

G M B CERAMICS LTD

CIN:
L26933OR1982PLC001049

39th ANNUAL REPORT & ACCOUNTS 2020-21

Board of Directors Key Managerial Personnel

Shri Arabinda De *DIN: 00028093*

Shri Madhav Prasad Sureka *DIN: 00731386*

Shri Gaurang Jalan *DIN: 00909769*

Key Managerial Personnel

Shri Dwipayan Kr. Roy Choudhury, Chief Financial Officer

Shri Nidhi Sharma, Company Secretary

Auditors

Messrs Ruwatia & Associates.

Bankers

UCO Bank, Kolkata Branch
State Bank of India, Balasore Branch

Registered Office

RAJGANGPUR SUNDERGARH OR 770017
Phone Nos.: 033 2236-6204 / 06624 220609

[E-mail : admin@gmbceramics.com](mailto:admin@gmbceramics.com)

[Website : www.gmbceramics.com](http://www.gmbceramics.com)

Contents

Notice

Report of the Directors

Annexures (I to V) to Directors' Report

Independent Auditors' Report

Balance Sheet

Statement of Profit & Loss

Cash Flow Statement

Statement of Changes in Equity

Notes (1 to 13)

NOTICE IS HEREBY GIVEN THAT THE THIRTY NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. G M B CERAMICS LIMITED WILL BE HELD ON TUESDAY, 28th DAY OF SEPTEMBER, 2021 AT 3:00 P.M. THROUGH VIDEO CONFERENCING ('VC') OR OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES : -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with the reports of the Board of Directors and Auditors thereon; and
2. To resolve to fill the vacancy for the time being in the Board, caused by the retirement of Ms. Nidhi Sharma (DIN-07925269), who retires by rotation and seek re-appointment and in this regard, pass the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to Section 152 and all other applicable provisions, if any, of the Companies Act, 2013, the vacancy caused by retirement of Ms. Nidhi Sharma (DIN-07925269) who retires by rotation at this Annual General Meeting and who seeks to be reappointed as a Director of the Company and the vacancy, so caused, be filled up."

**By Order of the Board
G M B CERAMICS LIMITED**

**Place: Kolkata
Date: 31st August, 2021**

**CIN: L26933OR1982PLC001049
Regd. Office: RAJGANGPUR SUNDERGARH ODISHA 770017**

**Sd/-
GAURANG JALAN
Managing Director
(DIN-00909769)**

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

The Venue of the AGM shall be deemed to be the Registered office of the Company at Rajgangpur Sundergarh Odisha 770017

2. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
3. **ONLY A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) THROUGH VC/OAVM.** Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence, the Proxy form and Attendance Slip are not annexed hereto. However, pursuant to Section 113 of the Companies Act, 2013, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC/OAVM and are requested to send to a certified copy of their Board Resolution authorizing their representative at admin@gmbceramics.com to participate thereat and cast their votes through e-voting. In case of more than one joint holder attending the meeting, only such joint holder whose name appears first in the Register of Members will be entitled to vote.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 500 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under section 189 of the Act and all other documents referred to in the accompanying Notice shall be available for inspection at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting upon log-in to NSDL.
6. The relevant details under Regulation 26(4) and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015("Listing Regulations") and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), is annexed.
7. Pursuant to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and In compliance with SEBI notification no. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 read with amendment notification no. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018, request for effecting transfer of Securities (except in case of transmission or transposition of securities) are not processed from 1st April, 2019 unless the securities are held in dematerialised form with the depositories. Therefore, members are requested to consider dematerialization of shares held by them in physical form.

8. As per Regulation 40(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copy of their Income Tax Permanent Account Number (PAN). Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copy of PAN Card to the Company for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s).
9. The Company does not have any unclaimed dividend amount to be transferred to Investor Education and Protection Fund (IEPF).
10. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company in respect of shares held in physical form.
11. Pursuant to Section 72 of the Act, members holding shares in physical form are advised to file nomination in prescribed form SH -13. Members desirous of making nominations may send their request in Form SH -13 in duplicate to the Company. Members may obtain a blank Form SH -13 upon request to the Company.
12. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
13. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the electronic copy of the Annual Report 2020-21, Notice of the 39th AGM of the Company shall be sent to those members who have registered their mail id with the Company.
14. Physical copy of the Annual Report for 2020-21, the Notice of the 39th AGM of the Company are being sent to those members who have not registered their email addresses with the Company.
15. Members may also note that the Annual Report for the financial year 2020-21 including the Notice convening the 39th Annual General Meeting will also be available on the Company's website www.gmbceramics.com, which can be downloaded from the site. The physical copies of the aforesaid documents will also be available at the Company's registered office in Kolkata for inspection during normal business hours on all the working days except Saturdays and Sunday. Even after registering for communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the members may also send their requests to the designated e-mail ID: admin@gmbceramics.com.
16. **Voting through electronic means**
 - a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

- b. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company www.gmbceramics.com, websites of the Calcutta Stock Exchange at www.cse-india.com and on the website of NSDL i.e. www.evoting.nsdl.com.
17. AGM will be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
18. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on 25th September, 2021 at 9:00 A.M. and ends on 27th September, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 17th September, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 17th September, 2021.

How do I vote electronically using NSDL e-Voting system?

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





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDEAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<ol style="list-style-type: none"> If you are 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 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- 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, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300***

	and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

(v) Password details for shareholders other than Individual shareholders are given below:

1. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
2. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
3. How to retrieve your 'initial password'?
 - I. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - II. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

(vi) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

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

(vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

(viii) Now, you will have to click on "Login" button.

(ix) After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select Electronic Voting Event No. **117636**(EVEN) of “G M B Ceramics LTD” for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to adubey87@gmail.com with a copy marked to evoting@nsdl.co.in.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 27th August, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44 30**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 17th September, 2021 may follow steps mentioned in the Notice of the AGM under Step 1: “Access to NSDL e-Voting system” (Above).

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager and /or Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- (i) In case shares are held in physical mode please provide 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 admin@gmbceramics.com.

- (ii) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to admin@gmbceramics.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- (iii) Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- (iv) In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the Electronic Voting Event No. **117636(EVEN)** of “G M B Ceramics LTD” will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at admin@gmbceramics.com latest by 5.00 p.m. (IST) on Saturday, 25th day of September, 2021.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at

admin@gmbceramics.com latest by 5.00 p.m. (IST) on Saturday, 25th day of September, 2021. The same will be replied by the company suitably.

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Senior Manager, NSDL and / or Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.
19. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990. The Members can communicate their grievance to the Company at this email id: admin@gmbceramics.com. The Members may send their grievances, if any, to this email id for its quick redressal.
20. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date (Friday, 17th September, 2021).
21. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
22. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 17th September, 2021, may obtain the login ID and password by sending an email to admin@gmbceramics.com or a request at evoting@nsdl.co.in or Issuer/RTA by mentioning their Folio No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
23. A person, whose name appears in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, Friday, 17th September, 2021 shall only be entitled to attend AGM and avail the facility of e-voting.
24. Mr. Anil Kumar Dubey, Partner of M & A Associates, Practicing Company Secretaries (Membership No 9488 and CP No – 12588) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
25. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first download 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 forty-eight hours of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.
26. Immediately after declaration of results, the same shall be placed along with the Scrutinizer's Report on the website of the Company www.gmbceramics.com, websites of the Calcutta Stock Exchange at www.cse-india.com and on the website of NSDL i.e. www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to The Calcutta Stock Exchange Limited, where the shares of the Company are listed.

27. In terms of Section 101 and 136 of the Companies Act, 2013 read with relevant Rules made thereunder and MCA Circular No. 20/2020 dated May 5, 2020, the Annual Report for the Financial Year ended 31st March, 2021, comprising of Board's Report, Independent Auditor's Report, Financial Statements etc. alongwith this Notice, is being sent by electronic mode only to those members who have registered their email IDs with their respective depository participant(s) or with the registrar and share transfer agent of the Company. Members may also note that the AGM Notice, inter-alia, indicating the process and manner of e-voting and participating at AGM through VC/OAVM and the Annual Report for the financial year ended 31st March, 2021 are available on the Company's website www.gmbceramics.com.
28. All the Documents referred to in the accompanying notice and the statement annexed thereto shall be made available for inspection through electronic mode, basis on the request being sent at admin@gmbceramics.com.
29. The scanned copies of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013, and Register of Contracts and Arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 and the relevant documents referred to in notice will be available electronically for inspection of members during the AGM through VC/OAVM.
30. M/s. Ruwatia& Associates., Chartered Accountants, Kolkata (FRN: ICAI-324276E) was appointed as Statutory Auditors of the Company by the members at the AGM held on 27th September, 2018 to hold office for a term of 5 (five) consecutive years from the conclusion of that AGM until the conclusion of the Annual General Meeting (AGM) of the Company to be held in the year 2023 on a remuneration to be mutually agreed upon with the Board of directors subject to ratification by the members at every AGM. Consequent to the amendment in Section 139 of the Companies Act, 2013, vide which the proviso requiring ratification of such appointment by members at every AGM has been omitted, no item has been included in this Notice towards ratification of such appointment. Accordingly, M/s. Ruwatia& Associates., shall continue to hold the office as statutory auditors of the Company for the remaining term of their appointment as approved by the members at the AGM held on 27th September, 2018 without ratification of such appointment at every AGM.
31. The names and address of the Stock Exchanges where at the Company's Equity Shares are listed, are given below:- The Calcutta Stock Exchange Limited 7, Lyons Range, Kolkata – 700 001
32. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business set out in the notice is annexed hereto.
33. **VOTING AT AGM**

Due to pandemic COVID-19, Company is providing the facility to members to attend the meeting through online mode also:

Meeting Link:

<https://us04web.zoom.us/j/71840539674?pwd=a1dwRVBSR1FtTXQxSi8xODZCQjlvUT09>

Meeting Id- 718 4053 9674

Password- E6Xbh6

Place: Kolkata

Date: 31st August, 2021

**By Order of the Board
G M B Ceramics Ltd.
Sd/-
Gaurang Jalan
Managing Director
(DIN-00909769)**

REQUEST TO MEMBERS

Members are requested to send their question(s), if any, relating to the financial statements, shareholding, etc., to the Director/Chief Financial Officer at the Registered Office of the Company, on or before Saturday, September 25th, 2021, so that the answers/ details can be kept ready at the AGM.

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of the Director	Nidhi Sharma
DIN	07925269
Date of Birth	11/11/1998
Qualification	B.Com, CS
Date of Appointment	23/09/2017
Proposed Appointment or Re-appointment	Retire by rotation and being eligible for re-appointment
Brief Resume and nature of expertise in functional area	Ms. Nidhi Sharma has wide range of experience in Management, administration and Secretarial.
Disclosure of Relationship among Directors inter se	NA
Number of Meeting of the Board attended during the year 2020-21	2 (Two)
Directorship in other company	YUUG EARTHMOVERS PRIVATE LIMITED
Membership of the Committees in other company	Nil
Shareholding in the company	Nil

DIRECTORS' REPORT

To,
The Members

G M B CERAMICS LTD

Your Directors have pleasure in presenting their 39th Annual Report together with the Audited financial statements of your Company for the year ended 31st March, 2021.

KEY FINANCIAL HIGHLIGHTS

The highlights of the financial results of the Company are as follows: (AMT. IN RUPEES)

PARTICULARS	Year Ended March 31,2021	Year Ended March 31,2020
Revenue from Operations	0	0
Other Income	10,51,713	15,57,024
Total Revenue	10,51,713	15,57,024
Total Expenses	28,60,371	32,74,808
Profit/ (Loss) for the year before tax	-18,08,658	-17,17,784
Less : Provision for Taxation	-	-
Current Tax	-	-
Deferred Tax	-	-
Mat Credit Entitlement	-	-
(Excess)/Short provision for the earlier year	-	-
Profit during the year (PAT)	-18,08,658	-17,17,784
Less: Transfer to Reserve u/s 45 IC of RBI Act, 1934	-	-
Less: Transfer to General Reserve	-	-
Add : Profit B/F from previous Year	-138,790,212	-137,072,428
Sub Total	-14,0598,870	-138,790,212
Less: P/L Appropriation	-	-
Less : Transferred to Capital & other Reserves	93,800,860	93,800,860
Less: BIFR Relief & Concession	6,481,885	6,481,885
Balance C/f to Balance Sheet	-4,03,16,125	-3,85,07,467

PROSPECT

- a) Industrial Activity: The Company and its management have decided to diversify into the activity of industrial warehousing, as was reported in the last year's Annual Report. The requisite prior permission from IDCO, the lesser of the land is still pending. No sooner we obtain the said permission; we can go ahead with warehousing activity.
- b) Arbitration Award: As reported in last Annual Report, the status of the Arbitration Award under Special Leave Petition of Neycer India Ltd is still pending in Supreme Court; the functioning of Supreme Court, like most functions in all key Government administration, is affected by the ongoing pandemic.

BUSINESS PERFORMANCE REVIEW

During the financial year 2020-21, the Company's loss amounted to Rs.18,08,658/- as against Rs. 17,17,784/- in the previous year.

There are no material changes or commitments affecting the financial position of the Company which have occurred between the end of the Financial Year and the date of the report.

DIVIDEND

Your Director's regret for not recommending any Dividend on Equity Shares and has decided to retain the profits for future investments and to strengthen the business of the Company.

RESERVES

The Company proposes not to transfer any amount in any statutory reserves and is proposed to be retained in the P/L account during the Financial Year 2020-21.

CHANGE IN THE NATURE OF BUSINESS

During the year under review, there are no changes in the nature of the business of the Company.

SHARE CAPITAL

The Equity shares of the Company are listed on the CSE. The paid up Equity Share Capital as on March 31, 2021 was Rs. 5.50 Lakhs. The Company has neither issued shares with differential rights as to dividend, voting or otherwise nor issued shares (including sweat equity shares) to the employees or Directors of the Company, under any Scheme.

LISTING

The shares of the Company continue to be listed on the CSE Limited (CSE). The scrip code number of the Equity Shares of the Company on CSE is 017404 respectively. The Annual Listing Fee for the Financial Year 2020-21 has been duly paid within the stipulated time to the Stock Exchange.

DIRECTOR AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Ms. Nidhi Sharma (DIN-07925269), Director of the Company retires by rotation and being eligible for reappointment and offers herself for re-appointment.

All the directors of the Company have confirmed that they are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013.

With deep regret, we report the sad demise of our Promoter Director Mr. Ram Avatar Jalan(DIN:00358232) on 29th Day of April, 2021. Your Directors would like to place on record their highest gratitude and appreciation for the guidance given by him to the Board during his tenure as a director.

Mr. Gaurang Jalan, Managing Director, Mr. Madhav Prasad Sureka, Mr. Arabinda De, Directors, Ms. Nidhi Sharma, Director cum Company Secretary, Mr. Dwipayan Kr. Roy Choudhury, CFO of the Company pursuant to the provisions of the Company Act, 2013, as on the date of this report.

All the Directors, Key Managerial Personnel and senior management of the company have affirmed compliance of with the code of conduct applicable to the Directors and employees of the Company and a declaration in this regard made by the Managing Director is attached which forms a part of this report of Directors. The Code of Conduct is available on the Company's website www.gmbceramics.com

DIRECTORS RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained, your Directors make the following statement in terms of Section 134 (3)(c) and 134 (5) of the Companies Act, 2013:

- a) that in the preparation of Annual Accounts for the financial year ended March 31, 2021, the applicable Accounting Standard has been followed;
- b) that the Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the March 31, 2021 and the Statement of Profit and Loss for financial year ended March 31, 2021;
- c) that proper and sufficient care have been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding assets of the Company and for preventing and detecting frauds and other irregularities;
- d) that the Annual Accounts have been prepared on a 'going concern' basis;
- e) that proper internal financial controls laid down by the Directors is being followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) that proper system to ensure compliance with the provisions of all applicable laws as devised by the Directors are in place and that such systems are adequate and operating effectively.

DECLARATION BY INDEPENDENT DIRECTOR

The Company has received declarations from the Independent Director that they meet the criteria as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations, 2015. The Board confirms that the said Independent Director meet the criteria as laid down under the Companies Act, 2013 as well as the SEBI Listing Regulations, 2015.

SEPARATE MEETING OF INDEPENDENT DIRECTOR

During the year under review, the Independent Director had, in accordance with the provisions of Schedule IV (Code for Independent Director) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, met separately and discussed and reviewed, inter-alia, the performance of Non-Independent Director and the Board as a whole after taking into consideration the views of Executive and Non- Executive Directors.

BOARD AND ITS COMMITTEES

BOARD MEETINGS

The Board met 6 (Six) times during the financial year as on 18th May 2020, 22th June 2020, 22th July 2020, 28th August 2020, 27th November 2020 and 5th February 2021. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the SEBI Regulation, 2015.

Attendance of each Directors at Board Meetings held during the Financial year 2020-21 are as follows:

Name of Director(s)	Designation	No. of Board Meeting(s) during the tenure of the Director	
		Held	Attended
GAURANG JALAN	Managing Director	6	6
MADHAV PRASAD SUREKA	Independent Director	6	6
ARABINDA DE	Independent Director	6	2
RAM AVATAR JALAN	Executive Director	6	6
NIDHI SHARMA	Executive Director	6	6

COMMITTEES OF THE BOARD

The Board has formulated the following Committees:

1. Audit Committee:

The Audit Committee was constituted in line with the provisions of Section 177 of the Companies Act, 2013 and Companies (Meetings of Board and its Powers) Rules, 2014. All the members of the committee possess sound knowledge of accounts, audit. Mr. Madhav Prasad Sureka & Mr. Arabinda De is having expertise in financial management. During the year 2020-21, all the recommendations received from the Audit committee was accepted by the Board of Directors.

During the Financial Year 2020-21, the Audit Committee met 4 (Four) times on 22nd July, 2020, 28th August, 2020, 27th November, 2020 and 5th February, 2021. The table below provides the details of meetings and attendance of the Audit Committee members during the year 2020-21:

	Category	No. of Meeting(s) during the tenure of Members	
		Held	Attended
Madhav Prasad Sureka (Chairman)	Independent Director	4	4
Gaurang Jalan (Member)	Managing Director	4	4
Arabinda De (Member)	Independent Director	4	4

2. Nomination and Remuneration Committee:-

The Nomination and Remuneration Committee was constituted in line with the provisions of Section 178 of the Companies Act, 2013 and Companies (Meetings of Board and its Powers) Rules, 2014.

During the Financial Year 2020-21, the Nomination and Remuneration committee met 2 (Two) times on

28th August, 2020 and 5th February, 2021.

The composition of the Nomination and Remuneration Committee and the details of meeting attended by its members during the year 2020-21 are given below:

	Category	No. of Meeting(s) during the tenure of Members	
		Held	Attended
Arabinda De (Chairman)	Independent Director	2	2
Ram Avtar Jalan (Member)	Executive Director	2	2
Madhav Prasad Sureka (Member)	Independent Director	2	2

3. Stakeholders Relationship Committee:-

The Stakeholders Relationship Committee comprises of followings Directors as members:

	Category	No. of Meeting(s) during the tenure of Members	
		Held	Attended
Arabinda De(Chairman)	Independent Director	2	2
Ram Avtar Jalan (Member)	Executive Director	2	2
Madhav Prasad Sureka (Member)	Independent Director	2	2

During the year ended 31st March, 2021, One (1) Stakeholders Relationship Committee meetings were held on 5th February, 2021.

BOARD EVALUATION

The Board of Directors of the Company carried out annual evaluation of its own performance, of the Committees of the Board and individual Directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board's functioning was evaluated on various aspects, including inter alia degree of fulfillment of key responsibilities, board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes. The Directors were evaluated on aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the management outside Board/ Committee Meetings.

In addition, the Whole Time Director was evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members and motivating and providing guidance to the Management. Areas on which the Committees of the Board were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

The performance evaluation of the Independent Director was carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Non Independent Director was carried out by the Independent Director, who also reviewed the performance of the Board as a whole.

RELATED PARTY TRANSACTION

All Related Party Transactions entered into by your Company during the financial year were on arm's length basis and were in the ordinary course of business. The particulars of Contracts or Arrangements made with related parties referred to in subsection (1) of section 188 entered by the company during the financial year ended 31st March 2021 is annexed here to Annexure -I in prescribed Form AOC-2 and forms part of this report.

PARTICULARS OF EMPLOYEES

During FY 2020-21, your Company had not employed anyone for entire year or part of the year which needs disclosure as per the provisions of the Companies Act, 2013 read with relevant Rules. The ratio of remuneration of each Director to the median of employees remuneration and such other details as required under Sec 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, is provided in the Annexure-II and forms part of this report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of Section 135 of the Companies Act, 2013, in respect of Corporate Social Responsibility are not applicable to the Company.

POLICY FOR APPOINTMENT AND REMUNERATION

The Board has, on recommendation of the Nomination and Remuneration Committee formulated a policy for selection and appointment of Directors, senior managements and their remuneration. The said policy is set out as an Annexure - III and forms a part of this report.

RISK MANAGEMENT POLICY

In terms of Section 134(3)(n) of the Act, your Directors wish to state that the Company has drawn and implemented a Risk Management Policy including identification of elements of risks, if any, which may threaten the existence of the Company. The above policy is being reviewed/re-visited once a year or at such other intervals as deemed necessary for modifications and revisions, if any.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The employees are free to report violations of applicable laws and regulations and the Code of Conduct.

The policy provides for a formal mechanism for all the directors, employees to report to the Management their genuine concerns or grievances about unethical behaviour, actual or suspected fraud and any violation of the Company's Code of Business Conduct and Ethics policy.

The Company has also provided direct access to the Chairman of the Audit Committee on reporting issues concerning Company. The Policy is available on the Company's website www.gmbceramics.com

During the year under review, no employee was denied access to the Audit Committee. The said policy is available on the website of the Company.

POLICY ON PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure.

The Company has not received any complaint of sexual harassment during the financial year 2020-21.

AUDITORS' REPORT

STATUTORY AUDITOR'S REPORT

In terms of Section 134(2) and 134(3) of the Act, your Directors are pleased to inform that there are no qualifications, reservation or adverse remark or disclaimer made by the statutory auditors of the Company in their audit report for the financial year FY 2020-21.

INSTANCES OF FRAUD, IF ANY REPORTED BY THE AUDITORS

There have been no instances of fraud reported by the Auditors under Section 143(12) of the Act.

STATUTORY AUDITORS

The financial statements for the year under review have been audited by M/s. Ruwatia & Associates., Chartered Accountants, Kolkata (FRN: ICAI-324276E), Statutory Auditors of the Company.

In terms of Section 139 of the Companies Act, 2013 and the rules framed thereunder, M/s. Ruwatia & Associates., Chartered Accountants were appointed as the Statutory Auditor of the Company at the 36th AGM held on 27th September, 2018 for a period of 5 years upto the conclusion of the 41th AGM of the Company.

SECRETARIAL AUDITOR

In terms of Section 204 of the Companies Act, 2013 and the rules framed thereunder, the Company had appointed Mr. Anil Kumar Dubey, partner of M & A Associates, Practicing Company Secretaries (Membership No. 9488 & CP No – 12588) to undertake the Secretarial Audit of the Company.

The Secretarial Audit Report for the financial year ended 31st March, 2021 is set out as an Annexure - IV and forms a part of this report.

ANNUAL RETURN

The Annual Return as on the Financial Year ended on March 31, 2021 as required under Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 (as amended) is available on the website of the Company at www.gmbceramics.com.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion & Analysis Report, in terms of Regulation 34 read with Schedule V of the SEBI Listing Regulations, 2015 is annexed as an Annexure-V and forms part of this Annual Report.

PUBLIC DEPOSIT

Your Company has not accept any deposit from the public during the financial year within the meaning of Section 73 of the Companies Act, 2013 or the Companies (Acceptance of Deposits) Rules, 2014 nor does it hold any public deposit.

SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS

As per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") and applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder, the Company has no subsidiaries or associate company.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

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

CONSERVATION OF ENERGY, TECHNOLOGICAL ABSORPTION AND FOREIGN EXCHANGE EARNING & OUTGO

Since your Company is a trading company and does not own any manufacturing facility, the requirement relating to providing the particulars relating to conservation of energy and technology absorption as per Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, are not applicable

Accounting of Foreign Exchange Transactions:-	2020-2021	2019-20
C.I.F. Value of Imports	NIL	NIL
Expenditure in Foreign Currency	NIL	NIL
Earnings in Foreign Exchange	NIL	NIL

CORPORATE GOVERNANCE

During the year under review, Company does not fall under the any of the criteria of the Regulation 15(2) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 i.e. its Paid up share capital and Net Worth are less than 10 Crores and 25 Crores respectively. Therefore the Compliance with Corporate Governance provisions as per Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 are not applicable to the Company.

Henceforth, the Corporate Governance Report, in terms of Regulation 34(3) read with Schedule V of the Listing Regulations, does not forms part of this Annual Report. Further, no Certificate from the Auditors or practicing company secretaries regarding compliance of conditions of corporate governance has been obtained and not forms part of this Annual Report.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading for its Designated Persons in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code lays down Guidelines, which advise the insiders on procedures to be followed and disclosures to be made, while dealing with the shares of the Company, and cautioning them of the consequences of violations. 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 code of conduct for Prevention of Insider Trading is posted on the website of the Company and can be accessed at: www.gmbceramics.com

All the Board of Directors and designated employees have confirmed compliance with the Code.

INTERNAL FINANCIAL CONTROLS

Your Company has in place adequate internal financial controls. This ensures that all transactions are authorised, recorded and reported correctly and assets are safeguarded and protected against loss from unauthorized use or disposition.

We have documented policies and procedures covering all financial and operating functions and processes. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The Audit Committee oversees and reviews the functioning of the entire audit team and the effectiveness of internal control system at all levels and monitors the implementation of audit recommendations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee. Your Directors confirm that during the year under review, there were no reportable material weaknesses in the present systems or operations of internal controls.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS

Your Directors confirm that there are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's future operations.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes or events affecting the financial position of the Company have occurred between the end of the financial year of the Company to which the financial Statements relates and the date of this report.

SECRETARIAL STANDARD

The Company has complied with the applicable Secretarial Standard(s) (as revised from time to time) issued by ICSI and approved by Central Government.

APPRECIATION

Your Directors would like to acknowledge the role of all its stakeholders' viz., shareholders, bankers, lenders, borrowers and all others for their continued support to your Company and the confidence and faith that they have always reposed in your Company.

Your Directors acknowledge and appreciate the guidance and support extended by all the Regulatory authorities including Securities Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA), Registrar of Companies, Kolkata, the Stock Exchanges and the NSDL. We value the professionalism of all the employees who have proved themselves in a challenging environment and whose efforts have stood the Company in good stead and taken it to present level.

**For and on behalf of the Board
G M B CERAMICS LIMITED**

**Place: Kolkata
Dated: 31st August, 2021**

**Sd/-
Gaurang Jalan
Managing Director
DIN – 00909769**

**Sd/-
Arabinda De
Director
DIN – 00028093**

Registered Office: RAJGANGPUR SUNDERGARH, ODISHA 770017

Particulars of Contracts/Arrangements made with Related Parties

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

Details of contracts or arrangements or transactions not at Arm's Length Basis:

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2021, which were not at arm's length basis.

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

The details of material contracts or arrangement or transactions at arm's length basis for the year ended March 31, 2021 are as follows:

Name of Related Party	Nature of Relationship	Nature of Contract	Duration of Contract	Salient Terms	Amount
Bahubali Pictures (p) Ltd	Enterprises over which significant influence of directors	Unsecured Loan	Continues transaction	Nil	6874000
Swati Nivesh & Services (P) LTD	Enterprises over which significant influence of directors	Unsecured Loan	Continues transaction	Nil	512500
Noalogix Solutions (P) LTD	Enterprises over which significant influence of directors	Unsecured Loan	Continues transaction	Nil	1013000
Nafisa Trading Co. Ltd	Enterprises over which significant influence of directors	Unsecured Loan	Continues transaction	Nil	168500
Sri Gaurang Jalan	Managing Director	Unsecured Loan	Continues transaction	Nil	3495000
Sri Ram Avtar Jalan	Relative of Director and Key Managerial Personnel	Unsecured Loan	Continues transaction	Nil	9940000
Sri Manav Jalan	Relative of Director and Key Managerial Personnel	Unsecured Loan	Continues transaction	Nil	1980000

Note: Appropriate approvals have been taken for Related Party Transactions.

**For and on behalf of the Board
G M B CERAMICS LIMITED**

**Sd/-
Gaurang Jalan
Managing Director
DIN – 00909769**

**Sd/-
Arabinda De
Director
DIN – 00028093**

**Place: Kolkata
Dated: 31st August, 2021**

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013, READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016

I.

The Non-Executive Directors of the Company are entitled for sitting fees as per the statutory provisions and within the limits approved by the shareholders. The ratio of remuneration and percentage increase in remuneration for Non-executive Directors is therefore not considered for the above purpose.

(i)	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year	Ratio	% increase in Remuneration
	Mr. Gaurang Jalan, Managing Director	-	NA
	Mr. Nidhi Sharma, Director & Company Secretary	1.063	-
	Mr. D. Roy Choudhury, Chief Financial Officer	1.428	-
(ii)	The percentage increase in the median remuneration of employees in the financial year.	-	
(iii)	The number of permanent employees on the rolls of Company (as on 31 st March, 2021)	3 (Three)	
(iv)	Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:- Nil		
(v)	Affirmation that the remuneration is as per the remuneration policy of the Company: It is hereby affirmed that the remuneration paid to employees, who are covered under Remuneration Policy is in accordance with the Remuneration Policy of the company.		

- II. During the year the Company had not engaged any employee drawing remuneration in exceeding the limit specified under Section 197(12) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) rules, 2014.

For and on behalf of the Board

Place: Kolkata
Dated: 31st August, 2021

Sd/-
Gaurang Jalan
Managing Director
DIN – 00909769

Sd/-
Arabinda De
Director
DIN – 00028093

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

Definitions:

“Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“Key Managerial Personnel” means:

- i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii) Chief Financial Officer;
- iii) Company Secretary; and
- iv) such other officer as may be prescribed.

“Senior Managerial Personnel” mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management of rank equivalent to General Manager and above, including all functional heads.

Objective:

The objective of the policy is to ensure that :-

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions.
- To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies.
- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- to retain, motivate, promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.

- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) Appointment of Independent Directors is subject compliance of provisions of section 149 of the Companies Act, 2013, read with schedule IV and rules there under.
- d) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.
- e) The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Regulations and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

TERM / TENURE

a) Managing Director/Whole-time Director:

- i. The Nomination and Remuneration Committee shall identify a person according to the requirements of the Company for the above position and recommend their appointment to the Board including the terms of appointment and remuneration.
- ii. The Board shall consider the recommendation of the NRC and accordingly approve the appointment and remuneration. The appointment of MD, JMD, WTD shall be subject to the approval of the Shareholders.

- iii. Appointment of other employees will be made in accordance with the Company's HR Policy.

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company or by the Board on its own if the person commits a breach of the duties, functions and responsibilities or obligations on any reason prescribed by the law or AOA or the Listing Agreement or for reason of poor performance as measured as a result of performance evaluation.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

1) Remuneration to Managing Director:

- a) The Managing Director shall be eligible for remuneration as may be approved by the Shareholders of the Company on the recommendation of the Committee and the Board of Directors. The Remuneration/ Commission etc. to be paid to Managing Director shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director.

2) Remuneration to Non- Executive / Independent Directors:

- a) The Non-Executive / Independent Directors may receive sitting fees for attending meeting of the Board and the committee and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

- b) The profit-linked Commission shall be paid within the monetary limit approved by the Shareholders of the Company subject to the same not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Regulations.
- c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company. Non-Executive Directors are eligible for Stock Options as approved by the shareholders.
- d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i) The Services are rendered by such Director in his capacity as the professional; and
 - ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

Any incidental expense incurred by the Directors with relation to the participation in the meetings of the Board and other Sub Committees shall be reimbursed.

3) Remuneration to Executive Directors, Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) Remuneration of Executive Directors, Key Managerial Personnel and Senior Management is determined and recommended by the Nomination & Compensation Committee and approved by the

Board. Remuneration of Executive Directors is also subject to the approval of the shareholders.

- c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its member.



M & A Associates
Practicing Company Secretaries
Mob: 9883039240/8334984350
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Form No. MR-3
SECRETARIAL AUDIT REPORT

[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 (as amended)]

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

To,
The Members,
G M B Ceramics Ltd
RAJGANGPUR SUNDERGARH ODISHA 770017

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **G M B Ceramics Ltd [CIN: L26933OR1982PLC001049]** (hereinafter called the 'Company') for the financial year ended **31st March, 2021** (the "Audit Period"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, the explanations and clarifications given to me and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic and subject to my separate letter attached as "ANNEXURE – A", I hereby report that in my opinion, the Company has, during the financial year ended on March 31, 2021 (the audit period) complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company during the audit period 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 Bye-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 Borrowing. **(Not applicable on the Company during the Audit Period).**
- 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;

22, Madan Mohan Talla Street, Kolkata-700005



- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable on the Company during the Audit Period)**
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 w.e.f. October 28, 2014; **(Not applicable on the Company during the Audit Period)**
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable on the Company during the Audit Period)**
- 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; **(Not applicable on the Company during the Audit Period)**
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not Applicable to the Company during the Audit Period)**

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

- 1. SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015; and
- 2. Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards, etc. mentioned above, except the following:

- (a) *In terms of the provisions of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, on the date of commencement of the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, independent director in a company shall within a period of thirteen months from such commencement apply online to the institute for inclusion of his name in the data bank, the Company did not comply with the same.*
- (b) *Compliances required as per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 are not filed within the prescribed time limit.*

I further report that the Board of Directors of the Company is not constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors during the Audit Period. The changes, if any, 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. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I 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.



M & A Associates
Practicing Company Secretaries
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Based on such checks as considered appropriate and documents provided by the Company, I observed that the specific laws, as applicable to the Company are being duly complied with.

I further report that during the audit period, the Company has not passed any Special Resolution and that there were no specific event/ action having a major on the Company's affair in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. This report is to be read out with our letter of even date which is annexed as "ANNEXURE - A" and forms an integral part of this report.

For **M & A Associates**
Practicing Company Secretaries

Sd/-
Anil Kumar Dubey
Partner
Membership No. 9488
CP No.12588
Place: Kolkata
Dated: 31.08.2021

UDIN- F009488C000863022



ANNEXURE “A”

To,
The Members,
G M B Ceramics Ltd
RAJGANGPUR SUNDERGARH ODISHA 770017

My Secretarial Audit Report for the financial year March 31, 2021 of even date is to be read along with this annexure.

MANAGEMENT’S RESPONSIBILITY

1. It is the responsibility of management of the Company to maintain secretarial records and to ensure compliance of the provisions of corporate and other applicable laws, rules, regulations, standards.

AUDITOR’S RESPONSIBILITY

2. My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances and my examination was limited to the verification of procedures on test-check basis.
3. I have followed the audit practices and processes as were appropriate to the best of my understanding to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed, provide a reasonable basis for my opinion.
4. Wherever required, I have obtained the management’s representation about the compliance of laws, rules and regulations and happening of events etc.

DISCLAIMER

5. Due to the pandemic caused by COVID-19 and prevailing lockdowns/restrictions on movement of people imposed by the Government, for the purpose of issuing this report, I have conducted my audit remotely based on the records and information made available to me by the Company electronically and the same shall be physically verified by me post normalization of the situation.
6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted affairs of the Company.



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7. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

For **M & A Associates**
Practicing Company Secretaries

Sd/-
Anil Kumar Dubey
Partner
Membership No. 9488
CP No.12588
Place: Kolkata
Dated: 31.08.2021

UDIN- F009488C000863022

Independent Auditor's Report

To the Members of GMB ceramics Ltd.

Report on the Financial Statements

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

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

The Company's net worth is negative and it continue incur losses. We were informed that the company is in the process of identifying alternative business plans which in the opinion of the management will enable the company to have profitability and to have a turnaround. The Company is also in the process of identifying strategic business partners and alternative business plans to improve the performance of the company. The Company's ability to generate positive cash flows depends on the successful implementation of such alternative business plans.



The above factors cast a significant uncertainty on the company's ability to continue as a going concern. Pending the resolution of the above uncertainties, the company has prepared the aforesaid statement on a going concern basis.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report:

Key Audit Matter
Following key audit matters came up in the process of our audits which are duly reported in the manner so required in our report. 1. Inventories are valued at cost instead of their realisable value. 2. Company have not provided depreciation on its fixed assets.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 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 are required to report that fact. We have nothing to report in this regard.



Management's Responsibility for the (Standalone) Financial Statements

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

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

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the audit of the (Standalone) Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these 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 financial statements, whether due to fraud or error, design and perform audit procedure 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 procedure that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expression our opinion on whether the company has adequate internal financial controls 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 management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosure in the financial statements or, if such disclosure are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the 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 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 deficiency 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. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

(b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

(d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors 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 Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and effectiveness of the Company's internal financial controls over financial reporting;



(g) In our opinion, the managerial remuneration for the year ended March 31, 2021 has been paid / provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act;

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have any pending litigations which would impact its financial position;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For and on behalf of
Ruwatia & Associates
Chartered Accountants
Firm's registration number: 324276E



Mukesh Kumar Ruwatia
Proprietor
Membership number: 060231
Place: 15/2C Chetla Road, Kolkata-700 027
Date: 31st day of August, 2021
UDIN: 21060231AAAACF4360

"Annexure A" to the Independent Auditors' Report

The Annexure referred to in our report to the members of **GMB Ceramics Ltd.** ("the Company") for the year ended 31st March, 2021. We Further report that:-

1) (a) The Company has not maintained proper records showing full particulars, including quantitative details and situation of fixed assets; we are explained that the factory of the company was in the custody of financial institution subsequent to which the relevant register kept in the factory are not available.

(b) The Fixed Assets have not been physically verified by the management during the year.

(c) The title deeds of immovable properties are held in the name of the company

2) The inventories have not been physically verified by the management during the year.

3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.

4) In our opinion and according to the information and explanations given to us, the company has not granted any loans or provided complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.

5) In our opinion and according to the information and explanation given to us, the company has not complied with the directives of the Reserve bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder.

According to the information and explanations given to us, Amount has been received from Mr. Manav jalan Relative of the Director of the company having a year-end balance of Rs.1980000 for which we were not produced with any order passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other tribunal on the company in respect of the aforesaid deposits.

6) The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3(vi) of the order is not applicable.

7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally



regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2021 for a period of more than six months from the date on when they become payable.

b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.

9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.

10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

11) The Company has paid managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act.

12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.

13) In our opinion, the company has entered transaction with the related parties under section 177 and 188 of Companies Act, 2013 in ordinary course of business.

14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

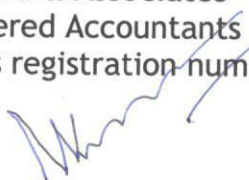
15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions



of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

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

For and on behalf of
Ruwatia & Associates
Chartered Accountants
Firm's registration number: 324276E



Mukesh Kumar Ruwatia
Proprietor
Membership number: 060231
Place: 15/2C Chetla Road, Kolkata-700 027
Date: 31st day of August, 2021
UDIN: 21060231AAAACF4360



"Annexure B" to the Independent Auditor's Report

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

We have audited the internal financial controls over financial reporting of **GMB Ceramics Ltd.** ("the Company") as of March 31, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The board of directors of the Company is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the



assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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



Opinion

In our opinion and according to the information and explanations given to us, the Company has, 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".

For and on behalf of
Ruwatia & Associates
Chartered Accountants
Firm's registration number: 324276E



Mukesh Kumar Ruwattia
Proprietor
Membership number: 060231
Place: 15/2C Chetla Road, Kolkata-700 027
Date: 31st day of August, 2021
UDIN: 21060231AAAACF4360



GMB CERAMICS LTD.
BALANCE SHEET AS AT 31ST MARCH, 2021

AMOUNT IN RS.
FIGURES AS AT
31.03.2020

PARTICULARS

NOTE NO.

FIGURES AS AT
31.03.2021

ASSETS

Non-current Assets

(a) Property, Plant and Equipment	2	53,702,936	53,702,936
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Current Assets

(a) Inventories	3	4,231,341	4,231,341
(b) Financial Assets			
(i) Cash and Cash Equivalents	4	209,070	10,160,179
(ii) Loans	5	21,735,829	11,534,250

Total Assets

79,879,176	79,628,706
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EQUITY AND LIABILITIES

EQUITY

(a) Equity Share Capital	6	35,000,000	35,000,000
(b) Other Equity	7	-40,316,125	-38,507,467

LIABILITIES

Non-current Liabilities

(a) Financial Liabilities			
(i) Other Financial Liabilities	8	44,933,000	42,986,000

Current Liabilities

(a) Financial Liabilities			
(b) Other Current Liabilities	9	40,256,815	40,145,629
(c) Provisions	10	5,486	4,544

Total Equity and Liabilities

79,879,176	79,628,706
-------------------	-------------------

Significant Accounting Policies

As per Annexed report of even date.

For G M B Ceramics Limited

1

Managing Director

Gaurang Jalan

Managing Director

DIN : 00909769

For GMB Ceramics Limited

Director

Arabinda De

Director

DIN : 00028093

For Ruwatia & Associates

Chartered Accountants

Firm Registration No. 324276E

(Mukesh Kumar Ruwatia)

Proprietor

Membership No. 060231

Place : Kolkata

Dated the 31st day of August , 2021

UDIN : 21060231AAAA CF4360

For G M B Ceramics Limited

Dwipayam Kr. Roy Choudhury.

Chief Financial Officer

Dwipayam Kr. Roy Choudhury

Chief Financial Officer

PAN : AOKPR7220K

For G M B Ceramics Limited

Nidhi Sharma

Company Secretary

Nidhi Sharma

Company Secretary

Associate Membership:42014



GMB CERAMICS LTD

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

	NOTE NO	For the year ended 31.03.2021 Rs.	For the year ended 31.03.2020 Rs.
(I) REVENUE FROM OPERATIONS		0	0
(II) OTHER INCOME	11	1,051,713	1,557,024
(III) TOTAL REVENUE (I + II)		<u>1,051,713</u>	<u>1,557,024</u>
(IV) EXPENSES			
Employee Benefit Expenses	12	852,642	781,732
Other Expenses	13	2,007,729	2,493,076
TOTAL EXPENSES		<u>2,860,371</u>	<u>3,274,808</u>
(v) Profit before Tax		-1,808,658	-1,717,784
Tax Expense			
(1) Current Tax			
(2) Deferred Tax			
(VI) Profit/(Loss) for the period		<u>-1,808,658</u>	<u>-1,717,784</u>
(VII) Other Comprehensive Income			
(VIII) Total Comprehensive Income for the period			
(IX) Earnings per Equity Share			
(1) Basic		0.52	0.49
(2) Diluted		0.52	0.49

Significant Accounting Policies

As per Annexed report of even date.

For Ruwatia & Associates
Chartered Accountants
Firm Registration No. 324276E

(Mukesh Kumar Ruwatia)
Proprietor
Membership No. 060231
Place: Kolkata

Dated the 31st day of AUG. 2021
UDIN: 21060231AAAAEF4360

For G M B Ceramics Limited
1
Managing Director

Gaurang Jalan
Managing Director
DIN : 00909769

For G M B Ceramics Limited
Dwipayan Kr. Roy Choudhury
Chief Financial Officer

Dwipayan Kr. Roy Choudhury
Chief Financial Officer
PAN : AOKPR7220K



For G M B Ceramics Limited
Director

Arabinda De
Director

For G M B Ceramics Limited
Nidhi Sharma
Company Secretary

Nidhi Sharma
Company Secretary
Associate Membership: 42014

GMB CERAMICS LTD.**Cash Flow Statement for the year ended 31st March, 2021**

	2020-21 Rs.	2019-20 Rs.
A. Cash Flow from Operating Activities		
Net Profit before Tax & Extra-ordinary Items	(1,808,658)	(1,717,784)
Adjustment for :		
Transfer to capital reserves	-	-
Interest charged to Profit & Loss Account	-	-
Opening Profit/(Loss) before Working Capital Charges	(1,808,658)	(1,717,784)
Adjustment for :		
(Increase) / Decrease in Trade Receivables	-	-
Increase / (Decrease) in Current Liabilities	111,186	(99,215)
Increase / (Decrease) in Short Term Provisions	942	936
(Increase) / Decrease Inventories	-	-
Increase / (Decrease) in Trade payables	-	-
Cash generated from Operations	(1,696,530)	(1,816,063)
Cash Flow before Extra-ordinary Items	-	-
Net Cash from Operating Activities	(1,696,530)	(1,816,063)
B. Cash flow from Investing Activities		
(Increase) / Decrease in Long Term Loans & Advances	(10,201,579)	(320,982)
(Increase) / Decrease in investments	-	20,000,000
(Increase) / Decrease in Fixed Asstes	-	-
Net Cash from investing Activities	(10,201,579)	19,679,018
C. Cash Flow from Financing Activities		
Increase/(Decrease) in Long term Borrowings	1,947,000	(8,057,937)
Increase/ (Decrease) in Short Term Borrowings	-	-
Net Cash from Financing Activities	1,947,000	(8,057,937)
Net Changes in Cash and Cash Equivalent (A+B+C)	(9,951,109)	9,805,018
Cash & Cash Equivalents as at 1st April, 2020 (Opening Balance)	10,160,179	355,161
Cash & Cash Equivalents as at 31st March, 2021 (Closing Balance)	209,070	10,160,179

Note : Figures in Bracket represent Cash Outflows.

As per Annexed report of even date.

For Ruwatia & Associates

Chartered Accountants

Firm Registration No. 324276E

(Mukesh Kumar Ruwatia)

Proprietor

Membership No. 060231

Place : Kolkata

Dated the 31st day of Aug., 2021

UDIN: 21060231AAAACF4360

For G M B Ceramics Limited

Gaurang Jalan
Managing Director

Gaurang Jalan

Managing Director

DIN : 00909769

For G M B Ceramics Limited

Dwipayan Kr. Roy Choudhury

Chief Financial Officer

Dwipayan Kr. Roy Choudhury

Chief Financial Officer

PAN : AOKPR7220K

For GMB Ceramics Limited

Arabinda De
Director

Arabinda De

Director

DIN : 00028093

For G M B Ceramics Limited

Nidhi Sharma

Company Secretary

Nidhi Sharma

Company Secretary

Associate Membership:42014



Note: 1

A. Basis of preparation of financial statements

(i) Statement of compliance and basis of preparation

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 ("the Companies Act"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI"). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Up to the year ended March 31, 2017, the Company prepared its financial statements in accordance with the requirements of the Indian GAAP ("Previous GAAP"), which included Standards notified under the Companies (Accounting Standards) Rules, 2006. The date of transition to Ind AS is April 1, 2016.

Accounting policies have been applied consistently to all periods presented in these financial statements

The financial statements correspond to the classification provisions contained in Ind AS 1, "Presentation of Financial Statements". For clarity, various items are aggregated in the statements of profit and loss and balance sheet. These items are disaggregated separately in the notes to the financial statements, where applicable

(ii) Use of estimates and judgment

The preparation of the financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are included in the following notes:

a) Income taxes: The major tax jurisdictions for the Company are India. Significant judgments are involved in determining the provision for income taxes including judgment on whether tax



positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods.

b) **Deferred taxes:** Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry-forwards become deductible. The Company considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.

c) **EPS:** The following reports basic and diluted earning per equity shares in accordance with basic earning per share has been computed by dividing net profit or loss by weighted average number of equity shares outstanding for the period. Diluted earning per share has been computed using the weighted average number of equity shares and diluted potential equity shares outstanding for the period.

B. Significant accounting policies

(i) Functional and presentation currency

These financial statements are presented in Indian rupees, the national currency of India, which is the functional currency of the Company.

(ii) Financial instruments

Non derivative financial instruments consist of:

- Financial assets, which include cash and cash equivalents, trade receivables, unbilled revenues, finance lease receivables, employee and other advances, investments in equity and debt securities and eligible current and non-current assets;

- Financial liabilities, which include long and short-term loans and borrowings, bank overdrafts, trade payables, eligible current and non-current liabilities.

Non derivative financial instruments are recognized initially at fair value. Financial assets are derecognized when substantial risks and rewards of ownership of the financial asset have been transferred. In cases where substantial risks and rewards of ownership of the financial assets are neither transferred nor retained, financial assets are derecognized only when the Company has not retained control over the financial asset



Subsequent to initial recognition, non-derivative financial instruments are measured as described below:

A. Cash and cash equivalents

The Company's cash and cash equivalents consist of cash on hand and in banks and demand deposits with banks, which can be withdrawn at any time, without prior notice or penalty on the principal.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand and are considered part of the Company's cash management system. In the balance sheet, bank overdrafts are presented under borrowings within current liabilities.

B. Other financial assets:

Other financial assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. These are initially recognized at fair value and subsequently measured at amortized cost using the effective interest method, less any impairment losses. These comprise trade receivables, unbilled revenues, cash and cash equivalents and other assets.

C. Trade and other payables

Trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest method. For these financial instruments, the carrying amounts approximate fair value due to the short term maturity of these instruments.

(iii) Equity

a) Share capital and share premium

The authorized share capital of the Company as of March 31, 2021, is 55 million consisting 55,00,000 equity shares of 10 each. Par value of the equity shares is recorded as share capital

Every holder of the equity shares, as reflected in the records of the Company as of the date of the shareholder meeting shall have one vote in respect of each share held for all matters submitted to vote in the shareholder meeting.

b) Capital Reserve

Capital reserve amounting to 9,10,00,860 is not freely available for distribution.

c) Profit & Loss A/c

Profit & Loss A/c comprises of the Company's undistributed earnings after taxes



d) Other comprehensive income

Changes in the fair value of financial instruments measured at fair value through other comprehensive income and actuarial gains and losses on defined benefit plans are recognized in other comprehensive income (net of taxes), and presented within equity as other comprehensive income.

e) Other reserves

Other reserve includes Central investment subsidy, Project Subsidy & BIFR relief & concession of amount Rs 25,00,000 , Rs 3,00,000, Rs 64,81,885.

(iv) Property, plant and equipment

a) Recognition and measurement

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset. General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalized as part of the cost

b) Depreciation

The Company has not charged depreciation since March, 2001 as the company's plant continues to remain inoperative since 15th November, 1997.

(v) Inventories

Inventories are valued at cost.

(vi) Employee benefits

The Company has the following employee benefit plan:

A. Provident fund

Employees receive benefits from a provident fund, which is a defined benefit plan. The employer and employees each make periodic contributions to the plan. A portion of the contribution is made to the approved provident fund trust managed by the Company while the remainder of the contribution is made to the government administered pension fund. The contributions to the trust managed by the Company is accounted for as a defined benefit plan as the Company is liable for any shortfall in the fund assets based on the government specified minimum rates of return.

(vii) Provision, Contingent Liability &Contingent Asset

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.



The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

(viii) Finance cost

Finance cost comprise interest cost on borrowings, gain or losses arising on re-measurement of financial assets at FVTPL, gains/(losses) on translation or settlement of foreign currency borrowings and changes in fair value and gains/ (losses) on settlement of related derivative instruments. Borrowing costs that are not directly attributable to a qualifying asset are recognized in the statement of profit and loss using the effective interest method.

(viii) Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date. The arrangement is, or contains a lease if, fulfillment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement. Proportionate cost of leasehold land has not been written off

2. There is no significant reconciliation items in its financial position prepared under previous GAAP and those prepared under Ind AS.
3. There is no significant reconciliation items between profit prepared under previous GAAP and those prepared under Ind AS.
4. There is no significant reconciliation items between cash flow prepared under previous GAAP and those prepared under Ind AS.
5. Arbitration Award dated 23.06.1999 in Company's favour has been confirmed by the Division Bench of Hon'ble High Court of Calcutta vide its Order dated 24.09.2018 against Neycer India Ltd., which preferred a Special Leave Petition (SLP) before the Hon'ble Supreme Court of India; pending disposal of SLP, the Supreme Court of India directed Neyer India Ltd., vide its Order dated 22.11.2018, for depositing of Rs.4 Crore to our Company returnable if so ordered by the Supreme Court of India. Accordingly, the deposit of Rs.4 Crore was received on 30.01.2019.



D. Related Party Disclosure

Key Management personnel (KMP)

Sri Gaurang Jalan
Smt. Nidhi Sharma

Nature of Relationship

Managing Director (MD)
Director Cum company secretary (D & CS)

Relatives of Key Management personnel

Sri Ram Avtar Jalan
Sri Manav Jalan

Father of Sri Gaurang Jalan
Brother of Sri Gaurang Jalan

Enterprises owned or significantly influenced by key management personnel or their relatives

Bahubali Pictures (P) Ltd
Swati Nivesh & Services (P) LTD
Novalogix Solutions (P) LTD
SRI Gaurang Jalan
Sri Ram Avtar Jalan
Sri Manav Jalan

Sri Gaurang Jalan is a Director
Sri Gaurang Jalan is a Director
Sri Gaurang Jalan is a Director
Managing Director (MD)
Father of Sri Gaurang Jalan
Brother of Sri Gaurang Jalan

The following transactions out with related parties in the ordinary course of business

Nature of transactions	Name of related party	Trasation for the year ended		Balance at the year ended	
		31st March,2021	31st March,2020	31st March,2021	31st March,2020
Unsecured Loan Received	Bahubali Pictures (p) Ltd	10000	48000	6874000	6884000
	Swati Nivesh & Services (P) LTD	12000	41500	512500	524500
	Novalogix Solutions (P) LTD	5000	44000	1013000	1018000
	Nafisa Trading Co. Ltd	41000	85500	168500	209500
	SRI Gaurang Jalan	3495000	4351000	3495000	-
	Sri Ram Avtar Jalan	1460000	367937	9940000	11400000
	Sri Manav Jalan	20000	3120000	1980000	2000000
Transactions with Key Management Personnel(1)					
Other Remuneration	Smt. Nidhi Sharma	150000	150000	25000	12500

(1) As the future liability for gratuity and compensated encashment is provided on an actual basis for the Company as a whole, the amount pertaining to the key management personal is not ascertainable and, therefore, not included above.

All decisions relating to the remuneration of the directors are taken by the board of directors of the Company, in accordance with shareholder approval, wherever necessary.

Terms and conditions of transactions with related parties

The purchase from related party are made in the ordinary course of business and on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and settlement occurs in cash.



GMB CERAMICS LTD

Note 2 :- Property, Plant & Equipment

	LAND	BUILDINGS	PLANT AND MACHINERY	FUNITURE AND FIXTURES	TOTAL
Gross Carrying Value :					
As at APRIL 1,2019	4400229.00	35666779.00	53478402.00	905767.00	94451177.00
Additions	0.00	0.00	0.00	0.00	0.00
Disposal / adjutments	0.00	0.00	0.00	0.00	0.00
As at March 31,2020	4400229.00	35666779.00	53478402.00	905767.00	94451177.00
As at APRIL 1,2020	4400229.00	35666779.00	53478402.00	905767.00	94451177.00
Additions	0.00	0.00	0.00	0.00	0.00
Disposal / adjutments	0.00	0.00	0.00	0.00	0.00
As at March 31,2021	4400229.00	35666779.00	53478402.00	905767.00	94451177.00
Accumulated Depreciation / impairment					
As at APRIL 1,2019	0.00	10838039.00	29339086.00	571116.00	40748241.00
Depreciation					
Disposal / adjutments					
As at March 31,2020	0.00	10838039.00	29339086.00	571116.00	40748241.00
As at APRIL 1,2020	0.00	10838039.00	29339086.00	571116.00	40748241.00
Depreciation					
Disposal / adjutments					
As at March 31,2021	0.00	10838039.00	29339086.00	571116.00	40748241.00
Net Carrying Value					
As at APRIL 1,2019	4400229.00	24828740.00	24139316.00	334651.00	53702936.00
As at March 31,2020	4400229.00	24828740.00	24139316.00	334651.00	53702936.00
As at March 31,2021	4400229.00	24828740.00	24139316.00	334651.00	53702936.00



GMB CERAMICS LTD**NOTES TO ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2021**

	31 MARCH, 2021	31 MARCH, 2020
3 INVENTORIES		
Stores & Spares (At cost)	417,880	417,880
Stock of Electrical goods (At cost)	15,016	15,016
Stock of Kiln Materials (At cost)	61,025	61,025
Raw Materials (At cost)	125,507	125,507
Packing Materials (At cost)	23,195	23,195
Finished Goods (At cost)	2,949,459	2,949,459
Finished Moulds & Other items (At cost)	639,259	639,259
	4,231,341	4,231,341
4 CASH & CASH EQUIVALENTS		
Cash in Hand	25,598	128,960
UCO Bank, Kolkata	171782.30	
SBI, Balasore	11689.50	
	183,472	10,031,219
	209,070	10,160,179
5 FINANCIAL ASSET-LOANS		
Loan & Advances	10,277,500	-
Advances		
- Advance Against Expense :		
Expenditure- Arbitration Award	10,880,941	10,880,941
- Advance to IDCO	106,243	139,610
Security Deposit	10,000	10,000
GST Input Receivable	382,964	348,534
TDS Receivable	78,181	155,165
	21,735,829	11,534,250
6 SHARE CAPITAL		
(a) Capital Structure		
<u>Authorised</u>		
55,00,000 Equity Shares of Rs.10/- each	55,000,000	55,000,000
	55,000,000	55,000,000
<u>Issued, Subscribed and Fully Paid-up</u>		
35,00,000 Equity Shares of Rs.10/- each fully paid in cash	35,000,000	35,000,000
	35,000,000	35,000,000



GMB CERAMICS LTD.**(b) Share Capital Reconciliation**

	Nos.	Amount	Nos.	Amount
Equity Shares				
Opening Balance	3,500,000	35,000,000	3,500,000	35,000,000
Issued during the period				
Closing Balance	3,500,000	35,000,000	3,500,000	35,000,000

(c) Particulars of Equity Shareholders holding more than 5% shares at Balance Sheet date

Name of the Shareholder	No. of shares	%holding	No. of shares	%holding
Industrial Promotion & Investment Corporation of Orissa Ltd	525,000	15	525,000	15
Neiveli Ceramics & Refractories Ltd	180,000	5	180,000	5
Nafisa Trading Co Ltd	859,500	25	859,500	25
Swati Nivesh & Services Ltd	309,700	9	309,700	9
Rupak Trading Pvt Ltd	253,062	7	253,062	7
Pratush Consultants Pvt Ltd	254,362	7	254,362	7

7 RESERVES & SURPLUS

Capital Reserves	91,000,860	91,000,860
Other Reserves :		
- Central Investment Subsidy	2,500,000	2,500,000
- Project Subsidy	300,000	300,000
- BIFR Relief & Concession	6,481,885	6,481,885
- Profit & Loss Statement as per last Balance Sheet	-138,790,212	
Add : Profit/(Loss) for the year	-18,08,658	
Total Reserves & Surplus	-40,316,125	-38,507,467

8 Other Financial Liabilities**(a) Loans & Advances from related Parties****Advances :**

- from Directors (Unsecured)	15,415,000	13,400,000
- from Body Corporates (Unsecured)	29,518,000	29,586,000
	44,933,000	42,986,000

9 OTHER CURRENT LIABILITIES**Deposit Received Against****Arbitration Award (see note no. C-5)**

Other Liabilities	40,000,000	40,000,000
	256,815	145,629
	40,256,815	40,145,629

10 SHORT TERM PROVISIONS**Employees Provident Fund**

	5,486	4,544
	5,486	4,544



GMB CERAMICS LTD.**11 OTHER INCOME**

Sweep Interest	89,805	62,030
Interest on F.D.	-	1,489,707
Interest From Income Tax	9,305	630
Written Off	-	4,657
Interest Received	952,603	-
	1,051,713	1557024.00

12 EMPLOYEE BENEFITS EXPENSE

Director Reumneration	150,000	150,000
Salary & Allowances	625,120	562,320
Employers' Provident Fund	70,644	62,607
Staff Insurance	1,948	-
Staff Welfare A/c	4,930	6,805
	852,642	781,732

13 OTHER EXPENSES

Administrative Charges	-	-
(Paid to The Registrar, Supreme Court of India)	-	-
Avertisement & Publicity	10,472	11,704
IDCO Arriear Payment	500,220	426,518
IDCO Statutory Payment	-	497,128
IDCO Lease Rent	33,367	33,366
Bank Charges	2,506	7,626
Computer soft ware expenses	-	22,399
Conveyance Expenses	9,271	1,832
Dematerialisation Charges	48,583	92,534
Donation	21,000	-
Factory Expenses	642,960	619,620
Filing Fees	-	9,000
General Expenses	193,592	175,378
Intersst on TDS	45	-
Intersst on P. Tax	18	189
Listing fees	25,000	25,000
Misc. Expenses	28,350	-
Postage & Telegram	40,863	46,620
Project report	-	10000
Printing & Stationery	16,710	8,390
Power & Fuel Charges	201,430	212,410
Professional Charges	103,820	89,390
Professional Tax	2,500	2,500
Repair & Maintenance	14,470	-
Subcription	5,000	-
Telephone Expenses	11,144	3,551
Trade Licence	2,150	2,150
Travelling Charges	53,780	154,821
Website Expenses - email	2,478	2,950
Written off	0	0
Audit Fees :	-	-
Statutory Audit Fees	30,000	30,000
CSE Ltd.Review Report	8,000	8,000
	2,007,729	2,493,076



GMB CERAMICS LTD.

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

a) Equity Share Capital

Particulars	Note No.	As at 31 March 2021		As at 31 March 2020	
		No. of Shares	Amount	No. of Shares	Amount
Balance at beginning of reporting period		3,500,000	35,000,000	3,500,000	35,000,000
Changes in Equity Share Capital		0	0	0	0
Balance at the end of reporting period		3,500,000	35,000,000	3,500,000	35,000,000

b) Other Equity

Particulars	Capital Reserve	Other Reserves	BFIR Relief & Concession	Profit & loss A/C	Total other Equity
Balance as at April 1, 2020	91,000,860.00	2,800,000.00	6,481,885.00	-138,790,212.00	-36,789,683.00
Profit for the period				-1,745,291.00	-1,684,418.00
Other comprehensive income for the period					
Total comprehensive income for the period	91,000,860.00	2,800,000.00	6,481,885.00	-140,535,503.00	-40,252,758.00
Balance as at March 31, 2021	91,000,860.00	2,800,000.00	6,481,885.00	-140,535,503.00	-40,252,758.00

