



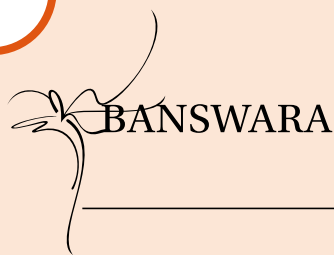
BANSWARA

Banswara Syntex Limited



44th

**Annual Report
2019-2020**



ANNUAL REPORT 2019-20

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
Mr. David Vlerick	Additional Director

EXECUTIVES

Shri J. K. Rathi, 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 & SHARETRANSFER 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

401, 4th Floor, 2E/23, Opp. Bank of India,
Jhandenwala Ext.,
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)

NOTICE OF 44TH ANNUAL GENERAL MEETING

NOTICE is hereby given that 44th Annual General Meeting (AGM) of the shareholders of Banswara Syntex Limited will be held on Friday the 18th day of September, 2020 at 11.30 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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, 2020 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, 2020 and Auditors' report thereon.
2. To confirm the payment of interim dividends of ₹ 1.50 per Equity Share for the financial year ended 31st March, 2020.
3. To appoint a Director in place of Shri Rakesh Mehra, Whole Time Director (DIN: 00467321), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To ratify the Remuneration to the Cost Auditors for the Financial Year 2020-21.

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 ₹ 2,00,000/- (Rupees Two Lakh 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, 2021, be and is hereby 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 Mr. David Vlerick as an Independent Director.

"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 Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the company be and is hereby accorded for appointment of Mr. David Vlerick (DIN: 07679476), who was appointed as an Additional Director in the Board meeting held on 14th February, 2020 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and being eligible and in respect of whom a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, as an Independent Director of the Company, to hold office for 5 (five) consecutive years commencing from 14th February, 2020 and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, things as may be necessary, expedient and desirable to give effect to this resolution."

By order of the Board

Place: Banswara
Dated: 12th August, 2020
Registered Office
Industrial Area, Dahod Road,
Post Box No. 21,
BANSWARA-327001 (Raj.)

(H.P. KHARWAL)
COMPANY SECRETARY

NOTES:

1. In view of the global outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), Government of India, has vide its General Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/ 2020 dated 13th April 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made there under on account of the threat posed by Covid-19" and General Circular No. 20/ 2020 dated 5th May 2020, in relation to "Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Covid-19 pandemic" ("SEBI Circular") have permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue.
2. As per the provisions of Clause 3 A. II. of the General Circular No. 20/ 2020 dated 5th May, 2020, the matter of Special Business as appearing at Item Nos. 4 & 5 of the accompanying Notice, is considered to be unavoidable by the Board and hence, form part of this Notice.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM/Meeting") 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. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA AND SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
4. Corporate/Institutional Members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer/RTA by email through its registered email address at helpdesk@computechsharecap.in with a copy marked to helpdesk.evoting@cdslindia.com.
5. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 1st April, 2019, except in case of request received for transmission or transposition of securities.

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.
6. 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. The Annual Report for the Financial Year 2019-20 alongwith Notice for AGM is available at the website of the Company at www.banswarasyntax.com under 'Financials' Section.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and in case the shares are held by them in physical form intimate changes to

Computech Sharecap Limited, (RTA) :-
Address: 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.
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.banswarasyntax.com under 'Investors' section.
 9. 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.
 10. 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.
 11. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the company at least 7 days in advance of the Annual General Meeting. The same will be replied by the company suitably.
 12. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.banswarasyntax.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL <https://www.cdslindia.com>.
 13. The Register of Members and Shares Transfer Books of the Company shall remain closed from 12th September, 2020 to 18th September, 2020 (both days inclusive).
 14. 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.
 15. 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.
 16. The shareholders who have, so far, not encashed the dividend warrants for the year 2012-13 to 2018-19, 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
 17. 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.

18. The Members desiring inspection of 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 Directors are interested, maintained under Section 189 of the Companies Act, 2013 during AGM and the relevant documents refer to in the Notice of AGM, may send their request in writing at Company's e-mail ID, secretarial@banswarasyntex.com
19. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on 11th September, 2020.
20. CS Manoj Maheshwari, FCS 3355 Practising Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting process to be carried out at this AGM in a fair and transparent manner.
21. The Scrutinizer, after scrutinizing the votes cast at the meeting through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a Scrutinizer's Report and submit the same to the Chairman. The results declared along with the scrutinizer's report shall be posted on the website of the Company, www.banswarasyntex.com and on the website of CDSL, www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

Instruction for Remote e-voting and e-voting during AGM

22. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08th, 2020, April 13th, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through

electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

23. The Members can join the AGM in the VC/OAVM mode, 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
24. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
25. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
26. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.banswarasyntex.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

27. 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 14th September, 2020 and ends at 5:00 P.M. on 17th September, 2020. 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. 11th September, 2020, 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) <ul style="list-style-type: none"> 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- A. For Physical members- please provide necessary details like Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company at secretarial@banswarasyntex.com / RTA at helpdesk@computechsharecap.in.
- B. For Demat members -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company's email id at secretarial@banswarasyntex.com / RTA's email id at helpdesk@computechsharecap.in.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under members/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in member/members login where the EVSN of Company will be displayed.
2. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number,

email id, mobile number at (company email id). The members who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at Company's e-mail ID at secretarial@banswarasyntex.com. These queries will be replied to by the company suitably by email.

6. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

2. Only those members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.
4. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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, 2021.

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 ₹ 2,00,000/- plus GST and reimbursement of actual out of pocket expenses payable to the Cost Auditor for the financial year ending 31st March, 2021.

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

Mr. David Vlerick (DIN: 07679476), was appointed as an Additional Director of the Company w.e.f. 14th February, 2020 by the Board of Directors, as recommended by Nomination and Remuneration Committee, pursuant to the provisions of Section 161(1) of Companies Act, 2013 and the Articles of Association of the Company. In terms of the provisions of Section 161(1) of the Act, Mr. David Vlerick would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of

Mr. David Vlerick for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. David Vlerick that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. He possesses requisite skills, experience and knowledge. In the opinion of the Board, he fulfills the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. A brief resume of Mr. David Vlerick, and the other details as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Regulations & Disclosure Requirements) Regulations, 2015, is annexed with Notice of the AGM. Copy of the draft letter of appointment of Mr. David Vlerick as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Save and except, Mr. David Vlerick, being the appointee himself, none of the other Directors/ Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

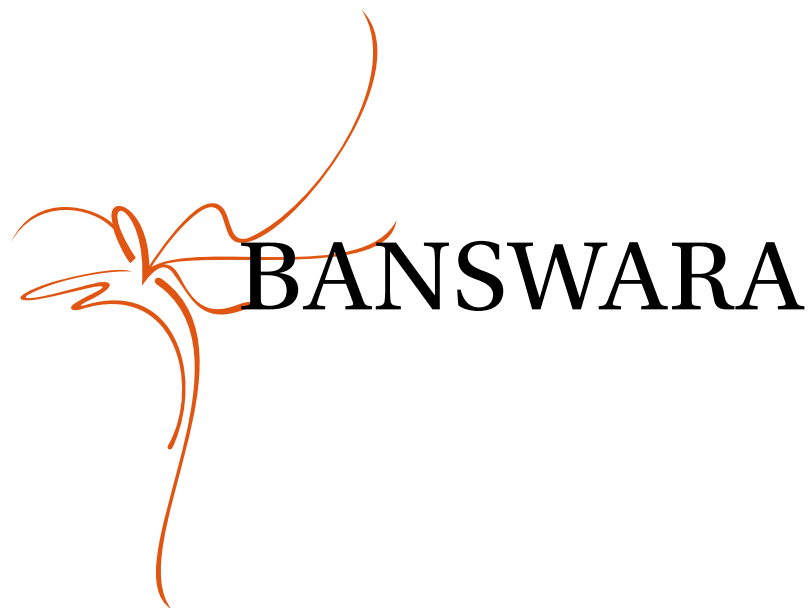
By order of the Board

Place: Banswara
Dated: 12th August, 2020
Registered Office
Industrial Area, Dahod Road,
Post Box No. 21,
BANSWARA-327001 (Raj.)

(H.P. KHARWAL)
COMPANY SECRETARY

DETAILS / PROFILE OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 44th AGM AS PER REGULATION 36(3) OF SEBI'S LISTING REGULATIONS AND SECRETARIAL STANDARD-2

Position/Post	Re-Appointment/ Director Retiring by Rotation	Re-Appointment
Name of the Director	Shri Rakesh Mehra	Mr. David Vlerick
DIN	00467321	07679476
Date of Birth	19.11.1957	27.12.1983
Date of Appointment	23.04.1986	14.2.2020
Qualification (s)	Fellow Member of Institute of Chartered Accountants of India.	Masters Degrees in Law, General Management and Human Resources. Also the CFA and CAIA.
Relationships between the Directors inter- se	1. Shri Ravindra Kumar Toshniwal - Brother-in-Law 2. Shri Shaleen Toshniwal – Brother-in-law	Not Applicable
Nature of expertise in specific functional areas	Over 34 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 Convener of the MMF Textiles Sub Committee of Confederation of Indian Textile Industry (CITI) and President of Indian Spinners' Association (ISA).	He worked in Finance throughout his career, both in M&A (notably at UBS) as well as in Private Equity (notably at 3i). From 2015, he acts as an Investment Officer in Vlerick Group and also Board Member in number of core industrial portfolio companies.
Name(s) of the Companies in which directorship held as on 31.03.2020	1. Banswara Syntax Limited 2. Moonfine Trading Co. Pvt. Ltd. 3. Excel Pack Pvt. Ltd. 4. TESCA Textile & Seat Components (India) Pvt. Ltd.	1. Banswara Syntax Limited 2. Raymond UCO Denim Private Limited 3. Point NV 4. Midelco NV. 5. Native Dancer BVBA 6. UCO NV 7. Halco Doctors Ltd 8. Dacadoo AG All Foreign Companies
Membership / Chairmanship of the Committees of Boards of other companies	NIL	NIL
No. of Shares held in the Company	6061	NIL
Remuneration Sought to be paid/last drawn	Not Applicable	Not Applicable
Terms & Conditions of reappointment	Not Applicable	Not Applicable
The number of meetings of the Board attended during the year(2019-20)	4	1



Board's Director's Report

BOARD'S REPORT

Dear Shareholders,

Your Directors are pleased to present the 44th Annual Report of the Company together with the Audited Financial Statements for the Financial Year ended 31st March, 2020.

Financial Results

The summary of financial performance of Company for the year ended 31st March, 2020 is hereunder:-

(₹ in Lakhs)

Particulars	Current year 2019-20	Previous year 2018-19
Revenue from Operation	1,28,950	1,35,093
Other Income	1,287	1,358
Total Revenue	1,30,237	1,36,451
Profit before interest, depreciation & tax	15,750	13,078
Less: Depreciation	5,120	5,487
Profit before tax	5,757	1,951
Tax Expenses	(419)	(463)
Profit after Tax	5338	2,414
Other comprehensive Income	(55)	222
Total comprehensive Income	5283	2,636
Dividend on Equity Shares	257	171
Tax on Dividend	53	35
Earnings per share (₹) : Basic	31.19	14.11
Diluted	31.19	14.11

Operations & State of Affairs

The production of yarn and fabric during 2019-20 has been 310 lakh kilograms and 269 Lakh meters as against 309 lakh kilograms and 284 Lakh meters during 2018-19, the garment production has decreased by 7.12% from 41.12 lakh pieces to 38.19 lakh pieces over the period. Your Company's net income from operations during 2019-20 has been ₹ 1289 crore as against ₹ 1351 crore during 2018-19 decreased by 4.59%.

The profit before interest, depreciation and tax (PBIDT) during 2019-20 is marginally higher than ₹ 157 crore as against ₹ 131 crore during 2018-19. The profit before depreciation and tax (PBDT) has been ₹ 109 crore as against ₹ 74 crore during 2018-19. The Net Profit at ₹ 52.83 Crores is more than double of the year 2018-19.

The basic and diluted EPS for the year 2019-20 works out to ₹ 31.19 as against ₹ 14.11 for the year 2018-19.

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.

Impact of COVID-19 Pandemic

COVID-19 Pandemic has caused unprecedented economic disruption globally and in India. The Company is sensitive about the impact of the Pandemic, not only on the human life but on businesses and industrial activity across the globe, which will be realised only over next few months. The Company has been monitoring the situation closely and has taken proactive measures to comply with various directions / regulations / guidelines issued by the Government of Central and State Government and local bodies to ensure safety of workforce across all its plants and offices. The Company has made initial assessment of the likely adverse impact on economic environment in general and operational and financial risks on account of COVID-19,

The Nation-wide Lockdown (JANTA-Curfew) announced by Government of India on 22nd March, 2020 and the State Government of Rajasthan also announced lockdown for 7 days on 23rd March, 2020, in continuation to that the Government of India notified the first ever nationwide lockdown in India to contain the outbreak of Covid-19. Due to the lockdown, entire operations of the Company came to a halt w.e.f. 22nd March, 2020. The entire manufacturing activities were shut down during the lock down period as per details below:-

Unit/Location	Duration	(Disruption period)
Banswara	22/03/2020 to 19/04/2020	29 Days
Daman Unit	24/03/2020 to 19/04/2020	27 Days
Surat Unit	22/03/2020 to 22/04/2020	32 Days

Your Company has submitted a detailed note in respect to impact of COVID-19 on the Company to both Stock Exchanges (BSE India Ltd. and National Stock Exchange of India Ltd.).

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 position of the Company which occurred between the end of the financial year to which the financial statements relate and till the date of this report however in the last month of Financial Year 2019-20 the operational activities of the company were impacted due to lockdown announced by Government of Rajasthan/ Government of India to mitigate spreading Corona Virus (COVID-19).

The Company has prepared its Financial Statements as per applicable provisions of IND-AS (Indian Accounting Standards) for the year 2019-20.

Exports

During the year under report, the export turnover of the Company has been ₹ 551 crore as against ₹ 581 crore during 2018-19. The share of export turnover in the net income for the year 2019-20, has been 42% of the total turnover.

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.

Dividend

During the year the Board of Directors have declared interim dividend of ₹ 1.50/- per equity share i.e. 15% at its Meeting held on 14th February, 2020 and total interim dividend payout on equity shares was ₹ 2.57 crore and with outgo of ₹ 0.53 crore by way of tax on interim dividend.

During the year under review, the Board of Directors has not recommended final dividend on the Equity Shares of the Company in order to comeover the resources; partially mitigate the impact of COVID-19 pandemic.

The Company has transferred unclaimed dividend amount up to the year 2011-12 to the Investors Education and Protection Fund (IEPF).

Share Capital

There has been no change in share capital of the Company during the year 2019-20.

Expansion, Diversification and Modernization

During the year under review, the Company invested ₹ 6.90 crore (previous year- ₹ 17.98 crore) for modernization of its production capacities. The capital-work-in-progress at ₹ 0.60 crore (previous year ₹ 0.01 crore) and advances to capital goods suppliers aggregated ₹ 1.58 crore (previous year ₹ 1.06 crore) at the end of the period.

The total production capacity of the Company as at 31st March, 2020 for yarn is 158632 ring spindles, including 21120 spindles for worsted yarn spinning and 448 Air Jet spindles, 403 shuttle less looms including 32 Air Jet jacquard looms, 9 stenters with processing capacity of 4.5 million meters per month and 4.10 lakhs pieces of garments per month.

Subsidiaries, Joint Ventures and Associates

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 viz. Tesca Textiles & Seat Components (India) Pvt. Ltd. is disclosed in Form AOC-1 is furnished in **Annexure-I** to this Report.

The Company will make available the Annual Financial Statements of the Joint Venture Company and the related detailed information to any members 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, 2020 presented by the Company include the Financial Statements of its Joint Venture Company.

The Company has framed a policy for determining Material Subsidiaries, which has been uploaded on the Company's website viz:- http://www.banswarasyntax.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 40% of the paid up share capital of Joint Venture Company, Tesca Textiles & Seat Components (India) Private Limited (formally Known as Treves Banswara Private Limited). Out of the Balance 60% of the Share Capital, 50% of share capital is held by Tesca Textiles & Seats Components, France and 10% by kolon Glotech India Private limited. The Company sold 10% of its shareholding to Kolon Glotech India Private Limited on 24th June, 2020.

During the financial year 2019-20, Tesca Textiles & Seat Components (India) Pvt. Ltd. (formally Known as Treves Banswara Private Limited) produced 8.95 Lakh meters of Laminated Fabric and 83280 pieces of Embossed Panel parts and Flex. Total turnover of this JV Company during the financial year 2019-20 was ₹ 2981.22 lakhs (previous year ₹ 2139.67 lakhs) with net loss of ₹ 7.23 lakhs as against profits ₹ 63.67 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 as through imports.

Finance

During the year 2019-20, your Company obtained disbursements of long term loans of ₹ 2.59 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 ₹ 34.58 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 ₹ 30.13 crore to the Government Exchequer by way of Goods & Services Tax,, Income Tax, Dividend Distribution Tax and other payments.

Management Discussion & Analysis Report

Management Discussion and Analysis Report for the year under review, as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "SEBI's Listing Regulations") is presented in a separate section forming part of this Annual Report and 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 along with the required Certificate from a Practicing Company Secretary regarding compliance of the conditions of Corporate Governance as stipulated are 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 2019-20, the Company accepted deposits of ₹ 280 lakhs, made payments of ₹ 725 lakhs and had such deposits aggregating standing ₹ 2698 lakhs as on 31st March, 2020 as against the Deposite of ₹ 3143 Lakhs at the beginning of the year. 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, 2020. 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 ICRA and also opened the Fixed Deposits Repayment Reserve Account with a schedule Bank for fixed deposits maturing during the financial year 2020-21.

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 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 Financial 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 S. K. Loonkar & Associates, a reputed firm of Chartered Accountants.

The Audit Committee of the Board of Directors actively reviews in every quarter the adequacy and effectiveness of the internal control systems and suggests improvements, 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

In pursuant to regulation 9A (6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 the Company has revised Whistle Blower Policy to include in its scope any instances related to Insider Trading and has also provided access to the employees of the Company to report the instances of leakage of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information.

The Company has established Vigil Mechanism for the directors and employees of the Company to report, serious and genuine unethical behavior, actual or suspected fraud and violation of the Company's code of conduct or ethics policy. It also provides adequate safeguards against victimization of persons, who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. None of the employees of the Company has been denied access to the Audit Committee.

Shri HP Kharwal, Company Secretary and Compliance Officer of the Company, has been designated as Vigilance and Ethics Officer for various matters related to Vigil Mechanism. The Whistle Blower & Vigil Mechanism policy can be accessed on the company's website 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

Company has zero tolerance 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 also complied with the provision relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has not received any complaint on sexual harassment of women at work place during the financial year 2019-20.

Directors and Key Managerial Personnel

Retirement by rotation and subsequent re-appointment:

Shri Rakesh Mehra, Whole Time 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 Qualification of Directors) Rules, 2014 and being eligible offers himself for re-appointment. The Board has decided to re-appoint him and, accordingly, an agenda item has been proposed in the notice to the shareholders for their approval. A Brief profile of Shri Rakesh Mehra together with other related information required under Regulation 36 of the SEBI's Listing Regulations has been furnished in the Notice convening the 44th AGM of your Company.

Appointment

Mr. David Vlerick (DIN: 07679476) was appointed as an additional Director by the Board of Directors of the Company, in their Meeting held on 14th February, 2020, to hold office till the conclusion of ensuing Annual General Meeting. The Board recommended his appointment as an Independent Director.

Re-Appointment

The Shareholders in the 43rd Annual General Meeting of the Company has re-appointed Dr. Vijayanti Ajit Pandit as an Independent Director of the Company for a further term of five years w.e.f. 12th November, 2019 to 11th November, 2024.

A brief resume and other information required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is included in the Notice of 44th Annual General Meeting.

The Company has formulated a policy for performance evaluation of Independent Directors, Board, Committees and individual Directors including the Chairman and executive Directors.

During the financial year 2019-20 there is no change in structure of Key Managerial Personnel.

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 complied with the Code for Independent Directors prescribed in Schedule IV to the Companies Act, 2013. There has been no change in the circumstances affecting their status as an Independent Directors of the Company.

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.

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 2019-20 and also the details of which are hosted on the website of the Company at http://www.banswarasyntex.com/wp-content/uploads/2020/06/Fam_Prg_ID_1920.pdf

Related party transactions

All related party transactions executed during the financial year 2019-20 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, 2019, 14th August, 2019, 11th November, 2019 and 14th February, 2020. 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**.

Board Level Committees

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 an 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, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility 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 7th 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 ₹ 329 Lakhs for which the matter is under appeal before CESTAT, Ahmedabad and at Rajasthan

High Court, Jodhpur and non-payment of Income Tax of ₹ 1407 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

Secretarial Auditors

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, 2020. The report of the Secretarial Audit is annexed as Annexure VI. As regards the auditors' observations, these are self explanatory and do not call for any comments except non filing of e-form in respect to the IEPF.

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 2020-21 also.

Cost Auditors

The Company has re-appointed M/s K.G. Goyal & Co., Cost Accountants (Registration No. 000017), Jaipur, as Cost Auditors of the Company for the financial year 2020-21. 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) Rules, 2018 (as amended) mandates the Company to disclose regarding 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.

Reporting of Frauds by Auditors

During the year under review, none of Auditor i.e. Statutory Auditors, Cost Auditors or Secretarial Auditors has reported to the Audit Committee or the Board, under Section 143 (12) of the Act, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

Tax Auditors

As per the requirement of Section 44AB of the Income Tax Act, 1961, M/s S. B. Nagar & Associates, Chartered Accountants (Registration No. 0024389N), New Delhi, were appointed as

Tax Auditors of the Company for the financial year 2019-20. M/s S B Nagar & Associates has been re-appointed for the financial year 2020-21 and their remuneration fixed as per the recommendation of the Audit Committee.

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 & 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, 98.41% shares have been converted into demat form up to 31st March, 2020, The stock code number in NSDL and CDSL for equity shares of the Company is ISIN – INE629D01012.

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 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 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, 2020 as required under Section 92(3) of the Companies Act, 2013, in Form MGT-9 is annexed 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, 2020, the applicable Accounting Standards had 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, 2020 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.

Acknowledgements

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 of Directors
Banswara Syntax Ltd

Place : Banswara
Date: 12th August, 2020

Rakesh Mehra
CHAIRMAN
DIN: 00467321

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

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. Formally known as Treves Banswara Pvt. Ltd. (Joint Venture Company)
1. Latest Audited Balance Sheet date	31/03/2020
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	₹ 298.50 Lakhs
7. Profit/ Loss for the year	
i. Considered in Consolidation	₹ (9.93) Lakhs
ii. Not Considered in Consolidation	NIL

For and on behalf of the Board of Directors

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

Rakesh Mehra
DIN : 00467321
Chairman

J.K. Rathi
President

Shaleen Toshniwal
DIN : 00246432
Jt. Managing Director

Kavita Goyal
Partner
M.No. 063419

Ravindra Kumar Toshniwal
DIN : 00106789
Managing Director

J. K. Jain
Jt. President & CFO

P. Kumar
DIN : 00179074
Chairman (Audit Committee)

Place : New Delhi
Dated: 27th June, 2020

H. P. Kharwal
Company Secretary

Place : Banswara
Dated : 27th June, 2020

Place : Mumbai
Dated : 27th June, 2020

Annexure-II to Director 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 2% 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 11% 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 or depressing 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, 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 2020-21, the Company's business is adversely impacted due to Pandemic COVID-19. The entire country and the world is passing through demand recession and as such, the total revenue of the Company is expected to be around ₹ 645 crore, which is about 49 % lower than the actual revenue for the year 2019-20. The Company is focused towards increase in sale of value-added products in yarn, fabrics and readymade garments. However, specifically for this financial year the utilization of plant capacities and demand will be a major challenges.

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 thus 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.

Sl. No.	Particulars	Installed Capacity as at	
		31.03.20	31.03.19
1.	Spinning (Spindles)		
	a) Synthetic Blended yarn	137512	137512
	b) Worsted Yarn	21120	21120
	c) Air-jet Yarn	448	448
2.	Fibre, Yarn & Wool Dyeing (MT/Month)		
	a) Fibre	1050	1050
	b) Yarn	150	150
3.	Fabric Weaving (No. of Looms)		
	a) Fabric Weaving	371	405
	b) Jacquard and Jacquard Technical Fabrics	32	34
4.	Fabric Processing (Lakh Mtrs./month)	45	50
5.	Suitings		
	a) Trousers – Lines	24	24
	Pcs/month	328125	328125
	b) Jackets, waist 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 ₹ 6.90 crore (previous year- ₹ 17.98 crore) for modernization of its production capacities. The capital-work-in-progress at ₹ 0.60 crore (previous year ₹ 0.01 crore) and advances to capital goods suppliers aggregated ₹ 1.58 crore (previous year ₹ 1.06 crore) at the end of the period.

OPPORTUNITIES & THREATS:

Growing urbanization, relatively 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 the new 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.

Impact of COVID-19 on Textile Industry in India

It is a battle with an invisible enemy. The virus that started in China's Wuhan has now affected almost all parts of the World, it is seen as one of the worst periods in human history. Almost all major economies, including China, the United States, India and many European nations, have been and / or are still under complete or partial lockdown. The Pandemic has shaken up both the human race and the economies of these countries. For the past few months, what India and the World have seen is unimaginable.

The demand for textile products abroad and domestic sales have come down to a grinding halt due to the panic situation created by the COVID-19 outbreak. Due to the lockdown, all sorts of textile-related factories are closed and it is tough to hazard a guess as to when these will be allowed to open like in pre- COVID situation. Workers have been running here and there amid all sorts of confusion. The business community is scared on account of cash crunch, supply chain disturbance and manpower-related issues.

India has more than 2,000 spinning mills with different spindle capacity. Workers in big units controlled by corporates reside in labour colonies adjacent to the factory premises. The majority of workers are migrants from Bihar, Uttar Pradesh, Orissa and other states. At present, they are being taken care of by the employers. Many workers were forced to stay back in the absence of means of transport following the lockdown. Once the lockdown is lifted, there is a possibility that many more of them will rush to their hometowns or villages. At present, may be raw material and electricity expenses are not being incurred, but all other the expenses are a direct loss to the mills. There are other issues like what will happen to goods under processing and whether those may be directed to factory seconds. All shipments are on hold and expiry of letters of credit may result in renegotiation of prices. It will definitely not be smooth and easy to restart operations in the near future.

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 is expected to help the Company to achieve the perceived 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 regularly carry out internal audits of various depts units at all locations. 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 Results' and 'Operations and State of Affairs.' The profit before interest, depreciation and tax (PBIDT) during 2019-20 is marginally higher than ₹ 157 crore as against ₹ 131 crore during 2018-19. The profit before depreciation and tax (PBDT) has been ₹ 109 crore as against ₹ 74 crore during 2018-19.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS FRONTS

The Company continued to follow of good HR practices during 2019-20 also. The company hired some new talent at the middle level management in order to improve the production process and workflow. It also hired a few external agencies as consultant both from India and abroad. The Company purchased one HR Automation system, the implementation of this software will help in staff salary and wages administration, performance management system etc. This system will be implemented during the financial year 2020-21.

However the year 2020-21 is full of uncertainty and very severely impacted by Pandemic COVID 19. The Company has done complete review of its existing work force and has taken following steps:-

- Temporary cut in salaries ranging from 5% to 30% at all levels of employees.
- Reduction / rationalization of staff strength.

The total number of people employed across the Company as on 31st March, 2020 is as below :-

The position has undergone a change in subsequent months.

(figure in No's)

Location	Staff	Workers	Total
BANSWARA	1245	7527	8772
DAMAN	252	2801	3053
SURAT	139	1587	1726
MUMBAI	150	-	150
Total	1636	11915	13551

For and on behalf of the Board

Rakesh Mehra

Chairman

DIN:00467321

Place : Banswara

Date: 12th August, 2020

Annexure III to the Director's Report

CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance for the year ended on 31st March, 2020, 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 Stakeholders 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 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's Listing Regulation.

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 12 members Board comprises three Whole-Time/Executive Directors viz. the Chairman, Managing Director and Joint Managing Director, all from the promoter group, and Nine 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 31.03.2020 and attendance at the Board meetings during 2019-20.

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 Rakesh Mehra (Chairman) * DIN: 00467321	ED	Yes	4	4	-	-	-
Shri Ravindra Kumar Toshniwal (M.D.) DIN: 00106789	ED	Yes	4	3	-	-	-
Shri Shaleen Toshniwal (Joint Mg.Director.) DIN: 00246432	ED	Yes	3	2	-	-	-
Shri Parduman Kumar DIN: 00179074	NEID	Yes	4	1	1	4	1.N.R. Agarwal Industries Ltd. (ID)
Shri Kamal Kishore Kacholia DIN: 00278897	NEID	No	2	2	-	-	-
Shri Vijay Mehta DIN: 00057151	NEID	No	3	7	-	-	1.Mefcom Capital Markets Ltd. (ED)
Shri. Devendra Pal Garg, DIN: 00003068	NEID	No	4	1	-	-	-
Dr. Shri Bhagwan Agarwal, DIN: 00524452	NEID	No	4	3	-	-	-
Shri Vijay Kumar Agarwal, DIN: 00108710	NEID	No	2	9	-	-	-
Dr. Vaijayanti Ajit Pandit, DIN: 06742237	NEID/ Women Director	No	4	8	6	4	1. IndoCount Industries Ltd. (ID) 2. Automobile Corporation of Goa Ltd. (ID) 3. IG Petrochemicals Ltd. (ID)
Shri J. M. Mehta DIN: 00847311	NEID	Yes	4	1	1	-	1. Technocraft Industries (India) Ltd. (ID)
Mr. David Vlerick** DIN: 07679476	NEID	No	1		-	-	-

ED-Executive Director, NEID- Non Executive Independent Director.

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

**Appointed as Additional Director w.e.f. 14th February, 2020.

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 considered in computation of these limits. Further, all Directors have informed about their Directorships, Committee Memberships/ Chairmanships, including any changes in their positions during the year ended on 31st March, 2020.

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 SEBI's 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. Formal letters of appointment to Independent Directors as provided in Companies Act, 2013 has been issued and disclosed on website of the Company at www.banswarasyntax.com and A certificate from Company Secretary-in-Practice to the effect that none of the director 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-A**.

B. Changes in the Board during the year

The Board has appointed Shri Rakesh Mehra (DIN: 00467321), as Chairman & Whole Time Director w.e.f. 30th May, 2019 which was approved by the shareholders of the Company at their 43rd Annual General Meeting held on 27th September, 2019. Shri David Vlerick (DIN: 07679476) was appointed as an additional Director by the Board of Directors of the Company, in their Meeting held on 14th February, 2020, to hold office till the conclusion of ensuing Annual General Meeting.

C. Meetings of the Board

Four Board meetings were held during the year 2019-20 i.e. on 30th May, 2019, 14th August, 2019, 11th November, 2019 and 14th February, 2020. 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) and the senior management staff have affirmed compliance with the Code of Conduct during the year ended on 31st March, 2020.

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 27th June, 2020.

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, Secretarial and Internal Auditors
- Issues regarding mergers and amalgamations, joint ventures, collaborations, etc. with any other Company/ entity.
- Oversee the implementation of the Board evaluation and review the reports of Nomination and Remuneration committee and Independent Directors.
- Significant labour problems, if any.
- General industrial environment and developments related to Textile Industry, in particular.

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

F. Familiarization programme for Independent Directors

During the financial year, The Company continued the practice of familiarizing 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. two familiarization programmes were conducted during the year.

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.banswarasyntax.com/wp-content/uploads/2020/06/Fam_Prg_ID_1920.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, constituted 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 attention/approval are generally placed before the Board by the chairmen of the 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, consideration 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 Auditor's Reports, Cost Auditor's Report and Secretarial Auditor's 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 comprising three Independent Directors, Shri P. Kumar (Chairman), Shri Kamal Kishore Kacholia and Dr. S.B. Agarwal, and Shri Ravindra Kumar Toshniwal, Managing Director. 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 2019-20 i.e. on 30th May, 2019, 14th August, 2019, 11th November, 2019 and 14th February, 2020.

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 was as under :

Name of the Member	Meetings held (No.)	Meetings attended (No.)
Shri P. Kumar	4	4
Shri Kamal Kishore Kacholia	4	2
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, Statutory Auditors, 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 Auditor's 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.
- Scrutiny of inter-corporate loans and investments.
- 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) Carrying out any other function as mentioned in the terms of reference of the audit committee.
- xvi) 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
- xvii) 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.
- xviii) To discuss, with internal auditors, any significant findings and follow up thereof.
- xix) 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's Listing Regulations and Companies Act, 2013 besides any other issue 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 to recommend the appointments, remuneration, etc. and evaluate their performance. The chairman of the committee is required to be present at annual general meeting.

COMPOSITION:

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

MEETINGS & ATTENDANCE

During the year 2019-20, two meeting of the Committee was held on 30th May, 2019 and 14th February, 2020.

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	2	2
Shri D.P. Garg	2	2
Dr. Vaijayanti Ajit Pandit	2	2

TERMS OF REFERENCE OF THE COMMITTEE:-

- 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.
- 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.
- Formulation of the criteria for evaluation of performance of Independent Directors and the Board of Directors, as a whole.
- 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.
- To 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 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 per applicable rules.

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.banswarasyntax.com/wp-content/uploads/2019/05/NOMINATION_POLICY.pdf

DETAILS OF APPOINTMENTS AND REMUNERATION PAID TO DIRECTORS FOR THE YEAR 2019-20:

- 1) Appointment, and the terms thereof, of Shri Rakesh Mehra (DIN-00467321), Chairman and Whole-Time Director, was approved as whole time Director, for 3 (three) years from 1st January, 2018 to 31st December, 2020, by Special Resolution passed by the members of Company at their 43rd Annual General Meeting held on 27th September, 2019. Shri Rakesh Mehra has been appointed as chairman & WTD from 30th May, 2020 to 31st December, 2020
- 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 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 2019-20

(₹ in Lakhs)

Sr. No.	Name of Director	Salary (₹)	Contribution to PF, Perquisites & other payments (₹)	Total (₹)
1.	Shri Rakesh Mehra	82.20	43.03	125.23
2.	Shri Ravindra Kumar Toshniwal	82.20	42.76	124.96
3.	Shri Shaleen Toshniwal	73.80	38.30	112.10
	Total	238.20	124.09	362.29

(ii) Non-Executive Independent Directors

Sitting fee paid to NEIDs, for attending Board and other committee meetings during 2019-20.

(₹ in Lakhs)

Sr. No.	Name of Director	Amount (₹)
1.	Shri P. Kumar	3.90
2.	Shri Kamal Kishore Kacholia	1.40
3.	Shri Vijay Mehta	1.60
4.	Shri D.P. Garg	2.70
5.	Dr. S.B. Agarwal	3.00
6.	Shri Vijay Kumar Agarwal	1.10
7.	Dr. Vaijayanti Ajit Pandit	2.40
8.	Shri J.M. Mehta	1.80
9.	Shri David Vlerick	0.50

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 2019-20, one meeting of the Committee was held on 30th May, 2019.

ATTENDANCE

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

Name of the Member	Meetings held (No.)	Meetings 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 2019-20 is given hereunder:

No. of Complaints received during the year	0
No. of Complaints disposed off during the year	0
No. of Complaints not resolved to the satisfaction of shareholders as on 31 st March, 2020	0
No. of Pending Complaints	0

The Shareholder's complaints are being promptly attended to and disposed off well within one month of the receipt thereof and no complaint was received during the year and not pending at the end of the year.

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.
- (5) Reviewing the transfer, transmission and dematerialisation.

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

COMPOSITION:

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 Shaleen Toshniwal, Dr. Vaijayanti Ajit Pandit and Dr. S.B. Agarwal as members.

MEETINGS

During the year 2019-20, one meeting of Corporate Social Responsibility Committee was held on 30th May, 2019.

ATTENDANCE

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

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

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 finalise the Annual Budget for CSR expenditure for approval by the board and also to monitor the Budget versus actual expenditure on CSR activities.
- To review periodic report on performance of Corporate Social Responsibility projects.
- To monitoring CSR policy from time to time.

D. 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, 2019 which was attended by all independent directors except the Shri Kamal Kishore Kacholia.

Terms and reference

- To review the performance of non- Independent Directors, Board Committee and the Board as a whole
- To review the performance of the Chairman of the Company taking into account the views of Executive Directors and Non-Executive Directors
- To assess 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
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
2018-19	27 th Sept., 2019	11.00 A.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. 2017, 2018 & 2019 are as under:-

Sr. No.	AGM held on	Special Resolution
1.	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.
2.	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.
3.	27 th Sept., 2019	1. Appointment of Shri Rakesh Mehra as Chairman and Whole Time Director. 2. Re-appointment of Dr. Vaijayanti Ajit Pandit as an Independent Director.

POSTAL BALLOT

The following Resolution was passed on 26th March, 2020, by the Company's members through postal ballot.

Resolution for approval of revision in remuneration of Shri Rakesh Mehra (DIN-00467321), Chairman and Whole-Time Director of the Company to ₹ 12,85,000/- (Rupees Twelve Lakh and Eighty Five Thousand Only) (Basic Salary) per month w.e.f. 1st April, 2020 till the remaining period of his tenure i.e. up to 31st December, 2020, other terms and conditions remaining the same as set out in Special Resolution passed by the members of Company at their 41st Annual General Meeting held on 14th September, 2017

Details of the aforesaid resolution passed through postal ballot are as under-

A. Person who conducted the postal ballot exercise:

The Board appointed Shri Manoj Maheshwari, Practising Company Secretary, FCS 3355, as the scrutinizer to conduct postal ballot voting process. Shri Manoj Maheshwari conducted the process and submitted his report to the Chairman.

B. Procedure followed:

- The postal ballot notice and accompanying documents were dispatched to the shareholders by Courier.
- A calendar of events along with Board resolution was submitted to the Ministry of Corporate Affairs.

C. Details of voting pattern:

I. After scrutinizing all the ballot forms received and the e-voting, the Scrutinizer reported the result as under:

Sr. No.	Items	% of shareholders voted in favour of the resolution
1.	Resolution for approval of revision in remuneration of Shri Rakesh Mehra (DIN-00467321), Chairman and Whole-Time Director of the Company to ₹ 12,85,000/- (Rupees Twelve Lakh and Eighty Five Thousand Only) (Basic Salary) per month w.e.f. 1 st April, 2020 till the remaining period of his tenure i.e. up to 31 st December, 2020,	99.9998%

Based on the scrutinizer's report, result was announced and the resolution was declared to have been approved with majority of votes.

II. 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 KMPs and the Other Management related parties in the ordinary course of business as approved by the Board; 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 provisions of Section 188 of the Act and 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 last three years.

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 wherein it is possible for all employees to raise concern about any poor or unacceptable practice, in adherence to the highest standards of ethics, moral and legal and in 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 any other policy. It also provides for adequate safeguards against victimization of persons who use this mechanism as also for 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

III. MEANS OF COMMUNICATION

Quarterly Results: Quarterly and Annual 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, Director's 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.

IV. GENERAL SHAREHOLDER'S INFORMATION

1. Annual General Meeting (to be held)

Date : 18th September, 2020

Time : 11.30 A.M.

Venue: The Company is conducting meeting through VC/OAVM pursuant to MCA circular dated 5th May, 2020 and as such there is no requirement to have a venue for AGM, for details please refer to the notice of this AGM.

2. Financial Year (Tentative Calendar of events)

Financial Year: 1st April, 2020 to 31st March, 2021.

First Quarter Results & Limited Review Within 75 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 (2020-21) 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 September, 2020 to September, 2020 (both days inclusive).

4. Dividend Payment

The Board of Director have declared interim dividend of ₹ 1.50 per equity share i.e. 15% during the year 2019-20.

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 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

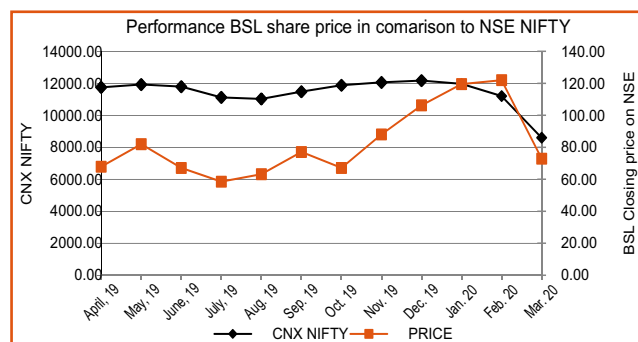
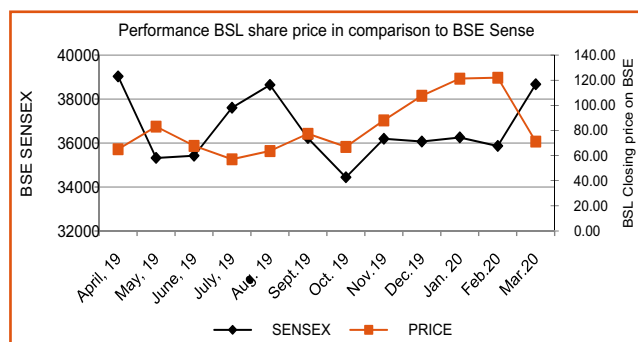
National Stock Exchange of India Ltd., Mumbai - BANSWRAS

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, 2019	72.35	63.10	74.40	65.50
May, 2019	87.20	55.45	87.90	56.10
June, 2019	83.80	64.55	84.00	63.10
July, 2019	72.45	57.00	69.00	56.00
August, 2019	73.40	50.00	74.40	45.80
September, 2019	78.60	59.00	79.00	61.00
October, 2019	76.05	63.20	76.00	63.00
November, 2019	101.40	66.35	101.85	65.70
December, 2019	107.65	81.05	106.20	82.60
January, 2020	127.60	107.00	132.70	103.85
February, 2020	148.50	112.00	148.20	112.20
March, 2020	125.00	68.40	127.00	65.15

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 through electronic forms i.e. demat. The Board of Directors, in their 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 information and record. 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 SEBIs 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.

11. Distribution of shareholding

i. Shareholding Pattern as on 31st March, 2020

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	2630260	15.37
6.	Indian Public	3540109	20.68
7.	NRIs/OCBs /Foreign Nationals	133384	0.78
8.	Any other	0	0.00
	Grand Total	17116042	100.00

ii. Distribution of Shareholding as on 31st March, 2020

(a) Number-wise

Number of Shares	No. of Shareholders	Shareholders (%)	Number of share held	Voting Strength (%)
1 to 500	7545	88.59	755756	4.42
501 to 1000	432	5.07	334553	1.95
1001 to 2000	229	2.69	341403	1.99
2001 to 3000	87	1.02	218473	1.28
3001 to 4000	45	0.53	159443	0.93
4001 to 5000	45	0.53	204497	1.19
5001 to 10000	43	0.50	307811	1.80
10001 & above	91	1.07	14794106	84.44
Total	8517	100.00	17116042	100.00

(b) Category wise

Category	No. of shareholders	Shareholders (%)	Number of share held	Voting Strength (%)
Physical	2977	34.95	271630	1.59
Electronic	5540	65.05	16844412	98.41
Total	8517	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 Ravindra Kumar Toshniwal (Managing Director)	1. Shri Shaleen Toshniwal-Brother 2. Shri Rakesh Mehra-Brother in Law
2.	Shri Shaleen Toshniwal (Jt. Managing Director)	1. Shri Ravindra Kumar Toshniwal-Brother 2. Shri Rakesh Mehra-Brother in Law

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 98.41% of the Paid-up Capital have so far been dematerialized by Investors.

14. Outstanding GDRs / ADRs / Warrants and Convertible Instruments

During the financial year 2019-20, 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 Syntax Ltd. Banswara Syntax Ltd. Unit – BTM Banswara Syntax Ltd. Unit – BFL Banswara Syntax Ltd. Unit – BJF Banswara Syntax Ltd. Unit – TPP	Industrial Area, Dahod Road Banswara-327 001 (Rajasthan)
2.	Banswara Syntax Ltd. Readymade Garment Unit - I Banswara Garments"	98/3, Village Kadaiya, Nani Daman, Distt. DAMAN-396 210 (U.T.)
	Readymade Garment Unit – II Banswara Garments"	Survey No.713/1, 713/2, 713/3, 725/2 and 725/1, Village Dabhel, Nani Daman, Dist. Daman-396 210 (U.T.)
	Readymade Garment Unit – III Banswara Garments	Survey No.722/9 Village Dabhel, Nani Daman, Dist. Daman-396 210 (U.T.)
	Readymade Garment Unit – IV Banswara Garments	Plot No.85/3, 85/4, and 86/2, Village Kadaiya, Daman Industrial Estate, Nani Daman, DAMAN-396 210 (U.T.)
3.	Banswara Syntax 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
ICRA Limited	Long term Rating	₹ 670 Crore	ICRA BBB (Stable)	16 th Sept. 2019
ICRA Limited	Fixed Deposit Rating	₹ 30 Crore	MA-(Stable)	16 th Sept. 2019

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

- Shareholders' Rights:** The Quarterly Financial results as per Listing Regulation 47 of SEBI's Listing Regulations are published in newspapers. The complete Annual Report is sent to every shareholder of the Company.
- 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 (i) Non-payment of Custom Duty of ₹ 329 Lakhs for which the matter is under appeal before CESTAT, Ahmedabad and at Rajasthan High Court, Jodhpur and (ii) non-payment of Income Tax of ₹ 1407 Lakhs is under appeal with CIT (Appeals), Udaipur. These liabilities will be met, if necessary, on final decision of the respective Appellate Authorities.
- 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.
- 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
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

Sr. No.	Particulars	Regulations	brief Descriptions of the Regulations	Compliance Status (Yes/No/N.A.)
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) 24(A)	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
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 Secretary's regarding compliance of conditions of Corporate Governance as stipulated under Regulations 17 to 27 of The Secretary's and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said Corporate Governance Certificate is annexed as **Annexure-B** to this report.

V. 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 SYNTAX LIMITED**

RAKESH MEHRA

Chairman

DIN:00467321

Place: Banswara

Dated: 12th August, 2020

CEO and CFO CERTIFICATION

Certificate from CEO and CFO for the Financial Year ended 31st March, 2020

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, 2020 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 any 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: 12th August, 2020

Place: Banswara

Dated: 12th August, 2020

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, 2020.

For **BANSWARA SYNTEX LIMITED**

RAVINDRA KUMAR TOSHNIWAL

Place: Mumbai

Dated: 12th August, 2020

Managing Director

DIN: 00106789

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 Ltd.
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 Ltd.** having **CIN: L24302RJ1976PLC001684** and having registered office at **Industrial Area, Dahod Road, Post Box No. 21, Banswara – 327 001 (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 and 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 ended on March 31, 2020 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 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
12.	David Vlerick	07679476

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: 12th August, 2020
UDIN: F003355B000575432

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

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

Annexure-B

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 Syntax Limited

1. We have examined the compliance of conditions of Corporate Governance of Banswara Syntax Limited ("the Company") for the year ended on 31st March, 2020 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: 12th August, 2020
UDIN: F003355B000575476

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 2019-20

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 Shaleen Toshniwal	Whole Time Director
3.	Dr. S.B. Agarwal	Independent Director
4.	Dr. Vaijayanti Ajit Pandit	Independent Director

3. Average net profit of the company for last three financial years as Section 198 : ₹ 1951.19 lakhs
4. Prescribed CSR Expenditure (two percent of the average amount as in above) : ₹ 39.02 lakhs
5. Details of CSR spent during the financial year :
 - (i) Total amount to be spent for the financial year : ₹ 45.12 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	-	0.35	-	Direct
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	3.00	15.77	-	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
3.	Plantation in the forest surrounding Banswara	Environmental	Banswara, Rajasthan	-	0.10	-	Direct
4.	Mukhya Mantri Jal Swavlamban Abhiyan	Environmental Government	Banswara, Rajasthan	10.00	-	-	State
5.	Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional art and handicrafts;	Social	Banswara, Rajasthan	-	2.44	-	Direct
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	1.40	-	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	17.00	24.06	-	Direct
8.	Teaching stitching and embroidery skills to women and young girls to enable them to be self-employed and thereby creating a second income for them and setting up of a computer lab for women & Children education	Social	Banswara, Rajasthan	2.0	-	-	Direct
9.	Others	-	Banswara, Rajasthan	8.0	1.0	-	Direct
	Total			42	45.12		

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, Managing Director/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 TOSHNIWAL

Managing Director

Date: 12th August, 2020

Place: Mumbai

VIJAY MEHTA

Chairman CSR Committee

Date: 12th August, 2020

Place: New Delhi

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 Contracts/ arrangements/ Transactions	Date(s) of approval by the Board	Amount paid as advance, if any
Tesca Textiles and Seat components (India) Private Limited	Sale, purchase, job work or supply of any goods or materials availing or rendering of any services	One Year From 01.04.2020 to 31.03.2021	Arm's Length Basis/ Prevailing Market Price	₹ 35.00 Crore	14 th February, 2020	NIL

For and behalf of the Board

Place: Banswara
Date: 12th August, 2020

Rakesh Mehra
Chairman
DIN: 00467321

Annexure VI to the Directors' Report

Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

[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 Ltd
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 Ltd** (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, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020 ('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 March 31, 2020 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, 2018 (**Not applicable to the Company during the Audit Period**);
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not applicable to the Company during the Audit Period**);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the Company during the Audit Period**);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period)**;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the Audit Period)**; and
- (i) 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 Limited and National Stock Exchange of India Ltd.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except filing of certain e-form with respect to the Investor Education and Protection Fund Authority ('IEPF').

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: 27th June, 2020

UDIN: F003355B000388531

For V.M. & Associates

Company Secretaries

(ICSI Unique Code P1984RJ039200)

CS Manoj Maheshwari

Partner

Membership No.: FCS3355

CP 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: 27th June, 2020
UDIN: F003355B000388531

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

CS Manoj Maheshwari
Partner
Membership No.: FCS3355
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 March 31, 2020.

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 Year (2019-20)

1. Replaced conventional street light and LED tube. Yearly saving of energy in terms of money in ₹ 5 lakh.
2. Saving of energy ₹ 9.6 lakh by installing VFD and by modification in Singing machine by ₹ 2.9 lakh
3. Energy saving 0.46 lakh kwh unit (₹ 3.99 lakh) by replacing one old Savio machine with Schalphorst X6 Autoconer machine.

b. Measures to be taken in Year (2020-21)

1. The old low efficient motors of around 289 numbers to be replaced with high efficient (IE-3) motors. partially motors (147) are replaced
2. 30 no VFD of 5.5 KW to be installed in carding section for doffer drive conversion.
3. Conversion of PLC and HMI in RF LR/6 S machines (5 M/c) in M-2.
4. Conversion of old Autolevelling system of RSB D30 in to sheltronics E draft autoleveller controller SEDAC- 18 WITH PLC
5. To install 30 KW VFD and 25 KW motors on Texmaco machines (26 No) to improve productivity. Started it.
6. To install 5.5 KW VFD with pressure transmitter on pneumafil fan on 31 RF machines for energy saving.

7. Conversion of variable pulley system on to direct coupling with 30 KW VFD on LR 6/S RF machines (21 No.) to improve productivity.
8. Humidification Plant & Compressor Pump VFD Installation
9. BFL 3500 Cfm Centac Compressor Receiver To Mill No-4 Btm Side, Btm Side To Dye House & New Worsted Thermal Plant Side
10. Carding machine main motor 5.5kw replace with 7.5kw (30 No.)
11. In different capacity of VFD installation in BTM.

(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 2020-21 total expenditure for energy saving equipment (EESL motor) is about ₹ 159 lakh.

B). TECHNOLOGY ABSORPTION 2019-2020

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

- Installed solar street light under CSR.
- Replacement of conventional tube lights with LED power saver bulbs.
- One new Schalphorst Autoconer X6 installed with yarn clearer of new technology.
- 100 KW Solar power plant installed at weaving 4.

C) Foreign Exchange Earnings and Outgo

During the year, foreign exchange outgo was ₹ 65.98 Crores (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 ₹ 531.75 Crores. The details have been given under Notes to Financial Statements.

For **Banswara Syntax Limited**

Rakesh Mehra
Chairman
DIN:00467321

Place: Banswara
Date: 12th August, 2020

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:

S.No.	Name of the KMPs	Remuneration FY 2019-20 (₹ In Lakhs)	Ratio
2.	Shri Rakesh Mehra	125.23	50.58:1
3.	Shri Ravindra Kumar Toshniwal	124.96	50.47:1
4.	Shri Shaleen Toshniwal	112.10	45.28:1
5.	Shri J.K. Jain	72.29	29.20:1
6.	Shri H P Kharwal	10.81	4.37:1

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 Rakesh Mehra (Chairman): 8.56 %

Shri Ravindra Kumar Toshniwal (Managing Director and Chief Executive Officer): 9.95 %

Shri Shaleen Toshniwal (Joint Managing Director): 10.26 %

Shri J.K. Jain (Joint President & Chief Financial Officer): 25.00 %*

Shri H.P. Kharwal (Company Secretary): 13.79 %*

3. The percentage increase in the median remuneration of employees in the financial year – Median 11.80%

4. The number of permanent employees on the rolls of company – 13551.

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: 7.58 %

– Average increase in the remuneration of KMPs: 11.90%

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**

Rakesh Mehra

(Chairman)

DIN: 00467321

Place: Banswara

Date: 12th August, 2020

* Due to payment of leave travel allowance (LTA) for two calendar years.

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

Sr. No.	Name of Employee	Designation	Remuneration (₹ in Lakhs)	Qualification Experience	Over-all Experience (Years)	Commencement of Employment with Banswara Syntex Ltd.	No. of Shares Held	Whether Permanent / Contractual	Age (Years)	Organisation	Last Employed Post Held	Duration (Years)
1.	RAKESH MEHRA	CHAIRMAN	125.23	FCA	34	23/04/1986	6061	Permanent	63	R.R.TOSHWIHAL ENTERPRISES	CHIEF EXECUTIVE	5
2.	RAVINDRA KUMAR TOSHWIHAL	MANAGING DIRECTOR	124.96	B.Tech(IIT-B)	33	01/08/1987	2248667	Permanent	55	-	-	-
3.	SHALEEN TOSHWIHAL	JT. MANAGING DIRECTOR	112.10	B.B.M(USA)	16	21/10/2003	2140745	Permanent	43	-	-	-

Note

- Shri Ravindra Kumar Toshniwal, Shri Shaleen Toshniwal and Shri Rakesh Mehra are relatives among each other.
- Shri Ravindra Kumar Toshniwal and Shri Shaleen Toshniwal are holding more than 2% of paid up capital of the Company i.e. (approx) 13.14 % and 12.51% respectively.

For and on behalf of the Board

Rakesh Mehra
Chairman
DIN: 00467321

Place: Banswara
Date: 12th August, 2020

Annexure-X- to Director Report

FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN as on financial year ended on 31st March, 2020

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & 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. (2962) 257676/257679-681
vi) Whether listed company	:	Yes
vii) Name, Address & contact details of the Registrar & Share 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 & ASSOCIATE COMPANIES

Sr. No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1.	Tesca Textiles and Seat Componant (India) 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/Fl -	-	-	-	-	-	-	-	-	-
e) Any other -	-	-	-	-	-	-	-	-	-
SUBTOTAL:(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/Fl	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
SUBTOTAL (A) (2)	100000	0	100000	0.58	100000	0	100000	0.58	0.00%
Total Shareholding of Promoter (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/Fl	0	450	450	0.00	0	450	450	0.00	0.00%
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)	-	-	-	-	-	-	-	-	-
SUBTOTAL (B)(1):	735538	750	736288	4.30	735538	750	736288	4.30	0.00%
(2) Non Institutions									
a) Bodies corporates	2661187	6178	2667365	15.58	2624082	6178	2630260	15.37	-0.22%
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakhs	2144722	274627	2419349	14.13	1977153	264702	2241855	13.10	-1.04%
ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakhs	1217039	0	1217039	7.11	1431638	0	1431638	8.36	1.25%
c) Others (specify) NRI	-	-	-	-	-	-	-	-	-
SUBTOTAL (B)(2):	6022948	280805	6303753	36.83	6032873	270880	6303753	36.83	0.00%
Total Public Shareholding (B)= (B)(1)+(B)(2)	6758486	281555	7040041	41.13	6768411	271630	7040041	41.13	0.00%
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	16834487	281555	17116042	100	16844412	271630	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.	Shri Rameshwar Lal Toshniwal	15965	0.09	0.00%	0	0.00	0.00%	-100.00
2.	Smt.Kavita Soni	602075	3.52	0.00%	602075	3.52	0.00%	0.00
3.	Smt.Navita Mehra	602638	3.52	0.00%	602638	3.52	0.00%	0.00
4.	Smt.Prem Toshniwal	896359	5.24	0.00%	896359	5.24	0.00%	0.00
5.	Smt.Radhika Toshniwal	1182482	6.91	0.00%	1182482	6.91	0.00%	0.00
6.	Shri Rakesh Mehra	6061	0.04	0.00%	6061	0.04	0.00%	0.00
7.	Shri Ravindra Kumar Toshniwal	2248267	13.14	0.00%	2248667	13.14	0.00%	0.02
8.	Shri Shaleen Toshniwal	2125180	12.42	0.00%	2140745	12.51	0.00%	0.73
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

(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
1.	Shri Rameshwar Lal Toshniwal*				
	At the beginning of the Year 01.04.2019	15965	0.09		
	Shares transmitted from to his Sons	15165	0.09	800	0.00
	Shares transmitted from to his Sons	800	0.09	0	
	At the end of the year 31.03.2020			0	0.00
2.	Smt. Kavita Soni (No Change)	602075	3.52	602075	3.52
3.	Shri Shaleen Toshniwal				
	At the beginning of the Year 01.04.2019	2125180	12.42		
	Shares transmitted from his Father	15165	0.09	2140345	12.50
	Shares transmitted from his Father	400	0.00	2140745	12.51
	At the end of the year 31.03.2020			2140745	12.51
4.	Smt.Sonal Toshniwal (No Change)	833055	4.87	833055	4.87
5.	Smt.Navita Mehra (No Change)	602638	3.52	602638	3.52
6.	Shri Ravindra Kumar Toshniwal				
	At the beginning of the Year 01.04.2019	2248267	13.14		
	Shares transmitted from his Father	400	0.00	2248667	13.14
	At the end of the year 31.03.2020			2248667	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	
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc)		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 01.04.2019 Disposal of Shares 21.02.2020 At the end of the year 31.03.2020	2350	294300	1.72	291950 291950	1.71% 1.71%
5	BHIMAVARAPU SRIDHAR REDDY At the beginning of the Year 01.04.2019 Acquisition of Shares 09.08.2019 Acquisition of Shares 08.11.2019 Acquisition of Shares 15.11.2019 Acquisition of Shares 22.11.2019 Acquisition of Shares 29.11.2019 Acquisition of Shares 06.12.2019 Acquisition of Shares 13.12.2019 Acquisition of Shares 20.12.2019 Acquisition of Shares 17.01.2020 Acquisition of Shares 24.01.2020 Acquisition of Shares 31.01.2020 Acquisition of Shares 07.02.2020 Acquisition of Shares 21.02.2020 Acquisition of Shares 06.03.2020	672 16597 21554 30000 33200 35338 12583 4233 2000 1209 9872 4186 210 11452	142	0.00	814 17411 38965 68965 102165 137503 150086 154319 156319 157528 167400 171586 171796 183248	0.00% 0.10% 0.23% 0.40% 0.60% 0.80% 0.88% 0.90% 0.91% 0.92% 0.98% 1.00% 1.00% 1.07%
6	AASTHA BHANDARI At the beginning of the Year 01.04.2019 Acquisition of Shares 13.09.2019 At the end of the year 31.03.2020	114417	0		114417 114417	0.67% 0.67%
7	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS (No Change)	92670	0.54	92670	0.54	
8	LATA SAIGAL At the beginning of the Year 01.04.2018 Disposal of Shares 02.08.2019 Disposal of Shares 01.11.2019 Disposal of Shares 06.12.2019 At the end of the year 31.03.2020	6212 20000 10000	124657	0.73	118445 98445 88445 88445	0.69% 0.58% 0.52% 0.52%
9	NITIN RADHESHYAM AGARWAL At the beginning of the Year 01.04.2019 Acquisition of Shares 07.02.2020 Acquisition of Shares 06.03.2020 At the end of the year 31.03.2020	71977 13322	0	0.00	71977 85299 85299	0.42% 0.50% 0.50%
10	NOMURA SINGAPORE LIMITED At the beginning of the Year 01.04.2019 Acquisition of Shares 31.01.2020 At the end of the year 31.03.2020	76758	0	0.00	76758 76758	0.45% 0.45%

(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 Ravindra Kumar Toshniwal At the beginning of the year 01.04.2019 Shares transmitted from his Father At the end of the year 31.03.2020	400	2248267	13.14	2248667 2248667	13.14 13.14
2	Shri Shaleen Toshniwal At the beginning of the year 01.04.2019 Shares transmitted from his Father At the end of the year 31.03.2020	15565	2125180	12.42	2140745 2140745	12.51 12.51
3	Shri Rakesh Mehra At the beginning of the year 01.04.2019 At the end of the year 31.03.2020		6061	0.04	6061	0.04
4	Shri Jagdeesh Mal Mehta At the beginning of the year 01.04.2019 At the end of the year 31.03.2020		205	0.00	205	0.00
5	Shri J.K. Jain At the beginning of the year 01.04.2019 At the end of the year 31.03.2020		10	0.00	10	0.00

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	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	0	3143	19084.7
Change in Indebtedness during the financial year				
Additions	235.09		280	515.09
Reduction	-3467.93		-725	-4192.93
Net Change	-3232.84	0	-445	-3677.84
Indebtedness at the end of the financial year				
i) Principal Amount	12708.86		2698	15851.86
ii) Interest due but not paid	117.3			117.3
iii) Interest accrued but not due	0			0
Total (i+ii+iii)	12826.16	0	2698	15969.16

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	Shareholding at the Beginning of the			
		Shri Ravindra Kumar Toshniwal (MD)	Shri Rakesh Mehra (CM)	Shri Shaleen Toshniwal (J.M.D.)	Total Amount
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	82.2	82.2	73.8	238.20
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	42.76	43.03	38.30	124.09
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961				
2	Stock option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission as % of profit	0	0	0	0
	others (specify)	0	0	0	0
5	Others, please specify	0	0	0	0
	Total (A)	124.96	125.23	112.10	362.29
	Ceiling as per the Act				

B. Remuneration to other directors:

(₹. in Lakhs)

Sr. No.	Particulars of Remuneration	Name of Directors									
		Shri Kamal Kishore Kacholia	Shri P. Kumar	Shri D. P. Garg	Shri Vijay Mehta	Dr. S.B. Agarwal	Shri Vijay Kumar Agarwal	Dr. Vijayanti Ajit Pandit	Shri J. M. Mehta	Shri David Vlerick	Total
1	(a) Fee for attending board committee meetings	1.40	3.90	2.70	1.60	3.00	1.10	2.40	1.80	0.50	18.40
	(b) Commission										
	(c) Others, please specify										
	Total (1)	1.40	3.90	2.70	1.60	3.00	1.10	2.40	1.80	0.50	18.40
2	Other Non Executive Directors										
	"(a) Fee for attending board committee meetings"	-	-	-	-		-	-	-	-	-
	(b) Commission										
	(c) Others, please specify.										
	Total (2)										
	Total (B)=(1+2)	1.40	3.90	2.70	1.60	3.00	1.10	2.40	1.80	0.50	18.40
	Total Managerial Remuneration	1.40	3.90	2.70	1.60	3.00	1.10	2.40	1.80	0.50	18.40
	Overall Ceiling as per the Act.	-	-	-	-		-	-	-	-	-

C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTB (₹ 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) of the Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	72.29	10.81	83.10
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission- as % of profit-others, specify---	-	-	-
5	Others, please specify	-	-	-
	Total	72.29	10.81	83.10

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
RAKESH MEHRA

Place: Banswara
Date : 12th August, 2020

Chairman
DIN:00467321



Standalone Financial Statements

INDEPENDENT AUDITORS' REPORT

To,

**The Members of
Banswara Syntex Ltd.**

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the Standalone Ind AS financial statements of Banswara Syntex Ltd ('the company') which comprise the balance sheet as at 31st March 2020, and the statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity, and Statement of Cash Flows for the year ended on that date, 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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the

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
<p>Lease Recognition in terms of Ind AS 116 "Leases"</p> <p>The Company has adopted Ind AS 116 "Leases" in the current year replaces Ind AS 17 "Leases". The application and transition to this accounting standard is complex and is an area of focus in our audit since the Company has a major amount of lease agreement with different contractual terms.</p> <p>Ind AS 116 introduces a new lease accounting model, wherein lessees are required to recognize a right-of-use (ROU) asset and a lease liability arising from a lease on the balance sheet. The lease liabilities are initially measured by discounting future lease payments during the lease term as per the contract/ arrangement. Adoption of the standard involves significant judgements and estimates including, determination of the discount rates and the lease term. Additionally, the standard mandates detailed disclosures in respect of transition.</p> <p>Refer Note No.40 to the standalone financial statements.</p>	<p>Our audit procedures on adoption of Ind AS 116 include:</p> <ul style="list-style-type: none"> Assessed and tested new processes and controls in respect of the lease accounting standard (Ind AS 116). Assessed the Company's evaluation on the identification of leases based on the contractual agreements and our knowledge of the business. Involved our specialists to evaluate the reasonableness of the discount rates applied in determining the lease liabilities. Upon transition as at 1 April 2019: <ul style="list-style-type: none"> Evaluated the method of transition and related adjustments. Tested completeness of the lease data by reconciling the Company's operating lease commitments to data used in computing ROU asset and the lease liabilities. Obtained separate report on impact of Ind AS 116 "Leases" from an independent external expert engaged by the Company. On a statistical sample, we performed the following procedures: <ul style="list-style-type: none"> assessed the key terms and conditions of each lease with the underlying lease contracts; and evaluated computation of lease liabilities and challenged the key estimates such as, discount rates and the lease term.

profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Ind As Financial Statements 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 on the Standalone Ind As Financial Statements.

Emphasis of Matter

We draw attention to Note No. 52 of the standalone financial statements, as regards to the management evaluation of COVID – 19 impacts on the future performance of the Company.

Our opinion is not modified in respect of this matter

Key Audit Matter	How our audit addressed the matter
	<ul style="list-style-type: none"> Assessed and tested the accounting policy, presentation and disclosures relating to Ind AS 116 including, disclosures relating to transition.
Recoverability of Direct tax/ Indirect Tax The Company has material uncertain Income tax/indirect tax recoverability including matter under dispute which involves significant judgement to determine the possible outcome of these disputes	Obtained details of completed tax assessments and demands for the year ended March 31, 2020 from management. We have discussed the possible outcome in respect of recovery of Direct tax and Indirect tax from the management & tax consultant of the company. We considered the effect of new information in respect of uncertain tax positions to evaluate whether any change was required to management's position on these uncertainties.

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 Company's annual report, but does not include the Standalone Ind As 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 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 standalone 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, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) The matter described in the Emphasis of matter Paragraph above, in our opinion, may or may not have an adverse effect on the functioning of the company due to uncertainties.
- (g) 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".
- (h) 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 of the Act.
- (i) 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 45 to the Standalone Ind AS financial statements.
- ii. Provision has been made in the Consolidated Ind AS financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- 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: 06591N

(Kavita Goyal)

Partner

Membership No: 063419

UDIN: 20063419AAAAAF1983

Place: New Delhi

Date: 27th June 2020

"Annexure A" to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the Standalone Ind AS Financial Statements of the Company for the year ended March 31, 2020:

- (i)
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - b) According to the explanations given to us, Company has made a plan to verify the fixed assets in phased manner, some of the fixed assets have been physically verified by the management at reasonable intervals having regard to the size of the Company and the nature of its assets. No material discrepancy was noticed on such verification as compared to book records.
 - c) In our opinion and according to the information and explanations given to us during the course of audit, the title deeds of immovable properties are held in the name of the company. Fourteen title deeds are mortgaged with the banks/ financial institutions 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 the book records were not material and have been properly dealt with in the books of account.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of, paragraph 3 (iii) (a) to (c) of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us during the course of audit, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in respect of investment of the company. Further, the company has not granted any loans and has not given any guarantees and security under the provision of section 185 of the companies Act, 2013; thereby the provision of the said section is not applicable to the company.
- (v) According to the information and explanations given to us, the Company has accepted deposits and complied with the directives issued by the Reserve Bank of India and the provisions of the Companies Act 2013 and the rule 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 Tribunal.

(vi) The Company has maintained cost records 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) According to information and explanations given to us and on the basis of our examination of the books of account and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Duty of Customs, Duty of Excise, Value added Tax, Goods & Service Tax, Cess and any other statutory dues with the appropriate authorities and there were no outstanding at March 31, 2020 for a period of more than six months from the date they become payable except the following:

Particular	Amount (Rs in Lakhs)
Entry Tax (Rajasthan tax on entry of goods into local area act, 1999)	110.65 Lakhs

(b) According to the information and explanations given to us, the dues of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, Goods & Service Tax and cess which have not been deposited on account of a dispute and the forum where the dispute is pending are as follows:

Name of Statute	Nature of disputed dues	Period to which amount relates	Amount involved (₹ in Lakhs)	Forum where dispute is pending
Income Tax Act 1961	Income Tax	AY 2010-11, 2014-15 & 2015-16	1,407.42	CIT(Appeals) Udaipur
Custom Act, 1962	Custom Duty	FY 2012-13	328.86	

CESTAT, Ahmedabad

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

(ix) According to the information and explanations given to us, the company has not made any public offer (including debt instruments) during the year. According to the information and explanation given to us, the money raised by the company by way of term loan has been applied for the purpose for which they were obtained.

(x) During the course of our examination of the books of account carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the company or any fraud on the company by its officers or employees, noticed or reported during the year, nor have we been informed of such case by the management.

(xi) In our opinion and according to the information and explanations given to us during the course of audit, the managerial remuneration has been paid or provided in

accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

(xii) In our opinion and according to the information and explanations given to us during the course of audit, the company is not a Nidhi Company. Therefore, the provisions of paragraph 3(xii) of the Order are not applicable to the Company.

(xiii) In terms of the information and explanations sought by us and given by the company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that transactions with the related parties are in compliance with sections 177 & 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us by the management and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that the company has not made any preferential allotment or private placements of shares or fully or partly convertible debentures during the year.

(xv) In our opinion and according to the information and explanations given to us during the course of audit, we state that the Company has not entered into non-cash transaction with directors or persons connected with him. Therefore clause 3(xv) of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company.

(xvi) The company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3(xvi) of the Order are not applicable to the Company.

For K. G. Somani & Co.
Chartered Accountants
Firm Registration No: 06591N

(Kavita Goyal)
Partner
Membership No: 063419
UDIN: 20063419AAAAAF1983

Place: New Delhi
Date: 27th June 2020

“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Ind AS Financial Statements of Banswara Syntax Limited the year ended 31st March 2020

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 Syntax Limited (“the Company”) as of March 31, 2020 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.

Auditors’ Responsibility

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

Opinion

In our opinion, 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 March 31, 2020, 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: 06591N

(Kavita Goyal)

Partner

Membership No: 063419

UDIN: 20063419AAAAAF1983

Place: New Delhi

Date: 27th June 2020

BALANCE SHEET AS AT 31ST MARCH 2020

(₹ In Lakhs)

PARTICULARS	Note No.	As at 31 st March, 2020	As at 31 st March, 2019
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	2	37,068.42	41,356.17
(b) Capital Work-in-Progress	2	59.51	5.06
(c) Other Intangible Assets	3	332.98	410.18
(d) Financial Assets			
(i) Investment in Joint Venture	4	360.00	360.00
(ii) Loans	5	220.53	240.95
(iii) Others	6	382.15	281.94
(e) Other Non-Current Assets	7	940.65	737.14
		39,364.24	43,391.44
Current Assets			
(a) Inventories	8	23,747.53	28,790.59
(b) Financial Assets			
(i) Investments	9	9.95	17.81
(ii) Trade Receivables	10	14,015.40	16,341.56
(iii) Cash and Cash Equivalents	11	354.92	806.19
(iv) Bank balances other than (iii) above	12	936.49	958.94
(v) Loans	13	489.97	150.01
(vi) Others	14	1,487.97	2,059.44
(c) Other current assets	15	4,863.75	6,121.80
		45,905.98	55,246.34
Total Assets		85,270.22	98,637.78
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	16	1,711.60	1,711.60
(b) Other Equity	17	32,474.68	27,732.88
		34,186.28	29,444.48
LIABILITIES			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	18	9,703.20	14,039.14
(b) Provisions	19	524.38	362.69
(c) Deferred Tax Liabilities (Net)	20	2,777.22	3,350.19
(d) Government Grant	21	636.66	716.53
		13,641.46	18,468.55
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	22	16,315.13	27,951.08
(ii) Trade Payables	23		
a) Total outstanding dues of micro enterprises and small enterprises;		156.32	80.81
b) Total outstanding dues of creditors other than micro enterprises and small enterprises		10,279.09	13,179.73
(iii) Other Financial Liabilities	24	6,925.86	5,702.33
(b) Other Current Liabilities	25	3,428.52	3,236.47
(c) Government Grant	21	79.87	79.87
(d) Provisions	26	257.69	380.72
(e) Current Tax Liabilities (Net)	27	-	113.74
		37,442.48	50,724.75
Total Equity and Liabilities		85,270.22	98,637.78

Significant Accounting Policies, Notes on Accounts and other disclosures from Note no. 1 to 57 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

J.K. Rathi
President

Shaleen Toshniwal
DIN : 00246432
Jt. Managing Director

Kavita Goyal
Partner
M.No. 063419

Ravindra Kumar Toshniwal
DIN : 00106789
Managing Director

J. K. Jain
Jt. President & CFO

P. Kumar
DIN : 00179074
Chairman (Audit Committee)

Place : New Delhi
Dated : 27th June, 2020

H. P. Kharwal
Company Secretary

Place : Banswara
Dated : 27th June, 2020

Place : Mumbai
Dated : 27th June, 2020

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2020

(₹ In Lakhs)

PARTICULARS	Note No.	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Income:			
Sale of Products & Services	28	126,980.76	132,823.73
Other Operating Revenue	28	1,969.07	2,269.74
Revenue From Operations		128,949.83	135,093.47
Other Income	29	1,286.78	1,357.78
Total Revenue(I)		130,236.61	136,451.25
Expenses :			
Cost of Materials Consumed	30	57,006.14	65,770.78
Changes in Inventories Of Finished Goods, Stock-In-Trade and Work-In-Progress	31	3,124.21	1,001.02
Employee Benefits Expenses	32	24,172.52	23,691.25
Finance Costs	33	4,872.44	5,639.96
Depreciation And Amortization Expenses	34	5,120.45	5,487.39
Other Expenses	35	30,228.44	32,611.08
Total Expenses(II)		124,524.20	134,201.48
Profit before exceptional items and tax (III) = (I-II)		5,712.41	2,249.77
Exceptional Item (net) (IV)	36	44.81	(298.87)
Profit before tax (V) = (III+IV)		5,757.22	1,950.90
Tax Expense :			
(1) Current tax			
Current Year		1,053.45	394.11
Tax Adjustment of Earlier Years		6.53	(37.11)
(2) Deferred Tax		(640.97)	(820.57)
Total Tax Expenses (VI)		419.01	(463.57)
Profit After Tax (VII) = (V)-(VI)		5,338.21	2,414.47
Other Comprehensive Income			
A. Item that will not be reclassified to profit or loss			
(i) Remeasurment of defined benefit plan		(84.27)	282.55
(ii) Tax relating to Remeasurment of defined benefit plan		29.45	(60.89)
B. Item that will be reclassified to profit or loss		-	-
Total Other Comprehensive Income (VIII)		(54.82)	221.66
Total Comprehensive Income for the Period (IX) = (VII+VIII)		5,283.39	2,636.13
Earnings per equity share (in ₹)	37		
(1) Basic (Face Value of ₹ 10 each)		31.19	14.11
(2) Diluted (Face Value of ₹ 10 each)		31.19	14.11

Significant Accounting Policies, Notes on Accounts and other disclosures from Note no. 1 to 57 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

J.K. Rathi
President

Shaleen Toshniwal
DIN : 00246432
Jt. Managing Director

Kavita Goyal
Partner
M.No. 063419

Ravindra Kumar Toshniwal
DIN : 00106789
Managing Director

J. K. Jain
Jt. President & CFO

P. Kumar
DIN : 00179074
Chairman (Audit Committee)

Place : New Delhi
Dated: 27th June, 2020

H. P. Kharwal
Company Secretary

Place : Banswara
Dated : 27th June, 2020

Place : Mumbai
Dated : 27th June, 2020

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ In Lakhs)

PARTICULARS	For the year ended 31 st March, 2020		For the year ended 31 st March, 2019	
A) Cash Flow From Operating Activities :-				
Net Profit Before Tax as per Statement of Profit and Loss		5,757.22		1,950.90
Adjusted for :				
Depreciation and Amortization Expenses	5,120.45		5,487.39	
Unrealised Exchange (Gain)/Loss	(209.19)		97.76	
Current Investment Written Off	-		0.18	
Loss on Discard of Property, Plant and Equipment	4.89		121.60	
Deferred Government Grant transferred to Statement of Profit and Loss	(79.87)		(79.87)	
Loss/(Profit) on Sale of Property, Plant & Equipment (net)	(49.70)		177.27	
Interest paid	4,872.44		5,639.96	
Fair value (gain)/loss transferred to Statement of Profit and Loss	7.86		(1.27)	
Rental Income	(54.61)	9,612.27	(22.28)	11,420.74
Operating profit before working capital changes		15,369.49		13,371.64
Adjusted for :				
(Increase)/Decrease in trade & other receivables	3,691.35		2,030.46	
(Increase)/Decrease in inventories	5,043.06		2,166.15	
(Increase)/Decrease in Bank balance and Term Deposits other than Cash and Cash Equivalents"	22.46		(1.34)	
Increase/(Decrease) in trade and others payables	(2,211.57)	6,545.30	(3,534.80)	660.47
Cash generated from operations		21,914.79		14,032.11
Direct Tax paid (net of tax refund)		1,076.27		304.15
Net cash from operating activities (A)		20,838.52		13,727.96
B) Cash Flow From Investing Activities :-				
Purchase of Property, Plant and Equipment		(796.76)		(1,187.69)
Sale of Property, Plant and Equipment		156.38		259.41
Term Deposit with Banks		(100.21)		(81.77)
Rent received		54.61		22.28
Net cash used in investing activities (B)		(685.98)		(987.77)
C) Cash Flow From Financing Activities :-				
Proceeds from long term borrowings		259.28		518.80
Repayment of long term borrowings		(3,458.33)		(5,891.98)
Interest paid		(4,807.95)		(5,639.96)
Increase /(Decrease) in bank borrowings		(11,635.95)		(1,426.00)
Proceeds from unsecured loans		280.00		800.92
Repayment of unsecured loans		(725.00)		(459.41)
Dividend and tax thereon Paid		(515.86)		(206.34)
Net cash from financing activities (C)		(20,603.81)		(12,303.97)
Net Increase/ (Decrease) in cash and cash equivalents (A+B+C)		(451.27)		436.22
Opening balance of cash and cash equivalents		806.19		369.97
Closing balance of cash and cash equivalents		354.92		806.19

Cash and Cash Equivalent includes:-

PARTICULARS	As at 31.03.2020	As at 31.03.2019
Cash on hand	65.70	41.57
Balance in current account	289.22	764.62
Total	354.92	806.19

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. 49 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.

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

J.K. Rathi

President
Jt. Managing Director

Shaleen Toshniwal

DIN : 00246432

Kavita Goyal

Partner
M.No. 063419

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DIN : 00106789
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P. Kumar

DIN : 00179074
Chairman (Audit Committee)

Place : New Delhi

Dated: 27th June, 2020

H. P. Kharwal

Company Secretary

Place : Banswara

Dated : 27th June, 2020

Place : Mumbai

Dated : 27th June, 2020

Statement of changes in Equity for the year ended 31 March 2020

A. Equity Share Capital

(₹. in Lakhs)

Particulars	As at 31 st March, 2020		As at 31 st March, 2019	
	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 1 April 2019	20.43	2,959.00	173.00	17,137.10	7,443.35	27,732.88
Profit for the year	-	-	-	-	5,338.21	5,338.21
Effect of Transition Provision IND AS 116 (Refer Note No 40) Net of Tax	-	-	-	-	(25.72)	(25.72)
Other comprehensive income	-	-	-	-	(54.82)	(54.82)
Total comprehensive income	-	-	-	-	5,257.67	5,257.67
Transfer from Surplus	-	-	-	1,000.00	(1,000.00)	-
Dividends on Equity Shares for the year	-	-	-	-	(427.90)	(427.90)
Dividend distribution tax on cash dividend	-	-	-	-	(87.96)	(87.96)
As at 31 March 2020	20.43	2,959.00	173.00	18,137.10	11,185.15	32,474.68

(₹. in Lakhs)

Particulars	Reserves and Surplus					Total
	Capital Reserve	Securities Premium	Capital Redemption Reserve	General Reserve	Retained Earnings	
As at 1 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 47) Net of Tax	-	-	-	-	89.70	89.70
Other comprehensive income	-	-	-	-	221.66	221.66
Total comprehensive income	-	-	-	-	2,725.84	2,725.84
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 31 March 2019	20.43	2,959.00	173.00	17,137.10	7,443.35	27,732.88

Significant Accounting Policies, Notes on Accounts and other disclosures from Note no. 1 to 57 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

J.K. Rathi
President
Jt. Managing Director

Shaleen Toshniwal
DIN : 00246432

Kavita Goyal
Partner
M.No. 063419

Ravindra Kumar Toshniwal
DIN : 00106789
Managing Director

J. K. Jain
Jt. President & CFO

P. Kumar
DIN : 00179074
Chairman (Audit Committee)

Place : New Delhi
Dated: 27th June, 2020

H. P. Kharwal
Company Secretary

Place : Banswara
Dated : 27th June, 2020

Place : Mumbai
Dated : 27th June, 2020

1. Overview & Significant Accounting Policies for the Financial Year 2019-20

A. Corporate Information

Banswara Syntax 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 27th June, 2020.

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. 50 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.
- (iii) The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, Inventories, loan and Property, Plant & Equipment (Including Intangible assets). In developing the assumptions relating to the possible future uncertainties in the global economic condition because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information including credit reports and related information, economic forecasts and consensus estimates from market sources on the expected future performance of the Company.
- (iv) The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements.

3. Standards issued but not effective (based on Exposure drafts available as on date)

The amendments are proposed to be effective for reporting periods beginning on or after 1st April, 2020.

(A) Issue of Ind AS 117 – Insurance Contracts

Ind AS 117 supersedes Ind AS 104 Insurance contracts. It establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts within the scope of the standard. Under the Ind AS 117 model, insurance contract liabilities will be calculated as the present value of future insurance cash flows with a provision for risk. Application of this standard is not expected to have any significant impact on the Company's financial statements.

(B) Amendments to existing Standards

Ministry of Corporate Affairs has carried out amendments of the following accounting standards:

1. Ind AS 103 – Business Combination
2. Ind AS 1, Presentation of Financial Statements and Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors

3. Ind AS 40 – Investment Property

The Company is in the process of evaluating the impact of the new amendments issued but not yet effective.

4. 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.

5. 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 116 – ‘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 relating to the revenue expenditure are adjusted against the related expenses. The unutilized portion of revenue and capital grant is shown in liability.

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.

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 (oras) the company satisfies performance obligation by transferring promised services to the customer i.e. at a point in time.

Other Export Benefit

Export benefits arising from Duty Drawback scheme, Merchandise Export Incentive Scheme and other eligible export incentives are recognised on post export basis at the rate at which the entitlements accrue and is included in the 'Other Operating Income'. (Revenue from operation).

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

The Company has applied Ind AS 116 using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under Ind AS 17.

As a lessee

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful life of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, company's incremental borrowing rate.

Generally, the company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the company is reasonably certain to exercise, lease payments in an optional renewal period if the company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the company's estimate of the amount expected to be payable under a residual value guarantee, or if company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities in 'loans and borrowings' in the statement of financial position. (Refer note 2 & 18 respectively)

Short-term leases and leases of low-value assets

The company has elected not to recognise right-of-use assets and lease liabilities for short-term leases of real estate properties that have a lease term of 12 months. The company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term. The respective leased assets are included in the balance sheet based on their nature.

Arrangements in the nature of lease

The Company enters into agreements, comprising a transaction or series of related transactions that does not take the legal form of a lease but conveys the right to use the asset in return for a payment or series of payments. In case of such arrangements, the Company applies the requirements of Ind AS 116 – Leases to the lease element of the arrangement. For the purpose of applying the requirements under Ind AS 116 – Leases, payments and other consideration required by the arrangement are separated at the inception of the arrangement into those for lease and those for other elements.

Under Ind AS 17

In the comparative period, as a lessee the company classified leases that transfer substantially all of the risks and rewards of ownership as finance leases. When this was the case, the leased assets were measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Minimum lease payments were the payments over the lease term that the lessee was required to make, excluding any contingent rent.

Subsequently, the assets were accounted for in accordance with the accounting policy applicable to that asset.

Assets held under other leases were classified as operating leases and were not recognized in the company's statement of financial position. Payments made under operating leases were recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives received were recognised as an integral part of the total lease expense, over the term of the lease.

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to the ownership of an asset to the Company. All other leases are classified as operating leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

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 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 115 if they do not contain a significant financing component.
- Trade receivables or contract assets resulting from transactions within the scope of 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 rate 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 AND EQUIPMENT

As at 31st March, 2020

(₹. in Lakhs)

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK
	As at 01.04.2019	Additions during the year	Disposals/ Adjustment	As at 31.03.2020	As at 1.04.2019	For the Year	Deductions/ Adjustments	Up to 31.03.2020	As at 31.03.2020
Free Hold Land	934.11	-	-	934.11	-	-	-	-	934.11
Building	14,231.11	-	-	14,231.11	1,406.14	484.64	-	1,890.78	12,340.33
Plant & Equipment	39,107.31	489.89	196.42	39,400.79	13,659.10	4,056.04	148.44	17,566.70	21,834.08
Electric & Water Supply Installation	1,239.31	5.59	-	1,244.90	462.74	134.18	-	596.92	647.98
Furniture & Fixtures	526.89	7.46	7.75	526.60	255.92	57.38	3.54	309.77	216.84
Office Equipments	497.20	45.55	6.30	536.45	310.09	70.50	5.78	374.81	161.64
Vehicles	543.04	100.57	130.95	512.66	249.69	54.56	72.09	232.17	280.49
Capital Spares	499.88	41.39	-	541.27	207.16	113.82	-	320.99	220.28
	57,578.85	690.45	341.42	57,927.89	16,550.84	4,971.12	229.85	21,292.14	36,635.75

As at 31st March, 2020

(₹. in Lakhs)

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK
	As at 01.04.2019	Additions during the year	Disposals/ Adjustment	As at 31.03.2020	As at 1.04.2019	For the Year	Deductions/ Adjustments	Up to 31.03.2020	As at 31.03.2020
(Refer Note no 40)									
Right of Use : Land	322.47	29.53	-	352.00	14.82	6.66	-	21.48	330.52
Right of Use : Building	-	147.10	-	147.10	-	57.26	-	57.26	89.84
Right of Use : Plant & Machinery	24.62	-	-	24.62	4.10	8.21	-	12.31	12.31
TOTAL	347.09	176.63	-	523.72	18.92	72.13	-	91.05	432.67

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/ 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
Lease Hold Land	322.47	-	-	322.47	10.02	4.81	-	14.83	307.65
Free Hold Land	896.01	38.09	-	934.10	-	-	-	-	934.11
Building	13,655.09	576.08	0.05	14,231.12	922.94	483.20	-	1,406.14	12,824.97
Plant & Equipment	38,895.19	954.15	742.03	39,107.31	9,492.94	4,454.93	288.77	13,659.10	25,448.22
Electric & Water Supply Installation	1,224.38	46.30	31.38	1,239.30	322.44	142.75	2.45	462.74	776.56
Furniture & Fixtures	530.24	4.06	7.40	526.90	187.51	71.68	3.27	255.92	270.97
Office Equipments	464.69	35.42	2.90	497.21	228.35	83.56	1.82	310.09	187.11
Vehicles	624.93	12.41	94.30	543.04	203.14	70.03	23.47	249.70	293.35
Capital Spares	367.80	132.08	-	499.88	112.04	95.13	-	207.17	292.71
	56,980.80	1,798.59	878.06	57,901.33	11,479.38	5,406.09	319.78	16,565.68	41,335.65

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/ 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
Right of Use : Plant & Machinery	-	24.62	-	24.62	-	4.10	-	4.10	20.52
(Refer Note no 40)									
TOTAL	-	24.62	-	24.62	-	4.10	-	4.10	20.52

- 2.1. The Company has also taken 876 Equity shares of M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. to establish permanent ownership.
- 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 of as appropriate.

NOTE NO. '2' CAPITAL WORK-IN-PROGRESS

As at 31st March, 2020

(₹. in Lakhs)

DESCRIPTION OF ASSETS	As at 01.04.2019	Additions during the year	Deductions/ adjustments	Capitalized during the year	As at 31.03.2020
Capital Work In Progress for					
- Buildings	-	31.66	-	-	31.66
- Plant & Equipment	4.09	510.67	-	489.89	24.87
- Water & Electric Installation	0.97	4.62	-	5.59	-
-Capital Spares	-	2.98	-	-	2.98
TOTAL	5.06	549.93	-	495.48	59.51

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	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	1,045.78	-	1,576.53	5.06

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

As at 31st March, 2020

(₹. in Lakhs)

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK
	As at 01.04.2019	Additions during the year	Disposals/ Adjustment	As at 31.03.2020	As at 1.04.2019	For the Year	Deductions/ Adjustments	Up to 31.03.2020	As at 31.03.2020
Computer Software	487.59	-	-	487.59	77.41	77.20	-	154.61	332.98
	487.59	-	-	487.59	77.41	77.20	-	154.61	332.98

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/ 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
Computer Software	487.59	-	-	487.59	0.21	77.20	-	77.41	410.18
	487.59	-	-	487.59	0.21	77.20	-	77.41	410.18

NOTE NO. '4' NON CURRENT FINANCIALS 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, 2020	As at 31 st March, 2019
Investment in Equity Instrument fully paid up (Unquoted)				
Tesca Textiles & Seat Components (India) 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 : LOANS

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Unsecured, Considered good		
Security Deposits	220.53	240.95
Total	220.53	240.95

NOTE NO. '6' OTHER NON CURRENT FINANCIAL ASSETS

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Term deposits held as margin money* (with maturity more than 12 months)	135.57	244.01
Other Term Deposits (with maturity more than 12 months)	238.58	31.21
Interest Accrued on Term deposits	8.00	6.72
Total	382.15	281.94

*To avail non fund based facilities from banks.

NOTE NO. '7' OTHER NON CURRENT ASSETS

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Capital Advances	157.70	105.85
Advance Other than Capital Advances		
Prepaid Lease Charges	-	27.69
Lease Equalization Asset	0.55	-
Prepaid Expenses	23.45	23.61
Advance Income Tax (Net of Provision of ₹ 1,431.86 Lakhs, {Previous Year ₹ 976.86 Lakhs})	242.09	229.99
Income Tax Paid Under Protest	516.86	350.00
Total	940.65	737.14

NOTE NO. '8' INVENTORIES

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
(At lower of Cost and Net Realizable Value)		
Raw Materials	8,327.02	10,393.37
Works-in-Progress	4,149.59	4,927.34
Finished goods		
Yarn	4,348.22	4,691.52
Cloth (Processed)	3,601.89	5,112.25
Garment	1,223.73	1,728.28
Stores & Spares	1,919.10	1,771.60
Waste	177.98	166.23
(Refer Note 54)		
Total	23,747.53	28,790.59

The above inventories includes goods in transit as under

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Finished goods		
Yarn	34.21	606.33
Cloth (Processed)	233.58	1,316.83
Garment	-	275.62
	267.79	2,198.78

8.1 Inventories include stocks lying with third parties ₹ 123.77 Lakhs (Previous Year ₹ 351.40 Lakhs)

8.2 Inventories are hypothecated to the banks for availing the fund based and non- fund based working capital facilities.

NOTE NO. '9' 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, 2020	As at 31 st March, 2019
Quoted (measured at fair value through Statement of profit and loss)				
In Equity Shares				
Union Bank of India	10114 (10114)	10 (10)	2.91	9.67
Unquoted (measured at fair value through Statement of profit and loss)				
In Equity Shares				
Ambojini Property Developers Private Limited	360 (360)	10 (10)	0.07	0.07
Unquoted (measured at fair value through Statement of profit and loss)				
In Debentures				
10% Ambojini Property Developers Private Limited	3542 (3542)	100 (100)	6.97	8.07
Total			9.95	17.81

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

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
In Equity (Quoted)		
Aggregate Book Value	18.87	18.87
Aggregate Market Value	2.91	9.67
Impaired in the previous years	15.96	9.20
In Equity (Unquoted)		
Aggregate Book Value	0.04	0.04
Aggregate Market Value	0.07	0.07
In Debenture (Unquoted)		
Aggregate Book Value	3.54	3.54
Aggregate Market Value	6.97	8.07

NOTE NO. '10' CURRENT FINANCIAL ASSETS: TRADE RECEIVABLES

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Trade receivables		
- Considered good - Unsecured	13,968.99	16,327.24
- Trade Receivables which have significant increase in credit risk	46.41	14.32
- Trade Receivables-credit impaired	1,189.43	1,396.72
	15,204.83	17,738.28
Less: Impairment allowance for doubtful trade receivables	1,189.43	1,396.72
Total	14,015.40	16,341.56

- a) Trade receivables are hypothecated to the banks for availing the fund based and non-fund based working capital facilities.
- "b) Amount of ₹ 320.12 Lakhs (Previous Year ₹ 87.82 Lakhs) is receivable from Tesca Textiles & Seat Components (India) Private Limited (Formerly known as Treves Banswara Private Limited) Refe note no . 44"
- c) Amount of ₹ 0.30 Lakhs (Previous Year ₹ 0.30 Lakhs) is receivable from Banrio Private Limited Refe note no . 44

MOVEMENT IN IMPAIRMENT ALLOWANCE FOR DOUBTFUL TRADE RECEIVABLES

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Balance at the beginning of the year	1,396.72	1,498.21
Impairment Allowance for the year	27.91	-
Write off Trade Receivables (net of recovery)	(235.20)	(101.49)
Balance at the end of the year	1,189.43	1,396.72

NOTE NO. '11' CASH AND CASH EQUIVALENTS

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
A. Balances with Banks		
-Current Account	289.22	764.62
B. Cash On Hand	65.70	41.57
Total	354.92	806.19

NOTE NO '12' BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENT

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Unpaid Dividend Account	32.34	29.60
Term Deposits held as margin money* (with maturity more then 3 months & less than 12 months)	442.98	477.70
Other Term Bank Deposits (with maturity more then 3 months & less than 12 months)	461.17	451.64
Total	936.49	958.94

*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. '13' CURRENT FINANCIAL ASSETS: LOANS

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Unsecured, Considered good		
Loans & Advances to Employees	130.83	150.01
Advance Income Tax and Tax deducted at source	1,383.14	341.26
Less: Provision for Taxation (as per contra)	1,024.00	341.26
Total	489.97	150.01

NOTE NO. '14' OTHER CURRENT FINANCIAL ASSETS

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Unsecured, considered Doubtful		
Claim Receivable under TUFs	-	317.66
Less: Provision for Doubtful Claim Receivables under TUFs	-	69.82
Unsecured, considered good		
Forward Contract Receivables	-	82.83
Other Claim Receivables	456.15	249.80
Export Incentive Receivables	1,031.82	1478.97
Total	1,487.97	2,059.44

NOTE NO. '15' OTHER CURRENT ASSETS

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Unsecured, considered good		
Advances Other than Capital Advance		
Advance to Suppliers	966.52	411.66
Recoverable from Revenue Authorities : Considered Good	3,745.18	5,391.26
Recoverable from Revenue Authorities : Considered Doubtful	71.52	71.52
Prepaid Expenses	152.05	317.04
Prepaid Lease Rent	-	1.84
	4,935.27	6,193.32
Impairment allowance for doubtful recoverable from revenue Authorities	71.52	71.52
Total	4,863.75	6,121.80

NOTE NO. '16' EQUITY SHARE CAPITAL

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Authorized		
6,08,50,000 Equity Shares of ₹10/- each (6,08,50,000 Equity Shares of ₹ 10/- each as at 31 st March, 2019)	6,085.00	6,085.00
5,00,000 3% Redeemable Preference Shares of ₹ 100/- each (5,00,000, 3% Redeemable Preference Share of ₹ 100/- each as at 31 st March, 2019)	500.00	500.00
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, 2019)	300.00	300.00
	6,885.00	6,885.00
Issued		
1,71,43,057 Equity Shares of ₹ 10/- each (1,71,43,057 Equity Shares of ₹ 10/- each as at 31 st March, 2019)	1,714.31	1,714.31
	1,714.31	1,714.31
Subscribed and fully Paid		
1,71,16,042 Equity Shares of ₹ 10/- each (1,71,16,042 Equity Shares of ₹ 10/- each as at 31 st March, 2019)	1,711.60	1,711.60
	1,711.60	1,711.60

16.1 Reconciliation of Number of Equity Shares Outstanding

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
At the beginning of the year	17,116,042	17,116,042
Issued during the year	-	-
At the end of the year	17,116,042	17,116,042

16.2 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.

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

Name of shareholder	As at 31 st March, 2020		As at 31 st March, 2019	
	No. of Shares	% of Shares	No. of Shares	% of Shares
Equity Shares				
Shri Ravindra Kumar Toshniwal	2,248,667	13.14%	2,248,267	13.14%
Shri Shaleen Toshniwal	2,140,745	12.51%	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. '17' OTHER EQUITY

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
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	18,137.10	17,137.10
Retained Earnings	11,185.15	7,443.35
Total	32,474.68	27,732.88

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
(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) General Reserve		
Opening Balance	17,137.10	16,137.10
Add: Transfer from Surplus	1,000.00	1,000.00
Closing Balance	18,137.10	17,137.10

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
(E) Retained Earnings		
Opening Balance	7,443.35	5,923.85
Add : Profit for the year	5,338.21	2,414.47
Add: Remeasurment Gain/(Loss) of defined benefit plan (net of tax)	(54.82)	221.66
Less: Effect of Transition Provision IND AS 116 (Refer Note No 40)	25.72	-
Add: Effect of Transition Provision IND AS 115 (Refer Note No 47) (net of tax)	-	89.70
Less : Transfer to General Reserve	1,000.00	1,000.00
Less : Dividend on Equity Shares paid during the Year	427.90	171.16
Less : Dividend Distribution Tax paid during the Year	87.96	35.18
	11,185.15	7,443.35
Total	32,474.68	27,732.88

NOTE NO. '18' NON CURRENT FINANCIAL LIABILITIES: BORROWINGS

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
TERM LOAN (SECURED)		
FROM BANK AND FINANCIAL INSTITUTIONS		
IDBI BANK LIMITED		
Term Loan - II		
Repayable in 30 variable quarterly installments	307.83	362.44
Term Loan - III		
Repayable in 30 variable quarterly installments	192.06	226.14
Term Loan - IV		
Repayable in 30 variable quarterly installments	458.07	539.34
Term Loan - V		
Repayable in 30 variable quarterly installments	1,158.46	1,221.87
Term Loan - VI		
Repayable in 32 variable quarterly installments	380.56	400.75
EXPORT IMPORT BANK OF INDIA		
Term Loan - I	430.35	860.94
Repayable in 23 variable quarterly installments		
Term Loan - II	694.83	1,251.06
Repayable in 24 variable quarterly installments		
Term Loan - VII	531.82	886.62
Repayable in 26 variable quarterly installments		
BANK OF BARODA		
Term Loan - III	1,554.88	2,173.14
Repayable in 27 variable quarterly installments		
Term Loan - IV	1,044.38	1,232.36
Repayable in 32 variable quarterly installments		
Working Capital Term Loan	-	35.01
Repayable in 9 equal half yearly installments		
PUNJAB NATIONAL BANK		
Term Loan - III	617.57	731.28
Repayable in 32 variable quarterly installments		

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
UNION BANK OF INDIA		
Term Loan - II	-	336.00
Repayable in 20 variable quarterly installments		
Term Loan - III	1,513.31	1,700.00
Repayable in 32 variable quarterly installments		
Term Loan - IV	1,519.19	1,637.23
Repayable in 32 variable quarterly installments		
Term Loan - V	623.14	677.71
Repayable in 32 variable quarterly installments		
Term Loan - VI	1,187.03	1,056.12
Repayable in 32 variable quarterly installments		
Term Loan - VII	529.45	543.69
Repayable in 32 variable quarterly installments		
Term Loan - VIII	7.84	-
Repayable in 32 equal quarterly installments		
Term Loan - IX	75.38	-
Repayable in 32 equal quarterly installments		
Working Capital Term Loan	-	70.00
Repayable in 9 equal half yearly installments		
Sub-Total (A)	12,826.15	15,941.70
Less : Current Maturities		
IDBI Bank Ltd.	622.44	384.00
Export-Import Bank of India	1,343.50	1355.82
Bank of Baroda	1,125.26	866.52
Punjab National Bank	242.57	156.28
Union Bank of India	584.60	898.48
Sub-Total (B)	3,918.37	3,661.10
Total (I) = (A-B)	8,907.78	12,280.60
Fixed Deposits (Unsecured)		
From Directors	203.34	203.31
From Others	2,609.58	3,073.61
Includes ₹ 930.68 Lakhs (Previous years		
₹ 791.49 Lakhs) from related parties	2,812.92	3,276.92
Less : Current Maturities	2,060.89	1,531.92
Total (II)	752.03	1,745.00
Lease Liability	124.66	21.17
Less : Current Maturities	81.27	7.63
Long term maturities of finance lease obligation (III)	43.39	13.54
Lease Liability Secured	13.54	21.17
Lease Liability Unsecured	111.12	-
Total (I+II+III)	9,703.20	14,039.14

18.1 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 amounting to ₹ 8,682.05 Lakhs (Previous Year ₹ 10,192.54 Lakhs) are guaranteed by Shri Ravindra Kumar Toshniwal and Shri Shaleen Toshniwal in their personal capacities as per sanctions of the respective Financial Institutions and Banks.
- Term Loan and Working Capital Term Loan Interest rate ranging from 9.80% to 12.70% (Previous Year 9.45% to 12.50%)

- (v) The RBI has issued guidelines relating to COVID-19 and allowed Regulatory package as 1st moratorium dated 27th March 2020 wherein the Company has availed the moratorium for payment of Term Loan from Punjab National Bank amounting to ₹ 37.50 Lakhs. Further the Company has opted moratorium before 31st March, 2020 in respect of installments payment made to Bank Of Baroda and Union Bank of India, it has also requested the respective bank to reverse the installment paid which is in process till date. The figure of the current maturities of Punjab National Bank term loan has been arrived at after considering the 1st moratorium period.

- (vi) The figures of current maturities are arrived at after considering the moratorium availed due to Covid 19 pandemic."

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. '19' NON CURRENT LIABILITIES: PROVISIONS

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Provisions for Employee benefits		
-Gratuity	494.59	471.39
Less : Short Term	173.48	283.81
	321.11	187.58
-Leave Encashment	287.48	272.02
Less : Short Term	84.21	96.91
	203.27	175.11
Total	524.38	362.69

As of 31 st March, 2020		
Movement of Provision as required by Para 84 of IND AS 37	Gartuity	Leave Encashment
Opening Balance	471.39	272.02
Add: Additional Provision	23.20	15.46
Closing Balance	494.59	287.48

As of 31 st March, 2019		
Movement of Provision as required by Para 84 of IND AS 37	Gartuity	Leave Encashment
Opening Balance	882.36	311.57
Less : Amount unused/reversed during the year	410.97	39.55
Closing Balance	471.39	272.02

NOTE NO. '20' 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, 2020	As at 31 st March, 2019
Deferred Tax Liabilities		
i) Difference between accounting and tax depreciation (cumulative)	4,594.11	5,095.17
ii) On account of Forward Contract	-	28.94
TOTAL (I)	4,594.11	5,124.11
Deferred Tax Assets		
i) Provision for doubtful Trade Receivables /Advances	425.89	488.07
ii) Disallowances under section 43B of Income Tax, 1961	497.23	475.34
iii) Employee Benefits	273.28	259.77
iv) Deferred Tax on Account of Deferred Government Grant	87.92	95.74
(v) On account of forward Contract	145.38	-
vi) Lease Equilization Assets	0.19	-
vi) MAT Credit Entitlement	387.00	455.00
TOTAL (II)	1,816.89	1,773.92
Net Deferred Tax Liabilities (I-II)	2,777.22	3,350.19

NOTE NO. '21' GOVERNMENT GRANT

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Non Current		
Deferred Income	636.66	716.53
Current		
Deferred Income	79.87	79.87
Total	716.53	796.40

Government Grant : Movement during the year :-

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
At the beginning of the year	796.40	876.27
Less: Transferred to statement of profit and loss	79.87	79.87
As the end of the year	716.53	796.40

NOTE NO. '22' CURRENT FINANCIAL LIABILITIES: BORROWINGS

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
(Cash credits and packing credits)		
From Banks (Secured)		
Punjab National Bank	9,348.80	17,358.62
Union Bank of India	2,806.08	4,625.82
Bank of Baroda	1,966.36	2,288.30
Bank of India	2,070.32	2,365.36
Unsecured Loan from		
Other	123.57	1,312.98
Total	16,315.13	27,951.08

Terms and Condition
Secured Loan
22.1 Securities and Guarantees

- Cash Credit Facility and Export Packing Credit Facility 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 Ravindra Kumar Toshniwal and Shri Shaleen Toshniwal in their personal capacities.
- Cash Credit Facility and Export Packing Credit Facility Interest rate ranging from 8.50 % to 11.20 % (Previous Year 8.15% to 9.30%)

Unsecured Loan
22.2 Securities and Guarantees

- Unsecured Loan from others sanctioned by "Aditya Birla Finance Ltd" under Channel Finance duly secured by personal gurantee of Shri Ravindra Kumar Toshniwal.
- Interest rate 10.80% (Previous Year 11.00%)

NOTE NO. '23' CURRENT FINANCIAL LIABILITIES: TRADE PAYABLES

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Micro, Small & Medium Enterprises@	156.32	80.81
Others	10,279.09	13,179.73
Total	10,435.41	13,260.54

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

23.1 Details of Dues to Micro Enterprises and Small Enterprises

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Principal amount due to suppliers registered under the Micro Enterprises and Small Enterprise Development Act, 2006, and remaining unpaid as at year end	156.32	80.81
Amount of Interest due to suppliers registered under the Micro Small and Medium Enterprise Development Act, 2006, Act and remaining unpaid as at year end	1.66	Nil
Principal amounts paid to suppliers registered under the Micro Small and Medium Enterprise Development Act, 2006, beyond the appointed day during the year	118.92	Nil
Amount of Interest paid, under the Micro Small and Medium Enterprise Development Act, 2006, to suppliers registered under the Micro Small and Medium Enterprise Development Act, 2006, beyond the appointed day during the year	Nil	Nil
Interest due and payable towards suppliers registered under, for payment already made	1.27	Nil
Further Interest remaining due and payable for earlier years	Nil	Nil

NOTE NO.'24' OTHER CURRENT FINANCIAL LIABILITIES

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Current Maturities of Borrowings, Fixed Deposit & Lease Liability		
Term Loans (Secured)	3,918.37	3,661.09
Fixed Deposit (Unsecured)	2,060.89	1,531.92
Lease Liability	81.27	7.63
Other Liabilities		
Unclaimed Dividend	32.34	29.60
Securities Deposits	127.50	206.64
Other Liabilities	289.46	265.45
Forward Contract Liability	416.03	-
Total	6,925.86	5,702.33

NOTE NO. '25' OTHER CURRENT LIABILITIES

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Contract Liabilities	1,030.33	349.71
Statutory Liabilities	2,398.19	2,886.76
Total	3,428.52	3,236.47

NOTE NO. '26' CURRENT LIABILITIES: PROVISIONS

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Provisions for Employee benefits		
-For Gratuity	173.48	283.81
-For Leave Encashment	84.21	96.91
Total	257.69	380.72

NOTE NO. '27' CURRENT TAX LIABILITIES (NET)

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Provision for Income Tax	1,024.00	455.00
Less : Advance Tax and TDS (as per contra)	1,024.00	341.26
Total	-	113.74

NOTE NO. '28' REVENUE FROM OPERATIONS

(₹. in Lakhs)

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
(a) Sale of products	125,100.57	130,307.69
(b) Sale of services	1,880.19	2,516.04
Sale of Products & Services (Gross)	126,980.76	132,823.73
(c) Other Operating Revenue		
Export Benefits:		
- Duty Draw Back/MEIS / Other Benefits	1,969.07	2,269.74
Total	128,949.83	135,093.47

NOTE NO. '29' OTHER INCOME

(₹. in Lakhs)

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Interest Income		
Interest Income from Bank Fixed Deposits	82.75	80.67
Interest Income from Others	219.76	224.33
Rental Income	54.61	36.60
Other Non Operating Income		
Exchange Rate Fluctuation (net)	674.95	642.01
Insurance Claim Received	25.94	64.24
Liabilities/Excess Provision written back (net)	127.35	99.37
Government Grants	79.87	79.87
Miscellaneous Receipts	21.55	129.42
Gain on Fair Value Measurement of Investment through FVTPL	-	1.27
Total	1,286.78	1,357.78

NOTE NO. '30' COST OF MATERIALS CONSUMED

(₹. in Lakhs)

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Raw Material Consumed		
Opening stock	10,393.37	10,959.38
Add : Purchases	50,731.86	60,634.14
	61,125.23	71,593.52
Less : Closing stock	8,327.02	10,393.37
	52,798.21	61,200.15
Dyes & Chemicals Consumed	4,207.93	4,570.63
Total	57,006.14	65,770.78

NOTE NO. '31' CHANGES IN INVENTORIES

(₹. in Lakhs)

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
A. Finished Goods		
Opening 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
Closing Stock		
Yarn	4,348.22	4,691.52
Cloth	3,601.89	5,112.25
Garment	1,223.73	1,728.28
	9,173.84	11,532.05
B. Work-in Progress		
Opening 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
Closing Stock		
Yarn	1,499.18	1,895.01
Cloth	2,285.68	2,676.32
Garment	364.73	356.01
	4,149.59	4,927.34
C. Waste		
Opening Stock	166.23	75.99
Closing Stock	177.98	166.23
Total	3,124.21	1,001.02

NOTE NO. '32' EMPLOYEE BENEFITS EXPENSES

(₹. in Lakhs)

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Salaries, Wages, Allowance, Bonus etc.	21,928.04	21,429.67
Contribution to Provident and Other Funds	1,714.50	1,657.82
Workmen & Staff Welfare Expenses	529.98	603.76
Total	24,172.52	23,691.25

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

Employer's contribution to provident fund paid ₹ 1,270.49 Lakhs (Previous year ₹ 1,137.82 Lakhs) has been recognized as expense for the year.

Employer's contribution to Employee State Insurance Corporation paid ₹ 330.04 Lakhs (Previous year ₹ 409.05 Lakhs) has been recognized as expense for the year."

In accordance with the Employees Provident Fund & Miscellaneous Provisions Act, 1952, employees are entitled to receive benefits under the Provident Fund. Both the employees and the employer make monthly contributions to the plan at a predetermined rate (12% for FY 2019-20) of an employee's basic salary. These contributions are made to the fund administered and managed by the Employees Provident Fund Organisation (EPFO). the Company has no further obligations under the fund managed by the EPFO beyond its monthly contributions which are charged to the statement of profit and loss in the period they are incurred. The benefits are paid to employees on their retirement or resignation from the Company.

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 divided by 26 days 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, 2020	As at 31 st March, 2019
Change in defined benefit obligations:		
Defined benefit obligation, beginning of the year	1,749.58	1,927.66
Current service cost	393.55	432.97
Interest cost	118.48	130.39
Past service cost	-	-
Benefits paid	(397.65)	(455.34)
Actuarial (gains)/losses	85.58	(286.10)
Defined benefit obligation, end of the year	1,949.54	1,749.58

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Fair value of plan assets, beginning of the year	1,278.19	1,045.29
Return on plan assets, (excluding amount included in net Interest expense)	1.31	(3.56)
Interest income	100.51	85.95
Employer's contributions	472.59	605.85
Benefits paid	(397.65)	(455.34)
Fair value of plan assets, end of the year	1,454.95	1,278.19

Amount recognized in the balance sheet consists of:

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Present value of defined benefit obligation	1,949.54	1,749.58
Fair value of plan assets	1,454.95	1,278.19
Net liability	494.59	471.38
Amounts in the balance sheet:		
Current Liability	173.48	283.81
Non-current liabilities	321.11	187.58
Net liability	494.59	471.38

Total amount recognized in Profit or Loss consists of:

(₹. in Lakhs)

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Current service cost	393.55	432.97
Past Service Cost	-	-
Net Interest	17.97	44.44
Total Expense recognised in statement of profit or loss	411.52	477.41

Net Interest Consists:

(₹. in Lakhs)

Particular	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Interest Expenses	118.48	130.39
Interest Income	100.51	85.95
Net Interest	17.97	44.44

Amount recognized in other comprehensive income consists of:

(₹. in Lakhs)

Particular	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Actuarial (Gain)/Loss on Obligation	85.58	(286.10)
Return on Plan Assets excluding net Interest	(1.31)	3.56
Total Actuarial (Gain)/Loss recognised in (OCI)	84.27	(282.55)

Actuarial (Gain)/Loss on obligation Consists:

(₹. in Lakhs)

Particular	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Actuarial (gains)/losses arising from changes in demographic assumptions	-	-
Actuarial (gains)/losses arising from changes in financial assumptions	179.95	5.46
Actuarial (gains)/losses arising from changes in experience adjustments on plan liabilities	(94.38)	(291.56)
Total Actuarial (Gain)/Loss	85.58	(286.10)

Return on Plan Assets excluding net Interest Consists

(₹. in Lakhs)

Particular	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Actual Return on plan assets	101.82	82.39
Interest Income included in Net Interest	100.51	85.95
Return on Plan Assets excluding net Interest	1.31	(3.56)

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

(₹. in Lakhs)

Particular	As at 31 st March, 2020	As at 31 st March, 2019
Defined benefit obligation	1,949.54	1,749.58
Fair value of plan assets	1,454.95	1,278.19
Net Liability	494.59	471.38

The assumptions used in accounting for the Gratuity are set out below:

(₹. in Lakhs)

Particular	As at 31 st March, 2020	As at 31 st March, 2019
Discount rate	6.80%	7.64%
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	6.80%	7.64%
Expected average remaining services	21.56	22.31
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	
		As at 31.03.2020	As at 31.03.2019
Discount rate	Increase by 1%	1,738.61	1,538.69
	Decrease by 1%	2,208.89	1,951.53
Salary escalation rate	Increase by 1%	2,207.29	1,957.16
	Decrease by 1%	1,737.28	1,576.93

Expected Payout

(₹. in Lakhs)

Particulars	First Year	Second Year	Third to fifth Year	More than 5 Year
PVO payout Gratuity as of 31 st March, 2020	173.48	90.89	371.52	569.80
PVO payout Gratuity as of 31 st March, 2019	89.92	142.89	542.87	1,154.53

Plan Assets

Plan assets comprise the following

(₹. in Lakhs)

Particular	As at 31 st March, 2020	As at 31 st March, 2019
Deposit with Insurance Company (LIC)		
Group Insurance Scheme	1,454.95	1,278.19

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

Other long term employee benefit includes earned leave to the employees of the Company which accrue annually at 30 days. Earned leave (EL) is encashable in excess of 60 days but can be accumulated maximum up to 90 days while in service. The scheme is unfunded and liability for the same is recognised on the basis of actuarial valuation. A provision of ₹ 66.53 Lakhs (31st March 2019: ₹ 43.07 Lakhs) for the year have been made on the basis of actuarial valuation at the year end and debited to the Statement of Profit and Loss.

Amount of ₹ 242.85 Lakhs (March 31st, 2019; ₹ 204.17 Lakhs) is recognised as expenses and included in Note No 32 "Employee benefit expenses"

NOTE NO. '33' FINANCE COST

(₹. in Lakhs)

Particular	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Interest Expense*	3,995.85	4,519.89
Finance Lease Charge	13.78	1.62
Other Borrowing Cost	862.81	1,118.45
Total	4,872.44	5,639.96

* Net of subsidy of ₹ Nil (Previous Year ₹ 208.54 Lakhs) under Technology Upgradation Fund Scheme.

NOTE NO. '34' DEPRECIATION AND AMORTISATION EXPENSES

(₹. in Lakhs)

Particular	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
(Refer Note 2)		
Amortisation of Leasehold Land	-	4.81
Finance Lease Depreciation	72.13	4.10
Depreciation	5,048.32	5,478.48
Total	5,120.45	5,487.39

NOTE NO. '35' OTHER EXPENSES

(₹. in Lakhs)

Particular	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Stores & Spare Parts Consumed	4,712.76	4,357.14
Packing Material Consumed	2,087.22	2,226.70
Power	711.24	817.64
Fuels	11,232.15	12,283.86
Job Charges	2,914.96	4,370.72
Repairs to : Plant & Machinery	379.47	446.01
Building	215.32	255.06
Others	66.80	105.67
Rent	62.60	154.92
Rates and Taxes	74.90	269.51
Insurance	286.65	105.51
Payment to Auditors		
As Auditors -Fees	22.50	18.00
-Expenses	2.08	3.53
In other capacity		
-Certification	0.87	0.40
-Other Services	-	6.00
Director's Sitting Fees (Refer Note No.44)	21.00	16.80
Travelling & Conveyance Expenses	642.07	457.30
Communication Expenses	436.16	438.49
Legal & Professional Fee	401.89	293.66
Charity & Donation	17.20	11.81
Expenditure incurred for Corporate Social Responsibility (CSR) (Refer Note No. 43)	45.11	57.01
Business Promotion Expenses	214.38	154.12
IT Outsourced Support Services	68.49	141.46
Data Processing Charges	54.76	97.26
Water & Electricity Charges	15.78	32.24
Commission to Selling Agents	1,316.99	1,626.21
Freight, Octroi and Forwarding Charges	2,807.27	2,974.15
Claims	530.15	289.99
Loss on Fair Value Measurement of Investment through FVTPL	7.86	-
Advertisements	17.09	24.65
Provision for Doubtful Debts	27.91	-
Provision for Doubtful Advances/Receivables	29.37	-
Advance/ Receivables Written Off	247.84	-
Miscellaneous Expenses	557.60	575.26
Total	30,228.44	32,611.08

NOTE NO. '36' EXCEPTIONAL ITEMS

(₹. in Lakhs)

Particular	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
(Loss)/Profit of Sales of Property, Plant and Equipments	49.70	(177.27)
Loss on Assets Discarded	(4.89)	(121.60)
Total	44.81	(298.87)

NOTE NO. '37' EARNINGS PER SHARE

Particular		For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
a) Profit for the year	₹ In Lakhs	5,338.21	2,414.47
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	₹	31.19	14.11
- Diluted	₹	31.19	14.11

Disclosures

Note no 38. Disclosure as per Ind AS 12 'Income Tax'

a) Income Tax Expense

i) Income Tax recognised in the statement of profit and loss

(₹. in Lakhs)

Particular	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Current Tax Expenses		
Current Income Tax	1,053.45	394.11
Adjustment for earlier year	6.53	(37.11)
Total current Tax expenses	1,059.98	357.00
Deferred tax		
Deferred Tax Expenses	(640.97)	(820.57)
Total deferred tax expenses	(640.97)	(820.57)
Total Income tax expenses	419.01	(463.57)

ii) Income tax recognised in other comprehensive income (OCI)

(₹. in Lakhs)

Particular	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Current Tax Expenses		
Net actuarial gain/(loss) on defined benefit plan	(29.45)	60.89
Total current Tax expenses	(29.45)	60.89

iii) Reconciliation of tax expense and accounting profit multiplied by India's domestic rate

(₹. in Lakhs)

Particular	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Profit before tax	5,672.95	2,233.45
Tax using the company tax rate @ 34.944% (Previous Year @ 21.5488%)	1,982.35	481.28
Tax effect of :		
Non deductible tax expenses (CSR)	15.76	-
Non deductible tax expenses (Donation)	6.01	-
Tax Adjustment of Earlier Years	(6.53)	37.11
Others	(1,608.04)	(921.07)
Total tax expenses in the statement of profit and loss	389.56	(402.68)

Movement in deferred tax balances
31st March, 2020

(₹. in Lakhs)

Particulars	Net Balance 1 st April, 2019	Recog. in profit and loss	Recognised in OCI	Others	Net Balance 31 st March, 2020
Deferred Tax Liabilities					
i) Difference between accounting and tax depreciation (cumulative)	5,095.17	(501.06)	-	-	4,594.11
ii) On account of Forward Contract	28.94	(28.94)	-	-	-
Deferred Tax Assets					
i) Provision for doubtful Trade Receivables	488.07	(62.18)	-	-	425.89
ii) Disallowances under section 43B of Income Tax Act, 1961	475.34	21.89	-	-	497.23
iii) Employee Benefits	259.77	13.51	-	-	273.28
iv) Deferred Tax on Account of Deferred Government Grant	95.74	(7.83)	-	-	87.92
(v) On account of Forward Contract	-	145.38	-	-	145.38
(vi) Lease Equalization Assets	-	0.19	-	-	0.19
(vii) MAT Credit Entitlement	455.00	-	-	68.00	387.00
Net tax assets/(liabilities)	3,350.19	(640.97)	-	(68.00)	2,777.22

31st March, 2019

(₹. in Lakhs)

Particulars	Net Balance 1 st April, 2018	Recog. in profit and loss	Recognised in OCI	Others	Net Balance 31 st March, 2019
Deferred Tax Liabilities					
i) Difference between accounting and tax depreciation (cumulative)	5,680.47	(585.30)	-	-	5095.17
ii) On account of Forward Contract	(27.39)	56.33	-	-	28.94
Deferred Tax Assets					
i) Provision for doubtful Trade Receivables	523.53	(35.46)	-	-	488.07
ii) Disallowances under section 43B of Income Tax Act, 1961	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)	4,170.77	(820.57)	-	-	3,350.19

Note no. 39. 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, 2020	For the year ended 31 st March, 2019
Cost of Material Consumed	57,006.14	65,770.78
Changes in Inventories Of Finished Goods, Stock-In-Trade and Work-In-Progress	3,124.21	1,001.02
Power and Fuel	11,943.39	13,101.50
Packing Material Consumed	2,087.22	2,226.70
Stores & Spare Parts Consumed	4,712.76	4,357.14
Total	78,873.73	86,457.14

Note No. 40. Disclosure as per Ind AS-116 "Leases"

Change in Accounting Policy

Except as specified below, the Company has consistently applied the accounting policies to all periods presented in this financial statement. The Company has applied Ind AS 116 with the date of initial application of 1st April, 2019. As a result, the Company has changed its accounting policy for lease contracts as detailed below. The Company has applied Ind AS 116 using the modified retrospective approach, under which the cumulative effect of initial application is recognized in retained earnings at 1st April, 2019 amounting to ₹ 25.72 Lakhs. (₹. in Lakhs)

Particulars	Amount
Lease Commitments as at 31 st March, 2019	21.17
Add/(less): contracts reassessed as lease contracts	152.79
Add/(less): adjustments on account of extension/termination	-
Lease liabilities as on 1 st April, 2019	173.96
Current lease liability	65.18
Non Current lease liability	108.78

Right of use assets of ₹ 464.25 Lakhs and lease liabilities of ₹ 152.79 Lakhs have been recognised as on 1st April, 2019.

The impact of change in accounting policy on account on adoption of Ind AS 116 is as follows : (₹. in Lakhs)

Particulars	Amount
Decrease in Property Plant and equipment	-
Increase in lease liability	152.79
Increase in rights of use	464.25
Increase/Decrease in Deferred tax assets	-
Increase/Decrease in finance cost	12.16
Increase/Decrease in depreciation	63.92

As Lessee

(A) Addition to right of use assets

Property, plant and equipment comprises owned and leased assets that do not meet the definition of investment property. (₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Right-of-use assets, except for investment property	176.63	347.09
	176.63	347.09

(B) Carrying value of right of use assets at the end of the reporting period by class (₹. in Lakhs)

Particulars	Total
Balance at 1 st April, 2019	20.52
Add : Right of Use Building Recognized during the year	484.28
Depreciation charge for the year	72.13
Balance at 31 st March, 2020	432.67

(C) Maturity analysis of lease liabilities (₹. in Lakhs)

Maturity analysis-contractual undiscounted cash flows	As at 31 st March, 2020	As at 31 st March, 2019
Less than One year	89.21	10.14
One to five years	44.59	15.20
More than five years	-	-
Total undiscounted lease liabilities	133.80	25.34
Lease liabilities included in the statement of financial position	124.66	21.17

(D) Amounts recognised in the Statement of profit and loss

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Interest on lease liabilities	13.78	1.62
Amortization recognized	72.13	4.10
Expenses related to short term leases	62.60	153.06

(E) Amounts recognised in the statement of cash flows

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Total cash outflow for leases	83.11	5.07

As Lessor
(A) Operating Lease

The Company has entered into operating leases on its office buildings. These leases have terms of 10 to 15 years. All leases include a clause to enable upward revision of the rental charge on an annual basis according to prevailing market conditions. The total contingent rents recognised as income during the year is ₹ 10.35 Lakhs (31st March, 2019: ₹ 8.69 Lakhs). Future minimum rentals receivable under non-cancellable operating leases as at 31st March are, as follows:

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Within one year	10.35	10.35
After one year but not more than five years	25.54	30.31
More than five years	49.29	54.87

The Company has also recognized lease equalization assets amounting to ₹ 0.55 Lakhs on account of escalation clause in the lease arrangement

Note No. 41. 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 31.03.2020	As at 31.03.2019
Tesca Textiles & Seat Components (India) Private Limited	India	50%	50%

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)

Name of the Joint Venture	Financial Year	Assets	Liabilities	Income	Expenses	Profit
Tesca Textiles & Seat Components (India) Private Limited	2019-20	994.67	696.51	1,491.58	1,494.74	(3.16)
	2018-19	634.95	332.18	1,072.60	1,041.94	30.66

Note No. 42. 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 ₹ 674.95 Lakhs (31st March, 2019: credited of ₹ 642.01 Lakhs).

Note No. 43. 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 2019-20 ₹ 45.11 Lakhs (Previous Year 2018-19 ₹ 57.01 Lakhs)

B. Amount spent during the year on: (₹. in Lakhs)

Particulars	Financial Year 2019-20			Financial Year 2018-19		
	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	45.11	-	45.11	56.10	0.91	57.01

Note No. 43A.

The Company is claiming deduction under section 80IA of the Income Tax Act, 1961 on its income from Thermal Power Plant In the books of account based on the Hon'ble Rajasthan High Court Decision in favour of other assessee.

Note no. 44. 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
- b) Key Management Personnel:
Shri R.L.Toshniwal (Chairman) (till 21 February, 2019)
Shri Ravindra Kumar Toshniwal (Managing Director)
Shri Rakesh Mehra (Chairman) (from 30 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
Shri David Vlerick (from 14 Febraury 2020)
- d) Enterprises where Key Management 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
Shaleen Syntex Limited
Textile Sector Skill Council
Didwana Chemicals Privated Limited
Banrio Private Limited

e) Relative of Key Management 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.

2. Transactions carried out with related parties referred in 1 above, in ordinary course of business:

Nature of transaction	Influence	2019-20	2018-19
Tesca Textiles & Seat Components (India) Private Limited	Joint Venture		
Sales of Goods and Materials*		748.16	472.42
Purchase of Goods and Materials*		6.80	6.91
Rendering of Services*		418.52	297.53
Receiving of Services*		-	4.25
Security Deposit Received		-	0.08
Purchase of Property, Plant & Equipments*		0.38	3.88
Remuneration			
Shri R.L. Toshniwal	Key Management Personnel	-	256.62
Shri Ravindra Kumar Toshniwal		124.96	115.12
Shri Rakesh Mehra		125.23	113.90
Shri Shaleen Toshniwal		112.10	101.61
Shri J.K. Jain		72.29	57.83
Shri H P Kharwal		10.81	9.50

Nature of transaction	Influence	2019-20	2018-19
Shri Dhruv Toshniwal	Relative of Key Management Personnel	30.83	22.43
Shri Udit Toshniwal		24.40	11.45
Smt Kavita Soni		53.30	41.95
Smt Anita Jain		9.35	6.94
Interest Expenses			
Shri Ravi Toshniwal	Key Management Personnel	9.50	9.50
Shri Shaleen Toshniwal		9.03	8.79
Smt Prem Toshniwal	Relative of Key Management Personnel	24.45	13.79
Smt Radhika Toshniwal		2.85	2.85
Smt Sonal Toshniwal		0.19	0.19
Shri Dhruv Toshniwal		0.38	0.67
Shri Udit Toshniwal		0.19	0.48
Smt Kavita Soni		27.00	17.98
Shri J.K. Jain HUF		0.60	1.26
Smt Anita Jain		0.57	0.57
Smt Sushila Devi Jain		2.05	2.14
Shri Garvit Jain		1.09	1.16
Shri S.B. Agarwal & Sons HUF	Relative of Non Executive Director	0.30	0.43
Shri Saurabh Agarwal & Sons HUF		0.30	0.55
Shri S.S. Agarwal HUF		0.60	0.86
Smt Suman Jain		0.30	0.32
Sitting Fees - Non Executive Directors			
Shri S.B. Agarwal	Non Executive Director	3.60	3.00
Shri K.K. Kacholia		1.60	2.40
Shri P. Kumar		4.20	3.30
Shri D.P. Garg		2.70	1.80
Shri Vijay Mehta		2.70	1.80
Shri J.M. Mehta		2.10	1.50
Shri V.K. Agarwal		1.10	0.90
Dr. Vaijayanti Pandit		3.00	2.10
Fixed Deposit Accepted			
Shri Ravi Toshniwal	Key Management Personnel	-	-
Shri Shaleen Toshniwal		-	25.00
Smt Prem Toshniwal	Relative of Key Management Personnel	157.00	39.00
Smt Radhika Toshniwal		-	3.00
Shri Dhruv Toshniwal		-	4.00
Smt Sonal Toshniwal		-	2.00
Smt Kavita Soni		-	300.00
Shri Udit Toshniwal		-	2.00

Nature of transaction	Influence	2019-20	2018-19
Fixed Deposit Repayment			
Shri Ravi Toshniwal	Key Management Personnel	-	-
Shri Shaleen Toshniwal		-	-

Nature of transaction	Influence	2019-20	2018-19	
Smt Prem Toshniwal	Relative of Key Management Personnel	17.00	64.00	
Smt Radhika Toshniwal		-	3.00	
Smt Sonal Toshniwal		-	2.00	
Shri Dhruv Toshniwal		-	9.00	
Shri Udit Toshniwal		-	7.00	
Smt Kavita Soni		-	10.00	
Shri J.K. Jain HUF		-	-	
Shri S.B. Agarwal & Sons HUF	Relative of Non Executive Director	-	7.00	
Shri Saurabh Agarwal & Sons HUF		-	9.00	
Shri S.S. Agarwal HUF		-	4.00	
Fixed Deposits Payable				
Shri Ravi Toshniwal	Key Management Personnel	104.28	104.26	
Shri Shaleen Toshniwal		99.06	99.05	
Smt Prem Toshniwal	Relative of Key Management Personnel	314.05	168.46	
Smt Radhika Toshniwal		31.28	31.28	
Smt Sonal Toshniwal		2.09	2.09	
Shri Dhruv Toshniwal		4.17	4.17	
Shri Udit Toshniwal		2.09	2.09	
Smt Kavita Soni		312.15	312.12	
Shri J.K. Jain HUF		6.26	12.57	
Smt Anita Jain		6.26	6.26	
Smt Sushila Devi Jain		21.90	21.94	
Shri Garvit Jain		11.47	11.50	
Shri S.B. Agarwal & Sons HUF		Relative of Non Executive Director	3.13	3.14
Shri Saurabh Agarwal & Sons HUF			3.13	3.14
Shri S.S. Agarwal HUF	6.26		6.28	
Smt Suman Jain	3.13		3.14	
Investment				
Tesca Textiles & Seat Components (India) Private Limited	Joint Venture	360.00	360.00	

Nature of transaction	Influence	2019-20	2018-19
Amount Payable			
Shri R.L. Toshniwal	Key Management Personnel	-	145.60
Shri Ravi Toshniwal		4.85	-
Shri Rakesh Mehra		4.01	-
Shri Shaleen Toshniwal		4.01	-
Shri J.K. Jain		2.94	2.29
Shri H P Kharwal		0.63	0.57
Shri J.K. Jain (Received against Vehicle Scheme)		9.42	9.42
Shri H P Kharwal (Received against Vehicle Scheme)		0.47	0.47
Shri Dhruv Toshniwal	Relative of Key Management Personnel	3.19	-
Shri Udit Toshniwal		2.00	-
Smt Kavita Soni		2.10	-
Smt Anita Jain		0.57	0.40
Amount Receivable (net)			
Tesca Textiles & Seat Components (India) Private Limited	Joint Venture	320.12	87.82
Shri Rakesh Mehra	Key Management Personnel	-	-
Shri Ravi Toshniwal		-	-
Shri Shaleen Toshniwal		-	3.59
Shri H P Kharwal		-	

Nature of transaction	Influence	2019-20	2018-19
Shri Dhruv Toshniwal	Relative of Key Management Personnel	-	1.43
Shri Udit Toshniwal		-	2.20
Smt Kavita Soni		-	0.07
Banrio Private Limited	Key Managerial Personnel has Control/Interest	0.30	0.30
Security Deposit Payable			
Tesca Textiles & Seat Components (India) Private Limited	Joint Venture	0.88	0.88

*Above mentioned amount includes Goods and Services Tax (GST)

In respect of the outstanding balance recoverable from related parties as at 31st March, 2020, 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

Nature of benefits#	For the Year ended 31 st March, 2020	For the Year ended 31 st March, 2019
Short term employee benefits	424.13	592.39
Post-employment benefits	21.26	62.18
Total	445.39	654.57

This aforesaid amount does not includes amount in respect of gratuity and leave as the same is not determinable.

Note no. 45. Disclosure as per Ind AS 37 'Provisions, contingent liabilities and contingent assets'

1. Contingent liabilities :-

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Bills discounted/Purchased with banks remaining outstanding		
a) With Banks		
(i) Against foreign Letter of Credit (LC)	1,285.02	2,743.48
(ii) Others	47.51	60.35
b) With Others	1,347.83	1,704.78
Claims against the company not acknowledged as debt: -		
(a) Under Tax Laws [payment made under protest ₹ 516.86 Lakhs (31 st March, 2019 ₹ 350.00 Lakhs) Shown under Non- Current Assets	2,253.14	1,320.67
(b) On account electrical inspection fee ₹ 11 Lakhs (31 st March, 2019 ₹ 11 Lakhs)	23.78	23.78

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, 2020	As at 31 st March, 2019
Estimated amount of contracts remaining to be executed on Capital account	460.43	57.67
Future Export obligation against EPCG licenses	604.00	626.00

Note No. 46. Disclosure as per Ind AS 16 'Property, Plant and Equipment'

The carrying amounts of assets Hypothecated as security for current and non-current borrowings are:-

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Current Assets		
Financial Assets		
Trade Receivables	14,015.40	16,341.56
Term Deposits held as margin money	442.98	477.70
Non-Financial Assets		
Inventories	23,747.53	28,790.59
Total Current assets Hypothecated as security	38,205.92	45,609.85
Non-Current Assets		
Land	934.11	934.11
Building	12,340.33	12,824.97
Plant & Equipment	21,834.08	25,448.22
Furnitures	216.84	270.97
Others	1,310.39	1,549.72
Total Non-Current assets Hypothecated as security	36,635.75	41,027.99
Total Assets Hypothecated as security	74,841.67	86,637.83

Note No. 47. Disclosure as Per Ind AS 115 Revenue from Contracts with Customers
A. Applicability of Ind AS 115

The Ministry of Corporate Affairs(MCA), on March 28, 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 April 1, 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 March 31, 2018. This change in accounting resulted in a decrease in opening retained earnings of ₹ 89.70 Lakhs, which was accounted for on April 1, 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, 2020	For the year ended 31 st March, 2019
Type of goods or service		
Sale of goods	127,069.64	132,577.43
Job Work Income	1,880.19	2,516.04
Total Revenue from contracts with customers	128,949.83	135,093.47
Geographical markets		
India	73,805.68	76,982.42
Outside India	55,144.15	58,111.05
Total Revenue from contracts with customers	128,949.83	135,093.47
Timing of revenue recognition		
Goods transferred at a point in time	127,069.64	132,577.43
Services transferred over time	1,880.19	2,516.04
Total Revenue from contracts with customers	128,949.83	135,093.47

Contract Balances

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Trade receivables	14,015.40	16,341.56
Contract Liabilities	1,030.33	349.71

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, 2020	As at 31 st March, 2019
Revenue as per contracted price	129,004.61	135,251.91
Adjustments	-	-
Rebate/Cash Discount	54.79	158.44
Revenue from contracts with customers	128,949.83	135,093.47

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. 48. 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, 2020	For the year ended 31 st March, 2019
Revenue from external customers	55,144.15	58,111.05
India	73,805.68	76,982.42
Total	128,949.83	135,093.47

Detail of Country wise Revenue from Major Countries

(₹. in Lakhs)

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Vietnam	3,303.27	4,098.23
South Korea	4,176.07	3,811.17
Turkey	6,229.39	7,336.43
United State of America	6,703.10	6,601.62
United Kingdom	3,838.22	3,617.88
Bangladesh	2,271.21	1,963.34
South Africa	2,033.04	2,633.26
Maxico	2,709.86	2,957.53
Others	23,879.99	25,091.59
Total	55,144.15	58,111.05

Note No. 49. 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, 2020	As at 31 st March, 2019
Gross Debt	32,078.86	47,190.87
Less : Cash and cash equivalents	354.92	806.19
Net Debt (A)	31,723.93	46,384.69
Total Equity (B)	34,186.28	29,444.48
Gearing Ratio (A/B)	0.93	1.58

B) Financial risk management

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 counter party 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.

In addition to the historical pattern of credit loss, we have considered the likelihood of increased credit risk and consequential default considering emerging situation due to COVID-19. The Company closely monitors its customers who are going through financial stress and assesses actions such as change in payment terms, discounting of receivables etc.

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, 2020 & 31st March 2019 is the carrying amount as disclosed in Note 9, 11, 12, 13, & 14.

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)

Ageing	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 31.03.2020	14,015.42	507.43	304.03	377.96	-	15,204.83
Impairment loss recognised on above	-	507.43	304.03	377.96	-	1,189.43
Gross Carrying amount as on 31.03.2019	16,341.55	806.62	214.81	375.30	-	17,738.27
Impairment loss recognised on above	-	806.62	214.81	375.30	-	1,396.72

(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 31 March 2020					
Term Loans*	-	6,060.53	10,990.68	804.26	15,763.73
Trade Payables	-	10,435.41	-	-	10,435.41
Other Financial Liabilities#	16,223.90	956.56	-	-	17,180.46
Total	16,223.90	17,452.50	10,990.68	804.26	43,379.60
Year ended 31 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

*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, 2020	As at 31 st March, 2019
Floating rate borrowings		
Term Loan	2,467.59	1,100.21
Cash Credit and Export Credit Packing Facility	10,499.94	13,612.82
Total	12,967.53	14,713.03

(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	"As at 31 st March, 2020"	"As at 31 st March, 2019"
Forward Contract to sell {Number of Contracts (Current Year 20 ; Previous Year 12)}	USD	135.51	61.16
Forward Contract to sell {Number of Contracts (Current Year 1 ; Previous Year Nil)}	EURO	1.88	-
Forward Contract to sell {Number of Contracts (Current Year 1 ; Previous Year Nil)}	GBP	1.00	-

(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 2020 and 31st March 2019 are as below:

31st March, 2020

(Foreign Currency in Lakhs)

Particulars	USD	EURO	GBP	Others	Total
Financial Assets					
Trade & other receivables	60.32	7.04	0.90	-	68.25
Cash & cash equivalents	0.19	-			0.19
Financial Liabilities					
Trade payable & other financial liabilities	8.21	0.87	0.39	-	9.47

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	-	-	-	0.75
Financial Liabilities					
Trade payable & other financial liabilities	15.19	0.69	0.67	-	16.55

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, 2020			
	USD	EURO	GBP	Others
1% Appreciation in INR				
Impact on Equity	-	-	-	-
Impact on Statement of Profit and Loss	39.22	5.07	0.46	-
1% Depreciation in INR				
Impact on Equity	-	-	-	-
Impact on Statement of Profit and Loss	(39.22)	(5.07)	(0.46)	-

(₹. in Lakhs)

Particulars	31 st March, 2019			
	USD	EURO	GBP	Others
1% Appreciation in INR				
Impact on Equity	-	-	-	-
Impact on Statement of Profit and Loss	59.04	1.07	5.57	-
1% Depreciation in INR				
Impact on Equity	-	-	-	-
Impact on Statement of Profit and Loss	(59.04)	(1.07)	(5.57)	-

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, 2020 the Company does not have material exposure to listed or unlisted equity price risk.

(iv) 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, 2020	As at 31 st March, 2019
Fixed Rate Instruments		
Loans	130.83	150.01
Bank Deposit	699.75	482.85
	830.58	632.86
Variable Rate Instruments		
Security Deposit	209.53	222.79
Total	1,040.11	855.65
Financial Liabilities		
Fixed Rate Instruments		
Security Deposit from Vendor	127.50	206.64
Deposits from Shareholders	2,812.92	3,276.92
	2,940.42	3,483.56
Variable Rate Instruments		
Term Loans	12,826.15	15,941.70
Loan repayable on demand	16,315.13	27,951.08
	29,141.28	43,892.78
Total	32,081.70	47,376.34

As at 31st March, 2020, approximately 9.17 % of the Company's Borrowings are at fixed rate of interest (31st March, 2019: 7.35%)

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 increase
31st March, 2020		
Term Loans	64.13	(64.13)
Loan repayable on demand	80.96	(80.96)
	145.09	(145.09)
31st March 2019		
Term Loans	79.71	(79.71)
Loan repayable on demand	133.25	(133.25)
	212.96	(212.96)

Note No. 50. 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, 2020		31 st March, 2019	
	FVTPL	Amortized cost	FVTPL	Amortized cost
Financial Assets:				
Investments in				
Equity instrument	2.98	-	9.74	-
Others	6.97	-	8.07	-
Trade Receivables	-	14,015.40	-	16,341.56
Cash and Cash Equivalents	-	354.92	-	806.19
Bank balances other than cash and cash equivalent	-	1,318.64	-	1,240.88
Security deposit	-	220.53	-	240.95
Forward Contract Assets	-	-	82.83	-
Other Financial Assets	-	1,977.94	-	2,126.62
Total Financial Assets	9.95	17,887.43	100.64	20,756.20
Financial Liability:				
Borrowings	-	26,018.33	-	41,990.22
Trade Payables	-	10,435.41	-	13,260.54
Other Financial Liabilities	-	6,509.83	-	5,702.33
Forward Contract Liability	416.03	-	-	-
Total Financial Liability	416.03	42,963.57	-	60,953.09

C) Fair Value Hierarchy

(₹. in Lakhs)

Financial Instrument measured at Fair Value - recurring fair value measurement	Level	"As at 31 st March, 2020"	"As at 31 st March, 2019"
Investments in Equity Instruments	Level 1	2.98	9.74
Others	Level 1	6.97	8.07
Total		9.95	17.81
Forward Contract (Payables)/Receivables	Level 3	(416.03)	82.83
Total		(416.03)	82.83

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, 2020		31 st March, 2019	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets				
Measured at Fair value through Statement of Profit and Loss				
Investments in Equity Instruments	2.98	2.98	9.74	9.74
Investment Others	6.97	6.97	8.07	8.07
Forward Contract Receivables	-	-	82.83	82.83
Measured through amortized cost				
Trade Receivables	14,015.40	14,015.40	16,341.56	16,341.56
Cash and Cash Equivalents	354.92	354.92	806.19	806.19
Bank balances other than cash and cash equivalent	1,318.64	1,318.64	1,240.88	1,240.88
Loan to Employees	489.97	489.97	150.01	150.01
Security deposit	220.53	220.53	240.95	240.95
Other Financial Assets	1,487.97	1,487.97	1,976.61	1,976.61
Financial Liabilities				
Measured at Fair value through Statement of Profit and Loss				
Forward Contract Payables	416.03	416.03	-	-
Measured through amortized cost				
Borrowings	26,018.33	26,018.33	41,990.22	41,990.22
Trade Payables	10,435.41	10,435.41	13,260.54	13,260.54
Other Financial Liabilities	6,509.83	6,509.83	5,702.33	5,702.33

"Note No. 51.

- 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. 52. Covid-19 Management Note

The Company is engaged in manufacturing and sale of textile products. The COVID-19 Pandemic caused disruption in the production, supply and marketing activities. Due to the Lock down announced by the Government of Rajasthan / Government of India, entire operations of the Company came to a halt with effect from 22nd March, 2020. The Company resumed its manufacturing activities, in a phased manner, as per Government directives w.e.f. 20th April, 2020. The plant utilization is impacted by the paucity of orders and availability of required labour for production.

The Company has evaluated the impact of COVID-19 on its business operations and financial position; considering these, required care has been taken while preparing these financial statements.

The Company is closely monitoring the situation of COVID-19 and relevant restrictions imposed by the regulatory authorities. There is no significant impact on the financial results for the year ended 31st March, 2020. The Company has taken steps to ensure adequate safety and liquidity to meet its financial and other commitments. However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration and, accordingly, the impact may be different from that estimated until now."

Note No. 53. Interim Equity Dividend

The Board of Directors has approved interim equity dividend of ₹ 1.50 per share for the Financial Year 2019-20."

Note No. 54. Reduction in Inventory Valuation

Due to COVID-19 Pandemic, the supply and delivery of the inventories have been impacted adversely, based on the internal and external information the management has marked down the valuation by ₹ 989.48 Lakhs.

Note No. 55. Waiver of Profit based Commission by Directors

In view of the adverse impact caused due to COVID-19 pandemic, Company's Chairman, Managing Directors and Jt Managing Directors have waived their profit based commission for the Financial Year 2019-20. The waiver letters were received on 18th April, 2020 and placed to the Board at its meeting on 27th June, 2020.

Note No. 56. 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. 57. 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.

Significant Accounting Policies, Notes on Accounts and other disclosures from Note no. 1 to 57 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

J.K. Rathi

President
Jt. Managing Director

Shaleen Toshniwal

DIN : 00246432

Kavita Goyal

Partner
M.No. 063419

Ravindra Kumar Toshniwal

DIN : 00106789
Managing Director

J. K. Jain

Jt. President & CFO

P. Kumar

DIN : 00179074
Chairman (Audit Committee)

Place : New Delhi

Dated: 27th June, 2020

H. P. Kharwal

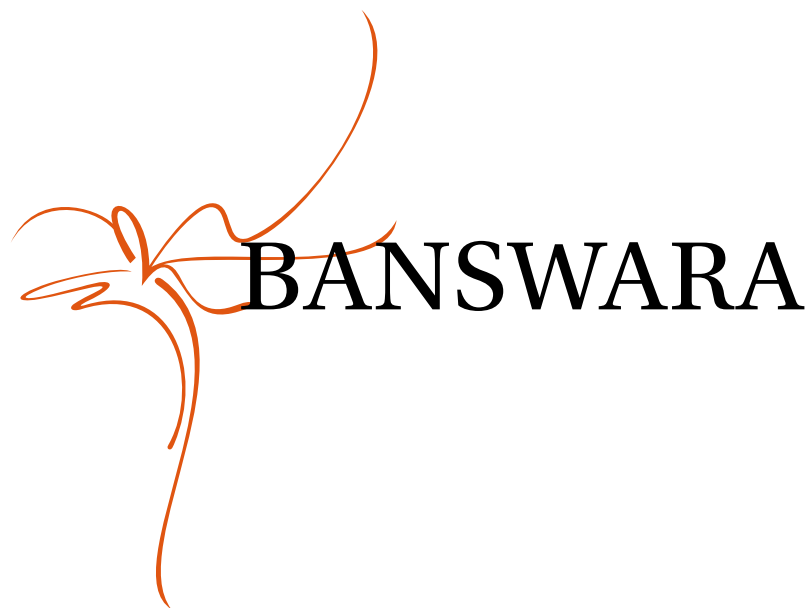
Company Secretary

Place : Banswara

Dated : 27th June, 2020

Place : Mumbai

Dated : 27th June, 2020



Consolidated Financial Statements

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF BANSWARA SYNTAX LIMITED

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying Consolidated Ind AS financial statements of BANSWARA SYNTAX LIMITED (hereinafter referred to as the 'Holding Company') and its Joint venture (Holding Company and its Joint Venture together referred to as "the Group") and its Joint venture, which comprise the Consolidated Balance Sheet as at March 31st, 2020, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flows Statement for the year ended on that date, and notes to the Consolidated Ind AS financial statements, including a summary of significant accounting policies (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 Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS")

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
<p>Lease Recognition in terms of Ind AS 116 "Leases"</p> <p>The Group has adopted Ind AS 116 "Leases" in the current year replaces Ind AS 17 "Leases". The application and transition to this accounting standard is complex and is an area of focus in our audit since the Group has a major amount of lease agreement with different contractual terms.</p> <p>Ind AS 116 introduces a new lease accounting model, wherein lessees are required to recognize a right-of-use (ROU) asset and a lease liability arising from a lease on the balance sheet. The lease liabilities are initially measured by discounting future lease payments during the lease term as per the contract/ arrangement. Adoption of the standard involves significant judgements and estimates including, determination of the discount rates and the lease term. Additionally, the standard mandates detailed disclosures in respect of transition.</p> <p>Refer Note No.40 to the consolidated financial statements.</p>	<p>Our audit procedures on adoption of Ind AS 116 include:</p> <ul style="list-style-type: none"> Assessed and tested new processes and controls in respect of the lease accounting standard (Ind AS 116). Assessed the Group's evaluation on the identification of leases based on the contractual agreements and our knowledge of the business. Involved our specialists to evaluate the reasonableness of the discount rates applied in determining the lease liabilities. Upon transition as at 1st April, 2019: <ul style="list-style-type: none"> Evaluated the method of transition and related adjustments. Tested completeness of the lease data by reconciling the Group's operating lease commitments to data used in computing ROU asset and the lease liabilities. Obtained separate report on impact of Ind AS 116 "Leases" from an independent external expert engaged by the holding Company. On a statistical sample, we performed the following procedures: <ul style="list-style-type: none"> assessed the key terms and conditions of each lease with the underlying lease contracts; and

and other accounting principles generally accepted in India, of the Consolidated state of affairs of the Group as at March 31st, 2020, the Consolidated profit, Consolidated total comprehensive income, Consolidated changes in equity and its Consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated Ind As financial statements in accordance with Standards on Auditing (SAs) specified under section 143 (10) of the Act. 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 Independence requirements that are relevant to our audit of the Consolidated Ind As financial statements under the provisions of the Act and the Rules made there under, 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.

Emphasis of Matter

We draw attention to Note No. 52 of the consolidated financial statements, as regards to the management evaluation of COVID – 19 impacts on the future performance of the Company.

Our Opinion is not modified in respect of the above matter.

Key Audit Matter	How our audit addressed the matter
	<ul style="list-style-type: none"> evaluated computation of lease liabilities and challenged the key estimates such as, discount rates and the lease term. Assessed and tested the accounting policy, presentation and disclosures relating to Ind AS 116 including, disclosures relating to transition.
Recoverability of Direct tax/ Indirect Tax The Company has material uncertain Income tax/indirect tax recoverability including matter under dispute which involves significant judgement to determine the possible outcome of these disputes	Obtained details of completed tax assessments and demands for the year ended March 31 st , 2020 from management. We have discussed the possible outcome in respect of recovery of Direct tax and Indirect tax from the management & tax consultant of the company. We considered the effect of new information in respect of uncertain tax positions to evaluate whether any change was required to management's position on these uncertainties.

Information Other than the Consolidated Ind AS Financial Statements and Auditor's Report Thereon

The Holding's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Company's annual report, 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 preparation and presentation 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 including other comprehensive income, Consolidated change in equity and Consolidated cash flows of the Group including its Joint venture 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 companies (Indian Accounting Standard) Rules, 2015, as amended from time to time.

The respective Board of Directors of the companies included in the Group and of its Joint venture 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 and of its Joint venture are responsible for assessing the ability of the Group and of its Joint venture 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 Group 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 and of its Joint venture company are responsible for overseeing the financial reporting process of the Group and of its Joint venture company.

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 Holding and its Joint venture 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 a statement that, individually or in aggregate, make 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 Holding 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 included in these consolidated financial results, whose financial statements reflects total assets of ₹ 1,989.33 Lakhs as at 31st March, 2020, total revenues of ₹ 2,983.16 Lakhs and net increase in cash flows amounting to ₹ 22.98 Lakhs for the year ended on that date as considered in the Consolidated Ind AS financial statements. The consolidated audited financial results also include the Group's share of net profit/ (loss) after tax of ₹ (9.47) Lakhs and total comprehensive income of ₹ (0.46) Lakhs for the year ended March 31st, 2020 and net profit/ (loss) after tax of ₹ 13.48 Lakhs and total comprehensive income of ₹ (0.46) Lakhs for the quarter ended March 31st, 2020, respectively, as considered in the consolidated audited financial results, in respect of one Joint venture, whose financial statements / financial information/ financial results have not been audited by us. These financial statements / financial information / financial results have been audited by other auditors whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of one Joint venture is based solely on the reports of the other auditors and the procedures performed by us as stated in para "Auditor's Responsibilities" above.

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 matters (a) with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

- As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - 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 the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant 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 Accounting Standards specified under Section 133 of the Act read with relevant rules issued there under.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2020 taken on record by the Board of Directors of the Holding Company and the reports of the Statutory Auditors of its joint companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) The matter described in the Emphasis of matter Paragraph above, in our opinion, may or may not have an adverse effect on the functioning of the company due to uncertainties.
- (g) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in **Annexure A**.
- (h) 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 of the Act.

- (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Consolidated Ind AS financial statements disclose the impact of pending litigations on the Consolidated financial position of the Group, and its Joint venture refer Note No. 45 to the Consolidated Ind AS financial statements.
 - ii) Provision has been made in the Consolidated Ind AS financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii) There has been no delay in transferring amounts, which were required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its Joint Venture incorporated in India.

For K. G. Somani & Co.
Chartered Accountants
Firm Registration No: 06591N

(Kavita Goyal)
Partner
Membership No: 063419
UDIN: 20063419AAAAG9585

Place: New Delhi
Date: 27th June, 2020

“Annexure A” to the Independent Auditor’s Report of even date on the Consolidated Ind AS Financial Statements of BANSWARA SYNTAX 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 SYNTAX LIMITED (hereinafter referred to as “the Holding Company”) and its Joint venture (the Holding Company and its Joint venture together referred to as “the Group”) as of March 31st, 2020 in conjunction with our audit of the Consolidated Ind AS financial statements of the Group and its Joint venture 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 are incorporated in India, are responsible for establishing and maintaining internal financial controls based on, “the internal control over financial reporting criteria established by the holding Company and its Joint Venture Company which are 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 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.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Group’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting 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 auditors in terms of their report, is sufficient and appropriate to provide a basis for our audit opinion on the Group’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 unauthorized 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, to the best of our information and according to the explanations given to us, the Holding Company and its Joint Venture which are companies incorporated in India, 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 2020, 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 reports of the other auditors in respect of entities audited by them.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act include the information of the Holding Company and its Joint venture companies 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 the Joint Venture companies for which no corresponding reports of the auditor have been obtained as reporting requirements not applicable to it, in terms of the exemption granted to eligible private company.

Our opinion is not modified in respect of the above matter.

For K. G. Somani & Co.

Chartered Accountants

Firm Registration No: 06591N

(Kavita Goyal)

Partner

Membership No: 063419

UDIN: 20063419AAAAG9585

Place: New Delhi

Date: 27th June, 2020

**CONSOLIDATED BALANCE SHEET
AS AT 31ST MARCH 2020**

(₹ In Lakhs)

PARTICULARS	Note No.	As at 31 st March, 2020	As at 31 st March, 2019
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	2	37,068.42	41,356.17
(b) Capital Work-in-Progress	2	59.51	5.06
(c) Other Intangible Assets	3	332.98	410.18
(d) Financial Assets			
(i) Investment in Joint Venture	4	279.99	289.91
(ii) Loans	5	220.53	240.95
(iii) Others	6	382.15	281.94
(e) Other Non-Current Assets	7	940.65	737.14
		39,284.23	43,321.35
Current Assets			
(a) Inventories	8	23,747.53	28,790.59
(b) Financial Assets			
(i) Investments	9	9.95	17.81
(ii) Trade Receivables	10	14,015.40	16,341.56
(iii) Cash and Cash Equivalents	11	354.92	806.19
(iv) Bank balances other than (iii) above	12	936.49	958.94
(v) Loans	13	489.97	150.01
(vi) Others	14	1,487.97	2,059.44
(c) Other current assets	15	4,863.75	6,121.80
		45,905.98	55,246.34
Total Assets		85,190.21	98,567.69
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	16	1,711.60	1,711.60
(b) Other Equity	17	32,394.67	27,662.79
		34,106.27	29,374.39
LIABILITIES			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	18	9,703.20	14,039.14
(b) Provisions	19	524.38	362.69
(c) Deferred Tax Liabilities (Net)	20	2,777.22	3,350.19
(d) Government Grant	21	636.66	716.53
		13,641.46	18,468.55
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	22	16,315.13	27,951.08
(ii) Trade Payables	23		
a.) Total outstanding dues of micro enterprises and small enterprises;		156.32	80.81
b.) Total outstanding dues of creditors other than micro enterprises and small enterprises		10,279.09	13,179.73
(iii) Other Financial Liabilities	24	6,925.86	5,702.33
(b) Other Current Liabilities	25	3,428.52	3,236.47
(c) Government Grant	21	79.87	79.87
(d) Provisions	26	257.69	380.72
(e) Current Tax Liabilities (Net)	27	-	113.74
		37,442.48	50,724.75
Total Equity and Liabilities		85,190.21	98,567.69

Significant Accounting Policies, Notes on Accounts and other disclosures from Note no. 1 to 58 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

J.K. Rathi
President

Shaleen Toshniwal
DIN : 00246432
Jt. Managing Director

Kavita Goyal
Partner
M.No. 063419

Ravindra Kumar Toshniwal
DIN : 00106789
Managing Director

J. K. Jain
Jt. President & CFO

P. Kumar
DIN : 00179074
Chairman (Audit Committee)

Place : New Delhi
Dated: 27th June, 2020

H. P. Kharwal
Company Secretary

Place : Mumbai
Dated : 27th June, 2020

Place : Banswara
Dated : 27th June, 2020

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31ST MARCH 2020**

(₹ In Lakhs)

PARTICULARS	Note No.	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Income:			
Sale of Products & Services	28	126,980.76	132,823.73
Other Operating Revenue	28	1,969.07	2,269.74
Revenue From Operations		128,949.83	135,093.47
Other Income	29	1,286.78	1,357.78
Total Revenue(I)		130,236.61	136,451.25
Expenses :			
Cost of Materials Consumed	30	57,006.14	65,770.78
Changes in Inventories Of Finished Goods, Stock-In-Trade and Work-In-Progress	31	3,124.21	1,001.02
Employee Benefits Expenses	32	24,172.52	23,691.25
Finance Costs	33	4,872.44	5,639.96
Depreciation And Amortization Expenses	34	5,120.45	5,487.39
Other Expenses	35	30,228.44	32,611.08
Total Expenses(II)		124,524.20	134,201.48
Profit before exceptional items and tax (III) = (I-II)		5,712.41	2,249.77
Exceptional Item (net) (IV)	36	44.81	(298.87)
Profit before share of Net Profit of Investment accounted using Equity Method and tax(V) = (III+IV)		5,757.22	1,950.90
Share of Profit of Joint Venture (VI)		(10.83)	17.92
Profit before tax (VII)= (V+VI)		5,746.39	1,968.82
Tax Expense :			
(1) Current tax			
Current Year		1,053.45	400.03
Tax Adjustment of Earlier Years		6.68	(37.11)
(2) Deferred Tax		(642.48)	(829.16)
Total Tax Expenses (VIII)		417.65	(466.24)
Profit After Tax (IX) = (VII)-(VIII)		5,328.74	2,435.06
Other Comprehensive Income			
A. Item that will not be reclassified to profit or loss			
(i) Remeasurment of defined benefit plan		(84.27)	282.55
(ii) Tax relating to Remeasurment of defined benefit plan		29.45	(60.89)
(iii) Share of other comprehensive income of Joint Venture accounted using Equity Method		(0.46)	1.18
B. Item that will be reclassified to profit or loss		-	-
Total Other Comprehensive Income (X)		(55.28)	222.84
Total Comprehensive Income for the Period (XI) = (IX+X)		5,273.46	2,657.90
Earnings per equity share (in ₹)	37		
(1) Basic (Face Value of ₹ 10 each)		31.13	14.23
(2) Diluted (Face Value of ₹ 10 each)		31.13	14.23

Significant Accounting Policies, Notes on Accounts and other disclosures from Note no. 1 to 58 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

J.K. Rathi
President

Shaleen Toshniwal
DIN : 00246432
Jt. Managing Director

Kavita Goyal
Partner
M.No. 063419

Ravindra Kumar Toshniwal
DIN : 00106789
Managing Director

J. K. Jain
Jt. President & CFO

P. Kumar
DIN : 00179074
Chairman (Audit Committee)

Place : New Delhi
Dated: 27th June, 2020

H. P. Kharwal
Company Secretary

Place : Banswara
Dated : 27th June, 2020

Place : Mumbai
Dated : 27th June, 2020

**CONSOLIDATED CASH FLOW STATEMENT
FOR THE YEAR ENDED 31ST MARCH, 2020**

(₹ In Lakhs)

PARTICULARS	For the year ended 31 st March, 2020		For the year ended 31 st March, 2019	
A) Cash Flow From Operating Activities :-				
Net Profit Before Tax as per Statement of Profit and Loss		5,746.39		1,968.82
Adjusted for :				
Depreciation and Amortization Expenses	5,120.45		5,487.39	
Unrealised Exchange (Gain)/Loss	(209.19)		97.76	
Current Investment Written Off	-		0.18	
Loss on Discard of Property, Plant and Equipment	4.89		121.60	
Share of Profit/(Loss) of Joint Venture	10.83		(17.92)	
Deferred Government Grant transferred to Statement of Profit and Loss	(79.87)		(79.87)	
Loss/(Profit) on Sale of Property, Plant & Equipment (net)	(49.70)		177.27	
Interest paid	4,872.44		5,639.96	
Fair value (gain)/loss transferred to Statement of Profit and Loss	7.86		(1.27)	
Rental Income	(54.61)	9,623.10	(22.28)	11,402.82
Operating profit before working capital changes		15,369.49		13,371.64
Adjusted for :				
(Increase)/Decrease in trade & other receivables	3,691.35		2,030.46	
(Increase)/Decrease in inventories	5,043.06		2,166.15	
(Increase)/Decrease in Bank balance and Term Deposits other than Cash and Cash Equivalents"	22.46		(1.34)	
Increase/(Decrease) in trade and others payables	(2,211.57)	6,545.30	(3,534.80)	660.47
Cash generated from operations		21,914.79		14,032.11
Direct Tax paid (net of tax refund)		1,076.27		304.15
Net cash from operating activities (A)		20,838.52		13,727.96
B) Cash Flow From Investing Activities :-				
Purchase of Property, Plant and Equipment		(796.76)		(1,187.69)
Sale of Property, Plant and Equipment		156.38		259.41
Term Deposit with Banks		(100.21)		(81.77)
Rent received		54.61		22.28
Net cash used in investing activities (B)		(685.98)		(987.77)
C) Cash Flow From Financing Activities :-				
Proceeds from long term borrowings		259.28		518.80
Repayment of long term borrowings		(3,458.33)		(5,891.98)
Interest paid		(4,807.95)		(5,639.96)
Increase /(Decrease) in bank borrowings		(11,635.95)		(1,426.00)
Proceeds from unsecured loans		280.00		800.92
Repayment of unsecured loans		(725.00)		(459.41)
Dividend and tax thereon Paid		(515.86)		(206.34)
Net cash from financing activities (C)		(20,603.81)		(12,303.97)
Net Increase/ (Decrease) in cash and cash equivalents (A+B+C)		(451.27)		436.22
Opening balance of cash and cash equivalents		806.19		369.97
Closing balance of cash and cash equivalents		354.92		806.19

Cash and Cash Equivalent includes:-

PARTICULARS	"As at 31 st March 2020"	"As at 31 st March 2019"
Cash on hand	65.70	41.57
Balance in current account	289.22	764.62
Total	354.92	806.19

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. 49 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.

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

J.K. Rathi

President
Jt. Managing Director

Shaleen Toshniwal

DIN : 00246432

Kavita Goyal

Partner
M.No. 063419

Ravindra Kumar Toshniwal

DIN : 00106789
Managing Director

J. K. Jain

Jt. President & CFO

P. Kumar

DIN : 00179074
Chairman (Audit Committee)

Place : New Delhi
Dated: 27th June, 2020

H. P. Kharwal

Company Secretary

Place : Banswara
Dated : 27th June, 2020

Place : Mumbai
Dated : 27th June, 2020

Consolidated Statement of changes in Equity for the year ended 31st March 2020

A. Equity Share Capital

(₹. in Lakhs)

Particulars	As at 31 st March, 2020		As at 31 st March, 2019	
	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 2019	20.43	2,959.00	173.00	4.82	17,137.10	7,368.44	27,662.79
Profit for the year	-	-	-	-	-	5,328.74	5,328.74
Effect of Transition Provision IND AS 116 (Refer Note No 40) Net of Tax	-	-	-	-	-	(25.72)	(25.72)
Other comprehensive income	-	-	-	-	-	(55.28)	(55.28)
Total comprehensive income	-	-	-	-	-	5,247.74	5,247.74
Transfer from Surplus	-	-	-	-	1,000.00	(1,000.00)	-
Dividends on Equity Shares for the year	-	-	-	-	-	(427.90)	(427.90)
Dividend distribution tax on cash dividend	-	-	-	-	-	(87.96)	(87.96)
As at 31st March 2020	20.43	2,959.00	173.00	4.82	18,137.10	11,100.32	32,394.67

(₹. 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
Effect of Transition Provision IND AS 115 (Refer Note No 47) Net of Tax	-	-	-	-	-	89.70	89.70
Other comprehensive income	-	-	-	-	-	222.84	222.84
Total comprehensive income	-	-	-	-	-	2,747.60	2,747.60
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	4.82	17,137.10	7,368.44	27,662.79

Significant Accounting Policies, Notes on Accounts and other disclosures from Note no. 1 to 58 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

J.K. Rathi

President

Shaleen Toshniwal

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P. Kumar

DIN : 00179074
Chairman (Audit Committee)

Place : New Delhi

Dated: 27th June, 2020

H. P. Kharwal

Company Secretary

Place : Banswara
Dated : 27th June, 2020

Place : Mumbai

Dated : 27th June, 2020

Consolidated Financial Statements

1. Overview & Significant Accounting Policies for the Financial Year 2019-20:-

A. Corporate Information

Banswara Syntax Limited ("Group") is a Company domiciled in India and limited by shares (CIN: L24302RJ1976PLC001684). The shares of Group are publicly traded on the National Stock Exchange of India Limited and Bombay Stock Exchange Limited. The address of Group'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 27th June, 2020.

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.

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. 50 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.
- (iii) Group has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, Inventories, loan sand Property, Plant & Equipment (Including Intangible assets). In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, Group, as at the date of approval of these financial statements has used internal and external sources of information including credit reports and related information, economic forecasts and consensus estimates from market sources on the expected future performance of Group.
- (iv) The impact of COVID-19 on Group's financial statements may differ from that estimated as at the date of approval of these financial statements.

3. Standards issued but not effective (based on Exposure drafts available as on date)

The amendments are proposed to be effective for reporting periods beginning on or after 1st April, 2020.

(A) Issue of Ind AS 117 – Insurance Contracts

Ind AS 117 supersedes Ind AS 104 Insurance contracts. It establishes the principles for there cognition, measurement, presentation and disclosure of insurance contracts within the scope of the standard. Under the Ind AS 117 model, insurance contract liabilities will be calculated as the present value of future insurance cash flows with a provision for risk. Application of this standard is not expected to have any significant impact on the Company's financial statements.

(B) Amendments to existing Standards

Ministry of Corporate Affairs has carried out amendments of the following accounting standards:

1. Ind AS 103 – Business Combination
2. Ind AS 1, Presentation of Financial Statements and Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors

3. Ind AS 40 – Investment Property

The Company is in the process of evaluating the impact of the new amendments issued but not yet effective.

4. Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is 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.

5. Current and non-current classification

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 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 equipment 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 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 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 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.

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 Group and the cost of the asset can be measured reliably.

Intangible assets acquired by 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 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 116 – '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.

6. 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.

7. 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.

8. 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.

9. Government Grants

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

10. Provisions, Contingent liabilities and Contingent Assets

A provision is recognized if, as a result of a past event, 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 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 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.

11. 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.

12. Revenue

Revenue is to be recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration Group expects to receive in exchange for those products or services. To recognize revenues, Group 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.

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 Group expects to receive in exchange for those product.

b) Income from Rendering of Services

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

Other Export Benefit

Export benefits arising from Duty Drawback scheme, Merchandise Export Incentive Scheme and other eligible export incentives are recognised on post export basis at the rate at which the entitlements accrue and is included in the 'Other Operating Income'. (Revenue from operation).

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, Group 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 Group'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, Group 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 Group 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 Group'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 Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before Group 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 Group performs under the contract.

13. Employee Benefits

13.1 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 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.

13.2 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:

13.2.1. 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 Group pays a fixed contribution and will have no further obligation.

13.2.2. 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. 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 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 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 Group's leave encashment, long-service award and economic rehabilitation scheme constitute other long term employee benefits. 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 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.

14. 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 Group 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 Group 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.

15. Leases

Group has applied Ind AS 116 using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under Ind AS 17.

As a lessee

Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful life of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, company's incremental borrowing rate.

Generally, Group uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that Group is reasonably certain to exercise, lease payments in an optional renewal period if Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in Group's estimate of the amount expected to be payable under a residual value guarantee, or if company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Group presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities in 'loans and borrowings' in the statement of financial position. (Refer note 2 & 18 respectively)

Short-term leases and leases of low-value assets

Group has elected not to recognise right-of-use assets and lease liabilities for short term leases of real estate properties that have a lease term of 12 months. Group recognise the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

As a lessor

Lease income from operating leases where Group is a lessor is recognised in income on a straight-line basis over the lease term. The respective leased assets are included in the balance sheet based on the nature.

Arrangements in the nature of lease

Group enters into agreements, comprising a transaction or series of related transactions that does not take the legal form of a lease but conveys the right to use the asset in return for a payment or series of payments. In case of such arrangements, Group applies the requirements of Ind AS 116 – Leases to the lease element of the arrangement. For the purpose of applying the requirements under Ind AS 116 – Leases, payments and other consideration required by the arrangement are separated at the inception of the arrangement into those for lease and those for other elements.

Under Ind AS 17

In the comparative period, as a lessee Group classified leases that transfer substantially all of the risks and rewards of ownership as finance leases. When this was the case, the leased assets were measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Minimum lease payments were the payments over the lease term that the lessee was required to make, excluding any contingent rent.

Subsequently, the assets were accounted for in accordance with the accounting policy applicable to that asset.

Assets held under other leases were classified as operating leases and were not recognized in Group's statement of financial position. Payments made under operating leases were recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives received were recognised as an integral part of the total lease expense, over the term of the lease.

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to the ownership of an asset to Group. All other leases are classified as operating leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

As a lessor

Lease income from operating leases where Group is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

16. Impairment of Non-financial Assets

The carrying amounts of 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.

17. 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.

18. 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.

19. Earnings Per Share

Basic earnings per equity share is computed by dividing the net profit or loss attributable to equity shareholders of 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 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.

20. 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'.

21. 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:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- 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:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- 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, 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, 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 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, Group decides to classify the same either as at FVTOCI or FVTPL. Group makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If 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 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 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 Group's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- 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) Group has transferred substantially all the risks and rewards of the asset, or (b) 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, 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 115.

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 115 if they do not contain a significant financing component.
- Trade receivables or contract assets resulting from transactions within the scope of Ind AS 115 that contain a significant financing component, if Group applies practical expedient to ignore separation of time value of money, and

The application of simplified approach does not require 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, 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

Group uses forwards to mitigate the risk of changes in interest rates, exchange rate sand 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.

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. 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 AND EQUIPMENT

As at 31st March, 2020

(₹. in Lakhs)

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK
	As at 01.04.2019	Additions during the year	Disposals/ Adjustment	As at 31.03.2020	As at 1.04.2019	For the Year	Deductions/ Adjustments	Up to 31.03.2020	As at 31.03.2020
"Free Hold Land"	934.11	-	-	934.11	-	-	-	-	934.11
Building	14,231.11	-	-	14,231.11	1,406.14	484.64	-	1,890.78	12,340.33
Plant & Equipment	39,107.31	489.89	196.42	39,400.79	13,659.10	4,056.04	148.44	17,566.70	21,834.08
Electric & Water Supply Installation	1,239.31	5.59	-	1,244.90	462.74	134.18	-	596.92	647.98
Furniture & Fixtures	526.89	7.46	7.75	526.60	255.92	57.38	3.54	309.77	216.84
Office Equipments	497.20	45.55	6.30	536.45	310.09	70.50	5.78	374.81	161.64
Vehicles	543.04	100.57	130.95	512.66	249.69	54.56	72.09	232.17	280.49
Capital Spares	499.88	41.39	-	541.27	207.16	113.82	-	320.99	220.28
	57,578.85	690.45	341.42	57,927.89	16,550.84	4,971.12	229.85	21,292.14	36,635.75

As at 31st March, 2020

(₹. in Lakhs)

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK
	As at 01.04.2019	Additions during the year	Disposals/ Adjustment	As at 31.03.2020	As at 1.04.2019	For the Year	Deductions/ Adjustments	Up to 31.03.2020	As at 31.03.2020
(Refer Note no 40)									
Right of Use : Land	322.47	29.53	-	352.00	14.82	6.66	-	21.48	330.52
Right of Use : Building	-	147.10	-	147.10	-	57.26	-	57.26	89.84
Right of Use : Plant & Machinery	24.62	-	-	24.62	4.10	8.21	-	12.31	12.31
TOTAL	347.09	176.63	-	523.72	18.92	72.13	-	91.05	432.67

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/ 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
Lease Hold Land	322.47	-	-	322.47	10.02	4.81	-	14.83	307.65
Free Hold Land	896.01	38.09	-	934.10	-	-	-	-	934.11
Building	13,655.09	576.08	0.05	14,231.12	922.94	483.20	-	1,406.14	12,824.97
Plant & Equipment	38,895.19	954.15	742.03	39,107.31	9,492.94	4,454.93	288.77	13,659.10	25,448.22
Electric & Water Supply Installation	1,224.38	46.30	31.38	1,239.30	322.44	142.75	2.45	462.74	776.56
Furniture & Fixtures	530.24	4.06	7.40	526.90	187.51	71.68	3.27	255.92	270.97
Office Equipments	464.69	35.42	2.90	497.21	228.35	83.56	1.82	310.09	187.11
Vehicles	624.93	12.41	94.30	543.04	203.14	70.03	23.47	249.70	293.35
Capital Spares	367.80	132.08	-	499.88	112.04	95.13	-	207.17	292.71
	56,980.80	1,798.59	878.06	57,901.33	11,479.38	5,406.09	319.78	16,565.68	41,335.65

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/ 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
Right of Use : Plant & Machinery (Refer Note no 40)	-	24.62	-	24.62	-	4.10	-	4.10	20.52
TOTAL	-	24.62	-	24.62	-	4.10	-	4.10	20.52

- 2.1. The Company has also taken 876 Equity Shares of M/s. Rastogi Estate & Construction Co. (Pvt.) Ltd to establish permanent ownership.
- 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 of as appropriate.

NOTE NO. '2' CAPITAL WORK-IN-PROGRESS

As at 31st March, 2020

(₹. in Lakhs)

DESCRIPTION OF ASSETS	As at 01.04.2019	Additions during the year	Deductions/ adjustments	Capitalized during the year	As at 31.03.2020
Capital Work In Progress for					
- Buildings	-	31.66	-	-	31.66
- Plant & Equipment	4.09	510.67	-	489.89	24.87
- Water & Electric Installation	0.97	4.62	-	5.59	-
-Capital Spares	-	2.98	-	-	2.98
TOTAL	5.06	549.93	-	495.48	59.51

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 31.03.2020
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	1,045.78	-	1,576.53	5.06

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

As at 31st March, 2020

(₹. in Lakhs)

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK
	As at 01.04.2019	Additions during the year	Disposals/ Adjustment	As at 31.03.2020	As at 1.04.2019	For the Year	Deductions/ Adjustments	Up to 31.03.2020	As at 31.03.2020
Computer Software	487.59	-	-	487.59	77.41	77.20	-	154.61	332.98
	487.59	-	-	487.59	77.41	77.20	-	154.61	332.98

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/ 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
Computer Software	487.59	-	-	487.59	0.21	77.20	-	77.41	410.18
	487.59	-	-	487.59	0.21	77.20	-	77.41	410.18

NOTE NO. '4' NON CURRENT FINANCIALS 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, 2020	As at 31 st March, 2019
Investment in Equity Instrument fully paid up (Unquoted)				
Tesca Textiles & Seat Components (India) 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 : LOANS

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Unsecured, Considered good		
Security Deposits	220.53	240.95
Total	220.53	240.95

NOTE NO. '6' OTHER NON CURRENT FINANCIAL ASSETS

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Term deposits held as margin money* (with maturity more than 12 months)	135.57	244.01
Other Term Deposits (with maturity more than 12 months)	238.58	31.21
Interest Accrued on Term deposits	8.00	6.72
Total	382.15	281.94

*To avail Non fund based facilities from banks.

NOTE NO. '7' OTHER NON CURRENT ASSETS

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Capital Advances	157.70	105.85
Advance Other than Capital Advances		
Prepaid Lease Charges	-	27.69
Lease Equalization Asset	0.55	-
Prepaid Expenses	23.45	23.61
Advance Income Tax (Net of Provision of ₹ 1,431.86 Lakhs, {Previous Year ₹ 976.86 Lakhs})	242.09	229.99
Income Tax Paid Under Protest	516.86	350.00
Total	940.65	737.14

NOTE NO. '8' INVENTORIES

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, st 2019
(At lower of Cost and Net Realizable Value)		
Raw Materials	8,327.02	10,393.37
Works-in-Progress	4,149.59	4,927.34
Finished goods		
Yarn	4,348.22	4,691.52
Cloth (Processed)	3,601.89	5,112.25
Garment	1,223.73	1,728.28
Stores & Spares	1,919.10	1,771.60
Waste	177.98	166.23
(Refer Note 54)		
Total	23,747.53	28,790.59

The above inventories includes goods in transit as under

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Finished goods		
Yarn	34.21	606.33
Cloth (Processed)	233.58	1,316.83
Garment	-	275.62
	267.79	2,198.78

8.1 Inventories include stocks lying with third parties ₹ 123.77 Lakhs (Previous Year ₹ 351.40 Lakhs)

8.2 Inventories are hypothecated to the banks for availing the fund based and non- fund based working capital facilities.

NOTE NO. '9' 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, 2020	As at 31 st March, 2019
Quoted (measured at fair value through Statement of profit and loss)				
In Equity Shares				
Union Bank of India	10114 (10114)	10 (10)	2.91	9.67
Unquoted (measured at fair value through Statement of profit and loss)				
In Equity Shares				
Ambojini Property Developers Private Limited	360 (360)	10 (10)	0.07	0.07
Unquoted (measured at fair value through Statement of profit and loss)				
In Debentures				
10% Ambojini Property Developers Private Limited	3542 (3542)	100 (100)	6.97	8.07
Total			9.95	17.81

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

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
In Equity (Quoted)		
Aggregate Book Value	18.87	18.87
Aggregate Market Value	2.91	9.67
Impaired in the previous years	15.96	9.20
In Equity (Unquoted)		
Aggregate Book Value	0.04	0.04
Aggregate Market Value	0.07	0.07
In Debenture (Unquoted)		
Aggregate Book Value	3.54	3.54
Aggregate Market Value	6.97	8.07

NOTE NO. '10' CURRENT FINANCIAL ASSETS: TRADE RECEIVABLES

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Trade receivables		
- Considered good - Unsecured	13,968.99	16,327.24
- Trade Receivables which have significant increase in credit risk	46.41	14.32
- Trade Receivables-credit impaired	1,189.43	1,396.72
	15,204.83	17,738.28
Less: Impairment allowance for doubtful trade receivables	1,189.43	1,396.72
Total	14,015.40	16,341.56

- a) Trade receivables are hypothecated to the banks for availing the fund based and non-fund based working capital facilities.
- b) Amount of ₹ 320.12 Lakhs (Previous Year ₹ 87.82 Lakhs) is receivable from Tesca Textiles & Seat Components (India) Private Limited (Formerly known as Treves Banswara Private Limited) Refe note no .44
- c) Amount of ₹ 0.30 Lakhs (Previous Year ₹ 0.30 Lakhs) is receivable from Banrio Private Limited Refe note no .44

MOVEMENT IN IMPAIRMENT ALLOWANCE FOR DOUBTFUL TRADE RECEIVABLES

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Balance at the beginning of the year	1,396.72	1,498.21
Impairment Allowance for the year	27.91	-
Write off Trade Receivables (net of recovery)	(235.20)	(101.49)
Balance at the end of the year	1,189.43	1,396.72

NOTE NO. '11' CASH AND CASH EQUIVALENTS

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
A. Balances with Banks		
-Current Account	289.22	764.62
B. Cash On Hand	65.70	41.57
Total	354.92	806.19

NOTE NO '12' BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENT

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Unpaid Dividend Account	32.34	29.60
Term Deposits held as margin money* (with maturity more then 3 months & less than 12 months)	442.98	477.70
Other Term Bank Deposits (with maturity more then 3 months & less than 12 months)	461.17	451.64
Total	936.49	958.94

*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. '13' CURRENT FINANCIAL ASSETS: LOANS

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Unsecured, Considered good		
Loans & Advances to Employees	130.83	150.01
Advance Income Tax and Tax deducted at source	1,383.14	341.26
Less: Provision for Taxation (as per contra)	1,024.00	341.26
Total	489.97	150.01

NOTE NO. '14' OTHER CURRENT FINANCIAL ASSETS

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Unsecured, considered Doubtful		
Claim Receivable under TUFs	-	317.66
Less: Provision for Doubtful Claim Receivables under TUFs	-	69.82
Unsecured, considered good		
Forward Contract Receivables	-	82.83
Other Claim Receivables	456.15	249.80
Export Incentive Receivables	1,031.82	1478.97
Total	1,487.97	2,059.44

NOTE NO. '15' OTHER CURRENT ASSETS

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Unsecured, considered good		
Advances Other than Capital Advance		
Advance to Suppliers	966.52	411.66
Recoverable from Revenue Authorities : Considered Good	3,745.18	5,391.26
Recoverable from Revenue Authorities : Considered Doubtful	71.52	71.52
Prepaid Expenses	152.05	317.04
Prepaid Lease Rent	-	1.84
	4,935.27	6,193.32
Impairment allowance for doubtful recoverable from revenue Authorities	71.52	71.52
Total	4,863.75	6,121.80

NOTE NO. '16' EQUITY SHARE CAPITAL

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
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, 2019)		
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, 2019)		
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, 2019)	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, 2019)		
	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, 2019)		
	1,711.60	1,711.60

16.1 Reconciliation of Number of Equity Shares Outstanding

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
At the beginning of the year	17,116,042	17,116,042
Issued during the year	-	-
At the end of the year	17,116,042	17,116,042

16.2 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.

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

Name of shareholder	As at 31 st March, 2020		As at 31 st March, 2019	
	No. of Shares	% of Shares	No. of Shares	% of Shares
Equity Shares				
Shri Ravindra Kumar Toshniwal	2,248,667	13.14%	2,248,267	13.14%
Shri Shaleen Toshniwal	2,140,745	12.51%	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. '17' OTHER EQUITY

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
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	18,137.10	17,137.10
Retained Earnings	11,100.32	7,368.44
Total	32,394.67	27,662.79

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
(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	4.82
Closing Balance	4.82	4.82
(E) General Reserve		
Opening Balance	17,137.10	16,137.10
Add: Transfer from Surplus	1,000.00	1,000.00
Closing Balance	18,137.10	17,137.10
(F) Retained Earnings		
Opening Balance	7,368.44	5,827.18
Add : Profit for the year	5,328.74	2,435.06
Add: Remeasurment Gain/(Loss) of defined benefit plan (net of tax)	(55.28)	222.84
Less: Effect of Transition Provision IND AS 116 (Refer Note No 40)	25.72	-
Add: Effect of Transition Provision IND AS 115 (Refer Note No 47) (net of tax)	-	89.70
Less : Transfer to General Reserve	1,000.00	1,000.00
Less : Dividend on Equity Shares paid during the Year	427.90	171.16
Less : Dividend Distribution Tax paid during the Year	87.96	35.18
	11,100.32	7,368.44
Total	32,394.67	27,662.79

NOTE NO. '18' NON CURRENT FINANCIAL LIABILITIES: BORROWINGS

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
TERM LOAN (SECURED)		
FROM BANK AND FINANCIAL INSTITUTIONS		
IDBI BANK LIMITED		
Term Loan - II		
Repayable in 30 variable quarterly installments	307.83	362.44
Term Loan - III		
Repayable in 30 variable quarterly installments	192.06	226.14
Term Loan - IV		
Repayable in 30 variable quarterly installments	458.07	539.34
Term Loan - V		
Repayable in 30 variable quarterly installments	1,158.46	1,221.87
Term Loan - VI		
Repayable in 32 variable quarterly installments	380.56	400.75

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
EXPORT IMPORT BANK OF INDIA		
Term Loan - I	430.35	860.94
Repayable in 23 variable quarterly installments		
Term Loan - II	694.83	1,251.06
Repayable in 24 variable quarterly installments		
Term Loan - VII	531.82	886.62
Repayable in 26 variable quarterly installments		
BANK OF BARODA		
Term Loan - III	1,554.88	2,173.14
Repayable in 27 variable quarterly installments		
Term Loan - IV	1,044.38	1,232.36
Repayable in 32 variable quarterly installments		
Working Capital Term Loan	-	35.01
Repayable in 9 equal half yearly installments		
PUNJAB NATIONAL BANK		
Term Loan - III	617.57	731.28
Repayable in 32 variable quarterly installments		
UNION BANK OF INDIA		
Term Loan - II	-	336.00
Repayable in 20 variable quarterly installments		
Term Loan - III	1,513.31	1,700.00
Repayable in 32 variable quarterly installments		
Term Loan - IV	1,519.19	1,637.23
Repayable in 32 variable quarterly installments		
Term Loan - V	623.14	677.71
Repayable in 32 variable quarterly installments		
Term Loan - VI	1,187.03	1,056.12
Repayable in 32 variable quarterly installments		
Term Loan - VII	529.45	543.69
Repayable in 32 variable quarterly installments		
Term Loan - VIII	7.84	-
Repayable in 32 equal quarterly installments		
Term Loan - IX	75.38	-
Repayable in 32 equal quarterly installments		
Working Capital Term Loan	-	70.00
Repayable in 9 equal half yearly installments		
Sub-Total (A)	12,826.15	15,941.70
Less : Current Maturities		
IDBI Bank Ltd.	622.44	384.00
Export-Import Bank of India	1,343.50	1355.82
Bank of Baroda	1,125.26	866.52
Punjab National Bank	242.57	156.28
Union Bank of India	584.60	898.48
Sub-Total (B)	3,918.37	3,661.10
Total (I) = (A-B)	8,907.78	12,280.60

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Fixed Deposits (Unsecured)		
From Directors	203.34	203.31
From Others	2,609.58	3,073.61
Includes ₹ 930.68 Lakhs (Previous years ₹ 791.49 Lakhs) from related parties	2,812.92	3,276.92
Less : Current Maturities	2,060.89	1,531.92
Total (II)	752.03	1,745.00
Lease Liability	124.66	21.17
Less : Current Maturities	81.27	7.63
Long term maturities of finance lease obligation (III)	43.39	13.54
Lease Liability Secured	13.54	21.17
Lease Liability Unsecured	111.12	-
Total (I+II+III)	9,703.20	14,039.14

18.1 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 amounting to ₹ 8,682.05 Lakhs (Previous Year ₹ 10,192.54 Lakhs) are guaranteed by Shri Ravindra Kumar Toshniwal and Shri Shaleen Toshniwal in their personal capacities as per sanctions of the respective Financial Institutions and Banks.
- Term Loan and Working Capital Term Loan Interest rate ranging from 9.80% to 12.70% (Previous Year 9.45% to 12.50%)
- The RBI has issued guidelines relating to COVID-19 and allowed Regulatory package as 1st moratorium dated 27th March, 2020 wherein the company has availed the moratorium for payment of Term Loan from Punjab National Bank amounting to ₹ 37.50 Lakhs. Further the company has opted moratorium before 31st March, 2020 in respect of installments payment made to Bank Of Baroda and Union Bank of India , it has also requested the respective bank to reverse the installment paid which is in process till date. The figure of the current maturities of Punjab National Bank term loan has been arrived at after considering the 1st moratorium period.
- The figures of current maturities are arrived at after considering the moratorium availed due to Covid 19 pandemic.

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. '19' NON CURRENT LIABILITIES: PROVISIONS

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Provisions for Employee benefits		
-Gratuity	494.59	471.39
Less : Short Term	173.48	283.81
	321.11	187.58
-Leave Encashment	287.48	272.02
Less : Short Term	84.21	96.91
	203.27	175.11
Total	524.38	362.69

As of 31 st March, 2020		
Movement of Provision as required by Para 84 of IND AS 37	Gartuity	Leave Encashment
Opening Balance	471.39	272.02
Add: Additional Provision	23.20	15.46
Closing Balance	494.59	287.48

As of 31 st March, 2029		
Movement of Provision as required by Para 84 of IND AS 37	Gartuity	Leave Encashment
Opening Balance	882.36	311.57
Less : Amount unsued/reversed during the year	410.97	39.55
Closing Balance	471.39	272.02

NOTE NO. '20' 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, 2020	As at 31 st March, 2019
Deferred Tax Liabilities		
i) Difference between accounting and tax depreciation (cumulative)	4,594.11	5,095.17
ii) On account of Forward Contract	-	28.94
TOTAL (I)	4,594.11	5,124.11
Deferred Tax Assets		
i) Provision for doubtful Trade Receivables /Advances	425.89	488.07
ii) Disallowances under section 43B of Income Tax, 1961	497.23	475.34
iii) Employee Benefits	273.28	259.77
iv) Deferred Tax on Account of Deferred Government Grant	87.92	95.74
(v) On account of forward Contract	145.38	-
vi) Lease Equilization Assets	0.19	-
vi) MAT Credit Entitlement	387.00	455.00
TOTAL (II)	1,816.89	1,773.92
Net Deferred Tax Liabilities (I-II)	2,777.22	3,350.19

NOTE NO. '21' GOVERNMENT GRANT

(₹.in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Non Current		
Deferred Income	636.66	716.53
Current		
Deferred Income	79.87	79.87
Total	716.53	796.40

Government Grant : Movement during the year :-

(₹.in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
At the beginning of the year	796.40	876.27
Less: Transferred to statement of profit and loss	79.87	79.87
As the end of the year	716.53	796.40

NOTE NO. '22' CURRENT FINANCIAL LIABILITIES: BORROWINGS

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
(Cash credits and packing credits)		
From Banks (Secured)		
Punjab National Bank	9,348.80	17,358.62
Union Bank of India	2,806.08	4,625.82
Bank of Baroda	1,966.36	2,288.30
Bank of India	2,070.32	2,365.36
Unsecured Loan from		
Other	123.57	1,312.98
Total	16,315.13	27,951.08

Terms and Condition
Secured Loan
22.1 Securities and Guarantees

- (i) Cash Credit Facility and Export Packing Credit Facility 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 Ravindra Kumar Toshniwal and Shri Shaleen Toshniwal in their personal capacities.
- (ii) Cash Credit Facility and Export Packing Credit Facility Interest rate ranging from 8.50 % to 11.20 % (Previous Year 8.15% to 9.30%)

Unsecured Loan
22.2 Securities and Guarantees

- (i) Unsecured Loan from others sanctioned by "Aditya Birla Finance Ltd" under Channel Finance duly secured by personal guruantee of Shri Ravindra Kumar Toshniwal.
- (ii) Interest rate 10.80% (Previous Year 11.00%)

NOTE NO. '23' CURRENT FINANCIAL LIABILITIES: TRADE PAYABLES

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Micro, Small & Medium Enterprises@	156.32	80.81
Others	10,279.09	13,179.73
Total	10,435.41	13,260.54

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

23.1 Details of Dues to Micro Enterprises and Small Enterprises

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Principal amount due to suppliers registered under the Micro Enterprises and Small Enterprise Development Act, 2006, and remaining unpaid as at year end	156.32	80.81
Amount of Interest due to suppliers registered under the Micro Small and Medium Enterprise Development Act, 2006, Act and remaining unpaid as at year end	1.66	Nil
Principal amounts paid to suppliers registered under the Micro Small and Medium Enterprise Development Act, 2006, beyond the appointed day during the year	118.92	Nil
Amount of Interest paid, under the Micro Small and Medium Enterprise Development Act, 2006, to suppliers registered under the Micro Small and Medium Enterprise Development Act, 2006, beyond the appointed day during the year	Nil	Nil
Interest due and payable towards suppliers registered under, for payment already made	1.27	Nil
Further Interest remaining due and payable for earlier years	Nil	Nil

NOTE NO.'24' OTHER CURRENT FINANCIAL LIABILITIES

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Current Maturities of Borrowings, Fixed Deposit & Lease Liability		
Term Loans (Secured)	3,918.37	3,661.09
Fixed Deposit (Unsecured)	2,060.89	1,531.92
Lease Liability	81.27	7.63
Other Liabilities		
Unclaimed Dividend	32.34	29.60
Securities Deposits	127.50	206.64
Other Liabilities	289.46	265.45
Forward Contract Liability	416.03	-
Total	6,925.86	5,702.33

NOTE NO. '25' OTHER CURRENT LIABILITIES

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Contract Liabilities	1,030.33	349.71
Statutory Liabilities	2,398.19	2,886.76
Total	3,428.52	3,236.47

NOTE NO. '26' CURRENT LIABILITIES: PROVISIONS

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Provisions for Employee benefits		
-For Gratuity	173.48	283.81
-For Leave Encashment	84.21	96.91
Total	257.69	380.72

NOTE NO. '27' CURRENT TAX LIABILITIES (NET)

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Provision for Income Tax	1,024.00	455.00
Less : Advance Tax and TDS (as per contra)	1,024.00	341.26
Total	-	113.74

NOTE NO. '28' REVENUE FROM OPERATIONS

(₹. in Lakhs)

Particular	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
(a) Sale of products	125,100.57	130,307.69
(b) Sale of services	1,880.19	2,516.04
Sale of Products & Services (Gross)	126,980.76	132,823.73
(c) Other Operating Revenue		
Export Benefits:		
- Duty Draw Back/MEIS / Other Benefits	1,969.07	2,269.74
Total	128,949.83	135,093.47

NOTE NO. '29' OTHER INCOME

(₹. in Lakhs)

Particular	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Interest Income		
Interest Income from Bank Fixed Deposits	82.75	80.67
Interest Income from Others	219.76	224.33
Rental Income	54.61	36.60
Other Non Operating Income		
Exchange Rate Fluctuation (net)	674.95	642.01
Insurance Claim Received	25.94	64.24
Liabilities/Excess Provision written back (net)	127.35	99.37
Government Grants	79.87	79.87
Miscellaneous Receipts	21.55	129.42
Gain on Fair Value Measurement of Investment through FVTPL	-	1.27
Total	1,286.78	1,357.78

NOTE NO. '30' COST OF MATERIALS CONSUMED

(₹. in Lakhs)

Particular	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Raw Material Consumed		
Opening stock	10,393.37	10,959.38
Add : Purchases	50,731.86	60,634.14
	61,125.23	71,593.52
Less : Closing stock	8,327.02	10,393.37
	52,798.21	61,200.15
Dyes & Chemicals Consumed	4,207.93	4,570.63
Total	57,006.14	65,770.78

NOTE NO. '31' CHANGES IN INVENTORIES

(₹. in Lakhs)

Particulars	For the year ended 31 st March 2020	For the year ended 31 st March 2019
A. Finished Goods		
Opening 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
Closing Stock		
Yarn	4,348.22	4,691.52
Cloth	3,601.89	5,112.25
Garment	1,223.73	1,728.28
	9,173.84	11,532.05
B. Work-in Progress		
Opening 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
Closing Stock		
Yarn	1,499.18	1,895.01
Cloth	2,285.68	2,676.32
Garment	364.73	356.01
	4,149.59	4,927.34
C. Waste		
Opening Stock	166.23	75.99
Closing Stock	177.98	166.23
Total	3,124.21	1,001.02

NOTE NO. '32' EMPLOYEE BENEFITS EXPENSES

(₹. in Lakhs)

Particulars	For the year ended 31 st March 2020	For the year ended 31 st March 2019
Salaries, Wages, Allowance, Bonus etc.	21,928.04	21,429.67
Contribution to Provident and Other Funds	1,714.50	1,657.82
Workmen & Staff Welfare Expenses	529.98	603.76
Total	24,172.52	23,691.25

Disclosure as per Ind AS 19 'Employee Benefit'

A) Defined contribution plan

Employer's contribution to provident fund paid ₹ 1,270.49 Lakhs (Previous year ₹ 1,137.82 Lakhs) has been recognized as expense for the year.

Employer's contribution to Employee State Insurance Corporation paid ₹ 330.04 Lakhs (Previous year ₹ 409.05 Lakhs) has been recognized as expense for the year.

In accordance with the Employees Provident Fund & Miscellaneous Provisions Act, 1952, employees are entitled to receive benefits under the Provident Fund. Both the employees and the employer make monthly contributions to the plan at a predetermined rate (12% for FY 2019-20) of an employee's basic salary. These contributions are made to the fund administered and managed by the Employees Provident Fund Organisation (EPFO). The Company has no further obligations under the fund managed by the EPFO beyond its monthly contributions which are charged to the statement of profit and loss in the period they are incurred. The benefits are paid to employees on their retirement or resignation from the Company.

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 divided by 26 days 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, 2020	As at 31 st March, 2019
Change in defined benefit obligations:		
Defined benefit obligation, beginning of the year	1,749.58	1,927.66
Current service cost	393.55	432.97
Interest cost	118.48	130.39
Past service cost	-	-
Benefits paid	(397.65)	(455.34)
Actuarial (gains)/losses	85.58	(286.10)
Defined benefit obligation, end of the year	1,949.54	1,749.58

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Fair value of plan assets, beginning of the year	1,278.19	1,045.29
Return on plan assets, (excluding amount included in net Interest expense)	1.31	(3.56)
Interest income	100.51	85.95
Employer's contributions	472.59	605.85
Benefits paid	(397.65)	(455.34)
Fair value of plan assets, end of the year	1,454.95	1,278.19

Amount recognized in the balance sheet consists of:

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Present value of defined benefit obligation	1,949.54	1,749.58
Fair value of plan assets	1,454.95	1,278.19
Net liability	494.59	471.38
Amounts in the balance sheet:		
Current Liability	173.48	283.81
Non-current liabilities	321.11	187.58
Net liability	494.59	471.38

Total amount recognized in Profit or Loss consists of:

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Current service cost	393.55	432.97
Past Service Cost	-	-
Net Interest	17.97	44.44
Total Expense recognised in statement of profit or loss	411.52	477.41

Net Interest Consists:

(₹. in Lakhs)

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Interest Expenses	118.48	130.39
Interest Income	100.51	85.95
Net Interest	17.97	44.44

Amount recognized in other comprehensive income consists of:

(₹. in Lakhs)

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Actuarial (Gain)/Loss on Obligation	85.58	(286.10)
Return on Plan Assets excluding net Interest	(1.31)	3.56
Total Actuarial (Gain)/Loss recognised in (OCI)	84.27	(282.55)

Actuarial (Gain)/Loss on obligation Consists:

(₹. in Lakhs)

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Actuarial (gains)/losses arising from changes in demographic assumptions	-	-
Actuarial (gains)/losses arising from changes in financial assumptions	179.95	5.46
Actuarial (gains)/losses arising from changes in experience adjustments on plan liabilities	(94.38)	(291.56)
Total Actuarial (Gain)/Loss	85.58	(286.10)

Return on Plan Assets excluding net Interest Consists

(₹. in Lakhs)

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Actual Return on plan assets	101.82	82.39
Interest Income included in Net Interest	100.51	85.95
Return on Plan Assets excluding net Interest	1.31	(3.56)

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

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Defined benefit obligation	1,949.54	1,749.58
Fair value of plan assets	1,454.95	1,278.19
Net Liability	494.59	471.38

The assumptions used in accounting for the Gratuity are set out below:

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Discount rate	6.80%	7.64%
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	6.80%	7.64%
Expected average remaining services	21.56	22.31
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	
		As at 31.03.2020	As at 31.03.2019
Discount rate	Increase by 1%	1,738.61	1,538.69
	Decrease by 1%	2,208.89	1,951.53
Salary escalation rate	Increase by 1%	2,207.29	1,957.16
	Decrease by 1%	1,737.28	1,576.93

Expected Payout

(₹. in Lakhs)

Particulars	First Year	Second Year	Third to fifth Year	More than 5 Year
PVO payout Gratuity as of 31 st March, 2020	173.48	90.89	371.52	569.80
PVO payout Gratuity as of 31 st March, 2019	89.92	142.89	542.87	1,154.53

Plan Assets

Plan assets comprise the following

(₹. in Lakhs)

Particular	As at 31 st March, 2020	As at 31 st March, 2019
Deposit with Insurance Company (LIC)		
Group Insurance Scheme	1,454.95	1,278.19

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

Other long term employee benefit includes earned leave to the employees of the Company which accrue annually at 30 days. Earned leave (EL) is encashable in excess of 60 days but can be accumulated maximum up to 90 days while in service. The scheme is unfunded and liability for the same is recognised on the basis of actuarial valuation. A provision of ₹ 66.53 Lakhs (31st March 2019:

₹ 43.07 Lakhs) for the year have been made on the basis of actuarial valuation at the year end and debited to the Statement of Profit and Loss.

Amount of ₹ 242.85 Lakhs (March 31st, 2019; ₹ 204.17 Lakhs) is recognised as expenses and included in Note No 32 "Employee benefit expenses"

NOTE NO. '33' FINANCE COST

(₹. in Lakhs)

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Interest Expense*	3,995.85	4,519.89
Finance Lease Charge	13.78	1.62
Other Borrowing Cost	862.81	1,118.45
Total	4,872.44	5,639.96

* Net of subsidy of ₹ Nil (Previous Year Rs. 208.54 Lakhs) under Technology Upgradation Fund Scheme.

NOTE NO. '34' DEPRECIATION AND AMORTISATION EXPENSES

(₹. in Lakhs)

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
(Refer Note 2)		
Amortisation of Leasehold Land	-	4.81
Finance Lease Depreciation	72.13	4.10
Depreciation	5,048.32	5,478.48
Total	5,120.45	5,487.39

NOTE NO. '35' OTHER EXPENSES

(₹. in Lakhs)

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Stores & Spare Parts Consumed	4,712.76	4,357.14
Packing Material Consumed	2,087.22	2,226.70
Power	711.24	817.64
Fuels	11,232.15	12,283.86
Job Charges	2,914.96	4,370.72
Repairs to : Plant & Machinery	379.47	446.01
Building	215.32	255.06
Others	66.80	105.67
Rent	62.60	154.92
Rates and Taxes	74.90	269.51
Insurance	286.65	105.51
Payment to Auditors		
As Auditors -Fees	22.50	18.00
-Expenses	2.08	3.53
In other capacity		
-Certification	0.87	0.40
-Other Services	-	6.00
Director's Sitting Fees (Refer Note No.44)	21.00	16.80
Travelling & Conveyance Expenses	642.07	457.30
Communication Expenses	436.16	438.49
Legal & Professional Fee	401.89	293.66
Charity & Donation	17.20	11.81
Expenditure incurred for Corporate Social Responsibility (CSR) (Refer Note No. 43)	45.11	57.01
Business Promotion Expenses	214.38	154.12
IT Outsourced Support Services	68.49	141.46
Data Processing Charges	54.76	97.26
Water & Electricity Charges	15.78	32.24
Commission to Selling Agents	1,316.99	1,626.21
Freight, Octroi and Forwarding Charges	2,807.27	2,974.15
Claims	530.15	289.99
Loss on Fair Value Measurement of Investment through FVTPL	7.86	-
Advertisements	17.09	24.65
Provision for Doubtful Debts	27.91	-
Provision for Doubtful Advances/Receivables	29.37	-
Advance/ Receivables Written Off	247.84	-
Miscellaneous Expenses	557.60	575.26
Total	30,228.44	32,611.08

NOTE NO. '36' EXCEPTIONAL ITEMS

(₹. in Lakhs)

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
(Loss)/Profit of Sales of Property, Plant and Equipments	49.70	(177.27)
Loss on Assets Discarded	(4.89)	(121.60)
Total	44.81	(298.87)

NOTE NO. '37' EARNINGS PER SHARE

Particulars		For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
a) Profit for the year	₹ In Lakhs	5,328.74	2,435.06
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	₹	31.13	14.23
- Diluted	₹	31.13	14.23

Disclosures

Note no 38. Disclosure as per Ind AS 12 'Income Tax'

a) Income Tax Expense

i) Income Tax recognised in the statement of profit and loss

(₹. in Lakhs)

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Current Tax Expenses		
Current Income Tax	1,053.45	400.03
Adjustment for earlier year	6.68	(37.11)
Total current Tax expenses	1,060.13	362.92
Deferred tax		
Deferred Tax Expenses	(642.48)	(829.16)
Total deferred tax expenses	(642.48)	(829.16)
Total Income tax expenses	417.65	(466.24)

ii) Income tax recognised in other comprehensive income (OCI)

(₹. in Lakhs)

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Current Tax Expenses		
Net actuarial gain/(loss) on defined benefit plan	(29.45)	60.89
Total current Tax expenses	(29.45)	60.89

iii) Reconciliation of tax expense and accounting profit multiplied by India's domestic rate

(₹. in Lakhs)

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Profit before tax	5,662.12	2,233.45
Tax using the Company tax rate @ 34.944% (Previous Year @ 21.5488%)	1,978.57	481.28
Tax effect of :		
Non deductible tax expenses (CSR)	15.76	-
Non deductible tax expenses (Donation)	6.01	-
Tax Adjustment of Earlier Years	(6.68)	37.11
Others	(1,605.46)	(923.74)
Total tax expenses in the statement of profit and loss	388.20	(405.35)

Movement in deferred tax balances

31st March, 2020

(₹. in Lakhs)

Particulars	Net Balance 1 st April, 2019	Recog. in profit and loss	Recognised in OCI	Others	Net Balance 31 st March, 2020
Deferred Tax Liabilities					
i) Difference between accounting and tax depreciation (cumulative)	5,095.17	(501.06)	-	-	4,594.11
ii) On account of Forward Contract	28.94	(28.94)	-	-	-
Deferred Tax Assets					
i) Provision for doubtful Trade Receivables	488.07	(62.18)	-	-	425.89
ii) Disallowances under section 43B of Income Tax Act, 1961	475.34	21.89	-	-	497.23
iii) Employee Benefits	259.77	13.51	-	-	273.28
iv) Deferred Tax on Account of Deferred Government Grant	95.74	(7.83)	-	-	87.92
(v) On account of Forward Contract	-	145.38	-	-	145.38
(vi) Lease Equalization Assets	-	0.19	-	-	0.19
(vii) MAT Credit Entitlement	455.00	-	-	68.00	387.00
Net tax assets/(liabilities)	3,350.19	(640.97)	-	(68.00)	2,777.22

31st March, 2019

(₹. in Lakhs)

Particulars	Net Balance 1 st April, 2018	Recog. in profit and loss	Recognised in OCI	Others	Net Balance 31 st March, 2019
Deferred Tax Liabilities					
i) Difference between accounting and tax depreciation (cumulative)	5,680.47	(585.30)	-	-	5095.17
ii) On account of Forward Contract	(27.39)	56.33	-	-	28.94
Deferred Tax Assets					
i) Provision for doubtful Trade Receivables	523.53	(35.46)	-	-	488.07
ii) Disallowances under section 43B of Income Tax Act, 1961	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)	4,170.77	(820.57)	-	-	3,350.19

Note no. 39. 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, 2020	For the year ended 31 st March, 2019
Cost of Material Consumed	57,006.14	65,770.78
Changes in Inventories of Finished Goods, Stock-In-Trade and Work-In-Progress	3,124.21	1,001.02
Power and Fuel	11,943.39	13,101.50
Packing Material Consumed	2,087.22	2,226.70
Stores & Spare Parts Consumed	4,712.76	4,357.14
Total	78,873.73	86,457.14

Note No. 40. Disclosure as per Ind AS-116 "Leases"

Change in Accounting Policy

Except as specified below, the Company has consistently applied the accounting policies to all periods presented in this financial statement. the Company has applied Ind AS 116 with the date of initial application of 1st April, 2019. As a result, the Company has changed its accounting policy for lease contracts as detailed below. the Company has applied Ind AS 116 using the modified retrospective approach, under which the cumulative effect of initial application is recognized in retained earnings at 1st April] 2019 amounting to ₹ 25.72 Lakhs. (₹. in Lakhs)

Particulars	Amount
Lease Commitments as at 31 March 2019	21.17
Add/(less): contracts reassessed as lease contracts	152.79
Add/(less): adjustments on account of extension/termination	-
Lease liabilities as on 1 st April, 2019	173.96
Current lease liability	65.18
Non Current lease liability	108.78

Right of use assets of ₹ 464.25 Lakhs and lease liabilities of ₹ 152.79 Lakhs have been recognised as on 1st April, 2019.

The impact of change in accounting policy on account on adoption of Ind AS 116 is as follows : (₹. in Lakhs)

Particulars	Amount
Decrease in Property Plant and equipment	-
Increase in lease liability	152.79
Increase in rights of use	464.25
Increase/Decrease in Deferred tax assets	-
Increase/Decrease in finance cost	12.16
Increase/Decrease in depreciation	63.92

As Lessee

(A) Addition to right of use assets

Property, plant and equipment comprises owned and leased assets that do not meet the definition of investment property. (₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Right-of-use assets, except for investment property	176.63	347.09
	176.63	347.09

(B) Carrying value of right of use assets at the end of the reporting period by class (₹. in Lakhs)

Particulars	Total
Balance at 1 st April, 2019	20.52
Add : Right of Use Building Recognized during the year	484.28
Depreciation charge for the year	72.13
Balance at 31 st March, 2020	432.67

(C) Maturity analysis of lease liabilities (₹. in Lakhs)

Maturity analysis-contractual undiscounted cash flows	As at 31 st March 2020	As at 31 st March 2019
Less than One year	89.21	10.14
One to five years	44.59	15.20
More than five years	-	-
Total undiscounted lease liabilities	133.80	25.34
Lease liabilities included in the statement of financial position	124.66	21.17

(D) Amounts recognised in the Statement of profit and loss

(₹. in Lakhs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Interest on lease liabilities	13.78	1.62
Amortization recognized	72.13	4.10
Expenses related to short term leases	62.60	153.06

(E) Amounts recognised in the statement of cash flows

(₹. in Lakhs)

Particulars	For the year ended 31 st March 2020	For the year ended 31 st March 2019
Total cash outflow for leases	83.11	5.07

As Lessor
(A) Operating Lease

The Company has entered into operating leases on its office buildings. These leases have terms of 10 to 15 years. All leases include a clause to enable upward revision of the rental charge on an annual basis according to prevailing market conditions. The total contingent rents recognised as income during the year is ₹ 10.35 Lakhs (31 March 2019: ₹ 8.69 Lakhs). Future minimum rentals receivable under non-cancellable operating leases as at 31 March are, as follows:

Particulars	As at 31 st March 2020	As at 31 st March 2019
Within one year	10.35	10.35
After one year but not more than five years	25.54	30.31
More than five years	49.29	54.87

The Company has also recognized lease equalization assets amounting to ₹ 0.55 Lakhs on account of escalation clause in the lease arrangement

Note No. 41. 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 31.03.2020	As at 31.03.2019
"Tesca Textiles & Seat Components (India) 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)

Name of the Joint Venture	Financial Year	Assets	Liabilities	Income	Expenses	Profit
Tesca Textiles & Seat Components (India) Private Limited	2019-20	994.67	696.51	1,491.58	1,494.74	(3.16)
	2018-19	634.95	332.18	1,072.60	1,041.94	30.66

Movement of Investment in Joint Venture accounted for using Equity Method.

(₹. in Lakhs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Tesca Textiles & Seat Components (India) Private Limited		
Interest as at 1 April	289.91	268.15
Add : Share of Profit for the year ended	(10.83)	17.92
Add : Share of Other Comprehensive Income ("OCI") for the year ended	(0.46)	1.18
Add : Share of Equity Component directly credited to equity		
Add : Income Tax Expenses	1.37	2.66
	279.99	289.91

Note No. 42. 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 ₹ 674.95 Lakhs (31 March 2019: credited of ₹ 642.01 Lakhs).

Note No. 43. 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 Group 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 2019-20 ₹ 45.11 Lakhs (Previous Year 2018-19 ₹ 57.01 Lakhs)

B. Amount spent during the year on: (₹. in Lakhs)

Particulars	Financial Year 2019-20			Financial Year 2018-19		
	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	45.11	-	45.11	56.10	0.91	57.01

Note No. 43A.

The Group is claiming deduction under section 80IA of the Income Tax Act, 1961 on its income from Thermal Power Plant In the books of account based on the Hon'ble Rajasthan High Court Decision in favour of other assessee.

Note no. 44. Disclosure as per Ind AS 24 'Related party Disclosures'

The Group 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

b) Key Management Personnel:

Shri R.L.Toshniwal (Chairman) (till 21 February, 2019)
Shri Ravindra Kumar Toshniwal (Managing Director)
Shri Rakesh Mehra (Chairman) (from 30 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
Shri David Vlerick (from 14 February, 2020)

d) Enterprises where Key Management 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
Shaleen Syntex Limited
Textile Sector Skill Council
Didwana Chemicals Private Limited
Banrio Private Limited

e) Relative of Key Management 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	2019-20	2018-19
Tesca Textiles & Seat Components (India) Private Limited	Joint Venture		
Sales of Goods and Materials*		748.16	472.42
Purchase of Goods and Materials*		6.80	6.91
Rendering of Services*		418.52	297.53
Receiving of Services*		-	4.25
Security Deposit Received		-	0.08
Purchase of Property, Plant & Equipments*		0.38	3.88
Remuneration			
Shri R.L. Toshniwal	Key Management Personnel	-	256.62
Shri Ravindra Kumar Toshniwal		124.96	115.12
Shri Rakesh Mehra		125.23	113.90
Shri Shaleen Toshniwal		112.10	101.61
Shri J.K. Jain		72.29	57.83
Shri H P Kharwal		10.81	9.50

Nature of transaction	Influence	2019-20	2018-19
Shri Dhruv Toshniwal	Relative of Key Management Personnel	30.83	22.43
Shri Udit Toshniwal		24.40	11.45
Smt Kavita Soni		53.30	41.95
Smt Anita Jain		9.35	6.94
Interest Expenses			
Shri Ravi Toshniwal	Key Management Personnel	9.50	9.50
Shri Shaleen Toshniwal		9.03	8.79
Smt Prem Toshniwal	Relative of Key Management Personnel	24.45	13.79
Smt Radhika Toshniwal		2.85	2.85
Smt Sonal Toshniwal		0.19	0.19
Shri Dhruv Toshniwal		0.38	0.67
Shri Udit Toshniwal		0.19	0.48
Smt Kavita Soni		27.00	17.98
Shri J.K. Jain HUF		0.60	1.26
Smt Anita Jain		0.57	0.57
Smt Sushila Devi Jain		2.05	2.14
Shri Garvit Jain		1.09	1.16
Shri S.B. Agarwal & Sons HUF		0.30	0.43
Shri Saurabh Agarwal & Sons HUF		0.30	0.55
Shri S.S. Agarwal HUF		0.60	0.86
Smt Suman Jain		0.30	0.32
Sitting Fees - Non Executive Directors			
Shri S.B. Agarwal	Non Executive Director	3.60	3.00
Shri K.K. Kacholia		1.60	2.40
Shri P. Kumar		4.20	3.30
Shri D.P. Garg		2.70	1.80
Shri Vijay Mehta		2.70	1.80
Shri J.M. Mehta		2.10	1.50
Shri V.K. Agarwal		1.10	0.90
Dr. Vaijayanti Pandit		3.00	2.10
Fixed Deposit Accepted			
Shri Ravi Toshniwal	Key Management	-	-
Shri Shaleen Toshniwal	Personnel	-	25.00
Smt Prem Toshniwal	Relative of Key Management Personnel	157.00	39.00
Smt Radhika Toshniwal		-	3.00
Shri Dhruv Toshniwal		-	4.00
Smt Sonal Toshniwal		-	2.00
Smt Kavita Soni		-	300.00
Shri Udit Toshniwal		-	2.00

Nature of transaction	Influence	2019-20	2018-19
Fixed Deposit Repayment			
Shri Ravi Toshniwal	Key Management	-	-
Shri Shaleen Toshniwal	Personnel	-	-

Nature of transaction	Influence	2019-20	2018-19	
Smt Prem Toshniwal	Relative of Key Management Personnel	17.00	64.00	
Smt Radhika Toshniwal		-	3.00	
Smt Sonal Toshniwal		-	2.00	
Shri Dhruv Toshniwal		-	9.00	
Shri Udit Toshniwal		-	7.00	
Smt Kavita Soni		-	10.00	
Shri J.K. Jain HUF		-	-	
Shri S.B. Agarwal & Sons HUF	Relative of Non Executive Director	-	7.00	
Shri Saurabh Agarwal & Sons HUF		-	9.00	
Shri S.S. Agarwal HUF		-	4.00	
Fixed Deposits Payable				
Shri Ravi Toshniwal	Key Management Personnel	104.28	104.26	
Shri Shaleen Toshniwal		99.06	99.05	
Smt Prem Toshniwal	Relative of Key Management Personnel	314.05	168.46	
Smt Radhika Toshniwal		31.28	31.28	
Smt Sonal Toshniwal		2.09	2.09	
Shri Dhruv Toshniwal		4.17	4.17	
Shri Udit Toshniwal		2.09	2.09	
Smt Kavita Soni		312.15	312.12	
Shri J.K. Jain HUF		6.26	12.57	
Smt Anita Jain		6.26	6.26	
Smt Sushila Devi Jain		21.90	21.94	
Shri Garvit Jain		11.47	11.50	
Shri S.B. Agarwal & Sons HUF		Relative of Non Executive Director	3.13	3.14
Shri Saurabh Agarwal & Sons HUF			3.13	3.14
Shri S.S. Agarwal HUF	6.26		6.28	
Smt Suman Jain	3.13		3.14	
Investment				
Tesca Textiles & Seat Components (India) Private Limited	Joint Venture	360.00	360.00	

Nature of transaction	Influence	2019-20	2018-19
Amount Payable			
Shri R.L. Toshniwal	Key Management Personnel	-	145.60
Shri Ravi Toshniwal		4.85	-
Shri Rakesh Mehra		4.01	-
Shri Shaleen Toshniwal		4.01	-
Shri J.K. Jain		2.94	2.29
Shri H P Kharwal		0.63	0.57
Shri J.K. Jain (Received against Vehicle Scheme)		9.42	9.42
Shri H P Kharwal (Received against Vehicle Scheme)		0.47	0.47
Shri Dhruv Toshniwal	Relative of Key Management Personnel	3.19	-
Shri Udit Toshniwal		2.00	-
Smt Kavita Soni		2.10	-
Smt Anita Jain		0.57	0.40
Amount Receivable (net)			
Tesca Textiles & Seat Components (India) Private Limited	Joint Venture	320.12	87.82
Shri Rakesh Mehra	Key Management Personnel	-	-
Shri Ravi Toshniwal		-	-
Shri Shaleen Toshniwal		-	3.59
Shri H P Kharwal		-	

Nature of transaction	Influence	2019-20	2018-19
Shri Dhruv Toshniwal	Relative of Key Management Personnel	-	1.43
Shri Udit Toshniwal		-	2.20
Smt Kavita Soni		-	0.07
Banrio Private Limited	Key Managerial Personnel has Control/Interest	0.30	0.30
Security Deposit Payable			
Tesca Textiles & Seat Components (India) Private Limited	Joint Venture	0.88	0.88

*Above mentioned amount includes Goods and Services Tax (GST)

In respect of the outstanding balance recoverable from related parties as at 31st March, 2020, 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

Nature of benefits#	For the Year ended 31 st March, 2020	For the Year ended 31 st March, 2019
Short term employee benefits	424.13	592.39
Post-employment benefits	21.26	62.18
Total	445.39	654.57

This aforesaid amount does not includes amount in respect of gratuity and leave as the same is not determinable.

Note no. 45. Disclosure as per Ind AS 37 'Provisions, contingent liabilities and contingent assets'

1. Contingent liabilities :-

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Bills discounted/Purchased with banks remaining outstanding		
a) With Banks		
(i) Against foreign Letter of Credit (LC)	1,285.02	2,743.48
(ii) Others	47.51	60.35
b) With Others	1,347.83	1,704.78
Claims against the company not acknowledged as debt: -		
(a) Under Tax Laws [payment made under protest ₹ 516.86 Lakhs (31 March 2019 ₹ 350.00 Lakhs) Shown under Non- Current Assets	2,253.14	1,320.67
(b) On Revenue account (paid under protest ₹ 11 Lakhs (31 March 2019 ₹ 11 Lakhs)	23.78	23.78

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, 2020	As at 31 st March, 2019
Estimated amount of contracts remaining to be executed on Capital account	460.43	57.67
Future export oblgaiion against EPCG Licenses	604.00	626.00

Note No. 46. Disclosure as per Ind AS 16 'Property, Plant and Equipment'

The carrying amounts of assets Hypothecated as security for current and non-current borrowings are:-

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Current Assets		
Financial Assets		
Trade Receivables	14,015.40	16,341.56
Term Deposits held as margin money	442.98	477.70
Non-Financial Assets		
Inventories	23,747.53	28,790.59
Total Current assets Hypothecated as security	38,205.92	45,609.85
Non-Current Assets		
Land	934.11	934.11
Building	12,340.33	12,824.97
Plant & Equipment	21,834.08	25,448.22
Furnitures	216.84	270.97
Others	1,310.39	1,549.72
Total Non-Current assets Hypothecated as security	36,635.75	41,027.99
Total Assets Hypothecated as security	74,841.67	86,637.83

Note No. 47. Disclosure as Per Ind AS 115 Revenue from Contracts with Customers
A. Applicability of Ind AS 115

The Ministry of Corporate Affairs(MCA), on March 28, 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 April 1, 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 March 31, 2018. This change in accounting resulted in a decrease in opening retained earnings of ₹ 89.70 Lakhs, which was accounted for on April 1, 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, 2020	For the year ended 31 st March, 2019
Type of goods or service		
Sale of goods	127,069.64	132,577.43
Job Work Income	1,880.19	2,516.04
Total Revenue from contracts with customers	128,949.83	135,093.47
Geographical markets		
India	73,805.68	76,982.42
Outside India	55,144.15	58,111.05
Total Revenue from contracts with customers	128,949.83	135,093.47
Timing of revenue recognition		
Goods transferred at a point in time	127,069.64	132,577.43
Services transferred over time	1,880.19	2,516.04
Total Revenue from contracts with customers	128,949.83	135,093.47

Contract Balances

(₹. in Lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Trade receivables	14,015.40	16,341.56
Contract Liabilities	1,030.33	349.71

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, 2020	As at 31 st March, 2019
Revenue as per contracted price	129,004.61	135,251.91
Adjustments	-	-
Rebate/Cash Discount	54.79	158.44
Revenue from contracts with customers	128,949.83	135,093.47

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. 48. 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, 2020	For the year ended 31 st March, 2019
Revenue from external customers	55,144.15	58,111.05
India	73,805.68	76,982.42
Total	128,949.83	135,093.47

Detail of Country wise Revenue from Major Countries

(₹. in Lakhs)

Particulars	For the year ended 31 st March, 2020	For the year ended 31 st March, 2019
Vietnam	3,303.27	4,098.23
South Korea	4,176.07	3,811.17
Turkey	6,229.39	7,336.43
United State of America	6,703.10	6,601.62
United Kingdom	3,838.22	3,617.88
Bangladesh	2,271.21	1,963.34
South Africa	2,033.04	2,633.26
Maxico	2,709.86	2,957.53
Others	23,879.99	25,091.59
Total	55,144.15	58,111.05

Note No. 49. 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, 2020	As at 31 st March, 2019
Gross Debt	32,078.86	47,190.87
Less : Cash and cash equivalents	354.92	806.19
Net Debt (A)	31,723.93	46,384.69
Total Equity (B)	34106.27	29374.39
Gearing Ratio (A/B)	0.93	1.58

B) Financial risk management

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.

In addition to the historical pattern of credit loss, we have considered the likelihood of increased credit risk and consequential default considering emerging situation due to COVID-19. the Company closely monitors its customers who are going through financial stress and assesses actions such as change in payment terms, discounting of receivables etc.

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 31 March 2020 & 31 March 2019 is the carrying amount as disclosed in Note 9, 11, 12, 13, & 14.

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)

Ageing	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 31.03.2020	14,015.42	507.43	304.03	377.96	-	15,204.83
Impairment loss recognised on above	-	507.43	304.03	377.96	-	1,189.43
Gross Carrying amount as on 31.03.2019	16,341.55	806.62	214.81	375.30	-	17,738.27
Impairment loss recognised on above	-	806.62	214.81	375.30	-	1,396.72

(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, 2020					
Term Loans*	-	6,060.53	10,990.68	804.26	15,763.73
Trade Payables	-	10,435.41	-	-	10,435.41
Other Financial Liabilities#	16,223.90	956.56	-	-	17,180.46
Total	16,223.90	17,452.50	10,990.68	804.26	43,379.60
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

*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, 2020	As at 31 st March, 2019
Floating rate borrowings		
Term Loan	2,467.59	1,100.21
Cash Credit and Export Credit Packing Facility	10,499.94	13,612.82
Total	12,967.53	14,713.03

(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	"As at 31 st March, 2020"	"As at 31 st March, 2019"
Forward Contract to sell {Number of Contracts (Current Year 20 ; Previous Year 12)}	USD	135.51	61.16
Forward Contract to sell {Number of Contracts (Current Year 1 ; Previous Year Nil)}	EURO	1.88	-
Forward Contract to sell {Number of Contracts (Current Year 1 ; Previous Year Nil)}	GBP	1.00	-

(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, 2020 and 31st March, 2019 are as below:

31st March, 2020

(Foreign Currency in Lakhs)

Particulars	USD	EURO	GBP	Others	Total
Financial Assets					
Trade & other receivables	60.32	7.04	0.90	-	68.25
Cash & cash equivalents	0.19	-			0.19
Financial Liabilities					
Trade payable & other financial liabilities	8.21	0.87	0.39	-	9.47

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	-	-	-	0.75
Financial Liabilities					
Trade payable & other financial liabilities	15.19	0.69	0.67	-	16.55

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, 2020			
	USD	EURO	GBP	Others
1% Appreciation in INR				
Impact on Equity	-	-	-	-
Impact on Statement of Profit and Loss	39.22	5.07	0.46	-
1% Depreciation in INR				
Impact on Equity	-	-	-	-
Impact on Statement of Profit and Loss	(39.22)	(5.07)	(0.46)	-

(₹. in Lakhs)

Particulars	31 st March, 2019			
	USD	EURO	GBP	Others
1% Appreciation in INR				
Impact on Equity	-	-	-	-
Impact on Statement of Profit and Loss	59.04	1.07	5.57	-
1% Depreciation in INR				
Impact on Equity	-	-	-	-
Impact on Statement of Profit and Loss	(59.04)	(1.07)	(5.57)	-

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 31 March 2020 the Company does not have material exposure to listed or unlisted equity price risk.

(iv) 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 2020	As at 31 st March 2019
Fixed Rate Instruments		
Loans	130.83	150.01
Bank Deposit	699.75	482.85
	830.58	632.86
Variable Rate Instruments		
Security Deposit	209.53	222.79
Total	1,040.11	855.65
Financial Liabilities		
Fixed Rate Instruments		
Security Deposit from Vendor	127.50	206.64
Deposits from Shareholders	2,812.92	3,276.92
	2,940.42	3,483.56
Variable Rate Instruments		
Term Loans	12,826.15	15,941.70
Loan repayable on demand	16,315.13	27,951.08
	29,141.28	43,892.78
Total	32,081.70	47,376.34

As at 31 March 2020, approximately 9.17% of the Company's Borrowings are at fixed rate of interest (31 March 2019: 7.35%)

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 increase
31st March, 2020		
Term Loans	64.13	(64.13)
Loan repayable on demand	80.96	(80.96)
	145.09	(145.09)
31st March, 2019		
Term Loans	79.71	(79.71)
Loan repayable on demand	133.25	(133.25)
	212.96	(212.96)

Note No. 50. 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, 2020		31 st March, 2019	
	FVTPL	Amortized cost	FVTPL	Amortized cost
Financial Assets:				
Investments in				
Equity instrument	2.98	-	9.74	-
Others	6.97	-	8.07	-
Trade Receivables	-	14,015.40	-	16,341.56
Cash and Cash Equivalents	-	354.92	-	806.19
Bank balances other than cash and cash equivalent	-	1,318.64	-	1,240.88
Security deposit	-	220.53	-	240.95
Forward Contract Assets	-	-	82.83	-
Other Financial Assets	-	1,977.94	-	2,126.62
Total Financial Assets	9.95	17,887.43	100.64	20,756.20
Financial Liability:				
Borrowings	-	26,018.33	-	41,990.22
Trade Payables	-	10,435.41	-	13,260.54
Other Financial Liabilities	-	6,509.83	-	5,702.33
Forward Contract Liability	416.03	-	-	-
Total Financial Liability	416.03	42,963.57	-	60,953.09

C) Fair Value Hierarchy

(₹. in Lakhs)

Financial Instrument measured at Fair Value - recurring fair value measurement	Level	"As at 31 st March, 2020"	"As at 31 st March, 2019"
Investments in Equity Instruments	Level 1	2.98	9.74
Others	Level 1	6.97	8.07
Total		9.95	17.81
Forward Contract (Payables)/Receivables	Level 3	(416.03)	82.83
Total		(416.03)	82.83

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, 2020		31 st March, 2019	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets				
Measured at Fair value through Statement of Profit and Loss				
Investments in Equity Instruments	2.98	2.98	9.74	9.74
Investment Others	6.97	6.97	8.07	8.07
Forward Contract Receivables	-	-	82.83	82.83
Measured through amortized cost				
Trade Receivables	14,015.40	14,015.40	16,341.56	16,341.56
Cash and Cash Equivalents	354.92	354.92	806.19	806.19
Bank balances other than cash and cash equivalent	1,318.64	1,318.64	1,240.88	1,240.88
Loan to Employees	489.97	489.97	150.01	150.01
Security deposit	220.53	220.53	240.95	240.95
Other Financial Assets	1,487.97	1,487.97	1,976.61	1,976.61
Financial Liabilities				
Measured at Fair value through Statement of Profit and Loss				
Forward Contract Payables	416.03	416.03	-	-
Measured through amortized cost				
Borrowings	26,018.33	26,018.33	41,990.22	41,990.22
Trade Payables	10,435.41	10,435.41	13,260.54	13,260.54
Other Financial Liabilities	6,509.83	6,509.83	5,702.33	5,702.33

Note No. 51.

- 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. 52. Covid-19 Management Note

The Group is engaged in manufacturing and sale of textile products. The COVID-19 Pandemic caused disruption in the production, supply and marketing activities. Due to the Lock down announced by the Government of Rajasthan / Government of India, entire operations of the Group came to a halt with effect from 22nd March, 2020. The Group resumed its manufacturing activities, in a phased manner, as per Government directives w.e.f. 20th April, 2020. The plant utilization is impacted by the paucity of orders and availability of required labour for production.

The Group has evaluated the impact of COVID-19 on its business operations and financial position; considering these, required care has been taken while preparing these financial statements.

The Group is closely monitoring the situation of COVID-19 and relevant restrictions imposed by the regulatory authorities. There is no significant impact on the financial results for the year ended 31st March, 2020. The Group has taken steps to ensure adequate safety and liquidity to meet its financial and other commitments. However, the impact assessment of COVID-19 is a continuous process given the uncertainties associated with its nature and duration and, accordingly, the impact may be different from that estimated until now.

Note No. 53. Interim Equity Dividend

The Board of Directors has approved interim equity dividend of ₹ 1.50 per share for the Financial Year 2019-20.

Note No. 54. Reduction in Inventory Valuation

Due to COVID-19 Pandemic, the supply and delivery of the inventories have been impacted adversely, based on the internal and external information the management has marked down the valuation by ₹ 989.48 Lakhs.

Note No. 55. Waiver of Profit based Commission by Directors

In view of the adverse impact caused due to COVID-19 pandemic, Company's Chairman, Managing Directors and Jt Managing Directors have waived their profit based commission for the Financial Year 2019-20. The waiver letters were received on 18 April 2020 and placed to the Board at its meeting on 27th June, 2020.

Note No. 56. 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. 57. Disclosure as mandate by schedule III of the Companies Act, 2013

Particulars	Amount ₹ In Lakhs	%
Net Assets i.e. total assets minus total liabilities	596.32	50%
Share of Profit or Loss	(6.31)	50%
Share of Other Comprehensive Income	(0.92)	50%
Share of Total Comprehensive Income	(7.23)	50%

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.

Significant Accounting Policies, Notes on Accounts and other disclosures from Note no. 1 to 58 forming part of these financial statements.

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

Rakesh Mehra
DIN : 00467321
Chairman

J.K. Rathi
President
Jt. Managing Director

Shaleen Toshniwal
DIN : 00246432

Kavita Goyal
Partner
M.No. 063419

Ravindra Kumar Toshniwal
DIN : 00106789
Managing Director

J. K. Jain
Jt. President & CFO

P. Kumar
DIN : 00179074
Chairman (Audit Committee)

Place : New Delhi
Dated : 27th June, 2020

H. P. Kharwal
Company Secretary

Place : Banswara
Dated : 27th June, 2020

Place : Mumbai
Dated : 27th June, 2020

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 Limited 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 attach a photo copy of a Cheque or Blank Cancelled cheque issued by your bank for verifying the accuracy of the Code number.



Banswara Syntex Limited

REGISTERED OFFICE: Industrial Area, Dahod Road,
Post Box No. 21, BANSWARA-327 001 (Rajasthan)
CIN:L24302RJ1976PLC001684

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