" REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE

Re: IFGL Refractories Limited ("the Holding Company")

In terms of the information and explanations sought by us and given by the Holding Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that :

There are no Subsidiary Companies incorporated in India included in the Consolidated Financial Statements. Accordingly, the requirement to Report on Clause 3(xxii) of the Order is not applicable to the Holding Company.

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

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per **Bhaswar Sarkar**

Partner

Membership No. 055596

UDIN: 22055596AJUAWL1389

Kolkata
28th May 2022

"ANNEXURE 2" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF IFGL REFRACTORIES LIMITED

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

In conjunction with our audit of the Consolidated Financial Statements of IFGL Refractories Limited (hereinafter referred to as the "Holding Company") as of and for the year ended 31st March 2022, we have audited the Internal Financial Controls with reference to Consolidated Financial Statements of the Holding Company, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

Independent Auditor's Report (Contd.)

Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements

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

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

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

Opinion

In our opinion, the Holding Company have, maintained in all material respects, adequate Internal Financial Controls with reference to Consolidated Financial Statements and such Internal Financial Controls with reference to Consolidated Financial Statements were operating effectively as at 31st March 2022, based on the Internal Control Over Financial Reporting criteria established by the Holding Company considering the essential components of Internal Control stated in the Guidance Note issued by the ICAI.

Kolkata
28th May 2022

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

per **Bhaswar Sarkar**
Partner
Membership No. 055596
UDIN: 22055596AJUAWL1389



Consolidated Balance Sheet as at 31st March 2022

(₹ in lacs)

	Note No.	As at 31st March 2022	As at 31st March 2021
A. ASSETS			
1. Non-Current Assets :			
a) Property, Plant and Equipment	4.1	18,040.08	14,760.99
b) Right to Use Asset	4.2	2,170.00	2,029.73
c) Capital Work- in- Progress	4.3	2,504.41	2,207.42
d) Goodwill (on consolidation)	5	11,046.50	11,192.05
e) Goodwill (Other)	6.1	10,679.76	13,349.71
f) Other Intangible Assets	6.2	247.55	221.34
g) Financial Assets :			
i) Investments	7	1,934.51	618.57
ii) Others	8	230.40	551.75
h) Income Tax Assets (Net)	10 (A)	477.06	380.46
i) Other Non-Current Assets	11	760.24	328.62
Total Non-Current Assets		48,090.51	45,640.64
2. Current Assets :			
a) Inventories	12	25,940.48	16,781.50
b) Financial Assets :			
i) Investments	7	11,546.28	12,164.78
ii) Trade Receivables	13	27,202.75	22,821.84
iii) Cash and Cash Equivalents	14 (A)	11,904.01	14,758.02
iv) Bank Balances other than (iii) above	14 (B)	882.98	4,324.89
v) Others	8	902.64	389.39
c) Other Current Assets	11	2,138.37	1,508.54
Total Current Assets		80,517.51	72,748.96
Total Assets (1+2)		1,28,608.02	1,18,389.60
B. EQUITY AND LIABILITIES			
1. Equity :			
a) Equity Share Capital	15	3,603.93	3,603.93
b) Other Equity	16	89,799.03	85,445.39
Attributable to Equity Holders of the Parent			
Non-Controlling Interest		-	-
Total Equity		93,402.96	89,049.32
2. Non-Current Liabilities :			
a) Financial Liabilities			
i) Borrowings			
a) Lease Liabilities	4.2	1,014.48	991.82
b) Other Borrowings	17	865.87	1,193.65
b) Deferred Tax Liabilities (Net)	9	4,782.19	4,579.66
Total Non-Current Liabilities		6,662.54	6,765.13
3. Current Liabilities :			
a) Financial Liabilities :			
i) Borrowings			
a) Lease Liabilities	4.2	181.95	221.21
b) Other Borrowings	19	7,842.86	3,963.15
ii) Trade Payables :			
- Total Outstanding dues of Micro Enterprises and Small Enterprises		921.81	678.09
- Total Outstanding dues of Creditors other than Micro Enterprises and Small Enterprises	20	17,799.96	14,828.81
iii) Other Financial Liabilities	21	905.30	827.52
b) Income Tax Liabilities (Net)	10 (B)	182.97	197.11
c) Other Current Liabilities	22	677.49	1,830.32
d) Provisions	18	30.18	28.94
Total Current Liabilities		28,542.52	22,575.15
Total Equity and Liabilities (1+2+3)		1,28,608.02	1,18,389.60
Summary of Significant Accounting Policies	1-3		

See accompanying Notes forming part of the Consolidated Financial Statements

In terms of our Report attached

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

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per **Bhaswar Sarkar**

Partner

Membership No. 055596

Kolkata

28th May 2022

For and on behalf of the Board of Directors

S K Bajoria

Chairman

(DIN - 00084004)

Munich

James L McIntosh

Managing Director

(DIN - 09287829)

London

Kamal Sarda

Director and Chief Executive Officer

(DIN - 03151258)

Kolkata

Rajesh Agarwal

Company Secretary

(FCS - 2825)

Kolkata

Amit Agarwal

Chief Financial Officer

Kolkata

Consolidated Statement of Profit and Loss for the year ended 31st March 2022

(₹ in lacs)

	Note No.	For the year ended 31st March 2022	For the year ended 31st March 2021
I. REVENUE FROM OPERATIONS	23	1,25,950.06	1,02,194.54
II. Other Income	24	1,589.17	2,050.36
III. Total Income (I + II)		1,27,539.23	1,04,244.90
IV. EXPENSES :			
a) Cost of Raw Materials and Components Consumed	25	55,697.92	36,232.43
b) Purchases of Stock-in-Trade	26	8,607.72	11,652.70
c) (Increase) / Decrease in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	27	(2,848.75)	(481.88)
d) Employee Benefits Expenses	28	17,390.66	15,178.00
e) Finance Costs	29	340.78	305.86
f) Depreciation and Amortisation Expense	4.1, 4.2, 6	5,114.33	4,857.92
g) Other Expenses	30	32,842.90	24,077.67
Total Expenses		1,17,145.56	91,822.70
V. PROFIT BEFORE TAX (III - IV)		10,393.67	12,422.20
VI. Tax Expense :			
1) Current Tax		3,506.18	3,391.93
2) Deferred Tax (Credit) / Charge - (Net)	39	(860.65)	2,499.69
3) Excess Provision of Tax relating to earlier years written back		-	(28.52)
Total Tax Expense		2,645.53	5,863.10
VII. PROFIT FOR THE YEAR (V - VI)		7,748.14	6,559.10
Other Comprehensive Income :			
A. Other Comprehensive Income that will not be reclassified to Profit or Loss			
i) Re-measurement Gain / (Loss) on Defined Benefit Plans	28.6	2.14	42.02
ii) Income Tax relating to above item	39	(0.75)	(14.68)
B. Other Comprehensive Items that will be reclassified to Profit or Loss			
Exchange Differences in translating the Financial Statements of Foreign Operations		208.04	1,568.05
VIII. Other Comprehensive Income		209.43	1,595.39
IX. Total Comprehensive Income for the year (VII + VIII)		7,957.57	8,154.49
Profit for the year			
Attributable to :			
- Equity Holders of the Parent		7,748.14	6,559.10
- Non - Controlling Interests		*	*
Other Comprehensive Income			
Attributable to :			
- Equity Holders of the Parent		209.43	1,595.39
- Non - Controlling Interests		-	-
Total Comprehensive Income for the year			
Attributable to :			
- Equity Holders of the Parent		7,957.57	8,154.49
- Non - Controlling Interests		*	*
X. Earnings per Equity Share (Nominal Value of ₹ 10/- each) :			
Basic & Diluted (in ₹)	31	21.50	18.20
Basic & Diluted (in ₹) (Adjusted) [Refer Note 39.1]		21.50	23.80
* below rounding off norms			
Summary of Significant Accounting Policies	1-3		

See accompanying Notes forming part of the Consolidated Financial Statements

In terms of our Report attached

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

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per **Bhaswar Sarkar**

Partner

Membership No. 055596

Kolkata

28th May 2022

For and on behalf of the Board of Directors

S K Bajoria

Chairman

(DIN - 00084004)

Munich

James L McIntosh

Managing Director

(DIN - 09287829)

London

Kamal Sarda

Director and Chief Executive Officer

(DIN - 03151258)

Kolkata

Rajesh Agarwal

Company Secretary

(FCS - 2825)

Kolkata

Amit Agarwal

Chief Financial Officer

Kolkata

Consolidated Cash Flow Statement for the year ended 31st March 2022

(₹ in lacs)

	For the year ended 31st March 2022	For the year ended 31st March 2021
CASH FLOWS FROM OPERATING ACTIVITIES :		
Profit before Tax for the year	10,393.67	12,422.20
Adjustments for :		
Finance Costs	340.78	305.86
Interest Income	(349.79)	(238.32)
Liabilities no longer required written back	(367.97)	(310.85)
Net Loss on disposal of Property, Plant and Equipment	12.61	150.48
Profit on Sale of Current Investments	(66.25)	(117.23)
Unrealised Gain on Fair Valuation of Investments through Profit and Loss	(611.16)	(212.11)
Sundry Debit Balances/Advances written off	129.64	303.55
Provision for Doubtful Trade Receivables/Advances	941.96	73.66
Depreciation and Amortisation Expenses	5,114.33	4,857.92
Gain on Lease modification	(64.63)	-
Unrealised Foreign Exchange Gain	(34.10)	(21.47)
Effect of change in Foreign Exchange Translation	658.89	(716.60)
	16,097.98	16,497.09
Change in Working Capital :		
Increase in Trade and Other Receivables	(6,688.40)	(2,043.08)
Increase in Inventories	(9,323.90)	(2,100.19)
Increase in Trade, Other Payables and Provisions	2,888.23	3,513.52
Net change in Working Capital	(13,124.07)	(629.75)
Cash Generated from Operations	2,973.91	15,867.34
Income Taxes Paid	(2,536.72)	(1,928.50)
Net Cash Generated by Operating Activities (1)	437.19	13,938.84
CASH FLOWS FROM INVESTING ACTIVITIES :		
Purchase of Investments	(5,758.96)	(19,504.84)
Proceeds from Sale of Investments	5,738.93	16,423.82
Proceeds from Maturity of Term Deposits with Banks	7,128.00	4,950.00
Term Deposits placed with Banks	(3,278.00)	(9,505.00)
Interest Received	377.02	97.87
Loan Given	(100.00)	-
Repayment of Loan Given	45.00	-
Purchase of Property, Plant and Equipment, Other Intangibles and Capital Work-in-Progress	(6,609.92)	(3,108.34)
Proceeds from disposal of Property, Plant and Equipment (Net)	54.46	8.08
Net Cash (used in) Investing Activities (2)	(2,403.47)	(10,638.41)

Consolidated Cash Flow Statement for the year ended 31st March 2022(Contd.)

(₹ in lacs)

	For the year ended 31st March 2022	For the year ended 31st March 2021
CASH FLOWS FROM FINANCING ACTIVITIES :		
Dividend paid on Equity Shares	(3,603.93)	-
Repayment of Long-Term Borrowings	(312.23)	(265.99)
Proceeds from Short-Term Borrowings (Net)	3,860.08	190.62
Payment of Lease Liabilities	(380.73)	(204.04)
Interest Paid	(259.22)	(175.78)
Net Cash (Used in) Financing Activities (3)	(696.03)	(455.19)
Exchange Differences on Translation of Foreign Currency (4)	(191.70)	947.45
Net (Decrease) / Increase in Cash and Cash Equivalents (1+2+3+4)	(2,854.01)	3,792.69
Cash and Cash Equivalents at the beginning of the year	14,758.02	10,965.33
Cash and Cash Equivalents at the end of the year {Refer Note 14 (A)}	11,904.01	14,758.02
Summary of Significant Accounting Policies (Refer Note 1 to 3)		

See accompanying Notes forming part of the Consolidated Financial Statements

In terms of our Report attached

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

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per **Bhaswar Sarkar**

Partner

Membership No. 055596

Kolkata

28th May 2022

For and on behalf of the Board of Directors

S K Bajoria

Chairman

(DIN - 00084004)

Munich

James L McIntosh

Managing Director

(DIN - 09287829)

London

Kamal Sarada

Director and Chief Executive Officer

(DIN - 03151258)

Kolkata

Rajesh Agarwal

Company Secretary

(FCS - 2825)

Kolkata

Amit Agarwal

Chief Financial Officer

Kolkata

Consolidated Statement of Changes in Equity for the year ended 31st March 2022

(₹ in lacs)

	As at 31st March 2022		As at 31st March 2021	
	No. of Shares	Amount	No. of Shares	Amount
a. Equity Share Capital				
Issued and Subscribed and Fully Paid up Capital				
Opening and Closing Balance (Equity Share of ₹ 10/- per Share with Voting Rights)	3,60,39,312	3,603.93	3,60,39,312	3,603.93

	Reserves and Surplus		Other Comprehensive Income (OCI)	Equity attributable to the Equity Holders of Parent	Non - Controlling Interest
	Securities Premium	Retained Earnings			
b. Other Equity					
Balance as at 31st March 2020	39,747.97	31,792.26	5,750.67	77,290.90	-
Add: Profit for the year	-	6,559.10	-	6,559.10	-
Add: Other Comprehensive Income for the year	-	27.34	1,568.05	1,595.39	-
Balance as at 31st March 2021	39,747.97	38,378.70	7,318.72	85,445.39	-
Add: Profit for the year	-	7,748.14	-	7,748.14	-
Less: Utilised for Dividend Payment	-	(3,603.93)	-	(3,603.93)	-
Add: Other Comprehensive Income for the year	-	1.39	208.04	209.43	-
Balance as at 31st March 2022	39,747.97	42,524.30	7,526.76	89,799.03	-

Also Refer Note 16

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

See accompanying Notes forming part of the Consolidated Financial Statements

In terms of our Report attached

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

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per **Bhaswar Sarkar**

Partner

Membership No. 055596

Kolkata

28th May 2022

For and on behalf of the Board of Directors

S K Bajoria

Chairman

(DIN - 00084004)

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Rajesh Agarwal

Company Secretary

(FCS - 2825)

Kolkata

Amit Agarwal

Chief Financial Officer

Kolkata

Notes to the Consolidated Financial Statements

(₹ in lacs)

1. The Consolidated Financial Statements (CFS) of the Holding Company [i.e. IFGL Refractories Limited and its Subsidiaries (together the "Group")] have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013. The Consolidated Financial Statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013.

2. PRINCIPLES OF CONSOLIDATION :

2.1 The CFS comprises of the Financial Statements of the Holding Company and its Subsidiary Companies (Group). It has been prepared on the following basis :

- The Financial Statements of the Holding Company and its Subsidiaries (listed below in Note 2.2) have been combined on a line-by-line basis by adding together the book value of like items of Assets, Liabilities, Income and Expenses after adjustments/elimination of Intra Group Balances and Intra Group Transactions and resulting Unrealised Profits/Losses.
- The CFS are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances in all material respect, except as indicated in the Note 3 below and are presented to the extent possible, in the same manner as the Holding Company's Standalone Financial Statements.
- The excess of cost to the Holding Company of its Investment in the Subsidiaries (including Step Down Subsidiaries) over the Holding Company's portion of Equity of Subsidiaries at the dates they become Subsidiaries is recognised in the Financial Statements as Goodwill being an Asset in the CFS and is tested for impairment on an annual basis. Goodwill arising on consolidation is tested for impairment.

d) The translation of functional currencies into Indian Rupees (reporting currency) is performed as follows :

For Equity in Foreign Subsidiary (being non - integral operation), Assets and Liabilities using the closing exchange rate at the Balance Sheet date, for Revenues, Costs and Expenses using Average Exchange Rate prevailing during the year. The resultant exchange difference arising out of such translations is recognised as part of Other Equity (Foreign Currency Translation Reserve) by the Group until the disposal of Investment.

e) Non controlling interest in the Consolidated Financial Statements is identified and recognised after taking into consideration :

- The amount of Equity attributable to minorities at the date on which Investment in Subsidiary is made.
- The Minorities' Share of movement in Equity since the date Holding – Subsidiary relationship came into existence.
- Total Comprehensive Income is attributed to Non - Controlling Interests even if it results in the Non - Controlling Interests having a deficit balance.

f) Monotec Refractories Ltda, Tianjin Monocon Refractories Company Limited and Tianjin Monocon Aluminous Refractories Company Limited (Step down Subsidiaries), each has an accounting period end of 31st December 2021. These Subsidiaries have been consolidated using the Financial Statements for the year ended on that date adjusted for movements upto 31st March 2022.

2.2 The Subsidiaries (including Step down Subsidiaries) considered in the CFS are :

Name of the Subsidiary	Country of Incorporation	Proportion of Ownership Interest	Accounting Year Ended
IFGL Worldwide Holdings Limited (IWHL)	Isle of Man	100%	31st March
Step Down Subsidiaries			
IFGL Monocon Holdings Limited (IMHL)	United Kingdom (UK)	100%	31st March
Tianjin Monocon Refractories Company Limited (TMRL)	Peoples Republic of China (PRC)	100%	31st December
Tianjin Monocon Aluminous Refractories Company Limited (TMARL)	Peoples Republic of China (PRC)	100%	31st December

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

Name of the Subsidiary	Country of Incorporation	Proportion of Ownership Interest	Accounting Year Ended
Monotec Refratarios Ltda (MRL)	Brazil	95%	31st December
Monocon International Refractories Limited (MIRL)	UK	100%	31st March
Monocon Overseas Limited (MOL)	UK	100%	31st March
Mono Ceramics Inc (MCI)	United States of America (USA)	100%	31st March
Goricon Metallurgical Services Limited (GMSL)	UK	100%	31st March
IFGL GmbH (IG)	Germany	100%	31st March
Hofmann Ceramic GmbH (HCG)	Germany	100%	31st March
Hofmann Ceramic CZ s.r.o. (HCC)	Czech Republic	98.78%	31st March
IFGL Inc (IFGL Inc)	USA	100%	31st March
EI Ceramics LLC (EICLLC)	USA	100%	31st March

3. Significant Accounting Policies adopted for the Subsidiaries are same as followed by the Holding Company as indicated in Note 2 and 3 of the Holding Company's Standalone Financial Statements for the year ended 31st March 2022.

	As at 31st March 2022	As at 31st March 2021
4.1. PROPERTY, PLANT AND EQUIPMENT :		
Net Carrying amounts of :		
Land (Freehold)	1,758.51	1,750.03
Buildings	6,875.08	5,088.28
Plant and Equipment	8,842.46	7,376.56
Furniture and Fixtures	72.71	76.21
Leasehold Improvements	8.94	8.94
Vehicles	350.37	353.56
Office Equipment	78.23	68.93
Computers	53.78	38.48
Total	18,040.08	14,760.99

	As at 31st March 2020	Additions	Discard / Disposals	Effect of Foreign Currency Exchange Differences [Gain/(Loss)]	As at 31st March 2021	Additions	Discard / Disposals	Effect of Foreign Currency Exchange Differences [Gain/(Loss)]	As at 31st March 2022
Gross Carrying Amount - Cost									
Land (Freehold)	1,726.83	-	-	23.20	1,750.03	-	-	8.48	1,758.51
Buildings	8,391.23	212.51	-	41.81	8,645.55	2,005.94	26.29	75.52	10,700.72
Plant and Equipment	23,548.68	1,212.58	578.10	304.73	24,487.89	3,211.34	464.72	125.80	27,360.31
Furniture and Fixtures	444.15	10.43	3.76	20.25	471.07	15.82	0.76	1.66	487.79
Leasehold Improvements	48.91	-	-	-	48.91	-	-	-	48.91
Vehicles	690.64	82.88	-	12.21	785.73	80.92	6.89	9.34	869.10
Office Equipment	419.58	24.86	9.40	6.16	441.20	46.12	75.67	(1.59)	410.06
Computers	518.13	24.95	0.59	25.12	567.61	42.92	4.33	(1.25)	604.95
Total	35,788.15	1,568.21	591.85	433.48	37,197.99	5,403.06	578.66	217.96	42,240.35

Notes to the Consolidated Financial Statements (Contd.)

	(₹ in lacs)								
	As at 31st March 2020	Charge for the year	Discard / Disposals	Effect of Foreign Currency Exchange Differences [Gain/(Loss)]	As at 31st March 2021	Charge for the year	Discard / Disposals	Effect of Foreign Currency Exchange Differences [Gain/(Loss)]	As at 31st March 2022
Depreciation									
Land (Freehold)	-	-	-	-	-	-	-	-	-
Buildings	3,269.37	238.89	-	49.01	3,557.27	265.56	18.88	21.69	3,825.64
Plant and Equipment	15,718.93	1,567.76	374.77	199.41	17,111.33	1,683.45	390.59	113.66	18,517.85
Furniture and Fixtures	362.89	17.10	3.24	18.11	394.86	19.70	0.70	1.22	415.08
Leasehold Improvements	39.97	-	-	-	39.97	-	-	-	39.97
Vehicles	350.07	77.55	-	4.55	432.17	83.44	4.59	7.71	518.73
Office Equipment	341.43	30.76	5.66	5.74	372.27	33.30	73.16	(0.58)	331.83
Computers	477.57	26.51	0.20	25.25	529.13	27.84	4.12	(1.68)	551.17
Total	20,560.23	1,958.57	383.87	302.07	22,437.00	2,113.29	492.04	142.02	24,200.27

Notes :

4.1.a: The details of Property, Plant and Equipment hypothecated against other Borrowings are presented in Note 17 and Note 19.

On transition to Ind AS (i.e. 1st April 2017), the Company had elected to continue with carrying value of all Property, Plant and Equipment measured as per the previous GAAP and use that Carrying Value as the deemed cost of Property, Plant & Equipment.

4.2 RIGHT TO USE ASSET

As a Lessee :

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

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

	As at 31st March 2022	As at 31st March 2021
Opening	2,029.73	2,198.53
Additions / Effect of Foreign Exchange	417.05	19.64
Less: Depreciation Expense	276.78	188.44
Closing	2,170.00	2,029.73

Set out below are the Carrying Amounts of Lease Liabilities (at Amortised Cost) and the movements during the period :

	As at 31st March 2022	As at 31st March 2021
Opening	1,213.03	1,287.00
Additions	411.83	-
Accretion of Interest	81.56	130.08
Reversal on modification of Lease	(64.63)	-
Payments	(445.36)	(204.04)
Closing	1,196.43	1,213.03
Non - Current	1,014.48	991.82
Current	181.95	221.21

The effective Interest Rate for Lease Liabilities is 9% p.a with maturities ranging upto 90 years.

	As at 31st March 2022	As at 31st March 2021
Depreciation Expense of Right of Use Assets	276.78	188.44
Interest Expense on Lease Liabilities	81.56	130.08
Expense relating to Short-Term Leases (included in Other Expenses)	354.36	332.85
Total amount recognised in Statement of Consolidated Profit and Loss	712.70	651.37

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

	As at 31st March 2022	As at 31st March 2021
4.3 CAPITAL WORK-IN-PROGRESS		
Carrying amount at the beginning of the year	2,207.42	690.74
Add: Additions during the year	5,700.05	3,084.89
Less: Capitalised during the year	5,403.06	1,568.21
Carrying amount at the end of the year	2,504.41	2,207.42

Amount in CWIP for a period of

Capital Work-in-Progress ageing schedule for Project in progress :	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Capital Work-in-Progress					
As at 31st March 2022	2,302.36	15.39	131.76	54.90	2,504.41
As at 31st March 2021	1,998.32	129.88	23.12	56.10	2,207.42

Note :

There are no projects whose completion are over due or has exceeded its cost compared to its original plan for both the reporting period. There are no projects as on 31st March 2022 and 31st March 2021 where activity has been temporarily suspended other than as disclosed below :

Amount in CWIP for a period of

Project temporarily Suspended	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Capital Work-in-Progress					
Project in Germany					
As at 31st March 2022	13.26	-	19.21	54.90	87.37
As at 31st March 2021	-	-	19.63	56.10	75.73

	As at 31st March 2022	As at 31st March 2021
5. GOODWILL (ON CONSOLIDATION)		
Balance at the beginning of the year	11,192.05	10,362.06
Add / (Less): Forex Movement during the Year	(145.55)	829.99
Balance at the end of the year	11,046.50	11,192.05

	As at 31st March 2022	As at 31st March 2021
6.1. GOODWILL (OTHER) :		
Net Carrying amounts of :		
Goodwill (arising on Merger)*	10,679.76	13,349.71
Total	10,679.76	13,349.71

	As at 31st March 2020	Additions	Discard / Disposals	Exchange Difference on Consolidation	As at 31st March 2021	Additions	Discard / Disposals	Exchange Difference on Consolidation	As at 31st March 2022
Gross Carrying Amount									
Goodwill (arising on Merger)*	26,699.46	-	-	-	26,699.46	-	-	-	26,699.46
Total	26,699.46	-	-	-	26,699.46	-	-	-	26,699.46

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

	As at 31st March 2020	Charge for the year	Discard / Disposals	Exchange Difference on Consolidation	As at 31st March 2021	Charge for the year	Discard / Disposals	Exchange Difference on Consolidation	As at 31st March 2022
Amortisation									
Goodwill (arising on merger)*	10,679.80	2,669.95	-	-	13,349.75	2,669.95	-	-	16,019.70
Total	10,679.80	2,669.95	-	-	13,349.75	2,669.95	-	-	16,019.70

*Refer Note 38

	As at 31st March 2022	As at 31st March 2021
6.2. OTHER INTANGIBLE ASSETS :		
Net Carrying amounts of :		
Computer Software	91.13	38.24
Intellectual Property Rights (Technical Know-how) (Refer Note 6.3)	156.42	183.10
Total	247.55	221.34

	As at 31st March 2020	Additions	Discard / Disposals	Exchange Difference on Consolidation	As at 31st March 2021	Additions	Discard / Disposals	Exchange Difference on Consolidation	As at 31st March 2022
Gross Carrying Amount									
Computer Software	309.63	20.30	-	3.32	333.25	84.02	11.69	(1.81)	403.77
Intellectual Property Rights (Technical Know-how) Refer Note 6.3	514.21	-	-	13.03	527.24	-	-	(6.09)	521.15
Total	823.84	20.30	-	16.35	860.49	84.02	11.69	(7.90)	924.92

	As at 31st March 2020	Charge for the year	Discard / Disposals	Exchange Difference on Consolidation	As at 31st March 2021	Charge for the year	Discard / Disposals	Exchange Difference on Consolidation	As at 31st March 2022
Amortisation									
Computer Software	275.12	17.78	-	2.11	295.01	30.90	11.69	(1.58)	312.64
Intellectual Property Rights (Technical Know-how) Refer Note 6.3	316.99	23.21	-	3.94	344.14	23.41	-	(2.82)	364.73
Total	592.11	40.99	-	6.05	639.15	54.31	11.69	(4.40)	677.37

6.3 Technical Know how represents Technical Drawings, Designs etc. relating to manufacture of the Group's products and acquired pursuant to various agreements conferring the right to usage only.

Note :

On transition to Ind AS (i.e. 1st April 2017), the Company had elected to continue with Carrying Value of all Property, Plant and Equipment measured as per the previous GAAP and use that Carrying Value as the Deemed Cost of Property, Plant & Equipment.

	As at 31st March 2022			As at 31st March 2021		
	QTY (Nos.)	Current	Non-Current	QTY (Nos.)	Current	Non-Current
7. INVESTMENTS :						
A. Investments Carried at Amortised Cost						
Quoted (Fully Paid)						
Investments in Non Convertible Debentures or Bonds						
Power Finance Corporation Limited [8.09% Tax Free Bonds of Face Value ₹ 1,00,000 each]		-	-	50	52.05	-
TOTAL INVESTMENTS CARRIED AT AMORTISED COST [A]			-		52.05	-

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

	As at 31st March 2022			As at 31st March 2021		
	QTY (Nos.)	Current	Non-Current	QTY (Nos.)	Current	Non-Current
B. Investments Carried at Fair Value Through Profit and Loss (FVTPL)						
Quoted* (Fully Paid)						
Investments in Mutual Funds						
- Aditya Birla Sun Life Short Term Fund-Direct Plan-Growth Option	2,62,136	106.27	-	2,62,136	100.80	-
- Axis Banking & PSU Debt Fund-Direct Plan-Growth Option	24,635	538.78	-	24,635	516.79	-
- Axis Short Term Fund-Direct Plan-Growth Option	68,98,897	1,840.83	-	68,98,897	1,752.45	-
- Axis Treasury Advantage Fund-Direct-Growth Option	-	-	-	12,084	299.99	-
- DSP Savings Fund-Direct Plan-Growth Option	-	-	-	12,91,917	501.85	-
- HDFC Corporate Bond Fund-Direct Plan-Growth Option	19,86,298	526.00	-	19,86,298	500.22	-
- HDFC Overnight Fund-Direct Plan-Growth Option	-	-	-	21,400	654.42	-
- ICICI Prudential Equity Savings Fund-Direct-Growth	62,70,081	1,139.27	-	-	-	-
- ICICI Prudential Banking and PSU Debt Fund-Direct Plan-Growth Option	23,64,462	636.52	-	23,64,462	605.69	-
- ICICI Prudential Short Term Fund-Direct Plan - Growth Option	12,05,854	615.53	-	12,05,854	586.28	-
- IDFC Banking & PSU Debt Fund-Direct Plan-Growth Option	52,93,345	1,079.39	-	52,93,345	1,034.35	-
- IDFC Bond Fund-Medium Term Plan-Direct Plan-Growth Option	-	-	-	13,18,242	509.47	-
- IDFC Bond Fund - Short Term Plan-Direct Plan-Growth Option	10,38,464	508.81	-	11,00,355	515.65	-
- IDFC Corporate Bond Fund-Direct Plan Growth Option	66,65,694	1,069.19	-	66,65,694	1,017.49	-
- Kotak Bond Short Term Plan-Growth-Direct	11,78,365	538.46	-	25,63,208	1,114.43	-
- Kotak Corporate Bond Fund-Direct Plan-Growth Option	31,125	975.11	-	37,877	1,130.50	-
- Kotak Debt Hybrid Fund-Direct-Growth Option	4,57,060	217.48	-	-	-	-
- Kotak Equity Arbitrage Fund-Direct-Growth Option	16,46,328	521.38	-	-	-	-
- Kotak Equity Savings Fund-Direct-Growth Option	16,55,067	326.32	-	-	-	-
- SBI Banking & PSU Fund-Direct-Growth Option	-	-	-	18,349	468.64	-
- SBI Liquid Fund-Direct-Growth Option	-	-	-	18,699	602.40	-
- SBI Magnum Ultra Short Duration Fund-Direct-Growth Option	-	-	-	4,266	201.31	-
Investment in Bond						
- Government of India (GOI) Bond	85,600	-	99.24	85,600	-	99.69
- SBI Perpetual Bond (8.5%)	50	-	518.88	50	-	518.88
- SBI Perpetual Bond (8.75%)	30	-	310.17	-	-	-
- SBI Perpetual Bond (7.72%)	10	-	1,006.22	-	-	-

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

	As at 31st March 2022			As at 31st March 2021		
	QTY (Nos.)	Current	Non-Current	QTY (Nos.)	Current	Non-Current
Investment in Other Instruments						
- Indigrd Invit	1,88,811	278.78	-	-	-	-
- Powergrid Invit	2,22,000	298.32	-	-	-	-
- ICICI Prudential Long Short Fund	1,99,990	208.03	-	-	-	-
- Edelweiss Crossover Opportunities Fund	9,52,679	121.81	-	-	-	-
INVESTMENTS CARRIED AT FVTPL [B]		11,546.28	1,934.51		12,112.73	618.57
TOTAL INVESTMENTS CARRYING VALUE (A) + (B)		11,546.28	1,934.51		12,164.78	618.57
Other Disclosures						
Aggregate amount of Quoted Investments		11,546.28	1,934.51		12,164.78	618.57
Aggregate Market Value of Quoted Investments		11,546.28	1,934.51		12,165.00	618.57

* Quoted includes repurchase price of Mutual Fund Units

	As at 31st March 2022		As at 31st March 2021	
	Current	Non-Current	Current	Non-Current
8. OTHER FINANCIAL ASSETS				
Unsecured, Considered Good				
At Amortised Cost				
a) Bank Deposits with more than 12 months maturity	-	-	-	325.00
b) Interest Accrued on Deposits	115.31	-	142.53	-
c) Advance to Gratuity Fund (Refer Note 28.6 and 35)	11.54	-	31.12	-
d) Loan	55.00	-	-	-
e) Claims Receivable	5.34	-	13.71	-
f) Foreign Currency Forward Contracts	-	-	73.88	-
g) Security Deposits	79.33	230.40	66.85	226.75
h) Export Incentive Receivables	636.12	-	61.30	-
Total	902.64	230.40	389.39	551.75

9. DEFERRED TAX ASSETS/LIABILITIES (NET) :

A. Components of Deferred Tax Assets and Liabilities as at 31st March 2022 is as below :

	Balance as at 1st April 2021	Recognised/ (Reversed) in Statement of Profit and Loss	Exchange Difference on Consolidation/ Recognised/ (Reversed) in Balance sheet	Balance as at 31st March 2022
Deferred Tax Assets				
Accrued Expenses deductible on payment basis and Allowance for Doubtful Debts	575.76	338.28	-	914.04
MAT Credit Entitlement	1,016.97	-	(1,016.97)	-
Unrealised Profit on Unsold Stock and Capital Goods	54.18	(16.79)	-	37.39
Others	31.91	(0.45)	-	31.46
	1,678.82	321.04	(1,016.97)	982.89
Deferred Tax Liabilities				
Property, Plant and Equipment , Intangible Assets and ROU Asset	5,824.98	(884.46)	-	4,940.52
Gain on Fair valuation of Investment carried at FVTPL	74.12	206.25	-	280.37
Others	359.38	139.34	45.49	544.21
	6,258.48	(538.87)	45.49	5,765.10
Net Deferred Tax Liabilities	(4,579.66)	859.90	(1,062.46)	(4,782.19)

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

	As at 31st March 2022	As at 31st March 2021
Deferred Tax related to items recognised to OCI (included above) during the year :		
Re-measurement Gain/(Losses) on Defined Benefit Plans	(0.75)	(14.68)
Total	(0.75)	(14.68)

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

	Balance as at 1st April 2020	Recognised/ (Reversed) in Statement of Profit and Loss	Exchange Difference on Consolidation/ Recognised/ (Reversed) in Balance sheet	Balance as at 31st March 2021
Deferred Tax Assets				
Unabsorbed Depreciation carried forward	482.10	(482.10)	-	-
Accrued Expenses deductible on payment basis and Allowance for Doubtful Debts	504.75	71.01	-	575.76
Expenses related to Amalgamation	5.71	(5.71)	-	-
MAT Credit Entitlement	2,520.35	-	(1,503.38)	1,016.97
Unrealised Profit on Unsold Stock and Capital Goods	54.18	-	-	54.18
Others	31.91	-	-	31.91
	3,599.00	(416.80)	(1,503.38)	1,678.82
Deferred Tax Liabilities				
Property, Plant and Equipment, Intangible Assets and ROU Asset (Refer Note 39.1)	3,896.33	1,928.65	-	5,824.98
Gain on Fair Valuation of Investment carried at FVTPL	13.59	60.53	-	74.12
Others	301.87	108.38	(50.87)	359.38
	4,211.79	2,097.56	(50.87)	6,258.48
Net Deferred Tax Liabilities	(612.76)	(2,514.37)	(1,452.52)	(4,579.66)

	As at 31st March 2022	As at 31st March 2021
10 (A) INCOME TAX ASSETS (NET)		
Advance Income-Tax (Net of Provision)	477.06	380.46
Total	477.06	380.46

Income Tax Expense/ (Benefits)

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

	As at 31st March 2022	As at 31st March 2021
10 (B) INCOME TAX LIABILITIES (NET)		
Provision for Income-Tax (Net of Advance Tax)	182.97	197.11
Total	182.97	197.11

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

	As at 31st March 2022		As at 31st March 2021	
	Current	Non-Current	Current	Non-Current
11. OTHER ASSETS				
Unsecured, Considered Good				
a) Capital Advances	-	725.86	-	307.45
b) Advances to Suppliers	618.52	-	595.01	-
c) Balances with Government Authorities (other than Income Tax)	812.90	34.38	436.03	21.17
d) Pre-payments	466.33	-	250.25	-
e) Advance to Employees for Expenses	240.62	-	227.25	-
Total	2,138.37	760.24	1,508.54	328.62

	As at	As at
	31st March 2022	31st March 2021
12. INVENTORIES :		
a) Raw Materials and Components	11,451.56	6,081.42
b) Work-in-Progress	2,782.10	2,582.71
c) Finished Goods (Refer Note 41)	7,512.61	4,784.83
d) Stock-in-Trade	867.36	1,010.88
e) Stores and Spares	3,326.85	2,321.66
Total	25,940.48	16,781.50
Included in above, Goods-in-Transit :		
i) Raw Materials and Components	2,142.00	1,572.97
ii) Finished Goods	2,788.23	2,380.57
Total	4,930.23	3,953.54

12.1 Inventories are hypothecated against the other Borrowings of the Company as referred in Note 19.

	As at	As at
	31st March 2022	31st March 2021
13. TRADE RECEIVABLES :		
At Amortised Cost		
a) Trade Receivables Considered Good - Unsecured	27,202.75	22,821.84
b) Trade Receivables - Unsecured - which have significant increase in Credit Risk (Refer Note 41)	3,001.96	2,060.00
Less: Allowance for Bad and Doubtful Debts	(3,001.96)	(2,060.00)
Total	27,202.75	22,821.84

13.1 For amounts due relating to Related Party Receivables see Note 35.

13.2 Trade Receivables are Non Interest Bearing.

13.3 No Trade or Other Receivables are due from Directors or other Officers of the Holding Company either severally or jointly with any other person. Nor any Trade or Other Receivables are due from Firms or Private Companies respectively in which any Director is a Partner, a Director or a Member.

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

13.4 Trade Receivables ageing schedule :

As at 31st March 2022	Outstanding for following periods from Invoice date					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
i) Undisputed Trade Receivables - Considered Good	25,315.44	1,563.36	86.84	184.82	52.29	27,202.75
ii) Undisputed Trade Receivables - which have significant increase in Credit Risk	876.32	226.87	254.89	219.03	1,424.85	3,001.96

As at 31st March 2021	Outstanding for following periods from Invoice date					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
i) Undisputed Trade Receivables - Considered Good	20,148.49	2,247.33	313.90	36.34	75.78	22,821.84
ii) Undisputed Trade Receivables - which have significant increase in Credit Risk	48.94	28.12	454.37	258.74	1,269.83	2,060.00

There are no unbilled Receivables, hence the same is not disclosed in the ageing schedule.

	As at 31st March 2022	As at 31st March 2021
14. CASH AND BANK BALANCES :		
(A) Cash and Cash Equivalents		
a) Balances with Banks		
- In Current Accounts	11,879.79	14,733.90
b) Cash on Hand	24.22	24.12
Total	11,904.01	14,758.02
(B) Bank Balances other than (A) above		
a) Deposits with original maturity beyond 3 months but not exceeding 12 months	705.00	4,230.00
b) Unclaimed Dividend Accounts (Refer Note 14.1)	114.88	94.89
c) Unspent Corporate Social Responsibility (Refer Note 30.2)	63.10	-
Total	882.98	4,324.89

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

14.2 Changes in Liabilities arising from Financing Activities

	Other Borrowings	Lease Liabilities	
		Current	Non-Current
As at 1st April 2021	5,156.80	221.21	991.82
Add : Cash Flow Changes	3,547.85	(380.73)	-
Add : Other Changes	4.08	341.47	22.66
As at 31st March 2022	8,708.73	181.95	1,014.48

Changes in Liabilities arising from Financing Activities

	Other Borrowings	Lease Liabilities	
		Current	Non-Current
As at 1st April 2020	5,179.43	200.77	1,086.23
Add : Cash Flow Changes	(75.37)	(204.04)	-
Add : Other Changes	52.74	224.48	(94.41)
As at 31st March 2021	5,156.80	221.21	991.82

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

	As at 31st March 2022		As at 31st March 2021	
	No. of Shares	Amount	No. of Shares	Amount
15. SHARE CAPITAL :				
Authorised Share Capital :				
Opening and Closing Balance (Equity Share of ₹ 10/- per Share with Voting Rights)	4,30,00,000	4,300.00	4,30,00,000	4,300.00
5% Redeemable Preference Shares of ₹ 100/- each Opening and Closing Balance (Equity Share of ₹ 100/- per Share)	20,00,000	2,000.00	20,00,000	2,000.00
Issued and Paid up Capital				
Opening and Closing Balance (Equity Share of ₹ 10/- per Share with Voting Rights)	3,60,39,312	3,603.93	3,60,39,312	3,603.93

15.1 Share issued pursuant to the Scheme of Amalgamation

Pursuant to the Scheme of Amalgamation as detailed in Note 38, the Holding Company has issued and allotted 3,46,10,472 Equity Shares of ₹ 10 each fully paid and 14,87,160 Equity Shares of the Holding Company of ₹ 10 each fully paid held by erstwhile IFGL Refractories Limited have got cancelled on 18th September 2017.

15.2 Terms/Rights attached to Equity Shares

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

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

Name of the Shareholders	As at 31st March 2022		As at 31st March 2021	
	No. of Shares	% Holding	No. of Shares	% Holding
Bajoria Financial Services Private Limited - Holding Company	1,84,54,353	51.21	1,84,54,353	51.21
Bajoria Enterprises Limited Fellow Subsidiary	270	0.00*	270	0.00*

* below rounding norms

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

Name of the Shareholders	As at 31st March 2022		As at 31st March 2021	
	No. of Shares	% Holding	No. of Shares	% Holding
Bajoria Financial Services Private Limited	1,84,54,353	51.21	1,84,54,353	51.21
Krosaki Harima Corporation, Japan-Foreign Promoter of the Company	55,90,156	15.51	55,90,156	15.51

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

15.5 Details of shares held by Promoters (Equity Shares of ₹ 10 each fully paid) :

Promoter@ Name	Number of Equity Shares at the beginning of the year	Number of Equity Shares at the end of the year	% of Total Shares
As at 31st March 2022			
Shishir Kumar Bajoria	14,81,642	14,81,642	4.11%
S K Bajoria HUF (Shishir Kumar Bajoria)	3,14,995	3,14,995	0.87%
Smita Bajoria	44,613	44,613	0.12%
Mihir Bajoria	2,18,745	2,18,745	0.61%
Bajoria Financial Services Private Limited	1,84,54,353	1,84,54,353	51.21%
Bajoria Enterprises Limited	270	270	* 0.00%
Krosaki Harima Corporation	55,90,156	55,90,156	15.51%
TOTAL	2,61,04,774	2,61,04,774	72.43%
As at 31st March 2021			
Shishir Kumar Bajoria	14,81,642	14,81,642	4.11%
S K Bajoria HUF (Shishir Kumar Bajoria)	3,14,995	3,14,995	0.87%
Smita Bajoria	44,613	44,613	0.12%
Mihir Bajoria	2,18,745	2,18,745	0.61%
Bajoria Financial Services Private Limited	1,84,54,353	1,84,54,353	51.21%
Bajoria Enterprises Limited	270	270	* 0.00%
Krosaki Harima Corporation	55,90,156	55,90,156	15.51%
TOTAL	2,61,04,774	2,61,04,774	72.43%

* below rounding norms

@ Promoter here means Promoter as defined in the Companies Act, 2013.

There is no change in Shareholding of the Promoters during the year ended 31st March 2022 and 31st March 2021.

15.6 The Holding Company on 6th August 2016, issued and allotted 7,56,000 Ordinary Shares of ₹ 10/- each, fully paid up Bonus Shares in the proportion of 3.5 Bonus Share of ₹ 10/- each for every existing 10(ten) Equity Shares of ₹ 10/- each.

	Reserves and Surplus		Other Comprehensive Income (OCI)	Equity attributable to the Equity Holders of Parent
	Securities Premium	Retained Earnings		
16. OTHER EQUITY :				
Balance as at 31st March 2020	39,747.97	31,792.26	5,750.67	77,290.90
Add : Profit for the year	-	6,559.10	-	6,559.10
Add : Other Comprehensive Income for the year	-	27.34	1,568.05	1,595.39
Balance as at 31st March 2021	39,747.97	38,378.70	7,318.72	85,445.39
Add : Profits for the year	-	7,748.14	-	7,748.14
Less : Utilised for Dividend payment	-	(3,603.93)	-	(3,603.93)
Add : Other Comprehensive Income for the year	-	1.39	208.04	209.43
Balance as at 31st March 2022	39,747.97	42,524.30	7,526.76	89,799.03

Notes :

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

16.1 The Board of Directors of the Holding Company, at its meeting on 28th May 2022, have proposed a final dividend of ₹ 7 (70 %) per Equity Share for the Financial Year ended 31st March 2022 subject to the approval of Shareholders of the Holding Company at the forthcoming Annual General Meeting and following Policy on Dividend Distribution of the Holding Company. Proposed Dividend is accounted for in the year in which it is approved by the Shareholders.

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

The Board of Directors, at its meeting on 5th June 2021, had proposed a Final Dividend of ₹ 4 (40%) and one time Special Dividend of ₹ 6 (60%) per Equity Share for the Financial Year ended 31st March 2021. The total amount of ₹ 3,603.93 has been paid out during the year ended 31st March 2022, with approval of Equity Shareholders obtained at the Annual General Meeting of Holding Company.

	As at 31st March 2022	As at 31st March 2021
17. OTHER NON CURRENT BORROWINGS :		
At Amortised Cost		
Secured Borrowings		
- Term Loans from Banks (Refer Note 17.1 & 17.2)	865.87	1,193.65
Total	865.87	1,193.65

17.1 Nature of Security and Terms of Repayment of Secured Borrowings :

- i) **Loan from Fifth Third Bank at El Ceramics LLC** is secured by specific real estates and properties of the Company and is repayable by FY 2022-23.
- ii) **Term Loan of Hofmann Ceramic GmbH** is repayable by FY 2027-28 and is secured by :
 - a) Mortgage of small investments and investments in Hofmann CZ plant.
 - b) Specific Plant and Machineries of that Company

17.2 For current maturities of Long Term Debt (Refer Note 19).

	As at 31st March 2022		As at 31st March 2021	
	Current	Non-Current	Current	Non-Current
18. PROVISIONS				
Provision for Employee Benefits				
- Compensated Absences	30.18	-	28.94	-
Total	30.18	-	28.94	-

	As at 31st March 2022	As at 31st March 2021
19. OTHER CURRENT BORROWINGS :		
At Amortised Cost		
Secured Borrowings		
Working Capital Loans repayable on demand	2,252.00	94.15
Packing Credit Loan repayable upto six months	5,276.81	3,542.64
Current Maturities of Long Term Loan (Refer Note 17.1)	314.05	326.36
Total	7,842.86	3,963.15

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

19.2 The overdraft facilities availed by Hofmann Ceramic GmbH are secured by mortgage of land owned by the said Company.

19.3 The Holding Company has been sanctioned Working Capital limits in excess of ₹ five crores in aggregate from Banks on the basis of security. The revised intimations in respect of amounts initially reported in quarterly returns/statements filed by the Holding Company with such Banks are in agreement with the books of accounts of the Holding Company. The Holding Company has also satisfied all Debt covenants prescribed in the terms of Bank Loan. The Holding Company has not defaulted on any loans payable.

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

	As at 31st March 2022	As at 31st March 2021
20. TRADE PAYABLES :		
At Amortised Cost		
Total Outstanding dues of Micro Enterprises and Small Enterprises	921.81	678.09
Total Outstanding dues of Creditors Other than Micro Enterprises and Small Enterprises	17,799.96	14,828.81
Total	18,721.77	15,506.90

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

20.2 For MSME schedule Refer Note 20.1 of Standalone Financial Statements

20.3. For amounts due relating to Related Party Payable see Note 35.

20.4 Trade Payables ageing schedule :

	Outstanding for periods					Total
	Unbilled Dues/ Provision	Less than 1 year	1 - 2 years	2 - 3 year	More than 3 years	
As at 31st March 2022						
i) Dues of Micro Enterprises and Small Enterprises	-	898.09	-	-	-	898.09
ii) Due of Creditor other than Micro Enterprises and Small Enterprises	2,437.88	15,253.48	66.44	21.93	20.23	17,799.96
iii) Disputed Dues	-	23.72	-	-	-	23.72
As at 31st March 2021						
i) Dues of Micro Enterprises and Small Enterprises	-	678.09	-	-	-	678.09
ii) Due of Creditor other than Micro Enterprises and Small Enterprises	2,394.15	11,515.22	783.30	102.99	33.15	14,828.81

	As at 31st March 2022	As at 31st March 2021
21. OTHER FINANCIAL LIABILITIES :		
At Amortised Cost		
a) Unpaid Dividends (Refer Note 21.1)	114.88	94.89
b) Deposits	94.26	62.42
c) Payables to Employees	484.15	511.36
d) Creditors for Capital Supplies/Services	148.91	158.85
e) Liability towards Corporate Social Responsibility (Refer Note 30.2)	63.10	-
Total	905.30	827.52

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

21.2 For amounts due relating to Related Party Payable see Note 35.

21.3 Since deposited in March '22

	As at 31st March 2022	As at 31st March 2021
22. OTHER CURRENT LIABILITIES :		
a) Advances received from Customers	123.06	1,300.88
b) Statutory Dues	554.43	529.44
Total	677.49	1,830.32

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

	For the year ended 31st March 2022	For the year ended 31st March 2021
23. REVENUE FROM OPERATIONS		
Revenue From		
Sale of Finished Goods	1,10,423.83	84,931.04
Sale of Traded Goods	11,506.82	14,080.37
Revenue From Sale of Products	1,21,930.65	99,011.41
Income from Service	1,987.81	1,793.15
Other Operating Income :		
Export Benefits	1,037.36	538.13
Net Gain on Foreign Exchange Rate Fluctuation and Translation	878.10	593.93
Other Operating Revenue	116.14	257.92
Other Operating Income	2,031.60	1,389.98
Total	1,25,950.06	1,02,194.54

	For the year ended 31st March 2022	For the year ended 31st March 2021
24. OTHER INCOME :		
Interest Income (Refer Note 24.1)	349.79	238.32
Liabilities no longer required written back	367.97	310.85
Other Non Operating Income (Refer Note 24.2)	871.41	1,501.19
Total	1,589.17	2,050.36

	For the year ended 31st March 2022	For the year ended 31st March 2021
24.1 Details of Interest Income		
Interest Income earned on Financial Assets that are not designated at Fair Value through Profit and Loss :		
- On Bank Deposits	109.10	197.67
- On Other Deposits	240.69	40.65
Total	349.79	238.32

	For the year ended 31st March 2022	For the year ended 31st March 2021
24.2 Other Non Operating Income		
Profit on Sale of Current Investments	66.25	117.23
Gain on Fair Valuation of Investments through Profit and Loss		
- On Current Investments	611.16	212.11
Gain on Lease Modification	64.63	-
Sundry Receipts #	129.37	1,171.85
Total	871.41	1,501.19

Sundry Receipts includes waiver of the obligation of the Group's Entities operating in the United States of America to repay loans obtained by them from the Government of that country under the Paycheck Protection Program as per terms of the said program. Accordingly, such Loans aggregating ₹ 791.00 (equivalent to US\$ 10,72,300) have been reversed and recognised as other Non Operating Income for the year ended 31st March 2021.

	For the year ended 31st March 2022	For the year ended 31st March 2021
25. COST OF RAW MATERIALS AND COMPONENTS CONSUMED		
Raw Materials and Components	55,697.92	36,232.43
Total	55,697.92	36,232.43

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

	For the year ended 31st March 2022		For the year ended 31st March 2021	
26. PURCHASES OF STOCK-IN-TRADE				
Purchases of Stock-in-Trade		8,607.72		11,652.70
Total		8,607.72		11,652.70

	For the year ended 31st March 2022		For the year ended 31st March 2021	
27. (INCREASE) / DECREASE IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS				
Opening Stock				
Finished Goods	4,784.83		4,754.07	
Stock-in-Trade	1,010.88		874.02	
Work-in-Progress	2,582.71	8,378.42	1,995.11	7,623.20
Less : Closing Stock				
Finished Goods (Refer Note 41)	7,512.61		4,784.83	
Stock-in-Trade	867.36		1,010.88	
Work-in-Progress	2,782.10		2,582.71	
Adjustments for changes in Foreign Currency Rates	65.10	11,227.17	(273.34)	8,105.08
Total		(2,848.75)		(481.88)

	For the year ended 31st March 2022		For the year ended 31st March 2021	
28. EMPLOYEE BENEFIT EXPENSES :				
Salaries, Wages, Bonus and Remuneration		15,462.37		13,771.93
Contribution to Provident and Other Funds		948.59		883.24
Staff Welfare Expenses		979.70		522.83
Total		17,390.66		15,178.00

28.1 Provident Fund (Funded)

Provident Fund contributions in respect of employees upto August 2017 of erstwhile IFGL Refractories Limited are made to a Trustee managed exempted Fund and interest paid to member thereof is not lower than that declared annually by the Central Government. Shortfall if any is made good by the Holding Company. Membership to said Fund has been closed on and from 1st September 2017, subject to necessary approvals and/or permissions. Based on the final guidance for measurement of Provident Fund Liabilities of the Trustee managed fund issued by the Actuarial Society of India, the Holding Company's Liability at the year end of ₹ Nil (31st March 2021: ₹ Nil) has been actuarially determined by an Independent Actuary using the Projected Unit Credit Method and provided for.

Provident Fund in respect of remaining employees of the Holding Company are made to Statutory Provident Fund established by the Central Government. The Holding Company has recognised in the Statement of Profit and Loss for the year ended 31st March 2022 an amount of ₹ 238.64 (31st March 2021: ₹ 224.27) as expenses under Defined Contribution Plans.

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

	For the year ended 31st March 2022		For the year ended 31st March 2021	
Discount Rate		6.80%		6.60%
Expected Guaranteed Interest Rate		8.10%		8.50%

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

28.2 Gratuity (Funded)

The Holding Company provides for Gratuity benefit to its employee. Gratuity entitlement of the employees is as per the provision of the Payment of the Gratuity Act, 1972. However, in case of employees joining before 1st April 2003 of erstwhile IFGL Refractories Limited, they are entitled to Gratuity as per scheme framed by the Holding Company or as per the Payment of Gratuity Act, 1972, whichever is higher. Liability with regard to Gratuity plan is determined by the Actuarial Valuation using the Projected Unit Credit method, based on which the Liability with regard to Gratuity plan is determined by the Actuarial Valuation using the Projected Unit Credit method, based on which the Holding Company makes contribution to the Fund. The most recent Actuarial Valuation of the Fund was carried out as at 31st March 2022.

28.3 Superannuation (Funded)

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

28.4 Compensated Absence (Unfunded)

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

28.5 Plans at Overseas Subsidiaries

Step Down Subsidiaries operate a Defined Contribution Pension Scheme for the benefit of the employees and contributions payable are charged to the Statement of Profit and Loss in the period they render the service. Only Goricon Metallurgical Services Limited (GMSL), a Step Down Subsidiary operates a Defined Benefit Pension Scheme. Scheme Assets are measured by the actuary at Fair Values. Scheme Liabilities are measured on an actuarial basis using the Projected Unit Method and are discounted at appropriate high quality corporate bond rates. A net surplus is recognised only to the extent that it is recoverable by the Company. The current service costs and costs from settlements and curtailments are charged against operating profit. Past service costs are spread over the period until the benefit vest. Interest on the scheme liabilities and the expected return on scheme Assets are included in Finance Costs. The scheme is closed effective from 1st April 2003 to new members.

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

28.6 Following are further particulars with respect to Defined Benefit Plans of the Group for the year ended 31st March 2022 :

	Gratuity (Funded)		Superannuation (Funded)		Step Down Subsidiary Benefit Scheme (Funded)	
	As at	As at	As at	As at	As at	As at
	31st March 2022	31st March 2021	31st March 2022	31st March 2021	31st March 2022	31st March 2021
a) Reconciliation of the Opening and Closing Balances of Present Value of Defined Benefit Obligation :						
Present Value of Obligation as at the beginning of the year (including Liabilities taken over pursuant to Amalgamation)	726.08	671.58	46.18	62.05	3,238.48	2,576.77
Service Cost	75.37	66.21	–	–	–	–
Interest Cost	45.29	43.06	2.69	3.94	65.88	59.28
Actuarial (Gains)	(8.71)	(16.40)	(7.36)	(15.11)	(269.59)	500.48
(Benefits Paid)	(58.57)	(38.37)	(9.65)	(4.70)	(498.64)	(120.50)
Exchange Differences on Foreign Plans	–	–	–	–	(28.75)	222.45
Present Value of Obligation as at the end of the year	779.46	726.08	31.86	46.18	2,507.38	3,238.48
b) Reconciliation of the Opening and Closing Balances of the Fair Value of Plan Assets :						
Fair Value of Plan Assets as at the beginning of the year	757.20	671.39	608.93	544.67	3,995.96	3,566.26
Interest Income	48.94	44.82	39.27	35.79	83.11	82.60
Remeasurement Gains/(Losses)	(6.57)	25.62	(1.14)	33.17	(539.18)	176.87
Contribution Paid	50.00	53.74	–	–	–	–
(Benefits Paid)	(58.57)	(38.37)	(9.65)	(4.70)	(498.64)	(120.50)
Exchange Differences on Foreign Plans	–	–	–	–	(33.79)	290.73
Fair Value of Plan Assets as at the end of the year	791.00	757.20	637.41	608.93	3,007.46	3,995.96
c) Reconciliation of the Present Value of Defined Benefit Obligation and Fair Value of the Plan Assets :						
Fair Value of Plan Assets as at the end of the year	791.00	757.20	637.41	608.93	3,007.46	3,995.96
Present Value of Obligation as at the end of the year	779.46	726.08	31.86	46.18	2,507.38	3,238.48
Assets recognised in the Balance Sheet	11.54	31.12	# 605.55	# 562.75	# 500.08	# 757.48

Actual amount of Asset in the Balance Sheet Nil (31st March 2021: Nil)

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

	Gratuity (Funded)		Superannuation (Funded)		Step Down Subsidiary Benefit Scheme (Funded)	
	For the year ended	For the year ended	For the year ended	For the year ended	For the year ended	For the year ended
	31st March 2022	31st March 2021	31st March 2022	31st March 2021	31st March 2022	31st March 2021
d) Expense recognised in the Statement of Profit and Loss :						
Employee Benefits Expense :						
Service Cost	75.37	66.21	-	-	-	-
Net Interest Expenses	(3.65)	(1.76)	(36.58)	(31.85)	252.36	300.29
Other Comprehensive Income :						
Actuarial (Gain)	(2.14)	(42.02)	(6.22)	(48.28)	-	-
Total Expense as per the Actuarial Valuation	69.58	22.43	(42.80)	(80.13)	252.36	300.29
Actual Expenses Recognised	** 69.58	** 22.43	-	-	*	*
* The Expenses for the above benefit are recognised under 'Salaries, Wages, Bonus and Remuneration' on Note 28.						
**The Expenses for the above benefit are recognised under 'Contribution to Provident and Other Funds' on Note 28.						
e) Category of Plan Assets :						
GOI Securities (%)	0.29	0.53	1.00	1.00	-	-
Units of Insurers (%)	97.80	98.15	95.00	95.00	-	-
Others (including Bank Balances) (%)	1.91	1.32	4.00	4.00	-	-
Scottish Mutual with Profit Deferred Annuity (%)	-	-	-	-	100.00	100.00
	100.00	100.00	100.00	100.00	100.00	100.00
f) Principal Actuarial Assumptions :						
Discount Rate (per annum) (%)	6.80	6.50	6.80	6.50	2.80	2.20
Rate of Increase in Salaries (%)	6.00	6.00	NA	NA	NA	NA
Remaining Working Life (in Years)	24.22	23.78	6.39	7.09	-	-
Mortality Rate	Indian Assured Lives Mortality (2006-08) (modified) Ult.	Indian Assured Lives Mortality (2006-08) (modified) Ult.	Indian Assured Lives Mortality (2006-08) (modified) Ult.	Indian Assured Lives Mortality (2006-08) (modified) Ult.	@	@
Method Used	Projected Unit Credit Method				Discounted Income Approach	
Actual Return on Plan Assets	42.37	70.44	38.13	68.96	NA	NA
@ The mortality assumptions adopted at 31st March 2022 imply the following future life expectancies :						
Male currently age 65					20.60	21.80
Female currently age 65					22.40	23.80

g) Other Disclosures :

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

Sensitivity Analysis

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

	As at 31st March 2022		As at 31st March 2021	
	Impact on Defined Benefit Obligation (Gratuity)			
	Increase	Decrease	Increase	Decrease
Discount Rate (-/+ 1%) % change compared to base due to sensitivity	(49.48)	57.40	(46.67)	53.90
Salary growth rate (-/+ 1%) % change compared to base due to sensitivity	55.64	(49.64)	53.08	(46.89)

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

	As at 31st March 2022		As at 31st March 2021	
	Impact on Defined Benefit Obligation (Superannuation)			
	Increase	Decrease	Increase	Decrease
Discount Rate (-/+ 1%) % change compared to base due to sensitivity	(0.37)	0.38	(0.74)	0.78
Salary growth rate (-/+ 1%) % change compared to base due to sensitivity	NA	NA	NA	NA

	As at 31st March 2022		As at 31st March 2021	
	Impact on Stepdown Subsidiary Benefit Scheme (Funded)			
	Increase	Decrease	Increase	Decrease
Discount Rate (-/+ 0.1%) % change compared to base due to sensitivity	(2.51)	2.51	(3.24)	3.24
Inflation Rate (-/+ 0.1%) % change compared to base due to sensitivity	2.51	(2.51)	3.24	(3.24)
Life Expectancy (-/+1 year) change in compared to base due to sensitivity	2.51	(2.51)	3.24	(3.24)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the Defined Benefit Obligation to significant Actuarial Assumptions, the same method (Present Value of the Defined Benefit Obligation calculated with the Projected Unit Credit Method at the end of the reporting period) has been applied while calculating the Defined Benefit Liability recognised in the Balance Sheet. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

Risk Exposure :

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

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

Defined Benefit Liability and Employer Contributions

Expected contributions to post-employment benefit plans for the year ending 31st March 2022 : Nil

The Weighted Average duration of the Defined Benefit Obligation (Gratuity) is 7 years (31st March 2021 - 7 years). The expected maturity analysis of Undiscounted Gratuity is as follows :

	As at 31st March 2022	As at 31st March 2021
Year 1	88.02	37.56
Year 2	93.31	120.38
Year 3	90.11	90.76
Year 4	104.49	89.88
Year 5	118.79	101.46
Year 6 to 10	564.62	534.36

The Weighted Average duration of the Defined Benefit Obligation (Superannuation) is 1 year (31st March 2021 - 2 years). The expected maturity analysis of payment for Superannuation is as follows :

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

	As at 31st March 2022	As at 31st March 2021
Year 1	17.52	4.83
Year 2	5.27	29.40
Year 3	3.66	5.34
Year 4	2.45	3.71
Year 5	1.01	2.50
Year 6 to 10	4.96	6.09

	For the year ended 31st March 2022	For the year ended 31st March 2021
29. FINANCE COSTS		
Interest on Borrowing with Banks and Others	259.22	175.78
Interest on Lease Liabilities (Refer Note 4.2)	81.56	130.08
Total	340.78	305.86

	For the year ended 31st March 2022		For the year ended 31st March 2021	
30. OTHER EXPENSES :				
Consumption of Stores and Spares		2,972.75		2,323.08
Power and Fuel		4,091.14		2,781.65
Rent		354.36		332.85
Rates and Taxes		223.86		232.98
Repairs and Maintenance :				
- Plant and Machinery	826.62		532.35	
- Buildings	118.66		106.85	
- Others	519.44	1,464.72	513.11	1,152.31
Insurance		337.05		296.34
Payment to Auditors (Refer Note 30.1)		36.82		30.00
Directors' Sitting Fees		7.65		8.70
Provision for Doubtful Trade Receivables/Advances (Refer Note 41)		941.96		73.66
Sundry Debit Balances/Advances Written Off		129.64		303.55
Travelling and Conveyance		893.47		469.08
Site Contractor Expenses		1,972.03		1,771.82
Processing Charges		1,004.23		762.01
Corporate Social Responsibility Expenditure (Refer Note 30.2)		113.10		68.18
Legal and Professional Charges		751.22		693.78
Postage, Telephone, Telex etc.		205.79		214.89
Service Charges		250.05		214.77
Sales Commission (Refer Note 41)		2,903.48		2,477.26
Packing Expenses		1,893.04		1,407.31
Delivery and Forwarding Expenses		10,741.09		6,732.66
Net Loss on Sale of Property, Plant and Equipment		12.61		150.48
Miscellaneous Expenses		1,542.84		1,580.31
Total		32,842.90		24,077.67

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

	For the year ended 31st March 2022	For the year ended 31st March 2021
30.1 Payment to Auditors		
As Auditors (For Statutory Audit including Limited Reviews)	36.00	30.00
Reimbursement of Expenses	0.82	–
Total	36.82	30.00

30.2 Corporate Social Responsibility Expenditure

a) Gross amount required to be spent by the Holding Company during the year is ₹ 113.10 (31st March 2021: ₹ 68.18).

b) Amount approved by the Board to be spent during the year is ₹ 113.10 (31st March 2021: ₹ 68.18).

c) Amount spent during the year ending 31st March 2022 on

	In Cash	Yet to be paid in Cash	Total
i) Construction/ Acquisition of any Asset	–	–	–
ii) On purposes other than i) above	50.00	63.10	113.10
Total	50.00	63.10	113.10

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

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

e) Details related to Spent / Unspent Obligations :

	For the year ended 31st March 2022	For the year ended 31st March 2021
i) Contribution to Public Trust	–	–
ii) Contribution to Charitable Trust	50.00	68.18
iii) Unspent amount in relation to:	–	–
- Ongoing Project	–	–
- Other than Ongoing Project	63.10	–
Total	113.10	68.18

f) In case of Section 135(5) (Other than Ongoing Project)

	For the year ended 31st March 2022	For the year ended 31st March 2021
Opening Balance	–	–
Amount deposited in Specified Fund of Schedule VII within 6 months	63.10	–
Amount required to be spent during the year	113.10	68.18
Amount spent during the year	50.00	68.18
Closing Balance	–	–

There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of Section 135 of Companies Act.

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

	For the year ended 31st March 2022	For the year ended 31st March 2021
31. EARNINGS PER SHARE (EPS) – THE NUMERATORS AND DENOMINATORS USED TO CALCULATE BASIC AND DILUTED EPS		
Profit after Tax attributable to the Equity Shareholders (A)	7,748.14	6,559.10
Weighted Average number of Equity Shares (in Numbers) (B)	3,60,39,312	3,60,39,312
Nominal Value of Equity Shares (in ₹)	10.00	10.00
Face value of Equity Share (in ₹)	10.00	10.00
Basic & Diluted EPS (A/B)	21.50	18.20
Basic & Diluted EPS (A/B) (Adjusted) [Refer Note 39.1]	21.50	23.80

	As at 31st March 2022	As at 31st March 2021
32. CONTINGENT LIABILITIES :		
a) Claims against the Group not acknowledged as Debts :		
i) Sales Tax matter under dispute relating to issues of applicability and classification [related payments ₹ 35.41 (31st March 2021 ₹ 35.41)]	6.88	6.88
ii) Goods and Service Tax matter under dispute [Related Payments ₹ 0.03 (31st March 2021 ₹ 0.03)]	54.15	0.56
iii) Income Tax matters under dispute relating to issues of applicability and determination [related payments ₹ 0.54 (31st March 2021 ₹ 0.54)]	572.39	572.39
iv) Service Tax matter under dispute relating to issue of applicability	37.11	37.11
v) Duty drawback relating to Custom Act,1962	1.59	1.59

- b)** The Holding Company has challenged vires of Explanation to Section 10AA(1) of the Income Tax Act, 1961 inserted on and from Assessment Year beginning 1st April 2018 by filing Writ Petition No 544 of 2019 before Hon'ble High Court at Calcutta, which has been admitted on 7th November 2019, on grounds that such explanation denies the benefit that was intended to be provided under the said Section. Management believes, supported by legal opinion obtained, that the Holding Company will be able to defend its position of continuing to determine its Income Tax obligation based on provisions of the Income Tax Act, 1961 applicable prior to insertion of the aforesaid explanation. Consequently, the resultant Deferred Tax Asset of ₹ 1,203.59 (31st December 2021: ₹ 1,203.59, 31st March 2021 : ₹ 1,203.59) has been considered realisable and, hence, continues to be recognised in these Financial Results till 31st March 2022. In the opinion of the Management, outcome of these proceedings will not have a material effect on the Holding Company's financial position and result of operations.

	As at 31st March 2022	As at 31st March 2021
33. CAPITAL AND OTHER COMMITMENTS		
Estimated Value of Contracts on Capital Account remaining to be executed (Net of Advances) and not provided for	3,261.85	1,266.56
Other Commitments (in respect of Current Investment)	100.00	–
Total	3,361.85	1,266.56

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

34. FINANCIAL INSTRUMENTS AND RELATED DISCLOSURES :

34.1 Capital Management

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

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

	As at 31st March 2022	As at 31st March 2021
Borrowings (including Lease Liabilities)	9,905.16	6,369.83
Less: Cash & Cash Equivalents	11,904.01	14,758.02
Net Debt	(1,998.85)	(8,388.19)
Equity	93,402.96	89,049.32
Gearing Ratio	-	-

34.2 Categories of Financial Instruments

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

	As at 31st March 2022		As at 31st March 2021	
	Carrying Value	Fair Value	Carrying Value	Fair Value
A. Financial Assets				
a) Measured at Amortised Cost				
i) Cash and Cash Equivalents	11,904.01	11,904.01	14,758.02	14,758.02
ii) Other Bank Balances	882.98	882.98	4,324.89	4,324.89
iii) Investment	-	-	52.05	52.27
iv) Trade Receivables	27,202.75	27,202.75	22,821.84	22,821.84
v) Other Financial Assets	1,133.04	1,133.04	941.14	941.14
Sub-total	41,122.78	41,122.78	42,897.94	42,898.16
b) Measured at Fair Value through Profit or Loss				
Investment In Mutual Funds, Bond & Others	13,480.79	13,480.79	12,731.30	12,731.30
Sub-total	13,480.79	13,480.79	12,731.30	12,731.30
Total Financial Assets	54,603.57	54,603.57	55,629.24	55,629.46
B. Financial Liabilities				
a) Measured at Amortised Cost				
i) Other Borrowings	865.87	865.87	1,193.65	1,193.65
ii) Trade Payables	18,721.77	18,721.77	15,506.90	15,506.90
iii) Other Financial Liabilities	905.30	905.30	827.52	827.52
iv) Lease Liabilities	1,196.43	1,196.43	1,213.03	1,213.03
Sub-total	21,689.37	21,689.37	18,741.10	18,741.10
Total Financial Liabilities	21,689.37	21,689.37	18,741.10	18,741.10

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

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

The Fair Values of the Group's interest-bearing borrowings and loans are determined by using DCF method using discount rate that reflects issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at 31st March 2022 was assessed to be insignificant. The discount for lack of marketability represents the amounts that the Group has determined that market participants would take into account when pricing the Investments.

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

34.3 Financial Risk Management Objectives

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

a) Market Risk

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

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

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

Fair Value Hierarchy

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

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

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

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

As at 31st March 2022				
	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment In Mutual Funds , Bond and Others	13,480.79	-	-	13,480.79
	13,480.79	-	-	13,480.79
As at 31st March 2021				
	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment In Mutual Funds , Bond and Others	12,731.30	-	-	12,731.30
	12,731.30	-	-	12,731.30

There have been no transfers between Level 1 and Level 2 during the years ended 31st March 2022 and 31st March 2021.

i. Foreign Currency Risk

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

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

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

As at 31st March 2022	USD	EURO	GBP	Others*	Total
Financial Assets	14,063.98	8,699.55	8,307.02	269.27	31,339.82
Financial Liabilities	7,093.25	6,400.24	1,334.65	123.47	14,951.60
As at 31st March 2021					
Financial Assets	14,365.35	6,576.51	8,848.30	38.80	29,828.96
Financial Liabilities	4,700.63	4,455.38	1,402.60	93.93	10,652.54

* Others include NZ Dollars, AUS Dollars, Swedish Krona and AED.

Derivatives not designated as hedging instruments

The Group uses foreign exchange forward contracts to manage some of its transaction exposures. The foreign exchange forward contracts are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions.

The Group enters into foreign exchange forward contracts with intention to reduce foreign exchange risk of expected sales and purchases, these contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

	As at 31st March 2022	As at 31st March 2021
Forward Contracts to Sell : Nil (31st March 2021 : € 20.20)	-	1,739.26

Un-hedged Foreign Currency Balances :

		As at 31st March 2022	As at 31st March 2021
i) Financial Liabilities	USD	7,093.25	4,700.63
	EURO	6,400.24	4,455.38
	GBP	1,334.65	1,402.60
	Others*	123.47	93.93
ii) Financial Assets	USD	14,063.98	14,365.35
	EURO	8,699.55	4,837.25
	GBP	8,307.02	8,848.30
	Others*	269.27	38.80

* Others include NZ Dollars, AUS Dollars, Swedish Krona and AED .

Foreign Currency Sensitivity

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

	As at 31st March 2022		As at 31st March 2021	
	Impact on Profit	Impact on pre Tax Equity	Impact on Profit	Impact on pre Tax Equity
USD	348.54	348.54	483.24	483.24
EURO	114.97	114.97	19.09	19.09
GBP	348.62	348.62	372.28	372.28
Others*	7.29	7.29	(2.76)	(2.76)

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

Figures in brackets indicate decrease in profit

* Others include NZ Dollars, AUS Dollars, Swedish Krona and AED .

ii. Interest Rate Risk

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

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

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

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

	As at 31st March 2022		As at 31st March 2021	
	Impact on Profit	Impact on pre Tax Equity	Impact on Profit	Impact on pre Tax Equity
INR	(11.09)	(11.09)	(0.30)	(0.30)
USD	0.02	0.02	(1.41)	(1.41)
EURO	(26.25)	(26.25)	(16.06)	(16.06)

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

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

iii. Price Risk

The Group invests its surplus funds primarily in Debt Mutual Funds measured at Fair Value through Profit or Loss. Aggregate value of such Investments as at 31st March 2022 is ₹13,480.79 (31st March 2021: ₹ 12,731.30). Investments in the Mutual Fund Schemes are measured at fair value. Accordingly, these do not pose any significant Price Risk.

	As at 31st March 2022		As at 31st March 2021	
	Impact on Profit	Impact on pre Tax Equity	Impact on Profit	Impact on pre Tax Equity
Investment in Mutual Funds				
0.5% Increase in Price	67.40	67.40	63.66	63.66
0.5% Decrease in Price	(67.40)	(67.40)	(63.66)	(63.66)

b) Liquidity Risk

Liquidity Risk is the risk that the Group may encounter difficulty in meeting its obligations. The Group mitigates its liquidity risks by ensuring timely collections of its Trade Receivables, close monitoring of its credit cycle and ensuring optimal movements of its Inventories. The table below provides details regarding remaining contractual maturities of significant Financial Liabilities at the reporting date.

	As at 31st March 2022		As at 31st March 2021	
	Current	Non-Current	Current	Non-Current
A. Financial Assets				
i) Cash and Cash Equivalents	11,904.01	-	14,758.02	-
ii) Other Bank Balances	882.98	-	4,324.89	-
iii) Trade Receivables	27,202.75	-	22,821.84	-
iv) Other Financial Assets	902.64	230.40	389.39	551.75
v) Investment In Mutual Funds, Bond and Others	11,546.28	1,934.51	12,112.73	618.57
vi) Investment in PFC bond	-	-	52.05	-
Total	52,438.66	2,164.91	54,458.92	1,170.32
B. Financial Liabilities				
i) Other Borrowings	-	865.87	-	1,193.65
ii) Trade Payables	18,721.77	-	15,506.90	-
iii) Other Financial Liabilities	905.30	-	827.52	-
iv) Lease Liabilities	181.95	1,014.48	221.21	991.82
Total	19,809.02	1,880.35	16,555.63	2,185.47

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

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

c) Credit Risk

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

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

	As at 31st March 2022	As at 31st March 2021
Opening Balance :	2,060.00	2,133.66
Add : Provisions made	1,071.60	377.21
Less : Utilisation / (Reversed) made for Impairment / Derecognition	(129.64)	(303.55)
Others	-	(147.32)
Closing Balance	3,001.96	2,060.00

35. RELATED PARTY DISCLOSURE :

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

a) List of Related Parties

Where Control exists	
Parent	Bajoria Financial Services Private Limited
Fellow Subsidiaries	Heritage Health Insurance TPA Private Limited Ganges Art Gallery Private Limited Bajoria Enterprises Limited Heritage Health Knowledge Services Private Limited Essentially Healthy Private Limited
Others :	
Key Management Personnel	S K Bajoria (Chairman) P Bajoria (Managing Director till 18.07.2021) James L McIntosh (Managing Director w.e.f 01.09.2021) Kamal Sarda (Director and Chief Executive Officer and also designated as Chief Financial Officer from 08.02.2020 till 12.11.2021) Rajesh Agarwal (Company Secretary) Amit Agarwal (Chief Financial Officer w.e.f 13.11.2021)
Non Executive Directors	Kanwar Satyabrata Sanyal Sudhamoy Khasnobis Duraismwamy Gunaseela Rajan Kiyotaka Oshikawa (resigned w.e.f. 13.02.2021) Debal Kumar Banerji Bharati Ray Tetsuo Tsuzuki Yuji Yamaguchi (appointed w.e.f 13.02.2021)
Relatives of Key Management Personnel	Smita Bajoria (Wife of Chairman) Mihir Bajoria (Son of Chairman) Vidushi Jain Bajoria (Daughter in Law of Chairman) Akshay Bajoria (Son of P Bajoria)
Enterprises in which Key Management Personnel has Significant Influence	Heritage Insurance Brokers Private Limited Bajoria Service Providers LLP Bajoria Holdings Private Limited Bajoria Estate Private Limited Bajoria Knowledge Private Limited
Post Employment Benefit	IFGL Refractories Limited Staff Provident Fund IFGL Exports Limited Employees Gratuity Fund IFGL Refractories Limited Employees Superannuation Fund

Notes to the Consolidated Financial Statements (Contd.)

	(₹ in lacs)	
	As at / For the year ended 31st March 2022	As at / For the year ended 31st March 2021
b) Particulars of Transactions during the year and year end balances		
I) With Parent : Bajoria Financial Services Private Limited		
Rent for Office Premises	36.73	36.73
	36.73	36.73
II) With Fellow Subsidiaries and Enterprises in which Key Management Personnel has Significant Influence		
Expenses Reimbursement/Incurred		
Ganges Art Gallery Private Limited	-	6.03
Bajoria Enterprises Limited	12.00	12.00
Essentially Healthy Private Limited	0.04	-
	12.04	18.03
Expenses Recovered/Received		
Heritage Insurance Brokers Private Limited	-	0.02
Bajoria Holdings Private Limited	-	0.47
Essentially Healthy Private Limited	-	0.31
	-	0.80
III) With Key Management Personnel		
Key Management Personnel Remuneration		
S K Bajoria (Chairman)	191.02	179.49
P Bajoria (Managing Director till 18.07.2021)	225.04	329.68
James L McIntosh (Managing Director w.e.f 01.09.2021)	296.91	-
Kamal Sarda (Director and Chief Executive Officer and also designated as Chief Financial Officer from 08.02.2020 till 12.11.2021)	128.15	106.50
Rajesh Agarwal (Company Secretary)	136.70	127.67
Amit Agarwal (Chief Financial Officer w.e.f 13.11.2021)	29.78	-
	1,007.60	743.34
Non Executive Directors		
Kanwar Satyabrata Sanyal	1.10	1.90
Sudhamoy Khasnobis	0.85	1.05
Duraiswamy Gunaseela Rajan	1.40	1.50
Kiyotaka Oshikawa (resigned w.e.f. 13.02.2021)	-	0.60
Debal Kumar Banerji	2.25	1.75
Bharati Ray	0.65	0.90
Tetsuo Tsuzuki	0.80	0.80
Yuji Yamaguchi (appointed w.e.f 13.02.2021)	0.60	0.20
	7.65	8.70
Director's Commission		
S K Bajoria (Chairman)	91.69	103.28
P Bajoria (Managing Director till 18.07.2021)	27.38	103.28
	119.07	206.56
YEAR END BALANCES - PAYABLE		
Director's Commission Payable		
S K Bajoria (Chairman)	91.69	103.28
P Bajoria (Managing Director till 18.07.2021)	22.28	103.28
	113.97	206.56
IV) With Relative of Key Management Personnel		
Remuneration		
Mihir Bajoria (Son of Chairman)	242.75	232.16
Vidushi Jain Bajoria (Daughter in Law of Chairman)	5.40	35.71
Akshay Bajoria (Son of P Bajoria)	54.57	61.19
	302.72	329.06

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

	As at / For the year ended 31st March 2022	As at / For the year ended 31st March 2021
V) With Others - Post Employment Benefit		
Expenditure		
IFGL Refractories Limited Staff Provident Fund	36.05	37.11
IFGL Exports Limited Employees Gratuity Fund	69.58	22.43
IFGL Refractories Limited Employees Superannuation Fund	44.95	46.54
	150.58	106.08
Year End Balance - Payable		
IFGL Refractories Limited Staff Provident Fund	11.67	12.28
	11.67	12.28
Year End Balance - Receivable		
IFGL Exports Limited Employees Gratuity Fund	11.54	31.12
	11.54	31.12

The remuneration to the Key Managerial Personnel include provisions towards Gratuity and Leave Benefits as they are determined on an Actuarial basis for the Company as a whole. Amount of such provision pertaining to Key Managerial Personnel are not ascertainable and therefore, not included in above.

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

The Group is engaged in the business of manufacturing refractories across the globe. The operating segments have been identified based on the different geographical areas where major entities within the Group operate and which is also the basis on which the Chief Operating Decision Maker (CODM) reviews and assess the Group's performances.

The Group is engaged in the business of manufacture, trading, sale of refractories, its accessories / machine and services thereof and is managed organisationally as a single segment. The Group has adopted geographical location of its operations (where its products are produced or service rendering activities are based) as its operating segment in terms of Ind AS 108 'Operating Segments'.

The Group's reportable segments and segment information is presented below :

(A) Primary Segment Reporting (by Geographical Location of Operations)

I) Composition of Geographical Segments

The Group is predominantly a Manufacturer and Trader of Specialised Refractories and accordingly a Single Business Segment Group. The Group has adopted the Geographical location of its operations (where its products are produced or service rendering activities are based) as its primary segment and presented the related information accordingly together with corresponding figures for the previous year. The Group's production facilities have been segmented into India, Europe (United Kingdom, Germany and Czech Republic), Asia excluding India (China) and America (USA).

II) Inter Segment Transfer Pricing

Inter Segment Prices are normally negotiated amongst the segments with reference to the Costs, Market Prices and Business Risks, within an overall optimisation objective for the Group.

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

III) Segment Revenues, Result and Other Information

	India	Europe	Asia Excluding India	Americas	Total of Reportable Segments
External Sales	77,658.59	25,475.33	1,817.11	20,999.03	1,25,950.06
	63,895.45	19,602.30	1,407.72	17,289.07	1,02,194.54
Inter Segment Sales	1,074.60	1,270.82	5,315.23	273.34	7,933.99
	1,012.02	1,023.59	6,196.35	197.94	8,429.90
Segment Revenues	78,733.19	26,746.15	7,132.34	21,272.37	1,33,884.05
	64,907.47	20,625.89	7,604.07	17,487.01	1,10,624.44
Segment Result	9,034.66	909.58	348.71	441.50	10,734.45
	10,354.49	623.55	202.18	1,547.84	12,728.06
Segment Assets	77,267.06	20,363.03	2,988.19	16,943.24	1,17,561.52
	69,510.51	19,739.51	2,566.51	15,381.02	1,07,197.55
Segment Liabilities	24,415.18	6,089.46	1,190.46	3,509.96	35,205.06
	19,257.73	6,057.01	752.51	3,273.03	29,340.28
Capital Expenditure (Net)	4,907.31	272.84	4.51	714.25	5,898.91
	1,088.99	191.58	2.67	305.27	1,588.51
Depreciation and Amortisation	4,114.41	502.63	149.17	348.12	5,114.33
	3,928.94	474.52	143.32	311.14	4,857.92
Non Cash Expenses other than Depreciation	937.63	4.12	-	0.11	941.86
	161.20	(47.27)	-	(40.27)	73.66

IV) Reconciliation of Reportable Segments with the Financial Statements

	Revenues	Net Profit	Assets	Liabilities @
Total of Reportable Segments	1,33,884.05	10,734.45	1,17,561.52	35,205.06
	1,10,624.44	12,728.06	1,07,197.55	29,340.28
Corporate - Unallocated (Net)/Adjustments	1,589.16	-	11,046.50	-
	2,050.36	-	11,192.05	-
Inter Segment Sales	(7,933.98)	-	-	-
	(8,429.90)	-	-	-
Finance Costs	-	(340.78)	-	-
	-	(305.86)	-	-
Tax Expense	-	-	-	-
- Current	-	(3,506.18)	-	-
	-	(3,391.93)	-	-
- Deferred Tax Credit / (Charge)	-	860.65	-	-
	-	(2,499.69)	-	-
- Excess Provision of Tax relating to earlier years written back	-	28.52	-	-
As per Financial Statements	1,27,539.23	7,748.14	1,28,608.02	35,205.06
	1,04,244.90	6,559.10	1,18,389.60	29,340.28

@ Excluding Total Equity

V) Revenue from sales to external customers for customer based Geographical Segments

	Total
India	35,303.07
	26,879.05
United Kingdom	4,931.72
	4,508.21
Europe other than United Kingdom	36,612.56
	29,821.16
Asia excluding India	19,311.81
	15,610.97
Americas	23,091.97
	18,919.52
Others	6,698.93
	6,455.63
Total Sales	1,25,950.06
	1,02,194.54

Figures in Bold type relate to current year

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

37. ADDITIONAL INFORMATION AS REQUIRED BY PARAGRAPH 2 OF THE GENERAL INSTRUCTIONS FOR PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS TO SCHEDULE III TO THE COMPANIES ACT, 2013

Name of the Entity	Net Assets (Total Assets minus Total Liabilities)		Share in Profit		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Profit	Amount	As % of Consolidated Other Comprehensive Income	Amount	As % of Consolidated Total Comprehensive Income	Amount
Holding								
IFGL Refractories Limited -Holding Company	62.77%	58,630.69	81.60%	6,322.16	0.66%	1.39	79.47%	6,323.55
	62.79%	55,911.07	68.35%	4,483.22	1.71%	27.34	55.31%	4,510.56
IFGL Worldwide Holding Limited, Isle of Man	14.35%	13,404.02	(3.02)%	(234.32)	-	-	(2.94)%	(234.32)
	15.51%	13,813.53	4.82%	316.00	-	-	3.88%	316.00
EI Ceramics LLC, USA	9.14%	8,536.58	3.86%	299.24	-	-	3.76%	299.24
	8.89%	7,916.32	19.75%	1,295.18	-	-	15.88%	1,295.18
IFGL Inc., USA	8.65%	8,082.32	-	-	-	-	-	-
	8.73%	7,773.44	0.00%	(0.01)	-	-	0.00%	(0.01)
Mono Ceramics Inc, USA	7.46%	6,969.15	0.79%	60.89	-	-	0.77%	60.89
	7.62%	6,783.23	1.68%	110.51	-	-	1.36%	110.51
Monotec Refratarios Ltda, Brazil	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-
Goricon Metallurgical Services Ltd, UK	0.00%	0.05	0.00%	(0.21)	-	-	0.00%	(0.21)
	0.00%	0.25	(0.03)%	(2.03)	-	-	(0.02)%	(2.03)
IFGL Monocon Holdings Limited, UK	5.32%	4,971.00	-	-	-	-	-	-
	5.66%	5,036.50	-	-	-	-	-	-
Monocon International Refractories Limited, UK	13.38%	12,501.55	5.65%	438.14	-	-	5.51%	438.14
	13.73%	12,230.81	7.64%	501.15	-	-	6.15%	501.15
Monocon Overseas Limited, UK	8.54%	7,979.75	(0.01)%	(0.50)	-	-	(0.01)%	(0.50)
	9.08%	8,085.39	0.00%	(0.18)	-	-	0.00%	(0.18)
Hofmann Ceramic CZ s.r.o. Czech Republic	(0.73)%	(686.14)	(1.10)%	(85.28)	-	-	(1.07)%	(85.28)
	(0.64)%	(570.41)	(0.52)%	(34.07)	-	-	(0.42)%	(34.07)
Hofmann Ceramic GmbH, Germany	4.08%	3,813.92	8.80%	681.80	-	-	8.57%	681.80
	3.74%	3,331.90	2.30%	150.79	-	-	1.85%	150.79
IFGL GmbH, Germany	5.62%	5,250.91	0.15%	11.70	-	-	0.15%	11.70
	6.01%	5,353.90	(0.38)%	(24.96)	-	-	(0.31)%	(24.96)
Tianjin Monocon Refractories Company Limited, PRC	0.78%	733.13	1.25%	97.08	-	-	1.22%	97.08
	0.67%	593.51	1.77%	116.27	-	-	1.43%	116.27
Tianjin Monocon Aluminous Refractories Company Limited, PRC	1.60%	1,495.13	2.39%	185.24	-	-	2.33%	185.24
	1.37%	1,220.93	0.79%	52.13	-	-	0.64%	52.13
Consolidation Adjustments/ Eliminations *	(40.96)%	(38,279.09)	(0.36)%	(27.80)	99.34%	208.04	2.27%	180.24
	(43.16)%	(38,431.05)	(6.19)%	(404.90)	98.29%	1,568.05	14.26%	1,163.15
Total	100.00%	93,402.97	100.00%	7,748.14	100.00%	209.43	100.00%	7,957.57
	100.00%	89,049.32	100.00%	6,559.10	100.00%	1,595.39	100.00%	8,154.49

Figures in Bold type relate to current year

* Consolidation adjustments / eliminations include inter-company eliminations, consolidation adjustments and GAAP differences.

0.00% represent below rounding off norms.

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

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

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

In accordance with the provisions of aforesaid Scheme -

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

39. INCOME TAX EXPENSE

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

	For the year ended 31st March 2022	For the year ended 31st March 2021
Current Tax Expense recognised in Profit or Loss		
Current Tax	3,506.18	3,391.93
Excess Provision of Tax relating to earlier years written back	-	(28.52)
Total Current Tax Expense (A)	3,506.18	3,363.41
Deferred Tax Expense recognised in Profit or Loss		
Deferred Tax Charge / (Credit) (Refer Note 39.1)	(860.65)	2,499.69
Total Deferred Tax Expense recognised in Profit or Loss (B)	(860.65)	2,499.69
Deferred Tax Expense recognised in Other Comprehensive Income		
Deferred Tax Charge	0.75	14.68
Total Deferred Tax Expense recognised in Other Comprehensive Income (C)	0.75	14.68
Total Deferred Tax for the Year (B+C)	(859.90)	2,514.37
Total Income Tax Expense recognised in Profit or Loss (A+B)	2,645.53	5,863.10
Total Income Tax Expense (A+B+C)	2,646.28	5,877.78

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

	For the year ended 31st March 2022	For the year ended 31st March 2021
Profit Before Tax	10,393.67	12,422.20
Tax at the Indian Tax Rate of 34.944% (2020-21: 34.944%)	3,631.96	4,340.81
Income Exempt from Taxes	(617.61)	(1,097.44)
Expense not deductible	15.10	119.92
Effect of Tax Rate differences of Subsidiaries operating in other jurisdiction and other Tax Bracket	(330.85)	(449.05)
Deferred Tax Liabilities recognised on Written down value of Goodwill (Tax)	-	2,952.03
Effect of others	(52.32)	11.51
Income Tax Expense	2,646.28	5,877.78

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

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

- 39.1** Following amendments made by the Finance Act 2021 to the relevant sections of the Income Tax Act 1961, whereby Goodwill on amalgamation will not be considered as a depreciable asset and depreciation on Goodwill will not be allowed as deductible expenditure effective 1st April 2020, the Holding Company, in accordance with the requirements of Ind-AS 12, had recognised one time Deferred Tax Charge ₹ 2,019.01 (net) for the year ended 31st March 2021 consequent to the reduction of the depreciable amount of Goodwill for tax purposes to nil. Accordingly, Profit after Tax for the year ended 31st March 2021 was lower by the amount as indicated above. This Deferred Tax charge does not involve any cash outflow either in the past year or future. Adjusted EPS for the year ended 31st March 2021 have been calculated without taking into consideration such additional Deferred Tax charge. Holding Company Management, supported by legal opinion, believes that such deductions claimed in prior assessment years are sustainable and remain unaffected.
- 40.** Management has taken into account the possible impact of the COVID 19 pandemic in preparation of these Consolidated Financial Statements, including assessment of recoverability of its assets based on the internal and external information up to the date of approval of the results and will continue to closely monitor any material changes to future economic conditions.
- 41.** The ongoing conflict between Ukraine and Russia has resulted in an unprecedented situation which has adversely affected operations of two of our customers in Ukraine located in Mariupol, where hostilities are continuing and Group is unable to make contact or have news direct or through reputable third parties regarding their current standing. As a consequence, the Group as a matter of abundant precaution have made provision for Trade Receivables aggregating to ₹ 1,027.18, Inventories aggregating to ₹ 507.64 despatched by the Group but yet to be delivered to those customers under the terms of underlying contracts and reversal of Sales Commission aggregating ₹ 138.42 accrued in respect of aforesaid sales in these Consolidated Financial Statement. Whilst the Group is hopeful of the ultimate recovery of trade with both of them, it decided to follow a Conservative Accounting approach.

42. RATIO ANALYSIS AND ITS ELEMENTS :

	As at 31st March 2022	As at 31st March 2021	Variance
a) Current Ratio	2.82	3.22	(12.46)%
b) Debt- Equity Ratio	-	-	0.00%
c) Debt Service Coverage Ratio	9.37	8.11	15.51%
d) Return on Equity Ratio	8.49%	7.72%	10.03%
e) Inventory Turnover Ratio	2.88	3.06	(6.06)%
f) Trade Receivable Turnover Ratio	5.04	4.66	8.09%
g) Trade Payable Turnover Ratio	7.16	8.09	(11.48)%
h) Net Capital Turnover Ratio	3.12	2.69	15.87%
i) Net Profit Ratio	6.15%	6.42%	(4.15)%
j) Return on Capital Employed	13.71%	17.86%	*(23.21)%
k) Return on Investment	6.36%	3.09%	** 106.00%

Reasons for variance more than 25% in above ratios is explained below :

* Due to increase in Working Capital requirement.

** Due to change in Investment pattern.

S. No.	Particulars	Numerator	Denominator
a)	Current Ratio	Current Assets	Current Liabilities
b)	Debt-Equity Ratio	Total Debt includes Other Borrowings +Lease liabilities- Cash & Cash Equivalents.	Total Equity includes Equity Share Capital and Other Equity
c)	Debt Service Coverage Ratio	Earning available for Debt service includes Profit for the year+Finance Costs+Depreciation and Amortisation Expenses+Provision for Doubtful Trade Receivables/Advances+Sundry Debit Balances/Advances written off+Corporate Social Responsibility Expenditure+Net Loss on Sale of Property, Plant and Equipment.	Debt Service includes Finance Cost+Lease Payments
d)	Return on Equity Ratio	Profit for the year	Average Total Equity includes Average of Opening and Closing Total Equity.
e)	Inventory Turnover Ratio	Cost of Goods Sold (COGS) includes Cost of Materials and Components consumed+Purchases of Stock-in-Trade+Increase/(Decrease) in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	Average Inventory includes Average of Opening and Closing Inventories

Notes to the Consolidated Financial Statements (Contd.)

(₹ in lacs)

f)	Trade Receivable Turnover Ratio	Revenue from Operations	Average Trade Receivables includes Average of Trade Receivables of Current Year and Previous Year
g)	Trade Payable Turnover Ratio	Purchase includes Purchases of Raw Materials and Components+Stores and Spares+Stock-in-Trade	Average Trade Payables includes Average of Trade Payables of Current Year and Previous Year
h)	Net Capital Turnover Ratio	Revenue from Operations	Current Assets (excluding Current Investments)-Current Liabilities
i)	Net Profit Ratio	Profit for the year	Revenue from Operations
j)	Return on Capital Employed	Earning before Interest and Taxes (EBIT) includes Profit before Tax+Finance Costs	Capital Employed includes Total Equity +Other Borrowings +Lease Liabilities+ Deferred Tax Liabilities-Goodwill-Other Intangible Assets
k)	Return on Investment	Income on Investment includes Interest Income on Investment+Income on Fair Valuation of Investment +Profit on Sale of Investments	Average Investment includes Average of Opening and Closing Investments.

43. OTHER STATUTORY INFORMATION :

- i. The Holding Company do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- ii. The Holding Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- iii. The Holding Company have not traded or invested in Crypto Currency or Virtual Currency during the financial year.
- iv. The Holding Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including Foreign Entities (Intermediaries) with the understanding that the Intermediary shall
 - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- v. The Holding Company have not received any fund from any person(s) or entity(ies), including Foreign Entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall :
 - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vi. The Holding Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as Income during the year in the Tax Assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- vii. The Holding Company have only one transactions with struck off Company. Details as given below :

Name of the Company	Nature of Transaction	Balance Outstanding as on 31st March 2022	Balance Outstanding as on 31st March 2021	Relationship with the Struck off Company
Bertina Manpower Solution Private Limited	Manpower Supply	4.87	4.43	None

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

45. Previous year figures have been re-grouped / rearranged, where necessary.

In terms of our Report attached

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

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per **Bhaswar Sarkar**

Partner

Membership No. 055596

Kolkata

28th May 2022

For and on behalf of the Board of Directors

S K Bajoria

Chairman

(DIN - 00084004)

Munich

James L McIntosh

Managing Director

(DIN - 09287829)

London

Kamal Sarada

Director and Chief Executive Officer

(DIN - 03151258)

Kolkata

Rajesh Agarwal

Company Secretary

(FCS - 2825)

Kolkata

Amit Agarwal

Chief Financial Officer

Kolkata

Notes

Three Year Highlights of Consolidated Financial Results

(₹ in lacs)

FINANCIAL YEAR	2021-2022	2020-2021	2019-2020
INCOME			
Total Income	1,27,539	1,04,245	92,830
EBIDTA	15,849	17,586	10,254
As % of Total Income	12	17	11
Profit before exceptional items and tax	10,394	12,422	5,058
PBT (after exceptional items)	10,394	12,422	2,997
PAT	7,748	6,559	1,946
ASSETS EMPLOYED			
Net Fixed Assets (including Goodwill)	44,688	43,761	44,731
Non-Current Investments	1,935	619	152
Current and Other Assets	81,985	74,010	58,035
Total	1,28,608	1,18,390	1,02,918
NET WORTH	93,403	89,049	80,895
Earnings per Share (₹)	22	* 24	5
Cash EPS (₹)	36	32	19
Equity Dividend (%)	70	** 100	25

* Adjusted

** including one time Special Dividend of 60%



OUR TECHNOLOGY / YOUR SUCCESS

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