

39TH
ANNUAL REPORT



2018 - 2019

ADINATH TEXTILES LIMITED

BOARD OF DIRECTORS

Sh. Rajneesh Oswal	Chairman & Managing Director	(DIN : 00002668)
Sh. Vishal Oswal	Vice-Chairman & Managing Director	(DIN : 00002678)
Sh. Surinder Kumar Sekhri	Independent Director	(DIN : 00002601)
Sh. Ramesh Chander Juneja	Independent Director	(DIN : 07804729)
Mrs. Priya Begana	Independent Director	(DIN : 07706647)

CHIEF FINANCIAL OFFICER

Mr. Rajesh Kumar

COMPANY SECRETARY

Mr. Parminder Singh

STATUTORY AUDITORS :

M/s. Malhotra Manik & Associates
Chartered Accountants
Ludhiana.

SECRETARIAL AUDITORS :

M/s. P.S. Bathla & Associates
Ludhiana.

REGISTERED OFFICE & WORKS

CIN: L17115PB1979PLC003910
Village Bholapur, P.O. Sahabana
Chandigarh Road, Ludhiana - 141 123
Tel: +91-161-2685270, 9876100948
Email: atl@shreyansgroup.com
Website: www.adinathtextiles.com

OFFICES

- 5 A-C, Gopala Tower, 25, Rajendra Place, New Delhi- 110008.
TEL: +91-11-25818258-59, 25721042
EMAIL: sil.delhi@shreyansgroup.com
- 912, Hub Town, Viva Building, 9th Floor, Shankar Wadi, Western Express Highway, Jogeshwari (East) Mumbai- 400060.
TEL: +91-22-22851025, 22851708
EMAIL: sil.mumbai@shreyansgroup.com

CONTENTS	Page No.
NOTICE	5
DIRECTORS' REPORT.....	11
REPORT ON CORPORATE GOVERNANCE	29
INDEPENDENT AUDITOR'S REPORT.....	38
BALANCE SHEET	44
PROFIT & LOSS ACCOUNT.....	45
CASH FLOW STATEMENT	47
NOTES FORMING PART OF FINANCIAL STATEMENTS	48

Registrar & Transfer Agents

Skyline Financial Services (p) Limited
D-153/A, 1st Floor
Okhla Industrial Area, Phase - 1,
New Delhi - 110020
Tel.: 011 40450193-97
Email: admin@skylinerta.com

NOTICE

Notice is hereby given that the 39th Annual General Meeting of the members of the Company will be held on Friday, the 27th day of September, 2019 at 11:00 A.M. at the Registered Office of the Company at Village Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana 141 123 to transact the following business:

AS AN ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and the Auditors thereon.

2. To appoint a Director in place of Sh. Rajneesh Oswal (DIN: 00002668), who retires by rotation and being eligible offers himself for re-appointment.

AS SPECIAL BUSINESS:**ITEM NO. 3: RE-APPOINTMENT OF SH. SURINDER KUMAR SEKHRI (DIN 00002601) AS AN INDEPENDENT DIRECTOR**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sh. Surinder Kumar Sekhri (DIN 00002601), whose term as an Independent Director expires on 12th August, 2019, be and is hereby re-appointed as an Independent Director of the Company for another term of five years to hold the office from 13th August, 2019 upto 12th August, 2024, not liable to retire by rotation."

ITEM NO. 4: RE-APPOINTMENT OF SH. RAJNEESH OSWAL (DIN 00002668) AS CHAIRMAN & MANAGING DIRECTOR

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT consent of the members of the company be and is hereby accorded to the re-appointment Mr. Rajneesh Oswal (DIN: 00002668), as Chairman & Managing Director of the Company for a period of five years w.e.f. 1st July, 2019 to 30th June, 2024, without payment of remuneration, in accordance with provisions of sections 196 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V of the said Act including any statutory modification or re-enactment thereof, and set out in the agreement to be entered into between the Company and Mr. Rajneesh Oswal, draft of which is submitted to this meeting and the same is hereby specifically approved."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such act, deeds and things and to execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

ITEM NO. 5: TO INCREASE THE LIMITS FOR LOANS AND INVESTMENT BY THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 186(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and in terms of Articles of Association of the Company, the consent of the members of the company be and is hereby given to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate in excess of limits specified under section 186 of Companies Act, 2013 from time to time as may be considered appropriate, provided that the total loans or investments made, guarantees given, and securities provided shall not any time exceed Rs. 2 Crores (Rupees Two Crores) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such act, deeds and things and to execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

ITEM NO. 6: TO SELL, LEASE OR OTHERWISE DISPOSE OF IMMOVABLE AND/OR MOVABLE PROPERTIES OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013, the consent of the Company be and is hereby given, to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to lease, sell, transfer, convey, assign or otherwise dispose of Company's movable and/or immovable, tangible and/or intangible properties/assets and/or whole or substantially the whole of the undertaking(s) of the Company, to any person(s) and/or entity(ies) as may be

determined by the Board, for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby severally authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper, desirable or expedient to give effect to the aforesaid resolution.”

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.

2. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

3. Members/proxies are requested to bring their copy of Annual Report to the Meeting and bring in duly filled attendance slips enclosed herewith to attend the meeting. Shareholders/ Proxy holders are requested to produce at the entrance, duly filled and signed attendance slips for admission to the Meeting Hall.

Corporate members are required to send a certified copy of the Board Resolution to the Company, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the AGM.

4. The Register of Members and Share Transfer books of the Company shall remain closed from 21st September, 2019 to 27th September, 2019 (both days inclusive) for the purpose of Annual General Meeting of the Company.

5. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their question in writing to the Company, so as to reach the registered office of the Company at least 10 days before the date of the meeting so that information required may be made available at the time of the Meeting.

6. Copies of the Annual Report are being sent by electronic mode only to those members whose email addresses are registered with the company/depository participants(s) for communication purposes unless any members has requested for hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2019 are being sent

by the permitted mode.

7. Members are requested to :

- i. Quote their folio number/Client ID & DP-ID in all correspondence with the company.
- ii. Notify immediately to the company any change in their address/ mandate, if any.
- iii. Register their e-Mail id with the company or its Registrar or their depository participant to enable the company to send the notices and other reports through email.

8. Shares of the Company are available for De-Materialization under ISIN- INE207C01019. Members who have not opted for De-Materialization are requested to do so in their own interest.

9. Please note that the meeting is for members or their proxies only. Please avoid being accompanied by non members and children.

10. A remote e-voting facility for the members shall also be provided in terms of Section 108 of the Companies Act, 2013 and rules made there under and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise the right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on 23rd September, 2019 (09.00 A.M.) and ends on 26th September, 2019 (5.00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 20th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. 20th September, 2019 may obtain the login ID and password by sending a request at atl@shreyansgroup.com.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in De-mat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are holding shares in physical form or first time user in case holding shares in De-mat form, follow the steps given below:

For Members holding shares in Physical Form and Demat Form (First time user)	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number* in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	<p>Please enter the DOB or Dividend Bank Details in order to login.</p> <p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</p>

*Sequence number shall be as per separate sheet enclosed with the Annual Report.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in De-mat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the De-mat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the **EVSN 190806011** for the <Adinath Textiles Limited> to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If De-mat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. i-phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Shareholders and Custodians: Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
A scanned copy of the Registration Form bearing

the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com help section or write an email to helpdesk.evoting@cdslindia.com.

11. M/s P.S. Bathla & Associates, Company Secretaries in practice, Ludhiana have been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including the ballot forms). Based on the report received from the scrutinizer, the Company will submit details of the voting results within 48 hours of the conclusion of the Meeting to the stock exchange as required under Reg. 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The results declared alongwith the Scrutinizer's report will also be posted on the website of the Company www.adinathtextiles.com and on the website of CDSL at www.evotingindia.com.

**By order of the Board
For Adinath Textiles Limited**

Sd/-

Parminder Singh

Company Secretary

ACS 43115

Dated : 27th May, 2019

**Regd. Office: Village: Bholapur,
P.O. Sahabana, Chandigarh Road,
Ludhiana 141 123**

CIN: L17115PB1979PLC003910

Tel.: +91-161-2685270, 98761-00948

Email: atl@shreyansgroup.com

Website: www.adinathtextiles.com

**EXPLANATORY STATEMENT PURSUANT TO
SECTION 102 OF THE COMPANIES ACT, 2013**

ITEM NO. 3

The members of the Company in the Annual General Meeting held on 13th August, 2014, approved the appointment of Sh. Surinder Kumar Sekhri (DIN

00002601) as an Independent Director of the Company for a period of five years upto 12th August, 2019. In terms of the provisions of section 149(10), Sh. Surinder Kumar Sekhri is eligible for re-appointment as an Independent Director of the Company for another term of five years by passing special resolution in this regard.

In the opinion of the Board, Sh. Surinder Kumar Sekhri who is proposed to be re-appointed as an Independent Director of the Company fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Sh. Surinder Kumar Sekhri as an Independent Director.

Sh. Surinder Kumar Sekhri along with his relatives does not hold any shares in the Company and has no relationship with any other Director of the Company.

Sh. Surinder Kumar Sekhri will attain the age of 75 years during his tenure. As per the Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 the approval of the shareholders is required by way of a special resolution for continuing the Directorship of any non-executive Director who have attained the age of 75 years. The company, therefore, seeks the consent of members by way of special resolution for his re-appointment and continuation of his holding of office of Independent Director after attaining the age of 75 years during his term of re-appointment, not liable to retire by rotation, for a period of 5 years i.e. w.e.f. 13th August, 2019 to 12th August, 2024.

The Board recommends the Special resolution set forth at Item no. 3 of the Notice for the approval of the members.

NOTICE OF INTEREST

None of the directors and key managerial personnel/their relatives, except Sh. Surinder Kumar Sekhri, the appointee himself, is interested in the proposed resolution.

ITEM NO. 4

On the recommendations of the Nomination & Remuneration Committee and subject to the approval by the members of the Company, the Board of Directors at their meeting held on 27th May, 2019 have re-appointed Sh. Rajneesh Oswal as the Chairman & Managing Director of the Company for a further period of five years i.e. from 1st July, 2019 to 30th June, 2024. The Board of Directors has not proposed any remuneration for Sh. Rajneesh Oswal for holding the office of Chairman & Managing Director of the Company.

The re-appointment of Sh. Rajneesh Oswal shall be without remuneration. Further, no sitting fee shall be payable to Sh. Rajneesh Oswal during his tenure for attending any meeting of the Board or Committee thereof.

Sh. Rajneesh Oswal aged 52 years is the Chairman & Managing Director of the Company. He is a Commerce Graduate and has done Masters in Business Management. He has career spanning of over two and half decades in the field of industry and administration.

Sh. Rajneesh Oswal is Director (liable to retire by rotation) of the Company. He is also holding the Office of Chairman & Managing Director in Shreyans Industries Limited and Director in the following companies:

1. Adeep Investment Company
2. Virat Investment & Mercantile Company
3. Jagvallah Parasnath Capital Investments (P). Ltd.
4. Oasis Share Trading (P) Ltd.

A copy of the draft agreement for re-appointment of Sh. Rajneesh Oswal as Chairman & Managing Director, setting out the terms and conditions is available for inspection by members at registered office of the company during working hours.

The Board recommends the Special resolution set forth at Item no. 4 of the Notice for the approval of the members.

NOTICE OF INTEREST

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Sh. Rajneesh Oswal, the appointee himself and Sh. Vishal Oswal, being relative of Mr. Rajneesh Oswal, is interested in the proposed resolution.

ITEM NO. 5

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium

account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above prior approval of the Members is being sought for enhancing the said limits.

The Board recommends the Special resolution set forth at Item no. 5 of the Notice for the approval of the members.

NOTICE OF INTEREST

None of the Directors/Key Managerial Personnel of the Company/their relatives is interested in the proposed resolution.

ITEM NO. 6

Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company with the consent of members in the general meeting. As per the provisions of the said section an "undertaking" shall mean an undertaking in which the investment of the company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the company during the previous financial year; Accordingly, approval of the Members is being sought for selling, leasing, transferring, conveying, assigning or otherwise disposing of the Company's movable and/or immovable, tangible and/or intangible properties/assets, and/or whole or substantially the whole of the undertaking(s) in the best interest of the Company.

The Board recommends the Special resolution set forth at Item no. 6 of the Notice for the approval of the members.

NOTICE OF INTEREST

None of the Directors/Key Managerial Personnel of the Company/their relatives is interested in the proposed resolution.

Details of Directors seeking appointment/re-appointment at the Annual General Meeting
(Pursuant to Regulation 36(3) of the Listing Regulations)

Name of the Director	Sh. Rajneesh Oswal	Sh. Surinder Kumar Sekhri
DIN	00002668	00002601
Date of Birth	27.06.1966	05.05.1946
Date of Appointment on the Board	30.06.1989	29.06.2004
Qualification	MBA	CA
Relationship between Directors inter-se	Sh. Rajneesh Oswal and Sh. Vishal Oswal are real brothers.	---
Expertise in specific functional areas	Business Management	Finance
Directorship of other public limited companies	Shreyans Industries Ltd.	---
Memberships/ Chairmanships of committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Member-Stakeholder's Relationship Committee Shreyans Industries Ltd.	---
No. of Shares held in the Company	---	---

By order of the Board
For Adinath Textiles Limite
Sd/-
Parminder Singh
Company Secretary
ACS 43115

Dated : 27th May, 2019
Regd. Office: Village: Bholapur, P.O. Sahabana,
Chandigarh Road, Ludhiana 141 123
CIN: L17115PB1979PLC003994
Tel.: +91-161-2685270, 98761-00948
Email: atl@shreyansgroup.com
Website: www.shreyansgroup.com

DIRECTORS' REPORT

Your Directors are pleased to present the 39th Annual Report on the business and operations of the Company along with Audited Financial Statements for the year ended 31st March, 2019.

FINANCIAL RESULTS

Particulars	₹ in lakhs)	
	2018-19	2017-18
Income from Operations	74.47	120.73
Other Income	117.32	122.24
Profit/ (Loss) before interest & depreciation	(35.08)	(1.86)
Less Interest	5.83	8.20
Gross Profit/ (Loss)	(40.91)	(10.06)
Depreciation and amortization expense	20.54	19.12
Profit/ (Loss) Before Tax	(61.45)	(29.18)
Provision For Taxation (including deferred tax)	(15.86)	(7.54)
Net Profit/ (Loss) after Tax	(45.59)	(21.64)

CORPORATE REVIEW

During the year under consideration the income from operations of the company is ₹74.47 lakhs against ₹120.73 lakhs in the last Financial Year. Other Income of the company is ₹117.32 lakhs in comparison to ₹122.24 lakhs in previous year.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2019 was ₹681.44 lakhs. During the year under review, the Company has not issued/granted any shares, stock options or sweat equity shares.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

OTHER EQUITY

The Company does not propose to carry any amount to any reserves.

DIVIDEND

Due to absence of profits, your Directors are unable to recommend any dividend for the year under review.

DEPOSITS

During the year under review the company has not accepted any deposits within the meaning of section 73 of the Companies Act, 2013 and the rules made there under.

NUMBER OF MEETINGS HELD

The details of Board and Committee Meetings are given in the Corporate Governance Report.

DIRECTORS

In compliance with the provisions of Section 152 of the Companies Act, 2013 read with Articles of Association of the company, Sh. Rajneesh Oswal, Chairman & Managing Director will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, has offered himself for reappointment. The Board recommends his reappointment.

The first term of appointment of Sh. Surinder Kumar Sekhri, Independent Director of the Company is valid till 12th August, 2019. The Nomination & Remuneration Committee in its meeting held on 27th May, 2019 has recommended to the Board the re-appointment of Sh. Surinder Kumar Sekhri as an Independent Director for a second term. The Board of Directors in its meeting held on 27th May, 2019 has approved and recommended the re-appointment of Sh. Surinder Kumar Sekhri as an Independent Director for a second term of five years commencing from 13th August, 2019.

Sh. Rajneesh Oswal was re-appointed as Chairman & Managing Director of the Company for a period of five years which is valid till 30th June, 2019. The Nomination & Remuneration Committee in its meeting held on 27th May, 2019

has recommended to the Board the re-appointment of Sh. Rajneesh Oswal as Chairman & Managing Director. The Board of Directors in its meeting held on 27th May, 2019 has approved and recommended the re-appointment of Sh. Rajneesh Oswal as Chairman & Managing Director for a further period of five years commencing from 1st July, 2019.

All Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

BOARD EVALUATION

Pursuant to provisions of the Companies Act, 2013 and Listing Regulations, the Board has carried out an annual performance evaluation of its own performance and the performance of the individual Directors as well as the evaluation of the working of its committees. The manner in which the evaluation was carried out has been explained in the Corporate Governance.

KEY MANAGERIAL PERSONNEL

There was no change in the Key Managerial Personnel during the year under review.

REMUNERATION POLICY

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their Remuneration. The said policy has been uploaded on the website of the Company. The Key provisions of Nomination and Remuneration policy are appended as an **Annexure I** to the Board's report.

AUDIT COMMITTEE

The company has duly constituted Audit Committee, the scope of which is quite comprehensive and is in conformity with the provisions of the Companies Act, 2013 and Listing Regulations. The composition of the Audit Committee is given in Corporate Governance Report.

All the recommendations of the Audit Committee were accepted by the Board.

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has adopted the Whistle blower Policy/Vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the Company's Code of Conduct and Ethics. Such mechanism/policy is also uploaded on the website of the Company.

STATUTORY AUDITORS

The Company in its 37th Annual General Meeting had approved the appointment of M/s. Malhotra Manik & Associates, Chartered Accountants as statutory auditors of the Company to hold office till the conclusion of 42nd Annual General Meeting.

The report of the statutory auditors read with notes on accounts is self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remarks.

COST AUDIT

Cost audit for the financial year 2018-19 was not applicable to the Company hence no cost auditor was appointed for cost audit purposes.

SECRETARIAL AUDIT

M/s P. S. Bathla & Associates, Practising Company Secretaries, Ludhiana, were appointed to conduct the secretarial audit of the Company for the financial year 2018-19, as required under Section 204 of the Companies Act, 2013 and Rules made there under. The secretarial audit report for FY 2018-19 is appended as an **Annexure II** to the Board's report.

The Secretarial auditors' report for the year under review requires no comments.

The Board has re-appointed M/s P. S. Bathla & Associates, Practising Company Secretaries, Ludhiana as secretarial auditor of the Company for the financial year 2019-20.

RELATED PARTY TRANSACTIONS

There was no material contract or arrangement or transactions with Related Party as referred to in sub-section (1) of Section 188 of the Companies Act, 2013 during the year. Thus, disclosure in form AOC-2 is not required.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the

Companies Act, 2013, the rules there under and the Listing Regulations.

This Policy was considered and approved by the Board has been uploaded on the website of the Company at http://www.adinathtextiles.com/pdf/Related_Party_Transaction_Policy.pdf

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 (12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as an **Annexure III** and forms an integral part of this report.

EXTRACT OF ANNUAL RETURN

In accordance with Section 134(3) (a) of the Companies Act, 2013, an extract of the annual return in the prescribed format is appended as an **Annexure IV** to the Board's report.

INDUSTRIAL RELATIONS

The Company maintained healthy, cordial and harmonious industrial relations at all levels.

DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY

The Company has been addressing various risks through well defined risk management policy/procedures, which in the opinion of the Board may threaten the existence of the Company.

INTERNAL FINANCIAL CONTROL SYSTEMS

The Company has laid down adequate internal financial controls with reference to financial statements. During the year such controls were tested and no material weakness in their operating effectiveness was observed.

ASSOCIATES AND SUBSIDIARIES

The Company has no Associates & Subsidiaries as on March 31, 2019.

CORPORATE GOVERNANCE

As per the provisions of Listing Regulations, a separate Report on Corporate Governance practices followed by the Company together with a Certificate from the Practicing Company Secretary confirming compliance forms part of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

As required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 the particulars relating to conservation of energy, technology, absorption and foreign exchange earnings and outgo is appended as an Annexure V to the Board's Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There were no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, your Directors confirm that:

- (a) in the preparation of the annual accounts for the year ended 31st March, 2019, the applicable accounting standards have been followed and there has been no material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss account of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) 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.
- (f) 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.

GENERAL DISCLOSURES

The Company has already complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There were no complaints/cases reported with internal complaints committee formed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGMENTS

Your Directors wish to place on record their appreciation for the dedicated work and co-operation extended by all the employees. Your Directors also wish to record their gratitude to the shareholders, Customers and Suppliers for their valuable support.

**On Behalf of the Board
For Adinath Textiles Limited**

**Place : Ludhiana
Date : 27th May, 2019**

**Sd/-
Rajneesh Oswal
Chairman & Managing Director
(DIN : 00002668)**

Annexure I**NOMINATION AND REMUNERATION POLICY**

The Key provisions of the Nomination and Remuneration policy are given below:

The guiding principle is that the remuneration and the other terms of employment shall be competitive in order to ensure that the Company can attract and retain competent Executives.

The Nomination and Remuneration policy for executives reflects the remuneration philosophy and principles of the Adinath Textiles Limited. When determining the remuneration policy and arrangements for Executive Directors/KMP's, the Nomination and Remuneration Committee shall consider pay and employment conditions with peers / elsewhere in the competitive market to ensure that pay structures are appropriately aligned and that levels of remuneration remain appropriate in this context.

The Committee while designing the remuneration package considers the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate the person to ensure the quality required to run the company successfully.

The Nomination and Remuneration Committee while considering a remuneration package must ensure a balanced approach reflecting short and long term performance objectives appropriate to the working of the company and its goals.

The Committee shall consider that a successful remuneration policy must ensure that any increase in the remuneration package is linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders.

Nomination and Remuneration policy is guided by a common reward framework and set of principles and objectives as particularly envisaged under section 178 of the Companies Act 2013, inter alia principles pertaining to determining qualifications, positives attributes, integrity and independence etc.

Remuneration packages are designed to attract high-caliber executives in a competitive market and remunerate executives fairly and responsibly. The remuneration shall be competitive and based on the individual responsibilities and performance.

Remuneration is designed to motivate delivery of our key business strategies, create a strong performance-orientated environment and reward achievement of meaningful targets over the short- and long-term.

Executive remuneration shall be proposed by the Committee and subsequently approved by the Board of Directors. Executive remuneration is evaluated annually against performance and a benchmark of other companies, which in size and complexity are similar to Adinath Textiles Limited. Benchmark information is obtained from recognized compensation service consultancies/other relevant sources. In determining packages of remuneration, the Committee may consult with the Chairman/ Managing Director as appropriate.

Information on the total remuneration of members of the Company's Board of Directors and KMPs shall be disclosed in the Company's Annual Report.

The Company may grant any advance salary/loan to employees of the Company at concessional/NIL interest rates as it deems fit subject to tax laws.

The Board may delegate the appointment and remuneration powers in case of Sr. Management Personnel (except KMPs and Directors) to the Managing Director by way of Board Resolution.

The appointment letters of all Sr. Management Personnel, KMPs and Directors shall draw reference to the fact that the appointment and remuneration is in accordance with the Nomination and Remuneration Policy of the Company.

Annexure II

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019

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

To,

The Members,

Adinath Textiles Limited

Vill. Bholapur P O Sahabana

Chandigarh Road, Ludhiana-141123

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Adinath Textiles Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year 1st April, 2018 to 31st March, 2019 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:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s Adinath Textiles Limited** ("The Company") for the financial year ended on 31st March, 2019 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 thereunder;
- 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 Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable as the Company has not issued further capital during the financial year under review)
- (d) The Securities and Exchange Board of India ((Share Based Employee Benefits) Regulations, 2014 (Not Applicable as there was no event in this regard)
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable, as the Company has not issued Debt Securities during the Audit Period under review)
- (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; (Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial Year under review);
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the company as there was no event in this regard).
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable as the Company has not bought back/propose to buy-back any of its any of its securities during the financial year under review.)
- (VI) Textiles (Development and Regulation) Order, 2001
- I have also examined compliance with the applicable clauses of the following:
- Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI).
 - The SEBI Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015

I report that during the period under review the company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards etc. mentioned above.

2. I further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions at Board Meetings and Committee Meetings have been carried out unanimously as recorded in the minutes of the meetings of Board of Directors and Committee of the Board, as case may be.

I further report that based on the information received and records maintained 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.

**For PS Bathla & Associates
Company Secretaries**

(P. S. Bathla)

FCS No. 4391

C.P No. 2585

Place : Ludhiana

Date : 27th May, 2019

Note: This Report is to be read with my Letter of even date which is annexed as Annexure A and forms an integral part of this report.

'Annexure A'

To,
The Members,
Adinath Textiles Limited
Vill. Bhoapur P O Sahabana
Chandigarh Road, Ludhiana-141123

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate 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.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For P S Bathla & Associates
Company Secretaries
(P. S. Bathla)
FCS No. 4391
C.P No. 2585**

**Place : Ludhiana
Date : 27th May, 2019**

Annexure III

REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES

The information required pursuant to Section 197 read with Rule 5 (1) and (2) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is furnished hereunder:

1 (i)

Name of the Director/KMP and Designation	Remuneration in Fiscal 2018-19 ₹ in lakhs	% Increase in remuneration from previous year	Ratio of Remuneration to MRE#
Rajneesh Oswal (Chairman & Managing Director)	6.00	—	8.82
Vishal Oswal (Vice-Chairman & Managing Director)	6.00	—	8.82
Rajesh Kumar (Chief Financial Officer)	4.78	6.70	7.03
Parminder Singh (Company Secretary)	3.67	13.15	5.40

Note: For this purpose, sitting fees paid to the Directors have not been considered as remuneration.

#MRE-Median Remuneration of Employee based on annualized salary.

- (ii) The median remuneration of employees of the Company during the financial year was ₹ 0.68 lakhs p.a;
- (iii) In the financial year, there was a increase of 1.75 % in the median remuneration of employees;
- (iv) There were 60 permanent employees on the rolls of the Company as on March 31, 2019;
- (v) Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year i.e 2018-19 was 0.69 % whereas the percentile increase in the KMPs remuneration for the same financial year was 3.68%.

2 Details of top ten employees in terms of remuneration:

Name of Employee	Designation of the employee	Remuneration received* ₹ in lakhs	Qualifications	Experience (No. of Years)	Date of Commencement of employment	Age (years)	The last employment held by such employee before joining the Company	%age of equity shares held by the employee in the Company	Whether relative of any Director or Manager of the Company
Ashok Kumar Kundra	Manager (Pers.)	5.30	Graduate & Diploma in Personnel Management	46	01-04-2005	67	Vardhman Group	---	---
Rajesh Kumar	CFO	4.78	B.Com	27	01-04-2008	49	Shreyans Industries Ltd.	---	---
Krishan Kumar	Asstt. Manager (EDP)	3.95	B.Com & PGDCA	29	05-04-2013	53	Surindera Cycles Ltd.	---	---
Dinesh Kumar	Time Office Incharge	3.37	Graduate	31	01-04-2005	53	Dext Lal Indla Pvt. Ltd.	---	---
Mithun Lal	Asstt. Electrical Engineer	4.04	Matric	29	01-08-2014	47	---	---	---
Parminder Singh	Company Secretary	3.67	B.Com & ACS	9	01-08-2014	30	GobInd Cycles Pvt. Ltd.	---	---
Karun Kumar Sood	Asstt. Accountant	2.52	BCA	4	01-06-2016	32	Panorma Chemicals	---	---
Gurmail Singh	Security Inspector	2.18	Matric	24	01-04-2005	65	Ex. Service Man (Army)	---	---
Bhuwan Singh	Security Inspector	1.91	Matric	18	25-08-2015	39	Oswal FM Hammerle Textiles Ltd.	---	---
Ravi Kant	Senior Asstt.	1.86	Matric	29	01-01-2015	49	---	---	---

Employed throughout the year and were in receipt of remuneration at the rate of not less than ₹102,00,000/- per annum: NIL

Employed for a part of the financial year and separated, were in receipt of remuneration at the rate of not less than ₹ 8,50,000/- per month: NIL

**Annexure IV
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2019

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

1	CIN	L17115PB1979PLC003910
2	Registration Date	16/01/1979
3	Name of the Company	ADINATH TEXTILES LIMITED
4	Category/Sub-category of the Company	Company having share capital
5	Address of the Registered office & contact details	Village Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana 141 123. Tel.: 161-2685270, 98761-00948 Email: atl@shreyansgroup.com Web: www.adinathtextiles.com

6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Private Limited, D-153 A, 1st Floor, Okhla Industrial Area, Phase- I, New Delhi-110 020. Tel.: 011 40450193-97 Email: info@skylinerta.com Web: www.skylinerta.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
	JOB WORK		

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
	The Company has no holding, subsidiary and associate company.				

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	11700	---	11700	0.17	11700	---	11700	0.17	---
b) Central Govt	---	---	---	---	---	---	---	---	---
c) State Govt(s)	---	---	---	---	---	---	---	---	---
d) Bodies Corp.	2936500	---	2936500	43.09	2956189	---	2956189	43.38	0.29
e) Banks / FI	---	---	---	---	---	---	---	---	---
Sub Total (A) (1):	2948200	---	2948200	43.26	2967889	---	2967889	43.55	0.29
(2) Foreign									
a) NRIs- Individuals	---	---	---	---	---	---	---	---	---

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b) Other- Individuals	---	---	---	---	---	---	---	---	---
c) Bodies Corporate	---	---	---	---	---	---	---	---	---
d) Banks / FI	---	---	---	---	---	---	---	---	---
e) Any Other....	---	---	---	---	---	---	---	---	---
Sub Total (A) (2)	---	---	---	---	---	---	---	---	---
Total Shareholding of Promoter (A)= (A)(1)+(A)(1)	2948200	---	2948200	43.26	2967889	---	2967889	43.55	0.29
B. Public Shareholding									
1. Institutions	---	---	---	---	---	---	---	---	---
a) Mutual Funds	---	---	---	---	---	---	---	---	---
b) Banks / FI	600	---	600	0.01	600	---	600	0.01	---
c) Central Govt	---	---	---	---	---	---	---	---	---
d) State Govt(s)	---	---	---	---	---	---	---	---	---
e) Venture Capital Funds	---	---	---	---	---	---	---	---	---
f) Insurance Companies	---	---	---	---	---	---	---	---	---
g) FIs	---	---	---	---	---	---	---	---	---
h) Foreign Venture Capital Funds	---	---	---	---	---	---	---	---	---
i) Others (specify)	---	---	---	---	---	---	---	---	---
Sub-total (B)(1) :-	600	---	600	0.01	600	---	600	0.01	---
2. Non- Institutions									
a) Bodies Corp.	25032	73690	98722	1.45	22131	73590	95721	1.40	-0.05
b) Individuals	---	---	---	---	---	---	---	---	---
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	810748	2658960	3469708	50.92	845975	2608505	3454480	50.69	-0.22
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	175425	---	175425	2.57	175425	---	175425	2.57	---
c) Others (specify)	---	---	---	---	---	---	---	---	---
Non Resident Indians	17245	85500	102745	1.51	19195	82800	101995	1.50	-0.01
Trusts	300	---	300	---	300	---	300	---	---
HUF	17050	1600	18650	0.27	16340	1600	17940	0.26	-0.01
Clearing members/house	---	---	---	---	---	---	---	---	---

Sub-total (B)(2) :-	1045800	2819750	3865550	56.73	1079366	2766495	3845861	56.44	-0.29
Total Public Shareholding (B)=(B)(1) + (B)(2)	1046400	2819750	3866150	56.74	1079966	2766495	3846461	56.45	-0.29
C. Shares held by Custodian for GDRs & ADRs	---	---	---	---	---	---	---	---	---
Grand Total(A+B+C)	3994600	2819750	6814350	100.00	4047855	2766495	6814350	100.00	---

B) Shareholding of Promoters

SN	Shareholder's Name	No. of Shares held at the beginning of the year [As on 31-March-2018]			No. of Shares held at the end of the year [As on 31-March-2019]			% Change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Nirmal K. Oswal	2000	0.03	---	2000	0.03	---	---
2	Kunal Oswal	5400	0.08	---	5400	0.08	---	---
3	Vishal Oswal	4300	0.06	---	4300	0.06	---	---
4	Shreyans Industries Limited	1280000	18.78	---	1280000	18.78	---	---
5	Ojasvi Investment & Mercantile Company	429920	6.31	---	429920	6.31	---	---
6	Adeep Investment Company	175600	2.58	---	175600	2.58	---	---
7	Achin Investment & Mercantile Company	387710	5.69	---	387710	5.69	---	---
8	Levina Investment & Mercantile Company	411150	6.03	---	411150	6.03	---	---
9	Virat Investment & Mercantile Company	95840	1.41	---	95840	1.41	---	---
10	Shreyans Financial & Capital Services Ltd.	89000	1.31	---	89000	1.31	---	---
11	Jagvallah Parasnath Capital Investment (P) Ltd.	14700	0.22	---	14700	0.22	---	---
12	Noble Share Trading (P) Ltd.	200	---	---	200	---	---	---
13	Limelite Consultants Pvt. Ltd.	52380	0.77	---	72069	1.06	---	0.29
	TOTAL	2948200	43.26	---	2967889	43.55	---	0.29

C) Change in Promoters' Shareholding:

SN	Shareholder's Name	No. of Shares held at the beginning of the year [As on 31-March-2018]			No. of Shares held at the end of the year [As on 31-March-2019]			% Change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Nirmal K. Oswal	2000	0.03	---	2000	0.03	---	---
2	Kunal Oswal	5400	0.08	---	5400	0.08	---	---
3	Vishal Oswal	4300	0.06	---	4300	0.06	---	---
4	Shreyans Industries Limited	1280000	18.78	---	1280000	18.78	---	---
5	Ojasvi Investment & Mercantile Company	429920	6.31	---	429920	6.31	---	---
6	Adeep Investment Company	175600	2.58	---	175600	2.58	---	---
7	Achin Investment & Mercantile Company	387710	5.69	---	387710	5.69	---	---
8	Levina Investment & Mercantile Company	411150	6.03	---	411150	6.03	---	---
9	Virat Investment & Mercantile Company	95840	1.41	---	95840	1.41	---	---
10	Shreyans Financial & Capital Services Ltd.	89000	1.31	---	89000	1.31	---	---
11	Jagvallah Parasnath Capital Investment (P) Ltd.	14700	0.22	---	14700	0.22	---	---
12	Noble Share Trading (P) Ltd.	200	---	---	200	---	---	---
13	Limelite Consultants Pvt. Ltd.	52380	0.77	---	72069	1.06	---	0.29
	TOTAL	2948200	43.26	---	2967889	43.55	---	0.29

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2018]		No. of Shares held at the end of the year [As on 31-March-2019]		% Change in shareholding during the year
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	
1	Mahendra GirdhariLal	96638	1.42	96638	1.42	---
2	Vinod Chandra MansukhLal Parekh	38100	0.56	38100	0.56	---
3	Dugar Securities Limited	29250	0.43	29250	0.43	---
4	Aema Investments Pvt. Ltd.	22710	0.33	22710	0.33	---
5	Neeta Jain	16000	0.23	16000	0.23	---
6	SBI Capital Markets Limited	14700	0.22	14700	0.22	---

7	Uma Sharma	13487	0.20	13487	0.20	---
8	Chirag Kirtilal Shah	11200	0.16	11200	0.16	---
9	Harish Kumar Singhvi	9688	0.14	9688	0.14	---
10	Indra Kumar Bagri	8700	0.13	8700	0.13	---

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
	Directors				
1	Rajneesh Oswal				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer / bonus/ sweat equity etc.):	---	---	---	---
	At the end of the year	NIL	NIL	NIL	NIL
2	Vishal Oswal				
	At the beginning of the year	4300	0.06	4300	0.06
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer / bonus/ sweat equity etc.):	---	---	---	---
	At the end of the year	4300	0.06	4300	0.06
3	Ramesh Chander Juneja				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer / bonus/ sweat equity etc.):	---	---	---	---
	At the end of the year	NIL	NIL	NIL	NIL
4	Surinder Kumar Sekhri				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer / bonus/ sweat equity etc.):	---	---	---	---
	At the end of the year	NIL	NIL	NIL	NIL
5	Priya Begana				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer / bonus/ sweat equity etc.):	---	---	---	---
	At the end of the year	NIL	NIL	NIL	NIL

Key Managerial Personnel					
1	Mr. Parminder Singh (Company Secretary)				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer / bonus/ sweat equity etc.):	---	---	---	---
	At the end of the year	NIL	NIL	NIL	NIL
2	Mr. Rajesh Kumar (CFO)				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer / bonus/ sweat equity etc.):	---	---	---	---
	At the end of the year	NIL	NIL	NIL	NIL

V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment. (₹ in lakhs)

	Secured Loans excluding deposits Term Loans	Secured Loans Workin Capital	Un-secured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year					
i) Principal Amount			60.00		60.00
ii) Interest due but not paid			---		---
iii) Interest accrued but not due			---		---
Total (i+ii+iii)	---	---	60.00	---	60.00
Change in Indebtedness during the financial year*					
* Addition			---		---
* Reduction			---		---
Net Change	---	---	---	---	---
Indebtedness at the end of the financial year					
i) Principal Amount			60.00		60.00
ii) Interest due but not paid			---		---
iii) Interest accrued but not due			---		---
Total (i+ii+iii)	---	---	60.00	---	60.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount in ₹)

SN.	Particulars of Remuneration	Name of MD/WTD / Manager		Total Amount
		Rajneesh Oswal Chairman & Managing Director	Vishal Oswal Vice-Chairman & Managing Director	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,00,000	6,00,000	12,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	---	---	---
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	---	---	---
2	Stock Option	---	---	---
3	Sweat Equity	---	---	---
4	Commission - as % of profit - others, specify...	---	---	---
5	Others, please specify	---	---	---
	Total (A)	6,00,000	6,00,000	12,00,000
	Ceiling as per the Act	The remuneration paid to Executive Directors is within the limits prescribed under Companies Act, 2013.		

B. Remuneration to other directors

(Amount in ₹)

SN.	Particulars of Remuneration	Name of Directors			Total Amount
		S. K. Sekhri	Priya Begana	R.C Juneja	
1	Independent Directors				
	Fee for attending board committee meetings	1,500	30,000	3,000	34,500
	Commission	---	---	---	---
	Others, please specify	---	---	---	---
	Total (1)	1,500	30,000	3,000	34,500
	Other Non-Executive Directors				
	Fee for attending board committee meetings				
	Commission				
2	Others, please specify				
	Total (2)				
	Total (B)=(1+2)	1,500	30,000	3,000	34,500
	Total Managerial Remuneration (A + B)				12,34,500
	Overall Ceiling as per the Act	The sitting fees paid to Non Executive Directors is within the limits prescribed under Companies Act, 2013.			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD (₹ in lakhs)

SN.	Particulars of Remuneration	Key Managerial Personnel		
		CFO: Rajesh Kumar	CS: Parminder Singh	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4.78	3.67	8.45
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	---	---	---
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	---	---	---
	Stock Option	---	---	---
2	Sweat Equity	---	---	---
3	Commission	---	---	---
4	- as % of profit	---	---	---
	others, specify...	---	---	---
5	Others, please specify	---	---	---
	Total	4.78	3.67	8.45

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

Annexure V

INFORMATION UNDER SECTION 134 (3) (m) OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE REPORT OF THE BOARD OF DIRECTORS CONSERVATION OF ENERGY

A) Energy Conservation is an ongoing process in the Company. The Company continued its efforts to improve energy usage efficiencies and increase the share of renewable energy. Various key performance indicators like specific energy (energy consumed per unit of production), specific energy costs and renewable energy contributions were continuously tracked to monitor alignment with the Company's overall sustainability approach.

(i) Steps taken or impact on conservation of energy:

- a) Improvement in energy usage efficiency in lighting systems by installation of more efficient lighting solutions such as Light Emitting Diodes.
- b) Installation of Capacitors to maintain power factor for efficient use of power.

(ii) Steps taken for utilizing alternate sources of energy:

The Company is exploring potential of using alternate source of energy, which may be considered implementation in future.

(iii) Capital investment on energy conservation equipment during the year: NIL**B) TECHNOLOGY ABSORPTION**

Your company is keeping a close eye on the new product development and upgradation of technology in existing products. Upgradation in various areas of plant and machinery is continuously carried out.

(i) Efforts made towards technology absorption: NIL**ii) Benefits derived: NIL****iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): N.A.**

- a. Details of Technology: N.A.
- b. Year of Import: N.A.
- c. whether the technology has been fully absorbed: N.A.
- d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof – N.A.

iv) Expenditure incurred on Research and Development: NIL**C) FOREIGN EXCHANGE EARNING AND OUTGO: NIL**

MANAGEMENT DISCUSSIONS AND ANALYSIS**OVERVIEW OF INDUSTRY**

The company primarily operates in spinning of worsted and spun yarn. The company has manufacturing set up base in Ludhiana in the state of Punjab and Corporate Office is located in Ludhiana in Punjab. Presently the company has devoted major part of its production capacity to Job works. In addition company has taken up the trading activities to avail of the available opportunities.

OPPORTUNITY, RISK AND CONCERN

The company is dependent upon the orders for the job work for its manufacturing facilities. Ludhiana being a hosiery cluster, company does not foresee any problem for its activities. Further management feels that the opportunity for the company lies in increasing the income in trading activities of textile goods. Your company is actively working for these opportunities.

SEGMENTWISE- PRODUCTWISE PERFORMANCE

The company has only one segment i.e. manufacturing and sale/trading of Acrylic and worsted yarn.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has a proper and adequate internal control system to safeguard and protect against loss from unauthorized use or disposition and to ensure that all transactions are authorized, recorded correctly and adequately. Internal control is designed to ensure that financial and other records are reliable for preparing financial information and for maintaining accountability of assets.

The internal audit report, plans, significant audit findings and compliance with accounting standards is in turn reviewed by the Company's Audit Committee to ensure proper audit coverage and adequate consideration along with execution of the auditors' recommendations.

FINANCIAL STATEMENT

Financial statements of the company have been prepared in compliance with the requirements of the Companies Act, 2013 and Indian accounting standard. The management of the Company accepts responsibility for the integrity and objectivity of these financial statements, as well as various estimates and judgments used therein.

However, any unforeseen and uncontrollable external factors may alter these judgments.

HUMAN RESOURCE DEVELOPMENT AND**INDUSTRIAL RELATIONS**

The human resources development function of the Company is guided by a strong set of values and policies. Your company maintains a work environment that is free from any harassment.

REPORT ON CORPORATE GOVERNANCE

1. Company's philosophy of Corporate Governance

The Company is in compliance with requirements of the guidelines on corporate governance stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The status with regard to the various aspects of the corporate governance is given below.

The company has laid down a code of conduct for all its Board Members and senior management personnel for avoidance of conflicts of interests. Company has received the necessary declaration affirming compliance with the code of conduct for the year 2018-19.

2. Board of Directors**(a) Composition:**

The Company has an Executive Chairman and the number of independent directors is not less than half of the total strength of the Board. The Company has complied with the requirements of listing regulations in respect of composition of Board of Directors. None of the independent directors have any pecuniary relationship (except sitting fee) or transactions with the Company.

(b) Attendance of each Director at the Board Meetings and the last Annual General Meeting (AGM):

Name of the Director	DIN	Category of Directorship	No. of Board Meetings attended	Attendance at the last AGM
Rajneesh Oswal Chairman & Managing Director	00002668	Promoter & Executive Director	4	Yes
Vishal Oswal Vice-Chairman & Managing Director	00002678	Promoter & Executive Director	3	Yes
Surinder Kumar Sekhri	00002601	Non Executive (Independent)	2	Yes
Ramesh Chander Juneja	07804729	Non Executive (Independent)	4	Yes
Priya Begana	07706647	Non Executive (Independent)	4	Yes

(c) Number of other Companies or Committees the Director of the Company is a Director/Member/Chairman: -

Name of the Director	No. of Directorships in all public companies#	Membership of the Board Committees in all Public Companies##	Chairmanship of the Board Committees in all Public Companies**	Directorship in other listed entity and category
Rajneesh Oswal	2	2	---	Shreyans Industries Limited (Chairman & Managing Director)
Vishal Oswal	2	2	---	Shreyans Industries Limited (Vice-Chairman & Managing Director)
Surinder Kumar Sekhri	1	---	1	---
Ramesh Chander Juneja	2	2	2	Shreyans Financial & Capital Services Ltd. (Independent Director)
Priya Begana	2	3	1	Shreyans Financial & Capital Services Ltd. (Independent Director)

#including Adinath Textiles Ltd. and excluding private limited companies, foreign companies, unlimited liability companies and Companies under Section 8 of the Companies Act, 2013.

##Board committee for this purpose includes Audit Committee and Stakeholder's Relationship Committee (including committees of Adinath Textiles Limited).

(d) Four Board Meetings were held during the financial year 2018-19 on 28th May, 2018, 14th August, 2018, 2nd November, 2018 and 12th February, 2019.

(e) The Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company which are currently available with the Board:

Business Dynamics	Understanding of business dynamics, across various markets, industry verticals and regulatory jurisdictions.
Strategy and Planning	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.
Governance	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.

(f) The Board of Directors hereby confirms that in its opinion, the Independent Directors of the Company fulfill the conditions as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations and are independent of the management.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, a system has been put in place to carry out performance evaluation of the Board, its Committees and individual directors. An appraisal format has been devised covering various aspects of the Board's functioning such as adequacy of composition of the board and its committees, board process, culture and accountability etc. Similarly, a separate format is also formulated for carrying out evaluation of the performance of individual Directors including the Chairman of the Board, which inter-alia include parameters such as level of engagement and contribution, understanding of industry and global trends, and independence of judgment etc.

Board Familiarization Programme

At the time of appointing a Director, a formal letter of appointment is given to him/her, which inter alia explains the role, functions, duties and responsibilities expected from him/her as a Director of the Company. The Director is also explained in detail the compliance required from him/her under the Companies Act, 2013, Listing Regulations and other relevant regulations.

The above initiatives help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him/her to effectively fulfill his/her role as Director of the Company. The details of familiarization programmes have been posted on the website of the Company at www.adinathtextiles.com.

3. Audit Committee

i. Terms of Reference:

Company has constituted Audit Committee in compliance with the provisions of the Companies Act, 2013 and Listing Regulations. The committee's terms and reference, authority and powers are in conformity with the requirements of the Companies Act, 2013 and Listing Regulations. All financial statements are reviewed by the Audit Committee before submission to the Board.

ii. Composition, Name of Members and Chairperson

Name of Member	Designation	Meetings Attended
Surinder Kumar Sekhri	Chairman	2
Ramesh Chander Juneja	Member	4
Priya Begana	Member	4

iii. Four Audit Committee Meetings were held during the financial year 2018-19 on 28th May, 2018, 14th August, 2018, 2nd November, 2018 and 12th February, 2019.

4. Nomination and Remuneration Committee**i. Terms of Reference:**

The terms of reference of this Committee are wide enough covering the matters specified under the Listing Regulations and the Companies Act, 2013.

ii. Composition, Name of Members and Chairperson

Two Meeting of the Nomination and Remuneration Committee was held during the Financial Year 2018-19 on 28th May, 2018, 12th February, 2019

Name of Member	Designation	Meetings Held	Meetings Attended
Surinder Kumar Sekhri	Chairman	2	2
Ramesh Chander Juneja	Member	2	2
Priya Begana	Member	2	2

iii. Nomination and Remuneration Policy

The Nomination and Remuneration policy of the Company is designed to attract, motivate and retain manpower in competitive market. The Key provisions of such policy are given in Board's Report.

iv. Remuneration of Directors**Executive Directors**

(Amount in ₹)

Name and Designation	Basic Salary	Provident Fund	Other Benefits	Total
Rajneesh Oswal Chairman & Managing Director	6,00,000	—	—	6,00,000
Vishal Oswal Vice-Chairman & Managing Director	6,00,000	—	—	6,00,000

Non- Executive Directors

The Non Executive Directors are paid the sitting fee and/or reimbursement of out of pocket expenses incurred by them for attending the meeting of Board. The sitting fee amount is within the limits prescribed under the Companies Act, 2013 and rules made there under. No other payment is made to any of the Non executive Director. No stock option has been given to any of the Directors, including Executive Directors.

(Amount in ₹)

Name of Member	Category	Sitting Fees for Board Meeting
Surinder Kumar Sekhri	Independent Director	1,500
Ramesh Chander Juneja	Independent Director	3,000
Priya Begana	Independent Director	30,000

5. Stakeholders Relationship Committee

The Board has formed an investors' Grievance Committee named as Stakeholder's Relationship Committee to specifically look into the redressal of investors' complaint like transfer of shares, non receipt of balance sheet or non receipt of credit of shares into the Demat account etc. The committee also approves issue of duplicate share certificate(s) and oversees and reviews all matters connected with the share transfer.

I. Composition

Name of Member	Designation	Meetings Held	Meetings Attended
Ramesh Chander Juneja	Chairman	2	2
Rajneesh Oswal	Member	2	2
Priya Begana	Member	2	2
Vishal Oswal*	Member	2	1

*Member w.e.f. 2nd November, 2018

ii. Mr. Parminder Singh, Company Secretary is the Compliance Officer of the Company. The company has designated the email id atl@shreyansgroup.com for the purpose of registering complaints by investors electronically. The email id is displayed on the company's website.

iii. The details regarding the investor's complaints are as under:

Particulars	No. of Complaints	Particulars	No. of Complaints
Pending as on 01-04-2018	0	Resolved during the year	3
Received during the year	3	Pending as on 31-03-2019	0

6. Independent Directors Meeting

During the year, the Independent Directors met on 12th February, 2019 to:

- ♦ Review the performance of Non-Independent Directors and the Board as a whole.
- ♦ Review the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors.
- ♦ Evaluate the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

7. General Body Meetings

(I) Location and time where last three Annual General Meetings were held and details of special resolution(s) passed:

Financial Year	Date of A.G.M	Time	Venue	No. of Special Resolutions Passed
2017 - 2018	28th Sept., 2018	3.00 P.M.	Regd. Office of the Company at Vill. Bholapur, P.O. Shabana, Chandigarh Road, Ludhiana- 141123	---
2016 - 2017	28th Sep, 2017	11.00 A.M.	---Do---	2
2015 - 2016	29th Sep, 2016	11.00 A.M.	---Do---	1

(ii) Postal Ballot

During the year under review, no resolution was passed through Postal Ballot. Further, no resolution is proposed to be passed through postal ballot.

8. Disclosures

- i. The details of related party transactions, if any, are placed before Audit Committee and these are disclosed in the Notes on Account to the Balance Sheet. For the year 2018-19, there was no transaction of material nature with related parties.
- ii. There are no pecuniary relationships (except sitting fees) or transactions of non executive directors vis-à-vis Company that have a potential conflict with the interests of the company.
- iii. The company has complied with requirements of the stock exchange as well as the Regulations and Guidelines prescribed by the Securities & Exchange Board of India. There were no penalties or strictures imposed on the company by Stock Exchange or SEBI, any statutory authority on any matter related to capital markets during last three years.

Company has paid up to date Listing Fees to the Bombay Stock Exchange.

- iv. The company has complied with all mandatory requirements of listing regulations on corporate governance.
- v. As on 31st March, 2019 none of the non-executive directors, is holding any equity shares of the company.
- vi. The company has a Whistle Blower Policy in place and it has not denied access to any personnel to approach the Management or the Audit Committee on any issue.
- vii. Sh. Rajneesh Oswal, Chairman & Managing Director and Sh. Vishal Oswal, Vice-Chairman & Managing Director are real brothers. No other director of the company is having any relationship with each other.

9. Means of Communication

i	Quarterly Results	Published in the newspapers every quarter
ii	Newspapers wherein results normally published	The Financial Express and Desh Sewak
iii	Any website, where results are displayed	www.adinathtextiles.com
iv	Whether it also displays official news releases	No
v	The presentations made to Institutional Investors or to the Analysts	No

SCORES (Sebi Complaints Redressal System): The Investor Complaints are processed in a centralized web based complaints redressal system on www.scores.gov.in, a website maintained by SEBI (Securities and Exchange Board of India). The main feature of this system is central database of all complaints, online upload of action taken reports (ATR's) by the concerned companies and online view by investors of action taken on complaints and its current status. The Company had dispose of all the pending complaints filed through scores.

Online Filing: Periodical compliance filings like shareholding pattern, corporate governance report, announcements, corporate actions etc. have been filed electronically on BSE –Corporate Compliance & Listing Centre.

10. General Share Holders Information

(i) **Annual General Meeting:**

Date & Time: Friday, the 27th day of September, 2019 at 11.00 A.M.

Place: Regd. office of the Company at Vill. Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana -141 123.

(ii) **Financial Year:** The company's Financial Year starts from 1st April every year and conclude on 31st March, next year.

(iii) **Book Closure:** Saturday, the 21st day of September, 2019 to Friday, the 27th day of September 2019 (both days inclusive).

(iv) Company has not declared any dividend during the year 2018-19.

(v) **Listing Details:** The Equity shares of the Company are listed on Bombay Stock Exchange, Phirozee Jeejeebhoy Towers, 25th floor, Dalal street, Mumbai-400001 Stock Code (BSE): 514113

(vi) **Depositories for Equity Shares:** National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL)

ISIN No. for the Companies Equity Shares: INE207C01019

(vii) **Registrar and Share Transfer Agent.**

The details of Registrar & Transfer Agents areas under

Name : Skyline Financial Services (P) Ltd.
 Address : D-153/A 1st Floor, Okhla Industrial Area, Phase-1 New Delhi-11 0020
 Phone No. : 011-40450193-97
 Fax No. : 011-26812682
 Contact Person : Mr. Subhash Aggarwal, Director / Mr. Virender Rana, Vice-President.

(viii) Distribution of Equity share capital as on 31.03.2019
Nominal Value of Each Share: Rs.10

SHARE HOLDING NOMINAL VALUE (in Rs.)		NO. OF SHARE HOLDERS	PERCENTAGE OF TOTAL NUMBERS	SHARE HOLDING AMOUNT (in Rs.)	PERCENTAGE OF TOTAL AMOUNT
From	To				
Up To 5,000		22012	97.04	27710000	40.66
5,001	10,000	429	1.89	3385300	4.97
10,001	20,000	146	0.64	2059930	3.02
20,001	30,000	40	0.18	992560	1.46
30,001	40,000	16	0.07	564190	0.83
40,001	50,000	10	0.04	462000	0.68
50,001	1,00,000	15	0.07	988780	1.45
1,00,000 and Above		17	0.07	31980740	46.93
TOTAL		22685	100	68143500	100

* The distribution is after excluding the shares forfeited but not re-allotted.

(ix) As on 31.03.2019, 59.40% of the total paid up capital of the company is held with depositories in dematerialized form.

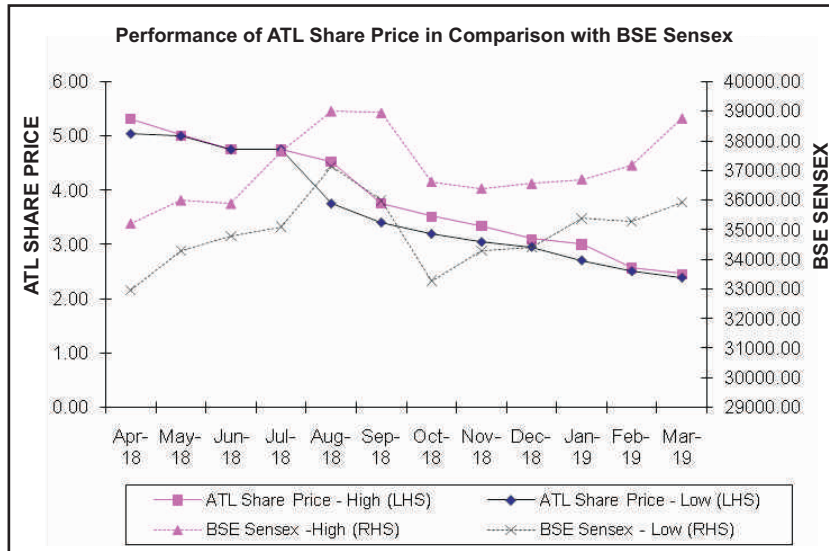
(x) Share Transfer System:

The company's shares are in compulsory dematerialized list and are transferable through depository system. Shares in physical form are processed and approved by M/s Skyline Financial Services Pvt. Ltd., the Registrar and Transfer Agents and approved/taken note of by the Stakeholder's Relationship Committee. The physical share transfers are generally processed within a period of 15 days from the date of receipt of transfer documents by M/s Skyline Financial Services Pvt. Ltd.

Shareholders who hold shares in the physical form and wish to make Change/ nomination in respect of their shares in the company, as permitted under Companies Act, 2013 may submit the same to Registrars & Transfer Agents of the company in the prescribed Form.

(xi) Market Price data: The monthly high and low stock quotations for the shares of the company during the last financial year at BSE are given below along with comparison to broad based BSE Sensex:

Month & Year	ATL Share Price		BSE Sensex	
	High	Low	High	Low
Apr-18	5.30	5.04	35213.30	32972.56
May-18	5.00	5.00	35993.53	34302.89
Jun-18	4.75	4.75	35877.41	34784.68
Jul-18	4.75	4.75	37644.59	35106.57
Aug-18	4.52	3.75	38989.65	37128.99
Sep-18	3.75	3.40	38934.35	35985.63
Oct-18	3.51	3.19	36616.64	33291.58
Nov-18	3.34	3.04	36389.22	34303.38
Dec-18	3.10	2.95	36554.99	34426.29
Jan-19	3.00	2.70	36701.03	35375.51
Feb-19	2.57	2.50	37172.18	35287.16
Mar-19	2.46	2.38	38748.54	35926.94



- (xii) The Company has not issued any GDR's / ADR's and there are no warrants or any convertible warrants.
- (xiii) Location of Plant:
Adinath Textiles Ltd., Vill. Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana (Punjab) 141 123
- (xiv) Address for Correspondence:
Adinath Textiles Limited, Vill. Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana (India) -141 123
Ph. (0161) 2685270, 9876100948, Email: atl@shreyansgroup.com, Website: www.adinathtextiles.com

12. OTHER DISCLOSURES

- The company is not dealing in commodity and hence disclosure relating to commodity price risks and commodity hedging activities is not applicable.
- There is no Non- Compliance of any requirement of Corporate Governance Report of Sub para (2) to (10) of Part C of Schedule V of the Listing Regulations.

The Company has complied with all the applicable corporate governance requirements specified in regulation 17 to 27 with schedule II and V of the Listing Regulations.

DECLARATION BY THE MANAGING DIRECTOR UNDER REGULATIONS 26(3) OF THE LISTING REGULATIONS

To,
The Members,
Adinath textiles Ltd.
Ludhiana.

I hereby confirm that all Board Members and Senior Management Personnel have affirmed compliance with the code of conduct for the Directors and Senior Management Personnel as approved by the Board for the Financial Year ended 31st March, 2019 in terms of regulations 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Place: Ludhiana
Date : 27th May, 2019

Sd/-
Rajneesh Oswal
Chairman & Managing Director
(DIN : 00002668)

**Practicing Company Secretary Certificate on Compliance
with the condition of Corporate Governance**

To
The Members
Adinath Textiles Ltd

We have examined the compliance of conditions of corporate governance by Adinath Textiles Limited (the company) for the year ended 31st March, 2019 as stipulated under the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to review of procedures and implementation thereof, adopted by the company, for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above mentioned listing regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For P. S. Bathla & Associates
Company Secretaries

(P.S. Bathla)
C. P. No. 2585
M. No. 4391

Place : Ludhiana
Dated : 27th May, 2019

CMD & CFO CERTIFICATION

To
The Members,
Adinath Textiles Ltd,
Ludhiana.

- a) We have reviewed financial statements and the cash flow statements for the year ended 31st March, 2019 and that to the best of our knowledge and belief:
- i. these statements do not contain any materially untrue statement or omit any material fact or contains statements that might be misleading;
 - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design of operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee
- i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Sd/-
Rajneesh Oswal
Chairman & Managing Director
(DIN : 00002668)
Place : Ludhiana
Date : 27th May, 2019

Sd/-
Rajesh Kumar
Chief Financial Officer

Certificate from Company Secretary in Practice (Pursuant to clause 10 of Part C of Schedule V of LODR)

In pursuance of sub clause (i) of clause 10 of Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; in respect of Adinath Textiles Limited (CIN: L17115PB1979PLC003910), I hereby certify that:

On the basis of written representation/declaration received from the Directors and taken on record by the Board of Directors, as on March 31, 2019, none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Director of Companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority.

For P. S. Bathla & Associates
Company Secretaries

(P.S. Bathla)
C. P. No. 2585
M. No. 4391

Place : Ludhiana
Dated : 27th May, 2019

INDEPENDENT AUDITOR'S REPORT

To,

The Members

ADINATH TEXTILES LIMITED

**Report on the Ind AS Financial Statements
Opinion**

We have audited the accompanying financial statements of ADINATH TEXTILES LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, and the Statement of Profit and Loss, (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Ind AS and accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019 and its loss, its cash flows, total comprehensive income and the changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the

preparation of the other information. The other information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, 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 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.

Responsibilities of Management and Those Charged with Governance for Financial Statement

The Company's Board of Directors is responsible for the matter stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to preparation of these financial statements that give a true and fair view of the financial position, financial performance, 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) prescribed under Section 133 of the Act read with the relevant rules issued there under. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS 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 responsible for overseeing the Company financial reporting process.

Auditor's Responsibility for the audit of the Financial Statement

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls 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 disclosures in the standalone financial statements or, if such disclosures are inadequate, to

modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements 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") 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 the paragraph 3 and 4 of the order.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.

- c) The Balance Sheet, the Statement of Profit and Loss, Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Companies Act, 2013, read with relevant rules issued there under.
- e) On the basis of written representations received from the directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of Section 164 (2) of the Companies Act, 2013;
- 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"; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements- Refer Note 29(A) to the Ind AS financial statements.
- (ii) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
- (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, all the fixed assets have not been physically verified by the management during the year, but the Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) According to the information and explanation given to us, the physical verification of inventories has been conducted at reasonable interval by the management. As explained to us, no material discrepancies were noticed on physical verification of inventories carried out by the management as compared to the book records.
- (iii) In our opinion and according to the information and explanation given to us, the Company has not granted any loans secured or unsecured, to Companies, Firms and other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.
- (v) The Company has not accepted deposits from the public within the meaning of provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal.
- (vi) As per information & explanation given by the management, maintenance of cost records is not required to be maintained as required under sub-section (1) of section 148 of the companies Act,

For Malhotra Manik & Associates
Chartered Accountants
Firm's Reg. No. 015848N

Place : Ludhiana **Sd/-**
Date : 27th May, 2019 **CA Manik Malhotra**
Proprietor
Membership No. 094604

ANNEXURE- A TO THE INDEPENDENT AUDITORS-REPORT

The Annexure referred to in our Independent Auditors' Report to the members of ADINATH TEXTILES LIMITED on the Ind AS financial statements for the year ended on 31st March, 2019. We report that:

- (i) (a) The Company is maintaining proper records

2013 read with Rule 3 of Companies (Cost Records and Audit) Amendment Rules, 2014.

- (vii) (a) According to the information and explanations given to us and the books and records examined by us, we state that the company is regular in depositing undisputed statutory dues including income tax, provident fund, employees state insurance, service tax and other statutory dues to the appropriate authorities.

The details of the undisputed statutory dues to the extent of the arrears of outstanding statutory dues as on last day of financial year outstanding for a period of more than six months from the date they became payable :

Name of The Nature of Dues	Amount in (Rs.)
Sales Tax	22,77,956
Entry Tax	2,37,798
Interest on PF/ESI/ Sales Tax	7,65,207

- (b) According to the information and explanations given to us & records of the Company, the disputed statutory dues aggregating to Rs. 1000000/- that have not been deposited on account of matters pending before the appellate authorities in respect of custom duty and excise duty as at March 31st, 2019 are as follows:

Sr. No.	Forum where dispute is pending	Nature of Dues	Disputed Amount (Rs.)
1.	Commissioner Central Excise & Customs, Chandigarh	Penalty	10,00,000**

** Note: However Rs. 500000/- has been deposited under protest.

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a bank during the year and did not have any amount outstanding to financial institutions or debenture holders.
- (ix) In our opinion and according to the information and explanations given to us, there were no moneys raised by way of initial public offer or further public offer (including debt instruments) and term loans.
- (x) To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud on or by the Company, by its

officers or employees has been noticed or reported during the year.

- (xi) According to the information and explanations given to us and based on our examination of records of company, the company has paid / provided for the managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) The Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Companies (Auditor's Report) Order, 2016, are not applicable to the Company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with Section 187 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Ind AS financial statements etc., as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and therefore, the provisions of clause 3 (xiv) of the Companies (Auditor's Report) Order, 2016, are not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with the directors and therefore, the provisions of clause 3 (xv) of the Companies (Auditor's Report) Order, 2016, are not applicable to the Company.
- (xvi) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For Malhotra Manik & Associates
Chartered Accountants
Firm's Reg. No. 015848N

Place : Ludhiana
Date : 27th May, 2019

CA Manik Malhotra
Proprietor
Membership No. 094604

**Annexure B to the Independent Auditors' Report
(Referred to in paragraph 1(g) under "Report on other legal and regulatory requirements" of our report of even date)**

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

We were engaged to audit the Internal Financial Controls over financial reporting of **ADINATH TEXTILES LTD.** ('the Company') as of 31st March, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's Internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of Internal financial controls over financial reporting and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate Internal financial controls over financial reporting 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 systems on 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 Ind AS 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 of the company.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, 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 31st March, 2019, 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 Malhotra Manik & Associates
Chartered Accountants
Firm's Reg. No. 015848N

Place : Ludhiana
Date : 27th May, 2019

CA Manik Malhotra
Proprietor
Membership No. 094604

BALANCE SHEET AS AT 31ST MARCH 2019

PARTICULARS	Note No.	As at 31/03/2019 ₹	As at 31/03/2018 ₹
I. ASSETS			
1 Non-current assets			
(a) Property Plant & Equipment	3	1,55,74,669.24	1,64,58,515.24
(b) Financial Assets			
- investments	4	48,60,343.30	47,17,354.70
(c) Deferred Tax Asset (Net)	5	87,068.15	---
(d) Other non-current assets	6	9,67,341.00	8,53,033.00
Total Non-current Assets		2,14,89,421.69	2,20,28,902.94
2 Current Assets			
(a) Inventories	7	1,56,654.00	1,56,654.00
(b) Financial Assets			
- Trade receivables	8	35,47,209.05	62,52,064.95
- Cash and cash equivalents	9	52,75,119.83	77,98,988.91
(c) Others current assets	10	33,92,502.31	37,06,669.43
Total Current Assets		1,23,71,485.19	1,79,14,377.29
Total Assets		3,38,60,906.88	3,99,43,280.23
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	11	6,99,43,500.00	6,99,43,500.00
(b) Other Equity	12	(5,72,34,909.06)	(5,27,54,980.77)
Total Equity		1,27,08,590.94	1,71,88,519.23
LIABILITIES			
1 Non-current liabilities			
(a) Financial Liabilities			
- Borrowings	13	---	---
- Other financial liabilities	14	67,152.84	61,608.11
(b) Provisions	15	16,88,885.00	16,44,824.00
(c) Deferred Tax Liabilities (Net)		---	15,45,373.87
Total Non-current Liabilities		17,56,037.84	32,51,805.99
2 Current liabilities			
(a) Financial Liabilities			
- Borrowings		---	---
- Trade Payables			
a) total outstanding dues of micro enterprises and small enterprises	16	11,094.00	---
b) total outstanding dues of creditor other than ii (a) above		5,65,274.30	3,48,192.41
- Other financial liabilities	17	1,35,34,929.73	1,26,51,477.70
(b) Other current liabilities	18	46,18,266.07	45,21,692.91
(c) Provisions	19	6,66,714.00	19,81,592.00
Total Current liabilities		1,93,96,278.10	1,95,02,955.02
Total Equity & Liabilities		338,60,906.88	3,99,43,280.23

Subject to our separate report of even date **1 to 45**

The accompanying notes are an integral part of these financial statements.

For Malhotra Manik & Associates
Chartered AccountantsFor and on behalf of the Board of
Directors(Manik Malhotra)
Proprietor(Rajneesh Oswal)
Chairman and
Managing Director(Vishal Oswal)
Vice-Chairman and
Managing Director(Parminder Singh)
Company Secretary(Rajesh Kumar)
CFOPLACE : LUDHIANA
DATED : 27.05.2019

PROFIT & LOSS STATEMENT FOR THE YEAR ENDING 31ST MARCH 2019

PARTICULARS	Note No.	As at 31/03/2019 ₹	As at 31/03/2018 ₹
I Revenue from operations	20	74,46,991.20	1,20,72,913.80
II Other income	21	1,17,32,487.89	1,22,24,156.15
III. Total Income (I+II)		1,91,79,479.09	2,42,97,069.95
IV. EXPENSES			
Cost of Materials consumed	22	---	---
Changes in inventories of finished goods, work in progress & stock in trade	23	---	---
Employee Benefits Expenses	24	1,02,91,993.00	1,04,98,559.00
Financial Expenses	25	5,83,169.69	8,20,028.68
Depreciation and amortization	3	20,54,267.00	19,12,422.00
Other expenses	26	1,23,95,862.71	1,39,84,212.47
Total Expenses		2,53,25,292.40	2,72,15,222.15
V. Profit/ (Loss) before exceptional items and tax(III-IV)		(61,45,813.31)	(29,18,152.20)
VI. Exceptional items [(Income)/ Expense]		---	---
VII. Profit /(Loss before tax (V-VI)		(61,45,813.31)	(29,18,152.20)
VIII. Tax expense:			
i) Current tax		---	---
ii) Deferred tax (Assets)/Liabilities		(1616051.10)	(6,56,244.32)
iii) MAT Credit Entitlement		---	---
iv) Tax expense relating to earlier years		29,599.00	(98,246.00)
IX. Profit /(Loss)for the period (VII-VIII)		(45,59,361.21)	(21,63,661.88)
X. Other Comprehensive Income			
A i) Items that will not be reclassified to Profit or Loss (on account of remeasurements of defined benefit plans)		63,042.00	38608.00
ii) Income tax related to items that will not be reclassified to profit or loss		(16,390.92)	(9,941.56)
B i) Items that will be reclassified to Profit or Loss		---	---
ii) Income tax related to items that will be reclassified to profit or loss		---	---
XI. Total Comprehensive Income/(Loss) for the period (IX+X)		(44,79,928.29)	(21,15,112.32)
XII. Earning per equity share (Nominal Value per share :Rs.10)			
Basic		(0.67)	(0.32)
Diluted		(0.67)	(0.32)

 Subject to our separate report of even date **2**

The accompanying notes are an integral part of these financial statements.

For Malhotra Manik & Associates
Chartered Accountants
For and on behalf of the Board of
Directors
(Manik Malhotra)
 Proprietor

(Rajneesh Oswal)
 Chairman and
 Managing Director

(Vishal Oswal)
 Vice Chairman and
 Managing Director

(Parminder Singh) (Rajesh Kumar)
 Company Secretary CFO

PLACE : LUDHIANA
DATED : 27.05.2019

STATEMENT OF CHANGES IN EQUITY

PARTICULARS	As at 31st March 2019		As at 31st March 2018			
	Number	Amount	Number	Amount		
Equity Share Capital						
Balance at the beginning of reporting period	86,16,800	6,99,43,500	86,16,800	6,99,43,500		
Changes in Equity Share Capital	-	-	-	-		
Balance at the closing of reporting period	86,16,800	6,99,43,500	86,16,800	6,99,43,500		
Other Equity						
PARTICULARS	Reserves and Surplus			Equity Instruments through other comprehensive income	Other items of other comprehensive income	Total
	Capital reserve	Securities premium reserve	Retained Earnings			
Balance as at 01 April 2018	12000.00	69507250.00	(122399934.92)	122027.22	3676.93	(52754980.77)
Changes in equity for the year ended 31 March 2019						
Profit for the year			(4559361.21)			(4559361.21)
Other Comprehensive Income for the year					79432.92	79432.92
Total Comprehensive Income for the year			(4559361.21)		79432.92	(4479928.29)
Balance as at 31st March 2019	12000.00	69507250.00	(126959296.13)	122027.22	83109.85	(57234909.06)
Balance as at 01 April 2017	12000.00	69507250.00	(120236273.04)	122027.22	(44872.63)	(50639868.45)
Changes in equity for the year ended 31 March 2018						
Profit for the year			(2163661.88)			(2163661.88)
Other Comprehensive Income for the year					48549.56	48549.56
Total Comprehensive Income for the year			(2163661.88)		48549.56	(2115112.32)
Balance as at 31st March 2018	12000.00	69507250.00	(122399934.92)	122027.22	3676.93	(52754980.77)

 Subject to our separate report of even date **2**

The accompanying notes are an integral part of these financial statements.

For Malhotra Manik & Associates
Chartered Accountants
For and on behalf of the Board of
Directors
(Manik Malhotra)
 Proprietor

(Rajneesh Oswal)
 Chairman and
 Managing Director

(Vishal Oswal)
 Vice Chairman and
 Managing Director

(Parminder Singh) (Rajesh Kumar)
 Company Secretary CFO

PLACE : LUDHIANA
DATED : 27.05.2019

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

PARTICULARS	DETAIL	2018-19	DETAIL	2017-18
A CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit/(Loss) Before Exceptional items & Tax		(6145813.31)		(2918152.20)
Adjustment For Non Cash & Non Operating Items:-				
Depreciation and amortisation expences	2054267.00		1912422.00	
Interest Income	(27362.00)		(37460.00)	
Financial Expenses	583169.69		820028.68	
Loss/(Profit) on Sale & Discard of PPE	299072.00		155431.08	
Allowance for doubtful/credit loss for trade receivables and advances written back	3058948.96		0.00	
Gain on fair valuation of investments	(142988.60)		0.00	
Rental Income	(11400174.00)		(12065851.00)	
	(5575066.95)	(5575066.95)	(9215429.24)	(9215429.24)
Operating Profit Before Working Capital Changes		(11720880.26)		(12133581.44)
Adjustment For Changes in Working Capital				
Increase/(Decrease) in Trade Recievable	(354093.06)		710110.00	
(Increase)/Decrease in Other Current Assets	377209.12		1157058.46	
(Increase)/Decrease in Other Non Current Assets	(114308.00)		(37680.00)	
(Increase)/Decrease in Trade Payables	228175.89		(89620.12)	
Increase/(Decrease) in other Current Liabilities	96573.16		(591084.00)	
(Increase)/Decrease in Current Provisions	(1314878.00)		860070.00	
(Increase)/Decrease in Non-Current Provisions	44061.00		(2051803.00)	
(Increase)/Decrease in Other Financial Liabilities	883452.03		(152723.18)	
	(153807.86)	(153807.86)	(195671.84)	(195671.84)
Cash Flow From Operating Activities Before Exceptional Items & tax		(11874688.12)		(12329253.28)
Direct Taxes Paid	(29599.00)		98246.00	
	(29599.00)	(29599.00)	98246.00	98246.00
Net Cash Used in Operating Activities		(11904287.12)		(12231007.28)
B CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	(1519493.00)		(1984083.00)	
Sale of Fixed Assets	50000.00		16114.00	
Rental Income	11400174.00		12065851.00	
Interest Income	27362.00		37460.00	
Net Cash Generated from Investing Activities	9958043.00	9958043.00	10135342.00	10135342.00
C CASH FLOW FROM FINANCING ACTIVITIES				
Repayment of Long Term Borrowings	0.00		(2000000.00)	
Financial Expenses	(577624.96)		(814941.77)	
Net Cash Generated from/(used in) Financing Activities	(577624.96)	(577624.96)	(2814941.77)	(2814941.77)
Net Increase/(Decrease) in Cash and Cash Equivalents		(2523869.08)		(4910607.05)
Opening Cash and Cash Equivalents		7798988.91		12709595.96
Closing Cash and cash Equivalents		5275119.83		7798988.91

This is the cash flow statement referred to in our report of even date.

For Malhotra Manik & Associates
Chartered Accountants

For and on behalf of the Board of Directors

(Manik Malhotra)
Proprietor

(Rajneesh Oswal)
Chairman and
Managing Director

(Vishal Oswal)
Vice Chairman and
Managing Director

(Parminder Singh)
Company Secretary

(Rajesh Kumar)
CFO

PLACE : LUDHIANA

DATED : 27.05.2019

1. CORPORATE INFORMATION

Adinath Textiles Limited (the Company) is a public company incorporated under the provisions of the Companies Act, 1956. The company is engaged in manufacturing of Blended Acrylic yarn and Trading of unstitched Suitings, Shirtings & Dress Materials.

2. SIGNIFICANT ACCOUNTING POLICIES**(a) Basis of preparation of financial statements**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value :

Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)

The accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(b) Statement of Compliance-The Financial statement comply in all material aspects with indian accounting standards.

(c) Functional and Presentation Currency-The functional currency of company is Indian rupee. These financial statements are presented in indian rupees.

(d) Use of Estimates and Judgements

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of the assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accordingly estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made. Differences between actual results and estimates are recognized in the period in which the results are known/materialized. The areas involving significant estimates and judgement include determination of useful life of property, plant and equipment (Refer note 3), measurement of Defined Benefit Obligations (Refer note 34), recognition and Recognition of Deferred tax asset/liabilities (refer note 37).

(e) Revenue Recognition

Effective April 1, 2018, the Company adopted Ind AS 115 Revenue from Contracts with Customers using the cumulative catch up transition method, applied to contracts that were not completed as of April 1, 2018. In accordance with the cumulative catch-up transition method, the comparatives have not been retrospectively adjusted. The following is a summary of new and/or revised significant accounting policies related to revenue recognition: Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for returns, discounts, value added taxes and amounts collected on behalf of third parties. The effect on adoption of Ind AS 115 was insignificant as the revenue is of short term nature and performance obligations are satisfied upon delivery of goods.

(i) Sales of goods

Revenue from the sale of goods is recognized when the significant risks and rewards of ownership of the goods are transferred to the buyer and the entity retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold.

(ii) Services

Revenue from the sale of services is recognized on the basis of the stage of completion. When the contract outcome cannot be measured reliably, revenue is recognized only to the extent that the expenses incurred are eligible to be recovered.

(iii) Rental Income

Rental income arising from operating leases on leased assets is accounted for on a straight-line basis over the lease terms and is included in other income under revenue in the statement of profit or loss due to its operating nature.

(iv) Interest

Income from interest is recognized using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial assets. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

(d) Employees Benefits**(i) Short term employee Benefits :**

Short term Employee Benefits are recognized as an expense on an undiscounted basis in the statement of profit and loss of the year in which the related service is rendered.

(ii) Post Employment Benefits**(a) Defined Contribution Plans:****Provident Fund**

Benefits to employees are provided for by contribution to Provident Fund and other funds in accordance with provisions of Employee Provident Fund and Miscellaneous Provisions Act, 1952, the payment of which are accounted for on accrual basis. Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense when an employee renders the related service.

(b) Defined Benefit Plans**Gratuity**

The Company provides for gratuity, a defined benefit retirement plan ("the Gratuity Plan") covering eligible employees of the Company. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment of an amount based on the respective employee's salary and the tenure of employment of the Company. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method.

The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Remeasurements comprising of actuarial gains and losses are recognized in Other Comprehensive income which are not reclassified to profit or loss in subsequent periods.

(iii) Long-term employee benefits (Leave Encashment)

The liability of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method.

(e) Property, Plant and Equipment

Freehold land is carried at cost. All other items of Property, plant and equipment are stated at cost, less accumulated depreciation. The cost of an item of Property, Plant and Equipment comprises:

a) its purchase price including import duties and non-refundable purchase taxes after deducting trade discounts and rebates.

b) Any attributable expenditure directly attributable for bringing an asset to the location and the working condition for its intended use and

c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

(d) The company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. The estimated useful lives of assets as prescribed under Part C of Schedule II of the Companies Act 2013 except the assets costing Rs.5000/- or below on which depreciation is charged @ 100% per annum on proportionate basis, are as follows:

Building - 30-60 years.
 Plant and Machinery - 10-25 years.
 Office Equipment - 5 Years
 Computer Equipment - 3 years.
 Furniture and fittings - 10 years
 Vehicles excluding Motor cycles- 08 years.
 Motor cycles 10 years.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under Capital work-in-progress.

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in net profit in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the assets and the resultant gains or losses are recognized in the statement of profit and loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

(f) Intangible Assets

Intangible assets are stated at cost less accumulated amount of amortization.

Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimate useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, etc. The amortization method and useful lives are reviewed periodically at end of each financial year.

(g) Inventories

Inventories are valued at cost or net realizable value, whichever is lower. The cost in respect of the various items of inventory is computed as under :-

- In case of stores and spares at weighted average cost plus direct expenses. The cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.
- In case of wastes at net realizable value.

(h) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of the asset. Other borrowing costs are recognized as an expense in the period in which they are incurred. Borrowing costs consist of interest and other costs they an entity incurs in connection with the borrowing of funds.

(i) Earnings per Share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period.

(j) Income Taxes

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

Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets and liabilities are reviewed at each reporting date and the reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which

those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the assets and settle the liability simultaneously.

Minimum Alternate Tax credit is recognized as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

(k) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Initial Recognition and measurement

On initial recognition, all the financial assets and liabilities are recognized at its fair value plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability except financial asset or financial liability measured at fair value through profit or loss. Transaction costs of financial assets and liabilities carried at fair value through the profit and loss are immediately recognized in the Statements of Profit and Loss.

(ii) Subsequent measurement

(A) Non-derivative financial instruments

- Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

- Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

- Financial assets at fair value through profit or loss (FVTPL)

A financial asset is measured at fair value through profit and loss unless it is measured at amortised cost or at fair value through other comprehensive income.

- Financial liabilities

The financial liabilities are subsequently carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

- Derecognition of financial instruments

A financial asset is derecognized when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability is derecognized when the obligation specified in the contract is discharged or cancelled or expired.

- Fair value measurement of financial instruments

The fair value of financial instruments is determined using the valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

Based on the three level fair value hierarchy, the methods used to determine the fair value of financial assets and liabilities include quoted market price, discounted cash flow analysis and valuation certified by the external valuer.

In case of financial instruments where the carrying amount approximates fair value due to the short maturity of those instruments, carrying amount is considered as fair value.

(B) Ordinary Shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognized as a deduction from equity, net of any tax effects.

(I) Impairment of assets

(a) Financial assets

The company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss.

Loss allowance for trade receivable with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in statement of profit or loss.

(b) Non-financial assets

Intangible assets and property, plant and equipment

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that they are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

(m) Cash flow statement

The cash flow statement is prepared in accordance with the Indian Accounting Standard (Ind AS) - 7 "Statement of Cash flows" using the indirect method for operating activities.

(n) Provisions

A provision shall be recognized when:

An entity has a present obligation as a result of a past event :

- (a) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation;
- (b) a reliable estimate can be made of the amount of the obligation.

(o) Cash and cash equivalents

Cash and cash equivalents in the statement of financial position include cash in hand and at bank and short-term deposits with original maturity period of three months or less.

(p) Contingent Liabilities & Contingent Assets

Contingent Liabilities

(a) Provisions are recognized for liabilities that can be determined by using a substantial degree of estimation, if:

- (i) The company has a present obligation as a result of a past event;
- (ii) A probable outflow of resources embodying economic benefits is expected to settle the obligation; and
- (iii) The amount of the obligation can be reliably estimated

(b) Contingent liability is disclosed in the case of:

- (i) a present obligation arising from a past event when it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or
- (ii) a possible obligation, unless the probability of outflow of resources embodying economic benefits is remote.

Contingent Assets

Where an inflow of economic benefit is probable, an entity shall disclose a brief description of the nature of the contingent assets at the end of reporting period, and, where practicable, an estimate of their effect, measured using the principles set out as per provisions.

(q) Segment Reporting

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance. The Company's chief operating decision maker is the Managing Director & CEO.

(r) Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is assessed for whether fulfilment 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.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease except the case where incremental lease reflects inflationary effect and lease income is accounted in such case by actual rent for the period. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same bases as rental income. Contingent rents are recognised as revenue in the Statement of Profit and Loss, in the period in which they are earned. Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Rental income from factory building given on operating lease which can be renewed by the mutual consent of the parties after the expiry date, is recognized as income in profit & loss statement.

2.1 Significant accounting judgments, estimates and assumptions

The preparation of financial statements in conformity with Ind AS requires management to make certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

The principal accounting policies adopted by the Company in the financial statements are as set out above. The application of a number of these policies requires the Company to use a variety of estimation techniques and apply judgment to best reflect the substance of underlying transactions.

The Company has determined that a number of its accounting policies can be considered significant, in terms of the management judgment that has been required to determine the various assumptions underpinning their application in the financial statements presented which, under different conditions, could lead to material differences in these statements. The actual results may differ from the judgments, estimates and assumptions made by the management and will seldom equal the estimated results.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical Judgments

The following are significant management judgments in applying the accounting policies of the Company that have the most significant effect on the financial statements.

Deferred Tax Assets:

The assessment of the probability of future taxable income in which deferred tax assets can be utilized is based on the company's forecast, which is adjusted for significant non-taxable income and expenses, and specific limits to the use of any unused tax loss or credit. The tax rules in India in which the company operates are also carefully taken into consideration. If a positive forecast of taxable income indicates the probable use of a deferred tax asset, especially when it can be utilized without a time limit, that deferred tax asset is usually recognized in full.

The recognition of deferred tax assets that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances.

Contingencies and commitments:

In the normal course of business, contingent liabilities may arise from litigations and other claims against the Company. Where the potential liabilities have a low probability of crystallizing or are very difficult to quantify reliably, we treat them as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings, we do not expect them to have a materially adverse impact on our financial position.

Estimates and assumptions

The preparation of financial statements involves estimates and assumptions that affect the reported amount of assets, liabilities, disclosure of contingent liabilities at the date of financial statements and the reported amount of revenues and expenses for the reporting period. Specifically, the Company estimates the uncollectability of accounts receivable by analyzing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required. The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the company. Such changes are reflected in the assumptions when they occur.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Allowance/impairment for uncollected accounts receivable and other advances:

Trade receivables and other advances do not carry any interest and are stated at their normal value as reduced by appropriate allowance/impairment which is made on ECL, and the present value of the cash shortfall over the expected life of the financial assets.

Recoverability of deferred tax assets:

The recognition of deferred tax assets requires assessment of future taxable profit.

Estimation of fair value of financial assets and financial liabilities:

While preparing the financial statements the Company makes estimates and assumptions that affect the reported amount of financial assets and financial liabilities.

Recent accounting pronouncements

IND AS 116, Lease: On March 30, 2019, the Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases standard, Ind AS 17, Leases, and related interpretations. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires the lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the Statement of Profit and Loss. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The effective date for the adoption of Ind AS 116 is annual periods beginning on or after April 1, 2019. The standard permits two possible methods of transition :

Full retrospective – Retrospectively to each prior period presented applying Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors

- **Modified retrospective** – Retrospectively, with the cumulative effect of initially applying the standard recognized at the date of initial application

Under modified retrospective approach, the lessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset either as :

Its carrying amount as if the standard had been applied since the commencement date, but discounted at the lessee's incremental borrowing rate at the date of initial application, or

- An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease recognized under Ind AS 17 immediately before the date of initial application.

Certain practical expedients are available under both the methods.

On completion of evaluation of the effect of adoption of Ind AS 116, the Company is proposing to use the 'Modified Retrospective Approach' for transitioning to Ind AS 116, and take the cumulative adjustment to retained earnings, on the date of initial application (April 1, 2019). Accordingly, comparatives for the year ended March 31, 2019 will not be retrospectively adjusted. The Company has elected certain available practical expedients on transition.

Ind AS 12, Appendix C, Uncertainty over Income Tax Treatments

On March 30, 2019, the Ministry of Corporate Affairs has notified Ind AS 12, Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates

The standard permits two possible methods of transition :

- Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8, Accounting Policies, CHANGES in Accounting ESTIMATES AND Errors, without using hindsight, and
- Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The Company will adopt the standard on April 1, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application i.e. April 1, 2019 without adjusting comparatives.

The effect on adoption of Ind AS 12 Appendix C would be insignificant in the standalone financial statements.

Amendment to Ind AS 12, Income taxes

On March 30, 2019, the Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, Income Taxes, in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company is currently evaluating the effect of this amendment on the standalone financial statements.

DEPRECIATION CHART AS PER COMPANIES ACT, 2013

NOTE NO.03 PROPERTY, PLANT & EQUIPMENT

PARTICULARS	GROSS BLOCK				DEPRECIATION					NET BLOCK		
	As at 01/04/2018	Addition during the year	Discarded during the year	Sales/Adjust- ments during the year	As at 31/03/2019	As at 01/04/2018	Discarded during the year	Adjustments during the year	Provided for the year	As at 31/03/2019	As at 31/03/2019	As at 31/03/2018
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Land	8,68,977	0	0	0	8,68,977	0	0	0	0	0	8,68,977	8,68,977
Building	3,32,48,361	43,968	0	0	3,32,92,329	2,42,83,396	0	0	15,66,722	2,58,50,118	74,42,211	89,64,965
Plant & Equipment	5,26,47,587	10,27,000	0	3,49,072	5,33,25,515	4,82,15,209	0	0	1,76,602	4,83,91,811	49,33,704	44,32,378
Furniture, Fixture & Other Equipment	32,97,623	4,48,525	0	0	37,46,148	19,11,211	0	0	2,00,176	21,11,387	16,34,761.33	13,86,412
Vehicles	9,44,872	0	0	0	9,44,872	1,39,089	0	0	1,10,767	2,49,856	6,95,016	8,05,783
Total	9,10,07,420	15,19,493	0	3,49,072	9,21,77,841	7,45,48,905	0	0	20,54,267	7,66,03,172	1,55,74,669	1,64,58,515

PARTICULARS	GROSS BLOCK				DEPRECIATION					NET BLOCK		
	As at 01/04/2017	Addition during the year	Discarded during the year	Sales/Adjust- ments during the year	As at 31/03/2018	As at 01/04/2017	Discarded during the year	Adjustments during the year	Provided for the year	As at 31/03/2018	As at 31/03/2018	As at 31/03/2017
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Land	8,68,977	0	0	0	8,68,977	0	0	0	0	0	8,68,977	8,68,977
Building	3,33,57,042	0	1,08,681	0	3,32,48,361	2,28,22,496	1,03,247	5,944	15,70,091	2,42,83,396	89,64,965	1,05,34,546
Plant & Equipment	5,31,40,551	19,66,000	24,08,454	50,510	5,26,47,587	5,04,72,639	22,88,033	6,373	36,976	4,82,15,209	44,32,378	26,67,912
Furniture, Fixture & Other Equipment	39,60,808	18,083	6,81,267	0	32,97,623	23,90,394	6,47,201	26,569	1,94,587	19,11,211	13,86,412.33	15,70,413
Vehicles	9,44,872	0	0	0	9,44,872	28,321	0	0	1,10,768	1,39,089	8,05,783	9,16,551
Total	9,22,72,249	19,84,083	31,98,402	50,510	9,10,07,420	7,57,13,850	30,38,481	38,886	19,12,422	7,45,48,905	1,64,58,515	1,65,58,399

Note: Factory building is given on operating lease to various parties. (see note 48 to the financial statements for disclosures relating Leases)

4. INVESTMENT (NON CURRENT)

PARTICULARS	As at 31/03/2019 ₹	As at 31/03/2018 ₹
Investments in Equity instruments		
Unquoted-Long Term at FVTPL		
22500 (22500 in FY18),(22500 in FY 17) equity shares of Fountain Tie-Up Pvt. Ltd of Rs. 10 each	48,60,343.30	47,17,354.70
Aggregate Value of unquoted investment	48,60,343.30	47,17,354.70
5. DEFERRED TAX ASSET (NET)		
Deffered Tax Liabilities		
Gross deferred tax liability (A) [Refer note 37(b)]	21,54,840.45	24,16,500.87
Deffered Tax Asset		
Gross deferred tax asset (B) [Refer note 39(a)]	22,41,908.59	8,71,127.00
Deffered Tax Liability (net) (B-A)	87,068.15	(15,45,373.87)
6. OTHER NON-CURRENT ASSETS		
Non Financial Assets at amortised cost		
(unsecured, considered good)		
Security Deposits	9,67,341.00	8,53,033.00
TOTAL	9,67,341.00	8,53,033.00
7. INVENTORIES		
STOCK & STORES		
Stores & Spares	1,04,797.00	1,04,797.00
Others(scrap of machinery)	51,857.00	51,857.00
TOTAL	1,56,654.00	1,56,654.00
8. TRADE RECEIVABLES		
Trade Receivable Considered good,Secured	---	---
Trade Receivable Considered good,Unsecured	35,47,209.05	30,71,203.85
Trade Receivable With significant Credit risk		
Trade Receivable Credit Impaired	85,58,948.96	86,80,861.10
		(55,00,000.00)
	1,21,06,158.01	1,17,52,064.95
loss allowances for credit impaired	(85,58,948.96)	(55,00,000.00)
TOTAL	35,47,209.05	62,52,064.95

Note: 1. Trade receivables are non interest bearing and are generally on credit terms of 30-45 days.

2. In determining the allowances for doubtful trade receivables, the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables taking into account historical credit loss experience. The expected credit allowance is based on the ageing of the receivables that are due & there is significant uncertainty regarding their recoverability.

9. CASH AND CASH EQUIVALENTS

PARTICULARS	As at 31/03/2019		As at 31/03/2018	
	₹		₹	
(a) Balance With Banks in Current Accounts	37,92,366.38		26,24,425.10	
(b) Cheques in hand	---		---	
(c) Cash in Hand (including Imprest)	14,82,753.45		51,74,563.81	
TOTAL	52,75,119.83		77,98,988.91	

**10. OTHER CURRENT ASSETS
(Unsecured, considered good unless otherwise stated)**

a) Advances to Suppliers	25,000.00		---	
b) Advance to employees	54,500.00		1,74,715.00	
c) Advance tax & TDS	27,29,418.00		28,74,655.00	
d) Prepaid Expenses	24,980.00		43,993.00	
e) Taxes recoverable*	5,00,000.00		500000.00	
f) Other amount receivable	58,604.31		113306.43	
TOTAL	33,92,502.31		37,06,669.43	

* This includes Excise duty, VAT, Service tax & custom duty recoverable from various tax authorities.

11. EQUITY SHARE CAPITAL
(a) AUTHORISED

i) 9900000 Equity Shares of Rs.10/- each (par value)	9,90,00,000.00		9,90,00,000.00	
ii) 10000, 11% Redeemable Non-cumulative preference shares of Rs. 100/- each (par value)	10,00,000.00		10,00,000.00	
TOTAL	10,00,00,000.00		10,00,00,000.00	

(b) ISSUED & SUBSCRIBED

i) 8616800 Equity Shares of Rs.10/- each.	8,61,68,000.00		8,61,68,000.00	
ii) 2000, 11% Redeemable Non-cumulative preference shares of Rs. 100/- each	2,00,000.00		2,00,000.00	
TOTAL	8,63,68,000.00		8,63,68,000.00	

(c) PAID UP CAPITAL

i) 6814350 Equity Shares of Rs.10/- each.	6,81,43,500.00		6,81,43,500.00	
ii) Add : Shares Forfeited (Amount originally paid up)	18,00,000.00		18,00,000.00	
TOTAL	6,99,43,500.00		6,99,43,500.00	

(d) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period :

PARTICULARS	As at 31/03/2019		As at 31/03/2018	
	Number	Amount	Number	Amount
Equity Shares				
i) At the beginning of the reporting period	68,14,350	6,99,43,500	68,14,350	6,99,43,500
ii) Add : Issued during the year	---	---	---	---
iii) Less : Buyback during the reporting period	---	---	---	---
Outstanding at the end of the reporting period	68,14,350	6,99,43,500	68,14,350	6,99,43,500

Rights, preferences and restrictions attached to equity

The company has one class of equity shares having a par value of Rs. 10/- each. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

- (e) The company issued 2000 11% Non-cumulative Redeemable Preference Shares of Rs.100/- each fully paid up in the year 2011-12 & the same will be redeemed with in the period specified under section 55 of the Companies Act, 2013 from the date of allotment i.e. 31.10.2012 or earlier at the discretion of Board of Directors.

Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

PARTICULARS	As at 31/03/2019		As at 31/03/2018	
	Number	Amount	Number	Amount
Preference Shares				
i) At the beginning of the reporting period	2,000	2,00,000	2,000	2,00,000
ii) Add : Issued during the year	---	---	---	---
iii) Less : Buyback during the reporting period	---	---	---	---
Outstanding at the end of the reporting period	<u>2,000</u>	<u>2,00,000</u>	<u>2,000</u>	<u>2,00,000</u>

- (f) **Shares held by holding company or its ultimate holding company or subsidiaries or associates of the holding company or the ultimate holding company in aggregate.**

There is no holding or ultimate holding company of the company.

- (g) **Detail of shareholders holding more than 5% of share capital in the company**

Class of shares & Name of Shareholder	As at 31/03/2019		As at 31/03/2018	
	Number	% Shareholding	Number	% Shareholding
a) Equity shares				
Shreyans Industries Ltd.	12,80,000	18.78	12,80,000	18.78
Ojasvi Investment & Mercantile Co.	4,29,920	6.31	4,29,920	6.31
Levina Investment & Mercantile Co.	4,11,150	6.03	4,11,150	6.03
Achin Investment & Mercantile Co.	3,87,710	5.69	3,87,710	5.69

- (h) under Indian GAAP, Non Cumulative preference shares were recorded at their transaction value. Under Ind AS, these preference shares are to be measured as compound financial instruments on the basis of effective interest rate method. Due to this, preference shares has been divided into debt portion and equity component as under:

	As at 31/03/2019	As at 31/03/2018
Equity Component- Note No. 12 Other Equity	1,22,027.22	1,22,027.22
Debt Component- Note No. 14 Other financial liabilities (Non Current)	67,152.87	61,608.11

12. OTHER EQUITY

PARTICULARS	Reserves & Surplus			Equity Instruments through other comprehensive income	Other items of other comprehensive income	TOTAL
	Capital reserve	Securities Premium	Retained Earnings			
Balance as at 01st April 2018	12000	69507250	(122399934.92)	122027.22	3676.93	(52754980.77)
Changes in equity for the year ended 31 March 2019						
Profit for the year	---	---	(4559361.21)	---	---	(4559361.21)
Other Comprehensive Income for the year					79432.92	79432.92
Total Comprehensive Income for the year			<u>(4559361.21)</u>		<u>79432.92</u>	<u>(4479928.29)</u>
Balance as at 31 March 2019	<u>12000</u>	<u>69507250</u>	<u>(126959296.13)</u>	<u>122027.22</u>	<u>83109.85</u>	<u>(57234909.06)</u>
Balance as at 01st April 2017	12000	69507250	(120236273.04)	122027.22	(44872.63)	(50639868.45)
Changes in equity for the year ended 31 March 2018						
Profit for the year	---	---	(2163661.88)	---	---	(2163661.88)
Other Comprehensive Income for the year					48549.56	48549.56
Total Comprehensive Income for the year			<u>(2163661.88)</u>		<u>48549.56</u>	<u>(2115112.32)</u>
Balance as at 31 March 2018	<u>12000</u>	<u>69507250</u>	<u>(122399934.92)</u>	<u>122027.22</u>	<u>3676.93</u>	<u>(52754980.77)</u>

13. BORROWINGS (NON CURRENT)

PARTICULARS	As at 31/03/2019 ₹	As at 31/03/2018 ₹
Unsecured		
(i) From Others*	---	6000000.00
Less : Current Maturities (refer note - 17)	---	(6000000.00)
TOTAL	<u>---</u>	<u>---</u>

* bearing interest rate of 9% p.a. payable yearly

14. OTHER FINANCIAL LIABILITIES (NON CURRENT)

Financial Liabilities at Amortized cost

(i) Preference Shares	67152.84	61608.11
TOTAL	<u>67152.84</u>	<u>61608.11</u>

15. PROVISIONS (NON CURRENT)

Provision for employee benefits		
- Leave encashment	567783.00	627667.00
- Gratuity	1121102.00	1017157.00
TOTAL	<u>1688885.00</u>	<u>1644824.00</u>

16. TRADE PAYABLES**Trade Payables**

Total Outstanding to Micro, Small & Medium enterprises	11094.00	---
Total Outstanding to other than Micro, Small & Medium enterprises	565274.30	3,48,192.41
TOTAL	<u>5,76,368.30</u>	<u>3,48,192.41</u>

The Micro, Small and Medium Enterprises Development Act, 2006 has come into force with effect from October 2, 2006. As per the Act, the company is required to identify the Micro and Small Vendors/Service providers and pay interest to them on overdue beyond the specified period irrespective of the terms agreed upon. The company has not received any confirmation from its Vendors/Service Providers regarding their status of registration under the said Act, which has been relied upon by the auditors, hence prescribed disclosures under Section 22 of the said Act has been provided in note no. 32 to financial statements.

17. OTHER FINANCIAL LIABILITIES (CURRENT)

PARTICULARS	As at 31/03/2019 ₹	As at 31/03/2018 ₹
(a) Current maturities of non-current debt	60,00,000.00	60,00,000.00
(b) Interest accrued & due on non-current debt.	37,25,911.00	32,39,911.00
(c) Other Payables		
i) Employee Benefits*	13,76,990.24	12,98,929.70
ii) For Expenses	24,32,028.49	21,12,637.00
TOTAL	<u>1,35,34,929.73</u>	<u>1,26,51,477.70</u>

* includes dues towards ESI, Provident fund, Welfare Fund etc.

18. OTHER CURRENT LIABILITIES

i) Statutory Duties & Taxes*	28,15,386.07	27,32,859.91
ii) Advance from Customer	2,36,880.00	2,17,833.00
iii) Securities Payables	15,66,000.00	15,71,000.00
TOTAL	<u>46,18,266.07</u>	<u>45,21,692.91</u>

* includes dues towards TDS, Sale tax, Entry tax & GST.

19. PROVISIONS (CURRENT)

PARTICULARS	As at 31/03/2019 ₹	As at 31/03/2018 ₹
Provision for Employee benefits.		
- Leave encashment	2,51,777.00	2,56,156.00
- Gratuity	4,14,937.00	3,36,787.00
Provision for Income Tax	---	13,88,649.00
TOTAL	<u>6,66,714.00</u>	<u>19,81,592.00</u>

20. REVENUE FROM OPERATIONS

PARTICULARS	Current Year ₹	Previous Year ₹
(a) Sale of products	---	---
(b) Sale of services		
Job Charges Received (Yarn manufacturing)	74,46,991.20	1,20,72,913.80
TOTAL	74,46,991.20	1,20,72,913.80

21. OTHER INCOME

PARTICULARS	Current Year ₹	Previous Year ₹
Interest received on securities with PSPCL	27,362.00	37,460.00
Lease Rental income	1,14,00,174.00	1,20,65,851.00
Sundry Balances written back	2,608.00	15,330.15
Gain on fair valuation of investments through profit & loss (FVTPL)	1,42,988.60	---
Misc. Income	2,566.45	---
Legal Consultancy Charges	12,000.00	12,000.00
Profit on Sale of Fixed Assets	---	4,490.00
Provisions written back	---	89,025.00
GST written back	1,44,788.84	---
TOTAL	1,17,32,487.89	1,22,24,156.15

22. COST OF MATERIALS CONSUMED

Opening Stock of Raw Material Yarn	---	---
Add : Purchases of Yarn	---	---
Less : Closing Stock of Raw Material Yarn	---	---
TOTAL	---	---

23. CHANGE IN INVENTORIES

Opening Stock		
(i) Finished Goods	---	---
TOTAL (A)	---	---
CLOSING STOCK		
(i) Finished Goods	---	---
TOTAL (B)	---	---
TOTAL (A-B)	---	---

24. EMPLOYEES BENEFITS EXPENSE

Salaries, Wages & Other Allowances	90,15,026.00	91,35,353.00
Contribution to provident and other fund	12,15,632.00	12,31,946.00
Staff & Labour Welfare	61,335.00	1,31,260.00
TOTAL	1,02,91,993.00	1,04,98,559.00

25. FINANCE COST

Bank Charges & Commission	37,624.96	49,231.37
Interest Expense on borrowings	5,40,000.00	7,65,710.40
Notional Interest on Preference shares	5,544.73	5,086.91

TOTAL	5,83,169.69	8,20,028.68
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26. OTHER EXPENSES

PARTICULARS	Current Year ₹	Previous Year ₹
(a) MANUFACTURING EXPENSES		
Stores & Spares	2,14,292.96	2,42,551.50
Packing Expenses	1,93,291.84	2,63,815.00
Power and Fuel	39,38,304.00	41,49,245.00
Repairs to Machinery	2,59,622.16	2,30,824.00
Sub Total	46,05,510.96	48,86,435.50
(b) ADMINISTRATIVE EXPENSES		
Insurance	79,158.00	68,333.00
Listing Fees	2,50,000.00	2,50,000.00
Legal & Professional Expenses	18,18,368.00	46,21,136.00
Demat Charges	88,467.00	1,30,063.00
E-Voting Charges	9,120.00	9,158.00
Directors Sitting Fees	34,500.00	37,500.00
Canteen Expenses	2,01,511.00	1,89,053.00
Fees & Taxes	2,11,735.00	8,00,302.00
Traveling Expenses	55,192.00	63,059.00
<u>Auditors Remuneration</u>		
- Audit Fee	30,000.00	30,000.00
- Tax Audit	25,000.00	---
Vehicle Expenses	71,811.91	68,441.67
Sundry Balances Written off	9,095.53	2,70,218.49
Expected Credit Loss	30,58,948.96	---
Other Expenses	16,38,620.35	22,04,879.81
Sub Total	75,81,527.75	87,42,143.97
(c) SELLING EXPENSES		
Advertisement	40,604.00	40,716.00
Commission	1,23,000.00	2,34,600.00
Freight & Cartage Outward	45,220.00	80,317.00
Sub Total	2,08,824.00	3,55,633.00
TOTAL	1,23,95,862.71	1,39,84,212.47

27 (a) Financial Instruments by Category

The Carrying value & fair value of financial instruments at the end of each reporting period is as follows :

PARTICULARS	At Cost	At Amortised Cost	At fair value through profit or loss		At fair value through OCI		Total carrying value	Total fair value
			Designated upon initial recognition	Mandatory	Equity instruments designated upon initial recognition	Mandatory		
As at 31st March 2019								
Assets:								
Investments (Non Current) (Refer note 4)				4860343.30			4860343.30	4860343.30
Trade receivables (Refer note 8)		3547209.05					3547209.05	3547209.05
Cash and Cash Equivalents (Refer note 9)		5275119.83					5275119.83	5275119.83
Total	-	8822328.88	-	4860343.30	-	-	13682672.18	13682672.18
Liabilities:								
Other financial liabilities (Non Current) (Refer note 14)						67152.84	67152.84	67152.84
Borrowings (Current)		-					-	-
Trade Payables (Refer note 16)		576368.30					576368.30	576368.30
Other financial liabilities (Current) (Refer note 17)		13534929.73					13534929.73	13534929.73
Total	-	14111298.03	-	-	-	67152.84	14178450.87	14178450.87
As at 31st March 2018								
Assets:								
Investments (Non Current) (Refer note 4)				4717354.70			4717354.70	4717354.70
Trade receivables (Refer note 8)		6252064.95					6252064.95	6252064.95
Cash and Cash Equivalents (Refer note 9)		7798988.91					7798988.91	7798988.91
Total	-	14051053.86	-	4717354.70	-	-	18768408.56	18768408.56
Liabilities:								
Other financial liabilities (Non Current) (Refer note 14)						61608.11	61608.11	61608.11
Borrowings (Current)		-					-	-
Trade Payables (Refer note 16)		348192.41					348192.41	348192.41
Other financial liabilities (Current) (Refer note 17)		12651477.7					12651477.70	12651477.70
Total	-	12999670.11	-	-	-	61608.11	13061278.22	13061278.22

27 (b) Fair Value Measurement
(i) Fair Value hierarchy
Level 1- Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2- Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3- Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

(ii) The following table presents fair value hierarchy of assets & liabilities measured at fair value :

As at 31st March 2019

Particulars	Fair Value	Fair Value measurement using		
		Level 1	Level 2	Level 3
Long Term Investments Fair Value through profit & loss	4860343.30			4860343.30

As at 31st March 2018

Particulars	Fair Value	Fair Value measurement using		
		Level 1	Level 2	Level 3
Long Term Investments Fair Value through profit & loss	4717354.70			4717354.70

Reconciliation of Level 3 Fair value measurements

Particulars	Unlisted equity instruments
As at April 1, 2017	4717354.70
Purchases	---
(Gain)/loss recognised in OCI/Profit/Loss	---
As at March 31, 2018	4717354.70
Purchases	---
(Gain)/loss recognised in OCI/Profit/Loss	142988.60
As at March 31, 2019	4860343.30

28. Contingent Liabilities and Capital Commitments

A. Contingent Liabilities: There are contingent liabilities in respect to certain items outlined below. Considering the facts of the matters, no outflow is expected & also no provision is considered necessary by management:

Name of Statute	Name of Dues	Forums where dispute is pending	Disputed Amount	Amount unpaid
Central Excise Act, 1994	Excise Duty	Commissioner Central Excise & Customs, Chandigarh	1000000	500000

29. Segment Reporting-Business segments have been identified based on the nature and class of products and services, assessment of differential risks and returns. Accordingly, company is a single segment company operating in textile business and disclosure requirements as contained in Ind AS- 108 'Operating Segments' are not required in the financial statements.

A. Information by Geographies

(a) Revenue from external customers		
India	7446991.20	12072913.80
Outside India	---	---

(b) The company has business operations only in india and does not hold any assets outside india

B. Revenue from major customers

Information about Major Customer

Number of customer contributing 10% or more to Company's revenue	1	1
Revenue arising from sales to the company's largest customer	61.90	57.50

30. In accordance with Ind AS-36 on "Impairment of Assets" the Company has assessed as on the balance sheet date, whether there are any indications with regard to the impairment of any of the assets. Based on such assessment it has been ascertained that no potential loss is present and therefore, formal estimate of recoverable amount has not been made. Accordingly no impairment loss has been provided in the books of account.

31. Earnings Per Share: The calculation of Earnings per Share as disclosed in the statement of Profit & Loss has been in accordance with Indian Accounting Standard (Ind AS)-33 on "Earning per Share" issued by the Institute of Chartered Accountants of India.

A statement on calculation of Basic & Diluted EPS is as under:

PARTICULARS	As at 31/03/2019	As at 31/03/2018
issued equity shares	68,14,350	68,14,350
Number of Share at end	68,14,350	68,14,350
Weighted average shares outstanding	68,14,350	68,14,350

PARTICULARS	As at 31/03/2019 ₹	As at 31/03/2018 ₹
1. Net Profit/Loss after tax as per Statement of Profit and Loss Attributable to the Equity Shareholders (A)	(45,59,361.21)	(21,63,661.88)
2. Weighted average no. of Equity Shares outstanding during the year used for calculation of Basic Earning Per Share (B)	68,14,350	68,14,350
3. Nominal Value of Share Rs.	10.00	10.00
4. Earning Per Share		
a) Basic(A / B)	(0.67)	(0.32)
b) Diluted(A / C)	(0.67)	(0.32)

32. Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 under the chapter on delayed payments to Micro & small enterprises.

PARTICULARS	As at 31/03/2019 ₹	As at 31/03/2018 ₹
1. Principal amount remaining unpaid to any supplier as at the end of accounting period	11094	---
2. Interest due on remaining unpaid to any supplier as at the end of the accounting period	---	---
3. The amount of interest paid along with the amounts appointed day during accounting period	---	---
4. The amount of interest due and payable for the year	---	---
5. The amount of interest accrued and remaining unpaid at the end of accounting year	---	---
6. The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	---	---

Dues of Micro, Small and Medium enterprises have been determined on the basis of information collected by the management. This has been relied upon by the auditors.

33. The related party disclosure in accordance with Indian Accounting Standard (Ind AS)-24 "Related Party" issued by the Institute of Chartered Accountants of India is given below:

NAME OF RELATED PARTY	RELATIONSHIP
Mr. Rajneesh Oswal (Managing Director) Mr. Vishal Oswal (Managing Director) Mr. Surinder Kumar Sekhri (Non Executive Director) Mr. Ramesh Chander Juneja (Non Executive Director) Ms. Priya Begana (Non Executive Director) Mr. Rajesh Kumar (CFO) Mr. Parminder Singh (Company Secretary)	Key Management Personnel
Mr. Kunal Oswal (Brother)* Mrs. Priti Oswal (Wife)* Mrs. Shikha Oswal (Wife)* Mrs. Nirmal Oswal (Mother)*	Relatives of Key Management Personnel
Shreyans Industries Ltd. Achin Investment & Mercantile Co.* Adeep Investment Co.* Jagvallabh Parasnath Capital Investments Pvt. Ltd.* Levina Investment & Mercantile Co.* Ojasvi Investment & Mercantile Co.* Virat Investment & Mercantile Co.* Shreyans Financial & Capital Services Ltd. Limelite Consultants Pvt. Ltd.* Noble Share Trading Pvt. Ltd.* Sulzer Investments Pvt. Ltd.* Oasis Share Trading Pvt. Ltd.* Punctual Dealers Private Limited* Fountain Tie-up Private Limited	Enterprises over which key management personnel and relatives of such personnel is able to exercise significant influence

*No transactions have taken place during the year.

Related Parties Transactions:

PARTICULARS	Enterprises over which key management personnel and relatives of such personnel is able to exercise significant influence		Key Management Personnel		Relatives of KMP	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Contractual Remuneration	---	---	2044464.00	1846884.00	---	---
Contractual Remuneration outstanding as on last day of Fin.Year	---	---	123907.00	119607.00	---	---
Sitting Fees	---	---	34500.00	37500.00	---	---
Interest paid	540000.00	765710.46	---	---	---	---
Paid against services rendered	1200000.00	4000000.00	---	---	---	---
Receipt against services rendered	12000.00	12000.00	---	---	---	---
Loan Repaid	---	2000000.00	---	---	---	---
Loans - Opening Balance	6000000.00	8000000.00	---	---	---	---
Loans - Closing Balance	6000000.00	6000000.00	---	---	---	---

34. Disclosures as required by Indian Accounting Standard (Ind AS) 19 Employee Benefits:

Contribution to Defined Contribution Plans, recognized in the Statement of Profit and Loss for the year under employee benefits expense, are as under:

	For year ended 31/03/2019	For year ended 31/03/2018
Provident Fund	609564	601184

The expenses incurred on account of the above defined contribution plans have been included in note no. 24 "Employee Benefits Expenses" under the head "Contribution to Provident and Other Funds"

The Company has a defined benefit plan for gratuity and leave encashments. The present value of obligation is determined based on the actuarial valuation using the Project Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation.

The Indian Accounting Standard (Ind AS-19) on "Employee Benefits" is being followed and the following table summarizes the components of net benefit/expenses recognised in the Statement of Profit and Loss and the amount recognised in the balance sheet for the gratuity and Leaves with wages plan.

1. Key assumptions

PARTICULARS	AS ON 31.03.2019	AS ON 31.03.2018
		Gratuity (Unfunded)
Mortality Table	IAL 2012-14 Ultimate	IAL 2006-08 Ultimate
Attrition Rate	05.00% p.a	05.00% p.a
Imputed rate of interest (D)	7.65% p.a	7.70% p.a
Imputed rate of interest (IC)	7.70% p.a	7.40% p.a
Salary rise	8.00% p.a	8.00% p.a
Return on plan assets	N.A	N.A
Remaining Working Life	15.66 years	16.32 years

2. Changes in the present value of obligation:-

PARTICULARS	AS ON 31.03.2019	AS ON 31.03.2018
	Gratuity (Unfunded)	Gratuity (Unfunded)
Present value of obligation at the beginning of the I.V.P.	1353944.00	1056654.00
Interest cost	100262.00	76935.00
Past service cost	-----	-----
Current service cost	248551.00	292951.00
Benefits paid	(103676.00)	(33988.00)
Experience Adjustment	(66936.00)	27587.00
Diff.in Present Value of Obligations / Acturial (Gain) / Loss on obligations	3894.00	(66195.00)
Present Value of obligation at the end of the I.V.P.	1536039.00	1353944.00

3. Changes in the fair value of plan assets

PARTICULARS	AS ON 31.03.2019	AS ON 31.03.2018
	Gratuity (Unfunded)	Gratuity (Unfunded)
Fair value of plan assets at the beginning of the I.V.P.	-	-
Expected Return on plan assets	-	-
Net Contribution	-	-
Withdrawals/ Benefits Paid	-	-
Remeasurement gain / (loss) Returns on plan assets	-	-
Fair value of plan assets at the end of the I.V.P.	-	-

4. Net Interest cost:-

PARTICULARS	AS ON 31.03.2019	AS ON 31.03.2018
	Gratuity (Unfunded)	Gratuity (Unfunded)
Interest Cost on Defined Benefit obligation	100262.00	76935.00
Expected Interest Income on plan assets	---	---
Net Interest cost / (Income)	100262.00	76935.00

5. Remeasurements - Other comprehensive Income (OCI)

PARTICULARS	AS ON 31.03.2019	AS ON 31.03.2018
	Gratuity (Unfunded)	Gratuity (Unfunded)
Return on plan Assets (excluding amounts included in net interest expenses)	---	---
<u>Actuarial (Gain) / Loss arising from:</u>		
Experience Adjustment	(66936)	27587
Diff. in present value of obligations	3894	(66195)
Component of Defined of Benefit Costs recognised in OCI	(63042)	(38608)

6. Expenses recognised in the statement of profit and loss

PARTICULARS	AS ON 31.03.2019	AS ON 31.03.2018
	Gratuity (Unfunded)	Gratuity (Unfunded)
Past service cost	---	---
Current service cost	248551.00	292951.00
Net Interest cost / (Income)	100262.00	76935.00
Actuarial (Gain) / Loss recognized in the IVP	---	---
Defined Benefit cost recognized in the statement of profit and loss	348813.00	369886.00

7. Amount to be recognised in the balance sheet:-

PARTICULARS	AS ON 31.03.2019	AS ON 31.03.2018
	Gratuity (Unfunded)	Gratuity (Unfunded)
Present Value of obligation at the end of the I.V.P.	1536039.00	1353944.00
Fair value of plan assets at the end of the I.V.P.	---	---
Funded status	(1536039.00)	(1353944.00)
Net liability arising from Defined benefit obligation	1536039.00	1353944.00

8. Components of the net defined obligations

PARTICULARS	AS ON 31.03.2019	AS ON 31.03.2018
	Gratuity (Unfunded)	Gratuity (Unfunded)
Fair value of plan assets at the beginning of the I.V.P.	1353944.00	1056654.00
Past service cost	---	---
Current service cost	248551.00	292951.00
Net Interest cost / (Income)	100262.00	76935.00
Remeasurement	(63042.00)	(38608.00)
Net contribution from the employer	---	---
Benefits directly paid by the employer	103676.00	33988.00
Net Defined benefit obligation at the end of the IVP	1536039.00	1353944.00

9. Category wise plan assets

PARTICULARS	AS ON 31.03.2019	AS ON 31.03.2018
	Gratuity (Unfunded)	Gratuity (Unfunded)
Fund at the end of IVP	---	---

10. Description of Risk Exposure: Actuarial Valuation are based on assumptions which are dynamic in nature and vary over time. As such entity is exposed to various risks as follows

A. Salary Increase-Actual salary increases will increase the Plan,s liability.Increases in salary increase rate assumption in future valuations will also increase the liability.

B. Imputed Rate of Return (IROR)-Reduction in IROR in subsequent valuation can increase the plan's liability

C. Withdrawls-Actual withdrawls proving higher or lower than that assumed and change of withdrawal rate at subsequent valuation can impact plan's liability.

D. Mortality-Actual deaths proving lower or higher than assumed in the valuation can impact the liabilities.

11. The quantitative Sensitivity analysis on net liability recognised on account of change in significant assumptions

PARTICULARS	As at 31/03/2019	
Present value of obligation ath the end of the period	1536039.00	
(a) Impact of change in Salary rate		
1.Impact due to increase of 1%	100147	97073.00
2.Impact due to decrease of 1%	(89813.00)	(86843.00)
(b) Impact of change in Attrition rate		
1.Impact due to increase of 1%	(7035.00)	(10692.00)
2.Impact due to decrease of 1%	7455	9966.00
(c) Impact of change in Imputed rate of return		
1.Impact due to increase of 1%	(89307.00)	(86322.00)
2.Impact due to decrease of 1%	101483	98329.00
12. Expected Payout as per Terminal Salary & TLOS		
a) 1st following year	420665	273526
b) 2nd to 5th following year	395876	150728
c) 6th to 10th following year	2137403	1053559
d) 11th following year onwards	7072119	12035702
13. Expected payout as per Terminal Salary & PLOS		
a) 1st following year	4167786	272387
b) 2nd to 5th following year	242586	88831
c) 6th to 10th following year	949960	410154
d) 11th following year onwards	1249699	1601409

35. Disclosure requirement as per Ind AS - 17 on 'Leases'

Factory building is given on Lease to different parties for which the period varies between 1 to 7 years.

General description of the Lease agreement :

- i) Lease agreement can be terminated by either party by giving advance notice either by lesse or lessor.
- ii) Lessee can not sublet the building further.
- iii) Lease rent is subject to yearly increase by 10%.

PARTICULARS	2018-19		2017-18	
	Rs.	P.	Rs.	P.
Future minimum lease payments under non cancellable operating leases	60879844.00		55345330.00	
Not later than one year	9971961		9065423	
Later than one year & not later than five years	50907883		46279907	
Later than five years		---		---
Lease income recognised in the profit & loss statement	11400174.00		12065851.00	

36	Auditor Remuneration	2018-19	2017-18
	Audit Fees	30000.00	25000.00
	Tax Audit Fees	25000.00	5000.00
		55000.00	30000.00

37. Disclosure pursuant to Indian Accounting Standard (Ind AS)-12:Income Taxes
a) Income Tax recognised in Profit or loss

PARTICULARS	2018-19	2017-18
Current Tax:		
In respect of Current Tax	---	---
In respect of Earlier Years	29599.00	(98246.00)
	<u>29599.00</u>	<u>(98246.00)</u>
Deffered Tax:		
In respect of Current Tax	(1616051.10)	(656244.32)
	<u>(1616051.10)</u>	<u>(656244.32)</u>
Total income Tax expenses recognised	<u>(1616051.10)</u>	<u>(656244.32)</u>
Income Tax recognised in other comprehensive income arising on income and expenses recognised in other comprehensive income		
Remeasurement of defined benefit obligation	(16390.92)	(9941.56)
	<u>(16390.92)</u>	<u>(9941.56)</u>

(b) The detail of deferred tax liabilities & assets as at the end of each reporting period is as under:

PARTICULARS	As at 1st April 2017	Movement during 2017-18	As at 31st March 2018	Movement during 2018-19	As at 31st March 2019
Deferred Tax Liability					
Impact of Depreciation	1487985.00	(277742.00)	1210243.00	(308761.09)	901481.91
Fair valuation Gain on investments	1170621.96	---	1170621.96	48542.30	1219164.26
Impact of Compound Financial Instruments	36945.79	(1309.88)	35635.91	(1441.63)	34194.28
(A)	<u>2695552.75</u>	<u>(279051.88)</u>	<u>2416500.87</u>	<u>(261660.42)</u>	<u>2154840.45</u>

PARTICULARS	As at 1st April 2017	Movement during 2017-18	As at 31st March 2018	Movement during 2018-19	As at 31st March 2019
Deffered Tax Asset					
43B Disallowances	483993.00	92232.00	576225.00	(34019.70)	542205.30
Carried forward business loss & Unabsorbed Depreciation	---	294902.00	294902.00	609474.57	904376.57
Provision for Doubtful Debts				795326.73	795326.73
(B)	<u>483993.00</u>	<u>387134.00</u>	<u>871127.00</u>	<u>1370781.59</u>	<u>2241908.59</u>
Deffered Tax Liability (Net) (A-B)	<u>2211559.75</u>	<u>(666185.88)</u>	<u>1545373.87</u>	<u>(1632442.02)</u>	<u>(87068.15)</u>

(c) Reconciliation of Deffered tax liabilities (net)

PARTICULARS	Current Year	Previous Year
Deffered tax liability at the beginning of the year	1545373.87	2211559.75
Deffered tax (income)/expenses during the year recognized in Statement of Profit & Loss (see note below)	(1632442.02)	(666185.88)
Deffered tax (income)/expenses during the year recognized in Other Comprehensive Income	---	---
Deffered tax (income)/expenses during the year recognized directly in equity	---	---
Deffered tax liability at the end of the year (see note below)	(87068.15)	1545373.87

(d) The income tax expense for the year can be reconciled to the accounting profit as follows:

PARTICULARS	As at 31.3.2019
Loss before Tax	(6145813.31)
Tax at statutory income tax rate of 26.00%	(1597911.46)
Tax effect of the amounts not deductible for computing taxable income	
Effect of Depreciation difference	241631.29
Effect of Expences that are not deductible in determining taxable profit or allowable on payment basis	70250.44
Impact on fair valuation of investment	(48542.30)
Provision for doubtful Debt	795326.73
Brought Forward Loss/Depreciation	(330528.64)
Others	<u>77758.72</u>
Income tax expense to be recognized in statement of Profit & Loss	<u>---</u>

(e) **Deffered Tax Asset**-The company has recognised deffered tax asset of Rs. 87068 in balance sheet for the period ending on 31-March-2019.As per Companies forecast of future taxable income such deffered tax asset will be utilized in future Year

38. The summarized position of Post-Employment benefits and long term employee benefits recognized in the Profit & Loss Account and Balance Sheet as required in accordance with Indian Accounting Standard (Ind AS 19) are as under:

(a) Post-Employment benefits

Defined Benefit Plans (Gratuity): During the year the company has recognized an expense of Rs. 348813 (Previous Year Rs.369886) in the Statement of Profit and Loss. The outstanding liability recognized in Balance sheet as at year end is Rs.1536039.

Defined Contribution Plans (Provident Fund): During the year the company has recognized an expense of Rs. 609564 (Previous Year Rs. 601184) as contribution to Employee Provident Fund in the Statment of Profit and Loss .

(b) Long-term employee benefits (Leave Encashment): During the year the company has recognized an expense of Rs. 102255 (Previous Year Rs. 507107) in the Statement of Profit and Loss. The outstanding liability recognized in Balance sheet as at year end is Rs. 819560.

39. The balances of Trade Receivables, Loan and Advances, Deposits, Trade Advances and Trade Payables are subject to confirmation/reconciliation and subsequent adjustments, if any. The management has requested for the confirmation of balances & believes that no material adjustments would be required in books of account upon receipt of these confirmations.

40. The out standings in most of the trade receivables of the company are overdue making them doubtful in nature and the company has provided impairment provision of Rs. 85.58 lakhs in respect of their realizations on the basis of lifetime expected credit loss in compliance with Ind AS 109. Although, allowance has been made on the said receivables, management has a strong opinion that the said receivables are fully recoverable. (see note no. 7 to financial statements for more details). Also taking sincere steps for their recoverability, the company has filed suits against some of the debtors whose outstanding amount as on 31.03.2019 is Rs.3681509.

41. In the opinion of the Board of Directors, the financial assets & other current assets have a value on realization in the ordinary course of business at least equal to the amount at which they are stated except as expressly stated otherwise

42. Previous year amounts have been reclassified wherever necessary and conform to Ind AS presentation.

43. Financial Risk Management

The Company's principal financial liabilities comprises of loans and borrowings, trade and other payables, and other current liabilities. The main purpose of these financial liabilities is to raise finance for the Company's operations. The Company has loans and receivables, trade and other receivables, cash and short-term deposits that arise directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks and that advises on financial risks and the appropriate financial risk governance framework for the Company. There has been no change to the company's exposure to the financial risks or the manner in which it manages and measures the risk. The company has not framed formal risk management policies; however, the risks are monitored by management on a continuous basis. The company does not enter into or trade in financial instruments, investment in securities, including derivative financial instruments, for speculative or risk management purposes.

This note explains the risks which the company is exposed to and policies and framework adopted by the company to manage these risks:

Market Risk: Market risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: interest rate risk, currency risk and other price risk, such as investment/ equity risk. Financial instruments affected by market risk include loans & borrowings.

1) Foreign Currency Risk Management:

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company doesn't operate internationally & didn't undertook any transactions denominated in foreign currencies during the reporting period & previous year. Hence, exposures to exchange rate fluctuations didn't arise.

(ii) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates does not arise due to non existence of any debt obligations with floating interest rates. The company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates. As the Company has no significant interest-bearing assets, the income and operating cash flows are substantially independent of changes in market interest rates.

(iii) Other Price Risk

The company is exposed to equity price risk arising from equity investments. The company manages equity price risk by monitoring liquidity positions of such investments in short & long term periods. The company does not actively trade equity investments. Equity investments are mainly held for strategic rather than trading purposes.

(iii) 1 Equity price sensitivity analysis

The sensitivity analysis below has been determined based on exposure to equity price risks at the end of reporting period.

if Fair Value per share has been 1% higher/Lower, the profit for the year would have increased/decreased by +/- 0.49 lakh (Previous Year: increased/decreased by 0.47 lakhs) as a result of the changes in fair value of equity shares

Liquidity risk management

Liquidity risk refers to the probability of loss arising from a situation where there will not be enough cash and/or cash equivalents to meet the needs of depositors and borrowers, sale of liquid assets will yield less than their fair value and illiquid assets will not be sold at the desired time due to lack of buyers. The primary objective of liquidity management is to provide for sufficient cash and cash equivalents at all times and any place in the world to enable us to meet our payment obligations. The financial liabilities of the company include loans and borrowings, trade and other payables. The company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The company monitors its risk of shortage of funds to meet the financial liabilities using a liquidity planning tool. The company plans to maintain sufficient cash and marketable securities to meet the obligations as and when fall due. Currently the company is servicing all its obligations whether in case of borrowings or statutory dues payable to various authorities.

The company manages liquidity risk by maintaining adequate reserves, continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

Ultimate responsibility for liquidity risk management rest with the management which has built an appropriate liquidity risk management framework for the management of the company's short, medium and long term funding and liquidity management requirements.

The below is the detail of contractual maturities of the financial liabilities of the company at the end of each reporting period:

PARTICULARS	As at March 31, 2019
Borrowings	
0-1 years	60,00,000.00
2-3 years	---
4-5 years	---
More than 5 years	---
Trade Payables	
0-1 years	5,76,368.30
2-3 years	---
3-5 years	---
More than 5 years	---
Other Financial liabilities	
0-1 years	75,34,929.73
2-3 years	--
3-5 years	--
More than 5 years	67,152.84

44. Reconciliation of movement of liabilities to cash flow arising from financing activities

PARTICULARS	As at 31st March 2019	As at 31st March 2018
Borrowings at the beginning of the Year (current and non current) including current maturities of long term debt	6000000	6000000
Proceeds from borrowings	---	---
Repayment of borrowings	---	---
Transaction Cost related to Borrowings	---	---
Borrowing at the end of the year (current and non current)	<u>6000000</u>	<u>6000000</u>

45. Disclosure under Ind AS 115 "Revenue from Contracts with Customers"

a) Disaggregated revenue information

PARTICULARS	As at 31/03/2019 ₹	As at 31/03/2018 ₹
(i) Type of Goods		
Revenue from Sale of Goods	---	---
Revenue from Job Work	<u>7446991.20</u>	<u>12072913.80</u>
	<u>7446991.20</u>	<u>12072913.80</u>
(ii) Total revenue from Contracts with Customers		
Revenue from Customers based in India	7446991.20	12072913.80
Revenue from Customers based outside India		
(iii) Timing of Revenue Recognition		
Goods transferred at a point in time	7446991.20	12072913.80
b) Trade receivables and Contract Customers		
Trade Receivables	3547209.05	6252064.95

Trade receivable are non-interest bearing and are generally on terms to 30 days. In 2019 Rs. 30.58 lakhs (Previous year Rs.0) was recognized as provision for expected credit losses on trade receivables.

Trade receivables are presented net of impairment in the Balance sheet. The Company classifies the right to consideration in exchange for deliverables as a receivable. Receivable is right to consideration that is unconditional upon passage of the time.

C) Contract Liabilities

Contract liability relate to payment received in advance for performance under contract. Contract liabilities are recognized as revenue at the time of sale of goods. Contract liabilities includes Non current or current advances received from customers to deliver goods.

Revenue recognized in the current reporting period to carried forward contract liabilities:

Revenue recognized that was included in the contract liabilities balance at the beginning of the period

JobWork ₹ 0

(d) Reconciling the amount of revenue recognized in the statement of Profit and Loss with the contract price

Revenue as per Contract Price	7446991.20	12072913.80
Less Adjustments		
Returns	---	---
Freight Recovered	---	---
Revenue recognized in the statement of Profit and Loss	<u>7446991.20</u>	<u>12072913.80</u>

Revenue recognized that was included in the contract liabilities balance at the beginning of the period

e) Performance obligation and remaining performance obligation

The performance obligation is satisfied upon the delivery of Goods and payment is generally due within 7 days to 60 days. The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue. As on 31st March, 2019, there were no remaining performance obligation as the same is satisfied upon delivery of goods / services.

Credit Risk Management**Credit Risk**

Credit risk refers to the risk that the counter party will default on its contractual obligations resulting in financial loss to the company. Credit risk arises from financial assets such as cash and cash equivalents, loans, trade receivables, derivative financial instruments and financial guarantees.. Credit risk has always been managed by the company through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the company grants credit terms in the normal course of business. We monitor our exposure to credit risk on an ongoing basis at various levels. On account of adoption of Ind AS 109, the company uses expected credit loss model to assess the impairment loss or gain. Credit risk on cash and bank balances is negligible as the company generally invests in deposits with banks and financial institutions with high credit ratings assigned by credit rating agencies. Investments primarily include investment in equity instruments for long term period. The Company's credit risk in case of all other financial instruments is negligible.

Trade receivables:

The Company has exposure to credit risk majorly from trade receivable balances on sale of yarn and Trading of unstitched Suitings, Shirts & Dress Materials which are typically unsecured. The Company routinely assesses the financial strength of its customers and, as a consequence, believes that its trade receivable credit risk exposure is limited. The company also assesses the creditworthiness of the customers internally to whom goods are sold on credit terms in the normal course of business. The credit limit of each customer is defined in accordance with this assessment. The Company ensures concentration of credit does not significantly impair the financial assets since the customers to whom the exposure of credit is taken are well established and reputed industries engaged in their respective field of business. The management of the company regularly evaluates the individual customer receivables. This evaluation takes into consideration customer's financial condition and credit history, as well as current economic conditions. Trade receivables are written off when deemed uncollectible. Recoveries of trade receivables previously written off are recorded when received. The company regularly tracks the outstanding trade receivables and proper action is taken by the company for collection of overdue trade receivables.

The impairment analysis is performed on client to client basis for the debtors that are past due at the end of each reporting date. The company has considered an allowance for doubtful debts on the basis of lifetime expected credit loss model as per provision matrix in case of trade receivables that are past due but there has not been a significant change in the credit quality and the amounts are still considered recoverable & no writing off from books is required.

Reconciliation of allowance for lifetime expected credit loss.

PARTICULARS	As at 31st March 2019	As at 31st March 2018
Balance as at Beginning of the year	5500000	5500000
Allowance for doubtful receivables based on Expected Credit Loss (ECL)	3058948.96	---
Release to the statement of profit and loss	---	---
Balance at end of the year	<u>8558948.96</u>	<u>5500000</u>
Ageing of trade receivables (Gross)	As at 31st March 2019	As at 31st March 2018
Not Due	---	---
0-6 Months past due	1136164	660159
More than 6 months past due	10969994	11091906
total trade receivables	<u>12106158</u>	<u>11752064.95</u>

Capital risk management

The capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the company. The primary objective of the company's capital management is to maintain optimum capital structure to reduce cost of capital and to maximize the shareholder value. The Company's objectives when managing capital is to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The director's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. In order to maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

Consistent with others in the industry, the Company monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital plus net debt. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions and the requirements of the financial covenants which otherwise would permit the banks to immediately call loans and borrowings

PARTICULARS	As at 31st March, 2019
Borrowings	6000000.00
Less: Cash & cash equivalents	5275119.83
Net debt	724880.17
Total equity	12708590.94
Capital & Net debt	13433471.11
Gearing ratio	(0.05)

Since there are no interest bearing loans & borrowings from banks, therefore, there are no breaches in the financial covenants of interest-bearing loans and borrowings in the current year ended 31st March 2019.

No Changes were made in the objectives, policies or processes during the years ended 31st March 2019 and 31st March 2018.

For Malhotra Manik & Associates
Chartered Accountants

For and on behalf of the Board of
Directors

(Manik Malhotra)
Proprietor

(Rajneesh Oswal)
Chairman and
Managing Director

(Vishal Oswal)
Vice-Chairman and
Managing Director

(Parminder Singh) (Rajesh Kumar)
Company Secretary CFO

PLACE : LUDHIANA
DATED : 27.05.2019

ADINATH TEXTILES LIMITED

Regd. Office: Village Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana 141 123
 Tel. No. 0161-2685270, 9876100948, CIN- L17115PB1979PLC003910
 Website : www.adinathtextiles.com, Email : atl@shreyansgroup.com

Form No. MGT-11

Proxy form

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

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id: DP ID:

I/We, being the member(s) of Shares of Adinath Textiles Limited, hereby appoint:

1. Name :
2. Address :
3. E-mail Id :
4. Signature :, or failing him / her

1. Name :
2. Address :
3. E-mail Id :
4. Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th Annual general meeting of the company, to be held on Friday, the 27th day of September, 2019 At 11:00 A.M. at the registered office of the company at Village: Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana 141 123 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution(s):

- 1..... 3..... 5.....
- 2..... 4..... 6.....

Signed this..... day of 2019

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp here

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**ADINATH TEXTILES LIMITED
ATTENDANCE SLIP**

I here by record my presence at the 39th ANNUAL GENERAL MEETING of the Company being held on Friday, the 27th day of September, 2019 at 11:00 A.M. at the Registered Office of the Company Village Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana - 141 123

.....
Full Name of the Shareholder
(IN BLOCK LETTERS)

Signature

Folio No

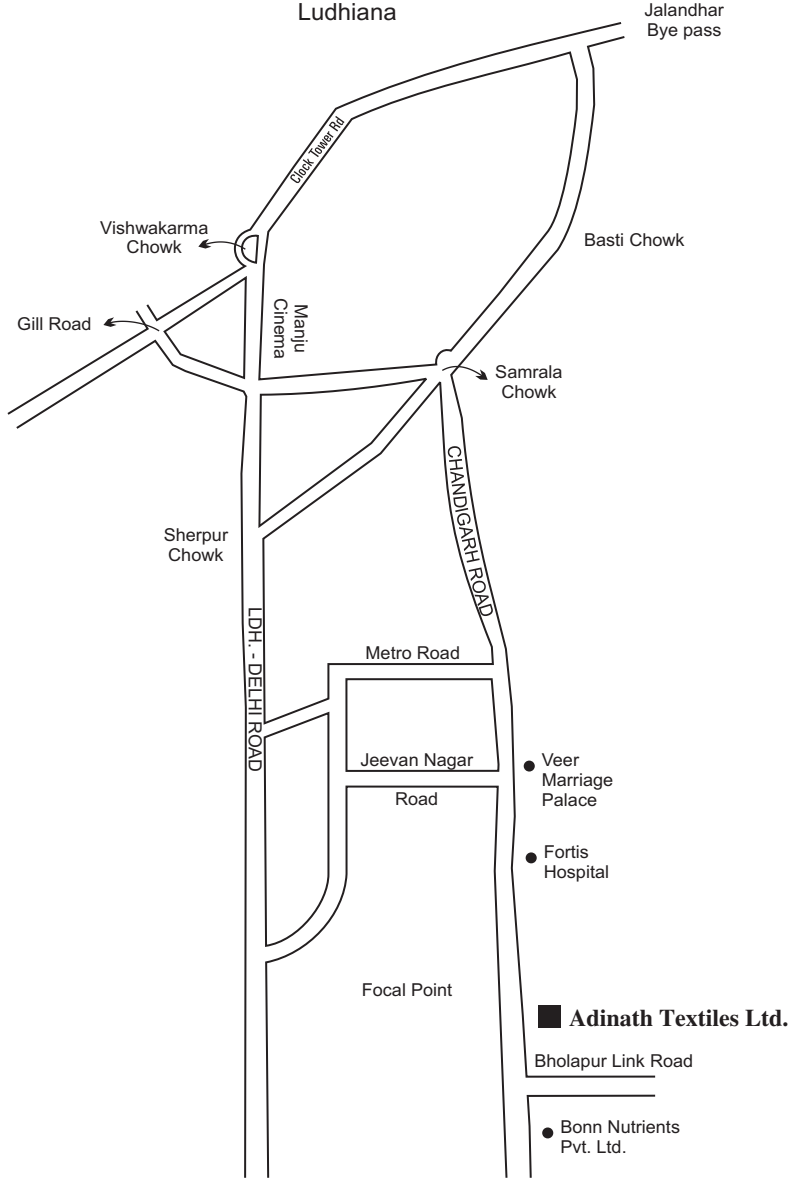
Client ID.

Full Name of Proxy
(IN BLOCK LETTERS)

D. P. ID.

- NOTE :**
1. The Proxy Form duly completed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.
 2. A proxy need not be a member.

Route map to the venue of the AGM
Venue : **Adinath Textiles Limited**
Village Bholapur, P.O. Sahabana, Chandigarh Road,
Ludhiana



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If undelivered, please return to :
ADINATH TEXTILES LIMITED
Village Bholapur, P.O. Sahabana,
Chandigarh Road, Ludhiana - 141 123.
CIN: L17115PB1979PLC003910
TEL: +91-161-2685270, 9876100948
EMAIL: atl@shreyansgroup.com WEBSITE: www.adinathtextiles.com