



ITALICA®



PIL ITALICA LIFESTYLE LIMITED

30TH ANNUAL REPORT | 2021-2022

OXY SERIES



LUXURY SERIES



PLASTEEL SERIES



SPINE CARE SERIES



2109



2277



9007

PREMIUM SERIES



9012

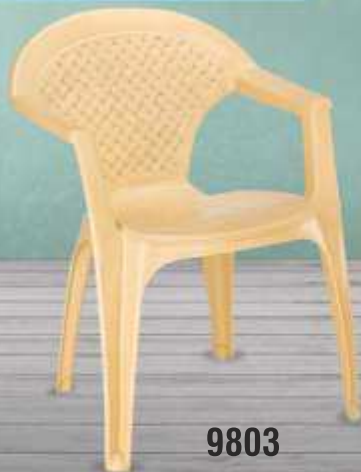


9006



9201

COMFORT SERIES



9803



9001



9052

WITHOUT ARM SERIES



BABY SERIES



STOOL & PATLA SERIES



TABLE SERIES



SUNLOUNGER



TROLLEY



WASTE BIN



WASTE BIN



WASTE BIN



**WASTE BIN
WITH SWING LID**



**STORAGE BIN
WITH DOME LID**



**STORAGE BIN
WITH FIX LID**



MATERIAL HANDLING PRODUCTS



E COMMERCE



E GROCERY



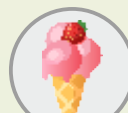
CATERING



ENGINEERING



TEXTILE



ICE CREAM



BAKERY



CONFECTIONARY



ELECTRONIC



GARMENTS



AUTOMOBILE



HARDWARE



PHARMA



CROCKERY



AGRICULTURE



FASTENERS

BOARD OF DIRECTORS

Daud Ali	Managing Director
Narendra Bhanawat	Whole Time Director and Chief Financial Officer
Magan Lal Sharma	Director
Mukesh Kumar Kothari	Director
Namrata Babel	Director
Asha Jain	Director
Himanshu S. Gupta	Additional Director (w.e.f. 21/05/2022)

COMPANY SECRETARY

Aditi Parmar (till 21/01/2022)

Rajat Raja Kothari (w.e.f. 21/01/2022)

STATUTORY AUDITORS

M/s AKM & Associates

Chartered Accountants

SECRETARIAL AUDITORS

P. Talesara & Associates

BANKERS

UCO Bank

COMMITTEE OF THE BOARD

AUDIT COMMITTEE

Magan Lal Sharma - Chairman
Mukesh Kumar Kothari
Namrata Babel

NOMINATION AND REMUNERATION COMMITTEE

Magan Lal Sharma - Chairman
Mukesh Kumar Kothari
Namrata Babel

STAKEHOLDERS RELATIONSHIP COMMITTEE

Magan Lal Sharma - Chairman
Mukesh Kumar Kothari
Namrata Babel

REGISTERED OFFICE & WORKS

Kodiyat Road,
Village : Sisarma
District : Udaipur (Raj.) 313031

INVESTOR QUERIES

email:-investor@italica.com

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Important Communication to Members

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants, Members who hold shares in physical form are requested to register their e-mail addresses with the company.

DIRECTORS' REPORT

To The Members of PIL ITALICA LIFESTYLE LIMITED

The Directors of your Company have pleasure in presenting the Thirtieth (30th) Annual Report together with the Audited accounts of the Company for the year ended March 31, 2022.

1. FINANCIAL HIGHLIGHTS

Your Company's performance during the year as compared to the previous year is summarized below:

(Rs. in Lakhs)

Particulars	2021-22	2020-2021
Revenue from Operations	6,775.79	5484.82
Profit before Taxation	335.93	495.14
Less: Tax Expenses	(84.55)	(124.62)
Profit after Tax	251.38	370.52
Add: other Comprehensive Income	-	-
Add: Balance brought forward from Previous year	(10.62)	(381.14)
Balance Profit/(Loss) carry forward to the next year	240.76	(10.62)

2. STATE OF COMPANY'S AFFAIRS

The company is engaged in the manufacturing of plastic moulded furniture, material handling products and waste management products. During the year, the Company earned Revenue from Operations of Rs. 6775.79 Lakhs as against Rs. 5484.82 Lakhs in corresponding previous year and earned a net profit of Rs. 251.38 Lakhs. The Company is continuously launching new and innovative products and in spite of Covid -19 effect during first quarter, revenue increased by 23.53 % during this year.

The Company is focusing more on assets light business model . The idea is to collaborate and leverage the opportunities already available in the market which has come about due to the adverse economic situation.

The company is using its funds for rapid expansion of the distribution network in new geographies, new product development, new product portfolio and more effective supply chain network .

During the year company launched various new and innovative products in its Table series, oxy series, luxury series, stool and patla series, storage series . Company is also launching wooden products in coming days.

In table series a strong and high quality plastic centre table model no. 9511 . In oxy series model no.5205, a fully ventilated without arm chair, Model no. 5214 a fully ventilated with arm chair, model no. 5223 and 5226 baby chairs . model no. 9704 and 9712 in stool and Patla series and model no. 6104,6105,

6106 cup boards in storage series and dust bin model no. 4010 in waste management product launched. Further company will launch innovative new products in its plastic moulded furniture division and in material handling product division in coming months.

3. DIVIDEND

Keeping in view the requirement of funds for future expansions, your directors do not recommend any dividend for the year ended on March 31, 2022.

4. SHARE CAPITAL

The Paid-up Equity Share Capital of the Company as on 31st March 2022 stood at Rs. 2350.00 Lakhs comprising of 23,50,00,000 shares of Re. 1/- each. The Company has not issued any further shares during the year.

5. LISTING OF SHARES

The Equity Shares of the Company are listed on National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 and BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 and the listing fee for the Financial Year 2022-2023, has been paid.

6. CHANGES IN THE NATURE OF BUSINESS

There is no change in the nature of the business of the company.

7. MATERIAL CHANGES AND COMMITMENTS

There are no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the Company to which the financial statement relates and the date of report.

8. EXPORTS

There were no exports in the financial year 2021-22 .

9. TRANSFER TO RESERVES

No amount is proposed to be transferred to the Reserves for the financial year 2021-22.

10. DEPOSITS

The Company has not accepted any deposit falling within the purview of provisions of Section 73 of the Companies Act, 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review.

11. PARTICULARS OF LOANS, GUARANTEE AND INVESTMENTS UNDER SECTION 186

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the Notes to the financial statements provided in this Annual Report.

12. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Company has not entered into any contract or arrangement with any person including persons covered under sub – section (1) of section 188 of the Companies Act, 2013. The policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the Company's website: www.italica.com.

13. ANNUAL RETURN

The extract of annual return of the Company is placed on the website of the company www.italica.com and can be accessed from the following weblink: <https://italica.com/wp-content/uploads/2021/10/AnnualReport2021.pdf>

14. NUMBER OF MEETINGS OF THE BOARD

During the financial year 2021-2022, the Board met Six (06) times held on 03.05.2021, 09.07.2021, 18.08.2021, 22.10.2021, 21.01.2022 and 14.03.2022.

15. COMMITTEE OF BOARD OF DIRECTORS

As on 31 March, 2022, the Board has 4 Committees namely the Audit Committee, the Nomination and Remuneration Committee and Stakeholders Relationship Committee, Risk Management Committee. A detailed note on the Composition of the Board and its Committees and other relevant details is provided in the report on Corporate Governance annexed to this report.

16. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE

As on March 31, 2022, the Company does not have any subsidiary, joint venture or associate.

17. RISK MANAGEMENT

The Company believes that managing risks helps in maximizing returns. A risk management Policy have been developed and implemented by the company for identification of elements of risk if any, which in opinion of board may threaten the existence of the company. It aims to identify commodity prices, Price fluctuation of raw material and finished goods, Credit Risks, inflation, Strategic Risks, etc. The effectiveness of risk management framework and system is periodically reviewed by Board of Directors of the company. However, in the opinion of Board, none of the above-mentioned risks threaten the existence of the company.

18. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

a) DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and in terms of the Articles of Association of the Company, Mr. Narendra Bhanawat, Whole Time Director (DIN: 00146824), retires by rotation at the 30th Annual General Meeting, and being eligible, offers himself for re-appointment. And Mr. Magan Lal Sharma (DIN-00250883) Independent Director, whose two consecutive

term is expiring on 30th JUNE, 2022 hence cannot be reappointed.

Board appointed Mr. Himanshu S. Gupta (DIN- 09607045) as additional Independent Director w.e.f. 21/05/2022 for a period of five years subject to approval by shareholder in ensuing Annual General Meeting.

19. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 (5) of the Companies Act, 2013, the directors to the best of their knowledge and belief confirm that:

- in the preparation of the annual accounts, the applicable Indian accounting standards had been followed along with proper explanation relating to the material departures;
- the directors had selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records, in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis;
- the directors had laid down Internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

20. INDEPENDENT DIRECTORS AND THEIR MEETING

All the Independent Directors of the Company have given their declarations to the Company under Section 149(7) of the Act that they meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'). In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Listing Regulations and are independent of the management.

All the Independent Directors (except Mr. Magan Lal Sharma – Exempted from IICA exam), have successfully cleared their online proficiency examination conducted by IICA and have submitted their renewal registration certificates to the Company confirming that they have already registered their names with the data bank maintained by the Indian Institute of Corporate

Affairs ["IICA"] as prescribed by the Ministry of Corporate Affairs under the relevant rules.

During the year under review a separate meeting of the Independent Directors of the Company was held on March 14, 2022, without the presence of other Directors and members of Management. The Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole, performance of Chairperson of the Company and assessed the quality, quantity and timelines of flow of information between the Company management and the Board.

21. STATUTORY AUDITORS

M/s. AKM & Associates, Chartered Accountants firm (Firm Registration No.011616C) were appointed as Statutory Auditors of the Company at the 29th Annual General Meeting held on June 24, 2021, to hold office till the conclusion of the 34th Annual General Meeting held in the year 2026-27. M/s. AKM & Associates has confirmed that they are not disqualified from continuing as Auditors of the Company. The Statutory Auditors have issued an unmodified opinion on the financial statements for the financial year ended March 31, 2022. The observations made in the Auditors' Report read together with relevant notes thereon are self-explanatory and hence do not call for any further explanations or comments by the Board under Section 134 of the Act.

22. QUALIFICATION IN THE AUDITORS' REPORT - BOARD'S COMMENTS OR EXPLANATION

The Auditors' Report does not contain any qualification, reservation or adverse remark or disclaimer.

23. SECRETARIAL AUDITORS AND THEIR REPORT

The secretarial audit report given by M/s P. Talesara & Associates, Practicing Company Secretary under the provisions of Section 204 of the Companies Act, 2013 for the Financial Year 2021-22 does not contain any qualification, reservation or adverse remark. The secretarial audit report is provided as **Annexure A** forming part of this report.

24. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Management Discussion and Analysis Report is presented as a separate section as **Annexure B** forming part of annual report.

25. COST AUDITORS

Pursuant to Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Amendment Rules, 2014, appointment of cost auditor is not applicable to the company. Hence, maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 is not required.

26. CEO/CFO CERTIFICATE

Chief Executive Officer and Chief Financial Officer compliance certificate as stipulated under Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) is annexed in this report.

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

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed pursuant to Section 134 of the Companies Act, 2013 are as follows :

A. CONSERVATION OF ENERGY

Your company is continuously engaged in the process of energy conservation and is continuously putting its efforts to improve energy management by way of monitoring energy related parameters on regular basis.

To achieve the above objective, the following steps are taken to cut down the consumption of energy:

- Installation of Energy Efficient Equipment / Device.
- Creating awareness of energy saving within the organization to avoid wastage of energy.
- R&D Activities and Adopting new Technology.

B. TECHNOLOGY ABSORPTION

(i) Efforts made towards technology absorption:

- Continuously monitoring the production patterns and inclusion of new tested technology products.
- Constantly striving towards developing of new designs and products.
- Investing in new technology of moulds and machinery.

(ii) Benefits derived as a result of the above efforts:

- Increase in the production along with the improvement in quality.
- New and Innovative designed products.
- New designed products are also catching attention of the export market.

(iii) The company has not imported any technology during the year under review and also the expenditure incurred on Research and Development activity is insignificant.