

Ref: BSL: SECL: 19

2nd September, 2019

**To,
Department of Corporate Services,
BSE Ltd.,
25th Floor, P.J. Towers,
Dalal Street, Fort,
Mumbai 400 001**

**To,
The Manager,
National Stock Exchange of India Ltd.
5th Floor, Exchange Plaza
Bandra (E), Mumbai-400 051**

Scrip Code: 503722

Symbol" BANSWRAS"

Dear Sir/Madam,

Sub: Notice of AGM along with Annual Report for the financial year 2018-19

Pursuant to Regulation 34 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Notice along with Annual Report of 43rd Annual General Meeting of the company which was held on 27th September, 2019 at 11.00 A.M at the Registered office of the company, for the financial year 2018-19.

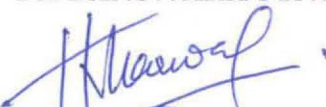
Further, the E-voting details are as under:-

Cut-off date of E-voting	20 th September, 2019
Commencement of e-voting	From 9:00 AM (IST) on Monday, 23 September, 2019
End of e-voting	Upto 5:00 P.M (IST) on Thursday, 26 September, 2019

We request you to kindly take the same on record.

Thanking You,

Yours Faithfully
For BANSWARA SYNTEX LIMITED


(H.P. KHARWAL)

COMPANY SECRETARY & COMPLIANCE OFFICER



Encl: a/a

**BANSWARA SYNTEX LIMITED
CORPORATE OFFICE**

5th Floor, Gopal Bhawan, 199, Princess Street, Mumbai - 400 002
Tel : +91 22 66336571-76 | Fax : +91 22 2206 4486
Email : info@banswarafabrics.com

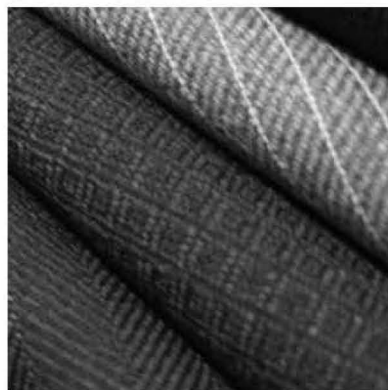
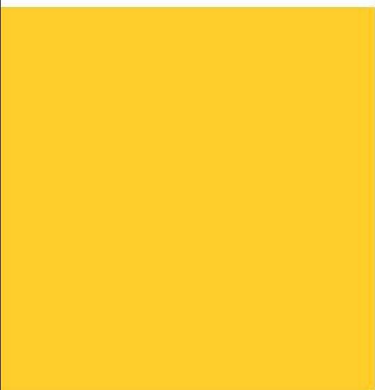
REGISTERED OFFICE & MILLS

Industrial Area, Dahod Road, Banswara - 327 001 (Rajasthan)
Tel : +91 2962 240690 - 93, 257676 - 81
Email : info@banswarafabrics.com



BANSWARA

Banswara Syntex Limited



43rd

Annual Report

2018-19

**“Success is not final; failure is not fatal,
it is the courage to continue that counts”**



Late Shri R. L. Toshniwal
(22.11.1933 - 21.02.2019)

In this spirit Mr. R.L. Toshniwal, graduated with a masters degree in Textiles from Leeds University, UK, and after serving the Textile industry in various capacities, established Banswara Syntex Limited (BSL) in the year 1976 with 12,500 spindles to produce dyed spun blended yarn in the economically backward district of Banswara in Rajasthan. Initially BSL was in the Joint Sector with RIICO Limited (A Government of Rajasthan Undertaking). Subsequently in 1982 he purchased back equity from RIICO Ltd to take complete charge of the company.

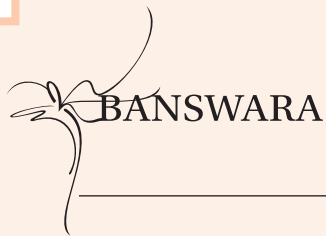
The rapid and continuous growth of the spinning unit prompted Shri Toshniwal ji to establish looms for weaving of fabric and a state of the art process house. His sharp business acumen ensured that he completed the textile value chain by establishing garment units in Daman thus making Banswara Syntex Limited a fully integrated textile company. Under his able stewardship he grew this small company established in 1976, into a large sized composite Mill with 1,36,000 spindles that spin synthetic blended yarn, 21,700 spindles for worsted spinning, 460 shuttle-less looms and a processing plant with a capacity of 50 lakh meters per month. Additionally, BSL has installed capacity to manufacture 3.50 lakh trousers and 70,000 jackets every month.

BSL now is a truly global textile company, also producing technical textiles and automotive textiles in collaboration with Tesco, an Indo-French joint venture.

Banswara Syntex Limited is a Government Recognized Export House exporting yarn, fabric and garments to more than 60 countries. Some of the most reputed textile brands in the domestic market, as well as globally count amongst its valued customers. Under his leadership the Company has been awarded 'Best Export Award' for blended fabric exports and also the 'Excellency Award' for export performance by the Government of Rajasthan. BSL is a regular feature at the Annual Export Award Functions held by the Synthetics & Rayon Textile Export Promotion Council (SRTEPC) having won several awards over the years.

Banswara Syntex today employs over 14,000 workers and staff. BSL over the last 43 years of its existence played its part in the upliftment of the district and its people. The company supports schools in Banswara and has built community projects in the town. From a small place on the southern tip of Rajasthan -unconnected by rail, with broken roads and predominantly Adivasi population the company has helped transform the town of Banswara to a thriving and desirable place to live and work. BSL is deeply conscience of its role as an industry leader in Textiles. The company is committed to the environment by using innovative ways to incorporate recycled fiber and recycling and re-using waste water.

Shri RL Toshniwal had not only taken his company to the pinnacle of success, but had served the industry as a constant guiding and motivating force. His legacy is now being carried forward in the capable hands of his children who have the same spirit to keep continuing and also take the founder Chairman's personal commitment to the Textile industry and Country forwards.



ANNUAL REPORT 2018-19

COMPANY INFORMATION

BOARD OF DIRECTORS

Shri Rakesh Mehra	Chairman
Shri Ravindra Kumar Toshniwal	Managing Director
Shri Shaleen Toshniwal	Joint Managing Director
Shri P. Kumar	Independent Director
Shri D. P. Garg	Independent Director
Dr. S. B. Agarwal	Independent Director
Shri Vijay Kumar Agarwal	Independent Director
Shri Kamal Kishore Kacholia	Independent Director
Shri Vijay Mehta	Independent Director
Dr. Vaijayanti Ajit Pandit	Independent Director
Shri J.M. Mehta	Independent Director

EXECUTIVES

Shri J. K. Rath, President
Smt. Kavita Soni, Sr. Vice President (CSR)
Shri Prashant Joshi, Sr. Vice President (Fabrics)
Shri Rahul Bhaduria, Sr. Vice President (Garments)

CHIEF FINANCIAL OFFICER

Shri J. K. Jain, Joint President & CFO

COMPANY SECRETARY & COMPLIANCE OFFICER

Shri H.P. Kharwal

STATUTORY AUDITORS

M/s K. G. Somani & Co.
3/15, Asaf Ali Road, New Delhi - 110002

BANKERS

Punjab National Bank
Union Bank of India
Bank of Baroda
Bank of India

REGISTRAR & SHARE TRANSFER AGENT

M/s. Computech Sharecap Ltd.
147, Mahatma Gandhi Road, Fort, MUMBAI-400 001.
Email: helpdesk@computechsharecap.in
Website: www.computechsharecap.in
Phone No. (022)-22635000, 22635001
Fax: (022)-22635005

OFFICES

REGISTERED OFFICE

Industrial Area, Dahod Road, Post Box No. 21
BANSWARA-327 001 (Rajasthan)
CIN:L24302RJ1976PLC001684
Email : hpkharwal@banswarasyntex.com
Website : www.banswarasyntex.com
Phone No. (02962) 257676, 257679-681
Fax No. (02962) 240692

HEAD/MARKETING OFFICE

4th/5th Floor, Gopal Bhawan
199, Princess Street
MUMBAI-400 002

DELHI OFFICE

3E/6, Ground Floor, Opp. Anarkali Bazar,
NEW DELHI - 110055

JAIPUR OFFICE

Ankur Apartments, S-6, Jyoti Nagar Extension,
JAIPUR-302 005 (Rajasthan)

PLANTS

Banswara Unit

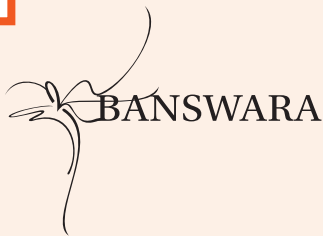
(Spinning, Weaving & Finishing),
Industrial Area, Dahod Road
BANSWARA -327001 (Rajasthan)

Daman Unit (Garment)

- 98/3, Village Kadaiya
Nani Daman
DAMAN -396 210 (U.T)
- Survey No. 713/1 ,713/2 ,713/3 ,725/2 &
725/1, Village Dabhel , Nani Daman,
DAMAN -396 210 (U.T)

Surat Unit (Garment)

Plot No. 5-6, G.I.D.C., Apparel Park, SEZ Sachin
SURAT - 394 230 (GUJARAT)



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QUALITY POLICY

We, Banswara Syntex Limited wish to be world class in the manufacture of Yarns, Fabrics and Garments. Our endeavour is to anticipate & exceed Customers / Interested parties' satisfaction by understanding their need and expectation and thus, ensuring quality and timely delivery by:-

- * Being in close contact with the Customers/ Interested parties and getting their feedback.
- * Continuous innovation in Product Development.
- * Continual improvement in QMS and Quality through HRD, Up-gradation of Plant & Machinery and improvement in methods of work.
- * Complying with statutory and regulatory requirement
- * Participation of Management and Employees as one team.

NOTICE OF 43rd ANNUAL GENERAL MEETING

NOTICE is hereby given that 43rd Annual General Meeting (AGM) of the shareholders of Banswara Syntex Limited will be held on Friday the 27th day of September, 2019 at 11.00 A.M. at its Registered Office at Industrial Area, Dahod Road, Post Box No. 21, Banswara – 327001 (Rajasthan) to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 together with the reports of the Board of Directors and Auditors thereon and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 and Auditors' report thereon.
2. To declare final dividend on Equity Shares for the financial year ended 31st March, 2019.
3. To appoint a Director in place of Shri Shaleen Toshniwal, Whole Time Director (DIN: 00246432), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To ratify the payment of Remuneration to the Cost Auditors for the Financial Year 2019-20.

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 other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the payment of the remuneration of ₹ 2,40,000/- (Rupees two lakh forty thousand only) plus GST and reimbursement of actual out of pocket expenses to M/s. K.G. Goyal & Co., Cost Accountants (Firm Registration No.000017) who were appointed by the Board of Directors of the Company, as "Cost Auditors" to conduct the audit of the cost records maintained by the Company for Financial Year ending on 31st March, 2020, be and is here by ratified.

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

5. To appoint Shri Rakesh Mehra as Chairman and Whole Time Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed there-under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI's "Listing Regulations" and provisions of Articles of Association of the Company and all other applicable rules, laws and acts (if any) in force and subject to all other requisite approvals, permissions and sanctions and also subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals as may be applicable and pursuant to recommendation of the Board of Directors, the consent of the members be, and is hereby accorded, to appoint Shri Rakesh Mehra (DIN – 00467321) as Chairman and Whole Time Director of the Company for his remaining tenure i.e. up to 31st December, 2020 on the same terms and conditions including remuneration, as set out in Special Resolution passed by the members of Company at their 41st Annual General Meeting held on 14th September, 2017 except commission on net profit of the Company, computed in the manner laid down in the Companies Act, 2013 subject to overall remuneration payable to all the Whole Time Directors as prescribed under Section 197 read with Schedule V the Companies Act, 2013 (including any Statutory modification(s) or re-enactment(s) thereof for time being in force) the available profit will be equally distributed amongst Shri Rakesh Mehra, Chairman, Shri Ravindra Kumar Toshniwal, Managing Director, and Shri Shaleen Toshniwal, Jt. Managing Director of the Company, subject to ceiling of 1% to each one of them on net profit of the Company as computed above.

RESOLVED FURTHER THAT the Board of Directors, Shri J.K. Jain, Joint President & CFO, and Shri H.P. Kharwal, Company Secretary of the Company be, and are hereby, severally authorised to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution"

6. Re-appointment of Dr. Vaijayanti Ajit Pandit (DIN: 06742237) as an Independent Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of SEBI’s “Listing Regulations” (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Dr. Vaijayanti Ajit Pandit (DIN: 06742237), Independent Director of the Company who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and being eligible for re-appointment, be, and is hereby re-appointed as an Independent Director of the Company to hold office for further term of 5 (five) years with effect from 12th November, 2019 to 11th November, 2024.

RESOLVED FURTHER THAT the Board of Directors, Shri J.K. Jain, Joint President & CFO and Shri H.P. Kharwal, Company Secretary of the Company be, and are hereby, authorised to do all such acts, things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board

Sd/-

(H.P. KHARWAL)

COMPANY SECRETARY

Place: Mumbai

Dated: 30th May, 2019

Registered Office

Industrial Area, Dahod Road,
Post Box No. 21,
BANSWARA-327001 (Raj.)

NOTES:

1. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the ensuing Annual General Meeting (Hereinafter referred to as MEETING/ AGM) is appended hereto. The relevant details as required under Regulation 36(3) of SEBI’s “Listing Regulations” is annexed herewith.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM (IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, FILLED, SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. Corporate Members intending to send their authorized representatives to attend the Meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. A copy of Audited Financial Statements (Standalone and Consolidated) for the year ended 31st March, 2019 together with the Board’s and Auditor’s Reports thereon are enclosed herewith. Members are requested to bring their copies of the Annual Report to the Meeting.
5. Members/ Proxies/ Authorized representatives attending the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the Meeting’s venue.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Members and Shares Transfer Books of the Company shall remain closed from 21st September, 2019 to 27th September, 2019 (both days inclusive) in connection with the payment of dividend for the financial year 2018-19.

8. Members holding shares in physical form can avail the nomination facility as permitted under Section 72 of the Companies Act, 2013 by filing Form No. SH-13. If a member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Members holding shares in physical form are requested to obtain the nomination forms from the Company's Registrar and Share Transfer Agents (RTA). Members holding shares in electronic form may obtain the nomination forms from their respective depository participants. Both the forms are also available on the website of the Company at www.banswarasyntex.com under 'Investors' section.
9. Members are requested to address all their correspondence including demat applications, request for share transfers, intimation of change of address and other matters to the Company's RTA : -
Computech Sharecap Limited,
147, Mahatma Gandhi Road, Fort,
Mumbai – 400001 (Maharashtra),
Phone: +91 22 22635000/01 Fax: +91 22 22635005
E-mail: helpdesk@computechsharecap.in;
Website: www.computechsharecap.com

Members are requested to quote their Regd. Folio Number / DP and Client ID Nos. in all their correspondence with the Company or its RTA.
10. Non-Resident Indian Members are requested to inform RTA of the Company in case of any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch name, account type, account number and address of the bank with pin code number, if not furnished earlier.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank Account Details by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN and Bank Account Details to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form can submit their PAN and Bank Account details to the Company's RTA.
12. Members who hold shares in the physical form in multiple folios in identical names or joint holdings in the same order of names are requested to send the Share Certificate(s) to RTA, for consolidation into single folio and are further requested to dematerialize their physical holdings.
13. To support the "Green initiative" and pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their E-mail address either with the Company or with the Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report for FY 2018-19 are being sent in the permitted mode. The Annual Report for the Financial Year 2018-19 alongwith Notice for AGM is available at the website of the Company at www.banswarasyntex.com under 'Financials' Section.
14. The Securities and Exchange Board of India (SEBI), has mandated that - "except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository, vide its notification no. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018

Accordingly, the members are requested to note that requests for transfer of shares held in physical form are not being processed w.e.f. 1st April, 2019 and it shall be mandatory to demat the securities for getting the shares transferred.

In view of above and having regard to the difficulties experienced by the shareholders in disposing of the shares held in physical form and to mitigate the hardships caused to them, the Company is providing to them KYC Form for furnishing PAN and Bank details and procedure for mandatory dematerialization under notification as mentioned above.
15. Payment of dividend, upon declaration by the shareholders at the forthcoming Annual General Meeting, will be made within 30 days of the date of declaration i.e. 27th September, 2019 as under:-
 - a. To all those beneficial owners holding shares in electronics form, as per the beneficial ownership data as may be made available to the Company by National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Limited (CDSL) as on 20th September, 2019.
 - b. To all those shareholders holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company, before the closing hours on 20th September, 2019.

16. Members holding shares in physical form are advised to furnish, on or before 20th September, 2019, particulars of their bank account, if changed, to the Company to incorporate the same in the dividend warrants. In case of payments to the shareholders holding shares in dematerialized form, particulars of bank account registered with their depository participants will be considered by the Company to incorporate the same in the dividend warrants.
17. The shareholders who have, so far, not encashed the dividend warrants for the year 2011-12 to 2017-18, are hereby informed to encash their dividend warrants by surrendering the same, in original, to the Company and getting demand drafts issued in lieu thereof/ get the same credited in their account by NEFT.

As per the provisions of the Companies Act, 1956 and 2013 respectively, the unpaid dividend after the expiry of seven years from the date of declaration will be transferred to Investors' Education and Protection Fund (IEPF).

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account.

In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.
18. National Automated Clearing House (NACH): To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided NACH facility to the members for the remittance of dividend. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's RTA viz. Computech Sharecap Limited in the form being forwarded with the Annual Report.
19. The documents referred to in the proposed resolutions are available for inspection by members at the Registered Office of the Company during working hours between 10.00 A.M. and 1.00 P.M. except on holidays, up to the date of this AGM.
20. Queries, if any, on accounts and operations may please be sent to the Company at least 7 days in advance of the Annual General Meeting so that the answers can be made available at the meeting.
21. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
22. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on 20th September, 2019.
23. CS Manoj Maheshwari, Practising Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-voting and polling process to be carried out at this AGM in a fair and transparent manner.
24. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (As Amended) and Regulation 44 of SEBI's Listing Regulations, the Company is also offering remote e-voting facility to the Members to enable them to cast their votes electronically at the 43rd AGM from a place other than the venue of the AGM. Please note that remote e-voting is optional and not mandatory. The facility for voting through polling paper shall be made available at the AGM; members who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM. Shareholders who have cast their votes by remote e-voting prior to the AGM may attend the meeting but shall not be entitled to cast their votes again.
25. The Scrutinizer, after scrutinizing the votes cast at the meeting through polling paper and remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a Consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be posted on the website of the Company, www.banswarasyntax.com and on the website of CDSL, www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

26. E-voting Facility.

The business may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL).

If you are holding shares in Demat form and had logged on to www.evotingindia.com and cast your vote earlier for EVSN of any Company, then your existing login id and password are to be used.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins from 9:00 A.M. on 23rd September, 2019 and ends at 5:00 P.M. on 26th September, 2019. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 20th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should logon to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

- viii) If you are a first time user, follow the steps given below

	For Members holding shares in Demat Form and Physical Form
PAN *	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/ Depository Participant are requested to use the code NPBSL alongwith the 5 digits of the sequence number mentioned on the attendance slip.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the Depository or Company, please enter the member ID / Folio No. in the Dividend Bank details field as mentioned in instruction (v)

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) Members holding shares in physical form will then directly reach 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 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.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN to choose Banswara Syntex Ltd. to vote.

- xiii) 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.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv) 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.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix) Note for Non-Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (a) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
 - (b) The voting period begins from 9:00 A.M. on 23rd September, 2019 and ends at 5:00 P.M. on 26th September, 2019. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 20th September, 2019, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
27. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
 28. The facility for voting through polling paper shall be made available at the AGM; members who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM.
 29. The route map showing the directions to reach the venue of AGM is furnished at the end of the Notice of AGM.

The Company has designated two exclusive email IDs viz hpkharwal@banswarasyntex.com and helpdesk@computecksharecap.in to enable investors to register their complaints/ queries, if any.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s K.G. Goyal & Co., (Registration No. 000017), to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2020.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Audit and Records) Rules 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought, by passing an Ordinary Resolution as set out in Item No. 4 of the Notice, for ratification of the remuneration of ₹ 2,40,000/- plus GST and reimbursement of actual out of pocket expenses payable to the Cost Auditor for the financial year ending 31st March, 2020.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

ITEM NO. 5

As the members are aware, Shri R.L. Toshniwal, the Chairman of the Company since 1976 passed away on 21st February, 2019. The Board in its meeting held on 30th May, 2019 has decided to appoint Shri Rakesh Mehra as Chairman of the Company in place of Shri R.L. Toshniwal.

Shri Rakesh Mehra, aged 61 years, is a Chartered Accountant, having 33 years of experience in the Textile Industry. He has been Chairman of The Synthetic & Rayon Textiles Export Promotion Council (SRTEPC) for two terms. Presently, he is the Convener of the MMF Textiles Sub Committee of Confederation of Indian Textile Industry (CITI) and President of Indian Spinners' Association (ISA). He has been Vice Chairman of Banswara Syntex Limited since November 2011 and it's Whole Time Director since 1986. He is also looking after overall operations of the Company.

The Company is in textile sector and has been functioning for over forty three (43) years. The financial performance of the Company has been satisfactory. The Company has got foreign investments in its equity shares which are quoted on the stock exchanges under automatic route. The Company is not having any foreign collaboration.

Requisite particulars of Shri Rakesh Mehra, Chairman whose appointment as Chairman is proposed at Item No.5 is also furnished in the annexure to the NOTICE, pursuant to the provisions of the (i) SEBI's Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except Shri Rakesh Mehra being the appointee, Shri Ravindra Kumar Toshniwal, Managing Director and Shri Shaleen Toshniwal, Whole Time Director being the relatives of the appointee.

Your directors recommend the above resolution for approval. This may also be treated as the Abstract of terms and memorandum u/s 190 of the Companies Act, 2013.

ITEM NO. 6

Dr. Vaijayanti Ajit Pandit (DIN: 06742237), was appointed as Independent Director on the Board, for a period of 5 years w.e.f. 12th November, 2014, pursuant to the provisions of Section 149 and 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the Stock Exchanges. The appointment was approved by the Members of the Company in the 39th AGM held on 12th September, 2015.

She holds office as an Independent Director of the Company up to 11th November, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Board, on the basis of methodology for effective evaluation of performance and recommendation of the Nomination and Remuneration Committee, considering her background, experience and contribution, her continued association would be beneficial to the Company. She also fulfils the requirements of a women Director on the Board, therefore, it is desirable to continue to avail her services as an Independent Director/Women Director for further term of 5 (five) consecutive years on the Board of the Company.

Accordingly, it is proposed to re-appoint Dr. Vaijayanti Ajit Pandit, as an Independent Director of the Company, not liable to retire by rotation and to hold office for further term of 5 (five) consecutive years, on the Board of the Company with effect from 12th November, 2019 to 11th November, 2024. She has given her (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualifications of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and a declaration to the effect

that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 (as amended).

Since her proposed re-appointment as an Independent Director, in the opinion of the Board, fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the SEBI's Listing Regulations, she is independent from the management.

Details of Dr. Vaijayanti Ajit Pandit, whose re-appointment as an Independent Director is proposed at Item No. 6 are provided in the annexure to the NOTICE, pursuant to the provisions of the (i) SEBI's Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Dr. Vaijayanti Ajit Pandit, is interested in the resolution set out at Item No. 6 of the Notice with regard to her re-appointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations (as amended).

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

By order of the Board

Place: Mumbai
Dated: 30th May, 2019

Registered Office
Industrial Area, Dahod Road,
Post Box No. 21,
BANSWARA-327001 (Raj.)

Sd/-
(H.P. KHARWAL)
COMPANY SECRETARY

DETAILS / PROFILE OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE 43rd AGM AS PER REGULATION 36(3) OF SEBI's LISTING REGULATIONS AND SECRETARIAL STANDARD-2 on General Meetings.

Position/Post	Director Retiring by Rotation	Chairman	Independent Director
Name of the Director	Sri Shailesh Toshniwal	Sri Bakesh Mehra	Dr. Valiyannil Ait Pandit
DIN	00246432	00467321	06742237
Date of Birth	18.03.1977	19.11.1957	12.01.1953
Age	42	61	66
Date of Appointment	21.10.2003	22.04.1986	12.11.2014
Qualification (s)	Bachelor's degree in Business Management from Bentley College, USA.	Fellow Member of Institute of Chartered Accountants of India.	Ph.D. in Entrepreneurship Management from Jamnalal Bajaj Institute of Management Studies and a Masters degree in Political Science, topped in the Pune University in graduation.
Relationships between the Directors	1. Sri Ravindra Kumar Toshniwal Brother 2. Sri Shailesh Toshniwal Brother-in-law	1. Sri Ravindra Kumar Toshniwal - Brother - in - Law 2. Sri Shailesh Toshniwal - Brother-in-law	NIL
Nature of expertise in specific functional areas	Over 15 Years of Experience in Textile Industry.	Over 33 years of experience in the Textile Industry. He has been Chairman of The Synthetic & Rayon Textiles Export Promotion Council (SREPC) for two terms. Presently, he is Convener of the MMF Textiles Sub Committee of Confederation of Indian Textile Industry (CITI) and President of Indian Spinners' Association (ISA).	She has worked extensively with the Ministry of Textiles, GOI in several Projects.
Name(s) of the Companies in which directorship held as on 31.03.2019	1. Speedshore Trading Co. Pvt. Ltd. 2. The Synthetic and Rayon Textiles Export Promotion Council 3. Banswara Syntex Limited	1. Moonfine Trading Co. Pvt. Ltd. 2. Excel Pack Pvt. Ltd. 3. YESCA Textile & Seat Components (India) Pvt. Ltd. (Formerly known as Treves Banswara Pvt. Ltd.) 4. Banswara Syntex Limited	1. Indo Count Industries Ltd. 2. Automobile Corporation of Goa Ltd. 3. IG Petrochemicals Ltd. 4. TML Distribution Company Ltd. 5. HMEL Ltd. 6. HMPL Ltd. 7. Tata Macropole Motors Limited (TMML) 8. Banswara Syntex Ltd.
Membership/ Chairmanship of the Committees of Boards of other companies	NIL	NIL	Indo Count Industries Ltd 1. Corporate Social Responsibility Committee (Chairperson) 2. Stakeholders Relationship Committee (Chairperson) 3. Nomination and Remuneration Committee Automobile Corporation of Goa Limited 1. Corporate Social Responsibility Committee (Chairperson) 2. Stakeholders Relationship Committee IG Petrochemicals Limited 1. Corporate Social Responsibility Committee (Chairperson) 2. Nomination and Remuneration Committee 3. Audit Committee Tata Macropole Motors Ltd. 1. Audit Committee 2. Nomination and Remuneration Committee 3. Corporate Social Responsibility Committee HPCL-Mittal Energy Limited 1. Audit Committee HPCL-Mittal Pipelines Limited 1. Audit Committee Banswara Syntex Ltd. 1. Nomination and Remuneration Committee 2. Corporate Social Responsibility Committee
No. of Shares held in the Company	2125180	6061	NIL
Remuneration sought to be paid/bst drawn	Not Applicable	Not Applicable	(only seating fee)
Terms and conditions of re-appointment	As per the Nomination & Remuneration policy of the Company as placed on the Company's website i.e www.banswarasyntex.com	As per the Nomination & Remuneration policy of the Company as placed on the Company's website i.e www.banswarasyntex.com	Same as Approved by Shareholders in the Annual General Meeting held on 12 th September, 2015
The number of meetings of the Board attained during the year (2018-19)	Not Applicable	Not Applicable	4

By order of the Board

Sd/-
(H.P. KHARWAL)
COMPANY SECRETARY

Place: Mumbai
Dated: 30th May, 2019
Registered Office
Industrial Area, Dahod Road, Post Box No. 21, BANSWARA-327001 (Raj.)

ROUTE MAP TO THE AGM VENUE

Venue : Banswara Syntex Limited

Industrial Area, Dahod Road, Post Box No. 21, Banswara - 327001 (Rajasthan)

Day, Date & Time: Friday, 27th September, 2019 at 11:00 A.M.



To view the route map in your smartphone/tabs, please scan this QR Code with your camera-enabled smartphone /tabs. If you do not have QR Code scanner, you may download the same from your appstore.



Directors' Report

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the 43rd Annual Report of the Company together with the Audited Financial Statements for the Financial Year ended 31st March, 2019.

Financial Results

The summary of financial performance of the Company for the year ended 31st March, 2019 is hereunder:-

(₹ in Lakhs)

Financial review	Current year 2018-19	Previous year 2017-18
Gross Income	1,35,093	1,29,508
Net Income	1,35,093	1,29,299
Profit before interest, depreciation & tax	13,361	12,756
Profit before depreciation & tax	7,721	6,843
Less: Depreciation	5,487	5,757
Profit before tax	1,951	1,086
Tax Expenses	-464	295
Profit after Tax	2,414	792
Other comprehensive Income	222	194
Total comprehensive Income	2,636	985
Dividend on Equity Shares (for 2018-19 proposed)	171	171
Tax on Dividend	35	35
Earnings per share (₹) : Basic	14.11	4.63
Diluted	14.11	4.63

Operations & state of affairs

The production of yarn during 2018-19 has been 309 lakh kilograms as against 298 lakh kilograms during 2017-18, while the production of fabric was 284 lakh meters during 2018-19 as against 349 lakh meters during 2017-18. The garment production has increased by 4.31% from 39.42 lakh pieces to 41.12 lakh pieces over the period.

Your Company's net income from operations during 2018-19 has been ₹ 1351 crore as against ₹ 1293 crore during 2017-18 up by 4.49%.

The profit before interest, depreciation and tax (PBITD) during 2018-19 is marginally higher than ₹ 134 crore as against ₹ 127 crore during 2017-18. The profit before depreciation and tax (PBDT) has been ₹ 77 crore as against ₹ 68 crore during 2017-18.

The Company started claiming deduction u/s 80IA of the Income Tax Act, 1961 on its income from Thermal Power Plant in books of accounts from the year 2018-19. The post tax net profit of the Company during 2018-19 was ₹ 26.36 crore.

The basic and diluted EPS for the year 2018-19 works out to ₹14.11 as against ₹ 4.63 for the year 2017-18.

Your Company has charged depreciation on property, plant and equipment as per the provisions of Schedule II of the Companies Act, 2013.

There has been no change in the nature of Company's business during the year as it continues to remain in the business of manufacturing and marketing of textile products.

Material changes and commitments, if any, affecting the financial position of the Company from the end of the Financial Year till the date of this Report

There has been no material change and commitment, affecting the financial performance of the Company which occurred between the end of the financial year of the Company to which the financial statements relate and till the date of this report, during the year the company continues in the business of manufacturing and marketing of the textile products.

The Company has prepared its Financial Statements as per applicable provisions of IND-AS (Indian Accounting Standards) for the year 2018-19.

Exports

During the year under report, the export turnover of the Company has been ₹ 581 crore as against ₹ 570 crore during 2017-18. The share of export turnover in the net income for the year 2018-19, has been maintained at 43%.

During the year under report, the Company's marketing as well as design and development teams continued to participate in the international trade fairs and meetings with the customers abroad for regular feedback of market trends, demand, etc. in the international market.

Transfer to Reserves

We propose to transfer ₹ 10 Crores to General reserve on account of declaration of Dividend.

Dividend

Your Directors are please to recommend dividend of ₹ 1/- per equity share i.e. @10% (previous year ₹ 1/- per share) for the financial year 2018-19. The total dividend payout on equity shares, if approved by the shareholders for the year will absorb ₹ 1.71 crore (previous year - ₹ 1.71 crore) with outgo of ₹ 0.35 crore by way of tax on dividend (previous year- ₹ 0.35 crore).

The Company has transferred unclaimed dividend amount up to the year 2010-11 to the Investor Education and Protection Fund (IEPF).

Share capital

There has been no change in share capital of the Company during the year 2018-19.

Expansion, Diversification and Modernization

During the year under review, the Company invested ₹ 18.23 crore (previous year- ₹ 33.44 crore) for modernization of its production capacities. The capital-work-in-progress at ₹ 0.01 crore (previous year ₹ 5.36 crore) and advances to capital goods' suppliers aggregated ₹ 1.06 crore (previous year ₹ 2.11 crore) at the end of the period.

The total production capacity of the Company as at 31st March, 2019 for yarn is 158632 ring spindles, including 21120 spindles for worsted yarn spinning, 448 Air Jet spindles, 405 shuttle less looms, 34 Air Jet jacquard looms, 10 stenters with processing capacity of 5 million meters per month and 4.09 lakhs pieces of garments per month.

Subsidiaries, Joint Ventures and Associates

In accordance with the General Circular issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, Statement of Profit and Loss and other documents of Joint Venture Company viz. Tesca Textiles & Seat Components (India) Pvt. Ltd. (formally Known as Treves Banswara Private Limited), are not being attached with the Annual Report of the Company. However, pursuant to provisions of Section 129 of the Companies Act, 2013, the financial information of the Joint Venture Company, is disclosed in the Annual Report in compliance with the provisions of the said circular. The Company will make available the Annual Financial Statements of the Joint Venture Company and the related detailed information to any member of the Company who requests for the same. The Annual Financial Statements of the Joint Venture Company will also be kept open for inspection at the Registered Office of the Company. The Consolidated Financial Statements for financial year ended 31st March, 2019 presented by the Company include the Financial Statements of its Joint Venture Company.

Pursuant to the first proviso to Section 129(3) of the Companies Act, 2013 and Rules 5 and 8(1) of the Companies (Accounts) Rules, 2014, the salient features of the financial statements, performance and financial position of the Joint Venture Company in Form AOC-1 is furnished in **Annexure- I** to this Report.

The Company has framed a policy for determining Material Subsidiaries, which has been uploaded on the Company's website viz: http://www.banswarasyntex.com/wp-content/uploads/2019/05/MAT_SUB_POLICY.pdf

Subsidiary

The Company had no subsidiary Company during the year.

Joint Venture

Your Company holds 50% of the paid up share capital of Joint Venture Company Tesca Textiles & Seat Components (India) Pvt Ltd (formally Known as Treves Banswara Private Limited). The balance 50% of share capital is held by Tesca Textiles & Seats Components, France.

During the financial year 2018-19, Tesca Textiles & Seat Components (India) Pvt. Ltd. (formally Known as Treves Banswara Private Limited) produced 3.53 Lakh meters of Laminated Fabric and 22334 pieces of Embossed Panel parts and Flex. Total turnover of this JV Company during the financial year 2018-19 was ₹ 2139.67 lakhs (previous year ₹ 2506.04 lakhs) with net profit of ₹ 63.67 lakhs as against ₹ 101.28 lakhs in the previous year.

Associates

The Company had no Associate Company during the year.

Consolidated Financial Statements

In accordance with IND-AS 110 on Consolidated Financial Statements read with IND-AS 28 on Accounting for Investments in Associates & Joint Venture and also as per Section 129 of the Companies Act, 2013, the audited Consolidated Financial Statements are furnished in the Annual Report.

Thermal Power Plant

Both units of the Captive Thermal Power Plant (33 MW) are working satisfactorily. Your Company is meeting its requirements of coal from domestic sources as well through imports.

Finance

During the year 2018-19, your Company obtained disbursements of long term loans of ₹ 5.19 crore from Union Bank of India, for acquisition of fixed assets and meeting working capital requirements. The repayments of term loans made during the year aggregated ₹ 58.69 crore.

The Company's bankers have been providing need-based working capital assistance after review of its requirements from time to time.

Contribution to Exchequer

During the year, your Company contributed ₹ 16.73 crore to the Government Exchequer by way of Goods & Services Tax, Income Tax, Dividend Distribution Tax and other payments.

Management Discussion & Analysis Report

In accordance with Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "SEBI's Listing Regulations"), the Management Discussion and Analysis Report gives details of the overall industry structure, developments, performance and state of affairs of the Company's business and other material developments during the Financial Year 2018-19, the report which forming an integral part of this Report is Annexed as **Annexure-II**.

Corporate Governance

The Company has been consistently endeavoring to adhere the corporate governance guidelines and best practices sincerely and discloses the same transparently. The Board is conscious of its inherent responsibility to disclose timely and accurate information on the Company's operations, performance, material corporate events as well as on the leadership and governance matters relating to the Company.

Your Company has complied with the requirements of SEBI's Listing Regulations regarding Corporate Governance. A report on the Corporate Governance practices and the Auditors' Certificate on compliance of mandatory requirements thereof, the report which forming an integral part of Annual Report and is annexed to this report as **Annexure-III**.

Fixed Deposits

As per the provisions of the Companies Act, 2013, the Company accepts fixed deposits from members of the Company as approved by the shareholders in their meeting held on 27th August, 2016. During the year 2018-19, the Company accepted deposits of ₹ 667 lakhs, made payments of ₹ 379 lakhs and had such deposits aggregating standing ₹ 3143 lakhs as on 31st March, 2019 as against the opening balance of ₹ 2855 Lakhs. There has been no default in repayment of deposits or payment of interest thereon, no deposit was unclaimed or matured but not paid as on 31st March, 2019. The Company has duly complied with the provisions of the Companies (Acceptance of Deposits) Rules, 2014.

The Company has obtained Credit Rating for Fixed deposits from CRISIL Rating Agency and also opened the Fixed Deposits Repayment Reserve Account with a schedule Bank for fixed deposits maturing during the financial year 2019-20.

Corporate Social Responsibility Initiatives

As a part of its initiatives under "Corporate Social Responsibility", the Company has framed Corporate Social Responsibility Policy (CSR Policy) in terms of which, the Company has undertaken projects in the areas of

environment, women and children empowerment, health care, etc. These projects are in accordance with Schedule VII of the Companies Act, 2013.

As required under Section 134 (3) (o) and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014, the Annual Report on CSR activities, forming part of the Directors' Report, is annexed as **Annexure-IV**.

Risk Management

Pursuant to Regulation 17(9) of the SEBI's Listing Regulation, 2015 the Company has laid down a robust risk management framework to inform the Board about the risk assessment and minimization procedures undertaken by the Company. The risk management framework is designed to identify, evaluate and assess business risks and their impact on Company's business. The risk assessment and minimization procedures are reviewed by the Board periodically to ensure that executive management controls risk through the mechanism of a properly defined framework. The framework is aimed at creating and protecting stakeholder value by minimizing threats and losses and identifying and maximizing opportunities.

Internal Control System and its adequacy

The Company has adequate Internal Financial Control System commensurate with the size, scale and complexity of its operations, to maintain the objectivity and independence of the audit, the Chief Internal Auditor reports to the Audit Committee of the Board. The internal control system and its adequacy have been audited by M/s Kalani & Co, a reputed firm of Chartered Accountants, Jaipur.

The Audit Committee of the Board of Directors actively reviews every quarter the adequacy and effectiveness of the internal control systems and suggests improvements, it necessary to strengthen the same. The Company has a robust Management Information System, which is an integral part of the financial control mechanism.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal financial control system in the Company, its compliance with the operating systems, accounting procedures and policies safeguarding of its assets, prevention and detection of frauds, errors in reporting mechanisms, accuracy and completeness of the accounting records, and timely preparation of accurate and reliable financial disclosures about the Company. Based on the reports of the internal auditors, the process owners undertake corrective actions in their respective areas and thereby strengthen the controls. Report on major observation of internal auditors and action taken thereon is regularly reported to Audit Committee and discussion on a quarterly basis.

Vigil Mechanism/Whistle Blower Policy

The Company has adopted a Vigil Mechanism/Whistle Blower Policy to provide a mechanism to its Directors and employees to report their concerns about unethical, behavior, actual or suspected trend in adherence to the Company's Code of Conduct, during the year, no such event was reported about any variances and violation of the policy. It also provides for adequate safeguards against the victimization of employees who avail of the mechanism, and allows direct access to the chairperson of the Audit Committee in exceptional cases. The details of the policy are explained in the Corporate Governance Report and also posted on website of the Company at http://www.banswarasyntex.com/wp-content/uploads/2019/05/VIGIL_MECH_WB_POLICY.pdf

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has zero tolerance policy towards sexual harassment of women at workplace and has adopted a formal Policy on Prevention, Prohibition and Redressal of sexual harassment of Women at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder.

The Company has not received any complaint on sexual harassment of women at work place during the financial year 2018-19.

Directors

a) Retirement by rotation and subsequent re-appointment:

Shri Shaleen Toshniwal, Joint Managing Director of the Company is liable to retire by rotation at the ensuing AGM pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and being eligible offers himself for re appointment. The Brief profile of Shri Shaleen Toshniwal together with other related information required under Regulation 36 of the SEBI's Listing Regulations has been furnished in the Notice convening the 43rd AGM of your Company.

b) Continuation / Re-Appointment of Independent Directors:

- Securities and Exchange Board of India has amended the SEBI's Listing Regulations on 9th May, 2018 and inserted a new sub-regulation (1A) after the existing Sub-regulation (1) of Regulation 17, namely,-

"No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person."

According to this sub-regulation, listed entity shall not appoint a person or continue directorship of any person as a non-executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect. Since Shri J. M. Mehta, (DIN: 00847311) Independent Director of the Company has attained the age of Seventy Seven years for which shareholders' approved and passed Special Resolution dated 29th April, 2019 by way of postal ballot for continuation of his current term w.e.f. 1st April, 2019 till the end of current tenure i.e. up to the 26th October, 2021.

- The term of office of Dr. Vaijayanti Ajit Pandit, as an Independent Director, is expiring on 11th November, 2019. The Board of Directors based on performance evaluation of the above Independent Director, recommends her re-appointment to the shareholders for second term of five (5) consecutive years commencing from 12th November, 2019.

Brief profile of Dr. Vaijayanti Ajit Pandit and other related information required under Regulation 36 of the SEBI's Listing Regulations have been furnished in the Notice convening the 43rd AGM of your Company.

In the opinion of the Board, Dr. Vaijayanti Ajit Pandit fulfills the conditions specified in Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as SEBI's Listing Regulations and are independent from Management.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors proposed to re-appoint Dr. Vaijayanti Ajit Pandit, as an independent director for a second term of five years is proposed at the ensuing AGM for the approval of the Members by way of special resolution.

Key Managerial Personnel

During the Financial Year 2018-19, Shri R.L. Toshniwal, Chairman of the company and the Board passed away on 21st February, 2019. The directors placed it on record their heartfelt condolence and appreciation for his dedicated, foresight and stewardship services during his tenure to

nurturing the company to its current sound financial standing.

Approval of shareholders is also being sought for the Appointment of Shri Rakesh Mehra, Whole Time Director as Chairman of the company with effect from 30th May, 2019 for his remaining tenure i.e. up-to 31st December, 2020, which the Board recommends.

Declaration of Independent Directors

All Independent Directors have furnished declarations to the effect that they meet the criteria of independence as laid down in Section 149 (6) of the Companies Act, 2013 and Regulation 16 of the SEBI's Listing Regulations.

Board Evaluation

Pursuant to the provisions of Section 134 of Companies Act, 2013 and SEBI's Listing Regulations, the Board has adopted a formal performance evaluation of the Board, its Committees and Individual Directors including the Chairman and executive Directors. The exercise was carried out during the year through a structured evaluation process starting with a questionnaire sent to all Directors followed by discussions in specific manner covering various level and aspects such as composition of the Board and its Committees, effectiveness of the process, and actual functioning, etc.

The performance of individual Director was reviewed on the basis of criteria such as the contribution of the individual Director in the Board and Committee meetings. Performance of non Independent Directors and the Board as a whole was evaluated in a specifically convened meeting of Independent Directors followed by deliberations in Nomination and Remuneration Committee meeting taking into account the views of the Executive Directors.

Separate exercises were carried out to evaluate the performance of individual Directors, including the Chairman and Whole Time Directors, on specific parameters such as attendance, contribution, independent judgment, safeguarding the interest of minority shareholders etc, in the specifically convened meetings of Independent Directors and Nomination and Remuneration Committee after taking into account the views of the Executive Directors before consideration by the Board. The Chairpersons of the respective Committees, shared their reports with the Board.

The Directors express their satisfaction on implementation of evaluation process.

Nomination and Remuneration Policy

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for appointment of Directors, Key Managerial personnel and Senior Management Personnel as also their remuneration.

The Nomination and Remuneration Policy is explained in the Corporate Governance Report and also posted on the website of the Company at http://www.banswarasyntex.com/wp-content/uploads/2019/05/NOMINATION_POLICY.pdf

Familiarization Programme of the Independent Directors

The Familiarization programme for the Independent Directors was conducted twice during the year 2018-19 and also posted on the website of the Company at http://www.banswarasyntex.com/wp-content/uploads/2019/05/Fam_Prg_ID_1819.pdf.

Related Party Transactions

All related party transactions executed during the financial year 2018-19 were carried out on an Arm's Length basis and/or carried out in the ordinary course of business.

Details of all related party transactions are reported to the Audit Committee for scrutiny / review and reference to Board for approval. The particulars of the contracts or arrangements entered into with related parties referred to in sub section (1) of Section 188 of the Companies Act, 2013 are indicated in Form AOC-2 which forms part of this report as **Annexure-V**.

Board Meetings

Four meetings of the Board of Directors were held during the financial year i.e. on 30th May, 2018, 13th August, 2018, 14th November, 2018 and 11th February, 2019. Frequency and quorum, etc. at these meetings were in conformity with the provisions of the Companies Act, 2013, the SEBI's Listing Regulations and all applicable mandatory Secretarial Standards issued by the Company Secretaries of India, details are furnished in Corporate Governance Report annexed to this report as **Annexure-III**.

Audit Committee

In accordance with the requirement of Section 177 of the Companies Act, 2013 and provisions of Regulation 18 of SEBI's Listing Regulations, the Board has constituted the Audit Committee which comprises 4 (Four) Members viz. Shri P. Kumar (Chairman), Shri Kamal Kishore Kacholia and Dr. S.B. Agarwal, Independent Directors and Shri Ravindra Kumar Toshniwal, Managing Director.

The composition, role, functions and powers of the Audit Committee are in accordance with the applicable laws and provisions of the SEBI's Listing Regulations and details are furnished in Corporate Governance Report annexed to this report as **Annexure-III**.

Auditors

Statutory Auditor

M/s K. G. Somani & Co., Chartered Accountants, New Delhi (Firm Registration No. 006591N), were appointed as Statutory Auditors of the Company, for 5 years i.e. from 2017-18 to 2021-22, by the shareholders at their meeting held on 14th September, 2017. Accordingly, they hold office as the Auditors of the Company until the conclusion of the 46th Annual General Meeting. They have furnished a Certificate to the effect that they fulfill the requirements under the provisions of the Sections 139 and 141 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014.

The Ministry of Corporate Affairs vide its notification dated 07th May, 2018, has dispensed with the requirement of Ratification of Auditors appointment by the shareholders every year. Hence, the resolution relating to ratification of Auditors Appointment is not included in the notice of the ensuing Annual General Meeting.

As regards the Statutory Auditors' observations, the relevant Notes on Significant Accounting Policies, Notes on Accounts and, other disclosures are self-explanatory and, therefore, do not call for any, further comments except in the matter of non-payment of Custom Duty of ₹ 313.38 Lakhs for which the matter is under appeal before CESTAT, Ahmedabad and at Rajasthan High Court, Jodhpur and non-payment of Income Tax of ₹ 664.88 Lakhs for which the matter is under appeal with CIT (Appeals), Udaipur. These liabilities will be met, if necessary, on final decision of the respective Appellate Authorities.

Tax Auditor

As per the requirement of Section 44AB of the Income Tax Act, 1961, M/s Kalani & Company, Chartered Accountants (Registration No. 000722C), Jaipur, were appointed as Tax Auditors of the Company for the financial year 2018-19. M/s Kalani & Company has been re-appointed for the financial year 2019-20 and their remuneration fixed as per the recommendation of the Audit Committee.

Cost Auditor

The Company has re-appointed M/s K.G. Goyal & Company, Cost Accountants (Registration No. 000017), Jaipur, as Cost Auditors of the Company for the financial year 2019-20. They have furnished a Certificate to the effect that their appointment, if made, would be in accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014.

As required under the Companies Act, 2013, a resolution seeking members' ratification for the remuneration payable

to the Cost Auditor forms part of the Notice convening the Annual General Meeting.

The Companies (Accounts) Amendment Rule, 2018 mandate the Company to disclose maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and accordingly such accounts and records, are Prepared and maintained by the Company.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014, the Company had appointed M/s V.M. & Associates, Company Secretaries (FRN: P1984RJ039200) Jaipur, to undertake the secretarial audit of the Company for the financial year ended 31st March, 2019. The report of the Secretarial Audit or is annexed as **Annexure-VI**. As regards the auditors' observations, these are self-explanatory and do not call for any comments.

On the recommendation of the Audit Committee, the Board of Directors has re-appointed M/s V.M. & Associates as Secretarial Auditors to carry out secretarial audit for the financial year 2019-20 also.

Particulars of loans given, investments made, guarantees given and security provided

The company has not given any Loans nor furnished any guarantees and also not made any investments covered under Section 186 of the Companies Act, 2013.

Energy conservation, technology absorption and foreign exchange earnings and outgo

Information pursuant to the provisions of Section 134 (3) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in relation to conservation of energy consumption, technology absorption, foreign exchange earnings and outgo, is annexed and marked as **Annexure-VII**, which forms part of this report.

Insurance

All the properties of the Company, including buildings, plant and machinery and stocks, have been adequately insured.

Dematerialization of shares

In pursuance of SEBI /Stock Exchange directions, your Company has offered demat option to its esteemed shareholders so as to enable them to trade the shares in the demat form. In response, 98.36% shares have been converted into demat form up to 31st March, 2019, The stock code number in NSDL and CDSL for equity shares of the Company is ISIN – INE 629D01012.

Particulars of employees

During the year under report, the relations between the Company's management and staff/workers continued to remain cordial. The Directors place on record their deep appreciation of the devoted services of the workers, staff and executives.

The information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, pertaining to the employees is annexed to this report as **Annexure-VIII**.

Further, pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the relevant statement is annexed to this report as **Annexure-IX**.

Significant and material orders passed by the Regulators or Courts.

There have been no significant or material orders passed by the Regulators or Courts/Tribunals, during the year under report that would impact the going concern status of the Company and its future operations.

Extract of Annual Return

An extract of Annual Return for the financial year ended 31st March, 2019 as required under Section 92(3) of the Companies Act, 2013, in Form MGT-9 is annexed to this report as **Annexure-X**.

Directors' responsibility statement

As required under Section 134 (5) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that.

- (a) In the preparation of the annual accounts for the year ended 31st March, 2019, the applicable Accounting Standards have been followed and there are no material departures from the same.
- (b) 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 as at 31st March, 2019 and of the profit of the Company for the year ended on that date.

- (c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities.
- (d) The Directors have prepared the annual accounts of the Company for the year on a "going concern" basis.
- (e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and have been operating effectively.
- (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and have been operating effectively

Acknowledgments

Your Directors wish to express their gratitude for the guidance and co-operation received from the financial institutions, banks, various Central & State Government Departments and Customers and Suppliers during the year under report. The Directors, particularly, wish to acknowledge and place on record the continuous support and guidance of all the shareholders and, more importantly, for the confidence reposed in the Company's management.

For and on behalf of the Board
Banswara Syntex Limited

Place: Mumbai
Dated: 30th May, 2019

Rakesh Mehra
CHAIRMAN
DIN: 00467321

Annexure-I to the Directors' Report
FORM AOC – 1

(Pursuant to first proviso to sub section (3) of Section 129 read with rule 5 of Companies (Accounts) Rule, 2014) Statement containing salient features of the financial Statement of the subsidiaries/associates companies/ joint ventures

PART "A": Subsidiaries: "Not Applicable"
PART "B" Associates and Joint Ventures

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

Name of the Joint Ventures	TESCA Textiles & Seat Components (India) Pvt. Ltd. (Formerly known as Treves Banswara Pvt. Ltd.)
1. Latest Audited Balance Sheet date	31/03/2019
2. Date on which the Associate/ Joint Ventures was associated or acquired	20/01/2012
3. Shares of Associate/ Joint Ventures held by the Company on the year end in Numbers	36,00,000
Amount of Investment in Associates/ Joint Ventures	₹ 360 Lakhs
Extend of Holding %	50%
4. Description of how there is significant influence	Joint venture and company holds half of voting rights/ share capital
5. Reason why the associate/ Joint Venture is not consolidated	N.A.
6. Net worth attributable to shareholding as per latest Audited Balance Sheet	₹ 302.77 Lakhs
7. Profit/ Loss for the year	
i. Considered in Consolidation	₹ 21.76 Lakhs
ii. Not Considered in Consolidation	NIL

In terms of our Audit Report of even date:

For and on behalf of the Board of Directors

For K.G. SOMANI & CO.
Chartered Accountants
FRN - 006591N

Rakesh Mehra
DIN : 00467321
Chairman

Ravindra Kumar Toshniwal
DIN : 00106789
Managing Director

Kavita Goyal
Partner
M.No. 063419

P. Kumar
DIN : 00179074
Chairman (Audit Committee)

J. K. Jain
Jt. President & CFO

Place : New Delhi
Dated: 30th May, 2019

Place : Mumbai
Dated : 30th May, 2019

H. P. Kharwal
Company Secretary

Annexure-II to Directors' Report**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****INTRODUCTION**

India's textiles industry is one of the oldest industries in the Country dating back to several centuries. It is among the largest contributors to the economy accounting for 4% of the GDP. It is the second largest contributor towards employment generation, after agriculture, contributing approx 10% to the Country's manufacturing, owing to its labour-intensive nature. The industry is characterised by its robust vertical integration in almost all the sub-sectors.

The textiles and apparel industry accounts for 14% of the total exports of the Country. India is the second largest producer and exporter of textiles after China.

RISKS AND CONCERNS

Management Discussion and Analysis mainly comprise the statements which may, inter alia, involve predictions based on perceptions and may, therefore, be prone to risks and uncertainties. It is the sum total of the Company's expectations, beliefs, estimates and projections which may be forward looking within the meaning of applicable laws and regulations. The actual results could differ materially from those expressed herein specifically or impliedly.

The important factors that could make a difference to the Company's operations include availability and cost of raw material, cyclical demand, pricing of the products, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts its business, India's Free Trade Agreements with other countries, prevailing exchange rate of Indian Rupee against other currencies, availability of skilled and unskilled workforce and other incidental factors. The shareholders are cautioned to keep this in view in conjunction with the Company's financial statements.

CORE BUSINESS AND PRODUCTS

The core business of the Company is manufacturing and marketing of spun synthetic blended yarn, wool and wool mix yarn, spun synthetic and worsted fabrics and cotton & linen fabrics besides readymade garments. The Company also produces shirting and technical fabrics. Tesca Textiles and Seats Component (India) Private Limited (Formerly Known as Treves Banswara Private Limited), the Joint venture Company, is producing automotive fabrics. The Company perceives good scope for increase in demand, production and sale of its products.

OUTLOOK

Your Company's future growth is built on two parallel growth drivers viz., domestic consumption of fabrics & garments and large global opportunities in textiles and clothing.

For the financial year 2019-20, the total revenue of the Company is expected to be around ₹1442 crore, which is about 7% higher than the actual revenue for the year 2018-19. The Company is focused towards increase in sale of value-added products in yarn, fabrics and readymade garments. As the Company increases its share of value added products, its EBIDTA margin is expected to improve. On the whole, the outlook for the Company continues to remain positive.

INDUSTRY STRUCTURE, ITS DEVELOPMENT

The global textile and apparel industry is continuously evolving. Over the years, it has witnessed multiple shifts in consumption and production patterns, including shifts in geographical manufacturing hubs, as the industry is driven by the availability of cheap labour.

Even though apparel industry is dominated by developed Markets of EU and the US, the emerging markets led by countries such as India, China, Russia and Brazil are becoming consumption markets. Simultaneously, India and China have strong textile manufacturing base, and are emerging as both sourcing and consuming nations.

A comparative position of the Company's manufacturing capacities in the last 2 financial years is as under.

Sr. No.	Particulars	Installed Capacity as at	
		31.03.19	31.03.18
1.	Spinning (Spindles)		
	a) Synthetic Blended yarn	137512	138024
	b) Worsted Yarn	21120	21120
	c) Air-jet Yarn	448	592
2.	Fibre,Yarn & wool Dyeing (MT/Month)		
	a) Fibre	1050	1050
	b) Yarn	150	150
3.	Fabric Weaving (No. of Looms)		
	a) Fabric Weaving	405	421
	b) Jacquard and Jacquard Technical Fabrics	34	34
4.	Fabric Processing (Lakh Mtrs./month)	50	50
5.	Suitings		
	Trousers – Lines	24	24
	(Pcs/month)	328125	328125
	Jackets, weast coat, and seat Cover-Lines	8	8
	(Pcs/month)	81250	81250
6.	Thermal Power Plant (MW) (Coal based)	33	33

During the year under review, the Company invested ₹ 18.23 crore (previous year- ₹ 33.44 crore) for modernization of its production capacities. The capital-work-in-progress at ₹ 0.01 crore (previous year ₹ 5.36 crore) and advances to capital goods' suppliers aggregated ₹ 1.06 crore (previous year ₹ 2.11 crore) at the end of the period.

OPPORTUNITIES & THREATS:

Growing urbanization, a higher disposable income of the Indian households and a favourable demographic coupled with an aspiration-based purchasing pattern are key drivers for the industry which are likely to benefit the Company. With the growing mobile and internet penetration, e-commerce shopping is expected to act as a key enabler in consistent sales volume growth for the industry.

The Company is consuming about 30% of its yarn production for fabric manufacturing and about 20% of its fabric production for garment conversion. The Company is looking for more avenues for forward integration and, as such, the availability of the material from the preceding stage is a big advantage. Your Company produces all types of yarns and fabrics i.e. polyester viscose lycra, dyed RFD, cotton piece dyed, linen, all wool and wool blends, etc. Thus, your Company is a single source of supply for all these types of fabrics. It has flexibility to increase fabric production as per market demand. The Company has its own design studio and has developed a World class range which is being displayed to the customers within and outside India. As there is variety of fabrics available in its product line, your Company anticipates deeper penetration in the domestic and international markets. The Company expects to increase its business with customers while sustaining and strengthening the volumes with the existing clientele.

The World's largest retailers like Zara and H&M have increased their market presence in India. They have now opened their large size retail stores in big cities. As we are an existing supplier to these brands for their international supply, our business with them for their India operations is expected to grow in a big way.

In view of implementation of the Goods and Services Tax (GST) in India, the overall last price of products (Net of GST credit) has decreased; further, the textile industry, mainly in yarns and fabrics, which were earlier enjoying the benefit of No Duty, now fall into the tax bracket.

As substantial sales of the company are in the international market, concerns are being expressed about by the developments in the international trade which, include allegations of the US against certain export subsidy schemes in the India as well as progress in certain large Free Trade Agreements (FTA) that can materially alter the global trade dynamics; the most prominent amongst these is the Comprehensive and Progressive Trans Pacific Partnership (CP-TPP), which is the third largest free trade area in the World by GDP. By mid January, 2019, the agreement had come into force amongst seven of the eleven nations. Even though there is some respite for India considering that the leading apparel importing regions

are not yet a part of the CP -TPP, any incremental developments on this front could prove to be a potential threat as it could considerably strengthen Vietnam's competitiveness. Another FTA being closely watched is the EU-Vietnam FTA; Conclusion of this FTA can weaken India's competitive positioning in one of the key apparel markets.

Your Company's presence in the niche and value-added product segments, together with access to an established client base in the domestic and export markets will help the Company to achieve the growth in its business.

SEGMENT-WISE PERFORMANCE

The Company is engaged in manufacture of Textile products having integrated working and captive power generation. For management purposes, the Company is organized into major operating activity of textile products. The Company has no activity outside India except export of textile products manufactured in India. Thereby, there is no geographical segment and no segment-wise information is reported.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Commensurate with the size and nature of business, the Company has adequate system of internal controls. It is ensured that all assets are safeguarded, protected against loss and all transactions are authorized, recorded and reported correctly.

Internal Control System consists of in-house audit team headed by Chief Internal Auditor to carry out internal audits and create an in-built internal checking mechanism covering all units and business operations within a specified time frame. In addition, the Company has also appointed independent Chartered Accountants' firms to carry out internal audits regularly. The Company has Audit Committee of the Board, the composition and functions of which are furnished in the Corporate Governance Report as part of the Annual Report.

The Audit Committee reviews the adequacy and effectiveness of Internal Financial Control System and provides guidance for further strengthening them. The Company has implemented SAP which is a World proven system of accounting and controls.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The operating performance of the Company has been detailed in the Directors' Report under the heads 'Financial Review' and 'Operations' and state affairs. The Profit before interest, depreciations and tax (PBIDT) during 2018-19 is marginally higher than ₹ 134 crore as against ₹ 127 crore during 2017-18. The profit before depreciation and tax (PBDT) has been ₹ 77 crore as against ₹ 68 crore during 2017-18.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS FRONTS

Financial year 2018-19 has been a challenging year for HR function in the Company. Focus was set towards integration & standardization of HR practices across all locations along with their upgradation to upgrading them the latest market trends.

It has been identified and agreed among the management team that the Company is over-staffed. Therefore, the management is continuously working towards reducing the manpower, wherever possible, without affecting the work. Also the management has been gradually replacing the ineffective employees by the qualified and effective ones.

On the technology side, analysis is for recurring cost of the SAP HR licenses purchased and cost required to acquire other HR modules to ensure complete HR automation related to HR processes / activities and Performance Management System. Comparison will be carried out with the other big third party HR software packages (like ADP, Zoho, Adrenaline, etc.) before taking the final decision for HRIS implementation.

HR department will be working towards creating an objective performance management system that will be linked to measurable data for better employee performance assessment. Timeline for it to get finalized and implemented is December 2019. HR department is also working towards upgrading all the employee policies and standardize them across all locations to the extent possible.

Performance Appraisal cycle for the previous year was successfully completed across all locations and the annual increments were awarded in the month of October, 2018. The increments disbursed were in the set percentage terms based on their existing CTC. Another cycle of Special Increments was considered w.e.f. January, 2019 and such increments were sanctioned purely based on the exceptional performances of the employees.

The Company has co-covered all employees with employee – employer contributory insurance policies. Group Personal Accidental Insurance (GPA) for all locations and Group Mediclaim Insurance (GMI) for the employees at Daman, Mumbai and Surat were renewed. For the GMI, this year’s contribution is borne by the employer – employee on a 50:50 basis.

No. of people employed across Banswara group as on date is as below:

Banswara	Staff	1149	Surat	Staff	139
	Workers	7650		Workers	1727
	Sub Total	8799		Sub Total	1866
Daman	Staff	260	Mumbai	Staff	156
	Workers	3164		Workers	-
	Sub Total	3424		Sub Total	156
Total	Staff	1704	Workers		12541

Staff	1704
Workers	12541
Grand Total	14245

For and on behalf of the Board

Place: Mumbai
Dated: 30th May, 2019

Rakesh Mehra
Chairman
DIN: 00467321

Annexure - III to the Directors' Report**CORPORATE GOVERNANCE REPORT**

The Directors present the Company's Report on Corporate Governance for the year ended 31st March, 2019, in terms of Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (SEBI's Listing Regulations).

"Corporate Governance" refers to the way a corporation is governed. It is the technique by which companies are directed and managed. The Corporate Governance structure specifies the distribution of the role and responsibilities of different participants, such as, the Board, Committees, Key Managerial Personnel (KMPs), senior management staff, shareholders and other stakeholders in the organization. It also spells out the rules and procedures for decision making pertaining to corporate affairs. The company has a strong legacy of fair, transparent and ethical governing practices for achieving long terms goals and to enhance stakeholder's value. A report on compliance with the principles of Corporate Governance provided by SEBI is furnished hereunder.

I. COMPANY'S PHILOSOPHY

Banswara Syntex Limited is committed to achieve and sustain high standards of Corporate Governance practices and adherence thereto, in letter and spirit and at all times, which go beyond mere regulatory compliances. The Company is also committed to maintain the highest level of transparency, accountability and equity in all facets of its operations. It firmly believes that Corporate Governance is about the management of an organization based on ethical business principles and commitment to values and that the same are in force at all levels within the Company. The Corporate Governance model adopted by the Company consists of a set of rules and standards with the aim of establishing efficient and transparent operations, within the organization, to protect the rights and interests of the Company's shareholders and to enhance stakeholders' value while complying with the provisions of law in all dealings with Government, customers, suppliers, employees and other stakeholders. It is also intended to ensure attractive returns to all stakeholders of the business based on the premise that sound Corporate Governance is the pre-requisite to success, sustainable growth and long-term value creation.

The Company has complied with the provisions of the Code of Corporate Governance as per Regulations 17 to 27 read-with Schedule V of SEBI Listing Regulations and Further, Annual Secretarial Compliance Report issued by the Company Secretary in Practice pursuant to Regulation 24A of Listing Regulations, 2015 and Circular dated 8th February, 2019 issued by SEBI is also attached to this Report as **Annexure-A**:

II. BOARD OF DIRECTORS

The Board of Directors of Banswara Syntex Limited is a balanced one with an optimum mix of Executive and Non-Executive Directors. The 11 members Board comprises three Whole-Time/Executive Directors viz. the Chairman, Managing Director and Joint Managing Director, all from the promoter group, and eight Non-executive Independent Directors (NEIDs), including one woman director. Thus, Independent Directors constitute more than 2/3rd of the Board's strength. The NEIDs are eminent professionals from diverse backgrounds with vast experience in business, industry, finance and public enterprises. The Independent Directors are not related to the promoter-directors and/or to each other. The Board provides leadership, strategic guidance, objective analysis and independent views to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and accountability.

The Directors do not have any pecuniary relationship with the Company except to the extent of the following:

(a) Whole-Time Executive Directors (WTEDs)

Remuneration as per their terms of appointment and reimbursement of expenses actually incurred for the business of the Company, within the approved terms and conditions.

(b) Non-Executive Independent Directors (NEIDs)

Reimbursement of travelling and out-of-pocket expenses along-with payment of sitting fees for the Board / Committee meetings attended by them.

A. Composition of the Board of Directors as on 31.03.2019 and attendance at the Board meetings during 2018-19.

Name of the Director	Category of Director	Attendance at last AGM	No. of Board meetings attended	No. of directorships in other Companies	No. of other Board Committees of which Member / Chairperson		List of Directorship held in Other Listed Companies and Category of Directorship
					Member	Chairperson	
Shri R. L. Toshniwal*, (Chairman) DIN: 00106933	ED/WTD	Yes	3	1	-	-	-
Shri Ravindra Kumar Toshniwal (M.D.) DIN: 00106789	ED/WTD	No	4	3	-	-	-
Shri Rakesh Mehra (Chairman) ** DIN: 00467321	ED/WTD	Yes	4	4	-	-	-
Shri Shaleen Toshniwal (Joint Mg.Director.) DIN: 00246432	ED/WTD	No	1	2	-	-	-
Shri P. Kumar DIN: 00179074	NEID	Yes	4	1	1	3	1 N. R. Agarwal Industries Ltd. (ID)
Shri Kamal Kishore Kacholia DIN: 00278897	NEID	No	3	2	-	-	-
Shri Vijay Mehta, DIN: 00057151	NEID	No	3	7	-	-	1.Mefcom Capital Markets Ltd. (ED)
Shri. D.P. Garg, DIN: 00003068	NEID	No	4	1	-	-	-
Dr. S.B. Agarwal, DIN: 00524452	NEID	Yes	4	3	-	-	-
Shri Vijay Kumar Agarwal, DIN: 00108710	NEID	No	2	9	-	-	-
Dr. Vaijayanti Ajit Pandit, DIN: 06742237	NEID/ Women Director	Yes	4	8	13	5	1.Indo Count Industries Ltd. (ID) 2. Automobile Corporation of Goa Ltd.(ID) 3. IG Petro-chemicals Ltd. (ID)
Shri J. M. Mehta, DIN:00847311	NEID	Yes	4	1	1	-	1.Technocraft Industries (India) Ltd.(ID)

ED-Executive Director, NEID- Non Executive Independent Director, WD-Woman Director, WTD.-Whole Time Director

* Ceased on 21st February, 2019 due to death.

**Appointed as Chairman w.e.f. 30th May, 2019.

Directors' Directorships/Committee memberships

In accordance with Regulation 26 of SEBI's Listing Regulations, none of the Directors is member of more than 10 committees, excluding private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013, or act as Chairperson of more than 5 committees across all listed entities in which he/she is a Director. The memberships of Audit Committee and Stakeholders' Relationship Committee are only are considered in computation of limits. Further, all Directors have informed about their Directorships, Committee Memberships/ Chairmanships, including any changes in their positions as on 31st March, 2019.

Confirmation about Independent Directors:

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations. In the opinion of the Board, the Independent Directors, fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations. A formal letter of appointment to Independent Directors as provided in Companies Act, 2013 has been issued and disclosed on website of the Company www.banswarasyntax.com and A certificate from Company Secretary-in-Practice to the effect that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority, is attached to this Report as **Annexure-B**.

B. Changes in the Board during the year

The Board regrets to report that Shri R L Toshniwal, founder promoter and Chairman of the company expired on 21st February, 2019 and therefore, ceased to be a director from this date. The Board has appointed Shri Rakesh Mehra, Whole Time Director as Chairman w.e.f. 30th May, 2019 subject to approval of the shareholders at ensuing AGM.

C. Meetings of the Board

Four Board meetings were held during the year 2018-19 i.e. on 30th May, 2018, 13th August, 2018, 14th November, 2018 and 11th February, 2019. Frequency of and quorum, etc. at these meetings were in conformity with the provisions of the Companies Act, 2013, Regulation 17 of SEBI's Listing Regulations and Secretarial Standard 1 issued by ICSI under Section 118 of the Companies Act, 2013. All the Board members, Key Managerial Personnel (KMP's) and the senior management staff have affirmed compliance with the Code of Conduct during the year ended on 31st March, 2019.

As per requirement of Regulation 17(8) of SEBI's Listing Regulations, a certificate duly signed by CEO and CFO of the Company was placed at the Board meeting of the Company held on 30th May, 2019.

D. Board Procedure

The members of the Board are provided with the requisite information as per provisions of the Companies Act, 2013, SEBI's Listing Regulations and Secretarial Standard 1 issued by ICSI well before the Board meetings.

The Board considers all the matters which are statutorily required to be considered by it. In addition, following issues are also discussed at the meetings of the Board:

- Annual operating and capital expenditure budgets and periodical reviews thereof.
- Investment/expansion/modernization/diversification plans of the Company.
- Overall strategy and business plans.
- Approval of quarterly/half-yearly/annual results (after review by Audit Committee)
- Compliance with statutory/regulatory requirements and review of major pending legal cases.
- Show cause and demand notices as also the materially important, prosecutions and penalties, if any.
- Non-compliance of any regulatory, statutory or listing requirement and obligations to shareholders such as non-payment of dividend, delay in share transfers, etc.
- Sale of investments, subsidiaries and other assets, of material nature, which are not in normal course of business.
- Foreign exchange exposure and risks.
- Major accounting practices, provisions and write-offs/write backs.
- Transactions pertaining to acquisition/disposal of fixed assets, intellectual property rights and related parties.
- Review of working of various Committees of the Board.
- Periodical review of various Policies and implementation thereof.

- Appointment of the Statutory, Cost and Internal Auditors
- Issues regarding mergers and amalgamations, joint ventures, collaborations, etc. with any other Company/ entity.
- Significant labour problems, if any.
- General industrial environment and developments related to Textile Industry, in particular.

E. Shareholdings of Directors as on 31st March, 2019

All the Directors, who are members/chairpersons of various committees of listed companies, are within the limits prescribed under Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Directors have intimated, from time to time, about Changes in their Directorship/Membership of Committees in other Companies.

Shareholdings of Directors as on 31st March, 2019:-

Sr. No.	Name of Director	Number of shares
1.	Shri R.L. Toshniwal*	15,965
2.	Shri Ravindra Kumar Toshniwal	22,48,267
3.	Shri Shaleen Toshniwal	21,25,180
4.	Shri Rakesh Mehra	6,061
5.	Shri J. M. Mehta	205

*Ceased on 21st February, 2019 due to death.

- F. During the financial year, The Company continued the practice of familiarized the independent directors about the Company's policies and procedures. Presentations/briefings were also made at the meeting of the Board of Directors/ Committees by KMP's/ senior executives of the Company on industry scenario, Company's operating and financial performance, raw material scenario, industrial relations status, marketing strategies, risk management etc and during the year there was two programmes conducted.

The details of familiarization programme are available on the Web-link where details of familiarization programmes imparted to Independent Directors are furnished on the company's website viz: http://www.banswarasyntex.com/wp-content/uploads/2019/05/Fam_Prg_ID_1819.pdf

III. COMMITTEES OF THE BOARD

Currently, there are four Committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee, appointed by the Board, which focus on specific areas and take informed decisions within their terms of reference. The Committees make specific recommendations to the Board from time-to-time on various matters within their terms /scope. Matters requiring the Board's attention/approval are generally placed before the Board by the chairman of respective Committees. The role and composition of these Committees, the number of meetings held during the financial year and the related attendance there-at are explained in the following paragraphs.

A. AUDIT COMMITTEE

OBJECTIVE:

The Audit Committee has been constituted as per Section 177 of the Companies Act, 2013, and Regulation 18 of SEBI's Listing Regulations. The management is responsible for the Company's internal controls and financial reporting system/process while the statutory auditors are responsible for conducting independent audits of the Company's financial statements in accordance with the generally accepted Auditing Practices and for issuing reports based on such audits. The Audit Committee has been constituted to assist the Board in overseeing the quality and integrity of the accounting, auditing and reporting policies/practices of the Company and its compliance with the legal and regulatory requirements. The Committee, accordingly, monitors various issues which include accounting and financial reporting process of the Company, maintenance of adequate internal financial controls, audit of the Company's financial statements, appointment, independence and performance of the statutory as also the internal auditors, cost auditors, secretarial auditors and the Company's risk management policies. The Committee reviews

the pending litigation cases against the Company as well as show cause notices received from various authorities. The Audit Committee also reviews the periodic Internal and Statutory Auditors' Reports, Cost Auditors' Report and Secretarial Auditors' Report.

Minutes of meetings of the Audit Committee are circulated to members of the Committee for approval within the stipulated time limit prescribed under law thereafter and reported to the Board in their next meeting.

COMPOSITION:

The Audit Committee comprises four members viz Shri Ravindra Kumar Toshniwal, Managing Director, and three Independent Directors, Shri P. Kumar (Chairman), Shri Kamal Kishore Kacholia and Dr. S.B. Agarwal. The members of the Audit Committee have the requisite financial and management expertise and hold/ have held senior positions in reputed organizations.

MEETINGS & ATTENDANCE

Four meetings of the Committee were held during the year 2018-19 i.e. on 30th May, 2018, 13th August, 2018, 14th November, 2018 and 11th February, 2019.

The frequency of and quorum, etc., at these meetings were in conformity with the provisions of the Companies Act, 2013, Regulation 18 of SEBI's Listing Regulations and Secretarial Standard 1 issued by ICSI under Section 118 of Companies Act, 2013.

ATTENDANCE

The attendance of the members at these meetings were as under:

Name of the Member	Meetings held (No.)	Meetings attended (No.)
Shri P. Kumar	4	4
Shri Kamal Kishore Kacholia	4	3
Dr. S. B. Agarwal	4	4
Shri Ravindra Kumar Toshniwal	4	4

At the invitation of the Committee, the Whole-time Director-in-charge of finance function, Chief Financial Officer, Chief Internal Auditor and Company Secretary, who also acts as the Secretary to the Committee, attend the meetings along-with representatives of the concerned departments to answer/clarify the specific points, if any, raised by the Committee Members or Statutory Auditors at the meetings as also to generally assist the Committee in its deliberations.

ROLE OF AUDIT COMMITTEE

The role and terms of reference of the Audit Committee cover the matters specified under Regulation 18 of SEBI Listing Regulations and Section 177 of the Companies Act, 2013.

TERMS OF REFERENCE OF AUDIT COMMITTEE:-

Terms of reference of the Audit Committee, inter alia, include

- Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company.
- Review and monitoring of the Auditors' independence and performance as also the effectiveness of audit process.
- Recommendation for quantum of the payment to statutory auditors for any other services rendered by them;
- Reviewing, with the management, the quarterly financial results/statements before submission to the Board for approval.
- Reviewing, with the management, the annual financial statements and draft auditors' report thereon, ; auditors' explain action on their report, before submission to the Board for approval.
- Approval and subsequent modifications, if any, of transactions of the Company with related parties.

- vii) Scrutiny of inter-corporate loans and investments.
- viii) Valuation of undertakings or assets of the Company, wherever necessary.
- ix) Review and evaluation of internal financial controls and risk management systems.
- x) Monitoring the end use of funds raised through public offers and related matters.

The Audit Committee is authorised to call comments of the Auditors about the internal control system, the scope of the Audit, observations of Auditors and review of financial statements. It has the power to investigate into any matter covered by its terms of reference and/or, referred to it by the Board.

- xi) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems including internal financial controls.
- xii) Establish and implement the Vigil Mechanism for Directors and employees to report their genuine concerns.
- xiii) Overseeing of the Company's financial reporting process and the disclosure of financial information to ensure that the financial statements are correct, adequate and credible;
- xiv) Review the functioning of the Whistle Blower Mechanism;
- xv) Approval of appointment of Key Managerial Personnel (KMPs) after assessing the qualifications, experience and background, etc. of the candidate;
- xvi) Carrying out any other function as mentioned in the terms of reference of the audit committee.
- xvii) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors
- xviii) To discuss, with statutory auditors, before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- xix) To discuss, with internal auditors, any significant findings and follow up thereof.
- xx) To review the findings of any investigations by the internal auditors in case of suspected frauds or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

B. NOMINATION AND REMUNERATION COMMITTEE

OBJECTIVE

The Nomination and Remuneration Committee has been constituted as per provisions of Section 178 of Companies Act, 2013, the rules framed there-under and Regulation 19 of SEBI Listing Regulations. The functions of the Committee are as per the provisions of the SEBI Listing Regulations and Companies Act, 2013 besides others which may be delegated to it by the Board. The Committee's role is to fix the criteria for appointment of Directors, Key Managerial Personnel & Senior Management Staff for their position, to evaluate their performance and also to recommend the appointments, remuneration, etc.

COMPOSITION:

The "Nomination and Remuneration Committee" comprises three Non-Executive Independent Directors viz: Shri P. Kumar (Chairman), Shri D.P. Garg and Dr. Vijayanti Ajit Pandit, as members.

MEETINGS & ATTENDANCE

During the year 2018-19, one meeting of the Committee was held on 30th May, 2018.

ATTENDANCE

The attendance of the members at the meeting was as under:-

Name of the Member	Meeting(s) held (No.)	Meeting(s) attended (No.)
Shri P. Kumar	1	1
Shri D.P. Garg	1	1
Dr. Vaijayanti Ajit Pandit	1	1

TERMS OF REFERENCE OF THE COMMITTEE:-

1. To formulate the criteria for qualifications, positive attributes and independence for appointment as a Director/ KMP and to recommend to the Board a policy relating to the appointment of as well as the remuneration for Directors, Key Managerial Personnel, Senior Management staff and other employees.
2. To identify persons who are qualified and competent to become Directors and also those who may be appointed as Key Managerial Personnel and Senior Management staff, in accordance with the criteria laid down and recommend their appointment to the Board besides recommending removal of any Director, Key Managerial Personnel or Senior Management Staff after consideration of a specific proposal/recommendation/reference made by appropriate authority.
3. Formulation of the criteria for evaluation of performance of Independent Directors and the Board of Directors, as a whole.
4. To recommend extension/continuation of the term of appointment of any Independent Director, on the basis of the report of performance evaluation by other independent directors.

The appointment as well as remuneration to be paid to the Executive/ Whole-time Directors is recommended by the Nomination and Remuneration Committee to the Board of Directors and shareholders of the Company for their final approval.
5. Recommend to the Board, payments of remuneration, in whatever form, to senior management staff.

Nomination and Remuneration Policy

The Board has formulated the Remuneration Policy as under:

a. Structure of Remuneration for the Whole Time Directors, Key Managerial Personnel and Senior Management Staff.

The Whole Time Directors, Key Managerial Personnel and Senior Management Staff receive salary and other perquisites as approved by the competent authorities. The Perquisites include other allowances and specified facilities. The total emoluments comprise fixed and variable components.

The Company's policy is that the total fixed salary should be fair and reasonable after taking into account the following factors:

- Overall position and envisaged role in the organization
- Scope of duties and nature of responsibilities
- Level of skills, knowledge and experience
- Core performance requirements and expectations from the concerned individual
- The Company's plans, projected performance and strategy for growth
- Knowledge & experience of Legal and Industrial Obligations

b. Structure of Remuneration for Non-Executive Independent Directors

Non-Executive Independent Directors are being paid sitting fees for attending meetings of the Board of Directors and the Committees thereof, besides reimbursement of travelling, incidental and out of pocket expenses, actually incurred, for attending the above Board/ Committee meetings as well as General Meetings or other events, if any, related to the Company's affairs.

Any increase in the maximum aggregate remuneration payable to Whole Time Directors and Non Executive Independent Directors beyond limits permissible under the Companies Act, 2013 is subject to the approval of the Shareholders at the General Meeting by way of special resolution and/or the Central Government, as may be applicable.

c. Structure of Remuneration for Other Employees

A broad structure for remuneration to other employees has been framed with operational guidelines. The power for fixing the actual remuneration has been delegated to President with reporting requirement to the Managing Director.

The details of Nomination and Remuneration Policy are available on the Web-link http://www.banswarasyntex.com/wp-content/uploads/2019/05/NOMINATION_POLICY.pdf

DETAILS OF APPOINTMENTS AND REMUNERATION PAID TO DIRECTORS FOR THE YEAR 2018-19:

- 1) *Appointment, and the terms thereof, of Shri R.L. Toshniwal, Chairman, (Since deceased) had been approved for 3 (three) years from 1st January, 2018 to 31st December, 2020 in the 41st Annual General Meeting held on 14th September, 2017. Stopped from 21st February, 2019
- 2) Appointment, and the terms thereof, of Shri Ravindra Kumar Toshniwal, Managing Director, have been approved for 3 (three) years from 1st January, 2018 to 31st December, 2020 in the 41st Annual General Meeting held on 14th September, 2017.
- 3) Appointment, and the terms thereof, of Shri Rakesh Mehra, Vice-Chairman, (since designated as Chairman w.e.f. 30th May, 2019) have been approved for 3 (three) years from 1st January, 2018 to 31st December, 2020 in the 41st Annual General Meeting held on 14th September, 2017.
- 4) Appointment, and the terms thereof, of Shri Shaleen Toshniwal, Joint Managing Director, have been approved for 3 (three) years from 1st January, 2018 to 31st December, 2020 in the 41st Annual General Meeting held on 14th September, 2017.

The remuneration to Executive/Whole-Time Directors is paid as determined/recommended by Nomination and Remuneration Committee to the Board of Directors and as finally approved by the Shareholders in their meeting held on 14th September, 2017.

(i) Remuneration paid to Executive Directors during 2018-19

(₹ in Lakhs)

Sr. No.	Name of Director	Salary (₹)	Contribution to PF, Perquisites & other payments (₹)	Total (₹)
1.	Shri R.L. Toshniwal*	77.14	179.48	256.62
2.	Shri Ravindra Kumar Toshniwal	75.00	40.12	115.12
3.	Shri Rakesh Mehra	75.00	38.89	113.89
4.	Shri Shaleen Toshniwal	66.60	35.01	101.61
	Total	293.74	293.50	587.24

*Ceased on 21st February, 2019 due to death.

(ii) Non-Executive Independent Directors

Sitting fee paid to NEID, for attending Board and other committee meetings during 2018-19.

(₹ in Lakhs)

Sr. No.	Name of Director	Amount (₹)
1.	Shri P. Kumar	3.30
2.	Shri Kamal Kishore Kacholia	2.40
3.	Shri Vijay Mehta	1.80
4.	Shri D.P. Garg	1.80
5.	Dr. S.B. Agarwal	3.00
6.	Shri Vijay Kumar Agarwal	0.90
7.	Dr. Vaijayanti Ajit Pandit	2.10
8.	Shri J.M. Mehta	1.50

C. STAKEHOLDERS RELATIONSHIP COMMITTEE**OBJECTIVE**

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI's Listing Regulation, the Board has constituted the Stakeholders Relationship Committee.

The Committee is empowered to consider and resolve the grievances of security/stakeholders of the Company and matters related thereto. The Chairperson of the Committee is required to attend general meetings of the Company.

COMPOSITION:

The Stakeholders Relationship Committee comprises 3 Non-Executive Independent Directors, viz. Shri P. Kumar (Chairman), Shri Kamal Kishore Kacholia and Shri Vijay Mehta, as members.

The Board has designated Shri H.P Kharwal, Company Secretary, as the Compliance Officer of the Company for the purpose of investors' complaints/grievances.

MEETINGS

During the year 2018-19, one meeting of the Committee was held on 30th May, 2018.

ATTENDANCE

The attendance of the members at the meeting was as under:-

Name of the Member	Meeting(s) held (No.)	Meeting(s) attended (No.)
Shri P. Kumar, Chairman	1	1
Shri Kamal Kishore Kacholia	1	1
Shri Vijay Mehta	1	1

DISPOSAL OF COMPLAINTS

Details of queries and grievances received and addressed by the Company during FY 2018-19 is given hereunder:

No. of Complaints received during the year	3
No. of Complaints disposed off during the year	3
No. of Complaints not resolved to the satisfaction of shareholders as on 31 st March, 2019	0
No. of Pending Complaints	0

The shareholders' complaints are being promptly attended to and disposed off well within one month of the receipt thereof and there is no complaint pending. It is further confirmed that all complaints were resolved to the satisfaction of shareholders.

The terms and reference of the Committee

- (1) To resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual reports, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.
- (2) To review of measures taken for effective exercise of voting rights by shareholders.
- (3) To review the adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (4) To review various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

D. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Board of Directors has constituted "Corporate Social Responsibility Committee" as required under Section 135 of the Companies Act, 2013. The Corporate Social Responsibility Committee is comprised of Shri Vijay Mehta as Chairman, Shri R.L. Toshniwal, Shri Shaleen Toshniwal, Dr. Vijayanti Ajit Pandit and Dr. S.B. Agarwal as members.

On 30th May, 2019 the Board has re-constituted Corporate Social Responsibility Committee due to sad demise of Shri R L Toshniwal, member of CSR Committee on 21st February, 2019, Now the Committee is comprise following.

Sr. No.	Name of Member	Position
1	Shri Vijay Mehta	Chairman
2	Shri Shaleen Toshniwal,	Member
3	Dr. Vaijayanti Ajit Pandit	Member
4	Dr. S.B. Agarwal	Member

MEETINGS

During the year 2018-19, one meeting of Corporate Social Responsibility Committee was held on 30th May, 2018.

ATTENDANCE

The attendance of the members at the meeting was as under:-

Name of the Member	Meeting(s) held (No.)	Meeting(s) attended (No.)
Shri Vijay Mehta, Chairman	1	1
Dr. S.B Agarwal	1	1
Shri R L Toshniwal*	1	1
Shri Shaleen Toshniwal	1	NIL
Dr. Vaijayanti Ajit Pandit	1	1

*Ceased on 21st February, 2019 due to death

Terms and reference of the Committee

- To review the existing CSR policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified under schedule-VII of companies Act, 2013
- To provide guidance on various CSR activities to be undertaken by the Company and to monitor progress in implementation thereof.
- To approve the Annual Budget for CSR expenditure also to monitor the Budget versus actual expenditure on CSR activities.

E. MEETING OF INDEPENDENT DIRECTORS

As required under the provisions of Companies Act, 2013 and Regulation 27 of SEBI's Listing Regulations, a separate meeting of Independent Directors of the Company was held on 30th May, 2018 which was attended by all independent directors the meeting.

Terms and reference of the Committee

- Reviewed the performance of non- Independent Directors and the Board as a whole
- Reviewed the performance of the Chairman of the Company taking into account the views of Executive Directors and Non-Executive Directors
- Assessed the adequacy quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

IV. ANNUAL GENERAL MEETINGS

Last 3 Annual General Meetings of the Company were held as under:

Financial Year	Date	Time	Venue
2015-16	27 th Aug., 2016	3.00 P.M.	Regd. Office: Indl. Area, Dahod Road, Banswara –327 001
2016-17	14 th Sept., 2017	3.00 P.M.	Regd. Office: Indl. Area, Dahod Road, Banswara –327 001
2017-18	24 th Sept., 2018	4.00 P.M.	Regd. Office: Indl. Area, Dahod Road, Banswara –327 001

Special Resolutions passed in the last 3 AGMs:

The details of special resolutions passed at AGMs during last 3 years i.e. 2016, 2017 & 2018 are as under:-

Sr. No.	AGM held on	Special Resolution
1.	27 th August, 2016	1. Acceptance of deposits from Members and public. 2. Adoption of new Articles of Association of the Company
2.	14 th Sept., 2017	1. Re-appointment of Shri R.L. Toshniwal as Chairman and Whole Time Director. 2. Re-appointment of Shri Ravindra Kumar Toshniwal as Managing Director. 3. Re-appointment of Shri Rakesh Mehra as Vice-Chairman and Whole Time Director. 4. Re-appointment of Shri Shaleen Toshniwal as Jt. Managing Director.
3.	24 th Sept., 2018	1. Re-appointment of Shri Kamal Kishore Kacholia as an Independent Director. 2. Re-appointment of Shri P. Kumar as an Independent Director. 3. Re-appointment of Shri D. P. Garg as an Independent Director. 4. Re-appointment of Shri Vijay Mehta as an Independent Director. 5. Re-appointment of Dr. S.B. Agarwal as an Independent Director. 6. Re-appointment of Shri Vijay Kumar Agarwal as an Independent Director.

V. POSTAL BALLOT

During the financial year 2018-19, there was no Resolution passed through Postal Ballot.

VI. DISCLOSURES**1. Disclosure on materially significant related party transactions that may have potential conflict with the interests of the Company at large.**

The Company has entered into certain transactions with its Promoters, Directors and the Management related parties in the ordinary course of business as approved by the shareholders; these transactions do not have any potential conflict with the interests of the Company at large. The Company has complied with the mandatory requirements of Listing Regulation 23 of SEBI's Listing Regulations, as also with the requirements of Indian Accounting Standard and Companies Act, 2013.

Web-link Details of Policy on related Party transactions are furnished in the Company's website viz http://www.banswarasyntex.com/wp-content/uploads/2019/05/REL_PTY_TRN_POLICY.pdf

2. Details of non-compliances by the Company, penalties and strictures imposed by Stock Exchanges or the Securities and Exchange Board of India or any other statutory authority, on any matter related with the capital market.

No penalties or strictures have been imposed on the Company by the Stock Exchanges or Securities and Exchange Board of India or any other statutory authority, on any matter related to the capital market, during the year under report.

3. Whistle Blower Policy (Vigil Mechanism).

In compliance of Section 177 of the Companies Act, 2013, the Company has formulated Vigil Mechanism/ Whistle Blower Policy to develop a culture where-in it is possible for all employees to raise concern about any poor or unacceptable practice, as also to adhere to the highest standards of ethics, moral and legal and conduct of business operations. The Vigil (Whistle Blower) Mechanism provides a channel to the employees and Directors to report to the management about unethical behavior, actual or suspected fraud or violation of the Code of Conduct or the policy. It also provides for adequate safeguards against victimization of persons who use this mechanism and direct access to the Chairman of the Audit Committee in exceptional cases. None of the personnel of the Company have been denied access to the Audit Committee. The policy is also displayed on the Company's website. i.e. http://www.banswarasyntex.com/wp-content/uploads/2019/05/VIGIL_MECH_WB_POLICY.pdf

VII. MEANS OF COMMUNICATION

Quarterly Results: Quarterly and half yearly results, as approved by the Board of Directors, are submitted to the Stock Exchanges and published in newspapers viz: Rajasthan Patrika/Dainik Bhaskar/Nafa Nuksan (Hindi) and Business Standard/ Financial Express (English).

News Releases: Information is released to the press at the time of declaration of financial results which are sent to BSE and NSE, where the shares of the Company are listed.

Media: Interviews of Chairman and/or Managing Director regarding working of the Company are conducted fairly regularly, by print as well as electronic media and published/broadcast/telecast at times.

Periodicals: Company's news and reports regarding its plans, activities, working results, etc. appear in financial papers, journals, etc. once in a while.

Annual Report: Annual Report containing, inter alia, Audited Financial Statements, Directors' Report, Reports on Corporate Governance, Management Discussion and Analysis and other information which form part of the Annual Report, is sent to all the shareholders of the Company.

Website: The Company has a website under the name www.banswarasyntex.com which contains information regarding the history of the Company, its shareholding pattern, investors' up-date, various policies, Institutional Investor Conference-call/Institutional analysis Meets, Investor Presentations, the Company's products, its achievements, various other important news and latest information related to the Company's activities, progress and current events etc.

Interaction with Institutional investors, analysts etc.: The Company conducts regular meetings and conference calls between its Management and the institutional investors, analysts etc. Quarterly/annual financial results and press releases are sent to all institutional investors, analysts who are registered in the Company's database, to keep them abreast of all significant developments. The investor presentations made to institutional investors or analysts are displayed on the Company's website.

VIII. GENERAL SHAREHOLDERS' INFORMATION

1. Annual General Meeting (to be held)

Date : 27th September, 2019

Time : 11:00 A.M.

Venue: Industrial Area, Dahod Road, Post Box No. 21, Banswara – 327 001 (Rajasthan)

2. Financial Year (Tentative Calendar of events)

Financial Year: 1st April, 2019 to 31st March, 2020.

First Quarter Results & Limited Review

Within 45 days from the end of quarter.

Second Quarter/Half Yearly Results & Limited Review

Within 45 days from the end of quarter.

Third Quarter Results & Limited Review

Within 45 days from the end of quarter.

Fourth Quarter Annual Audited Results (**2019-20**)

Within 60 days from the end of year.

3 Dates of Book Closure

The register of members and share transfer books of the Company shall remain closed from 21st September, 2019 to 27th September, 2019 (both days inclusive).

4 Dividend Payment Date (Tentative)

Dividend for the year 2019-20, if approved by the shareholders, will be paid on or after 1st October, 2019.

5. Listing of Equity Shares on Stock Exchanges

The Company's Shares are listed on:

(i) BSE Limited, Mumbai (BSE)

Floor 25, P.J. Towers, Dalal Street, Mumbai- 400 001

(ii) National Stock Exchange of India Ltd., Mumbai (NSE).

"Exchange Plaza", Bandra-Kurla Complex, Bandra (E), Mumbai-400 051

The requisite listing fees for the year 2019-20 have been paid to both the Stock Exchanges.

6. Stock Code

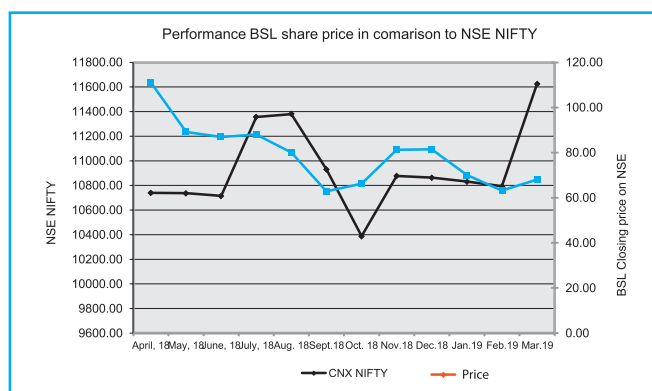
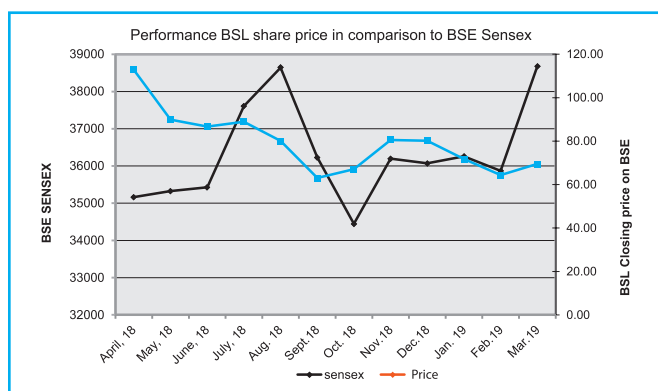
Number in NSDL and CDSL for equity shares	-	ISIN INE 629 D01012
BSE Limited, Mumbai	-	503722
National Stock Exchange of India Ltd., Mumbai	-	BANSWRAS

7. Stock Market Price Data

Monthly high/low market prices of the Company's equity shares traded on BSE Limited, Mumbai, and National Stock Exchange of India Ltd., Mumbai, during the last financial year are as follows:-

Month	BSE LIMITED		NATIONAL STOCK EXCHANGE OF INDIA LTD.	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2018	113.50	100.40	113.90	99.05
May, 2018	110.45	89.00	111.95	87.00
June, 2018	96.95	83.00	96.30	78.00
July, 2018	91.50	82.00	97.90	81.65
August, 2018	93.00	77.55	94.00	78.95
September, 2018	85.20	62.00	83.00	60.50
October, 2018	73.00	60.25	74.65	59.10
November, 2018	104.00	69.00	99.30	67.40
December, 2018	86.45	78.00	87.45	76.75
January, 2019	88.20	70.10	89.00	70.00
February, 2019	73.85	57.00	72.40	56.00
March, 2019	78.00	63.20	78.00	63.40

8. Performance of Company's Shares in comparison to BSE & NSE



9. Registrar & Share Transfer Agent (RTA)

M/s. Computech Sharecap Limited
 147, Mahatma Gandhi Road, Fort, MUMBAI-400 001
 Tel: 022-22635000-01, Fax: 022-22635005
 e-mail: helpdesk@computechsharecap.in
 Website: www.computechsharecap.in

10. Share Transfers

Since the Company's shares are traded in the dematerialized form on the Stock Exchanges, bulk of the transfers take place in the electronic form only.

M/s. Computech Sharecap Limited, 147, Mahatma Gandhi Road, Fort, Mumbai-400 001, is the Company's RTA, for effecting transfers of shares held in both the demat as well as physical forms. The Board of Directors, in its meeting held on 12th February, 2015, has delegated powers of share transfer/transmission/split etc. to RTA which is required to be placed before Board in its every meeting for its information and record. Physical

transfers are effected within fifteen days. The Board has designated the Company Secretary as the Compliance Officer. The Company obtains, from a Company Secretary-in-practice, half-yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of SEBI Listing Regulations and files a copy of the certificate with the Stock Exchanges.

The members are requested to note that The Securities and Exchange Board of India (SEBI) has mandated, vide its notification no. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 that transfer of shares held in physical form is not processed except in case of transmission or transposition of securities. Therefore requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository after 31st March, 2019.

11. Distribution of shareholding

i. Shareholding Pattern as on 31st March, 2019

Sr. No	Category	Number of Shares held	Shareholding (%)
1.	Promoters & promoter group	10076001	58.87
2.	Mutual Funds	300	0.00
3.	Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions, Non-Government Institutions	450	0.00
4.	Foreign Institutional Investors	735538	4.30
5.	Private Corporate Bodies	2667365	15.58
6.	Indian Public	3460743	20.22
7.	NRIs/OCBs /Foreign Nationals	175645	1.03
8.	Any other	-	-
	Grand Total	17116042	100.00

ii. Distribution of Shareholding as on 31st March, 2019

(a) Number-wise

Number of Shares	No. of Shareholders	Shareholders (%)	Number of share held	Voting Strength (%)
1 to 500	7962	88.12	819186	4.79
501 to 1000	475	5.26	371064	2.17
1001 to 2000	258	2.85	386368	2.26
2001 to 3000	110	1.22	274178	1.60
3001 to 4000	46	0.51	162662	0.95
4001 to 5000	43	0.48	196376	1.15
5001 to 10000	49	0.54	332806	1.94
10001 & above	92	1.02	14573402	85.14
Total	9035	100.00	17116042	100.00

(b) Category wise

Category	No. of shareholders	Shareholders (%)	Number of share held	Voting Strength (%)
Physical	3066	33.93	281555	1.64
Electronic	5969	66.07	16834487	98.36
Total	9035	100.00	17116042	100.00

12. Relationship among Directors

Except as detailed below, other Directors do not have any relationship with each other.

Sr. No.	Name of Director	Relationship
1.	Shri R.L. Toshniwal* (Chairman)	1. Shri Ravindra Kumar Toshniwal and Shri Shaleen Toshniwal- Sons 2. Shri Rakesh Mehra-Daughter's Husband
2.	Shri Ravindra Kumar Toshniwal (Managing Director)	1. Shri R. L. Toshniwal- Father* 2. Shri Shaleen Toshniwal-Brother 3. Shri Rakesh Mehra-Brother in Law
3.	Shri Shaleen Toshniwal (Jt. Managing Director)	1. Shri R.L. Toshniwal- Father* 2. Shri Ravindra Kumar Toshniwal-Brother 3. Shri Rakesh Mehra-Brother in Law

* Ceased on 21st February, 2019 due to death

13. Dematerialization of shares and liquidity

The Company's shares are available for dematerialization on both the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Shares of the Company are to be delivered compulsorily in the demat form on Stock Exchanges by all investors. Shares representing 98.36% of the Paid-up Capital have so far been dematerialized by Investors.

14. Outstanding GDRs / ADRs / Warrants and Convertible Instruments

During the financial year 2018-19, the Company has not issued any GDRs/ADRs/Warrants or any other instrument which is convertible into Equity Shares of the Company.

15. Plant Locations

1.	Banswara Syntex Ltd. Banswara Syntex Ltd. Unit – BTM Banswara Syntex Ltd. Unit - BFL Banswara Syntex Ltd. Unit – BJF Banswara Syntex Ltd. Unit – TPP	Industrial Area, Dahod Road Banswara-327 001 (Rajasthan)
2.	Banswara Syntex Ltd. Readymade Garment Unit - I Banswara Garments" Readymade Garment Unit – II Banswara Garments" Readymade Garment Unit – III Banswara Garments Readymade Garment Unit – IV Banswara Garments	98/3, Village Kadaiya, Nani Daman, Distt. DAMAN-396 210 (U.T.) Survey No.713/1, 713/2, 713/3, 725/2 and 725/1, Village Dabhel, Nani Daman, Dist. Daman-396 210 (U.T.) Survey No.722/9 Village Dabhel, Nani Daman, Dist. Daman-396 210 (U.T.) Plot No.85/3, 85/4, and 86/2, Village Kadaiya, Daman Industrial Estate, Nani Daman, DAMAN-396 210 (U.T.)
3.	Banswara Syntex Ltd.	Plot No. 5 & 6, GIDC Apparel Park, SEZ-Sachin, SURAT – 394 230 (Gujarat)

16. Registered Office

Industrial Area, Dahod Road, Post Box No.21, BANSWARA-327 001 (Rajasthan)

17. Address for Correspondence

The Company has appointed M/s. Computech Sharecap Limited as Common Agency for share registry work both for electronic and physical mode of shares.

Shareholders can make correspondence at the following addresses for share transfer matters and other grievances, if any:-

- (a) Mrs. G.K. Dadyburjor
M/s. Computech Sharecap Limited
147, Mahatma Gandhi Road, Fort, MUMBAI-400 001
- (b) Registered Office:
Shri H.P. Kharwal - Company Secretary & Compliance Officer
Industrial Area, Dahod Road, Post Box No. 21, Banswara – 327 001 (Rajasthan)

18. Disclosures pertaining to credit rating:

Following are the Credit ratings obtained during the financial year.

Rating Agency	Facilities Rated	Amount Rated	Rating Assigned	Date of Rating
CRISIL Limited	Long term Rating	₹ 850 Crores	CRISIL BBB/Stable	29/03/2019
CRISIL Limited	Fixed Deposit Rating	₹ 20 Crores	CRISIL FA-/Stable	28/09/2018

19. Non-Mandatory Requirements under Regulation 33 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. **Shareholders' Rights:** The Quarterly Financial results as per Listing Regulation 47 of SEBI Listing Regulations are published in newspapers. The complete Annual Report is sent to every shareholder of the Company.
2. **Audit Qualifications:** The Company generally presents unqualified financial statements. As regards the Statutory Auditors' observations, the relevant Notes on Significant Accounting Policies, Notes on Accounts and other disclosures are self-explanatory and, therefore, do not call for any further comments, except in the matter of non- payment of Custom Duty of ₹ 313.38 for which the matter is under appeal before CESTAT, Ahmedabad and at Rajasthan High Court, Jodhpur while the matter of non-payment of Income Tax of ₹ 664.88 is under appeal with CIT (Appeals), Udaipur. These liabilities will be met, if necessary, on final decision of the respective Appellate Authorities.
3. **Separate posts of Chairman and CEO:** The Company has appointed Shri Rakesh Mehra as the Chairman and Shri Ravindra Kumar Toshniwal as the Managing Director & CEO of the Company.
4. **Reporting of Internal Auditor:** The Internal auditors of the Company are directly reporting to Chief Internal Auditor (CIA) and CIA is reporting to Audit Committee.

THE DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION 46(2)

Sr. No.	Particulars	Regulations	brief Descriptions of the Regulations	Compliance Status (Yes/No/N.A.)
1	Board of Directors	17(1)	Composition of Board	Yes
		17(2)	Meeting of Board of Directors	Yes
		17(3)	Review of Compliance Reports	Yes
		17(4)	Plans for orderly succession for appointments	Yes, as and when applicable
		17(5)	Code of Conduct	Yes
		17(6)	Fees/Compensation	Yes
		17(7)	Minimum Information to be placed before the Board	Yes
		17(8)	Compliance Certificate	Yes
		17(9)	Risk Assessment & Management	NA
		17(10)	Performance Evaluation	Yes

Sr. No.	Particulars	Regulations	brief Descriptions of the Regulations	Compliance Status (Yes/No/N.A.)
2	Audit Committee	18(1)	Composition of Audit Committee & Presence of the Chairman of the Committee at the Annual General Meeting	Yes
		18(2)	Meeting of Audit Committee	Yes
		18(3)	Role of the Committee and Review of information by the Committee	Yes
3	Nomination and Remuneration Committee	19(1) & (2)	Composition of Nomination and Remuneration Committee	Yes
		19(3)	Presence of the Chairman of the Committee at the Annual General Meeting	Yes
		19(4)	Role of the Committee	Yes
4	Stakeholders Relationship Committee	20(1), (2) & (3)	Composition of Stakeholder Relationship Committee	Yes
		20(4)	Role of the Committee	Yes
5	Risk Management Committee	21(1),(2) &(3)	Composition of Risk Management Committee	NA
		21(4)	Role of the Committee	NA
6	Vigil Mechanism	22	Formulation of Vigil Mechanism for Directors and Employee	Yes
7	Related Party Transaction	23(1),(5),(6),(7) &(8)	Policy for Related Party Transaction	Yes
		23(2)&(3)	Approval including omnibus approval of Audit Committee for all Related Party Transactions and review of transaction by the Committee	Yes
		23(4)	Approval for Material Related Party Transactions.	Yes
8	Subsidiaries of the Company	24(1)	Composition of Board of Directors of Unlisted Material Subsidiary	NA
		24(2),(3),(4),(5) & (6)	Other Corporate Governance requirements with respect to Subsidiary including Material Subsidiary of listed entity	NA
9	Obligations with respect to Independent Directors	25(1)&(2)	Maximum Directorship & Tenure	Yes
		25(3)	Meeting of Independent Directors	Yes
		25(4)	Review of Performance by the Independent Directors	Yes
		25(7)	Familiarisation of Independent Directors	Yes
10.	Obligations with respect to Directors and Senior Management	26(1)&(2)	Memberships & Chairmanship in Committees	Yes
		26(3)	Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel	Yes
		26(4)	Disclosure of Shareholding by Non- Executive Directors	Yes
		26(5)	Disclosures by Senior Management about potential conflicts of Interest	Yes
11	Other Corporate Governance Requirements	27(1)	Compliance of Discretionary Requirements	Yes
		27(2)	Filing of Quarterly Compliance Report on Corporate Governance	Yes

Sr. No.	Particulars	Regulations	brief Descriptions of the Regulations	Compliance Status (Yes/No/N.A.)
12.	Disclosures on Website of the Company	46(2)(b)	Terms and conditions of appointment of Independent Directors	Yes
		46(2)(c)	Composition of various committees of Board of Directors	Yes
		46(2)(d)	Code of Conduct of Board of Directors and Senior Management Personnel	Yes
		46(2)(e)	Details of establishment of Vigil Mechanism / Whistle Blower policy	Yes
		46(2)(f)	Criteria of making payments to Non-Executive Directors	Yes
		46(2)(g)	Policy on dealing with Related Party Transactions	Yes
		46(2)(h)	Policy for determining Material Subsidiaries	Yes
		46(2)(i)	Details of familiarisation programmes imparted to Independent Directors	Yes

CONFIRMATION ON PRACTICING COMPANY SECRETARIES CERTIFICATE ON CORPORATE GOVERNANCE

The Company has obtained a Certificate from Practicing Company Secretaries regarding compliance of conditions of Corporate Governance as stipulated under Regulation 17 to 27 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said Corporate Governance Certificate is annexed as **Annexure-C** to this report.

IX. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct to regulate, monitor and report trading by insiders under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. This Code of Conduct also includes Code for Practices and Procedures for fair disclosure of unpublished price sensitive information and has been made available on the Company's website at www.banswarasyntex.com.

For **BANSWARA SYNTEX LIMITED**

Place: Mumbai
Dated: 30th May, 2019

RAKESH MEHRA
Chairman
DIN: 00467321

CEO and CFO CERTIFICATION**Certificate from CEO and CFO for the Financial Year ended 31st March, 2019**

We the undersigned, in our respective capacities as Chief Executive Officer and Chief Financial Officer of Banswara Syntex Limited ("the Company"), to the best of our knowledge and belief, certify that:

1. We have reviewed the Financial Statements and the Cash Flow Statement for the year ended 31st March, 2019 and that, to the best of our knowledge and belief, we state that;
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading, and
 - b) these statements present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. We further state that, to the best of our knowledge and belief, no transactions entered into by the Company during the year, are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps that we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
 - a) significant changes, if any, in internal control over financial reporting during the year;
 - b) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system or financial reporting.

For **BANSWARA SYNTEX LIMITED**

RAVINDRA KUMAR TOSHNIWAL

(Chief Executive Officer & Managing Director)

J. K. JAIN

(Jt. President & Chief Financial Officer)

Place: Mumbai

Dated: 30th May, 2019

DECLARATION FOR CODE OF CONDUCT

As provided under Regulation 26 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members, Key Managerial Personnel and Senior Management Staff have affirmed compliance with Banswara Syntex Limited Code of Conduct for the year ended 31st March, 2019.

For **BANSWARA SYNTEX LIMITED**

RAVINDRA KUMAR TOSHNIWAL

Managing Director

DIN: 00106789

Place: Mumbai

Dated: 30th May, 2019

Annexure-A

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members,
Banswara Syntex Limited
Industrial Area, Dahod Road,
Post Box No. 21, Banswara-327001 (Rajasthan)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Banswara Syntex Limited** having **CIN: L24302RJ1976PLC001684** and having registered office at **Industrial Area, Dahod Road, Post Box No. 21, Banswara-327001 (Rajasthan)** (hereinafter referred to as '**the Company**'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No	Name of the Director	DIN
1	Devendra Pal Madan Gopal Garg	00003068
2	Vijay Mehta	00057151
3	Ravindra Kumar Toshniwal	00106789
4	Vijaykumar Jamnadar Agarwal	00108710
5	Parduman Vishwanath Kumar	00179074
6	Shaleen Toshniwal	00246432
7	Kamal Kishore Kacholia	00278897
8	Rakesh Mehra	00467321
9	Shri Bhagwan Agarwal	00524452
10	Jagdeesh Mal Mehta	00847311
11	Vaijayanti Ajit Pandit	06742237

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Jaipur
Date: 30th May, 2019

For V. M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)

CS Manoj Maheshwari
Partner
FCS 3355
C P No.: 1971

Annexure-B

SECRETARIAL COMPLIANCE REPORT

**(Pursuant to Regulation 24A of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)**

of

Banswara Syntex Limited

For the year ended 31st March, 2019

We **M/s V. M. & Associates, Company Secretaries** have examined:

- (a) all the documents and records made available to us and explanation provided by **Banswara Syntex Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (repealed w.e.f. 9th December, 2018); **(Not applicable to the Company during the Review Period);**
- (c) Securities and Exchange Board of India (Issue Of Capital and Disclosure Requirements) Regulations, 2018 notified on 9th December, 2018; **(Not applicable to the Company during the Review Period)**
- (d) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (repealed w.e.f. 11th September, 2018); **(Not applicable to the Company during the Review Period);**
- (f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 notified on 11th September, 2018; **(Not applicable to the Company during the Review Period);**
- (g) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Review Period);**
- (h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Review Period);**
- (i) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not applicable to the Company during the Review Period);**
- (j) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (k) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) No action has been taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: NOT APPLICABLE being first report after notification of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Place: Jaipur

Date: 30th May, 2019

For V. M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)

CS Manoj Maheshwari
Partner
FCS 3355
C P No.: 1971

Annexure-C**Practicing Company Secretary's Certificate on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015****CERTIFICATE ON CORPORATE GOVERNANCE**

To,
The Members,
Banswara Syntex Limited

1. We have examined the compliance of conditions of Corporate Governance of Banswara Syntex Limited ("the Company") for the year ended on 31st March, 2019 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 collectively referred as (SEBI's Listing Regulations).

Management's Responsibility for compliance with the conditions of SEBI Listing Regulations

2. The compliance with the conditions of Corporate Governance is the responsibility of the management of the Company, including the preparation and maintenance of all relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in SEBI's Listing Regulations.

Auditor's Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with the Corporate Governance requirements by the Company.
5. We conducted our examination in accordance with the Guidance Note on Corporate Governance Certificate and the Guidance Manual on Quality of Audit & Attestation Services issued by the Institute of Company Secretaries of India ("ICSI").

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, and the representation made by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI's Listing Regulations.
7. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

8. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the SEBI's Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

Place: Jaipur
Date: 30th May, 2019

For V. M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)

CS Manoj Maheshwari
Partner
FCS 3355
C P No.: 1971

ANNEXURE IV - To The Directors' Report

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FINANCIAL YEAR 2018-19

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be and projects or programmes. It is based on.

- Fitment with business objectives of the Company.
- Emphasis on commitment to CSR
- Encourage employees and consumers with words of mouth
- Select social initiatives with high issue support

The Company's focus on the following strategic areas:

- Environmental Green Cover/Waste Management & Recycling
- Women & Child Empowerment by Skill Development through Vocational Training
- Preventive Health Care
- Senior Citizen Welfare

The Company has framed a CSR Policy in compliance with the provisions of the Act, which is available on the Company's website and the web link for the same is http://www.banswarasyntex.com/wp-content/uploads/2019/05/CSR_POLICY.pdf

2. The Composition of the CSR Committee is as under.

Sr. No.	Name	Category
1.	Shri Vijay Mehta (Chairman of the Committee)	Independent Director
2.	Shri R L Toshniwal*	Whole Time Director
3.	Shri Shaleen Toshniwal	Whole Time Director
4.	Dr. S.B. Agarwal	Independent Director
5.	Dr. Vaijayanti Ajit Pandit	Independent Director

*Ceased on 21st February, 2019 due to death.

3. Average net profit of the company for last three financial years as Section 198 : ₹ 2586.81 lakhs
4. Prescribed CSR Expenditure (two percent of the average amount as in above) : ₹ 51.74 lakhs
5. Details of CSR spent during the financial year :
 - (i) Total amount spent for the financial year: : ₹ 56.01 lakhs
 - (ii) Amount unspent, if any : NA
 - (iii) Manner in which the amount spent during the financial year is detailed below :

(1) Sr. no.	(2) CSR Project or activity identified	(3) Sector in which the project is covered	(4) Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	(5) Amount outlay(budget) project or programs- wise (₹ In Lakhs)	(6) Amount spent on the projects or programs Sub- heads (1) Direct expenditure on projects or programs (2) Over – heads (₹ In Lakhs)	(7) Cumulative expenditure up to the reporting period	(8) Amount spent Direct or through implementig agency
1.	Training to promote rural sports, nationally recognised sports, Paralympics sports and Olympic sports	Rural Sports (Social)	Banswara, Rajasthan	-	1.33	-	Direct

(1) Sr. no.	(2) CSR Project or activity identified	(3) Sector in which the project is covered	(4) Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	(5) Amount outlay(budget) project or programs- wise (₹ In Lakhs)	(6) Amount spent on the projects or programs Sub- heads (1) Direct expenditure on projects or programs (2) Over – heads (₹ In Lakhs)	(7) Cumulative expenditure up to the reporting period	(8) Amount spent Direct or through implementig agency
2.	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;	Promoting Education including special education	Banswara, Rajasthan	6.00	12.40	-	Direct
3.	Plantation in the forest surrounding Banswara	Environmental	Banswara, Rajasthan	-	0.14	-	Direct
4.	Mukhya Mantri Jal Swavlamban Abhiyan	Environmental	Banswara, Rajasthan	15.00	15.00	-	State Government
5.	Women & Child Empowerment by Skill Development through Vocational Training	Social	Banswara, Rajasthan	2.00	-	-	
6.	Eradicating hunger, poverty and malnutrition (Promoting helath care including preventive helath cate) Build Public Toilets & Making available safe drinking water	Environmental	Banswara, Rajasthan	2.00	1.76	-	Direct
7.	Set up a Public Garden with a 500 Mtrs. Circular Walking path near the Crematorium on Dahod Road/ Crematoruim & Nathelav lake bund's beautification project	Environmental	Banswara, Rajasthan	21.00	24.83	-	Direct
8.	Others	Social	Banswara, Rajasthan	6.50	0.55	-	Direct
	Total			52.50	56.01		

6. Reason for shortfall in C.S.R. expenses budgeted - No short fall

7. We, Vijay Mehta, Chairman of CSR Committee on behalf of CSR Committee, and Ravindra Kumar Toshniwal, Chief Executive Officer of the Company, certify that the implementation and monitoring of CSR Policy, is in the compliance with CSR objectives and Policy of the company

RAVINDRA KUMAR TOSHWAL
Managing Director & Chief Executive Officer

VIJAY MEHTA
Chairman CSR Committee

Annexure - V to the Directors' Report

Form No. AOC-2

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

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain Arm's Length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL

- Name(s) of the related party and nature of relationship:
- Nature of contracts/arrangements/transactions:
- Duration of the contracts / arrangements/transactions:
- Salient terms of the contracts or arrangements or transactions including the value, if any:
- Justification for entering into such contracts or arrangements or transactions
- Date(s) of approval by the Board:
- Amount paid as advances, if any:
- Date on which the special resolution was passed in general meeting as required under first proviso to section 188:

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

Name of related party and Nature of Relationship:	Nature of Contracts/ arrangements/ Transactions	Duration of the Contracts/ arrangements/ Transactions	Salient terms of the Contracts/ arrangements/ Transactions	Monetary Value of the Contracts/ arrangements/ Transactions	Date(s) of approval by the Board	Amount paid as advances, if any
Tesca Textiles and Seat components (India) Private Limited, Formerly known as Treves Banswara Private Limited (Joint Venture Company)	Sale, purchase, job work or supply of any goods or materials availing or rendering of any services	One Year From 01.04.2019 to 31.03.2020	Arm's Length Basis/ Prevailing Market Price	₹ 30.00 Crore	11 th February, 2019	NIL

For and behalf of the Board

Rakesh Mehra
Chairman
DIN: 00467321

Place: Mumbai
Dated: 30th May, 2019

Annexure- VI to the Directors' Report**Form No. MR-3
SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31st March, 2019

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

To,
The Members,
Banswara Syntex Limited
Industrial Area, Dahod Road
Banswara – 327 001 (Rajasthan).

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Banswara Syntex 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 31st March, 2019 ('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:

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 31st March, 2019 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;
- (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, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to 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 (Issue of Capital and Disclosure Requirements) Regulations, 2009 (repealed w.e.f. 9th December, 2018); **(Not applicable to the Company during the Audit Period)**
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 notified on 9th December, 2018; **(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 (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
 - (g) 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;

- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period)
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (repealed w.e.f. 11th September, 2018); (Not applicable to the Company during the Audit Period)
 - (j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 notified on 11th September, 2018; (Not applicable to the Company during the Audit Period)
 - (k) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (vi) As confirmed by the management, there are no sector specific laws that are applicable specifically to the company.
- We have also examined compliance with the applicable clauses of the following:
- i. Secretarial Standards issued by The Institute of Company Secretaries of India;
 - ii. The Listing Agreements entered into by the Company with BSE Ltd. and National Stock Exchange of India Limited.

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

We further report that

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

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

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

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

We further report that during the audit period the company has not undertaken any event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Place: Jaipur

Date: 30th May, 2019

For V. M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)

CS Manoj Maheshwari
Partner
FCS 3355
C P No.: 1971

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

Annexure A

To,
The Members
Banswara Syntex Limited
Industrial Area, Dahod Road
Banswara – 327 001 (Rajasthan).

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

1. Maintenance of secretarial record is the responsibility of the management of the company. 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. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for 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 management. Our examination was limited to the verification of 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.

Place: Jaipur

Date: 30th May, 2019

For V. M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)

CS Manoj Maheshwari
Partner
FCS 3355
C P No.: 1971

Annexure- VII to the Directors' Report

Particulars of Energy Conservation, technology absorption and foreign exchange earnings and outgo, as per section 134(3) (m) of the Companies Act, 2013 and the rules made therein and forming part of the Directors' Report for the year ended 31st March, 2019.

A) Conservation of Energy

i) Step taken or impact on conservation of energy

All business units continued their efforts to improve energy usage efficiencies. Various key performance indicators like specific energy consumption (energy consumed per unit of production), specific energy costs were continuously tracked to monitor alignment with the Company's overall sustainability approach.

a. Energy Conservation measures taken during the Year (2018-19)

1. Replaced 125 Low efficient old motors (of different capacity) with IE3-High efficient motors and thus 137443 units saved.
2. Installed 41 No timers and 7 No. PLC based real time monitoring system to control the frequency of Humidification plant Fans (Supply and return) according to climatic condition to reduce the power consumption Power saving is 19,47,397 KWH.
3. Modified the control circuit of brush motor on 235 no's Carding machines for getting stop automatically whenever Doffer Motor in stop condition. By doing this the total running hours of Brush motor gets reduced and thus 23,643 KWh saved.
4. As per OEM the parking time on all Overhead Fans was 30 sec previously and we have increased the same from 30 sec into 90 sec on 105 Overhead fans and 1,10,589 KWh saving achieved.
5. We have replaced 1093 numbers on various capacities of flood Light/Tube Light into LED light and thus we achieved saving of 72,634 KWh power in year.

b. Measures to be taken in during the Year (2019-20)

1. The old low efficient motors of around 368 numbers to be replaced with high efficient (IE-3) motors.
2. 250 VFD installation on Humidification plant cooling water pumps and Fans and production machines for power saving.

ii) The Steps taken by the Company for utilizing alternate Sources of energy-

We are having co-generation thermal power plant to meet the power requirement.

iii) The Capital investment on energy conservation equipment

For the year 2018-19, total expenditure for energy saving equipment is about ₹ 58.37 lakh.

B) TECHNOLOGY ABSORPTION 2018-2019

i) The efforts made by the Company towards technology absorption during the year under review are:

- Installed solar street light under CSR.
- Replaced the energy inefficient motor by IE3 energy efficient motors under EESL Project".
- Replacement of conventional tube lights with LED power saver bulbs.
- Automation in mixing-blending is done in few areas and rests are in process of completion.

C) Foreign Exchange Earnings and Outgo

During the year, foreign exchange outgo was ₹ 201.16 crore (which includes import of capital goods, stores & spares, coal, raw materials, consumables, payment of consultancy, dividend and travelling expenses etc.) while foreign exchange earned was ₹ 558.32 Crores.

For **BANSWARA SYNTEX LIMITED**

Place: Mumbai
Dated: 30th May, 2019

Rakesh Mehra
Chairman
DIN: 00467321

ANNEXURE – VIII To Director's Report

**Disclosure as per Rule 5(1) of Chapter XIII, Companies
(Appointment and Remuneration of Managerial Personnel Rules, 2014)**

1. The Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Sr. No.	Name of the Director and KMPs	Remuneration FY 2018-19 (₹ in Lakhs)	Ratio
1.	Shri R. L. Toshniwal*	**110.02	60.27:1
2.	Shri Ravindra Kumar Toshniwal	115.11	63.03:1
3.	Shri Rakesh Mehra	113.89	62.36:1
4.	Shri Shaleen Toshniwal	101.67	55.67:1
5.	Shri J.K. Jain	61.67	33.77:1
6.	Shri H P Kharwal	9.73	5.33:1

*Ceased on 21st February, 2019 due to death.

** Exclude Ex-gratia Payment of ₹ 146.60 Lakhs

2. The percentage increase/ (decrease) in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:-

Shri R.L. Toshniwal: (13.10) %

Shri Ravindra Kumar Toshniwal (Managing Director and Chief Executive Officer): (3.35) %

Shri Rakesh Mehra (Chairman): (1.95) %

Shri Shaleen Toshniwal (Joint Managing Director): (2.83) %

Shri J.K. Jain (Joint President & Chief Financial Officer): 23.93 %

Shri H.P. Kharwal (Company Secretary) : 5.07 %

3. The percentage increase in the median remuneration of employees in the financial year – Median 4.03%

4. The number of permanent employees on the rolls of company – 14,245.

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration

– Average increase in the remuneration of all employees excluding KMPs: (16.59) %

– Average increase in the remuneration of KMPs: (2.54) %

Justification: Employees salary increases are decided based on the individual performance, inflation, prevailing industry trends and benchmarks.

6. Affirmation that the remuneration is as per the remuneration policy of the company - Yes

For **BANSWARA SYNTEX LIMITED**

Place: Mumbai
Dated: 30th May, 2019

Rakesh Mehra
Chairman
DIN: 00467321

Annexure - IX to the Directors' Report
Statement of Particulars of Employees pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) of (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A person employed throughout the Financial Year and paid ₹ 8.50 Lakh per month and ₹ 102 Lakh per Annum

Sr. No.	Name of Employee	Designation	Remuneration (₹ in Lakhs)	Qualification Experience	Over-all Experience (Years)	Commencement of Employment	No. of Shares Held	Whether Permanent / Contractual	Age (Years)	Organisation	Post Held	Duration (Years)
1.	R. L. TOSHIWAL*	CHAIRMAN (upto 21 st February 2019)	256.62**	M.Tech. (UK)	56	01/08/1977	15965	Permanent	84	Oriental Carpets Mgs. (India) Ltd.	Chief Executive	6
2.	RAVINDRA KUMAR TOSHIWAL	MANAGING DIRECTOR	115.11	B.Tech (IIT-B)	32	01/08/1987	2248267	Permanent	54	-	-	-
3.	RAKESH MEHRA	CHAIRMAN (w.e.f. 30 th May 2019)	113.89	FCA	33	23/04/1986	6061	Permanent	62	R.R. Toshniwal Enterprises	Chief Executive	5
4.	SHALEEN TOSHIWAL	JT. MANAGING DIRECTOR	101.61	B.B.M (USA)	16	01/11/2005	2125180	Permanent	42	-	-	-
5.	J. K. RATHI	PRESIDENT	81.99	B.E. Mechanical	44	01/06/1978	-	Permanent	68	R.R. Toshniwal Enterprises	Manager	3
6.	J. K. JAIN	JOINT PRESIDENT & CFO	61.67	C.A. & C.S.	28	04/11/2000	10	Permanent	50	Shruti Synthetics	Gm Finance & C.S.	10
7.	PRASHANT JOSHI	SR.V.P.(FABRICS)	48.50	L.T.C.	16	13/12/2004	-	Permanent	55	Vora Synthetics, Bhilwada	GM Technical	1.5
8.	KAVITA SONI	SR. VP (CSR)	40.95	B.A. Economic	6	01/11/2012	602075	Permanent	54	-	-	-
9.	NEERAJ MISHRA	VP (FABRIC S & M)	32.01	MBA Marketing, D.Tex	9	28/03/2012	-	Permanent	49	Deegee Textile Pvt. Ltd.	VP Marketing	2
10	ASHOK MISHRA	VP (SPINNING)	30.24	B.Tech. Textile	39	04/07/2007	-	Permanent	65	Digjam	GM Spinning	27

*Ceased on 21st February, 2019 due to death.

** Include Ex-gratia Payment of ₹ 146.60 Lakhs.

Note

1. Shri R. L. Toshniwal*, Shri Ravindra Kumar Toshniwal, Shri Shaleen Toshniwal and Shri Rakesh Mehra are relatives among each other.
2. Shri Ravindra Kumar Toshniwal and Shri Shaleen Toshniwal are holding more than 2% of paid up capital of the Company i.e. 13.13 % and 12.41% respectively.

For **BANSWARA SYNTEX LIMITED**

Rakesh Mehra
Chairman
DIN: 00467321

Place: Mumbai
Dated: 30th May, 2019

Annexure-X to the Directors' Report

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31st March, 2019

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

I. REGISTRATION & OTHER DETAILS:

i) CIN	:	L24302RJ1976PLC001684
ii) Registration Date	:	5 th May, 1976
iii) Name of the Company	:	BANSWARA SYNTEX LIMITED
iv) Category/Sub-category of the Company	:	Public Limited Company/Non- Government Company
v) Address of the Registered office & contact details.	:	Industrial Area, Dahod Road, Post Box No. 21, Banswara - 327001, Rajasthan, India Ph. No. (02962) 257676/257679-681
vi) Whether listed company	:	Yes
vii) Name, Address & Contact details of the Registrar and Transfer Agent, if any.	:	Computech Sharecap Limited, 147, Mahatma Gandhi Road, Fort, Mumbai - 400001 (Maharashtra) email : helpdesk@computechsharecap.in Phone No. 022-22635000

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1.	Yarn	13114	40%
2.	Fabric	13134	39%
3.	Garments	14101	21%

III. PARTICULARS OF HOLDING, SUBSIDIARY and ASSOCIATE COMPANIES

Sr. No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1.	Tesca Textiles and Seat Component (India) Pvt. Ltd. (Formerly Known as Treves Banswara Pvt. Ltd) Navagaon Road, Industrial Area, Banswara -327001 (Rajasthan)	U17290RJ2012PTC037666	JOINT VENTURE (ASSOCIATE)	50%	2(6)

IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	8612082	0	8612082	50.32	8612082	0	8612082	50.32	0.00%
b) Central Govt. or State Govt.									
c) Bodies Corporates	1363919	0	1363919	7.97	1363919	0	1363919	7.97	0.00%
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL:(A) (1)	9976001	0	9976001	58.28	9976001	0	9976001	58.28	0.00%
(2) Foreign									
a) NRI- Individuals	100000	0	100000	0.58	100000	0	100000	0.58	0.00%
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)	100000	0	100000	0.58	100000	0	100000	0.58	0.00%
Total Shareholding of Pro-moter (A)= (A)(1)+(A)(2)	10076001	0	10076001	58.87	10076001	0	10076001	58.87	0.00%
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	300	300	0.00	0	300	300	0.00	0.00%
b) Banks/FI	4164	450	4614	0.03	0	450	450	0.00	-0.02%
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	735538	0	735538	4.30	735538	0	735538	4.30	0.00%
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	739702	750	740452	4.33	735538	750	736288	4.30	-0.02%
(2) Non Institutions									
a) Bodies corporates	2721715	6178	2727893	15.94	2661187	6178	2667365	15.58	-0.35%
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakhs	2219461	298556	2518017	14.71	2144722	274627	2419349	14.13	-0.58%
ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakhs	1053679	0	1053679	6.16	1217039	0	1217039	7.11	0.95%
c) Others (specify) NRI	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(2):	5994855	304734	6299589	36.81	6022948	280805	6303753	36.83	0.02%
Total Public Shareholding (B)= (B)(1)+(B)(2)	6734557	305484	7040041	41.13	6758486	281555	7040041	41.13	0.00%
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	16810558	305484	17116042	100	16834487	281555	17116042	100	0.00%

ii) Shareholding of Promoters

Sr. No.	Promoters Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1.	Smt.Kavita Soni	602075	3.52	0.00%	602075	3.52	0.00%	0.00
2.	Smt.Navnita Mehra	602638	3.52	0.00%	602638	3.52	0.00%	0.00
3.	Smt.Prem Toshniwal	896359	5.24	0.00%	896359	5.24	0.00%	0.00
4.	Smt.Radhika Toshniwal	1182482	6.91	0.00%	1182482	6.91	0.00%	0.00
5.	Shri Rakesh Mehra	6061	0.04	0.00%	6061	0.04	0.00%	0.00
6.	Shri Rameshwar Lal Toshniwal*	15965	0.09	0.00%	15965	0.09	0.00%	0.00
7.	Shri Ravindra Kumar Toshniwal	2248267	13.14	0.00%	2248267	13.14	0.00%	0.00
8.	Shri Shaleen Toshniwal	2125180	12.42	0.00%	2125180	12.42	0.00%	0.00
9.	Smt.Sonal Toshniwal	833055	4.87	0.00%	833055	4.87	0.00%	0.00
10.	Shri Dhruv Ravindra Toshniwal	100000	0.58	0.00%	100000	0.58	0.00%	0.00
11.	Shri Udit Ravindra Toshniwal	100000	0.58	0.00%	100000	0.58	0.00%	0.00
12.	Lawson Trading Co. Pvt. Ltd.	405018	2.37	0.00%	405018	2.37	0.00%	0.00
13.	Moonfine Trading Co. Pvt. Ltd.	194500	1.14	0.00%	194500	1.14	0.00%	0.00
14.	Niral Trading Pvt. Ltd.	561665	3.28	0.00%	561665	3.28	0.00%	0.00
15.	Speedshore Trading Co. Pvt. Ltd.	202736	1.18	0.00%	202736	1.18	0.00%	0.00
	Total	10076001	58.87	0.00%	10076001	58.87	0.00%	0.00

* Ceased on 21st February, 2019 due to death

iii) Change In Promoters' Shareholding (Please specify, if there is no change)

Sr. 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
	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)				
1.	Shri R. L. Toshniwal (No Change)*	15965	0.09	15965	0.09
2.	Smt. Kavita Soni (No Change)	602075	3.52	602075	3.52
3.	Shri Shaleen Toshniwal (No Change)	2125180	12.42	2125180	12.42
4.	Smt.Sonal Toshniwal (No Change)	833055	4.87	833055	4.87
5.	Smt.Navnita Mehra (No Change)	602638	3.52	602638	3.52
6.	Shri Ravindra Kumar Toshniwal (No Change)	2248267	13.14	2248267	13.14
7.	Smt. Prem Toshniwal (No Change)	896359	5.24	896359	5.24
8.	Smt. Radhika Toshniwal (No Change)	1182482	6.91	1182482	6.91
9.	Shri Dhruv Ravindra Kumar Toshniwal (No Change)	100000	0.58	100000	0.58
10.	Shri Udit Ravindra Toshniwal (No Change)	100000	0.58	100000	0.58
11.	Shri Rakesh Mehra (No Change)	6061	0.04	6061	0.04
12.	Niral Trading Pvt. Ltd. (No Change)	561665	3.28	561665	3.28
13.	Lawson Trading Company Pvt. Ltd. (No Change)	405018	2.37	405018	2.37
14.	Moonfine Trading Company Pvt. Ltd. (No Change)	194500	1.14	194500	1.14
15.	Speedshore Trading Company Pvt. Ltd. (No Change)	202736	1.18	202736	1.18

* Ceased on 21st February, 2019 due to death

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

Sr. No.	Shareholders 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
1.	KOTAK MAHINDRA (INTERNATIONAL) LIMITED (No Change)		1289556	7.53	1289556	7.53
2.	ELARA INDIA OPPORTUNITIES FUND LIMITED (No Change)		658780	3.85	658780	3.85
3.	INDUS KAMDHENU FUND LIMITED (No Change)		600000	3.51	600000	3.51
4.	MEFCOM CAPITAL MARKETS LIMITED At the beginning of the Year 01.04.2018 Disposal of Shares 23.11.2018 At the end of the year 31.03.2019	57006	351306	2.05	294300 294300	1.72 1.72
5.	LATA SAIGAL At the beginning of the Year 01.04.2018 Acquisition of Shares 13.04.2018 Acquisition of Shares 20.04.2018 Acquisition of Shares 27.04.2018 Acquisition of Shares 04.05.2018 Acquisition of Shares 11.05.2018 Disposal of Shares 21.09.2018 Disposal of Shares 05.10.2018 Disposal of Shares 04.01.2019 At the end of the year 31.03.2019	25272 7302 15315 5325 26000 251 2131 3480	51305	0.30	76577 83879 99194 104519 130519 130268 128137 124657 124657	0.45 0.49 0.58 0.61 0.76 0.76 0.75 0.73 0.73
6.	SUCHITA BHANDARI (No Change)		108417	0.63	108417	0.63
7.	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS At the beginning of the Year 01.04.2018 Transfer of shares to the IEPF A/c in CDSL 25.03.2019 At the end of the year 31.03.2019	4888	87782	0.51	92670 92670	0.54 0.54
8.	NOMURA SINGAPORE LIMITED (No change)		76758	0.45	76758	0.45
9.	SHEKHAWATI SYNTEX PRIVATE LIMITED (No Change)		75000	0.44	75000	0.44
10.	MARWADI SHARES AND FINANCE LTD. At the beginning of the Year 01.04.2018 Acquisition of Shares 06.04.2018 Disposal of Shares 13.04.2018 Acquisition of Shares 20.04.2018 Disposal of Shares 27.04.2018 Disposal of Shares 04.05.2018 Disposal of Shares 11.05.2018 Acquisition of Shares 18.05.2018 Acquisition of Shares 25.05.2018 Disposal of Shares 01.06.2018 Acquisition of Shares 08.06.2018 Disposal of Shares 15.06.2018 Disposal of Shares 22.06.2018 Acquisition of Shares 29.06.2018 Acquisition of Shares 06.07.2018 Acquisition of Shares 13.07.2018 Acquisition of Shares 20.07.2018 Acquisition of Shares 27.07.2018	13813 199 553 1254 703 1651 2509 27 13 489 13558 131 17 2415 41 2477 1065	1503	0.01	15316 15117 15670 14416 13713 12062 14571 14598 14585 15074 1516 1385 1402 3817 3858 6335 7400	0.09 0.09 0.09 0.08 0.08 0.07 0.09 0.09 0.09 0.09 0.01 0.01 0.01 0.02 0.02 0.04 0.04

Sr. No.	Shareholders 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
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc)					
	Disposal of Shares 03.08.2018	2754			4646	0.03
	Acquisition of Shares 10.08.2018	645			5291	0.03
	Acquisition of Shares 17.08.2018	60			5351	0.03
	Disposal of Shares 24.08.2018	588			4763	0.03
	Acquisition of Shares 31.08.2018	818			5581	0.03
	Acquisition of Shares 07.09.2018	33			5614	0.03
	Disposal of Shares 14.09.2018	2153			3461	0.02
	Acquisition of Shares 17.09.2018	134			3595	0.02
	Disposal of Shares 21.09.2018	3595			0	0.00
	Acquisition of Shares 28.09.2018	3228			3228	0.02
	Acquisition of Shares 05.10.2018	465			3693	0.02
	Acquisition of Shares 12.10.2018	132			3825	0.02
	Disposal of Shares 19.10.2018	172			3653	0.02
	Disposal of Shares 26.10.2018	157			3496	0.02
	Acquisition of Shares 02.11.2018	316			3812	0.02
	Disposal of Shares 09.11.2018	23			3789	0.02
	Disposal of Shares 16.11.2018	3789			0	0.00
	Acquisition of Shares 23.11.2018	33638			33638	0.20
	Acquisition of Shares 30.11.2018	4911			38549	0.23
	Acquisition of Shares 07.12.2018	1322			39871	0.23
	Acquisition of Shares 14.12.2018	57			39928	0.23
	Acquisition of Shares 21.12.2018	987			40915	0.24
	Disposal of Shares 04.01.2019	1201			39714	0.23
	Disposal of Shares 11.01.2019	315			39399	0.23
	Acquisition of Shares 18.01.2019	107			39506	0.23
	Disposal of Shares 25.01.2019	370			39136	0.23
	Acquisition of Shares 01.02.2019	332			39468	0.23
	Disposal of Shares 08.02.2019	165			39303	0.23
	Disposal of Shares 15.02.2019	85			39218	0.23
	Disposal of Shares 22.02.2019	144			39074	0.23
	Disposal of Shares 01.03.2019	406			38668	0.23
	Acquisition of Shares 08.03.2019	707			39375	0.23
	Disposal of Shares 15.03.2019	456			38919	0.23
	Acquisition of Shares 22.03.2019	22813			61732	0.36
	Disposal of Shares 29.03.2019	60			61672	0.36
	At the end of the year 31.03.2019				61672	0.36

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Date wise increase/decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc)		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.	Shri R.L. Toshniwal* At the beginning of the year 01.04.2018 At the end of the year 31.03.2019		15965	0.09	15965	0.09
2.	Shri Ravindra Kumar Toshniwal At the beginning of the year 01.04.2018 At the end of the year 31.03.2019		2248267	13.14	2248267	13.14
3.	Shri Shaleen Toshniwal At the beginning of the year 01.04.2018 At the end of the year 31.03.2019		2125180	12.42	2125180	12.42

Sr. No.	Date wise increase/decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc)	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
4.	Shri Rakesh Mehra At the beginning of the year 01.04.2018 At the end of the year 31.03.2019	6061	0.04	6061	0.04
5.	Shri J. M. Mehta At the beginning of the year 01.04.2018 At the end of the year 31.03.2019	205	0.00	205	0.00
6.	Shri J. K. Jain At the beginning of the year 01.04.2018 At the end of the year 31.03.2019	10	0.00	10	0.00

*Ceased on 21st February, 2019 due to death

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (₹ in Lakhs)

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	21258.16	-	2855	24113.16
ii) Interest due but not paid	55.40	-	-	55.40
iii) Interest accrued but not due	1.33	-	-	1.33
Total (i+ii+iii)	21314.89	-	2855	24169.89
Change in Indebtedness during the financial year				
Additions	2468.49	-	667	3135.49
Reduction	-7841.68	-	-379	-8220.68
Net Change	-5373.19	-	288	-5085.19
Indebtedness at the end of the financial year				
i) Principal Amount	15907.91	-	3143	19050.91
ii) Interest due but not paid	32.78	-	-	32.78
iii) Interest accrued but not due	1.01	-	-	1.01
Total (i+ii+iii)	15941.70	-	3143	19084.70

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A) Remuneration to Managing Director, Whole time director and/or Manager: (₹ in Lakhs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Shri RL Toshniwal* (CM)	Shri Ravindra Kumar Toshniwal (MD)	Shri Rakesh Mehra (CM)	Shri Shaleen Toshniwal (J.M.D.)	
1.	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	77.14	75.00	75.00	66.6	293.74
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	179.48	40.12	38.89	35.01	256.52
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
	Total (A)	256.62	115.12	113.89	101.61	587.24
	Ceiling as per the Act					

B) Remuneration to other directors:

(₹ in Lakhs)

Sr. No.	Particulars of Remuneration	Name of Directors								Total
		Shri Kamal Kishore Kacholia	Shri P. Kumar	Shri D. P. Garg	Shri Vijay Mehta	Dr. S.B. Agarwal	Shri Vijay Kumar Agarwal	Dr. Vaijayanti Ajit Pandit	Shri J. M. Mehta	
1.	(a) Fee for attending board committee meetings (b) Commission (c) Others, please specify	2.40	3.30	1.80	1.80	3.00	0.90	2.10	1.50	16.80
	Total (1)	2.40	3.30	1.80	1.80	3.00	0.90	2.10	1.50	16.80
2.	Other Non-Executive Directors • Fee for attending board committee meetings • Commission • Others, please specify	-	-	-	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-	-	-	-
	Total (B)=(1+2)	2.40	3.30	1.80	1.80	3.00	0.90	2.10	1.50	16.80
	Total Managerial Remuneration	2.40	3.30	1.80	1.80	3.00	0.90	2.10	1.50	16.80
	Overall Ceiling as per the Act	-	-	-	-	-	-	-	-	-

C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD

(₹ in Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Chief Financial Officer	Company Secretary	Total
1.	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	61.67	9.73	71.40
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-
5.	Others, please specify	-	-	-
	Total	61.67	9.73	71.40

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY		Not Applicable			
Penalty					
Punishment					
Compounding					
B. DIRECTORS		Not Applicable			
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT		Not Applicable			
Penalty					
Punishment					
Compounding					

For and on behalf of the Board

Place: Mumbai
Dated: 30th May, 2019

Rakesh Mehra
Chairman
DIN: 00467321



Standalone Financial Statements

INDEPENDENT AUDITORS' REPORT

To,

THE MEMBERS OF**BANSWARA SYNTAX LIMITED,****Report on the Audit of the Standalone Ind AS Financial Statements****Opinion**

We have audited the standalone Ind AS financial statements of **Banswara Syntex Limited** ('the company') which comprise the balance sheet as at 31st March, 2019, and the statement of Profit and Loss, statement of changes in equity, and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS 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, 2019, and profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

Key Audit Matter	How our audit addressed the matter
Fraud Committed During the Financial year 2017-18, the Company reported to the stock exchanges about a fraud of ₹ 196.89 Lakhs approximately committed by the two employees at Surat Plant by including 50 fictitious workers in the payroll and the matter was under investigation	The Audit Committee in their meeting held on 13th August 2018 mandated us to investigate the matter with respect to the fraud committed at Surat Plant. The Audit team investigated the same by applying required procedures and found that the amount was embezzled by collusion of HR Manager with Cashier. The amount determined on investigation was ₹ 188.87 lakhs (Approx.) against the amount of ₹ 196.89 lakhs (Approx.) estimated by the Company. In addition, the Company had paid towards statutory contributions aggregating to ₹ 14.43 lakhs (Approx.) An amount of ₹ 50 Lakhs was offered by the respondents on non-refundable basis before the High Court of Gujarat at Ahmedabad. The amount has been received by the Company, pending adjudication. The procedures adopted for the verification of wage payments included the following to ensure adequate controls. - Reviewed the system of internal control in respect of human resource and performed substantive procedures to test the effectiveness of internal control; - Verified the correctness of Wage Sheets with attendance records maintained by Time- Keeper to determine authenticity of wage sheet preparation and authorisation; - Verified correctness of Overtime/ Extra Rewards with attendance records maintained by the Company as in the case of Wage Sheets; - Checked correctness of the recording of Wage Sheets in the financial records; and - Verified the robustness of the process of wages disbursement

Key Audit Matter	How our audit addressed the matter
Implementation of SAP at Plants The Company is still in the process of implementation of inventory module in ERP-SAP which is in final stages.	Our audit procedures for verification of inventory and its valuation included: - Review the existing system of internal control and perform substantive procedures to test the effectiveness of operating internal controls; - Testing the system of recording movement in inventories by co-relating to ERP- SAP and passing of necessary adjustment in ERP system; and - The year-end valuation of inventory was test checked by selecting representative sample of raw material, work in process and finished goods at different locations and their physical verification on different dates by rolling forward/backward to ensure the correctness of the same on the balance sheet date

Information Other than the Standalone Ind AS financial statements and Auditor's Report Thereon

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

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Ind AS 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 standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Indian accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the company and for preventing and detecting frauds and other irregularities; selection and

application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting

a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless

law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 (including other comprehensive income), and the Cash Flow Statement and the Statement of Change in Equity dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards (Ind AS) 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, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V to the Companies Act, 2013.
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 46 to the standalone Ind AS financial statements;
- ii. The company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts-Refer Note No.50(d) of the Financial Statements.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

For K. G. Somani & Co.
Chartered Accountants
Firm Registration No: 006591N

(Kavita Goyal)
Partner
Membership No: 063419

Place of Signature: New Delhi
Date: 30th May, 2019

Annexure A" to the Independent Auditors' Report of even date on the Standalone Ind AS Financial Statements of Banswara Syntex Limited for the year ended 31st March, 2019

- i. a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) The fixed assets were physically verified by the management during the year. There is a regular program of verification, which in our opinion, is reasonable having regard to the size of the Company and nature of its business. No material discrepancies were noticed on such verifications.
- c) Based on our verification and according to information and explanation given to us, the title deeds of immovable properties are held in the name of the company. Fourteen title deeds are mortgaged with the Banks/Financial Institution for securing the long-term borrowings.
- ii. The inventory has been physically verified by the management at reasonable intervals during the year except inventory lying with the third parties. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on comparison of physical verification with book records were not material and have been properly dealt with in the books of account.
- iii. According to the information and explanation given to us by the management and records produced, 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. Therefore, paragraph 3(iii) of the Order is not applicable to the Company.
- iv. In our opinion and according to the information and explanation given to us, the Company has complied with the Provision of Section 186 of the Companies 2013 in respect of the Investment made. The company has not granted any loans and has not given any guarantee and security under the provision of Section 185 of the Companies Act 2013.
- v. The Company has accepted deposits and complied with directives issued by the Reserve Bank of India and the provisions of the Companies Act 2013 and the rules frame there under. No order has been passed with respect to section 73 to 76 by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal.
- vi. The Company has maintained cost records as required under section 148(1) of the Companies Act, 2013. However, we are neither required to carry out, nor have carried Out any detailed examination of such accounts and records.
- vii. a. The Company is generally regular in depositing undisputed statutory dues including provident fund, Employees' State Insurance, income tax, sales tax, service-

tax, duty of customs, duty of excise, value added tax, Goods & Service Tax, cess and any other statutory dues applicable with the appropriate authorities. According to the information and explanation given to us, there are no undisputed statutory dues which were outstanding as on 31st March, 2019 for a period of more than six months from the date the same become payable.

- b. According to information and explanation given to us, and as per our examination of records of the Company, following are the particulars of dues on account of sales tax, service tax, entry tax, trade tax, income tax, duty of customs, royalty, provident fund, duty of excise and cess matters that have not been deposited on account of dispute as on 31st March, 2019.

Name of the statute	Nature of disputed Dues	Amount outstanding (₹ In Lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act 1961	Income Tax	664.88	AY 2010-11, 2014-15 & 2015-16	CIT(Appeals) Udaipur
Custom Act, 1962	Custom Duty	313.38	Financial Year 2012-2013	Rajasthan High Court, Jodhpur

- viii. According to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to any financial institutions or banks, The Company has not taken any loan from the Government and has not issued any debentures.
- ix. The Company has not made any public offer (including debts instruments) during the year. According to the information and explanations given to us, the money raised by the Company by way of terms loans have been applied for the purpose for which they were obtained.
- x. The According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid / provided for managerial remuneration within the limit specified in section 197 of the Companies Act 2013.
- xii. The Company is not a Nidhi Company as specified in the Nidhi Rules, 2014. Thus, the requirements under para 3(xii) of the Companies (Auditor's Report) Order 2016 are not applicable to the Company.
- xiii. According to the information and explanations given to us, all transactions with related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

xv.

According to the information and explanations given to us, the Company has not entered into non-cash transactions with the directors or persons connected with him covered under the provisions of section 192 of the Companies Act, 2013.

xvi.

According to the information and explanations given to us, the Company is not a Non-banking finance company, hence registration under section 45-IA of the Reserve Bank of India Act, 1934 does not arise. Accordingly, provision of clause 3(xvi) of the order is not applicable to the company.

For K. G. Somani & Co.

Chartered Accountants

Firm Registration No: 006591N

(Kavita Goyal)

Partner

Membership No: 063419

Place of Signature: New Delhi

Date: 30th May, 2019

Annexure B" to the Independent Auditors' Report of even date on the Standalone Ind AS Financial Statements of Banswara Syntex Limited for the year ended 31st March, 2019

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 Banswara Syntex Limited ("the Company") as of 31st March, 2019 in conjunction with our audit of the standalone Ind AS 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 (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the 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 prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, 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 Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, "based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For K. G. Somani & Co.

Chartered Accountants

Firm Registration No: 006591N

(Kavita Goyal)

Partner

Membership No: 063419

Place of Signature: New Delhi

Date: 30th May, 2019

BALANCE SHEET AS AT 31ST MARCH, 2019

(₹ In Lakhs)

PARTICULARS	Note No.	As at 31 st March, 2019	As at 31 st March, 2018
ASSETS			
Non-Current Assets			
(a) Property, Plant & Equipment	2	41,356.17	45,501.42
(b) Capital Work-in-Progress	2	5.06	535.80
(c) Intangible Assets	3	410.18	487.38
(d) Investment in Joint Ventures	4	360.00	360.00
(e) Financial Assets			
(i) Investments	5	-	0.18
(ii) Loans	6	240.20	242.49
(iii) Others	7	281.94	200.17
(f) Other Non-Current Assets	8	737.14	760.73
		43,390.69	48,088.17
Current Assets			
(a) Inventories	9	28,790.59	30,956.74
(b) Financial Assets			
(i) Investments	10	17.81	16.55
(ii) Trade Receivables	11	16,341.56	18,267.54
(iii) Cash and Cash Equivalents	12	806.19	369.97
(iv) Bank balances other than (iii) above	13	958.94	957.60
(v) Loans	14	150.01	222.78
(vi) Others	15	2,129.25	1,772.05
(c) Other current assets	16	6,164.50	6,640.39
		55,358.85	59,203.62
Total Assets		98,749.54	107,291.79
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	17	1,711.60	1,711.60
(b) Other Equity	18	27,732.87	25,213.38
		29,444.47	26,924.98
LIABILITIES			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	19	14,039.14	18,536.14
(b) Provisions	20	362.69	744.71
(c) Deferred Tax Liabilities (Net)	21	3,350.19	4,170.76
(d) Government Grant	22	716.53	796.40
		18,468.55	24,248.01
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	23	27,951.08	29,377.08
(ii) Trade Payables	24		
a.) Total outstanding dues of micro enterprises and small enterprises;		80.81	25.74
b.) Total outstanding dues of creditors other than micro enterprises and small enterprises		13,291.50	17,212.09
(iii) Other Financial Liabilities	25	5,702.33	6,351.17
(b) Other Current Liabilities	26	3,236.47	2,623.63
(c) Government Grant	22	79.87	79.87
(d) Provisions	27	380.72	449.22
(e) Current Tax Liabilities (Net)	28	113.74	-
		50,836.52	56,118.80
Total Equity and Liabilities		98,749.54	107,291.79

Significant Accounting Policies, Notes on Accounts and other disclosures from Note no. 1 to 59 forming part of these financial statements.

In terms of our Audit Report of even date:

For and on behalf of the Board of Directors

For K.G. SOMANI & CO.Chartered Accountants
FRN - 006591N**Rakesh Mehra**DIN : 00467321
Chairman**Ravindra Kumar Toshniwal**DIN : 00106789
Managing Director**Kavita Goyal**Partner
M.No. 063419**P. Kumar**DIN : 00179074
Chairman (Audit Committee)**J. K. Jain**

Jt. President & CFO

Place : New Delhi
Dated : 30th May, 2019Place : Mumbai
Dated : 30th May, 2019**H. P. Kharwal**
Company Secretary

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2019

(₹ In Lakhs)

PARTICULARS	Note No.	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Income:			
Sale of Products & Services (Gross)	29	132,823.73	126,597.19
Other Operating Revenue	29	2,269.74	2,813.24
Revenue From Operations		135,093.47	129,410.43
Other Income	30	1,357.78	1,600.21
Total Revenue(I)		136,451.25	131,010.64
Expenses :			
Cost of Materials Consumed	31	65,770.78	61,381.50
Excise Duty		-	208.91
Changes in Inventories Of Finished Goods, Stock-In-Trade and Work-In-Progress	32	1,001.02	877.22
Employee Benefits Expenses	33	23,691.25	23,584.75
Finance Costs	34	5,639.96	5,913.40
Depreciation And Amortization Expenses	35	5,487.39	5,756.71
Impairment Losses	35	-	83.46
Other Expenses	36	32,611.08	32,253.41
Total Expenses(II)		134,201.48	130,059.36
Profit before exceptional items and tax (III) = (I-II)		2,249.77	951.28
Exceptional Item (net) (IV)	37	(298.87)	135.11
Profit before tax (V) = (III+IV)		1,950.90	1,086.39
Tax Expense :			
(1) Current tax			
Current Year		394.11	619.47
Tax Adjustment of Earlier Years		(37.11)	(5.47)
(2) Deferred Tax		(820.57)	(319.28)
Total Tax Expenses (VI)		(463.57)	294.72
Profit After Tax (VII) = (V)-(VI)		2,414.47	791.67
Other Comprehensive Income			
A. Item that will not be reclassified to profit or loss			
(i) Remeasurment of defined benefit plan		282.55	296.26
(ii) Tax relating to Remeasurment of defined benefit plan		(60.89)	(102.53)
B. Item that will be reclassified to profit or loss		-	-
Total Other Comprehensive Income (VIII)		221.66	193.73
Total Comprehensive Income for the Period (IX) = (VII+VIII)		2,636.13	985.40
Earnings per equity share (in ₹)	38		
(1) Basic (Face Value of ₹ 10 each)		14.11	4.63
(2) Diluted (Face Value of ₹ 10 each)		14.11	4.63

Significant Accounting Policies, Notes on Accounts and other disclosures from Note no. 1 to 59 forming part of these financial statements.

In terms of our Audit Report of even date:

For and on behalf of the Board of Directors

For K.G. SOMANI & CO.

Chartered Accountants
FRN - 006591N

Rakesh Mehra

DIN : 00467321
Chairman

Ravindra Kumar Toshniwal

DIN : 00106789
Managing Director

Kavita Goyal

Partner
M.No. 063419

P. Kumar

DIN : 00179074
Chairman (Audit Committee)

J. K. Jain

Jt. President & CFO

Place : New Delhi

Dated: 30th May, 2019

Place : Mumbai

Dated : 30th May, 2019

H. P. Kharwal

Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

(₹ In Lakhs)

PARTICULARS	For the year ended 2018-19		For the year ended 2017-18	
A) Cash Flow From Operating Activities :-				
Net Profit Before Tax as per Statement of Profit and Loss		1,950.90		1,086.39
Adjusted for :				
Depreciation	5,487.39		5,756.71	
Impairment Losses	-		83.46	
Loss on Discard of Property, Plant and Equipment	121.60		-	
Deferred Government Grant transferred to profit & loss	(79.87)		(78.68)	
Loss/(Profit) on Sale of Property, Plant & Equipment (net)	177.27		(135.11)	
Loss on Disposal of Investment	-		3.46	
Interest paid	5,639.96		5,913.40	
Fair value (gain)/loss transferred to profit & loss	(1.27)		9.37	
Rental Income	(22.28)	11,322.80	(25.17)	11,527.44
Operating profit before working capital changes		13,273.70		12,613.83
Adjusted for :				
(Increase)/Decrease in trade & other receivable	2,128.40		(6,634.71)	
(Increase)/Decrease in inventories	2,166.15		1,959.04	
(Increase)/Decrease in Bank balance and Term Deposits other than Cash and Cash Equivalents"	(1.34)		(255.93)	
Increase/(Decrease) in trade payable and others	(3,534.80)	758.41	3,674.17	(1,257.43)
Cash generated from operations		14,032.11		11,356.40
Net Tax (Inflow)/Outflow		304.15		767.94
Net cash from operating activities (A)		13,727.96		10,588.46
B) Cash Flow From Investing Activities :-				
Purchase of Property, Plant and Equipment		(1,187.69)		(2,944.22)
Intangible Assets Under Development		-		(285.59)
Sale of Property, Plant and Equipment		259.41		329.58
Government Grant Received		-		76.47
Term Deposit with Banks		(81.77)		293.06
Rent received		22.28		25.17
Net cash used in investing activities (B)		(987.77)		(2,505.53)
C) Cash Flow From Financing Activities :-				
Proceeds from long term borrowings		518.80		2,151.53
Repayment of long term borrowings		(5,891.98)		(6,092.86)
Interest paid		(5,639.96)		(5,933.45)
Increase /(Decrease) in bank borrowings		(1,426.00)		334.01
Proceeds from unsecured loans		800.92		1,778.68
Repayment of unsecured loans		(459.41)		(529.00)
Dividend and tax thereon Paid		(206.34)		(206.00)
Net cash from financing activities (C)		(12,303.97)		(8,497.09)
Net Increase/ (Decrease) in cash and cash equivalents (A+B+C)		436.22		(414.16)
Opening balance of cash and cash equivalents		369.97		784.13
Closing balance of cash and cash equivalents		806.19		369.97

Cash and Cash Equivalent includes:-

Particulars	As at 31.03.2019	As at 31.03.2018
Cash on hand	41.57	28.21
Balance in current account	764.62	341.76
Total	806.19	369.97

Note:

1. The above Statement of Cash Flow has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.
2. Refer Note No. 50 for details of undrawn borrowings facilities that may be available for the future operating activities and to settle future capital commitment.
3. Figures in bracket indicate cash outflow.

In terms of our Audit Report of even date:

For and on behalf of the Board of Directors

For K.G. SOMANI & CO.

Chartered Accountants
FRN - 006591N

Rakesh Mehra

DIN : 00467321
Chairman

Ravindra Kumar Toshniwal

DIN : 00106789
Managing Director

Kavita Goyal

Partner
M.No. 063419

P. Kumar

DIN : 00179074
Chairman (Audit Committee)

J. K. Jain

Jt. President & CFO

Place : New Delhi

Dated: 30th May, 2019

Place : Mumbai

Dated : 30th May, 2019

H. P. Kharwal

Company Secretary

Statement of changes in Equity for the year ended 31st March, 2019**A. Equity Share Capital**

(₹ In Lakhs)

Particulars	As at 31 st March ,2019		As at 31 st March ,2018	
	No of Shares	Amount	No of Shares	Amount
Balance at the beginning of the year	17,116,042	1,711.60	17,116,042	1,711.60
Changes in equity share capital during the year	-	-	-	-
Balance at the end of the year	17,116,042	1,711.60	17,116,042	1,711.60

B. Other Equity

(₹ In Lakhs)

Particulars	Reserves and Surplus					Total
	Capital Reserve	Securities Premium	Capital Redemption Reserve	General Reserve	Retained Earnings	
As at 1st April, 2018	20.43	2,959.00	173.00	16,137.10	5,923.85	25,213.38
Profit for the year	-	-	-	-	2,414.47	2,414.47
Effect of Transition Provision IND AS 115 (Refer Note No 48) Net of Tax	-	-	-	-	89.70	89.70
Other comprehensive income	-	-	-	-	221.66	221.66
Total comprehensive income	-	-	-	-	2,725.83	2,725.83
Transfer from Surplus	-	-	-	1,000.00	(1,000.00)	-
Dividends on Equity Shares for the year	-	-	-	-	(171.16)	(171.16)
Dividend distribution tax on cash dividend	-	-	-	-	(35.18)	(35.18)
As at 31st March 2019	20.43	2,959.00	173.00	17,137.10	7,443.34	27,732.87

(₹ In Lakhs)

Particulars	Reserves and Surplus					Total
	Capital Reserve	Securities Premium	Capital Redemption Reserve	General Reserve	Retained Earnings	
As at 1st April, 2017	20.43	2,959.00	173.00	15,637.10	5,734.15	24,523.68
Profit for the year	-	-	-	-	791.67	791.67
Effect of Transition Provision IND AS 115 (Refer Note No 48) Net of Tax	-	-	-	-	(89.70)	(89.70)
Other comprehensive income	-	-	-	-	193.73	193.73
Total comprehensive income	-	-	-	-	895.70	895.70
Transfer from Surplus	-	-	-	500.00	(500.00)	-
Dividends on Equity Shares for the year	-	-	-	-	(171.16)	(171.16)
Dividend distribution tax on cash dividend	-	-	-	-	(34.84)	(34.84)
As at 31st March 2018	20.43	2,959.00	173.00	16,137.10	5,923.85	25,213.38

Significant Accounting Policies, Notes on Accounts and other disclosures from Note no. 1 to 59 forming part of these financial statements.

In terms of our Audit Report of even date:

For and on behalf of the Board of Directors

For K.G. SOMANI & CO.Chartered Accountants
FRN - 006591N**Rakesh Mehra**DIN : 00467321
Chairman**Ravindra Kumar Toshniwal**DIN : 00106789
Managing Director**Kavita Goyal**Partner
M.No. 063419**P. Kumar**DIN : 00179074
Chairman (Audit Committee)**J. K. Jain**

Jt. President & CFO

Place : New Delhi

Dated: 30th May, 2019

Place : Mumbai

Dated : 30th May, 2019**H. P. Kharwal**

Company Secretary

1. Significant Accounting Policies for the Financial Year 2018-19

A. Corporate Information

Banswara Syntex Limited ("the Company") is a Company domiciled in India and limited by shares (CIN: L24302RJ1976PLC001684). The shares of the Company are publicly traded on the National Stock Exchange of India Limited and Bombay Stock Exchange Limited. The address of the Company's registered office is Industrial Area, Dahod Road, Post Box No. 21, subsequent amendments thereto, the Companies Act, 2013 (to the extent applicable) and applicable provisions of the Companies Act, 1956.

These financial statements were authorized for issue by Board of Directors on 30th May 2019.

B. Statement of Compliance and Basis of Preparation

1. Compliance with Ind AS

These Financial Statements are prepared on going concern basis following accrual basis of accounting and comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto, the Companies Act, 2013 (to the extent applicable) and applicable provisions of the Companies Act, 1956.

2. Basis of measurement/Use of Estimates

- (i) The Financial Statements are prepared on accrual basis under the historical cost convention except certain financial assets and liabilities (including derivatives instruments) that are measured at fair value. The methods used to measure fair values are discussed in notes no. 51 to financial statements.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

- (ii) The preparation of financial statements requires judgments, estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized. Major Estimates are discussed in Part D.

3. Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest Lakhs (up to two decimals), except as stated otherwise.

4. Current and non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is current when it is:

- Expected to be realized or intended to sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or

- There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets/liabilities are classified as non-current.

C. Significant accounting policies

A summary of the significant accounting policies applied in the preparation of the financial statements are as given below. These accounting policies have been applied consistently to all periods presented in the financial statements.

1. Property, plant & equipment

1.1. Initial recognition and measurement

An item of property, plant and equipments recognized as an asset if and only if it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably.

Items of property, plant and equipments are measured at cost less accumulated depreciation/amortization and accumulated impairment losses. Cost includes expenditure that is directly attributable to bringing the asset, inclusive of non-refundable taxes & duties, to the location and condition necessary for it to be capable of operating in the manner intended by management.

When parts of an item of property, plant and equipments have different useful lives, they are recognized separately.

Items of spare parts, stand-by equipment and servicing equipment which meet the definition of property, plant and equipment are capitalized.

1.2. Subsequent costs

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of Property, Plant and Equipment are recognized in the statement of profit and loss as incurred.

1.3. Derecognition

Property, Plant and Equipment are derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized in the statement of profit and loss.

1.4. Depreciation

Depreciation is recognized in statement of profit and loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. Leasehold lands are amortized over the lease term unless it is reasonably certain that the Company will obtain ownership by the end of the lease term.

Assets costing up to ₹ 5,000/- are fully depreciated in the year of acquisition.

Depreciation on additions to/deductions from property, plant and equipment during the year is charged on pro-rata basis from/up to the date on which the asset is available for use/disposed.

Where it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably, subsequent expenditure on a property, plant and equipment along-with its unamortized depreciable amount is charged off prospectively over the revised useful life determined by technical assessment.

In circumstance, where a property is abandoned, the cumulative capitalized costs relating to the property are written off in the same period.

2. Capital work-in-progress

The cost of self-constructed assets includes the cost of materials & direct labour, any other costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management and borrowing costs.

Expenses directly attributable to construction of property, plant and equipment incurred till they are ready for their intended use are identified and allocated on a systematic basis on the cost of related assets.

3. Intangible assets and intangible assets under development

3.1. Initial recognition and measurement

An intangible asset is recognized if and only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the company and the cost of the asset can be measured reliably.

Intangible assets acquired by the Company are measured on initial recognized at cost. Subsequent measurement is done at cost less accumulated amortization and accumulated impairment losses. Cost includes any directly attributable incidental expenses necessary to make the assets ready for its intended use.

Expenditure on development activities is capitalized only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Company intends to and has sufficient resources to complete development and to use or sell the asset.

Expenditure incurred which are eligible for capitalizations under intangible assets are carried as intangible assets under development till they are ready for their intended use.

3.2. Subsequent costs

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

3.3. Derecognition

An intangible asset is derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of intangible assets are determined by comparing the proceeds from disposal with the carrying amount of intangible assets and are recognized in the statement of profit and loss.

3.4. Amortization

Intangible assets having definite life are amortized on straight line method in their useful lives. Useful life of computer software is estimated at six years.

4. Borrowing Cost

Borrowing costs that are directly attributable to the acquisition, construction/exploration/ development or erection of qualifying assets are capitalized as part of cost of such asset until such time the assets are substantially ready for their intended use. Qualifying assets are assets which take a substantial period of time to get ready for their intended use or sale. Capitalization of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying assets for their intended uses are complete. Borrowing costs consist of (a) interest expense calculated using the effective interest method as described in Ind AS 109 – 'Financial Instruments' (b) finance charges in respect of finance leases recognized in accordance with Ind AS 17 – 'Leases' and (c) exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs. Income earned on temporary investment of the borrowings pending their expenditure on the qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are charged to revenue as and when incurred.

5. Investment in Joint Venture

These are Company's Separate Financial Statements. Company has opted to show investments in Joint Venture at cost. Dividend from these is recognized as and when right to receive is established.

6. Inventories

Inventories are valued at the lower of cost or net realizable value. Cost includes cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average cost basis. Costs of purchased inventory are determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Spare parts other than those capitalized as Property, Plant and Equipment are carried as inventory.

The diminution in the value of obsolete, unserviceable and surplus stores & spares is ascertained on review and provided for.

7. Cash and Cash Equivalent

Cash and cash equivalent in the balance sheet comprise cash at banks and cash on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of change in value.

8. Government Grants

Government grants are recognized only when its reasonable certainty that economics benefit flow to the entities and attached conditions will be complied with it

Government grants are recognized and shown in the balance sheet as liability and income is accrued based on the terms of schemes in the statement of profit and loss over a phased manner in consideration with scheme terms and related use of assets.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Profit and Loss on straight –line basis over the expected lives of related assets and presented within other income.

9. Provisions , Contingent liabilities and Contingent Assets

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

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

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

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Contingent liabilities are disclosed on the basis of judgment of the management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

Contingent assets are possible assets that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are disclosed in the financial statements when inflow of economic benefits is probable on the basis of judgment of management. These are assessed continually to ensure that developments are appropriately reflected in the financial statements.

10. Foreign currency transactions and translation

Transactions in foreign currencies are initially recorded at the functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in Statement of profit or loss in the year in which it arises.

Non-monetary items are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

11. Revenue

Revenue is to be recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. To recognize revenues, the company apply the following five step approach.

- (1) Identify the contract with a customer
- (2) Identify the performance obligations in the contract
- (3) Determine the transaction price,
- (4) Allocate the transaction price to the performance obligations in the contract
- (5) Recognize revenues when a performance obligation is satisfied.

Control implies the ability to obtain the benefits from and direct the usage of the asset while also preventing other entities from obtaining benefits and directing usage.

Effective 1st April, 2018, the company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts

a) Income from Sale of Goods

Revenue from sale of products are recognized at a point in time on transfer of promised product to customer upon transfer of control in an amount that reflects the consideration that the company expects to receive in exchange for those product.

b) Income from Rendering of Services

Income from sale of services is recognised when (or as) the company satisfies performance obligation by transferring promised services to the customer i.e. at a point in time

Other Export Benefit

Export Benefits are accounted for in the year of export at net market realizable value.

Interest Income

For all financial instruments classified and measured at amortized cost, interest income is recorded using the effective interest rate (EIR). The EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the Statement of Profit or loss.

Dividend

Dividend Income is recognized when the Company's right to receive is established which generally occurs when the shareholders approve the dividend.

Other Income

Other income is recognized in the statement of profit and loss when increase in future economic benefits related to an increase in an asset or a decrease of a liability has arisen that can be measured reliably.

Variable consideration

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in

the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

Trade receivables

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

Contract liabilities

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

12. Employee Benefits

12.1. Short Term Employee Benefit

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognized for the amount expected to be paid under performance related pay if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

12.2. Post-Employment benefits

Employee benefit that are payable after the completion of employment are Post-Employment Benefit (other than termination benefit). These are of two type:

12.2.1. Defined contribution plans

Defined contribution plans are those plans in which an entity pays fixed contribution into separate entities and will have no legal or constructive obligation to pay further amounts. Provident Fund and Employee State Insurance are Defined Contribution Plans in which the Company pays a fixed contribution and will have no further obligation.

12.2.2. Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

Company pays Gratuity as per provisions of the Gratuity Act, 1972. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognized past service costs and the fair value of any plan assets are deducted. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Company's obligations and that are denominated in the same currency in which the benefits are expected to be paid.

The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a liability to the company, the present value of liability is recognized as provision for employee benefit. Any actuarial gains or losses are recognized in Other Comprehensive Income ("OCI") in the period in which they arise.

12.3 Other long-term employee benefits

Benefits under the Company's leave encashment, long-service award and economic rehabilitation scheme constitute other long term employee benefits. The Company's net obligation in respect of leave encashment is the amount of future benefit that employees have earned in return for their service in the

current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Company's obligations. The calculation is performed using the projected unit credit method. Actuarial gains or losses are recognized in statement of profit or loss in the period in which they arise. In case of funded plans, the fair value of plant asset is reduced from the gross obligation, to recognize the obligation on the net basis.

13. Taxes

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

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted and as applicable at the reporting date, and any adjustment to tax payable in respect of previous years. Current taxes are recognized under 'Income tax payable' net of payments on account, or under 'Tax receivables' where there is a debit balance.

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Deferred tax is recognized in the statement of profit or loss except to the extent that it relates to items recognized directly in OCI or equity, in which case it is recognized in OCI or equity.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Tax credit is recognized in respect of Minimum Alternative Tax (MAT) paid in terms of section 115JAA of the Income Tax, 1961 based on convincing evidence that the Company will pay normal income tax within statutory time frame and the same is reviewed at each balance sheet date. MAT credit are in the form of unused tax credits that are carried forward by the Company for a specified period of time, hence it is grouped with Deferred Tax Assets.

Additional income taxes that arise from the distribution of dividends are recognized at the same time that the liability to pay the related dividend is recognized.

14. Leases

14.1. As Lessee

Accounting for finance leases

Leases of Property, Plant and Equipment where the Company, as lessee has substantially all risks and rewards of ownership are classified as finance lease. On initial recognition, assets held under finance leases are recorded as Property, Plant and Equipment and the related liability is recognized under borrowings. At inception of the lease, finance leases are recorded at amounts equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments. Minimum lease payments made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability.

Accounting for operating leases

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating lease. Payments made under operating leases are recognized as an expense over the lease term.

14.2 As Lessor

At inception of an arrangement, the Company determines whether such an arrangement is or contains a lease. A specific asset is subject of a lease if fulfillment of the arrangement is dependent on the use of that specified asset. An arrangement conveys the right to use the asset if the arrangement conveys to the customer the right to control the use of the underlying asset. Arrangements that do not take the legal form

of a lease but convey rights to customers/suppliers to use an asset in return for a payment or a series of payments are identified as either finance leases or operating leases.

Accounting for finance leases

The amounts due from lessees under finance leases are recorded in the balance sheet as financial assets, classified as finance lease receivables, at the amount of the net investment in the lease.

Accounting for operating leases

Rental income from operating leases is recognized on a straight line basis over the term of the arrangement.

15. Impairment of Non-financial Assets

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS 36 'Impairment of Assets'. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit", or "CGU").

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in statement of profit or loss. Impairment losses recognized in respect of CGUs are reduced from the carrying amounts of goodwill of that CGU, if any and then the assets of the CGU.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

16. Dividends

Dividends and interim dividends payable to a Company's shareholders are recognized as changes in equity in the period in which they are approved by the shareholders' meeting and the Board of Directors respectively.

17. Material Prior Period Errors

Material prior period errors are corrected retrospectively by restating the comparative amounts for the prior periods presented in which the error occurred. If the error occurred before the earliest prior period presented, the opening balances of assets, liabilities and equity for the earliest prior period presented, are restated.

18. Earnings Per Share

Basic earnings per equity share is computed by dividing the net profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the financial year.

Diluted earnings per equity share is computed by dividing the net profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

19. Statement of Cash Flows

Statement of cash flows is prepared in accordance with the indirect method prescribed in Ind AS-7 'Statement of cash flows'.

20. Financial instruments

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

20.1. Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus or minus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition or issue of the financial asset.

Subsequent measurement

Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- (a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- (b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the Effective Interest Rate method ("EIR"). Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit and loss. This category generally applies to trade and other receivables.

Debt instrument at FVTOCI (Fair Value through OCI)

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- (a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- (b) The asset's contractual cash flows represent SPPI

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the OCI. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On Derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL (Fair value through profit or loss)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to classify a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Equity investments

All equity investments in entities are measured (except equity investment joint venture) at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instruments, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However the company may transfer cumulative gain or loss within the equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Equity investments in joint ventures are measured at cost.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortized cost e.g., loans, debt securities, deposits, trade receivables and bank balance.
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 115

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

Trade receivables or contract assets resulting from transactions within the scope of Ind AS 11 and Ind AS 115 if they do not contain a significant financing component

- Trade receivables or contract assets resulting from transactions within the scope of Ind AS 11 and Ind AS 115 that contain a significant financing component, if the Company applies practical expedient to ignore separation of time value of money, and

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

Financial liabilities

Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any material transaction that are any integral part of the EIR. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the Derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Derivative financial instruments

The Company uses forwards to mitigate the risk of changes in interest rates, exchange rates and commodity prices. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss.

D. Major Estimates made in preparing Financial Statements

1. Useful life of property, plant and equipment and intangible assets

The estimated useful life of property, plant and equipment is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

Useful life of the assets other than Plant and machinery are in accordance with Schedule II of the Companies Act, 2013.

The Company reviews at the end of each reporting date the useful life of property, plant and equipment, and are adjusted prospectively, if appropriate.

Intangible assets is being amortized on straight line basis over the period of six years.

2. Post-employment benefit plans

Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, the rate of salary increases and the inflation rate. The Company considers that the assumptions used to measure its obligations are appropriate and documented. However, any changes in these assumptions may have a material impact on the resulting calculations.

3. Provisions and contingencies

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Ind AS 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events has required best judgment by management regarding the probability of exposure to potential loss. Should circumstances change following unforeseeable developments, this likelihood could alter.

4. Asset Held for Sale

Significant judgment is required to apply the accounting of non-current assets held for sale under Ind AS 105 'Non-current Assets Held for Sale and Discontinued Operations'. In assessing the applicability, management has exercised judgment to evaluate the availability of the asset for immediate sale, management's commitment for the sale and probability of sale within one year to conclude if their carrying amount will be recovered principally through a sale transaction rather than through continuing use.

NOTE NO. '2' NON CURRENT ASSETS: PROPERTY, PLANT & EQUIPMENTAs at 31st March, 2019

(₹ In Lakhs)

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK	
	As at 01.04.2018	Additions during the year	Disposals/ Adjustment	As at 31.03.2019	As at 1.04.2018	For the Year	Deductions/ Adjustments	Up to 31.03.2019	As at 31.03.2019	As at 31.03.2018
Lease Hold Land	322.47	-	-	322.47	10.02	4.81	-	14.82	307.65	312.45
Free Hold Land	896.01	38.09	-	934.11	-	-	-	-	934.11	896.01
Buildings & Road	13,655.09	576.08	0.05	14,231.11	922.94	483.20	-	1,406.14	12,824.97	12,732.15
Plant & Equipment	38,895.12	954.15	742.03	39,107.25	9,492.94	4,454.93	288.77	13,659.09	25,448.15	29,402.19
Building Machinery	0.07	-	-	0.07	-	-	-	-	0.07	0.07
Electric & Water Supply Installation	1,224.38	46.30	31.38	1,239.31	322.44	142.75	2.45	462.74	776.56	901.95
Furniture & Fixtures	530.24	4.06	7.40	526.89	187.51	71.68	3.27	255.92	270.97	342.73
Office Equipments	464.69	35.42	2.90	497.20	228.35	83.56	1.82	310.10	187.11	236.33
Vehicles	624.93	12.41	94.30	543.04	203.14	70.03	23.47	249.69	293.35	421.79
Capital Spares	367.80	132.08	-	499.88	112.04	95.13	-	207.17	292.71	255.75
Plant & Machinery Under Finance Lease (Refer Note no 42)	-	24.62	-	24.62	-	4.10	-	4.10	20.52	-
TOTAL	56,980.80	1,823.21	878.06	57,925.95	11,479.38	5,410.19	319.78	16,569.77	41,356.17	45,501.42

As at 31st March, 2018

(₹ In Lakhs)

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK	
	As at 01.04.2017	Additions during the year	Disposals/ Adjustment	As at 31.03.2018	As at 1.04.2017	For the Year	Deductions/ Adjustments	Up to 31.03.2018	As at 31.03.2018	As at 31.03.2017
Lease Hold Land	322.47	-	-	322.47	5.21	4.81	-	10.02	312.45	317.27
Free Hold Land	310.01	586.00	-	896.01	-	-	-	-	896.01	310.01
Buildings & Road	13,086.17	568.92	-	13,655.09	452.57	470.37	-	922.94	12,732.15	12,633.59
Plant & Equipment	37,815.87	1,240.52	161.27	38,895.12	4,791.32	4,725.15	23.54	9,492.94	29,402.19	33,024.55
Building Machinery	0.07	-	-	0.07	-	-	-	-	0.07	0.07
Electric & Water Supply Installation	1,156.46	67.92	-	1,224.38	159.22	163.21	-	322.43	901.95	997.23
Furniture & Fixtures	513.64	21.97	5.37	530.24	97.91	89.71	0.11	187.51	342.73	415.73
Office Equipments	372.49	92.52	0.32	464.69	108.07	120.29	-	228.36	236.33	264.42
Vehicles	600.57	77.44	53.08	624.93	89.22	115.84	1.92	203.14	421.79	511.35
Capital Spares	167.20	200.60	-	367.80	44.94	67.10	-	112.04	255.75	122.25
TOTAL	54,344.95	2,855.89	220.04	56,980.80	5,748.46	5,756.48	25.57	11,479.38	45,501.42	48,596.47

- 2.1. The Company has Capitalized Road & Building amounting to ₹ 497.60 lakhs in the previous years at Mumbai from M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. The Company has taken the equity shares in M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. to establish the right of ownership & possession.

As per the audited financial statement of M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. for the year ended on 31st March, 2018 the company holds 876 Equity Shares which comprise 35.90 % of Share capital of that company. The company does not have any control on the M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. as per conditions prescribed under IND-AS 110. Further, the equity shares of M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. is not in the nature of investment. Therefore it has not been shown as Investment under the head Financial Instrument.

- 2.2. Depreciation has been charged on Straight Line Method (SLM) based on useful life of the assets as mentioned in Schedule II of the Companies Act, 2013, except in case of Plant & machinery where the useful life has been taken as ascertained by the Independent Chartered Engineer and technical experts of the Company. The useful life of the Plant & Machinery so ascertained is ranging from 10 to 18 years on triple shift basis in certain plants as against the life of 15 years given in Part C of Schedule II of the Companies Act, 2013. Further, considering materiality of assets costing less than ₹ 5,000 are fully depreciated in the year of purchase/acquisition. The Company provide pro-rata depreciation from/to the date on which asset is acquired or put to use/ disposed off as appropriate.
- 2.3 Lease hold lands are amortised over the period of lease.

NOTE NO. '2' CAPITAL WORK IN PROGRESS

As at 31st March, 2019

(₹ In Lakhs)

DESCRIPTION OF ASSETS	As at 01.04.2018	Additions during the year	Deductions/ adjustments	Capitalized during the year	As at 31.03.2019
Capital Work In Progress for					
- Buildings & Road	339.11	236.97	-	576.08	-
- Plant & Equipment	186.14	772.10	-	954.15	4.09
- Water & Electric Installation	10.55	36.72	-	46.30	0.97
TOTAL	535.80	1,045.79	-	1,576.53	5.06

As at 31st March, 2018

(₹ In Lakhs)

DESCRIPTION OF ASSETS	As at 01.04.2017	Additions during the year	Deductions/ adjustments	Capitalized during the year	As at 31.03.2018
Capital Work In Progress for					
- Buildings & Road	118.17	789.86	-	568.92	339.11
- Plant & Equipment	273.92	1,236.20	83.46	1,240.52	186.14
- Water & Electric Installation	4.99	73.48	-	67.92	10.55
TOTAL	397.08	2,099.54	83.46	1,877.36	535.80

NOTE NO. '3' NON CURRENT ASSETS: INTANGIBLE ASSETS

As at 31st March, 2019

(₹ In Lakhs)

DESCRIP- TION OF ASSETS	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK	
	As at 01.04.2018	Additions during the year	Disposals/ Adjust- ment	As at 31.03.2019	As at 1.04.2018	For the Year	Deduc- tions/ Adjust- ments	Up to 31.03.2019	As at 31.03.2019	As at 31.03.2018
Software	487.59	-	-	487.59	0.21	77.20	-	77.41	410.18	487.38
	487.59	-	-	487.59	0.21	77.20	-	77.41	410.18	487.38

As at 31st March, 2018

(₹ In Lakhs)

DESCRIP- TION OF ASSETS	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK	
	As at 01.04.2017	Additions during the year	Disposals/ Adjust- ment	As at 31.03.2018	As at 1.04.2017	For the Year	Deduc- tions/ Adjust- ments	Up to 31.03.2018	As at 31.03.2018	As at 31.03.2017
Software	-	487.59	-	487.59	-	0.21	-	0.21	487.38	-
	-	487.59	-	487.59	-	0.21	-	0.21	487.38	-

NOTE NO. '4' NON CURRENT ASSETS : INVESTMENT IN JOINT VENTURES

(₹ In Lakhs)

Particulars	No.of shares/ C.Y./(P.Y.)	Face value per share/ C.Y./(P.Y.)	As at 31 st March, 2019	As at 31 st March, 2018
Joint Venture Company				
Tesca Textiles & Seat Components (India) Private Limited (Formerly known as Treves Banswara Private Limited)	3600000 (3600000)	10 (10)	360.00	360.00
TOTAL			360.00	360.00
Aggregate value of Unquoted Investment			360.00	360.00

C.Y. = Current Year; P.Y. = Previous Year;

NOTE NO. '5' NON CURRENT FINANCIAL ASSETS : INVESTMENTS

(₹ In Lakhs)

Particulars	No. of shares/ C.Y./ (P.Y.)	Face value per share/ C.Y./ (P.Y.)	As at 31 st March, 2019	As at 31 st March, 2018
Equity instrument (Fully Paid up- Unless otherwise stated, at cost)				
Unquoted (designated at fair value through Profit and Loss)			-	0.05
New Indian Co operative Bank Ltd.	(500)	(10)		
Investment in Government securities				
National Savings Certificate (Deposited with State and Central Govt. Authorities)			-	0.13
Total			-	0.18
Aggregate value of Unquoted Investment			-	0.18

C.Y. = Current Year ; P.Y. = Previous Year ;

NOTE NO. '6' NON CURRENT FINANCIAL ASSETS : LOANS

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Unsecured, Considered good		
Security Deposits	240.20	240.49
Total	240.20	240.49

NOTE NO. '7' OTHER NON CURRENT FINANCIAL ASSETS

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Term deposits held as margin money* (with maturity more than 12 months)	244.01	172.35
Other Term Deposits (with maturity more than 12 months)	31.21	21.51
Interest Accrued on Term deposits	6.72	6.31
Total	281.94	200.17

* To avail Non fund based facilities from banks.

NOTE NO. '8' OTHER NON CURRENT ASSETS

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Capital Advances	105.85	210.63
Advance Other than Capital Advances		
Prepaid Lease Charges	27.69	29.53
Prepaid Expenses	23.61	36.13
Advance Income Tax (Net of Provision of ₹ 976.86 Lakhs, {Previous Year ₹ 362.92 Lakhs})	229.99	153.76
Income Tax Paid Under Protest	350.00	330.68
Total	737.14	760.73

NOTE NO. '9' INVENTORIES

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
(At lower of Cost and Net Realizable Value)		
Raw Materials	10,393.37	10,959.38
Works-in-Progress	4,927.34	4820.36
Finished goods		
Yarn	4,691.52	4,141.84
Cloth (Processed)	5,112.25	6,747.34
Garment	1,728.28	1,841.11
Stores & Spares	1,771.60	2,370.72
Waste	166.23	75.99
Total	28,790.59	30,956.74

The above inventories includes goods in transit as under

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Finished goods		
Yarn	606.33	384.26
Cloth (Processed)	1,316.83	651.06
Garment	275.62	-
Total	2,198.78	1,035.32

9.1 Inventories include stocks lying with third parties ₹ 351.40 Lakhs (Previous Year ₹ 218.61 Lakhs)
NOTE NO. '10' CURRENT FINANCIAL ASSETS: INVESTMENTS

(₹ In Lakhs)

Particulars	No. of shares/ C.Y./ (P.Y.)	Face value per share/units C.Y./ (P.Y.)	As at 31 st March, 2019	As at 31 st March, 2018
Quoted (measured at fair value through profit or loss)				
In Equity Shares				
Union Bank of India	10114 (10114)	10 (10)	9.67	9.51
Unquoted (measured at fair value through profit or loss)				
Ambojini Property Developers Private Limited	360 (360)	10 (10)	0.07	0.07
In Debentures				
Unquoted (measured at fair value through profit or loss)				
10% Ambojini Property Developers Private Limited OCD	3542 (3542)	100 (100)	8.07	6.97
Total			17.81	16.55

C.Y. = Current Year ; P.Y. = Previous Year

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
In Equity (Quoted)		
Aggregate Book Value	18.91	18.91
Aggregate Market Value	9.74	9.58
Impaired in the previous years	9.37	9.37
In Debenture (Quoted)		
Aggregate Book Value	3.54	3.54
Aggregate Market Value	8.07	6.97

NOTE NO. '11' CURRENT FINANCIAL ASSETS: TRADE RECEIVABLES

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Trade receivables		
- Considered good - unsecured	16,327.24	18,267.54
- Receivables which have significant increase in credit risk	14.32	-
- Receivables credit impaired	1,396.72	1,498.21
	17,738.28	19,765.75
Less: Impairment allowance for doubtful trade receivables	1,396.72	1,498.21
Total	16,341.56	18,267.54

- a) Trade receivables are hypothecated to the banks for availing the fund based and non- fund based working capital facilities.
- b) Amount of ₹ 87.82 Lakhs (Previous Year ₹ 115.96 Lakhs) is receivable from Tesca Textiles & Seat Components (India) Private Limited (Formerly known as Treves Banswara Private Limited) Refe note no .45

MOVEMENT IN IMPAIRMENT ALLOWANCE FOR DOUBTFUL TRADE RECEIVABLES

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Balance at the beginning of the year	1,498.21	1,399.58
Impairment Allowance for the year	-	118.32
Write off Trade Receivables (Net of Recovery)	(101.49)	(19.69)
Balance at the end of the year	1,396.72	1,498.21

NOTE NO. '12' CASH AND CASH EQUIVALENTS

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
A. Balances with Banks		
-Current Account	764.62	341.76
B. Cash On Hand	41.57	28.21
Total	806.19	369.97

NOTE NO '13' BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENT

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Unpaid Dividend Account	29.60	32.89
Term Deposits held as margin money* (with maturity more then 3 months & less than 12 months)	477.70	702.10
Other Term Bank Deposits (with maturity more then 3 months & less than 12 months)	451.64	222.61
Total	958.94	957.60

* To avail Non fund based facilities from banks.

There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at year end.

NOTE NO. '14' CURRENT FINANCIAL ASSETS: LOANS

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Unsecured, Considered good		
Loans & Advances to Employees	150.01	187.58
Advance Income Tax and Tax deducted at source	341.26	757.20
Less: Provision for Taxation (as per contra)	341.26	722.00
Total	150.01	222.78

NOTE NO. '15' OTHER CURRENT FINANCIAL ASSETS

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Unsecured, considered good		
Claim Receivable under TUFs	317.66	271.08
Forward Contract Assets	82.83	-
Other Claim Receivables	249.79	252.03
Other Export Receivables	1,478.97	1248.94
Total	2,129.25	1772.05

NOTE NO. '16' OTHER CURRENT ASSETS

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Unsecured, considered good		
Advance Other than Capital Advance		
Advance to Suppliers	411.66	688.83
Recoverable from Revenue Authorities : Considered Good	5,433.95	5,819.99
Recoverable from Revenue Authorities : Considered Doubtful	29.57	29.57
Prepaid Expenses	317.04	129.72
Prepaid Lease Rent	1.85	1.85
	6,194.07	6,669.96
Impairment allowance for doubtful recoverable from revenue Authorities	29.57	29.57
Total	6,164.50	6,640.39

NOTE NO. '17' EQUITY SHARE CAPITAL

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Authorized		
6,08,50,000 Equity Shares of ₹10/- each	6,085.00	6,085.00
(6,08,50,000 Equity Shares of ₹ 10/- each as at 31 st March, 2018)		
5,00,000 3% Redeemable Preference Shares of ₹100/- each	500.00	500.00
(5,00,000, 3% Redeemable Preference Share of ₹ 100/- each as at 31 st March, 2018)		
3,00,000 3% Redeemable Cumulative Preference Shares of ₹100/- each (3,00,000 3% Redeemable Cumulative Preference Share of ₹ 100/- each As at 31 st March, 2018)	300.00	300.00
	6,885.00	6,885.00
Issued		
1,71,43,057 Equity Shares of ₹ 10/- each	1,714.31	1,714.31
(1,71,43,057 Equity Shares of ₹ 10/- each as at 31 st March, 2018)		
	1,714.31	1,714.31
Subscribed and fully Paid		
1,71,16,042 Equity Shares of ₹ 10/- each	1,711.60	1,711.60
(1,71,16,042 Equity Shares of ₹ 10/- each as at 31 st March, 2018)		
	1,711.60	1,711.60

17.1 Reconciliation of Number of Equity Shares Outstanding

Shares (In Nos.)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
At the beginning of the year	17,116,042	17,116,042
Issued during the year	-	-
Forfeited during the year	-	-
At the end of the year	17,116,042	17,116,042

17.2 Rights, preferences and restrictions to the shareholders : Equity Shares

All equity shareholders are having right to get dividend in proportion to paid up value of the each equity share as and when declared.

The Company has equity shares having a par value of ₹ 10 each. Each shareholder is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the company has, and has exercised, any right of lien.

17.3 - Details of Shareholder's holding more than 5% of each class of shares issued by the Company -

Name of shareholder	As at 31.03.2019		As at 31.03.2018	
	No. of Shares	% of Shares	No. of Shares	% of Shares
Equity Shares				
Shri Ravindra Kumar Toshniwal	2,248,267	13.14%	2,248,267	13.14%
Shri Shaleen Toshniwal	2,125,180	12.42%	2,125,180	12.42%
Smt. Radhika Toshniwal	1,182,482	6.91%	1,182,482	6.91%
Smt. Prem Toshniwal	896,359	5.24%	896,359	5.24%
Kotak Mahindra (International) Limited	1,289,556	7.53%	1,289,556	7.53%

NOTE NO. '18' OTHER EQUITY

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Reserves and Surplus		
Capital Reserve	20.43	20.43
Capital Redemption Reserve	173.00	173.00
Securities Premium	2,959.00	2,959.00
General Reserve	17,137.10	16,137.10
Retained Earnings	7,443.34	5,923.85
Total	27,732.87	25,213.38

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
(A) Capital Reserve		
Opening Balance	20.43	20.43
Closing Balance	20.43	20.43
(B) Capital Redemption Reserve		
Opening Balance	173.00	173.00
Closing Balance	173.00	173.00
(C) Securities Premium		
Opening balance	2,959.00	2,959.00
Closing Balance	2,959.00	2,959.00

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
(D) General Reserve		
Opening Balance	16,137.10	15,637.10
Add: Transfer from Surplus	1,000.00	500.00
Closing Balance	17,137.10	16,137.10
(F) Retained Earnings		
Opening Balance	5,923.85	5,734.15
Add : Profit for the year	2,414.47	791.67
Add: Remeasurment Gain/(Loss) of defined benefit plan (net of tax)	221.66	193.73
Add: Effect of Transition Provision IND AS 115 (Refer Note No 48) (net of tax)	89.70	(89.70)
Less : Transfer to General Reserve	1,000.00	500.00
Less : Dividend on Equity Shares paid during the Year	171.16	171.16
Less : Dividend Distribution Tax paid during the Year	35.18	34.84
	7,443.34	5,923.85
Total	27,732.87	25,213.38

NOTE NO. '19' NON CURRENT FINANCIAL LIABILITIES: BORROWINGS

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
TERM LOAN (SECURED)		
FROM BANK AND FINANCIAL INSTITUTIONS		
IDBI BANK LIMITED		
Term Loan - II		
Repayable in 30 variable quarterly installments	362.44	431.86
Term Loan - III		
Repayable in 30 variable quarterly installments	226.14	269.46
Term Loan - IV		
Repayable in 30 variable quarterly installments	539.34	642.62
Term Loan - V		
Repayable in 30 variable quarterly installments	1,221.87	1,321.87
Term Loan - VI		
Repayable in 32 variable quarterly installments	400.75	432.75
EXPORT IMPORT BANK OF INDIA		
Term Loan - I	860.94	1,195.57
Repayable in 23 variable quarterly installments		
Term Loan - II	1,251.06	1,642.01
Repayable in 24 variable quarterly installments		
Term Loan - VI	-	504.46
Repayable in 13 variable quarterly installments		
Term Loan - VII	886.62	1,241.27
Working Capital Term Loan		
BANK OF BARODA		
Term Loan - I	-	230.09
Repayable in 16 variable quarterly installments		
Term Loan - III	2,173.14	2,723.30
Repayable in 27 variable quarterly installments		
Term Loan - IV	1,232.36	1,408.41
Repayable in 32 variable quarterly installments		
Working Capital Term Loan	35.01	105.03
Repayable in 9 equal half yearly installments		

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
PUNJAB NATIONAL BANK		
Term Loan - III	731.28	857.50
Repayable in 32 variable quarterly installments		
Term Loan - IV	-	127.08
Repayable in 13 variable quarterly installments		
Working Capital Term Loan	-	425.30
Repayable in 8 equal half yearly monthly installments		
BANK OF INDIA		
Term Loan - II	-	188.71
Repayable in 16 variable quarterly installments		
UNION BANK OF INDIA		
Term Loan - II	336.00	896.00
Repayable in 20 variable quarterly installments		
Term Loan - III	1,700.00	1,850.00
Repayable in 32 variable quarterly installments		
Term Loan - IV	1,637.23	1,702.85
Repayable in 32 variable quarterly installments		
Term Loan - V	677.71	707.71
Repayable in 32 variable quarterly installments		
Term Loan - VI	1,056.12	821.22
Repayable in 32 variable quarterly installments		
Term Loan - VII	543.69	259.81
Repayable in 32 variable quarterly installments		
Corporate Term Loan	-	1,120.00
Repayable in 10 fixed half yearly installments		
Working Capital Term Loan	70.00	210.00
Repayable in 9 equal half yearly installments		
Sub-Total (A)	15,941.70	21,314.88
Less : Current Maturities		
IDBI Bank Ltd.	384.00	348.00
Export-Import Bank of India	1,355.83	1611.20
Bank of Baroda	866.51	1027.34
Punjab National Bank	156.28	684.88
Bank of India	-	188.71
Union Bank of India	898.48	1113.62
Sub-Total (B)	3,661.10	4,973.75
Total (I) = (A-B)	12,280.60	16,341.14
Fixed Deposits (Unsecured)		
From Directors	203.31	172.81
From Others	3,073.61	2,762.60
Includes ₹ 791.49 Lakhs (Previous years		
₹ 341.55 Lakhs) from related parties	3,276.92	2,935.41
Less : Current Maturities	1,531.92	740.41
Total (II)	1,745.00	2,195.00
Finance lease obligation (Secured)	21.17	-
Less : Current Maturities	7.63	-
Long term maturities of finance lease obligation (III)	13.54	-
Total (I+ii+II)	14,039.14	18,536.14

19.1 Securities/ Guarantees

A. For Term Loans from Financial Institutions and Banks:

- (i) Terms Loans from Financial Institutions and Banks are secured by a joint equitable mortgage and /or hypothecation charges ranking pari-passu on immovable/movable properties situated at Banswara, Daman and Surat, present and future of the Company and are also secured by second charge on current assets of the Company ranking pari-passu.
- (ii) Working Capital Term Loans from Banks are secured by first charge on current assets of the Company ranking Pari-passu and are also secured by second charge on fixed assets of the Company ranking pari-passu.
- (iii) Term Loans and Working Capital term Loans from Financial Institutions and Banks are guaranteed by Shri R.L.Toshniwal, Chairman (till 21st February, 2019) and Shri Ravindra Kumar Toshniwal, Managing Director in their personal capacities as per sanctions of the respective Financial Institutions and Banks.
- (iv) Term Loan and Working Capital Loan Interest rate ranging from 9.45% to 12.50% (Previous Year 9.20% to 11.40%)

B. For Fixed deposits

- (i) Fixed Deposits accepted by the Company are in accordance with the provisions of section 73(2)(a) and section 76 of the Companies Act, 2013 and rule 4(1) and 4(2) of the Companies (Acceptance of Deposits) Rules, 2014 are unsecured. Fixed Deposits are repayable within 1 to 3 years depending upon the terms of deposits.
- (ii) Fixed Deposits Interest rate ranging from 9% to 9.50% (Previous Year 9% to 9.50%)

NOTE NO. '20' NON CURRENT LIABILITIES: PROVISIONS

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Provisions for Employee benefits		
-Gratuity	471.39	882.36
Less : Short Term	283.81	316.34
	187.58	566.02
-Leave Encashment	272.02	311.57
Less : Short Term	96.91	132.88
	175.11	178.69
Total	362.69	744.71

NOTE NO. '21' NON CURRENT LIABILITIES: DEFERRED TAX LIABILITIES (Net)

Considering accounting procedure prescribed by the IND AS 12 " Income Taxes", the following amounts have been worked out and provided in books:

Major components of deferred tax balances

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Deferred Tax Liabilities		
i) Difference between accounting and tax depreciation (cumulative)	5,095.17	5,680.47
ii) On account of Forward Contract	28.94	(27.39)
TOTAL (I)	5,124.11	5,653.08
Deferred Tax Assets		
i) Provision for doubtful debts (to date)	488.07	523.53
ii) Disallowances under section 43B for non payment of expenses	475.34	438.02
iii) Employee Benefits	259.77	417.21
iv) Deferred Tax on Account of Deferred Government Grant	95.74	103.56
v) MAT Credit Entitlement	455.00	-
TOTAL (II)	1,773.92	1,482.32
Net Deferred Tax Liabilities (I-II)	3,350.19	4,170.76

NOTE NO. '22' GOVERNMENT GRANT

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Non Current		
Deferred Income	716.53	796.40
Current		
Deferred Income	79.87	79.87
Total	796.40	876.27

Government Grant : Movement during the year :-

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
At the beginning of the year	876.27	878.48
Add: Received during the Year	-	76.47
Less: Transferred to statement of profit and loss	79.87	78.68
As the end of the year	796.40	876.27

NOTE NO. '23' CURRENT FINANCIAL LIABILITIES: BORROWINGS

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Loans Repayable on Demand		
(Cash credits and packing credits)		
From Banks (Secured)		
Punjab National Bank	17,358.62	16,869.47
Union Bank of India	4,625.82	5,773.38
Bank of Baroda	2,288.30	2,542.46
Bank of India	2,365.36	2,755.19
Unsecured Loan from		
Other	1,312.98	1,436.58
Total	27,951.08	29,377.08

23.1 Securities and Guarantees

- (i) Loans repayable on demand from banks are secured by way of hypothecation (Floating charges) of Raw material, Dyes-Chemicals, Packing Materials, Stores & Spares, Stock-in-process, Finished goods, Book debts, Export Incentives and second charge on all the Property (situated at Banswara, Daman & Surat), Plant and Equipments of the Company and also guaranteed by Shri R.L. Toshniwal, Chairman (till 21st February, 2019) and Shri Ravindra Kumar Toshniwal, Managing Director in their personal capacities.
- (ii) Cash Credit Facility and Export Packing Credit Facility Interest rate ranging from 8.15% to 9.30% (Previous Year 9.20% to 12.40%).

NOTE NO. '24' CURRENT FINANCIAL LIABILITIES: TRADE PAYABLES

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Micro, Small & Medium Enterprises@	80.81	25.74
Others	13,291.50	17,212.09
Total	13,372.31	17,237.83

@ To the extent information received for status under the Micro, Small and Medium Enterprises Development Act, 2006.

24.1 Details of Dues to Micro Enterprises and Small Enterprises

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
The principal amount remaining unpaid to any supplier as at the end of the accounting year (No amount is due for more than 45 days)	80.81	25.74
The amount of interest paid by the buyer in terms of Section 16 of the Micro Small and Medium Enterprise Development Act, 2006, along with the amounts of the payment made to the supplier beyond appointed day during the accounting year.	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of the accounting year.	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years. Until such date when the interest dues as above are actually paid to the small enterprise for the purpose of Disallowance as a deductible expenditure under Section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	Nil	Nil

NOTE NO.'25' OTHER CURRENT FINANCIAL LIABILITIES

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Current Maturities of Borrowings and Fixed Deposit		
Term Loans (Secured)	3,661.09	4,973.75
Fixed Deposit (Unsecured)	1,531.92	740.41
Finance lease obligation (Secured)	7.63	-
Other Liabilities		
Unclaimed Dividend	29.60	32.89
Securities Deposits	206.64	216.63
Other Liabilities	265.45	309.10
Forward Contract Liability	-	78.39
Total	5,702.33	6,351.17

NOTE NO. '26' OTHER CURRENT LIABILITIES

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Contract Liabilities	349.71	383.17
Statutory Liabilities	2,886.76	2,240.46
Total	3,236.47	2,623.63

NOTE NO. '27' CURRENT LIABILITIES: PROVISIONS

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Provisions for Employee benefits		
-For Gratuity	283.81	316.34
-For Leave Encashment	96.91	132.88
Total	380.72	449.22

NOTE NO. '28' CURRENT TAX LIABILITIES (NET)

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Provision for Income Tax	455.00	722.00
Less : Advance Tax and TDS	341.26	722.00
Total	113.74	-

NOTE NO. '29' REVENUE FROM OPERATIONS

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
(a) Sale of products	130,307.69	124,053.41
(b) Sale of services	2,516.04	2,543.78
Sale of Products & Services (Gross)	132,823.73	126,597.19
(c) Other Operating Revenue		
Export Benefits:		
- Duty Draw Back/MEIS / Other Benefits	2,269.74	2,813.24
Total	135,093.47	129,410.43

NOTE NO. '30' OTHER INCOME

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Interest Income		
Interest Income from Fixed Deposits	80.67	82.21
Interest Income from Others	224.33	166.78
Rental Income	22.28	25.17
Other Non Operating Income		
Exchange Rate Fluctuation	642.01	898.16
Insurance Claim Received	64.24	148.33
Liabilities written back	99.37	64.18
Government Grants	79.87	78.68
Miscellaneous Receipts	143.74	136.70
Gain on Fair Value Measurement of Investment through FVTPL	1.27	-
Total	1,357.78	1,600.21

NOTE NO. '31' COST OF MATERIALS CONSUMED

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Raw Material Consumed		
Opening stock	10,959.38	12,505.65
Add : Purchases	60,634.14	54,618.63
	71,593.52	67,124.28
Less : Closing stock	10,393.37	10,959.38
	61,200.15	56,164.90
Dyes & Chemicals Consumed	4,570.63	5,216.60
Total	65,770.78	61,381.50

NOTE NO. '32' CHANGES IN INVENTORIES

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
A. Finished Goods		
Opening Stock		
Yarn	4,141.84	4,510.93
Cloth	6,747.34	6,227.61
Garment	1,841.11	1,637.46
	12,730.29	12,376.00
Closing Stock		
Yarn	4,691.52	4,141.84
Cloth	5,112.25	6,747.34
Garment	1,728.28	1,841.11
	11,532.05	12,730.29
B. Work-in Progress		
Opening Stock		
Yarn	1,851.43	2,032.39
Cloth	2,323.25	3,319.50
Garment	645.68	717.60
	4,820.36	6,069.49
Closing Stock		
Yarn	1,895.01	1,851.43
Cloth	2,676.32	2,323.25
Garment	356.01	645.68
	4,927.34	4,820.36
C. Waste		
Opening Stock	75.99	58.37
Closing Stock	166.23	75.99
Total	1,001.02	877.22

NOTE NO. '33' EMPLOYEE BENEFITS EXPENSES

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Salaries, Wages, Allowance, Bonus etc.	21,429.67	21,127.41
Contribution to Provident & Other Funds	1,657.82	1,844.09
Workmen & Staff Welfare Expenses	603.76	613.25
Total	23,691.25	23,584.75

Disclosure as per Ind AS 19' Employee Benefit
A) Defined contribution plan

Employer's contribution to provident fund paid ₹ 1,192.49 Lakhs (Previous year ₹ 1,287.63 Lakhs) has been recognized as expense for the year.

Employer's contribution to Employee State Insurance Corporation paid ₹ 409.05 Lakhs (Previous year ₹ 425.95 Lakhs) has been recognized as expense for the year.

The Company's Provident Fund is administered by the Trust. The Rules of the Company's Provident Fund administered by a Trust require that if the Board of the Trustees are unable to pay interest at the rate declared for Employees' Provident Fund by the Government under Para 60 of the Employees' Provident Fund Scheme, 1952 for the reason that the return on investment is less or for any other reason, then the deficiency shall be made good by the Company. Having regard to the assets of the fund and the return on the investments, the Company does not expect any deficiency in the foreseeable future.

B) Defined benefits plan

The Company has following post employment benefits which are in the nature of defined benefit plans:

Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan administered by a Trust and the Company makes contributions to recognised Trust..

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Change in defined benefit obligations:		
Defined benefit obligation, beginning of the year	1,927.66	1,833.26
Current service cost	130.39	456.15
Interest cost	432.97	126.11
Past service cost	-	85.86
Benefits paid	(455.34)	(276.36)
Actuarial (gains)/losses	(286.10)	(297.37)
Defined benefit obligation, end of the year	1,749.58	1,927.65

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Fair value of plan assets, beginning of the year	1,045.29	794.71
Return on plan assets, (excluding amount included in net Interest expense)	(3.56)	(1.11)
Interest income	85.95	66.03
Employer's contributions	605.85	462.02
Benefits paid	(455.34)	(276.36)
Fair value of plan assets, end of the year	1,278.19	1,045.29

Amount recognized in the balance sheet consists of:

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Present value of defined benefit obligation	1,749.58	1,927.65
Fair value of plan assets	1,278.19	1,045.29
Net liability	471.38	882.36
Amounts in the balance sheet:		
Current Liability	283.81	316.34
Non-current liabilities	187.58	566.02
Net liability	471.38	882.36

Total amount recognized in Profit or Loss consists of:

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Current service cost	130.39	456.15
Past Service Cost	-	85.86
Net Interest	44.44	60.08
Total Expense recognised in statement of profit or loss	174.83	602.09

Net Interest Consists:

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Interest Expenses	130.39	126.11
Interest Income	85.95	66.03
Net Interest	44.44	60.08

Amount recognized in other comprehensive income consists of:

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Actuarial (Gain)/Loss on Obligation	(286.10)	(297.37)
Return on Plan Assets excluding net Interest	3.56	1.11
Total Actuarial (Gain)/Loss recognised in (OCI)	(282.55)	(296.26)

Actuarial (Gain)/Loss on obligation Consists:

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Actuarial (gains)/losses arising from changes in demographic assumptions	-	-
Actuarial (gains)/losses arising from changes in financial assumptions	5.46	(47.48)
Actuarial (gains)/losses arising from changes in experience adjustments on plan liabilities	(291.56)	(249.89)
Total Actuarial (Gain)/Loss	(286.10)	(297.37)

Return on Plan Assets excluding net Interest Consists

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Actual Return on plan assets	82.39	64.92
Interest Income included in Net Interest	85.95	66.03
Return on Plan Assets excluding net Interest	(3.56)	(1.11)

Information for funded plans with a defined benefit obligation less than plan assets:

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Defined benefit obligation	1,749.58	1,927.65
Fair value of plan assets	1,278.19	1,045.29
Net Liability	471.38	882.36

The assumptions used in accounting for the Gratuity are set out below:

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Discount rate	7.64%	7.67%
Mortality	IALM (2006-08) Ult.	IALM (2006-08) Ult.
Rate of increase in compensation level of covered employees	4.00%	4.00%
Expected Return on Plant Assets	7.64%	7.67%
Expected average remaining services	22.31	22.20
Retirement age	60 Years	60 Years
Employee Attrition rate	Upto Age 45: 2% 46 and above: 1%	Upto Age 45: 2% 46 and above: 1%

Sensitivity Analysis:

The table below outlines the effect on the service cost, the interest cost and the defined benefit obligation in the event of a decrease/increase of 1% in the assumed rate of discount rate.

Assumptions	Change in assumption	Change in PV of obligation Gratuity	
		31.03.2019	31.03.2018
Discount rate	Increase by 1%	1,538.69	1,744.69
	Decrease by 1%	1,951.53	2,151.54
Salary escalation rate	Increase by 1%	1,957.16	2,151.49
	Decrease by 1%	1,576.93	1,742.78

Expected Payout

(₹ In Lakhs)

Particulars	First Year	Second year	Third to fifth year	More than 5 Years
PVO payout Gratuity as of 31 st March, 2019	89.92	142.89	542.87	1,154.53
PVO payout Gratuity as of 31 st March, 2018	316.34	114.43	499.32	1,416.35

Plan Assets

Plan assets comprise the following

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Deposit with Insurance Company (LIC)		
Group Insurance Scheme	1,278.19	1,045.29

Risk Exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

a) Asset volatility

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments are in fixed income securities with high grades and in government securities. These are subject to interest rate risk and the fund manages interest rate risk with derivatives to minimize risk to an acceptable level. A portion of the funds are invested in equity securities and in alternative investments which have low correlation with equity securities.

The equity securities are expected to earn a return in excess of the discount rate and contribute to the plan deficit. The Company has a risk management strategy where the aggregate amount of risk exposure on a portfolio level is maintained at a fixed range. Any deviations from the range are corrected by rebalancing the portfolio. The Company intends to maintain the above investment mix in the continuing years.

b) Changes in discount rate

A decrease in discount rate will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' bond holdings.

c) Inflation risks

In the pension plans, the pensions in payment are not linked to inflation, so this is a less material risk.

d) Life expectancy

The pension plan obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plans' liabilities. This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy.

The Company ensures that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long-term investments that are in line with the obligations under the employee benefit plans. Within this framework, the Company's ALM objective is to match assets to the pension obligations by investing in long-term fixed interest securities with maturities that match the benefit payments as they fall due and in the appropriate currency.

The Company actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations. The Company has not changed the processes used to manage its risks from previous periods. The Company uses derivatives to manage some of its risk. Investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets.

C) Other Long Term Employee Benefit

Leave Encashment

Amount of ₹ 204.17 Lakhs (31st March, 2019; ₹ 193.38 Lakhs) is recognised as expenses and included in Note No 33 " Employee benefit expenses.

NOTE NO. '34' FINANCE COST

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Interest Expense*	4,519.89	4,903.68
Other Borrowing Cost	1,120.07	1,009.72
Total	5,639.96	5,913.40

*Net of subsidy of ₹ 208.54 Lakhs (Previous Year ₹ 471.01 Lakhs) under Technology Upgradation Fund Scheme.

NOTE NO. '35' DEPRECIATION AND AMORTISATION EXPENSES

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Amortisation of Leasehold Land (Refer Note 2)	4.81	2.68
Finance Lease Depreciation (Refer Note 2)	4.10	-
Depreciation (Refer Note 2 &3)	5,478.48	5,754.03
	5,487.39	5,756.71
Impairment Losses (Refer Note 53)	-	83.46
Total	5,487.39	5,840.17

NOTE NO. '36' OTHER EXPENSES

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Stores & Spare Parts Consumed	4,357.14	4,882.11
Packing Material Consumed	2,226.70	2,199.67
Power	817.64	957.57
Fuels	12,283.86	11,627.86
Job Charges	4,349.04	2,690.68
Repairs to : Plant & Machinery	446.01	650.46
Building	255.06	558.76
Others	105.67	198.87
Excise Duty	-	1.98
Rent	154.92	156.75
Rates and Taxes	269.51	222.61
Insurance Charges	105.51	87.43
Payment to Auditors		
As Auditors -Fees	18.00	18.00
-Expenses	3.53	2.12
In other capacity		
-Certification	0.40	2.71
-Other Services	6.00	-
Director's Sitting Fees (Refer Note No.45)	16.80	17.10
Travelling & Conveyance Expenses	457.30	550.44
Communication Expenses	438.49	408.08
Legal & Professional Fee	293.66	235.20
Charity & Donation	11.81	17.84
Expenditure incurred for Corporate Social Responsibility (CSR) (Refer Note No. 44)	57.01	65.95
Business Promotion Expenses	154.12	101.40
IT Outsourced Support Services	141.46	13.11
Data Processing Charges	97.26	92.13
Water & Electricity Charges	32.24	50.90
Commission to Selling Agents	1,626.21	2,161.36
Freight, Octroi and Forwarding Charges	2,974.15	3,233.59
Claims	289.99	293.44
Loss on Fair Value Measurement of Investment through FVTPL	-	9.37
Advertisements	24.65	13.82
Provision for Doubtful Debts	-	118.32
Miscellaneous Expenses	596.94	613.78
Total	32,611.08	32,253.41

NOTE NO. '37' EXCEPTIONAL ITEMS

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
(Loss)/Profit of Sales of Property, Plant and Equipments	(177.27)	138.57
Loss on Disposal of Investment	-	(3.46)
Loss on Assets Discarded	(121.60)	-
Total	(298.87)	135.11

NOTE NO. '38' EARNINGS PER SHARE

Particulars		For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
a) Profit for the year	₹ In Lakhs	2,414.47	791.67
b) Weighted average number of equity shares outstanding	Nos.	17,116,042	17,116,042
c) Face value per share	₹	10.00	10.00
d) Earnings Per Share:			
- Basic	₹	14.11	4.63
- Diluted	₹	14.11	4.63

Disclosures

Note no 39. Disclosure as per Ind AS 12 'Income Tax'

a) Income Tax Expense

i) Income Tax recognised in the statement of profit & loss account

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Current Tax Expenses		
Current Income Tax	394.11	619.47
Adjustment for earlier year	(37.11)	(5.47)
Total current Tax expenses	357.00	614.00
Deferred tax		
Deferred Tax Expenses	(820.57)	(319.28)
Total deferred tax expenses	(820.57)	(319.28)
Total Income tax expenses	(463.57)	294.72

ii) Income tax recognised in other comprehensive income (OCI)

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Current Tax Expenses		
Net actuarial gain/(loss) on defined benefit plan	60.89	102.53
Total current Tax expenses	60.89	102.53

iii) Reconciliation of tax expense and accounting profit multiplied by India's domestic rate

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Profit before tax	2,233.45	1,382.65
Tax using the company tax rate @ 21.5488% as per MAT(Previous Year @ 34.608%)	481.28	478.51
Tax effect of :		
Non deductible tax expenses (CSR)	-	22.82
Expenses not allowable for tax purposes	-	1.59
Non deductible tax expenses (Donation)	-	6.17
Tax Adjustment of Earlier Years	37.11	5.47
Others	(921.07)	(117.32)
Total tax expenses in the statement of profit and loss account	(402.68)	397.25

Movement in deferred tax balances

31st March, 2019

(₹ In Lakhs)

Particulars	Net Balance 1 st April, 2018	Recognised in profit and loss	Recognised in OCI	Others	Net Balance 31 st March, 2019
Deferred Tax Liabilities					
i) Difference between accounting and tax	5,680.47	(585.30)	-	-	5,095.17
ii) On account of Forward Contract	(27.39)	56.33	-	-	28.94
Deferred Tax Assets					
i) Provision for doubtful debts	523.53	(35.46)	-	-	488.07
ii) Disallowances under section 43B for non payment of expenses	438.02	37.32	-	-	475.34
iii) Employee Benefits	417.21	(157.44)	-	-	259.77
iv) Deferred Tax on Account of Deferred Government Grant	103.56	(7.82)	-	-	95.74
v) MAT Credit Entitlement	-	455.00	-	-	455.00
Net tax assets/(liabilities)	4,170.76	(820.57)	-	-	3,350.19

31st March, 2018

(₹ In Lakhs)

Particulars	Net Balance 1 st April, 2017	Recognised in profit and loss	Recognised in OCI	Others	Net Balance 31 st March, 2018
Deferred Tax Liabilities					
i) Difference between accounting and tax	5,933.03	(252.56)	-	-	5,680.47
ii) On account of Forward Contract	100.37	(127.76)	-	-	(27.39)
Deferred Tax Assets					
i) Provision for doubtful debts	484.37	39.16	-	-	523.53
ii) Disallowances under section 43B for non payment of expenses	512.96	(74.94)	-	-	438.02
iii) Employee Benefits	462.60	(45.39)	-	-	417.21
iv) Deferred Tax on Account of Deferred Government Grant	83.43	20.12	-	-	103.56
Net tax assets/(liabilities)	4,490.05	(319.27)	-	-	4,170.76

Note no. 40. Disclosure as per Ind AS 2 'Inventories'

Amount of inventories recognised as expense during the year is as under:

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Cost of Material Consumed	65,770.78	61,381.50
Changes in Inventories Of Finished Goods, Stock-In-Trade and Work-In-Progress	1,001.02	877.22
Fuel & Oil	13,101.50	12,585.43
Packing Material Consumed	2,226.70	2,199.67
Stores & Spare Parts Consumed	4,357.14	4,882.11
Total	86,457.14	81,925.93

Note No. 41. Disclosure as per Ind AS-17 "Leases"

Finance Lease

I. Lease as Lessee

(₹ In Lakhs)

Particulars	As at 31 st March, 2019
Total Minimum Lease payment Outstanding	
-Not later than one year	10.14
-Later than one year and not later than five year	15.20
-Later than 5 Year	-
Future Finance charges	
-Not later than one year	2.51
-Later than one year and not later than five year	1.66
-Later than 5 Year	-
Present Value of Minimum Lease Payment outstanding	
-Not later than one year	7.63
-Later than one year and not later than five year	13.54
-Later than 5 Year	-

Statement showing net carrying value of assets under finance lease: -

Particulars	As at 31 st March, 2019
Gross Amount of Asset (a)	24.62
Accumulated depreciation (b)	4.10
Net Book Value (a-b)	20.52

Operating Lease

I. Lease as Lessee

Factory building of Surat Unit is taken on non-cancellable with option to renewal for the period of 30 Years and it's in the nature of operating lease. Consideration for the same is already paid at the inception of the lease, hence no obligation disclosure required.

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Future Minimum lease rental under non-cancellable operating lease :		
Not later than one year;	67.98	86.76
Later than one year and not later than five years;	90.71	158.70
Later than five years;	-	-
Lease Expenses recognized in the statement of profit and loss	86.76	88.24

II. Lease as Lessor

Rent Income includes Lease Rental received toward Building. Such Operating Lease is for a period of 10 to 15 years with the option of renewal on mutual consent and premature termination of agreement through agreed notice period.

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Future Minimum lease rental under non-cancellable operating lease :		
Not later than one year;	10.35	5.28
Later than one year and not later than five years;	30.75	15.40
Later than five years;	54.87	-
Lease Income recognized in the statement of profit and loss	8.66	5.28

Note No. 42. Disclosure as per Ind AS-27, Separate Financial Statement

Interest in Joint Venture

Name of Entity	Place of Business/Country Of Incorporation	Proportion Of Ownership Interest	
		As at 31.03.2019	As at 31.03.2018
Tesca Textiles & Seat Components (India) Private Limited (Formerly known as Treves Banswara Private Limited)	India	50%	50%

Accounting Method used for consolidation purpose is Equity Method.

Nature of the business of Joint Venture Entity is Textile.

The Company's share of assets, liabilities, income and expenses of Joint Venture is as follows:

(₹ In Lakhs)

Particulars	Financial Year	Assets	Liabilities	Income	Expenses	Profit
Tesca Textiles & Seat Components (India) Private Limited (Formerly known as Treves Banswara Private Limited)	2018-19	634.95	332.18	1,072.60	1,041.94	30.66
	2017-18	628.43	357.49	1,287.45	1,237.64	49.81

Note No. 43. Disclosure as per Ind AS 21 'The Effects of Changes in Foreign Exchange Rates

The amount of exchange differences (net) credited to the Statement of Profit & Loss is ₹ 642.01 Lakhs (31st March, 2018: credited of ₹ 898.16 Lakhs).

Note No. 44. Disclosure of Corporate social responsibility(CSR)

As per section 135 of Companies Act 2013, the company is required to spend in every financial year, at least 2% of the average net profits of the company made during the three immediately preceding financial year in accordance with its CSR policy.

- A. Gross amount required to be spent by the Company during the year 2018-19 ₹ 57.01 Lakhs (Previous Year 2017-18 ₹ 54.13 Lakhs)
- B. Amount spent during the year on:

Particulars	Year 2018-19			Year 2017-18		
	In Cash	Yet to be paid in cash	Total	In Cash	Yet to be paid in cash	Total
i) Construction/Acquisition of any assets	-	-	-	-	-	-
ii) Purposes other than (i) above	56.10	0.91	57.01	65.95	-	65.95

Note no. 45. Disclosure as per Ind AS 24 'Related party Disclosures'

The Company has identified all the related parties as per details given below:

List of Related Parties:

a) Joint Venture:

Tesca Textiles & Seat Components (India) Private Limited
(Formerly known as Treves Banswara Private Limited)

b) Key Managerial Personnel :

Shri R.L.Toshniwal (Chairman) (till 21st February, 2019)
Shri Ravindra Kumar Toshniwal (Managing Director)
Shri Rakesh Mehra (Chairman) (w.e.f. 30th May 2019)
Shri Shaleen Toshniwal (Joint Managing Director)
Shri J. K. Jain (Joint President & Chief Financial Officer)
Shri H.P. Kharwal (Company Secretary)

c) Independent/Non Executive Director

Shri P. Kumar
Shri D.P. Garg
Shri S. B. Agarwal
Shri Vijay Kumar Agarwal
Shri Kamal Kishore Kacholia
Shri Vijay Mehta

Dr. Vijayanti Pandit
Shri J. M. Mehta

d) Enterprises where Key Managerial Personnel has control /interest:

Dhruv Impex
Mehra International
Lawson Trading Co. Pvt. Ltd.
Niral Trading Pvt. Ltd.
Moonfine Trading Co. Pvt. Ltd.
Speed Shore Trading Co. Pvt. Ltd.
Toshniwal Trust
Lawson Corporation
RR Toshniwal Enterprises
Excel Pack Limited
The Synthetic and Rayon Textiles Export Promotion Council
Shaleen Synthetics
Textile Sector Skill Council
Banrio Private Limited

e) Relative of Key Managerial Personnel where transactions have taken place :

Shri Rameshwar Lal Ravindra Kr Toshniwal HUF
Shri Ravindra Kumar Toshniwal HUF
Shri Dhruv Toshniwal
Shri Udit Toshniwal
Smt. Prem Toshniwal
Smt. Navneeta Mehra
Smt. Radhika Toshniwal
Smt. Sonal Toshniwal
Smt. Kavita Soni
Smt. Sushila Devi Jain
Smt. Anita Jain
Shri Garvit Jain
Shri J.K. Jain HUF
Smt. Suman Jain
Shri Saurabh Agarwal And Sons HUF
Shri S S Agarwal HUF
Smt. Sunita Agarwal

Note: Related party relationship is as identified by the Company and relied upon by the Auditors.

Transactions carried out with related parties referred in 1 above, in ordinary course of business:

(₹ In Lakhs)

Nature of transaction	Influence	2018-19	2017-18
Tesca Textiles & Seat Components (India) Private Limited	Joint Venture		
Sales of Goods and Materials*		472.42	691.97
Purchase of Goods and Materials*		6.91	0.89
Rendering of Services*		297.53	118.30
Receiving of Services*		4.25	4.80
Security Deposit Received		0.08	-
Purchase of Property, Plant & Equipments*		3.88	-
Remuneration	Key Management Personnel		
Shri R.L. Toshniwal		256.62	126.61
Shri Ravindra Kumar Toshniwal		115.12	119.10
Shri Rakesh Mehra		113.90	116.16
Shri Shaleen Toshniwal		101.61	104.57
Shri J.K. Jain		55.21	49.76
Shri H. P. Kharwal		9.73	9.26

Nature of transaction	Influence	2018-19	2017-18	
Shri Dhruv Toshniwal	Relative of Key Management Personnel	22.43	13.04	
Shri Udit Toshniwal		11.45	10.85	
Smt Kavita Soni		41.95	44.39	
Smt Anita Jain		7.08	6.87	
Interest Expenses				
Shri Ravi Toshniwal	Key Management Personnel	9.50	1.58	
Shri Shaleen Toshniwal		8.79	4.71	
Smt Prem Toshniwal	Relative of Key Management Personnel	13.79	19.20	
Smt Radhika Toshniwal		2.85	1.11	
Smt Sonal Toshniwal		0.19	0.40	
Shri Dhruv Toshniwal		0.67	1.32	
Shri Udit Toshniwal		0.48	0.81	
Smt Kavita Soni		17.98	1.15	
Shri J.K. Jain HUF		1.26	1.25	
Smt Anita Jain		0.57	0.25	
Smt Sushila Devi Jain		2.14	1.95	
Shri Garvit Jain		1.16	1.19	
Shri S.B. Agarwal & Sons HUF		Relative of Non Executive Director	0.43	1.42
Shri Saurabh Agarwal & Sons HUF			0.55	1.64
Shri S.S. Agarwal HUF			0.86	1.38
Smt Suman Jain	0.32		0.60	
Sitting Fees - Non Executive Directors				
Dr. S. B. Agarwal	Non Executive Director	3.00	3.00	
Shri K.K. Kacholia		2.40	3.00	
Shri P. Kumar		3.30	3.30	
Shri D.P. Garg		1.80	1.80	
Shri Vijay Mehta		1.80	2.10	
Shri J.M. Mehta		1.50	1.50	
Shri V.K. Agarwal		0.90	0.60	
Dr. Vaijayanti Pandit		2.10	1.80	
Fixed Deposit Accepted				
Shri Ravi Toshniwal	Key Management Personnel	-	100.00	
Shri Shaleen Toshniwal		25.00	70.00	
Smt Prem Toshniwal	Relative of Key Management Personnel	39.00	87.00	
Smt Radhika Toshniwal		3.00	27.00	
Shri Dhruv Toshniwal		4.00	-	
Smt Sonal Toshniwal		2.00	-	
Smt Kavita Soni		300.00	-	
Smt Anita Jain		-	6.00	
Smt Sushila Devi Jain		-	4.00	
Shri Udit Toshniwal		2.00	-	
Others				
Banrio Private Limited	Key Management Personnel has Control/ Interest	0.10	0.20	

(₹ In Lakhs)

Nature of transaction	Influence	2018-19	2017-18
Fixed Deposit Repayment			
Shri Ravi Toshniwal	Key Management Personnel	-	10.00
Shri Shaleen Toshniwal		-	45.00

Nature of transaction	Influence	2018-19	2017-18
Smt Prem Toshniwal	Relative of Key Management Personnel	64.00	62.00
Smt Radhika Toshniwal		3.00	7.00
Smt Sonal Toshniwal		2.00	3.00
Shri Dhruv Toshniwal		9.00	5.00
Shri Udit Toshniwal		7.00	
Smt Kavita Soni		10.00	10.00
Smt Sushila Devi Jain		-	3.00
Shri S.B. Agarwal & Sons HUF	Relative of Non Executive Director	7.00	5.00
Shri Saurabh Agarwal & Sons HUF		9.00	5.00
Shri S.S. Agarwal HUF		4.00	5.00
Fixed Deposits Payable			
Shri Ravi Toshniwal	Key Management Personnel	104.26	100.91
Shri Shaleen Toshniwal		99.05	71.90
Smt Prem Toshniwal	Relative of Key Management Personnel	168.46	195.69
Smt Radhika Toshniwal		31.28	30.48
Smt Sonal Toshniwal		2.09	2.10
Shri Dhruv Toshniwal		4.17	9.46
Shri Udit Toshniwal		2.09	7.36
Smt Kavita Soni		312.12	10.52
Shri J.K. Jain HUF		12.57	12.57
Smt Anita Jain		6.26	6.23
Smt Sushila Devi Jain		21.94	21.95
Shri Garvit Jain		11.50	11.53
Shri S.B. Agarwal & Sons HUF	Relative of Non Executive Director	3.14	10.52
Shri Saurabh Agarwal & Sons HUF		3.14	12.61
Shri S.S. Agarwal HUF		6.28	10.49
Smt Suman Jain		3.14	8.14
Investment			
Tesca Textiles & Seat Components (India) Private Limited (Formerly known as Treves Banswara Private Limited)	Joint Venture	360.00	360.00

Nature of transaction	Influence	2018-19	2017-18
Amount Payable			
Shri R.L. Toshniwal	Key Management Personnel	145.60	6.15
Shri Ravi Toshniwal		-	3.86
Shri Rakesh Mehra		-	3.55
Shri Shaleen Toshniwal		-	4.04
Shri J.K. Jain		2.29	3.45
Shri H. P. Kharwal		0.57	0.54
Shri J.K. Jain (Received against Vehicle Scheme)		9.42	9.42
Shri H. P. Kharwal (Received against Vehicle Scheme)		0.47	0.44
Shri Dhruv Toshniwal	Relative of Key Management Personnel	-	1.21
Shri Udit Toshniwal		-	0.56
Smt Kavita Soni		-	1.47
Smt Anita Jain		0.40	0.43
Amount Receivable (net)			
Tesca Textiles & Seat Components (India) Private Limited (Formerly known as Treves Banswara Private Limited)	Joint Venture	87.82	115.96
Shri Shaleen Toshniwal	Key Management Personnel	3.59	3.09
Shri H. P. Kharwal		-	0.33

Nature of transaction	Influence	2018-19	2017-18
Shri Dhruv Toshniwal	Relative of Key Management Personnel	1.43	2.11
Shri Udit Toshniwal		2.20	1.02
Smt Kavita Soni		0.07	0.68
Banrio Private Limited	Key Management Personnel has Control/ Interest	0.30	0.20
Security Deposit Payable			
Tesca Textiles & Seat Components (India) Private Limited (Formerly known as Treves Banswara Private Limited)	Joint Venture	0.88	0.80

*Above mentioned amount includes Goods and Services Tax (GST)

In respect of the outstanding balance recoverable from related parties as at 31st March, 2019, no provision for doubtful debts is required to be made. During the year, there were no amounts written off or written back from such parties.

Compensation to key managerial personnel of the Company

(₹ In Lakhs)

Nature of benefits#	Year ended 31 st March, 2019	Year ended 31 st March, 2018
Short term employee benefits	590.00	490.59
Post-employment benefits	62.18	26.66
Total	652.18	517.25

This aforesaid amount does not includes amount in respect of gratuity and leave as the same is not determinable.

Note No. 46. Disclosure as per Ind AS 37 'Provisions, contingent liabilities and contingent assets'

1. Contingent liabilities not provided for in respect of:-

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Bills discounted/Purchased remaining outstanding		
a) With Banks		
(i) Against foreign Letter of Credit (LC)	2,743.48	2,902.42
(ii) Others	60.35	1,007.95
b) With Others	1,704.78	1,581.38
Claims against the company not acknowledged as debt: -		
(i) Under Tax Laws [payment made under protest ₹ 350.00 Lakhs (31 st March, 2018 ₹ 330.68 Lakhs)	1,320.67	1,409.81
(ii) On Revenue account (paid under protest ₹ 11 Lakhs (31 st March, 2018 ₹ 11 Lakhs)	23.78	32.35

There is no reimbursement possible on account of contingent liabilities.

2. Capital Commitments:

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Estimated amount of contracts remaining to be executed on Capital account	57.67	53.11
Export obligation against EPCG licenses	626.00	2,860.00

Note No. 47. Disclosure as per Ind AS 16 'Property, Plant and Equipment'

The carrying amounts of assets Pledged as security for current and non-current borrowings are:-

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Current Assets		
Financial Assets		
Trade Receivables	16,341.56	18,267.54
Term Deposits held as margin money	477.70	702.10
Non-Financial Assets		
Inventories	28,790.59	30,956.74
Total Current assets pledged as security	45,609.85	49,926.38
Non-Current Assets		
Land	1,241.76	1,208.46
Building	12,825.04	12,732.22
Plant & Equipment	25,448.15	29,402.19
Furnitures	270.97	342.73
Others	1,570.25	1,815.81
Total Non-Current assets pledged as security	41,356.17	45,501.41
Total Assets pledged as security	86,966.02	95,427.79

Note No. 48. Disclosure as Per Ind AS 115 Revenue from Contracts with Customers
A. Applicability of Ind AS 115

The Ministry of Corporate Affairs(MCA), on 28th March, 2018, notified Ind AS 115 "Revenue from Contracts with Customers" as a part of the Companies (Indian Accounting Standards) Amendment Rules, 2018. The new Standard is effective for accounting periods beginning on or after 1st April, 2018. The Company has assessed revenue contracts and revenue is recognized upon satisfying specific performance obligation as against recognition basis transfer of risks and rewards approach adopted till 31st March, 2018. This change in accounting resulted in a decrease in opening retained earnings of ₹ 89.70 Lakhs, which was accounted for on 1st April, 2018 as the Company has applied the modified approach in adopting the new standards and accordingly the comparatives of previous year have not been restated.

All service contracts have an original duration of one year or less and therefore the company uses practical expedient to not disclose unsatisfied performance obligations.

B. Disaggregation of revenue

Set out below is the disaggregation of the Company's revenue from contracts with customers:

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Type of goods or service		
Sale of goods	132,577.43	126,866.65
Job Work Income	2,516.04	2,543.78
Total Revenue from contracts with customers	135,093.47	129,410.43
Geographical markets		
India	76,982.42	73,391.13
Outside India	58,111.05	56,019.30
Total Revenue from contracts with customers	135,093.47	129,410.43
Timing of revenue recognition		
Goods transferred at a point in time	132,577.43	126,866.65
Services transferred over time	2,516.04	2,543.78
Total Revenue from contracts with customers	135,093.47	129,410.43

Contract Balances

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Trade receivables	16,341.56	18,267.54
Contract Liabilities	349.71	383.17

Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Revenue as per contracted price	135,246.10	129,507.56
Adjustments	-	-
Rebate/Cash Discount	152.63	97.13
Revenue from contracts with customers	135,093.47	129,410.43

Performance obligation

Information about the Company's performance obligations are summarised below:

a) Income from Sale of Goods

Revenue from sale of products are recognized at a point in time on transfer of promised product to customer upon transfer of control in an amount that reflects the consideration that the company expects to receive in exchange for those product. The performance obligation is satisfied upon delivery of goods and payment is generally due within 30 to 120 days from delivery. The contract generally provide customers with a right to early payment rebate which give rise to variable consideration subject to constraint.

b) Income from Rendering of Services

Income from sale of services is recognised when (or as) the company satisfies performance obligation by transferring promised services to the customer i.e. at a point in time.

Note No. 49. Disclosure as per Ind AS 108 'Operating segment.

- (a) The Company is engaged in production of textile products having integrated working and captive power generation. For management purpose, Company is organized into major operating activity of the textile products. The Company has no activity outside India except export of textile products manufactured in India. Thereby, no geographical segment and no segment wise information is reported.
- (b) The Company is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is shown in the table below.

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Revenue from external customers	58,111.05	56,019.30
India	76,982.42	73,391.13
Total	135,093.47	129,410.43

Detail of Country wise Revenue from Major Countries

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Vietnam	4,098.23	5,470.72
South Korea	3,811.17	4,893.05
Turkey	7,336.43	4,331.93
United State of America	6,601.62	3,793.08
United Kingdom	3,617.88	3,243.99
Bangladesh	1,963.34	3,366.07
South Africa	2,633.26	2,404.86
Maxico	2,957.53	2,355.33
Others	25,091.59	26,160.27
Total	58,111.05	56,019.30

Note No. 50. Disclosure as per Ind AS 107 'Financial instrument disclosure'

A) Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio and includes within net debt, interest bearing loans and borrowings less cash and short-term deposits (including other bank balance).

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Gross Debt	47,190.87	53,627.37
Less : Cash and cash equivalents	806.19	369.97
Net Debt (A)	46,384.68	53,257.40
Total Equity (B)	29,444.47	26,924.98
Gearing Ratio (A/B)	1.58	1.98

B) Financial risk management

The Company's principal financial liabilities comprise Borrowings, trade payables and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade & other receivables, loan given, cash & cash Equivalent, Investment, deposits.

Company is exposed to following risk from the use of its financial instrument:

- Credit Risk
- Liquidity Risk
- Market Risk
- Foreign Currency Risk
- Interest Rate Risk

The Company's Financial Risk Management is an integral part of how to plan and execute its business strategies. The Company's financial risk management is set by the Managing Board.

(a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations resulting in a financial loss to the Company. Credit risk arises principally from trade receivables, loans & advances, cash & cash equivalents and deposits with banks and financial institutions.

Trade Receivable

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and are generally on 7 days to 120 days credit term. Credit limits are established for all customers based on internal rating criteria. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit. The Company has no concentration of credit risk as the customer base is widely distributed both economically and geographically.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on actual incurred historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 11. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets. The requirement of impairment is analysed as each reporting date.

Other Financial Instruments and Cash & Cash Equivalent

The Company maintain its cash & cash equivalent in current account to meet the day to day requirements, in fixed deposits for bank margin & to meet regulatory requirements for repayment of deposits. Other financial instruments are loan given to employee, Investment and Deposit. The Company's maximum exposure to credit risk for the component of the Balance Sheet as of 31st March, 2019 & 31st March, 2018 is the carrying amount as disclosed in Note 10, 12, 13, 14 & 15.

Provision for Expected Credit or Loss**(a) Financial assets for which loss allowance is measured using 12 month expected credit losses.**

The Company has assets where the counter-parties have sufficient capacity to meet the obligations and where the risk of default is very low. Accordingly, no loss allowance for impairment has been recognised.

(b) Financial assets for which loss allowance is measured using life time expected credit losses.

The Company provides loss allowance on trade receivables using life time expected credit loss and as per simplified approach.

Ageing of trade receivables

The Ageing of trade receivables is as below:

(₹ In Lakhs)

Particulars	0-180 days past due	181-365 days past due	1-2 years past due	2-5 years past due	> 5 Years due	Total
Gross Carrying amount as on 31.03.2019	16,341.55	806.62	214.81	375.30	-	17,738.28
Impairment loss recognised on above	-	806.62	214.81	375.30	-	1,396.72
Gross Carrying amount as on 31.03.2018	18,267.54	999.12	272.57	226.51	-	19,765.75
Impairment loss recognised on above	-	999.12	272.57	226.51	-	1,498.21

(b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

(₹ In Lakhs)

Particulars	On Demand	0 -1 years	1-5 years	More than 5 years	Total
Year ended 31st March, 2019					
Term Loans*	-	5,200.64	11,486.53	2,552.63	19,239.79
Trade Payables	-	13,372.31	-	-	13,372.31
Other Financial Liabilities#	26,667.70	1,785.07	-	-	28,452.77
Total	26,667.70	20,358.02	11,486.53	2,552.63	61,064.87
Year ended 31st March, 2018					
Term Loans*	-	5,714.15	15,249.26	3,185.64	24,250.29
Trade Payables	-	17,237.84	-	-	17,237.84
Other Financial Liabilities#	28,051.78	1,962.31	-	-	30,014.09
Total	28,051.78	24,914.30	15,249.26	3,185.64	71,502.22

*Includes contractual interest payment based on interest rate prevailing at the end of reporting period over tenure of the borrowings and also include fixed deposit received from Shareholders, Finance Lease Obligation.

Current maturity of long-term borrowings is included in interest bearing borrowing part in above note.

Overdraft or other on demand loan facility, if any available with the Company to be disclosed, to the extent undrawn

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

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Floating rate borrowings		
Term Loan	1,100.21	1,618.97
Cash Credit and Export Credit Packing Facility	13,612.82	11,103.27
Total	14,713.03	12,722.24

(c) Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The Board of Directors is responsible for setting up of policies and procedures to manage market risks of the Company. All such transactions are carried out within the guidelines set by the Managing Board.

(d) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is exposed to foreign currency risk on certain transactions that are denominated in a currency other than entity's functional currency, hence exposure to exchange rate fluctuations arises. The risk is that the functional currency value of cash flows will vary as a result of movements in exchange rates. The company uses forward contracts to mitigate its risk from foreign currency fluctuations.

Derivative instruments and unhedged foreign currency exposure

(a) Derivative outstanding as at the reporting date

(Foreign Currency in Lakhs)

Particulars	Currency	31 st March, 2019	31 st March, 2018
Forward Contract to sell	USD	61.16	169.93
Forward Contract to sell	EURO	-	5.28
Forward Contract to sell	GBP	-	2.50

(b) Particulars of unhedged foreign currency exposure as at the reporting date

The currency profile of financial assets and financial liabilities as at 31st, March, 2019, 31st, March, 2018 are as below:

31st March, 2019

(Foreign Currency in Lakhs)

Particulars	USD	EURO	GBP	Others	Total
Financial Assets					
Trade & other receivables	100.60	2.10	6.89	-	109.59
Cash & cash equivalents	0.75	0.00			0.76
Derivatives-Forward Contracts	61.16	-	-	-	61.16
Financial Liabilities					
Trade payable & other financial liabilities	15.19	0.69	0.67	-	16.55

31st March, 2018

(Foreign Currency in Lakhs)

Particulars	USD	EURO	GBP	Others	Total
Financial Assets					
Trade & other receivables	102.13	10.28	6.10	0.19	118.70
Cash & cash equivalents	0.03	0.04	-	-	0.07
Derivatives-Forward Contracts	169.93	5.28	2.50	-	177.71
Financial Liabilities					
Trade payable & other financial liabilities	26.68	2.96	0.71	4.00	34.36

Foreign Currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD, EURO and GBP rates to the functional currency of respective entity, with all other variables held constant. The Company's exposure to foreign currency changes for all other currencies is not material. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

(₹ in Lakhs)

Particulars	31 st March, 2019			
	USD	EURO	GBP	Others
1% Appreciation in INR				
Impact on Equity	-	-	-	-
Impact on P&L	59.04	1.07	5.57	-
1% Depreciation in INR				
Impact on Equity	-	-	-	-
Impact on P&L	(59.04)	(1.07)	(5.57)	-

(₹ in Lakhs)

Particulars	31 st March, 2018			
	USD	EURO	GBP	Others
1% Appreciation in INR				
Impact on Equity	-	-	-	-
Impact on P&L	158.73	10.52	7.32	(1.04)
1% Depreciation in INR				
Impact on Equity	-	-	-	-
Impact on P&L	(158.73)	(10.52)	(7.32)	1.04

The Company's investment consists of investments in publicly traded companies held for purposes other than trading. Such investments held in connection with non-consolidated investments represent a low exposure risk for the Company and are not hedged.

As at 31st March, 2019 the Company does not have material exposure to listed or unlisted equity price risk.

Interest Rate Risk

Interest rate risk arises from the sensitivity of financial assets and liabilities to changes in market rates of interest.

The Company is exposed to interest rate risk arising mainly from long term borrowings with floating interest rates. The Company is exposed to interest rate risk because the cash flows associated with floating rate borrowings will fluctuate with changes in interest rates. The Company manages the interest rate risks by entering into different kinds of loan arrangements with varied terms.

At the reporting date the interest rate profile of the Company's interest-bearing financial instruments is as follows:

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Financial Assets		
Fixed Rate		
Loans	150.01	187.58
Bank Deposit	482.85	244.12
	632.86	431.70
Variable Rate Instruments		
Security Deposit	222.04	224.33
	854.90	656.03
Financial Liabilities		
Fixed Rate Instruments		
Security Deposit from Vendor	206.64	216.63
Deposits from Shareholders	3,276.92	2,935.41
	3,483.56	3,152.04
Variable Rate Instruments		
Term Loans	15,941.70	21,314.88
Loan repayable on demand	27,951.08	29,377.08
	43,892.78	50,691.96
Total	47,376.34	53,844.00

As at 31st March, 2019, approximately 7.35% of the Company's Borrowings are at fixed rate of interest (31st March, 2018 : 5.85%)

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

(₹ In Lakhs)

Particulars	Effect of Profit or Loss	
	50 BP increase	50 BP decrease
31st March, 2019		
Term Loans	79.71	(79.71)
Loan repayable on demand	133.25	(133.25)
	212.96	(212.96)
31st March, 2018		
Term Loans	106.36	(106.36)
Loan repayable on demand	140.74	(140.74)
	247.10	(247.10)

Note No. 51. Disclosure as per Ind AS 113 Fair Value Measurement**Fair Value Hierarchy**

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are:-

- (a) recognised and measured at fair value and;
- (b) measured at amortised cost and for which fair values are disclosed in financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into three levels prescribed under the accounting standard.

Fair value are categorised into different level in a fair value hierarchy which are as follows:

- Level 1** : Level 1 hierarchy includes financial instruments measured using quoted prices.
- Level 2** : The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates.
- Level 3** : If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3 is determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable market transactions and dealer quotes of similar instruments.

Valuation Techniques used to determine fair values:**A) Specific valuation technique is used to determine the fair value of the financial instruments which include:**

- i) For financial instruments other than (ii) and (iii)- the use of quoted market prices
- ii) For financial liabilities (domestic currency loans) :- appropriate market borrowing rate of the entity as of each balance sheet date used.
- iii) For financial assets (employee loans) : appropriate market rate of the entity as of each balance sheet date used.

B) Financial Instruments By Category

Set out below categorised table of financial instruments measured at FVTPL and Amortised Cost, no such instrument is measured at Fair value through Other Comprehensive Income (FVTOCI):-

(₹ In Lakhs)

Particulars	31 st March, 2019		31 st March, 2018	
	FVTPL	Amortized cost	FVTPL	Amortized cost
Financial Assets:				
Investments in				
Equity instrument	9.67	-	9.56	-
Others	8.14	-	7.17	-
Trade Receivables	-	16,341.56	-	18,267.54
Cash and Cash Equivalents	-	806.19	-	369.97
Bank balances other than cash and cash equivalent	-	1,240.88	-	1,157.77
Loan to Employees	-	240.20	-	242.49
Security deposit	82.83	-	-	-
Other Financial Assets	-	2,196.43	-	1,994.83
Total Financial Assets	100.64	20,825.24	16.73	22,032.60
Financial Liability:				
Borrowings	-	41,990.22	-	47,913.22
Trade Payables	-	13,372.31	-	17,237.83
Other Financial Liabilities	-	5,702.33	-	6,272.78
Forward Contract Payable/(Receivables)	-	-	78.39	-
Total Financial Liability	-	61,064.86	78.39	71,423.83

C) Fair Value Hierarchy

(₹ In Lakhs)

Financial Instrument measured at Fair Value - recurring fair value measurement	Level	As at 31 st March, 2019	As at 31 st March, 2018
Financial Assets			
Investments in Equity Instruments	Level 1	9.67	9.56
Others	Level 1	8.14	7.17
Total		17.81	16.73
Financial Liabilities			
Forward Contract Payables/(Receivables)	Level 3	82.83	(78.39)
Total		82.83	(78.39)

D) Fair value disclosures of financial assets and liabilities

Set out below is a comparison, by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair value:

(₹ In Lakhs)

Particulars	31 st March, 2019		31 st March, 2018	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets				
Measured at Fair value through P & L				
Investments in Equity Instruments	9.74	9.74	9.63	9.63
Investment Others	8.07	8.07	7.10	7.10
Forward Contract Receivables	82.83	82.83	-	-
Measured through amortized cost				
Trade Receivables	16,341.56	16,341.56	18,267.54	18,267.54
Cash and Cash Equivalents	806.19	806.19	369.97	369.97
Bank balances other than cash and cash equivalent	1,240.88	1,240.88	1,157.77	1,157.77
Loan to Employees	150.01	150.01	187.58	187.58
Security deposit	240.20	240.20	242.49	242.49
Other Financial Assets	2,046.42	2,046.42	1,994.83	1,994.83
Financial Liabilities				
Measured at Fair value through P & L				
Forward Contract Payables	-	-	78.39	78.39
Measured through amortized cost				
Borrowings	41,990.22	41,990.22	47,913.22	47,913.22
Trade Payables	13,372.31	13,372.31	17,237.83	17,237.83
Other Financial Liabilities	5,702.33	5,702.33	6,272.78	6,272.78

Note No. 52.

- Some of the balances shown under Trade Receivables, Advances and Trade Payables are subject to confirmation. The Company has been sending letter for confirmation to parties and does not expect any material dispute w.r.t. the recoverability/payment of the same.
- In the opinion of the management, the value of current assets, loans and advances on realization in the ordinary course of business, will not be less than the value at which these are stated in the balance sheet.

Note No. 53. The Company has carried out assessment on impairment of individual assets by working out the recoverable amount based on lower of the net realizable value and carrying cost in terms of Ind AS 36, "Impairment of Assets" notified under section 133 of the Companies Act, 2013 read with Rule 3 Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendments Rules, 2016. Accordingly impairment loss of ₹ Nil (Previous Year ₹ 83.46 Lakhs) has been provided for.

Note No. 54. Event occurring after Balance Sheet Date

The Board of Directors has recommended equity dividend of ₹ 1/- per share (Previous Year ₹ 1/- per share) for the year ended 31 March, 2019, subject to the approval of the shareholders. The Company has paid ₹ 171.16 Lakhs equity dividend during financial year, which was approved by the shareholder in the AGM held dated 24th September, 2018.

Note No. 55. The Company has started claiming deduction u/s 80IA of the Income Tax Act 1961, on its income from Thermal Power Plant in books of accounts from the year 2018-19. This deduction until the FY 2017-18 was claimed by raising additional grounds in appeal/ revision of the tax returns. This change is based on the Hon'ble Rajasthan High Court decision in favour of other assessee. In view of this, the tax expense for the year is not comparable with the corresponding previous year.

Note No. 56. Inventories

During the year, the Company has changed method for valuation of Inventories from FIFO to weighted average cost basis. The impact on the current year's profit and loss is not ascertainable due to the change in method of valuation, however in the opinion of the management the impact on the profit & loss account would not be material during the year.

Note No. 57. Disclosure as required by Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

A. Loans and advances in the nature of loans

To Joint Venture : Nil

B. Investment by the loanee : Nil

Note No. 58. Certain Prior year amounts have been reclassified for consistency with the current period presentation. These Reclassification have no effect on the reported results of Operations.

Note No. 59. Standards issued but not yet effective.

The standard issued, but not yet effective up to the date of issuance of the Company financials statement is disclosed below. The Company intends to adopt this standard when it becomes effective.

Ind AS 116 Leases: On 30th March, 2019, Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace Ind AS 17 and related interpretations from its proposed effective date, being annual periods beginning on or after 1st April, 2019. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. The Standard also contains enhanced disclosure requirements for lessees. The company is in the process of evaluating the financial impact of the revised Ind AS.

Amendment to Ind AS 12 – Income taxes: On 30th March, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes. The amendment clarifies that an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events.

Amendment to Ind AS 19 – plan amendment, curtailment or settlement- On 30th March, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements requiring an entity to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and to recognize in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognized because of the impact of the asset ceiling.

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

Significant Accounting Policies, Notes on Accounts and other disclosures from Note no. 1 to 59 forming part of these financial statements.

In terms of our Audit Report of even date:

For K.G. SOMANI & CO.

Chartered Accountants
FRN - 006591N

Kavita Goyal

Partner
M.No. 063419

Place : New Delhi
Dated: 30th May, 2019

For and on behalf of the Board of Directors

Rakesh Mehra

DIN : 00467321
Chairman

P. Kumar

DIN : 00179074
Chairman (Audit Committee)

Place : Mumbai
Dated : 30th May, 2019

Ravindra Kumar Toshniwal

DIN : 00106789
Managing Director

J. K. Jain

Jt. President & CFO

H. P. Kharwal
Company Secretary



Consolidated Financial Statements

Independent Auditor's Report

To the Members of BANSWARA SYNTEX LIMITED

Opinion

We have audited the accompanying consolidated Ind AS financial statements of **BANSWARA SYNTEX LIMITED** ("the Holding Company") and its Joint Venture Company (the Holding Company and Joint Venture Company together referred to as "the Group"), which comprising of the Consolidated Balance Sheet as at **31st March, 2019**, the Consolidated Statement of Profit and Loss (Including other comprehensive Income), Consolidated Statement of change of Equity and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated Ind AS financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Ind AS 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

Key Audit Matters

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

Key Audit Matter	How our audit addressed the matter
Fraud Committed During the Financial year 2017-18, the Holding Company reported to the stock exchanges about a fraud of ₹ 196.89 Lakh approximately committed by the two employees at Surat Plant by including 50 fictitious workers in the payroll and the matter was under investigation.	The Audit Committee in their meeting held on 13th August 2018 mandated us to investigate the matter with respect to the fraud committed at Surat Plant. The Audit team investigated the same by applying required procedures and found that the amount was embezzled by collusion of HR Manager with Cashier. The amount determined on investigation was ₹ 188.87 lakhs (Approx.) against the amount of ₹ 196.89 lakhs (Approx.) estimated by the Company. In addition, the Company had paid towards statutory contributions aggregating to ₹ 14.43 lakhs (Approx.) An amount of ₹ 50 Lakhs was offered by the respondents on non-refundable basis before the High Court of Gujarat at Ahmadabad. The amount has been received by the Company, pending adjudication. The procedures adopted for the verification of wage payments included the following to ensure adequate controls. - Reviewed the system of internal control in respect of human resource and performed substantive procedures to test the effectiveness of internal control; - Verified the correctness of Wage Sheets with attendance records maintained by Time- Keeper to determine authenticity of wage sheet preparation and authorisation; - Verified correctness of Overtime/ Extra Rewards with attendance records maintained by the Holding Company as in the case of Wage Sheets; - Checked correctness of the recording of Wage Sheets in the financial records; and - Verified the robustness of the process of wages disbursement.

their consolidated state of affairs of the Group as at 31st March, 2019, and its consolidated profit (Including Other Comprehensive Income), its consolidated cash flows and its consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibility for the Audit of the Consolidated Ind As financial statements section of our report*. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated Ind As financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind As financial statements.

Key Audit Matter	How our audit addressed the matter
Implementation of SAP at Plants The Holding Company is still in the process of implementation of inventory module in ERP-SAP which is in final stages.	Our audit procedures for verification of inventory and its valuation included: - Review the existing system of internal control and perform substantive procedures to test the effectiveness of operating internal controls; - Testing the system of recording movement in inventories by co-relating to ERP- SAP and passing of necessary adjustment in ERP system; and The year-end valuation of inventory was test checked by selecting representative sample of raw material, work in process and finished goods at different locations and their physical verification on different dates by rolling forward/backward to ensure the correctness of the same on the balance sheet date

Information Other than the Consolidated Ind As financial statements and Auditor's Report Thereon

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

Our opinion on the consolidated Ind As financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind As financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated Ind As financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Ind AS Financial Statements

The Holding 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 consolidated Ind AS financial statements in term of the requirements of the companies act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate

accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind As financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group and of its associate entities.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent and its joint venture Companies which are Companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated Ind AS financial statements.

Materiality is the magnitude of misstatements in the consolidated Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the

results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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

Other Matters

We did not audit the financial statements of One Joint Venture Company whose financial statements reflect Total Assets of ₹ 1269.90 lakhs (Previous Year ₹ 1256.85 lakhs) as at 31st March, 2019, Total Revenues of ₹ 2145.19 lakhs (Previous Year ₹ 2574.89 lakhs) and net cash flows amounting to ₹ 65.07 Lakhs (Previous Year ₹ (-) 113.27 Lakhs) for the year ended on that date, as considered in the consolidated Ind AS financial statements. The financial statements have been audited by other auditor whose financial statements have been furnished to us by the management and our opinion on the consolidated Ind AS financial statements in so far as it relates to the amounts and disclosure included in respect of the Joint Venture Company and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the Joint Venture Company is based solely on the reports of the other Auditor.

Our opinion on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal & Regulatory Requirements

1. As required by section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated Ind AS financial statements.

- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), and the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
- (d) In our opinion, the aforesaid Consolidated Ind AS financial Statements comply with the Indian Accounting Standard (Ind AS) specified under section 133 of the Act, read with relevant rules issued thereunder.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2019 taken on record by the Board of Directors of the Holding company and the report of the Statutory Auditor of its Joint Venture Company, none of the directors is disqualified as on 31st March, 2019 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 control over financial reporting of the Group, and the operating effectiveness of such controls, refer to our separate report in **Annexure "A"**.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V to the Companies Act, 2013.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Group has disclosed the impact of pending litigation as at 31st March, 2019 on its consolidated financial position of the Group Refer Note No. 46 of the consolidated Ind AS financial statement.
 - ii. Provision has been made in the consolidated Ind AS financial statements of the Group, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contract including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its Joint venture Company.

For K. G. Somani & Co.

Chartered Accountants

Firm Registration No: 006591N

(Kavita Goyal)

Partner

Membership No: 063419

Place of Signature: New Delhi

Date: 30th May, 2019

“Annexure A” to the Independent Auditor’s Report of even date on the Consolidated Ind AS Financial Statements of Banswara Syntex 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 Banswara Syntex Limited (hereinafter referred to as “the Holding Company”) and its Joint Venture Company together referred to as “the Group”) as of 31st March, 2019 in conjunction with our audit of the consolidated Ind AS financial statements of the Group for the year ended on that date. We did not audit the internal financial controls over financial reporting of one Joint Venture Company Incorporated in India as of that date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company’s and its Joint Venture Company which is incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company and its Joint Venture Company which is incorporated in India considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective 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”) issued by Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, 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 consolidated Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor in terms of their report, is sufficient and appropriate to provide a basis for our un-qualified audit opinion respectively on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Holding 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 Holding 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 Holding company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of un-authorized acquisition, use, or disposition of the Holding company’s assets that could have a material effect on the consolidated Ind AS financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and subject to the other matter paragraph given below, the Holding Company and its Joint Venture Company which are incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Holding 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 as it appears from our examination of the books and records of the Holding company and the report of the other auditor in respect of entity audited by them.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act include the information of the Holding Company in respect of the adequacy and operating effectiveness of the internal financial controls over financial reporting. It did not contain such information in respect of Joint Venture Company for which no corresponding report of the auditor has been obtained as reporting requirements not applicable to it, being a "Small Company".

Our opinion is not qualified in respect of this matter.

For K. G. Somani & Co.**Chartered Accountants****Firm Registration No: 006591N****(Kavita Goyal)****Partner****Membership No: 063419****Place of Signature: New Delhi****Date: 30th May, 2019**

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2019

(₹ In Lakhs)

PARTICULARS	Note No.	As at 31 st March, 2019	As at 31 st March, 2018
ASSETS			
Non-Current Assets			
(a) Property, Plant & Equipment	2	41,356.17	45,501.42
(b) Capital Work-in-Progress	2	5.06	535.80
(c) Intangible Assets	3	410.18	487.38
(d) Investment in Joint Ventures	4	289.91	268.15
(e) Financial Assets			
(i) Investments	5	-	0.18
(ii) Loans	6	240.20	242.49
(iii) Others	7	281.94	200.17
(f) Other Non-Current Assets	8	737.14	760.73
		43,320.60	47,996.32
Current Assets			
(a) Inventories	9	28,790.59	30,956.74
(b) Financial Assets			
(i) Investments	10	17.81	16.55
(ii) Trade Receivables	11	16,341.56	18,267.54
(iii) Cash and Cash Equivalents	12	806.19	369.97
(iv) Bank balances other than (iii) above	13	958.94	957.60
(v) Loans	14	150.01	222.78
(vi) Others	15	2,129.25	1,772.05
(c) Other current assets	16	6,164.50	6,640.39
		55,358.85	59,203.62
Total Assets		98,679.45	107,199.94
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	17	1,711.60	1,711.60
(b) Other Equity	18	27,662.78	25,121.53
		29,374.38	26,833.13
LIABILITIES			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	19	14,039.14	18,536.14
(b) Provisions	20	362.69	744.71
(c) Deferred Tax Liabilities (Net)	21	3,350.19	4,170.76
(d) Government Grant	22	716.53	796.40
		18,468.55	24,248.01
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	23	27,951.08	29,377.08
(ii) Trade Payables	24		
a.) Total outstanding dues of micro enterprises and small enterprises;		80.81	25.74
b.) Total outstanding dues of creditors other than micro enterprises and small enterprises		13,291.50	17,212.09
(iii) Other Financial Liabilities	25	5,702.33	6,351.17
(b) Other Current Liabilities	26	3,236.47	2,623.63
(c) Government Grant	22	79.87	79.87
(d) Provisions	27	380.72	449.22
(e) Current Tax Liabilities (Net)	28	113.74	-
		50,836.52	56,118.80
Total Equity and Liabilities		98,679.45	107,199.94

Significant Accounting Policies, Notes on Accounts and other disclosures from Note no. 1 to 60 forming part of these financial statements.

In terms of our Audit Report of even date:

For and on behalf of the Board of Directors

For K.G. SOMANI & CO.Chartered Accountants
FRN - 006591N**Rakesh Mehra**DIN : 00467321
Chairman**Ravindra Kumar Toshniwal**DIN : 00106789
Managing Director**Kavita Goyal**Partner
M.No. 063419**P. Kumar**DIN : 00179074
Chairman (Audit Committee)**J. K. Jain**

Jt. President & CFO

Place : New Delhi
Dated: 30th May, 2019Place : Mumbai
Dated : 30th May, 2019**H. P. Kharwal**
Company Secretary

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31ST MARCH, 2019**

(₹ In Lakhs)

PARTICULARS	Note No.	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Income:			
Sale of Products & Services (Gross)	29	132,823.73	126,597.19
Other Operating Revenue	29	2,269.74	2,813.24
Revenue From Operations		135,093.47	129,410.43
Other Income	30	1,357.78	1,600.21
Total Revenue(I)		136,451.25	131,010.64
Expenses :			
Cost of Materials Consumed	31	65,770.78	61,381.50
Excise Duty		-	208.91
Changes in Inventories Of Finished Goods, Stock-In-Trade and Work-In-Progress	32	1,001.02	877.22
Employee Benefits Expenses	33	23,691.25	23,584.75
Finance Costs	34	5,639.96	5,913.40
Depreciation And Amortization Expenses	35	5,487.39	5,756.71
Impairment Losses	35	-	83.46
Other Expenses	36	32,611.08	32,253.41
Total Expenses(II)		134,201.48	130,059.36
Profit before exceptional items and tax (III) = (I-II)		2,249.77	951.28
Exceptional Item (net) (IV)	37	(298.87)	135.11
Profit before share of Net Profit of Investment accounted using Equity Method and tax (V) = (III+IV)		1,950.90	1,086.39
Share of Profit of Joint Venture (VI)		17.92	48.21
Profit before Tax (VII) = (V+VI)		1,968.82	1,134.60
Tax Expense :			
(1) Current tax			
Current Year		400.03	619.47
Tax Adjustment of Earlier Years		(37.11)	(5.47)
(2) Deferred Tax		(829.16)	(319.28)
Total Tax Expenses (VIII)		(466.24)	294.72
Profit After Tax (IX) = (VII)-(VIII)		2,435.06	839.88
Other Comprehensive Income			
A. Item that will not be reclassified to profit or loss			
(i) Remeasurment of defined benefit plan		282.55	296.26
(ii) Tax relating to Remeasurment of defined benefit plan		(60.89)	(102.53)
(iii) Share of other comprehensive income of Joint Venture accounted for using Equity Method		1.18	0.83
B. Item that will be reclassified to profit or loss		-	-
Total Other Comprehensive Income (X)		222.84	194.56
Total Comprehensive Income for the Period (XI) = (IX+X)		2,657.90	1,034.44
Earnings per equity share (in ₹)	38		
(1) Basic (Face Value of ₹ 10 each)		14.23	4.91
(2) Diluted (Face Value of ₹ 10 each)		14.23	4.91

Significant Accounting Policies, Notes on Accounts and other disclosures from Note no. 1 to 60 forming part of these financial statements.

In terms of our Audit Report of even date:

For K.G. SOMANI & CO.

Chartered Accountants
FRN - 006591N

Kavita Goyal

Partner
M.No. 063419

Place : New Delhi
Dated: 30th May, 2019

For and on behalf of the Board of Directors

Rakesh Mehra

DIN : 00467321
Chairman

P. Kumar

DIN : 00179074
Chairman (Audit Committee)

Place : Mumbai
Dated : 30th May, 2019

Ravindra Kumar Toshniwal

DIN : 00106789
Managing Director

J. K. Jain

Jt. President & CFO

H. P. Kharwal

Company Secretary

**CONSOLIDATED CASH FLOW STATEMENT
FOR THE YEAR ENDED 31ST MARCH, 2019**

(₹ In Lakhs)

PARTICULARS	For the year ended 2018-19		For the year ended 2017-18	
A) Cash Flow From Operating Activities :-				
Net Profit Before Tax as per Statement of Profit and Loss		1,968.82		1,134.60
Adjusted for :				
Depreciation	5,487.39		5,756.71	
Impairment Losses	-		83.46	
Loss on Discard of Property, Plant and Equipment	121.60		-	
Share of Profit/(Loss) of Joint Venture	(17.92)		(48.21)	
Deferred Government Grant transferred to profit & loss	(79.87)		(78.68)	
Loss/(Profit) on Sale of Property, Plant & Equipment (net)	177.27		(135.11)	
Loss on Disposal of Investment	-		3.46	
Interest paid	5,639.96		5,913.40	
Fair value (gain)/loss transferred to profit & loss	(1.27)		9.37	
Rental Income	(22.28)	11,304.88	(25.17)	11,479.23
Operating profit before working capital changes		13,273.70		12,613.83
Adjusted for :				
(Increase)/Decrease in trade & other receivable	2,125.73		(6,634.71)	
(Increase)/Decrease in inventories	2,166.15		1,959.04	
(Increase)/Decrease in Bank balance and Term Deposits other than Cash and Cash Equivalents	(1.34)		(255.93)	
Increase/(Decrease) in trade payable and others	(3,534.80)	755.74	3,674.17	(1,257.43)
Cash generated from operations		14,029.44		11,356.40
Net Tax (Inflow)/Outflow		301.49		767.94
Net cash from operating activities (A)		13,727.95		10,588.46
B) Cash Flow From Investing Activities :-				
Purchase of Property, Plant and Equipment		(1,187.69)		(2,944.22)
Intangible Assets Under Development		-		(285.59)
Sale of Property, Plant and Equipment		259.41		329.58
Government Grant Received		-		76.47
Term Deposit with Banks		(81.77)		293.06
Rent received		22.28		25.17
Net cash used in investing activities (B)		(987.77)		(2,505.53)
C) Cash Flow From Financing Activities :-				
Proceeds from long term borrowings		518.80		2,151.53
Repayment of long term borrowings		(5,891.98)		(6,092.86)
Interest paid		(5,639.96)		(5,933.45)
Increase/(Decrease) in bank borrowings		(1,426.00)		334.01
Proceeds from unsecured loans		800.92		1,778.68
Repayment of unsecured loans		(459.41)		(529.00)
Dividend and tax thereon Paid		(206.34)		(206.00)
Net cash from financing activities (C)		(12,303.97)		(8,497.09)
Net Increase/ (Decrease) in cash and cash equivalents (A+B+C)		436.22		(414.16)
Opening balance of cash and cash equivalents		369.97		784.13
Closing balance of cash and cash equivalents		806.19		369.97

Cash and Cash Equivalent includes:-

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Cash on hand	41.57	28.21
Balance in current account	764.62	341.76
Total	806.19	369.97

Note:

- The above Statement of Cash Flow has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.
- Refer Note No. 50 for details of undrawn borrowings facilities that may be available for the future operating activities and to settle future capital commitment.
- Figures in bracket indicate cash outflow.

Significant Accounting Policies, Notes on Accounts and other disclosures from Note no. 1 to 60 forming part of these financial statements.

In terms of our Audit Report of even date:

For and on behalf of the Board of Directors

For K.G. SOMANI & CO.

Chartered Accountants
FRN - 006591N

Rakesh Mehra

DIN : 00467321
Chairman

Ravindra Kumar Toshniwal

DIN : 00106789
Managing Director

Kavita Goyal

Partner
M.No. 063419

P. Kumar

DIN : 00179074
Chairman (Audit Committee)

J. K. Jain

Jt. President & CFO

Place : New Delhi

Dated: 30th May, 2019

Place : Mumbai

Dated : 30th May, 2019

H. P. Kharwal

Company Secretary

Consolidated Statement of changes in Equity for the year ended 31st March, 2019**A. Equity Share Capital**

(₹ In Lakhs)

Particulars	As at 31 st March, 2019		As at 31 st March, 2018	
	No of Shares	Amount	No of Shares	Amount
Balance at the beginning of the year	17,116,042	1,711.60	17,116,042	1,711.60
Changes in equity share capital during the year	-	-	-	-
Balance at the end of the year	17,116,042	1,711.60	17,116,042	1,711.60

B. Other Equity

(₹ In Lakhs)

Particulars	Reserves and Surplus						Total
	Capital Reserve	Securities Premium	Capital Redemption Reserve	Share of Equity Component Directly Credited to equity	General Reserve	Retained Earnings	
As at 1st April, 2018	20.43	2,959.00	173.00	4.82	16,137.10	5,827.18	25,121.53
Profit for the year	-	-	-	-	-	2,435.06	2,435.06
Other comprehensive income	-	-	-	-	-	89.70	89.70
Total comprehensive income	-	-	-	-	-	222.84	222.84
Issue of share capital	-	-	-	-	-	2,747.60	2,747.60
Transfer from Surplus	-	-	-	-	1,000.00	(1,000.00)	-
Equity Component	-	-	-	-	-	(171.16)	(171.16)
Dividends on Equity Shares for the year	-	-	-	-	-	(35.18)	(35.18)
At 31st March, 2019	20.43	2,959.00	173.00	4.82	17,137.10	7,368.44	27,662.78

(₹ In Lakhs)

Particulars	Reserves and Surplus						Total
	Capital Reserve	Securities Premium	Capital Redemption Reserve	Share of Equity Component Directly Credited to equity	General Reserve	Retained Earnings	
As at 1st April, 2017	20.43	2,959.00	173.00	-	15,637.10	5,588.44	24,377.97
Profit for the year	-	-	-	-	-	839.88	839.88
Effect of Transition Provision IND AS 115 (Refer Note No 48) Net of Tax	-	-	-	-	-	(89.70)	(89.70)
Other comprehensive income	-	-	-	-	-	194.56	194.56
Total comprehensive income	-	-	-	-	-	944.73	944.73
Transfer from Surplus	-	-	-	-	500.00	(500.00)	-
Equity Component	-	-	-	4.82	-	-	-
Dividends on Equity Shares for the year	-	-	-	-	-	(171.16)	(171.16)
Dividend distribution tax on cash dividend	-	-	-	-	-	(34.84)	(34.84)
At 31st March, 2018	20.43	2,959.00	173.00	4.82	16,137.10	5,827.18	25,121.53

Significant Accounting Policies, Notes on Accounts and other disclosures from Note no. 1 to 60 forming part of these financial statements.

In terms of our Audit Report of even date:

For and on behalf of the Board of Directors

For K.G. SOMANI & CO.Chartered Accountants
FRN - 006591N**Rakesh Mehra**DIN : 00467321
Chairman**Ravindra Kumar Toshniwal**DIN : 00106789
Managing Director**Kavita Goyal**Partner
M.No. 063419**P. Kumar**DIN : 00179074
Chairman (Audit Committee)**J. K. Jain**

Jt. President & CFO

Place : New Delhi
Dated: 30th May, 2019Place : Mumbai
Dated : 30th May, 2019**H. P. Kharwal**
Company Secretary

1. Significant Accounting Policies for the Financial Year 2018-19:- Consolidated Financial Statements

A. Corporate Information

Banswara Syntex Limited ("the Company") is a Company domiciled in India and limited by shares (CIN: L24302RJ1976PLC001684). The shares of the Company are publicly traded on the National Stock Exchange of India Limited and Bombay Stock Exchange Limited. The address of the Company's registered office is Industrial Area, Dahod Road, Post Box No. 21, Banswara – 327001 (Rajasthan). These consolidated financial statements comprise the financial statements of the Company and the Company's interest in its joint venture (referred to collectively as the 'Group'). The Group is a vertically integrated textile mill manufacturing man-made synthetic blended Yarn, wool and wool mixed yarn, all type of Fabrics, Jacquard Furnishing Fabrics, besides production of Readymade Garments and Made-up's.

B. Statement of Compliance and Basis of Preparation

1. Compliance with Ind AS

These Consolidated Financial Statements are prepared on going concern basis following accrual basis of accounting and comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto, the Companies Act, 2013 (to the extent applicable) and applicable provisions of the Companies Act, 1956.

These financial statements were authorized for issue by Board of Directors on 30th May, 2019.

2. Basis of measurement/Use of Estimates

- (i) The Financial Statements are prepared on accrual basis under the historical cost convention except certain financial assets and liabilities (including derivatives instruments) that are measured at fair value. The methods used to measure fair values are discussed in notes no. 51 to financial statements.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

- (ii) The preparation of financial statements requires judgments, estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized. Major Estimates are discussed in Part D.

3. Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is the Group's functional currency. All financial information presented in INR has been rounded to the nearest Lakhs (up to two decimals), except as stated otherwise.

4. Current and non-current classification

The Group presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is current when it is:

- Expected to be realized or intended to sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or

- There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period
- All other liabilities are classified as non-current.
- Deferred tax assets/liabilities are classified as non-current.

C. Significant accounting policies

A summary of the significant accounting policies applied in the preparation of the financial statements are as given below. These accounting policies have been applied consistently to all periods presented in the financial statements.

1. Basis of Consolidation

The financial statements of Joint venture are drawn up to the same reporting date as of the Group for the purpose of consolidation.

1.1. Joint arrangements

Under Ind AS 111 'Joint Arrangements', investment in joint arrangements are classified as either joint operations or joint venture. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The group has only joint venture.

Joint Venture

Interests in joint venture are accounted for using the equity method (see C.1.2 below), after initially being recognized at cost in the consolidated balance sheet.

1.2. Equity Method

Under the equity method of accounting, the investment in a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is not tested for impairment individually.

The statement of profit and loss reflects the Group's share of the results of operations of the associate or joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the joint venture are eliminated to the extent of the interest in the joint venture.

Upon loss of internal control over joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the joint venture upon loss of or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

2. Property, plant & equipment

2.1. Initial recognition and measurement

An item of property, plant and equipments recognized as an asset if and only if it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably.

Items of property, plant and equipments are measured at cost less accumulated depreciation/amortization and accumulated impairment losses. Cost includes expenditure that is directly attributable to bringing the asset, inclusive of non-refundable taxes & duties, to the location and condition necessary for it to be capable of operating in the manner intended by management.

When parts of an item of property, plant and equipments have different useful lives, they are recognized separately.

Items of spare parts, stand-by equipment and servicing equipment which meet the definition of property, plant and equipments are capitalized.

2.2. Subsequent costs

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of Property, Plant and Equipment are recognized in the statement of profit and loss as incurred.

2.3. Derecognition

Property, Plant and Equipment are derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized in the statement of profit and loss.

2.4. Depreciation

Depreciation is recognized in statement of profit and loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. Leasehold lands are amortized over the lease term unless it is reasonably certain that the Group will obtain ownership by the end of the lease term.

Assets costing up to ₹ 5,000/- are fully depreciated in the year of acquisition.

Depreciation on additions to/deductions from fixed assets during the year is charged on pro-rata basis from/up to the date on which the asset is available for use/disposed.

Where it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably, subsequent expenditure on a property, plant and equipment along-with its unamortized depreciable amount is charged off prospectively over the revised useful life determined by technical assessment.

In circumstance, where a property is abandoned, the cumulative capitalized costs relating to the property are written off in the same period.

3. Capital work-in-progress

The cost of self-constructed assets includes the cost of materials & direct labour, any other costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management and borrowing costs.

Expenses directly attributable to construction of property, plant and equipment incurred till they are ready for their intended use are identified and allocated on a systematic basis on the cost of related assets.

4. Intangible assets and intangible assets under development

4.1. Initial recognition and measurement

An intangible asset is recognized if and only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the group and the cost of the asset can be measured reliably.

Intangible assets acquired by the Group are measured on initial recognized at cost. Subsequent measurement is done at cost less accumulated amortization and accumulated impairment losses. Cost includes any directly attributable incidental expenses necessary to make the assets ready for its intended use.

Expenditure on development activities is capitalized only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Group intends to and has sufficient resources to complete development and to use or sell the asset.

Expenditure incurred which are eligible for capitalizations under intangible assets are carried as intangible assets under development till they are ready for their intended use.

4.2. Subsequent costs

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

4.3. Derecognition

An intangible asset is derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of intangible assets are determined by comparing the proceeds from disposal with the carrying amount of intangible assets and are recognized in the statement of profit and loss.

4.4. Amortization

Intangible assets having definite life are amortized on straight line method in their useful lives. Useful life of computer software is estimated at six years.

5. Borrowing Cost

Borrowing costs that are directly attributable to the acquisition, construction/exploration/ development or erection of qualifying assets are capitalized as part of cost of such asset until such time the assets are substantially ready for their intended use. Qualifying assets are assets which take a substantial period of time to get ready for their intended use or sale. Capitalization of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying assets for their intended uses are complete. Borrowing costs consist of (a) interest expense calculated using the effective interest method as described in Ind AS 109 – 'Financial Instruments' (b) finance charges in respect of finance leases recognized in accordance with Ind AS 17 – 'Leases' (c) exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs and (d) other costs that an entity incurs in connection with the borrowing of funds. Income earned on temporary investment of the borrowings pending their expenditure on the qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are charged to revenue as and when incurred.

6. Inventories

Inventories are valued at the lower of cost or net realizable value. Cost includes cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average cost basis. Costs of purchased inventory are determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Spare parts other than those capitalized as Property, Plant and Equipment are carried as inventory.

The diminution in the value of obsolete, unserviceable and surplus stores & spares is ascertained on review and provided for.

The diminution in the value of obsolete, unserviceable and surplus stores & spares is ascertained on review and provided for.

7. Cash and Cash Equivalent

Cash and cash equivalent in the balance sheet comprise cash at banks and cash on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of change in value.

8. Government Grants

Government grants are recognized only when its reasonable certainty that economics benefit flow to the entities and attached conditions will be complied with it

Government grants are recognized and shown in the balance sheet as liability and income is accrued based on the terms of schemes in the statement of profit and loss over a phased manner in consideration with scheme terms and related use of assets.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Profit and Loss on straight –line basis over the expected lives of related assets and presented within other income.

9. Provisions, Contingent liabilities and Contingent Assets

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

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

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

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Group. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Contingent liabilities are disclosed on the basis of judgment of the management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

Contingent assets are possible assets that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. Contingent assets are disclosed in the financial statements when inflow of economic benefits is probable on the basis of judgment of management. These are assessed continually to ensure that developments are appropriately reflected in the financial statements.

10. Foreign currency transactions and translation

Transactions in foreign currencies are initially recorded at the functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in Statement of profit or loss in the year in which it arises.

Non-monetary items are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

11. Revenue

Revenue is to be recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. To recognize revenues, the company apply the following five step approach.

- (1) Identify the contract with a customer
- (2) Identify the performance obligations in the contract
- (3) Determine the transaction price,
- (4) Allocate the transaction price to the performance obligations in the contract
- (5) Recognize revenues when a performance obligation is satisfied.

Control implies the ability to obtain the benefits from and direct the usage of the asset while also preventing other entities from obtaining benefits and directing usage.

Effective 1st April, 2018, the company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts.

a) Income from Sale of Goods

Revenue from sale of products are recognized at a point in time on transfer of promised product to customer upon transfer of control in an amount that reflects the consideration that the company expects to receive in exchange for those product.

b) Income from Rendering of Services

Income from sale of services is recognised when (or as) the company satisfies performance obligation by transferring promised services to the customer i.e. at a point in time.

Other Export Benefit

Export Benefits are accounted for in the year of export at net market realizable value.

Interest Income

For all financial instruments classified and measured at amortized cost, interest income is recorded using the effective interest rate (EIR). The EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the Statement of Profit or loss.

Dividend

Dividend Income is recognized when the Company's right to receive is established which generally occurs when the shareholders approve the dividend.

Other Income

Other income is recognized in the statement of profit and loss when increase in future economic benefits related to an increase in an asset or a decrease of a liability has arisen that can be measured reliably

12. Employee Benefits**12.1. Short Term Benefit**

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognized for the amount expected to be paid under performance related pay if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

12.2. Post-Employment benefits

Employee benefit that are payable after the completion of employment are Post-Employment Benefit (other than termination benefit). These are of two type:

12.2.1. Defined contribution plans

Defined contribution plans are those plans in which an entity pays fixed contribution into separate entities and will have no legal or constructive obligation to pay further amounts. Provident Fund and Employee State Insurance are Defined Contribution Plans in which the Group pays a fixed contribution and will have no further obligation.

12.2.2. Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

Group pays Gratuity as per provisions of the Gratuity Act, 1972. Leave Encashment up to 90 days is payable at the end of the employment is also a post-employment defined benefit plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognized past service costs and the fair value of any plan assets are deducted. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting

date that have maturity dates approximating the terms of the Group's obligations and that are denominated in the same currency in which the benefits are expected to be paid.

The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a liability to the group, the present value of liability is recognized as provision for employee benefit. Any actuarial gains or losses are recognized in Other Comprehensive Income ("OCI") in the period in which they arise.

13.3 Other long-term employee benefits

Benefits under the Group's leave encashment, long-service award and economic rehabilitation scheme constitute other long term employee benefits. The Group's net obligation in respect of leave encashment is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Group's obligations. The calculation is performed using the projected unit credit method. Actuarial gains or losses are recognized in statement of profit or loss in the period in which they arise. In case of funded plans, the fair value of plant asset is reduced from the gross obligation, to recognize the obligation on the net basis.

13. Taxes

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

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted and as applicable at the reporting date, and any adjustment to tax payable in respect of previous years. Current taxes are recognized under 'Income tax payable' net of payments on account, or under 'Tax receivables' where there is a debit balance.

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Deferred tax is recognized in the statement of profit or loss except to the extent that it relates to items recognized directly in OCI or equity, in which case it is recognized in OCI or equity.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Tax credit is recognized in respect of Minimum Alternative Tax (MAT) paid in terms of section 115JAA of the Income Tax, 1961 based on convincing evidence that the Company will pay normal income tax within statutory time frame and the same is reviewed at each balance sheet date. MAT credit are in the form of unused tax credits that are carried forward by the Company for a specified period of time, hence it is grouped with Deferred Tax Assets.

Additional income taxes that arise from the distribution of dividends are recognized at the same time that the liability to pay the related dividend is recognized.

Deferred Tax is not recognized for taxable temporary difference in respect of interest in joint arrangement, considering that the Company is able to control the timing of the reversal of temporary difference and such temporary will not reverse in foreseeable future.

14. Leases

14.1. As Lessee

Accounting for finance leases

Leases of Property, Plant and Equipment where the Group, as lessee has substantially all risks and rewards of ownership are classified as finance lease. On initial recognition, assets held under finance leases are

recorded as Property, Plant and Equipment and the related liability is recognized under borrowings. At inception of the lease, finance leases are recorded at amounts equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments. Minimum lease payments made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability.

Accounting for operating leases

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating lease. Payments made under operating leases are recognized as an expense over the lease term.

14.2 As Lessor

At inception of an arrangement, the Group determines whether such an arrangement is or contains a lease. A specific asset is subject of a lease if fulfillment of the arrangement is dependent on the use of that specified asset. An arrangement conveys the right to use the asset if the arrangement conveys to the customer the right to control the use of the underlying asset. Arrangements that do not take the legal form of a lease but convey rights to customers/suppliers to use an asset in return for a payment or a series of payments are identified as either finance leases or operating leases.

Accounting for finance leases

The amounts due from lessees under finance leases are recorded in the balance sheet as financial assets, classified as finance lease receivables, at the amount of the net investment in the lease.

Accounting for operating leases

Rental income from operating leases is recognized on a straight line basis over the term of the arrangement

15. Impairment of Non-financial Assets

The carrying amounts of the Group's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS 36 'Impairment of Assets'. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit", or "CGU").

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in statement of profit or loss. Impairment losses recognized in respect of CGUs are reduced from the carrying amounts of goodwill of that CGU, if any and then the assets of the CGU.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

16. Dividends

Dividends and interim dividends payable to a Group's shareholders are recognized as changes in equity in the period in which they are approved by the shareholders' meeting and the Board of Directors respectively.

17. Material Prior Period Errors

Material prior period errors are corrected retrospectively by restating the comparative amounts for the prior periods presented in which the error occurred. If the error occurred before the earliest prior period presented, the opening balances of assets, liabilities and equity for the earliest prior period presented, are restated.

18. Earnings Per Share

Basic earnings per equity share is computed by dividing the net profit or loss attributable to equity shareholders of the Group by the weighted average number of equity shares outstanding during the financial year.

Diluted earnings per equity share is computed by dividing the net profit or loss attributable to equity shareholders of the Group by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

19. Statement of Cash Flows

Statement of cash flows is prepared in accordance with the indirect method prescribed in Ind AS-7 'Statement of cash flows'.

20. Financial instruments

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

20.1. Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus or minus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition or issue of the financial asset.

Subsequent measurement

Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- (a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- (b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the Effective Interest Rate method ("EIR"). Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit and loss. This category generally applies to trade and other receivables.

Debt instrument at FVTOCI (Fair Value through OCI)

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- (a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- (b) The asset's contractual cash flows represent SPPI

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the OCI. However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On Derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL (Fair value through profit or loss)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to classify a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Equity investments

All equity investments in entities other than joint ventures are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group decides to classify the same either as at FVTOCI or FVTPL. The Group makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instruments, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the group may transfer cumulative gain or loss within the equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Equity investments in joint venture are measured at cost.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognized (i.e. removed from the Group's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

In accordance with Ind-AS 109, the Group applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortized cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 115

The Group follows 'simplified approach' for recognition of impairment loss allowance on:

Trade receivables or contract assets resulting from transactions within the scope of Ind AS 11 and Ind AS 115, if they do not contain a significant financing component

- Trade receivables or contract assets resulting from transactions within the scope of Ind AS 11 and Ind AS 115 that contain a significant financing component, if the Group applies practical expedient to ignore separation of time value of money, and

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

Financial liabilities

Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any material transaction that are any integral part of the EIR. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the Derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Derivative financial instruments

The Group uses forwards to mitigate the risk of changes in interest rates, exchange rates and commodity prices. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss.

D. Major Estimates made in preparing Financial Statements

1. Useful life of property, plant and equipment and intangible assets

The estimated useful life of property, plant and equipment is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

Useful life of the assets other than Plant and machinery are in accordance with Schedule II of the Companies Act, 2013.

The Group reviews at the end of each reporting date the useful life of property, plant and equipment, and are adjusted prospectively, if appropriate.

Intangible assets is being amortized on straight line basis over the period of six years.

2. Post-employment benefit plans

Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, the rate of salary increases and the inflation rate. The Group considers that the assumptions used to measure its obligations are appropriate and documented. However, any changes in these assumptions may have a material impact on the resulting calculations.

3. Provisions and contingencies

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Ind AS 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events has required best judgment by management regarding the probability of exposure to potential loss. Should circumstances change following unforeseeable developments, this likelihood could alter.

4. Asset Held for Sale

Significant judgment is required to apply the accounting of non-current assets held for sale under Ind AS 105 'Non-current Assets Held for Sale and Discontinued Operations'. In assessing the applicability, management has exercised judgment to evaluate the availability of the asset for immediate sale, management's commitment for the sale and probability of sale within one year to conclude if their carrying amount will be recovered principally through a sale transaction rather than through continuing use.

NOTE NO. '2' NON CURRENT ASSETS: PROPERTY, PLANT & EQUIPMENTAs at 31st March, 2019

(₹ In Lakhs)

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK	
	As at 01.04.2018	Additions during the year	Disposals/ Adjustment	As at 31.03.2019	As at 1.04.2018	For the Year	Deductions/ Adjustments	Up to 31.03.2019	As at 31.03.2019	As at 31.03.2018
Lease Hold Land	322.47	-	-	322.47	10.02	4.81	-	14.82	307.65	312.45
Free Hold Land	896.01	38.09	-	934.11	-	-	-	-	934.11	896.01
(Refer Note 2.3 Below)										
Buildings & Road	13,655.09	576.08	0.05	14,231.11	922.94	483.20	-	1,406.14	12,824.97	12,732.15
Plant & Equipment	38,895.12	954.15	742.03	39,107.25	9,492.94	4,454.93	288.77	13,659.09	25,448.15	29,402.19
Building Machinery	0.07	-	-	0.07	-	-	-	-	0.07	0.07
Electric & Water Supply Installation	1,224.38	46.30	31.38	1,239.31	322.44	142.75	2.45	462.74	776.56	901.95
Furniture & Fixtures	530.24	4.06	7.40	526.89	187.51	71.68	3.27	255.92	270.97	342.73
Office Equipments	464.69	35.42	2.90	497.20	228.35	83.56	1.82	310.10	187.11	236.33
Vehicles	624.93	12.41	94.30	543.04	203.14	70.03	23.47	249.69	293.35	421.79
Capital Spares	367.80	132.08	-	499.88	112.04	95.13	-	207.17	292.71	255.75
Plant & Machinery Under Finance Lease (Refer Note no 42)	-	24.62	-	24.62	-	4.10	-	4.10	20.52	-
TOTAL	56,980.80	1,823.21	878.06	57,925.95	11,479.38	5,410.19	319.78	16,569.77	41,356.17	45,501.42

As at 31st March, 2018

(₹ In Lakhs)

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK	
	As at 01.04.2017	Additions during the year	Disposals/ Adjustment	As at 31.03.2018	As at 1.04.2017	For the Year	Deductions/ Adjustments	Up to 31.03.2018	As at 31.03.2018	As at 31.03.2017
Lease Hold Land	322.47	-	-	322.47	5.21	4.81	-	10.02	312.45	317.27
Free Hold Land	310.01	586.00	-	896.01	-	-	-	-	896.01	310.01
Buildings & Road	13,086.17	568.92	-	13,655.09	452.57	470.37	-	922.94	12,732.15	12,633.59
Plant & Equipment	37,815.87	1,240.52	161.27	38,895.12	4,791.32	4,725.15	23.54	9,492.94	29,402.19	33,024.55
Building Machinery	0.07	-	-	0.07	-	-	-	-	0.07	0.07
Electric & Water Supply Installation	1,156.46	67.92	-	1,224.38	159.22	163.21	-	322.43	901.95	997.23
Furniture & Fixtures	513.64	21.97	5.37	530.24	97.91	89.71	0.11	187.51	342.73	415.73
Office Equipments	372.49	92.52	0.32	464.69	108.07	120.29	-	228.36	236.33	264.42
Vehicles	600.57	77.44	53.08	624.93	89.22	115.84	1.92	203.14	421.79	511.35
Capital Spares	167.20	200.60	-	367.80	44.94	67.10	-	112.04	255.75	122.25
TOTAL	54,344.95	2,855.89	220.04	56,980.80	5,748.46	5,756.48	25.57	11,479.38	45,501.42	48,596.47

- 2.1. The Company has Capitalized Road & Building amounting to ₹ 497.60 lakhs in the previous years at Mumbai from M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. The Company has taken the equity shares in M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. to establish the right of ownership & possession.

As per the audited financial statement of M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. for the year ended on 31st March, 2018 the company holds 876 Equity Shares which comprise 35.90 % of Share capital of that company. The company does not have any control on the M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. as per conditions prescribed under IND-AS 110. Further, the equity shares of M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. is not in the nature of investment. Therefore it has not been shown as Investment under the head Financial Instrument.

- 2.2. Depreciation has been charged on Straight Line Method (SLM) based on useful life of the assets as mentioned in Schedule II of the Companies Act, 2013, except in case of Plant & machinery where the useful life has been taken as ascertained by the Independent Chartered Engineer and technical experts of the Company. The useful life of the Plant & Machinery so ascertained is ranging from 10 to 18 years on triple shift basis in certain plants as against the life of 15 years given in Part C of Schedule II of the Companies Act, 2013. Further, considering materiality of assets costing less than ₹ 5,000 are fully depreciated in the year of purchase/acquisition. The Company provide pro-rata depreciation from/to the date on which asset is acquired or put to use/ disposed off as appropriate.

- 2.3. Lease hold lands are amortised over the period of lease.

NOTE NO. '2' CAPITAL WORK IN PROGRESS

As at 31st March, 2019

(₹ In Lakhs)

DESCRIPTION OF ASSETS	As at 01.04.2018	Additions during the year	Deductions/ adjustments	Capitalized during the year	As at 31.03.2019
Capital Work In Progress for					
- Buildings & Road	339.11	236.97	-	576.08	-
- Plant & Equipment	186.14	772.10	-	954.15	4.09
- Water & Electric Installation	10.55	36.72	-	46.30	0.97
TOTAL	535.80	1,045.79	-	1,576.53	5.06

As at 31st March, 2018

(₹ In Lakhs)

DESCRIPTION OF ASSETS	As at 01.04.2017	Additions during the year	Deductions/ adjustments	Capitalized during the year	As at 31.03.2018
Capital Work In Progress for					
- Buildings & Road	118.17	789.86	-	568.92	339.11
- Plant & Equipment	273.92	1,236.20	83.46	1,240.52	186.14
- Water & Electric Installation	4.99	73.48	-	67.92	10.55
TOTAL	397.08	2,099.54	83.46	1,877.36	535.80

NOTE NO. '3' NON CURRENT ASSETS: INTANGIBLE ASSETS

As at 31st March, 2019

(₹ In Lakhs)

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK	
	As at 01.04.2018	Additions during the year	Disposals/ Adjust- ment	As at 31.03.2019	As at 1.04.2018	For the Year	Deduc- tions/ Adjust- ments	Up to 31.03.2019	As at 31.03.2019	As at 31.03.2018
Software	487.59	487.59	-	487.59	0.21	77.20	-	77.41	410.18	487.38
	487.59	487.59	-	487.59	0.21	77.20	-	77.41	410.18	487.38

As at 31st March, 2018

(₹ In Lakhs)

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK	
	As at 01.04.2017	Additions during the year	Disposals/ Adjust- ment	As at 31.03.2018	As at 1.04.2017	For the Year	Deduc- tions/ Adjust- ments	Up to 31.03.2018	As at 31.03.2018	As at 31.03.2017
Software	-	487.59	-	487.59	-	0.21	-	0.21	487.38	-
	-	487.59	-	487.59	-	0.21	-	0.21	487.38	-

NOTE NO. '4' NON CURRENT ASSETS : INVESTMENT IN JOINT VENTURES

(₹ In Lakhs)

Particulars	No.of shares/ C.Y./ (P.Y.)	Face value per share/ C.Y./ (P.Y.)	As at 31 st March, 2019	As at 31 st March, 2018
Joint Venture Company				
Tesca Textiles & Seat Components (India) Private Limited (Formerly known as Treves Banswara Private Limited)	3600000 (3600000)	10 (10)	289.91	268.15
TOTAL			289.91	268.15
Aggregate value of Unquoted Investment			289.91	268.15

C.Y. = Current Year; P.Y. = Previous Year;

NOTE NO. '5' NON CURRENT FINANCIAL ASSETS : INVESTMENTS

(₹ In Lakhs)

Particulars	No. of shares/ C.Y./ (P.Y.)	Face value per share/ C.Y./ (P.Y.)	As at 31 st March, 2019	As at 31 st March, 2018
Equity instrument (Fully Paid up- Unless otherwise stated, at cost)				
Unquoted (designated at fair value through Profit and Loss)				
New Indian Co operative Bank Ltd.	- [500]	- [10]	-	0.05
Investment in Government securities				
National Savings Certificate (Deposited with State and Central Govt. Authorities)			-	0.13
Total			-	0.18
Aggregate value of Unquoted Investment			-	0.18

C.Y. = Current Year; P.Y. = Previous Year

NOTE NO. '6' NON CURRENT FINANCIAL ASSETS : LOANS

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Unsecured, Considered good		
Security Deposits	240.20	242.49
Total	240.20	242.49

NOTE NO. '7' OTHER NON CURRENT FINANCIAL ASSETS

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Term deposits held as margin money* (with maturity more than 12 months)	244.01	172.35
Other Term Deposits (with maturity more than 12 months)	31.21	21.51
Interest Accrued on Term deposits	6.72	6.31
Total	281.94	200.17

* To avail Non fund based facilities from banks.

NOTE NO. '8' OTHER NON CURRENT ASSETS

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Capital Advances		
Advance for Property, Plant and Equipments	105.85	210.63
Advance Other than Capital Advances		
Prepaid Lease Charges	27.69	29.53
Prepaid Expenses	23.61	36.13
Advance Income Tax (Net of Provision of ₹ 976.86 Lakhs, {Previous Year ₹ 362.92 Lakhs})	229.99	153.76
Income Tax Paid Under Protest	350.00	330.68
Total	737.14	760.73

NOTE NO. '9' INVENTORIES

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
(At lower of Cost and Net Realizable Value)		
Raw Materials	10,393.37	10,959.38
Works-in-Progress	4,927.34	4,820.36
Finished goods		
Yarn	4,691.52	4,141.84
Cloth (Processed)	5,112.25	6,747.34
Garment	1,728.28	1,841.11
Stores & Spares	1,771.60	2,370.72
Waste	166.23	75.99
Total	28,790.59	30,956.74

The above inventories includes goods in transit as under

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Finished goods		
Yarn	606.33	384.26
Cloth (Processed)	1,316.83	651.06
Garment	275.62	-
Total	2,198.78	1,035.32

9.1 Inventories include stocks lying with third parties ₹ 351.40 Lakhs (Previous Year ₹ 218.61 Lakhs)
NOTE NO. '10' CURRENT FINANCIAL ASSETS: INVESTMENTS

(₹ In Lakhs)

Particulars	No. of shares/ C.Y./ (P.Y.)	Face value per share/units C.Y./ (P.Y.)	As at 31 st March, 2019	As at 31 st March, 2018
Quoted (measured at fair value through profit or loss)				
In Equity Shares				
Union Bank of India	10114 [10114]	10 [10]	9.67	9.51
Unquoted (measured at fair value through profit or loss)				
10% Ambojini Property Developers Private Limited OCD	- (13) [1]	- (10) [10]	0.07	0.07
In Debentures				
Unquoted (measured at fair value through profit or loss)				
10% Ambojini Property Developers Private Limited OCD	3542 (3542)	100 (100)	8.07	6.97
Total			17.81	16.55

C.Y. = Current Year; P.Y. = Previous Year ;

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
In Equity (Quoted)		
Aggregate Book Value	18.91	18.91
Aggregate Market Value	9.74	9.58
Impaired in the previous years	9.37	9.37
In Debenture (Quoted)		
Aggregate Book Value	3.54	3.54
Aggregate Market Value	8.07	6.97

NOTE NO. '11' CURRENT FINANCIAL ASSETS: TRADE RECEIVABLES

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Trade receivables		
- Considered good - unsecured	16,327.24	18,267.54
- Receivables which have significant increase in credit risk	14.32	-
- Receivables credit impaired	1,396.72	1,498.21
	17,738.28	19,765.75
Less: Impairment allowance for doubtful trade receivables	1,396.72	1,498.21
Total	16,341.56	18,267.54

- a) Trade receivables are hypothecated to the banks for availing the fund based and non- fund based working capital facilities.
- b) Amount of ₹ 87.82 Lakhs (Previous Year ₹ 115.96 Lakhs) is receivable from Tesca Textiles & Seat Components (India) Private Limited (Formerly known as Treves Banswara Private Limited) Refe note no .45

MOVEMENT IN IMPAIRMENT ALLOWANCE FOR DOUBTFUL TRADE RECEIVABLES

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Balance at the beginning of the year	1,498.21	1,399.58
Allowance for the year	-	118.32
Write off Bad Debts (Net of Recovery)	(101.49)	(19.69)
Balance at the end of the year	1,396.72	1,498.21

NOTE NO. '12' CASH AND CASH EQUIVALENTS

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
A. Balances with Banks		
-Current Account	764.62	341.76
B. Cash On Hand	41.57	28.21
Total	806.19	369.97

NOTE NO '13' BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENT

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Unpaid Dividend Account	29.60	32.89
Term Deposits held as margin money* (with maturity more then 3 months & less than 12 months)	477.70	702.10
Other Term Bank Deposits (with maturity more then 3 months & less than 12 months)	451.64	222.61
Total	958.94	957.60

* To avail Non fund based facilities from banks.

There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at year end.

NOTE NO. '14' CURRENT FINANCIAL ASSETS: LOANS

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Unsecured, Considered good		
Loans & Advances to Employees	150.01	187.58
Advance Income Tax and Tax deducted at source	341.26	757.20
Less: Provision for Taxation (as per contra)	341.26	722.00
Total	150.01	222.78

NOTE NO. '15' OTHER CURRENT FINANCIAL ASSETS

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Unsecured, considered good		
Claim Receivable under TUFs	317.66	271.08
Forward Contract Assets	82.83	-
Other Claim Receivables	249.79	252.03
Other Export Receivables	1,478.97	1248.94
Total	2,129.25	1772.05

NOTE NO. '16' OTHER CURRENT ASSETS

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Unsecured, considered good		
Advance Other than Capital Advance		
Advance to Suppliers	411.66	688.83
Recoverable from Revenue Authorities : Considered Good	5,433.95	5,819.99
Recoverable from Revenue Authorities : Considered Doubtful	29.57	29.57
Prepaid Expenses	317.04	129.72
Prepaid Lease Rent	1.85	1.85
	6,194.07	6,669.96
Impairment allowance for doubtful recoverable from revenue Authorities	29.57	29.57
Total	6,164.50	6,640.39

NOTE NO. '17' EQUITY SHARE CAPITAL

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Authorized		
6,08,50,000 Equity Shares of ₹10/- each	6,085.00	6,085.00
5,00,000 3% Redeemable Preference Shares of ₹100/- each	500.00	500.00
(5,00,000, 3% Redeemable Preference Share of ₹ 100/- each as at 31 st March, 2018;		
3,00,000 3% Redeemable Cumulative Preference Shares of ₹ 100/- each (3,00,000 3% Redeemable Cumulative Preference Share of Rest. 100/- each As at 31 st March, 2018)	300.00	300.00
	6,885.00	6,885.00
Issued		
1,71,43,057 Equity Shares of ₹10/- each	1,714.31	1,714.31
(1,71,43,057 Equity Shares of ₹ 10/- each as at 31 st March, 2018;		
	1,714.31	1,714.31
Subscribed and fully Paid		
1,71,16,042 Equity Shares of ₹10/- each	1,711.60	1,711.60
(1,71,16,042 Equity Shares of ₹ 10/- each as at 31 st March, 2018;		
	1,711.60	1,711.60

17.1 Reconciliation of Number of Equity Shares Outstanding

Shares (In Nos.)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
At the beginning of the year	17,116,042	17,116,042
Issued during the year	-	-
Forfeited during the year	-	-
At the end of the year	17,116,042	17,116,042

17.2 Rights, preferences and restrictions to the shareholders :Equity Shares

All equity shareholders are having right to get dividend in proportion to paid up value of the each equity share as and when declared.

The Company has equity shares having a par value of ₹ 10 each. Each shareholder is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the company has, and has exercised, any right of lien.

17.3 Details of Shareholder's holding more than 5% of each class of shares issued by the Company-

Name of shareholder	As at 31.03.2019		As at 31.03.2018	
	No. of Shares	% of Shares	No. of Shares	% of Shares
Equity Shares				
Shri Ravindra Kumar Toshniwal	2,248,267	13.14%	2,248,267	13.14%
Shri Shaleen Toshniwal	2,125,180	12.42%	2,125,180	12.42%
Smt. Radhika Toshniwal	1,182,482	6.91%	1,182,482	6.91%
Smt. Prem Toshniwal	896,359	5.24%	896,359	5.24%
Kotak Mahindra (International) Limited	12,89,556	7.53%	12,89,556	7.53%

NOTE NO. '18' OTHER EQUITY

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Reserves and Surplus		
Capital Reserve	20.43	20.43
Capital Redemption Reserve	173.00	173.00
Securities Premium	2,959.00	2,959.00
Share of Equity Component directly credited to equity of Joint Venture	4.82	4.82
General Reserve	17,137.10	16,137.10
Retained Earnings	7,368.43	5,827.18
Total	27,662.78	25,121.53

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
(A) Capital Reserve		
Opening Balance	20.43	20.43
Closing Balance	20.43	20.43
(B) Capital Redemption Reserve		
Opening Balance	173.00	173.00
Closing Balance	173.00	173.00
(C) Securities Premium		
Opening balance	2,959.00	2,959.00
Closing Balance	2,959.00	2,959.00
(D) Share of Equity Component		
Opening Balance	4.82	-
Add: Share of Equity Component directly credited to equity of Joint Venture	-	4.82
Closing Balance	4.82	4.82
(E) General Reserve		
Opening Balance	16,137.10	15,637.10
Add: Transfer from Surplus	1,000.00	500.00
Closing Balance	17,137.10	16,137.10
(F) Retained Earnings		
Opening Balance	5,827.18	5,588.44
Add: Profit for the year	2,435.06	839.88
Add: Remeasurment Gain/(Loss) of defined benefit plan (net of tax)	222.84	194.56
Add: Effect of Transition Provision IND AS 115 (Refer Note No 48) (net of tax)	89.70	(89.70)
Less: Transfer to General Reserve	1,000.00	500.00
Less: Dividend on Equity Shares paid during the Year	171.16	171.16
Less: Dividend Distribution Tax paid during the Year	35.18	34.84
	7,368.43	5,827.18
Total	27,662.78	25,121.53

NOTE NO. '19' NON CURRENT FINANCIAL LIABILITIES: BORROWINGS

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
TERM LOAN (SECURED)		
FROM BANK AND FINANCIAL INSTITUTIONS		
IDBI BANK LIMITED		
Term Loan - II		
Repayable in 30 variable quarterly installments	362.44	431.86
Term Loan - III		
Repayable in 30 variable quarterly installments	226.14	269.46
Term Loan - IV		
Repayable in 30 variable quarterly installments	539.34	642.62
Term Loan - V		
Repayable in 30 variable quarterly installments	1,221.87	1,321.87
Term Loan - VI		
Repayable in 32 variable quarterly installments	400.75	432.75

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
EXPORT IMPORT BANK OF INDIA		
Term Loan - I	860.94	1,195.57
Repayable in 23 variable quarterly installments		
Term Loan - II	1,251.06	1,642.01
Repayable in 24 variable quarterly installments		
Term Loan - VI	-	504.46
Repayable in 13 variable quarterly installments		
Term Loan - VII	886.62	1,241.27
Repayable in 26 variable quarterly installments		
BANK OF BARODA		
Term Loan - I	-	230.09
Repayable in 16 variable quarterly installments		
Term Loan - III	2,173.14	2,723.30
Repayable in 27 variable quarterly installments		
Term Loan - IV	1,232.36	1,408.41
Repayable in 32 variable quarterly installments		
Working Capital Term Loan	35.01	105.03
Repayable in 9 equal half yearly installments		
PUNJAB NATIONAL BANK		
Term Loan - III	731.28	857.50
Repayable in 32 variable quarterly installments		
Term Loan - IV	-	127.08
Repayable in 13 variable quarterly installments		
Working Capital Term Loan	-	425.30
Repayable in 8 equal half yearly monthly installments		
BANK OF INDIA		
Term Loan - II		
Repayable in 16 variable quarterly installments	-	188.71
UNION BANK OF INDIA		
Term Loan - II	336.00	896.00
Repayable in 20 variable quarterly installments		
Term Loan - III	1,700.00	1,850.00
Repayable in 32 variable quarterly installments		
Term Loan - IV	1,637.23	1,702.85
Repayable in 32 variable quarterly installments		
Term Loan - V	677.71	707.71
Repayable in 32 variable quarterly installments		
Term Loan - VI	1,056.12	821.22
Repayable in 32 variable quarterly installments		
Term Loan - VII	543.69	259.81
Repayable in 32 variable quarterly installments		
Corporate Term Loan	-	1,120.00
Repayable in 10 fixed half yearly installments		
Working Capital Term Loan	70.00	210.00
Repayable in 9 equal half yearly installments		
Sub-Total (A)	15,941.70	21,314.88
IDBI Bank Ltd.	384.00	348.00
Export-Import Bank of India	1,355.83	1611.20
Bank of Baroda	866.51	1027.34
Punjab National Bank	156.28	684.88
Bank of India	-	188.71

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Union Bank of India	898.48	1113.62
Sub-Total (B)	3,661.10	4,973.75
Total (I) = (A-B)	12,280.60	16,341.14
Fixed Deposits (Unsecured)		
From Directors	203.31	172.81
From Others	3,073.61	2,762.60
Includes ₹ 791.49 Lakhs (Previous years ₹ 341.55 Lakhs) from related parties	3,276.92	2,935.41
Less : Current Maturities	1,531.92	740.41
Total (II)	1,745.00	2,195.00
Finance lease obligation (Secured)		
Less : Current Maturities	21.17	-
Long term maturities of finance lease obligation (III)	7.63	-
	13.54	-
Total (I+II)	14,039.14	18,536.14

19.1 Securities/ Guarantees

A. For Term Loans from Financial Institutions and Banks:

- Terms Loans from Financial Institutions and Banks are secured by a joint equitable mortgage and /or hypothecation charges ranking pari-passu on immovable/movable properties situated at Banswara, Daman and Surat, present and future of the Company and are also secured by second charge on current assets of the Company ranking pari-passu.
- Working Capital Term Loans from Banks are secured by first charge on current assets of the Company ranking Pari-passu and are also secured by second charge on fixed assets of the Company ranking pari-passu.
- Term Loans and Working Capital term Loans from Financial Institutions and Banks are guaranteed by Shri R.L.Toshniwal, Chairman (till 21st February, 2019) and Shri Ravindra Kumar Toshniwal, Managing Director in their personal capacities as per sanctions of the respective Financial Institutions and Banks.
- Term Loan and Working Capital Loan Interest rate ranging from 9.45% to 12.50% (Previous Year 9.20% to 11.40%)

B. For Fixed deposits

- Fixed Deposits accepted by the Company are in accordance with the provisions of section 73(2)(a) and section 76 of the Companies Act, 2013 and rule 4(1) and 4(2) of the Companies (Acceptance of Deposits) Rules, 2014 are unsecured. Fixed Deposits are repayable within 1 to 3 years depending upon the terms of deposits.
- Fixed Deposits Interest rate ranging from 9% to 9.50% (Previous Year 9% to 9.50%)

NOTE NO. '20' NON CURRENT LIABILITIES: PROVISIONS

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Provisions for Employee benefits		
-Gratuity	471.39	882.36
Less : Short Term	283.81	316.34
	187.58	566.02
-Leave Encashment	272.02	311.57
Less : Short Term	96.91	132.88
	175.11	178.69
Total	362.69	744.71

NOTE NO. '21' NON CURRENT LIABILITIES: DEFERRED TAX LIABILITIES (Net)

Considering accounting procedure prescribed by the IND AS 12 "Income Taxes", the following amounts have been worked out and provided in books:

Major components of deferred tax balances

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Deferred Tax Liabilities		
i) Difference between accounting and tax depreciation (cumulative)	5,095.17	5,680.47
ii) On account of Forward Contract	28.94	(27.39)
TOTAL (I)	5,124.11	5,653.08
Deferred Tax Assets		
i) Provision for doubtful debts (to date)	488.07	523.53
ii) Disallowances under section 43B for non payment of expenses	475.34	438.02
iii) Employee Benefits	259.77	417.21
iv) Deferred Tax on Account of Deferred Government Grant	95.74	103.56
v) MAT Credit Entitlement	455.00	-
TOTAL (II)	1,773.92	1,482.32
Net Deferred Tax Liabilities (I-II)	3,350.19	4,170.76

NOTE NO. '22' GOVERNMENT GRANT

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Non Current		
Deferred Income	716.53	796.40
Current		
Deferred Income	79.87	79.87
Total	796.40	876.27

Government Grant : Movement during the year:-

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
At the beginning of the year	876.27	878.48
Add: Received during the Year	-	76.47
Less: Transferred to statement of profit and loss	79.87	78.68
As the end of the year	796.40	876.27

NOTE NO. '23' CURRENT FINANCIAL LIABILITIES: BORROWINGS

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Loans Repayable on Demand		
(Cash credits and packing credits)		
From Banks (Secured)		
Punjab National Bank	17,358.62	16,869.47
Union Bank of India	4,625.82	5,773.38
Bank of Baroda	2,288.30	2,542.46
Bank of India	2,365.36	2,755.19
Unsecured Loan from		
Other	1,312.98	1,436.58
Total	27,951.08	29,377.08

23.1 Securities and Guarantees

- (i) Loans repayable on demand from banks are secured by way of hypothecation (Floating charges) of Raw material, Dyes-Chemicals, Packing Materials, Stores & Spares, Stock-in-process, Finished goods, Book debts, Export Incentives and second charge on all the Property (situated at Banswara, Daman & Surat), Plant and Equipments of the Company and also guaranteed by Shri R.L. Toshniwal, Chairman (till 21st February, 2019) and Shri Ravindra Kumar Toshniwal, Managing Director in their personal capacities.
- (ii) Cash Credit Facility and Export Packing Credit Facility Interest rate ranging from 8.15% to 9.30% (Previous Year 9.20% to 12.40%)

NOTE NO. '24' CURRENT FINANCIAL LIABILITIES: TRADE PAYABLES

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Micro, Small & Medium Enterprises@	80.81	25.74
Others	13,291.50	17,212.09
Total	13,372.31	17,237.83

@ To the extent information received for status under the Micro, Small and Medium Enterprises Development Act, 2006.

24.1 Details of Dues to Micro Enterprises and Small Enterprises

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
The principal amount remaining unpaid to any supplier as at the end of the accounting year (No amount is due for more than 45 days)	80.81	25.74
The amount of interest paid by the buyer in terms of Section 16 of the Micro Small and Medium Enterprise Development Act, 2006, along with the amounts of the payment made to the supplier beyond appointed day during the accounting year.	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of the accounting year.	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years. Until such date when the interest dues as above are actually paid to the small enterprise for the purpose of Disallowance as a deductible expenditure under Section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	Nil	Nil

NOTE NO.'25' OTHER CURRENT FINANCIAL LIABILITIES

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Current Maturities of Borrowings and Fixed Deposit		
Term Loans (Secured)	3,661.09	4,973.75
Fixed Deposit (Unsecured)	1,531.92	740.41
Finance lease obligation (Secured)	7.63	-
Other Liabilities		
Unclaimed Dividend	29.60	32.89
Securities Deposits	206.64	216.63
Other Liabilities	265.45	309.10
Forward Contract Liability/(Assets)	-	78.39
Total	5,702.33	6,351.17

NOTE NO. '26' OTHER CURRENT LIABILITIES

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Contract Liabilities	349.71	383.17
Statutory Liabilities	2,886.76	2,240.46
Total	3,236.47	2,623.63

NOTE NO. '27' CURRENT LIABILITIES: PROVISIONS

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Provisions for Employee benefits		
-For Gratuity	283.81	316.34
-For Leave Encashment	96.91	132.88
Total	380.72	449.22

NOTE NO. '28' CURRENT TAX LIABILITIES (NET)

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
For Income Tax	455.00	722.00
Less : Advance Tax and TDS (As per Contra)	341.26	722.00
Total	113.74	-

NOTE NO. '29' REVENUE FROM OPERATIONS

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
(a) Sale of products	130,307.69	124,053.41
(b) Sale of services	2,516.04	2,543.78
Sale of Products & Services (Gross)	132,823.73	126,597.19
(c) Other Operating Revenue		
Export Benefits:		
- Duty Draw Back/MEIS / Other Benefits	2,269.74	2,813.24
Total	135,093.47	129,410.43

NOTE NO. '30' OTHER INCOME

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Interest Income		
Interest Income from Fixed Deposits	80.67	82.21
Interest Income from Others	224.33	166.78
Rental Income	22.28	25.17
Other Non Operating Income		
Exchange Rate Fluctuation	642.01	898.16
Insurance Claim Received	64.24	148.33
Liabilities written back	99.37	64.18
Government Grants	79.87	78.68
Miscellaneous Receipts	143.74	136.70
Gain on Fair Value Measurement of Investment through FVTPL	1.27	-
Total	1,357.78	1,600.21

NOTE NO. '31' COST OF MATERIALS CONSUMED

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Raw Material Consumed		
Opening stock	10,959.38	12,505.65
Add : Purchases	60,634.14	54,618.63
	71,593.52	67,124.28
Less : Closing stock	10,393.37	10,959.38
	61,200.15	56,164.90
Dyes & Chemicals Consumed	4,570.63	5,216.60
Total	65,770.78	61,381.50

NOTE NO. '32' CHANGES IN INVENTORIES

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
A. Finished Goods		
Opening Stock		
Yarn	4,141.84	4,510.93
Cloth	6,747.34	6,227.61
Garment	1,841.11	1,637.46
	12,730.29	12,376.00
Closing Stock		
Yarn	4,691.52	4,141.84
Cloth	5,112.25	6,747.34
Garment	1,728.28	1,841.11
	11,532.05	12,730.29
B. Work-in Progress		
Opening Stock		
Yarn	1,851.43	2,032.39
Cloth	2,323.25	3,319.50
Garment	645.68	717.60
	4,820.36	6,069.49
Closing Stock		
Yarn	1,895.01	1,851.43
Cloth	2,676.32	2,323.25
Garment	356.01	645.68
	4,927.34	4,820.36
C. Waste		
Opening Stock	75.99	58.37
Closing Stock	166.23	75.99
Total	1,001.02	877.22

NOTE NO. '33' EMPLOYEE BENEFITS EXPENSES

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Salaries, Wages, Allowance, Bonus etc.	21,429.67	21,127.41
Contribution to Provident & Other Funds	1,657.82	1,844.09
Workmen & Staff Welfare Expenses	603.76	613.25
Total	23,691.25	23,584.75

Disclosure as per Ind AS 19 'Employee Benefit'**A) Defined contribution plan**

Employer's contribution to provident fund paid ₹ 1,192.49 Lakhs (Previous year ₹ 1,287.63 Lakhs) has been recognized as expense for the year.

Employer's contribution to Employee State Insurance Corporation paid ₹ 409.05 Lakhs (Previous year ₹ 425.95 Lakhs) has been recognized as expense for the year.

The Company's Provident Fund is administered by the Trust. The Rules of the Company's Provident Fund administered by a Trust require that if the Board of the Trustees are unable to pay interest at the rate declared for Employees' Provident Fund by the Government under Para 60 of the Employees' Provident Fund Scheme, 1952 for the reason that the return on investment is less or for any other reason, then the deficiency shall be made good by the Company. Having regard to the assets of the fund and the return on the investments, the Company does not expect any deficiency in the foreseeable future.

B) Defined benefits plan

The Company has following post employment benefits which are in the nature of defined benefit plans:

Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan administered by a Trust and the Company makes contributions to recognised Trust.

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Change in defined benefit obligations:		
Defined benefit obligation, beginning of the year	1,927.66	1,833.26
Current service cost	130.39	456.15
Interest cost	432.97	126.11
Past service cost	-	85.86
Benefits paid	(455.34)	(276.36)
Actuarial (gains)/losses	(286.10)	(297.37)
Defined benefit obligation, end of the year	1,749.58	1,927.65

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Fair value of plan assets, beginning of the year	1,045.29	794.71
Return on plan assets, (excluding amount included in net Interest expense)	(3.56)	(1.11)
Interest income	85.95	66.03
Employer's contributions	605.84	462.02
Benefits paid	(455.34)	(276.36)
Fair value of plan assets, end of the year	1,278.19	1,045.29

Amount recognized in the balance sheet consists of:

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Present value of defined benefit obligation	1,749.58	1,927.65
Fair value of plan assets	1,278.19	1,045.29
Net liability	471.39	882.36
Amounts in the balance sheet:		
Current Liability	283.81	316.34
Non-current liabilities	187.58	566.02
Net liability	471.39	882.36

Total amount recognized in Profit or Loss consists of:

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Current service cost	130.39	456.15
Past Service Cost	-	85.86
Net Interest	44.44	60.08
Total Expense recognised in statement of profit or loss	174.83	602.09

Net Interest Consists:

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Interest Expenses	130.39	126.11
Interest Income	85.95	66.03
Net Interest	44.44	60.08

Amount recognized in other comprehensive income consists of:

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Actuarial (Gain)/Loss on Obligation	(286.10)	(297.37)
Return on Plan Assets excluding net Interest	3.56	1.11
Total Actuarial (Gain)/Loss recognised in (OCI)	(282.55)	(296.26)

Actuarial (Gain)/Loss on obligation Consists:

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Actuarial (gains)/losses arising from changes in demographic assumptions	-	-
Actuarial (gains)/losses arising from changes in financial assumptions	5.46	(47.48)
Actuarial (gains)/losses arising from changes in experience adjustments on plan liabilities	(291.56)	(249.89)
Total Actuarial (Gain)/Loss	(286.10)	(297.37)

Return on Plan Assets excluding net Interest Consists

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Actual Return on plan assets	82.39	64.92
Interest Income included in Net Interest	85.95	66.03
Return on Plan Assets excluding net Interest	(3.56)	(1.11)

Information for funded plans with a defined benefit obligation less than plan assets:

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Defined benefit obligation	1,749.58	1,927.65
Fair value of plan assets	1,278.19	1,045.29
Net Liability	471.39	882.36

The assumptions used in accounting for the Gratuity are set out below:

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Discount rate	7.64%	7.67%
Mortality	IALM (2006-08) Ult.	IALM (2006-08) Ult.
Rate of increase in compensation level of covered employees	4.00%	4.00%
Expected Return on Plant Assets	7.64%	7.67%
Expected average remaining services	22.31	22.20
Retirement age	60 Years	60 Years
Employee Attrition rate	Upto Age 45: 2% 46 and above: 1%	Upto Age 45: 2% 46 and above: 1%

Sensitivity Analysis:

The table below outlines the effect on the service cost, the interest cost and the defined benefit obligation in the event of a decrease/increase of 1% in the assumed rate of discount rate.

Assumptions	Change in assumption	Change in PV of obligation Gratuity	
		31.03.2019	31.03.2018
Discount rate	Increase by 1%	1,538.69	1,744.69
	Decrease by 1%	1,951.53	2,151.54
Salary escalation rate	Increase by 1%	1,957.16	2,151.49
	Decrease by 1%	1,576.93	1,742.78

Expected Payout

(₹ In Lakhs)

Particulars	First Year	Second year	Third to fifth year	More than 5 Years
PVO payout Gratuity as of 31 st March, 2019	89.92	142.89	542.87	1,154.53
PVO payout Gratuity as of 31 st March, 2018	316.34	114.43	499.32	1,416.35

Plan Assets

Plan assets comprise the following

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Deposit with Insurance Company (LIC)		
Group Insurance Scheme	1,278.19	1,045.29

Risk Exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

a) Asset volatility

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments are in fixed income securities with high grades and in government securities. These are subject to interest rate risk and the fund manages interest rate risk with derivatives to minimize risk to an acceptable level. A portion of the funds are invested in equity securities and in alternative investments which have low correlation with equity securities.

The equity securities are expected to earn a return in excess of the discount rate and contribute to the plan deficit. The Company has a risk management strategy where the aggregate amount of risk exposure on a portfolio level is maintained at a fixed range. Any deviations from the range are corrected by rebalancing the portfolio. The Company intends to maintain the above investment mix in the continuing years.

b) Changes in discount rate

A decrease in discount rate will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' bond holdings.

c) Inflation risks

In the pension plans, the pensions in payment are not linked to inflation, so this is a less material risk.

d) Life expectancy

The pension plan obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plans' liabilities. This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy.

The Company ensures that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long-term investments that are in line with the obligations under the employee benefit plans. Within this framework, the Company's ALM objective is to match assets to the pension obligations by investing in long-term fixed interest securities with maturities that match the benefit payments as they fall due and in the appropriate currency.

The Company actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations. The Company has not changed the processes used to manage its risks from previous periods. The Company uses derivatives to manage some of its risk. Investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets.

C) Other Long Term Employee Benefit
Leave Encashment

Amount of ₹ 204.17 Lakhs (31st March, 2018; ₹ 193.38 Lakhs) is recognised as expenses and included in Note No 33 Employee benefit expenses.

NOTE NO. '34' FINANCE COST

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Interest Expense*	4,519.89	4,903.68
Other Borrowing Cost	1,120.07	1,009.72
Total	5,639.96	5,913.40

*Net of subsidy of ₹ 208.54 Lakhs (Previous Year ₹ 471.01 Lakhs) under Technology Upgradation Fund Scheme.

NOTE NO. '35' DEPRECIATION AND AMORTISATION EXPENSES

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Amortisation of Leasehold Land (Refer Note 2)	4.81	2.68
Finance Lease Depreciation (Refer Note 2)	4.10	-
Depreciation (Refer Note 2&3)	5,478.48	5,754.03
	5,487.39	5,756.71
Impairment Losses (Refer Note 53)	-	83.46
Total	5,487.39	5,840.17

NOTE NO. '36' OTHER EXPENSES

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Stores & Spare Parts Consumed		
Packing Material Consumed	4,357.14	4,882.11
Power	2,226.70	2,199.67
Fuels	817.64	957.57
Job Charges	12,283.86	11,627.86
Repairs to : Plant & Machinery	4,349.04	2,690.68
Building	446.01	650.46
Others	255.06	558.76
Excise Duty	105.67	198.87
Rent	-	1.98
Rates and Taxes	154.92	156.75
Insurance Charges	269.51	222.61
Payment to Auditors	105.51	87.43
As Auditors -Fees		
-Expenses	18.00	18.00
In other capacity	3.53	2.12
-Certification		
-Other Services	0.40	2.71
Director's Sitting Fees (Refer Note No.45)	6.00	-
Travelling & Conveyance Expenses	16.80	17.10
Communication Expenses	457.30	550.44
Legal & Professional Fee	438.49	408.08
Charity & Donation	293.66	235.20
Expenditure incurred for Corporate Social Responsibility (CSR) (Refer Note No. 44)	11.81	17.84
Business Promotion Expenses	57.01	65.95
IT Outsourced Support Services	154.12	101.40
Data Processing Charges	141.46	13.11
Water & Electricity Charges	97.26	92.13
Commission to Selling Agents	32.24	50.90
Freight, Octroi and Forwarding Charges	1,626.21	2,161.36
Claims	2,974.15	3,233.59
Loss on Fair Value Measurement of Investment through FVTPL	289.99	293.44
Advertisements	-	9.37
Provision for Doubtful Debts	24.65	13.82
Miscellaneous Expenses	-	118.32
Miscellaneous Expenses*	596.94	613.78
Total	32,611.08	32,253.41

NOTE NO. '37' EXCEPTIONAL ITEMS

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
(Loss)/Profit of Sales of Property, Plant and Equipments	(177.27)	138.57
Loss on Disposal of Investment	-	(3.46)
Loss on Assets Discarded	(121.60)	-
Total	(298.87)	135.11

NOTE NO. '38' EARNINGS PER SHARE

Particulars		For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
a) Profit/(Loss) for the year	₹ In Lakhs	2,435.06	839.88
b) Weighted average number of equity shares outstanding	Nos.	17,116,042	17,116,042
c) Face value per share	₹	10.00	10.00
d) Earnings Per Share:			
- Basic	₹	14.23	4.91
- Diluted	₹	14.23	4.91

Disclosures

Note no 39. Disclosure as per Ind AS 12 'Income Tax'

a) Income Tax Expense

i) Income Tax recognised in the statement of profit & loss account

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Current Tax Expenses		
Current Income Tax	400.03	619.47
Adjustment for earlier year	(37.11)	(5.47)
Total current Tax expenses	362.92	614.00
Deferred tax		
Deferred Tax Expenses	(829.16)	(319.28)
Total deferred tax expenses	(829.16)	(319.28)
Total Income tax expenses	(466.24)	294.72

ii) Income tax recognised in other comprehensive income (OCI)

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Current Tax Expenses		
Net actuarial gain/(loss) on defined benefit plan	60.89	102.53
Total current Tax expenses	60.89	102.53

iii) Reconciliation of tax expense and accounting profit multiplied by India's domestic rate

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Profit before tax	2,233.45	1,382.65
Tax using the company tax rate @ 21.5488% as per MAT (Previous Year @ 34.608%)	481.28	478.51
Tax effect of :		
Non deductible tax expenses (CSR)	-	22.82
Expenses not allowable for tax purposes	-	1.59
Non deductible tax expenses (Donation)	-	6.17
Tax Adjustment of Earlier Years	37.11	5.47
Others	(923.74)	(117.32)
Total tax expenses in the statement of profit and loss account	(405.35)	397.25

Movement in deferred tax balances**31st March, 2019**

(₹ In Lakhs)

Particulars	Net Balance 1 st April, 2018	Recognised in profit and loss	Recognised in OCI	Others	Net Balance 31 st March, 2019
i) Difference between accounting and tax depreciation (cumulative)	5,680.47	(585.30)	-	-	5,095.17
ii) On account of Forward Contract	(27.39)	56.33	-	-	28.94
i) Provision for doubtful Trade Receivables	523.53	(35.46)	-	-	488.07
ii) Disallowances under section 43B for non payment of expenses	438.02	37.32	-	-	475.34
iii) Employee Benefits	417.21	(157.44)	-	-	259.77
iv) Deferred Tax on Account of Defered Government Grant	103.56	(7.82)	-	-	95.74
v) MAT Credit Entitlement	-	455.00	-	-	455.00
Net tax assets/(liabilities)	4,170.76	(820.57)	-	-	3,350.19

31st March, 2018

(₹ In Lakhs)

Particulars	Net Balance 1 st April, 2017	Recognised in profit and loss	Recognised in OCI	Others	Net Balance 31 st March, 2018
i) Difference between accounting and tax depreciation (cumulative)	5,933.03	(252.56)	-	-	5680.47
ii) On account of Forward Contract	100.37	(127.76)	-	-	(27.39)
i) Provision for doubtful Trade Receivables	484.37	39.16	-	-	523.53
ii) Disallowances under section 43B for non payment of expenses	512.96	(74.94)	-	-	438.02
iii) Employee Benefits	462.60	(45.39)	-	-	417.21
iv) Deferred Tax on Account of Defered Government Grant	83.43	20.12	-	-	103.56
Net tax assets/(liabilities)	4,490.05	(319.27)	-	-	4,170.76

Note no. 40. Disclosure as per Ind AS 2 'Inventories

Amount of inventories recognised as expense during the year is as under:

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Cost of Material Consumed	65,770.78	61,381.50
Changes in Inventories of Finished Goods, Stock-In-Trade and Work-In-Progress	1,001.02	877.22
Fuel & Oil	13,101.50	12,585.43
Packing Material Consumed	2,226.70	2,199.67
Stores & Spare Parts Consumed	4,357.14	4,882.11
Total	86,457.14	81,925.93

Note No. 41. Disclosure as per Ind AS-17 "Leases"

Finance Lease

I. Lease as Lessee

(₹ In Lakhs)

Particulars	As at 31 st March, 2019
Total Minimum Lease payment Outstanding	
-Not later than one year	10.14
-Later than one year and not later than five year	15.20
-Later than 5 Year	-
Future Finance charges	
-Not later than one year	2.51
-Later than one year and not later than five year	1.66
-Later than 5 Year	-
Present Value of Minimum Lease Payment outstanding	
-Not later than one year	7.63
-Later than one year and not later than five year	13.54
-Later than 5 Year	-

Statement showing net carrying value of assets under finance lease:-

(₹ In Lakhs)

Particulars	As at 31 st March, 2019
Gross Amount of Asset (a)	24.62
Accumulated depreciation (b)	4.10
Net Book Value (a-b)	20.52

Operating Lease

I. Lease as Lessee

Factory building of Surat Unit is taken on non-cancellable with option to renewal for the period of 30 Years and it's in the nature of operating lease. Consideration for the same is already paid at the inception of the lease, hence no obligation disclosure required.

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Future Minimum lease rental under non-cancellable operating lease :		
Not later than one year;	67.98	86.76
Later than one year and not later than five years;	90.71	158.70
Later than five years;	-	-
Lease Expenses recognized in the statement of profit and loss	86.76	88.24

II. Lease as Lessor

Rent Income includes Lease Rental received toward Building. Such Operating Lease is for a period of 10 years with the option of renewal on mutual consent and premature termination of agreement through agreed notice period.

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Future Minimum lease rental under non-cancellable operating lease :		
Not later than one year;	10.35	5.28
Later than one year and not later than five years;	30.75	15.40
Later than five years;	54.87	-
Lease Income recognized in the statement of profit and loss	8.66	5.28

Note No. 42. Disclosure as per Ind AS-27 'Separate Financial Statement'

Interest in Joint Venture

Name of Entity	Place of Business/Country Of Incorporation	Proportion Of Ownership Interest	
		As at 31.03.2019	As at 31.03.2018
Tesca Textiles & Seat Components (India) Private Limited (Formerly known as Treves Banswara Private Limited)	India	50%	50%

Accounting Method used for consolidation purpose is Equity Method

Nature of the business of Joint Venture Entity is Textile

The Company's share of assets, liabilities, income and expenses of Joint Venture is as follows:

(₹ In Lakhs)

Particulars	Financial Year	Assets	Liabilities	Income	Expenses	Profit
Tesca Textiles & Seat Components (India) Private Limited (Formerly known as Treves Banswara Private Limited)	2018-19	634.95	332.18	1,072.60	1,041.94	30.66
	2017-18	628.43	357.49	1,287.45	1,237.64	49.81

MOVEMENT OF INVESTMENT IN JOINT VENTURE ACCOUNTED FOR USING EQUITY METHOD:-

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Tesca Textiles & Seat Components (India) Private Limited (Formerly known as Treves Banswara Private Limited)	268.15	214.29
Interest as at 1st April,		
Add: Share of Profit for the year ended	17.92	48.21
Add: Share of Other Comprehensive Income ("OCI") for the year ended	1.18	0.83
Add: Share of Equity Component directly credited to equity	-	4.82
Add: Income Tax Expenses	2.66	-
Balance as at 31 st March,	289.91	268.15

Note No. 43. Disclosure as per Ind AS 21 'The Effects of Changes in Foreign Exchange Rates

The amount of exchange differences (net) credited to the Statement of Profit & Loss is ₹ 642.01 Lakhs (31 March, 2018: credited of ₹ 898.16 Lakhs).

Note No. 44. Disclosure of Corporate social responsibility(CSR)

As per section 135 of Companies Act 2013, the company is required to spend in every financial year, at least 2% of the average net profits of the company made during the three immediately preceding financial year in accordance with its CSR policy.

A. Gross amount required to be spent by the Company during the year 2018-19 ₹ 57.01 Lakhs (Previous Year 2017-18 ₹ 54.13 Lakhs)

B. Amount spent during the year on:

(₹ In Lakhs)

Particulars	Year 2018-19			Year 2017-18		
	In Cash	Yet to be paid in cash	Total	In Cash	Yet to be paid in cash	Total
i) Construction/Acquisition of any assets	-	-	-	-	-	-
ii) Purposes other than (i) above	56.10	0.91	57.01	65.95	-	65.95

Note no. 45. Disclosure as per Ind AS 24 'Related party Disclosures'

The Company has identified all the related parties as per details given below:

List of Related Parties:

a) Joint Venture:

Tesca Textiles & Seat Components (India) Private Limited (Formerly known as Treves Banswara Private Limited)

b) Key Managerial Personnel :

Shri R.L.Toshniwal (Chairman) (till 21st February, 2019)

Shri Ravindra Kumar Toshniwal (Managing Director)

Shri Rakesh Mehra (Chairman) (w.e.f. 30th May, 2019)

Shri Shaleen Toshniwal (Joint Managing Director)

Shri J.K. Jain (Joint President & Chief Financial Officer)

Shri H.P. Kharwal (Company Secretary)

c) Independent/Non Executive Director

Shri P. Kumar

Shri D.P. Garg

Dr. S. B. Agarwal

Shri Vijay Kumar Agarwal

Shri Kamal Kishore Kacholia

Shri Vijay Mehta

Dr. Vijayanti Pandit

Shri J.M. Mehta

d) Enterprises where Key Managerial Personnel has control /interest:

Dhruv Impex

Mehra International

Lawson Trading Co. Pvt. Ltd.

Niral Trading Pvt. Ltd.

Moonfine Trading Co. Pvt. Ltd.

Speed Shore Trading Co. Pvt. Ltd.

Toshniwal Trust

Lawson Corporation

RR Toshniwal Enterprises

Excel Pack Limited

The Synthetic and Rayon Textiles Export Promotion Council

Shaleen Synthetics

Textile Sector Skill Council

Banrio Private Limited

e) Relative of Key Managerial Personnel where transactions have taken place :

Shri Rameshwar Lal Ravindra Kr Toshniwal HUF

Shri Ravindra Kumar Toshniwal HUF

Shri Dhruv Toshniwal

Shri Udit Toshniwal

Smt. Prem Toshniwal

Smt. Navneeta Mehra

Smt. Radhika Toshniwal

Smt. Sonal Toshniwal

Smt. Kavita Soni

Smt. Sushila Devi Jain

Smt. Anita Jain

Shri Garvit Jain

Shri J.K. Jain HUF

Smt. Suman Jain

Shri Saurabh Agarwal And Sons HUF

Shri S S Agarwal HUF

Smt. Sunita Agarwal

Note: Related party relationship is as identified by the Company and relied upon by the Auditors.

Transactions carried out with related parties referred in 1 above, in ordinary course of business:

(₹ In Lakhs)

Nature of transaction	Influence	2018-19	2017-18
Tesca Textiles & Seat Components (India) Private Limited	Joint Venture		
Sales of Goods and Materials*		472.42	691.97
Purchase of Goods and Materials*		6.91	0.89
Rendering of Services*		297.53	118.30
Receiving of Services*		4.25	4.80
Security Deposit Received		0.08	-
Purchase of Property, Plant & Equipments*		3.88	-
Remuneration			
Shri R.L. Toshniwal	Key Management Personnel	256.62	126.61
Shri Ravindra Kumar Toshniwal		115.12	119.10
Shri Rakesh Mehra		113.90	116.16
Shri Shaleen Toshniwal		101.61	104.57
Shri J.K. Jain		55.21	49.76
Shri H. P. Kharwal		9.73	9.26
Shri Dhruv Toshniwal	Relative of Key Management Personnel	22.43	13.04
Shri Udit Toshniwal		11.45	10.85
Smt Kavita Soni		41.95	44.39
Smt Anita Jain		7.08	6.87
Interest Expenses			
Shri Ravi Toshniwal	Key Management Personnel	9.50	1.58
Shri Shaleen Toshniwal		8.79	4.71
Smt Prem Toshniwal	Relative of Key Management Personnel	13.79	19.20
Smt Radhika Toshniwal		2.85	1.11
Smt Sonal Toshniwal		0.19	0.40
Shri Dhruv Toshniwal		0.67	1.32
Shri Udit Toshniwal		0.48	0.81
Smt Kavita Soni		17.98	1.15
Shri J.K. Jain HUF		1.26	1.25
Smt Anita Jain		0.57	0.25
Smt Sushila Devi Jain		2.14	1.95
Shri Garvit Jain		1.16	1.19
Shri S.B. Agarwal & Sons HUF	Relative of Non Executive Director	0.43	1.42
Shri Saurabh Agarwal & Sons HUF		0.55	1.64
Shri S.S. Agarwal HUF		0.86	1.38
Smt Suman Jain		0.32	0.60
Sitting Fees - Non Executive Directors			
Dr. S. B. Agarwal	Non Executive Director	3.00	3.00
Shri K.K. Kacholia		2.40	3.00
Shri P. Kumar		3.30	3.30
Shri D.P. Garg		1.80	1.80
Shri Vijay Mehta		1.80	2.10
Shri J.M. Mehta		1.50	1.50
Shri V.K. Agarwal		0.90	0.60
Dr. Vaijayanti Pandit		2.10	1.80
Fixed Deposit Accepted			
Shri Ravi Toshniwal	Key Management Personnel	-	100.00
Shri Shaleen Toshniwal		25.00	70.00

Nature of transaction	Influence	2018-19	2017-18
Smt Prem Toshniwal	Relative of Key Management Personnel	39.00	87.00
Smt Radhika Toshniwal		3.00	27.00
Shri Dhruv Toshniwal		4.00	-
Smt Sonal Toshniwal		2.00	-
Smt Kavita Soni		300.00	-
Smt Anita Jain		-	6.00
Smt Sushila Devi Jain		-	4.00
Shri Udit Toshniwal		2.00	-
Others			
Banrio Private Limited	Key Management Personnel has Control/ Interest	0.10	0.20

(₹ In Lakhs)

Nature of transaction	Influence	2018-19	2017-18
Fixed Deposit Repayment			
Shri Ravi Toshniwal	Key Management Personnel	-	10.00
Shri Shaleen Toshniwal		-	45.00
Smt Prem Toshniwal	Relative of Key Management Personnel	64.00	62.00
Smt Radhika Toshniwal		3.00	7.00
Smt Sonal Toshniwal		2.00	3.00
Shri Dhruv Toshniwal		9.00	5.00
Shri Udit Toshniwal		7.00	-
Smt Kavita Soni		10.00	10.00
Smt Sushila Devi Jain		-	3.00
Shri S.B. Agarwal & Sons HUF	Relative of Non Executive Director	7.00	5.00
Shri Saurabh Agarwal & Sons HUF		9.00	5.00
Shri S.S. Agarwal HUF		4.00	5.00
Fixed Deposits Payable			
Shri Ravi Toshniwal	Key Management Personnel	104.26	100.91
Shri Shaleen Toshniwal		99.05	71.90
Smt Prem Toshniwal	Relative of Key Management Personnel	168.46	195.69
Smt Radhika Toshniwal		31.28	30.48
Smt Sonal Toshniwal		2.09	2.10
Shri Dhruv Toshniwal		4.17	9.46
Shri Udit Toshniwal		2.09	7.36
Smt Kavita Soni		312.12	10.52
Shri J.K. Jain HUF		12.57	12.57
Smt Anita Jain		6.26	6.23
Smt Sushila Devi Jain		21.94	21.95
Shri Garvit Jain		11.50	11.53
Shri S.B. Agarwal & Sons HUF	Relative of Non Executive Director	3.14	10.52
Shri Saurabh Agarwal & Sons HUF		3.14	12.61
Shri S.S. Agarwal HUF		6.28	10.49
Smt Suman Jain		3.14	8.14
Investment			
Tesca Textiles & Seat Components (India) Private Limited (Formerly known as Treves Banswara Private Limited)	Joint Venture	360.00	360.00

Nature of transaction	Influence	2018-19	2017-18
Amount Payable			
Shri R.L. Toshniwal	Key Management Personnel	145.60	6.15
Shri Ravi Toshniwal		-	3.86
Shri Rakesh Mehra		-	3.55
Shri Shaleen Toshniwal		-	4.04
Shri J. K. Jain		2.29	3.45
Shri H. P. Kharwal		0.57	0.54
Shri J. K. Jain (Received against Vehicle Scheme)		9.42	9.42
Shri H. P. Kharwal (Received against Vehicle Scheme)		0.47	0.44
Shri Dhruv Toshniwal	Relative of Key Management Personnel	-	1.21
Shri Udit Toshniwal		-	0.56
Smt Kavita Soni		-	1.47
Smt Anita Jain		0.40	0.43
Amount Receivable (net)			
Tesca Textiles & Seat Components (India) Private Limited (Formerly known as Treves Banswara Private Limited)	Joint Venture	87.82	115.96
Shri Shaleen Toshniwal	Key Management Personnel	3.59	3.09
Shri H. P. Kharwal		-	0.33
Shri Dhruv Toshniwal	Relative of Key Management Personnel	1.43	2.11
Shri Udit Toshniwal		2.20	1.02
Smt Kavita Soni		0.07	0.68
Banrio Private Limited	Key Management Personnel has Control/ Interest	0.30	0.20
Security Deposit Payable			
Tesca Textiles & Seat Components (India) Private Limited (Formerly known as Treves Banswara Private Limited)	Joint Venture	0.88	0.80

*Above mentioned amount includes Goods and Services Tax (GST)

In respect of the outstanding balance recoverable from related parties as at 31st March, 2019, no provision for doubtful debts is required to be made. During the year, there were no amounts written off or written back from such parties.

Compensation to key managerial personnel of the Company

(₹ In Lakhs)

Nature of benefits#	Year ended 31 st March, 2019	Year ended 31 st March, 2018
Short term employee benefits	590.00	490.59
Post-employment benefits	62.18	26.66
Total	652.18	517.25

This aforesaid amount does not includes amount in respect of gratuity and leave as the same is not determinable.

Note no. 46. Disclosure as per Ind AS 37 'Provisions ,contingent liabilities and contingent assets'

1. Contingent liabilities not provided for in respect of:-

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Bills discounted/Purchased with banks remaining outstanding		
a) With Bank		
(i) Against foreign LC	2,743.48	2,902.42
(ii) Others	60.35	1,007.95
b) With Others	1,704.78	1,581.38
Claims against the company not acknowledged as debt:		
(i) Under Tax Laws [payment made under protest ₹ 350.00 Lakhs (31 st March, 2018 ₹ 330.68 Lakhs)	1,320.67	1,409.81
(ii) On Revenue account (paid under protest ₹ 11 Lakhs (31 st March, 2018 ₹ 11 Lakhs)	23.78	32.35

There is no reimbursement possible on account of contingent liabilities.

2. Capital Commitments:

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Estimated amount of contracts remaining to be executed on Capital account	57.67	53.11
Export obligation against EPCG licenses	626.00	2,860.00

Note No. 47. Disclosure as per Ind AS 16 'Property, Plant and Equipment.

The carrying amounts of assets Pledged as security for current and non-current borrowings are:-

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Current Assets		
Financial Assets		
Trade Receivables	16,341.56	18,267.54
Term Deposits held as margin money	477.70	702.10
Non-Financial Assets		
Inventories	28,790.59	30,956.74
Total Current assets pledged as security	45,609.85	49,926.38
Non-Current Assets		
Land	1,241.76	1,208.46
Building	12,825.04	12,732.22
Plant & Equipment	25,448.15	29,402.19
Furnitures	270.97	342.73
Others	1,570.25	1,815.81
Total Non-Current assets pledged as security	41,356.17	45,501.41
Total Assets pledged as security	86,966.02	95,427.79

Note No. 48. Disclosure as Per Ind AS 115 Revenue from Contracts with Customers

A. Applicability of Ind AS 115

The Ministry of Corporate Affairs(MCA), on 28th March, 2018, notified Ind AS 115 "Revenue from Contracts with Cutomers" as a part of the Companies (Indian Accounting Standards) Amendment Rules, 2018. The new Standard is effective for accounting periods beginning on or after 1st April, 2018. The Company has assessed revenue contracts and revenue is recognized upon satisfying specific performance obligation as against recognition basis transfer of risks and rewards approach adopted till 31st March, 2018. This change in accounting resulted in a decrease in opening retained earnings of ₹ 89.70 Lakhs, which was accounted for on 1st April, 2018 as the Company has applied the modified approach in adopting the new standards and accordingly the comparatives of previous year have not been restated.

All service contracts have an original duration of one year or less and therefore the company uses practical expedient to not disclose unsatisfied performance obligations.

B. Disaggregation of revenue

Set out below is the disaggregation of the Company's revenue from contracts with customers:

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Type of goods or service		
Sale of goods	132,577.43	126,866.65
Job Work Income	2,516.04	2,543.78
Total Revenue from contracts with customers	135,093.47	129,410.43

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Geographical markets		
India	76,982.42	73,391.13
Outside India	58,111.05	56,019.30
Total Revenue from contracts with customers	135,093.47	129,410.43
Timing of revenue recognition		
Goods transferred at a point in time	132,577.43	126,866.65
Services transferred over time	2,516.04	2,543.78
Total Revenue from contracts with customers	135,093.47	129,410.43

Contract Balances

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Trade receivables	16,341.56	18,267.54
Contract Assets	-	-
Contract Liabilities	349.71	383.17

Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Revenue as per contracted price	135,246.10	129,507.56
Adjustments	-	-
Rebate/Cash Discount	152.63	97.13
Revenue from contracts with customers	135,093.47	129,410.43

Performance obligation

Information about the Company's performance obligations are summarised below:

a) Income from Sale of Goods

Revenue from sale of products are recognized at a point in time on transfer of promised product to customer upon transfer of control in an amount that reflects the consideration that the company expects to receive in exchange for those product. The performance obligation is satisfied upon delivery of goods and payment is generally due within 30 to 120 days from delivery. The contract generally provide customers with a right to early payment rebate which give rise to variable consideration subject to constraint.

b) Income from Rendering of Services

Income from sale of services is recognised when (or as) the company satisfies performance obligation by transferring promised services to the customer i.e. at a point in time.

Note No. 49. Disclosure as per Ind AS 108 'Operating segment.

- (a) The Company is engaged in production of textile products having integrated working and captive power generation. For management purpose, Company is organized into major operating activity of the textile products. The Company has no activity outside India except export of textile products manufactured in India. Thereby, no geographical segment and no segment wise information is reported.
- (b) The Company is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is shown in the table below.

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Revenue from external customers	58,111.05	56,019.30
India	76,982.42	73,391.13
Total	135,093.47	129,410.43

Detail of Country wise Revenue from Major Countries

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Vietnam	4,098.23	5,470.72
South Korea	3,811.17	4,893.05
Turkey	7,336.43	4,331.93
United State of America	6,601.62	3,793.08
United Kingdom	3,617.88	3,243.99
Bangladesh	1,963.34	3,366.07
South Africa	2,633.26	2,404.86
Maxico	2,957.53	2,355.33
Others	25,091.59	26,160.27
Total	58,111.05	56,019.30

Note No. 50. Disclosure as per Ind AS 107 'Financial instrument disclosure'

A) Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio and includes within net debt, interest bearing loans and borrowings less cash and short-term deposits (including other bank balance).

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Gross Debt	47,190.87	53,627.37
Less : Cash and cash equivalents	806.19	369.97
Net Debt (A)	46,384.68	53,257.40
Total Equity (B)	29,444.47	26,924.98
Gearing Ratio (A/B)	1.58	1.98

B) Financial risk management

The Company's principal financial liabilities comprise Borrowings, trade payables and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade & other receivables, loan given, cash & cash Equivalent, Investment, deposits.

Company is exposed to following risk from the use of its financial instrument:

- Credit Risk
- Liquidity Risk
- Market Risk
- Foreign Currency Risk
- Interest Rate Risk

The Company's Financial Risk Management is an integral part of how to plan and execute its business strategies. The Company's financial risk management is set by the Managing Board.

(a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations resulting in a financial loss to the Company. Credit risk arises principally from trade receivables, loans & advances, cash & cash equivalents and deposits with banks and financial institutions.

Trade Receivable

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and are generally on 7 days to 120 days credit term. Credit limits are established for all customers based on internal rating criteria. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit. The Company has no concentration of credit risk as the customer base is widely distributed both economically and geographically.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on actual incurred historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 11. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets. The requirement of impairment is analysed as each reporting date.

Other Financial Instruments and Cash & Cash Equivalent

The Company maintain its cash & cash equivalent in current account to meet the day to day requirements, in fixed deposits for bank margin & to meet regulatory requirements for repayment of deposits. Other financial instruments are loan given to employee, Investment and Deposit. The Company's maximum exposure to credit risk for the component of the Balance Sheet as of 31st March, 2019 & 31st March, 2018 is the carrying amount as disclosed in Note 10,12, 13, 14 & 15.

Provision for Expected Credit or Loss

(a) Financial assets for which loss allowance is measured using 12 month expected credit losses.

The Company has assets where the counter-parties have sufficient capacity to meet the obligations and where the risk of default is very low. Accordingly, no loss allowance for impairment has been recognised.

(b) Financial assets for which loss allowance is measured using life time expected credit losses.

The Company provides loss allowance on trade receivables using life time expected credit loss and as per simplified approach.

Ageing of trade receivables

The Ageing of trade receivables is as below:

(₹ In Lakhs)

Particulars	0-180 days past due	181-365 days past due	1-2 years past due	2-5 years past due	> 5 Years due	Total
Gross Carrying amount as on 31.03.2019	16,341.55	806.62	214.81	375.30	-	17,738.28
Impairment loss recognised on above	-	806.62	214.81	375.30	-	1,396.72
Gross Carrying amount as on 31.03.2018	18,267.54	999.12	272.57	226.51	-	19,765.75
Impairment loss recognised on above	-	999.12	272.57	226.51	-	1,498.21

(b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

(₹ In Lakhs)

Particulars	On Demand	0 -1 years	1-5 years	More than 5 years	Total
Year ended 31st March, 2019					
Term Loans*	-	5,200.64	11,486.53	2,552.63	19,239.79
Trade Payables	-	13,372.31	-	-	13,372.31
Other Financial Liabilities#	26,667.70	1,785.07	-	-	28,452.77
Total	26,667.70	20,358.02	11,486.53	2,552.63	61,064.87
Year ended 31st March, 2018					
Term Loans*	-	5,714.15	15,249.26	3,185.64	24,250.29
Trade Payables	-	17,237.84	-	-	17,237.84
Other Financial Liabilities#	28,051.78	1,962.31	-	-	30,014.09
Total	28,051.78	24,914.30	15,249.26	3,185.64	71,502.22

*Includes contractual interest payment based on interest rate prevailing at the end of reporting period over tenure of the borrowings and also include fixed deposit received from Shareholders, Finance Lease Obligation.

Current maturity of long-term borrowings is included in interest bearing borrowing part in above note.

Overdraft or other on demand loan facility, if any available with the Company to be disclosed, to the extent undrawn

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

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Floating rate borrowings		
Term Loan	1,100.21	1,618.97
Cash Credit and Export Credit Packing Facility	13,612.82	11,103.27
Total	14,713.03	12,722.24

(c) Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The Board of Directors is responsible for setting up of policies and procedures to manage market risks of the Company. All such transactions are carried out within the guidelines set by the Managing Board.

(d) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is exposed to foreign currency risk on certain transactions that are denominated in a currency other than entity's functional currency, hence exposure to exchange rate fluctuations arises. The risk is that the functional currency value of cash flows will vary as a result of movements in exchange rates. The company uses forward contracts to mitigate its risk from foreign currency fluctuations.

Derivative instruments and unhedged foreign currency exposure

(a) Derivative outstanding as at the reporting date

(Foreign Currency in Lakhs)

Particulars	Currency	31 st March, 2019	31 st March, 2018
Forward Contract to sell	USD	61.16	169.93
Forward Contract to sell	EURO	-	5.28
Forward Contract to sell	GBP	-	2.50

(b) Particulars of unhedged foreign currency exposure as at the reporting date

The currency profile of financial assets and financial liabilities as at 31st March, 2019, 31st March, 2018 are as below:

31st March, 2019

(Foreign Currency in Lakhs)

Particulars	USD	EURO	GBP	Others	Total
Financial Assets					
Trade & other receivables	100.60	2.10	6.89	-	109.59
Cash & cash equivalents	0.75	0.00			0.76
Derivatives-Forward Contracts	61.16	-	-	-	61.16
Financial Liabilities					
Trade payable & other financial liabilities	15.19	0.69	0.67	-	16.55

31st March, 2018

(Foreign Currency in Lakhs)

Particulars	USD	EURO	GBP	Others	Total
Financial Assets					
Trade & other receivables	102.13	10.28	6.10	0.19	118.70
Cash & cash equivalents	0.03	0.04	-	-	0.07
Derivatives-Forward Contracts	169.93	5.28	2.50	-	177.71
Financial Liabilities					
Trade payable & other financial liabilities	26.68	2.96	0.71	4.00	34.36

Foreign Currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD, EURO and GBP rates to the functional currency of respective entity, with all other variables held constant. The Company's exposure to foreign currency changes for all other currencies is not material. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

(₹ in Lakhs)

Particulars	31 st March, 2019			
	USD	EURO	GBP	Others
1% Appreciation in INR				
Impact on Equity	-	-	-	-
Impact on P&L	59.04	1.07	5.57	-
1% Depreciation in INR				
Impact on Equity	-	-	-	-
Impact on P&L	(59.04)	(1.07)	(5.57)	-

(₹ in Lakhs)

Particulars	31 st March, 2018			
	USD	EURO	GBP	Others
1% Appreciation in INR				
Impact on Equity	-	-	-	-
Impact on P&L	158.73	10.52	7.32	(1.04)
1% Depreciation in INR				
Impact on Equity	-	-	-	-
Impact on P&L	(158.73)	(10.52)	(7.32)	1.04

The Company's investment consists of investments in publicly traded companies held for purposes other than trading. Such investments held in connection with non-consolidated investments represent a low exposure risk for the Company and are not hedged.

As at 31st March, 2019 the Company does not have material exposure to listed or unlisted equity price risk.

Interest Rate Risk

Interest rate risk arises from the sensitivity of financial assets and liabilities to changes in market rates of interest.

The Company is exposed to interest rate risk arising mainly from long term borrowings with floating interest rates. The Company is exposed to interest rate risk because the cash flows associated with floating rate borrowings will fluctuate with changes in interest rates.

The Company manages the interest rate risks by entering into different kinds of loan arrangements with varied terms.

At the reporting date the interest rate profile of the Company's interest-bearing financial instruments is as follows:

(₹ In Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Financial Assets		
Fixed Rate		
Loans	150.01	187.58
Bank Deposit	482.85	244.12
	632.86	431.70
Variable Rate Instruments		
Security Deposit	222.04	224.33
	854.90	656.03
Financial Liabilities		
Fixed Rate Instruments		
Security Deposit from Vendor	206.64	216.63
Deposits from Shareholders	3,276.92	2,935.41
	3,483.56	3,152.04
Variable Rate Instruments		
Term Loans	15,941.70	21,314.88
Loan repayable on demand	27,951.08	29,377.08
	43,892.78	50,691.96
Total	47,376.34	53,844.00

As at 31st March, 2019, approximately 7.35% of the Company's Borrowings are at fixed rate of interest (31st March, 2018 : 5.85%)

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

(₹ In Lakhs)

Particulars	Effect of Profit or Loss	
	50 BP increase	50 BP decrease
31st March, 2019		
Term Loans	79.71	(79.71)
Loan repayable on demand	133.25	(133.25)
	212.96	(212.96)
31st March, 2018		
Term Loans	106.36	(106.36)
Loan repayable on demand	140.74	(140.74)
	247.10	(247.10)

Note No. 51. Disclosure as per Ind AS 113 'Fair Value Measurement

Fair Value Hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are:-

- recognised and measured at fair value and;
- measured at amortised cost and for which fair values are disclosed in financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into three levels prescribed under the accounting standard.

Fair value are categorised into different level in a fair value hierarchy which are as follows:

- Level 1** : Level 1 hierarchy includes financial instruments measured using quoted prices.
- Level 2** : The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates.
- Level 3** : If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3 is determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable market transactions and dealer quotes of similar instruments.

Valuation Techniques used to determine fair values:

A) Specific valuation technique is used to determine the fair value of the financial instruments which include:

- For financial instruments other than (ii) and (iii)- the use of quoted market prices.
- For financial liabilities (domestic currency loans) :- appropriate market borrowing rate of the entity as of each balance sheet date used.
- For financial assets (employee loans) : appropriate market rate of the entity as of each balance sheet date used.

B) Financial Instruments By Category

Set out below categorised table of financial instruments measured at FVTPL and Amortised Cost, no such instrument is measured at Fair value through Other Comprehensive Income (FVTOCI):-

(₹ In Lakhs)

Particulars	31 st March, 2019		31 st March, 2018	
	FVTPL	Amortized cost	FVTPL	Amortized cost
Financial Assets:				
Investments in				
Equity instrument	9.67	-	9.56	-
Others	8.14	-	7.17	-
Trade Receivables	-	16,341.56	-	18,267.54
Cash and Cash Equivalents	-	806.19	-	369.97
Bank balances other than cash and cash equivalent	-	1,240.88	-	1,157.77
Loan to Employees	-	240.20	-	242.49
Security deposit	82.83	-	-	-
Other Financial Assets	-	2,196.43	-	1,994.83
Total Financial Assets	100.64	20,825.24	16.73	22,032.60
Financial Liability:				
Borrowings	-	41,990.22	-	47,913.22
Trade Payables	-	13,372.31	-	17,237.83
Other Financial Liabilities	-	5,702.33	-	6,272.78
Forward Contract Payable/(Receivables)	-	-	78.39	-
Total Financial Liability	-	61,064.86	78.39	71,423.83

C) Fair Value Hierarchy

(₹ In Lakhs)

Financial Instrument measured at Fair Value - recurring fair value measurement	Level	As at 31 st March, 2019	As at 31 st March, 2018
Financial Assets			
Investments in Equity Instruments	Level 1	9.67	9.56
Others	Level 1	8.14	7.17
Total		17.81	16.73
Forward Contract Payables/(Receivables)	Level 3	82.83	(78.39)
Total		82.83	(78.39)

D) Fair value disclosures of financial assets and liabilities

Set out below is a comparison, by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair value:

(₹ In Lakhs)

Particulars	31 st March, 2019		31 st March, 2018	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets				
Measured at Fair value through P & L				
Investments in Equity Instruments	9.74	9.74	9.63	9.63
Investment Others	8.07	8.07	7.10	7.10
Forward Contract Receivables	82.83	82.83	-	-
Measured through amortized cost				
Trade Receivables	16,341.56	16,341.56	18,267.54	18,267.54
Cash and Cash Equivalents	806.19	806.19	369.97	369.97
Bank balances other than cash and cash equivalent	1,240.88	1,240.88	1,157.77	1,157.77
Loan to Employees	150.01	150.01	187.58	187.58
Security deposit	240.20	240.20	242.49	242.49
Other Financial Assets	2,046.42	2,046.42	1,994.83	1,994.83
Financial Liabilities				
Measured at Fair value through P & L				
Forward Contract Payables	-	-	78.39	78.39
Measured through amortized cost				
Borrowings	41,990.22	41,990.22	47,913.22	47,913.22
Trade Payables	13,372.31	13,372.31	17,237.83	17,237.83
Other Financial Liabilities	5,702.33	5,702.33	6,272.78	6,272.78

Note No. 52.

- Some of the balances shown under Trade Receivables, Advances and Trade Payables are subject to confirmation. The Company has been sending letter for confirmation to parties and does not expect any material dispute w.r.t. the recoverability/payment of the same.
- In the opinion of the management, the value of current assets, loans and advances on realization in the ordinary course of business, will not be less than the value at which these are stated in the balance sheet.

Note No. 53. The Company has carried out assessment on impairment of individual assets by working out the recoverable amount based on lower of the net realizable value and carrying cost in terms of Ind AS 36, "Impairment of Assets" notified under section 133 of the Companies Act, 2013 read with Rule 3 Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendments Rules, 2016. Accordingly impairment loss of ₹ Nil (Previous Year ₹ 83.46 Lakhs) has been provided for.

Note No. 54. Event occurring after Balance Sheet Date

The Board of Directors has recommended equity dividend of ₹ 1/- per share (Previous Year ₹ 1/- per share) for the year ended 31st March, 2019, subject to the approval of the shareholders. The Company has paid ₹ 171.16 Lakhs equity dividend during financial year, which was approved by the shareholder in the AGM held dated 24th September, 2018.

Note No. 55. The Company has started claiming deduction u/s 80IA of the Income Tax Act 1961, on its income from Thermal Power Plant in books of account from the year 2018-19. This deduction until the FY 2017-18 was claimed by raising additional grounds in appeal/ revision of the tax returns. This change is based on the Hon'ble Rajasthan High Court decision in favour of other assessee. In view of this, the tax expense for the year is not comparable with the corresponding previous year.

Note No. 56. Inventories During the year, the Company has changed method for valuation of Inventories from FIFO to weighted average cost basis. The impact on the current year's profit and loss is not ascertainable due to the change in method of valuation, however in the opinion of the management the impact on the profit & loss account would not be material during the year.

Note No. 57. Disclosure as mandate by schedule III of the Companies, 2013

Particulars	Amount (₹ In Lakhs)	%
Net Assets i.e. total assets minus total liabilities	605.55	50%
Share of Profit or Loss	61.32	50%
Share of Other Comprehensive Income	2.35	50%
Share of Total Comprehensive Income	63.67	50%

Note No. 58. Disclosure as required by Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

A. Loans and advances in the nature of loans

To Joint Venture : Nil

B. Investment by the loanee : Nil

Note No. 59. Certain Prior year amounts have been reclassified for consistency with the current period presentation. These Reclassification have no effect on the reported results of Operations.

Note No. 60. Standards issued but not yet effective.

The standard issued, but not yet effective up to the date of issuance of the Company financials statement is disclosed below. The Company intends to adopt this standard when it becomes effective.

Ind AS 116 Leases: On 30th March, 2019, Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace Ind AS 17 and related interpretations from its proposed effective date, being annual periods beginning on or after 1st April, 2019. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. The Standard also contains enhanced disclosure requirements for lessees. The company is in the process of evaluating the financial impact of the revised Ind AS.

Amendment to Ind AS 12 – Income taxes: On 30th March, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes. The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

Amendment to Ind AS 19 – plan amendment, curtailment or settlement- On 30th March, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements requiring an entity to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling.

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

Significant Accounting Policies, Notes on Accounts and other disclosures from Note no. 1 to 60 forming part of these financial statements.

In terms of our Audit Report of even date:

For K.G. SOMANI & CO.

Chartered Accountants
FRN - 006591N

Kavita Goyal

Partner
M.No. 063419

Place : New Delhi
Dated: 30th May, 2019

For and on behalf of the Board of Directors**Rakesh Mehra**

DIN : 00467321
Chairman

P. Kumar

DIN : 00179074
Chairman (Audit Committee)

Place : Mumbai
Dated : 30th May, 2019

Ravindra Kumar Toshniwal

DIN : 00106789
Managing Director

J. K. Jain

Jt. President & CFO

H. P. Kharwal
Company Secretary

[illegible]

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

NATIONAL AUTOMATED CLEARING HOUSE FORM (NACH)

(Not required to be filed by shareholders holding shares in dematerialized form)

Date :

To,

M/s Computech Sharecap Limited**Unit: Banswara Syntex Limited : 147 Mahatma Gandhi Road, Fort, Mumbai 400 001**

Dear Sir/Madam:

I/We do hereby authorise Banswara Syntex Ltd to Credit my dividend amount directly to my Bank Account as per details furnished below by National Automated Clearing House (NACH)

My Bank details are as follows:-

Folio No.	
Name	
Bank Name	
Bank Branch Address	
Account Type	
Account Number (as appearing in your cheque book)	
9 Digit Bank MICR Code Number	
11 Digit IFSC Code	
Telephone Number (with STD Code of shareholder)	
E-mail ID of Shareholders	

I/We shall not hold the Company responsible if the NACH mandate cannot be implemented for reasons beyond the control of the Company.

.....
Signature of shareholder(s) (as per specimen lodged with the Company)**COMPANY'S RECOMMENDATIONS TO THE SHAREHOLDERS/INVESTORS**

Register NACH Mandate and furnish correct bank account particulars to Company's R&TA/ Depository Participant (DP) Investors holding shares in physical form should provide the NACH Mandate form to the Company's R&TA of the above mentioned address and investors holding shares in demat form should ensure that correct and updated particulars of their bank account are available with the Depository Participant (DP). This would facilitate in receiving direct credits of dividends, refunds etc., from companies and avoid postal delays and loss in transit. Investors must update their new bank account numbers allotted after implementation of Core Banking Solution (CBS) to the Company's R&TA in case of shares held in physical form and to the DP in case of shares held in demat form.

* Please attached a photo copy of a Cheque or Blank Cancelled cheque issued by your bank for verifying the accuracy of the Code number.

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BANSWARA SYNTEX LIMITED

Registered Office: Industrial Area, Dahod Road, Post Box No. 21, Banswara – 327 001 (Rajasthan)
CIN:L24302RJ1976PLC001684

ATTENDANCE SLIP 43rd Annual General Meeting

Folio No./ Client Id and DP ID No.	
Number of shares held	

I certified that I am a registered shareholder/Proxy for the registered shareholder of the company.

I hereby record my presence at the 43rd annual general meeting on Friday, 27th September, 2019 at 11:00 A.M. At Industrial Area, Dahod Road, Post Box No. 21, Banswara - 327001 Rajasthan.

Name of the Member (In BLOCK Letters)		Signature
Name of the Proxy Holder (In BLOCK Letters)		Signature

Note:

Please fill in the attendance slip and hand it over at the entrance. Member or Proxy holder should bring his/her copy of the Annual Report for reference at the 43rd Annual General Meeting.

Please read instruction printed under the note no. 26 to the Notice of 43rd Annual General Meeting. The E-voting will commence on 9:00 A.M. on 23rd September, 2019 and end at 5:00 P.M. on 26th September, 2019 (i.e. E-voting shall remain open for maximum 4 days only.) Thereafter, the E- voting Module shall be disabled by CDSL.

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BANSWARA SYNTEX LIMITED

Registered Office: Industrial Area, Dahod Road, Post Box No. 21, Banswara – 327 001 (Rajasthan)
CIN:L24302RJ1976PLC001684

FORM NO. MGT-11 **PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014 and Regulation 44(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

CIN	L24302RJ1976PLC001684
Name of the Company	Banswara Syntex Ltd.
Registered office	Industrial Area, Dahod Road, Post Box No. 21, Banswara - 327001 (Rajasthan)
Name of the Member(s)	
Registered address:	
E-mail Id:	
Folio No/ Clint Id and DP ID:	

I/ We being the member of Banswara Syntex Ltd. holding..... shares, hereby appoint:

- Name : E-mail ID :

Address :

..... Signature : or failing him
- Name : E-mail ID :

Address :

..... Signature : or failing him
- Name : E-mail ID :

Address :

..... Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 43rd Annual General Meeting of members of the Company, to be held on Friday, the 27th September, 2019 at 11:00 A.M. at the Registered Office, Industrial Area, Dahod Road, Post Box No. 21, Banswara - 327001 (Rajasthan), and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions Description	OPTIONAL*	
		FOR	AGAINST
ORDINARY BUSINESS			
1.	Consider and adopt: a) the Audited Standalone Financial Statements of the Company for the financial year ended 31 st March, 2019 together with the reports of the Board of Directors and Auditors thereon, b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2019 and Auditors’ report thereon.		
2.	Declaration of final dividend on Equity Share		
3.	Appointment of Shri Shaleen Toshniwal, a Director retiring by rotation		
SPECIAL BUSINESS			
4.	Ratify the payment of Remuneration to the Cost Auditors for the Financial Year 2019-20		
5.	To appoint Shri Rakesh Mehra as Chairman and Whole Time Director of the Company		
6.	Re-appointment of Dr. Vaijayanti Ajit Pandit as an Independent Director		

*It is optional to put a (✓) in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed thisday of.....2019

Signature of Shareholder:

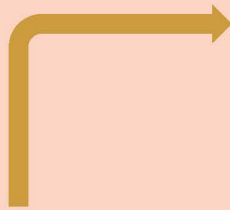
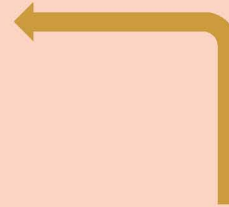
Affix
₹ 1/-
Revenue
Stamp

Signature of Proxy holder(s):

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.
2. A proxy need not be a member of the Company and shall prove his identity at the time of attending meeting.
3. This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete Form which remain unstamped or in adequately stamped or form upon which the stamps have not been canceled will be treated as invalid.

The Value Chain of Company's Products





Banswara Syntex Limited

REGISTERED OFFICE: Industrial Area, Dahod Road,
Post Box No. 21, BANSWARA-327 001 (Rajasthan)
CIN:L24302RJ1976PLC001684

Email: secretarial@banswarasyntex.com; **website:** www.banswarasyntex.com
Phone No. (02962) 257676, 257679-681; **Fax No.** (02962) 240692