



# TT LIMITED

(CIN NO.: L18101DL1978PLC009241)  
879, MASTER PRITHVI NATH MARG  
OPP: AJMALKHANPARK, KAROL BAGH,  
NEW DELHI – 110 005, INDIA  
TEL: 0091 11 45060708  
EMAIL: [newdelhi@ttlimited.co.in](mailto:newdelhi@ttlimited.co.in)  
WEBSITE: <http://www.ttlimited.co.in>



15<sup>th</sup> September, 2017

**Bombay Stock Exchange Limited**  
**Floor 35, P.J. Towers**  
**Dalal Street**  
**Mumbai-400001**  
**Fax-022-22722061/41/39/37**

Dear Sir

Reg: Scrip Code: 514142

**Sub: Compliance of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations"]**

In compliance with Regulation 34 of the Listing Regulations, please find attached herewith Annual Report for the Financial Year 2016-17 duly approved and adopted by the shareholders at the 38<sup>th</sup> Annual General Meeting held on Wednesday, 13<sup>th</sup> September, 2017 at 11:00 A.M. at Talkatora Indoor Stadium, New Delhi-110001.

The Annual report for the Financial Year 2016-17 is uploaded on the website of the Company ([www.ttlimited.co.in](http://www.ttlimited.co.in))

This is for your information and necessary action.

Thanking You

**Cordially Yours**  
**For T T Limited**

  
**Reetika Mahendra**  
**Company Secretary**  
**M.No. ACS48493**



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Garments



**T T LIMITED**

ANNUAL REPORT 2016 - 2017



# HiFlyers

FROM THE HOUSE OF 



## Company Information

### T.T. LIMITED

CIN NO.L18101DL1978PLC009241

#### BOARD OF DIRECTORS

Dr. Rikhab C. Jain (Chairman)

Shri Sanjay Kumar Jain (Managing Director)

Smt. Jyoti Jain (Jt. Managing Director)

Shri V.R. Mehta

Shri Navratan Dugar

Dr. (Prof.) V.K. Kothari

Shri Mahesh C. Mehta

Shri Sunil Mahnot (Director Finance &amp; CFO)

#### COMPANY SECRETARY

Ms. Reetika Mahendra Rathore

#### STATUTORY AUDITORS

Doogar &amp; Associates

#### INTERNAL AUDITORS

Sarat Jain &amp; Associates

#### BANKERS

A. Consortium :

ORIENTAL BANK OF COMMERCE

PUNJAB NATIONAL BANK

B. Others:

STATE BANK OF INDIA, INDIAN BANK

#### LEGAL ADVISOR

Shilpi Jain Sharma, Advocate

#### REGISTRAR & SHARE TRANSFER AGENTS

BEETAL FINANCIAL AND COMPUTER SERVICES PVT. LTD.

99, Madangir, Behind Local Shopping Centre, Delhi - 110 062

Ph.: 011-29961281, E-mail: beetal@beetalfinancial.com

#### REGISTERED OFFICE

T.T. GARMENT PARK

879, Master Prithvi Nath Marg,

Karol Bagh, New Delhi - 110 005

Phone: 011-45060708, E-mail : newdelhi@ttlimited.co.in

Toll Free : 18001035681

Web site : www.ttlimited.co.in

#### CORPORATE IDENTIFICATION NO.

L18101DL1978PLC009241

#### BRANCHES

Kolkata, Avinashi, Gajroula, Rajula

#### MILLS/FACTORIES

Gajroula (Uttar Pradesh), Avinashi, Distt. Tirupur (Tamil Nadu),

Rajula, (Pipavav Port, Gujarat) and Jamanvada (Distt. Kutch, Gujarat)

#### SHARE HOLDERS' INFORMATION

visit: www.ttlimited.co.in E-mail: investors@ttlimited.co.in

## DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in presenting the 38th (Thirty Eight) Annual Report of the Company together with the Audited Accounts for the year ended March 31, 2017.

### 1 FINANCIAL RESULTS

	2016-17 (Rs. In lakh)	2015-16 (Rs. In lakh)
Sales / Income from operations	67752.28	69954.41
Profit before interest, Depreciation and Tax	4528.13	5070.07
Financial Charges	2928.11	3282.66
Depreciation	1541.32	1457.05
Provision for Income Tax / Deferred Tax	(155.62)	114.96
Profit / Loss after Tax	214.32	215.40
Balance brought forward from previous year	266.33	280.30
<b>TOTAL</b>	<b>480.65</b>	<b>495.70</b>
Appropriation:		
Dividend & Distribution Tax	—	129.37
Transferred to / from General Reserve	200.00	100.00
Balance Carried forward	280.65	266.33
<b>TOTAL</b>	<b>480.65</b>	<b>495.70</b>

### 2. DIVIDEND

In view of inadequacy of profit, your Board is constrained to recommend any dividend for the year under review.

### 3. REVIEW OF OPERATIONS

The spinning misery continued in 2016-17 with raw cotton prices in India moving up by 50% in a span of 2-3 months (April to July) while international prices just moved up by 10%. International demand totally dried up and most mills had to cut production and face heavy disparity in prices, which even went to a stage of cash losses. Things start settling from October as the new cotton crop came in, when another lightning struck by way of demonetization which impacted domestic demand for 2 months and the winter season for garments was ruined.

This year was a year of 2 major shocks, which were unprecedented and unexpected. The Company despite best efforts and firefighting was severely impacted which lead to both profit and turnover loss. Further our biggest yarn buyer i.e. China has significantly reduced its dependence on India which has put pressure on demand while new capacities still come in due to State incentives.

Our Company managed to hold onto garment turnover, but export of yarn were hit severely which lead to turnover falling from Rs.680 Crores to Rs.664 Cr.

The Company also completed its wind power capacity restructuring by selling its last turbine in Tamil Nadu and setting up a 2.1MW wind mill in Gujarat for captive consumption.

The Company also increased its domestic turnover to reduce its dependence on exports, which are extremely volatile due to currency and global uncertainties. The Indian rupee performing better than its peers impacted the last quarter when we saw other negatives stabilizing.

Interest rates also came down but a very slow pace and with a lag, hence the full impact would be felt in the coming year.

In nutshell it's a year best forgotten.

### 4. FUTURE OUTLOOK

As we enter the New Year we start with guarded optimism. The demonetization impact is bygone and GST seems a reality that would improve our competitiveness against the large unorganized garment segment. We are already seeing positive impact of the same and growth in garments has been about 25%.

In yarn and fabric segment our focus is on domestic market to reduce risk and improve realisations. We are reducing our export dependency and developing markets across India.

Company has no major expansion plans in spinning for 2017-18. It only proposes to do some balancing and modernization to improve margins. The Company wants to consolidate and reduce its leveraging to create a strong base for picking up new growth ideas in the coming year. It also proposes to sell old spinning machinery at Avinashi and Gajroula units which are no more viable. The vacated land and building will be used for growing garments business.

The Company's main focus this year is going to be its value added garments division, where many new products are being added and new markets / channels are being activated. Institutional and large retail format sales is also growing. Further garment exports are also increasing.

The Company is seeing good response to its casual wear range. It has launched its new range under a new brand – "HiFlyers" which has helped break free from the perception of being an innerwear brand.

The Company has also introduced "T T BAZAR" in both online and offline model to build direct connect with the consumer. Already 25 franchisee stores are running in NCR and Company proposes to take it to 100 in next 12 months.

Another positive is the falling interest rate regime. This coupled with the repayment of debt would reduce the Company's interest burden and improve profitability.





We therefore start with lot of hope and optimism of achieving new heights and taking the brand and company to new levels. We are more focused on the value added segment and domestic sales which will de-risk the business and bring in more stability to turnover and margins. We are confident of growing our brand in the garment segment and gaining market share in the years to come.

We have gone through a bad phase, but luckily have emerged stronger and wiser which will hold us in good stead in the days to come.

5. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

As part of its initiatives under "corporate social responsibility" (CSR), the Company has contributed funds for the schemes of eradicating hunger and poverty, promotion of education and medical aid. The contributions in this regard have been made to the registered trust which is undertaking these schemes.

The Annual Report on CSR activities is annexed herewith as: Annexure B.

6. RISK MANAGEMENT

The Company has a well defined risk management framework in place. Further, it has established procedures to periodically place before the Board, the risk assessment and management measures. As such, there are no risks which in the opinion of the Board threatens the existence of the Company.

The Risk Management Policy may be accessed on the Company's website at the link <http://www.tttextiles.com/investor/corporate-news-announcements>.

7. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The internal Audit functions reports to the Chairman of the Audit Committee and to Chairman and Managing Director of the Company.

The Internal Audit monitors and evaluates the efficiency and adequacy of Internal control systems in the company. It's compliances with operating systems, accounting procedure and policies at all locations of the Company.

8. INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

9. RELATED PARTIES TRANSACTIONS

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the Company with Promoters, Key Management Personnel or other designated persons which may have potential conflict with interest of the Company at large.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sh. Sunil Mahnot (holding DIN No. 06819974), retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for reappointment.

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 of the Listing Agreement.

During year under review, Miss Sheenu Jain has resigned from the post of Company Secretaryship and Mrs. Reetika Mahendra Rathore (ACS No. 48493) has been appointed as Company Secretary of the Company.

11. BOARD OF DIRECTORS MEETING

During the year four Board Meetings and four Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

12. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134 (3C) of the Companies Act, 2013, your Directors report as under:

- That in the preparation of the annual accounts, the applicable accounting standards have been followed.
- That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period.
- That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- That the Directors have prepared the annual accounts on a going concern basis.
- That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively.
- That 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.

13. BOARD EVALUATION

Pursuant to the provisions of the Company's Act, 2013 and Regulation 17(10) of the Listing Agreement, 2015, the Board has carried out an evaluation of its own performance and the performance of the directors individually for the financial year 2016-17 in the meeting held on 29<sup>th</sup> May 2017. The performance of the Executive Directors, Chairman and Board as a whole was evaluated in narrative format. The manner in which the evaluation of the performance of Non-Independent Director has been carried out has been explained in the Corporate Governance Report.

#### 14. REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

#### 15. PUBLIC DEPOSITS

The Company has neither accepted nor renewed any fixed deposit from public during the year. Entire outstanding fixed deposit as on 31.03.2016 was repaid during F.Y. 2016-17.

#### 16. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT

The Company has not given any loan or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

#### 17. CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the Company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviours of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as "code of business conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website [www.ttlimited.co.in](http://www.ttlimited.co.in)

#### 18. AUDIT COMMITTEE DISCLOSURES

##### Composition

The Audit Committee consists of Shri Navratan Dugar, Independent Director, Shri V. R. Mehta, Independent Director, Dr. (Prof.) V. K. Kothari, Independent Director and Shri Sanjay Kumar Jain, Managing Director. Shri Navratan Dugar is the Chairman of the Committee and Mrs. Reetika Mahendra Rathore, is Secretary of the Committee. All the recommendations made by the Audit committee were accepted by the Board.

##### VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Vigil Mechanism of the Company, which also incorporates a Whistle Blower Policy in terms of the Listing Agreement aims to provide a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman / Chairman of the Audit Committee in exceptional cases.

The policy of Vigil Mechanism and Whistle Blower Policy as approved by the Board may be accessed on the Company's website at the link: <http://www.tttextiles.com/investor/corporate-news-announcements>

#### 19. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

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

#### 20. EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31st March, 2017

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of companies (Management and Administration) Rules, 2014 for the financial year 2016-17 in Form No. MGT-9 is annexed hereto and form part of this report as Annexure – V.

#### 21. AUDITORS AND AUDITORS' REPORTS:

##### a. Statutory Auditor:

M/s Doogar & Associates, Statutory Auditors of the Company, will retire at the ensuing Annual General Meeting scheduled to be held on 13<sup>th</sup> September, 2017. Board of Directors at their meeting held on 29<sup>th</sup> May, 2017 has proposed to appoint M/s R. S Modi & Co, Chartered Accountants(Firm registration no.007921N), New Delhi as Statutory Auditors of the Company to hold office for a tenure of five years starting from the conclusion of 38th Annual General Meeting of the Company till conclusion of 43rd Annual General Meeting. In terms of provisions of Sector 139 (1) of the Companies Act, 2013, the appointment of Statutory Auditors shall be placed for ratification at every Annual General Meeting.

Further, current Statutory Auditors of the Company M/s Doogar & Associates, have submitted their Report on the Accounts of the Company for the accounting year ended 31st March, 2017. Auditors' Report is self-explanatory and requires no comments.

##### b. Secretarial Auditor

M/s DMK Associates, Company Secretary in Practice, has been appointed as Secretarial Auditors of the Company by the Board of Directors of the Company in their meeting held on 29<sup>th</sup> May, 2017 for the financial year 2017-18.

The Secretarial Auditors of the Company have submitted their Report in form No. MR- 3 as required under Section 204 of the Companies Act, 2013 for the financial year ended 31<sup>st</sup> March, 2017. This Report is self explanatory and requires no comments. The Report forms part of this report as Annexure – III.

#### c. Cost Auditor

The Board of Directors has appointed M/s K. L. Jaisingh & Co., Cost Accountants, New Delhi as the Cost Auditors of the Company to conduct Cost Audit of the Accounts for the financial year ended 2017-18. However, as per provisions of Section 148 of the Companies Act, 2013 read with Companies (Cost Record and Audit) Rules, 2014, the remuneration to be paid to the Cost Auditors is subject to ratification by members at the Annual General Meeting. Accordingly, the remuneration to be paid to K. L. Jaisingh & Co., Cost Accountants, New Delhi for the Financial Year 2017-18 is placed for ratification by the members.

#### 22. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Energy Conservation continues to be an area of major emphasis in our Company. Efforts made to optimize the energy cost while carrying out manufacturing operations.

The information required to be furnished under section 134 (3)(m) of the Companies Act, 2013 read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 2014 relating to Conservation of Energy, Technology absorption and Foreign Exchange earnings and outgo is annexed as Annexure "A" herewith and forming part of this report.

#### 23. PARTICULARS OF EMPLOYEES

Information as per Section 134 of the Companies Act, 2013 read with Companies (Particulars of Employees) Amendment Rules, 2011 are given in the statement which forms a part of this report. However as per the provisions of section 136 of the Companies Act, 2013, the report and accounts are being sent to all shareholders of the Company excluding the aforesaid information. Any shareholder interested in obtaining a copy of the particulars may write to the Company's Registered Office.

#### 24. INDUSTRIAL RELATIONS

During the year under review, your Company enjoyed cordial relationship with workers and employees at all level.

#### 25. CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI.

A separate report on Corporate Governance along with Auditor's Certificate on its compliance is annexed to this report.

#### 26. MANAGEMENT DISCUSSION AND ANALYSIS

Management discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of the Listing Agreement, 2015 with the stock exchanges is presented as a separate section forming part of this report.

#### 27. GENERAL DISCLOSURES

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:-

- Details relating to deposits covered under Chapter V of the Act.
- Issue of equity shares and differential rights as to dividend, voting or otherwise.
- Issue of Shares (including sweat equity shares) to employees of the Company under any scheme.
- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- Company does not have any subsidiary.

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

#### 28. ACKNOWLEDGEMENT

Your Directors place on record their sincere appreciation of the services rendered by the employees of the Company. They are grateful to shareholders, bankers, depositors, customers and vendors of the company for their continued valued support. The Directors look forward to a bright future with confidence.

Place: New Delhi

Date: 29.05.2017

For and on behalf of the Board

Sd/-

(Dr. RIKHAB C. JAIN)

CHAIRMAN





## ANNEXURE "A" TO THE DIRECTORS REPORT

Information pursuant to the Companies (Disclosure of Particulars) in the Report of the Board of Directors Rules, 2014.

## A. CONSERVATION OF ENERGY:

- a) Energy Conservation measures taken: In spinning mill energy cost represents the second major cost after the cost of raw material. The company has, therefore, always been conscious of the need to conserve energy. The company is continuously identifying the scope for improving end use efficiency by evaluating the techno-economic viability of various energy conservation measures.
- b) Additional investments and proposals that have been taken are:
  - i) During financial year 2015-16, company has installed 2.1 MW latest technology Wind Turbine Generator in Gujarat with high generation for Captive Consumption. More Wind Mills are planned in future to meet own requirements.
  - ii) In order to save power, Company has replaced normal tube lights with LED lights.
  - iii) Company has installed 66KVA power sub-station in Rajula for uninterrupted power supply and minimize transmission loss.
  - iv) Company continuously upgrading its plant and machineries so that energy requirement of per unit production can be minimised.
- c) Impact of the measures of (a) and (b) for reduction of energy consumption and consequent impact on the cost of production of goods: The impact of the measures taken above is that the same would result in reduction in energy consumption in future years and increase in productivity.
- d) Total energy consumptions, energy consumptions pe unit of production

A. Power and fuel consumption	2016- 2017	2015- 2016
1) Electricity (KWH)		
a) Purchased (Units)	61569982	64075835
Total Amount (Rs)	441951142	473047181
Rate per unit (Rs)	7.18	7.38
b) Own Generation		
Through Diesel Generator		
Units	612640	1956542
Units per Ltr. Of Diesel Oil	2.82	3.34
Cost/Unit	15.98	14.12
2) Coal	Not used	Not used
3) Furnace Oil	Not used	Not used
B. Consumption per unit (Yarn in Kg) of production / Electricity	4.06	3.86

## (B) RESEARCH AND DEVELOPMENT

- a) Specific, areas on which R & D carried out by the Company: Research and Development has been carried out for quality improvement of company's products.
- b) Benefits derived as a result of the above R & D: The company was able to improve the quality of its products i.e. cotton yarn & ready made garments.
- c) Future plan of action: Continuous efforts are being made for quality improvement.
- d) Expenditure on R&D: The Company is not maintaining separate account for the expenditure incurred on R&D.

## C. TECHNOLOGY ABSORPTION:

Company's products are manufactured by using in-house know how and no outside technology is being used for manufacturing activities. Therefore no technology absorption is required. The Company constantly strives for maintenance and improvement in quality of its products and entire Research & Development activities are directed to achieve the aforesaid goal.

## D. FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the year under review your Company has exported goods worth Rs.302 Crores. The details of foreign exchange earnings and outgo are given in the Notes to the accounts which form a part of the Annual Report.

For and on behalf of the Board  
Sd/

Dr. RIKHAB C. JAIN  
CHAIRMAN

Place: New Delhi  
Date: 29.05.2017

## ANNEXURE "B" TO DIRECTORS REPORT

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

The CSR Committee comprises Sh. Rikhab C. Jain as the Chairman of the Committee and Shri V.R.Mehta, Independent Director and Shri Sanjay Kumar Jain, Managing Director are members of the Committee. Company's CSR policy duly approved by Board is available on Company's Website [www.ttlimited.co.in](http://www.ttlimited.co.in)

The Focus areas that emerged are Education, Health Care, Sustainable livelihood and Sports. Most of our CSR projects / activities are carried out through the following four trusts:

- TT Charitable Trust
- Veerayatan –Vidyapeeth
- Bhagwan Mahaveer Viklang Sahayata Samiti
- Sri Venkateswara Nithya Annadanam Trust-Tirupati

Average net profit of the Company for last three Financial Years works out to Rs 506 lakh and the company is required to spend towards CSR expenditure Rs 10.12 Lakhs.

Details of actual CSR Expenditure during 2016-17 is as under:-

(Amount in Lakhs)

1	2	3	4	5	6	7	8
S.No.	CSR Project or Activities	Sector in which the project is covered	Projects or Programme	Amount outlay	Amount Spent on the Project	Cumulative expenditure up to the reporting	Amount Spent Direct or through agency
1	TT CHARITABLE	HEALTH CARE FACILITIES	SUGANIDEVI JESRAJ BAID HOSPITAL& RESEARCH CENTRE	N.A.	0.00	0.00	Direct
2	VEERAYATAN VIDYAPEETH	EDUCATION	SCHOOLS EDUCATION IN RURALS AREA	N.A.	25.00	25.00	Direct
3	BHAGWAN MAHAVEER VIKLANG SAHAYATA SAMITI	ARTIFICIAL LIMBS & PROVISION OF OTHER AIDS & APPLIANCES TO DISABLED	NGO	N.A.	NIL	NIL	Direct
4	SRI VENKATESHWARA NITHYA ANNANDMAN TRUST	FOOD TO HUNGRY AND POOR PEOPLE	TRUST	N.A.	0.60	0.60	Direct
			Total		25.60	25.60	

For and on behalf of the Board

Sd/

Dr. RIKHAB C. JAIN  
CHAIRMAN

Place: New Delhi

Date: 29.05.2017



## ANNEXURE "C" TO DIRECTORS REPORT SECRETARIAL AUDIT REPORT

For The Financial Year Ended on 31st March, 2017  
{Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies  
(Appointment and Remuneration Managerial Personnel) Rules, 2014}

To,

The Members,  
M/s T T Limited  
879, Master Prithvi Nath Marg,  
Opp. Ajmal Khan Park, Karol Bagh,  
New Delhi-110 005

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by T T Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2017 (Audit Period) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter along with Annexure -1 attached to this report:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;  
(Not applicable to the Company during the Audit Period);
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment(FDI), Overseas Direct Investment(OD) and External Commercial Borrowings(ECB);  
(No FDI, ODI and ECB was taken by the company during the Audit Period)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Share based employee benefits) Regulations, 2014;  
(Not applicable to the Company during the Audit Period);
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company during the Audit Period);
  - e) The Securities and Exchange Board of India(Share Based Employee Benefits) Regulations 2014  
(Not applicable to the Company during the Audit Period);
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable as the Company is not registered as Registrar to an issue and Share Transfer Agent during the Audit Period)
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and  
(Not applicable to the Company during the Audit Period);
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;  
(Not applicable to the Company during the Audit Period);
- (vi) OTHER LAWS:
  - (A) ACTS SPECIFICALLY APPLICABLE TO THE COMPANY AS IDENTIFIED BY THE MANAGEMENT
    - (a) Legal Metrology Act and relevant Legal Metrology (Enforcement) Rules;
    - (b) The Petroleum Act, 1934 and rules made thereunder;
    - (c) Delhi Shop & Establishment Act and rules made thereunder
    - (d) Custom Act, 1962 and rules made thereunder;
    - (e) The Textiles Committee Act, 1963 and rules made thereunder.
  - (B) LABOUR, INDUSTRIAL AND ENVIRONMENTAL LAWS APPLICABLE TO THE COMPANY AS IDENTIFIED BY THE MANAGEMENT
    - a. The Factories Act, 1948 and rules made thereunder,
    - b. The Payment of Wages Act, 1936 and rules made thereunder,



- c. Minimum Wages Act, 1948 and the rules made thereunder,
- d. Employees' State Insurance Act, 1948 and rules made thereunder,
- e. The Employees Provident Fund and Miscellaneous Provisions Act, 1952 and the rules made thereunder,
- f. Payment of Bonus Act, 1965 and rules made thereunder,
- g. The Payment of Gratuity Act, 1972 and rules made thereunder,
- h. The Contract Labour (Regulation and Abolition) Act, 1970 and rules made thereunder,
- i. The Apprentice Act, 1961 and rules made thereunder,
- j. The Industrial Dispute Act, 1947 and rules made thereunder,
- k. The Equal Remuneration Act, 1976 and rules made thereunder,
- l. Trade Union Act, 1926 and rules made thereunder,
- m. The Employees Compensation Act, 1923 and rules made thereunder,
- n. Maternity Benefit Act, 1961 and rules made thereunder,
- o. The Air (Prevention and Control of Pollution) Act, 1981 and rules made thereunder,
- p. The Water (Prevention and Control of Pollution) Act, 1974 and rules made thereunder,
- q. The State labour welfare fund,
- r. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made thereunder.

In addition, the Company is submitting regularly monthly, quarterly and yearly returns with the office of Textile Commissioner in the prescribed format in terms of Textile Commissioner notification number 9/TDRO/13(1)/1 dated December 26, 1995.

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

- (i) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange Limited.

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

Based on the information received and records maintained, we further report that

1. The Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive, Women 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.
2. Adequate notice of at least seven days was given to all directors to schedule the Board Meetings along with agenda and detailed notes on agenda 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.
3. Majority decision is carried through and recorded in the minutes of the Meetings. Further as informed, no dissent was given by any director in respect of resolutions passed in the board and committee meetings.

Based on the compliance mechanism established by the company and on the basis of the Compliance Certificate (s) issued by Managing Director, Director (Finance) and Unit Head(s) of the Company and taken on record by the Board of Directors at their meeting (s), we further report that

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has not incurred any specific event / action that can have major bearing on the company's affairs in pursuance of above referred laws, rules, regulations; guidelines, standards etc. except as follows:

- a) Special Resolution pursuant to section 108 (1) (c) and other applicable provisions of the Companies Act, 2013 was passed by the members at its Annual General Meeting held on September 14, 2016 authorizing Board of Directors to borrow from time to time either from the Company's Bank or any other Bank, Financial Institution or any other lending institution on such terms & conditions as may be considered suitable by the Board of Directors any sum of money which together with the money already borrowed by the Company (apart from temporary loans obtained from the bankers of the Company in ordinary course of business) shall not exceed in the aggregate at any time Rs.7,50,00,00,000/- (Rupees seven hundred fifty crores only) irrespective of the fact that such amount of borrowings at any time exceeds the aggregate paid share capital of the Company and free reserve.
- b) Special resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 was passed by the members at its Annual General Meeting held on September 14, 2016 to create mortgage, charge, and hypothecation in addition to the existing mortgages, charges and hypothecation created by the Company on the assets of the company not exceeding at any time Rs.750 Crores (Rupees seven hundred fifty crores only).

For DMK ASSOCIATES  
COMPANY SECRETARIES

Date : 29-05-2017  
Place : New Delhi

(DEEPAK KUKREJA)  
FCS, LL.B., ACIS (UK)  
FCS 4140  
C P 8265

To,

The Members,  
T T Limited

Sub: Our Secretarial Audit for the Financial Year ended March 31, 2017 of even date is to be read with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our Audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices, we followed provide a reasonable basis our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules regulations , standards is the responsibility of the management. Our examination was limited to the verification of the procedures 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 DMK ASSOCIATES  
COMPANY SECRETARIES  
(DEEPAK KUKREJA)  
FCS, LL.B., ACIS (UK)  
FCS 4140  
C P 8265

Date : 29-05-2017  
Place : New Delhi

**ANNEXURE "D" TO DIRECTORS REPORTS**  
**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**AS ON THE FINANCIAL YEAR ENDED ON 31st MARCH , 2017**

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

**1.REGISTRATION AND OTHER DETAILS :-**

(I)	CIN	:	L18101DL1978PLC009241
(II)	Registration Date	:	29/09/1978
(III)	Name of the Company	:	T T LIMITED
(IV)	Category/ Sub Category Of the Company	:	PUBLIC LISTED COMPANY
(V)	Address of the Registered office and contact Details	:	879, MASTER PRITHVI NATH MARG, OPPOSITE, AJMAL KHAN PARK, KAROL BAGH, NEW DELHI -110005, Ph: 011-45060708
(VI)	Company Listed	:	NSE & BSE
(VII)	Name & Address & Contact Details of RTA	:	BEETAL FINANCIAL & COMPUTERS PVT. LTD 99, MADANGIR, BEHIND LOCAL SHOPPING CENTRE , DELHI-110062

**2. Principal Business Activities of the Company:**

Manufacturer & Exporter of Cotton Yarn, Knitted Fabric and Garments. Followings are details of sales contribution productive:

S.No.	Name & Description Of main product/services	NIC Code of the Product/ Service	% to Total turnover of the Company
1	Yarn	5205	68
2	Fabric	6006	9
3	Garments	6109	16

**3. Particulars of Holding , Subsidiary and Associates Companies**

S.No.	Name & Address of the Company	CIN/ GIN	Holding / Subsidiary / Associates	% of shares held	Applicable Section
N.A.					





## 4. Share holding Pattern ( Equity Share Capital Breakup as percentage of Total Equity )

## 1) Category Wise Shareholding

Category of Shareholders	No. Of Shares held at the beginning of the year 01.04.2016				No. Of Shares held at the end of the year 31.03.2017				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A.Promoter</b>									
<b>1)Indian</b>									
A)Individual	12240196	0	12240196	56.76	12242486	0	12242486	56.95	0.19
a) HUF.									
	0	0	0	0	0	0	0	0	0
b) Cent Govt/ State Govt/ President of India	0	0	0	0	0	0	0	0	0
c) FI/Banks	0	0	0	0	0	0	0	0	0
d) Any other - Body Corp	0	0	0	0	0	0	0	0	0
<b>Sub Total (A) (1)</b>	12240196	0	12240196	56.76	12242486	0	12242486	56.95	0.19
(2) Foreign a)Individual(NRI/ Foreign Institution)	0	0	0	0	0	0	0	0	0
b) Government	0	0	0	0	0	0	0	0	0
c) Institutions	0	0	0	0	0	0	0	0	0
d) Foreign Portfolio Investors	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
<b>Sub Total (A) (2)</b>	0	0	0	0	0	0	0	0	0
<b>Total shareholding of Promoter and Promoter group (A)= (A) (1) +(A) (2)</b>	<b>12240196</b>	<b>0</b>	<b>12240196</b>	<b>56.76</b>	<b>12242486</b>	<b>0</b>	<b>12242486</b>	<b>56.95</b>	<b>0.19</b>
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	0	800	800	0.00	0	800	800	0	0
b) Venture Capital Funds Banks/FI	300	400	700	0.00	300	400	700	0	0
c) Alternate Investment Funds Central Govt.	0	0	0	0	0	0	0	0	0

d) Foreign Venture Capital Funds State Govt.	0	0	0	0	0	0	0	0	0
e) Foreign Portfolio Investors	0	0	0	0	0	0	0	0	0
f) FI/Banks	0	0	0	0	0	0	0	0	0
g) Insurance Company	0	0	0	0	0	0	0	0	0
h) Provident Funds/ Pension Funds	0	0	0	0	0	0	0	0	0
i) Any Others	0	0	0	0	0	0	0	0	0
<b>Sub Total (B)(1)</b>	<b>300</b>	<b>1200</b>	<b>1500</b>	<b>0.01</b>	<b>300</b>	<b>1200</b>	<b>1500</b>	<b>0.01</b>	<b>0</b>
2. Central Govt/State Govt/President of India	0	0	0	0	0	0	0	0	0
<b>Sub Total (B) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
3.Non-Institutions	0	0	0	0	0	0	0	0	0
(a)(i)Individual shareholders holding nominal share capital uptoRs. 2 Lakh	4216608	2227622	6444230	29.98	4095981	2179987	6275968	29.19	(0.79)
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	2084449	0	2084449	9.7	2256257	0	2256257	10.49	0.79
b) NBFCs registered with RBI	0	0	0	0	0	0	0	0	0
c)Employee Trust	0	0	0	0	0	0	0	0	0
d) Overseas Depositories Holding DRs	0	0	0	0	0	0	0	0	0
e) Any Other: Other- Bodies Corp.	425491	17550	443041	2.06	407744	17550	425294	1.98	(0.09)

Other - TRUST	0	0	0	0.00	2	0	2	0	0
Other-Clearing Member	8597	0	8597	0.04	8262	0	8262	0.04	0.00
Other-NRI	53774	0	53774	0.25	46018	0	46018	0.22	(0.03)
Other-HUF	256413	1850	258263	1.20	240413	1850	242263	1.13	(0.07)
<b>Sub Total (B)(3)</b>	<b>7045332</b>	<b>2245372</b>	<b>9290404</b>	<b>43.23</b>	<b>7054677</b>	<b>2199387</b>	<b>9254064</b>	<b>43.05</b>	<b>(0.21)</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)</b>	<b>7045632</b>	<b>2248222</b>	<b>9293854</b>	<b>43.24</b>	<b>7054977</b>	<b>2200587</b>	<b>9255564</b>	<b>43.05</b>	<b>(0.19)</b>
C.Shares held by Custodian for GDRs & ADRs	0	0	0		0	0	0	0	
Total Non-promoter, non-public	0	0	0	0	0	0	0	0	0



Shareholding									
Grand Total(A+B +C)	19249728	2246572	21496100	100	19297463	2200587	21498050	100	0
(ii) Shareholding of Promoters									
S.no.	Shareholders Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year				
		No. of Shares	% of Total shares of the Co-mpany	% of Shares Pledged/encumb ered to Total shares	No. of Shares	% of total shares of the company	% of share sPled ged/e ncumbered to total share s	% Change in share holding during the year	
1	KALA DEVI JAIN	6390	0.03	0	21911	0.10	0	0.07	
2	JYOTI JAIN	1689447	7.86	0	1689447	7.86	0	NIL	
3	SANJAY KUMAR JAIN	459102	2.14	0	459102	2.14	0	NIL	
4	RIKHAB C JAIN	8396014	39.05	0	8399109	39.06	0	0.01	
5	H & M Foundation	1653243	7.69	0	841295	3.91	0	(3.78)	
6	MUSKAAN JAIN	5000	0.02	0	831622	3.86	0	3.84%	
Change in Promoters Shareholding (Please specify , if there is no change)									
S.No.	Promoter's Name	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		Reason
1	Rikhab Chand Jain								
At the beginning of the year		8396014	39.05		8396014		39.05		
Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g.allotment, transfer/ bonus,/ sweat equity etc. )									
22.04.2016		(1000)	(0.004)		8395014		39.05		SALE
12.08.2016		2355	0.006		8397369		39.06		PURCHASE
19.08.2016		500	0.008		8397869		39.06		PURCHASE
26.08.2016		500	0.019		8398369		39.06		PURCHASE
02.09.2016		4000	0.02		8402369		39.08		PURCHASE
23.09.2016		1000	0.03		8403369		39.09		PURCHASE
07.10.2016		1000	0.03		8404369		39.09		PURCHASE
14.10.2016		1500	0.04		8405869		39.10		PURCHASE
03.02.2017		(3187)	(0.03)		8402682		39.08		SALE
10.02.2017		(373)	(0.02)		8402309		39.08		SALE
17.02.2017		(1200)	(0.02)		8401109		39.07		SALE
03.03.2017		(2000)	(0.014)		8399109		39.06		SALE

At the end of the Year	0	0	8399109	39.06	
2	JYOTI JAIN				
At the beginning of the year	1689447	7.86	1689447	7.86	
Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g.allotment, transfer/ bonus,/ sweat equity etc. )	-	-	-	-	No Change
At the end of the Year	0	0	1689447	7.86	
2	H & M FOUNDATION				
At the beginning of the year	1653243	7.69	1653243	7.69	
Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g.allotment, transfer/ bonus,/ sweat equity etc. )					
30.06.2016	(826622)	(3.84)	826621	3.84	SALE
19.08.2016	2000	0.009	828621	3.85	PURCHASE
26.08.2016	500	0.01	829121	3.85	PURCHASE
23.09.2016	1194	0.02	830315	3.87	PURCHASE
30.09.2016	690	0.02	831005	3.86	PURCHASE
14.10.2016	3142	0.03	834147	3.88	PURCHASE
25.11.2016	5000	0.05	839147	3.90	PURCHASE
02.12.2016	1500	0.06	840647	3.91	PURCHASE
06.01.2017	1148	0.07	841795	3.91	PURCHASE
03.03.2017	(500)	(0.06)	841295	3.91	SALE
At the end of the Year	0	0	841295	3.91	
3.	MUSKAAN JAIN				
At the beginning of the year	5000	0.02	5000	0.02	
Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g.allotment, transfer/ bonus,/ sweat equity etc. )					
30.06.2016	826622	3.84	831622	3.86	PURCHASE
At the end of the Year	0	0	831622	3.86	
4.	SANJAY KUMAR JAIN				
At the beginning of the year	459102	2.14	459102	2.14	
Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g.allotment,	-	-	-	-	No Change



transfer/ bonus,/ sweat equity etc. )					
At the end of the Year	0	0	459102	2.14	
5.	KALA DEVI JAIN				
At the beginning of the year	6390	0.02	6390	0.02	
Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g.allotment, transfer/ bonus,/ sweat equity etc. )					
26.08.2016	518	0.002	6908	0.03	PURCHASE
02.09.2016	4233	0.02	11141	0.05	PURCHASE
09.09.2016	1000	0.02	12141	0.05	PURCHASE
23.09.2016	1000	0.03	13141	0.06	PURCHASE
30.09.2016	1098	0.03	14239	0.06	PURCHASE
14.10.2016	1800	0.04	16039	0.07	PURCHASE
21.10.2016	1700	0.05	17739	0.08	PURCHASE
25.11.2016	1200	0.05	18939	0.08	PURCHASE
02.12.2016	2472	0.06	21411	0.09	PURCHASE
06.01.2017	500	0.07	21911	0.10	PURCHASE
At the end of the Year	0	0	21911	0.10	PURCHASE

(iv) Shareholding Pattern of Top ten Shareholders (other than Directors , Promoters and Holders of GDRs and ADRs):

S.No.		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
1	GANDHI TEJASHARILAL	5,53,501	2.57	5,67,000	2.64
2	MENA HARILALSATTARSHA KWALA	2,23,138	1.04	3,08,507	1.44
3	HEMA TEJAS GANDHI	2,53,498	1.18	2,94,510	1.37
4	PRAJAPATI MAHESH MANUBHAI	1,94,389	0.90	2,35,389	1.09
4	DHARABENLAXMANB HAIGABANI	48,000	0.22	1,23,000	0.57
5	VEENA K JAGWANI	65,000	0.30	65,000	0.30
6	PRAVINA JATINKUMAR VANIAWALA	59,000	0.27	59,000	0.27
7	SUNIL HASMUKHLALMANDA LEYWALA	59,000	0.27	59,000	0.27
8	KHUSHBOO JAIN	10,000	0.04	55,000	0.25
9	NARENDRA CHAMPAKLAL GANDHI	47,998	0.22	49,398	0.23
10	HARSHA HITESH JAVERI	100176	0.46	101	0.00



## (v) Shareholding of Directors and Key Managerial Personnel:

S.No.	Name of Director/K MP	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
1	SH. RIKHAB CHAND JAIN, CHAIRMAN				
	At the beginning of the year	8396014	39.05	8396014	39.05
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g.allotment, transfer/ bonus./ sweat equity etc. )				
	22.04.2016	(1000)	(0.004)	8395014	39.05
	12.08.2016	2355	0.006	8397369	39.06
	19.08.2016	500	0.008	8397869	39.06
	26.08.2016	500	0.019	8398369	39.06
	02.09.2016	4000	0.02	8402369	39.08
	23.09.2016	1000	0.03	8403369	39.08
	07.10.2016	1000	0.04	8404369	39.09
	14.10.2016	1500	0.04	8405869	39.10
	03.02.2017	(3187)	(0.03)	8402682	39.08
	10.02.2017	(373)	(0.02)	8402309	39.08
	17.02.2017	(1200)	(0.02)	8401109	39.07
	03.03.2017	(2000)	(0.014)	8399109	39.06
	At the end of the Year	0	0	8399109	39.06
2	SMT. JYOTI JAIN, JT. MANAGING DIRECTOR				
	At the beginning of the year	1689447	7.86	1689447	7.86
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g.allotment, transfer/ bonus./ sweat equity etc. )	-	-	-	-
	At the end of the Year	0	0	1689447	7.86
3	SH. SANJAY KUMAR JAIN, MANAGING DIRECTOR				
	At the beginning of the year	459102	2.14	459102	2.14
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g.allotment, transfer/ bonus./ sweat equity etc. )	-	-	-	-
	At the end of the Year	0	0	459102	2.14
	At the beginning of the year	459102	2.14	459102	2.14



4.	SH. SUNIL MAHNOT, WTD & CFO			
At the beginning of the year	NIL	-	NIL	-
Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g.allotment, transfer/ bonus,/ sweat equity etc. )	-	-	-	-
At the end of the Year	-	-	NIL	-
5	MS. REETIKA MAHENDRA RATHORE, COMPANY SECRETARY			
At the beginning of the year	NIL	-	NIL	-
Date wise Increase/ Decrease in Promoters Share holding 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	-

#### V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
1)Principal Amount	949,970,894	805,625,210	5,318,262	1,760,914,366
ii)Interest due	-	-	-	-
iii)Interest accrued but not due	-	-	1,005,610	1,005,610
Total (i+ii+iii)	949,970,894	805,625,210	6,323,872	1,761,919,976
Change in Indebtedness during the financial year				
a)addition	103,780,243	532,985,134	-	636,765,377
b)Reduction	(235,435,505)	(295,305,538)	(6,323,872)	537,064,915
Net Change	(131,655,262)	237,679,596	(6,323,872)	99,700,462
Indebtedness at the end of the Financial year				
1)Principal Amount	818,315,632	1,043,304,806	-	1,861,620,438
ii)Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total(i+ii+iii)	818,315,632	1,043,304,806	-	1,861,620,438
VI.REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL				
A. Remuneration to Managing Director, Whole –time Directors and/ or Manager (Amt in Lakhs)				
S.No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount

1	Gross Salary	SH. RIKHAB C JAIN	SH. SANJAY KUMAR JAIN	SMT. JYOTI JAIN	SH. SUNIL MAHNOT	
	a) Salary as per provisions contained in sec 17(1) of the Income Tax Act, 1961	36.00	96.00	72.00	22.32	226.32
	b) Value of Perquisites u/s 17(2) Income Tax Act, 1961	NIL	NIL	NIL	NIL	NIL
	c) Profits in lieu of Salary under sec.17(3) Income Tax Act, 1961					
2.	Stock Option	NIL	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL	NIL
4.	Commission -as% of Profit -other specify	NIL	NIL	NIL	NIL	NIL
5.	Other , Please Specify	NIL	NIL	NIL	NIL	NIL
	Total as per the Act	36.00	96.00	72.00	22.32	226.32
	Ceiling as per Act	60.00	96.00	72.00	60.00	288.00

## B.REMUNERATION TO OTHER DIRECTORS

S.No.	Particulars of Remuneration	Name of Director				Total Amount
1	<b>3.Independent Directors</b>	SH. V R MEHTA	SH. NAVRATAN DUGAR	SH. V. K. KOTHARI	SH. M.C.MEHTA	
	a)Fee for attending Board and Committee Meeting	1.80	1.65	1.50	0.67	5.62
	b)Commission	NIL	NIL	NIL	NIL	NIL
	c)Other, Please specify	NIL	NIL	NIL	NIL	NIL
	Total (1)	1.80	1.65	1.50	0.67	5.62
2.	Other Non Executive Directors	NIL	NIL	NIL	NIL	NIL
	a)Fee for attending Board b)Committee Meeting Commission					
	c)Other, Please specify					
	Total (2)	NIL	NIL	NIL	NIL	NIL
	Total (B)= (1+2)	1.80	1.65	1.50	0.67	5.62
	Total Managerial Remuneration	1.80	1.65	1.50	0.67	5.62
	Overall Ceiling as per the Act	9.00	9.00	9.00	5.00	32.00

## C.REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/ WTD

(Rs in lakhs)



S.No.	Particulars of Remuneration	KEY MANAGERIAL PERSONNEL Total Amount			
		CEO	CFO	CS	Total
1	Gross salary				
	A) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	NIL	AS PER SCHE DULE VI A	SHEENU JAIN 3.6 REETIKA MAHENDRA RATHORE 0.66	4.26
	B) Value of perquisites u/s 17(2) Income Tax Act, 1961	-----		NIL	NIL
	C) Profits in lieu of Salary under section 17(3) Income Tax Act, 1961	-----		NIL	NIL
2	Stock Options	NIL	NIL	NIL	
3	Sweat Equity	NIL	NIL	NIL	
4	Commission -as % of Profit Other specify	NIL	NIL	NIL	
5	Other , please specify	NIL	NIL	NIL	
	Total	NIL	NIL	4.26	4.26

Ms. Sheenu Jain has resigned on 10<sup>th</sup> February, 2017 from the post of CS  
Mrs. Reetika Mahendra Rathore was appointed on 10<sup>th</sup> February, 2017 as Company Secretary

#### VII. PENALTIES /PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of penalty/ Punishment/ Compounding fees impose	Authority [RD/NCLT/COU RT]	Appeal made if any( give details )
<b>A. Company</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. Director</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. Other Officers in Default</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

For and on behalf of the Board  
Sd/  
Dr. RIKHAB C. JAIN  
CHAIRMAN

Place: New Delhi  
Date: 29.05.2017



**CORPORATE GOVERNANCE REPORT FOR THE YEAR 2016-2017**  
(As required under Schedule V of the Listing Agreement, 2015 entered into with the Stock Exchanges)

**1. A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in a way which ensure accountability, transparency, fairness in all its transactions in the widest sense and meet its stakeholders aspirations and societal expectations.

The company firmly believes in good Corporate Governance. The Company, while conducting its business has been upholding the core values of T.T.'s i.e. transparency, integrity, honesty, accountability and compliance of laws. The company continuously endeavour to improve on these aspects on an ongoing basis.

**2. BOARD OF DIRECTORS:**

The Board of Directors comprises Executive Chairman, Managing Director, Jt. Managing Director whole time Director and 4 non-Executive Directors. During the year 4 Board Meetings were held. The composition of Board of Directors and their attendance at the meeting during the year and at the last Annual General Meeting as also number of other Directorships/Memberships of Committees are as follows:

Name of Director	Din	Category of Directorships	No. of Board meetings attended	Attendance last AGM	No. of other Directorship	Committee Membership	
						Member	Chairman
1 Dr. RIKHAB C. JAIN	01736379	CHAIRMAN	4/4	NO	NIL	—	1
2 SHRI V. R. MEHTA	00051415	NON-EXECUTIVE	4/4	NO	3	4	1
3 SHRI NAVRATAN DUGAR	00197281	NON-EXECUTIVE	4/4	YES	NIL	2	1
4 SHRI SANJAY KR JAIN	01736303	M/DIRECTOR	4/4	YES	3	3	1
5 SMT. JYOTI JAIN	01736336	JT.M/DIRECTOR	4/4	NO	NIL	—	1
6 DR. (PROF.) V. K. KOTHARI	00389048	NON-EXECUTIVE	4/4	YES	NIL	1	1
7 SHRI M.C. MEHTA	00230409	NON-EXECUTIVE	4/4	YES	NIL	—	—
8 SHRI SUNIL MAHNOT	06819974	W. T. DIRECTOR	4/4	YES	NIL	1	—

During the financial year 2016-17 four Board of Directors Meetings were held on 11.05.2016, 27.07.2016, 10.11.2016 and 10.02.2017 .

**3. BOARD COMMITTEE :**

(i) Board Committee, their composition and terms of reference are provided as under:-

Name of Committee	Composition	Terms of Reference
Audit Committee	a. Shri Navratan Dugar (Chairman) b. Shri V. R. Mehta c. Dr. (Prof.) V. K. Kothari d. Shri Sanjay Kumar Jain	<ul style="list-style-type: none"> <li>The role of the Audit Committee is as per Section 177 of the Companies Act, 2013 read with Regulation 18 of the Listing Agreement 2015</li> <li>The Vigil Mechanism of the Company, which also incorporates a whistle blower aims to provide a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The policy on Vigil mechanism and Whistle Browser Policy as approved by the Board may be accessed on the Company's website at the link <a href="http://www.ttlimited.co.in/investor/corporate-news-announcements">http://www.ttlimited.co.in/investor/corporate-news-announcements</a></li> <li>The Policy on dealing with related Party transactions as approved by the Board may be accessed on the Company's website at the link <a href="http://www.ttlimited.co.in/investor/corporate-news-announcements">http://www.ttlimited.co.in/investor/corporate-news-announcements</a>.</li> </ul>
Nomination and Remuneration Committee	a. Dr. (Prof.) V. K. Kothari, Chairman b. Shri V. R. Mehta c. Shri Navratan Dugar	<ul style="list-style-type: none"> <li>Formulated and recommended Nomination and Remuneration Policy.</li> <li>The Nomination &amp; Remuneration Policy includes Policy on Director's appointment and remuneration including the criteria for determining qualification, positive attributes, independence of a Director and other matters as provided under Section 178 (3) of the Companies Act, 2013.</li> <li>Nomination and Remuneration Policy of the Company forms part of the Board Report.</li> </ul>



Name of Committee	Composition	Terms of Reference
Corporate Social Responsibility Committee	a. Shri Rikhab C. Jain, (Chairman) b. Shri Sanjay Kumar Jain, c. Shri V. R. Mehta	<ul style="list-style-type: none"> <li>Formulated and recommended CSR Policy of the Company indicating CSR activities proposed to be undertaken by the Company pursuant to provisions of Schedule VII of the Companies Act, 2013 read with CSR rules, 2015. The CSR policy may be accessed on the Company's website at the link: <a href="http://www.ttlimited.co.in/investor/corporate-social-responsibility">http://www.ttlimited.co.in/investor/corporate-social-responsibility</a></li> <li>Recommended expenditure to be incurred for CSR activities / project and ensures effective monitoring of CSR policy of the Company from time to time.</li> <li>The Annual Report on CSR activities undertaken by the Company forms part of the Board Report.</li> </ul>
Stakeholder Relationship Committee	a. Shri V. R. Mehta, (Chairman) b. Shri Sanjay Kumar Jain c. Shri Sunil Mahnot	<ul style="list-style-type: none"> <li>The committee reviews and ensures redressal of investor grievances.</li> <li>The Committee noted that during the year the Company received 25 complaints related to non-receipt of dividend, and annual report etc. All the complaints have been duly resolved by the Company and there is no pendency in respect of shares received for transfer during 2016-17 except those that are disputed / sub-judice.</li> </ul>
Risk Management Committee	a. Shri Sanjay Kumar Jain (Chairman) b. Shri V.R. Mehta c. Shri Navratan Dugar d. Shri Rikhab C. Jain	<ul style="list-style-type: none"> <li>The Risk Management Committee has formulated Risk Management Policy of the Company which aims to maximize opportunities in all activities and to minimise adversity.</li> <li>The Risk management framework includes identifying type of risks and its assessment, risk handling, monitoring and reporting which in the opinion of the Board may threaten the existence of the Company.</li> <li>The Risk Management Policy may be accessed on the Company's website at the link: <a href="http://www.ttlimited.co.in/investor/corporate-news-announcements">http://www.ttlimited.co.in/investor/corporate-news-announcements</a></li> </ul>

Mrs. Reetika Mahendra Rathore(ACS 48493), Company Secretary and Compliance Officer is the Secretary of all Board Committees constituted under the Companies Act, 2013 and Listing Agreement.

#### ii. Meetings of Board Committees held during the year and Director's attendance

Board Committee	Audit	CSR	Nomination & Remuneration	Stakeholder Relationship	Risk Management
Meetings held	4	1	3	4	1
Shri Rikhab C. Jain	N.A.	1	N.A.	N.A.	N.A.
Shri V. R. Mehta	4	1	3	4	1
Dr. (Prof.) V. K. Kothari	4	N.A.	3	N.A.	N.A.
Shri Navratan Dugar	4	N.A.	3	N.A.	1
Shri Mahesh Mehta	N.A.	N.A.	N.A.	N.A.	N.A.
Shri Sanjay Kumar Jain	4	1	N.A.	4	1
Smt. Jyoti Jain	N.A.	N.A.	N.A.	N.A.	N.A.
Shri Sunil Mahnot	N.A.	N.A.	N.A.	4	N.A.

N.A. : Not a member of the Committee.

#### iii. Performance Evaluation criteria for Independent Directors

Pursuant to the provision of the Regulation 17(10) of SEBI LODR 2015, Nomination and Remuneration Committee has set out that the evaluation of performance of Independent Directors should be on the basis of Qualitative Assessment.

Board of Directors has evaluated the performance of Independent Directors on the criteria laid down by Nomination and Remuneration Committee.

#### 4. DIRECTOR'S REMUNERATION

##### i) Chairman / Managing Director / Executive Directors:

The Company pay remuneration to Chairman, Managing Director, Joint Managing Director and Executive Directors as approved by the Board of Directors and the Members of the Company in the General Meeting.

A detail of remuneration paid to the Directors during the year 2016-17 as given below:

(Rs. in Lakhs)		
Name	Designation	Salary (in Rs.)
Shri Rikhab C. Jain	Chairman	36.00
Shri Sanjay Kumar Jain	Managing Director	96.00
Smt. Jyoti Jain	Jt. Managing Director	72.00
Shri Sunil Mahnot	Whole Time Director	22.32



In view of inadequacy of profit, Shri. Rikhab C. Jain, Chairman has forgone 50% of his salary for six months period from October, 2016 to March, 2017.

I) Non-Executive Directors

Non-Executive Directors have not been paid any remuneration except sitting fees for attending Board & Committee Meetings.

The detail of sitting fees paid to the Non-Executive Directors during the Financial Year 2016-17 is given hereunder:-

Name of Director	Sitting Fee (in Rs.)
Shri V. R. Mehta	1,80,000
Dr. Prof. V. K. Kothari	1,50,000
Shri Navratan Dugar	1,65,000
Shri Mahesh Mehta	67,500

5. GENERAL BODY MEETINGS:

A. Location, time and any special resolutions passed in last three Annual General Meetings are given below:

FINANCIAL YEAR	DATE	TIME	VENUE	WHETHER ANY SPECIAL RESOLUTION PASSED AT AGM AND (NO. OF SUCH RESOLUTION PASSED)
2013-2014	03.09.2014	11 A.M.	Talkatora Indoor Stadium, New Delhi.	Yes (1)
2014-2015	09.09.2015	11 A.M.	Talkatora Indoor Stadium, New Delhi.	Yes (4)
2015-2016	14.09.2016	11 A.M.	Talkatora Indoor Stadium, New Delhi.	Yes (3)

B. SPECIAL RESOLUTION PASSED AT 37th ANNUAL GENERAL MEETING

Following Special Resolution were passed at 37th AGM held on 14th September, 2016.

- 1) Increase in Borrowing Power/Limits
- 2) Creation of Charge.
- 3) Reappointment of Smt. Jyoti Jain as Jt. Managing Director.

All aforesaid resolutions were passed through e-voting & paper ballot with requisite majority. E-voting & paper ballot process for 37th AGM was conducted by Scrutinizer M/s Deepak Kukreja & Associates, Company Secretary in Practice.

6. DISCLOSURES:

- A. There are no materially significant related party transactions which may have potential conflict with the interest of the company at large. However, attention is drawn to point No.39 of Notes to the accounts.
- B. Pursuant to Section 177 of the Companies Act, 2013 and Regulation 22 of Listing Agreement our company has established Whistle Blower Policy/ Vigilance Mechanism for employee to report to the management instances of unethical behavior, actual or suspected fraud or violation of the law and to formulate a policy for the same.

7. MEANS OF COMMUNICATION:

The quarterly, half yearly and full year results are published in national news papers and the company is also providing regular information to the Stock Exchanges as per the requirements of the Listing Agreements. SEBI/Stock Exchanges has never imposed any penalty on the Company for violation of any law/agreement. The information submitted to stock exchanges are also available on company's website [www.ttlimited.co.in](http://www.ttlimited.co.in).

8. GENERAL SHAREHOLDER INFORMATION

A ANNUAL GENERAL MEETING

Date and Time : 13th September, 2017 at 11 A.M.  
Venue : Talkatora Indoor Stadium, New Delhi.

B FINANCIAL CALENDAR

The Company follows April-March as its financial year. The result for every quarter beginning from April is declared within 45 days of end of quarter except for the last quarter for which the result were declared within 60 days of end of quarter as permitted under the listing agreement

C BOOK CLOSURE DATES

8th September, 2017 to 13th September, 2017 (both days inclusive)

D DIVIDEND PAYMENT DATE

Company has not declared any dividend for F.Y. 2016-17

E LISTING ON STOCK EXCHANGES

The Company's shares are listed on The National Stock Exchange of India Ltd (NSE) and Bombay Stock Exchange Ltd (BSE). Your company had duly made the payment of annual listing fee to NSE and BSE within stipulated time period.

Stock code at the NSE is TTL and BSE is 514142.

Demat ISIN Number in NSDL & CDSL is – INE592B01016

## F MARKET PRICE DATA

The monthly high and low quotations of shares traded on the Stock Exchange, Mumbai is as follows:

Month	Share Price		BSE Sensex	
	High (Rs)	Low (Rs)	High	Low
April 2016	57.35	48.65	26100.54	24523.2
May 2016	55.40	45.05	26837.2	25057.93
June 2016	53.95	43.90	27105.41	25911.33
July 2016	55.65	47.00	28240.2	27034.14
August 2016	53.90	44.05	28532.25	27627.97
September 2016	48.95	44.00	29077.28	27716.78
October 2016	54.90	44.50	28477.65	27488.3
November 2016	57.10	39.10	28029.8	25717.93
December 2016	51.20	43.20	26803.76	25753.74
January 2017	52.00	44.20	27980.39	26447.06
February 2017	56.85	48.05	29065.31	27590.1
March 2017	62.20	52.55	29824.62	28716.21

## G REGISTRAR AND SHARE TRANSFER AGENTS

M/S BEETAL FINANCIAL & COMPUTER SERVICES PVT LIMITED  
 99, MADANGIR, BEHIND LOCAL SHOPPING CENTRE, NEW DELHI 110062.  
 Telephone no(s) 011-29961281, Fax : 011-29961284, E-mail [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com)

Applications for transfer of shares held in physical form are received at the Regd. Office of the Company as well at the office of the Registrar and Share Transfer Agents of the Company. All valid transfers are processed and effected within 15 days from the date of receipt.

Shares held in the dematerialised form are electronically traded by Depository Participants and the Registrar and Share Transfer Agents of the Company periodically receive from the Depository Participants the beneficially holdings so as to enable them to update their records and to send all corporate communications.

## H Distribution of Share holding (as on 31st March, 2017)

Numbers of Equity Shares Held	Shareholders		Share amount	
	Numbers	% age to Total	Rs.	% age
1 to 5000	19894	90.66	31146730	14.48
5001 to 10000	1159	5.28	9336190	4.34
10001 to 20000	454	2.06	6853130	3.18
20001 to 30000	155	0.70	3985620	1.85
30001 to 40000	63	0.28	2326060	1.08
40001 to 50000	55	0.25	2555470	1.18
50001 to 100000	87	0.39	6531250	3.03
100000 & Above	75	0.34	152246050	70.81
TOTAL	21942	100.00	214980500	100.00

## I DEMATERIALISATION OF SHARES AND LIQUIDITY

About 89.76% of the shares have been dematerialized as on 31st March 2017 representing 19297463 shares and balance shares are held in physical form.

## J SECRETARIAL AUDIT

A qualified practicing Company Secretary M/s. Deepak Kukreja & Associates carried out a Secretarial Audit on quarterly basis to reconcile the total Share Capital with National Securities Depository Limited (NSDL), Central Depository Services Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with total number of shares in physical forms and total number of dematerialized shares held with NSDL & CDSL.

## K PLANT LOCATIONS:

Company's Plants are located at Gajroula (U.P.), Avinashi Distt. Tirupur (T.N.), Jamanvada Dist. Kutch (Gujrat) ,and Rajula, Distt. Amerli (Gujarat).

**L ADDRESS FOR CORRESPONDENCE:**

For any assistance regarding dematerialisation of shares, shares transfer, transmissions, change of address or any other query relating to shares, please write to:

TT LIMITED 879, Master Prithvi Nath Marg, Karol Bagh, New Delhi 110005. Ph.: 45060708

E-mail: [investors@ttlimited.co.in](mailto:investors@ttlimited.co.in) or Website: [www.ttlimited.co.in](http://www.ttlimited.co.in)

**Register and Transfer Agent**

M/S Beetal Financial & Computer Services Pvt Limited, 99, Madangir, Behind Local Shopping Centre, New Delhi 110062.,

Telephone No(S) 011-29961281, Fax : 011-29961284, E-Mail: [Beetal@Beetalfinancial.com](mailto:Beetal@Beetalfinancial.com), website: [www.beetalfinancial.com](http://www.beetalfinancial.com)

**9. LEGAL COMPLIANCE & REPORTING:**

As required under Regulation 17 (8) of the Listing Agreement, 2015 the Board periodically reviews compliances of various laws applicable to the Company.

The Managing Director and Director (Finance) of the Company give (a) annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of Listing Regulations. (b) quarterly certification on financial result to the Board in terms of listing Regulations.

**AUDITOR'S CERTIFICATE**

To

The Members of

T. T. Limited

We have reviewed the implementation of Corporate Governance procedures by TT Limited ("the Company") during the year ended 31st March, 2017, with the relevant records and documents maintained by the Company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination is neither an audit nor an expression of opinion on the financial statements of the Company.

On the Basis of the above and according to the information and explanations given to us, in our opinion, the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in SEBI (Listing obligation and disclosure Requirements) Regulations, 2015

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

For DOOGAR & ASSOCIATES  
CHARTERED ACCOUNTANTS  
Firm Regn. No. 000561N

(MUKESH GOYAL)  
Partner  
M. No. : 081810

Place: New Delhi  
Date: 29.05.2017



## MANAGEMENT DISCUSSIONS AND ANALYSIS

### INDUSTRY OVERVIEW

The business of the Company spans the entire textile chain – Fibre to Fashion. It also has some interests in renewable energy. However its pre-dominant business is textiles. A brief overview is enclosed.

### STATUS OF THE INDUSTRY:

The textile industry holds significant presence in Indian economy. The size of the industry is currently estimated to be over \$120 billion. It contributes around 14% in industrial production, 4% of the country's GDP and 12% of the country's merchandise exports. Further, the industry which accounts for 21% of the total employment generated in the economy, contributes to around 8% of the total excise revenue collection. Around 35 million people are directly employed in the textile manufacturing activities. Indirect employment including the manpower engaged in agricultural based raw-material production like cotton and related trade and handling could be stated to be around another 60 million.

The industry today is challengingly poised at the crossroads of growth. It has grown over the centuries to become the second largest textile manufacturer in the world after China. In terms of raw material, labour and machine productivity and optimizing the cost of production, the Indian textile industry has shown sustained improvement over the last few decades. There are many tailwinds favoring India. Among the major competing nations, China is losing its competitive edge in textiles. This is mainly due to increasing labor cost, appreciating Yuan, rising power cost focus on domestic market and also due to conscious strategy to move towards higher value addition industries. Nevertheless, Indian textile Industry has the potential to double itself in size over the next 6-7 years, if it continues to focus on value addition, improved efficiency, modernization and integrated operations.

### AN INDUSTRY ANALYSIS:

Textiles have seen a lot of volatility in cotton prices over the last few years. Being a global business and exports been almost 1/3<sup>rd</sup> of the total Indian production – the industry especially fibre, yarn and fabric are impacted by global events. The exports of garments are mainly influenced by the demand in developed countries like USA, Europe and Japan. However the domestic branded value added garment segment is mainly impacted by the local demand and supply determinants and is relatively less prone to global shocks. The duty free opening up of Bangladesh/Sri Lanka however does have a limited impact on the local Indian brands.

The cotton fibre and yarn business success determinants are power rates, relative dollar difference of fibre prices between other competing countries like China, Pakistan, USA etc. The Indian industry is enjoying a relatively favourable position on fibres prices due to a good cotton crop and weak currency. Power costs vary across states, however the southern states of India face a relative disadvantage, as they have to run on DG sets due to acute power shortage. However many mills are buying power from 3rd party sources to reduce their average cost. Overall the environment is positive for both cotton yarn and fabric.

The garment export sector has gone through a very bad phase since the 2008 recession. Volatile raw material prices and poor demand from developed countries like USA, EU and Japan (consume 75% of global production) has impacted both volumes and profits. Made-ups have still performed better due to inherent competitive advantages. However with Europe showing signs of stability, USA/Japan picking up – the worst seems to be over. This upturn coupled with a weaker currency has helped Indian garment exports grow by over 15% in 2015-16 and the trend is expected to continue as compliance issues is restricting growth of countries like Bangladesh.

Overall the Indian textile industry is expected to grow by 10-15% in the next 5 years. Apart from incentives from the Central Government, many State Governments like Gujarat, Maharashtra, Rajasthan, Madhya Pradesh & West Bengal have given aggressive policies for making investments in textiles. This has provided a very attractive platform for expansion in textiles. Estimated investment requirements over next 5 years to meet estimated demand are Rs. 1.5 lac crores – hence opportunities are immense. Further the FTA with European Union is in advanced stages of negotiation – the signing of this would open a whole new opportunity especially for garment/made up exporters.

### OUTLOOK:

The outlook for the Indian textile industry looks 'positive' for medium to long term, buoyed by both strong domestic consumption as well as export demand. With massive economic development and subsequent rising labour costs coupled with appreciating Yuan, energy costs and domestic focus, China is slowly moving out of driver's seat vacating a textile trade space of more than \$100 billion over next 5-6 years.

The implementation of Goods and Services Tax (GST) that will improve the textile industry's export competitiveness and the United States' exit from the Trans-Pacific Partnership is likely to realign textile trade and investments towards the Indian subcontinent. A unified tax structure in the form of GST is likely to create a level playing field for the cotton and polyester industries, and promote enhanced sponsor interest towards the polyester chain. Further, textile companies would be able to deleverage their balance sheets in fiscal 2018 in the absence of major investments due to adequate capacities and pending uncertainty over the GST tax rates.

India Ratings expects an improvement in the credit profiles of textile companies, including raw cotton players, driven by lower cotton inventories, limited capital investments and reduced borrowing costs.

### OPERATIONAL REVIEW

Please refer paragraph no. 2 & 3 i.e.; Review of Operations and Future Outlook in the Directors Report.

### RISK MANAGEMENT

The Board of Directors in their meeting held on 11th November, 2014 had constituted Risk Management Committee of the Company. The committee has formulated Risk Management Policy of the Company which has been subsequently approved by the Board of Directors of the Company. The aim of risk management policy is to maximize opportunities in all activities and to minimize adversity. The policy includes identifying types of risks and its assessment, risk handling, monitoring and reporting, which in the opinion of the Board may threaten the



existence of the Company.

The Risk Management Policy may be accessed on the Company's website at the link <http://www.tttextiles.com/investor/corporate-news-announcements>

#### INTERNAL CONTROL SYSTEM

The Company maintains a system of internal control including suitable monitoring procedures. Real time, daily, weekly and monthly reporting systems are in place depending on the need to ensure suitable corrective measures are taken timely. Comprehensive internal Audit is also carried out by independent internal auditors to ensure compliance and identify weaknesses in the system. Findings of the Internal Auditors are regularly reviewed by the Audit Committee. Further the Company has in place an ERP system designed by Microsoft, USA. Your Company is trying to achieve progressively "paperless" and "cash less" status by educating and emphasizing to all its partners the convenience, speed and accuracy of the same.

The top management is continuously involved in evolving better and newer systems/processes for more effective management of resources and better supervision/control.

#### HUMAN RESOURCES DEVELOPMENT

"An organization is only as good as the people within" is an axiom, which the company understands and appreciates deeply. The Company continues to emphasize on its commitment to acquiring, developing and enhancing its human resources. Recruitment and retention of intellectual capital is a key management exercise. The Company's human capital constitutes a diverse pool of knowledge, a judicious mix of youth, imaginations, risk – taking ability and seasoned experience.

The Company follows a continuous performance appraisal system to ensure the employees are dynamically being trained and appraised about improvement areas and performance gaps. Further the management maintains an open door policy, to ensure free flow communication with all levels.

#### CAUTIONARY STATEMENTS

Statements made in this report forming part of the disclosure related to Management, Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic developments within the country, demand and supply conditions in the industry, input prices, changes in government regulations, tax laws, and other factors such as litigation and industrial relations.

#### ACKNOWLEDGEMENT

The Directors of the Company wish to express their appreciation for the continued co-operation of the Central and State Governments, bankers, financial institutions, customers, dealers and suppliers and all the valuable assistance received from the shareholders. The Directors also wish to thank all the employees of the Company for their contribution, support and continued cooperation throughout the year.



## INDEPENDENT AUDITORS' REPORT

To the members of  
T.T. Ltd.

### Report on the financial statements

We have audited the accompanying financial statements of T.T. Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### Management's responsibility for the financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Opinion

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31st March, 2017, and its profit and its cash flows for the year ended on that date.

### 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 paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure "C" to this report
  - (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 financial statements – Refer Note 30 to the 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.
    - vi. The Company has provided requisite disclosures in the financial statement as to holdings as well as dealings in specified bank notes during the period from 08th November, 2016 to 30th December, 2016. Based on audit procedures and relying upon management representation we report that disclosures are in accordance with books of accounts maintained by the Company and as produced to us by the Management- Refer Note 29 to the financial statements.

Annexure 'A' referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date to the members of T.T. Limited

1. (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a programme of physical verification of its fixed assets which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Management has physically verified fixed assets during the year and no material discrepancies have been noticed on such verification as compared to book records.
- (c) According to information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties included in fixed assets are held in the name of the company. Some of these title deeds are given as security for securing various facilities sanctioned by banks and accordingly these original title deeds are kept with banks, as security for the lenders.
2. The inventory, except material lying with third parties, has been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.
3. According to the information and explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii) (a) to (c) of the Order are not applicable to the company and hence not commented upon.
4. In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities granted in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.
5. The Company has neither accepted nor renewed any Fixed Deposit from public during the year. Entire outstanding Fixed Deposit as on 31<sup>st</sup> March, 2016 were repaid during the year.
6. We have broadly reviewed the records, including the books of account maintained by the company pursuant to the rules prescribed by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 in respect of company's products and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the same
7. (a) According to the records of the Company, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have generally been regularly deposited during the year with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income-tax, service tax, sales-tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and the records of the company examined by us, the particulars of statutory dues of income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax which have not been deposited on account of a dispute are referred to in Annexure 'B'.

8. According to the information and explanations given to us and as per the books and records examined by us, the Company has not defaulted in repayment of dues to any financial institution or bank.
9. Based on our audit procedures and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer / further public offer.

Further, based on our audit procedures and according to the information and explanations given to us and on an overall examination of the balance sheet, we report that, monies raised by way of term loans were applied for the purposes for which those were raised, where such end use has been stipulated by the lender.

10. Based upon our audit procedures and according to the information and explanations to us, we report that no material fraud by the company or on the company by its officers or employees has been noticed or reported during the year.
11. Based on our audit and according to the information and explanations given to us, we report that the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
13. Based on our audit procedures and according to the information and explanations given to us, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

14. According to the information and explanations given to us and on an overall examination of the balance sheet, 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 hence, reporting requirements under clause 3(xiv) are not applicable to the company and, not commented upon.
15. Based on our audit procedures 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 him.
16. 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 DOOGAR & ASSOCIATES  
CHARTERED ACCOUNTANTS  
Firm Regn No: 000561N

Place: New Delhi  
Date: 29.05.2017

(MUKESH GOYAL)  
Partner  
M. No. : 081810

## ANNEXURE 'B' TO AUDITORS' REPORT

Referred to in Paragraph 7 (b) of Annexure 'A' a statement on the matters specified in the Companies (Auditors' Report) Order, 2016 of T.T. Limited for the year ended 31<sup>st</sup> March, 2017

Name of the Statute	Nature of Dues	Amount (Rs.)	Forum where the dispute is pending
Income Tax Act, 1961	AY 2003-04	72,293	CIT (Appeals)
Income Tax Act, 1961	AY 2008-09	27,728	CIT (Appeals)
Income Tax Act, 1961	AY 2009-10	4,58,496	CIT (Appeals)
Value Added Tax (UP)	Entry Tax (UP)	724,714	Dy. Comm. (Under Appeal)

## Annexure 'C' to the independent auditor's report of even date on the financial statements of T.T. Limited

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

We have audited the internal financial controls over financial reporting of T.T. Limited ("the Company") as of March 31, 2017 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 issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditor's Responsibility

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

controls operated effectively in all material respects.

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

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

#### Meaning of Internal Financial Controls Over Financial Reporting

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

#### Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

#### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, 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 Doogar & Associates  
Chartered Accountants  
Firm Registration No. 000561N

Mukesh Goyal  
Partner  
Membership No.081810

Place : Delhi  
Date : 29th May, 2017





## BALANCE SHEET AS AT 31ST MARCH, 2017

	Notes	As At 31.03.2017	Amount in Rs As At 31.03.2016
I) Equity and Liabilities			
1 Shareholders' funds			
a) Share Capital	3	214,980,500	214,980,500
b) Reserves and Surplus	4	849,247,229	830,891,587
		<u>1,064,227,729</u>	<u>1,045,872,087</u>
2 Non-current liabilities			
a) Long term borrowings	5	1,631,765,084	1,509,607,203
b) Deferred tax liabilities (Net)	12	—	11,204,930
c) Other long term liabilities		—	—
d) Long term provisions		—	—
		<u>1,631,765,084</u>	<u>1,520,812,133</u>
3 Current liabilities			
a) Short term borrowings	6	1,281,122,623	1,307,968,196
b) Trade payables	7	179,014,361	165,557,086
c) Other current liabilities	8	285,365,612	348,322,487
d) Short term provisions	9	14,405,865	26,676,164
		<u>1,759,908,461</u>	<u>1,848,523,933</u>
	Total	<u>4,455,901,274</u>	<u>4,415,208,153</u>
II) Assets			
1 Non Current Assets			
a) Fixed Assets			
Tangible Assets	10	2,599,478,918	2,692,463,435
Intangible Assets	11	—	—
Capital work-in-progress		—	28,261,694
b) Deferred tax Assets (Net)	12	4,463,102	—
c) Long-term loans and advances	13	154,691,157	149,759,811
d) Other non-current assets	14	14,021,267	11,032,879
		<u>2,772,654,444</u>	<u>2,881,517,819</u>
2 Current Assets			
a) Current investments	15	387,000	3,000
b) Inventories	16	690,599,913	629,236,803
c) Trade receivables	17	616,463,469	545,245,972
d) Cash and bank balances	18	14,825,074	14,355,904
e) Short term loans and advances	13	95,951,091	91,172,502
f) Other current assets	14	265,020,282	253,676,153
		<u>1,683,246,829</u>	<u>1,533,690,334</u>
		<u>4,455,901,274</u>	<u>4,415,208,153</u>
Summary of significant accounting policies	1-2		

for Doogar & Associates  
Chartered Accountants  
Firm Regn. No. 000561N

(Mukesh Goyal)  
Partner  
M. No. 081810

Place: New Delhi  
Date: 29.05.2017

(Dr. Rikhab C. Jain)  
Chairman  
(DIN : 01736379)

(Sunil Mahnot)  
Director (Finance)  
(DIN : 06819974)

(Sanjay kr. Jain)  
Managing Director  
(DIN : 01736303)

(Reetika Mahendra Rathore)  
Company Secretary  
(M : ACS 48493)



# STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2017

Particulars	Notes	Amount in Rs	
		For the Year Ended 31.03.2017	For the Year Ended 31.03.2016
I) Revenue from operations	19		
Sale of products		6,639,932,013	6,800,197,609
Sale of services		419,946	84,331
Other operating revenues		134,876,330	195,158,975
		6,775,228,289	6,995,440,915
Less: Excise duty		—	—
Net revenue		6,775,228,289	6,995,440,915
II) Other income	20	83,310,067	40,887,456
III) Total revenue (I+II)		6,858,538,356	7,036,328,371
IV) Expenses:			
Cost of materials consumed and	21	5,246,863,082	5,163,778,779
Purchase of stock-in-trade			
Changes in inventories of finished goods,	22	(33,661,600)	(20,380,713)
work-in-progress and stock-in- trade			
Employee benefits expense	23	279,956,650	287,052,100
Finance cost	24	292,811,023	328,266,635
Depreciation and amortization expense	25	154,131,587	145,704,498
Other expenses	26	912,567,430	1,098,870,991
Total expenses		6,852,668,172	7,003,292,290
V) Profit / (Loss) before tax		5,870,184	33,036,081
VI) Tax expense:			
-Current tax			
-Current tax (MAT)		2,020,612	5,568,536
-MAT Credit Entitlement		(2,020,612)	(5,568,536)
-Net Current Tax for the year		—	—
-Deferred tax Liability/ (Assets)	12	(15,668,035)	1,992,066
-Adjustment of tax for earlier Years		106,049	9,504,169
VII) Profit / (Loss) for year		21,432,168	21,539,846
Earnings per equity share (par value Rs. 10 each)	28		
Basic		1.00	1.00
Diluted		1.00	1.00
Summary of significant accounting policies	1-2		
for Doogar & Associates Chartered Accountants Firm Regn. No. 000561N	(Dr. Rikhab C. Jain) Chairman (DIN : 01736379)	(Sanjay kr. Jain) Managing Director (DIN : 01736303)	
(Mukesh Goyal) Partner M. No. 081810	(Sunil Mahnot) Director (Finance) (DIN : 06819974)	(Reetika Mahendra Rathore) Company Secretary (M : ACS 48493)	



## NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

### 1 Basis of Preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The financial statements have been prepared to comply in all material respects with the accounting standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention except for certain financial instruments which are measured at fair values. Accounting policies adopted in the preparation of financial statements are consistent with those of previous year, 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.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

### 2 Summary of significant accounting policies

#### a) New Guidance notes, amendments to existing Standards effective during the current period

The company was hitherto following the principles of Accounting Standard AS 30 "Financial Instruments: Recognition and Measurement" in respect of its derivative financial instruments that were not covered by AS 11 and that related to a firm commitment or a highly probable forecast transaction. Effective 1.4.2016, the Institute of Chartered Accountants of India (ICAI) issued Guidance Note on Accounting for Derivative Contracts (guidance note), and accordingly provisions of accounting standard AS 30 stood withdrawn to the extent of the guidance covered for accounting for derivatives within the scope of this Guidance Note. Applicability of the guidance note does not have any impact on the Company financials. The management has assessed the relevance of amendments to existing Standards that have been published and are mandatory for the current financial year and have concluded that these have no impact on the financial statements for the year.

#### b) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

#### c) Revenue Recognition

- i) Sales are recognized upon dispatch of goods from factory / depot against the firm orders.
- ii) Income from conversion charges is recognised as and when the products are ready for dispatch in packed condition.
- iii) Income from investment is accounted when right to receive of such income is established.
- iv) For other incomes, the company follows the accrual basis of accounting except :
  - (a) Interest on late payment from customers.
  - (b) Where there is no reasonable certainty regarding the amount and / or its collectivity.
- v) Power generated by windmills in Tamilnadu is consumed by spinning mill located at Avinashi and is accounted at TNEB rates after deduction of units for wheeling power as per the Power Purchase Agreement signed with TNEB.
- vi) Insurance and other claims are recognized in accounts on lodgment to the extent these are measurable with reasonable certainty of acceptance. Excess / Short fall is adjusted in the year of receipt.

#### d) Inventories

Inventories are valued at lower of cost, computed on a weighted average basis, and estimated net realisable value, after providing for cost of obsolescence and other anticipated losses, wherever considered necessary. Finished goods and work-in-progress include costs of conversion and other costs in bringing the inventories to their present location and condition.

#### e) Investments

Long term investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management. The current investments are stated at lower of cost or quoted / fair value computed category wise.

#### f) Fixed, Intangible Assets & Borrowing Cost

- i) Fixed Assets are stated at their original cost, adjusted by revaluation of certain land and building less provision for impairment losses, if any, depreciation, amortisation and adjustments on account of foreign exchange fluctuations in respect of changes in rupee liability of foreign currency loans used for acquisition of fixed assets.
- ii) Intangible assets are recognized on the basis of recognition criteria as set out in the AS-26- "Intangible Assets".
- iii) Pre-operative, trail run and incidental expenses relating to the projects are carried forward to be capitalised and apportioned to various assets on commissioning of the project.
- iv) Borrowing costs eligible for capitalisation, incurred in respect of acquisition / construction of a qualifying asset, till the asset is substantially ready for use, are capitalised as part of the cost of that asset.

#### g) Depreciation & Amortisation

Depreciation on tangible assets is provided based on internal assessment and technical evaluation, the management has reassessed the useful lives as different from the useful lives prescribed under Part C of Schedule II of the Companies Act 2013. Management believes that the useful lives as given below, best represent the period over which these assets are expected to be used.

Plant and Machinery (Rajaula unit)	25 Years
Plant and Machinery (All other Units)	20 Years
Plant and Machinery (Wind Mill)	18 Years
Buildings (Factory)	30 Years



Buildings (Other)	51 Years
Vehicles	10 Years
Furniture & Fixture	15 Years
Office Equipments	20 Years
Electric Installation	18 Years

- a) On Plant and Machinery acquired on or after 02.04.1987 on straight line method.
- b) On other assets of spinning units at Gajroula, Avinashi and Rajula and on windmill in Tamilnadu & Gujarat on straight line method & at other units on written down value method value as on 31.12.1987, under written down method.
- c) Assets costing up to Rs. 5,000 are fully depreciated in the year of purchase.
- d) An Intangible asset is amortised over a period of five years. All useful estimated life whichever is earlier.
- h) **Impairment of Assets**  
Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount being the higher of the asset's net selling price and its value in use. Value in use is based on the present value of the estimated future cash flows relating to the asset. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (i.e. cash generating units). Previously recognised impairment losses are reversed where the recoverable amount increases because of a favorable change in the estimates used to determine the recoverable amount since the last impairment was recognised. A reversal of an asset's impairment loss is limited to its carrying amount that would have been determined (net of depreciation or amortisation), had no impairment loss been recognised in prior years.
- i) **Foreign Currency Transactions**  
a) Foreign currency assets and liabilities are translated at exchange rates prevailing on the last working day of accounting year.  
b) Gain or loss on the restatement of foreign currency transactions or on cancellation of forward contract if any, is reflected in the statement of profit & loss.  
c) Exchange differences in respect of liabilities incurred to acquire fixed assets are recognised in the statement of profit & loss.
- j) **Cash and Cash Equivalents**  
Cash and cash equivalents comprise cash and cash on deposit with banks and corporations. The company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.
- k) **Interim Financial Reporting**  
Quarterly financial results are published in accordance with the requirement of listing agreement with stock exchanges. The recognition and measurement principle as laid down in the Accounting Standard (AS)-25 "Interim Financial Reporting" have been followed in the preparation of these results.
- l) **Employee Benefits**  
The company's employee benefits primarily cover provident fund and gratuity. Provident fund is defined contribution scheme and the company has no further obligation beyond the contribution made to the fund. Contributions are charged to statement of profit and loss in the year in which they accrue. Contribution to Gratuity Fund is accounted on accrual basis. Liability for gratuity is funded through the LIC and charged against revenue. Liabilities for leave encashment are accounted for on accrual basis and are not carried forward.
- m) **Tax on Income**  
i) **Minimum Alternative Tax:-** Provision for Taxation is ascertained on the basis of assessable profits computed in accordance with the provisions of Income Tax Act, 1961. However, where the tax is computed in accordance with the provision of Section 115 JAA of the Income Tax Act, 1961, as Minimum Alternate Tax (MAT), it is charged off to the statement of Profit & Loss in the relevant year. Further in accordance with the Guidance Note on Accounting for Credit available in respect of Minimum Alternative Tax (MAT) under the Income Tax, issued by the Council of the Institute of Chartered Accountants of India, MAT credit is recognised as an asset under the head "Loans & Advances" based on the convincing evidence that the company will pay normal Income tax during the specified period.  
ii) **Deferred Tax:-** Deferred tax is provided on timing differences between tax and accounting treatments that originate in one period and are expected to be reversed or settled in subsequent periods. Deferred tax assets and liabilities are measured using the enacted / substantively enacted tax rate for continuing operations. Adjustment of deferred tax liability attributable to change in tax rate is shown in the statement of profit and loss as a part of the deferred tax adjustment for the year.
- n) **Provisions and Contingent Liabilities**  
Provisions are recognized for present obligations, of uncertain timing or amount, arising as a result of a past event where a reliable estimate can be made and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Where it is not probable that an outflow of resources embodying economic benefits will be required or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability unless the possibility of outflow of resources embodying economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events, are also disclosed as contingent liabilities unless the possibility of outflow of resources embodying economic benefits is remote.
- o) **Earnings Per Share**  
Basic Earning Per Share calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares during the year.  
For the purpose of calculating Diluted Earning Per Share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all diluted potential equity shares.

## 3. Share Capital

	Amount in Rs.	
	As at 31.03.2017	As at 31.03.2016
Authorised 450,00,000 (Previous year 450,00,000) Equity Shares of Rs. 10/- each	450,000,000	450,000,000
Issued, subscribed & fully paid-up		
214,98,050 (Previous year 2,14,98,050) Equity Shares of Rs. 10/- each fully paid up in cash	214,980,500	214,980,500
	214,980,500	214,980,500

## a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting Year

	2016-2017		2015-2016	
	No. of Shares	Rs	No. of Shares	Rs
Equity Shares				
At the beginning of the Year	2,14,98,050	21,49,80,500	2,14,98,050	21,49,80,500
Issued during the Year	-	-	-	-
Bought back during the Year	-	-	-	-
Outstanding at the end of the Year	2,14,98,050	21,49,80,500	2,14,98,050	21,49,80,500

## b) Terms/rights attached to Equity Shares

Company has only one class of equity shares having a par value of Rs.10/- . Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. During the previous year ended 31st March 2016 the amount of per share dividend recognised as distribution equity shareholder was Rs. 0.50 per share. The dividend is paid in current Financial Year.

## c) Details of shareholders holding more than 5% shares in the company

	As at 31.03.2017		As at 31.03.2016	
	No. of Shares Held	% holding	No. of Shares Held	% holding
Equity Shares				
Rikhab Chand Jain	8399109	39.07	8396014	39.05
Jyoti Jain	1689447	7.86	1689447	7.86
H & M Foundation(Trust)	841295	3.91	1653243	7.69

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares

## d) The Company has not allotted any fully paid up shares pursuant to contract(s) without payment being received in cash nor has allotted any fully paid up shares by way of bonus shares nor has bought back any class of shares during the period of five years immediately preceding the balance sheet date.





#### 4 Reserves and Surplus

	Amount in Rs.	
	As at 31.03.2017	As at 31.03.2016
Capital Reserve		
Balance as per the last financial statements	17,494,200	17,494,200
Add: Additions during the Year	—	—
Closing balance	17,494,200	17,494,200
Revaluation Reserve		
Opening balance	441,519,696	448,017,298
Add: Increase during the Year	—	—
Less: Transferred to statement of Profit & Loss as reduction from Depreciation	—	6,497,602
Less: Reversal on sold out assets	3,076,526	—
Closing balance	438,443,170	441,519,696
Securities Premium Account		
Balance as per the last financial statements	160,244,950	160,244,950
Add: Additions during the Year	—	—
Closing balance	160,244,950	160,244,950
General Reserve		
Balance as per the last financial statements	85,000,000	175,000,000
Add: Transfer from statement of Profit and Loss	20,000,000	10,000,000
Closing balance	205,000,000	185,000,000
Surplus / (deficit) balance in statement of profit and loss		
Balance as per the last financial statements	26,632,741	28,030,165
Add: Amount transferred from statement of profit and loss	21,432,168	21,539,846
Less : Appropriations:		
Proposed dividend on Equity shares	—	(10,749,025)
(Amt. per share Rs. 0.00/- Previous year Rs. 0.50/-)		
Dividend Distribution Tax	—	(2,188,245)
Amount transferred to General Reserve	(20,000,000)	(10,000,000)
Closing balance	28,064,909	26,632,741
	849,247,229	830,891,587

#### 5 Long Term Borrowing

	Amount in Rs.			
	Non-current portion		Current maturities	
	As at 31.03.2017	As at 31.03.2016	As at 31.03.2017	As at 31.03.2016
Secured				
Term loans				
From Banks	588,460,278	703,981,994	229,855,354	245,988,900
Unsecured				
Other Borrowing				
Fixed Deposits	—	—	—	5,318,262
From Directors/Promoters	521,309,958	458,563,445	—	—
From Others	521,994,848	347,061,764	—	—
	1,043,304,806	805,625,209	—	5,318,262
Amount disclosed under the head "other current liabilities" (note no-8)	—	—	(229,855,354)	(251,307,162)
	1,631,765,084	1,509,607,203	—	—

a) Terms of repayment / details of security are as follows:

i) From Banks – Term loans

	Amount in Rs.			
Lending institution	Outstanding	Annual repayment schedule		
	as at 31.3.2017	2017-18	2018-19	2019-20 & Beyond
Oriental Bank of Commerce	661,105,740	185,110,454	166,724,404	309,270,882
State Bank of India	24,371,915	8,125,000	8,125,000	8,121,915
Punjab National Bank	55,571,557	17,482,400	17,482,400	20,606,757
Indian Bank	77,266,420	19,137,500	19,137,500	38,991,420
	818,315,632	229,855,354	211,469,304	376,990,974

- ii) Rupees Term Loan from Oriental Bank of Commerce (OBC), Punjab National Bank (PNB), State Bank of India (SBI) and Indian Bank are secured by pari-passu charge on company's immoveable & moveable assets located at Gajroula, Avinashi, Rajula units and Wind Mill located at Jamanvada, Distt. Kutch (Gujarat). Loans are further secured by personal guarantee of Shri Rikhab C. Jain, Chairman of the company. Term Loan carry ROI ranging from 11.10% to 13.10% p.a. The aforesaid interest rate is subject to benefit under TUF scheme of Government of India and state interest subsidies whenever applicable.
- iii) The Company has neither accepted nor renewed any Fixed Deposit from public during the year. Entire outstanding fixed deposit as on 31st March 2016 was repaid during 2016-17.
- iv) Borrowings from Directors and others is the amount inducted by the promoters as per the terms and conditions stipulated in sanctions of the loans by the bankers, are not repayable in next 12 Months therefore all such borrowings have been classified as "Long Term in nature"

	Amount in Rs.	
	As at 31.03.2017	As at 31.03.2016
6. Short term borrowings		
Secured Working Capital Loans From banks	1,281,122,623	1,307,968,196
	1,281,122,623	1,307,968,196

The working capital loans from consortium of banks i.e. OBC & PNB are secured by hypothecation of Raw Material, Work in Process, Packing Material, Finished Goods and Book Debts and second charge over Fixed Assets located at Gajroula, Avinashi and Rajula and further secured by personal guarantee of Shri Rikhab C. Jain, Chairman of the Company.

	Amount in Rs.	
	As at 31.03.2017	As at 31.03.2016
7. Trade payables		
(a) Total outstanding dues of micro and small enterprises	1,120,512	1,458,210
(b) Total outstanding dues of creditors other than micro and small enterprises	177,893,849	164,098,876
	179,014,361	165,557,086

The information as required to be disclosed under The Micro, Small and Medium Enterprises Development Act, 2006 ("the Act") has been determined to the extent such parties have been identified by the company, on the basis of information and records available with them. This information has been relied upon by the auditors. Disclosure as required under section 22 of the Act as under. Disclosure in respect of interest due on delayed payment has been determined only in respect of payments made after the receipt of information, with regards to filing of memorandum, from the respective suppliers.

	Amount in Rs.	
S. No. Particulars	As at 31.03.2017	As at 31.03.2016
(i) Principal amount remaining unpaid as at end of the year	1,120,512	1,458,210
(ii) Interest due on above	—	—
1 Total of (i) & (ii)	1,120,512	1,458,210
2 Interest paid on delayed payment of principal, paid along with such interest during the year	—	—
3 Interest paid on delayed payment of principal, paid without such interest during the year	—	—
4 Interest accrued but not due, in respect of delayed payments of principal due as at end of the year	—	—
5 Total interest due and payable together with that from prior year(s)	—	—

	Amount in Rs.	
S. No. Particulars	As at 31.03.2017	As at 31.03.2016
8. Other current liabilities		
Current maturities of long-term borrowings (note no-5)	229,855,354	251,307,162
Interest accrued but not due on borrowings	—	1,005,610
Other payables		
Employee related liabilities	13,598,818	13,386,675
Statutory dues payable	7,333,343	10,021,508
Others	28,692,445	67,486,707
Unclaimed Dividend account	5,885,652	5,114,825
	285,365,612	348,322,487



## 9. Provisions

	Long-term		Short-term	
	As at 31.03.2017	As at 31.03.2016	As at 31.03.2017	As at 31.03.2016
Provision for employee benefits				
Gratuity (note no-37)	—	—	6,239,370	1,001,769
Bonus	—	—	6,145,883	7,168,586
Others				
Provision for Income Tax	—	—	2,020,612	5,568,536
Proposed dividend on Equity shares	—	—	—	10,749,025
For tax on proposed dividend	—	—	—	2,188,249
			14,405,865	26,676,165

## 10. Tangible Assets

Amount in Rs.

	Land		Buildings	Plant & Machinery	Office Equipment	Furniture & Fixtures	Vehicles	Wind Mill	Electrical Installation	Total
	Freehold	Leasehold								
<u>Gross Block</u>										
At 1 April 2015	370,002,326	9,895,000	983,977,463	2,085,237,919	21,705,580	26,862,516	36,253,719	187,063,948	102,003,146	3,823,001,617
Additions		4,335,000	3,520,790	28,794,700	747,899	882,440	5,258,345	143,226,666	144,635	186,910,475
Disposals		—	—	11,706,086	—	—	2,667,833	125,489,586	—	139,863,505
At 31 March 2016	370,002,326	14,230,000	987,498,253	2,102,326,534	22,453,479	27,744,956	38,844,231	204,801,028	102,147,781	3,870,048,588
Additions	—	900,000	52,150,837	1,722,307	1,180,395	1,097,517	6,180,342	1,242,000	31,751,116	96,224,514
Disposals	3,509,000	—	—	723,000	—	—	4,951,032	61,574,361	—	70,757,393
Adjustment*	—	—	—	—	—	—	—	—	—	—
At 31 March 2017	366,493,326	15,130,000	1,039,649,090	2,103,325,841	23,633,873	28,842,473	40,073,541	144,468,667	133,898,897	3,895,515,708
<u>Depreciation</u>										
At 1 April 2015	—	—	184,686,921	720,154,148	15,185,737	15,661,942	19,183,362	82,867,419	51,224,803	1,088,964,332
Charge for the year	—	29,612	32,919,333	102,950,032	1,249,392	774,497	2,206,729	6,724,455	5,348,051	152,202,101
Disposals	—	—	—	4,322,889	—	—	1,397,076	57,861,315	—	63,581,280
At 31 March 2016	—	29,612	217,606,254	818,781,291	16,435,129	16,436,439	19,993,015	31,730,559	56,572,854	1,177,585,153
Charge for the year	—	44,418	33,023,257	102,830,428	1,719,113	732,516	2,457,003	7,549,228	5,775,623	154,131,586
Disposals	—	—	—	341,651	—	—	3,628,402	31,709,896	—	35,679,949
Adjustment*	—	—	—	—	—	—	—	—	—	—
At 31 March 2017	—	74,030	250,629,512	921,270,069	18,154,242	17,168,954	18,821,616	7,569,891	62,348,477	1,296,036,791
<u>Net Block</u>										
At 31 March 2016	370,002,326	14,200,388	769,891,999	1,283,545,243	6,018,350	11,308,517	18,851,216	173,070,469	45,574,927	2,692,463,435
At 31 March 2017	366,493,326	15,055,970	789,019,578	1,182,055,773	5,479,631	11,673,519	21,251,925	136,898,776	71,550,420	2,599,478,918

## Revaluation Details:

Particulars	Year						
	2016-17	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11
Asset Details:							
Balance as at 1 April 2016	441,519,696	448,017,298	454,772,992	461,800,362	469,113,708	328,715,476	340,575,387
Revaluation Addition		—	—	—	—	—	—
land		—	—	—	—	232,768,679	—
Building		—	—	—	—	—	—
Transfer to P & L A/c		6,497,602	6,755,694	7,027,370	7,313,346	9,849,473	11,859,911
Reversal		—	—	—	—	82,520,974	—
Balance as at 31 March, 17	441,519,696	441,519,696	448,017,298	454,772,992	461,800,362	469,113,708	328,715,476

## 11. Intangible Assets

Amount in Rs.

	Computer Software	Total
Gross Block		
At 1 April 2015	10,212,090	10,212,090
Additions	—	—
Disposals	—	—
At 31 March 2016	10,212,090	10,212,090
Additions	—	—
Disposals	—	—
At 31 March 2017	10,212,090	10,212,090

Depreciation	Computer Software	Total
At 1 April 2015	10,212,090	10,212,090
Charge for the year	—	—
Disposals	—	—
At 31 March 2016	10,212,090	10,212,090
Charge for the year	—	—
Disposals	—	—
At 31 March 2017	10,212,090	10,212,090
Net Block		
At 31 March 2016	—	—
At 31 March 2017	—	—

## 12. Deferred tax (net)

Amount in Rs.

	As at 31.03.2017	As at 31.03.2016
Deferred tax liabilities		
Depreciation	250,389,437	257,702,165
Deferred tax assets	—	—
Employee benefits	3,763,722	2,793,439
Unabsorbed Losses	249,066,915	241,562,133
Others	2,021,902	2,141,663
Net deferred tax (Assets)/Liability	(4,463,102)	11,204,930

## 13. Loans &amp; advances

Amount in Rs.

	long-term		Short-term	
	As at 31.03.2017	As at 31.03.2016	As at 31.03.2017	As at 31.03.2016
Unsecured, considered good unless stated otherwise				
Capital advances	1,034,180	5,630,850	—	—
Security deposits	32,977,978	29,446,347	—	—
Security deposits with Related Party	4,800,000	4,800,000	—	—
Total (A)	38,812,158	39,877,197	—	—
Other loans and advances				
Balances with statutory authorities	404,264	499,963	84,350,293	79,889,087
Loans and advances to employees	—	—	4,290,082	2,425,616
Prepaid expenses	—	—	7,310,716	8,857,798
MAT Credit Entitlement	108,323,418	106,302,806	—	—
Direct taxes refundable (net of provisions)	7,151,317	3,079,846	—	—
Total (B)	115,878,999	109,882,615	95,951,091	91,172,501
Total (A+B)	154,691,157	149,759,812	95,951,091	91,172,501

Direct taxes refundable represent amounts recoverable from the Income Tax Department for various assessment years. In respect of disputed demands, company has filed appeals which are pending at various levels and for assessment years where the issues have been decided in favour of the company, the company is in the process of reconciling / adjusting the same with the department. Necessary value adjustments shall be made on final settlement by the department.

## 14. Other assets

Amount in Rs.

	Non Current		Current	
	As at 31.03.2017	As at 31.03.2016	As at 31.03.2017	As at 31.03.2016
Others				
Export benefits receivable	—	—	105,743,129	128,757,559
Subsidies receivable (TUFS)	—	—	16,536,486	38,745,158
Other receivables	2,050,313	2,050,313	142,740,667	86,1773,436
Other bank balances (note no-18)	11,970,954	8,982,566	—	—
	14,021,267	11,032,879	265,020,282	253,676,153

In respect of subsidies receivable under the Technology Up-gradation Fund Scheme (TUFS) for Textiles established by Government of India, the lending institutions have yet to provide confirmation as to action taken by them towards claiming reimbursement of subsidies. Accordingly, subsidy receivable is subject to final adjustments that may arise on settlement of issues and actions taken by the lenders.





		Amount in Rs.
15. Current investments	As at 31.03.2017	As at 31.03.2016
(valued at lower of cost and fair value, unless stated otherwise)		
Unquoted Equity Instruments (Valued at cost)		
300(PY 300) Equity Shares of West Bengal Hosiery Park Ltd.	3,000	3,000
Arkay Energy (Rameshwarm) Ltd.	384,000	—
	387,000	3,000
Aggregate amount of quoted investment	—	—
Market value of quoted investment (Equity shares)	—	—
Aggregate amount of unquoted investments	387,000	3,000
Aggregate provision for diminution in value of investments	—	—

		Amount in Rs.
16. Inventories	As at 31.03.2017	As at 31.03.2016
At lower of cost and net realizable value		
Raw materials	146,926,420	131,292,700
Finished goods (refer note no-22)	443,584,980	413,039,931
Work-in-progress (refer note no-22)	50,734,585	47,618,035
Stores and spares	49,353,928	37,286,137
	690,599,913	629,236,803

		Amount in Rs.	
17. Trade Receivables		As at 31.03.2017	As at 31.03.2016
Unsecured, considered good unless stated otherwise			
Outstanding for a period exceeding six months from the date they are due for payment			
Unsecured, considered good		37,791,001	32,356,969
Doubtful		6,115,302	6,300,862
		43,906,303	38,657,831
Less: Provision for doubtful receivables		6,115,302	6,300,862
	(A)	37,791,001	32,356,969
Other Trade receivables			
Unsecured, considered good		578,672,468	512,889,003
Doubtful		—	—
		578,672,468	512,889,003
Less: Provision for doubtful receivables		—	—
	(B)	578,672,468	512,889,003
Total (A + B)		616,463,469	545,245,972

		Amount in Rs.			
18. Cash and bank balances		Non Current		Current	
	As at	As at	As at	As at	
	31.03.2017	31.03.2016	31.03.2017	31.03.2016	
Cash and cash equivalents					
Balances with Banks					
- Current Accounts	—	—	7,973,134	6,614,939	
- Export Earners Foreign Currency Account	—	—	219,766	1,186,837	
- Dividend account	—	—	5,885,652	5,114,825	
Cash in hand	—	—	746,522	1,439,302	
	—	—	14,825,074	14,355,903	
Other bank balances					
Fixed Deposit	163,923	151,971	—	—	
Margin money Accounts	11,807,031	8,830,595	—	—	
Amount disclosed under the head "other non current assets" (note no-14.)	11,970,954	8,982,566	—	—	
	(11,970,954)	(8,982,566)	—	—	
	—	—	14,825,074	14,355,903	

## 19. Revenue from operations

Amount in Rs.

	Year Ended 31.03.2017	Year Ended 31.03.2016	
Sale of products			
Manufactured goods			
Yarn	4,500,286,974	4,613,602,191	
Fabric	572,933,410	518,972,177	
Garments / Made-ups	1,056,990,131	1,036,803,310	
Cotton / Bye Product	387,415,492	353,312,284	
Others	91,988,421	262,342,075	
Sale of Power	30,317,585	15,165,572	6,800,197,609
Sale of services			
Manufacturing Job charges	419,946	84,331	84,331
Other operating revenues			
Other incentives	39,530,733	3,241,654	
Export incentives	95,345,597	191,917,321	195,158,975
Less: Excise duty	—	—	
	<u>6,775,228,289</u>	<u>6,995,440,915</u>	

## 20. Other Income

Amount in Rs.

	Year Ended 31.03.2017	Year Ended 31.03.2016
Interest income	837,220	586,658
Profit on sale of fixed assets	81,775,965	16,791,373
Miscellaneous income	696,882	23,509,425
	<u>83,310,067</u>	<u>40,887,456</u>

## 21. Cost of Material Consumed

Amount in Rs.

	Year Ended 31.03.2017	Year Ended 31.03.2016
Raw Material consumed		
Opening Inventory	131,292,700	157,300,235
Add: Purchases (net)	5,171,030,721	5,044,537,271
Less: Inventory at the end of the year	146,926,420	131,292,700
Cost of raw material consumed	5,155,397,001	5,070,544,806
Packing material consumed	91,466,081	93,233,973
	<u>5,246,863,082</u>	<u>5,163,778,779</u>

The Raw material consumption figures are disclosed on the basis of derived figures and are after adjusting excesses and shortages ascertained on physical count, unserviceable items, etc.

## 22. Changes in inventories of finished goods, work-in-progress and waste material

Amount in Rs.

	Year Ended 31.03.2017	Year Ended 31.03.2016
Inventories (At close)		
Finished Goods	443,584,980	413,039,931
Work-in-progress	50,734,586	47,618,035
(A)	<u>494,319,566</u>	<u>460,657,966</u>
Inventories (At opening)		
Finished Goods	413,039,931	399,710,977
Work-in-progress	47,618,035	40,566,276
(B)	<u>460,657,966</u>	<u>440,277,253</u>
(Increase) / Decrease	(33,661,600)	(20,380,713)



23. Employee Benefit Expense		
Salaries and wages	252,265,992	254,091,332
Contribution to provident and other funds	22,733,688	25,732,206
Staff welfare	4,956,970	7,228,562
	<u>279,956,650</u>	<u>287,052,100</u>
24. Finance Cost		
Interest expense	283,020,667	319,213,943
Other borrowing cost	9,790,356	9,052,692
	<u>292,811,023</u>	<u>328,266,635</u>
25. Depreciation and amortisation		
Depreciation of tangible assets	154,131,587	145,704,498
Amortization of intangible assets	—	—
	<u>154,131,587</u>	<u>145,704,498</u>

## 26. Other expenses

Amount in Rs.

	Year Ended 31 March 2017	Year Ended 31 March 2016
Consumption of stores and spare parts	35,555,735	56,204,637
Job work charges	125,826,042	118,366,804
Power & Fuel	425,770,073	481,327,269
Repair		
Buildings	1,644,088	4,399,982
Machinery	5,380,321	5,994,469
Others	2,407,527	3,411,162
Insurance	7,447,208	8,463,025
Rent	1,600,072	889,468
Rates and taxes, excluding taxes on income	1,397,202	636,244
Freight & forwarding	94,039,572	147,248,998
Royalty	43,971,430	75,175,013
Brokerage & Commission on sales	32,832,117	39,634,953
Advertisement & publicity	26,909,104	27,370,667
Cash Discount	14,869,581	14,077,982
Other selling expenses	22,576,641	26,024,757
Provision for doubtful debts and advances	(185,560)	(1,049,829)
Directors Sitting Fees	285,000	485,700
Loss on sale of fixed assets	208,373	1,379,182
Legal & Professional Charges	5,547,021	6,319,860
Audit Fees & Expenses (Ref. detail below)*	1,203,125	1,204,738
Donation	4,710,708	2,592,074
Corporate Social Responsibility Expenditure (Ref note no, 27)	2,560,000	8,269,500
Bad Debts Written off/Recovered	309,085	59,622
Telephone & Postage	3,921,993	3,281,109
Electricity & Water Charges	5,204,900	3,865,899
Bank Charges	15,304,308	22,815,979
Other expenses	31,271,764	40,421,727
	<u>912,567,430</u>	<u>1,098,870,991</u>
*Payments to the statutory auditors		
As auditor		
Statutory audit	1,030,500	1,030,500
Limited review/Certification	115,000	111,758
Reimbursement of Expenses	57,625	62,480
Total	<u>1,203,125</u>	<u>1,204,738</u>

## 27. Corporate Social Responsibility (CSR)

Particulars	Year Ended 31 March 2017	Year Ended 31 March 2016
2% of average net profits over the last three years	1,012,367	1,305,586
Amount expended on CSR activities during the year (*)	2,560,000	8,269,500
Pending obligations towards expenditure of CSR	—	—
(*) Expenditure on CSR of Rs 2560000 lacs for 2017 was shown as an appropriation pursuant to the FAQ on the provisions of CSR issues by the Institute of Chartered Accountants of India.		

## 28. Earnings per share

Particulars	Year Ended 31 March 2017	Year Ended 31 March 2016
a) Weighted average number of shares at the beginning and end of the year	21,498,050	21,498,050
b) Net profit after tax available for equity shareholders (Rupees)	21,432,168	21,539,846
c) Basic Earning Per Share (Rupees)	1.00	1.00
d) Diluted Earning Per Share (Rupee)	1.00	1.00
e) Par value of Rs. 10/- Each		

## 29. Additional information as required by Paragraph 6 of the General Instructions for Preparation of Balance Sheet to Schedule III to the Companies Act, 2013 with respect to details of Specified Bank Notes (SBNs) held and transacted during the period 8.11.16 to 30.12.16

	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016 (*)	2,525,000	428,119	2,953,119
Add:			
Withdrawal from Banks	-	2,990,000	2,990,000
Receipts for permitted transactions	-	2,080,044	2,080,044
Less:			
Paid for permitted transactions	2,057,000	3,716,982	5,773,982
Deposited in Banks	468,000	443,494	911,494
Closing cash in hand as on 30.12.2016 (*)	-	1,337,687	1,337,687

\*As certified by the management

For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016

## 30. Contingent liabilities not provided for in respect of:

Amount in Rs.

Particulars	For Year Ended 31.03.2017	For Year Ended 31.03.2016
a) Guarantees given by Bank	44,860,000	37,160,000
b) Income tax matters in dispute*	558,517	558,517
c) Entry Tax U.P.	724,714	848,431
d) Sales Tax	1,071,132	—

\*Based on legal advice, discussions with the solicitors, etc., the management believes that there is fair chance of decisions in the company's favour in respect of all the items listed above and hence no provision is considered necessary against the same. The management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the company's financial position and results of operations.

## 31. Obligations and commitments outstanding:

- a) Estimated value of contracts remaining to be executed on capital account and not provided for (net of advances Rs. 5630850/-)
- b) Bills discounted with banks

As at 31.03.2017	As at 31.03.2016
	15,874,535
317,886,202	308,899,869

## 32. a) Income Tax Assessments have been completed up to assessment year 2014-15 except for the Assessment year 2003-04 where the department has raised demand of Rs.72,293/-. The management foresees that existing provision are sufficient for the same.

b) Erstwhile T.T. Finance Ltd. (Since amalgamated with the Company) has paid Income tax demand of Rs. 8,05,000, pertaining to the assessment year 1992-1993. The company has contested the same and ITAT has quashed the demand. In appeal effect, the company has found an apparent mistake of not allowing credit of tax paid and hence filed a rectification application under section 154, which is pending.

c) In accordance with the company's policy a sum of Rs.108,323,418 (Previous year Rs. 106,302,806) has been shown as MAT credit entitlement under "Long term loan & advances".



33. Sales Tax assessments in different states have been completed up to the assessment year 2012-13. Liability if any, arising out of remaining Sales Tax Assessments, which are in progress at various stages, will be provided only on the final assessment. However, management foresees no significant liability on this account.
34. Consistent with its past policy, the company has on the basis of technical opinion continued to treat plant and machinery of spinning units at Gajroula, Avinashi & Rajula as continuous process plant.
35. Trade creditors include outstanding dues of small scale industries Rs. 1,120,512 (Previous year Rs.1,458,210). The above information regarding small scale industrial undertakings has been determined to the extent such parties have been identified by the company, on the basis of information available with them.
36. Derivative instruments and unhedged foreign currency exposure  
As on date of Balance Sheet the company has gross exposure in the form of Plain Vanilla Forward Contracts for the purpose of hedging export sales amounting to Rs 4.02 Cr (P Y Rs. 20.82 crore).
37. a) The response to letters sent by the Company requesting confirmation of balances has been insignificant. In the management's opinion, adjustments on reconciliation of the balances, if any required, will not be material in relation to the financial statements of the Company and the same will be adjusted in the financial statements as and when the confirmations are received and reconciliations completed.
- b) Inventories, loans & advances, trade receivables and other current / non-current assets are reviewed annually and in the opinion of the Management do not have a value on realization in the ordinary course of business, less than the amount at which they are stated in the Balance Sheet.
38. Employee benefit obligations

#### Defined benefit plan

The employee's Gratuity Fund Scheme, which is defined benefit plan, is managed by Trust maintained with Life Insurance Corporation of India (LIC). The present value of obligation is determined, using Projected Unit Credit Method, which recognized each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for compensation absences is recognized in same manner as gratuity.

- a) Reconciliation of opening and closing balances of the present value of the defined benefit obligation

Amount in Rs.

Particulars	Gratuity (Funded)	
	2016-2017	2015-2016
Defined Benefit Obligation at the beginning of the year	37,032,547	31,860,715
Current Service Cost	5,329,137	4,800,061
Current Interest Cost	2,962,604	2,548,857
Actuarial (gain)/loss	671,978	(1,545,836)
Less: Benefits Paid	(3,964,189)	(631,250)
Defined Benefit Obligation at the end of the year	42,032,077	37,032,547

- b) Reconciliation of opening and closing balances of Fair value of the plan assets

Particulars	Gratuity (Funded)	
	2016-2017	2015-2016
Fair Value of Plan Assets at beginning of the year	33,115,657	25,945,594
Expected Return on Plan Assets	2,904,243	2,275,429
Actuarial (gain)/loss	(179,894)	25,884
Contributions	3,120,364	5,500,000
Less: Benefits Paid	(3964,189)	(631,250)
Fair Value of Plan Assets at end of the year	34,996,181	33,115,657

- c) Reconciliation of Present Value of obligations and Fair Value of Plan Assets

Particulars	Gratuity (Funded)	
	2016-2017	2015-2016
Fair Value of Plan Assets at end of the year	34,996,181	33,115,657
Present value of defined Benefit Obligation at the end of the year	42,032,077	37,032,547
Liability/(Assets) recognized in the Balance Sheet.	7,035,896	3,916,890

## d) Expense recognized during the year

Particulars	Gratuity (Funded)	
	2016-2017	2015-2016
Current Service Cost	5,329,137	4,800,061
Past service cost	—	—
Current Interest Cost	2,962,604	2,548,857
Expected Return on Plan Asset	(2,904,243)	(2,275,429)
Actuarial (gain)/loss	851,872	(1,571,720)
Net cost recognized in statement of Profit & Loss	6,239,370	3,501,769

## e) Assumptions used to determine the defined benefit obligation

Particulars	Gratuity (Funded)	
	2016-2017	2015-2016
Mortality table (LIC)	LIC (1994-1996)	LIC (1994-1996)
Discount Rate (p a)	7.35%	8.00%
Estimated rate of return on plan assets (p a)	8.25%	8.77%
Expected rate of increase in salary (p a)	6.00%	6.00%

The expected rate in increase in salary considered in actuarial valuation is based on consideration of inflation, seniority, promotion, accretion, and other relevant factors including supply and demand in the employment market.

## 39. Related party disclosures

The information regarding related parties has been determined on the basis of criteria specified in AS-18 "Related Party Disclosures" and to the extent such parties have been identified by the company, on the basis of information available with them. This has been relied upon by the auditors.

## Names of related parties and description of relationship:

- |  |  |
|--|--|
| 1. Holding Company                       | Nil  |
| 2. Subsidiaries Company                  | Nil  |
| 3. Fellow Subsidiaries                   | Nil  |
| 4. Associates                            | Nil  |
| 5. Key Management Personnel              | Dr. Rikhab C. Jain, Mr. Sanjay Jain, Mrs. Jyoti Jain<br>Mr. Sunil Mahnot, Mrs. Reetika Mahendra Rathore<br>Mrs. Kala Devi Jain |
| 6. Relatives of Key Management Personnel |  |

## a) Transactions with Related Parties

Particulars	Key Management Personnel	
	Current Year (Rs.)	Previous Year (Rs.)
Remuneration Paid (Including Perquisites)	22,958,564	23,883,324
Contribution to Provident & other funds	1,134,877	1,115,439
Royalty (Including Service Tax)	43,971,430	75,175,013
Interest	62,694,368	41,676,674
Outstanding		
a) Amount Receivable	4,800,000	4,800,000
b) Amount Payable	1,189,080	504,800
c) Unsecured Loans given by Director	521,309,958	458,563,445

## 40. Segment information

The Company operate under single business segment "Textiles". Company deals in four product i.e. cotton, yarn, fabric and made-ups. There is no other reportable segment.

Company sells cotton in domestic as well as in overseas market. Yarn, covers bought out yarn as well as production of basic cotton yarn over a very wide range of counts, which besides being primarily exported, is also sold in domestic market. Fabric includes both bought out fabric as well as the value added activities relating to knitting, dyeing and processing. Textile Made-ups, made under licence of renowned brand "T.T".



## PRODUCT WISE SALES DETAIL:

(Amount in Rs.)

	TEXTILE				POWER	AGRO COMM.	OTHERS	TOTAL
SALES	COTTON	YARN	FABRIC	KNITWEAR & OTHER MADE-UP	WIND POWER			
EXPORTS	132,317,921 (160,941,863)	2,678,159,137 (3,816,180,477)	118,384,135 (83,506,658)	19,360,568 (31,038,222)	—	69,361,360 (241,788,671)	—	3,017,583,121 (4,333,455,891)
DOMESTIC	255,097,571 (192,370,421)	1,822,127,836 (797,421,713)	454,549,275 (435,465,519)	1,037,629,563 (1,005,765,088)	30,317,585 (15,165,572)	—	22,627,061 (20,553,404)	3,622,348,891 (2,466,741,718)
TOTAL	387,415,492 (353,312,284)	4,500,286,974 (4,613,602,191)	572,933,410 (518,972,177)	1,056,990,131 (1,036,803,310)	30,317,585 (15,165,572)	69,361,360 (241,788,671)	22,627,061 (20,553,404)	6,639,932,013 (6,800,197,609)

Figures in Bracket \* ( ) \* represent previous year.

## 41. Value of imports calculated on CIF basis in respect of :

(Amount in Rs.)

	As at 31.03.2017	As at 31.03.2016
Raw materials (including dyes, chemicals & embellishments)		
Stores & spare parts	7,567,428	8,407,643
Capital goods	—	12,261,288
42. Expenditure in foreign currency		
Travelling	2,130,202	1,660,681
Commission	23,079,961	32,756,109
Export Claims (Quality)	453,188	3,301,035

## 43. Details of imported and indigenous raw material, stores &amp; spare parts consumed

	Year Ended 31.03.2017		Year Ended 31.03.2016	
	Rs	%	Rs	%
Raw materials (Cotton)				
Imported	—	—	—	—
Indigenous	2,500,166,235	100%	2,355,980,346	100%
	2,500,166,235	100%	2,355,980,346	100%
Stores & spare parts				
Imported	7,567,428	21.28	8,407,643	14.96
Indigenous	27,988,307	78.72	47,796,994	85.04
	35,555,735	100.00	56,204,637	100.00
44 Earnings in foreign currency				
	Year Ended 31.03.2017		Year Ended 31.03.2016	
FOB value of Export	2,925,501,480		4,212,944,663	

## 45 a) Figures in brackets, wherever given, are in respect of previous Year.

## b) The company has reclassified previous year figures to confirm to this year's classification

Signed for identification Notes 1 to 44

For Doogar & Associates  
Chartered Accountants  
Firm Regn. No. 000561N

(Mukesh Goyal)  
Partner  
M. No. 081810

(Dr. Rikhab C. Jain)  
Chairman  
DIN: 01736379

(Sunil Mahnot)  
Director (Finance)  
DIN : 06819974

(Sanjay Kr. Jain)  
Managing Director  
DIN: 01736303

(Reetika Mahendra Rathore)  
Company Secretary  
(M: ACS48493)

Place: New Delhi  
Date: 29.05.2017



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

(Amount in Rs.)

## PARTICULARS

	For the year ended 31-03-2017	For the year ended 31-03-2016
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) Before Extraordinary items and tax	5,870,184	33,036,081
Adjustment for :		
Depreciation and amortisation	154,131,587	145,704,498
(Profit) / Loss on sale of Assets	(81,567,592)	(15,412,191)
Finance Costs	292,811,023	328,266,635
Interest income	(837,220)	(586,658)
Dividend Income	—	—
Net (gain) / loss on sale of investments	—	—
Adjustments to the carrying amount of investments	—	—
Lease Rent	—	—
	<u>364,537,798</u>	<u>457,972,283</u>
<b>OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL CHANGES</b>	<b>370,407,982</b>	<b>491,008,364</b>
Changes in working capital:		
Adjustments for (increase/decrease in operating assets:		
Inventories	(61,363,110)	10,032,420
Trade Receivables	(71,217,497)	(39,244,102)
Long-term loans and advances	(7,919,733)	327,235
Other current Assets	<u>(16,122,719)</u>	<u>34,250,920</u>
	<u>(156,623,059)</u>	<u>5,366,474</u>
Adjustments for increase/(decrease) in operating liabilities		
Trade payables	13,457,275	84,385,672
Other Current Liabilities	<u>(58,741,977)</u>	<u>(93,134,503)</u>
	<u>(45,284,702)</u>	<u>(8,748,831)</u>
	<u>168,500,221</u>	<u>487,626,008</u>
Cash flow from extraordinary items	—	—
Cash generated from operations	<u>168,500,221</u>	<u>487,626,008</u>
Net income tax (paid)/refunds	(3,653,972)	(9,605,191)
Paid for CSR	—	—
Net cash flow from/(used in) operating activities (A)	<u>164,846,249</u>	<u>478,020,816</u>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Capital expenditure on fixed assets, including capital	(67,962,820)	(211,958,874)
Proceeds from sale of fixed assets	113,568,511	91,694,416
Interest received	837,220	586,658
Sale of Investment	(384,000)	—
Net cash flow from / (used in) investing activities (B)	<u>46,058,911</u>	<u>(119,677,800)</u>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from long-term borrowings	237,679,596	36,660,744
Repayment of long-term borrowings	(115,521,716)	(71,816,797)
Net increase/decrease in working capital borrowings	(26,845,573)	30,429,998
Finance cost	(292,811,023)	(328,266,635)
Dividend paid	(10,749,025)	(21,498,050)
Tax on dividend	<u>(2,188,249)</u>	<u>(4,298,320)</u>
	<u>(210,435,991)</u>	<u>(358,789,060)</u>
Cash flow from extraordinary items	—	—
Net cash flow from/used in financing activities (C)	<u>(210,435,991)</u>	<u>(358,789,060)</u>
Net Increase/decrease In Cash And Cash Equivalents (A+B+C)	<u>469,170</u>	<u>(446,044)</u>
Cash and cash equivalents at the beginning of the year	<u>14,355,904</u>	<u>14,801,948</u>
<b>CASH &amp; CASH EQUIVALENTS AT THE END OF THE YEAR*</b>	<b>14,825,074</b>	<b>14,355,904</b>
<b>COMPONENTS OF CASH AND CASH EQUIVALENT</b>		
Cash on Hand	746,522	1,439,302
With Banks on Current account	7,973,134	6,614,939
Export Earners Foreign Currency Account	219,766	1,186,837
Dividend Account	<u>5,885,652</u>	<u>5,114,825</u>
	<u>14,825,074</u>	<u>14,355,904</u>

## NOTES

(I) The Company can utilise this balance only towards settlement of respective unpaid dividend.

See accompanying notes forming part of the financial

As per our report of even date attached.

FOR DOOGAR & ASSOCIATES  
 CHARTERED ACCOUNTANTS  
 Firm Regn No: 000561N

(Dr. Rikhab C. Jain)  
 Chairman  
 DIN: 01736379

(Sanjay Kr. Jain)  
 Managing Director  
 DIN: 01736303

(MUKESH GOYAL)  
 Partner

(Sunil Mahnot)  
 Director (Finance)  
 DIN : 06819974

(Reetika Mahendra Rathore)  
 Company Secretary  
 (M: ACS48493)

Place: New Delhi  
 Date: 29-05-2017

M.No. 081810



## T.T. BRAND

Multi Product World Famous Global Brand Since 1964

- ▶ "T T" Brand is well known global brand.
- ▶ "T T" Brand is a global brand selling its products to more than 65 Countries across the globe.
- ▶ "T T" Brand is the fundamental strength of "T T Group".
- ▶ "T T" Brand owner has been persistently building "likings" of "T T" Brand globally since 1964.
- ▶ Although "T T" Brand is owned by T T Group, Chairman, Shri Rikhab C. Jain, its benefits are largely being harvested by the "T T Limited" as the largest franchisee.
- ▶ "T T" Brand is a multiproduct Indian Brand famous world-wide.
- ▶ "T T" Brand is registered in India in almost all classes of goods and services. T T Logo, design and name are registered per se. Hindi and some translations in other languages are also registered.
- ▶ Overseas registrations of "T T" Brand are in Bangladesh, Sri Lanka, Nepal, Bhutan and Pakistan.
- ▶ Global Registration for Multi Products (Madrid Protocol) in 66 Countries is under process.
- ▶ "T T" Brand has various Copyright registrations for various designs and products.
- ▶ "T T" Brand has well recognized and highly recalled Mascots, Domains and Advertising headlines and taglines registered.
- ▶ "T T" Brand is always consistently protecting its Intellectual Property Rights all over the world. Many cases have been filed against Trademark fraudsters. Cases settled in T T Brand's favour so far are more than 300 numbers. More than 70 cases are presently pending under trials against misusers. Several criminal convictions against T T mark intruders have happened lending fraudsters into long imprisonments and detentions, seizure of production facilities and inventories.



## T T LIMITED AGM NOTICE

NOTICE is hereby given that the 38th (Thirty Eight) Annual General Meeting of the Members of the Company will be held on Wednesday, 13th September, 2017 at 11:00 A.M. at Talkatora Indoor Stadium, New Delhi - 110001 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2017 on that date together with Directors and Auditors Report thereon.
2. To consider reappointment of Sh. Sunil Mahnot as Director (holding DIN No. 06819974) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and authorize Board of Directors to fix their remuneration and in this regard to consider and if thought fit, to pass, the following resolution, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. R S Modi & Co, Chartered Accountants (Firm Registration No. 007921N), be appointed as statutory auditors of the Company, in place of retiring auditors M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N), to hold office from the conclusion of this 38th Annual General Meeting (AGM) until the conclusion of the 43rd AGM, subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

### SPECIAL BUSINESS:

4. TO APPROVE THE REMUNERATION OF THE COST AUDITORS

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof, for the time being in force), M/S K.L. Jai Singh & Co., Cost Auditor appointed by the Board of Directors of the Company for the financial year ending March 31, 2018, be paid the remuneration fixed of Rs. 50,000 (Rupees Fifty Thousand only) for conducting cost audit for the financial year 2017-18 as approved by the Board of Directors of the Company, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

BY ORDER OF THE BOARD

Place : New Delhi  
Date : 29.05.2017

Sd/-  
(Reetika Mahendra Rathore)  
Company Secretary

### NOTES :

1. The Register of Members and the Share Transfer books of the Company will remain closed from 08.09.2017 to 13.09.2017 (both days inclusive) for annual closing.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

4. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios are requested to write to the Company at its email id [investors@ttlimited.co.in](mailto:investors@ttlimited.co.in)

5. Under Section 124 (5) of Companies Act, 2013 any amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The details of the members who have not encashed their dividend warrants for earlier years, are available on company's website [www.ttlimited.co.in](http://www.ttlimited.co.in). Members who have not encashed their dividend warrants are advised to write to the company immediately claiming their dividends, declared by the company.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
7. Details under of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
8. Electronic copy of the Annual Report for 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-17 is being sent through permitted mode.
9. Members may also note that the Notice of 38th Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website [www.ttlimited.co.in](http://www.ttlimited.co.in) for their download.
10. Members who have not registered their email address so far, are requested to register their email address for receiving all communication including Annual Report, Notices etc, from the company electronically
11. Pursuant to the provisions of section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Agreement, the company is pleased to provide to its members facility to exercise their vote on resolutions proposed to be passed in the meeting by electronics means, the members may cast their votes using an electronic voting system from a place other than the venue of the meeting (remote e-voting)

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "T T Limited" from the drop down menu and click on "SUBMIT"
- (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 demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:
- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login

For Members holding shares in Demat Form and Physical Form	
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> <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>
Dividend Bank Details or  Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>



password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (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 for the relevant "T T Limited" on which you choose 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 Demat account holder has forgotten the changed 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) Note for Non-Individual Shareholders and Custodians
  - Non- Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details the compliance user should be created using the admin login and password. The compliance user 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](mailto: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.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on from 10:00 a.m.(Time) on 09.09.2017 upto 05:00 p.m. (Time) on 12.09.2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 06.09.2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case of any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [investors@ttlimited.co.in](mailto:investors@ttlimited.co.in)
- (D) Any person, who acquires shares of the Company and become members of the company after dispatch of notice and holding shares as on cut off i.e. 06.09.2017 may follow the same instructions as mentioned above for e-voting.
- (E) Mr. Deepak Kukreja, practicing Company Secretary, FCS No. 4140, CP No. 8265 has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- (F) If any member, do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolution as set out in Notice of AGM, the company has also enclosed a ballot form with the Annual Report for 2016-17.



- (G) The Scrutinizer shall, after scrutinizing the votes cast at the meeting (Insta Poll) and through remote e-voting, will not later than three days of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the chairman.
- (H) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.ttlimited.co.in](http://www.ttlimited.co.in). The result shall simultaneously be communicated to the stock exchanges.
- (I) Once the vote on resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

#### REGISTRAR AND SHARE TRANSFER AGENT

#### M/S Beetal Financial & Computer Services Pvt Limited

99, Madangir, Behind Local Shopping Centre, New Delhi – 110062.

Telephone No(S) 011-29961281, Fax : 011-29961284,

E-Mail : Beetal@Beetalfinancial.Com

Explanatory statement in respect of the special business pursuant to section 102 of the Companies Act, 2013

#### ITEM NO.5

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/S K.L. Jai Singh & Co. Cost Auditor to conduct the audit of the cost records of the Company for the Financial year ending March 31, 2018.

In accordance with the provision of section 148 of the Act, read with the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly consent of the members is sought for passing an ordinary resolution as set out item no. 5 of the notice for rectification of the remuneration payable to the Cost Auditor for the F.Y. 2017-18.

Relevant documents referred to in the accompanying Notice and statements are open for inspection of members at the Registered office of the company on all working days, except Saturday, during business hours up to date of the meeting.

None of Directors/ Key Managerial Personnel of the Company / their relatives are, in no way, concerned or interested, financially or otherwise, in the resolution set out at item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at item no.5 of the notice for approval by the members.



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## FORM NO. MGT-11

{Pursuant to Section 105(6) of the Companies Act, 2013, and Rule 19(3) of the Companies (Management and Administration), Rules 2014}

## FORM OF PROXY

Name of the Company : T T LIMITED

Registered Office : 879 Master Prithvi Nath Marg , Opp. Ajmal Khan Park , Karol Bagh,  
New Delhi-110005

CIN No: : L18101DL1978PLC009241

Email Id & Website : [newdelhi@ttlimited.co.in](mailto:newdelhi@ttlimited.co.in), [www.ttlimited.co.in](http://www.ttlimited.co.in)

Name of the Member(s) :  
Registered Address :  
Email ID :  
Folio No./ Client ID :  
DP ID :

I/We, being the member(s) of ..... shares of the above named company, hereby appoint

- 1) Name.....  
Address.....  
Email ID.....  
Signature....., or failing him/her
- 2) Name.....  
Address.....  
Email ID.....  
Signature....., or failing him/her
- 3) Name.....  
Address.....  
Email ID.....  
Signature....., or failing him/her

As my/our proxy to attend and vote(on a Poll ) for me/us and on my/our behalf at the 38th Annual General Meeting of the company , to be held on the 13th day of September, 2017 at 11.00A.M. at Talkatora Indoor Stadium, New Delhi and at any adjournment (s) thereof in respect of such resolutions as are indicated below :

## Ordinary Business:

- 1) Adoption of Audited Balance Sheet as at 31st March, 2017 and Profit & Loss Account for the year ended on that date together with Board of Directors Report thereon.
- 2) Re-appointment of Sh. Sunil Mahnot as Director (DIN : 06819974) who retires by rotations and being eligible , offers himself for re-appointment.
- 3) Appointment of Statutory Auditors

## Special Business :

- 1) Approve Remuneration of Cost Auditors

Rs.1/-  
Revenue  
Stamp

Signed this.....day of.....2017.....

Signature of Shareholders:.....

Signature of Proxy holder(s) .....

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.



**T T LIMITED**  
**CIN: L18101DL1978PLC009241**  
**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting hall)

Regd. Office: 879, Master Prithvi Nath Marg, Opp. Ajmal Khan Park, Karol Bagh, New Delhi - 110005.

Folio No..... DP ID Client ID No..... No. of Shares held.....  
 38th Annual General Meeting of the Company held on Wednesday, 13th September, 2017 at 11.00 a.m. at Talkatora Indoor Stadium, New Delhi - 110001.

I hereby record my presence at the 38th (Thirty Eight) Annual General Meeting of the Company held at Wednesday 13th September, 2017 at 11.00 a.m. at Talkatora Indoor Stadium, New Delhi - 110001.

Name of the shareholder/proxy (in block letters) \_\_\_\_\_

Mobile No. : \_\_\_\_\_ E-Mail : \_\_\_\_\_

Signature of the Shareholder/Proxy \_\_\_\_\_

**NOTE:** Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over to the Company officials at the entrance of the meeting hall.

कानूनी सूचना

कम्पनी किसी भी मीटिंग में किसी भी प्रकार का गिफ्ट या कूपन नहीं दे सकती है। नये कानून में ऐसा करना अपराध घोषित हुआ है। कृपया किसी भी प्रकार के गिफ्ट की उम्मीद मीटिंग में न रखें।



**REGRET : NO GIFT/SNACKS COUPON**

कृपया अपना मोबाईल न. और ईमेल पता लिखें जल्दी संवाद के लिये।

**T T LIMITED**  
**CIN: L18101DL1978PLC009241**

All Shareholders of

TT Limited

Dear Shareholder,

CIN: L18101DL1978PLC009241 The ministry of Corporate Affairs has taken "Green Initiative in the corporate Governance" by allowing paperless Compliances by the companies through electronic mode.

In accordance with the Circular No. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 of MCA, Companies can now send various notices / documents (including notice calling AGM, Audited Financial Results, Directors. Report, Auditor's Report etc.) to their shareholders through electronic mode to the registered email address of the shareholders.

You are therefore requested to send us your email id and mobile number in below format to enable us to serve you better. You can also visit our website [www.ttlimited.co.in](http://www.ttlimited.co.in) and download Annual Report, Notices, Proxy Form etc.

Lets's be part of "Green Initiative" of Government of India

Thanking You

Cordially Yours For TT Limited

Reetika Mahendra Rathore  
 Company Secretary  
 (ACS 48493)



Company Secretary  
 T T Limited  
 New Delhi

Reg:- Electronic Communication between Company and Shareholder.

I am glad to note the option given by the "Ministry of Corporate affairs" (MCA) regarding E-communication and hereby opt to receive all notice / documents (including notice calling AGM, Audited Financial Results, Directors Report, Auditor's Report etc.) through Electronics mode. Please note my particulars as under:-

Name :

Folio No./ DPID & Client ID :

Email ID :

Mobile No. :

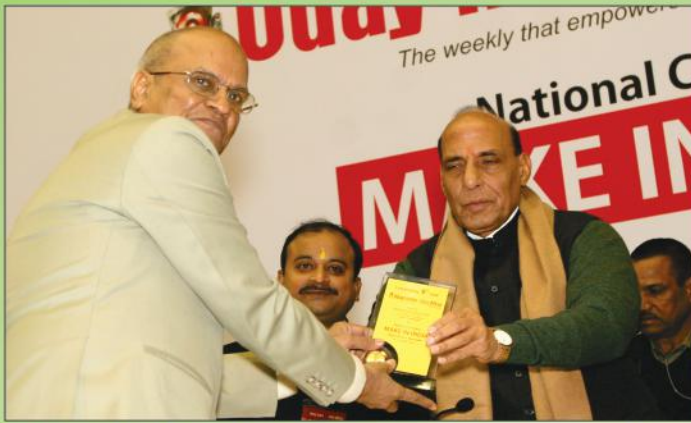
**Signature:**

**Name of Shareholder**

कानूनी सूचना

कम्पनी किसी भी मीटिंग में किसी भी प्रकार का गिफ्ट या कूपन नहीं दे सकती है। नये कानून में ऐसा करना अपराध घोषित हुआ है। कृपया किसी भी प्रकार के गिफ्ट की उम्मीद मीटिंग में न रखें।





Shri Rikhab Chand Jain (Chairman) being felicitated by Hon'ble Home Minister Shri Raj Nath Singh



Shri Rakesh Biyani, MD & Shri Ajay Chablani, CEO, Future Retail visiting our stall at Textile Fair, Gandhinagar (Gujarat)



Chinese Agents with Mr. J.P. Jain-VP (Marketing) in Imported Yarn Forum in Hangzhou, China



Senior Buyers & Dignitaries of Lulu International, Dubai with VP Garments Mr. Manoj Tandon at our stall at Textile Fair



Team of T.T. at our stall at Textiles Fair, Gandhinagar (Guj.)



Dignitaries at our stall at IIFK, Tirupur (T.N.)



Exclusive T.T. Brand Retail Store at Karol Bagh, New Delhi



Exclusive T.T. Brand Retail Store at Surat (Gujarat)



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