



Golden Tobacco Limited

(Estd. 1930 • Founder : Late Narsee Monjee • Incorporated 1955)

Manufacturers of Quality Cigarettes / Cigars



September 6, 2021

GT/SE/SEC/2021-22

To, The Manager, Corporate Relations Dept. BSE Ltd. P.J. Towers, Dalal Street, MUMBAI-400001 Scrip Code: 500151	To, The Secretary, National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex, Bandra (East) MUMBAI - 400 051 Symbol: GOLDENTOBC
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Sub: Submission of 65th Annual Report along with Notice for Annual General Meeting for the Financial Year 2020-21.

Dear Sir/ Madam,

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report for the Financial Year 2020-21 including the Notice convening the 65th AGM of shareholders which will be circulated to the shareholders. The 65th AGM will be held on Thursday, 30th September, 2021 at 11.00 a.m. IST, Key information for the same is as follows:

65th Annual General Meeting (Day, Date and Time)	Thursday, 30 th September, 2021 at 11.00 a.m.
Venue	Banyan Paradise Resort, Near Dumad Road, Vemali, Vadodara – 390008.
Book Closure / Record Date	Friday, 24 th September, 2021 to Thursday, 30 th September, 2021 (both days inclusive).
Cut Off Date for Remote- e-voting	Thursday, 23 rd September, 2021
Remote e-voting period	Monday, 27 th September, 2021 (9.00 a.m. IST) and ends on Wednesday, 29 th September, 2021 (5.00 p.m. IST)

Thanking you,

Yours Faithfully,
For Golden Tobacco Limited

Pawan Kumar Malsaria
Whole-time Director & CFO

Registered Office & Works : At. Darjipura, Post-Amaliyara, Vadodara - 390 022. (Gujarat).
Phone : +91 0265 2540597, 2540281 Fax : +91 0265 2541700 Toll Free No. : 1800 223 951
website : www.goldentobacco.in Email : share@goldentobacco.in CIN : L16000GJ1955PLC067605

New Delhi Office : Golden Tobacco Limited, 1303-1304, Vijaya Building, 17, Barakhamba Road, New Delhi-110 001.
Phone : +91 011 23711531 Fax : +91 011 23314457

Mumbai Office : Golden Tobacco Limited, Tobacco House, S. V. Road, Vile Parle (W), Mumbai-400 056.
Phone : +91 022 26713951 Fax : +91 022 26715481

**65th ANNUAL
REPORT
2020-2021**



GOLDEN TOBACCO LIMITED

GOLDEN TOBACCO LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Shri Pawan Kumar Malsaria	-	Whole-time Director & CFO
Shri Vinod S. Bhatia	-	Non Executive Independent Director
Shri Rajnikant Patel	-	Non Executive Independent Director
Shri Jignesh Engineer	-	Non Executive Director
Smt. Prama Raval Shah	-	Non Executive Independent Director
Shri Vikas Dahiya	-	Non Executive Independent Director

COMPANY SECRETARY

Shri Harish Punwani (upto 13th July, 2021)

STATUTORY AUDITORS

M/s. Bagaria & Co. & LLP
Chartered Accountants
Mumbai

SECRETARIAL AUDITORS

M/s. Devesh Pathak & Associates
Practising Company Secretaries
Vadodara

REGISTERED OFFICE AND WORKS

At Darjipura, Post Amaliyara,
Vadodara - 390 022 Gujarat, India
CIN : L16000GJ1955PLC067605
Tel. (0265) 2540281 Fax : (0265) 2541700
Website : www.goldentobacco.in
E-mail : share@goldentobacco.in

INVESTORS' CELL

Toll Free No. 1800223951
Email : share@goldentobacco.in

REGISTRAR & TRANSFER AGENT

M/s. Link Intime India Pvt. Ltd.
C101, 247 Park,
L.B.S. Marg, Vikhroli West, Mumbai - 400083
Tel. (22) 48186000 Fax (22) 49186060
Email : rnt.helpdesk@linkintime.co.in

BANKS

Canara Bank
Bank of Baroda
Bank of India

STOCK EXCHANGE(S)

BSE Ltd.
National Stock Exchange of India Ltd.

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65TH ANNUAL GENERAL MEETING

Day, Date & Time	: Thursday, September 30, 2021 at 11.00 AM
Venue	: At Banyan Paradise Resort, Near Dumad Road, Vemali, Vadodara-390008.
Book Closure Date	: September 24, 2021 to September 30, 2021 (Both Days inclusive)



NOTICE

Notice is hereby given that the Sixty-Fifth Annual General Meeting (AGM) of the Members of Golden Tobacco Limited will be held on **Thursday, 30th September, 2021 at 11.00 a.m.** at Banyan Paradise Resort, Near Dumad Road, Vemali, Vadodara - 390008 to transact following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt :

- a. The Audited Financial Statements of the Company for the Financial Year ended 31st March, 2021 together with the Reports of the Board of Directors' and the Auditors' thereon and
 - b. The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2021 together with Reports of the Auditors' thereon.
2. To appoint a Director in place of Shri Pawan Kumar Malsaria (DIN: 01710944), who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

3. To appoint Smt. Prama Raval Shah (DIN – 09058285), as a Non-executive Independent Woman Director.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution

“**RESOLVED THAT** pursuant to the Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR') read with Section 149, 150, 152, 161(1) and any other provisions applicable, if any, read with Schedule IV of the Companies Act, 2013 ('the Act') [including statutory modification(s) and re-enactment(s) thereof] as also any other applicable laws as the case may be and Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and Board of Directors, Smt. Prama Raval Shah (DIN – 09058285), who holds office as an Additional Director up to ensuing Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the LODR and in respect of whom the Company has received a requisite notice in writing under Section 160(1) of the Act from a Member, signifying intention to propose her candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Woman Director, not liable to retire by rotation, for a term of five consecutive years with effect from 12th February, 2021.”

4. To appoint Shri Vikas Dahiya (DIN – 09232446), as a Non-Executive Independent Director.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution

“**RESOLVED THAT** pursuant to the Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR') read with Section 149, 150, 152, 161(1) and any other provisions applicable, if any, read with Schedule IV of the Companies Act, 2013 ('the Act') [including statutory modification(s) and re-enactment(s) thereof] as also any other applicable laws as the case may be and Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and Board of Directors, Shri Vikas Dahiya (DIN – 09232446), who holds office as an Additional Director up to ensuing Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the LODR and in respect of whom the Company has received a requisite notice in writing under Section 160(1) of the Act from a Member, signifying intention to propose his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director, not liable to retire by rotation, for a term of five consecutive years with effect from 13th August, 2021.”

**By order of the Board,
For GOLDEN TOBACCO LIMITED,
SD/-**

**Place : Vadodara
Date : 13th August, 2021**

**Pawan Kumar Malsaria
Whole-time Director-CFO**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM') MAY APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY AT DARJIPURA, POST-AMALIYARA, VADODARA – 390022, GUJARAT, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE AGM. A PERSON CAN ACT AS A PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL PAID-UP CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER SHAREHOLDERS.

The Attendance Slip and a Proxy Form with clear instructions for filling, stamping, signing and/or depositing the Proxy Form are enclosed. Members / proxies should bring duly filled attendance slips sent herewith to attend the meeting.

2. The Register of Directors' and Key Managerial Person, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
3. Corporate Members are required to send to Registered Office a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
4. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this Annual General Meeting is annexed.
5. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rule, 2014, the Resolutions proposed at this Annual General Meeting will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM) and also voting through ballot at the AGM. For remote e-voting the Company has engaged the services of Central Depository Services Ltd (CDSL). The Board of Directors of the Company has appointed CS Devesh A. Pathak (FCS NO. 4559), of M/s Devesh Pathak & Associates, Practising Company Secretaries as the Scrutinizer for the purpose.
6. Voting rights will be reckoned on the paid-up value of share registered in the name of the Members as on **Thursday, 23rd September, 2021 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or voting at the Annual General Meeting.
7. The facility for voting by ballot will be available at the AGM venue for those Members who do not cast their votes by remote e-voting prior to the Annual General Meeting. Members, who cast their votes by remote e-voting prior to the Annual General Meeting, may attend the meeting but will not be entitled to cast their votes once again.
8. Members can opt for only one mode of voting i.e. either by ballot form or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through ballot form shall be treated as invalid.
9. Members are required to bring their admission/attendance slips to the AGM. Duplicate admission slips and / or copies of the Annual Report will not be provided at the AGM venue.
10. In case of Joint Holders attending the Meeting, only such Joint Holder who is higher in the order of names will be entitled to vote.
11. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours up to the date of the AGM.
12. The Company has notified closure of Register of Members and Share Transfer Books from **Friday, 24th September, 2021 to Thursday, 30th September, 2021** (both days inclusive).
13. Members may note that all unpaid/unclaimed dividends up to 1993-94 declared by the Company has been transferred to the General Revenue Account of the Central Government. In accordance with the Scheme approved by BIFR the unpaid/unclaimed dividend for the year 1994-95 was to be paid by 31st March, 2023 and the unpaid/unclaimed dividend, if any, will be transferred to Investor Education & Protection Fund accordingly.



14. Members, holding shares in dematerialized form are requested to intimate all changes pertaining to their address, bank details, nominations, power of attorneys, change of name, email address, contact numbers etc. to their Depository Participants (DP). Changes intimated to the DP will then be automatically reflected in the Company's record which will help to the Company and Company's RTA, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company and / or Company's RTA M/s Link Intime India Pvt. Ltd.
15. 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.goldentobacco.in under the section Investor Relations.
16. Pursuant to the Listing Regulations, shares of a listed entity can only be transferred in demat form w.e.f. 1st April, 2019 except in cases of transmission or transposition. Therefore, shareholders are encouraged in their own interest to dematerialize their shareholding to avoid hassle in transfer of shares and eliminate risks associated with physical shares. Members can write to the Registrar in this regard.
17. The physical copies of the Notice of AGM along with Annual Report of 2020-21 is being sent to all the Members of the Company by the permitted mode, and also by electronic mode to those Members whose email addresses are registered with the Company / RTA / DP.
18. To support the "Green Initiative", the Members who have not registered their email address are requested to register the same with the Company's RTA/ DP for receiving all communication including Annual Report, Notices and Circulars etc. from the Company electronically.
19. Members, who wish to obtain information on the Company or view the Financial Statements, may visit the Company's website www.goldentobacco.in or send their queries at least ten days before AGM to the Secretarial Department at the Registered Office of the Company.
20. Any person, who acquires Shares of the Company and becomes a Member of the Company after dispatch of the Notice i.e. 6th September, 2021 may obtain the login ID and password by sending a request to CDSL at helpdesk.evoting@cdslindia.com However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
21. The e-voting period commences on **Monday, 27th September, 2021 (9.00 a.m. IST) and ends on Wednesday, 29th September, 2021 (5.00 p.m. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on **Thursday, 23rd September, 2021 i.e. cut-off date**, may cast their vote electronically. The e-voting module shall be disabled by Central Depository Services Ltd (CDSL) for voting thereafter. Once the vote on a resolution is cast by the Member he/she shall not be allowed to change it subsequently or cast vote again.
22. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Whole-time Director or a person authorized by the Company.
23. The results declared along with the Scrutinizer's Report will be placed on the Company's website www.goldentobacco.in and on the website of Central Depository Services (India) Ltd (CDSL) www.evotingindia.com after declaration of result. The Company will simultaneously forward the results to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.
24. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and in terms of Secretarial Standard - 2 in respect of the Director(s) seeking appointment/re-appointment at the 65th AGM are annexed hereto as Annexure-A to the Notice which forms part of the Explanatory Statement. The company has received relevant disclosure/consent from the Directors seeking appointment/re-appointment.

PROCEDURE FOR E- VOTING**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on **Monday, 27th September, 2021 (9.00 a.m. IST) and ends on Wednesday, 29th September, 2021 (5.00 p.m. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Thursday, 23rd September, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 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 hold 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>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</p>

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.

- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant GOLDEN TOBACCO LIMITED on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.



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- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; sunild@goldentobacco.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM No. 3 & 4:**

The Board of Directors based on the recommendation of Nomination and Remuneration Committee, appointed Smt. Prama Raval Shah and Shri Vikas Dahiya as an Additional Independent Directors of the Company w.e.f. 12th February, 2021 and 13th August, 2021 respectively for a term of five years, not liable to retire by rotation, subject to the approval of Members at the 65th Annual General Meeting.

In terms of Section 161(1) of the Companies Act, 2013, Smt. Prama Raval Shah and Shri Vikas Dahiya hold office only up to the date of the forthcoming AGM as Additional Directors and are eligible for appointment as Directors after approval of members in 65th AGM.

The Company has received notices under Section 160 of the Companies Act, 2013 from a member proposing their candidature as Directors in the capacity of Independent Directors of the Company. The Company has also received requisite consent and declarations from Smt. Prama Raval Shah and Shri Vikas Dahiya including confirmation that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The brief resume of Smt. Prama Raval Shah and Shri Vikas Dahiya together with other details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of Secretarial Standards-2 relating to General Meetings are provided in the Annexure to this notice.

In the opinion of the Board, they fulfill the conditions specified in the said Act and are independent of the management. Further, they possess appropriate skills, experience, expertise and knowledge which would benefit the business of the Company.

It is proposed that Smt. Prama Raval Shah and Shri Vikas Dahiya be appointed as Independent Directors of the Company for a term of five consecutive years i.e. from 12th February, 2021 and 13th August, 2021 respectively and they shall not be liable to retire by rotation.

A copy of the letters of appointment of Smt. Prama Raval Shah and Shri Vikas Dahiya setting out the terms and conditions of their appointment are available for electronic inspection up to the date of AGM and will also be available for inspection during the AGM. A brief profile of Smt. Prama Raval Shah and Shri Vikas Dahiya is also available on the website of the Company i.e. www.goldentobacco.com.

None of the Directors and Key Managerial Personnel or their relatives except the appointee directors and their relatives, is in anyway concerned or interested financially or otherwise in passing of the above resolutions.

**By order of the Board,
For GOLDEN TOBACCO LIMITED,
SD/-**

**Pawan Kumar Malsaria
Whole-time Director-CFO**

**Place : Vadodara
Date : 13th August, 2021
Registered Office:
At Darjipura, Post-Amaliyara,
Vadodara, Gujarat- 390022**



ANNEXURE-A

INFORMATION ABOUT THE APPOINTEES:

Pursuant to clause 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with clause 1.2.5 of secretarial standards-2

Name of the Director	Shri Pawan Kumar Malsaria	Smt. Prama Raval Shah	Shri Vikas Dahiya
Designation	Director-CFO	Independent Woman Director	Independent Director
DIN	01710944	09058285	09232446
Age	51	50	32
Date of Birth	24/08/1969	23/03/1970	13/04/1989
Nationality	Indian	Indian	Indian
Date of first Appointment	01 st September, 2020	12 th February, 2021	13 th August, 2021
Qualification	M.Sc. Mathematics	- B.A. from Sophia's College, Mumbai University - L.L.B. from Government Law College, University Of Mumbai in 1994.	- Bachelor of Law from Maharshi Dayanand University Rohtak. - Postgraduate in Journalism and Mass Communication (Kurukshetra University, Kurukshetra)
Expertise	Wide experience in the field of IT, Systems, Finance & Accounts Taxation and operations	Practicing Lawyer in Mumbai Mumbai High Court since last 27 years with specialisation in civil matters mostly pertaining to property. Constitutional law, Contract law, Company Law, Rent Law, and Consumer Law.	Advocate at Punjab and Haryana High Court by profession having a rich experience of about 12 years in the areas of Civil, Criminal and Commercial Law.
Directorship in the other Board Companies as on 31.03.2021 (Excluding Golden Tobacco Limited)	-	-	-
Chairmanship/Membership of Committee of the Board of the Listed Companies in which he/she is a Director as on 31.03.2021	Member-Audit Committee	-	
Shareholding in the Company as on 31.03.2021	NIL	NIL	NIL
Relationship with any Director(s) and Key Managerial Personnel (KMP) of the Company	Not related	Not related	Not related
Terms and conditions of Appointment/Reappointment	Reappointment as a Retiring Director	Appointment as an Independent Woman Director for a term of 5 years w.e.f. 12 th February, 2021	Appointment as an Independent Director for a term of 5 years w.e.f. 13 th August, 2021
Details of Remuneration last drawn, if any	13.45 Lakhs (from the date of appointment i.e. 01/09/2021 to 31/03/2021)	N.A.	N.A.
Details of remuneration sought to be paid, if any	As per the item no. 4 of the explanatory statement to the Notice of 64 th Annual General Meeting.	N.A.	N.A.
No. of Board Meetings attended	6	1	0

*Directorship in private companies, foreign companies and associations are excluded.

**Represents Membership/Chairmanships of Audit Committee and Stakeholders Relationship Committee only.

BOARD'S REPORT

To,
The Members
Golden Tobacco Limited
Vadodara

Your Directors have pleasure to present their 65th Annual Report along with the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021.

1. THE STATE OF COMPANY'S AFFAIRS:**i. FINANCIAL RESULTS:**

(₹ in Lakhs)

Particulars	Standalonoe		Consolidated	
	2020-21	2019-20	2020-21	2019-20
Revenue from Operations	4179.46	2342.55	4179.46	2342.55
Profit/(Loss) for the year after charging all expenses but before providing finance costs, Depreciation, Tax and Exceptional Items	1549.43	(1199.26)	1548.68	(1202.32)
(Less) : Finance Costs	(423.98)	(1082.14)	(424.35)	(1082.14)
(Less) : Depreciation and Amortisation Expense	(46.51)	(101.18)	(46.51)	(101.18)
Profit/(Loss) before Taxation & Exceptional Item	1078.94	(2382.58)	1077.82	(2385.64)
(Less) : Current Tax MAT	-	-	(0.40)	-
Add/(Less): Tax Expense/Credit for the earlier Year (written back)	-	63.95	-	62.40
Profit/(Loss) after Taxation but before Exceptional Items	1078.94	(2318.63)	1077.42	(2323.24)
Exceptional Item Net –Income/ (Expense)	(314.46)	2153.69	(314.46)	2164.58
Net Profit/(Loss) after Taxation & Exceptional Items	764.48	(164.94)	762.96	(158.66)
Other Comprehensive Income/(Loss)	242.44	(428.64)	246.29	(445.48)
Total Comprehensive Income/(Loss)	1006.92	(593.58)	1,009.25	(604.14)

i. Financial Highlights/Summary

During FY 2020-21, total standalone income of the Company was ₹ 4179.46 Lakhs as compared to ₹ 2342.55 Lakhs in FY 2019-20, registering an Increase of 78.41%.

The Company has booked Net profit of ₹ 764.48 Lakhs during the current year as against loss of ₹ 164.94 in the previous year.

2. DIVIDEND

In view of carried forward losses, of the company, your directors do not recommend any Dividend for the financial year under review.

3. TRANSFER TO GENERAL RESERVE

The Company is not required to transfer any amount to its reserves. Hence, no amount has been transferred to General Reserve of the Company.

4. SHARE CAPITAL

The paid up Equity Capital of the Company as on March 31, 2021 was 1,76,08,802 equity shares of ₹ 10 each with no change as compared to previous financial year.



Since, the Company has not issued any equity shares, the Company is neither required to furnish any information in respect of issue of equity shares with differential rights pursuant to Rule 4(4) of Companies (Share Capital and Debentures) Rules, 2014 ('SCD Rules') nor in respect of issue of Employees Stock Option pursuant to Rule 12(9) of SCD Rules nor in respect of issue of Sweat Equity Shares pursuant to Rule 12(9) of SCD Rules. The Company has only one class of equity shares with face value of ₹ 10/- each, ranking pari-passu.

5. CHANGE IN NATURE OF BUSINESS

There is no change in nature of business during the year.

6. MATERIAL CHANGES AND COMMITMENTS

There was no material change and commitment affecting the financial position of the Company which have occurred between the end of financial year of the Company i.e 31st March, 2021 and the date of this report and hence not reported.

7. FINANCE

During the year under review, your Company does not have any obligation towards its bankers or any lenders.

8. DEPOSITS

The Company has neither accepted nor renewed any deposits within the meaning of section 73 of the Companies Act, 2013 ("the Act") read with the Companies (Acceptance of Deposits) Rules, 2014.

9. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Details of loans, guarantees and investments covered under section 186 of the Act forms part of the Notes to the financial statement.

10. CORPORATE SOCIAL RESPONSIBILITY ("CSR")

Since the Company does not fall in any of the criteria mentioned in section 135(1) of the Act, provisions of Section 135 of the Act, and rules framed there under relating to corporate social responsibility, are not applicable to the Company. Hence, no details in the regard have been furnished.

11. CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of corporate governance and adheres to the corporate governance requirements set out by SEBI. The Company has been practicing the principles of good corporate governance over the years and lays strong emphasis on transparency, accountability and integrity. As required under the Listing Regulations, a detailed report on Corporate Governance along with the CEO and CFO certificate and a compliance certificate thereon from a practising Company Secretary forms part of this report as **Annexure – I**

12. MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Regulation 34 of the Listing Regulations, the Management Discussion and Analysis Report is annexed with the report as per **Annexure II** and forms part of this Annual Report.

13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Company has not entered into any contracts/ arrangement with related parties pursuant to Section 188 of the Companies Act, 2013 during the year under review and hence, no information is furnished.

14. ENVIRONMENT, OCCUPATIONAL HEALTH AND SAFETY

Good environment as well as safe & healthy working conditions are the root of the good performance. Your Company has been in a constant quest for providing to its employees, a very congenial work environment which will in turn add to the performance of the Company. Keeping in mind, the dynamism in the environment, your Company is continuously imparting requisite training to its employees in their respective field of work.

Health and safety of our employees is of prime concern to us. The workplace is designed to abate the hazards naturally prone to our product(s). No accident or any pollution problem was noticed during the year. Care is taken to ensure that all laws pertaining to environment, pollution, health and safety of employees and other relevant enactments are being scrupulously adhered to. Our commitment towards the society in terms of providing a clean and healthy environment is of utmost concern and we pledge to take active efforts to preserve the same. The Company is also now accredited with ISO

9001: 2015 certification by TUV NORD – a certification agency for Manufacture and Supply of Cigarettes and Tobacco Products.

15. CHANGE IN DIRECTORS AND KEY MANAGERIAL PERSONNEL (“KMP”)

In terms of applicable provisions of the Act and the Articles of Association of the Company, Shri Pawan Kumar Malsaria, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. His reappointment is recommended by the Nomination and Remuneration Committee. Brief resume and other details of Shri Pawan Kumar Malsaria, who is proposed to be re-appointed as a Retiring Director of your Company, have been furnished in the explanatory statement to the notice of the ensuing annual general meeting.

During the year under review, following changes took place in the composition of Board of Directors:

- i. Shri Pawan Kumar Malsaria and Shri Raj Kamal Gupta were appointed as Whole-time Directors of the Company w.e.f. 01/09/2020;
- ii. Shri Jignesh Bhailal Engineer was appointed as a Non-Executive Non-Independent Director w.e.f. 11/09/2020;
- iii. Smt. Prama Raval Shah was appointed as an Additional Director to hold the office till the ensuing Annual General Meeting as well as Non Executive Independent Woman Director for the term of 5 years with effect from 12/02/2021 subject to approval of members.
- iv. Shri Jaskaran Khurana, Managing Director of the Company, resigned w.e.f. 29/08/2020
- v. Consequent to the failure of Special Resolution for re-appointment of Ms. Kokila Panchal, Independent Woman Director, at the 64th Annual General Meeting of the Company, she resigned w.e.f. 01/01/2021.
- vi. Shri Rajkamal Gupta Whole-time Director resigned w.e.f. 10/08/2021
- vii. Shri Harish Punwani, Company Secretary & Compliance Officer of the Company resigned w.e.f. 13th July, 2021
- viii. Shri Vikas Dahiya was appointed as an Additional Director to hold office up to ensuing Annual General Meeting as well as Non Executive Independent Director for the term of 5 years with effect from 13/08/2021 subject to approval of members.

The Board places on record its appreciation for invaluable contribution during tenure of Shri Jaskaran Khurana, Smt. Kokila Panchal, Shri Raj Kamal Gupta and Shri Harish Punwani with the Company.

16. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirms that:

- a) In the preparation of the annual accounts for financial year ended March 31, 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2021 and of the profit and loss of the Company for the financial year ended March 31, 2021 under review;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts for the financial year ended March 31, 2021 on a going concern basis;
- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) they have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

17. INTERNAL FINANCIAL CONTROL

The Corporate Governance Policy guides the conduct of the affairs of your Company and clearly delineates the roles, responsibilities at each level of its key functionaries involved in governance. Your Company has in place adequate internal financial controls with reference to the Financial Statements. During the year under review, no reportable material weakness



in the operation was observed. Regular audit and review processes ensure that such systems are reinforced on an ongoing basis.

18. REMUNERAION POLICY

Pursuant to provisions of the Act, the Nomination and Remuneration Committee (NRC) of your Board has formulated a Remuneration Policy for the appointment and determination of remuneration of the Directors, Key Managerial Personnel, Senior Management and other employees. The NRC has developed criteria for determining the qualification, positive attributes and independence of Directors and for making payments to Executive and Non- Executive Directors. The remuneration policy of the Company can also be viewed at the website of the Company i.e. www.goldentobacco.in.

19. RECEIPT OF ANY COMMISSION BY MD/WTD FROM THE COMPANY OR FOR RECEIPT OF COMMISSION/REMUNERATION FROM IT'S HOLDING OR SUBSIDIARY.

Neither the Managing Director nor the Whole time Director(s) are in receipt of any Commission from the Company its Subsidiary/Holding company. Hence, the details of commission pursuant to Section 197(14) of the Act are not required to be reported.

20. WHISTLE BLOWER POLICY/VIGIL MECHANISM

The Company has a vigil mechanism/whistle blower policy to deal with instance of fraud and mismanagement, if any. In staying true to our values of strength, performance and passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder's responsibility.

21. POLICY AND DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has in place an Anti Sexual Harrasment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules there under and redressal of complaints of sexual harassment at work place. Internal Complaint Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year under review, no complaints were reported to the Board.

22. AUDITORS

STATUTORY AUDITORS

The Company at its 61st AGM appointed M/s. Bagaria & Co, Chartered Accountants, as Statutory Auditors of the Company to hold office till the conclusion of 66th Annual General Meeting. The Company has obtained necessary certificate under Section 141 of the Act conveying their eligibility for being the Statutory Auditors of the Company for the year 2021-22.

SECRETARIAL AUDITOR

As required under Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company is required to appoint a Secretarial Auditor for auditing secretarial and related records of the Company.

The Secretarial Audit Report for the year 2020-21, given by M/s. Devesh Pathak & Associates, Practicing Company Secretaries, Vadodara is attached as 'Annexure III' to this Report.

The Board at its meeting held on 29th June, 2021 has re-appointed M/s. Devesh Pathak & Associates, Practising Company Secretaries, Vadodara as Secretarial Auditors for the financial year 2021-22 upon recommendation of the Audit Committee.

23. EXPLANATIONS/COMMENTS ON STATUTORY AUDITORS' REPORT & SECRETARIAL AUDITORS' REPORT

Neither the Statutory Auditors nor the Secretarial Auditors of the Company, in their respective reports, have made any qualifications, reservations, adverse remarks or disclaimers. Accordingly, no explanations/ comments thereon are required to be furnished.

24. REPORTING OF FRAUDS

There have been no instances of fraud reported by the Statutory Auditors under Section 143(12) of the Act and rules framed there under either to the Company or to the Central Government.

25. ANNUAL RETURN

Pursuant to section 92(3) read with 134(3)(a) of the Act, a copy of the annual return is placed on the website of the Company i.e. www.goldentobacco.in.

26. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information on conversation of energy, technology absorption and foreign exchange earnings and outgo stipulated under section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are enclosed as per **Annexure-IV** of the Board's report

27. SUBSIDIARY COMPANIES AND ITS ACCOUNTS:

Your Company has Four subsidiaries namely Golden Realty & Infrastructure Ltd., Golden Investment (Sikkim) Pvt. Ltd., GTC Inc B.V. and Western Express Industries Limited, the fellow subsidiary of Western Express Industries Limited as on March 31, 2021

Pursuant to section 129(3) of the Companies Act, 2013, the Board and the Audit Committee has reviewed the affairs of the subsidiary companies. There is no Associate Company within the meaning of section 2(6) of the Companies Act, 2013. There has been no material change in the nature of the business of the subsidiaries. Pursuant to section 136 of the Companies Act, 2013 the audited financial statement and related information of the Company and audited accounts of each subsidiaries will be provided to any shareholder of the Company on making requisition to the Secretarial Department at the registered office of the Company or email share@goldentobacco.in. These documents will be available for inspection during business hours at the registered office of the Company. A statement containing the salient features of the financial statement of subsidiaries in the prescribed format AOC-1 is annexed as per **Annexure-V** which forms the Board's report.

28. CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of the Company are prepared in accordance with the Indian Accounting Standards (Ind AS) - 110 on Consolidated Financial Statements, Section 129 of the Companies Act, 2013 ("the Act") read with the Companies (Accounts) Rules, 2014 and Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("the Listing Regulations") along with a separate statement containing the salient features of the financial performance of its subsidiary in the prescribed form. The audited consolidated financial statements together with Auditors' Report forms part of the Annual Report and reflect the contribution of the subsidiaries to the overall performance of the Company.

29. INDUSTRIAL RELATIONS:

Your Company enjoyed cordial relationship with workers and employees at all levels.

30. HUMAN RESOURCES DEVELOPMENT

Your Company's Human Resources Management Systems and process are aimed to create a responsive market focused and customer centric and endeavors to move ahead with its most valuable resources, its employees. Your Company is engaged with a constructive relationship with employees and always believes that motivated employees are the core source, the competitive advantage and these are the continuous investments providing training and development programs an emphasis on productivity and efficiency and underline safe working practices etc.

31. PARTICULARS OF EMPLOYEES:

The Statement of disclosure of remuneration under Section 197 of the Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this report as '**Annexure-VI**'. There was no employee of the Company, employed throughout the year, who was in receipt of the remuneration exceeding 1.02 Crore per annum.

32. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

During the year under review, no material significant orders were passed by any Regulator / Hon'ble Courts etc., which would impact the going concern status of the Company and its future operations. However, under Regulation 30 of the Listing Regulation read with guidance note issued by the SEBI / Stock Exchanges from time to time, the Company has been reporting all the updates/ major cases / litigations and other matters etc., if any from time to time as and when necessary to the Stock Exchanges.



33. BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 read with the Listing Regulations, the Board carried out an evaluation of its own performance as well as of the directors individually. The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as Board composition and structure, effectiveness of Board process, information and functioning etc. The Board as well as Nomination and Remuneration Committee (NRC) reviewed the performance of the individual directors. The Chairman of the Board / Committee was also evaluated on the key aspects of his roles mainly on Board dynamic and relationship, information flow, decision making, relationship with shareholders, Company performance and strategy, tracking Board and Committee effectiveness etc.

In separate meeting of independent directors, performance of Non Independent Directors, performance of the Board as a whole and performance of the Chairman of the Board was evaluated, taking into account the views of Executive and Non Executive Directors including the performance of the Board, its Committees and individual directors. The same was discussed in the Board meeting that followed in the meeting of the Independent Directors.

34. MEETINGS OF THE BOARD OF DIRECTORS:

During the year under review, Six meetings of the Board were held i.e. on June 30, 2020, August 31, 2020, September 11, 2020, November 12, 2020, December 30, 2020, and February 12, 2021. Details of meetings of the Board and their attendance are mentioned in the Corporate Governance Report which forms part of annual report.

35. DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary declaration from each Independent Directors under section 149(7) of the Companies Act, 2013 that he/she meets the criteria of independence laid down in section 149 (6) of the Companies Act, 2013 and Regulation 25 of the Listing Regulations.

36. (A) STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SECTION 149(6) OF THE ACT

The Board of Directors hereby declares that all the independent directors duly appointed by the Company have given the declaration and they meet criteria of independence as provided under Section 149(6) of the Act.

(B) A STATEMENT WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE OF INDEPENDENT DIRECTORS

Your Directors are of the opinion that Independent Directors of the Company are of high integrity and suitable expertise as well as experience (including proficiency)

37. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

The Company believes that a Board, which is well informed / familiarized with the Company, can contribute significantly to effectively discharge its role of trusteeship. All new independent directors inducted into a Board attend an orientation program. The details of familiarization programme are provided in the Corporate Governance Report and also available on the Company's website www.goldentobacco.in

38. CODE OF CONDUCT:

The Code of Conduct is applicable to the members of the Board and all designated employees in the course of day to day business operations of the Company. The Code laid down by the Board is known as "Code of Conduct and Fair Disclosure of Unpublished Price Sensitive Information" which forms an Appendix to the Code of Conduct of the Company which is in line with SEBI (Prohibition of Insider Trading) Regulations, 2018, as amended from time to time.

The Company has received affirmations from Board members as well as senior management confirming their compliance with the said Code for FY 2020-21.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place in business practices and dealing with stakeholders. All the Board members and the senior management personnel have confirmed their compliance with the Code. All management personnel are being provided appropriate training in this regard.

39. PREVENTION OF INSIDER TRADING

The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the 'Trading Window' is closed. The Board is responsible for implementation of the code. All Directors and the designated employees have confirmed compliance with the code.

40. COMPLIANCE WITH SECRETARIAL STANDARDS

In terms of Clause no. 9 SS-1 (Secretarial Standards-1 on Meetings of Board of Directors), your Directors state that the Company has been compliant of applicable secretarial standards during the year under review.

41. AUDIT COMMITTEE

The composition of the Audit Committee is in line with the provisions of Section 177 of the Act read with Regulation 18 of the Listing Regulations. The Chairman of the Audit Committee is an Independent Director. The Audit Committee of the Board provides reassurance to the Board on the existence of an effective internal control environment that ensures the efficiency and effectiveness of the operations of the Company and safeguarding of assets and adequacy of provisions for all liabilities. Further details on the Audit Committee and its terms of reference etc. have been furnished in Corporate Governance Report.

42. NOMINATION AND REMUNERATION COMMITTEE:

The composition of the Nomination and Remuneration Committee (NRC) is in line with the Section 178 of the Act read with Regulation 19 of the Listing Regulations. The Committee determines overall Company's Policy on remuneration packages and other terms and conditions of the appointment of the Directors and senior management of the Company as well as sitting fees to the Non-Executive Directors of the Company and also to approve payment of remuneration to Managing Director and Whole Time Directors as decided by the members of the Company and recommends to the Board of Directors for their consideration and approval. The details of meetings and their attendance are included in the Corporate Governance Report.

43. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The composition of the Stakeholders' Relationship Committee (SRC) is in line with the Section 178 of the Act and Regulation 20 of the Listing Regulations. The Committee looks after the stakeholders' grievances and redressal of investor's complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of dividend etc. The details of meetings and attendance are included in Corporate Governance Report.

44. RISK MANAGEMENT COMMITTEE:

The composition of the Risk Management Committee is not applicable to your Company. However, the Company has voluntarily constituted the Risk Management Committee (RMC) which is in line with the section 134(3) of the Companies Act read with Regulation 21 of the Listing Regulations. The Company has framed Risk Management Policy which inter-alia covers financials, operational, regulatory and Legal and product and market risk etc. and to formulate a procedure for mitigation of risk which may threaten the existence of the Company.

45. COST RECORDS

The Company is not required to maintain the cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013 and accordingly the Company has not maintained the cost records.

46. COST AUDITORS:

The Company is not required to appoint the cost auditor as specified by the Central Government under Section 148(1) of the Companies Act, 2013 and accordingly the Company has not appointed the cost auditor.

ACKNOWLEDGEMENTS:

Your Directors express their deep gratitude and sincere appreciation for the whole-hearted assistance and co-operation extended to the Company by the Government,

Bankers, Financial Institutions, Business associates, Employees and all the Shareholders of the Company who have continued to repose utmost faith in the Company.

For and on behalf of the Board

Place : Vadodara
Date : 13th August, 2021

Vinod Bhatia
Independent Director
DIN: 08235705

Pawan Kumar Malsaria
Wholetime Director & CFO
DIN:01710944



CORPORATE GOVERNANCE REPORT

I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy of Corporate Governance is the application of continued best management practices assisting the management of the Company in the efficient conduct of its business, continued compliance of laws and adherence of highest ethical standards to achieve the Company's objective of enhancing the shareholders values. The Company's philosophy on the Code of Governance is based on the belief that effective Corporate Governance practices constitute a strong foundation of any successful organization and accordingly the Company's actions are governed by principles and values which are enforced at all levels within the Company.

Corporate Governance signifies acceptance by management of the inalienable rights of shareholders as the true owner of the Company and of their own role as trustees on behalf of the shareholders. The Company firmly believes that its affairs shall be conducted by following the best practices and principles, irrespective of its relation to the customers, employees, stakeholders or the community. It endeavors to provide detailed information on various issues concerning the Company's business and financial performance to the shareholders.

Your Company is in compliance with the requirements of Corporate Governance stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations")

II. THE BOARD OF DIRECTORS

The composition of the Board of Directors ('Board') of your Company is in conformity with Regulation 17(1) of Listing Regulations as on 31st March 2021. The Company does not have a regular non-executive chairperson and accordingly atleast half of the Board of directors comprises of independent directors. The Board reviews and approves strategy; oversees the actions and results of Management to ensure that the long-term objectives of enhancing stakeholders' value and other stakeholder's interest are met.

The Executive Directors of the Company are looking after the day to-day Management of your Company. The Non-Executive Directors comprise of three Independent Directors, who possess requisite qualifications and experience in general corporate management, finance and other allied fields which enable them to contribute effectively to the Company in their capacity as Directors.

Apart from reimbursement of expenses incurred in the discharge of their duties and the remuneration that Directors would be entitled under the Companies Act, 2013 ('the Act') as Non-Executive Directors, none of these Directors has any other material pecuniary relationships or transactions with the Company, its Promoters, its Directors, its Senior Management or its Subsidiaries and Associates which in their judgment would affect their independence. None of the Directors are inter-se related to each other. The Senior Management of the Company have made disclosures to the Board confirming that there are no material financial and/or commercial transactions between them and the Company which could have potential conflict of interest with the Company at large.

The Independent Directors provide an annual confirmation that they meet the criteria of independence as defined under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, the Independent Directors fulfill the conditions specified in these Regulations and are independent of the management.

a. **Composition of the Board**

The Board comprises of 6 Directors as on March 31, 2021. The names and categories of Directors, the number of Directorships and Committee positions held by them in other companies are given below. None of the Executive Directors is an Independent Director in more than 3 listed companies and none of Non-Executive Directors is an Independent Director in more than 7 listed companies. None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees [as specified in Regulation 26(1) of Listing Regulations], across all the listed entities.

b. **Board Procedure**

The Board of Directors oversees the overall functioning of the Company. The Board meetings are governed by the structured agenda. The Company Secretary drafts the agenda of each meeting along with explanatory note in consultation with Executive Director and circulates at least seven days prior to the Board meeting to all its directors. All agenda items

are backed up with comprehensive background information to enable the Board to take informed decisions. The Board Members in consultation with the Chairman of the meeting may bring up any matter for the consideration of the Board. The dates of Board meetings are fixed in advance in consultation with all the directors individually as per their convenience with objective to ensure the presence of all the independent directors in the Board Meetings. The Board meets at least once in a quarter to review the quarterly results and other items on the agenda, and also on the occasion of the AGM.

The gap of each Board meeting is not more than 120 days as prescribed under Listing Regulations read with the Companies Act. Additional meetings are held whenever necessary. Independent Directors are expected to attend at least four Board meetings in the year.

c. Number of Board Meetings, Attendance of Directors at Meetings of the Board and at the Annual General Meeting

During the year under review, six meetings of the Board were held i.e. on 1) June 30, 2020, 2) August 31, 2020, 3) September 11, 2020, 4) November 12, 2020, 5) December 30, 2020 and 6) February 12, 2021. The attendance of the directors at the Board meetings and previous AGM are as follows:

Name of Director	Previous AGM held on 30.12.2020	Meeting held on						% of attendance
		30.06.20	31.08.20	11.09.20	12.11.20	30.12.20	12.02.21	
Shri Jignesh B. Engineer ¹	Yes	NA	NA	Yes	Yes	Yes	Yes	100
Shri Raj Kamal Gupta ²	Yes	NA	Yes	Yes	Yes	Yes	Yes	100
Shri Pawan Kumar Malsaria ³	Yes	NA	NA	Yes	Yes	Yes	Yes	100
Ms. Kokila Panchal ⁴	Yes	Yes	Yes	Yes	Yes	Yes	NA	100
Shri Vinod S. Bhatia	Yes	Yes	Yes	Yes	Yes	Yes	Yes	100
Shri Rajnikant Patel	Yes	Yes	Yes	Yes	Yes	Yes	Yes	100
Shri Jaskaran Singh Khurana ⁵	NA	Yes	NA	NA	NA	NA	NA	100
Ms. Prama Raval Shah ⁶	NA	NA	NA	NA	NA	NA	Yes	100

1. Appointed as an Non-executive Non-Independent Director w.e.f. 11/09/2020
2. Appointed as a Whole-time Director w.e.f. 01/09/2020
3. Appointed as a Whole-time Director w.e.f. 01/09/2020
4. Resigned from Directorship w.e.f.01/01/2021
5. Resigned from Directorship w.e.f.29/08/2020
6. Appointed as an Independent Woman Director w.e.f. 12/02/2021

Sr. No	Name of Director	Designation	Age	Listed Companies	All other Public Companies	Committee Members	Chair-person of the Committees
1	Shri Pawan Kumar Malsaria	Whole time Director	52	1	-	1	-
2	Shri Raj Kamal Gupta	Whole time Director	62	1	-	1	-
3	Shri Rajnikant Patel	Non-Executive - Independent Director	71	1	-	2	-
4	Shri Jignesh B. Engineer	Non-Executive - Non Independent Director	64	1	-	-	-
5	Shri Vinod S. Bhatia	Non-Executive - Independent Director	73	1	-	-	2
6	Smt. Prama Raval Shah	Additional Independent Woman Director	51	1	-	-	-

Note

- A. Including Golden Tobacco Ltd. & its subsidiary Companies.
- B. Memberships in unlisted public companies are excluded.
- C. Membership in NRC is excluded.



d. **Listed entities in which the Directors hold position as Director and category of Directorships as on March 31, 2021:**

Name of Directors	Name of Companies	Category of Directorships
Shri Pawan Kumar Malsaria	Golden Tobacco Limited	Whole time Director& CFO
Shri Raj Kamal Gupta	Golden Tobacco Limited	Whole time Director
Shri Vinod S. Bhatia	Golden Tobacco Limited	Non-Executive - Independent Director
Shri Rajnikant Patel	Golden Tobacco Limited	Non-Executive - Independent Director
Shri Jignesh B. Engineer	Golden Tobacco Limited	Non-Executive - Non Independent Director
Smt. Prama Raval Shah	Golden Tobacco Limited	Non-Executive Woman Independent Director

e. **List of core skills/expertise/competencies as identified by the Board of Directors of the Company as required in the context of Company's business and sector for it to function effectively and those actually available with the Board:**

The Board of Directors has identified the following skills required for the Company and the availability of such skills with the Board:

Name of Director	Shri Pawan Kumar Malsaria	Shri Raj Kamal Gupta	Shri Vinod S. Bhatia	Shri Rajnikant Patel	Shri Jignesh B. Engineer	Smt. Prama Shah
Skills/Expertise/Competencies whether available with the Board or not?						
INDUSTRY KNOWLEDGE/ EXPERIENCE						
- Experience	✓	✓	-	✓	✓	-
- Industry Knowledge	✓	✓	-	✓	✓	-
- Understanding of relevant laws, rules and policy	✓	✓	✓	✓	✓	✓
- Risk Management	✓	✓	✓	✓	✓	✓
TECHNICAL SKILLS/EXPERIENCE						
- Accounting and Finance	✓	✓	✓	✓	✓	✓
- Business Development and Strategy	✓	✓	✓	✓	✓	✓
- Information Technology	✓	✓	✓	✓	✓	✓
- Leadership	✓	✓	✓	✓	✓	✓
BEHAVIORAL COMPETENCIES						
- Integrity and ethical standards	✓	✓	✓	✓	✓	✓
- Monitoring abilities	✓	✓	✓	✓	✓	✓
- Interpersonal relations	✓	✓	✓	✓	✓	✓

f. **Annual Evaluation of Board, its Committees and Individual Directors:**

A formal evaluation of the performance of the Board, its committee and the Independent Directors was carried out for FY 2020-2021.

As a part of evaluation process, the performance of Non-Independent Directors and the Board was conducted by the Independent Directors. The performance evaluation of the respective committees and that of Independent and Non-Independent Directors was done by the Board excluding the Director being evaluated.

g. **Directors' familiarisation programme:**

Independent Directors inducted to the Board have been introduced to our Company culture through appropriate orientation sessions and have been familiarized with their roles, rights, responsibility in the Company pursuant to Regulation 25 of the Listing Regulations. Presentations were made by the Managing Director and the members of Senior Management to provide an overview and to familiarize the Independent Directors with our operations. They were also introduced to

our organizational structure, our services, company structure, constitution, Board procedures, matters reserved for the Board, and our major risks and risk management policy. The details of the familiarization program for the Independent Directors have been placed on the website of the Company at www.goldentobacco.in.

III. **AUDIT COMMITTEE:**

Constitution of the Audit Committee of the Company as well as its terms of reference are in line with the provisions of Regulation 18 of the Listing Regulations read with section 177 of the Act as also other matters referred to it by the Board of Directors from time to time.

During the Financial Year ended on March 31, 2021 Four meetings of the Audit Committee were held on 1) June 30, 2020, 2) September 11, 2020 and 3) November 12, 2020 4) February 12, 2021. The composition & attendance details of the Audit Committee meetings are as follows:

Name	Designation	No. of Meetings	
		Held during the tenure of Director	Attended
Shri Vinod S. Bhatia ¹	Chairman	4	4
Shri Pawan Kumar Malsaria ²	Member	3	3
Shri Rajnikant Patel ³	Member	1	1
Smt. Kokila Panchal ⁴	Chairperson	3	3
Shri Jaskaran Singh Khurana ⁵	Member	1	1

1. Designated as a Chairperson of the Committee w.e.f. 02/01/2021
2. Appointed as member of the Committee w.e.f. 01/09/2021
3. Appointed as a member w.e.f. 02/01/2021
4. Resigned from directorship w.e.f.01/01/2021
5. Resigned from directorship w.e.f. 29/08/2020

The Executive Director(s), Statutory Auditors and Internal Auditors are permanent invitees to the meeting and attend and participate at the meetings of Committee. The minutes of each Audit Committee meeting are placed in the next meeting of the Board. The Audit Committee also communicates with the internal and statutory auditors separately, without the presence of the management representatives.

During the year under Report Shri Harish Punwani, Company Secretary acted as the Secretary to the Audit Committee.

The then chairperson of the audit committee, Smt. Kokila Panchal was present at the Annual General Meeting of the Company held on 30th December, 2020.

The terms of reference of the Audit Committee generally includes:

- a. examination of Financial Statements and Statutory Auditors' report thereon and discussion of any related issues with the Internal & Statutory Auditors and the management of the Company;
- b. approval or any subsequent modification of arrangements / transactions of the Company with related parties;
- c. evaluation of internal financial controls;
- d. valuation of risk management system;
- e. Review of Company's financial reporting processes and the disclosure of financial information to ensure that the Financial Statements are correct, sufficient and credible.

IV. **NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee (NRC) of the Company is constituted in line with the provisions of Regulation 19 of the Listing Regulations read with section 178 of the Act.

During the Financial Year ended on March 31, 2021, four meetings of the Nomination and Remuneration Committee were held i.e. 1) June 30, 2020, 2) August 31, 2020, 3) September 11, 2020 and 4) February 12, 2021. The composition & attendance details are as follows:

Name	Designation	No. of Meetings	
		Held during the tenure of Director	Attended
Shri Vinod S. Bhatia	Chairman	4	4
Shri Rajnikant Patel	Member	4	4
Ms. Kokila Panchal ¹	Member	3	3
Shri Jignesh B. Engineer ²	Member	1	1

1. Resigned from directorship w.e.f.01/01/2021
2. Appointed as a member w.e.f. 02/01/2021

The terms of reference of the Committee are in line with the requirements of the Act and Regulation 19 read with Para A of Part D of Schedule II to the Listing Regulations.

The terms of reference of the Committee include:

- a. Formulation of the remuneration policy, for the Directors, Key Managerial Personnel and other employees
- b. Formulation of criteria for evaluation of Independent Directors and the Board
- c. Devising a policy on Board diversity
- d. Identifying persons for Board and senior management positions.

The committee acts as a link amongst the management and the Board of Directors.

V. REMUNERATION POLICY:

The Nomination and Remuneration Committee determines and recommends to the Board, the remuneration payable to Directors. Remuneration of all the Executive Directors is approved by the shareholders and disclosed separately in the financial statements. The annual remuneration of the executive director(s) is approved by the nomination and remuneration committee and the Board of Directors which is then placed before the shareholders at their meeting. The details of the remuneration policy adopted by the Company have been disclosed on the website of the Company at www.goldentobacco.in.

Remuneration to Executive Directors

The Company pays remuneration by way of salary, benefits, perquisites and other allowances i.e. contribution to provident fund, superannuation fund and gratuity and encashment of leave etc. as per the policy and relevant applicable laws if any at the end of services/tenure to its Managing Director and the Executive Directors and senior management personnel of the Company. The remuneration payable to the Managing Director and Executive Directors is governed by the Remuneration package approved by the Board and Members of the Company. The Annual increment is decided by the Nomination and Remuneration Committee within the salary scale approved by the members of the Company. However, the Executive Directors of the Company are entitled to get a Variable Performance Pay (VPP) based on their performance and as per the Company's Policy. The remuneration paid/payable to the Executive Directors for the financial year ended March 31, 2021 are as follows:

(₹ In Lakhs)

Particulars	Shri Pawan Kumar Malsaria (from the date of appointment i.e. 01/09/2021 to 31/03/2021)	Shri Raj Kamal Gupta (from the date of appointment i.e. 01/09/2021 to 31/03/2021)
Salary	5.49	5.26
Perquisites	7.96	4.73
Retiral benefits	NIL	NIL
Commission, bonus and performance linked incentives	NIL	NIL
Other benefits	NIL	NIL
Stock Options	NIL	NIL
Total	NIL	NIL
Equity shares held as on 31.03.2021	NIL	NIL
Service Contract (Tenure)	NIL	NIL
Notice Period	NIL	NIL
Severance Fees	NIL	NIL

Remuneration/Sitting fees to Non-Executive Directors

The Non-Executive Independent Directors are paid remuneration by way of sitting fees. No other remuneration is being paid to them. The remuneration paid to the Non-Executive directors for the financial year ended March 31, 2021 is as follows:

(₹ In Lakhs)

Name	Sitting Fees	Total
Smt. Prama Raval Shah	0.20	0.20
Shri Jignesh B Engineer	0.50	0.50
Shri Vinod S. Bhatia	1.80	1.80
Shri Rajnikant Patel	1.30	1.30
Total	3.80	3.80

There were no materially significant related party transactions, pecuniary transactions or relationships between the Company and its Directors that may have potential conflict with the interests of the Company at large.

Apart from drawing sitting fees, none of the Independent Directors have any other material pecuniary relationship or transactions with the Company, its promoters, its management or its subsidiaries, which in the judgment of the Board would affect the independence or judgment of Directors.

VI. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Stakeholders' Relationship Committee (SRC) of the Company is constituted in line with the provisions of Regulation 20 of Listing Regulations and section 178 of the Act. The Committee has the mandate to review and redress shareholders' grievances and inter-alia approves transmission of shares, sub division/consolidation / renewal /issue of duplicate share certificate etc.

During the financial year ended on March 31, 2021 three meetings of the Stakeholders' Relationship Committee were held on 1) June 30, 2020, 2) September 11, 2020 and 3) February 12, 2021. The composition & attendance details are as follows:

Name	Designation	No. of Meetings	
		Held during the tenure of Director	Attended
Smt. Kokila Panchal ¹	Chairperson	2	2
Shri Raj Kamal Gupta	Member	3	2
Shri Jaskaran S. Khurana ²	Member	1	1
Shri Vinod S. Bhatia ³	Chairperson	3	3
Shri Rajnikant Patel ⁴	Member	1	1

1. Resigned from directorship w.e.f.01/01/2021
2. Resigned from directorship w.e.f. 29/08/2020
3. Designated as Chairperson of the Committee w.e.f. 02/01/2021
4. Appointed as member of the Committee w.e.f. 02/01/2021

During the financial year under review, no complaints have been received through SEBI Complaints Redress System (SCORES). There were no investor complaints, which remained unresolved at the end of the year. The Company receives several requests, either directly or through its RTA, such as, issue of duplicate share certificates, transmission of shares, dematerialization of shares etc. and such requests are addressed and resolved within the prescribed timelines, subject to completion of required formalities by the shareholders.

Shri Harish Punwani, Company Secretary was designated as a Compliance Officer.

Link Intime India Private Limited, registrar and share transfer agent of the Company attends to all the grievances of the stakeholders. The Committee expressed satisfaction with the Company's performance in dealing with investor grievance



and its share transfer system. The details of complaints received, cleared and pending during the financial year 2020-2021 are given as under:

Nature of Complaints	Received	Cleared	Pending
Letters from SEBI / SCORES Site	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>
Letters from Depositories	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>
Letters from Ministry of Corporate Affairs	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>
Letters from Stock Exchanges	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>

There are no grievances of stakeholders' remaining unattended/unresolved as every effort is made at all levels to immediately redress stakeholders' grievances without delay.

VII. GENERAL BODY MEETINGS:

Financial Year	Venue	Day, Date and Time	Special Resolutions passed
2017-18	Registered Office of the Company at Darjipura, Post- Amaliyara, Vadodara, 390022. Gujarat.	Thursday, December 27, 2018 at 10.30 A.M	NIL
2018-19	Registered Office of the Company at Banyan Paradise Resort, Near Dumad Road, Vemali, Vadodara - 390008. Gujarat.	Monday, December 30, 2019 at 10.30 A.M	NIL
2019-20	Registered Office of the Company at Darjipura, Post- Amaliyara, Vadodara, 390022. Gujarat.	Wednesday, December 30, 2020 at 10.30 A.M	NIL

a) Postal Ballot:

During the year ended March 31, 2021, no resolution was passed by postal ballot. Hence, disclosure under this section is not applicable.

At the forthcoming Annual General Meeting, there are no special resolutions for which the Listing Regulations or the Act has recommended / mandated postal ballot and there is no proposal to pass any resolution through postal ballot. Special resolutions by way of Postal Ballot, if required to be passed in the future, will be decided at the relevant time.

b) Extra Ordinary General Meeting (EGM) :

No Extraordinary General Meeting of the members was held during the year 2020-21.

VIII. MEANS OF COMMUNICATION TO THE SHAREHOLDERS

The Company has been regularly uploading on online platform of Stock Exchanges within 30 minutes of closure of the Board Meeting, Annual Audited as well as quarterly un-audited financial results to both the Stock Exchanges, BSE & NSE, after they are approved by the Board of Directors. All the information is submitted to NEAPS portal of NSE and Listing Centre of BSE.

Quarterly, half-yearly and annual results are published in prominent daily newspapers such as the Business Standard in English language and Loksatta in Vernacular language. The Company also informs Stock Exchanges in a prompt manner, all price sensitive information or such other matters, which in its opinion are material & relevant for the shareholders and subsequently issues a press release on the said matters.

The Company's website www.goldentobacco.com contains information on the Company and its performance.

Annual Report

Annual Reports, notice of the meetings and other communications to the Shareholders are usually sent through e-mail, post or courier.

The Company will send Annual Report through e-mail to the members whose e-mail is updated in the records & in case of remaining shareholders whose e-mail is not updated, physical copies of Annual Report will be despatched to them through courier.

IX. GENERAL SHAREHOLDER INFORMATION:

65 th Annual General Meeting : (Day, Date and Time)	Thursday, 30 th September, 2021 at 11.00 a.m.
Venue	At Banyan Paradise Resort, Near Dumad Road, Vimali, Vadodara-390008.
Financial Year	April 1, 2020 to March 31, 2021
Book Closure / Record Date	Friday, 24 th September, 2021 to Thursday, 30 th September, 2021 (both days inclusive).
Dividend payment date	NA (last declared in the year 1994-95 financial year)
Registered Office	Darjipura, Post - Amaliyara, Vadodara, 390022. Gujarat
Stock Exchanges	i. National Stock Exchange of India Ltd. (GOLDENTOBC) Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E) Mumbai - 400 051. ii. BSE Ltd. (Scrip Code: 500151) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001
	Listing fees for the year 2020-21 have been paid to both the stock exchanges within stipulated time.
Cut Off Date for Remote- e-voting	Thursday, 23 rd September, 2021
Remote e-voting period	Monday, 27 th September, 2021 (9.00 a.m. IST) and ends on Wednesday, 29 th September, 2021 (5.00 p.m. IST)
Corporate Identity Number (CIN)	L16000GJ1955PLC067605
ISIN	INE973A01010

Financial Calendar for the year 2020-21 is as follows:

Nature of Event	Dates
Audited Annual Financial Results for the year ended March 31,2021	On June 30, 2021(<i>actual</i>)
Un audited Financial Results for the Quarter ended June 30, 2021	On August 13, 2021(<i>actual</i>)
Un-audited Financial Results for the quarter ended Sept 30, 2021	By November 14, 2021
Un audited Financial Results for the quarter ended December 31, 2021	By February 14, 2022
Audited financial results for the year ended March 31, 2022	By May 30, 2022

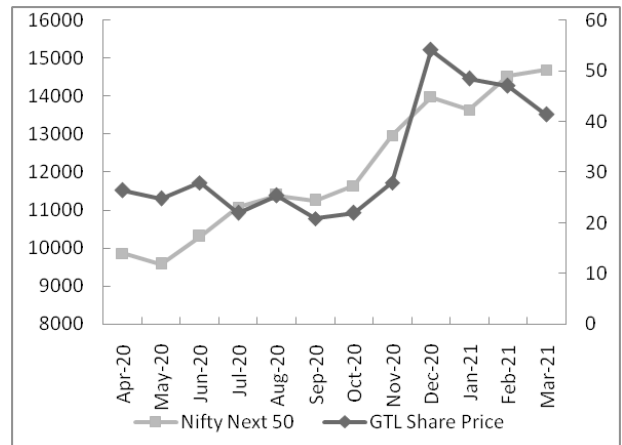
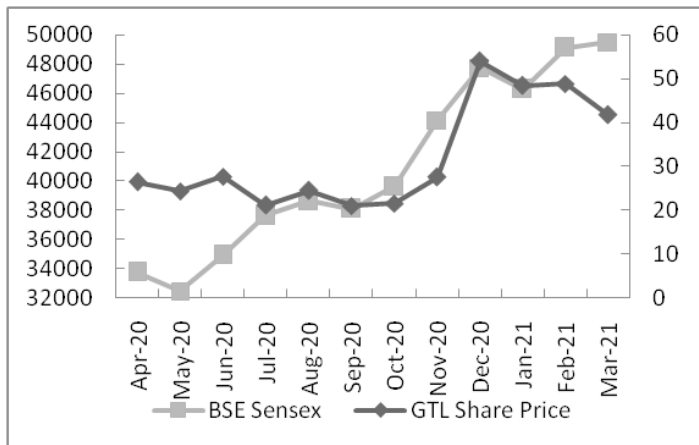
Market Price Data for the financial year 2020-21

High, Low (based on the closing prices) during each month of the year 2020-21 on the National Stock Exchange of India Ltd. and BSE Ltd. is as follows:

Date	BSE		BSE - SENSEX		NSE		NSE - NIFT	
	High (₹)	Low (₹)	High (₹)	Low (₹)	High (₹)	Low (₹)	High (₹)	Low (₹)
Apr-20	26.40	24.95	33887.25	33354.93	26.45	24.20	9889.05	9731.50
May-20	24.35	23.05	32480.52	31823.80	24.75	22.90	9598.85	9376.90
Jun-20	27.65	26.00	35233.91	34812.80	27.90	26.40	10401.05	10267.35
Jul-20	21.10	21.10	37897.78	37431.68	22.00	21.10	11150.40	11026.65
Aug-20	24.50	23.50	40010.17	38395.89	25.45	23.30	11794.25	11325.85
Sep-20	21.00	19.35	38236.34	37828.11	20.85	20.25	11295.40	11184.55
Oct-20	21.55	21.50	39988.25	39241.87	21.95	20.60	11748.95	11535.45
Nov-20	27.55	26.55	44407.28	43995.41	27.90	26.40	13035.30	12914.30
Dec-20	54.00	51.10	47896.97	47602.12	54.10	50.50	14024.85	13936.45
Jan-21	48.45	46.90	47423.66	46160.46	48.45	46.95	13966.85	13596.75
Feb-21	48.90	43.05	50400.31	48890.48	47.00	45.50	14919.45	14467.75
Mar-21	41.80	36.80	50050.32	49442.50	41.35	39.55	14813.75	14670.25



Performance of Share Price in comparison to BSE Sensex: Performance of Share Price in comparison to Nifty Next50:



Shareholding Pattern as on March 31, 2021 is as follows:

Sr.	Shareholders	No. of Demat Shares	No. of Physical Share	Total	% of Shares
1	Promoters	52,90,099	-	52,90,099	30.04
2	Directors*	100	-	100	0.00*
3	Clearing Members	7,907	-	7,907	0.04
4	Financial Institutions / Bank	145	9,015	9,160	0.05
5	Mutual Funds	190	850	1,040	0.01
6	Foreign Portfolio Investors	3,917	-	3,917	0.02
7	Bodies Corporate	65,30,674	18,304	65,48,978	37.19
8	Non-Resident	63,888	18,150	82,038	0.47
9	General Public	40,97,598	12,99,187	53,96,785	30.65
10	HUF	2,65,628	100	2,65,728	1.51
11	Insurance Companies	-	3,050	3,050	0.02
	Total	1,62,60,146	13,48,656	1,76,08,802	100.00

*Negligible

Registrar and Share Transfer Agent

M/s. Link Intime India Pvt. Ltd.,
C-101, 2 47 Park, L.B. S. Marg,
Vikhroli West, Mumbai 4 00 083.
Tel. No.(022) 49186000 Fax: (022) 49186060.
Email:rnt.helpdesk@linkintime.co.in.

Share transfer system

As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. With the proposed change coming into effect from April 1, 2019, Equity Shares of the Company are eligible for transfer only in Dematerialized form.

Distribution of Shareholding as on March 31, 2021 is as follows:

No of Shares	No. of Shareholders	% of Shareholders	No. of Shares	% of Shareholding
001 – 500	26484	94.98	2462286	13.98
501 – 1000	735	2.64	565783	3.21
1001 – 2000	327	1.17	484638	2.75
2001 – 3000	118	0.42	299047	1.7
3001 – 4000	37	0.13	132377	0.75
4001 – 5000	33	0.12	153404	0.87
5001 – 10000	65	0.24	494313	2.82
10001 – Above	84	0.30	13016954	73.92
Total	27883	100.00	17608802	100.00

Dematerialization of Shares and Liquidity:

The process of conversion of Shares from physical form to electronic form is known as dematerialization. For dematerialization of shares, the shareholders have to open a Demat account with Depository Participant (DP). The shareholder is required to fill in a Demat Request Form (DRF) and submit the same along with Share Certificate(s) to the DP. The DP will allocate a Demat request number and shall forward the request, both physically and electronically, through NSDL/CDSL to the RTA.

On receipt of the Demat request electronically and after verification, the shares are dematerialized and an electronic credit of shares is given in the account of the shareholder. As on March 31, 2021, 16260146 shares i.e. 92.34% of the shares of the Company are in dematerialized form.

Share transactions are simpler and faster in electronic form. After a confirmation of a sale/purchase transaction from the broker, shareholder should approach the depository participants with a request to debit or credit the account for the transaction. The depository participants will immediately arrange to complete the transaction by updating the account. There is no need for a separate communication to the Company to register the transfer.

GDR's/ADR's /Warrants/Options:

The Company has not issued any GDR's/ADR's and there was no warrant or any convertible instruments outstanding.

Dividend :

Due to carry forward losses no dividend has been declared. The last dividend was declared in the year 1994-1995. The entire unpaid /unclaimed dividend up the year 1993-94 has been transferred to General Revenue Account of the Central Government. In accordance with the Scheme approved by BIFR the unpaid/unclaimed dividend for the year 1994-95 was to be paid by 31st March, 2011 and the unpaid/unclaimed dividend, if any, would be transferred to Investor Education & Protection Fund in duecourse.

Registered Office and Plant Location of the Company:

The Company's Registered Office and manufacturing plant is located At Darjipura, Post – Amaliyara, Vadodara, Gujarat-390022, India

Correspondence address:

Shareholder's correspondence should be addressed to the Company's RTA at the address mentioned above. The Shareholders having securities in the dematerialized form should give instruction relating to change of address, nomination and/or power of attorney executed by the shareholders directly to their respective Depository Participants. Alternatively shareholders may contact to the Company Secretary at the registered office of the Company or email at share@goldentobacco.in

X. DISCLOSURES:**a) Related Party Transactions:**

There have been no materially related party transactions, monetary transactions or relationship between the Company and its directors, the management, subsidiaries, or relatives which have potential conflicts with the interest of the Company. Members may refer to disclosures/transaction made in the financial statements in compliance of Regulation 23 of Listing Regulations read with Section 188 of the Act and Accounting Standard 18 of IND AS.

In accordance with the requirements of the Listing Regulations, the Company has formulated policy on related party transactions which has been posted on the website of the Company on www.goldentobacco.com.



b) Non Compliance:

During the year 2020-21:

Ever since the applicability of the Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, requiring the Company to have 6 Directors on its Board, the Company had been making constant endeavor to find best and most suitable candidates for the shareholders.

COVID-19 and consequent Government advisories (including Nationwide Lockdown) had resulted in shutting down of the operations completely till 31st May, 2020, resulting in the delay in meeting the compliance requirement. Further, the challenges in finding eligible candidates had been amplified manifold especially because of Company being loss making company.

However, the Company complied with the regulation by appointing Mr. Pawan Kumar Malsaria as Executive Director w.e.f. 1st September, 2020, Mr. Raj Kamal Gupta as Executive Director w.e.f. 1st September, 2020 and Mr. Jignesh Engineer as Non-executive Director w.e.f. 11th September, 2020.

In the light of above, the Company had received following notices of non-compliance pursuant to Regulation 17(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from the stock exchanges seeking the penalties specified below:

Quarter	BSE	NSE	Status of payment
For the quarter ended 30 th June, 2020 and 30 th September, 2020	₹ 7,65,000 (exclusive of GST)	₹ 7,65,000 (exclusive of GST)	Application to waive the penalty has been made.

During the year 2019-20.

Consequent to the resignation of Mr. Bharat Merchant, Independent Director of the Company w.e.f. 10th June 2019 the Composition of Nomination and Remuneration Committee was not in line with Regulation 19 of LODR. However, with the appointment of Mr. Rajnikant Patel as an independent director and his induction in the reconstituted Nomination & Remuneration Committee, w.e.f. January 09, 2020, Composition was once again in compliance with Regulation 19 of LODR.

In the light of above, the Company had received following notices of non-compliance pursuant to Regulation 19(1)/(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from the stock exchanges seeking the penalties specified below:

Quarter	Delay by No. of Days	BSE	NSE	Status of payment
For the quarter ended on 30th September, 2019.	21	49,560	49,560	Paid
For the quarter ended on 31st December, 2019.	92	2,17,120	2,17,120	Paid
For the quarter ended on 31st March, 2020.	8	18,880	18,880	Paid

c) Vigil Mechanism:

The Company has established vigil mechanism to provide for the safeguards against victimization of Directors and employees who follow such mechanism and to report concerns about unethical behavior, actual or suspected fraud, or violation of the Company's code of conduct and ethics. The Board has approved whistle blower policy / establishment of vigil mechanism pursuant to provisions of Act and Regulation 22 of the Listing Regulations, as may be applicable and affirms that no person has been denied access to the Chairman of the Audit Committee and also to the Chairman of the Board of the Company. The policy adopted has been put up on the website of the Company on www.goldentobacco.in

d) Compliance with Corporate Governance:

The Company is in full compliance with the mandatory requirements as contained in the Listing Regulations.

The Company has complied with the Corporate Governance requirements specified in regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations except the as specified in point no. b) above.

e) Material Subsidiary:

To determine 'material subsidiary', the Company has adopted a 'Policy on Determination of 'Material' Subsidiary and the same is available on the website of the Company on www.goldentobacco.in.

- f) Disclosure of commodity price risk and commodity hedging activity:
The Company is not dealing in commodities and hence, disclosure relating to commodity price risk and commodity hedging activities is not required.
- g) Disclosure on utilization of funds raised through Preferential Allotment or Qualified Institutional Placement:
During the financial year 2020-21, the Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A). Accordingly, disclosures in the regard are not required.
- h) Credit Rating:
The Company does not have any long term debt instruments or any fixed deposit program or any scheme or proposal involving mobilization of funds, in India or abroad. Hence, no credit rating is obtained in relation to the same.
- i) Non-debarment/Non-disqualification of Directors:
None of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies as Directors of Companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such Statutory authority during the year under report. The certificate from M/s Devesh Pathak & Associates, Practicing Company Secretaries, verifying and confirming the same, has already been obtained and is annexed to this report.
- j) During the year under report, there was no incident / occasion where the Board had not accepted any recommendation of any committee of the Board, which is mandatorily required.
- k) The details of total fees for all services paid by the Company to the statutory auditors and all entities in the network firm/network entity of which the Statutory Auditor is a part, are stated below:

Firm Name	Nature of Service	Rs. in Lakhs
Bagaria & Co. LLP	Statutory Audit	16.26
Lodha & Co.	Audit Services provided to subsidiaries	1.10
Vastaraj & Co.	Audit Services provided to subsidiary	0.15

- l) The Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

No. of complaints received during the year.	No. of complaints redressed during the year.	Any complaint remaining unattended at the year end.	Remarks
0	0	0	There was no complaint received during the year.

DISCRETIONARY REQUIREMENTS AS PER REGULATION 27(1) OF SEBI LISTING REGULATIONS (PART E OF SCHEDULE II):

- (A) The Board: The Company does not have a regular chairperson and accordingly no separate office for the non-executive chairperson is maintained.
- (B) Audit Qualification: There has been no audit qualification / modified opinion in the audit report by the auditor for the financial year 2020-21.

CODE OF CONDUCT

The Company has in place a Code of Conduct framed specifically in compliance with the provisions of Regulation 17 of the Listing Regulations. The matters covered in this Code are of utmost importance to the Company, its shareholders, clients and business partners. The purpose of this Code is to articulate highest standards of honesty, integrity, ethical and law abiding behavior. It also aims to encourage the observance of these standards to protect and promote the interest of shareholders, employees, customers, suppliers and creditors. It sets out the responsibility, accountability and report and investigates any reported violations of the Code or unethical or unlawful behavior.

The Code of Conduct applicable to Board members and key employees of the Company has been posted on the Company's website. For the year under review, all Board members and senior management personnel of the Company have confirmed their adherence to the provisions of the said Code. A certificate from the Managing Director & CEO /Executive Director to this effect is attached to this Report.



CODE FOR PREVENTION OF INSIDER TRADING PRACTICES:

Pursuant to SEBI (Prohibition of insider Trading) Regulations, 2015 which came into effect from May 15, 2015, the Company has formulated and adopted a revised Code for Insider Trading Policy i.e Golden Tobacco Limited - Code for Prevention of Insider Trading -2015 to regulate, monitor and report trading by the insider under the Listing Regulations, of the Board of Directors of the Company. This policy also includes practices and procedure for fair disclosure of unpublished price sensitive information for initial and on continual basis disclosure. During the year under Report, Shri Harish G. Punwani, Company Secretary had been designated as the Compliance Officer for this Code.

The Company has automated the declarations and disclosure to identify designated persons. The Board reviews the policy from time to time as and when necessary.

CEO / CFO CERTIFICATE(S)

The Whole-time Director and the Chief Financial Officer / Executive Director have submitted to the Board of Directors annual certification relating to financial reporting and internal controls, as required by Regulation 17(8) of the Listing Regulations, for the financial year ended March 31, 2021 and the same is annexed to this report.

CERTIFICATE ON CORPORATE GOVERNANCE:

Pursuant to Regulation 34(3) and Part E of Schedule V of the Listing Regulations a certificate from M/s Devesh Pathak & Associates the Secretarial Auditors of the Company regarding the compliance of the Conditions of the Corporate Governance is provided and the same is annexed to this report.

For and on behalf of the Board

Place : Vadodara
Date : 13th August, 2021

Vinod Bhatia
Independent Director
DIN: 08235705

Pawan Kumar Malsaria
Wholetime Director & CFO
DIN:01710944

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
 Golden Tobacco Limited
 Darjipura, Post – Amaliya,
 Vadodara - 390022

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Golden Tobacco Limited having CIN: L16000GJ1955PLC067605 and having registered office at Darjipura, Post – Amaliya, Vadodara - 390022 (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 Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the 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 & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Raj Kamal Gupta	00685296	01/09/2020
2.	Pawan Kumar Malsaria	01710944	01/09/2020
3.	Vinod Shantilal Bhatia	08235705	23/09/2018
4.	Rajnikant Khodabhai Patel	08661189	09/01/2020
5.	Jignesh Bhailal Engineer	08872827	11/09/2020
6.	Prama Raval Shah	09058285	12/02/2021

Ensuring the eligibility of for the 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.

Place : Vadodara
Date : 13th August, 2021

For M/s. Devesh Pathak & Associates
Practising Company Secretaries
Sd/-

CS Devesh A. Pathak
Sole Proprietor
Membership No.: FCS 4559
CoP No. : 2306
UDIN: F004559C000812850



CEO & CFO CERTIFICATE

(Under regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015)

**To,
The Board of Directors,
Golden Tobacco Ltd.**

We to the best of our knowledge and belief, certify that:

- A. We have reviewed financial statements and the cash flow statement and all the notes on accounts for the year ended on March 31, 2021 and to the best of our knowledge and belief:
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with Indian Accounting Standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended on March 31, 2021 are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- D. i) There has not been any significant change in internal control over financial reporting during the year under reference;
- ii) Changes in accounting policies consequent to the implementation of the Indian Accounting Standards (Ind AS) have been appropriately disclosed in the financial Statements and the impact thereof on the Company's financials is not material; and
- iii) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

For and on behalf of the Board

**Place : Vadodara
Date : 13th August, 2021**

**Vinod Bhatia
Independent Director
DIN: 08235705**

**Pawan Kumar Malsaria
Wholetime Director & CFO
DIN:01710944**

INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

**To,
The Members of
GOLDEN TOBACCO LIMITED**

We have examined the compliance of conditions of Corporate Governance of GOLDEN TOBACCO LIMITED ("the Company") for the year ended March 31, 2021, as stipulated in Regulation 15 and other relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') electronically only in view of COVID-19 Advisories.

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

In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 15 and other relevant regulations of the Listing Regulations above, during the year ended March 31, 2021 as applicable, except that there was a short fall in the number of directors on the Board of the Company pursuant to the Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 which required the Company to have at least 6 directors w.e.f. 01st April, 2021. However, the Company complied with the regulation by appointing Mr. Pawan Kumar Malsaria as Executive Director w.e.f. 1st September, 2020, Mr. Raj Kamal Gupta as Executive Director w.e.f. 1st September, 2020 and Mr. Jignesh Engineer as Non-executive Director w.e.f. 11th September, 2020.

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 the affairs of the Company.

**Place : Vadodara
Date : 13th August, 2021**

**For M/s. Devesh Pathak & Associates
Practising Company Secretaries**

Sd/-

**CS Devesh A. Pathak
Sole Proprietor
Membership No.: FCS 4559
CoP No. : 2306
UDIN: F004559C000812938**



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1) Industry Structure and Developments

a) Economic Environment

The global economy was severely impacted by Covid-19 pandemic from early 2020 resulting world GDP into negative figure in 2020 as compared to a growth of 2.8% in 2019. The lockdowns and restrictions in movement and travel have had extensive impact on the entire global economy. The first half of 2020 saw the lockdowns and other restrictions imposed by the Countries across the world to contain the spread of virus. Businesses and Manufacturing facilities were come to a halt completely besides restrictions on movement of the citizens, which resulted in a sharp fall in both consumer demand and industrial output in the first half of 2020. However, in the second half of 2020, the Government started easing out of various curbs to contain the deadly virus resulted in opening and revival of the economy. Major Central Banks have taken significant steps to reduce systemic stress by offering large scale monetary stimulus packages and lending facilities. These central bank policies aimed to strengthen confidence levels, contain the impact of the pandemic and also to attain better position of the countries for rapid economic recovery. The Government also undertook various initiatives for the revival of Infrastructure and Real Estate sector, as a result the sector saw increased investments from both public and private sectors. In the wake of these measures, the Indian economy was able to put itself on the path of a strong recovery and IMF too revised its growth forecast for India for 2021 to a projected 12.1% growth from 7.4% in its early report of 2020.

b) Tobacco Industry

Over the years, tobacco has become an essential part of the Indian socio-culture environment. The Indian cigarette Industry is passing through tough times due to strict Government policies, such as steep tax structure, pictorial warnings and spurt in parallel running of illegal manufacturing units. Cigarette taxes in India are among the highest in the world. Therefore, high tax rates make cigarettes unaffordable to a large section of consumers. As a result they shift towards the consumption of beedi and other forms of smokeless tobacco. Beside this a parallel illegal unorganised industry is running, who are selling the cigarettes at a much lesser price impacting the organised players in this field. Industry also suffered badly due to the COVID-19 pandemic. Consequently, all the players in cigarette industries are facing pricing, margin pressures.

The challenges faced by the tobacco industry in India can be addressed by balancing the tax policies and strict regulations imposed by the Government and furthermore by implementing stricter measures for the parallel unorganised sector.

c) Regulation and Taxation

The regulatory environment has gotten stricter day by day since last many years. After GST came in picture Cigarette taxes (28% GST, and 5% to 36% cess + Specific Cess on Quantity and length basis) in India are among the highest in the world, though it is imperative that revenue sensitive goods like cigarettes are subjected to uniform standard rates of tax applicable to general category of goods to ensure revenue buoyancy and rein in the growth of illicit trade.

Considering the consumption-tax revenue ratio of the overall segment of smoked tobacco, legal cigarettes account for ~10% of consumption and ~86% of tax revenues. This implies that even though smokeless tobacco has the highest rate of consumption, more revenue is earned from legal cigarettes

2) Opportunities, Threats and Future Outlook

The present COVID – 19 situations is the biggest threat to the tobacco sector. Anti smoking campaign has been gaining momentum due to spread of Corona Virus and is now resulting in a decline in the incidence of smoking. Many State Governments have also been issued no smoking advisories in public and has also banned/restricted sale of loose cigarettes in many states which is likely to impact substantially in the volume of cigarette industry.

3) Segment Wise Performance

Your Company is uni-product Company and accordingly segment wise or product wise performance reporting is not applicable to your Company.

4) Risk Management and Concerns

Risk Management forms an integral part of your Company's operations. Your Company continues to focus on a system based approach to business risk management. It broadly involves identification & potential risks, their analysis and impact as also risk mitigation initiatives to address the same. The Company's Risk Management Committee oversees the risk management Process.

5) Internal Control System and their Adequacy

Internal controls encompass a set of rules, policies and procedures to provide reasonable assurance for achievement of the organizational objectives in operational effectiveness and efficiency, reliable financial reporting and compliance with laws, regulations and policies. Your Company's internal control systems are commensurate with the size and nature of its operations, which records transactions and operations; ensures protection against misuse or loss of the Company's assets; ensures efficiency in operations of the plant and facilitates transparency and accuracy of financial reporting. Under the system, the Internal Audit department monitors the effectiveness of the internal control systems and to review the existing financial and operating controls. These reports are placed before the Audit committee. The system is assisted by an Enterprise Resource Planning (ERP) package

6) Discussion on Financial Performance with respect to operational performance

The performance of your Company's operations remained subdued and extremely challenging during the year 2020-21 due to unprecedented pressure on the legal cigarette industry in India mainly due to spread of corona virus steep increase in taxation and intense regulatory pressures including other reasons as explained in the Boards' Report which have adversely affected the business of the Company. However, the net turnover for the year 2020-21 was ₹ 41.79 crores as against ₹ 23.43 crores of the 2019-20. The net profit for the year was ₹10.09 crores against Rs (6.04) crores loss of the previous year.

7) Material Development in Human Resources/ Industrial Relations

Your Company's Human Resources Management Systems and process are aimed to create a responsive market focused and customer centric and endeavors to move ahead with its most valuable resources, its employees. Your Company is engaged in a constructive relationship with employees with an emphasis on productivity and efficiency and underline safe working practices. As on March 31, 2021 employee strength on roll was 98.

8) Details of significant changes in Key Financial Ratios, along with detailed explanations there for & Details of change in Return on Net Worth

As required under Regulation 34 of the Listing Regulations, Details of changes in Key financial ratios are as follows:

Particulars	FY2020-21	FY2019-20
Debtors turnover ratio-times	25.23	4.35
Inventory turnover ratio-times	2.27	1.29
Interest coverage ratio	2.80	0.79
Current ratio-times	0.04	0.08
Debt equity ratio	-0.01	-0.01
Operating Profit margin (%)	45.94	-59.22
Net Profit margin (%)	18.29	-7.04
Return on net worth (%)	0.01	0.02

9) Cautionary Statement

The statement made in the Management Discussion and Analysis is based on the current scenario and inputs available to the Directors and is a forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied and important factors that could make a difference. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent development, information or events or otherwise.

For and on behalf of the Board

Place : Vadodara
Date : 13th August, 2021

Vinod Bhatia
Independent Director
DIN: 08235705

Pawan Kumar Malsaria
Wholetime Director & CFO
DIN:01710944



SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021

(Form No. MR-3)

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

To,
The Members,
Golden Tobacco Limited
Darjipura, Post: Amaliyara
Vadodara - 390 022

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by the Company. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon. Based on our verification (electronically only in view of COVID-19 advisories) of the GOLDEN TOBACCO LIMITED's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined (electronically only in view of COVID-19 advisories) the books, papers, minutes' books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2021 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and By-Laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; [Presently: 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; [Presently: The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018];
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Regulations, 1999; [Presently: The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014];
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (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;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; [Presently: The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018]
- (vi) Having regard to the products, processes and locations of the Company as also having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, **on test check basis, we further report that** the Company has complied with the following laws applicable specifically to the Company:
 - 1 The Tobacco Board Act, 1945
 - 2 Cigarettes and other Tobacco Products Act, 2003 (COTPA)

- 3 Water (Prevention and Control of Pollution) Act, 1974
- 4 Air (Prevention and Control of Pollution) Act, 1981
- 5 Hazardous Waste (Management and Handling) Rules, 1989
- 6 The Environment Protection Act, 1986
- 7 Indian Boiler Regulations Act, 1950

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE and NSE including The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR')

We further report that

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

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

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

We further report that 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.

We further report (by way of information) that during the audit period:

- (a) The Company has not issued any securities during the period under review and accordingly
 - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and
 - The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
 were not applicable during the audit period.
- (b) The Company has not issued any stock options to the employees and accordingly The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014 were not applicable.
- (c) The Company has neither got delisted Equity Shares nor bought back any security of the Company and accordingly
 - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and
 - The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
 were not applicable during the audit period.
- (d) Net-worth of the Company is totally eroded. However, the management is hopeful to turn around the Company's business especially in the Realty Business Segment considering valuable land held.
- (e) Special Resolutions as set out in the notice of 64th Annual General Meeting held on 30th December, 2020 in respect of following matters could not be passed due to want of requisite majority:
 - Approval to terms and conditions of remuneration of Shri Jaskaran S. Khurana (DIN: 00005035).
 - Re-appointment of Ms. Kokila Panchal (DIN: 07144653) as an Independent Director of the Company.
- (f) There was a short fall in the number of directors on the Board of the Company pursuant to the Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 which required the Company to have at least 6 directors.



Consequently, the Company had received following notices of non-compliance pursuant to Regulation 17(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from the stock exchanges seeking the penalties specified below:

Quarter	BSE	NSE	Status of payment
For the quarter ended 30 th June, 2020 and 30 th September, 2020	₹ 7,65,000 (exclusive of GST)	₹ 7,65,000 (exclusive of GST)	Application to waive the penalty has been made.

As informed by the Company, the delay is attributable to COVID-19 and consequent Government advisories (including Nationwide Lockdown) which had resulted in shutting down of the operations completely till 31st May, 2020. Further, the challenges in finding eligible candidates had been amplified manifolds especially because of the loss making status of the Company.

However, the Company complied with the regulation by appointing Mr. Pawan Kumar Malsaria as Executive Director w.e.f. 1st September, 2020, Mr. Raj Kamal Gupta as Executive Director w.e.f. 1st September, 2020 and Mr. Jignesh Engineer as Non-executive Director w.e.f. 11th September, 2020.

**For M/s. Devesh Pathak & Associates
Practising Company Secretaries**

Sd/-

**Place : Vadodara
Date : 13th August, 2021**

CS Devesh A. Pathak
(Sole Proprietor)
FCS: 4559
CP No. 2306
UDIN: F004559C000783656

Note: This report is to be read with our letter of even date which is enclosed as forming integral part of this report.

To,
The Members,
GOLDEN TOBACCO LIMITED
Darjipura, Post: Amaliyara,
Vadodara-390022

Ref: Secretarial Audit Report dated 13th August, 2021 pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1. Maintenance of secretarial records is the responsibility of management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. Consequent to the COVID-19 pandemic and advisories issued by the Government, we have not been able to verify the books, papers, minute books, forms and returns filed and other records maintained by the Company in physical form at its Registered Office. Accordingly, we have only examined the electronically available soft copies of the minutes, forms and returns filed and other records provided by the Company for the financial year ended on 31st March, 2021.
3. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and the practices we followed provided reasonable basis for our opinion.
4. We have not verified the correctness and appropriateness of financial records and books of Accounts of the Company and have relied upon the Unaudited Financial Statement and Management Representation provided by the Company on the matter.
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 procedures on test basis.
6. 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.

**For M/s. Devesh Pathak & Associates
Practising Company Secretaries**

Sd/-

**Place : Vadodara
Date : 13th August, 2021**

CS Devesh A. Pathak
(Sole Proprietor)
FCS: 4559
CP No. 2306



CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE AND OUTGO:

Pursuant to section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 the details as on March 31, 2021 are as follows:

1. CONSERVATION OF ENERGY :

The Company continues to emphasize on conservation of energy, power and other energy sources. As a part of continuous efforts, the Company has taken following steps on conservation of energy:

- i. Implementation of the latest know-how in each stages of production resulting into enhancement in productivity levels.
- ii. Planned maintenance and up gradation of machineries and equipments to ensure optimum energy consumption.

The reduction of above energy consumption gave impetus to reduction in the cost of production of goods. Reduction in specific consumption of electrical energy enhanced the operational efficiency.

2. TECHNOLOGY ABSORPTION:

Following efforts were made towards technology absorption in specific areas wherein the Research and Development was carried out by the Company:

- a. Developing blends of Cigars, Tipped Cigars, Pipe Tobacco and Smoking Mixture as per requirement and quality standard of International market.
- b. Developing of Slim & Super Slim Cigarettes of various types for global market.
- c. Online monitoring of process control parameters, for achieving high quality of product with optimum yield.
- d. Ongoing development in Packaging in enhancing the appearance in line adopting advanced packaging technologies.
- e. With international quality and also improving the product durability by improving printing Technology to achieve high quality printed packaging material.

Efforts in brief, made towards technology, adaptation and innovation which are as follows :

- i. Use of specific additives for improving product quality and smoke characteristics.
- ii. Monitoring each stage of production to ensure a final product.
- iii. Continues monitoring at each stage of production to ensure proper cost management with best and highest possible standard in quality parameters.
- iv. Offering customer unique products at a competitive price by continuous development work and close monitoring of each stage ensuring control on cost parameters at various stages of production.
- v. Benefits derived as a result of above efforts are quality products at optimized production cost.

Benefits derived from Research & Development :

- i. An appreciable enhancement in export volume, Cigars, & Cigarillos made in various categories of Fruity Flavors resulted in very wide acceptance in the Global Market.
- ii. Resulted a significant entry in the world of highly demanding Slims and Super Slims cigarettes.
- iii. Improved product consistency, yield and minimized fluctuations in tobacco chemistry.
- iv. Offering the customers products with International pack design/appearance in line with premium International Brands.

FUTURE PLAN OF ACTION:

1. Continuous endeavor to improve the efficiency in terms of creating differentiated / Innovative products for the Cigarette business, thereby healthy offer pipeline.
2. Continuous endeavor on smoke delivery reduction in cigarette brand.
3. Developing and establishing integrated Vaporiums.
4. The Company will carry out the Research & Development on the above mentioned areas.

EXPENDITURE INCURRED ON THE RESEARCH AND DEVELOPMENT

During the year under review the Research and Development Expenditure are as follows

- i. Revenue Expenditure : ₹ 22.74 Lacks.
- ii. Research and development Expenditure as Percentage of Total Turnover: 0.50%
- iii. Technology Imported : NIL
- iv. Capital Expenditure : NIL

ACTIVITIES RELATED TO EXPORTS AND FUTURE OUTLOOK:

Though the export market of cigarettes/cigars is highly competitive and is tough due to various restrictions imposed by different countries / governments, the Company has performed reasonably well in export of its various brands and is hope full to enhance the export volume in the years to come.

During the year under review, the Company has exported assorted brands of cigarettes of about 67.62 million sticks aggregating to total FOB Value of ₹ 513.24 Lakhs.

3. FOREIGN EXCHANGE EARNING AND OUTGO :

₹ in Lakhs

Particulars	F.Y 2020-21	F.Y 2019-20
Foreign Exchange Earnings		
(i) Cigarettes	529.21	523.91
(ii) Tobacco	NIL	21.19
(iii) Smoking Mixture	NIL	148.87
Expenditure in foreign currency	0.21	3.59

For and on behalf of the Board

Place : Vadodara
Date : 13th August, 2021

Vinod Bhatia
Independent Director
DIN: 08235705

Pawan Kumar Malsaria
Wholetime Director & CFO
DIN:01710944



Annexure-V

Form AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures
for the year ended March 31, 2021

Part "A": Subsidiaries

(₹ In Lakhs)

Sr. No.	Name of the subsidiary	WESTERN EXPRESS INDUSTRIES LTD.	RAIGADH PAPERS LTD.	GOLDEN INVESTMENT (SIKKIM) P. LTD.	GOLDEN REALTY & INFRASTRUCTURE LTD.	GTC INC B.V.
1.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.	N.A.	N.A.	N.A.	N.A.
2.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A.	N.A.	N.A.	N.A.	EURO per ₹ 82.77
3.	Share capital	750.00	150.00	0.60	5.00	15.06
4.	Reserves & surplus	(1440.38)	(121.79)	29.03	(4,854.76)	(56.78)
5.	Total Assets	262.60	67.74	33.51	11154.96	-
6.	Total Liabilities	952.96	39.52	3.88	16001.74	41.72
7.	Investments	171.83	NIL	NIL	NIL	NIL
8.	Turnover	NIL	NIL	NIL	NIL	NIL
9.	Profit/(Loss) before taxation	1.64	(1.84)	NIL	(0.92)	NIL
10.	Provision for taxation	NIL	NIL	NIL	NIL	NIL
11.	Profit/(Loss) after taxation	1.24	(1.84)	NIL	(0.92)	NIL
12.	Proposed Dividend	NIL	NIL	NIL	NIL	NIL
13.	% of shareholding	100	100	99.97	100	100
Notes:						
1.	Names of subsidiaries which are yet to commence operations	None	None	None	None	None
2.	Names of subsidiaries which have been liquidated or sold during the year.	None	None	None	None	None

Part "B": Associates and Joint Ventures

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

Sr. No.	Name of the subsidiary	WESTERN EXPRESS INDUSTRIES LTD.	RAIGADH PAPERS LTD.	GOLDEN INVESTMENT (SIKKIM) P. LTD.	GOLDEN REALTY & INFRASTRUCTURE LTD.	GTC INC B.V.
1.	Name of Associates/Joint Ventures	None	None	None	None	None
2.	Latest audited Balance Sheet Date	N.A.	N.A.	N.A.	N.A.	N.A.
3.	Shares of Associate/Joint Ventures held by the company on the year end					
	i. No.	N.A.	N.A.	N.A.	N.A.	N.A.
	ii. Amount of Investment in Associates/Joint Venture	N.A.	N.A.	N.A.	N.A.	N.A.
	iii. Extend of Holding %	N.A.	N.A.	N.A.	N.A.	N.A.
4.	Description of how there is significant influence	N.A.	N.A.	N.A.	N.A.	N.A.
5.	Reason why the associate/joint venture is not consolidated	N.A.	N.A.	N.A.	N.A.	N.A.
6.	Networth attributable to Shareholding as per latest audited Balance Sheet	N.A.	N.A.	N.A.	N.A.	N.A.
7.	Profit / Loss for the year					
	i. Considered in Consolidation	N.A.	N.A.	N.A.	N.A.	N.A.
	ii. Not Considered in Consolidation	N.A.	N.A.	N.A.	N.A.	N.A.
Notes:						
1.	Names of associates or joint ventures which are yet to commence operations.	None	None	None	None	None
2.	Names of associates or joint ventures which have been liquidated or sold during the year.	None	None	None	None	None

For and on behalf of the Board

Place : Vadodara
Date : 13th August, 2021

Vinod Bhatia
Independent Director
DIN: 08235705

Pawan Kumar Malsaria
Wholetime Director & CFO
DIN:01710944

Annexure-VI

Disclosure on the Remuneration of the Managerial Personnel:**I. Pursuant to section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the details are as follows:**

- a. Ratio of the remuneration of each Executive Director to the Median remuneration of the Employees of the Company and Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary:

Name of Director /KMP	Designation	Ratio of remuneration of each Director / CFO / Company Secretary to median of remuneration of Employees	Percentage increase in remuneration (%)
Shri Pawan Kumar Malsaria	Whole-time Director-CFO	11.82	NIL
Shri Raj kamal Gupta.	Whole-time Director	8.50	NIL
Shri Harish Punwani*	Company Secretary	2.35	NIL

*Resigned w.e.f. 13th July, 2021

During the financial year no increment was given to any of its employees and Managerial Personnel of the Company.

- b. The percentage increase in remuneration of each Director, Managing Director, Chief Financial Officer and the Company Secretary in the financial year :**NIL**
- c. The percentage increase in the median remuneration of employees in the financial year: **NIL**
- d. The number of permanent employees on the Rolls of Company as on March 31,2021: 98
- e. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: **N.A.**
- f. Affirmation that the remuneration is as per Remuneration Policy of the Company:
It is hereby affirmed that the remuneration paid to the Directors and employees is as per the Remuneration Policy of the Company
- II.** Information of employees drawing remuneration of ₹ 1.02 crores per annum or ₹ 8.50 Lakhs per month for part of the year or more pursuant to Rule 5(2) of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**N.A.**

For and on behalf of the Board

Place : Vadodara
Date : 13th August, 2021

Vinod Bhatia
Independent Director
DIN: 08235705

Pawan Kumar Malsaria
Wholetime Director & CFO
DIN:01710944



INDEPENDENT AUDITOR'S REPORT

To
The Members of
GOLDEN TOBACCO LIMITED

Opinion

Report on the Audit of Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Golden Tobacco Limited** ("the Company"), which comprises of Balance Sheet as at March 31, 2021, the Statement of Profit and Loss, Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flow for the year then ended, and notes to the 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 (the Act) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, its profit, other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Material uncertainty related to Going Concern

Without qualifying, we draw attention to note 40 regarding the standalone financial statements of the Company having been prepared on a going concern basis which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company has been incurring losses for the past few years and has accumulated loss of ₹ 22,692.95 lakhs as on March 31, 2021 and also liabilities exceed assets. As explained by the management that the Company's business performance will improve especially in the Realty Business segment in view of very valuable land bank/development rights held. Accordingly, these standalone financial statements have been prepared on a going concern basis.

Emphasis of Matter :

We draw attention to note no 32(F) of the standalone financial statements with regards to Management assessment, inter-alia, realisability of Inventories of Rs.1074.94 lakhs, trade receivable of ₹ 30.11 lakhs and Financial Investments of ₹ 72.67 lakhs due to recent re-surge in COVID 19 pandemic outbreak. The management apart from considering the internal and external information upto the date of approval of these standalone financial statements, the management has also performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions, the management expects to recover the carrying amount of these assets.

The impact of the global health pandemic may be different from that estimated as at the date of approval of these standalone financial statements. Considering the continuing uncertainties, the management is closely monitoring the material changes, if any, to future economic conditions.

Our Opinion is not modified in respect of this matter

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements and we do not provide a separate opinion on these matters.

Key Audit Matters	How our audit addressed the key audit matter
Advances given for Development Rights (as described in note no. 5.2 and 36(b) of the standalone financial statements)	
<p>Advances given aggregating to ₹ 16001.73 Lakhs towards development rights in respect of the land situated on which construction activity is yet to start on the land situated at Chhatarpur, New Delhi. Our audit focused on this area because the assessment of recoverable/realisable value of the aforesaid asset requires management to make a number of key judgements and estimates with respect to the future performance and profitability of the realty project which involves judgements and estimates on future growth rates, discount rates, etc. Accordingly, Impairment assessment of the Company's realty project has been considered as a key audit matter</p>	<p>We assessed and tested the design and the operating effectiveness of the key controls that management has established to support the review and approval of the model design, key model inputs and valuation.</p> <p>We relied on the appropriateness of the valuations as verified by the expert and relied upon by the auditors being a technical matter.</p>
Legal disputes pertaining to various Company's properties and other disputed claims (as described in note no. 36 of the standalone financial statements and clause 1(c) of Annexure A of the Independent Auditors Report)	
<p>The Company is involved in certain legal proceedings from the various Government and other authorities. Management judgement is involved in assessing the accounting for claims, and in particular in considering the probability of a claim being successful and we have accordingly designated this as a focus area of the audit. The risk related to the claims is mainly associated with the completeness of the disclosure, and the completeness of the provisions in the standalone financial statements.</p>	<p>In response to the risk of completeness of the disclosures and the completeness of the provisions in the standalone financial statements, we obtained external confirmations from Company's legal advisors. We discussed the cases with management, and reviewed correspondence and other documents exchanged between Company and the other parties involved in the disputes. We read the minutes of the board meetings, and inspected the company's legal expenses, in order to ensure all cases have been identified. We tested provisions recorded in the accounting records and reviewed the disclosures for completeness based on our procedures detailed above.</p>

Information Other than the Standalone Financial Statements and Auditor's report thereon

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

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our 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 required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy



and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors are 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 financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

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

- Identify and assess the risks of material misstatement of the 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 control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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 entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the entity 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 financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. Pursuant to the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 and records.
 - (c) The Balance sheet, the Statement of Profit & Loss, Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2014.
 - (e) On the basis of the written representation received from the directors as on March 31, 2021 taken on records by the Board of Directors, none of the directors are disqualified as on March 31, 2021 from being appointed as a Director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure "B".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
 - (h) With respect to the matters to be included in the Auditor's report in accordance with the Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements. [Refer Note No.34 of 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 were no amounts, including unpaid dividend declared in the year 1994-95 of ₹ 71.15 Lakhs (based on the expert opinion obtained in this regard) which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2021.

For Bagaria & Co. LLP
Chartered Accountants
Firm Regn No: 113447W/W-100019
Vinay Somani
Partner
Membership No: 143503
UDIN :21143503AAAAKH3128

Place : Mumbai
Date : June 29, 2021



“Annexure A”

(Referred to in paragraph 1 under “Report on Other Legal and Regulatory Requirements” section of our report to the Members of Golden Tobacco Limited of even date)

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we state that:

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- b) During the year, the Company has carried out physical verification of its Property, Plant and Equipment. The verification was in accordance with a phased programme which, in our opinion, is considered reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification *except certain Plant and Equipment having original cost of Rs. 1,765.70 Lakhs and no carrying amount (fully depreciated) as at March 31, 2021 lying with third party which could neither be physically verified nor confirmed in view of dispute with the said party.*
- c) Based on the verification and examination of records, title deeds of the immovable properties are in the name of the Company. However, there are certain disputes on the Company's immovable properties which have been summarised below:

Location of the Property	Nature	Carrying Value as at March 31, 2021 ₹ in Lakhs	Remarks	Reference to Note no. in the accompanying financial statements
Vile Parle- Mumbai	Stock in Trade – Immovable Property	12.43	Title deeds is lying in Escrow account/ restraining order by Gujarat High Court/ Hon'ble Bombay High Court	36(a) (i) & (ii)
Vadodara	Property, Plant and Equipment- Land and Building	426.99	(a) Filing of form in respect of satisfaction of charge is pending (b) Besides, dispute with Gujarat Government regarding unutilised land having carrying value of Rs.215.65 lakhs	2(f) and 39(b)
Dhanot-Mahsana (Gujarat)	Property, Plant and Equipment- Land and Building	1.61	Filing of form in respect of satisfaction of charge is pending	39(b)
Guntur	Stock in Trade – Immovable Property	0.03	Land claimed by WAQF Board	36(c)
Flat at Mumbai	Property, Plant and Equipment- Land and Building	27.63	In the wrongful possession of the family member of an ex- employee for a long time. The Company is pursuing litigation so that the flat can be vacated at the earliest and original sale agreement is lying with the Magistrate Court- Andheri, Mumbai.	2(d)

2. The inventories of the Company have been physically verified by the management at reasonable intervals during the year. No material discrepancies were noticed on such physical verification.
3. During the year, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Act. Therefore, Para 3 (iii) of the Order is not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act with respect to the loans given and investments made and security provided.
5. According to the information and explanations given to us and based on the expert opinion obtained, no deposits within the meaning of directives issued by RBI (Reserve Bank of India) and Sections 73 to 76 or any other relevant provisions of the Act and rules framed thereunder have been accepted by the Company.
6. According to the information and explanations given to us, the maintenance of cost records has not been prescribed by the Central Government under Section 148(1) of the Act for any of the products manufactured by the Company. Therefore, Para 3 (vi) of the Order is not applicable to the Company.
7. a) The Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales-tax, service tax, goods and service tax (GST), duty of customs, duty of excise, value added tax, cess and any other material statutory dues applicable to the Company with the appropriate authorities except the following :

Nature of Dues	Amount Involved- ₹ in lakhs	Delays in Days
Provident Fund	43.33	16 to 132
Tax Deducted at Source other than Salary	12.45	13 to 82
GST	66.23	21 to 23
Employees' State Insurance(ESIC)	6.31	16 to 167

No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for more than six months from the date they became payable except Entry Tax of various states including interest thereon aggregating to ₹ 6402.52 Lakhs, Excise Duty and interest thereon aggregating to ₹ 441.06 Lakhs, Interest on GST ₹ 302.92 Lakhs, Interest on Excise ₹ 2.51 Lakhs and Surcharge on VAT ₹ 2.73 Lakhs.

- b) According to the records of the Company, there are no dues of income tax or sales tax or service tax or duty of customs or duty of excise, goods and service tax or value added tax which have not been deposited on account of any dispute, except the following:

Name of the Statute	Nature of Dues	Period to which it relates	Disputed amount (Gross) ₹ in Lakhs	Amount Deposited ₹ in Lakhs	Forum where Dispute is pending
The Jammu & Kashmir Value Added Tax Act 2005	Value Added Tax	2009-10	3.82	3.82	Assessing Officer
The Uttar Pradesh Value Added Tax Act, 2008		2007-08	35.82	35.82	Commissioner Sales Tax
The Central Sales Tax Act, 1956	Central Sales Tax	2015-16	39.61	0.95	Dy. Commissioner of Commercial Tax- Appeal Vadodara
		2016-17	74.59	-	
		2017-18	163.68	-	
Income Tax Act 1961	Income Tax	A.Y. 1996-97	142.44	-	Assessing Officer Writ Petition filed before Hon'ble Bombay High Court
		A.Y. 2018-19	814.31	-	



Name of the Statute	Nature of Dues	Period to which it relates	Disputed amount (Gross) ₹ in Lakhs	Amount Deposited ₹ in Lakhs	Forum where Dispute is pending
The Central Excise Act, 1944	Excise Duty and Service Tax	1979, 1997 and 1998	308.33	308.40	Supreme Court of India
		2000,2003 and 2004	15,135.10	-	Various High Courts
		1983, 1994, 1995, 1999, 2002, 2003, 2007 and 2011	220.55	33.41	The Customs, Excise, Service Tax Appellate Tribunal
		1979 to 2011	1317.21	26.10	Commissioner of Central Excise-Appeal

8. During the year or in the recent past, the Company has not taken any loan from banks, financial institution, and government or debenture holders.
9. During the year, the Company has not raised any money by way of initial public offer or further public offer and term loan. Therefore, Para 3 (ix) of the Order is not applicable to the Company.
10. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing standards in India and according to the information and explanations given to us, we have neither come across any instance of fraud by officers or employees of the Company, noticed or reported during the year, nor have we been informed of such case by the management.
11. In our opinion and to the best of our information and according to the explanations given to us, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
12. In our opinion, the Company is not Nidhi Company. Therefore, Para 3 (xii) of the Order is not applicable to the Company.
13. All transactions with the related parties are in compliance with Section 177 and 188 of Act and the details have been disclosed in the Financial Statements (Refer note no. 37) as required by the applicable accounting standards.
14. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures or in the recent past.
15. The Company has not entered into any non-cash transactions with directors or persons connected with him under Section 192 of the Act. Therefore, Para 3 (xv) of the Order is not applicable to the Company.
16. The Company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934. Therefore, Para 3 (xvi) of the Order is not applicable to the Company.

For Bagaria & Co. LLP
Chartered Accountants
Firm Regn No: 113447W/W-100019

Vinay Somani
Partner
Membership No: 143503
UDIN :21143503AAAAKH3128

Place : Mumbai
Date : June 29, 2021

‘Annexure B’

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of **Golden Tobacco Limited** (“the Company”) as of March 31, 2021 in conjunction with our audit of Company for the year ended on that date

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company;
- (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 and
- (4) also provide us reasonable assurance by the internal auditors through their internal audit reports given to the Company from time to time.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that



the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has broadly, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India

Place : Mumbai
Date : June 29, 2021

For Bagaria & Co. LLP
Chartered Accountants
Firm Regn No: 113447W/W-100019

Vinay Somani
Partner
Membership No: 143503
UDIN :21143503AAAAKH3128

BALANCE SHEET AS AT MARCH 31, 2021

Particulars	Notes	₹ in Lakhs	
		As at March 31, 2021	As at March 31, 2020
ASSETS			
(1) NON - CURRENT ASSETS			
(a) Property, Plant and Equipment	2	710.10	745.26
(b) Intangible Assets	3	15.80	26.33
(c) Financial assets			
(i) Investments in subsidiaries	4	236.80	236.80
(ii) Other Investments	4	72.67	182.98
(iii) Other financial assets	5	16,979.04	16,984.54
(d) Income Tax Assets	6	301.94	272.88
(e) Other non-current assets	7	867.68	1,702.06
TOTAL NON - CURRENT ASSETS		19,184.03	20,150.85
(2) CURRENT ASSETS			
(a) Inventories	8	1,074.94	2,398.12
(b) Financial assets			
(i) Trade receivables	9	30.11	300.00
(ii) Cash & Cash equivalents	10	110.75	86.41
(iii) Other bank balances	11	214.40	214.80
(iv) Other financial assets	12	30.42	20.35
(c) Other current assets	13	64.28	116.67
TOTAL CURRENT ASSETS		1,524.90	3,136.35
TOTAL ASSETS		20,708.93	23,287.20
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	14	1,758.80	1,758.80
Other Equity		(16,307.53)	(17,314.45)
TOTAL EQUITY		(14,548.73)	(15,555.65)
LIABILITIES			
(1) NON - CURRENT LIABILITIES			
(2) CURRENT LIABILITIES			
(a) Financial liabilities			
(i) Short Term Borrowings	15	200.00	200.00
(ii) Trade Payables	16		
- Total Outstanding Dues of Micro and small enterprises		62.72	20.16
- Total Outstanding Dues of Creditors other than Micro and small enterprises		506.74	537.49
(iii) Other financial Liabilities	17	1,914.21	2,227.68
(b) Other Current liabilities	18	32,407.11	35,610.09
(c) Provisions	19	166.88	247.43
TOTAL CURRENT LIABILITIES		35,257.66	38,842.85
TOTAL EQUITY AND LIABILITIES		20,708.93	23,287.20
Significant Accounting Policies	1		
The accompanying notes are an integral part of the standalone financial statements	2 to 45		

As per our report of even date

For BAGARIA and CO. LLPChartered Accountants
FRN - 113447W/W-100019**Vinay Somani**Partner
Membership No. 143503
Mumbai, June 29, 2021Signatures to Notes 1 to 45
For and on behalf of the Board**Vinod Bhatia**
Director
DIN : 08235705
Mumbai, June 29, 2021**Raj Kamal Gupta**
Executive Director
DIN : 00685296
Delhi, June 29, 2021**Pawan Kumar Malsaria**
Executive Director & CFO
DIN : 01710944
Vadodara, June 29, 2021**Harish Punwani**
Company Secretary
Membership No. A-50950
Vadodara, June 29, 2021



STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2021

Particulars	Notes	For the year ended March 31, 2021	For the year ended March 31, 2020
(₹ in Lakhs)			
INCOME			
Revenue from operations	20	4,179.46	2,342.55
Other income	21	406.00	188.06
Total Income		4,585.46	2,530.61
EXPENSES			
Cost of materials consumed	22	409.63	1,025.80
Purchases of Stock in Trade- Tobacco		-	135.83
Manufacturing and Operating Expenses	23	48.06	91.31
Changes in inventories of finished goods, work-in-progress and traded goods	24	1,275.39	547.95
Employee benefits expense	25	479.71	715.13
Finance costs	26	423.98	1,082.14
Depreciation and amortisation expense	2 & 3	46.51	101.18
Other expenses	27	823.24	1,213.85
Total Expenses		3,506.52	4,913.19
Net Profit/(Loss) for the year Before Exceptional items and Tax		1,078.94	(2,382.58)
Exceptional items -net	28	(314.46)	2,153.69
Net Profit/(Loss) for the year Before Tax		764.48	(228.89)
Tax Expense	29		
Current Tax		-	-
Tax Expense for earlier years		-	(63.95)
Net Profit/(Loss) for the year after tax		764.48	(164.94)
OTHER COMPREHENSIVE INCOME (OCI)			
Items that will not be reclassified subsequently to Profit or loss			
Gain/(loss) on Re-measurement of investment in equity (FVTOCI)		204.14	(434.02)
Gain/(loss) on Remeasurement of net defined benefit plans		38.30	5.38
TOTAL OTHER COMPREHENSIVE INCOME		242.44	(428.64)
TOTAL COMPREHENSIVE INCOME		1,006.92	(593.58)
EARNINGS PER SHARE			
Basic & Diluted Earning Per Share Before Exceptional items	33	6.13	(13.18)
Basic & Diluted Earning Per Share After Exceptional items (Face value of ₹ 10 each)		4.35	(0.94)
Significant Accounting Policies	1		
The accompanying notes are an integral part of the standalone financial statements	2 to 45		
As per our report of even date		Signatures to Notes 1 to 45	
For BAGARIA and CO. LLP		For and on behalf of the Board	
Chartered Accountants		Vinod Bhatia	Pawan Kumar Malsaria
FRN - 113447W/W-100019		Director	Executive Director & CFO
		DIN : 08235705	DIN : 01710944
		Mumbai, June 29, 2021	Vadodara, June 29, 2021
Vinay Somani		Raj Kamal Gupta	Harish Punwani
Partner		Executive Director	Company Secretary
Membership No. 143503		DIN : 00685296	Membership No. A-50950
Mumbai, June 29, 2021		Delhi, June 29, 2021	Vadodara, June 29, 2021

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2021

(₹ in Lakhs)

EQUITY SHARE CAPITAL :	Balance as at March 31, 2019	Changes in equity share capital during the year	Balance as at March 31, 2020	Changes in equity share capital during the year	Balance as at March 31, 2021
Equity share Capital	1,758.80	-	1,758.80	-	1,758.80

OTHER EQUITY :

₹ in Lakhs

Particulars	Reserve and Surplus			Other Comprehensive Income		Total
	Securities Premium - on issue of equity shares	Surplus arising on revaluation of PPE prior to April 1, 2016	Retained earnings	Remeasurement of net defined benefit plans	Re-measurement of investment in equity	
Balance as at March 31, 2019	5,336.21	1,048.53	(23,772.45)	122.81	546.88	(16,718.02)
Add :Loss for the year	-	-	(164.94)	-	-	(164.94)
Less : Withdrawn on sale of land	-	(2.85)	-	-	-	(2.85)
Less: Profit in respect of sale of equity investments	-	-	177.67	-	(177.67)	-
Less: Transferred on disposal of Land and Buildings	-	(302.29)	302.29	-	-	-
Add :Other Comprehensive Income for the year	-	-	-	5.38	(434.02)	(428.64)
Balance as at March 31, 2020	5,336.21	743.39	(23,457.43)	128.19	(64.81)	(17,314.45)
Balance as at March 31, 2020	5,336.21	743.39	(23,457.43)	128.19	(64.81)	(17,314.45)
Add :Profit for the year	-	-	764.48	-	-	764.48
Add :Other Comprehensive Income for the year	-	-	-	38.30	204.14	242.44
Balance as at March 31, 2020	5,336.21	743.39	(22,692.95)	166.49	139.33	(16,307.53)

Significant Accounting Policies 1

The accompanying notes are an integral part of the standalone financial statements 2 to 45

As per our report of even date
For BAGARIA and CO. LLP
 Chartered Accountants
 FRN - 113447W/W-100019

Vinay Somani
 Partner
 Membership No. 143503
 Mumbai, June 29, 2021

Signatures to Notes 1 to 45
For and on behalf of the Board

Vinod Bhatia
 Director
 DIN : 08235705
 Mumbai, June 29, 2021

Raj Kamal Gupta
 Executive Director
 DIN : 00685296
 Delhi, June 29, 2021

Pawan Kumar Malsaria
 Executive Director & CFO
 DIN : 01710944
 Vadodara, June 29, 2021

Harish Punwani
 Company Secretary
 Membership No. A-50950
 Vadodara, June 29, 2021



CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2021

(₹ in Lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
A Cash flow from Operating Activities:		
Net Profit/(loss) as per statement of profit & loss before tax after exceptional item	764.48	(228.89)
Add: Adjustments for :		
Depreciation & amortisation expenses	46.51	101.18
Write back of liability under One time settlement	-	(2,943.63)
Interest Expenses	423.98	1,082.14
Bad Debts written off	-	48.21
Provision for doubtful debts provided for	20.28	70.59
Provision for diminution in value of Investments in a subsidiary	-	10.89
Provision for diminution in value of Investments -others	314.46	-
Interest received	(24.42)	(12.90)
Dividend received	(1.81)	(22.44)
Liabilities no longer payable written back	(98.26)	(25.57)
Profit on sale of Property, Plant and Equipment	(23.16)	(85.91)
Operating Profit/(Loss) before Working Capital changes	1,422.06	(2,006.33)
Adjustments for changes in Working Capital :		
Trade Receivables	249.61	359.30
Financial assets -current and non current	6.77	(54.81)
Other assets - current and non current	886.77	(219.66)
Inventories	1,323.18	862.35
Trade Payable	110.07	(2,403.63)
Other financial liabilities	(337.47)	(121.45)
Other current liabilities	(3,602.96)	5,788.56
Provisions	(42.26)	(92.02)
Cash generated from Operations	15.77	2,112.31
Income Taxes Refund/(Paid)-net	(29.06)	(35.38)
Net cash from/(used in) Operating Activities - A	(13.29)	2,076.93
B Cash flow from Investing Activities:		
Purchase of Property, Plant and Equipment	(0.82)	-
Sale of Property Plant and Equipment	23.16	87.50
Proceeds from sale of Investments	-	461.78
Interest received (other than Investment)	13.48	13.37
Dividend received	1.81	22.44
Net Cash from/(used in) Investing Activities - B	37.63	585.09
C Cash flow from Financing Activities:		
Proceeds from Short term Borrowings	-	200.00
Repayment of borrowings- net	-	(1,275.71)
Interest paid	-	(1,528.81)
Net cash from/(used in) Financing Activities - C	-	(2,604.52)
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	24.34	57.50
Opening Cash and Cash Equivalents	86.41	28.91
Closing Cash and Cash Equivalents	110.75	86.41

As per our report of even date

For BAGARIA and CO. LLP

Chartered Accountants

FRN - 113447W/W-100019

Vinay Somani

Partner

Membership No. 143503

Mumbai, June 29, 2021

Signatures to Notes 1 to 45

For and on behalf of the Board

Vinod Bhatia

Director

DIN : 08235705

Mumbai, June 29, 2021

Raj Kamal Gupta

Executive Director

DIN : 00685296

Delhi, June 29, 2021

Pawan Kumar Malsaria

Executive Director & CFO

DIN : 01710944

Vadodara, June 29, 2021

Harish Punwani

Company Secretary

Membership No. A-50950

Vadodara, June 29, 2021

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021
Company Overview :

Golden Tobacco Limited (“the Company”) is public limited company incorporated and domiciled in India and has registered office at Darjipura, Post - Amaliya Vadodara. It is incorporated under the Companies Act, 1956 Corporate Identification Number is (CIN) L16000GJ1955PLC067605 and its shares are listed on the Bombay Stock Exchange Limited and National Stock Exchange in India. The Company is engaged in the business of manufacturing of Tobacco Products and Real Estate.

SIGNIFICANT ACCOUNTING POLICIES**1.1 BASIS OF ACCOUNTING**

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the ‘Ind AS’) as notified under the Companies (Indian Accounting standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendments Rules 2016 prescribed under section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.

The financial statements are prepared and presented on accrual basis and under the historical cost convention, except for the following material items that have been measured at fair value as required by the relevant Ind AS:

- Certain financial assets and liabilities are measured at Fair value (refer accounting policy on financial instruments - Refer note 1.9 below
- Defined Benefit and other Long term Employee Benefits - Refer note 1.10 below

1.2 USE OF ESTIMATES AND JUDGEMENTS

The preparation of the financial statements requires that the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates.

The estimates and judgements used in the preparation of the financial statements are continuously evaluated and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

All the assets and liabilities have been classified as current or non-current as per the company’s normal operating cycle of twelve months and other criteria set out in Schedule III to the Companies Act, 2013.

1.3 PROPERTY, PLANT AND EQUIPMENT & INTANGIBLE ASSETS**Property, Plant and Equipment**

Certain Land & Buildings and Plant & Equipment were revalued from time to time and are stated at updated book values less depreciation, where applicable. All other items are measured at cost less accumulated depreciation and impairment losses, if any. Costs include freight, import duties, non-refundable purchase taxes and other expenses directly attributable to the acquisition of the asset.

Depreciation/amortisation:

Depreciation on Fixed Assets is provided on written down value method over the useful lives of assets as prescribed under Part C of Schedule II of the Companies Act, 2013 (hereinafter referred to as the ‘Act’).

Gains/Losses on disposals/de-recognition of property, plant and equipment are determined by comparing proceeds with carrying amount and these are recognized in statement of profit & Loss.

1.4 IMPAIRMENT OF NON FINANCIAL ASSETS

The Company assesses at each reporting date whether there is any objective evidence that a non-financial asset or a group of non-financial assets are impaired. If any such indication exists, the Company estimates the amount of impairment loss. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets is considered as a cash generating



unit. If any such indication exists, an estimate of the recoverable amount of the individual asset/cash generating unit is made.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognised in profit or loss and reflected in an allowance account. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through profit or loss.

1.5 REVENUE RECOGNITION

REVENUE FROM CONTRACTS WITH CUSTOMERS

The Company recognizes revenue, whenever control over distinct goods or services is transferred to the customer; i.e. when the customer is able to direct the use of the transferred goods or services and obtains substantially all of the remaining benefits, provided a contract with enforceable rights and obligations exists and amongst others collectability of consideration is probable taking into account customer's creditworthiness.

Revenue is the transaction price the Company expects to be entitled to. In determining the transaction price, the Company considers effects of variable consideration, the existence of significant financing contracts, noncash consideration and consideration payable to the customer, if any. The Company considers whether there are other promises in the contract that are separate performance obligations to which the transaction price needs to be allocated (e.g. warranties etc.).

Variable Consideration

If the consideration in a contract includes a variable amount, the company estimates the amount of consideration to which it will be entitled to in exchange for transferring goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant reversal of revenue will not occur once associated uncertainties are resolved. Some contracts with the customers provide them with a right to return and volume rebates. The right to return and volume rebates gives rise to variable consideration.

The amount of variable consideration is calculated by either using the expected value or the most likely amount depending on which is expected to better predict the amount of variable consideration. Consideration is also adjusted for the time value of money if the period between the transfer of goods or services and the receipt of payment exceeds twelve months and there is a significant financing benefit either to the customer or the Company. If a contract contains more than one distinct good or service, the transaction price is allocated to each performance obligation based on relative stand-alone selling prices. If stand-alone selling prices are not observable, the Company reasonably estimates those.

Revenue is recognized for each performance obligation either at a point in time or over time.

Sale of goods:

Revenue from the sale of goods is recognised when the control of the goods passes to the buyer either at the time of dispatch or delivery or when the risk of loss transfers. Export sales are recognized based on the shipped on board date as per bill of lading, which is when substantial risks and rewards of ownership are passed to the customers.

Revenue from sale of goods is net of taxes and recovery of charges collected from customers like transport, packing etc. Provision is made for returns when appropriate. Revenue is measured at the fair value of consideration received or receivable and is net of price discounts, allowance for volume rebates and similar items.

Claims / Refunds not ascertainable with reasonable certainty are accounted for, on final settlement and are recognized as revenue on certainty of receipt on prudent basis.

Rendering of services:

Revenue from sale of services are recognized when the services are rendered.

Other Income

Dividend income on investments is recognised when the right to receive dividend is established.

Interest income is recognized on a time proportionate basis taking into account the amounts invested and the rate of interest. For all financial instruments measured at amortised cost, interest income is recorded using the Effective interest rate method to the net carrying amount of the financial assets.

1.6 Contract balances:

Trade Receivables:

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e. only a passage of time is required to before payment of the consideration is due).

Contract liabilities:

A contract liability is the obligation to transfer goods or services to a customer for which the company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the company transfer goods and services to the customer, a contract liability is recognised when the payment is made or the payment is due, whichever is earlier. Contract liabilities are recognised as revenue when the company performs under the contract

1.7 INVENTORIES

- a) (i) Stock in Trade-Immovable Properties is valued at lower of estimated market value at the time of conversion as per the expert opinion received in the matter and estimated net realisable value.
- (ii) Other Inventories are valued at lower of cost and estimated net realisable value. Obsolete, defective and unserviceable stocks are provided for.
- b) Cost of Inventories is computed on moving weighted average / FIFO basis.
- c) Cost of finished goods, work-in-progress and other materials includes conversion and other costs incurred in bringing the inventories to their present location and condition.
- d) Advertisement and Sales promotion materials/items are charged to revenue as and when purchased.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale.

Adequate allowance is made for obsolete and slow moving items.

1.8 FINANCIAL INSTRUMENTS

Financial assets - Initial recognition

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets other than trade receivables are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the Statement of Profit and Loss.

Subsequent measurement

Financial assets, other than equity instruments, are subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of both:

- (a) the entity's business model for managing the financial assets and
- (b) the contractual cash flow characteristics of the financial asset.

(a) Measured at amortised cost:

A financial asset is measured at amortised cost, if it is held under the hold to collect business model i.e. held with an objective of holding the assets to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest on the principal outstanding. Amortised cost is calculated using the effective interest rate ("EIR") method by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. On derecognition, gain or loss, if any, is recognised to Statement of Profit and Loss.



(b) Measured at fair value through other comprehensive income (FVTOCI):

A financial asset is measured at FVOCI, if it is held under the hold to collect and sell business model i.e. held with an objective to collect contractual cash flows and selling such financial asset and the contractual cash flows are solely payments of principal and interest on the principal outstanding. It is subsequently measured at fair value with fair value movements recognised in the OCI, except for interest income which recognised using EIR method. The losses arising from impairment are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in the OCI is reclassified from the equity to Statement of Profit and Loss.

(c) Measured at fair value through profit or loss (FVTPL):

Investment in financial asset other than equity instrument, not measured at either amortised cost or FVOCI is measured at FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised in the Statement of Profit and Loss.

Equity Instruments:

All investments in equity instruments classified under financial assets are subsequently measured at fair value. Equity instruments which are held for trading are measured at FVTPL.

For all other equity instruments, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument shall be recognised in Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in the OCI. Amounts recognised in Other Comprehensive Income (OCI) are not subsequently transferred to Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised in Statement of Profit and Loss.

Impairment

The Company recognises a loss allowance for Expected Credit Losses (ECL) on financial assets that are measured at amortised cost and at FVOCI. The credit loss is difference between all contractual cash flows that are due to an entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. This is assessed on an individual or collective basis after considering all reasonable and supportable including that which is forward-looking.

The Company's trade receivables or contract revenue receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall, being simplified approach for recognition of impairment loss allowance.

Under simplified approach, the Company does not track changes in credit risk. Rather it recognizes impairment loss allowance based on the lifetime ECL at each reporting date right from its initial recognition. 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 historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For financial assets other than trade receivables, the Company recognises 12-month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. If, in a subsequent period, credit quality of the instrument improves such that there is no longer significant increase in credit risks since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12 months ECL.

The impairment losses and reversals are recognised in Statement of Profit and Loss. For equity instruments and financial assets measured at FVTPL, there is no requirement for impairment testing.

De-recognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor

transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Financial Liabilities

Initial Recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss.

The Company's financial liabilities includes trade and other payables, loans and borrowings including bank overdrafts and derivative instruments.

Subsequent measurement

Financial liabilities measured at amortised cost are subsequently measured at using EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Loans & Borrowings:

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

Financial Guarantee Contracts

Financial guarantee contracts issued by the Company are those contracts that requires a payment to be made or to reimburse the holder for a loss it incurs because the specified debtors fails to make payment when due in accordance with the term of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

Subsequently the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative adjustments.

De-recognition

A financial liability is de-recognised 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 statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

1.9 FAIR VALUE MEASUREMENT:

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (a) In the principal market for the asset or liability, or
- (b) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.



The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

1.10 EMPLOYEE BENEFITS

The Company has provides following post-employment plans such as:

- (a) Defined benefit plans such a gratuity and
- (b) Defined contribution plans such as Provident fund & Superannuation fund

a) Defined-benefit plan:

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of defined benefit obligations at the end of the reporting period less fair value of plan assets. The defined benefit obligations is calculated annually by actuaries through actuarial valuation using the projected unit credit method.

The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- (a) Service costs comprising current service costs, past-service costs, gains and losses on curtailment and non-routine settlements; and
- (b) Net interest expense or income

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of plan assets. This cost is included in employee benefit expenses in the statement of the profit & loss.

Re-measurement comprising of actuarial gains and losses arising from

- (a) Re-measurement of Actuarial (gains)/losses
- (b) Return on plan assets, excluding amount recognized in effect of asset ceiling

- (c) Re-measurement arising because of change in effect of asset ceiling are recognised in the period in which they occur directly in Other comprehensive income. Re-measurement are not reclassified to profit or loss in subsequent periods.

Ind AS 19 requires the exercise of judgment in relation to various assumptions including future pay rises, inflation and discount rates and employee and pensioner demographics. The Company determines the assumptions in conjunction with its actuaries, and believes these assumptions to be in line with best practice, but the application of different assumptions could have a significant effect on the amounts reflected in the income statement, other comprehensive income and balance sheet. There may be also interdependency between some of the assumptions.

b) Defined-contribution plan:

Under defined contribution plans, provident fund, the Company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. Defined Contribution plan comprise of contributions to the employees' provident fund with the government, superannuation fund and certain state plans like Employees' State Insurance and Employees' Pension Scheme. The Company's payments to the defined contribution plans are recognised as expenses during the period in which the employees perform the services that the payment covers.

c) Other employee benefits:

- (a) Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the obligation as at the Balance sheet date determined based on an actuarial valuation.

- (b) Undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the period when the employee renders the related services.

- d) Expenses incurred towards voluntary retirement scheme are charged to the statement of profit and loss as and when incurred.

- e) Other benefits comprising of discretionary long service awards are recognized as and when determined.

1.11 LEASES

The Company, as a lessee, recognises a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset. The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term

1.12 FOREIGN CURRENCY TRANSACTIONS

a) Initial Recognition

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss of the year.



b) Measurement of Foreign Currency Items at the Balance Sheet Date

Foreign currency monetary items of the Company are restated at the closing exchange rates. Non monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss.

1.13 TAXES ON INCOME

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

Current tax is based on taxable profit for the year. Taxable profit is different from accounting profit due to temporary differences between accounting and tax treatments, and due to items that are never taxable or tax deductible. Tax provisions are included in current liabilities. Interest and penalties on tax liabilities are provided for in the tax charge. The Company offsets, the current tax assets and liabilities (on a year on year basis) where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis or to realise the assets and liabilities on net basis.

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements. Deferred income tax asset are recognized 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 can be utilized. Deferred tax assets are not recognised where it is more likely than not that the assets will not be realised in the future.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum Alternative Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income-tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income-tax during the specified period.

1.14 RESEARCH AND DEVELOPMENT EXPENDITURE

Research costs are expensed as incurred. Product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, further economic benefits are probable, the Company has an intention and ability to complete and use or sell the product and the costs can be measured reliably.

1.15 PROVISIONS AND CONTINGENCIES

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

1.16 CASH AND CASH EQUIVALENTS

Cash and Cash equivalents include cash and cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value where original maturity is three months or less.

1.17 CASH FLOW STATEMENT

Cash flows are reported using the indirect method where by the profit before tax is adjusted for the effect of the transactions of a non-cash nature, any deferrals or accruals of past and future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

1.18 BORROWING COST

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of Cost of that assets, during the period till all the activities necessary to prepare the Qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are recognized as an expense in the period in which they are incurred.

1.19 EARNINGS PER SHARE

Basic EPS is arrived at based on net profit/(loss) after tax available to equity shareholders to the weighted average number of equity shares outstanding during the year.

The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless impact is anti-dilutive.

1.20 SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to Chief Operating Decision Maker (CODM). The Company has identified its Managing Director as CODM which assesses the operational performance and position of the Company and makes strategic decisions.

Recent Accounting pronouncements

There is no such notification which would have been applicable from April 01, 2021



2 Property, Plant and Equipment (PPE)

₹ in Lakhs

	Freehold Land and Buildings	Plant and Equipment	Computers	Vehicles	Office Equipment	Total
Gross carrying amount						
Balance as at March 31, 2019	1,479.99	183.63	5.86	2.05	0.50	1,672.03
Additions	-	-	-	-	-	-
Deductions	632.70	-	-	-	-	632.70
Adjustment	-	-	-	-	-	-
Balance as at March 31, 2020	847.29	183.63	5.86	2.05	0.50	1,039.33
Accumulated Depreciation						
Balance as at March 31, 2019	120.76	96.24	4.66	1.38	0.50	223.54
Additions	66.60	27.80	0.84	0.67	-	95.91
Deductions/ Adjustments	25.38	-	-	-	-	25.38
Balance as at March 31, 2020	161.98	124.04	5.50	2.05	0.50	294.07
Net carrying amount as at March 31, 2020	685.31	59.59	0.36	-	-	745.26
Gross carrying amount						
Balance as at March 31, 2020	847.29	183.63	5.86	2.05	0.50	1,039.33
Additions	-	-	0.82	-	-	0.82
Deductions	-	-	-	-	-	-
Adjustment	-	-	-	-	-	-
Balance as at March 31, 2021	847.29	183.63	6.68	2.05	0.50	1,040.15
Accumulated Depreciation						
Balance as at March 31, 2020	161.98	124.04	5.50	2.05	0.50	294.07
Additions	22.56	12.67	0.75	-	-	35.98
Deductions/ Adjustments	-	-	-	-	-	-
Balance as at March 31, 2021	184.54	136.71	6.25	2.05	0.50	330.05
Net carrying amount as at March 31, 2020	685.31	59.59	0.36	-	-	745.26
Net carrying amount as at March 31, 2021	662.75	46.92	0.43	-	-	710.10

NOTES:

- Gross value of Land and Buildings includes a sum of ₹ 25.30 Lakhs (as at March 31, 2020 ₹ 25.30 Lakhs) being the cost of Land/Premises on ownership basis acquired in terms of agreement to purchase.
- Gross value of Land and Buildings includes a sum of ₹ 0.003 Lakhs (as at March 31, 2020 ₹ 0.003 Lakhs) being the cost of shares in Co-operative Societies.
- Bifurcation of the Book value of Land and Building is not possible in view of the non-availability of separate value of certain Land and Building.
- Land and Building includes a Flat of having Net carrying value of ₹ 27.63 Lakhs (as at March 31, 2020 ₹ 29.04 Lakhs) is in the wrongful possession of a legal heir of an Ex-Employee. The Company is pursuing litigation to vacate the flat at the earliest.
- Plant and Equipment includes having original cost of ₹ 1,765.70 Lakhs in 1994-95 and no carrying amount as at March 31, 2021 lying with third party which could neither be physically verified nor confirmed in view of dispute with the said party.
- Land and Buildings include a freehold land having carrying value of ₹ 215.65 Lakhs (as at March 31, 2020 ₹ 426.99 Lakhs) at Vadodara, in respect of which the Secretary of Revenue of Gujarat had upheld the Order of the local collector to handover the unutilised land admeasuring 1,00,000 sq m out of total area 1,98,000 sq m. to the Gujarat Government. The Company has challenged the said Order before the Hon'ble Gujarat High Court and obtained an Order to maintain the status quo.
- Refer Note 39 regarding assets provided as security

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

3 Intangible Assets

(₹ in Lakhs)

	Computer Software	Total
Gross carrying amount		
Balance as at March 31, 2019	-	-
Additions	31.60	31.60
Deductions	-	-
Adjustment	-	-
Balance as at March 31, 2020	31.60	31.60
Accumulated Depreciation		
Balance as at March 31, 2019	-	-
Additions	5.27	5.27
Deductions/ Adjustments	-	-
Balance as at March 31, 2020	5.27	5.27
Net carrying amount as at March 31, 2020	26.33	26.33
Gross carrying amount	-	-
Balance as at March 31, 2020	31.60	31.60
Additions	-	-
Deductions	-	-
Adjustment	-	-
Balance as at March 31, 2021	31.60	31.60
Accumulated Depreciation		
Balance as at March 31, 2020	5.27	5.27
Additions	10.53	10.53
Deductions/ Adjustments	-	-
Balance as at March 31, 2021	15.80	15.80
Net carrying amount as at March 31, 2020	26.33	26.33
Net carrying amount as at March 31, 2021	15.80	15.80



4 NON CURRENT INVESTMENTS

	Numbers		₹ in Lakhs	
	As at 31st March 2021	As at 31st March 2020	As at 31st March 2021	As at 31st March 2020
EQUITY SHARES FULLY PAID UP				
In Subsidiaries (Unquoted-at cost)				
Golden Realty & Infrastructure Limited (Refer Note No.5.2)	50000	50000	5.00	5.00
Golden Investment (Sikkim) Private Limited#	5998	5998	0.60	0.60
Western Express Industries Limited (Refer Note No. 5.1)	7500000	7500000	231.20	231.20
Raigadh Papers Limited (at FVTOCI)	10000	10000	0.00	0.00
GTC Inc., B.V.	40	40	10.89	10.89
Less : Provision for diminution in value of Investments			(10.89)	(10.89)
			236.80	236.80
Other Investments (FVTOCI)				
Quoted				
GHCL Limited	169748	169748	350.59	150.65
Less :Provision for doubtful Investments (refer note 4.1 below)	153170	-	(314.46)	-
	16578	169748	36.13	150.65
ITC Limited	11520	11520	23.28	19.81
Godfrey Phillips India Limited	1140	1140	11.13	10.74
VST Industries Limited	64	64	2.13	1.78
			72.67	182.98
Unquoted				
In Other Body Corporates				
General Exports & Credit Limited	158400	158400	0.00	0.00
Bharat Explosives Limited	1050000	1050000	0.00	0.00
World Growth Fund Limited *	10000	10000	0.00	0.00
WGF Financial Services Limited	200000	200000	0.00	0.00
Filter and Filteraids Limited#	1800	1800	0.00	0.00
J K Cigarettes Limited#	20000	20000	0.00	0.00
			0.00	0.00
Total			309.47	419.78
Aggregate value of Quoted investments (cost)			247.79	247.79
Aggregate carrying value of Unquoted investments (cost)			247.69	247.69
Provision for diminution in value of unquoted Investments in a subsidiary			10.89	10.89
Provision for diminution in value of unquoted Investments - Others			314.46	-

#shares lying with the Income Tax Department

*share certificate are yet to be received

- 4.1 Pursuant to the agreement with a lender, the Company had taken short term credit facility of ₹ 450 lakhs against pledge of 400000 equity shares of GHCL (FVTOCI) in July 2019. The Company could not pay the Principal and interest on time as per the terms of the agreement and hence the lender invoked the pledge in December 2019. During the year ended March 31, 2020, the Company had considered the 246830 shares pledged shares as sale (to the extent of liability outstanding) based on the quoted price on date of expiry of the said agreement and had recognized profit of ₹ 177.67 lakhs under Retained Earnings Under other equity. In respect of the balance 153170 equity shares, the lender is yet to transfer in the name of the Company. As explained, the management is taking necessary steps to recover these balance shares. However, as a matter of prudence, during the year, the Company has made provision of ₹ 314.46 lakhs being market value as of December 31, 2020 and disclosed as Exceptional Item in note no.28
Refer note 32(F) -regarding Covid-19 risks

5 NON CURRENT-OTHER FINANCIAL ASSETS**(₹ in Lakhs)**

	As at March 31, 2021	As at March 31, 2020
(Unsecured, Considered good unless otherwise stated)		
Advance to Subsidiaries (refer note no. 5.1 and 5.2 below)	16,939.26	16,939.26
Security Deposits	39.78	45.28
Advances considered Doubtful	67.31	67.31
Less: Provision for doubtful advances	67.31	67.31
Total	16,979.04	16,984.54

5.1 The Company has given an advance of ₹ 937.53 Lakhs (as at March 31, 2020 ₹ 937.53 Lakhs) to and made an investment of ₹ 231.20 Lakhs (as at March 31, 2020 ₹ 231.20 Lakhs) in Western Express Industries Limited (WEIL), a wholly owned subsidiary Company, which has accumulated losses far in excess of its paid up capital and reserves & surplus. As explained, the management is hopeful of recovering / realising the same in due course of time in view of expected revival of activities / developments in the said subsidiary.

Further, as a nominee of the Company, WEIL had acquired 100% ownership of Raigadh Papers Limited (RPL) for a consideration of ₹ 120 Lakhs in the year 2007. RPL is having extensive land at Raigadh, whose value, based on an independent valuer's opinion exceeds the aggregate amount of advance given/investment made. The acquisition of ownership of RPL has strengthened the asset base of WEIL significantly and has provided adequate financial coverage to the aforesaid advance and investment by the Company in WEIL. In view of what is stated above, no provisioning has been considered necessary.

5.2 Refer Note no. 36(b) regarding advances to a subsidiary of ₹ 16001.73 Lakhs (as at March 31, 2020 ₹ 16001.73 Lakhs) towards realty activity.

6 INCOME TAX ASSETS**(₹ in Lakhs)**

	As at March 31, 2021	As at March 31, 2020
Payment of Tax (Net of Provision of ₹ Nil Lakhs; as at March 31, 2020 ₹ Nil)	301.94	272.88
Total	301.94	272.88

7 OTHER NON CURRENT ASSETS**(₹ in Lakhs)**

	As at March 31, 2021	As at March 31, 2020
Balances with Excise/Sales tax authorities	422.43	1,319.42
Advances recoverable in cash or in kind or for value to be received	445.25	357.64
Capital Advance	-	25.00
Total	867.68	1,702.06

8 INVENTORIES***(₹ in Lakhs)**

(Cost or Net realisable value whichever is lower)

	As at March 31, 2021	As at March 31, 2020
Raw Materials	421.35	420.88
Packing Materials	221.13	268.31
Work-in-progress	75.87	83.76
Finished Goods - (includes goods in transit ₹ 2.64 Lakhs; Previous year ₹ 2.64) Lakhs	27.30	91.90
Stores, Spare parts and consumables	287.82	288.90
Stock in Trade (Immovable Properties) - (Refer Note 8.2)	41.47	1,244.37
Total	1,074.94	2,398.12

Refer note 39 regarding assets provided as security and 32(F) -regarding Covid-19 risks



8.1 Write-downs of inventories of ₹ 87.56 lakhs as at March 31, 2021 (as at March 31, 2020 - ₹ 313.89 lakhs) These write-downs were recognised as an expense and included in 'changes in inventories of finished goods, Raw Material and Packing Materials, Stores and Spares consumed and work-in-progress in the Statement of Profit and Loss.

8.2 Stock in Trade (Immovable Properties) comprises of following : (₹ in Lakhs)

	As at March 31, 2021	As at March 31, 2020
Vile Parle, Mumbai (at cost) (Refer note 36(a))	12.43	12.43
Flats, Mumbai (carrying value)	29.00	29.00
Ganapavaram, Dist.Guntur (carrying value)	-	600.00
GT Road, Guntur (at cost) (Refer note 36(c))	0.04	0.04
Palghar (at Cost) (Refer note 36(d))	-	602.90
Total	41.47	1244.37

9 **TRADE RECEIVABLES** (₹ in Lakhs)

	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good	10.04	300.00
Unsecured, considered doubtful	88.32	68.04
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - Credit impaired	20.07	-
	118.43	368.04
Less: Provision for doubtful trade receivables	88.32	68.04
Total	30.11	300.00

10 **CASH AND CASH EQUIVALENTS** (₹ in Lakhs)

	As at March 31, 2021	As at March 31, 2020
Balance with banks in current accounts (Refer note below)	103.68	72.79
Cash on hand	7.07	13.62
Total	110.75	86.41

Note : Includes bank balance of ₹ 5.49 (Previous Year ₹ Nil) lakhs attached by the Goods and Service Tax Department against outstanding demand which has since been withdrawn

11 **OTHER BANK BALANCES** (₹ in Lakhs)

	As at March 31, 2021	As at March 31, 2020
Fixed Deposit with Banks (Earmarked)*	177.57	172.50
Dividend Accounts	36.80	36.80
Balances in Escrow accounts for One Time Settlement (OTS) with the banks	0.03	5.50
Total	214.40	214.80

*pledged with Government authorities for VAT/Entry Tax and attachment by the Economic Offence wing and Refer note 39 regarding assets provided as security

12 CURRENT - OTHER FINANCIAL ASSETS (₹ in Lakhs)

	As at March 31, 2021	As at March 31, 2020
Interest accrued but not due on fixed deposits*	8.17	8.88
Interest accrued but not due on others	12.94	1.29
Rent Receivable	9.31	10.18
Total	30.42	20.35

*pledged with Government authorities for VAT/Entry Tax and attachment by the Economic Offence wing and Refer note 39 regarding assets provided as security

13 OTHER CURRENT ASSETS (₹ in Lakhs)

	As at March 31, 2021	As at March 31, 2020
Export Incentive receivable	0.13	0.01
Employee Advance	1.20	4.15
Advances to suppliers and Others	56.20	108.14
Prepaid Expenses	6.75	4.37
Total	64.28	116.67

14 EQUITY SHARE CAPITAL (₹ in Lakhs)

	As at March 31, 2021	As at March 31, 2020
AUTHORISED		
25000000 Equity Shares of ₹ 10 each	2,500.00	2,500.00
1000000 Preference Shares of ₹ 100 each	1,000.00	1,000.00
	3,500.00	3,500.00
ISSUED		
17608802 Nos. Equity Shares of ₹ 10 each	1,760.88	1,760.88
SUBSCRIBED AND PAID UP		
17598016 Nos. Equity Shares of ₹ 10 each	1,759.80	1,759.80
Less : Allotment/Call money unpaid - other than Directors	1.00	1.00
TOTAL SHARE CAPITAL	1,758.80	1,758.80

The reconciliation of the number of equity shares outstanding

	As at March 31, 2021		As at March 31, 2020	
	Numbers	₹ in Lakhs	Numbers	₹ in Lakhs
Equity Shares at the beginning of the year	17,608,802	1,760.88	17,608,802	1,760.88
Equity Shares at the end of the year	17,608,802	1,760.88	17,608,802	1,760.88

Terms/rights attached to Equity shares :

The Company has only one class of issued Equity Shares having a par value of ₹ 10 per share. Each Shareholder is eligible for one vote per share held.

The Dividend proposed by the Board of Directors if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim Dividend. In the event of liquidation, the equity shareholders are eligible to receive the residual assets of the Company after distribution of all preferential amounts in proportion to their shareholding.



The details of Shareholders holding more than 5% shares:

Name of the Shareholders	As at March 31, 2021		As at March 31, 2020	
	No. of Equity Shares	% of Holding	No. of Equity Shares	% of Holding
J. P. Financial Services Pvt Ltd	44,10,751	25.05	44,10,751	25.05
WGF Financial Services Ltd	9,59,232	5.45	9,59,232	5.45

In the Period of five years immediately preceding March, 2021:

The Company has not allotted any equity shares as fully paid up without payment being received in cash or as Bonus Shares or Bought back any equity shares.

15 SHORT TERM BORROWINGS

(₹ in Lakhs)

	As at March 31, 2021	As at March 31, 2020
Unsecured		
Inter Corporate Deposits (Interest rate 12% per annum repayable on demand)	200.00	200.00
TOTAL	200.00	200.00

16 TRADE PAYABLES

(₹ in Lakhs)

	As at March 31, 2021	As at March 31, 2020
Dues of Micro and small enterprises*	62.72	20.16
Others	506.74	537.49
TOTAL	569.46	557.65

***Dues to Micro, Small and Medium Enterprises**

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosure pursuant to the said MSMED Act are as follows :

Particulars	As at March 31, 2021	As at March 31, 2020
Principal Amount due to suppliers under MSMED Act, 2006, Beyond appointed Day	40.92	9.89
Interest accrued and due to suppliers under MSMED Act, on the above amount	21.80	10.27
Payment made to suppliers (other than interest) beyond the appointed day, during the year	-	-
Interest paid to suppliers under MSMED Act (Other than section 16)	-	-
Interest paid to suppliers under MSMED Act (Section 16)	-	-
Interest due and payable to suppliers under MSMED Act, for the payment already made	-	-
Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act	-	-

Note : The information has been given in respect of such vendors to the extent they could be identified as "Micro and Small enterprises" on the basis of information available with Company.

17 OTHER FINANCIAL LIABILITIES**(₹ in Lakhs)**

	As at March 31, 2021	As at March 31, 2020
Interest accrued and due on borrowings : Others	30.57	6.57
Security deposits	468.19	223.19
Due to a subsidiary company	31.04	31.04
Unpaid Dividends	71.15	71.15
Due to Employees	502.07	452.78
Payable towards liability settled (Refer Note 28(a))	-	615.00
Other Payables	811.19	827.95
TOTAL	1,914.21	2,227.68

18 OTHER CURRENT LIABILITIES**(₹ in Lakhs)**

	As at March 31, 2021	As at March 31, 2020
Statutory dues payable	6,798.83	6,563.91
Undisputed Excise dues payable including Interest	446.94	1,313.98
Unearned Income- Rent received in advance	-	23.09
Advances from customers	484.50	529.76
Advance Received Towards Property Development- Vile Parle, Mumbai (Refer Note 36(a-i))	13,200.00	13,200.00
Advance Received Towards Project Development- Vile Parle, Mumbai (Refer Note 36(a-i))	4,075.00	4,075.00
Advance Received Towards Project Development- Guntur (Refer Note 36(c))	7,400.84	9,085.35
Advance for sale of Land at Ganpavaram Guntur	-	338.00
Advance for sale of Land at Palghar (Refer Note 36(d))	-	480.00
Advance for sale of Flat at Mumbai	1.00	1.00
Total	32,407.11	35,610.09

19 PROVISIONS**(₹ in Lakhs)**

	As at March 31, 2021	As at March 31, 2020
Provision for employee benefits:		
Compensated Absences	53.23	85.32
Gratuity (Refer note 32)	113.65	162.11
Total	166.88	247.43



20 REVENUE FROM OPERATIONS

(₹ in Lakhs)

	For the year ended March 31, 2021	For the year ended March 31, 2020
Sale of Manufactured goods -Cigarette	633.99	4,902.11
Less : Excise Duty	18.25	182.58
Less : Goods and Service Tax	63.75	3,502.19
Sale of Traded Goods- Tobacco and other materials	3.70	188.83
Sale of real estate-Land and Commercial Projects (refer note 20.1 below and 36(d))	3,075.00	477.50
	3,630.69	1,883.67
Sale of Services :		
Consultancy Fees	272.50	-
Tobacco Processing	3.45	27.92
Royalty Received	45.79	27.36
Rental Income	204.41	400.69
Other Operating Income :		
Sale of Scrap	21.91	2.33
Export Incentives	0.71	0.58
Total	4,179.46	2,342.55

20.1 Sale of real estate-Land and Commercial Projects during the year ended March 31, 2021 includes sale of land of ₹ 475 lakhs for which registration formalities in respect of the sale agreement is being complied with.

21 OTHER INCOME

(₹ in Lakhs)

	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest Income on fixed deposit and others	24.42	12.90
Interest on Income-Tax Refund	1.49	-
Liabilities no longer payable written back	98.26	25.57
Dividend income from Investment (FVTOCI)	1.81	22.44
Rental Income	-	38.65
Profit on sale of Property, Plant and Equipment	23.16	85.91
Income from surrender of tenancy rights in a flat	250.00	-
Miscellaneous Income	6.86	2.59
Total	406.00	188.06

22 COST OF MATERIALS CONSUMED

(₹ in Lakhs)

	For the year ended March 31, 2021	For the year ended March 31, 2020
Raw materials consumed	216.10	698.60
Packing materials consumed	193.53	327.20
Total	409.63	1,025.80

23 MANUFACTURING AND OPERATING EXPENSES**(₹ in Lakhs)**

	For the year ended March 31, 2021	For the year ended March 31, 2020
Consumption of stores, spare parts and consumables	5.66	14.17
Repairs to Plant and Equipment	2.79	12.58
Power and fuel	39.61	64.56
Total	48.06	91.31

24 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS**(₹ in Lakhs)**

	For the year ended March 31, 2021	For the year ended March 31, 2020
Opening Stock:		
Finished Goods	91.90	94.63
Work in Progress	83.76	239.98
Stock in Trade (immovable Property)	1,244.37	1,030.47
Add : PPE converted into stock in trade (refer note no 36(d))	-	602.90
Total	1,420.03	1,967.98
Closing Stock		
Finished Goods	27.30	91.90
Work in Progress	75.87	83.76
Stock in Trade (immovable Property)	41.47	1,244.37
Total	144.64	1,420.03
Total	1,275.39	547.95

25 EMPLOYEE BENEFITS EXPENSE**(₹ in Lakhs)**

	For the year ended March 31, 2021	For the year ended March 31, 2020
Salaries and wages	382.59	573.02
Contributions to provident and other funds	39.06	54.81
Staff welfare expenses	58.06	87.30
Total	479.71	715.13

26 FINANCE COSTS**(₹ in Lakhs)**

	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest Expenses to Banks	-	297.90
Interest on Statutory dues	384.73	641.76
Interest paid to others	39.25	142.48
Total	423.98	1,082.14


27 OTHER EXPENSES
(₹ in Lakhs)

	For the year ended March 31, 2021	For the year ended March 31, 2020
Rent	31.74	62.21
Repairs & Maintenance - building	19.68	43.09
Repair-others	12.68	17.23
Insurance	13.43	10.36
Rates and Taxes	50.35	45.10
Travelling & Conveyance Expenses	26.57	119.85
Legal & Professional charges	232.78	363.66
Directors sitting Fees	5.10	3.50
Loss on Variation in Foreign Exchange Rates (Net)	4.43	7.28
Selling and Distribution Expenses	27.27	73.07
Provision for Doubtful Debts/Advances	20.28	70.59
Bad Debts written off	-	48.21
Compensation paid on settlement for delayed payment to a supplier	165.49	-
Commission expenses	17.50	22.72
Communication expenses	5.47	8.60
Auditors' Remuneration (Refer Note 43)	14.75	16.26
Bank Charges	3.55	3.08
Printing and stationery	12.31	14.57
Miscellaneous Expenses	159.86	284.47
Total	823.24	1,213.85

28 EXCEPTIONAL ITEMS (NET)
(₹ in Lakhs)

	For the year ended March 31, 2021	For the year ended March 31, 2020
Expense :		
(a) Liability provided for the principal including Interest thereon payable to M/s Sikkim Tobacco Limited (STL) pursuant to Hon'ble Bombay High Court on agreed terms pertaining to the case relating to the year 2007. STL in turn should return the Company's very old Machineries, the realisable value whereof, is presently not ascertainable	-	779.05
(b) Provision for diminution in value of Investments in a subsidiary	-	10.89
(c) Provision for Doubtful Investments (Refer note 4.1)	314.46	-
Income :		
(d) Write back of liability on account of full and final payment made towards One Time Settlement reached with Consortium Bank Lenders (Refer Note 39 (c))	-	2,943.63
Total	(314.46)	2,153.69

29 INCOME TAXES

(₹ in Lakhs)

Tax expense recognised in the statement of Profit and Loss:	2020-21	2019-20
Current Tax		
Current Tax for taxable income for the current year	-	-
Current tax- for earlier years/(written back)	-	(63.95)
Total Tax Expense	-	(63.95)

The Company has opted to exercise the option of lower tax rate permitted under section 115BAA of the Income-tax Act, 1961 and therefore not liable for Minimum Alternate Tax (MAT). Considering unabsorbed losses/depreciation and opting for aforesaid option, no current tax as well MAT liability needs to be recognized

Reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below :	2020-21	2019-20
Effective income tax rate applicable to the Company	26.00%	26.00%
Profit/(Loss) before tax after exceptional items	764.48	(228.89)
Tax expenses/(credit) on Profit/(Loss) at effective tax rate	198.76	(59.51)
Tax effect of the amounts which are not deductible/(taxable) in calculating taxable income :		
Exempt Income- Dividend received	-	(5.83)
Permanent disallowances	(3.30)	4.19
Business Loss not available for utilisation	39.29	43.95
PPE converted into stock in trade	-	(156.75)
Expense allowable on payment basis not considered	28.25	-
Deferred Tax Asset not recognised in earlier year as a matter of prudence reversed/Credit	(263.01)	173.96
Total Income Tax Expense/(Credit) as per Profit and loss	-	-

The movement in deferred tax assets and liabilities during the year ended March 31, 2020 and March 31, 2021:

₹ in Lakhs

Particulars	As at March 31, 2019	Movement during the year	As at March 31, 2020	Movement during the year	As at March 31, 2021
Deferred tax assets					
Expenses allowable on payment basis and others	2,934.52	(809.05)	2,125.47	(167.95)	1,957.52
Provision for Doubtful debts	16.84	21.18	38.02	87.03	125.05
Unabsorbed business losses & depreciation	2,573.11	816.42	3,389.53	(175.92)	3,213.61
Unabsorbed Long term Capital loss	399.54	-	399.54	-	399.54
	5,924.01	28.55	5,952.56	(256.84)	5,695.72
Deferred Tax Liability					
Differences in written down value of Property, Plant and Equipment	258.17	(145.41)	112.76	6.16	118.92
Net Deferred Tax Assets	5,665.84	173.96	5,839.80	(263.01)	5,576.80
Less : Deferred Tax Asset not recognised as a matter of prudence	5,665.84	173.96	5,839.80	(263.01)	5,576.80
Total	-	-	-	-	-



30 FINANCIAL INSTRUMENTS

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 : Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2 : Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3 : Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The carrying amounts and fair values of financial instruments by category are as follows:

a. Financial assets

₹ in Lakhs

	Note	Instruments carried at fair value		Instruments carried at amortized cost	Total carrying amount	Total fair value
		At Cost	FVTOCI	Carrying amount		
As at March 31, 2020						
Investment in subsidiaries	4	236.80	-	-	236.80	236.80
Other investments	4	-	182.98	-	182.98	182.98
						Level 1
Trade receivables	9	-	-	300.00	300.00	300.00
Cash & cash equivalents	10	-	-	86.41	86.41	86.41
Other bank balances	11	-	-	214.80	214.80	214.80
Other financial assets	5 & 12	-	-	17,004.89	17,004.89	17,004.89
Total		236.80	182.98	17,606.10	18,025.88	18,025.88
As at March 31, 2021						
Investment in subsidiaries	4	236.80	-	-	236.80	236.80
Other investments	4	-	72.67	-	72.67	72.67
						Level 1
Trade receivables	9	-	-	30.11	30.11	30.11
Cash & cash equivalents	10	-	-	110.75	110.75	110.75
Other bank balances	11	-	-	214.80	214.80	214.80
Other financial assets	5 & 12	-	-	17,009.46	17,009.46	17,009.46
Total		236.80	72.67	17,364.72	17,674.19	17,674.19

b. Financial liabilities

₹ in Lakhs

	Note	Instruments carried at fair value		Instruments carried at amortized cost	Total carrying amount	Total fair value
		FVTPL	Total carrying amount and fair value	Carrying amount		
As at March 31, 2020						
Borrowings	15	-	-	200.00	200.00	200.00
Trade payables	16	-	-	557.65	557.65	557.65
Other financial liabilities	17	-	-	2,227.68	2,227.68	2,227.68
Total		-	-	2,985.33	2,985.33	2,985.33
As at March 31, 2021						
Borrowings	15	-	-	200.00	200.00	200.00
Trade payables	16	-	-	569.46	569.46	569.46
Other financial liabilities	17	-	-	1,914.21	1,914.21	1,914.21
Total		-	-	2,683.67	2,683.67	2,683.67

31 RISK MANAGEMENT

Financial risk management objectives and policies

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's activity expose it to market risk, liquidity risk, commodity risk and credit risk. The Company's financial risk management policy is set by the Executive Directors and governed by overall direction of Board of Directors of the Company.

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings.

S. No.	Risk	Exposure arising from	Measurement	Management
A	Credit risk	Cash and cash equivalents and trade receivables.	Ageing analysis Credit ratings	Credit limits and letters of credit and Performance guarantees, taking security Deposits.
B	Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities and monetization of the remaining unsold land in near future.
C	Market risk – interest rate	Short Term borrowings at variable rates	Sensitivity analysis	Repayment through receivables
D	Market risk – foreign exchange	Future commercial transactions recognised financial assets and liabilities not denominated in INR.	Cash flow forecasting Sensitivity analysis	The Company monitors the exchange rates and accordingly placed the orders,
E	Commodity risk	Purchase of Raw Material and packing materials	Production plans and lead time	Procurement and inventory strategy

A. CREDIT RISK

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assess financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- i) Actual or expected significant adverse changes in business
- ii) Actual or expected significant changes in the operating results of the counterparty
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations
- iv) Significant increase in credit risk on other financial instruments of the same counterparty

The company categorises financial assets based on the assumptions, inputs and factors specific to the class of financial assets into High-quality assets, negligible credit risk; Quality assets, low credit risk; Standard assets, moderate credit risk; Substandard assets, relatively high credit risk; Low quality assets, very high credit risk; Doubtful assets, credit-impaired.

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. The Company categorises a loan or receivable for write off when a debtor fails



to make contractual payments greater than one year past due. Where loans or receivables have been written off, the Company continues engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized in profit or loss.

a. Expected credit loss for trade receivables under simplified approach (gross) (₹ in Lakhs)

Due from the date of invoice	As at March 31, 2021	As at March 31, 2020
0-6 months	116.19	285.20
more than 6 months	2.24	82.85
Total	118.43	368.04

b. Reconciliation of loss allowance provision - Trade receivables (₹ in Lakhs)

	As at March 31, 2021	As at March 31, 2020
Opening provision	68.04	-
Additional provision made/(withdrawn)- net	20.28	68.04
Closing provisions	88.32	68.04

LIQUIDITY RISK

B. Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time, or at a reasonable price. The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related such risk are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows. The Company also expects monetization of the remaining unsold land in near future which shall further strengthen the cash flow of the Company.

Financing arrangements

(₹ in Lakhs)

The Company had access to following undrawn Borrowing facilities at end of reporting period:

	As at March 31, 2021	As at March 31, 2020
Variable Borrowing -Cash Credit expires within 1 year	Nil	Nil

Contractual maturity patterns of borrowings

(₹ in Lakhs)

	As at March 31, 2021		
	0-1 years	1-5 years	Total
Short term borrowings	200.00	-	200.00
Total	200.00	-	200.00
	As at March 31, 2020		
	0-1 years	1-5 years	Total
Short term borrowings (Overdue)	200.00	-	200.00
Total	200.00	-	200.00

Maturity patterns of Financial Liabilities other than borrowings

(₹ in Lakhs)

	As at March 31, 2021	As at March 31, 2020
	0-12 Months	0-12 Months
Trade Payable	569.46	557.65
Other Financial liabilities	1,914.21	2,227.68
Total	2,483.67	2,785.33

C. MARKET RISK- INTEREST RATE RISK

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

Exposure to interest rate risk**(₹ in Lakhs)**

Particulars	As at	As at
	March 31, 2021	March 31, 2020
Borrowings bearing fixed rate of interest	200.00	200.00
Borrowings bearing variable rate of interest	-	-

Interest rate sensitivity**A change of 50 bps in interest rates would have following Impact on profit before tax****(₹ in Lakhs)**

	2020-21	2019-20
50 bp increase- decrease in profits	-	-
50 bp decrease- Increase in profits	-	-

D. MARKET RISK- FOREIGN CURRENCY RISK.

The Company is exposed to foreign exchange risk mainly through its export sales.

Foreign Currency Exposure

Name of the Instrument	2020-21		2019-20	
	In USD	₹ In Lakhs	In USD	₹ In Lakhs
Open Foreign Exchange Exposures - Receivable	-	-	-	-
Open Foreign Exchange Exposures - Payable	-	-	-	-

Foreign Currency Risk Sensitivity

A change of 1% in Foreign currency would have following Impact on profit for the year:

₹ In Lakhs

	2020-21		2019-20	
	1% Increase	1% decrease	1% Increase	1% decrease
USD	-	-	-	-
Increase / (decrease) in profit or loss	-	-	-	-

Derivative financial instruments

The Company has not entered into any derivative financial instruments during the current year and previous year.

E. COMMODITY RISK

Principal Raw Material for Company's products is variety of Tobacco (a product prepared from the leaves of the tobacco plant by curing them) which are procured from the Tobacco Board on auction basis once in year and partly is from local traders. The Company sources its most of the raw material requirement from Andhra Pradesh where the agriculture of tobacco leaf is cultivated. The prices of the tobacco may fluctuate depending upon the monsoon in the season. The Company effectively manages deals with availability of material as well as price volatility through:

1. Widening its sourcing base
2. Appropriate contracts and commitments
3. Well planned procurement & inventory strategy



F **IMPACT OF COVID-19**

The Company had substantially resumed its operations after nation-wide lockdown in March 2020 in compliance with guidelines issued by the respective authorities. However, in view of re-surge in COVID-19 cases, certain states have reintroduced some restrictions and the Company is closely monitoring the same. In assessing the recoverability of financial investments of ₹ 72.67 lakhs, trade receivable of ₹ 30.11 lakhs and realisation of inventories of ₹ 1074.94 lakhs, apart from considering the internal and external information up to the date of approval of these standalone financial statements, the Company has also performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions and does not anticipate any material financial or operational issues in the short term as well as on a long term basis.

CAPITAL RISK MANAGEMENT

Presently, the Company has settled with the lenders as refer in note no 39(c) by monetising land situated at Guntur. Further the Company will generate funds by monetization of the remaining unsold real estate in near future. Due to stressed financial position, the Company has already breached the financial covenants.

32 **DISCLOSURE PURSUANT TO IND AS - 19 “EMPLOYEE BENEFITS”**

- i) **Gratuity:** In accordance with the applicable laws, the Company provides for gratuity, a defined benefit retirement plan (“The Gratuity Plan”) covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date.

The disclosure in respect of the defined Gratuity Plan are given below:

₹ in Lakhs

A. **Balance Sheet**

	Defined benefit plans	
	As at March 31, 2021	As at March 31, 2020
Present value of plan liabilities	113.65	162.11
Fair value of plan assets	-	-
Asset/(Liability) recognised	(113.65)	(162.11)

(₹ in Lakhs)		
B. Movements in plan assets and plan liabilities	Present value of obligations	Fair Value of Plan assets
As at April 1, 2020	162.11	-
Current service cost	6.99	-
Past service cost	-	-
Interest Cost/(Income)	27.40	-
Return on plan assets excluding amounts included in net finance income/cost	-	-
Actuarial (gain)/loss arising from changes in financial assumptions	(0.07)	-
Actuarial (gain)/loss arising from experience adjustments	(38.23)	-
Employer contributions	-	-
Benefit payments/Transferred to liability account on retirement	(44.55)	-
As at March 31, 2021	113.65	-
As at April 1, 2019	220.57	-
Current service cost	8.24	-
Past service cost	-	-
Interest Cost/(Income)	28.06	-
Return on plan assets excluding amounts included in net finance income/cost	-	-
Actuarial (gain)/loss arising from changes in demographic assumptions	4.74	-
Actuarial (gain)/loss arising from changes in financial assumptions	(10.12)	-
Actuarial (gain)/loss arising from experience adjustments	-	-
Employer contributions	-	-
Benefit payments/Transferred to liability account on retirement	(89.37)	-
As at March 31, 2020	162.11	-

The liabilities are split between different categories of plan participants as follows:

- active members - 96 (2019-20: 124)

(₹ in Lakhs)		
C. Statement of Profit and Loss	2020-21	2019-20
Employee Benefit Expenses:		
Current service cost	6.99	8.24
Interest cost/(income)	27.40	28.06
Total amount recognised in Statement of profit & loss	34.39	36.30
Remeasurement of the net defined benefit liability:		
Return on plan assets excluding amounts included in net finance income/(cost)	-	-
Experience gains/(losses)	38.30	5.38
Total amount recognised in Other Comprehensive Income	38.30	5.38

D. Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date. The significant actuarial assumptions were as follows:

	As at March 31, 2021	As at March 31, 2020
Financial Assumptions		
Discount rate	6.85%	6.84%
Expected Rate of Return on plan assets	N.A.	N.A.
Salary Escalation Rate	5.00%	5.00%
Attrition Rate	2.00%	2.00%

Demographic Assumptions

Mortality in Service : Indian Assured Lives Mortality (2006-08)



E. Sensitivity

The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are: (₹ in Lakhs)

Impact on defined benefit obligation	As at March 31, 2021		
	Change in assumption	Increase in assumption	Decrease in assumption
Discount rate	+ / (-) 1%	(6.68)	7.69
Salary Escalation Rate	+ / (-) 1%	7.76	(6.85)
Attrition Rate	+ / (-) 1%	1.07	(1.20)

Impact on defined benefit obligation	As at March 31, 2020		
	Change in assumption	Increase in assumption	Decrease in assumption
Discount rate	+ / (-) 1%	(7.34)	8.42
Salary Escalation Rate	+ / (-) 1%	8.49	(7.53)
Attrition Rate	+ / (-) 1%	1.13	(1.26)

The sensitivity analyses above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.

F. The defined benefit obligations shall mature as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Within 1 year (including liability due but not paid)	307.82	298.95
1-2 year	11.07	12.05
2-3 year	3.64	18.20
3-4 year	9.09	3.67
4-5 year	5.25	8.91
5-10 year	47.72	40.66
10 years and above	97.45	112.90

ii) **Compensated Absences:** The Company permits encashment of compensated absence accumulated by their employees on retirement, separation and during the course of service. The liability in respect of the Company, for outstanding balance of leave at the balance sheet date is determined and provided on the basis of actuarial valuation as at the balance sheet date performed by an independent actuary. The Company doesn't maintain any plan assets to fund its obligation towards compensated absences.

iii) **The Code on Social Security :** The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code and recognise the same when the Code becomes effective.

33 EARNINGS PER SHARE (EPS)	2020-21	2019-20
Net Profit/(Loss) as per Statement of profit and loss before exceptional items after tax (₹ in Lakhs)	1,078.94	(2,318.63)
Exceptional items (₹ in Lakhs)	(314.46)	2,153.69
Net Profit/(Loss) as per Statement of profit and loss after exceptional items and tax (₹ in Lakhs)	764.48	(164.94)
Weighted average number of equity Shares	17588021	17588021
Face value of equity Share in ₹	10.00	10.00
Basic & Diluted Earning Per Share Before Exceptional items (₹)	6.13	(13.18)
Basic & Diluted Earning Per Share after Exceptional items (₹)	4.35	(0.94)

₹ in Lakhs

34 Pending Litigations/contingent liabilities not provided for in respect of :	2020-21	2019-20
(a) Disputed Excise matters : Disputed Excise claims/demands excluding interest liability, if any, against and/or relating to the Company and counter claims by the Company are pending or otherwise being contested before the various Excise Authorities /Courts against which the Company has paid ₹ 367.91 Lakhs (as at March 31, 2020 ₹ 367.91 Lakhs) (included in Loans & Advances) under protest. In the opinion of the management, appropriate provisions have been made in the books of account in respect of Excise claims/demands that may become payable based on the legal advice /present status of various matters. Further, various show cause notices/show cause-cum-demand notices/ attachment notice have been received including remanded back from Excise Authorities by the Company and/or in relation to the Company. Since these notices are in the nature of explanations required, the Company does not consider them to constitute any liability. All these notices have appropriately been replied/attended to	16,981.19	16,373.56
(b) Disputed Income Tax matters : Income Tax in respect of earlier years under dispute for which appeals/rectification petitions have been / are being preferred by the Company before the various appellate authorities and / or pending final assessments including interest and penalties against which the Company has paid ₹ Nil (as at March 31, 2020 ₹ Nil)	956.75	142.44
(c) Other disputed amounts for which the Company is contingently liable : Demands of employees/ex-employees Sales Tax Land Revenue Tax E.S.I.C. -Services/material suppliers/advance forfeited and other business related disputed matters	378.54 317.52 3.78 18.86 9,146.94	368.55 130.97 3.78 18.86 8,274.50
(d) The Company has received notices from certain States in USA with regard to claims against cigarettes sold in those States. However, as per an expert legal opinion obtained, the Company is not liable for claims, whatsoever-amount unascertainable	-	-
(e) Guarantees and counter guarantees given by the Company to Banks/Financial Institutions / Others in respect of loans / guarantees to / for other companies plus interest, if any .	1,048.23	1,048.23

The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material impact on its financial statements

35 COMMITMENTS

- a) Capital commitment of ₹ Nil (as at March 31, 2020 ₹100 Lakhs) net of advance of ₹ Nil Lakhs, after provision made of ₹ 25 lakhs thereagainst (as at March 31, 2020 ₹ 25 Lakhs)
- b) The Company has taken various residential / commercial premises under cancelable Operating Leases. The Lease Agreements are usually renewable by mutual consent on mutually agreeable terms
- c) The rental expense in respect of Operating Leases is charged as rent under Note 27



36 The Company as a part of development activities of Realty Division :-

a) Land and Building at Vile Parle-Mumbai

- (i) The Company had entered into Memorandum of Understanding (MOU) in December, 2009 with M/s Sheth Developers Pvt. Ltd. and Suraksha Realty Ltd. (Developers) and had received advances in earlier years aggregating to ₹ 13,200 Lakhs (as at March 31, 2020 ₹ 13,200 Lakhs) to jointly develop its Vile Parle property. However, on Intervention Application filed by Sheth Developers Pvt Ltd and Suraksha Realty Ltd (the interveners), in the SLP filed by the Income Tax Department before the Hon'ble Supreme Court, the Hon'ble Court vide its order dated 12.05.2016 held that MOU entered into by the Company with them was in violation of the Sanctioned BIFR Scheme 2002. Therefore, such MOU with the aforesaid interveners entered into by the Company loses its legal force and no right would accrue to these interveners on the basis of said MOU. Thus the Hon'ble Court dismissed their plea. The said developers have also filed an appeal u/s 9 and 11 of the Arbitration and Conciliation Act before the Hon'ble Bombay High Court which is pending.

Further, necessary steps are being taken to release the title deeds of the said property lying in Escrow Account with the Solicitor.

The Hon'ble High Court Gujarat at Ahmedabad vide its order dated 05-05-2015 restrained the Company from transferring its Vile Parle property pursuant to a petition filed by a group of minority shareholders pending with the National Company Law Tribunal (NCLT).

The Company had received advances of ₹ 4075 Lakhs (₹ 4075 Lakhs as at March 31, 2020) in the financial year 2011-12 & 2012-13 from a strategic investor for development of the said property. The strategic investor, however, has filed a recovery suit along-with interest before Hon'ble Bombay High Court against which the Company has filed counter claim for the higher amount due to non compliance of terms and conditions of the letter of Intent dated June 3, 2011, which is pending. Hon'ble Bombay High Court vide order dated 14.10.2019 granted the ad interim relief to restrain the Company from transferring the said property. The investor had also filed a petition under the Insolvency and Bankruptcy Code, before NCLT Ahmedabad, for recovery of the advances given and also expenses incurred and interest thereof on the said amount which are not admitted by the Company in absence of evidences supporting such claim. The NCLT, Ahmedabad vide its order dated January 25, 2021 has dismissed the petition filed by the investor on the Ground of maintainability. The Investor has approached to NCLAT against the aforesaid order, which is pending.

- (ii) The Goods and Service Tax Department, Mumbai (erstwhile Excise Department), vide its letter dated February 5, 2021 has withdrawn its attachment on said property.

b) Chattarpur-New Delhi

The Company had given advances aggregating to ₹ 16,001.73 Lakhs (as at March 31, 2020 ₹ 16,001.73 Lakhs) to Golden Realty and Infrastructure Limited (a wholly owned subsidiary of the Company) which in turn has utilized the same to acquire certain development rights in a plot of land situated in Chattarpur - New Delhi for Joint Development pursuant to Development Agreement in this regard. The said Subsidiary expects to commence construction activities on the aforesaid land in due course after receiving necessary approvals applied for and therefore, in the opinion of the management, the aforesaid advances are fully realizable in due course of time.

c) Guntur- Andhra Pradesh

In March 2018, land admeasuring 14.27 acres situated at Guntur, Andhra-Pradesh hitherto held as Property, Plant and Equipment was converted into "Stock in Trade" at the book value of ₹ 0.04 Lakhs. During the year ended March 31, 2021, out of total land of 14.27 acres, land admeasuring 2.70 acres having carrying value of ₹ 0.001 lakhs have been sold for sale consideration of ₹ 1800 lakhs and included in Revenue from Operations. In respect of the balance land admeasuring 11.57 acres, the Company had received advance of ₹ 7400.84 lakhs (Previous year ₹ 7400.84 lakhs; net of adjustment of ₹ 1800 lakhs against aforesaid sale), has not been transferred to the party due to a Show Cause Notice dated 28.06.2017 from WAQF Board, Vijayawada, Andhra Pradesh, claiming 11.57 acres having book value of ₹ 0.03 Lakhs. The application filed by the WAQF Board for claiming the aforesaid land is pending before WAQF Tribunal. Based on the legal advice and favorable orders in similar cases, the Company is expecting positive outcome. Therefore, necessary accounting treatment in respect of the balance land of 11.57 acres will be given in the books of account after resolution of all legal matters pertaining to the said land.

d) Palghar- Maharashtra

Revenue from Operations for the year ended March 31, 2021 includes ₹ 800 lakhs being sales consideration of land

and building situated at Palghar, Maharashtra which was converted into "Stock-in-Trade" in March 2020 at the book value of ₹ 602.90 Lakhs.

37 DISCLOSURE ON RELATED PARTY TRANSACTIONS

Names of related parties and description of relationship:

Parties where controls exists : Subsidiaries

Western Express Industries Limited
Golden Investment (Sikkim) Private Limited
Golden Realty & Infrastructure Limited
GTC Inc B.V, Netherland-being wound up
Raigarh Papers Limited –Step Down Subsidiary

Directors/Key Managerial Personnel (KMP) and their relatives:

Shri. Jaskaran S Khurana	Managing Director (upto August 29, 2020)
Shri. A. K. Joshi	Managing Director (upto September 27, 2019)
Shri Pawan Kumar Malsaria	Executive Director and Chief Financial Officer from September 1, 2020 and Chief Executive Officer (upto August 31, 2020)
Shri Rajkamal Gupta	Executive Director (from September 1, 2020)
Shri Bharat B Merchant	Non Executive Director (upto June 10, 2019)
Shri Vinod Bhatia	Non Executive Director
Smt. Kokila Panchal	Non Executive Director (upto January 1,2021)
Shri Rajanikant Patel	Non Executive Director (from January 9,2020)
Smt Prama Shah	Non Executive Director (from February 12,2021)
Shri Jignesh B Engineer	Non Executive Director (from September 11, 2020)
Shri Jaymeen Patel	Company Secretary (Upto January 16, 2020)
Shri Harish Punwani	Company Secretary (from February 24,2020)

Relatives of Directors/KMPs :

Smt. Ivleen Khurana, Smt. Savita Malsaria, Smt. Namrata Joshi

During the year, the following transactions were carried out with the above related parties in the ordinary course of business and outstanding balances as on March 31, 2021

₹ in Lakhs

Nature of Transactions	For the year ended March 31, 2021	For the year ended March 31, 2020
Golden Realty & Infrastructure Limited :		
Advance Given	214.75	-
Advance received back	214.75	-
GTC Inc B.V, Netherland		
Provision for Investments	-	10.89
Managerial Remuneration :		
Shri. A. K. Joshi (net of excess remuneration recovered of ₹ Nil; Previous Year ₹ 21.50 lakhs)	-	18.57
Shri. Jaskaran S Khurana* (net of excess remuneration recovered of ₹ 22.33 lakhs; Previous Year ₹ Nil)	8.96	68.13
Shri Pawan Kumar Malsaria (including remuneration as a CFO)	14.27	-
Shri Rajkamal Gupta	6.65	-
Remuneration :		
Shri Jaymeen Patel	-	4.24
Shri. Harish Punwani	3.32	0.39
Shri. Pawan Kumar Malsaria	-	9.00
Car Hire Charges		
Smt. Namarta Joshi	-	1.77
Smt. Ivleen Khurana	1.04	3.60
Smt. Savita Malsaria	1.32	0.96



₹ in Lakhs

Nature of Transactions	For the year ended March 31, 2021	For the year ended March 31, 2020
Directors sitting fees :		
Smt Prama Shah	0.20	-
Shri Jignesh B Engineer	0.50	-
Shri Bharat B Merchant	-	0.40
Shri Vinod Bhatia	1.80	1.40
Shri Rajnikant Patel	1.30	0.10
Smt. Kokila Panchal	1.30	1.60

*Subject to the shareholders approval

₹ in Lakhs

Party Name	Nature of Balances	As at March 31, 2021	As at March 31, 2020
Golden Realty & Infrastructure Limited	Advance Recoverable	16,001.73	16,001.73
	Investments	5.00	5.00
Western Express Industries Limited	Advance Recoverable	937.53	937.53
	Investments	231.20	231.20
Golden Investment (Sikkim) P Ltd	Payable	31.04	31.04
	Investments	0.60	0.60
GTC Inc. B.V	Advance Recoverable	39.42	39.42
	Investments	10.89	10.89
	Provision for doubtful recoverable and Investments	50.31	50.31
Shri. A. K. Joshi	Remuneration Payable	-	35.21
Shri. Jaskaran S Khurana		6.87	5.40
Shri. Pawan Kumar Malsaria		8.21	0.55
Shri Rajkamal Gupta		4.75	-
Shri. Harish Punwani	Salary Payable	1.62	0.34
Smt. Ivleen Khurana	Hire Charges Payable	1.02	0.29
Smt. Savita Malsaria		0.75	0.08

Notes:

- Related party relationship is as identified by the management and relied upon by the auditors.
- No amounts in respect of related parties have been written off/ written back during the year and no provision has been made for doubtful debts/ receivable except as disclosed above

38 In terms of Ind As 108 "Operating Segments", segment information has been provided in the notes to Consolidated Financial Statements.

39 Assets provided as security

The carrying amounts of assets provided as security for borrowings and others are as under:

₹ in Lakhs

	As at March 31, 2021	As at March 31, 2020
Current Assets		
Financial Assets		
Trade receivables	-	300.00
Fixed Deposit with Banks	177.57	172.50
Interest accrued but not due on fixed deposits	8.17	8.88
Non Financial Assets		
Inventories Stock in Trade- immovable properties	0.04	0.04
Inventories- others	-	1,153.75
Total Current assets provided as security	185.78	1,635.17
Non Current Assets		
Plant and Equipment	-	59.95
Land and Buildings	662.75	685.31
Total non-current assets provided as security	662.75	745.26
Total assets provided as security	848.53	2,380.43

Note:

Working Capital Facilities are secured by way of :

- (a) Guarantees given by the Company's Bankers are secured/to be secured by hypothecation of Inventories, Trade Receivables, fixed deposits with banks and certain plant and equipment, equitable mortgage of certain immovable properties at Vadodara subject to prior charge in favour of Trustees for the debenture holders and /or pledge of fixed deposit receipts.
- (b) In respect of 12% Secured Redeemable Non-Convertible Debentures privately placed with IFCI Limited Company had in the earlier years repaid the entire amount of debentures. However, till date the Company has not received the "No Due Certificate" from IFCI in view of their unsustainable claim, therefore, the Company could not file the form for satisfaction of charge which was created on Company's property situated at village Dhanot in the State of Gujarat and a first charge by way of hypothecation of the Company's movable properties subject to prior charge on specified movables in favour of the Company's Bankers for Working Capital facilities and was further secured by equitable mortgage of the Company's immovable properties at Baroda, Gujarat ranking pari passu with the Bankers who have given working capital term loan.
- (c) In March 2020, the Company has settled the entire dues payable to the consortium bankers under the One Time Settlement (OTS) entered into with them and received no dues certificates. The Company has submitted to the Canara Bank (lead bank) to withdraw the proceedings under section 13(4) of the SARFAESI Act and release of charge in respect of its Guntur property (where 1st charge provided) and its Vadodara property (where 2nd charge provided) which is in the process of being released.

Besides the above, during the year ended March 31, 2020, the Company had also settled the entire dues payable to Allahabad Bank in respect of its Term Loan facility under One Time Settlement (OTS) entered into with them.

- 40 The Company's net worth had been entirely eroded. The Company has prepared these financial statements on a going concern basis as the management is hopeful to turn around the Company's business performance especially in the Realty Business segment considering valuable land bank/development rights held.
- 41 Income Tax proceedings in respect of earlier years decided in the Company's favour by the Appellate Authorities against which the Department is in further appeals. Hence it is not required to be disclosed as contingent liabilities in terms of para 28 of Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets.



42 Net debt reconciliation :

₹ in Lakhs

Particulars	Cash and cash equivalents	Non current borrowings (including current maturities)	Current borrowings	Interest Payable	Total
Net debt as at March 31, 2019	(28.91)	-	1,275.71	3,396.87	4,643.67
Cash flows- Proceeds/(Repayment)	(57.50)	-	(1,075.71)	-	(1,133.21)
Non cash items	-	-	-	(2,943.63)	(2,943.63)
Finance cost on borrowings	-	-	-	1,082.14	1,082.14
Interest paid on borrowings	-	-	-	(1,528.81)	(1,528.81)
Net debt as at March 31, 2020	(86.41)	-	200.00	6.57	120.16
Cash flows- Proceeds/(Repayment)	(24.34)	-	-	-	(24.34)
Non cash items	-	-	-	-	-
Finance cost on borrowings	-	-	-	24.00	24.00
Interest paid on borrowings	-	-	-	-	-
Net debt as at March 31, 2021	(110.75)	-	200.00	30.57	119.82

₹ in Lakhs

43 PAYMENT TO AUDITORS (excluding Taxes)	2020-21	2019-20
Audit fees	10.25	10.25
Limited review fees	4.50	4.50
Certification fees	-	0.25
Reimbursement of expenses	-	1.26
TOTAL	14.75	16.26

44 In the opinion of the management, assets other than Property, Plant and Equipment and non-current investments have a value on realization in the ordinary course of business at least equal to the amount at which they are stated. The Accounts of certain Trade Receivables, Trade Payables, Non-operative Banks / Lenders and Loans & Advances are however, subject to formal confirmations / reconciliations and consequent adjustments, if any. The management does not expect any material difference affecting the current year's financial statements.

45 Previous years' figures have been regrouped/reclassified whenever necessary to conform to current years' classification.

Signatures to Notes 1 to 45
For and on behalf of the Board

Vinod Bhatia
Director
DIN : 08235705
Mumbai, June 29, 2021

Raj Kamal Gupta
Executive Director
DIN : 00685296
Delhi, June 29, 2021

Pawan Kumar Malsaria
Executive Director & CFO
DIN : 01710944
Vadodara, June 29, 2021

Harish Punwani
Company Secretary
Membership No. A-50950
Vadodara, June 29, 2021

INDEPENDENT AUDITOR'S REPORT

To
The Members of
GOLDEN TOBACCO LIMITED

Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Golden Tobacco Limited** ("the Holding Company") and its subsidiaries (collectively referred to as 'the Group') which comprises of Consolidated Balance Sheet as at March 31, 2021, the Consolidated Statement of Profit and Loss, Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow for the year than 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, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the Act) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2021, its consolidated profit, consolidated other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those 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 (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the 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.

Material uncertainty related to Going Concern

Without qualifying, we draw attention to note 38 regarding the consolidated financial statements of the Group having been prepared on a going concern basis which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Group has been incurring losses for the past few years and has accumulated loss of ₹ 29,290.75 lakhs as on March 31, 2021 and also liabilities exceed assets. As explained by the management that the Group's business performance will improve especially in the Realty Business segment in view of very valuable land bank/development rights held. Accordingly, these consolidated financial statements have been prepared on a going concern basis.

Emphasis of Matter :

We draw attention to note no 43 of the consolidated financial statements with regard to Management's assessment, inter-alia, realisability of Inventories of Rs.1074.94 lakhs, Trade receivables of ₹ 30.11 lakhs and Financial Investments of ₹ 119.08 lakhs due to re-surge in COVID 19 pandemic outbreak. The management apart from considering the internal and external information upto the date of approval of these consolidated financial statements, the management has also performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions, the management expects to recover the carrying amount of these assets.

The impact of the global health pandemic may be different from that estimated as at the date of approval of these consolidated financial statements. Considering the continuing uncertainties, the management will continue to closely monitor any material changes to future economic conditions.

Our Opinion is not modified in respect of this matter



Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters	How our audit addressed the key audit matter
Advances given for Development Rights (as described in note no. 35 (b) of the consolidated financial statements)	
Advances given aggregating to ₹ 11,154.96 Lakhs towards development rights in respect of the land situated on which construction activity is yet to start on the land situated at Chhatarpur, New Delhi. Our audit focused on this area because the assessment of recoverable/realisable value of the aforesaid asset requires management to make a number of key judgements and estimates with respect to the future performance and profitability of the realty project which involves judgements and estimates on future growth rates, discount rates, etc. Accordingly, Impairment assessment of the Group's realty project has been considered as a key audit matter	We assessed and tested the design and the operating effectiveness of the key controls that management has established to support the review and approval of the model design, key model inputs and valuation. We relied on the appropriateness of the valuations as verified by the expert and relied upon by the auditors being a technical matter.
Legal disputes pertaining to various Group's properties and other disputed claims (as described in note no. 34 of the consolidated financial statements and clause 1(c) of Annexure A of the Standalone Independent Auditors Report)	
The Group is involved in certain legal proceedings from the various Government and other authorities. Management judgement is involved in assessing the accounting for claims, and in particular in considering the probability of a claim being successful and we have accordingly designated this as a focus area of the audit. The risk related to the claims is mainly associated with the completeness of the disclosure, and the completeness of the provisions in the Consolidated financial statements.	In response to the risk of completeness of the disclosures and the completeness of the provisions in the Consolidated financial statements, we obtained external confirmations from Group's legal advisors. We discussed the cases with management and reviewed correspondence and other documents exchanged between Group and the other parties involved in the disputes. We read the minutes of the board meetings, and inspected the Group's legal expenses, in order to ensure all cases have been identified. We tested provisions recorded in the accounting records, and reviewed the disclosures for completeness based on our procedures detailed above

Information Other than the Consolidated Financial Statements and Auditor's report thereon

The Holding Company's Board of Directors is responsible for the preparation of other information. The Other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to the Board report, Business responsibility Report, Corporate Governance report and Shareholder's information, but does not include the consolidated financial statement and our auditor's report thereon. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our 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 required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance (including consolidated other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the 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 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.

In preparing the consolidated financial statements, the respective Board of Directors of the Companies included in the Group are responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the Group are also responsible for overseeing the 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 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 Group has adequate internal financial control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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 entity'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 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 entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group 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 independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that individually or in aggregate makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be



influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

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

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

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

Other Matter

We did not audit the financial statements of five subsidiaries, whose financial statements reflect total assets of ₹ 11,519.03 lakhs as at March 31, 2021 and total revenues of ₹ Nil lakhs and total comprehensive income of ₹ 2.32 lakhs for the year ended March 31, 2021, as considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and 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) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. 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 Group so far as it appears from our examination of those books and records.
- (c) The Consolidated Balance sheet, the Consolidated Statement of Profit & Loss, Consolidated Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2021 taken on record by the Board of Directors of the Holding Company and its subsidiaries incorporated in India, none of the directors of the Group companies is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in Annexure "A".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
- (h) With respect to the matters to be included in the Auditor's report in accordance with the Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Group has disclosed the impact of pending litigations on its financial position in its consolidated financial statements. [Refer Note No.34 of the consolidated financial statements]
- ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts, including unpaid dividend declared in the year 1994-95 of ₹ 71.15 Lakhs (based on the expert opinion obtained in this regard) which were required to be transferred to the Investor Education and Protection Fund by the Group during the year ended March 31, 2021.

For Bagaria & Co. LLP
Chartered Accountants
Firm Regn No: 113447W/W-100019

Vinay Somani
Partner

Membership No: 143503
UDIN :21143503AAAAKI4261

Place : Mumbai
Date : June 29, 2021



ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF GOLDEN TOBACCO 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 the Group for the year ended March 31, 2021, we have audited the internal financial controls over financial reporting of Golden Tobacco Limited (“the Holding Company”) and its subsidiaries (collectively referred to as ‘the Group’).

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 Group 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 Group’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A Group’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A Group’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Group; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of the Consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Group are being made only in accordance with authorizations of management and directors of the Group; (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Group’s assets that could have a material effect on the financial statements and (4) also provide reasonable assurance by the internal auditors through their internal audit reports given to the Group from time to time

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Group has broadly, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Group 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.

Place : Mumbai
Date : June 29, 2021

For Bagaria & Co. LLP
Chartered Accountants
Firm Regn No: 113447W/W-100019

Vinay Somani
Partner
Membership No: 143503
UDIN: 21143503AAAAKI4261



CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2021

Particulars	Notes	As at March 31, 2021	As at March 31, 2020
(₹ in Lakhs)			
ASSETS			
(1) NON - CURRENT ASSETS			
(a) Property, Plant and Equipment	2	776.92	812.08
(b) Intangible Assets	3	15.80	26.33
(c) Financial assets			
(i) Investments	4	119.08	225.53
(ii) Other financial assets	5	94.22	99.72
(d) Income Tax Assets	6	301.89	272.88
(e) Other non-current assets	7	12,022.64	12,857.02
TOTAL NON - CURRENT ASSETS		13,330.55	14,293.56
(2) CURRENT ASSETS			
(a) Inventories	8	1,074.94	2,398.12
(b) Financial assets			
(i) Trade receivables	9	30.11	300.00
(ii) Cash & Cash equivalents	10	115.98	91.64
(iii) Other bank balances	11	214.40	214.80
(iv) Other financial assets	12	30.42	20.35
(c) Other current assets	13	64.28	116.67
TOTAL CURRENT ASSETS		1,530.13	3,141.58
TOTAL ASSETS		14,860.68	17,435.14
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	14	1,758.80	1,758.80
Other Equity		(22,152.16)	(23,161.41)
Attributable to the owners of the Parent		(20,393.36)	(21,402.61)
Non - controlling Interests		-	0.01
TOTAL EQUITY		(20,393.36)	(21,402.60)
LIABILITIES			
(1) NON - CURRENT LIABILITIES			
(2) CURRENT LIABILITIES			
(a) Financial liabilities			
(i) Short Term Borrowings	15	200.00	200.00
(ii) Trade Payables	16		
- Total Outstanding Dues of Micro and small enterprises		62.72	20.16
- Total Outstanding Dues of Creditors other than Micro and small enterprises		506.74	537.60
(iii) Other financial Liabilities	17	1,909.34	2,222.05
(b) Other Current liabilities	18	32,408.36	35,610.50
(c) Provisions	19	166.88	247.43
TOTAL CURRENT LIABILITIES		35,254.04	38,837.74
TOTAL EQUITY AND LIABILITIES		14,860.68	17,435.14
Significant Accounting Policies	1		
The accompanying notes are an integral part of the consolidated financial statements	2 to 44		
As per our report of even date For BAGARIA and CO. LLP Chartered Accountants FRN - 113447W/W-100019		Signatures to Notes 1 to 44 For and on behalf of the Board	
Vinay Somani Partner Membership No. 143503 Mumbai, June 29, 2021	Vinod Bhatia Director DIN : 08235705 Mumbai, June 29, 2021	Pawan Kumar Malsaria Executive Director & CFO DIN : 01710944 Vadodara, June 29, 2021	
	Raj Kamal Gupta Executive Director DIN : 00685296 Delhi, June 29, 2021	Harish Punwani Company Secretary Membership No. A-50950 Vadodara, June 29, 2021	

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2021

Particulars	Notes	(₹ in Lakhs)	
		For the year ended March 31, 2021	For the year ended March 31, 2020
INCOME			
Revenue from operations	20	4,179.46	2,342.55
Other income	21	409.18	188.84
Total Income		4,588.64	2,531.39
EXPENSES			
Cost of materials consumed	22	409.63	1,025.80
Purchases of Stock in Trade- Tobacco		-	135.83
Manufacturing and Operating Expenses	23	48.06	91.31
Changes in inventories of finished goods, work-in-progress and traded goods	24	1,275.39	547.95
Employee benefits expenses	25	479.71	715.13
Finance costs	26	424.35	1,082.14
Depreciation and amortisation expense	2 & 3	46.51	101.18
Other expenses	27	827.17	1,217.69
Total Expenses		3,510.82	4,917.03
Net Profit/(Loss) for the year Before Exceptional items and Tax		1,077.82	(2,385.64)
Exceptional items -net	28	(314.46)	2,164.58
Net Profit/(Loss) for the year Before Tax		763.36	(221.06)
Tax Expense			
Current Tax	29	0.40	-
Tax Expense for earlier years		-	(62.40)
Profit/(Loss) for the year		762.96	(158.66)
OTHER COMPREHENSIVE INCOME (OCI)			
Items that will not be reclassified subsequently to Profit or loss			
Gain/(loss) on Re-measurement of investment in equity		207.99	(450.86)
Gain/(loss) on Remeasurement of net defined benefit plans		38.30	5.38
TOTAL OTHER COMPREHENSIVE INCOME		246.29	(445.48)
TOTAL COMPREHENSIVE INCOME		1,009.25	(604.14)
Profit/(Loss) for the year attributable to :			
Owners of the parent		762.96	(158.66)
Non-controlling interests		(0.00)	(0.00)
Total comprehensive income/(Loss) attributable to :			
Owners of the parent		1,009.25	(604.14)
Non-controlling interests		(0.00)	(0.00)
EARNINGS PER SHARE			
Basic & Diluted Earning Per Share Before Exceptional items	32	6.13	(13.21)
Basic & Diluted Earning Per Share After Exceptional items (Face value of ₹ 10 each)		4.34	(0.90)
Significant Accounting Policies	1		
The accompanying notes are an integral part of the consolidated financial statements	2 to 44		

As per our report of even date
For BAGARIA and CO. LLP
Chartered Accountants
FRN - 113447W/W-100019

Vinay Somani
Partner
Membership No. 143503
Mumbai, June 29, 2021

Signatures to Notes 1 to 44
For and on behalf of the Board

Vinod Bhatia
Director
DIN : 08235705
Mumbai, June 29, 2021

Raj Kamal Gupta
Executive Director
DIN : 00685296
Delhi, June 29, 2021

Pawan Kumar Malsaria
Executive Director & CFO
DIN : 01710944
Vadodara, June 29, 2021

Harish Punwani
Company Secretary
Membership No. A-50950
Vadodara, June 29, 2021



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2021

₹ in Lakhs

EQUITY SHARE CAPITAL :	Balance as at March 31, 2019	Changes in equity share capital during the year	Balance as at March 31, 2020	Changes in equity share capital during the year	Balance as at March 31, 2021
Equity share Capital	1,758.80	-	1,758.80	-	1,758.80

OTHER EQUITY :

₹ in Lakhs

Particulars	Reserve and Surplus					Other Comprehensive Income			Total
	Securities Premium Reserve on issue of equity shares	Surplus arising on revaluation of PPE prior to April 1, 2016	Capital Reserve arising on Consoli- dation	General Reserve	Retained earnings	Foreign Currency Translation Reserve	Remea- surement of net defined benefit plans	Re-measu- rement of investment in equity	
Balance as at March 31, 2019	5,336.21	1,065.94	709.34	40.22	(30,375.01)	(9.45)	122.81	555.52	(22,554.42)
Add : Loss for the year	-	-	-	-	(158.66)	-	-	-	(158.66)
Less : Withdrawn on sale of land	-	(2.85)	-	-	-	-	-	-	(2.85)
Less: Transferred on disposal of Land and Buildings	-	(302.29)	-	-	302.29	-	-	-	-
Less: Profit in respect of sale of equity investments	-	-	-	-	177.67	-	-	(177.67)	-
Add:/Less : Additions during the year	-	-	-	-	-	-	5.38	(450.86)	(445.48)
Add :Other Comprehensive Income for the year	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2020	5,336.21	760.80	709.34	40.22	(30,053.71)	(9.45)	128.19	(73.01)	(23,161.41)
Balance as at March 31, 2020	5,336.21	760.80	709.34	40.22	(30,053.71)	(9.45)	128.19	(73.01)	(23,161.41)
Add :Profit for the year	-	-	-	-	762.96	-	-	-	762.96
Add :Other Comprehensive Income for the year	-	-	-	-	-	-	38.30	207.99	246.29
Balance as at March 31, 2021	5,336.21	760.80	709.34	40.22	(29,290.75)	(9.45)	166.49	134.98	(22,152.16)

Significant Accounting Policies

1

The accompanying notes are an integral part of the consolidated financial statements

2 to 44

As per our report of even date
For **BAGARIA and CO. LLP**
Chartered Accountants
FRN - 113447W/W-100019

Vinay Somani
Partner
Membership No. 143503
Mumbai, June 29, 2021

Signatures to Notes 1 to 44
For and on behalf of the Board

Vinod Bhatia
Director
DIN : 08235705
Mumbai, June 29, 2021

Raj Kamal Gupta
Executive Director
DIN : 00685296
Delhi, June 29, 2021

Pawan Kumar Malsaria
Executive Director & CFO
DIN : 01710944
Vadodara, June 29, 2021

Harish Punwani
Company Secretary
Membership No. A-50950
Vadodara, June 29, 2021

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2021

(₹ in Lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
A Cash flow from Operating Activities:		
Net Profit/(loss) as per statement of profit & loss before tax after exceptional items	763.36	(221.06)
Add: Adjustments for :		
Depreciation & amortisation expenses	46.51	101.18
Write back of liability under One time settlement	-	(2,943.63)
Interest Expenses	424.35	1,082.14
Bad Debts written off	-	48.21
Provision for doubtful debts provided for	20.28	70.59
Provision for diminution in value of Investments	314.46	-
Interest received	(24.42)	(12.90)
Dividend received	(3.56)	(23.22)
Liabilities no longer payable written back	(99.69)	(25.57)
Profit on sale of Property, Plant and Equipment	(23.16)	(85.91)
Operating Profit/(Loss) before Working Capital changes	1,418.13	(2,010.17)
Adjustments for changes in Working Capital :		
Trade Receivables	249.61	359.30
Financial assets -current and non current	6.77	(54.81)
Other assets - current and non current	886.77	(219.66)
Inventories	1,323.18	862.35
Trade Payable	111.39	(2,403.52)
Other financial liabilities	(336.71)	(119.60)
Other current liabilities	(3,602.49)	5,788.56
Provisions	(42.25)	(92.02)
Cash generated from Operations	14.40	2,110.43
Income Taxes Refund/(Paid)-net	(29.44)	(35.38)
Net cash from/(used in) Operating Activities - A	(15.04)	2,075.05
B Cash flow from Investing Activities:		
Purchase of Property, Plant and Equipment	(0.82)	-
Sale of Property Plant and Equipment	23.16	87.50
Proceeds from sale of Investments	-	461.79
Interest received (other than Investment)	13.48	13.37
Dividend received	3.56	23.22
Net Cash from/(used in) Investing Activities - B	39.38	585.88
C Cash flow from Financing Activities:		
Proceeds from Short term Borrowings	-	200.00
Repayment of borrowings- net	-	(1,275.71)
Interest paid	-	(1,528.81)
Net cash from/(used in) Financing Activities - C	-	(2,604.52)
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	24.34	56.41
Opening Cash and Cash Equivalents	91.64	35.23
Closing Cash and Cash Equivalents	115.98	91.64

As per our report of even date
For BAGARIA and CO. LLP
 Chartered Accountants
 FRN - 113447W/W-100019

Vinay Somani
 Partner
 Membership No. 143503
 Mumbai, June 29, 2021

Signatures to Notes 1 to 44
For and on behalf of the Board

Vinod Bhatia
 Director
 DIN : 08235705
 Mumbai, June 29, 2021

Raj Kamal Gupta
 Executive Director
 DIN : 00685296
 Delhi, June 29, 2021

Pawan Kumar Malsaria
 Executive Director & CFO
 DIN : 01710944
 Vadodara, June 29, 2021

Harish Punwani
 Company Secretary
 Membership No. A-50950
 Vadodara, June 29, 2021



NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

Group Overview :

Golden Tobacco Limited ("the Group") is public limited Group incorporated and domiciled in India and has registered office at Darjipura, Post - Amaliya Vadodara. It is incorporated under the Companies Act, 1956 Corporate Identification Number is (CIN) L16000GJ1955PLC067605 and its shares are listed on the Bombay Stock Exchange Limited and National Stock Exchange in India. The Group is engaged in the business of manufacturing of Cigarettes and Real Estate.

The Consolidated Financial Statements relate to Golden Tobacco Limited, (The Holding Group) and its subsidiaries. The name, country of incorporation and proportion of ownership interest are as under :

Name of the Subsidiary Companies	Country of Incorporation	Proportion of ownership interest
Golden Investment (Sikkim) Pvt. Limited	India	99.97%
GTC INC.B.V*	Netherland	100%
Golden Realty & Infrastructure Limited	India	100%
Western Express Industries Limited	India	100%
Raigadh Papers Limited	India	100%

*being wound-up

1. SIGNIFICANT ACCOUNTING POLICIES

1.1 BASIS OF ACCOUNTING

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified under the Companies (Indian Accounting standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendments Rules 2016 prescribed under section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.

The financial statements are prepared and presented on accrual basis and under the historical cost convention, except for the following material items that have been measured at fair value as required by the relevant Ind AS:

- ◆ Certain financial assets and liabilities are measured at Fair value (refer accounting policy on financial instruments - Refer note 1.9 below
- ◆ Defined Benefit and other Long term Employee Benefits - Refer note 1.10 below

1.2 USE OF ESTIMATES AND JUDGEMENTS

The preparation of the financial statements requires that the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates.

The estimates and judgements used in the preparation of the financial statements are continuously evaluated and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Group believes to be reasonable under the existing circumstances. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

All the assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle of twelve months and other criteria set out in Schedule III to the Companies Act, 2013.

1.3 BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS

The consolidated financial statements comprise the financial statements of the Holding Company and its subsidiaries as at March 31, 2021. The Holding Company prepares and report its consolidated financial statements in INR.

Subsidiaries:

Subsidiaries are all entities over which the group has control. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

The group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of controls. Consolidation of a subsidiary begins when the group obtains control over the subsidiary and ceases when the group loses control of the subsidiary.

Consolidation procedure:

Subsidiary:

- a) Combine, on line by line basis like items of assets, liabilities, equity, income, expenses and cash flows of the Holding Company with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
- b) Offset (eliminate) the carrying amount of the Holding Company's investment in each subsidiary and the Holding Company's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.
- c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Holding Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Holding Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Holding Company, i.e., year ended on 31 March. When the end of the reporting period of the Holding Company is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the Holding Company to enable the Holding Company to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Goodwill

Goodwill arising on an acquisition of a business is initially recognized at cost at the date of acquisition. After initial recognition, goodwill is measured at cost less accumulated impairment losses, if any.

1.4 PROPERTY, PLANT AND EQUIPMENT & INTANGIBLE ASSETS**Property, Plant and Equipment**

Certain Land & Buildings and Plant & Equipment were revalued from time to time and are stated at updated book values less depreciation, where applicable. All other items are measured at cost less accumulated depreciation and impairment losses, if any. Costs include freight, import duties, non-refundable purchase taxes and other expenses directly attributable to the acquisition of the asset.



Depreciation/amortisation:

Depreciation on Fixed Assets is provided on written down value method over the useful lives of assets as prescribed under Part C of Schedule II of the Companies Act, 2013 (hereinafter referred to as the 'Act').

Gains/Losses on disposals/de-recognition of property, plant and equipment are determined by comparing proceeds with carrying amount and these are recognized in statement of profit & Loss.

1.5 IMPAIRMENT OF NON FINANCIAL ASSETS

The Group assesses at each reporting date whether there is any objective evidence that a non-financial asset or a group of non-financial assets are impaired. If any such indication exists, the Group estimates the amount of impairment loss. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the individual asset/cash generating unit is made.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognised in profit or loss and reflected in an allowance account. When the Group considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through profit or loss.

1.6 REVENUE FROM CONTRACTS WITH CUSTOMERS

The Group recognizes revenue, whenever control over distinct goods or services is transferred to the customer; i.e. when the customer is able to direct the use of the transferred goods or services and obtains substantially all of the remaining benefits, provided a contract with enforceable rights and obligations exists and amongst others collectability of consideration is probable taking into account customer's creditworthiness.

Revenue is the transaction price the Group expects to be entitled to. In determining the transaction price, the Group considers effects of variable consideration, the existence of significant financing contracts, noncash consideration and consideration payable to the customer, if any. The Group considers whether there are other promises in the contract that are separate performance obligations to which the transaction price needs to be allocated (e.g. warranties etc.).

Variable Consideration

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled to in exchange for transferring goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant reversal of revenue will not occur once associated uncertainties are resolved. Some contracts with the customers provide them with a right to return and volume rebates. The right to return and volume rebates gives rise to variable consideration.

The amount of variable consideration is calculated by either using the expected value or the most likely amount depending on which is expected to better predict the amount of variable consideration. Consideration is also adjusted for the time value of money if the period between the transfer of goods or services and the receipt of payment exceeds twelve months and there is a significant financing benefit either to the customer or the Group. If a contract contains more than one distinct good or service, the transaction price is allocated to each performance obligation based on relative stand-alone selling prices. If stand-alone selling prices are not observable, the Group reasonably estimates those.

Revenue is recognized for each performance obligation either at a point in time or over time.

Sale of goods:

Revenue from the sale of goods is recognised when the control of the goods passes to the buyer either at the time of dispatch or delivery or when the risk of loss transfers. Export sales are recognized based on the shipped on board date as per bill of lading, which is when substantial risks and rewards of ownership are passed to the customers.

Revenue from sale of goods is net of taxes and recovery of charges collected from customers like transport, packing etc. Provision is made for returns when appropriate. Revenue is measured at the fair value of consideration received or receivable and is net of price discounts, allowance for volume rebates and similar items.

Claims / Refunds not ascertainable with reasonable certainty are accounted for, on final settlement and are recognized as revenue on certainty of receipt on prudent basis.

Rendering of services:

Revenue from sale of services are recognized when the services are rendered.

Other Income

Dividend income on investments is recognised when the right to receive dividend is established.

Interest income is recognized on a time proportionate basis taking into account the amounts invested and the rate of interest. For all financial instruments measured at amortised cost, interest income is recorded using the Effective interest rate method to the net carrying amount of the financial assets.

1.7 INVENTORIES

- a) (i) Stock in Trade-Immovable Properties is valued at lower of estimated market value at the time of conversion as per the expert opinion received in the matter and estimated net realisable value.
- (ii) Other Inventories are valued at lower of cost and estimated net realisable value. Obsolete, defective and unserviceable stocks are provided for.
- b) Cost of Inventories is computed on moving weighted average / FIFO basis.
- c) Cost of finished goods, work-in-progress and other materials includes conversion and other costs incurred in bringing the inventories to their present location and condition.
- d) Advertisement and Sales promotion materials / items are charged to revenue as and when purchased.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale.

Adequate allowance is made for obsolete and slow moving items.

1.8 FINANCIAL INSTRUMENTS**Financial assets - Initial recognition**

Financial assets are recognised when the Group becomes a party to the contractual provisions of the instruments. Financial assets other than trade receivables are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the Statement of Profit and Loss.

Subsequent measurement

Financial assets, other than equity instruments, are subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of both:

- (a) the entity's business model for managing the financial assets and
- (b) the contractual cash flow characteristics of the financial asset.

(a) Measured at amortised cost:

A financial asset is measured at amortised cost, if it is held under the hold to collect business model i.e. held with an objective of holding the assets to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest on the principal outstanding. Amortised cost is calculated using the effective interest rate ("EIR") method by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. On derecognition, gain or loss, if any, is recognised to Statement of Profit and Loss.

(b) Measured at fair value through other comprehensive income (FVTOCI):

A financial asset is measured at FVOCI, if it is held under the hold to collect and sell business model i.e. held with an objective to collect contractual cash flows and selling such financial asset and the contractual cash flows are solely payments of principal and interest on the principal outstanding. It is subsequently measured at fair value with fair value movements recognised in the OCI, except for interest income which recognised using EIR method. The losses arising from impairment are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in the OCI is reclassified from the equity to Statement of Profit and Loss.



(c) Measured at fair value through profit or loss (FVTPL):

Investment in financial asset other than equity instrument, not measured at either amortised cost or FVOCI is measured at FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised in the Statement of Profit and Loss.

Equity Instruments:

All investments in equity instruments classified under financial assets are subsequently measured at fair value. Equity instruments which are held for trading are measured at FVTPL.

For all other equity instruments, the Group may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Group makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument shall be recognised in Statement of Profit and Loss unless the Group has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in the OCI. Amounts recognised in Other Comprehensive Income (OCI) are not subsequently transferred to Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised in Statement of Profit and Loss.

Impairment

The Group recognises a loss allowance for Expected Credit Losses (ECL) on financial assets that are measured at amortised cost and at FVOCI. The credit loss is difference between all contractual cash flows that are due to an entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. This is assessed on an individual or collective basis after considering all reasonable and supportable including that which is forward-looking.

The Group's trade receivables or contract revenue receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall, being simplified approach for recognition of impairment loss allowance.

Under simplified approach, the Group does not track changes in credit risk. Rather it recognizes impairment loss allowance based on the lifetime ECL at each reporting date right from its initial recognition. The Group 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 historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For financial assets other than trade receivables, the Group recognises 12-month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. If, in a subsequent period, credit quality of the instrument improves such that there is no longer significant increase in credit risks since initial recognition, then the Group reverts to recognizing impairment loss allowance based on 12 months ECL.

The impairment losses and reversals are recognised in Statement of Profit and Loss. For equity instruments and financial assets measured at FVTPL, there is no requirement for impairment testing.

De-recognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Financial Liabilities

Initial Recognition and measurement

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss.

The Group's financial liabilities includes trade and other payables, loans and borrowings including bank overdrafts and derivative instruments.

Subsequent measurement

Financial liabilities measured at amortised cost are subsequently measured at using EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Loans & Borrowings:

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

Financial Guarantee Contracts

Financial guarantee contracts issued by the Group are those contracts that requires a payment to be made or to reimburse the holder for a loss it incurs because the specified debtors fails to make payment when due in accordance with the term of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

Subsequently the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative adjustments.

De-recognition

A financial liability is de-recognised 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 statement of profit or loss.

Derivative financial instruments & hedge accounting

The Group uses derivative financial instruments, such as forward foreign exchange contracts, interest rate swaps, cross currency interest risk swap to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value, with changes in fair value recognised in Statement of Profit and Loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The Group designates their derivatives as hedges of foreign currency risk associated with the cash flows of highly probable forecast transactions and variable interest rate risks associated with the borrowings.

The Group documents at the inception of hedging transaction the economic relationship between hedging instruments and hedged items including whether the hedging instrument is expected to offset cash flow of hedged items. The Group documents its risk management objective and strategy for undertaking various hedge transaction at the inception of each hedge relationship.

Cash flows hedge that qualify for the hedge accounting

Any gains or losses arising from changes in the fair value of derivatives are taken directly to statement of profit & loss, except for the effective portion of cash flow hedge which is recognized in other comprehensive income and presented as separate component of equity which is later reclassified to statement of profit & loss when the hedge item affects profit & loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

1.9 FAIR VALUE MEASUREMENT:

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



Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- ◆ In the principal market for the asset or liability, or
- ◆ In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- ◆ Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- ◆ Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- ◆ Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

1.10 EMPLOYEE BENEFITS

The Group has provides following post-employment plans such as:

- (a) Defined benefit plans such a gratuity and
- (b) Defined contribution plans such as Provident fund & Superannuation fund

a) **Defined-benefit plan:**

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of defined benefit obligations at the end of the reporting period less fair value of plan assets. The defined benefit obligations is calculated annually by actuaries through actuarial valuation using the projected unit credit method.

The Group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- (a) Service costs comprising current service costs, past-service costs, gains and losses on curtailment and non-routine settlements; and
- (b) Net interest expense or income

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of plan assets. This cost is included in employee benefit expenses in the statement of the profit & loss.

Re-measurement comprising of actuarial gains and losses arising from

- (a) Re-measurement of Actuarial(gains)/losses
- (b) Return on plan assets, excluding amount recognized in effect of asset ceiling
- (c) Re-measurement arising because of change in effect of asset ceiling are recognised in the period in which they occur directly in Other comprehensive income. Re-measurement are not reclassified to profit or loss in subsequent periods.

Ind AS 19 requires the exercise of judgment in relation to various assumptions including future pay rises, inflation and discount rates and employee and pensioner demographics. The Group determines the assumptions in conjunction with its actuaries, and believes these assumptions to be in line with best practice, but the application of different assumptions could have a significant effect on the amounts reflected in the income statement, other comprehensive income and balance sheet. There may be also interdependency between some of the assumptions.

b) Defined-contribution plan:

Under defined contribution plans, provident fund, the Group pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. Defined Contribution plan comprise of contributions to the employees' provident fund with the government, superannuation fund and certain state plans like Employees' State Insurance and Employees' Pension Scheme. The Group's payments to the defined contribution plans are recognised as expenses during the period in which the employees perform the services that the payment covers.

c) Other employee benefits:

- (a) Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the obligation as at the Balance sheet date determined based on an actuarial valuation.
- (b) Undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the period when the employee renders the related services.
- d) Expenses incurred towards voluntary retirement scheme are charged to the statement of profit and loss as and when incurred.
- e) Other benefits comprising of discretionary long service awards are recognized as and when determined.

1.11 LEASES

The Group, as a lessee, recognises a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset. The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Group has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. For short-term and low value leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the lease term-

1.12 FOREIGN CURRENCY TRANSACTIONS

a) Initial Recognition

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss of the year.



b) Measurement of Foreign Currency Items at the Balance Sheet Date

Foreign currency monetary items of the Group are restated at the closing exchange rates. Non monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss.

c) Foreign currency translation

Assets and liabilities of the entities with functional currency other than the presentation currency have been translated to the presentation currency using exchange rates prevailing on the balance sheet date. The statement of profit and loss has been translated using monthly average exchange rates prevailing during the year. Translation adjustment have been reported as foreign currency translation reserve in the statement of changes in equity.

1.13 TAXES ON INCOME

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

Current tax is based on taxable profit for the year. Taxable profit is different from accounting profit due to temporary differences between accounting and tax treatments, and due to items that are never taxable or tax deductible. Tax provisions are included in current liabilities. Interest and penalties on tax liabilities are provided for in the tax charge. The Group offsets, the current tax assets and liabilities (on a year on year basis) where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis or to realise the assets and liabilities on net basis.

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements. Deferred income tax asset are recognized 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 can be utilized. Deferred tax assets are not recognised where it is more likely than not that the assets will not be realised in the future.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum Alternative Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Group will pay normal income-tax during the specified period. The Group reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Group will pay normal income-tax during the specified period.

1.14 RESEARCH AND DEVELOPMENT EXPENDITURE

Research costs are expensed as incurred. Product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, further economic benefits are probable, the Group has an intention and ability to complete and use or sell the product and the costs can be measured reliably.

1.15 PROVISIONS AND CONTINGENCIES

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Group from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

1.16 CASH AND CASH EQUIVALENTS

Cash and Cash equivalents include cash and Cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value where original maturity is three months or less.

1.17 CASH FLOW STATEMENT

Cash flows are reported using the indirect method where by the profit before tax is adjusted for the effect of the transactions of a non-cash nature, any deferrals or accruals of past and future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

1.18 BORROWING COST

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of Cost of that assets, during the period till all the activities necessary to prepare the Qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are recognized as an expense in the period in which they are incurred.

1.19 EARNINGS PER SHARE

Basic EPS is arrived at based on net profit after tax available to equity shareholders to the weighted average number of equity shares outstanding during the year.

The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless impact is anti-dilutive.

1.20 SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to Chief Operating Decision Maker (CODM).The Group has identified its Managing Director as CODM which assesses the operational performance and position of the Group and makes strategic decisions.

Recent Accounting pronouncements

There is no such notification which would have been applicable from April 01, 2021



NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

2 Property, Plant and Equipment

₹ in Lakhs

	Freehold Land and Buildings	Plant and Equipment	Computers	Vehicles	Office Equipment	Total
Gross carrying amount						
Balance as at March 31, 2019	1,546.79	183.63	5.86	2.05	0.50	1,738.83
Additions	-	-	-	-	-	-
Deductions/ Adjustment	632.70	-	-	-	-	632.70
Balance as at March 31, 2020	914.09	183.63	5.86	2.05	0.50	1,106.13
Accumulated Depreciation						
Balance as at 31st March 2019	120.74	96.24	4.66	1.38	0.50	223.52
Additions	66.60	27.80	0.84	0.67	-	95.91
Deductions/ Adjustment	25.38	-	-	-	-	25.38
Balance as at March 31, 2020	161.96	124.04	5.50	2.05	0.50	294.05
Net carrying amount Balance as at March 31, 2020	752.13	59.59	0.36	-	-	812.08
Gross carrying amount						
Balance as at March 31, 2020	914.09	183.63	5.86	2.05	0.50	1,106.13
Additions	-	-	0.82	-	-	0.82
Deductions/ Adjustment	-	-	-	-	-	-
Balance as at March 31, 2021	914.09	183.63	6.68	2.05	0.50	1,106.95
Accumulated Depreciation						
Balance as at March 31, 2020	161.96	124.04	5.50	2.05	0.50	294.05
Additions	22.56	12.67	0.75	-	-	35.98
Deductions/ Adjustment	-	-	-	-	-	-
Balance as at March 31, 2021	184.52	136.71	6.25	2.05	0.50	330.03
Net carrying amount as at March 31, 2020	752.13	59.59	0.36	-	-	812.08
Net carrying amount as at March 31, 2021	729.57	46.92	0.43	-	-	776.92

NOTES:

- Gross value of Land and Buildings includes a sum of ₹ 25.30 Lakhs (as at March 31, 2020 ₹ 25.30 Lakhs) being the cost of Land/Premises on ownership basis acquired in terms of agreement to purchase.
- Gross value of Land and Buildings includes a sum of ₹ 0.003 Lakhs (as at March 31, 2020 ₹ 0.003 Lakhs) being the cost of shares in Co-operative Societies.
- Bifurcation of the Book value of Land and Building is not possible in view of the non-availability of separate value of certain Land and Building.
- Land and Building includes a Flat of having Net carrying value of ₹ 27.63 Lakhs (as at March 31, 2020 ₹ 29.04 Lakhs) is in the wrongful possession of a legal heir of an Ex-Employee. The Group is pursuing litigation to vacate the flat at the earliest.
- Plant and Equipment includes having original cost of ₹ 1,765.70 Lakhs in 1994-95 and no carrying amount as at March 31, 2021 lying with third party which could neither be physically verified nor confirmed in view of dispute with the said party.
- Land and Buildings include a freehold land having carrying value of ₹ 215.65 Lakhs (as at March 31, 2020 ₹ 426.99 Lakhs) at Vadodara, in respect of which the Secretary of Revenue of Gujarat had upheld the Order of the local collector to handover the unutilised land admeasuring 1,00,000 sq m out of total area 1,98,000 sq m. to the Gujarat Government. The Group has challenged the said Order before the Hon'ble Gujarat High Court and obtained an Order to maintain the status quo.
- Refer Note 37 regarding assets provided as security

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021
3 Intangible Assets
(₹ in Lakhs)

	Computer Software	Total
Gross carrying amount		
Balance as at March 31, 2019	-	-
Additions	31.60	31.60
Deductions	-	-
Adjustment	-	-
Balance as at March 31, 2020	31.60	31.60
Accumulated Depreciation		
Balance as at March 31, 2019	-	-
Additions	5.27	5.27
Deductions/ Adjustments	-	-
Balance as at March 31 2020	5.27	5.27
Net carrying amount as at March 31, 2020	26.33	26.33
Gross carrying amount	-	-
Balance as at 31st March 2020	31.60	31.60
Additions	-	-
Deductions	-	-
Adjustment	-	-
Balance as at March 31, 2021	31.60	31.60
Accumulated Depreciation		
Balance as at March 31, 2020	5.27	5.27
Additions	10.53	10.53
Deductions/ Adjustments	-	-
Balance as at March 31, 2021	15.80	15.80
Net carrying amount as at March 31, 2020	26.33	26.33
Net carrying amount as at March 31, 2021	15.80	15.80



4 NON CURRENT INVESTMENTS

	Numbers		₹ in Lakhs	
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020
EQUITY SHARES FULLY PAID UP QUOTED (FVTOCI)				
GHCL Limited	169748	169748	350.59	150.65
Less : Provision for doubtful Investments (refer note 4.1 below)	153170	-	(314.46)	-
	16578	169748	36.13	150.65
ITC Limited	23040	23040	47.58	39.62
Godfrey Phillips India Limited	2280	2280	21.24	21.48
VST Industries Limited	64	64	2.13	1.78
UNQUOTED (FVTOCI)			107.08	213.53
In Other Body Corporates				
Dalmia Finance Limited'	120000	120000	12.00	12.00
General Exports & Credit Limited	158400	158400	0.00	0.00
Bharat Explosive Limited	1050000	1050000	0.00	0.00
World Growth Fund Limited *	10000	10000	0.00	0.00
WGF Financial Services Limited	200000	200000	0.00	0.00
Filter and Filteraids Limited#	1800	1800	0.00	0.00
J K Cigarettes Limited#	20000	20000	0.00	0.00
Premier Paper Mills Limited	40000	40000	0.00	0.00
Tendong Services Private Limited	311	311	0.00	0.00
			12.00	12.00
Total			119.08	225.53
Aggregate value of Quoted investments (cost)			247.81	495.94
Aggregate carrying value of Unquoted investments (cost)			12.00	12.00
Provision for diminution in value of unquoted Investments -Others			314.46	-

shares lying with the Income Tax Department

* share certificate are yet to be received

- 4.1 Pursuant to the agreement with a lender, the Group had taken short term credit facility of ₹ 450 lakhs against pledge of 400000 equity shares of GHCL (FVTOCI) in July 19. The Group could not pay the Principal and interest on time as per the terms of the agreement and hence the lender invoked the pledge in December 2019. During the year ended March 31, 2020, the Group had considered the 246830 shares pledged shares as sale (to the extent of liability outstanding) based on the quoted price on date of expiry of the said agreement and had recognized profit of ₹ 177.67 lakhs under Retained earnings in other equity. In respect of the balance 153170 equity shares, the lender is yet to transfer in the name of the Group. As explained, the management is taking necessary steps to recover these balance shares. However, as a matter of prudence, during the year, the Group has made provision of ₹ 314.46 lakhs being market value as of December 31, 2020 and disclosed as Exceptional Item in note no.28
Refer note 43 -regarding Covid-19 risks

5 NON CURRENT -OTHER FINANCIAL ASSETS (₹ in Lakhs)

	As at March 31, 2021	As at March 31, 2020
(Unsecured, Considered good unless otherwise stated)		
Security Deposits	39.78	45.28
Advances Recoverable	54.44	54.44
Advances considered Doubtful	29.55	29.55
Less: Provision for doubtful advances	29.55	29.55
	-	-
Total	94.22	99.72

6 INCOME TAX ASSETS (₹ in Lakhs)

	As at March 31, 2021	As at March 31, 2020
Payment of Tax (Net of Provision of ₹ 0.40 lakhs; as at March 31, 2020 ₹ Nil)	301.89	272.88
Total	301.89	272.88

7 OTHER NON CURRENT ASSETS (₹ in Lakhs)

	As at March 31, 2021	As at March 31, 2020
Balances with Excise/Sales tax authorities	422.43	1,319.42
Advances recoverable in cash or in kind or for value to be received	445.25	357.64
Capital Advance	-	25.00
Advance given towards acquisition of Development rights (Refer Note 35(b))	11,154.96	11,154.96
Total	12,022.64	12,857.02

8 INVENTORIES (₹ in Lakhs)

(Cost or Net realisable value whichever is lower)

	As at March 31, 2021	As at March 31, 2020
Raw Materials	421.35	420.88
Packing Materials	221.13	268.31
Work-in-progress	75.87	83.76
Finished Goods-(includes goods in transit ₹ 2.64 Lakhs; Previous year ₹ 2.64 Lakhs)	27.30	91.90
Stores, Spare parts and consumables	287.82	288.90
Stock in Trade (Immovable Properties) - (Refer Note 8.2)	41.47	1,244.37
Total	1,074.94	2,398.12

Refer note 37 regarding assets provided as security and refer note 43 in respect of COVID-19 risks

8.1 Write-downs of inventories of to ₹ 87.56 lakhs as at 31st March, 2021 (as at March 31, 2020 ₹. 313.89 lakhs) These write-downs were recognised as an expense and included in changes in inventories of finished goods, Raw Material and Packing Materials, Stores and Spares consumed and work-in-progress in the Statement of Profit and Loss.

8.2 Stock in Trade (Immovable Properties) comprises of following :

₹ in Lakhs

Particulars	As at March 31, 2021	As at March 31, 2020
Vile Parle, Mumbai (at cost) (Refer note 35(a))	12.43	12.43
Flats, Mumbai (carrying value)	29.00	29.00
Ganapavaram, Dist.Guntur (carrying value)	-	600.00
GT Road, Guntur (at cost) (Refer note 35(c))	0.04	0.04
Palghar (at Cost) (Refer note 36(d))	-	602.90
Total	41.47	1,244.37



9 TRADE RECEIVABLES

(₹ in Lakhs)

	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good	10.04	300.00
Unsecured, considered doubtful	88.32	68.04
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - Credit impaired	20.07	-
	118.43	368.04
Less: Provision for doubtful trade receivables	88.32	68.04
Total	30.11	300.00

10 CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

	As at March 31, 2021	As at March 31, 2020
Balance with banks in current accounts (Refer note below)	106.26	75.37
Cash on hand	9.72	16.27
Total	115.98	91.64

Note : Includes bank balance of ₹ 5.49 lakhs (Previous year ₹ Nil) attached by the Goods and Service Tax Department against outstanding demand which has since been withdrawn

11 OTHER BANK BALANCES

(₹ in Lakhs)

	As at March 31, 2021	As at March 31, 2020
Fixed Deposit with Banks (Earmarked)*	177.57	172.50
Dividend Accounts	36.80	36.80
Balances in Escrow accounts for One Time Settlement (OTS) with the banks	0.03	5.50
Total	214.40	214.80

*pledged with Government authorities for VAT/Entry Tax and attachment by the Economic Offence wing and also refer note 37 regarding assets provided as security

12 CURRENT - OTHER FINANCIAL ASSETS

(₹ in Lakhs)

	As at March 31, 2021	As at March 31, 2020
Interest accrued but not due on fixed deposits*	8.17	8.88
Interest accrued but not due on others	12.94	1.29
Rent Receivable	9.31	10.18
Total	30.42	20.35

*pledged with Government authorities for VAT/Entry Tax and attachment by the Economic Offence wing and also refer note 37 regarding assets provided as security

13 OTHER CURRENT ASSETS**(₹ in Lakhs)**

	As at March 31, 2021	As at 31st March 31, 2020
Export Incentive receivable	0.13	0.01
Employee Advances	1.20	4.15
Advances to suppliers and Others	56.20	108.14
Prepaid Expenses	6.75	4.37
Total	64.28	116.67

14 EQUITY SHARE CAPITAL**(₹ in Lakhs)**

	As at March 31, 2021	As at March 31, 2020
AUTHORISED		
25000000 Equity Shares of ₹ 10 each	2,500.00	2,500.00
1000000 Preference Shares of ₹ 100 each	1,000.00	1,000.00
	3,500.00	3,500.00
ISSUED		
17608802 Nos. Equity Shares of ₹ 10 each	1,760.88	1,760.88
SUBSCRIBED AND PAID UP		
17598016 Nos. Equity Shares of ₹ 10 each	1,759.80	1,759.80
Less : Allotment/Call money unpaid - other than Directors	1.00	1.00
TOTAL SHARE CAPITAL	1,758.80	1,758.80

The reconciliation of the number of equity shares outstanding	As at March 31, 2021		As at March 31, 2020	
	Numbers	₹ in Lakhs	Numbers	₹ in Lakhs
Equity Shares at the beginning of the year	17,608,802	1,760.88	17,608,802	1,760.88
Equity Shares at the end of the year	17,608,802	1,760.88	17,608,802	1,760.88

Terms/rights attached to Equity shares :

The Group has only one class of issued Equity Shares having a par value of ₹ 10 per share. Each Shareholder is eligible for one vote per share held.

The Dividend proposed by the Board of Directors if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim Dividend. In the event of liquidation, the equity shareholders are eligible to receive the residual assets of the Group after distribution of all preferential amounts, in proportion to their shareholding.

The details of Shareholders holding more than 5% shares:

Name of the Shareholders	As at March 31, 2021		As at March 31, 2020	
	No. of Equity Shares	% of Holding	No. of Equity Shares	% of Holding
J. P. Financial Services Pvt Ltd	44,10,751	25.05	44,10,751	25.05
WGF Financial Services Ltd	9,59,232	5.45	9,59,232	5.45

In the Period of five years immediately preceding March, 2021 :

The Group has not allotted any equity shares as fully paid up without payment being received in cash or as Bonus Shares or Bought back any equity shares.

15 SHORT TERM BORROWINGS**(₹ in Lakhs)**

	As at March 31, 2021	As at March 31, 2020
Unsecured		
Inter Corporate Deposits (Interest rate 12% per annum repayable on demand)	200.00	200.00
TOTAL	200.00	200.00


16 TRADE PAYABLES
(₹ in Lakhs)

	As at March 31, 2021	As at March 31, 2020
Dues of Micro and small enterprises*	62.72	20.16
Others	506.74	537.60
TOTAL	569.46	557.76

***Dues to Micro, Small and Medium Enterprises**

The Group has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosure pursuant to the said MSMED Act are as follows :

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Principal Amount due to suppliers under MSMED Act, 2006, Beyond appointed Day	40.92	9.89
Interest accrued and due to suppliers under MSMED Act, on the above amount	21.80	10.27
Payment made to suppliers (other than interest) beyond the appointed day, during the year	-	-
Interest paid to suppliers under MSMED Act (Other than section 16)	-	-
Interest paid to suppliers under MSMED Act (Section 16)	-	-
Interest due and payable to suppliers under MSMED Act, for the payment already made	-	-
Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act	-	-

Note : The information has been given in respect of such vendors to the extent they could be identified as "Micro and Small enterprises" on the basis of information available with the Group.

17 OTHER FINANCIALS LIABILITIES
(₹ in Lakhs)

	As at March 31, 2021	As at March 31, 2020
Interest accrued and due on borrowings : Others	30.57	6.57
Security deposits	468.19	223.19
Unpaid Dividends	71.15	71.15
Due to Employees	502.07	452.78
Payable towards liability settled (Refer note 28(a))	-	615.00
Other Payables	837.36	853.36
Total	1,909.34	2,222.05

18 OTHER CURRENT LIABILITIES
(₹ in Lakhs)

	As at March 31, 2021	As at March 31, 2020
Statutory dues payable	6,800.08	6,564.32
Undisputed Excise dues payable including Interest	446.94	1,313.98
Unearned Income- Rent received in advance	-	23.09
Advances from customers	484.50	529.76
Advance Received Towards Property Development- Vile Parle, Mumbai (Refer Note 35(a-i))	13,200.00	13,200.00
Advance Received Towards Project Development- Vile Parle, Mumbai (Refer Note 35(a-i))	4,075.00	4,075.00
Advance Received Towards Project Development- Guntur (Refer Note 35(c))	7,400.84	9,085.35
Advance for sale of Land at Ganpavaram Guntur	-	338.00
Advance for sale of Land at Palghar (Refer Note 35 (d))	-	480.00
Advance for sale of Flat at Mumbai	1.00	1.00
Total	32,408.36	35,610.50

19 PROVISIONS**(₹ in Lakhs)**

	As at 31st March 2021	As at 31st March 2020
Provision for employee benefits:		
Compensated Absences	53.23	85.32
Gratuity*	113.65	162.11
Total	166.88	247.43

*Refer note 32 of the standalone financial statements for detailed disclosures

20 REVENUE FROM OPERATIONS**(₹ in Lakhs)**

	For the year ended March 31, 2021	For the year ended March 31, 2020
Sale of Manufactured goods - Cigarette	633.99	4,902.11
Less : Excise Duty	18.25	182.58
Less : Goods and Service Tax	63.75	3,502.19
Sale of Traded Goods-Tobacco and other materials	3.70	188.83
Sale of real estate-Land and Commercial Projects (refer note 20.1 below and 35(d))	3,075.00	477.50
	3,630.69	1,883.67
Sale of Services :		
Consultancy Fees	272.50	-
Tobacco Processing	3.45	27.92
Royalty Received	45.79	27.36
Rental Income	204.41	400.69
Other Operating Income :		
Sale of Scrap	21.91	2.33
Export Incentives	0.71	0.58
Total	4,179.46	2,342.55

20.1 Sale of real estate-Land and Commercial Projects during the year ended March 31, 2021 includes sale of land of ₹ 475 lakhs for which registration formalities in respect of the sale agreement is being complied with.

21 OTHER INCOME**(₹ in Lakhs)**

	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest Income on fixed deposit and others	24.42	12.90
Interest on Income Tax Refund	1.49	-
Liabilities no longer payable written back	99.69	25.57
Dividend income from Investment (FVTOCI)	3.56	23.22
Rental Income	-	38.65
Profit on sale of Property, Plant and Equipment	23.16	85.91
Income from surrender of tenancy rights in a flat	250.00	-
Miscellaneous Income	6.86	2.59
Total	409.18	188.84



22 COST OF MATERIALS CONSUMED		(₹ in Lakhs)	
	For the year ended March 31, 2021	For the year ended March 31, 2020	
Raw materials consumed	216.10	698.60	
Packing materials consumed	193.53	327.20	
Total	409.63	1,025.80	
23 MANUFACTURING AND OPERATING EXPENSES		(₹ in Lakhs)	
	For the year ended March 31, 2021	For the year ended March 31, 2020	
Consumption of stores, spare parts and consumables	5.66	14.17	
Repairs to Plant and Equipment	2.79	12.58	
Power and fuel	39.61	64.56	
Total	48.06	91.31	
24 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS		(₹ in Lakhs)	
	For the year ended March 31, 2021	For the year ended March 31, 2020	
Opening Stock:			
Finished Goods	91.90	94.63	
Work in Progress	83.76	239.98	
Stock in Trade (immovable Property)	1,244.37	1,030.47	
Add : PPE converted into stock in trade (refer note no 36(d))	-	602.90	
Total	1,420.03	1,967.98	
Closing Stock:			
Finished Goods	27.30	91.90	
Work in Progress	75.87	83.76	
Stock in Trade (immovable Property)	41.47	1,244.37	
Total	144.64	1,420.03	
Total	1,275.39	547.95	
25 EMPLOYEE BENEFITS EXPENSE		(₹ in Lakhs)	
	For the year ended March 31, 2021	For the year ended March 31, 2020	
Salaries and wages	382.59	573.02	
Contributions to provident and other funds	39.06	54.81	
Staff welfare expenses	58.06	87.30	
Total	479.71	715.13	
26 FINANCE COSTS		(₹ in Lakhs)	
	For the year ended March 31, 2021	For the year ended March 31, 2020	
Interest Expenses to Banks	-	297.90	
Interest on Statutory dues	385.10	641.76	
Interest paid to others	39.25	142.48	
Total	424.35	1,082.14	

27 OTHER EXPENSES**(₹ in Lakhs)**

	For the year ended March 31, 2021	For the year ended March 31, 2020
Rent	31.74	62.21
Repairs & Maintenance - building	19.68	43.09
Repair-others	12.68	17.23
Insurance	13.43	10.36
Rates and Taxes	51.92	46.67
Travelling & Conveyance Expenses	26.57	120.06
Legal & Professional charges	234.95	365.61
Directors sitting Fees	5.10	3.50
Loss on Variation in Foreign Exchange Rates (Net)	4.43	7.28
Selling and Distribution Expenses	27.27	73.07
Provision for Doubtful Debts/Advances	20.28	70.59
Bad Debts written off	-	48.21
Compensation paid on settlement for delayed payment to a supplier	165.49	-
Commission expenses	17.50	22.72
Communication expenses	5.47	8.60
Auditors' Remuneration (Refer Note 41)	14.75	16.26
Bank Charges	3.64	3.13
Printing and stationery	12.31	14.57
Miscellaneous Expenses	159.96	284.53
Total	827.17	1,217.69

28 EXCEPTIONAL ITEMS (NET)**(₹ in Lakhs)**

	For the year ended March 31, 2021	For the year ended March 31, 2020
Expense :		
(a) Liability provided for the principal including Interest thereon payable to M/s Sikkim Tobacco Limited (STL) pursuant to Hon'ble Bombay High Court on agreed terms pertaining to the case relating to the year 2007. STL in turn should return the Group's very old Machineries, the realisable value whereof, is presently not ascertainable	-	779.05
(b) Provision for Doubtful Investments (Refer note 4.1)	314.46	-
Income :		
(c) Write back of liability on account of full and final payment made towards One Time Settlement reached with Consortium Bank Lenders (Refer note 37(c))	-	2,943.63
(d) Liabilities no longer payable to a lender written back on settlement (Refer note 37(c))	-	-
Total	(314.46)	2,164.58


29 INCOME TAXES
(₹ in Lakhs)

Tax expense recognised in the statement of Profit and Loss:	2020-21	2019-20
Current Tax		
Current Tax for taxable income for the current year	0.40	-
Current tax- for earlier years/(written back)	-	(62.40)
Total Tax Expense	0.40	(62.40)

The Group has opted to exercise the option of lower tax rate permitted under section 115BAA of the Income-tax Act, 1961 and therefore not liable for Minimum Alternate Tax (MAT). Considering unabsorbed losses/depreciation and opting for aforesaid option, no current tax as well MAT liability needs to be recognized

Reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below :	2020-21	2019-20
Effective income tax rate applicable to the Group	26.00%	26.00%
Profit/(Loss) before tax after exceptional items	763.36	(221.06)
Tax expenses/(credit) on Profit/(Loss) at effective tax rate	198.47	(57.48)
Tax effect of the amounts which are not deductible/(taxable) in calculating taxable income :		
Exempt Income - Dividend received	-	(5.83)
Permanent disallowances	(3.30)	4.19
Business Loss not available for utilisation	39.29	39.86
PPE converted into stock in trade	-	(156.75)
Expense allowable on payment basis not considered	28.23	-
Deferred Tax Asset not recognised in earlier years as a matter of prudence (reversed)/Credit	(262.30)	176.00
Total income tax expense/(credit) as per Profit and loss	0.40	-

The movement in deferred tax assets and liabilities during the year ended March 31, 2020 and March 31, 2021:

₹ in Lakhs

Particulars	As at March 31, 2019	Movement during the year	As at March 31, 2020	Movement during the year	As at March 31, 2021
Deferred tax assets					
Expenses allowable on payment basis and others	2,934.52	(809.05)	2,125.47	(167.95)	1,957.52
Provision for Doubtful debts	16.84	21.18	38.02	87.03	125.05
Unabsorbed business losses and depreciation	3,825.56	818.46	4,644.02	(175.22)	4,468.81
Unabsorbed Long term Capital loss	399.54	-	399.54	-	399.54
	7,176.46	30.60	7,207.06	(256.14)	6,950.92
Deferred Tax Liability					
Differences in written down value of Property, Plant and Equipment	258.17	(145.41)	112.76	6.16	118.92
Net Deferred Tax Assets	6,918.29	176.00	7,094.30	(262.30)	6,832.00
Less : Deferred Tax Asset not recognised as a matter of prudence	6,918.29	176.00	7,094.30	(262.30)	6,832.00
Total	-	-	-	-	-

30 Segment Reporting :

₹ in Lakhs

Particulars	As at March 31, 2021	As at March 31, 2020
Segment Revenue :		
(a) Tobacco Products	1,055.67	1,629.98
(b) Realty	3,279.41	878.19
(c) Others/Unallocable	253.56	23.22
Total Income	4,588.64	2,531.39
Segment Results Profit/(Loss) before tax, finance cost and Exceptional items from segment :		
(a) Tobacco Products	(745.48)	(1,719.13)
(b) Realty	1,994.09	395.38
(c) Others/Unallocable	253.56	20.25
Total	1,502.17	(1,303.50)
Less : Finance Costs	424.35	1,082.14
Add: Exceptional Items-net	(314.46)	2,164.58
Less: Tax Expense	0.40	(62.40)
Total Profit/(Loss) after taxation	762.96	(158.66)
Less: Other Comprehensive Income	246.29	(445.48)
Total Comprehensive Income	1,009.25	(604.14)
Segment Assets :		
(a) Tobacco Products	3,421.15	4,869.23
(b) Realty Division	11,196.65	12,399.57
(c) Others/Unallocable	242.88	166.34
Total Assets	14,860.68	17,435.14
Segment Liabilities :		
(a) Tobacco Products	10,305.97	11,523.59
(b) Realty Division	24,923.88	27,294.51
(c) Others/Unallocable	24.19	19.64
Total Liabilities	35,254.04	38,837.74
Capital Expenditure :		
(a) Tobacco Products	0.82	31.60
(b) Realty Division	-	-
(c) Others/Unallocable	-	-
Total Capital Expenditure	0.82	31.60
Depreciation/Amortisation :		
(a) Tobacco Products	46.51	101.18
(b) Realty Division	-	-
(c) Others/Unallocable	-	-
Total Depreciation/Amortization	46.51	101.18

Business segments :

Based on the "management approach" as defined in Ind-AS 108 - Operating Segments, the Managing Director evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by business segments. Accordingly, information has been presented along with these business segments. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments.



31 FINANCIAL INSTRUMENTS

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 : Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2 : Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3 : Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The carrying amounts and fair values of financial instruments by category are as follows:

a. Financial assets

₹ in Lakhs

	Note	Instruments carried at fair value		Instruments carried at amortized cost	Total carrying amount	Total fair value
		At Cost	FVTOCI	Carrying amount		
As at March 31, 2020						
Investments (Level 1)	4	-	225.53	-	225.53	225.53
Trade receivables	9	-	-	300.00	300.00	300.00
Cash & cash equivalents	10	-	-	91.64	91.64	91.64
Other bank balances	11	-	-	214.80	214.80	214.80
Other financial assets	5 & 12	-	-	120.07	120.07	120.07
Total		-	225.53	726.51	952.04	952.04
As at March 31, 2021						
Investments (Level 1)	4	-	119.08	-	119.08	119.08
Trade receivables	9	-	-	30.11	30.11	30.11
Cash & cash equivalents	10	-	-	115.98	115.98	115.98
Other bank balances	11	-	-	214.40	214.40	214.40
Other financial assets	5 & 12	-	-	124.64	124.64	124.64
Total		-	119.08	485.13	604.21	604.21

b. Financial liabilities

₹ in Lakhs

	Note	Instruments carried at fair value		Instruments carried at amortized Cost	Total carrying amount	Fair value
		FVTPL	Total Carrying amount and fair value	Carrying amount		
As at March 31, 2020						
Borrowings	15	-	-	200.00	200.00	200.00
Trade payables	16	-	-	557.76	557.76	557.76
Other financial liabilities	17	-	-	2,222.05	2,222.05	2,222.05
Total		-	-	2,979.81	2,979.81	2,979.81
As at March 31, 2021						
Borrowings	15	-	-	200.00	200.00	200.00
Trade payables	16	-	-	569.46	569.46	569.46
Other financial liabilities	17	-	-	1,909.34	1,909.34	1,909.34
Total		-	-	2,678.80	2,678.80	2,678.80

32	EARNINGS PER SHARE (EPS)	₹ in Lakhs	
		2020-21	2019-20
	Net Profit/(Loss) as per Statement of profit and loss before exceptional items after tax (Rs in Lakhs)	1,077.42	(2,323.24)
	Exceptional items - net (₹ in Lakhs)	(314.46)	2,164.58
	Net Profit/(Loss) as per Statement of profit and loss after exceptional items and tax (₹ in Lakhs)	762.96	(158.66)
	Weighted average number of equity Shares	17588021	17588021
	Face value of equity Share in ₹	10.00	10.00
	Basic & Diluted Earning Per Share Before Exceptional items (₹)	6.13	(13.21)
	Basic & Diluted Earning Per Share after Exceptional items (₹)	4.34	(0.90)

33	Pending Litigations/contingent liabilities not provided for in respect of :	₹ in Lakhs	
		2020-21	2019-20
	(a) Disputed Excise matters : Disputed Excise claims/demands excluding interest liability, if any, against and/or relating to the Group and counter claims by the Group are pending or otherwise being contested before the various Excise Authorities /Courts against which the Group has paid ₹ 367.91 Lakhs (as at March 31, 2020 ₹ 367.91 Lakhs) (included in Loans & Advances) under protest. In the opinion of the management, appropriate provisions have been made in the books of account in respect of Excise claims/ demands that may become payable based on the legal advice /present status of various matters. Further, various show cause notices/show cause-cum-demand notices/attachment notice have been received including remanded back from Excise Authorities by the Group and/or in relation to the Group. Since these notices are in the nature of explanations required, the Group does not consider them to constitute any liability. All these notices have appropriately been replied/attended to	16,981.19	16,373.56
	(b) Disputed Income Tax matters : Income Tax in respect of earlier years under dispute for which appeals/ rectification petitions have been / are being preferred by the Group before the various appellate authorities and / or pending final assessments including interest and penalties against which the Group has paid ₹ Nil (as at March 31, 2020 ₹ Nil).	979.75	165.44
	(c) Other disputed amounts for which the Group is contingently liable : Demands of employees/ex-employees Sales Tax Land Revenue Tax E.S.I.C. Services/material suppliers/advance forfeited and other business related disputed matters	378.54 317.52 3.78 18.86 9,146.94	368.55 130.97 3.78 18.86 8,274.50
	(d) The Group has received notices from certain States in USA with regard to claims against cigarettes sold in those States. However, as per an expert legal opinion obtained, the Group is not liable for claims, whatsoever-amount unascertainable	-	-
	(e) Guarantees and counter guarantees given by the Group to Banks/Financial Institutions / Others in respect of loans / guarantees to / for other companies plus interest, if any . The Group has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Group does not expect the outcome of these proceedings to have a material impact on its consolidated financial statements	1,048.23	1,048.23



34 COMMITMENTS

- (a) Capital commitment of ₹ NIL (as at March 31, 2020 ₹ 100 Lakhs) net of advance of ₹ NIL Lakhs, after provision made of ₹ 25 Lakhs there against. (as at March 31, 2020 ₹ 25 Lakhs)
- (b) The Group has taken various residential / commercial premises under cancelable Operating Leases. The Lease Agreements are usually renewable by mutual consent on mutually agreeable terms
- (c) The rental expense in respect of Operating Leases is charged as rent under Note 27

35 The Group as a part of development activities of Realty Division :-

a) Vile Parle-Mumbai

- (i) The Group had entered into Memorandum of Understanding (MOU) in December, 2009 with M/s Sheth Developers Pvt. Ltd. and Suraksha Realty Ltd. (Developers) and had received advances in earlier years aggregating to ₹ 13,200 Lakhs (as at March 31, 2020 ₹ 13,200 Lakhs) to jointly develop its Vile Parle property. However, on Intervention Application filed by Sheth Developers Pvt Ltd and Suraksha Realty Ltd (the interveners), in the SLP filed by the Income Tax Department before the Hon'ble Supreme Court, the Hon'ble Court vide its order dated 12.05.2016 held that MOU entered into by the Group with them was in violation of the Sanctioned BIFR Scheme 2002. Therefore, such MOU with the aforesaid interveners entered into by the Group loses its legal force and no right would accrue to these interveners on the basis of said MOU. Thus the Hon'ble Court dismissed their plea. The said developers have also filed an appeal u/s 9 and 11 of the Arbitration and Conciliation Act before the Hon'ble Bombay High Court which is pending.

Further, necessary steps are being taken to release the title deeds of the said property lying in Escrow Account with the Solicitor. The Hon'ble High Court Gujarat at Ahmedabad vide its order dated 05-05-2015 restrained the Group from transferring its Vile Parle property pursuant to a petition filed by a group of minority shareholders pending with the National Company Law Tribunal (NCLT).

The Group had received advances of ₹ 4075 Lakhs (₹ 4075 Lakhs as at March 31, 2020) in the financial year 2011-12 & 2012-13 from a strategic investor for development of the said property. The strategic investor, however, has filed a recovery suit along-with interest before Hon'ble Bombay High Court against which the Group has filed counter claim for the higher amount due to non compliance of terms and conditions of the letter of Intent dated June 03, 2011, which is pending. Hon'ble Bombay High Court vide order dated 14.10.2019 granted the ad interim relief to restrain the Group from transferring the said property. The investor had also filed a petition under the Insolvency and Bankruptcy Code, before NCLT Ahmedabad, for recovery to the advances given and also expenses incurred and interest thereof on the said amount which are not admitted by the Group in absence of evidences supporting such claim. The NCLT, Ahmedabad vide its order dated January 25, 2021 has dismissed the petition filed by the investor on the Ground of maintainability. The Investor has approached to NCLAT against the aforesaid order, which is pending

- (ii) The Goods and Service Tax Department, Mumbai (erstwhile Excise Department), vide its letter dated February 5, 2021 has withdrawn its attachment on said property.

b) Chattarpur-New Delhi

The Group has given advances aggregating to ₹ 11,154.96 Lakhs (as at March 31, 2020 ₹ 11,154.96 Lakhs) to acquire certain development rights in a plot of land situated in Chattarpur - New Delhi for Joint Development pursuant to the Development Agreement in this regard; net of (i) advance refunded aggregating to ₹ 16,009.93 Lakhs (as at March 31, 2020 ₹ 16,009.93 Lakhs) and (ii) by settlement by the landowners with a lender of the Group ₹ 4005.49 lakhs (Previous Year ₹ 4005.49 lakhs) in view of addendum to Development agreement in respect of the plot. Management expects to commence construction activities on the aforesaid land in due course after receiving necessary approvals and therefore, in the opinion of the management, the aforesaid advances are fully realisable in due course of time.

c) Guntur- Andhra Pradesh

In March 2018, land admeasuring 14.27 acres situated at Guntur, Andhra-Pradesh hitherto held as Property, Plant and Equipment was converted into "Stock in Trade" at the book value of ₹ 0.04 Lakhs. During the year ended March 31, 2021, out of total land of 14.27 acres, land admeasuring 2.70 acres having carrying value of ₹ 0.001 lakhs have been sold for sale consideration of ₹ 1800 lakhs and included in Revenue from Operations. In respect of the balance land admeasuring 11.57 acres, the Group had received advance of ₹ 7400.84 lakhs (Previous year ₹ 7400.84 lakhs; net of adjustment of ₹ 1800 lakhs against aforesaid sale), has not been transferred to the party due to a Show Cause Notice dated 28.06.2017 from WAQF Board, Vijayawada, Andhra Pradesh, claiming 11.57 acres having book value of ₹ 0.03 Lakhs. The application filed by the WAQ Board for claiming the aforesaid land is pending before WAQF Tribunal. Based on the legal advice and favorable orders in similar cases, the Group is expecting positive outcome. Therefore, necessary accounting treatment in respect of the balance land of 11.57 acres will be given in the books of account after resolution of all legal matters pertaining to the said land.

d) Palghar- Maharashtra

Revenue from Operations for the year ended March 31, 2021 includes ₹ 800 lakhs being sales consideration of land and building situated at Palghar, Maharashtra which was converted into "Stock-in-Trade" in March 2020 at the book value of ₹ 602.90 Lakhs.

36 DISCLOSURE ON RELATED PARTY TRANSACTIONS**Names of related parties and description of relationship:****Directors / Key Managerial Personnel (KMP) and their relatives:**

Shri. Jaskaran S Khurana	Managing Director (upto August 29, 2020)
Shri. A. K. Joshi	Managing Director (upto September 27, 2019)
Shri Pawan Kumar Malsaria	Executive Director and Chief Financial Officer (from September 01, 2020) and Chief Executive Officer (upto August 31, 2020)
Shri Rajkamal Gupta	Executive Director (from September 01, 2020)
Shri Bharat B Merchant	Non Executive Director (upto June 10, 2019)
Shri Vinod Bhatia	Non Executive Director
Smt. Kokila Panchal	Non Executive Director (upto January 01, 2021)
Shri Rajanikant Patel	Non Executive Director (from January 09, 2020)
Smt. Prama Shah	Non Executive Director (from February 12, 2021)
Shri Jignesh B. Engineer	Non Executive Director (from September 11, 2020)
Shri Jaymeen Patel	Company Secretary (Upto January 16, 2020)
Shri Harish Punwani	Company Secretary (from February 24, 2020)

Relatives of Directors / KMPs :

Smt. Ivleen Khurana, Smt. Savita Malsaria, Smt. Namrata Joshi



During the year, the following transactions were carried out with the above related parties in the ordinary course of business and outstanding balances as on March 31, 2021

₹ in Lakhs

Nature of Transactions	For the year ended March 31, 2021	For the year ended March 31, 2020
Managerial Remuneration:		
Shri A. K. Joshi (net of excess remuneration recovered of ₹ Nil; Previous Year ₹ 21.50 lakhs)	-	18.57
Shri Jaskaran S Khurana (net of excess remuneration recovered of ₹ 22.33 lakhs; Previous Year ₹ Nil)	8.96	68.13
Shri Pawan Kumar Malsaria (including remuneration as a CFO)	14.27	-
Shri Rajkamal Gupta	6.65	-
Remuneration :		
Shri Jaymeen Patel	-	4.24
Shri Harish Punwani	3.32	0.39
Shri Pawan Kumar Malsaria	-	9.00
Car Hire Charges		
Smt. Namarta Joshi	-	1.77
Smt. Ivleen Khurana	1.04	3.60
Smt. Savita Malsaria	1.32	0.96
Directors sitting fees :		
Smt Prama Shah	0.20	-
Shri Jignesh B Engineer	0.50	-
Shri Bharat B Merchant	-	0.40
Shri Vinod Bhatia	1.80	1.40
Shri Rajnikant Patel	1.30	0.10
Smt. Kokila Panchal	1.30	1.60

₹ in Lakhs

Party Name	Nature of Balances	As at March 31, 2021	As at March 31, 2020
Shri. A. K. Joshi	Remuneration Payable	-	35.21
Shri. Jaskaran S Khurana	Remuneration Payable	6.87	5.40
Shri Pawan Kumar Malsaria	Remuneration Payable	8.21	0.55
Shri Rajkamal Gupta	Remuneration Payable	4.75	-
Shri. Harish Punwani	Salary Payable	1.62	0.34
Smt. Ivleen Khurana	Hire Charges Payable	1.02	0.29
Smt. Savita Malsaria	Hire Charges Payable	0.75	0.08

Notes:

- Related party relationship is as identified by the management and relied upon by the auditors.
- No amounts in respect of related parties have been written off/ written back during the year and no provision has been made for doubtful debts/ receivable.

37 Assets provided as security

The carrying amounts of assets provided as security for borrowings and others are as under:

₹ in Lakhs

	As at March 31, 2021	As at March 31, 2020
Current Assets		
Financial Assets		
Trade receivables	-	300.00
Fixed Deposit with Banks	177.57	172.50
Interest accrued but not due on fixed deposits	8.17	8.88
Non Financial Assets		
Inventories Stock in Trade- immovable properties	0.04	0.04
Inventories- others	-	1,153.75
Total Current assets provided as security	185.78	1,635.17
Non Current Assets		
Plant and Equipment	-	59.95
Land and Buildings	662.75	685.31
Total non-current assets provided as security	662.75	745.26
Total assets provided as security	848.53	2,380.43

Note:

Working Capital Facilities are secured by way of :

- (a) Guarantees given by the Group's Bankers are secured/to be secured by hypothecation of Inventories, Trade Receivables, fixed deposits with banks and certain plant and equipment, equitable mortgage of certain immovable properties at Vadodara subject to prior charge in favour of Trustees for the debenture holders and /or pledge of fixed deposit receipts.
- (b) In respect of 12% Secured Redeemable Non-Convertible Debentures privately placed with IFCI Limited, Group had in the earlier years repaid the entire amount of debentures. However, till date the Group has not received the "No Due Certificate" from IFCI in view of their unsustainable claim, therefore, the Group could not file the form for satisfaction of charge which was created on Group's property situated at village Dhanot in the State of Gujarat and a first charge by way of hypothecation of the Group's movable properties subject to prior charge on specified movables in favour of the Group's Bankers for Working Capital facilities and was further secured by equitable mortgage of the Group's immovable properties at Baroda, Gujarat ranking pari passu with the Bankers who have given working capital term loan.
- (c) In March 2020, the Group has settled the entire dues payable to the consortium bankers under the One Time Settlement (OTS) entered into with them and received no dues certificates. The Group has submitted to the Canara Bank (lead bank) to withdraw the proceedings under section 13(4) of the SARFAESI Act and release of charge in respect of its Guntur property (where 1st charge provided) and its Vadodara property (where 2nd charge provided) which is in the process of being released.

Besides the above, During the year ended March 31, 2020, the Group had also settled the entire dues payable to Allahabad Bank in respect of its Term Loan facility under One Time Settlement (OTS) entered into with them.

- 38** The Group's net worth had been entirely eroded. The Group has prepared these financial statements on a going concern basis as the management is hopeful to turn around the Group's business performance especially in the Realty Business segment considering valuable land bank/development rights held.
- 39** Income Tax proceedings in respect of earlier years decided in the Group's favour by the Appellate Authorities against which the Department is in further appeals. Hence it is not required to be disclosed as contingent liabilities in terms of para 28 of Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets.



40 Net debt reconciliation :

₹ in Lakhs

Particulars	Cash and cash equivalents	Non current borrowings (including current maturities)	Current borrowings	Interest Payable	Total
Net debt as at March 31, 2019	(35.23)	-	1,275.71	3,396.87	4,637.35
Cash flows- Proceeds/(Repayment)	(56.41)	-	(1,075.71)	-	(1,132.12)
Non cash items	-	-	-	(2,943.63)	(2,943.63)
Finance cost on borrowings	-	-	-	1,082.14	1,082.14
Interest paid on borrowings	-	-	-	(1,528.81)	(1,528.81)
Net debt as at March 31, 2020	(91.64)	-	200.00	6.57	114.93
Cash flows- Proceeds/(Repayment)	(24.34)	-	-	-	(24.34)
Non cash items	-	-	-	-	-
Finance cost on borrowings	-	-	-	24.00	24.00
Interest paid on borrowings	-	-	-	-	-
Net debt as at March 31, 2021	(115.98)	-	200.00	30.57	114.59

₹ in Lakhs

41 PAYMENT TO AUDITORS OF HOLDING COMPANY (excluding taxes)	2020-21	2019-20
Audit fees	10.25	10.25
Limited review fees	4.50	4.50
Certification fees	-	0.25
Reimbursement of expenses	-	1.26
TOTAL PAYMENT TO AUDITORS	14.75	16.26

42 In the opinion of the management, assets other than Property, Plant and Equipment and non-current investments have a value on realization in the ordinary course of business at least equal to the amount at which they are stated. The Accounts of certain Trade Receivables, Trade Payables, Non-operative Banks / Lenders and Loans & Advances are however, subject to formal confirmations / reconciliations and consequent adjustments, if any. The management does not expect any material difference affecting the current year's financial statements.

43 IMPACT OF COVID-19

The Group had substantially resumed its operations after nation-wide lockdown in March 2020 in compliance with guidelines issued by the respective authorities. However, in view of re-surge in COVID-19 cases, certain states have reintroduced some restrictions and the Company is closely monitoring the same. In assessing the recoverability of financial investments of ₹ 119.08 lakhs, trade receivables of ₹ 30.11 lakhs and realisation of inventories of ₹ 1074.94 lakhs, apart from considering the internal and external information up to the date of approval of these consolidated financial statements, the Group has also performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions and does not anticipate any material financial or operational issues in the short term as well as on a long term basis.

For Financial risk management & Capital Management objectives and policies of the Group -Refer Note 31 of the standalone financial statements

44 Previous years' figures have been regrouped/reclassified whenever necessary to conform to current years' classification.

Signatures to Notes 1 to 44
For and on behalf of the Board

Vinod Bhatia
Director
DIN : 08235705
Mumbai, June 29, 2021

Raj Kamal Gupta
Executive Director
DIN : 00685296
Delhi, June 29, 2021

Pawan Kumar Malsaria
Executive Director & CFO
DIN : 01710944
Vadodara, June 29, 2021

Harish Punwani
Company Secretary
Membership No. A-50950
Vadodara, June 29, 2021

ADDITIONAL INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021
(As prescribed under Schedule III of the Companies Act.2013)

(AMOUNT IN ₹)

Name of the entity in the	Net Assets i.e. total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount
Parent				
GOLDEN TOBACCO LIMITED	72.89	(1,48,64,58,295)	102.18	10,06,93,720
Subsidiaries - Indian				
WESTERN EXPRESS INDUSTRIES LTD.	3.41	(6,95,47,330)	(1.91)	(18,80,193)
RAIGADH PAPERS LTD.*	(0.15)	30,05,777	(0.18)	(1,77,549)
GOLDEN INVESTMENT (SIKKIM) P. LTD.	(0.15)	29,62,821	-	-
GOLDEN REALTY & INFRASTRUCTURE LTD.	23.80	(48,53,84,129)	(0.09)	(88,978)
Subsidiaries - Foreign				
GTC INC B.V.	0.19	(39,15,018)	-	-
Minority Interest	-	-	-	-
Joint Ventures	None	None	None	None
TOTAL	100.00	(2,03,93,36,174)	100.00	(9,85,47,000)

* Subsidiary of Western Express Industries Ltd.

For and on behalf of the Board of Directors

Vinod Bhatia
Director
DIN : 08235705
Mumbai, June 29, 2021

Raj Kamal Gupta
Executive Director
DIN : 00685296
Delhi, June 29, 2021

Pawan Kumar Malsaria
Executive Director & CFO
DIN : 01710944
Vadodara, June 29, 2021

Harish Punwani
Company Secretary
Membership No. A-50950
Vadodara, June 29, 2021

GOLDEN TOBACCO LIMITED

Regd. Office: At. Darjipura, Post- Amaliyara, Vadodara – 390 022, Gujarat.
Phone -+91 265 2540597, 2540281, Fax: 0265 2541700, Toll Free No : 1800 223 951
E-mail: share@goldentobacco.in, Website : www.goldentobacco.in
CIN:L16000GJ1955PLC067605

FORM MGT-11

PROXY FORM

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

Name of the member (s): _____
Registered Address: _____ _____
Email Id: _____
Folio No./ DPID-Client ID: _____

I/We, being the member (s) of Shares of the above named Company, hereby appoint:

- Name:.....
Address:.....
.....
Email Id: Signature: or failing him
- Name:.....
Address:.....
.....
Email Id: Signature: or failing him
- Name:.....
Address:.....
.....
Email Id: Signature: or failing him

and whose signature (s) are appended below as my/our Proxy to attend and vote (on a poll) for me/us on my/our behalf at the 65th Annual General Meeting of the Company to be held on Thursday, 30th September, 2021 at 11:00 A.M. at Banyan Paradise Resort, Near Dumad Road, Vemali, Vadodara - 390008 and at any adjournment thereof in respect of such resolutions as are indicated below:

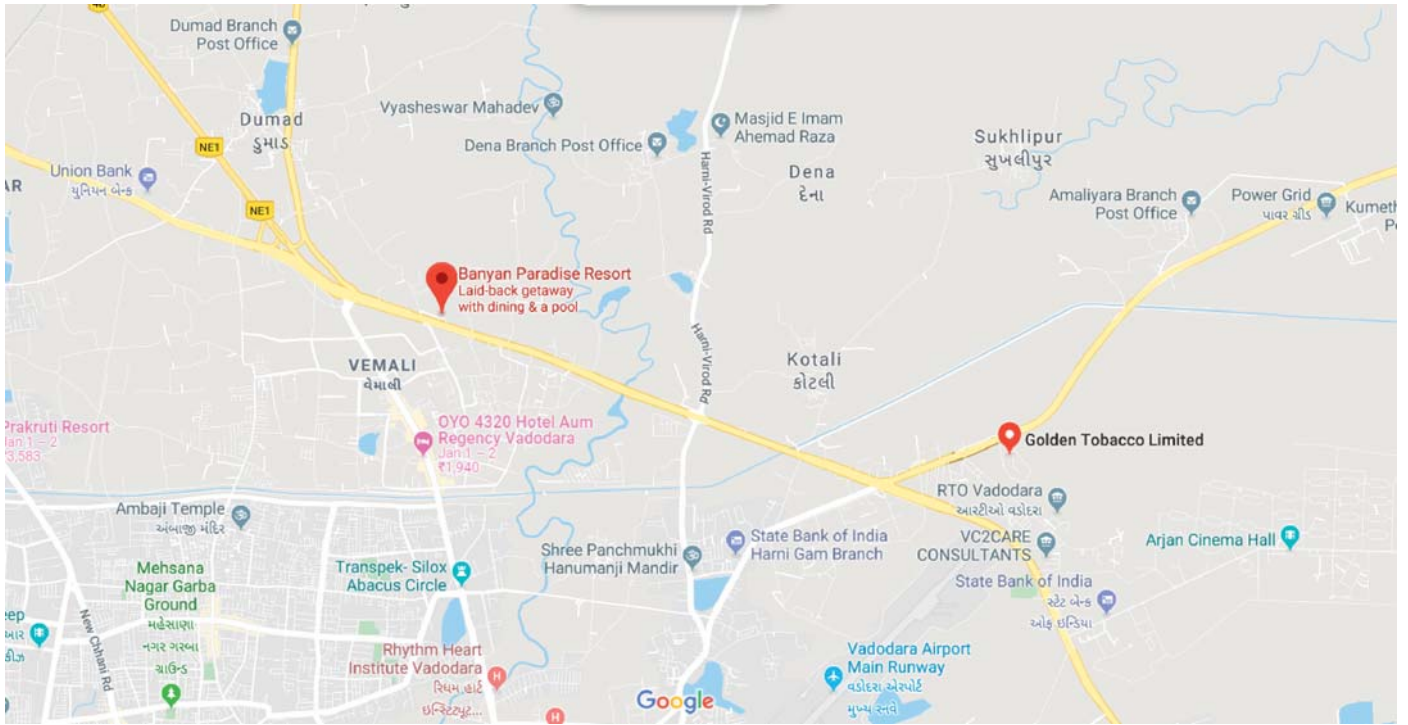
<p>Resolutions</p> <p>Ordinary Business:</p> <ol style="list-style-type: none"> To receive, consider and adopt: <ol style="list-style-type: none"> the Audited Financial Statements of the Company for the year ended 31st March, 2021 together with the Reports of the Board of Directors' and the Auditors' thereon. the Audited Consolidated Financial Statements of the Company for the Financial year ended 31st March, 2021 together with Reports of the Auditors' thereon. To appoint a Director in place of Shri Pawan Kumar Malsaria (DIN: 01710944), who retires by rotation and being eligible offers himself for reappointment. <p>Special Business:</p> <ol style="list-style-type: none"> To appoint Smt. Prama Raval Shah (DIN – 09058285), as a Non-Executive Independent Woman Director To appoint Shri Vikas Dahiya (DIN:09232446), as a Non-Executive Independent Director
--

Signed this on _____ day of _____, 2021

Signature of Shareholder:



Note: This Proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.





GOLDEN TOBACCO LIMITED

CIN: L16000GL1955PLC067605

Registered Office : At. Darjipura, Post-Amaliyara, Vadodara – 390 022. (Gujarat).

ATTENDANCE SLIP

Sr. No :	
----------	--

Registered Folio No. / DP ID / Client ID	
Name and Address of the Member (s)	
No. of Share(s)	
Name of Proxy (In Block Letters)	
Signature of the Member(s)/ Proxy	

I/We hereby record my/our presence at the 65th Annual General Meeting of the Company on Thursday, September 30, 2021, at 11:00 a.m. at Banyan Paradise Resort, Near Dumad Road, Vemali, Vadodara - 390008.

Note : Members / Proxies are requested to bring the attendance slip with them.

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Regd. Office : At Darjipura, Post-Amaliyara
Vadodara, Gujarat-390022(India)
Email : share@goldentobacco.in
Website : www.goldentobacco.in
CIN : L16000GJ1955PLC067605
Toll Free No. : 1800223951