

Date: 30th August 2019

BHARTIYA
FASHION

The Vice-President, Listing Department, National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No. - C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai - 400051 Fax - 022-26598237/38 NSE Symbol: BIL/EQ	The General Manager, Listing Department, BSE Limited, Floor -25, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai- 400001 Fax - 022-22722037/39/41/61 Scrip Code: 526666
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E bhartiya@bhartiya.com

CIN L74899TN1987PLC111744

www.bhartiya.com

REF: ANNUAL REPORT UNDER REGULATION 34 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

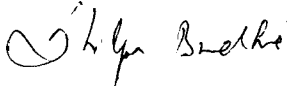
Dear Sir/Madam,

Pursuant to the requirement under the Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, please find attached Annual Report in soft copy of the Company for the Financial Year 2018-19.

Kindly take the same on your record.

Thanking you,

**Yours sincerely,
For Bhartiya International Ltd.**


**Shilpa Budhia
(Company Secretary)**



Encl.: a/a

BHARTIYA FASHION

BHARTIYA INTERNATIONAL LIMITED

Registered Office : 56/7, Nallambakkam Village, (Via Vandalur) Chennai - 600048, Tamil Nadu

CIN : L74899TN1987PLC111744, Tel. : +91 9551050418-21

E-mail : shares@bhartiya.com Website : www.bhartiyafashion.com

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the Members of Bhartiya International Limited will be held on Thursday, 26th September 2019 at 2.00 P.M. at Auditorium, National Institute of Siddha, Trichy-Chennai Highway, Tambaram Sanatorium, Chennai-600 047, Tamil Nadu, to transact the following business:

ORDINARY BUSINESS

Item No 1 - Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements (Consolidated and Standalone) of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon.

Item No 2 - Declaration of Dividend

To declare Final dividend on Equity Shares for the Financial Year 2018-19.

Item No 3 - Appointment of Director

To appoint a Director in the place of Mr. Nikhil Aggarwal (DIN: 01891082), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item no. 4 - Approval for continuation of Mr. Ramesh Bhatia (DIN: 00052320) as Non- Executive Director, who will attain the age of Seventy-Five (75) years

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective from April 1, 2019) including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of Members of the Company be and is hereby accorded to Mr. Ramesh Bhatia (DIN: 00052320), Non-Executive Director of the Company, on attainment of the age of seventy five (75) years, to continue as a Non-Executive Director of the Company.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

Item No 5 - To ratify and approve the limit of remuneration payable to related party's appointment to any office or place of profit

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force) ratification and approval of the member be and is hereby accorded for payment of consultancy fees exceeding Rs. 2,50,000/- per month with effect from 1st July, 2019, to Mr. Robert Burton Moore Jr., (DIN 08108097), Director of the Company, who has been appointed as Consultant for Marketing of the Company's business so however that the aggregate remuneration shall not exceed Rs. 10,00,000/- per month.



RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to the Nomination and Remuneration Committee/Board of Directors of the Company, to finalise and decide the change in designation/ revisions in the remuneration payable to Mr. Robert Burton Moore Jr. from time to time in accordance with the Company's policy on performance measurement and such other applicable/relevant policies and to perform and execute all such acts, deeds, matters and things (including delegating such authority), as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

Item No 6 – To approve the limit of remuneration payable to Mr. Robert Burton Moore Jr. (DIN 08108097) over and above other Non-Executive Directors

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as a **Special Resolution:**

"RESOLVED THAT pursuant to the provision of Regulation 17(6)(ca) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval be and is hereby accorded for payment of remuneration to Mr. Robert Burton Moore Jr. (DIN 08108097) Non-Executive Director of the Company, details whereof are set out in the Explanatory Statement, being in excess of fifty percent of the total annual remuneration payable to all Non-Executive Directors."

"RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) and the Company Secretary, be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

Item No 7 - Approval for appointment of Mr. Snehdeep Aggarwal as Chairman and payment of Remuneration

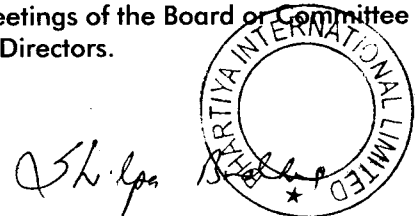
To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and other applicable provisions of the Companies Act, 2013("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Articles of Association of the Company and subject to such sanctions and approvals as may be necessary, approval and ratification of the Company be and is hereby accorded to the appointment of Mr. Snehdeep Aggarwal (DIN: 00928080) as the Executive Chairman of the Company for a period from 1st April, 2019 till 31st May, 2019, with nil remuneration, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Snehdeep Aggarwal, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof.

RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules made thereunder and Articles of Association of the Company , approval of the members be and is hereby accorded to appoint Mr. Snehdeep Aggarwal (DIN: 00928080) as Non-Executive Chairman of the Company, liable to retire by rotation with effect from 1st June 2019 till 31st March 2024.

RESOLVED FURTHER THAT approval of the members be and is hereby accorded for payment of remuneration to Mr. Snehdeep Aggarwal in the capacity of Non-Executive Directors of the Company, and as Chairman, Mr. Snehdeep Aggarwal would be entitled to additional remuneration and benefits as may be determined by the Board of Directors of the Company, provided however that the aggregate remuneration, including commission, paid to the Directors other than the Whole-time Director in a financial year shall not exceed one percent of the net profits of the Company, in terms of Section 197 of the Act and computed in the manner referred to in Section 198 of the Act.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197(2), the above remuneration shall be exclusive of any fees payable to Mr. Snehdeep Aggarwal for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors.



RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Mr. Snehdeep Aggarwal (DIN: 00928080) as Non-Executive Chairman and Director within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution.

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

By Order of the Board
For Bhartiya International Limited

Sd/-

Shilpa Budhia

Company Secretary

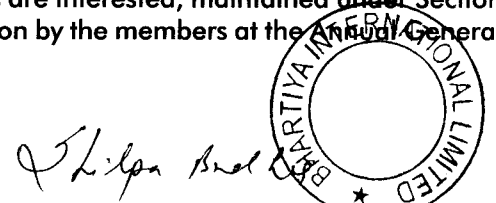
(M. No. : A23564)

Place : Gurugram

Date : 6th August, 2019

Notes:

1. The Explanatory Statement setting out the material facts pursuant to section 102 of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "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. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. MEMBERS/PROXIES ARE REQUESTED TO BRING THEIR ATTENDANCE SLIP ALONG WITH THEIR COPY OF ANNUAL REPORT TO THE MEETING.
3. At the 30th Annual General Meeting of the Company held on 27th September, 2017, the members approved appointment of M/s. K A S G & Co., Chartered Accountants, Gurugram (Firm Registration No 002228C), as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that Annual General Meeting till the conclusion of the 35th Annual General Meeting, subject to ratification of their appointment by members at every Annual General Meeting. The Ministry of Corporate Affairs vide notification No. S.O. 1833(E) dated 7th May, 2018, has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the 32nd Annual General Meeting.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. The Notice and the Annual Report will also be available under the Investor Relations section on the website of the Company www.bhartiyafashion.com.
6. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Rules, 2015 with the Stock Exchanges, is provided in the end of the Notice.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
8. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.



9. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 20th September 2019 to Thursday 26th September 2019 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares for the financial year ended 31st March 2019, if declared at the Meeting.
10. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the Meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on 19th September, 2019.
11. In respect of shares held in the demat form, the dividend will be payable on the basis of beneficial ownership as per details furnished by the National Securities Depository Ltd. and Central Depository Services (I) Ltd. for this purpose.
12. Members holding shares in demat form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable regulations of the Depositories. The Company will not entertain any direct request from such members for change/ deletion in such bank details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in demat form. Members may therefore give instructions regarding bank accounts, in which they wish to receive dividend, to their Depository Participants.
13. Under Section 124 of the Companies Act, 2013 (the "Act") and the applicable rules, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company has transferred unpaid/unclaimed dividend upto the financial years 2010-11 to IEPF.

The Company has been sending reminders to those members having unpaid/unclaimed dividend before transfer of such dividend to IEPF. Details of the unpaid/unclaimed dividend are also uploaded as per the requirements, on the Company's website www.bhartiyafashion.com. Members who have not encashed their dividend pertaining to the financial years beginning from 2011-12 till 2017-18 are advised to write to the Company or MAS Services Limited, the Registrar and Share Transfer Agent of the Company, at their address, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi - 110 020, E-mail: info@masserv.com immediately, claiming dividends declared by the Company.

14. Pursuant to Section 124(6) of the Companies Act, 2013, read with IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and amendments thereon (IEPF Rules), all shares in respect of which dividend has not been paid/claimed for seven consecutive years or more shall be transferred in the name of Investor Education and Protection Fund (IEPF) Authority. The details of such shares transferred to IEPF has been uploaded on the website of the Company www.bhartiyafashion.com. The Members whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by applying to the IEPF Authority through Form IEPF 5 available on the website of IEPF Authority www.iepf.gov.in.
15. The annual report for 2018-19 along with the notice of Annual General Meeting, attendance slip and proxy form is being sent by electronic mode to all the shareholders who have registered their email ids with the Depository Participants/ Registrar and Share Transfer Agent unless where any member has requested for the physical copy. Members who have not registered their email ids, physical copies of the annual report 2018- 19 along with the notice of annual general meeting, attendance slip and proxy form are being sent by the permitted mode. Members may further note that the said documents will also be available on the Company's website www.bhartiyafashion.com for download. Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. For any communication the shareholders may also send requests to shares@bhartiya.com.
16. The members who are holding shares in demat mode are requested to support Green initiative by registering/updating their email addresses with their Depository Participants respectively to enable us to send the documents/reports and other communications via e-mail. Members holding shares in physical mode may please write to the Company or MAS Services Ltd., our Share Transfer Agent for updation of their e-mail address at the earliest. The shareholders holding shares in physical form may use the format annexed to the Notice for registering e-mail address.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are

therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts.

18. Pursuant to SEBI notification dated June 8, 2018, transfer of shares in physical mode is prohibited and mandates holding in demat except in case of transmission or transposition. Accordingly, Members are requested to convert the physical holding to demat through depository participant. Members may contact the Company for any assistance in the said process of physical to demat of shares.

19. **Voting through Electronic Means**

- (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended; Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Rules, 2015 and SS-2 issued by ICSI, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- (ii) The Company will also make facility for voting at the meeting i.e. Insta Poll and Members attending the meeting who have not cast their vote(s) by remote e-voting will be able to vote at the meeting through Insta Poll;
- (iii) The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (iv) In case of Joint holders attending AGM, the Member whose name appears as the first holder in order of names as per the Registered of Members of the Company will be entitled to vote.
- (v) The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner.
- (vi) The Board of Directors of the Company has appointed Mr. Ravi Sharma (CP No. 3666)/Ms. Suman Pandey (CP No. 8404), Partners of RSM & Co, Practicing Company Secretaries, as Scrutinizer to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
- (vii) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 19th September 2019.
- (viii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 19th September 2019 only shall be entitled to avail the facility of remote e-voting / Insta Poll.
- (ix) Any person who acquires shares of the Company and become a member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 19th September, 2019, may obtain login ID and password by sending a request at evoting@nsdl.co.in or to the Registrar & Share Transfer Agents, M/s. MAS Services Limited at info@masserv.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset the password using "Forgot User Details/Password" option available on www.evoting.nsdl.com
- (x) The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.30 a.m. (IST) on 23rd September 2019

End of remote e-voting: Up to 5.00 p.m. (IST) on 25th September 2019

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of aforesaid period.

The Scrutinizer, after scrutinising the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.bhartiyafashion.com and on the website of NSDL <https://evoting.nsdl.com>. The results shall simultaneously be communicated to the Stock Exchanges.



- (xi) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 26th September 2019.

Voting electronically using NSDL e-Voting system.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

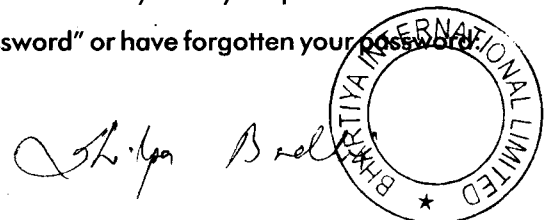
Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

1. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
2. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
3. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 01456 then user ID is 101456001***

4. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox.

Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
5. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password



- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 7. Now, you will have to click on "Login" button.
 8. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Bhartiya International Limited.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rsmco121@gmail.com/ contact@csrsm.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in



**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF
THE COMPANIES ACT, 2013**

ITEM NO.4

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, no listed company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. Ramesh Bhatia is one of the Promoter of the Company. The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee and taking into account the need for providing advice, guidance and mentorship to the Company's management, approved the continuation of Mr. Ramesh Bhatia as Non- Executive Director of the Company, liable to retire by rotation.

The brief resume of said Director, nature of their expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this Notice.

Mr. Ramesh Bhatia and his relatives are concerned or interested in the Special Resolutions as set out at item no. 4 of the Notice with regard to continuance of his Directorship.

None of the other Directors and Key Managerial Personnel are deemed to be concerned or interested, financially or otherwise in the proposed Special Resolution, except to the extent of their shareholding in the Company.

The Board of Directors accordingly recommends the Special Resolution as mentioned at item no. 4 of this Notice for approval by Members of the Company.

ITEM NOS. 5 & 6

The Company is desirous of utilizing the expertise of Mr. Robert Burton Moore Jr., Director for business requirements and hence wants to pay consultancy fees to him towards his appointment as Consultant for Marketing of our business.

As such, Mr. Robert Burton Moore Jr. will hold office or place of profit in the Company within the meaning of Section 188 of the Companies Act, 2013.

As per provisions of section 188 (1)(f) read with rule 3(b) of Companies (Meetings of Board and its Powers) Rules, 2014 approval of shareholders is required if the monthly remuneration of such person exceeds Rs. 2,50,000/-per month. Since the company is benefitted from the services of the above-mentioned Director holding office or place of profit in the Company, the Board has sanctioned his consultancy fees exceeding Rs. 2,50,000/- per month which is justified.

Copy of Appointment Letter setting out terms and conditions of his appointment is available for inspection by Members till the Annual General Meeting as per details mentioned in the Notes.

Further, in terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required every year, if the remuneration payable to a single Non-Executive Director in that year exceeds 50% of the aggregate remuneration payable to all the Non-Executive Directors taken together. Your approval is therefore sought for the payment of upto Rs. 95 lakhs towards Consultancy Fees for Marketing of the Company's business, to be paid to Mr. Robert Burton Moore Jr. for the financial year 2019-20.

Mr. Robert Burton Moore Jr is interested in the resolution set out at Item No. 5& 6 of the Notice, which pertains to his appointment and his holding position of office or place of profit.

The relatives of Mr. Robert Burton Moore Jr may be deemed to be interested in the resolutions set out at Item No. 5 & 6 of the Notice, to the extent of their shareholding interest, if any, in the Company. None of the other Directors/KMP are interested in the aforesaid resolution.

The Board accordingly recommends the special resolutions as set forth in Item Nos. 5&6 for the approval of the members.

S. L. Bhatia



Brief resume of Mr. Robert Burton Moore Jr, nature of his expertise in specific functional areas, name of companies in which he holds directorship and memberships/chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Secretarial Standards and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the end of the Notice.

ITEM NO. 7

Mr. Snehdeep Aggarwal is the promoter of the Company who has set up the business himself being the first-generation entrepreneur with huge experience in product development, marketing, export and manufacturing. With global design, manufacturing and marketing facilities making it India's largest leather goods exporter, the Company has achieved substantial growth under Mr. Aggarwal's leadership and the Company is internationally respected as an industry leader with a vertically integrated supply chain complete with its own tannery, manufacturing and sewing factories. He is involved in all major business policies and strategic decision making of the Company. His continued association and supervision with the Company will help the Company to further strengthen its position in manufacturing, international marketing and distribution in the years to come.

The tenure of Mr. Snehdeep Aggarwal as Managing Director of Bhartiya International Limited had concluded on 31st March 2019. Mr. Snehdeep Aggarwal was appointed as Executive Chairman with effect from 1st April 2019 for a period of 5 years, subject to approval of shareholders in the ensuing Annual General Meeting.

However, Mr. Snehdeep Aggarwal had expressed his desire to continue as Non-Executive Director and Chairman to provide guidance and mentorship to the executive management with effect from 1st June 2019 till 31st March 2024 on such remuneration as set out in the Resolution no. 7 which would include;

- a) Monthly remuneration
- b) Rent free furnished accommodation owned / leased / rented by the Company.
- c) Medical expenses for self and spouse.
- d) Use of chauffeur driven Company car for personal use.

Requisite Notice under Section 160 of the Companies Act, 2013 ('the Act') proposing the appointment of Mr. Snehdeep Aggarwal has been received by the Company, and consent has been filed by Mr. Snehdeep Aggarwal pursuant to Section 152 of the Act.

Mr. Snehdeep Aggarwal is interested in the resolution set out at Item No. 7 of the Notice, which pertains to his appointment. The relatives of Mr. Snehdeep Aggarwal may be deemed to be interested in the resolutions set out at Item No. 7 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions.

The Board accordingly recommends the resolution towards appointment and ratification of Mr. Snehdeep Aggarwal as Executive Chairman for the period 1st April, 2019 till 31st May, 2019 and Non-Executive Chairman for the period 1st June 2019 till 31st March 2024 as set forth in Item No. 7 for the approval of the members.

Brief resume of Mr. Snehdeep Aggarwal, nature of his expertise in specific functional areas, name of companies in which he holds directorship and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Secretarial Standards and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided at the end of the Notice.

By Order of the Board
For Bhartiya International Limited

Sd/-

Shilpa Budhia

Company Secretary

(M. No. : A23564)

Place : Gurugram

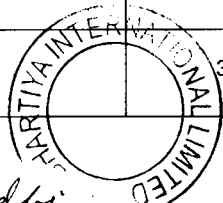
Date : 6th August, 2019



ANNEXURE – The brief resume and other information as per Secretarial Standards and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Director seeking re-appointment is provided below:

Details of the Directors seeking appointment/ re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are as under:

Name of Director	Mr. Nikhil Aggarwal	Mr. Ramesh Bhatia	Mr. Robert Burton Moore Jr	Mr. Snehdeep Aggarwal				
Date of Birth	23.10.1975	09.12.1946	18.09.1950	10.11.1956				
DIN	01891082	00052320	08108097	00928080				
Nationality	Indian	Indian	United State of America	Indian				
Qualifications	BE- Mech. Engg., MBA	Science Graduate	BBA degree (Marketing and Accounts) from The University of Mississippi, Oxford, Mississippi, USA	M.A. Economics				
Date of first appointment on the Board	04.10.2007	06.09.1987	16.04.2018	07.01.1987				
Expertise/Experience in specific functional areas	Experience in International Marketing and Management	Business Management. He is also the promoter of Bhartiya International Ltd.	Marketing expert, studied at University of Mississippi; received Taylor Medal in 1988. Was named among the 20 Most Powerful Tanners in World in Leather International Magazine, 2012.	Entrepreneur with huge experience in manufacturing, marketing & export of leather garments. He is the main promoter of Bhartiya International Ltd.				
Directorships held in other companies	Ultima Italia S.R.L. (Overseas Company)	R.L. Bhatia Associates Pvt. Ltd. Indian Exchange Ltd. Bhartiya Global Marketing Ltd. Bhartiya Infrastructure Pvt. Ltd.	Rocky Brands Inc. (Overseas Company)	Bhartiya City Developers Pvt. Ltd. Bhartiya Advisory Services Pvt. Ltd. Bhartiya Global Ventures Pvt. Ltd. Bhartiya Infotech Pvt. Ltd. Utopia Management Services (India) Pvt. Ltd. Itopia Management Services (India) Pvt. Ltd. Springdale Trading Pvt. Ltd. Crystal Merchant Trading Pvt. Ltd. Bhartiya Infrastructure Pvt. Ltd.				
Relationship with other Directors, Manager and other KMP of the Company	Mr. Nikhil Aggarwal is the nephew of Mr. Snehdeep Aggarwal	NIL	NIL	Brother's son - Mr. Nikhil Aggarwal				
Terms and conditions of appointment/ continuation of Directorship	He is proposed to be re-appointed as Non Executive Director liable to retire by rotation.	He is proposed to be re-appointed as Non-Executive Director liable to retire by rotation on attaining the age of 75 years.	The terms and conditions and details of remuneration sought to be paid is given in the resolutions/explanatory in this Notice.	The terms and conditions and details of remuneration sought to be paid is given in the resolutions/explanatory in this Notice.				
Details of last Remuneration drawn (FY. 2018-19)	NIL	Rs. 2778/- (Sitting Fees)	Rs. 89,95,000/-	Rs. 18,39,600/-				
Details of proposed Remuneration	NIL	(Sitting Fees)	Rs. 95,00,000/-	Within 1% of net profits of the Company for the FY 2019-20				
Number of Meetings of the Board attended during the FY. 2018-19*	No. of Board Meetings held	Board Meetings Attended	No. of Board Meetings held	Board Meetings Attended	No. of Board Meetings held	Board Meetings Attended	No. of Board Meetings held	Board Meetings Attended
	4	4	4	1	4	4	4	4
Chairman / Member of the Committee of the Board of Directors of this Company	Name of the Committees	Chairman / Member	Name of the Committees	Chairman/ Member	Name of the Committees	Chairman / Member	Name of the Committees	Chairman / Member
	-	-	Corporate Social Responsibility	Member	-	-	Corporate Social Responsibility	Chairman
	-	-	-	-	-	-	Share Transfer Management	Member
Committee Membership in other Companies	Name of the Company	Name of the Committees	Name of the Company	Name of the Committees	Name of the Company	Name of the Committees	Name of the Company	Name of the Committees
	-	-	-	-	-	-	Bhartiya City Developers Private Limited	Corporate Social Responsibility
Shareholding in the Company as on 31 st March, 2019	20000		340250		-		1143362	



S. K. Bhatia

ANNEXURE
E-COMMUNICATION REGISTRATION FORM
(Exclusively meant for Shareholders holding shares in physical form)

MAS Services Ltd.
T-34, 2nd Floor,
Okhla Industrial Area,
Phase-II, New Delhi - 110 020
E-mail: info@masserv.com

To,
Company Secretary
Bhartiya International Limited,
56/7, Nallambakkam Village Via
Vandalur Chennai 600048
E-mail: shares@bhartiya.com

Name of Company : **BHARTIYA INTERNATIONAL LIMITED**

Folio No. :
.....

Name of 1st Registered holder :
.....

Name of Joint holder(s) :
.....


E-mail ID (to be registered) :
.....

Please register my above e-mail ID in your records for receiving communication in electronic form from the Company.

Date :

Signature :
(First holder)

Note: Shareholder(s) are requested to keep the Company informed of change, if any, in the e-mail address.

Shilpa Anil Reddy


BHARTIYA INTERNATIONAL LIMITED

Regd. Office : - 56/7, Nallambakkam Village, (Via Vandalur), Chennai, Tamil Nadu - 600048

CIN : L74899TN1987PLC111744, Tel : +91 - 9551050418-21

E-mail : shares@bhartiya.com Website : www.bhartiyafashion.com

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ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN	NO. OF SHARES

The e-voting facility will be available during the following voting period:

Commencement of e-voting	From 09.30 a.m. (IST) on 23 rd September, 2019
End of e-voting	Upto 05.00 p.m. (IST) on 25 th September, 2019

- The cut-off date (i.e. the record date) for the purpose of e-voting is 19th September, 2019.

----- TEAR HERE -----

BHARTIYA INTERNATIONAL LIMITED

Regd. Office : - 56/7, Nallambakkam Village, (Via Vandalur), Chennai, Tamil Nadu - 600048

CIN : L74899TN1987PLC111744, Tel : +91 - 9551050418-21

E-mail : shares@bhartiya.com Website : www.bhartiyafashion.com

ATTENDANCE SLIP

Regd. Folio No. / DP ID - Client ID : _____

Name & Address of First/Sole Shareholder : _____

No. of Shares held : _____

I hereby record my presence at the 32nd Annual General Meeting of the Members of Bhartiya International Ltd, held on Thursday, 26th September 2019 at 2.00 p.m., at Auditorium, National Institute of Siddha, Trichy-Chennai Highway, Tambaram Sanatorium, Chennai, Tamil Nadu - 600 047

Notes:

Signature of Member/Proxy

- Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- Member / Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover

BHARTIYA INTERNATIONAL LIMITED

Regd. Office : - 56/7, Nallambakkam Village, (Via Vandalur), Chennai, Tamil Nadu - 600048

CIN : L74899TN1987PLC111744, Tel : +91 - 9551050418-21

E-mail : shares@bhartiya.com Website : www.bhartiyafashion.com

PROXY FORM (MGT-11)

AGM 2019

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

Folio / DP ID-Client ID No. :

Name of the member(S) & Address :

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

(1) Name :

Address:

E-mail id:

Signature _____, or failing him;

(2) Name :

Address:

E-mail id:

Signature _____, or failing him;

(3) Name :

Address:

E-mail id:

Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on Thursday, 26th September, 2019 at 2.00 p.m., at Auditorium, National Institute of Siddha, Trichy- Chennai Highway, Tambaram Sanatorium, Chennai, Tamil Nadu - 600 047 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	Vote (Optional see Note 2) (Please mention number of shares)		
		For	Against	Abstain
Ordinary Business				
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon.			
2.	To declare Final dividend on Equity Shares for the Financial Year 2018-19.			
3.	To appoint a Director in place of Mr. Nikhil Aggarwal (DIN: 01891082), who retires by rotation and, being eligible, offers himself for re-appointment.			
Special Business				
4.	Approval for continuation of Mr. Ramesh Bhatia (DIN: 00052320) as Non- Executive Director, who will attain the age of Seventy Five (75) years.			
5.	To approve the limit of remuneration payable to related party's appointment to any office or place of profit.			
6.	To approve the limit of remuneration payable to Mr. Robert Burton Moore Jr. (DIN: 08108097) over and above other non-executive directors.			
7.	Approval for appointment of Mr. Snehdeep Aggarwal as Chairman and payment of remuneration.			

Signed this _____ day of _____ 2019

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Notes:

1. This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.

Affix
Revenue
Stamp not
less than
Rs.0.15

REPORT

ANNUAL

2018-2019

Design-led.

Innovative.

Sustainable.

Reliable.

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FROM THE CHAIRMAN



It is a matter of pride to share that we continue to remain the largest leather outerwear company in the world. We partner most of the premium to luxury brands in this segment. Focus on Design and Product gives us a great advantage in capturing more and more market share. While we continue to grow in this segment, our focus in the next years is to grow the other verticals of textile outerwear, accessories and textile apparel. To be a partner of choice for global brands in Apparel and Accessories.

Another area of focus currently is to further enhance manufacturing excellence and efficiencies in our units. Typically, large scale manufacturing units in South East Asian countries like China, Vietnam, Indonesia have been much ahead of Indian manufacturing. We are creating new teams and investing in technology. The goal is to be at par with the best.

One of the newer challenges in the global supply chain of fashion industry is speed to market. With communication revolution, trends change very fast. Your company has also developed a vertically integrated structure of market research, design, manufacturing and raw material supply chain to be able to meet this challenge. Global retailers and brands appreciate this strength and are developing long-term partnerships with us.

The area of sustainability is no longer a choice. Brands are becoming more and more conscious of the necessity of saving natural resources and reducing negative impact on the environment; end consumers want a cleaner and better world for future generations. Consequently, the world players in fashion industry have embarked on a journey to achieve product sustainability with 2020 being phase one of this transformation. As a responsible partner, we have taken initiatives towards sustainable manufacturing methods, utilization of recycled/sustainable fabrics, energy conservation and a safer environment for all.

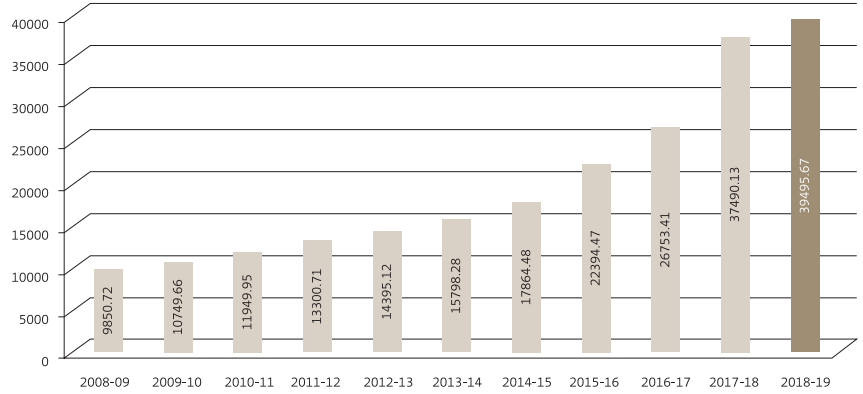
Development of Human Resource has been our mainstay. We continue to invest in building strong teams and leadership to make Bhartiya an organization of choice.

I would like to thank all stakeholders for their continued support.

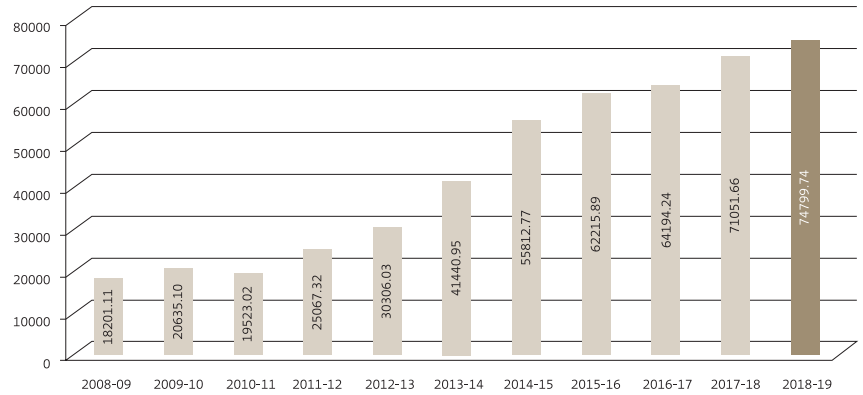
– Snehdeep Aggarwal –

PERFORMANCE HIGHLIGHTS

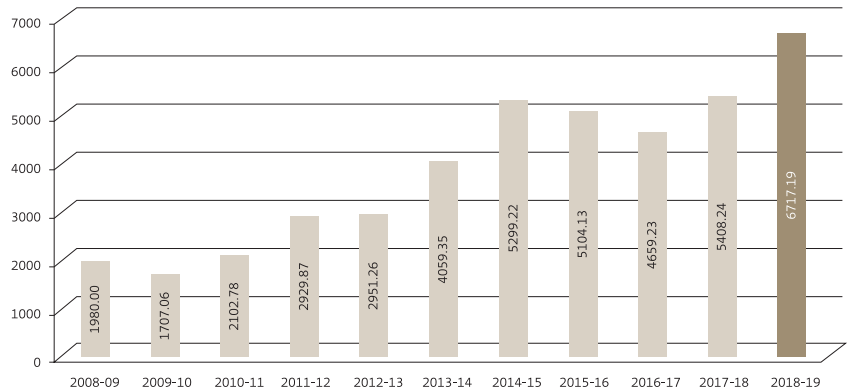
Net Worth (Rs. in Lacs)



Turnover (Rs. in Lacs)



EBITDA (Rs. in Lacs)



BOARD OF DIRECTORS

DIRECTORS

SNEHDEEP AGGARWAL
Chairman

MANOJ KHATTAR
Whole Time Director

RAMESH BHATIA
Director

NIKHIL AGGARWAL
Director

ROBERT BURTON MOORE JR.
Director

SHASHANK
Independent Director

A. SAHASRANAMAN
Independent Director

C. L. HANDA
Independent Director

SANDEEP SETH
Independent Director

ANNAPURNA DIXIT
Independent Director

RAJ KUMAR CHAWLA
Chief Financial Officer

SHILPA BUDHIA
Company Secretary

AUDITORS

KASG & Co., Gurugram

BANKERS

State Bank of India

Corporation Bank

IDBI Bank

HDFC Bank

Indusind Bank

CTBC Bank

Kotak Mahindra Bank

DBS Bank Ltd.

Axis Bank

Yes Bank

DELHI

Bhartiya International Ltd.
E-52, New Manglauri,
Mandi Road (Mehrauli),
New Delhi – 110 030 (India)

GURUGRAM

Bhartiya International Ltd.
Plot No. 38, Sector – 44,
Gurugram – 122 003, Haryana (India)

BENGALURU

Bhartiya International Ltd.
27/2, Gottigere, Bannerghatta Road,
Bengaluru – 560 083 (India)

CHENNAI

Bhartiya International Ltd.
56/7, Nallambakkam Village,
Via-Vandalur,
Chennai – 600 048 (India)

TADA

Bhartiya International Ltd.
APIIC Industrial Park, Konderu Village, Tada
Mandal, SPSR Nellore Distt.,
Andhra Pradesh - 524 401

ITALY

Ultima Italia SRL
Via Vincenzo Monti, 21,
20123 Milano (MI), Italy

HONGKONG

World Fashion Trade Ltd.
Unit 609, 6/F, Hong Kong Plaza,
188, Connaught Road West,
Hong Kong

Design Industry Ltd.

Room 1104, Crawford House,
70 Queen's Road, Central,
Hong Kong

SWITZERLAND

Ultima SA
Avenue J. J. Rousseau 7,
CH – 2001 Neuchatel,
Switzerland

CHINA

World Fashion Trade Ltd.
Room 407, Tower 8, United Plaza,
No. 58 Qianjiang Road, Hangzhou,
China - Post Code: 310 008

Design Industry China Ltd.

Room 407-1, Tower 8, United Plaza,
No. 58 Qianjiang Road, Hangzhou,
China – Post Code: 310 008

MANAGEMENT DISCUSSION & ANALYSIS



Bhartiya International started as a leather outerwear company and has now evolved into a global conglomerate. It currently operates five major businesses: Leather Garments, Textile Outerwear, Fashion Accessories, Finished Leather and Virtual Manufacturing. It is a vertically integrated company supported by the state of the art Tannery.

Bhartiya Fashion is known for latest designs with design and sampling facilities at Global fashion hub Milan, Hangzhou, Gurugram, Chennai, and Bengaluru. Bhartiya has manufacturing operations in India, Bangladesh, and China. Quality production, short lead times and sustainability are few of key drivers of the business and is led by experienced industry leaders in all businesses.

Bhartiya has a strong leadership team from around the globe. Business is run professionally with each division having it's own Business Head and dedicated supporting team.



LEATHER GARMENTS

We are the largest leather garment manufacturer in India and continue to grow even bigger. This year, the key focus has been on sustainability and new product development. Our manufacturing units are following strict guidelines for sustainability and compliance requirements.

Design teams continue to innovate new products: leather skirts, shearling jackets and leather pants. Dedicated merchandizing teams, sampling facility, production lines and factories have been established for best brands and high-street retailers for many years. There is a dedicated effort to modernize the existing production facility with latest technology machines and techniques. The manufacturing facilities are in Bengaluru and design offices in Gurugram and Milan.



FASHION ACCESSORIES

With a vision of producing high quality leather and non-leather accessories in India, our accessories business has grown in past years. This year, the accessories business is expected to be a major contributor to the total revenue, as the business is able to capture some world class high fashion bag retailers as customers. The business is focused on design led quality products. In this respect, we have launched a dedicated world-class sampling and product development facility. There is constant effort towards skill enhancement of workers to produce high quality product which is even better than product made by Europe manufacturing entities. We have added manufacturing specialist in the existing team to achieve better efficiency and quality.



TEXTILE OUTERWEAR

Textile Outerwear business is able to make it's mark and now there are global brands which are working with the division on sustainable model. We are in the process of enhancing the existing manufacturing capability by investing in highly skilled people. The business is producing the highest quality products for global customers. Capitalizing on our leather relationship with global brands, the business is expanding rapidly.

The business has specialized designers in Milan and Bengaluru.

We have access to the latest trend in the fashion market and our international designers continue to surprise our customers with their excellent designs.



FINISHED LEATHER

Bhartiya has a dedicated leather tannery in Chennai, which can process 15,000 skins each day. This upstream integration enables Bhartiya to create new finishes and fashions in leather. This facility has multiplied its capacity to serve as the hub for leather sourcing and finishing. A dedicated Italian designer works on developing new leathers and organizes two leather collections per year. The research and development team develop new styles of leathers using most sustainable ways and using eco-friendly chemicals.

The raw materials, including hides and skins, are sourced from New Zealand, the United Kingdom, Spain, France and Italy, as well as goat and sheep skins sourced from the Middle East and Latin America. The tannery is an LWG certified tannery.



VIRTUAL MANUFACTURING

Virtual Manufacturing, our sourcing business, is the fastest growing among the group. It is driven from Delhi and Milan. Delhi focuses on ladies soft woven and Milan focuses on outerwear, predominantly sourcing from China. The business is design driven, has world-class design studios in Milan and Gurugram with a team of young designers from all over the world and is expanding our sourcing capabilities.

The Milan office is a major contributor to Virtual Manufacturing and continues to grow. New product categories were added this year, including denim garments for European and US markets. It has also partnered with more facilitators in Europe to grow the business. The current categories are PU and textile outerwear, ladies soft woven, kids wear, denim and chinos, etc.

HUMAN RESOURCES

Bhartiya Group has been weaving the best practices into its culture to help employees develop themselves which in turn leads to increased business efficiency and turnover. Bhartiya impresses upon the need for employee engagement at all levels and invest working towards it by introducing the importance of continuous communication with people which revolves around their individual performance and also mutually working on the expectations of the management in terms of their performance and then giving them regular feedbacks which goes a long way in having a congenial work environment. We, at Bhartiya believe in open and transparent culture which helps in sharing ideas, unlearn and re-learn from each other without any hierarchical obstacles. Since innovation is one of the core value of our organization, an open culture gives our employees, wings to soar up their thought process.

In the wake of the technological advancement, Bhartiya has restored the “H” from Human Resources and continuously work towards keeping the human element in its day-to-day working, together with embracing the technology which work wonders in dealing with business complexities and keeping up with the business challenges. The reason of our strong relationship with our customers is because of our belief in our people as they are the ones who lead & are responsible for incessant innovation which gets reflected in our products.

At Bhartiya, we lead the change through our vital assets – Our People and will continue to seek success.

RISK MANAGEMENT

The Company has made process which identifies, assesses and manages risk at Strategic, Operational and Compliance levels, across business units, functions and geographies. The board of directors are informed about the risks or opportunities that could have an adverse impact on the Company’s operations or to that could be exploited to maximize the gains. The processes and procedures are in place to act in a time bound manner to manage the risks or opportunities. The risk management process is reviewed and evaluated by the board of directors. Bhartiya International’s exposure to foreign currency risk is restricted to its imports and exports. These risks are minimized through well-thought-out financial operations, astute treasury management and effective use of hedge options.

CAUTIONARY STATEMENT

All the statements and assertions in this report regarding the projections, estimates and outlook are subject to current market situations and expected effects of future events on current and developing circumstances. Results may vary due to a number of factors, which could effect the Company’s business operations, such as demand and supply conditions, price inputs, change in government levies and regulations, industrial relations and other economic variables in the country. Bhartiya International cannot be held responsible in any way for such statements and it undertakes no obligations to publicly update these to reflect subsequent events or circumstances.

BHARTIYA CITY, BENGALURU, INDIA

Located in Bengaluru, India; Bhartiya City is an inclusive and sustainable development; integrating homes, work spaces, shopping spaces, hospital, school and parks. It's a city where local colour is celebrated and Global Best Practices meet Indian culture.

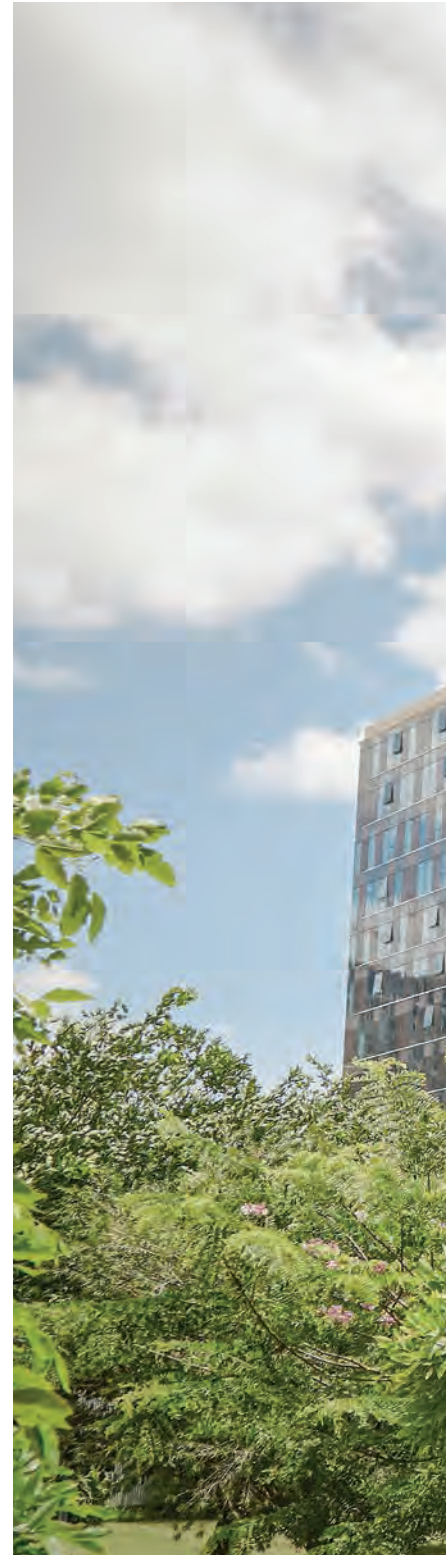
We are happy to announce that Bhartiya City has seen significant progress in the past one year. Nikoo Homes I is occupied by 1300 families and is now a vibrant community. With Clubhouse completely operational and events happening round the year, Nikoo Homes I is a delivered promise now. Nikoo Homes II that comprises 2400 homes is almost sold out and under construction is in full swing. The second phase (Block II) of BCIT (Bhartiya Centre for Information Technology) was completed last year. Phase II was Completed in July 2018 and now boasts of happy clients like Maersk, Ecolab, Synchron, ANSR, NTT Data, NSM Services Pvt Ltd.

The construction of the Bhartiya City Centre that comprises Retail mall, High Street, Cinema and Convention Centre began last year. It spreads across 8 Lakh sq. ft and will offer over 140 brands with PVR signed up as the multiplex partner. A major portion of the retail has already been leased out and many international collaborations are under process to make it a world class entertainment destination.

The Leela Hotel and Residences that comprise about 276 rooms and 176 services Leela Residences are also under construction and the hotel shall be soon ready for launch.

Another major landmark in the journey of Bhartiya City is the Chaman Bhartiya School of Leadership. The school aims at academic excellence with the vision to create leaders of tomorrow. The school will be launched this year and the term begins in May 2020. The school building is progressing at a great pace and will be completed soon.

Bhartiya City is turning out to be an upcoming destination with various elements coming up and more people living and working in it.





DIRECTORS' REPORT

Your Directors have pleasure in presenting the 32nd Annual Report and the Audited Financial Statements of the Company for the financial year ended 31st March, 2019.

FINANCIAL RESULTS

The consolidated and standalone financial results of the Company for the financial year ended 31st March, 2019 are as follows:

(Rs. in Lacs)

Particulars	Consolidated		Standalone	
	2018-19	2017-18	2018-19	2017-18
Net Sales/ Income from Operations	74799.74	71051.66	60929.63	51825.97
Other Income	1198.07	725.54	412.76	526.12
Total Income	75997.81	71777.20	61342.39	52352.09
Profit before Interest, Tax & Depreciation	6717.19	5408.25	6060.81	4392.53
Finance Cost	3053.31	1956.07	2876.72	1722.71
Profit before Tax & Depreciation	3663.88	3452.18	3184.09	2669.82
Depreciation	812.70	748.27	692.59	628.79
Profit Before Tax	2851.18	2703.90	2491.50	2041.03
Tax Expenses	954.74	842.61	866.09	727.94
Net Profit After Tax	1896.44	1861.30	1625.41	1313.09
Share of Net Profit/(Loss) of Associates	80.35	(118.07)	-	-
Net Profit	1976.79	1743.22	1625.41	1313.09
Other Comprehensive Income	2.98	3.39	(7.71)	5.70
Total Comprehensive Income for the Year	1979.77	1746.62	1617.70	1318.79
Paid up Equity Share Capital	1219.42	1218.13	1219.42	1218.13
Reserve (Excl. Revaluation Reserve)	38276.25	36272.00	25692.38	24211.22
Earning per Share (Basic) Rs.	16.25	14.42	13.28	10.87
Earning per Share (Diluted) Rs.	16.11	14.28	13.18	10.76
Dividend	0.12	0.12	0.12	0.12

PERFORMANCE REVIEW

On consolidated basis, during the year under review, the Company achieved a turnover of Rs. 74799.74 Lacs as against Rs. 71051.66 Lacs in the previous year showing an increase of 5.28%. The Net Profit after taxes and share of profit/(loss) of associates was reported at Rs. 1976.79 Lacs as against Rs. 1743.22 Lacs in the previous year.

On standalone basis, during the year under review, the Company achieved a turnover of Rs. 60929.63 Lacs as against Rs. 51825.97 Lacs in the previous year showing an increase of 17.57%. The Net Profit after taxes also increased to Rs. 1625.41 Lacs as compared to Rs. 1313.09 Lacs in the previous year showing an increase of 23.79%.

DIVIDEND

Your Directors have recommended a Dividend of Rs.1.20/- per paid-up equity share of Rs. 10/- each (i.e. @ 12%) for the Financial Year ended 31st March, 2019. The dividend payout is subject to approval of members at the ensuing Annual General Meeting. The total outflow on account of dividend will be approximately Rs. 146.37 lakhs (excluding taxes).

Pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, top five hundred listed entities based on market capitalization are required to formulate a Dividend Distribution Policy. Since, the Company is currently not falling under the above category, the requirement of adopting the Policy is currently not applicable to the Company.

RESERVES

During the period under review an amount of Rs. 2 Crore has been transferred to Reserves of the Company.

SHARE CAPITAL

During the year under review, the following changes had taken place in the Paid-up Equity Share Capital of the Company:

Dates	Description	No. of shares	Total value of shares (₹)
01/04/2018	Share Capital at the beginning of the year	12181254	121812540
Addition			
23/07/2018	Equity Shares allotted pursuant to ESOP scheme	2369	23690
01/12/2018	Equity Shares allotted pursuant to ESOP scheme	1813	18130
31/01/2019	Equity Shares allotted pursuant to ESOP scheme	8738	87380
31/03/2019	Share Capital at the end of the year	12194174	121941740

As on March 31, 2019, Mr. Manoj Khattar, Whole-Time Director of the Company hold instruments convertible into equity shares of the Company.

EMPLOYEES STOCK OPTION PLAN

During the year under review, the Company has granted 30,000 stock options to eligible employees of the Company based on their performance under the Employee Stock Option Plan 2013.

During the year under review, the Company has allotted 12920 equity shares of Rs. 10/- each on exercise of vested options by certain employees of the Company and its subsidiaries.

The Nomination and Remuneration Committee of the Board of Directors of the Company, inter alia, administers and monitors the Employees' Stock Option Scheme of the Company in accordance with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ('the SEBI Guidelines') read with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

The Company has received a certificate from the Statutory Auditors of the Company that the Scheme has been implemented in accordance with the SEBI Guidelines and the resolution passed by the shareholders. The certificate would be placed at the Annual General Meeting for inspection by members.

Statement Pursuant to Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014 as at 31st March 2019, are set out in **Annexure A** to this Report.

FINANCIAL STATEMENTS

As mandated by the Ministry of Corporate Affairs, the financial statements for the year ended on 31st March, 2019 has been prepared in accordance with the Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014. The estimates and judgements relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended 31st March, 2019.

DETAILS AND PERFORMANCE OF SUBSIDIARY COMPANIES**Domestic Subsidiaries****Bhartiya Global Marketing Ltd.**

It is a Marketing Company engaged in export of textile and leather garments. The net loss was reported at Rs. 8.67 lakhs during the financial year 2018-19.

J&J Leather Enterprises Ltd.

This Company is a tannery to support our leather garments and accessories business through conversion/finishing of wet blue leather into finished leather. The total revenues of the Company was Rs. 1687.10 lakhs and the net profit was Rs. 26.88 lakhs during the financial year 2018-19.

Bhartiya International SEZ Ltd.

The Company is incorporated to develop sector specific Special Economic Zone (SEZ) of Leather & Leather Products. It is a joint venture between Bhartiya International Ltd. and Andhra Pradesh Industrial Infrastructure Corporation. The total revenues of the Company was Rs. 35.15 lakhs and the net loss was Rs. 15.26 lakhs during the financial year 2018-19.

Bhartiya Fashion Retail Ltd.

The Company had registered a profit of Rs. 4.71 lakhs for the financial year 2018-19.

Bhartiya Urban Infrastructure Ltd.

The Company had registered a loss of Rs. 0.06 lakhs for the financial year 2018-19.

Overseas Subsidiaries**Ultima S.A. Switzerland**

The Company is engaged in marketing and selling of outerwears including leather garments, accessories and textile products in Europe. The total revenues of the Company was CHF 22,052,218.08 and the net profit was CHF 647,880.58 during the financial year 2018-19.

World Fashion Trade Ltd., Mauritius

This company is engaged in sourcing of outerwear (including leather, PU Garments, fashion accessories) and textile product from China, India and Bangladesh for marketing and selling in Europe and US markets. The total revenues of the Company was HK\$ 4,249,405 and the Company has registered a net profit of HK\$ 246,095 for the period ended 31st March 2019.

Ultima Italia SRL, Italy

This company markets all fashion products including fur and leather garments in Italian market. The total revenues of the Company was Euro 2,676,781 and the net profit was Euro 21,136 during the financial year 2018-19.

Design Industry Ltd., Hongkong

This company is engaged in sourcing of outerwear (including leather, PU Garments, fashion accessories) and textile product from China and India for marketing and selling in Europe. The total revenues of the Company was HK\$ 78,476,255 and the net profit was HK\$ 281,861.

Design Industry China Ltd., China

The company is engaged in marketing and selling of outerwear (including leather, PU Garments, fashion accessories) from China for marketing and selling in China. The total revenue of the Company was RMB Yuan 3,449,941.94 and the net loss was RMB Yuan 1,204,072.19.

New Subsidiary / Associate Company incorporated / dissolved during the year

No new Subsidiary or Associate Company was incorporated/acquired during the year under review. Also, no Subsidiary or Associate Company was dissolved during the year.

Consolidated Financial Statements

The Consolidated Financial Statements of the Company are prepared in accordance with the relevant Indian Accounting Standards issued by the Institute of Chartered Accountants of India and forms an integral part of this Report.

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of Subsidiaries/Associate Companies/Joint Ventures is given in Form AOC-1 and forms an integral part of this Report.

CORPORATE GOVERNANCE

As per Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report.

MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion and Analysis Report on the operations of the Company, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in a separate section and forms an integral part of this Report.

EXTRACT OF ANNUAL RETURN

The details forming part of the Annual Return in form MGT-9, as required under Section 92 of the Companies Act, 2013, forms an integral part of this Report. The same is provided herewith as **Annexure B**.

SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Company's securities are listed at the following Stock Exchanges in India: -

1. BSE Limited
2. The National Stock Exchange of India Limited

The Annual Listing fee for the Financial Year 2019-2020 has already been paid to both the above Stock Exchanges.

DIRECTORS

During the year under review, Mr. Ashok Kumar Gadhok (DIN: 01254410), and Ms. Jaspal Sethi (DIN: 01689695) ceased to be Whole-Time Directors. Mr. Robert Burton Moore Jr. (DIN: 08108097) was appointed as Non-Executive Director with effect from 16th April, 2018 and Mr. Manoj Khattar (DIN:00694981) was appointed as Whole-Time Director of the Company with effect from 13th August, 2018 for a period of 5 years. The above changes were noted and approved by the shareholders in the last AGM.

The tenure of Mrs. Annapurna Dixit (DIN: 06844250) as Independent Director concluded on 28th September 2018. However, considering her vast experience, knowledge and insights and based on the recommendation of Nomination and Remuneration Committee, Mrs. Annapurna Dixit was re-appointed as Independent Director for a second term on 29th September, 2018.

The tenure of Mr. Snehdeep Aggarwal (DIN: 00928080) as the Managing Director of the company concluded on 31st March, 2019. However, being the promoter of the Company, the Board had appointed him as the Chairman of the Company with effect from 1st April 2019 for a period of 5 years subject to approval of the shareholders. He served as the Executive Chairman from 1st April 2019 till 31st May, 2019 and continued as Non-Executive Chairman with effect from 1st June, 2019 in order to provide guidance and mentorship to the executive management.

Appropriate Resolutions seeking your approval for appointment of Mr. Snehdeep Aggarwal as the Executive Chairman for the period 1st April 2019 till 31st May, 2019 and Non-Executive Chairman with effect from 1st June 2019 is included in the Notice.

The Company has received notice in writing from member under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Snehdeep Aggarwal as Director of the Company for the ensuing Annual General Meeting.

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Nikhil Aggarwal (DIN: 01891082), is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment. The Board of Directors recommends his re-appointment and the matter is being placed for the approval of members at the ensuing Annual General Meeting of the Company.

Appropriate resolution seeking continuation of Mr. Ramesh Bhatia as Non-Executive Director on attaining the age of 75 years is also included in the Notice for approval of the members.

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 (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

KEY MANAGERIAL PERSONNEL

Mr. Raj Kumar Chawla had been appointed as the Chief Financial Officer (Key Managerial Personnel) of the Company with effect from 11th February, 2019. Mr. Manoj Khattar had been re-designated as the Key Managerial Personnel for the position of Whole-Time Director on 11th February, 2019. Prior to this change, Mr. Manoj Khattar was holding the Key Managerial Personnel position in the capacity of Chief Financial Officer of the Company. Accordingly, the following are the Key Managerial Personnel of the Company:

Sl. No.	Name of the person	Designation
1	Mr. Manoj Khattar	Whole-Time Director
2	Mr. Raj Kumar Chawla	Chief Financial Officer
3	Ms. Shilpa Budhia	Company Secretary

COMMITTEES

The Board of Directors has the following mandatory Committees:

1. Audit Committee
2. Nomination and Remuneration Committee

3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee

The details of the composition of Committees, terms of reference and numbers of Meetings held during the Financial Year 2018-19 is provided in the Corporate Governance Report.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a structured questionnaire was prepared after taking into consideration the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Managing Director, Whole-Time Directors and the other Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

NUMBER OF MEETINGS OF THE BOARD

During the Financial Year 2018-19, four Board Meetings of the Company were held. The details of the Meetings of the Board held during the Financial Year 2018-19 forms part of the Corporate Governance Report.

COMPLIANCE OF SECRETARIAL STANDARDS

During the financial year under review, the Company has complied with the applicable Secretarial Standards specified by the Institute of Company Secretaries of India pursuant to Section 118 of the Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY

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

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a Whistle Blower Policy to report genuine concerns or grievances. The Whistle Blower Policy has been posted on the website of the Company (www.bhartiyafashion.com).

NOMINATION, REMUNERATION AND BOARD DIVERSITY POLICY

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The Policy broadly lays down the guiding principles, philosophy and the basis for payment of remuneration to Executive and Non-executive Directors. This policy also lays down the criteria for selection and appointment of Board members. The policy also provides the criteria for determining qualifications, positive attributes and Independence of Director and criteria for appointment of Key Managerial Personnel / Senior Management and performance evaluation which are considered by the Nomination and Remuneration Committee and the Board of Directors while making selection of the candidates.

RELATED PARTY TRANSACTIONS

All transactions entered with related parties for the year under review were on arm's length basis and in ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus disclosure in the form AOC-2 is not required. Further, there are no material related party transactions during the year under review with Promoters, Directors or Key Managerial Personnel. All related party transactions are mentioned in the Notes to the Financial Statements.

All related party transactions are placed before the Audit Committee as also to the Board for approval.

Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature with Related Parties. A statement giving details of all the related party transactions are placed before the Audit Committee and Board for review and approval on a quarterly basis.

The Policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company. The web link of the same is www.bhartiyafashion.com. None of the Directors has any pecuniary relationship or transactions vis-à-vis the Company except remuneration and sitting fees.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of knowledge and belief and according to the information and explanations obtained, your Directors make the following statement in terms of Section 134(3)(c) of the Companies Act, 2013:

- (a) that in the preparation of the annual accounts for the financial year ended 31st March, 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2019 and of the profit of the company for the year ended on that date;
- (c) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) that the annual accounts have been prepared on a going concern basis; and
- (e) that the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) that the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATUTORY AUDIT

At the Annual General Meeting (AGM) held on 27th September, 2017, M/s. K A S G & Co., Chartered Accountants (Firm Registration No. 002228C) were appointed as the Statutory Auditors of the Company for an initial term of 5 years. The Ministry of Corporate Affairs vide notification No. S.O. 1833(E) dated 7th May, 2018, has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the 32nd Annual General Meeting.

The Report given by M/s. K A S G & Co., Chartered Accountants, Statutory Auditors on the financial statement of the Company for the year 2018-19 is part of the Annual Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Act.

COST AUDIT AND MAINTENANCE OF COST RECORD

As per the Companies (Cost Records and Audit) Rules, 2014, Cost Audit is not applicable to the Company for the financial year 2019-20.

Further, maintenance of cost record as specified by the Central Government, under sub-section-1 of Section 148 of the Companies Act, 2013 is not required.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company had appointed Mr. Ravi Sharma., Practicing Company Secretary, FCS NO. 4468, C. P. NO. 3666 from M/s. RSM & Co. to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is included as **Annexure C** and forms an integral part of this report.

There is no secretarial audit qualification for the year under review.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition and that the transactions are authorised, recorded and reported correctly. Such internal controls are supplemented by an extensive programme of internal audits, review by management and documented policies, guidelines and procedures. These are designed to ensure that financial and other records are reliable for preparing financial information and other reports and for maintaining regular accountability of the Company's assets. The internal auditors present their report to the Audit Committee of the Board.

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

RISK MANAGEMENT

The Company has adequate risk management process to identify and notify the board of directors about the risks or opportunities that could have an adverse impact on the Company's operations or that could be exploited to maximize the gains. The processes and procedures are in place to act in a time bound manner to manage the risks or opportunities. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. Bhartiya International's exposure to foreign currency risk is restricted to its imports and exports. These risks are minimized through well-thought-out financial operations, astute treasury management and effective use of hedge options.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

As a part of its initiative under the "Corporate Social Responsibility" (CSR) drive, the Company has undertaken projects in the field of education by mainly providing scholarship to the students and extending donations/fund towards construction/repairs and development and maintenance of school.

These projects are in accordance with the Schedule VII of the Companies Act, 2013 and the Company's CSR Policy. The report on CSR activities as required under Companies (Corporate Social Responsibility Policy) Rules, 2014 is set out as **Annexure D** forming part of this report.

ENVIRONMENT AND SAFETY

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner so as to ensure safety of all concerned, compliances environmental regulations and preservation of natural resources.

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at the work place with a mechanism of lodging complaints. Besides, redressal is placed on the intranet for the benefit of employees. Further, the Company has complied with provision relating to the constitution of Internal Complaint Committee under the Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013 (14 of 2013).

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information in accordance with the provision of Section 134 (3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended 31st March, 2019 on the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and outgo is given in the **Annexure E** forming part of this report.

HUMAN RESOURCES

Bhartiya Group has been weaving the best practices into its culture to help employees develop themselves which in turn leads to increased business efficiency and turnover. Bhartiya impresses upon the need for employee engagement at all levels and invest working towards it by introducing the importance of continuous communication with people which revolves around their individual performance and also mutually working on the expectations of the management in terms of their performance and then giving them regular feedbacks which goes a long way in having a congenial work environment. We, at Bhartiya believe in open and transparent culture which helps in sharing ideas, unlearn and re-learn from each other without any hierarchical obstacles. Since innovation is one of the core value of our organization, an open culture gives our employees, wings to soar up their thought process.

In the wake of the technological advancement, Bhartiya has restored the "H" from Human Resources and continuously work towards keeping the human element in its day-to-day working, together with embracing the technology which work wonders in dealing with business complexities and keeping up with the business challenges. The reason of our strong relationship with our customers is because of our belief in our people as they are the ones who lead & are responsible for incessant innovation which gets reflected in our products.

At Bhartiya, we lead the change through our vital assets – Our People and will continue to seek success.

PARTICULARS OF EMPLOYEES

During the financial year 2018-19, the Company had 331 employees.

In terms of the provisions of Section 197(12) of the Companies Act, 2013, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules forms part of this report.

Further, the disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Report.

Having regard to the provisions of the second proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the registered office of the Company during business hours on working days upto the date of ensuing Annual General Meeting. Any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request. The Annual Report including the aforesaid information is also available on the Company's website.

None of the employees listed in the said Annexure is a relative of any Director of the Company. None of the employees hold (by himself or along with his spouse and dependent children) more than two percent of the equity shares of the Company.

DEMAT SUSPENSE ACCOUNT FOR UNCLAIMED SHARES

There are no unclaimed shares of the Company.

PUBLIC DEPOSIT

The Company has neither invited/ nor accepted any deposits during the year within the meaning of Section 73 of the Companies Act, 2013, read with Companies (Acceptance of Deposit) Rules, 2014.

BUSINESS RESPONSIBILITY REPORTING

The Business Responsibility Reporting as required under Regulation 34(2)(f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges is not applicable to your Company for the financial year ending 31st March, 2019.

MATERIAL CHANGES AND COMMITMENTS

There are no material changes occurred in between the financial year ended on 31st March, 2019 and date of the report of the Company which affects the financial position of the Company.

ACKNOWLEDGEMENTS

Your Directors are highly grateful for all the help, guidance and support received from the valued customers, suppliers, vendors, other business associates, various government and local authorities as well as the various Banks.

The Board places on record its appreciation for the devoted and dedicated services rendered by all the employees in taking the Company forward.

For and on behalf of the Board

Snehdeep Aggarwal

Chairman

DIN: 00928080

Gurugram, 6th August, 2019

Annexure A - ESOP DISCLOSURE

Statement Pursuant to Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014

The details of the Employees Stock Option Plan, 2013 approved by the Company is valid as on date and there has been no variation in the Scheme.

- A. Relevant disclosures in terms of the "Guidance note on accounting for employee share-based payments" issued by ICAI or any other relevant accounting standards as prescribed from time to time are provided on the weblink: [www.bhartiyafashion.com]
- B. Diluted EPS on issue of shares in accordance with "Accounting Standard 20 - Earnings Per Share" issued by ICAI: Rs. 13.18/-

A. Details related to Employees Stock Option Plan, 2013

Name of the Scheme	Employees Stock Option Plan, 2013																						
Date of shareholders' approval	September 23, 2013																						
Total number of options approved under ESOS	400,000																						
Vesting requirements	The minimum vesting period shall be 1 (one) year from the date of grant and may extend upto 4 (four) years as may be determined by the Board/ Nomination and Remuneration Committee.																						
Exercise price or pricing formula	The Exercise Price per option shall be such discounted price to the Market Price of the Equity Shares of the Company as may be determined by the Board / Nomination and Remuneration Committee.																						
Maximum term of options granted	The options vested should be exercise within 5 years from the date of such respective vesting.																						
Source of shares	Fresh issue of shares																						
Variation in terms of options	None																						
Method used for accounting of ESOPs	Intrinsic Value																						
Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed.	Had the Compensation Cost for the Company's Stock based compensation plan been determined in the manner consistent with the Fair Value approach as described in the Guidance Note of ICAI, the Company's net Profit would be lower by Rs. 44.16 lakhs.																						
The impact of this difference on profits and on EPS of the company shall also be disclosed.	<div style="text-align: right;">(Rs. in lakhs)</div> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: right;">FY 2018-19</th> </tr> </thead> <tbody> <tr> <td>Profit after tax</td> <td style="text-align: right;">1,625.41</td> </tr> <tr> <td>Add: Employee compensation cost as per intrinsic value</td> <td style="text-align: right;">35.98</td> </tr> <tr> <td>Less: Employee compensation cost as per fair value</td> <td style="text-align: right;">82.82</td> </tr> <tr> <td>Adjusted profit after tax</td> <td style="text-align: right;">1,581.25</td> </tr> <tr> <td>EPS (as reported)</td> <td></td> </tr> <tr> <td>- Basic</td> <td style="text-align: right;">13.28</td> </tr> <tr> <td>- Diluted</td> <td style="text-align: right;">13.18</td> </tr> <tr> <td>EPS (as adjusted)</td> <td></td> </tr> <tr> <td>- Basic</td> <td style="text-align: right;">12.89</td> </tr> <tr> <td>- Diluted</td> <td style="text-align: right;">12.79</td> </tr> </tbody> </table>	Particulars	FY 2018-19	Profit after tax	1,625.41	Add: Employee compensation cost as per intrinsic value	35.98	Less: Employee compensation cost as per fair value	82.82	Adjusted profit after tax	1,581.25	EPS (as reported)		- Basic	13.28	- Diluted	13.18	EPS (as adjusted)		- Basic	12.89	- Diluted	12.79
Particulars	FY 2018-19																						
Profit after tax	1,625.41																						
Add: Employee compensation cost as per intrinsic value	35.98																						
Less: Employee compensation cost as per fair value	82.82																						
Adjusted profit after tax	1,581.25																						
EPS (as reported)																							
- Basic	13.28																						
- Diluted	13.18																						
EPS (as adjusted)																							
- Basic	12.89																						
- Diluted	12.79																						

B. Details of options granted to senior managerial personnel or identified employees is as under:

Particulars	Year Ended 31 st March, 2019
Senior managerial personnel	30,000
Any other employees who received a grant in any one year of Options amounting to 5% or more of the Options granted during that year.	NA
Identified employees who were granted Options during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.	NA

C. The activity in the Employees Stock Option Plan during the year ended March 31, 2019 is as under:

Particulars	Year ended 31st March, 2019			
Number of options outstanding at the beginning of the period	93,004			
Number of options granted during the year	30,000			
Number of options forfeited / lapsed during the year	10,566			
Number of options vested during the year	38,484			
Number of options exercised during the year	12,920			
Number of shares arising as a result of exercise of options	12,920			
Money realized by exercise of options (INR), if scheme is implemented directly by the company	Rs. 64600			
Loan repaid by the Trust during the year from exercise price received	NA			
Number of options outstanding at the end of the year	99,518			
Number of options exercisable at the end of the year	42,518			
Weighted average exercise price and weighted average fair value of Options granted during the year for Options whose exercise price either equals or exceeds or is less than the market price of the stock. Options whose exercise price is less than the market price: - Weighted average exercise price of options - Weighted average fair value of options	330.00 216.15			
A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information: - Date of Grant - Weighted average share price - Exercise price - Expected volatility - Option life (comprising of weighted average of vesting period and exercise period) - Expected dividends - Risk free rate of return	September 16, 2015	December 31, 2015	February 03, 2018	April 05, 2018
	Rs. 468.70	Rs 521.15	Rs. 463.55	Rs. 410.15
	Rs. 50.00	Rs. 50.00	Rs. 450.00	Rs. 330.00
	46.11%	45.56%	39.22%	36.78%
	4.50 years	4.50 years	5.50 years	5.50 years
	0.21%	0.19%	0.26%	0.29%
	7.80%	7.60%	7.55%	7.22%
The method used and the assumptions made to incorporate the effects of expected early exercise	Historical data for early exercise of Options is not accurate / uniform, hence not considered in expected life calculations.			
How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	Volatility is the measure of the amount by which a price has fluctuated or is expected to fluctuate during a period. The measure of volatility used in the Black-Scholes options pricing model is the annualized standard deviation of the continuously compounded rates of return on the stock over a period of time. For calculating volatility, the daily volatility of the stock prices on the National Stock Exchange, over twelve months period prior to the date of grant has been considered.			
Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition	No other feature has been considered for fair valuation of options except as mentioned in the points above.			

Annexure - B
Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31.03.2019
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i) CIN	: L74899TN1987PLC111744
ii) Registration Date	: 07.01.1987
iii) Name of the Company	: Bhartiya International Ltd
iv) Category Sub-Category of Company	: Public Limited Company
v) Address of the Regd. Office and contact details	: 56/7, Nallambakkam Village, (Via Vandalur), Chennai- 600 048 Tel: 9551050418/19/20/21
vi) Whether listed company	: Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	: Mas Service Ltd. Okhla Industrial Area, Phase-II, New Delhi- 110 020 Phone No. 011- 26387281-83

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. N.	Name and Description of Main Products / Services	NIC Code of the Product/ service	% to total turnover of the company
1	Leather & Textile Products	1410 and 1512	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S.N	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Bhartiya Global Marketing Ltd. E-52, New Manglapuri, Mandi Road, (Mehrauli), New Delhi-110030	L74899DL1987PLC075128	Indian Subsidiary Company	100%	2(87)
2	J & J Leather Enterprises Ltd 56/7, Nallambakkam Village (Via Vandalur), Chennai – 600048	U18209TN1991PLC020874	Indian Subsidiary Company	100%	2(87)
3	Bhartiya International SEZ. Ltd E-52, New Manglapuri, Mandi Road, (Mehrauli), New Delhi-110 030	U74999DL2007PLC159827	Indian Subsidiary Company	88.95%	2(87)
4	Bhartiya Fashion Retail Ltd E-52, New Manglapuri, Mandi Road, (Mehrauli), New Delhi-110 030	U17120DL2009PLC193608	Indian Subsidiary Company	100%	2(87)
5	Bhartiya Urban Infrastructure Ltd. 56/7, Nallambakkam Village (Via Vandalur), Chennai- 600048	U70100TN2015PLC101707	Indian Subsidiary Company	100%	2(87)
6	World Fashion Trade Ltd, Mauritius Suite 308, St James Court, St Denis Street, Port Louis, Republic of Mauritius	-	Overseas subsidiary Company	100%	2(87)
7	Ultima S.A., Switzerland Avenue J. Rousseau-7, CH-2001, Neuchatel, Switzerland	CH-645-40960339	Overseas Subsidiary Company	100%	2(87)
8	Ultima Italia SRL, Italy Branch : Via Dei Tigli, 4, 26010, Casaletto, Vaprio (CR), Italy	-	Overseas Subsidiary Company	100%	2(87)

S.N	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
9	Design Industry Ltd. Room 1104, Crawford House, 70 Queen Road Central, Hong Kong	-	Overseas Subsidiary Company	100%	2(87)
10	Design Industry China Ltd Room 407-1, Tower 8, United Plaza, No. 58 Qianjiang Road, Hangzhou, China	-	Overseas Subsidiary Company	100%	2(87)
11	Tada Mega Leather Cluster Pvt. Ltd E-52, New Manglapuri, Mandi Road, (Mehrauli), New Delhi-110030	U74140DL2013PTC249002	Associate Company	50%	2(6)
12	Bhartiya City Developers Pvt. Ltd 56/7, Nallambakkam Village (Via Vandalur), Chennai- 600127	U45201TN2006PTC036015	Associate Company	36.77%	2(6)
13	Bhartiya Developers Consortium Pvt. Ltd Plot no. 38, Sector 44, Gurugram - 122003	U45201HR2005PTC036107	Associate Company	36.77%	2(6)
14	Milestone Buildcon Pvt. Ltd 56/7, Nallambakkam Village (Via Vandalur), Chennai- 600127	U45201TN2005PTC112747	Associate Company	36.77%	2(6)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of 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 in share- holding during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Promoter(s)									
(1) Indian									
a) Individual/ HUF	2232636	-	2232636	18.33	2232636	-	2232636	18.31	(0.02)
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate.	3561926	-	3561926	29.24	3561926	-	3561926	29.21	(0.03)
e) Banks / FIs	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	5794562	-	5794562	47.57	5794562	-	5794562	47.52	(0.05)
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FIs	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(2):-A	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	5794562	-	5794562	47.57	5794562	-	5794562	47.52	(0.05)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change in shareholding during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	16253	200	16453	0.14	5000	200	5200	0.04	(0.10)
c) Central Govt.	39989	-	39989	0.33	39989	0	39989	0.33	-
d) State Govt (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FFIs	25705	-	25705	0.21	2	22500	22502	0.18	(0.03)
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	2	22500	22502	0.18	-	-	-	-	(0.18)
Sub-total (B)(1):	81949	22700	104649	0.86	44991	22700	67691	0.56	(0.31)
2. Non- Institutions									
a) Bodies Corporate.									
i) Indian	2966938	-	2966938	24.36	2774337	800	2775137	22.76	(1.61)
ii) Overseas	984789	-	984789	8.08	1024587	-	1024587	8.40	0.32
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	964301	81604	1045905	8.59	1005276	67097	1072373	8.79	0.20
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	967982	-	967982	7.95	1206124	98800	1304924	10.70	2.75
c) Others	-	-	-	-	-	-	-	-	-
(1) Trusts	-	-	-	-	-	-	-	-	-
(2) Foreign National	-	-	-	-	-	-	-	-	-
(3) Non Resident Indian	33939	1000	34339	0.28	35488	200	35688	0.29	0.01
(4) Clearing Members	22050	-	22050	0.18	4972	-	4972	0.04	(0.14)
(5) Hindu Undivided Family	129624	-	129624	1.06	70215	-	70215	0.58	(0.48)
(6) Director(s)	98600	24200	122800	1.01	20025	24000	44025	0.36	(0.65)
Sub-total (B)(2):-	6168223	106204	6274427	51.51	6141024	190897	6331921	51.92	0.40
Total Public Shareholding= (B)(1)+ (B)(2)	6250172	128904	6379076	52.37	6186015	213597	6399612	52.48	0.09
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total(A+B+C)	12044734	128904	*12173638	100.00	11980577	213597	12194174	100.00	-

* 7616 shares allotted on 31st March, 2018 were pending for listing and were not considered in the above shareholding pattern.

(ii) Shareholding of Promoters

S. N.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of 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	% change in shareholding during the year
1	Snehdeep Aggarwal	1143362	9.39	-	1143362	9.38	-	(0.01)
2	Ramesh Bhatia	340250	2.79	-	340250	2.79	-	0
3	Arjun Aggarwal	496150	4.07	-	496150	4.07	-	0
4	Parushini Aggarwal	7500	0.06	-	7500	0.06	-	0
5	Pawan Aggarwal	5000	0.04	-	5000	0.04	-	0
6	Kanwal Aggarwal	190374	1.56	-	190374	1.56	-	0
7	Snehdeep & Co. HUF	50000	0.41	-	50000	0.41	-	0
8	Bhartiya Global Ventures Pvt. Ltd	1850000	15.19	-	1850000	15.17	-	(0.02)
9	Bhartiya Advisory Services Pvt. Ltd	681926	5.60	-	681926	5.59	-	(0.01)
10	Bhartiya Infotech Pvt. Ltd	1000000	8.21	-	1000000	8.20	-	(0.01)
11	R.L. Bhatia Associates Pvt. Ltd	30000	0.25	-	30000	0.25	-	0
	TOTAL	5794562	47.57	-	5794562	47.52	-	(0.05)

(iii) Change in Promoters' Shareholding please specify, if there is no change)

S. N.	Particulars	Shareholding at the beginning of the year		Changes (Increase/ Decrease)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	Percentage	No. of shares	% of total shares of the company
NO CHANGE							

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

S. N.	Particulars	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	Girish Shankarlal Dhoot	315000	2.59	315000	2.58
2	Srinivas BS	126112	1.07	147612	1.21
3	Superfine Carpets Private Limited	1236684	10.15	1256244	10.30
4	Vinod Infotech Private Limited	115872	0.99	141677	1.16
5	Dwarkadhish Trading Private Limited	190000	1.56	190000	1.56
6	TIMF Holdings	706474	5.80	706474	5.79
7	Karuna Ventures Private Limited	400000	3.28	400000	3.28
8	Share Point LLP	285500	2.37	285500	2.37
9	Morgan Stanley Asia (Singapore) Pte	278315	2.28	278315	2.28
10	Mangal Keshav Capital Limited	91000	0.75	91000	0.75
11	Ishaan Metals Private Limited	-	-	112765	0.92

*The shares of the Company are traded on a daily basis and hence the date wise increase/ decrease in shareholding is not indicated. Shareholding is consolidated based on Permanent Account Number (PAN) of the shareholder.

(v) Shareholding of Directors and Key Managerial Personnel:

S. N.	Shareholding of each Directors and each Key Management Personal	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	Mr. Snehdeep Aggarwal				
	At the beginning of the year	1143362	9.39	1143362	9.39
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	1143362	9.39
2	Mr. A.K. Gadhok				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	Nil	Nil
3	Mr. Ramesh Bhatia				
	At the beginning of the year	340250	2.79	340250	2.79
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. Allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	340250	2.79
4	Ms. Annapurna Dixit				
	At the beginning of the year	4000	0.03	4000	0.03
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	4000	0.03
5	Ms. Jaspal Sethi				
	At the beginning of the year	98800	0.81	98800	0.81
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	98800	0.81
6	Mr. Nikhil Aggarwal				
	At the beginning of the year	20000	0.16	20000	0.16
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	20000	0.16
7	Mr. Shashank				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	Nil	Nil

S. N.	Shareholding of each Directors and each Key Management Personal	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
8	Mr. A. Sahasranaman				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	Nil	Nil
9	Mr. C. L. Handa				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	Nil	Nil
10	Mr. Sandeep Seth				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	Nil	Nil
11	Mr. Manoj Khattar				
	At the beginning of the year	17250	0.14	17250	0.14
	Allotment of shares under ESOP – 13 th April, 2018			2775	0.02
	At the End of the year			20025	0.16
12	Mr. Robert Burton Moore				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	Nil	Nil
13	Mr. Raj Kumar Chawla				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date Wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/Decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):				
	At the End of the year	-	-	Nil	Nil
14	Ms. Shilpa Budhia				
	At the beginning of the year	Nil	Nil	0	0.00
	Allotment of shares under ESOP – 13 th February 2019			357	0.003
	Sale of shares – 14 th February 2019			(157)	0.002
	Sale of shares – 20 th February 2019			(50)	0.001
	Sale of shares – 22 nd February 2019			(50)	0.001
	Sale of shares – 25 th February 2019			(100)	0
At the End of the year	-	-	Nil	Nil	

V. INDEBTEDNESS**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3,276,053,449	-	-	3,276,053,449
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	3,252,793	-	-	3,252,793
Total (i+ii+iii)	3,279,306,242	-	-	3,279,306,242
Change in Indebtedness during the financial year				
- Addition	211,375,718	-	-	211,375,718
- Reduction	80,320,817	-	-	80,320,817
Net Change	131,054,900	-	-	131,054,900
Indebtedness at the end of the financial year				
i) Principal Amount	3,407,108,350	-	-	3,407,108,350
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	3,105,655	-	-	3,105,655
Total (i+ii+iii)	3,410,214,005	-	-	3,410,214,005

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. N.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount (In Rs.)
		Mr. Snehdeep Aggarwal	Mr. A. K. Gadhok (from 01.04.2018 till 16.04.2018)#	Ms. Jaspal Sethi (from 01.04.2018 till 31.07.2018)^	Mr. Manoj Khattar (From 13.08.2018 till 31.03.2019)*	
1.	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1800000	31091	380000	6605546	8816637
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	39600	-	-	-	39600
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961					
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
	Total (A)	1839600	31091	380000	6605546	8856237
	(Ceiling as per the Act @ 10% of profits calculated under Calculated under Section 198 of the Companies Act, 2013)					

Mr. A. K. Gadhok has resigned from the post of Whole-Time Director with effect from 16th April, 2018.

^ Ms. Jaspal Sethi had ceased to be Whole-Time Director on account of completion of her tenure on 31st July, 2018

* Mr. Manoj Khattar was appointed as Whole-Time Director of the Company on 13th August, 2018. He continued to hold the position of CFO from 1st April, 2018 till 11th February, 2019. The above remuneration includes the remuneration paid to him for the capacity of Whole-Time Director from 13th August, 2019 till 31st March 2019. The remuneration from the period 1st April, 2018 till 12th August, 2018 is included under the head - remuneration paid to CFO, later in this report.

B. Remuneration to other Directors:

S. N.	Particulars of Remuneration	Name of Directors								Total Amount (in Rs.)
		Mr. A. Sahasranaman	Mr. Shashank	Mr. Sandeep Seth	Mrs. Annapurna Dixit	Mr. C. L. Handa	Mr. Nikhil Aggarwal	Mr. Ramesh Bhatia	Mr. Robert Burton Moore Jr.	
	Independent Directors/Other Non-Executive Directors									
	· Fee for attending board committee meetings	8334	27221	29999	5556	22777	Nil	2778	-	96665
	· Commission	-	-	-	-	-	-	-	-	-
	· Others, please specify (Professional Services Fee)	-	-	-	-	-	-	-	8995000	8995000
	Total	8334	27221	29999	5556	22777	Nil	2778	8995000	9091665
	(Overall Ceiling as per the Act @ 11% of profits calculated under calculated under Section 198 of the Companies Act, 2013)									

Total Managerial Remuneration is Rs. 1,75,87,133

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

S.N	Particulars of Remuneration	Key Managerial Personnel			
		Company Secretary	CFO (Mr. Manoj Khattar) from 01.04.2018 till 12.08.2018	CFO (Mr. Raj Chawla) from 11.02.2019 till 31.03.2019	Total
1.	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1446324	2725668	665788	4837780
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	61529	-	-	61529
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock Option (balance in nos.)	-	2783		2783
3.	Sweat Equity	-	-		-
4.	Commission - as % of profit - others, specify...	-	-		-
5.	Others, please specify	-	-		-
	Total	1507853	2725668	665788	4899309

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended 31st March, 2019.

ANNEXURE C**FORM NO. MR-3****SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019*[Pursuant to section 204(1) of the Companies Act, 2013 read with Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014*

The Members

Bhartiya International Ltd.

56/7, Nallambakkam Village (Via Vandalur)

Chennai - 600048 Tamil Nadu

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board - Processes and Compliance – Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:-

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2019 according to the provisions of :-

1. The Companies Act, 2013("the Act") and Rules made thereunder as amended/modified;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye - laws framed thereunder;
4. The 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;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 to the extent applicable;
 - (b) Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2009;
 - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the extent applicable;
 - (d) Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (Not applicable to the Company during the Financial Year 2018-2019);
 - (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 to the extent applicable;
 - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Financial Year 2018-2019);
 - (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 (Not applicable to the Company during the Financial Year 2018-2019);
 - (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable;
 - (i) The Depositories Act 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, to the extent applicable;
 - (j) 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 to the extent to securities issued;
 - (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulation, 2009 to the extent applicable.

6. We further report that, we relied on the representation made by the Company and its officer for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company;
7. We further report that the compliances by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

8. We have also examined the compliances with the applicable clauses of the following:-

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India and made effective from July 1, 2015.

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

9. 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 clarification on the agenda items before the meeting and for meaningful participation at the meeting; and

Majority of decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of meetings of the Board of Directors or committee of the Board, as the case may be.

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

10. We further report that during the audit period, there were no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

This report is to be read with our letter of even date which is annexed and form an integral part of this report.

For RSM & CO.
Company Secretaries

RAVI SHARMA
PARTNER
FCS NO.4468, C. P. NO. 3666

New Delhi, 5th August, 2019

To
The Members
Bhartiya International Limited
56/7, Nallambakkam Village (Via Vandalur),
Chennai - 600048 (Tamil Nadu)

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

1. Maintenance of Secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on the 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 verifications were done on the 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 and books of accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliances of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable Laws, rule and regulations, standards is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.
6. Our Secretarial Audit Report 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

For RSM & CO.
Company secretaries

RAVI SHARMA
PARTNER
FCS NO.4468 , C. P. NO. 3666

New Delhi, 5th August, 2019

Annexure – D

Corporate Social Responsibility (CSR)

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1.	A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	The CSR Policy, duly approved by the Board of Directors has been uploaded on the Company website www.bhartiyafashion.com . The policy contains the exhaustive list of programmes that can be undertaken by the Company during any period of time. During the financial year 2018-19, the company had mainly catered in the field of education by providing scholarship to the students and extending donations/ fund towards construction/repairs and development and maintenance of school
2.	The Composition of the CSR Committee	Mr. Snehideep Aggarwal – Chairman Mr. Ramesh Bhatia – Member Mr. Sandeep Seth - Member
3.	Average net profit of the Company for last three financial years	Rs. 22.46 crores
4.	Prescribed CSR Expenditure (2% of the above mentioned amount)	Rs. 44.91 lakhs
5.	Details of CSR spent during the financial year (a) Total amount to be spent for the financial year; (b) Balance brought forward from previous year (c) Total amount spent (d) Amount unspent, if any;	Rs. 44.91 lakhs Rs. 64.30 lakhs Rs. 10.00 lakhs Rs. 99.21 lakhs

(c) Manner in which the amount spent during the financial year is detailed below.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct
1	Scholarships to Students	Promoting Education	Delhi NCR	Rs. 5,41,000/-	Direct – Rs. 5,41,000/-	Rs. 5,41,000/-	Rs. 5,41,000/-
2	Extended donation to Sri Venkatesha Prathistana School Foundation for construction of school classrooms	Promoting Education	Bengaluru, Karnataka	Rs. 3,00,000/-	Direct – Rs. 3,00,000/-	Rs. 3,00,000/-	Rs. 3,00,000/-
3	Extended Donation to Sai Ashish Society for Spastic Children in New Delhi	Promoting Education	New Delhi	Rs. 1,00,000/-	Direct – Rs. 1,00,000/-	Rs. 1,00,000/-	Rs. 1,00,000/-
4	Extended Donation to Bharat Vikas Parishad Narayan Shakha towards school running expenses in Gurugram	Promoting Education	Gurugram	Rs. 34,500/-	Direct – Rs. 34,500/-	Rs. 34,500/-	Rs. 34,500/-
5	Distribution of College bags to students in Tada, Andhra Pradesh	Promoting Education	Tada, Andhra Pradesh	Rs. 24,780/-	Direct - Rs. 24,780/-	Rs. 24,780/-	Rs. 24,780/-
	TOTAL			Rs. 10,00,280 /-	Rs. 10,00,280 /-	Rs. 10,00,280 /-	Rs. 10,00,280 /-

- 6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.**

The Company plans to Schedule VII spend the balance amount in the projects as defined in accordance with Schedule VII of Section 135 of the Companies Act, 2013, in the coming years.

- 7. The Chairman of the CSR Committee has given a responsibility statement on behalf of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company.**

Chairman

Chairman of CSR Committee

Gurugram, 6th August, 2019

Annexure E

Information in accordance with the provision of Section 134 (3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is given below:

a. Conservation of Energy

The operations of your Company are not energy intensive however the Company has undertaken several steps for energy conservation like monitoring of DG sets, using energy efficient computers and laptops, Air-conditioners are used only when required and thereby enhancing energy efficiency.

b. Technology Absorption

The Company is in fashion oriented industry. The Company relies heavily on its Italian office for design and product development. Access to Italian facilities is available for Indian operations thereby facilitating transfer of know-how.

c. Foreign Exchange Earnings & Outgo

The information on foreign exchange earnings and outgo during the year under review is provided below:

Earnings Rs. 5,775,692,577

Expenditure Rs. 1,510,140,486

For and on behalf of the Board

Snehdeep Aggarwal

Chairman

DIN: 00928080

Gurugram, 6th August, 2019

CORPORATE GOVERNANCE REPORT

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

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance revolves around the principles of ethical governance which guides and directs the management to conduct the business in an efficient manner to meet its obligations towards shareholders' and other stakeholders' expectations. Corporate Governance, which aims to promote fairness, transparency and integrity of the management, is not a mere legal compulsion but rather a way of life, which helps in inspiring and strengthening investor's confidence in the Company.

In rapidly changing business and technological environment, Bhartiya International Ltd. maintains its industry leadership through continuous endeavor to improve upon governance aspects on an on-going basis and adopts innovative approaches for leveraging resources, converting opportunities and motivation fostering a healthy growth and development of human resources thus generated confidence among business partners, customers and investors and at the same time fulfills its social responsibilities.

During the Financial year 2018-2019, the Company is in compliance with the requirements stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Listing Regulations or SEBI LODR Regulations] as applicable, with regard to Corporate Governance.

The detailed Corporate Governance Report of BIL is as follows:

BOARD OF DIRECTORS

Board of Directors: The Board is entrusted with an ultimate responsibility of the Management, directions and performance of the Company. The Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosures. In addition, the Board has created sub-committees to oversee the functions of executive management.

a. Composition of the Board, Other Directorships and Committee Memberships:

The composition of the Board is in conformity with Section 149 of the Companies Act, 2013 and Regulation 17 of the Listing Regulations.

As on 31st March, 2019, the Board strength comprises of ten Directors and eight out of them are Non-Executive Directors. There are Five Independent Directors (out of which one is woman Director) on the Board who are professionals with high credentials and actively contribute in the deliberations of the Board, covering all strategic policy matters and strategic decisions.

The details of each member of the Board along with the number of Directorships/Committee Memberships are as given below:

Name	Director Identification Number	Date of Appointment	Category of Directors	Directorships in other Indian Public Limited Companies	Memberships/ Chairmanships of other Committees		List of Directorship held in Other Listed Companies and Category of Directorship
					Chairman	Member	
Mr. Snehideep Aggarwal	00928080	07-01-1987	Promoter, Managing Director	-	-	-	
Mr. Ramesh Bhatia	00052320	06-09-1987	Promoter, Non-Executive Non- Independent Director	2	-	-	
Mr. Manoj Khattar ^	00694981	13-08-2018	Executive Director (Whole-Time Director)	5	2	1	
Mr. Robert Burton Moore Jr. ^	08108097	16-04-2018	Non-Executive Non-Independent Director	-	-	-	
Mr. Nikhil Aggarwal	01891082	04-10-2007	Non-Executive Non-Independent Director	-	-	-	
Mr. C. L. Handa	00928283	26-05-2004	Non-Executive Independent Director	3	-	2	
Mr. Sandeep Seth	01408624	28-02-2002	Non-Executive Independent Director	2	-	2	

Name	Director Identification Number	Date of Appointment	Category of Directors	Directorships in other Indian Public Limited Companies	Memberships/ Chairmanships of other Committees		List of Directorship held in Other Listed Companies and Category of Directorship
					Chairman	Member	
Mr. Shashank	01569514	30-07-2007	Non-Executive Independent Director	1	-	-	
Mr. A. Sahasranaman	01983690	30-06-2008	Non-Executive Independent Director	-	-	-	
Ms. Annapurna Dixit	06844250	18-09-2014	Non-Executive Independent Director	1	-	-	Roto Pumps Limited – Independent Director
Ms. Jaspal Sethi *	01689695	29-06-1987	Executive Director (Whole-Time Director)	1	-	-	
Mr. A. K. Gadhok *	01254410	01-04-1999	Executive Director (Whole-Time Director)	3	-	-	

* Mr. Ashok Kumar Gadhok and Ms. Jaspal Sethi ceased to be Whole-Time Directors of the Company on 16th April, 2018 and 31st July, 2018 respectively.

^ Mr. Robert Burton Moore Jr. and Mr. Manoj Khattar were appointed as Non-Executive and Whole-Time Director of the Company on 16th April, 2018 and 13th August, 2018 respectively.

- The Directorships, held by Directors as mentioned above, do not include Alternate Directorships and Directorships in Foreign Companies, Section 8 Companies and Private Limited Companies and is within respective limits prescribed under the Companies Act, 2013 ("Act") and Listing Regulations.
- Memberships/Chairmanships of only Audit Committees and Stakeholders Relationship Committees in all Public Limited Companies (excluding Bhartiya International Limited) have been considered. Members of the Board of the Company do not have membership of more than ten Board-level Committees or Chairman of more than five such Committees.
- The Independent Directors also meet the criteria as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Companies Act, 2013.
- Details of Director(s) retiring or being re-appointed are given in the notice to Annual General Meeting. The brief profile of the Board Members is given on the website of the Company www.bhartiyafashion.com.
- Maximum tenure of Independent Directors is in accordance with the Companies Act, 2013 and rules made thereunder.
- Mr. Nikhil Aggarwal is the nephew of Mr. Snehdeep Aggarwal, Promoter Director. No other directors are related to each other.

b. Number of Board Meetings:

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiaries. The Board Meetings are pre-scheduled well in advance to facilitate the Directors to plan their schedules. In case of business exigencies the Board's approval is taken through circular resolutions after complying with the provisions of the Companies Act, 2013 and rules made thereunder and also as per Secretarial Standards.

The notice of each Board Meeting is given in writing to each Director. The Agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the meeting. This ensures timely and informed decisions by the Board.

In the financial year 2018-19, the Board met four times. The meetings were held on 30th May, 2018, 13th August, 2018, 14th November 2018, and 11th February, 2019. The interval between two meetings was well within the maximum period mentioned under Section 173 of the Companies Act, 2013 and the SEBI Listing Regulations.

The attendance of Directors at the Board meetings held during the financial year ended 31st March, 2019 and at the previous Annual General Meeting (AGM) was as under:

Name of Director	* No. of Board Meetings Attended	Attendance at Last AGM
Mr. Snehdeep Aggarwal	4	Absent
Mr. Manoj Khattar	2	Present

Name of Director	* No. of Board Meetings Attended	Attendance at Last AGM
Mr. A. K. Gadhok	-	Absent
Ms. Jaspal Sethi	-	Absent
Mr. Ramesh Bhatia	1	Present
Mr. C. L. Handa	3	Present
Mr. Sandeep Seth	4	Present
Mr. Shashank	3	Absent
Mr. A. Sahasranaman	3	Absent
Mr. Nikhil Aggarwal	4	Absent
Ms. Annapurna Dixit	2	Absent
Mr. Robert Burton Moore Jr	4	Absent

* Includes Meeting attended through Video/Tele Conference.

c. Skills/expertise/competencies of the Board

The Board recognizes certain skills/expertise/competencies that are required by it to function effectively in the context of business of the Company and which inter-alia consists of experience and knowledge of the Leather and Textile Industry and specialist knowledge in various areas.

Board members have significant experience and expertise in the areas of corporate governance, strategy, finance, banking, marketing. The Company is managed by the Board of Directors in coordination with the Senior Management team. The Board periodically evaluates the need for change in its composition and size.

d. Information Supplied to the Board

The Board has complete access to all the information with the Company. The Company provides the information as set out in Regulation 17(7) read with Part A of Schedule II of the SEBI LODR Regulations to the Board to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective Meetings or by way of presentations and discussions during the Meetings.

e. Post Meeting Mechanism

The important decisions taken at the Board/Board Committee meetings are communicated to the concerned departments/divisions.

f. Board Support

The Company Secretary attends the Board meetings and advises the Board on Compliances with applicable laws and governance.

g. Shareholding of Non-Executive Directors

As on 31st March, 2019, the shares held by the Non-Executive Directors is provided below:

Name of the Directors	No. of shares held
Mr. Ramesh Bhatia	340250
Mr. Nikhil Aggarwal	20000
Mrs. Annapurna Dixit	4000

Further, none of the Non-Executive Directors holds any convertible Instruments of the Company.

h. Roles, Responsibilities and Duties of the Board

The duties of Board of Directors have been enumerated in Listing Regulations, Section 166 of the Companies Act, 2013 and Schedule IV of the said Act (Schedule IV is specifically for Independent Directors). There is a clear demarcation of responsibility and authority amongst the Board of Directors.

i. Independent Directors

The Non-Executive Independent Directors fulfil the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 is disclosed on the website of Bhartiya Group www.bhartiyafashion.com. The same is issued to Independent Directors on their appointment. In compliance with the Listing Regulations, Directors of the Company do not serve as an Independent Director in more than seven listed companies. Further, no Independent Director serves as a Whole-Time Director/Managing Director in any other listed company.

The Company has obtained a certificate from Practicing Company Secretary confirming that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

j. Familiarization Programme for Independent Directors

At the time of appointing an Independent Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Company. The Director is also explained in detail the Compliance required from him under Companies Act, 2013, SEBI Listing Regulations and other various statutes and an affirmation is obtained. The Executive Directors also have a one to one discussion with the newly appointed Director to familiarize him with the Company's operations. Further, on an ongoing basis as a part of Agenda of Board / Committee Meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the Company's and its subsidiaries/associates businesses and operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters.

k. Conflict of Interests

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other companies including Chairmanships and notifies changes during the year. The Members of the Board while discharging their duties, avoid conflict of interest in the decision making process. The Members of the Board restrict themselves from any discussions and voting in transactions in which they have concern or interest.

COMMITTEES OF THE BOARD

The Board of Directors has constituted Board Committees to deal with specific areas and activities which concern the Company and need a closer review. The Board Committees are formed with approval of the Board and function under their respective Charters. These Board Committees play an important role in overall management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals, takes necessary steps to perform its duties entrusted by the Board. To ensure good governance, the Minutes of the Committee Meetings are placed before the Board for their noting.

The Board has currently the following Committees:

(A) AUDIT COMMITTEE**(i) Composition**

Audit Committee of the Board of Directors ("the Audit Committee") is entrusted with the responsibility to supervise the Company's financial reporting process and internal controls.

The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the SEBI Listing Regulations. All members of the Audit Committee bring in expertise in the fields of Finance, Taxation, Economics, Risk and International Finance. Mr. Sandeep Seth is the Chairman of the Audit Committee. Mr. Shashank and Mr. C. L. Handa are the members of the Audit Committee.

The Audit Committee inter alia provides directions to and oversee the internal audit and risk management functions, review of financial results and annual financial statements, interact with statutory auditors and carry out such others matters as required in terms of the Companies Act, 2013 and SEBI LODR Regulations. In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

Ms. Shilpa Budhia, Company Secretary acts as Secretary of the Audit Committee. The Statutory and Internal Auditors, Chief Financial Officer are invitees for the Audit Committee Meetings.

(ii) Meetings and Attendance during the Financial Year 2018-2019

The Members of the Audit Committee met four times during the Financial Year 2018-2019. The Company is in full compliance with the provisions of Regulation 18 of the SEBI Listing Regulations on gaps between any two Audit Committee meetings. The Committee met on 29th May, 2018, 11th August, 2018, 13th November, 2018 and 9th February, 2019. The necessary quorum was present for all Meetings. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company. The Table below provides the attendance of the Audit Committee members:

Director	29.05.2018	11.08.2018	13.11.2018	09.02.2019
Mr. Sandeep Seth	P	P	P	P
Mr. Shashank	P	P	P	P
Mr. C.L. Handa	P	A	P	P

(iii) Terms of Reference

- a. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible
- b. Recommending to the Board, the appointment, reappointment and, if required, the replacement or removal of statutory auditors, including cost auditors, if any, and fixation of audit fees and other terms of appointment
- c. Approving payment to statutory auditors, including cost auditors, if any, for any other services rendered by them
- d. Reviewing with the management, annual financial statements and auditors report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Directors' Responsibility Statement to be included in the Directors' Report of the Company from time to time
 - Changes, if any, in accounting policies and practices and reasons for the same
 - Major accounting entries involving estimates based on the exercise of judgment by the management
 - Significant adjustments made in financial statements arising out of audit findings
 - Compliance with listing and other legal requirements relating to financial statements
 - Disclosure of related party transactions
 - Qualifications in draft audit report
- e. Reviewing with the management, the quarterly financial statements before submission to the Board for approval
- f. Reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice, and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- g. Reviewing and monitoring the auditors independence and performance and effectiveness of audit process
- h. Approval or any subsequent modification of transactions of the Company with related parties
- i. Scrutiny of inter-corporate loans and investments
- j. Valuation of undertakings or assets of the Company, wherever it is necessary
- k. Evaluation of internal financial controls and risk management systems
- l. Reviewing with the management, the performance of statutory auditors, including cost auditors and internal auditors, adequacy of internal control systems
- m. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit
- n. Discussion with internal auditors, any significant findings and follow-up thereon
- o. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature, and reporting the matter to the Board
- p. Discussion 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
- q. To look into the reasons for substantial defaults, if any, in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors

- r. To review the functioning of the Whistle Blower mechanism
- s. Approval of appointment of the CFO (i.e. the Whole-Time Finance Director or any other person heading the finance function or discharging that function) after assessing qualifications, experience and background of the candidate
- t. Carrying out such other functions as may be specifically referred to the Committee by the Company's Board of Directors and/or other Committees of Directors.
- u. Reviewing financial statements, in particular the investments made by the Company's unlisted subsidiaries.
- v. Reviewing the following information:
 - The Management Discussion and Analysis of financial condition and results of operations;
 - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - Management letters/letters of internal control weaknesses issued by the statutory auditors;
 - Internal audit reports relating to internal control weaknesses; and
 - The appointment, removal and terms of remuneration of internal auditors / chief internal auditor
- w. statement of deviations:
 - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations.
 - annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations.
- x. Reviewing the utilization of loans and/or advances to/investment in the subsidiary company exceeding Rs. 100 crore or 10% of the asset size of the subsidiary, whichever is lower

(B) NOMINATION AND REMUNERATION COMMITTEE

(i) Composition

The Committee comprises of three Non-Executive Independent Directors in pursuant to Regulation 19 of the SEBI LODR Regulations. Mr. Sandeep Seth is the Chairman of the Committee. Other members of the Nomination and Remuneration Committee are Mr. Shashank and Mr. C. L. Handa. Ms. Shilpa Budhia, Company Secretary acts as Secretary of the Nomination and Remuneration Committee. The Composition of Nomination and Remuneration Committee is pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI Listing Regulations.

(ii) Meetings and Attendance during the financial year 2018-19

The Nomination and Remuneration Committee met Seven times during the year. The necessary quorum was present for the Meeting. The table below provides the Attendance of the Nomination and Remuneration Committee members:

Director	05.04.2018	23.07.2018	11.08.2018	28.09.2018	01.12.2018	31.01.2019	09.02.2019
Mr. Sandeep Seth	P	P	P	P	P	P	P
Mr. Shashank	P	P	P	P	P	P	P
Mr. C.L. Handa	P	P	A	A	P	P	P

(iii) Terms of reference

The broad terms of reference of the Nomination and Remuneration Committee are as under:-

- a. Identifying, evaluating, and recommending appropriate Independent Directors, Executive and Non-Executive Directors on the Board of the Company based on the qualifications, positive attributes, independence of a director and availability of time with him or her to devote to the job;
- b. Evaluating the skill, knowledge, experience and effectiveness of individual directors as well as the Board as a whole;
- c. Ensuring that the Board comprises of a balanced combination of Executive Directors and Non-Executive Directors which includes a policy on Board diversity;

- d. Identifying the qualifications, positive attributes and evaluating and recommending the appointment and remuneration of Key Managerial Personnel and Senior Management of the Company, one level below the Board;
- e. Payment of remuneration to the directors shall be approved by a resolution passed by the Nomination and Remuneration Committee;
- f. All information about the Directors / Managing Directors / Whole time Directors i.e., background details, past remuneration, recognition or awards, job profile shall be considered and disclosed to shareholders;
- g. The Committee shall take into consideration and ensure the compliance of provisions under Schedule V of the Companies Act, 2013 for appointing and fixing remuneration of Managing Directors / Whole time Directors;
- h. While approving the remuneration, the Committee shall take into account financial position of the Company, trend in the industry, qualification, experience and past performance of the appointee;
- i. The relevant disclosures will be made in the Annual Report of the Company and wherever required;
- j. The Committee shall look into the administration and superintendence of the Employee Stock Option Scheme implemented by the Company from time to time including:
 - the quantum of options to be granted under Employees' Stock Option Scheme per employee and in aggregate;
 - the conditions under which option vested in employees may lapse in case of termination of employment for misconduct;
 - the exercise period within which the employee should exercise the option, and that the option would lapse on failure to exercise the option within the exercise period;
 - the specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee;
 - the right of an employee to exercise all options vested in him at one time or various points of time within the exercise period;
 - the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions, such as rights issues, bonus issues, merger, sale of division and others;
 - the granting, vesting and exercising of options in case of employees who are on long leave; and the procedure for cashless exercise of options.
- k. To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for performance of its duties.

(iv) Remuneration of Directors

Remuneration to Managing Director and Whole-Time Director (Executive Directors)

Remuneration of the Managing Director and Whole-Time Director is determined periodically by the Nomination and Remuneration Committee and fixed by the Board within the permissible limits under the applicable provisions of law and approved by Shareholders.

Remuneration to Executive Directors for the financial year 2018-2019 is as under:

Name of the Director	Salary (Rs.)[^]	Stock Options	Notice Period
Mr. Snehdeep Aggarwal	1,839,600	-	3 months
Mr. Manoj Khattar *	6,605,546	2783	3 months
Ms. Jaspal Sethi@	380,000	-	3 months
Mr. A. K. Gadhok#	31,091	-	3 months

[^]Salary includes Basic Salary, Perquisites & Allowances as per Income Tax Rules and contribution to Provident Fund.

Mr. A. K. Gadhok has resigned from the post of Whole-Time Director with effect from 16th April, 2018.

@Ms. Jaspal Sethi had ceased to be Whole-Time Director on account of completion of tenure on 31st July, 2018

* Mr. Manoj Khattar was appointed as Whole-Time Director with effect from 13th August, 2018

Remuneration to Non- Executive Directors

The Non-Executive Directors are paid sitting fees within the limits prescribed under law.

The details of sitting fees paid for attending the Board/Committee Meetings to the Non-Executive Directors for the financial year 2018-2019 is as under: -

Name of the Director	Board Meeting Fees (Rs.) *	Committee Meeting Fees (Rs.) *	Total (Rs.)
Mr. C. L. Handa	8334	14443	22777
Mr. Ramesh Bhatia	2778	-	2778
Mr. A. Sahasranaman	8334	-	8334
Mr. Shashank	8334	18887	27221
Mr. Sandeep Seth	11112	18887	29999
Mr. Nikhil Aggarwal	-	-	-
Ms. Annapurna Dixit	5556	-	5556
Mr. Robert Burton Moore Jr.	-	-	-

* The above amounts are inclusive of taxes

No sitting Fees has been paid to Mr. Robert Burton Moore Jr. and Mr. Nikhil Aggarwal during the year under review.

In addition, Mr. Robert Burton Moore Jr., Non-Executive Director, was paid Consultancy Fees of Rs. 89,95,000/- during the year under review as approved by the shareholders of the Company in the Annual General Meeting held on 28th September, 2018 for holding office or place of profit.

There has been no other material pecuniary relationship or business transactions by the Company with any of the Non-Executive and Independent Directors of the Company during the year under review.

The Sitting Fees of the Directors is revised to Rs. 10,000/- per Meeting of the Board and Rs. 5,000/- per Meeting of the Committees (Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee) with effect from 1st June, 2019.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI Listing Regulations, the Board has carried out the annual evaluation of its own performance, its Committees and Directors individually. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Executive Directors and Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

(C) STAKEHOLDERS RELATIONSHIP COMMITTEE**(i) Composition**

The Stakeholders Relationship Committee comprises of three Non-Executive Directors and all are Independent Directors in pursuant to Regulation 20 of the SEBI Listing Regulations. Mr. Sandeep Seth is the Chairman of the Stakeholders Relationship Committee. Other members of the Stakeholders Relationship Committee are Mr. Shashank and Mr. C. L. Handa.

Ms. Shilpa Budhia, Company Secretary and Compliance Officer, acts as Secretary to the Committee.

(ii) Meetings and attendance during the Financial Year 2018-2019

The Committee met to attend shareholders queries together with the status report on the nature of queries received & the disposal thereof. Six Committee Meetings were held during the financial year.

Director	15.05.2018	17.07.2018	05.11.2018	08.12.2018	01.01.2019	15.02.2019
Mr. Sandeep Seth	P	P	P	P	P	P
Mr. Shashank	P	P	P	P	P	P
Mr. C.L. Handa	P	A	P	P	P	P

(iii) Terms of Reference

The terms of reference of the Stakeholders Relationship Committee are as under:

- a. Oversee and review all matters connected with the transfer, transposition and transmission of the Company's securities;
- b. Approve issue of the Company's duplicate share / debenture certificates, if any;
- c. Monitor redressal of investors' / shareholders' / security holders' grievances about non-receipt of declared dividend, non-receipt of Annual Reports;
- d. Oversee the performance of the Company's Registrars and Transfer Agents;
- e. Recommend methods to upgrade the standard of services to investors;
- f. Monitor implementation of the Company's Code of Conduct for Prohibition of Insider Trading;
- g. To perform all functions relating to the interests of shareholders / investors of the Company as may be required by the provisions of the Companies Act, 2013, SEBI Listing Regulations with the Stock Exchanges and guidelines issued by the SEBI or any other regulatory authority.

Total number of complaints/communications received during the financial year were 33 (Thirty Three) only and all of them have been redressed/answered to the satisfaction of shareholders. There was one grievance which was pending during the previous financial year which was resolved in FY 2018-19. There was no investor grievance remained unattended or pending as on 31st March 2019.

(D) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE**(i) Composition**

The Committee comprises of three Directors. Mr. Snehdeep Aggarwal is the Chairman of the Committee. Other members of the Committee are Mr. Ramesh Bhatia and Mr. Sandeep Seth. Ms. Shilpa Budhia, Company Secretary acts as Secretary of the CSR Committee. The Composition of CSR Committee is pursuant to the provisions of Section 135 of the Companies Act, 2013.

(ii) Meetings and Attendance during the financial year 2018-2019

Three Meetings of the Committee were held during the year.

Director	30.07.2018	28.09.2018	30.03.2019
Mr. Snehdeep Aggarwal	P	A	P
Mr. Ramesh Bhatia	A	P	A
Mr. Sandeep Seth	P	P	P

(iii) Terms of reference

The broad terms of reference of the CSR Committee are as under:-

- a. To formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the Company in compliance with provisions of the Companies Act, 2013 and rules made there under.
- b. To recommend the amount of expenditure to be incurred on the CSR activities.
- c. To monitor the implementation of the framework of the CSR Policy.
- d. To disseminate factually correct information to investors, institutions and the public at large.
- e. To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for performance of its duties.

Considering the cause behind the formation of the CSR Committee, the members have refused to take sitting fees.

(E) SHARE TRANSFER COMMITTEE**(i) Composition**

The Share Transfer Committee consists of two members. i.e. Mr. Snehdeep Aggarwal and Mr. Manoj Khattar. Mr. Manoj Khattar was appointed as a member of the Committee consequent to his appointment as Whole-Time Director of the Company on 13th August, 2018 and resignation of Ms. Jaspal Sethi as the Director. Mr. Ashok Kumar Gadhok had ceased to be Committee member pursuant to his resignation from the Board on 16th April, 2018.

(ii) Meetings and Attendance during the financial year 2018-2019

Fifteen Meetings of the Committee were held during the year 2018-19.

Meetings	Directors			
	Mr. Snehdeep Aggarwal	Mr. Manoj Khattar	Mr. A.K. Gadhoek	Ms. Jaspal Sethi
02.04.2018	P	N.A.	P	P
05.05.2018	P	N.A.	N.A.	P
25.06.2018	P	N.A.	N.A.	P
13.08.2018	P	P	N.A.	N.A.
05.09.2018	P	P	N.A.	N.A.
21.09.2018	P	P	N.A.	N.A.
01.10.2018	P	P	N.A.	N.A.
05.11.2018	P	P	N.A.	N.A.
19.11.2018	P	P	N.A.	N.A.
26.11.2018	P	P	N.A.	N.A.
08.12.2018	P	P	N.A.	N.A.
24.12.2018	P	P	N.A.	N.A.
15.02.2019	P	P	N.A.	N.A.
20.03.2019	P	P	N.A.	N.A.
27.03.2019	P	P	N.A.	N.A.

(iii) Terms of Reference

The Board has delegated the authority for approving transfer, transmission, name deletions, etc. of the Company's securities to the Share Transfer Committee.

(F) MANAGEMENT COMMITTEE**(i) Composition**

The Management Committee consists of three members. i.e. Mr. Snehdeep Aggarwal, Mr. C. L. Handa and Mr. Manoj Khattar. Mr. Manoj Khattar was appointed as a member of the Committee consequent to his appointment as Whole-Time Director of the Company on 13th August, 2018. Mr. Ashok Kumar Gadhoek had ceased to be Committee member pursuant to his resignation from the Board on 16th April, 2018.

(ii) Meetings and Attendance during the financial year 2018-2019

Sixteen Meetings of the Committee were held during the year 2018-19.

Meetings	Directors			
	Mr. Snehdeep Aggarwal	Mr. A.K. Gadhoek	Mr. C.L. Handa	Mr. Manoj Khattar
04.04.2018	P	P	P	N.A.
23.04.2018	P	N.A.	P	N.A.
11.05.2018	P	N.A.	P	N.A.
05.06.2018	P	N.A.	P	N.A.
12.07.2018	P	N.A.	P	N.A.
10.08.2018	P	N.A.	P	N.A.
27.08.2018	P	N.A.	A	P
14.09.2018	P	N.A.	A	P
16.10.2018	P	N.A.	P	P
31.10.2018	P	N.A.	P	P
14.11.2018	P	N.A.	P	P
03.12.2018	P	N.A.	P	P
20.12.2018	P	N.A.	P	P
19.01.2019	P	N.A.	P	P
06.03.2019	P	N.A.	P	P
19.03.2019	P	N.A.	P	P

Terms of Reference

The broad terms of reference of the Management Committee are as under:-

- Availing term loans/working capital facilities/vehicle loans for business purposes from banks/financial institutions for an amount not exceeding Rs.700 crore including accepting sanction letters and renewal of existing bank limits, forex transactions and all such matters which are required for dealing with the banks/financial institutions on routine basis.
- Authorisation for dealing/liasing with various Statutory/Regulatory authorities including state, central authorities viz., Income Tax, FEMA, MCA, SEBI, Pollution Control Board, Municipal Corporation, Telecom authorities, Service Tax authorities, VAT authorities, GST authorities etc. and vendors.
- Authorisation for opening and closing of bank accounts, changes in signatories for operating the bank accounts etc.
- Authorisation for making investments in securities quoted on the stock exchanges.
- Authorisation for making investments in group companies.
- To take up any other assignments as may be granted by the Board from time to time.

(G) MEETING OF INDEPENDENT DIRECTORS

As per Regulation 25(3) and 25(4) of the SEBI LODR Regulations, during the year under review, all the Independent Directors met on 17th November, 2018 and discussed inter-alia on:

- Evaluation of performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of performance of the Managing Director of the Company, taking into account the views of the Executive and Non-Executive Directors;
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Directors also discussed on the compliance status and the performance of the Company over a period of three years and expressed their satisfaction on the same.

GENERAL BODY MEETINGS

The location and time of the Annual General Meeting held during the last 3 years were as follows:-

Annual General Meeting (AGM)	Date	Time of AGM	Location	No. of Special Resolutions passed
31 st AGM	28 th September, 2018	2.00 P.M.	Auditorium, National Institute of Siddha, Trichy-Chennai Highway, Tambaram Sanatorium, Chennai, Tamil Nadu - 600 047	2
30 th AGM	27 th September, 2017	2.00 P.M.	Auditorium, National Institute of Siddha, Trichy-Chennai Highway, Tambaram Sanatorium, Chennai, Tamil Nadu - 600 047	6
29 th AGM	29 th September, 2016	2.00 P.M.	Auditorium, National Institute of Siddha, Trichy-Chennai Highway, Tambaram Sanatorium, Chennai, Tamil Nadu - 600 047	-

All resolutions moved at the Annual General Meeting held on 29th September, 2016, 27th September, 2017, 28th September, 2018 were passed through Poll (electronically and physical ballot).

No Extraordinary General Meetings were held during the last 3 years

POSTAL BALLOT

No resolution has been moved by the shareholders of the Company by way of Postal Ballot during the year under review.

PROCEDURE FOR POSTAL BALLOT

In compliance with Regulation 44 of the SEBI Listing Regulations and sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company provides electronic voting facility to all its members, to enable them to cast their votes electronically. The company engages the services of NSDL for the purpose of providing evoting facility to all its members. The members have the option to vote either by physical ballot or e-voting.

The company dispatches the postal ballot notices and forms along with postage prepaid business reply envelopes to its members whose names appear on the register of members/list of beneficiaries as on cut-off date. The postal ballot notice is sent to members in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding)/the Company's registrar and share transfer agents (in case of physical shareholding). The Company also publishes a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable rules.

Voting rights are reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off date. Members desiring to exercise their votes by physical ballot forms are requested to return the forms duly completed and signed, to the Scrutinizer on or before the close of the voting period. Members desiring to exercise their votes by electronic mode are requested to vote before close of business hours on the last date of e-voting.

The Scrutinizer submits his report to the Chairman, after the completion of scrutiny, and the consolidated results of the voting by postal ballot and e-voting are then announced by the Chairman/authorized officer. The results are also displayed on the Company's website www.bhartiyafashion.com besides being communicated to the Stock Exchanges, Depository and Registrar and Share Transfer Agents. The last date of E-Voting is deemed to be the date of passing of the resolutions as per Secretarial Standard.

Special resolution proposed to be passed by way of Postal Ballot

None of the businesses proposed to be transacted in the ensuing AGM require the passing of a special resolution by way of Postal Ballot.

MEANS OF COMMUNICATION

- (i) The Unaudited quarterly/half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the SEBI Listing Regulations, with the Stock Exchanges.
- (ii) The approved financial results are forthwith sent to the Stock Exchanges and are published in a national English newspaper. In addition, the same are published in local language newspaper (Business Standard in English, Hindi and Dinamani / Dhina Suriyan in Tamil), within forty-eight hours of approval thereof. Presently the same are not sent to the shareholders separately.
- (iii) The Company's financial results and officials press releases are displayed on the Bhartiya Group's website: www.bhartiyafashion.com.
- (iv) Management Discussion and Analysis forms part of the Annual Report, which is sent to the shareholders of the Company.
- (v) The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited are filed electronically. The Company has complied with filing submissions through BSE's BSE Listing Centre. Likewise, the said information is also filed electronically with NSE through NSE's NEAPS portal.
- (vi) Investors' presentation etc. are sent to stock exchanges and uploaded on the Company's website. Half yearly communication on the operational and financial performance of the Company is sent to the shareholders.
- (vii) A separate dedicated section under "Investors Relation", on the Company's website gives information on all disclosures filed with stock exchanges and all other information and documents that are required to be placed on the website of the Company under SEBI LODR regulations and other relevant information of interest to the investors / public.

GENERAL SHAREHOLDER INFORMATION

1.	AGM: Date, Time and Venue:	Day and Date: Thursday, 26 th September 2019 Time: 2:00 P.M. Venue: Auditorium, National Institute of Siddha, Trichy Chennai Highway, Tambaram Sanatorium, Chennai-600 047, Tamil Nadu
2.	Financial Calendar for 2019-2020	
	Financial year - April to March	
	Results for Quarter ending 30 th June 2019:	by 14 th of August, 2019
	Results for Quarter ending 30 th September 2019:	by 14 th of November, 2019
	Results for Quarter ending 31 st December 2019:	by 14 th of February, 2020
	Year ending 31 st March 2020:	by the 30 th of May, 2020

3.	Book Closure:	Friday the 20 th September 2019 to Thursday the 26 th September 2019 (both days inclusive)
4.	Dividend Payment Date:	On or before 25 th October 2018 if declared at Annual General Meeting on 26 th September 2019

5. Listing on Stock Exchanges & Stock Code

The Company is listed at following Stock Exchanges:-

1. BSE Limited (Stock Code: 526666) and
2. National Stock Exchange of India Ltd. (Stock Code: Symbol-BIL, Series - BE)

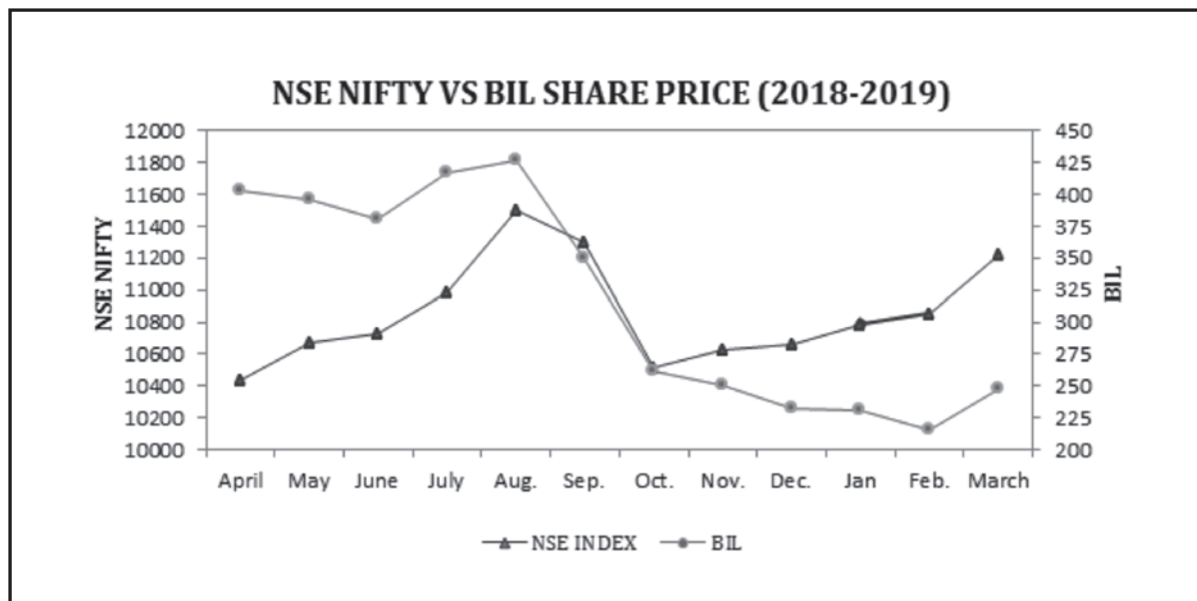
The Annual listing fee for the year 2019-2020 has been duly paid to both the Stock Exchanges. Demat ISIN Number with NSDL & CDSL for Equity shares - INE 828A01016

Annual Custody Issuer fee for the financial year 2019-2020 has been paid by the Company to NSDL and CDSL.

6. Market Price Data: High, Low during each month in last financial year

Months	BIL			Months	NSE Nifty		
	High (Rs.)	Low (Rs.)	Average (Rs.)		High (Rs.)	Low (Rs.)	Average (Rs.)
Apr-18	414.90	390.45	402.68	Apr-18	10759.00	10111.30	10435.15
May-18	414.95	376.00	395.48	May-18	10929.20	10417.80	10673.50
Jun-18	415.00	347.00	381.00	Jun-18	10893.25	10550.90	10722.08
Jul-18	478.00	356.25	417.13	Jul-18	11366.00	10604.65	10985.33
Aug-18	478.00	375.25	426.63	Aug-18	11760.20	11234.95	11497.58
Sep-18	415.00	283.45	349.23	Sep-18	11751.80	10850.30	11301.05
Oct-18	298.65	225.00	261.83	Oct-18	11035.65	10004.55	10520.10
Nov-18	283.85	216.90	250.38	Nov-18	10922.45	10341.90	10632.18
Dec-18	255.30	210.00	232.65	Dec-18	10985.15	10333.85	10659.50
Jan-19	245.00	215.20	230.10	Jan-19	10987.45	10583.65	10785.55
Feb-19	230.00	200.00	215.00	Feb-19	11118.10	10585.65	10851.88
Mar-19	294.95	199.00	246.98	Mar-19	11630.35	10817.00	11223.68

Stock Performance in comparison to broad-based indices such as Nifty, S&P Sensex, etc.



- 7. Registrar & Share Transfer Agent : MAS Services Ltd.**
(For both Physical & Electronic Transfer etc.)
T-34, 2nd Floor, Okhla Industrial Area,
Phase-II, New Delhi - 110 020
Tel. No. 26387281-83, Fax No. 26387384
E-mail: info@masserv.com

8. Share Transfer System

Share transfers are processed and share certificates duly endorsed are returned within a period of fifteen days from the date of receipt, subject to documents being valid and complete in all respects. The Board has delegated the authority for approving transfer, transmission, etc. of the Company's securities to the Share Transfer Committee which consists of two members i.e. Mr. Snehdeep Aggarwal & Mr. Manoj Khattar, Directors of the Company. Share transfer/ transmissions approved by the Committee are placed at the Board Meeting from time to time. Company Secretary of the Company acts as Secretary of the Committee. A summary of transfer/transmission of securities of the Company so approved by the Share Transfer Committee is placed at every Board Meeting / Stakeholders Relationship Committee. 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 the SEBI Listing Regulations and files a copy of the said certificate with Stock Exchanges. As at 31st March, 2019 there was no Equity Share pending for Transfer, also there was no Demat Request pending as on 31st March, 2019.

During the year under review, in terms of amended provisions of Regulation 40 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, read with National Stock Exchange of India Limited circular NSE/CML/2018/26 dated July 9, 2018 and BSE circular LIST/COMP/15/2018-19 dated July 5, 2018 and subsequent circulars issued in this regard, the Company took special efforts through its Registrar and Share Transfer Agent by sending letters including reminder letters to the shareholders holding shares in physical mode, advising them to dematerialise their shares on or before the prescribed due date specified by SEBI by opening a Demat account with any of the Depository Participants and also sensitizing them that transfer of shares shall not be allowed in physical form on and after the prescribed due date.

Accordingly, the Company has not been accepting requests for transfer of shares held in physical form w.e.f. April 1, 2019 in terms of aforesaid provisions. Any shareholder who is desirous of transferring shares, which are held in physical form, after April 1, 2019, can do so only after the shares are dematerialised. Shareholders of the Company may please note that the above amended provisions are not applicable in case of requests for transmission (i.e. transfer of title of shares by way of inheritance/succession) and transposition (i.e. rearrangement / interchanging of the order of name of shareholders). In terms of provisions of SEBI circular SEBI/HO/ MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, the Company has completed dispatch of letters including reminder letters to the shareholders holding shares in physical mode whose PAN/ Bank account details were not registered with the Company, requesting them to register the same. Members holding shares in physical form are requested to register and/or update their PAN/ Bank account details with the Company's Registrar & Share Transfer Agent and those holding shares in electronic form shall register/update such details with their Depository Participants (DPs).

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

No. of Shares	Shareholders		Shareholding	
	Number	% to total	Number	% to total
Upto 500	4307	89.51	390316	3.20
501-1000	221	4.59	165704	1.36
1001-2000	91	1.89	134730	1.11
2001-3000	31	0.64	76225	0.63
3001-4000	37	0.77	129314	1.06
4001-5000	24	0.50	110070	0.90
5001-10000	37	0.77	275614	2.26
10001 & above	64	1.33	10912201	89.49
Total	4812	100.00	12174174	100.00

10. Shareholding Pattern as on 31st March 2019

Category	No. of Share held	% of Paid up Capital
Promoters Holding	1483612	12.17
Persons acting in concert	4310950	35.35
Banks/Trusts/Financial Institutions	5200	0.04
Central Government/State Government (IEPF)	39989	0.33
NRIs/OCBs/Foreign National/FII	1082777	8.88
Indian Corporate Bodies/LLPs	2775137	22.76
Indian Public (Individual and HUF)	2447512	20.05
Directors and relatives	47025	0.39
Clearing Members	4972	0.04
Total	12174174	100.00

11. Top Ten Shareholders as on 31st March 2019

Sl. No.	Particulars	No. of shares	% of total shares of the Company
1	Bhartiya Global Ventures Private Limited	1850000	15.17
2	Superfine Carpets Private Limited	1256244	10.30
3	Bhartiya Infotech Private Limited	1000000	8.20
4	TIMF Holdings	706474	5.79
5	Bhartiya Advisory Services Private Limited	681926	5.59
6	Karuna Ventures Private Limited	400000	3.28
7	Girish Shankarlal Dhoot	315000	2.58
8	Share Point LLP	285500	2.34
9	Morgan Stanley Asia (Singapore) PTE.	278315	2.28
10	Dwarkadhish Trading Private Limited	190000	1.56

- 12. Dematerialization of shares and liquidity share** : As on 31st March 2019, 99.06% of the Paid-up capital has been dematerialized.
- 13. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity** : As on 31.03.2019, no warrants were outstanding. 3,00,000 warrants allotted to Non-Promoter Group in FY 2017-18 were forfeited on 13th October 2018 due to non-exercise of right for conversion of warrants into Equity shares.
During the year under review, the Company had also allotted 12920 equity shares under Employee Stock Option 2013 to the employees of the Company who had exercised their right to convert stock options into Equity shares. This results in increase in paid up Equity Capital to Rs.12,19,41,740/-. The Company had also granted 30,000 fresh stock options during the year.
- 14. Plant Locations** : Bengaluru, Chennai, Tada.
- 15. Address for Correspondence** : Registered Office
Bhartiya International Ltd. 56/7, Nallambakkam Village, (Via Vandalur), Chennai – 600 048. Tamil Nadu
Tel No.: +91 9551050148/19/20/21
E-mail: shares@bhartiya.com
Company Secretary and Compliance Officer
Ms. Shilpa Budhia
Bhartiya International Ltd.
56/7, Nallambakkam Village,
(Via Vandalur), Chennai –600 048. Tamil Nadu
Tel No.: +91 9551050148/19/20/21
E-mail: shares@bhartiya.com

DISCLOSURES

1. All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulations during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with Related Parties during the financial year. Related party transactions have been disclosed under significant accounting policies and notes forming part of the Financial Statements in accordance with "IND AS". A statement in summary form of transactions with Related Parties in ordinary course of business and arm's length basis is periodically placed before the Audit committee for review and recommendation to the Board for their approval.

As required under Regulation 23(1) of the SEBI Listing Regulations, the Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on the website of the Company (www.bhartiyafashion.com)

None of the transactions with Related Parties were in conflict with the interest of Company. All the transactions are in the ordinary course of business and have no potential conflict with the interest of the Company at large and are carried out on an arm's length or fair value basis.

2. In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements
3. Company has laid down adequate procedure to inform the Board about the risk assessment and risk minimization procedures. Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board.
4. Commodity price risks and commodity hedging activities – The Company is exposed to the risk of price fluctuation of raw materials and manages these risks proactively through inventory management and proactive vendor development practices.
5. There have been no instances of non-compliance by the Company on any matter related to capital markets and no penalties or strictures have been imposed by SEBI or the Stock Exchange during the last three years.
6. In compliance with the SEBI regulations on prevention of Insider Trading, the Company has constituted a comprehensive code of conduct for its management and staff. The code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of the Company, and cautioning them of the consequences of violation. Further, as per the guidelines on (Prohibition of Insider Trading) Regulations, 2015, the company has implemented a Code of Practice and Procedure for Fair Disclosure of Unpublished Price Sensitive Information.
7. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A). Not Applicable
8. A certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority. The Company has obtained the certificate in this regard and the same is annexed as a part of the report.
9. Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year. Not Applicable
10. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

Payment to Statutory Auditor	In Lakhs
Particulars	F.Y. 2018-19
Audit Fee	10.00
Tax Audit Fee	Nil
Other Services	4.50
Reimbursement	0.40
Total	14.90

11. Whistle Blower Policy

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the SEBI Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's Code of Conduct. The mechanization provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee.

12. Subsidiary Company

None of the subsidiary of the Company falls within the meaning of “Material Non-listed Indian subsidiary” as designed by the SEBI Listing Regulations. However, the Company has formulated the Material Subsidiary policy and uploaded the same on the website of the Company (www.bhartiyafashion.com)

The Company monitors the performance of its subsidiary companies, inter alia, by the following means:

The financial statements and the minutes of the Board Meetings of the subsidiary companies are noted at the Board Meetings respectively of the Company.

13. The Company has complied with all mandatory requirements of Corporate Governance as specified under Regulation 27 of the SEBI Listing Regulations.

Non-Mandatory Requirements

The Non-Mandatory requirements have been adopted by the Company to the extent it is in line with the nature of business activities of the Company. However, steps have been taken to implement the other requirements in a phased manner.

The Company is sending half yearly communication to its shareholders highlighting the financial and operational performance. The Internal Auditor is reporting to the Audit Committee. The Board comprises of 3 Executive Directors including one Managing Director. The company has deployed a CEO for fashion business separately.

Insider Trading Code

The Securities and Exchange Board of India (SEBI) has promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“The PIT Regulations”).

The object of the PIT Regulations is to curb the practice of insider trading in the securities of a listed Company.

The Company has adopted an ‘Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders’ (“the Code”) in accordance with the requirements of the PIT Regulations, duly amended.

The Code is applicable to Promoters and Promoter’s Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations.

The Company has also formulated ‘The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSII)’ in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

Code of Conduct

As per requirement of Regulation 17(5) of the SEBI Listing Regulations, with the Stock Exchanges, the Board has laid down a Code of Conduct (“the Code”) for all Board members and Senior Management Personnel of the Company. The Code is posted on the website of Bhartiya Group www.bhartiyafashion.com. All Board members and Senior Management Personnel at firm compliance with the code on an annual basis and the declaration to that effect by Mr. Snehdeep Aggarwal is attached to this report.

A Code of conduct applicable to all the employees of the Group has been communicated, which are to be followed in day to day work life. To help, guide and align our behaviors as we make business decisions that impact our daily operations, we rely on our Employee Code of Conduct, which outlines our values and describes our standards for conduct, compliance, and avoiding conflicts of interest. It supports our continuing commitment to honest and ethical conduct and compliance with both the letter and the spirit of all laws, rules, and regulations, and our company’s policies, standards, and procedures.

The Company recognizes that sexual harassment violates fundamental rights of gender equality, right to life and liberty and right to work with human dignity as guaranteed by the Constitution of India. To meet this objective, measures have been taken to eliminate and to take necessary penal action for any act of sexual harassment, which includes unwelcome sexually determined behaviour. The Company has taken initiatives to create wide awareness amongst the employees about the policy for prevention of sexual harassment.

Nse electronic applications processing systems (neaps) and bse listing center

All compliances related filings like financials results, shareholding pattern, corporate governance report, investors’ complaints status, media releases etc. are also filed electronically in NEAPS and BSE Listing Center.

Sebi Complaint Redress System (Scores)

The investor complaints are processed in a centralized web based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Report (ATRs) by the concerned companies and online viewing by the investors of actions taken on the complaints and its current status.

Management Discussion And Analysis Report (MDA)

MDA is attached separately in this Annual Report.

Reconciliation of Share Capital Audit:

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and paid-up capital. This audit is carried out every quarter and the report there on is submitted to the Stock Exchanges, NSDL and CDSL and is placed before the Stakeholders Relationship Committee of the Board of Directors of the Company. The audit, inter alia, confirms that the total listed and paid-up capital of the Company is in agreement with the aggregate of the total number of shares in dematerialized form held with NSDL and CDSL and total number of shares in physical form.

Corporate Identity Number (CIN)

Corporate Identity Number (CIN) of the Company, allotted by the Ministry of Corporate Affairs, Government of India is L74899TN1987PLC111744.

Demat Suspense Account/ Unclaimed Suspense Account

The Company does not have any shares in the demat suspense account or unclaimed suspense account.

Transfer of Unclaimed / Unpaid Dividend to Investor Education and Protection Fund Authority

The Company shall be transferring the unclaimed/unpaid dividends as mentioned hereunder to the Investor Education and Protection Fund Authority, established by the Central Government, in terms of the provisions of Section 124 & 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. The tentative schedule for unclaimed dividend to be transferred to Investor Education and Protection Fund Authority is as under:

Financial Year Ended	Date by which unclaimed dividend amount will be credited/transferred to the "Investor Education and Protection Fund"
31.03.2012	01.11.2019
31.03.2013	28.10.2020
31.03.2014	13.10.2021
31.03.2015	26.10.2022
31.03.2016	03.11.2023
31.03.2017	01.11.2024
31.03.2018	02.11.2025

Members who have not encashed their Dividend Warrants for the above financial years/period may approach the Company's Registrar & Share Transfer Agent for obtaining duplicate Dividend Warrants/Revalidation of Dividend Warrants.

Mandatory Transfer of Shares to Demat Account of Investors Education and Protection Fund Authority (IEPFA) in case of unpaid/ unclaimed dividend on shares for a consecutive period of seven years

In compliance with the provisions of Section 124 and 125 of the Companies Act, 2013 ("the Act") read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules"), as on date the Company has transferred 39989 (0.33%) equity shares of Rs. 10 each of the Company, on which dividend remained unclaimed or unpaid for a period of seven consecutive years or more, to the Investor Education and Protection Fund Authority (IEPF Authority).

In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF Rules) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.

Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholders from IEPFA by following the procedure prescribed under the aforesaid rules.

The Company has sent out individual communication to the concerned Members whose shares are liable to be transferred to IEPFA 2nd August, 2019, to take immediate action in the matter. As required under the IEPF Rules, the Company has also published a Notice on 3rd August, 2019 informing the Members' who have not claimed their dividend for a period of 7 years to claim the same from the Company before they are transferred to IEPFA.

Therefore, it is in the interest of shareholders to regularly claim the dividends declared by the Company.

Nomination Facility

Your Company is pleased to offer the facility of nomination to members. Pursuant to Section 72 of the Companies Act, 2013, the members, who hold shares in the physical form and wish to avail nomination facility, are requested to send the duly complete nomination form, available on the website of the Company www.bhartiyafashion.com, to the Registrar and Share transfer Agent of the Company. The Members, who hold shares in the electronic form and wish to avail nomination facility, are requested to send separate request to their respective Depository Participant(s) only.

Consolidation of Folios and Avoidance of Multiple Mailing

In order to enable the Company to reduce costs and duplication of efforts for investor servicing, members who may have more than one folio in their individual name or jointly with other persons mentioned in the same order, are requested to consolidate all similar holdings under one folio. This would help in monitoring the folios more effectively. Members may write to the Registrar and Share Transfer Agent at their address given earlier, indicating the folio numbers to be consolidated.

National Electronic Clearing Services (NECS) Mandate

Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers etc., to their respective Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Share Transfer Agent to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Company's Registrar and Share Transfer Agent.

Compliance Certificate

The Statutory Auditors M/s. KASG & Co., Chartered Accountants, have certified that the Company has complied with the conditions of Corporate Governance as stipulated in SEBI Listing Regulations and the same is annexed to this Report.

CODE OF CONDUCT DECLARATION**Declaration**

A Code of Conduct for the Directors and Senior Management Personnel has already been approved by the Board of Directors of the Company. As provided under Regulation 26 (3) of the SEBI Listing Regulations, all Board Members and Senior Management Personnel have affirmed compliance with Bhartiya International Limited Code of Business Conduct and Ethics for the year ended 31st March, 2019.

Sd/-

Snehdeep Aggarwal
Chairman

Gurugram, 27th May, 2019**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
Bhartiya International Ltd.
56/7, Nallambakkam Village, (Via Vandalur),
Chennai - 600048 (Tamil Nadu)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Bhartiya International Limited having CIN L74899TN1987PLC111744 and having registered office at 56/7, Nallambakkam Village (Via Vandalur) Chennai, Tamilnadu 600048 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verification (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 for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

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.

For RSM & CO.
Company Secretaries

CS Ravi Sharma
Partner

FCS NO. 4468, C.P. NO. 3666

New Delhi, 22nd July, 2019

CEO/CFO CERTIFICATION

To
The Board of Directors
Bhartiya International Ltd.

We, Manoj Khattar, Whole-Time Director and Raj Kumar Chawla, Chief Financial Officer, responsible for the finance function to the best of our knowledge and belief, certify that:-

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

For and on behalf of the Board

Gurugram, 27th May 2019

Sd/-
Manoj Khattar
Whole-Time Director

Sd/-
Raj Kumar Chawla
Chief Financial Officer

AUDITORS CERTIFICATE REGRADING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To
The Members
Bhartiya International Ltd.

We have examined the compliance of Conditions of Corporate Governance by Bhartiya International Ltd. ("the Company") for the financial year ended on 31st March, 2019 as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (referred to as "SEBI Listing Regulations, 2015").

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

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

For K A S G & CO.

Firm Registration No. 002228C
Chartered Accountants

R B Sharma

Partner
Mem. No. 075701
Gurugram, 6th August, 2019

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To,
**The Members of
 Bhartiya International Ltd.**

Report on the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Bhartiya International Ltd. ('the Holding Company') and its subsidiaries and associate (collectively referred to as 'the Company' or 'the Group'), comprising the consolidated balance sheet as at 31st March, 2019, the consolidated statement of profit and loss (including other comprehensive income), the consolidated Cash Flow Statement and the Consolidated Statement of changes in equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated financial statements').

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of other auditors on separate financial statements and on the other financial information of the subsidiaries and associates, the aforesaid Consolidated 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 consolidated state of affairs of the Group as at 31st March, 2019, its Consolidated Profit and Consolidated other 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 in accordance with the Standards on Auditing 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 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 (ICAI) together with the ethical requirements that are relevant to our audit of the 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 we have obtained and the audit evidence obtained by the other auditors in terms of their report referred to in the other matters paragraph below is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements / consolidated financial statements and on the other financial information of the subsidiaries and associates were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements / consolidated financial statements and on the other financial information of the subsidiaries and associates were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated 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 that there are no key audit matters to be communicated in our report.

Information Other than the Financial statement and Auditor's Report Thereon :

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated 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 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 financial statements or our knowledge obtained in the 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 Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to

the preparation of these consolidated financial statements that give a true and fair view of the consolidated state of affairs (consolidated financial position), consolidated profit or loss (consolidated financial performance including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions of the Act, the respective Board of Directors /management of the companies included in the Group, and its associate companies covered under the Act are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets 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. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, management is responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 Standards on Auditing 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 financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated 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 Act, we are also responsible for expressing our opinion on whether the holding 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 Group'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 consolidated 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 cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated 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 five overseas subsidiaries and four local subsidiary, whose financial statements reflect total assets of Rs 183.22/- crore as at 31st March, 2019, total revenues of Rs. 265.79/- crore and net cash inflows amounting to Rs 2.28/- crore for the year ended on that date. These financial statements have been audited by other auditors whose reports have been furnished to us and our opinion is based solely on the reports of the other auditors.

We have relied on the unaudited financial statements of both the associates wherein the group's share of Profit aggregate Rs.0.80 crore. These unaudited financial statements, as approved by the respective Board of Directors of these companies, have been furnished to us by the management and our report insofar as it relates to the amounts included in respect of the associates is based solely on such approved unaudited financial statements.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of these matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on other Legal and Regulatory requirements

1. As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - c. The consolidated balance sheet, the consolidated statement of profit and loss including other comprehensive Income, and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d. In our opinion, the aforesaid consolidated financial statements comply with the Ind As as specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2019, taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary companies incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31st March, 2019, from being appointed as a Director of that company in terms of sub-section 2 of Section 164 of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'; and
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/ provided by the Holding Company and its Indian Subsidiaries to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h. With respect to the other matters to be included in the Auditors' 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 consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.
 - ii) The provision has been made in the Consolidated Financial Statement as required under the applicable law or Ind As, for material foreseeable losses, if any, on long term contracts including derivatives contracts.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.

for K A S G & CO.
Chartered Accountants
Firm's Registration No. 002228C

R.B.Sharma
Partner
Mem. No. 075701

Gurugram, 27th May, 2019

ANNEXURE TO THE AUDITORS' REPORT

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March, 2019, we have audited the internal financial controls over financial reporting of Bhartiya International Ltd. ('the Holding Company') and its subsidiary companies which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company 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 ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the 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 ICAI.

for K A S G & CO.

Chartered Accountants
Firm's Registration No. 002228C

R.B.Sharma

Partner
Mem. No. 075701

Gurugram, 27th May, 2019

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2019

Rs. in Lakhs

Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
I Assets			
1 Non - Current Assets			
(a) Property, Plant and Equipment	5	10,642.26	8,917.08
(b) Capital Work-in-Progress	5.1	997.49	2,432.74
(c) Investment Property	6	562.13	568.10
(d) Goodwill		25.25	25.25
(e) Intangible Assets	7	133.37	176.04
(f) Intangible Assets under Development	7.1	-	23.35
(g) Investments Accounted for using Equity Method	8	12,347.17	12,088.24
(h) Financial Assets			
(i) Investments	9	0.01	0.01
(ii) Trade receivables			
(iii) Loans	10	196.87	134.58
(iv) Other Financial Assets	11	2,593.55	499.19
(i) Deferred tax assets		23.56	35.66
(j) Other Non-Current Assets	12	714.54	710.21
2 Current Assets			
(a) Inventories	13	40,103.47	34,325.44
(b) Financial Assets			
(i) Investments	14	-	598.89
(ii) Trade Receivables	15	12,308.53	19,086.13
(iii) Cash and Cash Equivalents	16	3,736.90	2,706.61
(iv) Bank Balances other than Cash & Cash Equivalents	17	800.49	693.24
(v) Loans	18	301.72	577.25
(vi) Others Financial Assets	19	4,259.52	4,741.35
(c) Current Tax Assets (net)		59.34	153.37
(d) Other Current Assets	20	1,959.62	2,501.33
TOTAL ASSETS		91,765.79	90,994.06
II Equity and Liabilities			
1 Equity			
(a) Equity Share Capital	21	1,219.42	1,218.13
(b) Other Equity	22	38,276.25	36,272.00
2 Liabilities			
Non - Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	23	5,977.14	4,728.39
(ii) Other Financial Liabilities	24	153.18	135.68
(b) Provisions	25	136.47	128.98
(c) Other Non-Current Liabilities	26	27.83	42.72
(d) Deferred Tax Liabilities	27	1,005.45	699.97
3 Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	28	31,519.06	29,224.28
(ii) Trade payables	29		
- Total outstanding dues of micro enterprises and small enterprises		943.14	448.62
- Total outstanding dues of creditors other than micro enterprises and small enterprises		9,262.84	14,537.81
(iii) Other Financial Liabilities	30	2,182.89	2,327.09
(c) Provisions	31	356.15	186.10
(d) Other Current Liabilities	32	596.77	797.14
(e) Current Tax Liabilities (Net)		109.20	247.15
TOTAL OF EQUITY AND LIABILITIES		91,765.79	90,994.06
Significant Accounting Policies	4		
The accompanying notes are an integral part of the financial statements	1 to 54		

As per our report of even date attached

For K A S G & CO.

Chartered Accountants

Firm Reg. No. 002228C

R.B.Sharma

Partner

Mem. No. 075701

Gurugram, 27th May, 2019

Shilpa Budhia

Company Secretary

Raj Kumar Chawla

Chief Financial Officer

For and on behalf of the Board**Manoj Khattar**

Whole Time Director

DIN: 00694981

Ramesh Bhatia

Director

DIN: 0052320

**CONSOLIDATED STATEMENT OF PROFIT & LOSS
FOR THE YEAR ENDED 31ST MARCH, 2019**

Rs. in Lakhs

Particulars	Note No.	Year Ended 31st March, 2019	Year Ended 31st March, 2018
INCOME			
Revenue from Operations	33	74,799.74	71,051.66
Other Income	34	1,198.07	725.54
Total Income		<u>75,997.81</u>	<u>71,777.20</u>
EXPENSES			
Cost of material Consumed	35	34,190.80	24,582.17
Purchases of Stock-in-Trade		11,968.38	22,316.94
Change in Inventories of Finished Goods	36	(1,365.72)	(2,078.79)
Employee Benefits Expense	37	4,656.38	4,795.95
Finance Costs	38	3,053.31	1,956.07
Depreciation and Amortization Expense	39	812.70	748.28
Other Expenses	40	19,830.78	16,752.68
Total Expenses		<u>73,146.63</u>	<u>69,073.30</u>
Profit/ (Loss) before Share of net Profit/(Loss) of Associate		<u>2,851.18</u>	<u>2,703.90</u>
Share of net Profit/(Loss) of Associates		80.35	(118.07)
Profit / (Loss) before tax		<u>2,931.53</u>	<u>2,585.83</u>
Tax Expenses			
i Current Tax	41	636.61	817.91
ii Deferred Tax		318.13	24.70
Profit / (Loss) for the year		<u>1,976.79</u>	<u>1,743.22</u>
Other Comprehensive Income			
Items that will not be Reclassified to profit or Loss			
Remeasurements of the defined benefit plans		2.60	5.98
Income tax relating to above items		0.38	(2.59)
Total Comprehensive Income for the Year		<u>1,979.77</u>	<u>1,746.61</u>
Profit Attributable to :			
Owners		1979.04	1,746.66
Non-Controlling Interests		(2.25)	(3.44)
Other Comprehensive Income Attributable to :			
Owners		2.98	3.38
Non-Controlling Interests		-	0.01
Total Comprehensive income Attributable to :			
Owners		1,982.02	1,750.04
Non-Controlling Interests		(2.25)	(3.43)
Earnings Per Equity Share of Face Value			
Basic (in Rs.)		16.25	14.42
Diluted (in Rs.)		16.11	14.28
Significant Accounting Policies	4		
The accompanying notes are an integral part of the financial statements 1 to 54			

As per our report of even date attached

For K A S G & CO.

Chartered Accountants

Firm Reg. No. 002228C

For and on behalf of the Board**R.B.Sharma**

Partner

Mem. No. 075701

Gurugram, 27th May, 2019

Shilpa Budhia

Company Secretary

Raj Kumar Chawla

Chief Financial Officer

Manoj Khattar

Whole Time Director

DIN: 00694981

Ramesh Bhatia

Director

DIN: 0052320

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31ST MARCH, 2019**

Rs. in Lakhs

Equity Share Capital		Notes	Amount									
Particulars												
Balance as at 31st March, 2017			117,409.45									
Change in Equity Share Capital during the year 2017-18		21.1	4,403.09									
Balance as at 31st March, 2018			121,812.54									
Change in Equity Share Capital during the year 2018-19		21.1	129.20									
Balance as at 31st March, 2019			121,941.74									
Other Equity (Refer note no. 22)												
Particulars	Share application Money pending for Allotment	Money Received Against Share Warrant	Employee Stock Options outstanding	Preferential Share Warrant Forfeited	Non-controlling Interest	Foreign Currency Translation Reserve (FCTR)	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Other Comprehensive Income(defined benefit plan)	Total
Balance as at 31st March, 2017	1,800.00	1,050.00	344.91	85.00	153.24	(57.74)	46.21	5,188.22	2,901.29	14,082.71	(14.54)	25,579.30
Profit for the year	-	-	-	-	(3.43)	-	-	-	-	1,746.66	-	1,743.23
Other comprehensive income for the year	-	-	-	-	-	-	-	-	-	-	3.38	3.38
Securities premium on issue of share	-	-	-	-	-	-	-	2,549.15	-	-	-	2,549.15
Transfer from Retained Earning to General Reserve	-	-	-	-	-	-	-	-	205.23	(205.23)	-	-
Employee Stock Option Reserve for the year	-	-	74.93	-	-	-	-	-	-	-	-	74.93
Transfer to Security premium on issue of share	-	-	(173.03)	-	-	-	-	-	-	-	-	(173.03)
Equity Shares issued during the year	(1,800.00)	(600.00)	-	-	-	-	-	-	-	-	-	(2,400.00)
Dividends & Dividends distribution tax	-	-	-	-	-	-	-	-	-	(173.70)	-	(173.70)
Preferential Shares warrant forfeited	-	(450.00)	-	450.00	-	-	-	-	-	-	-	-
Preferential Shares warrant issued during the year	-	390.75	-	-	-	-	-	-	-	-	-	390.75
Currency Fluctuation Reserve during the year	-	-	-	-	-	253.81	-	-	-	-	-	253.81
Share of Associate Pre-Acquisition Profit	-	-	-	-	-	-	8,424.18	-	-	-	-	8,424.18

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTD.)

Particulars	Share application Money pending for Allotment	Money Received Against Share Warrant	Employee Stock Options outstanding	Preferential Share Warrant Forfeited	Non-controlling Interest	Foreign Currency Translation Reserve (FCTR)	Reserves and Surplus			Total		
							Capital Reserve	Securities Premium Reserve	Retained Earnings		Other Comprehensive Income (defined benefit plan)	
Capital Reserve Created during the year	-	-	-	-	-	0.38	-	-	(0.38)	-		
Balance as at 31st March, 2018	-	390.75	246.81	535.00	149.81	196.07	8,470.77	7,737.37	3,106.52	15,450.06	(11.16)	36,272.00
Profit for the year	-	-	-	-	(0.01)	-	-	-	-	1,976.80	-	1,976.79
Other comprehensive income for the year	-	-	-	-	-	-	-	-	-	-	2.98	2.98
Securities premium on issue of share	-	-	-	-	-	-	-	60.82	-	-	-	60.82
Transfer from Retained Earning to General Reserve	-	-	-	-	-	-	-	-	200.00	(200.00)	-	-
Employee Stock Option Reserve for the year	-	-	35.98	-	-	-	-	-	-	-	-	35.98
Transfer to Security premium on issue of share	-	-	(55.65)	-	-	-	-	-	-	-	-	(55.65)
Dividends & Dividends distribution tax	-	-	-	-	-	-	-	-	-	(177.69)	-	(177.69)
Preferential Shares warrant forfeited	-	(390.75)	-	390.75	-	-	-	-	-	-	-	-
Currency Fluctuation Reserve	-	-	-	-	-	(17.57)	-	-	-	-	-	(17.57)
Share of Associate Prior period Profit Adj.	-	-	-	-	-	-	-	-	-	178.59	-	178.59
Capital Reserve created during the year	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March, 2019	-	-	227.14	925.75	149.80	178.50	8,470.77	7,798.19	3,306.52	17,227.76	(8.18)	38,276.25

Component of other Equity Nature and Purpose

Securities Premium Represents amount received in excess of face value on issue of equity shares which may be utilised for purposes specified u/s 52(2) of the Companies Act, 2013.
 General Reserve Represents accumulated profits set apart by way of transfer from current year profits or/and retained earnings for "other than specified purposes".

As per our report of even date attached

For K A S G & CO.

Chartered Accountants
 Firm Reg. No. 002228C

R.B.Sharma
 Partner

Mem. No. 075701

Gurugram, 27th May, 2019

Shilpa Budhia
 Company Secretary

Raj Kumar Chawla
 Chief Financial Officer

Manoj Khattar
 Director
 DIN: 00694981

Ramesh Bhatia
 Director
 DIN: 0052320

For and on behalf of the Board

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

Rs. in Lakhs

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Profit / (Loss) Before Tax as per Statement of Profit and Loss	2,931.53	2,585.83
<i>Adjustment for :</i>		
Share of (profit)/Loss of Associates	(80.35)	118.07
Finance Cost	3,053.31	1,956.06
Depreciation and Amortisation Expenses	812.70	748.27
Provision for Employee Stock Option Benefits	35.98	74.93
Loss/(Profit) on sale of Fixed Assets (net)	(0.23)	-
Loss/(Profit) on sale of Investments (net)	(45.80)	(121.06)
Rental Income	(394.57)	(268.86)
Dividend Income	(0.01)	(6.98)
Interest Income	(32.50)	(79.36)
Government Grant Income	(2.07)	(1.33)
Net Loss/(Gain) on investment fair value through profit and loss	-	(49.22)
	6,277.99	4,956.35
Operating Profit/(Loss) before Working Capital Changes		
<i>Movements in Working Capital:</i>		
Increase/ (decrease) in trade payables	(4,780.45)	9,237.12
Increase/ (decrease) in other financial liabilities	(126.43)	217.34
Increase/ (decrease) in other liabilities	(213.19)	558.04
Increase/ (decrease) in provisions	179.98	130.52
Decrease/ (increase) in inventories	(5,778.03)	(6,294.70)
Decrease/ (increase) trade receivables	6,777.60	(9,954.96)
Decrease/ (increase) in loan	213.24	(383.44)
Decrease/ (increase) in other current financial assets	492.77	(2,598.69)
Decrease/ (increase) in other current assets	541.71	(661.30)
Decrease/ (increase) in other non-current assets	(2,094.36)	12.24
Decrease/ (increase) in other non-current financial assets	10.83	(423.50)
Cash (used in) / Generated from Operations	1,501.66	(5,204.98)
Income tax paid (Net)	(680.51)	(677.95)
Currency Fluctuation reserve consolidation	(17.58)	253.81
Net Cash (used in)/ Generated from Operating Activities - (A)	803.57	(5,629.12)
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(1,047.81)	(3,377.36)
Capital advance/Capital creditors (net)	(16.16)	(56.92)
Proceeds from sale of fixed assets	6.44	18.75
Proceeds from sale of current investments(net)	644.69	134.38
Dividend income on current investments	0.01	6.98
Security deposit	17.50	10.53
Rental Income	394.57	268.86
Interest Income	32.50	79.36
Fixed Deposit with bank	(107.25)	83.55
Net Cash from/ (used in) Investing Activities - (B)	(75.51)	(2,831.87)

CONSOLIDATED STATEMENT OF CASH FLOW (CONTD.)

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from long-term borrowings (net)	1,231.99	1,970.15
Proceeds from short-term borrowings (net)	2,294.78	6,258.61
Money Received against Share Warrant / Share Application	-	390.75
Share Capital including securities premium	6.46	20.15
Interest and processing fees paid (net)	(3,053.31)	(1,956.06)
Dividend paid (including dividend tax)	(177.69)	(173.70)
Net Cash from/ (used in) Financing Activities - (C)	<u>302.23</u>	<u>6,509.90</u>
Net Increase / (decrease) in Cash and Cash Equivalents - (A+B+C)	1,030.29	(1,951.09)
Cash and cash equivalents as at beginning of the year	2,706.61	4,657.70
Cash and Cash Equivalents as at the end of the year	<u>3,736.90</u>	<u>2,706.61</u>
Components of Cash and Cash Equivalents:		
Cash on hand	25.05	28.42
Balances with scheduled banks:		
In current accounts	3,235.76	2,678.19
In deposit accounts	476.09	-
Cash and Cash Equivalents in Cash Flow Statement	<u>3,736.90</u>	<u>2,706.61</u>

As per our report of even date attached
For K A S G & CO.
Chartered Accountants
Firm Reg. No. 002228C

For and on behalf of the Board

R.B.Sharma
Partner
Mem. No. 075701
Gurugram, 27th May, 2019

Shilpa Budhia
Company Secretary

Raj Kumar Chawla
Chief Financial Officer

Manoj Khattar
Whole Time Director
DIN: 00694981

Ramesh Bhatia
Director
DIN: 0052320

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1 CORPORATE INFORMATION

Bhartiya International Ltd. ('the Holding Company') is a public ltd. company with domicile in India and incorporated under the provisions of the Companies Act applicable in India. The Holding Company and its subsidiaries (hereinafter referred to as "the Group") is engaged in the business of manufacturing and trading of leather products & textile products. The Holding Company has its registered office at Chennai and its corporate office at Gurugram, Haryana.

2 BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015.

The consolidated financial statements have been prepared on the historical cost basis except the certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies.

Based on the nature of products/activities and the time between acquisition of assets and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

3 PRINCIPLES OF CONSOLIDATION

The financial statements of the Holding Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.

Profits or losses resulting from intra-group transactions that are recognised in assets, such as Inventory and Property, Plant and Equipment, are eliminated in full.

In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Foreign Currency Translation Reserve (FCTR).

Goodwill represents the difference between the Company's share in the net worth of subsidiaries and the cost of acquisition at each point of time of making the investment in the subsidiaries.

The audited / unaudited financial statements of foreign subsidiaries / associates have been prepared in accordance with the Generally Accepted Accounting Principle of its Country of Incorporation or Ind AS.

The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.

The carrying amount of the parent's investment in each subsidiary is offset (eliminated) against the parent's portion of equity in each subsidiary.

Investment in Associates has been accounted under the Equity Method as per Ind AS 28 – Investments in Associates.

The Group accounts for its share of post-acquisition changes in net assets of associates after eliminating unrealised profits and losses resulting from transactions between the Group and its associates.

Non-Controlling Interest's share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the Group in order to arrive at the net income attributable to shareholders of the Company.

Non-Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Consolidated balance sheet.

4 SIGNIFICANT ACCOUNTING POLICIES

4.1 Property, Plant and Equipment

Freehold land is carried at cost. All other items of property, plant and equipment and Capital work in progress (including Pre-operative expenses) are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset. General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalized as part of the cost.

Depreciation is charged on a pro-rata basis at the straight-line method over estimated economic useful lives of its property, plant and equipment generally in accordance with that provided in the Schedule II.

Assets acquired under finance lease and leasehold improvements are amortized over the shorter of estimated useful life of the asset or the related lease term.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

4.2 Investment Properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured at its cost, including related transaction costs and applicable borrowing costs less depreciation and impairment if any.

Depreciation is charged on a pro-rata basis at the straight-line method over estimated economic useful lives of building generally in accordance with that provided in the Schedule II of the Companies Act .

4.3 Intangible Assets

Computer Software

Computer software are stated at cost, less accumulated amortisation and impairments, if any.

Amortisation Method and Useful Life

The Group amortizes computer software using the straight-line method over the period of 3 years.

4.4 Lease

Operating Lease

As a lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group, as lessee, are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases.

As a lessor

Lease income from operating leases where the 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.

4.5 Inventories

Raw materials and consumables have been valued at cost after providing for obsolescence. Cost comprise of cost of purchase and other cost incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis. Finished goods are value at cost or net relisable value whichever is lower. Cost of finished goods and work-in- progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

4.6 Cash & Cash Equivalents

The Group cash and cash equivalents consist of cash on hand and in banks and demand deposits with banks, which can be withdrawn at any time, without prior notice or penalty on the principal.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand and are considered part of the Group cash management system. In the balance sheet, bank overdrafts are presented under other current liabilities.

4.7 Employee Benefits

Defined Contribution Plan

Retirement benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service.

Defined Benefit Plan

Gratuity is a defined benefit obligation. The Group accounts for the gratuity liability, based upon the actuarial valuation performed in accordance with the Projected Unit Credit method carried out at the year end, by an independent actuary.

Re-measurement, comprising actuarial gains and losses and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

4.8 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.

Financial Assets

Financial assets are recognised when the Group becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value, in case of financial assets which are recognised at Fair Value Through Profit and Loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Financial Assets are subsequently classified as measured at

- Amortised Cost
- Fair Value through Profit and Loss (FVTPL)
- Fair Value through other Comprehensive Income (FVOCI).

Debt Instruments:

Debt instruments are initially measured at amortised cost, Fair Value through other Comprehensive Income ('FVOCI') or Fair Value through Profit or Loss ('FVTPL') till derecognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

(a) Measured at Amortised Cost:

Financial Assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the Effective Interest Rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

(b) Measured at Fair Value through Other Comprehensive Income:

Financial Assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the Other Comprehensive Income (OCI). On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

(c) Measured at Fair Value through Profit or Loss:

A Financial Asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

Equity Instruments:

All investments in equity instruments classified under financial assets are initially measured at fair value, the Group may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

The Group makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

Derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Financial Liabilities

Initial Recognition and Measurement

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Subsequent Measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Loans and Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised 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 amortisation is included as finance costs in the statement of profit and loss.

Trade and Other Payable

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are generally unsecured. Trade and other payable are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using effective interest method.

Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

Derivative Instruments:

The Group enters into foreign exchange forward contracts to manage its exposure to foreign exchange rate risks. These contracts are initially recognised at fair value and subsequently, at the end of each reporting period, re-measured at their fair values on reporting date. The resulting gain or loss is recognised in profit or loss in the same line as the movement in the hedged exchange rate.

4.9 Provision and Contingent Liabilities

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Group or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

4.10 Revenue Recognition

Revenue from contract with customers is recognised when the Group satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset.

Revenue from Services

Revenue from services is recognised in the accounting period in which the services are rendered.

Other Operating Revenue - Export Incentives

Export Incentives under various schemes are accounted in the year of export.

Interest Income

Interest income is recognized using the Effective Interest Rate (EIR) method

Dividend Income

Dividend income on investments is recognised when the right to receive dividend is established.

4.11 Foreign Currency Translation

Transactions in foreign currencies are initially recorded in 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 recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

4.12 Income Tax

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in other comprehensive income.

Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period. The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The Group offsets deferred income tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

4.13 Earning Per Share

Basic earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

4.14 Borrowing Cost

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they are incurred.

4.15 Government Grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

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 a straight - line basis over the expected lives of related assets and presented within other income.

4.16 Share Based Payment

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

4.17 Critical Estimates and Judgements -

The preparation of financial statements requires the use of accounting estimates which by definition will seldom equal the actual results. Management also need to exercise judgement in applying the Group's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The Areas Involving Critical Estimates or Judgement are:

Estimation of Defined benefit obligation

Estimation of current tax expenses and Payable

Useful lives of depreciable assets

Provision and contingent liability

Carry value of investment in associates

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**5. PROPERTY, PLANT AND EQUIPMENT****Rs. in Lakhs**

Particulars	LAND		OTHER THAN LAND				Total	
	Freehold	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computer Equipment	
Gross Carrying Amount								
Balance as at 31st March, 2017	255.70	3,790.57	3,555.15	237.36	159.58	274.67	124.96	8,397.99
Addition	-	122.38	1,100.00	269.28	95.53	43.79	43.45	1,674.43
Disposal	-	-	1.86	7.16	34.41	-	0.10	43.53
Balance as at 31st March, 2018	255.70	3,912.95	4,653.29	499.48	220.70	318.46	168.31	10,028.89
Addition	-	1,315.73	1,018.46	48.43	8.97	39.91	29.52	2,461.02
Disposal	-	-	-	38.93	2.89	-	15.07	56.89
Balance as at 31st March, 2019	255.70	5,228.68	5,671.75	508.98	226.78	358.37	182.76	12,433.02
Accumulated Depreciation								
Balance as at 1st April, 2017	-	153.75	178.42	35.11	38.74	43.00	24.38	473.40
Addition	-	153.76	307.92	70.50	32.22	46.98	51.82	663.20
Disposal	-	-	0.25	-	24.54	-	-	24.79
Balance as at 31st March, 2018	-	307.51	486.09	105.61	46.42	89.98	76.20	1,111.81
Addition	-	145.50	374.33	73.92	31.65	48.40	44.88	718.68
Disposal	-	-	-	33.56	2.04	-	4.13	39.73
Balance as at 31st March, 2019	-	453.01	860.42	145.97	76.03	138.38	116.95	1,790.76
Net Carrying Amount								
Balance as at 31st March, 2018	255.70	3,605.44	4,167.20	393.87	174.28	228.48	92.11	8,917.08
Balance as at 31st March, 2019	255.70	4,775.67	4,811.33	363.01	150.75	219.99	65.81	10,642.26

5.1 Capital Work in Progress**Rs. in Lakhs**

31st March, 2018	2,432.74
31st March, 2019	997.49

5.2 Building includes Rs.18.50 Lakhs (Previous year Rs.18.50 Lakhs) acquired in an earlier year, are pending registration in the name of company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**6. INVESTMENT PROPERTIES****Rs. in Lakhs**

Particulars	Land & Building
Gross Carrying Amount	
Balance as at 31st March, 2017	589.92
Addition	
Disposal	
Balance as at 31st March, 2018	<u>589.92</u>
Addition	4.94
Disposal	
Balance as at 31st March, 2019	<u>594.86</u>
Accumulated Depreciation	
Balance as at 1st April, 2017	10.91
Addition	10.91
Disposal	
Balance as at 31st March, 2018	<u>21.82</u>
Addition	10.91
Disposal	
Balance as at 31st March, 2019	<u>32.73</u>
Net Carrying Amount	
Balance as at 31st March, 2018	568.10
Balance as at 31st March, 2019	<u>562.13</u>
Fair Value	
As at 31st March, 2018	3,207.87
As at 31st March, 2019	3,443.27

6.1 INVESTMENT PROPERTIES

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Rental income derived from investment properties	283.53	231.05
Direct operating expenses (including repairs and maintenance) generating rental income	-	-
Income Arising from Investment Properties before Depreciation	<u>283.53</u>	<u>231.05</u>
Depreciation	10.91	10.91
Income from Investment Properties (Net)	<u>272.62</u>	<u>220.14</u>

Estimation of Fair Value

The fair valuation is based on current prices in the active market for similar properties. The main inputs used are quantum, area, location, demand, restrictive entry to the complex, age of building and trend of fair market rent in village/city area. This valuation is based on valuations performed by an accredited independent valuer. Fair valuation is based on replacement cost method. The fair value measurement is categorised in level 2 fair value hierarchy.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

7. INTANGIBLE ASSETS		Rs. in Lakhs		
Particulars	Goodwill	Computer Software	Total	
Gross Carrying Amount				
Balance as at 31st March, 2017	7.99	206.67	214.66	
Addition	-	62.64	62.64	
Disposal	-	-	-	
Balance as at 31st March, 2018	<u>7.99</u>	<u>269.31</u>	<u>277.30</u>	
Addition	-	40.44	40.44	
Disposal	-	-	-	
Balance as at 31st March, 2019	<u>7.99</u>	<u>309.75</u>	<u>317.74</u>	
Accumulated Depreciation				
Balance as at 31st March, 2017	0.12	26.97	27.09	
Addition	0.11	74.06	74.17	
Disposal	-	-	-	
Balance as at 31st March, 2018	<u>0.23</u>	<u>101.03</u>	<u>101.26</u>	
Addition	7.76	75.35	83.11	
Disposal	-	-	-	
Balance as at 31st March, 2019	<u>7.99</u>	<u>176.38</u>	<u>184.37</u>	
Net Carrying Amount				
Balance as at 31st March, 2018	7.76	168.28	176.04	
Balance as at 31st March, 2019	-	133.37	133.37	

7.1 Intangible Assets Under Development

31st March, 2018	23.35
31st March, 2019	-

8. INVESTMENTS ACCOUNTED FOR USING EQUITY METHOD

Particulars	No. of Shares/Units	As at 31st March, 2019	No. of Shares/Units	As at 31st March, 2018
Investments in Associates (Unquoted at Cost)				
(a) Investment in Associate Company #				
Equity Shares	34,393,260	<u>12,347.17</u>	34,393,260	<u>12,088.24</u>
		<u>12,347.17</u>		<u>12,088.24</u>
#Particulars of Investment in Associate company				
A) Bhartiya City Developers Pvt. Ltd.				
% of ownership interest		36.77%		36.77%
Cost of Acquisition		3,782.56		3,782.56
Share of Pre Acquisition Reserves & Surplus		8,424.17		8,424.17
Share of Post Acquisition Reserves & Surplus		141.12		(117.91)
Carrying Value		<u>12,347.85</u>		<u>12,088.82</u>
B) Tada Mega Leather Cluster Pvt. Ltd.				
% of ownership interest		50.00%		50.00%
Cost of Acquisition		0.50		0.50
Share of Post Acquisition Reserves & Surplus		(1.18)		(1.08)
Carrying Value		<u>(0.68)</u>		<u>(0.58)</u>
Total (A+B)		<u>12,347.17</u>		<u>12,088.24</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**9. NON-CURRENT INVESTMENTS**

Rs. in Lakhs

Particulars	As on 31st March, 2019		As on 31st March, 2018	
	Units(No.)	Amount (Rs.)	Units(No.)	Amount(Rs.)
A Investments in Mutual Funds (Unquoted)				
At Fair value through Profit and loss				
i) Reliance ETF Liquid BeES	1.061	0.01	1.021	0.01
		<u>0.01</u>		<u>0.01</u>
Aggregate amount of unquoted Investments		0.01		0.01
Aggregate amount of impairment in value of unquoted Investments		-		-

10. NON-CURRENT LOAN

Particulars	As at	
	31st March, 2019	31st March, 2018
(Unsecured & Considered Good)		
(a) Security and Other Deposits	135.89	98.55
(b) Loan to Employee	60.98	36.03
(c) Loan Receivables which have significant increase in credit risk	-	-
(d) Loan Receivables-credit impaired	-	-
TOTAL	<u>196.87</u>	<u>134.58</u>

11. OTHER NON CURRENT FINANCIAL ASSETS

(a) Other Advances	2,593.55	499.19
TOTAL	<u>2,593.55</u>	<u>499.19</u>

12. OTHER NON CURRENT ASSETS

(a) Capital Advances	91.63	76.47
(b) Security Deposit with Govt. Authority	96.18	96.19
(c) Prepaid Expenses	1.80	-
(d) Prepayment Lease Rent	524.93	537.55
TOTAL	<u>714.54</u>	<u>710.21</u>

13. INVENTORIES

(a) Raw Materials	28,409.29	26,303.73
(b) Raw Materials -In transit	80.98	114.63
(c) Stock-in-Progress	1,257.54	1,278.44
(d) Finished Goods	7,994.36	6,293.31
(e) Consumable Store	2,361.30	335.33
TOTAL	<u>40,103.47</u>	<u>34,325.44</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**14. CURRENT INVESTMENTS****Rs. in Lakhs**

Particulars	As on		As on	
	31st March, 2019		31st March, 2018	
	Shares (No)	Amount (Rs)	Shares (No)	Amount (Rs)
a) Investment In Equity Instrument (Quoted)				
At Fair value through Profit and Loss				
Alkyl Amines Chemicals Ltd.	-	-	4,579	27.20
Astra Microwave Products Ltd.	-	-	46,443	35.62
DCB Bank Ltd.	-	-	31,695	51.20
Intellect Design Arena Ltd.	-	-	37,198	61.49
Karur Vysya Bank	-	-	6,387	6.42
Kirloskar Brothers Ltd.	-	-	7,496	23.29
Majesco Ltd.	-	-	5,627	27.64
Monte Carlo Fashions Ltd.	-	-	2,130	9.99
Navneet Education Ltd.	-	-	16,540	23.62
Persistent Systems Ltd.	-	-	3,400	23.60
Premier Explosives Ltd.	-	-	10,534	35.25
Power Mech Projects Ltd.	-	-	5,130	43.43
Praj Industries Ltd.	-	-	58,449	46.93
Pricol Ltd.	-	-	30,389	26.33
RPG Life Sciences Ltd.	-	-	8,729	33.33
Visaka Industries Ltd.	-	-	12,961	83.84
Voltamp Transformers Ltd.	-	-	3,724	39.71
Total (A)		-		<u>598.89</u>
b) Investment In Equity Instrument (Unquoted)				
At Fair value through Profit and Loss				
i) Sai Royalaseema Paper Mills Ltd.	31,792	-	31,792	-
Total (B)		-		-
Total (A+B)		-		<u>598.89</u>
Aggregate amount of Quoted Investments		-		<u>598.89</u>
Market Value of quoted Investments		-		598.89
Aggregate amount of unquoted Investments		-		-

15. TRADE RECEIVABLES**Rs. in Lakhs**

Particulars	As at	
	31st March, 2019	31st March, 2018
(Unsecured, considered good)		
(a) Trade Receivable	12,308.53	19,086.13
(b) Receivable from related parties	-	-
TOTAL	<u>12,308.53</u>	<u>19,086.13</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**16. CASH AND CASH EQUIVALENT**

Rs. in Lakhs

Particulars	As at 31st March, 2019	As at 31st March, 2018
a) Balances with Banks- in current A/c		
In current accounts	3,235.76	2,678.19
In deposit accounts (<i>Less than three month</i>)	476.09	-
b) Cash on Hand	25.05	28.42
TOTAL	<u>3,736.90</u>	<u>2,706.61</u>

17. BANK BALANCES OTHER THAN CASH & CASH EQUIVALENTS

a) Fixed Deposit with the bank	791.84	684.19
b) Unclaimed dividend accounts	8.65	9.05
TOTAL	<u>800.49</u>	<u>693.24</u>

17.1 Fixed deposits of Rs. 79,184,093/- (previous year Rs. 63,877,055/-) are pledged with the banks for various limits and facilities granted.

18. CURRENT LOAN

(Unsecured & Considered Good)		
(a) Security and Other Deposits	72.05	63.13
(b) Loans / Advances to Related Parties <i>(refer note no. 54)</i>	60.49	-
(c) Other Advances	-	0.96
(d) Loan to Employee	169.18	513.16
TOTAL	<u>301.72</u>	<u>577.25</u>

19. OTHER CURRENT FINANCIAL ASSETS

a) Export incentive receivable	1,363.68	931.02
b) Insurance claim receivable	132.22	195.61
c) Vat /GST receivable	2,201.03	3,605.23
d) Other Advance	22.77	9.49
e) Forward Contract Assets	539.82	-
TOTAL	<u>4,259.52</u>	<u>4,741.35</u>

19.1 The company's claim of drawback amounting to Rs. 33.63 lakhs has been disputed by the Commissioner of Customs (exports) with the Joint Secretary (RA), Ministry of Finance, Department of Revenue, Govt. of India New Delhi, against the favorable order in appeal by the Commissioner of Custom (Appeals). The management is confident for the recovery of said amount and hence has not made any provision for bad & doubtful debts against this.

20. OTHER CURRENT ASSETS

a) Advances with Suppliers	1,465.24	2,260.12
b) Prepaid Expenses	283.74	178.01
c) Security Deposit with Govt. Authority	2.12	-
d) Mat Credit Entitlement	16.69	15.78
e) Other Advances	179.21	29.91
f) Prepayment Lease Rent	12.62	17.51
TOTAL	<u>1,959.62</u>	<u>2,501.33</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**21. SHARE CAPITAL****Rs. in Lakhs**

Particulars	As at 31st March, 2019	As at 31st March, 2018
Authorised Share Capital		
a) 20,000,000 (31st March,2018: 20,000,000) Equity Shares of Rs. 10/- each	2,000 .00	2,000.00
b) 500,000 (31st March, 2018: 500,000) Preference Shares of Rs. 100/- each	500 .00	500.00
	<u>2,500 .00</u>	<u>2,500.00</u>
Issued, Subscribed & Paid up :		
a) 12,194,174 (31st March,2018: 12,181,254) Equity Shares of Rs.10/- each fully paid Up.	1,219.42	1,218.13
Total	<u>1,219.42</u>	<u>1,218.13</u>

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

Particulars	As at 31st March, 2019 No. of Shares	As at 31st March, 2019 Amount(Rs.)	As at 31st March, 2018 No. of Shares	As at 31st March, 2018 Amount(Rs.)
Shares outstanding at the beginning of the year	12,181,254	1,218.12	11,740,945	1,174.09
Shares Issued during the year	12,920	1.29	440,309	44.03
Shares outstanding at the end of the year	12,194,174	1,219.41	12,181,254	1,218.12

21.2 The details of Shareholders holding more than 5% shares

Name of the share holders	As at 31st March, 2019 No. of Shares	As at 31st March, 2019 % of Holding	As at 31st March, 2018 No. of Shares	As at 31st March, 2018 % of Holding
(a) Snehdeep Aggarwal	1,143,362	9.38	1,143,362	9.39
(b) Bhartiya Infotech Pvt. Ltd.	1,000,000	8.20	1,000,000	8.21
(c) Bhartiya Global Ventures Pvt. Ltd.	1,850,000	15.17	1,850,000	15.19
(d) Bhartiya Advisory Services Pvt. Ltd.	681,926	5.59	681,926	5.60
(e) TIMF Holdings	706,474	5.79	706,474	5.80
(f) Superfine Carpets Pvt.Ltd.	1,256,244	10.30	1,236,684	10.15

21.3 Shares Reserved for issue under options

Particulars	As at 31st March, 2019 No. of Shares	As at 31st March, 2018 No. of Shares
a) Under 2013 employee stock option plan : Equity share of Rs.10/- each, at an exercise price of Rs.50/- per share	99,518.00	93,004
b) Preferential Share warrant issued on 14th April,2017 convertible into equity at a price of Rs.521/	-	300,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

21.4 Aggregate number of share issued for consideration other than cash during the period of five years immediately preceding the reporting date, wherever applicable is given below:

Particulars	Rs. in Lakhs		
	31st March, 2019	31st March, 2018	31st March, 2017
Shares issued during the period of five Years immediately preceding the reporting date on exercise of option granted under the Employee Stock Option Plan (ESOP) wherein part consideration was received in form of employee services.	12,920	40,309	27,097

31st March, 2016 31st March, 2015

21.5 The Company has only one class of equity shares having a par values of Rs. 10/- per share. Each holder of equity share is entitled to one vote per share. 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 of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company in proportion of the number of equity share held by the shareholders.

21.6 During the year, the company has allotted 12,920 Equity share of Rs. 10/- each fully paid to its employees under Employee Stock Option Plan (ESOP 2013).

22. Other Equity

Particulars	Share application money pending for allotment	Money Received Against Share Warrant	Employee Stock Options outstanding	Preferential Share Warrant Forfeited	Non-controlling Interest	Foreign Currency Translation Reserve (FCTR)	Reserves and Surplus			Total		
							Capital Reserve	Securities Premium	General Reserve		Retained Earnings	Other Comprehensive Income(defined benefit plan)
Balance as at 31st March, 2017	1,800.00	1,050.00	344.91	85.00	153.24	(57.74)	46.21	5,188.22	2,901.29	14,082.71	(14.54)	25,579.30
Profit for the year	-	-	-	-	(3.43)	-	-	-	-	1,746.66	-	1,743.23
Other Comprehensive Income for the year	-	-	-	-	-	-	-	-	-	-	3.38	3.38
Securities Premium on issue of share	-	-	-	-	-	-	-	2,549.15	-	-	-	2,549.15
Transfer from Retained Earning to General Reserve	-	-	-	-	-	-	-	-	205.23	(205.23)	-	-
Employee Stock Option Reserve for the year	-	-	74.93	-	-	-	-	-	-	-	-	74.93
Transfer to Security Premium on issue of share	(1,800.00)	(600.00)	(173.03)	-	-	-	-	-	-	-	-	(173.03)
Equity Shares issued during the year	-	-	-	-	-	-	-	-	-	-	-	(2,400.00)
Dividends & Dividends Distribution Tax	-	(450.00)	-	450.00	-	-	-	-	-	(173.70)	-	(173.70)
Preferential Shares Warrant Forfeited	-	390.75	-	-	-	-	-	-	-	-	-	390.75
Preferential Shares Warrant issued during the year	-	-	-	-	-	253.81	-	-	-	-	-	253.81
Currency Fluctuation Reserve	-	-	-	-	-	-	8,424.18	-	-	-	-	8,424.18
Share of Associate Pre-Acquisition Profit	-	-	-	-	-	-	0.38	-	-	(0.38)	-	-
Capital Reserve created during the year	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March, 2018	-	390.75	246.81	535.00	149.81	196.07	8,470.77	7,737.37	3,106.52	15,450.06	(11.16)	36,272.00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Particulars	Rs. in Lakhs										Total	
	Share application money pending for allotment	Money Received Against Share Warrant	Employee Stock Options outstanding	Preferential Share Warrant Forfeited	Non-controlling Interest	Foreign Currency Translation Reserve (FCTR)	Capital Reserve	Securities Premium	General Reserve	Retained Earnings		Other Comprehensive Income (defined benefit plan)
Profit for the year	-	-	-	-	(0.01)	-	-	-	-	1,976.80	-	1,976.79
Other Comprehensive income for the year	-	-	-	-	-	-	-	-	-	-	2.98	2.98
Securities Premium on issue of share	-	-	-	-	-	-	-	60.82	-	-	-	60.82
Transfer from Retained Earnings to General Reserve	-	-	-	-	-	-	-	200.00	(200.00)	-	-	-
Employee Stock Option Reserve for the year	-	-	35.98	-	-	-	-	-	-	-	-	35.98
Transfer to Security Premium on issue of share	-	-	(55.65)	-	-	-	-	-	-	-	-	(55.65)
Dividends & Dividends Distribution Tax	-	-	-	-	-	-	-	-	(177.69)	-	-	(177.69)
Preferential Shares Warrant forfeited	-	(390.75)	-	390.75	-	-	-	-	-	-	-	-
Currency Fluctuation Reserve	-	-	-	-	-	(17.57)	-	-	-	-	-	(17.57)
Earlier year Adjustment- Share of Profit of Associates	-	-	-	-	-	-	-	-	178.59	-	-	178.59
Balance as at 31st March, 2019	-	-	227.14	925.75	149.80	178.50	8,470.77	7,798.19	3,306.52	17,227.76	(8.18)	38,276.25

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

23. NON-CURRENT BORROWINGS

Rs. in Lakhs

Particulars	As at 31st March, 2019	As at 31st March, 2018
Secured		
- Term Loans from Banks	5,927.40	4,658.23
- Vehicle Loans from Banks	49.74	70.16
TOTAL	5,977.14	4,728.39

Nature of Security and Terms of Repayment for Long Term Secured Borrowings:

Nature of Security	Terms of Repayment
23.1 Term Loans from HDFC Bank, balance outstanding amounting to Rs 323.56 lacs (31st March, 2018 is Rs. 485.33 lacs) is secured by Exclusive charge on the Machinery funded and personal guarantee of one of the Director.	The Loan is repayable in 18 Quarterly Instalment starting from December 2016. Last instalment due in March 2021. Rate of interest 10.25 % p.a. as at year end (previous year - 10.20 %).
23.2 Term Loans from HDFC Bank, subsequent disbursement , balance outstanding amounting to Rs 73.68 lacs (31st March, 2018 is Rs. 110.52 lacs) is secured by Exclusive charge on the Machinery funded and personal guarantee of one of the Director.	The Loan is repayable in 18 equal Quarterly Instalment starting from December 2016. Last instalment due in March 2021. Rate of interest 10.25 % p.a. as at year end (previous year - 10.20 %).
23.3 Term Loans from HDFC Bank, balance outstanding amounting to Rs 490.00 lacs (31st March, 2018 is Rs. 630 lacs) is secured by First Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurugram and personal guarantee of one of the Director.	The loan is repayable in 20 quarterly Instalment starting from November 2017. Last instalment due in August 2022. Rate of Interest 9.35 % p.a. as at year end (Previous Year 9.1 %).
23.4 Term Loans from HDFC Bank, balance outstanding amounting to Rs.2228.70 lacs (31st March, 2018 is Rs.2346.00 lacs) is secured by First Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurugram and personal guarantee of one of the Director.	Repayable in 40 Quarterly Instalment starting from October 2018. Last instalment due in May 2028. Rate of Interest 9.35 % p.a. as at year end (Previous Year 9.10 %).
23.5 Term Loans from HDFC Bank, balance outstanding amounting to Rs.180.17; lacs (31st March, 2018 is Rs.231.65 lacs) is secured by First Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurugram and personal guarantee of one of the Director.	The loan is repayable in 19 quarterly Instalment starting from February 2018. Last instalment due in August 2022. Rate of Interest 9.40% p.a. as at year end (Previous Year 9.1%).
23.6 Term Loan from Axis Bank, balance outstanding amounting to Rs. Nil (31st March, 2018 is Rs. 180.00 lacs) is secured by exclusive charge over the fixed assets funded out of it. Exclusive charge by way of Equitable Mortgage over the immovable property situated at plot No 69, 3rd Road, 1st Phase, Jigani industrial Area, Part of Sy No 588 & 590 Jigani, Anekai Taluk, Bengaluru, 562106 and personal guarantee of one of the Director	The Loan is repayable in 15 Quarterly Instalment starting from September 2015. Last instalment due in March 2019. Rate of interest 9.25 % p.a. as at year end (previous year - 9.00% p.a.).
23.7 Term Loan from Yes Bank, balance outstanding amounting to Rs. 400.00 Lacs (31st March, 2018 is Rs. 500) is secured by exclusive charge on the immovable property situated at Khasra No 1,2,3 in Akkampeta Village and Khasra No 287 & 288 Kadlauru Village, Tada Mandal, Nellore District, Andhra Pradesh & hypothecation on movable fixed assets situated on said plot .	The Loan is repayable in 20 Quarterly Instalment starting from June 2018. Last instalment due in March 2023. Rate of interest 10.50 % p.a. as at year end (previous year - 10%).
23.8 Term Loans from Kotak Bank, balance outstanding amounting to Rs 221.87 lacs (31st March, 2018 is Rs. 263.11 lacs) is secured by exclusive charge on the Machinery funded and personal guarantee of one of the Director.	The Loan is repayable in 61 Monthly Instalment starting from March 2018. Last instalment due in March 2023. Rate of interest 10.40 % p.a. as at year end (previous year - 10.70%).
23.9 Term Loans from Indusand Bank, balance outstanding amounting to Rs 2752.25 lacs (31st March, 2018 is Nil) is secured by Exclusive charge on undergone project and Cash Flows, receivables, book debts and revenue of the company.	The Loan is repayable in 16 Quarterly Instalment starting from March 2022. Last instalment due in December 2025. Rate of interest 4.19 % p.a. as at year end.
23.10 Vehicle Loans are secured by way of hypothecation of vehicles financed by the Bank.	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

24. OTHER NON-CURRENT FINANCIAL LIABILITIES		Rs. in Lakhs	
Particulars	As at 31st March, 2019	As at 31st March, 2018	
(a) Security Deposit with Related Parties	153.18	135.68	
TOTAL	<u>153.18</u>	<u>135.68</u>	
25. NON-CURRENT PROVISION			
(a) Provision for Employees Benefit	136.47	128.98	
TOTAL	<u>136.47</u>	<u>128.98</u>	
26. OTHER NON-CURRENT LIABILITIES			
(a) Government Grant	27.71	29.78	
(b) Advance Lease Rent	0.12	12.94	
TOTAL	<u>27.83</u>	<u>42.72</u>	
27. DEFERRED TAX LIABILITIES (NET)			
a) Deferred Tax Liabilities			
Related to Fixed Assets	1,005.45	699.97	
TOTAL	<u>1,005.45</u>	<u>699.97</u>	
28. CURRENT BORROWING			
Secured			
- Working Capital Loans From Banks	31,519.06	29,224.28	
TOTAL	<u>31,519.06</u>	<u>29,224.28</u>	
28.1 Working Capital facilities are secured against hypothecation of stocks of raw - materials, stock in process, finished goods, Other Current assets , specified immovable property, movable fixed assets, lien on fixed deposits, exports bills and personal guarantee of Director.			
28.2 Working Capital facilities in Overseas Subsidiaries are secured against Corporate Guarantee/SBLC of Holding company.			
29. TRADE PAYABLES			
(a) Payable to others than Micro and small Enterprises	9,262.84	14,537.81	
(b) Payable to Micro and small Enterprises	943.14	448.62	
TOTAL	<u>10,205.98</u>	<u>14,986.43</u>	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**Rs. in Lakhs****Due to Micro and Small Enterprises**

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

	As at 31st March, 2019	As at 31st March, 2018
a) The principal amount remaining unpaid to any supplier at the end of the year	943.14	448.62
b) Interest due remaining unpaid to any supplier at the end of the year	-	-
c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year.	-	-
d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.	-	-
e) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company.

30. OTHER CURRENT FINANCIAL LIABILITIES

Particulars	As at 31st March, 2019	As at 31st March, 2018
(a) Current maturities of Long -Term Debt	796.90	813.66
(b) Interest Accrued	101.67	91.81
(c) Unpaid dividend	8.65	7.32
(d) Due to employee	430.34	581.88
(e) Expenses payable	420.21	316.46
(f) Statutory Dues Payable	192.75	161.48
(g) Capital Payables	85.40	86.41
(h) Other Payable	146.97	64.92
(i) Derivatives-Foreign Exchange Forward Contract	-	203.15
Total	<u>2,182.89</u>	<u>2,327.09</u>

31. PROVISIONS

(a) Provision for Employees Benefits	356.15	186.10
TOTAL	<u>356.15</u>	<u>186.10</u>

32. OTHER CURRENT LIABILITIES

(a) Advance from Customer	588.78	784.49
(b) Advance Lease Rent	7.99	12.65
TOTAL	<u>596.77</u>	<u>797.14</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**33. REVENUE FROM OPERATIONS**

Rs. in Lakhs

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Sales of Products		
(a) Sales Manufactured Goods	47,367.29	40,061.94
(b) Sales Stock-in-Trade	23,807.81	27,441.86
Sales of Services	272.72	-
Other Operating Revenues		
(a) Export Incentives	3,516.30	2,975.16
(b) Foreign Exchange Gain/(Loss)	(164.38)	572.70
TOTAL	<u>74,799.74</u>	<u>71,051.66</u>

34. OTHER INCOME

(a) Interest Income from Loans & Advances	32.50	79.36
- Bank Deposit		
- Current Investment		
- Loan & Advances		
(b) Dividend Income from Current Investment	0.01	6.98
- Current Investments		
- Non-Current Investments	-	-
- Subsidiaries	-	-
(c) Other Non Operating Income		
- Profit on sale of Current Investments (Net)	45.80	121.06
- Rental Income	394.57	268.86
- Profit on sale of Fixed Assets	0.40	-
- Other Income	724.79	200.06
- Net Gain on measured of investment through Profit & loss Account	-	49.22
TOTAL	<u>1,198.07</u>	<u>725.54</u>

35. COST OF MATERIALS CONSUMED

Opening Stock	26,418.35	22,224.04
Add : Purchases	38,624.01	28,763.87
	65,042.36	50,987.91
Less : Closing Stock	30,851.56	26,418.35
Excise Duty	-	12.61
TOTAL	<u>34,190.80</u>	<u>24,582.17</u>

36. CHANGE IN INVENTORIES OF FINISHED GOODS

Opening Stock	6,628.64	4,549.85
Closing Stock	7,994.36	6,628.64
Decrease/(Increase)	<u>(1,365.72)</u>	<u>(2,078.79)</u>

37. EMPLOYEE BENEFIT EXPENSES

(a) Salary & Allowances	4,082.18	4,193.66
(b) Contribution to Provident & Other fund	298.88	273.01
(c) Staff Welfare Expenses	239.34	254.35
(d) Employee Stock Option Plan	35.98	74.93
TOTAL	<u>4,656.38</u>	<u>4,795.95</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Particulars	Rs. in Lakhs	
	Year Ended 31st March, 2019	Year Ended 31st March, 2018
38. FINANCE COSTS		
(a) Interest Expense- Net	2,406.04	1,812.80
(b) Borrowing Cost	394.47	143.27
(c) Exchange difference regarded as an adjustment to borrowing cost	252.80	-
TOTAL	<u>3,053.31</u>	<u>1,956.07</u>
39. DEPRECIATION AND AMORTISATION		
(a) Depreciation on Property Plant and Equipment	718.68	663.20
(b) Depreciation on Intangible Assets	83.11	74.17
(c) Depreciation on Investment on Properties	10.91	10.91
TOTAL	<u>812.70</u>	<u>748.28</u>
40. OTHER EXPENSES		
i) Manufacturing Expenses		
(a) Fabrication Charges	12,000.18	9,977.13
(b) Other Manufacturing Expenses	439.96	282.12
(c) Freight & Cartage	136.86	102.82
ii) Selling & Administrative Expenses		
(a) Legal And Professional Charges	1,070.17	1,147.23
(b) Power & Fuel	356.48	326.52
(c) Bank Charges	470.38	354.95
(d) Repair & Maintenance		
- Building	67.78	13.22
- Plant & Machinery	134.23	122.45
- Others	589.21	297.20
(e) Communication	107.96	122.65
(f) Rates Taxes & Duties	44.81	67.89
(g) Insurance	74.52	87.15
(h) Rent	385.08	357.28
(i) Travelling & Conveyance	1,327.35	1,365.41
(j) Freight on Exports	996.68	653.23
(k) Commission, Brokerage & Discount	395.14	483.83
(l) Loss on Sale /Discard of Fixed Assets	0.17	4.78
(m) Misc. Expenses	704.86	616.23
(n) Expenditure towards CSR activities	9.97	13.26
(o) Directors Meeting Fees	2.73	3.77
(p) Packing Expenses	349.63	315.34
(q) Bad Debts	128.04	1.50
(r) Auditors Remuneration	38.59	36.72
TOTAL	<u>19,830.78</u>	<u>16,752.68</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

41. TAX EXPENSES	Rs. in Lakhs	
Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
i) Current Tax		
(a) Current Income Tax	636.61	817.91
(b) Income Tax For earlier Year		
	<u>636.61</u>	<u>817.91</u>
ii) Deferred Tax		
(a) Related To Capital Assets	318.13	24.70
Income tax expenses reported in statement of profit and loss	<u>954.74</u>	<u>842.61</u>
Effective Income Tax Rate	<u>32.57%</u>	<u>32.59%</u>

A reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:

Accounting profit before tax	2,931.53	2,585.83
Statutory Income Tax Rate	34.944%	34.608%
Computed tax expenses	1,024.39	894.91
Tax in respect of earlier years	8.62	49.76
Unabsorbed capital loss	-	14.59
Long term capital gain exempt for taxation	(16.00)	(27.86)
Lower tax on capital gain	-	(8.96)
Income exempt from taxation	-	(2.42)
Non taxable/ differential tax rate of subsidiaries	(42.18)	(117.99)
Impact of share of profit/(loss) of associates	(28.08)	40.86
Deduction under section 24 of income tax act	(29.62)	(16.31)
Non-Deductable expenses for tax purpose	37.61	16.03
Income Tax Charge to Statement of Profit and Loss Account	<u>954.74</u>	<u>842.61</u>

42. CONTINGENT LIABILITIES

Particulars	As at 31st March, 2019	As at 31st March, 2018
i) Letter of Credit / Import Bills outstanding -	834.69	303.15
ii) Standby Letter of credit (SBLC) issued by company bankers in favour of the bankers of its subsidiaries		
- Ultima SA	9,257.58	7,182.31
- World Fashion Trade Ltd.	242.06	228.06
iii) Bill Discounted with Bank	400.58	1,387.21
iv) Other Guarantee given by bank -with corporation Bank	20.85	44.67
v) Corporate Guarantee given by the company to a bank against facilities granted by that bank to its wholly owned subsidiaries Ultima SA, Ultima Italia SRL & World Fashion Trade Ltd.	388.40	1,704.27
vi) Karnataka Vat Demand Under dispute	56.60	56.60
vii) TNVAT demand under dispute	525.32	525.32
viii) Corporate Guarantee executed by the subsidiary company to bank against facilities granted by bank to parent company	2,400.00	2,400.00

42.1 Capital and other Commitments

i) Estimated value of contract remaining to be executed on capital Account and not provided for	173.45	20.45
ii) Commitments under import of capital goods at concessional rate of custom duty.	12.22	179.50

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

43. EMPLOYEE BENEFITS PLANS

The details of various employee benefits provided to employees are as under:

a) Defined Contribution Plans Rs. in Lakhs

Particulars	Year Ended	
	31st March, 2019	31st March, 2018
Detail of amount recognised as expense for defined contribution plans is given below:		
a) Provident fund*	203.27	159.52
b) Employees State Insurance Corporation	6.85	2.71

b) Defined Benefit Plans

The Defined benefit plan of the Company includes entitlement of gratuity for each year of service until the retirement age.

i) The principal assumptions used for the purposes of the actuarial valuations were as follows:

Principal Assumptions	Gratuity	
	As at 31st March, 2019	As at 31st March, 2018
Expected return on plan assets	7.69%	7.88%
Discount rate	7.69%	7.88%
Salary increase rate	6.00%	6.00%
Employee turnover	5.00%	5.00%
In service mortality	IALM (2006-08)	IALM (2006-08)

ii) Amounts recognised in statement of profit and loss in respect of these defined benefit plans are as follows:

Particulars	Gratuity	
	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Current Service Cost	52.28	41.86
Net Interest Expenses	10.16	4.18
Past Service Cost	-	24.64
Components of defined benefit costs recognised in profit or Loss	62.44	70.68
Re-measurement on the Net Defined Benefit liability:		
Actuarial (gains)/ losses on obligation for the year	(0.64)	(9.50)
Return On Plan Assets	(6.02)	3.52
Net(Income)/Expenses for the year ended recognized in OCI	(6.66)	(5.98)

iii) The amount included in the Balance Sheet arising from the entity's obligation in respect of its Defined Benefit Obligation

Particulars	Gratuity	
	As at 31st March, 2019	As at 31st March, 2018
Present Value of Defined Benefit Obligation	394.96	357.45
Fair Vale of Plan Asset	(258.16)	(228.47)
Net Liability arising from Defined Benefit Obligation	136.80	128.98

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**iv) Movements in the present value of the defined benefit obligation are as follows:**

Rs. in Lakhs

Particulars	Gratuity	
	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Opening Defined Obligation	357.45	275.74
Interest Cost	27.89	17.61
Current Service Cost	52.28	41.86
Past Service Cost	-	24.64
Benefits Paid Directly by the employer	(42.01)	(1.38)
Actuarial (gains)/ Losses	(0.64)	(1.02)
Closing Defined Benefit Obligation	<u>394.97</u>	<u>357.45</u>

v) Movements in the fair value of the plan assets are as follows:

Particulars	Gratuity	
	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Opening fair Value of Plan Assets *	228.47	188.56
Interest Income	17.72	13.43
Contribution by the Employer	10.00	30.00
Return on Plan Assets Excluding Interest Income	1.96	(3.52)
Closing fair Value of Plan Assets	<u>258.15</u>	<u>228.47</u>

*** Fund Managed by the approved Insurance Company Kotak Life Insurance**

Particulars	Gratuity	
	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Investment With Insurer	100.00%	100.00%

Sensitivity Analysis

A quantitative sensitivity analysis for significant assumptions as at 31st March, 2019 is as follows:

Particulars	Increase Effect	Decrease Effect
Effect of Increase/decrease in discount rate by 1% on Defined benefit obligations	(25.23)	28.89
Effect of Increase/decrease in salary escalation by 1% on Defined benefit obligations	26.35	(23.99)
Effect of Increase/decrease in employee turnover by 1% on Defined benefit obligations	2.29	(2.70)

A quantitative sensitivity analysis for significant assumptions as at 31st March, 2018 is as follows:

Particulars	Increase Effect	Decrease Effect
Effect of Increase/decrease in discount rate by 1% on Defined benefit obligations	(18.49)	24.77
Effect of Increase/decrease in salary escalation by 1% on Defined benefit obligations	20.40	(17.91)
Effect of Increase/decrease in employee turnover by 1% on Defined benefit obligations	2.42	(2.83)

The sensitivity analysis above has been determined on the basis of actuarial certificate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

44. EARNING PER SHARE

Rs. in Lakhs

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Profit/(loss) for the year	1,979.78	1,750.04
No. of share at the beginning of the year (A)	12,181,254	11,740,945
Equity allotted during the year	12,920	440,309
Weighted average shares (B)	3,673	393,320
Weighted average shares outstanding (nos.) (A+B)	12,184,927	12,134,265
Effect of diluted number of share		
Add:- Employee stock option plan	44,551	50,596
Add:- Convertible preferential share warrant	40,274	72,123
Weighted average number of equity share for diluted earning per share	12,269,752	12,256,984
Basic earning per share	16.25	14.42
Diluted earning per share	16.11	14.28

45. Operating Lease

(a) Assets taken on Lease

The company has taken certain premises under various operating lease agreements. Future minimum lease payments under non cancellable operating leases in the aggregate and for each of the following year.

Particulars	As at 31st March, 2019	As at 31st March, 2018
Not later than one year	40.20	1.00
Later than one year and not later than five years	181.40	4.00
Later than five years	284.39	35.00

(b) Assets given on lease

The company has given assets under operating lease agreement . Future minimum lease payments under non cancellable operating leases in the aggregate and for each of the following year.

Particulars	As at 31st March, 2019	As at 31st March, 2018
Not later than one year	136.08	252.35
Later than one year and not later than five years	18.90	154.98
Later than five years	-	-

46. Export Promotion Capital Goods (EPCG)

Export Promotion Capital Goods (EPCG) scheme allows import of certain capital goods at concessional duty subject to an export obligation for the duty saved on capital goods imported under EPCG scheme. The duty saved on capital goods imported under EPCG scheme being Government Grant, is accounted as stated in the Accounting policy on Government Grant.

47. Employee Stock Option Plan

The Company instituted an Employees Stock Option Plan ('ESOP 2013') pursuant to the Nomination and Remuneration Committee (Earlier Compensation Committee) and Shareholders' resolution dated September 23, 2013. As per ESOP 2013, the Company had granted the below stock options:

On 28th January , 2014 – 50,000 stock options.

On 16th September, 2015 – 1,55,800 stock options

On 31st December, 2015 – 8,850 stock options

On 3rd February, 2018 – 30,000 stock options

On 5th April, 2018 – 30,000 stock options

These options comprises equal number of equity shares to be allotted in one or more tranches to the eligible employees of the Company and its subsidiaries.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

The details of the ESOPs granted so far are provided below:

Rs. in Lakhs

Grant date		April 5, 2018		
Vesting tranche	Vesting I	Vesting II	Vesting III	Vesting IV
Vesting date	April 05, 2019	April 05, 2020	April 05, 2021	April 05, 2022
%age of vesting	16.67	16.67	16.66	50.00
Exercise Price (in Rs.)	330.00	330.00	330.00	330.00

Grant date		February 03, 2018		
Vesting tranche	Vesting I	Vesting II	Vesting III	Vesting IV
Vesting date	February 03, 2019	February 03, 2020	February 03, 2021	February 03, 2022
%age of vesting	10.00	20.00	30.00	40.00
Exercise Price (in Rs.)	450.00	450.00	450.00	450.00

Grant date		December 31, 2015		
Vesting tranche		Vesting I	Vesting II	Vesting III
Vesting date		December 31, 2016	December 31, 2017	December 31, 2018
%age of vesting		33.00	33.00	34.00
Exercise Price (in Rs.)		50.00	50.00	50.00

Grant date		September 16, 2015		
Vesting tranche		Vesting I	Vesting II	Vesting III
Vesting date		September 16, 2016	September 16, 2017	September 16, 2018
%age of vesting		33.00	33.00	34.00
Exercise Price (in Rs.)		50.00	50.00	50.00

Grant date		January 28, 2014	
Vesting tranche		Vesting I	Vesting II
Vesting date		1st February, 2015	1st March, 2015
%age of vesting		50.00	50.00
Exercise Price (in Rs.)		156.00	156.00

The Company uses the fair value for determination of the employee stock compensation expense.

The activity in the Employees Stock Option Plan during the year ended 31st March, 2019 is as under:

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Number of options outstanding at the beginning of the period	93,004	115,329
Number of options granted during the year	30,000	30,000
Number of options forfeited / lapsed during the year	10,566	12,016
Number of options vested during the year	38,484	39,812
Number of options exercised during the year	12,920	40,309
Number of shares arising as a result of exercise of options	12,920	40,309
Money realized by exercise of options (INR), if scheme is implemented directly by the company	Rs. 6,46,000	Rs. 20,15,450
Loan repaid by the Trust during the year from exercise price received	NA	NA
Number of options outstanding at the end of the year	99,518	93,004
Number of options exercisable at the end of the year	42,518	16,954

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

Date of Grant	Rs. in Lakhs			
	September 16, 2015	December 31, 2015	February 3, 2018	April 5, 2018
Weighted average share price	Rs. 468.70	Rs 521.15	Rs. 463.55	Rs. 216.15
Exercise price	Rs. 50.00	Rs. 50.00	Rs. 450.00	Rs. 330.00
Expected volatility	29.24%	33.10%	25.71%	36.78%
Option life (comprising of weighted average of vesting period and exercise period)	7 years	7 years	8 years	5.50 years
Expected dividends	0.21%	0.19%	0.26%	0.29%
Risk free rate of return	8.17%	7.96%	7.82%	7.22%

48. Event Occurring after Balance Sheet date

The board of Directors has recommended Equity dividend of Rs.1.20/- per share (Previous year Rs.1.20/-) for the financial year 2018-19.

49. Details of Corporate Social Responsibility (CSR) Expenditure

Particulars	As at	
	31st March, 2019	31st March, 2018
(a) Gross amount required to be spent	44.91	45.51
(b) Amount spent:		
(i) Construction/acquisition of any asset		-
(ii) On purpose other than (i) above	9.97	13.26
(c) Administrative expenses		-

50. Expenses Capitalised During the Year

The company has incurred following expenses as pre-operative expenses through capital-work-in-progress

Salaries ,Allowances and bonus	883.74	198.00
Legal and professional expenses	-	10.74

51. Fair Value Measurement

The fair value of the financial assets and liabilities are included at the amount that would be received to sell an asset and paid to transfer a liability in an orderly transaction between market participants.

The following Methods and Assumptions were used to Estimate the Fair Values:

Trade receivables, cash and cash equivalents, other bank balances, short term loans, other current financial assets, current borrowings, trade payables and other current financial liabilities: approximate their carrying amounts largely due to the short-term maturities of these instruments.

Investments traded in active markets are determined by reference to quotes from the financial institutions; for example: Net Asset Value (NAV) for investments in mutual funds declared by mutual fund house.

The fair values for loans, security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation Techniques.

The following is the basis for categorising the financial instruments measured at fair value into Level 1 to Level 3 :

Level 1: This level includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Level 2: This level includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3: This level includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

Particulars	Rs. in Lakhs			
	As at 31st March, 2019			
	Carrying Amount	Level of input used in		
Level 1		Level 2	Level 3	
Financial Assets				
At Amortised Cost				
Trade Receivable	12,308.53	-	-	12,308.53
Cash & Cash Equivalents	3,736.90	-	-	3,736.90
Other Bank Balance	800.49	-	-	800.49
Loans	498.59	-	-	498.59
Other Financial Assets	6,313.25	-	-	6,313.25
At FVTPL				
Investments	0.01	0.01	-	-
Other Financial Assets	539.82	-	539.82	-
Financial Liabilities				
At Amortised Cost				
Borrowings	37,496.20	-	-	37,496.20
Trade Payables	-	-	-	-
Other Financial Liabilities	2,336.07	-	-	2,336.07
At FVTPL				
Other Financial Liabilities	-	-	-	-
<hr/>				
Particulars	As at 31st March, 2018			
	Carrying Amount	Level of input used in		
		Level 1	Level 2	Level 3
Financial Assets				
At Amortised Cost				
Trade Receivable	19,086.13	-	-	19,086.13
Cash & Cash Equivalents	2,706.62	-	-	2,706.62
Other Bank Balance	693.24	-	-	693.24
Loans	711.83	-	-	711.83
Other Financial Assets	5,240.54	-	-	5,240.54
At FVTPL				
Investments	598.90	598.90	-	-
Other Financial Assets	-	-	-	-
Financial Liabilities				
At Amortised Cost				
Borrowings	33,952.67	-	-	33,952.67
Trade Payables	14,986.43	-	-	14,986.43
Other Financial Liabilities	2,259.63	-	-	2,259.63
At FVTPL				
Other Financial Liabilities	203.15	-	203.15	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

52. Capital Management

"For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. 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, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings less cash and cash equivalents."

Particulars	Rs. in Lakhs	
	As at 31st March, 2019	As at 31st March, 2018
Borrowings (long-term and short-term, including current maturities of long term borrowings) (Note 23, 28 & 30)	38,293.10	34,766.33
Less: Cash and cash equivalents (Note 16)	(3,736.90)	(2,706.61)
Net debt	34,556.20	32,059.72
Equity Share Capital	1,219.42	1,218.13
Other Equity	38,276.25	36,272.00
Total Capital	39,495.67	37,490.13
Capital and Net Debt	74,051.87	69,549.85
Gearing Ratio	46.66%	46.10%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2019 and March 31, 2018.

Disclosures as required under Schedule III to the Companies Act, 2013, of the enterprises consolidated as Subsidiary/Associates :

Name of the Entities	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit or Loss	
	As a % of Consolidated net assets	Amount	As a % of Consolidated Profit	Amount
Parent :	86.40	26,911.80	85.17	1,617.71
Subsidiary				
Indian Subsidiaries				
Bhartiya Global Marketing Ltd.	1.29	400.89	(0.46)	(8.66)
J&J Leather Enterprises Ltd.	1.70	530.57	1.98	37.59
Bhartiya International SEZ. Ltd.	4.32	1,344.86	(0.80)	(15.28)
Bhartiya Fashion Retail Ltd	-	1.00	0.25	4.71
Bhartiya Urban Infrastructure Ltd.	0.01	2.93	-	0.06
Foreign Subsidiaries				
World Fashion Trade Ltd.	(0.30)	(92.03)	1.14	21.68
Design Industry China Ltd.	(0.44)	(137.27)	(6.27)	(119.16)
Ultima SA	15.19	4,732.15	23.71	450.28
Ultima Italia SRL	5.45	1,698.44	0.86	16.41
Design Industry Ltd. Hongkong	0.51	159.99	1.31	24.83
Sub Total		35,553.33		2,030.17
Inter-company Elimination & Consolidation Adjustments	(14.14)	(4,404.73)	(6.88)	(130.75)
Grand Total		31,148.60		1,899.42
Non-Controlling Interest in Subsidiaries		(147.55)		2.25
Share of Profit in Associates		8,347.08		80.35
		39,348.12		1,982.02

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

53. Financial Risk Management

The Company's management monitors and manages the financial risks relating to the operations of the Company. These risks include credit risk, liquidity risk and market risk (including currency risk, interest rate risk and other price risk).

Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets.

Financial instruments that are subject to concentrations of credit risk, principally consist of balance with banks, investments in debt instruments/bonds, trade receivables, loans and advances. None of the financial instruments of the Company result in material concentrations of credit risks.

The age analysis of trade receivables as of the balance sheet date have been considered from the due date and disclosed in below table.

Particulars	Rs. in Lakhs	
	As at 31st March, 2019	As at 31st March, 2018
Less than 6 month	11953.82	17,192.21
More than 6 month	354.71	1,893.92

Liquidity Risk

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

The surplus funds with the Company and operational cash flows will be sufficient to dispose the financial liabilities within the maturity period.

Maturity Profile of Financial Liabilities

Particulars	As at 31st March, 2019			
	0-1 year	1-5 year	Beyond 5 year	Total
Borrowing (Including current maturity of long term borrowing)	32,315.96	3,209.90	2,767.24	38,293.10
Trade Payable	10,205.98	-	-	10,205.98
Other Financial Liabilities	1,539.17	-	-	1,539.17

Particulars	As at 31st March, 2018			
	0-1 year	1-5 year	Beyond 5 year	Total
Borrowing (Including current maturity of long term borrowing)	30,037.94	3,438.09	1,290.30	34,766.33
Trade Payable	14,986.43	-	-	14,986.43
Other Financial Liabilities	1,649.11	-	-	1,649.11

Market Risk

Market Risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that may, result from a change in the price of a financial instrument. The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates risk/liquidity risk which impact returns on investments. Market risk exposures are measured using sensitivity analysis.

Interest Rate Risk

Interest Rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the debt obligations with floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Particulars	Rs. in Lakhs	
	As at 31st March, 2019	As at 31st March, 2018
Total Borrowings	38,293.10	34,766.33
% of Borrowings out of above bearing variable rate of interest	82.31%	84.06%

Interest Rate Sensitivity

A change of 100 bps in interest rates would have following Impact on profit before tax

100 bp increase would decrease the profit before tax by	730.46	621.27
100 bp decrease would Increase the profit before tax by	730.46	621.27

Foreign Currency Risk Management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Particulars	As at 31st, March, 2019		As at 31st, March, 2018	
	Foreign Currency Monetary Assets	Foreign Currency Monetary Liabilities	Foreign Currency Monetary Assets	Foreign Currency Monetary Liabilities
USD	36.17	359.30	69.43	348.16
EURO	8.33	147.49	32.24	117.60
GBP	41.68	53.26	27.00	23.24
HKD	107.78	91.52	404.04	88.00
RMB	5.29	10.30	7.06	9.05
CHF	153.06	101.86	126.42	122.70

Foreign Currency Sensitivity

The following table details the Company's sensitivity to a 5% change in rupee value against the relevant foreign currencies, which is used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end.

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	5% Weakened	5% Strengthen	5% Weakened	5% Strengthen
Foreign Currency Monetary Assets				
USD	125.06	(125.06)	226.16	(226.16)
EURO	32.34	(32.34)	129.29	(129.29)
GBP	187.96	(187.96)	123.78	(123.78)
HKD	47.42	(47.42)	167.74	(167.74)
RMB	2.33	(2.33)	3.65	(3.65)
CHF	531.88	(531.88)	430.68	(430.68)
Foreign Currency Monetary Liabilities				
USD	(1,242.28)	1,242.28	(1,134.32)	1,134.32
EURO	(572.63)	572.63	(471.66)	471.66
GBP	(240.18)	240.18	(106.62)	106.62
HKD	(40.27)	40.27	(36.53)	36.53
RMB	(4.54)	4.54	(4.68)	4.68
CHF	(353.96)	353.96	(418.01)	418.01
Impact on Profit or Loss as at the end of reporting year	<u>(1,526.87)</u>	<u>1,526.87</u>	<u>(1,090.52)</u>	<u>1,090.52</u>

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).

Other Price Risks

The Company's exposure to equity securities price risk arises from investments held by the Company and classified in the balance sheet at fair value through profit and loss. To manage its price risk arising from investments in equity securities, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company.

Other Price Risk Sensitivity

The table below summarizes the impact of increases/decreases of the BSE index on the Company's equity and Gain/Loss for the period. The analysis is based on the assumption that the index has increased by 5 % or decreased by 5 % with all other variables held constant, and that all the Company's equity instruments moved in line with the index.

Particulars	Rs. in Lakhs	
	As at 31st March, 2019	As at 31st March, 2018
Impact on Price before Tax	272.90	393.60
BSE Sensex 30- Increase 5%	13.65	19.68
BSE Sensex 30- Decrease 5%	(13.65)	(19.68)

54. Related Party Disclosures as per Ind AS 24

a) Name of Related Parties & Nature of Relationship:	Country	Ownership Interest
i) Associate Parties		
Bhartiya City Developers Pvt. Ltd.	India	37%
Tada Mega Leather Cluster Pvt Ltd.	India	50%
ii) Executive Directors		
Snehdeep Aggarwal		Managing Director
Jaspal Sethi		Whole Time Director (resigned from 31.07.18)
A.K .Gadhok		Whole Time Director (resigned from 16.04.18)
Manoj Khattar		Whole Time Director (appointed from 13.08.18)
iii) Non-Executive Directors		
Ramesh Bhatia		Director
C.L. Handa		Independent Director
Sandeep Seth		Independent Director
Shashank		Independent Director
A. Sahasranaman		Independent Director
Annapurna Dixit		Independent Director
Amrishpal Singh		Director
Nikhil Aggarwal		Director
Walter Willi Zwahlen		Director
Robert Burton Moore Jr		Director
iv) Enterprises owned or significantly influenced by Executive Directors or their Relatives :		
Itopia Management Services (India) Pvt. Ltd.		
Parushni Interior Designs Pvt. Ltd.		
v) Relatives of Executive Directors with whom transactions have taken place:		
Kanwal Aggarwal		
Arjun Aggarwal		
vi) Trust (Post Employment Benefit Plan)		
Bhartiya International Ltd. Employees Group Gratuity Scheme		

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTD).**Rs. in Lakhs****b) Transactions during the year with Related Parties :**

Particulars	2018-19	2017-18
1. Ticketing		
Itopia Management Services (India) Pvt. Ltd	-	87.92
2. Salaries		
Snehdeep Aggarwal	18.40	18.40
Jaspal Sethi	3.80	12.68
A.K.Gadhok	0.31	7.04
Manoj Khattar	66.06	-
Amrishpal Singh	3.00	3.00
Nikhil Aggarwal	95.89	86.72
Walter Willi Zwahlen	82.39	81.11
3. Lease Rent / Rent Paid		
Kanwal Aggarwal	-	0.80
4. Lease Rent Received		
Parushni Interior Designs Pvt Ltd	18.00	18.00
5. Legal and Professional Fees		
Itopia Management Services (India) Pvt. Ltd	5.00	1.50
Robert Burton Moore Jr	89.95	-
6. Purchase of Fixed Asset		
Parushni Interior Designs Pvt. Ltd.	3.78	7.68
7. Sitting Fee		
Ramesh Bhatia	0.03	0.03
C.L. Handa	0.23	0.30
Sandeep Seth	0.30	0.33
Shashank	0.30	0.26
A. Sahasranaman	0.08	0.11
Annapurna Dixit	0.06	0.11
Sanjay Baweja		0.06
8. Contribution to Gratuity Trust		
Bhartiya International Ltd. Employees Group Gratuity Scheme	10.00	30.00
c) Balances Outstanding at the year end:		
1. Loans / Advance Paid		
Bhartiya City Developers Pvt Ltd	60.49	-
2. Expenses/Other Payables		
Itopia Management Services (India) Pvt. Ltd.	-	5.06
Amrishpal singh	0.25	0.25
3. Security Deposit (Received)		
Bhartiya City Developers Pvt. Ltd.	159.79	159.79
Parushni Interior Designs Pvt. Ltd.	1.50	1.50

As per our report of even date attached

For K A S G & CO.

Chartered Accountants

Firm Reg. No. 002228C

For and on behalf of the Board**R.B.Sharma**

Partner

Mem. No. 075701

Gurugram, 27th May, 2019

Shilpa Budhia

Company Secretary

Raj Kumar Chawla

Chief Financial Officer

Manoj Khattar

Whole Time Director

DIN: 00694981

Ramesh Bhatia

Director

DIN: 0052320

CONSOLIDATED FINANCIAL SUMMARY

Rs. in Lakhs

Particulars	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19
Equity Share Capital	786.38	866.38	946.38	1046.38	1106.38	1106.38	1121.38	1171.38	1174.09	1218.13	1219.42
Reserves & Surplus	8915.05	9584.10	10597.23	12007.26	13113.65	14518.27	16276.96	20014.16	25579.31	36272.00	38276.25
Net Worth	9850.72	10749.66	11949.95	13300.71	14395.12	15798.28	17864.48	22394.47	26753.41	37490.13	39495.67
Capital Employed	12418.81	12951.37	12908.50	14613.58	17572.83	19521.88	21582.50	26468.25	30699.56	43225.88	46795.74
Gross Fixed Assets	4633.08	4935.44	6857.03	7926.79	8907.95	9591.43	10428.12	12109.72	9422.58	12787.52	13773.50
Net Fixed Assets	3191.73	3246.21	4906.96	5729.65	6557.74	6888.19	7316.30	8412.82	8922.09	11574.45	11798.37
Export Sales including Export Incentives	18201.11	20635.10	19523.02	25067.32	30306.03	41440.95	55812.77	62215.89	64194.24	71051.66	74799.74
Other Income	(151.61)	(3.93)	246.16	231.92	315.73	351.49	333.80	378.91	618.56	725.54	1198.07
Total Income	18049.50	20631.17	19769.18	25299.24	30621.76	41792.44	56146.57	62600.50	64812.80	71777.20	75997.81
EBITDA	1980.00	1707.06	2102.78	2929.87	2951.26	4059.35	5299.22	5104.13	4659.23	5408.24	6717.19
Depreciation	204.16	251.54	281.25	288.70	323.63	395.46	630.24	604.98	601.53	748.27	812.70
EBIT	1775.83	1455.52	1821.53	2641.17	2627.63	3663.88	4668.98	4499.15	4057.70	4659.97	5904.49
Profit before Tax	572.28	858.66	1001.60	1609.53	1442.25	2096.56	2953.65	3192.93	2667.25	2703.91	2851.18
Tax Expenses	291.43	357.53	337.68	453.79	433.40	646.96	839.46	920.88	808.95	842.61	954.74
Net Profit After Tax	222.43	459.34	637.88	1145.19	1013.87	1451.83	2100.37	2471.48	1799.33	1861.30	1896.44
Non Controlling Interest	(0.72)	(0.61)	(0.34)	8.72	(3.73)	(1.45)	14.26	(7.22)	(5.68)	(3.43)	(0.01)
Share in Profit and Loss of Associates	59.13	42.40	26.38	1.82	1.29	0.78	0.44	192.22	(58.54)	(118.07)	80.35
Net Profit	222.43	459.34	637.88	1145.19	1013.87	1451.83	2100.37	2471.48	1799.76	1743.23	1976.79
Equity Dividend (%)	10.00	10.00	10.00	10.00	10.00	10.00	10.00	12.00	12.00	12.00	12.00
EPS (Basic) Rs.	2.83	5.82	7.36	11.39	9.35	13.12	18.83	21.69	15.33	14.42	16.25
EPS(Diluted) Rs.	2.83	5.52	7.15	11.39	9.31	13.06	18.50	21.48	14.98	14.28	16.11

INDEPENDENT AUDITORS' REPORT

**To,
The Members of
Bhartiya International Ltd**

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Bhartiya International Ltd, ('the Company'), which comprise the balance sheet as at 31st March, 2019 the statement of profit and loss, (including other comprehensive income) the cash flow statement and statement of changes in equity for the year then ended, and 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 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 31st March, 2019 its Profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing 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 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 (ICAI) together with the ethical requirements that are relevant to our audit of the 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 financial statements.

Information Other than the Financial statement and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, but does not include the financial statement and our auditor's report there on.

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

In connection with our audit of the financial statement our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statement 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.

Management's Responsibility for the Standalone 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 and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance, statement of 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statement, 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 Responsibility

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

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 statement, 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 Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statement 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 statement, 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 financial statement that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statement 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 statement.

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 the 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 financial statement of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 financial statement dealt with by this report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Ind As specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure B.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/ provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - ii) The company has made provision as required under the applicable law or Ind As, for material foreseeable losses, if any, on long term contracts including derivatives 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 A S G & CO.

Chartered Accountants

Firm's Registration No. 002228C

R. B. Sharma

Partner

Mem.No. 075701

Gurugram : 27th May, 2019

ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March, 2019 we report that:

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The title deeds of immovable properties, as disclosed in Note 4 on fixed assets to the financial statements, are held in the name of the Company, except for a building acquired in earlier year having a carrying value of Rs. 18.50 Lacs as at 31st March, 2019.
- ii. The physical verification of inventory excluding stocks with third parties and in transit has been conducted at reasonable intervals by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been appropriately dealt with in the books of accounts.
- iii. According to information and explanation given to us and on the basis of our examination of the books of accounts, the company has not granted any loans, secured or unsecured to the companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. The Central government has not prescribed the maintenance of cost records under section 148(1) of the Act, for the Company.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax, value added tax, duty of customs, service tax, duty of excise, GST, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.
- (b) Following are the amounts which are disputed and not paid by the Company:

Nature of Demand	Amount in Rs	Period to which the Amount Relates	Forum where appeal has been filed
Karnataka VAT	5,659,787/-	F.Y 2009-2010 & 2010-2011	Karnataka Appellate Tribunal, Bengaluru
Tamil Nadu VAT	52,521,621/-	F.Y 2010-11, 2011-12, 2012-13 & 2013-14	Departmental Authorities

- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank as at the balance sheet date.
- ix. In our opinion, and according to the information and explanations given to us, money raised by way of term loans have been applied for the purposes for which they were obtained.
- x. During the course of our examination of the books and records of the Company, 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 material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

- xi. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. In our opinion all transactions with the related parties are in compliance with section 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statement etc., as required by the applicable Ind As.
- xiv. The Company has complied with the provisions of Section 42 of the Companies Act, 2013 in respect of the allotment of shares/warrants and moneys raised by way of allotment of shares/warrants have been applied for the purposes for which they were obtained.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are 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. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

for K A S G & CO.

Chartered Accountants
Firm's Registration No. 002228C

R. B. Sharma

Partner
Mem.No. 075701

Gurugram: 27th May, 2019

ANNEXURE - B TO THE AUDITORS' REPORT

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 Bhartiya International Limited ("the Company") as of 31st March, 2019 in conjunction with our audit of the standalone 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

for K A S G & CO.

Chartered Accountants

Firm's Registration No. 002228C

R. B. Sharma

Partner

Mem.No. 075701

Gurugram:27th May, 2019

STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2019

Rs. in Lakhs

Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
I Assets			
1 Non - Current Assets			
(a) Property, Plant and Equipment	4	9,680.48	7,964.91
(b) Capital Work-in-Progress	4.1	314.81	2,018.69
(c) Investment Property	5	557.20	568.11
(d) Intangible Assets	6	127.27	158.17
(e) Intangible Assets under Development	6.1	-	23.35
(f) Investments in Subsidiaries, Associate, and Joint Venture	7	6,576.09	6,576.09
(g) Financial Assets			
(i) Investments	8	-	-
(ii) Loans	9	130.66	69.14
(iii) Other Financial Assets	10	88.14	75.69
(h) Deferred Tax Assets (net)		-	-
(i) Other Non-Current Assets	11	712.74	710.20
2 Current Assets			
(a) Inventories	12	38,510.15	32,708.57
(b) Financial Assets			
(i) Investments	13	-	598.89
(ii) Trade Receivables	14	7,127.81	9,590.43
(iii) Cash and cash Equivalents	15	1,319.53	565.15
(iv) Bank balances other than Cash & Cash Equivalents	16	800.49	647.82
(v) Loans	17	287.92	340.29
(vi) Others Financial Assets	18	4,154.69	4,653.68
(c) Current Tax Assets (net)		48.27	49.74
(d) Other Current Assets	19	1,522.26	2,245.81
TOTAL ASSETS		71,958.51	69,564.73
II Equity and Liabilities			
1 Equity			
(a) Equity Share Capital	20	1,219.42	1,218.13
(b) Other Equity	21	25,692.38	24,211.22
2 Liabilities			
Non - Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	22	2,977.62	3,711.72
(ii) Other Financial Liabilities	23	153.18	140.53
(b) Provisions	24	106.87	86.29
(c) Other Non-Current Liabilities	25	27.83	37.89
(d) Deferred Tax Liabilities (Net)	26	1,005.45	685.39
3 Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	27	30,348.91	28,235.15
(ii) Trade Payables	28		
Total outstanding dues of micro enterprises and small enterprises		932.36	444.18
Total outstanding dues of creditors other than micro enterprises and small enterprises		6,927.56	7,883.85
(iii) Other Financial Liabilities	29	1,809.66	1,853.38
(b) Provisions	30	122.84	220.08
(c) Other Current Liabilities (Net)	31	525.22	732.23
(d) Current Tax Liabilities (Net)		109.21	104.69
TOTAL OF EQUITY AND LIABILITIES		71,958.51	69,564.73

Significant Accounting Policies

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

For K A S G & CO.Chartered Accountants
Firm Reg. No. 002228C**R.B.Sharma**Partner
Mem. No. 075701**Shilpa Budhia**

Company Secretary

Raj Kumar Chawla

Chief Financial Officer

For and on behalf of the Board**Manoj Khattar**Whole Time Director
DIN: 00694981**Ramesh Bhatia**Director
DIN: 0052320

Gurugram, 27th May, 2019

**STANDALONE STATEMENT OF PROFIT & LOSS FOR
THE YEAR ENDED 31ST MARCH, 2019**

Rs. in Lakhs

Particulars	Note No.	Year Ended 31st March, 2019	Year Ended 31st March, 2018
INCOME			
Revenue from Operations	32	60,929.63	51,825.97
Other Income	33	412.76	526.12
Total Income		<u>61,342.39</u>	<u>52,352.09</u>
EXPENSES			
Cost of material consumed	34	34,091.15	24,528.23
Purchases of Stock-in-Trade		1,371.18	7,062.59
Change in Inventories of Finished Goods	35	(1,414.54)	(2,041.35)
Employee Benefits Expense	36	3,762.50	3,461.05
Finance Costs	37	2,876.72	1,722.71
Depreciation and Amortisation Expense	38	692.59	628.79
Other Expenses	39	17,471.29	14,949.04
Total Expenses		<u>58,850.89</u>	<u>50,311.06</u>
Profit / (Loss) before Tax for the Year		2,491.50	2,041.03
Tax Expenses	40		
i Current Tax		541.88	707.32
ii Deferred Tax		324.21	20.62
Profit / (Loss) for the year		<u>1,625.41</u>	<u>1,313.09</u>
Other Comprehensive Income			
Items that will not be Reclassified to profit or Loss			
Remeasurements of the defined benefit plans		(11.85)	8.71
Income tax relating to above items		4.14	(3.01)
Total Comprehensive Income for the Year		<u>1,617.70</u>	<u>1,318.79</u>
Earnings per Equity Share of Face Value			
Basic (in Rs.)		13.28	10.87
Diluted (in Rs.)		13.18	10.76
Significant Accounting Policies	4		
The accompanying notes are an integral part of the financial statements	1 to 56		

As per our report of even date attached

For K A S G & CO.
Chartered Accountants
Firm Reg. No. 002228C

R.B.Sharma
Partner
Mem. No. 075701

Shilpa Budhia
Company Secretary

Raj Kumar Chawla
Chief Financial Officer

For and on behalf of the Board

Manoj Khattar
Whole Time Director
DIN: 00694981

Ramesh Bhatia
Director
DIN: 0052320

Gurugram, 27th May, 2019

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019

A Equity Share Capital Rs. in Lakhs

Particulars	Notes	Amount
Balance as at 31st March, 2017		1,174.09
Change in Equity Share Capital during the year 2017-18	20.1	44.04
Balance as at 31st March, 2018		1,218.13
Change in Equity Share Capital during the year 2018-19	20.1	1.29
Balance as at 31st March, 2019		1,219.42

B Other Equity (Refer Note 21)

Particulars	Share Application Money Pending Allotment	Money Received against Share Warrants	Employee Stock Options Outstanding	Preferential share Warrant Forfeited	Reserves and Surplus				Total
					Securities Premium	General Reserve	Retained Earnings	Other Comprehensive Income (Defined benefit plan)	
Balance as at 31st March, 2017	1,800.00	1,050.00	344.91	85.00	5,188.22	2,798.51	11,374.41	(16.72)	22,624.33
Profit for the year	-	-	-	-	-	-	1,313.09	-	1,313.09
Other Comprehensive Income for the year	-	-	-	-	-	-	-	5.70	5.70
Securities Premium on issue of share	-	-	-	-	2,549.15	-	-	-	2,549.15
Employee Stock option reserve for the year	-	-	74.93	-	-	-	-	-	74.93
Transfer to Security Premium on issue of share	-	-	(173.03)	-	-	-	-	-	(173.03)
Equity Share issued during the year	(1,800.00)	(600.00)	-	-	-	-	-	-	(2,400.00)
Dividends & Dividends Distribution Tax	-	-	-	-	-	-	(173.70)	-	(173.70)
Preference Share Warrants Forfeited	-	(450.00)	-	450.00	-	-	-	-	-
Preference Share warrants issued during the year	-	390.75	-	-	-	-	-	-	390.75
Transfer from Retained Earnings	-	-	-	-	-	200.00	-	-	200.00
Transfer to General Reserve	-	-	-	-	-	-	(200.00)	-	(200.00)
Balance as at 31st March, 2018	-	390.75	246.81	535.00	7,737.37	2,998.51	12,313.80	(11.02)	24,211.22
Profit for the year	-	-	-	-	-	-	1,625.41	-	1,625.41
Other Comprehensive Income for the year	-	-	-	-	-	-	-	(7.71)	(7.71)
Securities Premium on issue of share	-	-	-	-	60.82	-	-	-	60.82
Employee Stock Option Reserve for the year	-	-	35.98	-	-	-	-	-	35.98
Transfer to Security Premium on issue of share	-	-	(55.65)	-	-	-	-	-	(55.65)
Equity share issued during the year	-	-	-	-	-	-	-	-	-
Dividends & Dividends Distribution Tax	-	-	-	-	-	-	(177.69)	-	(177.69)
Preference Share Warrants Forfeited	-	(390.75)	-	390.75	-	-	-	-	-
Transfer from Retained Earnings	-	-	-	-	-	200.00	-	-	200.00
Transfer to General Reserve	-	-	-	-	-	-	(200.00)	-	(200.00)
Balance as at 31st March, 2019	-	-	227.14	925.75	7,798.19	3,198.51	13,561.52	(18.73)	25,692.38

Component of other Equity Nature and Purpose

Securities Premium Represents amount received in excess of face value on issue of equity shares which may be utilised for purposes specified U/S 52(2) of the companies act, 2013.

General Reserve Represents accumulated profits set apart by way of transfer from current year profits or/ and retained earnings for "other than specified purposes".

As per our report of even date attached

For K A S G & CO.
Chartered Accountants
Firm Reg. No. 002228C

For and on behalf of the Board

R.B.Sharma
Partner
Mem. No. 075701

Shilpa Budhia
Company Secretary

Raj Kumar Chawla
Chief Financial Officer

Manoj Khattar
Whole Time Director
DIN: 00694981

Ramesh Bhatia
Director
DIN: 0052320

Gurugram, 27th May, 2019

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

Rs. in Lakhs

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Profit / (Loss) before Tax as per Statement of Profit and Loss	2,491.50	2,041.03
Adjustment for :		
Finance Cost	2,876.72	1,722.71
Depreciation and Amortisation Expenses	692.59	628.79
Loss/(Profit) on sale of Property, Plant & Equipment (net)	(0.23)	4.78
Loss/(Profit) on Sale of Investments (net)	(45.80)	(121.06)
Rental Income	(326.38)	(255.84)
Dividend Income	(0.01)	(6.98)
Interest Income	(26.12)	(74.14)
Government grant Income	(2.07)	(1.33)
Provision for Employee Stock Option Benefits	35.98	74.93
Net Loss/(Gain) on investment fair value through profit and loss	-	(49.22)
Operating Profit/(Loss) before Working Capital Changes	<u>5,696.18</u>	<u>3,963.67</u>
Movements in Working Capital:		
Increase/ (decrease) in trade payables	(468.11)	4,012.45
Increase/ (decrease) in other financial liabilities	26.39	206.39
Increase/ (decrease) in other liabilities	(215.00)	558.64
Increase/ (decrease) in provisions	(88.53)	165.35
Decrease/ (increase) in inventories	(5,801.58)	(6,235.68)
Decrease/ (increase) trade receivables	2,462.62	(3,828.09)
Decrease/ (increase) in Non-current loan	(9.15)	(152.54)
Decrease/ (increase) in other current financial assets	509.76	(2,508.26)
Decrease/ (increase) in other current assets	723.55	(445.82)
Decrease/ (increase) in other non-current assets	12.62	12.24
Decrease/ (increase) in other non-current financial assets	(12.45)	-
Cash (used in) / Generated from Operations	<u>2,836.30</u>	<u>(4,251.65)</u>
Income tax paid (Net)	(535.89)	(636.81)
Net Cash (used in)/ Generated from Operating Activities - (A)	<u>2,300.41</u>	<u>(4,888.46)</u>
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipment	(650.80)	(2,555.97)
Capital advance/Capital creditors (net)	(16.16)	(56.92)
Proceeds from sale of Property, Plant & Equipment	1.14	5.45
Proceeds from sale of current investments(net)	644.69	134.38
Dividend income on current investments	0.01	6.98
Security deposit	12.65	10.52
Rental Income	326.38	255.84
Interest income	26.12	74.14
Fixed Deposit with bank	(152.67)	128.98
Net Cash from/ (used in) Investing Activities - (B)	<u>191.36</u>	<u>(1,996.60)</u>

STANDALONE STATEMENT OF CASH FLOW (CONTD.)

Rs. in Lakhs

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from long-term borrowings (net)	(803.20)	657.70
Proceeds from short-term borrowings (net)	2,113.76	6,036.22
Money Received against Share Warrant / Share Application	-	390.75
Share Capital including securities premium	6.46	20.15
Interest and processing fees paid (net)	(2,876.72)	(1,722.71)
Dividend paid (including dividend tax)	(177.69)	(173.71)
Net Cash from/ (used in) Financing Activities - (C)	<u>(1,737.39)</u>	<u>5,208.40</u>
Net Increase / (decrease) in Cash and Cash Equivalents - (A+B+C)	754.38	(1,676.66)
Cash and cash equivalents as at beginning of the year	565.15	2,241.81
Cash and Cash Equivalents as at the end of the year	<u>1,319.53</u>	<u>565.15</u>
Components of Cash and Cash Equivalents:		
Cash on hand	14.72	14.66
Balances with scheduled banks:		
In current accounts	877.12	550.49
In term deposit (Less than three month)	427.69	
Cash and Cash Equivalents in Cash Flow Statement	<u>1,319.53</u>	<u>565.15</u>

As per our report of even date attached

For K A S G & CO.Chartered Accountants
Firm Reg. No. 002228C**R.B.Sharma**

Partner

Mem. No. 075701

Gurugram, 27th May, 2019

Shilpa Budhia

Company Secretary

Raj Kumar Chawla

Chief Financial Officer

For and on behalf of the Board**Manoj Khattar**

Whole Time Director

DIN: 00694981

Ramesh Bhatia

Director

DIN: 0052320

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

1 CORPORATE INFORMATION

Bhartiya International Ltd. ('the Company') is a Public Limited Company with domicile in India and incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on leading Stock Exchange in India. The Company has its registered office at Chennai and its corporate office at Gurugram, Haryana. The Company is in the business of manufacturing and trading of leather products & textile products.

2 BASIS OF PREPARATION

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015.

The financial statements have been prepared on the historical cost basis except the certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies.

Based on the nature of products/activities and the time between acquisition of assets and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

3 SIGNIFICANT ACCOUNTING POLICIES

3.1 Property, Plant and Equipment

Freehold land is carried at cost. All other items of property, plant and equipment and Capital work in progress (including Pre-operative expenses) are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset. General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalized as part of the cost.

Depreciation is charged on a pro-rata basis at the straight-line method over estimated economic useful lives of its property, plant and equipment generally in accordance with that provided in the Schedule II.

Assets acquired under finance lease and leasehold improvements are amortized over the shorter of estimated useful life of the asset or the related lease term.

3.2 Investment Properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured at its cost, including related transaction costs and applicable borrowing costs less depreciation and impairment if any. Depreciation is charged on a pro-rata basis at the straight-line method over estimated economic useful lives of building generally in accordance with that provided in the Schedule II of the Companies Act .

3.3 Intangible Assets

Computer Software

Computer Software are stated at cost, less accumulated amortisation and impairments, if any.

Amortisation Method and Useful Life

The Company amortizes computer software using the straight-line method over the period of 3 years.

3.4 Lease

Operating Lease

As a Lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company, as lessee, are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases.

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.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

3.5 Investment In Subsidiaries And Associates

Investments in Subsidiaries and Associates are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists permanently, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries and associates, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

3.6 Inventories

Raw materials and consumables have been valued at cost after providing for obsolescence. Cost comprise of cost of purchase and other cost incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis. Finished goods are value at cost or net realisable value whichever is lower. Cost of finished goods and work-in- progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

3.7 Cash & Cash Equivalents

The Company's cash and cash equivalents consist of cash on hand and in banks and demand deposits with banks, which can be withdrawn at any time, without prior notice or penalty on the principal.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand and are considered part of the Company's cash management system. In the balance sheet, bank overdrafts are presented under other current liabilities.

3.8 Employee Benefits

Defined Contribution Plan

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service.

Defined Benefit Plan

Gratuity is a defined benefit obligation. The Company accounts for the gratuity liability, based upon the actuarial valuation performed in accordance with the projected unit Credit method carried out at the year end, by an independent actuary.

Re-measurement, comprising actuarial gains and losses and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss.

3.9 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.

Financial Assets

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value, in case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Financial assets are subsequently classified as measured at

- Amortised Cost
- Fair Value through Profit and Loss (FVTPL)
- Fair Value through Other Comprehensive Income (FVOCI).

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Debt Instruments

Debt instruments are initially measured at amortised cost, Fair Value through Other Comprehensive Income ('FVOCI') or Fair Value through Profit or Loss ('FVTPL') till derecognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

(a) Measured at Amortised Cost:

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

(b) Measured at Fair Value through Other Comprehensive Income:

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the Other Comprehensive Income (OCI). On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

(c) Measured at Fair Value through Profit or Loss:

A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

Equity Instruments:

All investments in equity instruments classified under financial assets are initially measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Financial Liabilities

Initial Recognition and Measurement

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

Subsequent Measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Loans and Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised 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 amortisation is included as finance costs in the statement of profit and loss.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Trade and other Payable

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are generally unsecured. Trade and other payable are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using effective interest method.

Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

Derivative Instruments

The Company enters into foreign exchange forward contracts to manage its exposure to foreign exchange rate risks. These contracts are initially recognised at fair value and subsequently, at the end of each reporting period, re-measured at their fair values on reporting date. The resulting gain or loss is recognised in profit or loss in the same line as the movement in the hedged exchange rate.

3.10 Provision and Contingent Liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

3.11 Revenue Recognition

Revenue from contract with customers is recognised when the Company satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset.

Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and taxes. Transaction price is recognised based on the price specified in the contract, net of discount.

Revenue from Services

Revenue from services is recognised in the accounting period in which the services are rendered.

Other Operating Revenue - Export Incentives

"Export Incentives under various schemes are accounted in the year of export.

Interest Income

Interest Income is recognized using the effective interest rate (EIR) method

Dividend Income

Dividend Income on investments is recognised when the right to receive dividend is established.

3.12 Foreign Currency Translation

The Company's financial statements are presented in Indian Currency, which is also the company's functional Currency.

Transactions and Balances

Transactions in foreign currencies are initially recorded in 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 recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

3.13 Income Tax

Income Tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in other comprehensive income.

Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The Company offsets deferred income tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

3.14 Earning Per Share

Basic earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

3.15 Borrowing Cost

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they are incurred.

3.16 Government Grants

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate.

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 a straight - line basis over the expected lives of related assets and presented within other income.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

3.17 Share Based Payment

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

3.18 Critical Estimates and Judgements

The preparation of financial statements requires the use of accounting estimates which by definition will seldom equal the actual results. Management also need to exercise judgement in applying the Group's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgement are:

Estimation of Defined benefit obligation

Estimation of current tax expenses and Payable

Useful lives of depreciable assets

Provision and contingent liability

Carry value of investment in subsidiaries and associates

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

4. PROPERTY, PLANT AND EQUIPMENT

Particulars	Rs. in Lakhs								
	LAND			OTHER THAN LAND					Total
	Freehold	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computer Equipment		
Gross Carrying Amount									
Balance as at 31st March, 2017	223.25	3,527.68	3,345.48	207.98	139.85	262.24	135.05	7,841.53	
Addition	-	31.41	865.33	29.49	94.89	38.13	40.32	1,099.57	
Disposal	-	-	1.87	-	32.40	-	-	34.27	
Balance as at 31st March, 2018	223.25	3,559.09	4,208.94	237.47	202.34	300.37	175.37	8,906.80	
Addition	-	1,320.66	900.45	42.28	7.24	37.87	29.25	2,337.80	
Disposal	-	-	-	-	2.79	-	15.07	17.90	
Balance as at 31st March, 2019	223.25	4,879.75	5,109.39	279.75	206.79	338.24	189.55	11,226.70	
Accumulated Depreciation									
Balance as at 1st April, 2017	-	114.75	169.24	29.32	26.57	41.88	37.12	418.88	
Addition	-	117.98	276.74	28.91	28.21	44.72	50.52	547.08	
Disposal	-	-	0.26	-	23.78	-	-	24.04	
Balance as at 31st March, 2018	-	232.73	445.72	58.23	31.00	86.60	87.64	941.92	
Addition	-	133.98	327.20	30.78	29.88	45.40	43.26	610.50	
Disposal	-	-	-	-	2.05	-	4.13	6.18	
Balance as at 31st March, 2019	-	366.71	772.92	89.01	58.83	132.00	126.77	1,546.24	
Net Carrying Amount									
Balance as at 31st March, 2018	223.25	3,326.36	3,763.22	179.24	171.34	213.77	87.73	7,964.91	
Balance as at 31st March, 2019	223.25	4,513.04	4,336.47	190.74	147.96	206.24	62.78	9,680.48	

4.1 Capital Work in Progress

31st March, 2018	2,018.69
31st March, 2019	314.81

4.2 Building includes Rs. 18.50 Lakhs (Previous year Rs. 18.50 Lakhs) acquired in an earlier year, are pending registration in the name of company.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**5. INVESTMENT PROPERTIES**

	Rs. in Lakhs
Particulars	Amount
Gross Carrying Amount	
Balance as at 31st March, 2017	589.92
Addition	
Disposal	
Balance as at 31st March, 2018	<u>589.92</u>
Addition	
Disposal	
Balance as at 31st March, 2019	<u>589.92</u>
Accumulated Depreciation	
Balance as at 1st April, 2017	10.91
Addition	10.90
Disposal	
Balance as at 31st March, 2018	<u>21.81</u>
Addition	10.91
Disposal	
Balance as at 31st March, 2019	<u>32.72</u>
Net Carrying Amount	
Balance as at 31st March, 2018	568.11
Balance as at 31st March, 2019	557.20
Fair Value	
As at 31st March, 2018	2,749.02
As at 31st March, 2019	2,744.77

5.1 Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Rental income derived from investment properties	282.53	231.05
Direct operating expenses (including repairs and maintenance) generating rental income	-	-
Income arising from investment properties before depreciation	282.53	231.05
Depreciation	10.91	10.90
Income from investment properties (Net)	271.62	220.15

5.2 Estimation of Fair Value

The fair valuation is based on current prices in the active market for similar properties. The main inputs used are quantum, area, location, demand, restrictive entry to the complex, age of building and trend of fair market rent in village/city area.

This valuation is based on valuations performed by an accredited independent valuer. Fair valuation is based on replacement cost method. The fair value measurement is categorised in level 2 fair value hierarchy.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

6. INTANGIBLE ASSETS	Rs. in Lakhs	
Particulars	Computer Software	Total
Gross Carrying Amount		
Balance as at 31st March, 2017	206.36	206.36
Addition	49.57	49.57
Disposal	-	-
Balance as at 31st March, 2018	<u>255.93</u>	<u>255.93</u>
Addition	40.28	40.28
Disposal	-	-
Balance as at 31st March, 2019	<u>296.21</u>	<u>296.21</u>
Accumulated Depreciation		
Balance as at 1st April, 2017	26.95	26.95
Addition	70.81	70.81
Disposal	-	-
Balance as at 31st March, 2018	<u>97.76</u>	<u>97.76</u>
Addition	71.18	71.18
Disposal	-	-
Balance as at 31st March, 2019	<u>168.94</u>	<u>168.94</u>
Net Carrying Amount		
Balance as at 31st March, 2018	158.17	158.17
Balance as at 31st March, 2019	127.27	127.27
6.1 INTANGIBLE ASSETS UNDER DEVELOPMENT		
31st March, 2018		23.35
31st March, 2019		-

7. INVESTMENT IN SUBSIDIARIES ASSOCIATE AND JOINT VENTURE

Particulars	As on 31st March, 2019		As on 31st March, 2018	
	Shares(Nos)	Amount	Shares(Nos)	Amount
A INVESTMENTS IN SUBSIDIARIES				
i. Equity Instrument at cost (Unquoted)				
1 Equity share of Rs. 10/- each, fully paid in Bhartiya Global Marketing Ltd.	4,999,020	499.90	4,999,020	499.90
2 Equity Shares of Rs. 10/- each, fully paid in Bhartiya International SEZ Ltd.	12,069,230	1,206.92	12,069,230	1,206.92
3 Equity Shares of Rs. 10/- each, fully paid in Bhartiya Fashion Retail Ltd.	500,000	50.00	500,000	50.00
4 Equity Shares of Rs. 10/- each, fully paid in Bhartiya Urban Infrastructure Ltd.	50,000	5.00	50,000	5.00
5 Equity Shares in Ultima S.A., Switzerland (having par value of SFR 1,000/-)	1,000	337.86	1,000	337.86
6 Equity Shares in World Fashion Trade Ltd. (having par value of \$ 1/-)	709,000	478.14	709,000	478.14
Total (A)		<u>2,577.82</u>		<u>2,577.82</u>
B INVESTMENTS IN ASSOCIATES				
i. Equity Instrument at Cost (Unquoted)				
1 Equity Shares of Rs. 10/- each, fully paid in Bhartiya City Developers Private Limited	34,393,260	3,999.60	34,393,260	3,999.60
2 Equity Shares of Rs. 10/- each, fully paid in Tada Mega Leather Cluster Pvt. Ltd.	5,000	0.50	5,000	0.50
Total (B)		<u>4,000.10</u>		<u>4,000.10</u>
Total (A+B)		<u>6,577.92</u>		<u>6,577.92</u>
Aggregate amount of unquoted Investments before impairment		<u>6,577.92</u>		6,577.92
Less: Provision for diminution in value of investment		<u>1.83</u>		1.83
Aggregate amount of unquoted Investments after impairment		<u>6,576.09</u>		6,576.09

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

8. NON-CURRENT INVESTMENTS	Rs. in Lakhs				
	Particulars	As on 31st March, 2019		As on 31st March, 2018	
		Units(No.)	Amount	Units(No.)	Amount
A Investments in Mutual Funds (Unquoted)					
At Fair Value through Profit and Loss					
i) Reliance ETF Liquid BeES	1.061	-	1.021	-	
Rs. 1061 (Previous Year : Rs. 1021)					
		-		-	
Aggregate amount of unquoted Investments		-		-	
Aggregate amount of impairment in value of unquoted Investments		-		-	
9. NON-CURRENT LOAN					
Particulars	As at		As at		
	31st March, 2019		31st March, 2018		
(Unsecured & Considered Good)					
(a) Security and Other Deposits		69.68		34.13	
(b) Loan to Employee		60.98		35.01	
(c) Loan Receivables which have significant increase in credit risk		-		-	
(d) Loan Receivables-credit impaired		-		-	
TOTAL		130.66		69.14	
10. OTHER NON CURRENT FINANCIAL ASSETS					
(Unsecured & Considered Good)					
(a) Other Advances		88.14		75.69	
TOTAL		88.14		75.69	
11. OTHER NON CURRENT ASSETS					
(a) Capital Advances		91.62		76.47	
(b) Security Deposits With Govt. Authorities		96.19		96.18	
(c) Prepayment Lease Rent		524.93		537.55	
TOTAL		712.74		710.20	
12. INVENTORIES					
(a) Raw Materials		27,338.77		25,099.18	
(b) Raw Materials -In transit		80.98		114.63	
(c) Stock-in-Progress		1,037.41		882.14	
(d) Finished Goods		7,706.86		6,292.32	
(e) Consumable Store		2,346.13		320.30	
TOTAL		38,510.15		32,708.57	

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**13. CURRENT INVESTMENTS**

Rs. in Lakhs

Particulars	As on 31st March, 2019		As on 31st March, 2018	
	Shares (No)	Amount	Shares (No)	Amount
a) Investment In Equity Instrument (Quoted)				
At Fair value through Profit and Loss				
Alkyl Amines Chemicals Ltd.	-	-	4,579	27.20
Astra Microwave Products Ltd.	-	-	46,443	35.62
DCB Bank Ltd.	-	-	31,695	51.20
Intellect Design Arena Ltd.	-	-	37,198	61.49
Karur Vysya Bank	-	-	6,387	6.42
Kirloskar Brothers Ltd.	-	-	7,496	23.29
Majesco Ltd.	-	-	5,627	27.64
Monte Carlo Fashions Ltd.	-	-	2,130	9.99
Navneet Education Ltd.	-	-	16,540	23.62
Persistent Systems Ltd.	-	-	3,400	23.60
Premier Explosives Ltd.	-	-	10,534	35.25
Power Mech Projects Ltd.	-	-	5,130	43.43
Praj Industries Ltd.	-	-	58,449	46.93
Pricol Ltd.	-	-	30,389	26.33
RPG Life Sciences Ltd.	-	-	8,729	33.33
Visaka Industries Ltd.	-	-	12,961	83.84
Voltamp Transformers Ltd.	-	-	3,724	39.71
Total (A)				598.89
b) Investment In Equity Instrument (Unquoted)				
At Fair value through Profit and Loss				
i) Sai Royalaseema Paper Mills Ltd.	31,792	-	31,792	-
Total (B)				
Total (A+B)				598.89
Aggregate amount of Quoted Investments				598.89
Market Value of quoted Investments				598.89
Aggregate amount of unquoted Investments				-

14. TRADE RECEIVABLES

Particulars	As at	As at
	31st March, 2019	31st March, 2018
(Unsecured, Considered Good)		
(a) Trade Receivable	6,957.48	7,858.55
(b) Receivable from related parties (refer no no. 56)	170.33	1,731.88
TOTAL	<u>7,127.81</u>	<u>9,590.43</u>

15. CASH AND CASH EQUIVALENT

a) Balances with Banks		
In current accounts	877.12	550.49
In term deposit (Less than three month)	427.69	-
b) Cash on Hand	14.72	14.66
TOTAL	<u>1,319.53</u>	<u>565.15</u>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

16. BANK BALANCES OTHER THAN CASH & CASH EQUIVALENTS		Rs. in Lakhs	
Particulars	As at 31st March, 2019	As at 31st March, 2018	
a) Fixed Deposit with the bank	791.84	638.77	
b) Unpaid dividend account	8.65	9.05	
TOTAL	<u>800.49</u>	<u>647.82</u>	
16.1 Fixed deposits of Rs. 791.84 Lacs (previous year Rs 638.77 Lacs) are pledged with the banks for various limits and facilities granted.			
17. CURRENT LOAN			
<i>(Unsecured & Considered Good)</i>			
(a) Security and Other Deposits	66.83	63.13	
(b) Loans / Advances to related parties <i>(refer note no.56)</i>	83.99	84.50	
(c) Loan to employee	137.10	192.66	
(d) Loan Receivables which have significant increase in credit risk	-	-	
(e) Loan Receivables-credit impaired	-	-	
TOTAL	<u>287.92</u>	<u>340.29</u>	
18. OTHER CURRENT FINANCIAL ASSETS			
a) Export incentive receivable	1,363.68	931.02	
b) Insurance claim receivable	125.23	188.62	
c) Vat/ GST Receivable	2,125.96	3,524.96	
d) Other Advance	-	9.08	
e) Derivatives-foreign exchange forward contract	539.82	-	
TOTAL	<u>4,154.69</u>	<u>4,653.68</u>	
18.1 The company's claim of drawback amounting to Rs. 33.63 lakhs has been disputed by the commissioner of customs (exports) with the Joint Secretary(RA), ministry of finance, department of revenue, Govt. of India New Delhi, against the favorable order in appeal by the commissioner of custom (Appeals). The management is confident for the recovery of said amount and hence has not made any provision for bad & doubtful debts against this.			
19. OTHER CURRENT ASSETS			
a) Advances with suppliers	1,261.78	2,077.03	
b) Prepaid Expenses	240.84	145.67	
c) Security Deposit with Govt. Authority	2.12	-	
d) Other Advances	4.90	10.49	
e) Prepayment lease rent	12.62	12.62	
TOTAL	<u>1,522.26</u>	<u>2,245.81</u>	
20. SHARE CAPITAL			
Authorised Share Capital			
a) 20,000,000 (31st March,2018: 20,000,000) Equity Shares of Rs. 10/- each	2,000.00	2,000.00	
b) 500,000 (31st March, 2018: 500,000) Preference Shares of Rs. 100/- each	500.00	500.00	
	<u>2,500.00</u>	<u>2,500.00</u>	
Issued, Subscribed & Paid Up :			
a) 12,194,174 (31st March,2018: 12,181,254) Equity Shares of Rs.10/- each fully paid Up.	1,219.42	1,218.13	
TOTAL	<u>1,219.42</u>	<u>1,218.13</u>	

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**Rs. in Lakhs**

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

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year	12,181,254	1,218.13	11,740,945	1,174.09
Shares Issued during the year	12,920	1.29	440,309	44.04
Shares outstanding at the end of the year	<u>12,194,174</u>	<u>1,219.42</u>	<u>12,181,254</u>	<u>1,218.13</u>

20.2 The details of Shareholders holding more than 5% shares

Name of the share holders	As at	As at	As at	As at
	31st March, 2019	31st March, 2019	31st March, 2018	31st March, 2018
	No. of Shares	% of Holding	No. of Shares	% of Holding
(a) Snehideep Aggarwal	1,143,362	9.38	1,143,362	9.39
(b) Bhartiya Infotech Pvt. Ltd.	1,000,000	8.20	1,000,000	8.21
(c) Bhartiya Global Ventures Pvt. Ltd.	1,850,000	15.17	1,850,000	15.19
(d) Bhartiya Advisory Services Pvt. Ltd.	681,926	5.59	681,926	5.60
(e) TIMF Holdings	706,474	5.79	706,474	5.80
(f) Superfine Carpets Pvt. Ltd.	1,256,244	10.30	1,236,684	10.15

20.3 Shares Reserved for issue under options

Particulars	As at	As at
	31st March, 2019	31st March, 2018
	No. of Shares	No. of Shares
a) Under 2013 Employee Stock Option Plan : Equity Share of Rs.10/-each, at an exercise price of Rs.50/- per share	99,518	93,004
b) Preferential Share Warrant issued on 14th April, 2017 convertible into equity at a price of Rs.521/ per share	-	300,000

20.4 Aggregate number of share issued for consideration other than cash during the period of five years immediately preceding the reporting date, wherever applicable is given below:

Particulars	31st March, 2019	31st March, 2018	31st March, 2017
Shares issued during the period of five years immediately preceding the reporting date on exercise of option granted under the Employee Stock Option Plan (ESOP) wherein part consideration was received in form of employee services.	12,920	40,309	27,097

31st March, 2016 **31st March, 2015**

- -

20.5 The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity share is entitled to one vote per share. 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 of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company in proportion of the number of equity share held by the shareholders.

20.6 During the year, the company has allotted 12,920 Equity Share of Rs.10/- each fully paid to its Employees Under Employee Stock Option Plan (ESOP 2013).

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

21. OTHER EQUITY

Rs. in Lakhs

Particulars	Reserves and Surplus					Total			
	Share Application Money Pending Allotment	Money Received against Share Warrants	Employee Stock Options Outstanding	Preferential share Warrant Forfeited	Securities Premium Reserve		General Reserve	Retained Earnings	Other Comprehensive Income (defined benefit plan)
Balance as at 31st March, 2017	1,800.00	1,050.00	344.91	85.00	5,188.22	2,798.51	11,374.41	(16.72)	22,624.33
Profit for the year	-	-	-	-	-	-	1,313.09	-	1,313.09
Other Comprehensive Income for the year	-	-	-	-	-	-	-	5.70	5.70
Securities Premium on issue of share	-	-	-	-	2,549.15	-	-	-	2,549.15
Employee Stock option reserve for the year	-	-	74.93	-	-	-	-	-	74.93
Transfer to Security Premium on issue of share	-	-	(173.03)	-	-	-	-	-	(173.03)
Equity Share issued during the year	(1,800.00)	(600.00)	-	-	-	-	-	-	(2,400.00)
Dividends & Dividends Distribution Tax	-	-	-	-	-	-	(173.70)	-	(173.70)
Preference Share Warrants forfeited	-	(450.00)	-	450.00	-	-	-	-	-
Preference Share Warrants Issued During the Year	-	390.75	-	-	-	-	-	-	390.75
Transfer from Retained Earning	-	-	-	-	-	200.00	-	-	200.00
Transfer to General Reserve	-	-	-	-	-	-	(200.00)	-	(200.00)
Balance as at 31st March, 2018	-	390.75	246.81	535.00	7,737.37	2,998.51	12,313.80	(11.02)	24,211.22
Profit for the year	-	-	-	-	-	-	1,625.41	-	1,625.41
Other Comprehensive Income for the year	-	-	-	-	-	-	-	(7.71)	(7.71)
Securities Premium on issue of share	-	-	-	-	60.82	-	-	-	60.82
Employee Stock option reserve for the year	-	-	35.98	-	-	-	-	-	35.98
Transfer to Security Premium on issue of share	-	-	(55.65)	-	-	-	-	-	(55.65)
Equity Share issued during the year	-	-	-	-	-	-	-	-	-
Dividends & Dividends Distribution Tax	-	-	-	-	-	-	(177.69)	-	(177.69)
Preference Share Warrants forfeited	-	(390.75)	-	390.75	-	-	-	-	-
Transfer from Retained Earning	-	-	-	-	-	200.00	-	-	200.00
Transfer to General Reserve	-	-	-	-	-	-	(200.00)	-	(200.00)
Balance as at 31st March, 2019	-	-	227.14	925.75	7,798.19	3,198.51	13,561.52	(18.73)	25,692.38

3,00,000 warrants issued to non-promoter on 14th April, 2017 has been forfeited during the year due to non-exercise of option by the warrant holder within the time line of 18 months from the date of allotment.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**22. NON-CURRENT BORROWINGS****Rs. in Lakhs**

Particulars	As at 31st March, 2019	As at 31st March, 2018
Secured		
- Term Loans from Banks	2,927.88	3,641.55
- Vehicle Loans from Banks	49.74	70.17
TOTAL	2,977.62	3,711.72

Nature of Security and Terms of Repayment for Long Term Secured Borrowings:

	Nature of Security	Terms of Repayment
22.1	Term Loans from HDFC Bank, balance outstanding amounting to Rs 323.56 lacs (31st March, 2018 is Rs. 485.33 lacs) is secured by Exclusive charge on the Machinery funded and personal guarantee of one of the Director.	The Loan is repayable in 18 Quarterly Instalment starting from December 2016. Last instalment due in March 2021. Rate of interest 10.25 % p.a. as at year end (previous year - 10.20 %)
22.2	Term Loans from HDFC Bank, subsequent disbursement, balance outstanding amounting to Rs 73.68 lacs (31st March, 2018 is Rs. 110.52 lacs) is secured by Exclusive charge on the Machinery funded and personal guarantee of one of the Director.	The Loan is repayable in 18 equal Quarterly Instalment starting from December 2016. Last instalment due in March 2021. Rate of interest 10.25 % p.a. as at year end (previous year - 10.20 %)
22.3	Term Loans from HDFC Bank, balance outstanding amounting to Rs 490.00 lacs (31st March, 2018 is Rs. 630 lacs) is secured by First Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurugram and personal guarantee of one of the Director.	The loan is repayable in 20 quarterly Instalment starting from November 2017. Last instalment due in August 2022. Rate of Interest 9.35 % p.a. as at year end (Previous Year 9.1 %)
22.4	Term Loans from HDFC Bank, balance outstanding amounting to Rs 2228.70 lacs (31st March, 2018 is Rs.2346.00 lacs) is secured by First Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurugram and personal guarantee of one of the Director.	Repayable in 40 Quarterly Instalment starting from October, 2018. Last instalment due in May 2028. Rate of Interest 9.35 % p.a. as at year end (Previous Year 9.10 %.)
22.5	Term Loans from HDFC Bank, balance outstanding amounting to Rs 180.17 lacs (31st March, 2018 is Rs. 231.65 lacs) is secured by First Charge on the commercial property situated at Institutional Plot No 38, Sector 44, Gurugram and personal guarantee of one of the Director.	The loan is repayable in 19 quarterly Instalment starting from February 2018. Last instalment due in August 2022. Rate of Interest 9.40% p.a. as at year end (Previous Year 9.1%)
22.6	Term Loan from Axis Bank, balance outstanding amounting to Rs. Nil (31st March, 2018 is Rs. 180.00 lacs) is secured by exclusive charge over the fixed assets funded out of it. Exclusive charge by way of Equitable Mortgage over the immovable property situated at plot No 69, 3rd Road, 1st Phase, Jigani Industrial Area, Part of Sy No 588 & 590 Jigani, Anekai Taluk, Bengaluru, 562106 and personal guarantee of one of the Director	The Loan is repayable in 15 Quarterly Instalment starting from September 2015. Last instalment due in March 2019. Rate of interest 9.25 % p.a. as at year end (previous year - 9.00% p.a.)
22.7	Term Loan from Yes Bank, balance outstanding amounting to Rs. 400.00 Lacs (31st March, 2018 is Rs. 500) is secured by exclusive charge on the immovable property situated at Khasra No 1,2,3 in Akkampeta Village and Khasra No 287 & 288 Kadlauru Village, Tada Mandal, Nellore District, Andhra Pradesh & hypothecation on movable fixed assets situated on said plot .	The Loan is repayable in 20 Quarterly Instalment starting from June 2018. Last instalment due in March 2023. Rate of interest 10.50 % p.a. as at year end (previous year - 10%)
22.8	Vehicle Loans are secured by way of hypothecation of vehicles financed by the Bank.	

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**Rs. in Lakhs**

Particulars	As at 31st March, 2019	As at 31st March, 2018
23. OTHER NON - CURRENT FINANCIAL LIABILITIES		
(a) Security Deposit with related parties	153.18	140.53
TOTAL	<u>153.18</u>	<u>140.53</u>
24. NON-CURRENT PROVISION		
(a) Provision for Employees benefit	106.87	86.29
TOTAL	<u>106.87</u>	<u>86.29</u>
25. OTHER NON-CURRENT LIABILITIES		
(a) Government Grant	27.71	29.78
(b) Advance Lease Rent	0.12	8.11
TOTAL	<u>27.83</u>	<u>37.89</u>
26. DEFERRED TAX LIABILITIES		
a) Deferred Tax Liabilities		
Related to Fixed Assets	1,005.45	685.39
TOTAL	<u>1,005.45</u>	<u>685.39</u>
27. CURRENT BORROWING		
Secured		
- Working Capital Loans From Banks	30,348.91	28,235.15
TOTAL	<u>30,348.91</u>	<u>28,235.15</u>
27.1 Working Capital facilities are secured against hypothecation of stocks of raw - materials, stock in process, finished goods, other Current Assets , specified immovable property, movable fixed assets, lien on fixed deposits, exports bills and personal guarantee of Director.		
28. TRADE PAYABLES		
(a) Payable to others than Micro and small Enterprises	5,498.01	6,203.37
(b) Payable to related parties	1,429.55	1,680.48
<i>(refer note no 55)</i>		
(c) Payable to Micro and small Enterprises	932.36	444.18
TOTAL	<u>7,859.92</u>	<u>8,328.03</u>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Due to Micro and Small Enterprises

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	Rs. in Lakhs	
	As at 31st March, 2019	As at 31st March, 2018
a) The principal amount remaining unpaid to any supplier at the end of the year	932.36	444.18
b) Interest due remaining unpaid to any supplier at the end of the year	-	-
c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
e) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company.

Particulars	As at 31st March, 2019	As at 31st March, 2018
29. OTHER CURRENT FINANCIAL LIABILITIES		
(a) Current maturities of long -term debt	744.56	813.66
(b) Interest Accrued	101.67	91.80
(c) Unpaid dividend	8.65	7.32
(d) Due to employee	312.65	244.25
(e) Expenses payable	382.49	277.04
(f) Statutory Dues Payable	151.99	105.19
(g) Capital Creditors	85.40	86.41
(h) Other Payable	22.25	24.56
(i) Derivatives-Foreign Exchange forward contract	-	203.15
TOTAL	1,809.66	1,853.38
30. PROVISIONS		
(a) Provision for Employee Benefits	122.84	220.08
TOTAL	122.84	220.08
31. OTHER CURRENT LIABILITIES		
(a) Advance from Customer	517.23	719.58
(b) Advance Lease Rent	7.99	12.65
TOTAL	525.22	732.23

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Rs. in Lakhs

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
32. REVENUE FROM OPERATIONS		
Sales of products		
(a) Manufactured goods	55,825.39	40,595.18
(b) Stock-in-Trade	1,546.21	7,628.75
Sales of Services	321.38	-
Other Operating Revenues		
(a) Export Incentives	3,516.30	2,975.16
(b) Foreign Exchange Gain	(279.65)	626.88
TOTAL	<u>60,929.63</u>	<u>51,825.97</u>
33. OTHER INCOME		
(a) Interest Income from Loan & Advances	26.12	74.14
(b) Dividend Income from Current Investment	0.01	6.98
(c) Other Non Operating Income		
- Profit on sale of Current Investments(Net)	45.80	121.06
- Rental Income	326.38	255.84
- Profit on Sale of Property, Plant & Equipment	0.40	-
- Other Income	14.05	18.88
- Net Gain on measurement of investment through Profit & loss Account	-	49.22
TOTAL	<u>412.76</u>	<u>526.12</u>
34. COST OF MATERIALS CONSUMED		
Opening Stock	26,416.25	22,221.92
Add : Purchases	<u>38,478.19</u>	<u>28,709.95</u>
	64,894.44	50,931.87
Less : Closing Stock	30,803.29	26,416.25
Add : Excise Duty	-	12.61
TOTAL	<u>34,091.15</u>	<u>24,528.23</u>
35. CHANGE IN INVENTORIES OF FINISHED GOODS		
(a) Opening Stock	6,292.32	4,250.97
(b) Closing Stock	7,706.86	6,292.32
Decrease/(Increase)	<u>(1,414.54)</u>	<u>(2,041.35)</u>
36. EMPLOYEE BENEFIT EXPENSES		
(a) Salary & Allowances	3,354.90	2,980.22
(b) Contribution to Provident & Other fund	233.67	231.62
(c) Staff Welfare Expenses	137.95	174.28
(d) Employee Stock Option Plan	35.98	74.93
TOTAL	<u>3,762.50</u>	<u>3,461.05</u>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Particulars	Rs. in Lakhs	
	Year Ended 31st March, 2019	Year Ended 31st March, 2018
37. FINANCE COST		
(a) Interest Expense- Net	2,231.52	1,579.44
(b) Borrowing Cost	392.40	143.27
(c) Exchange difference regarded as an adjustment to borrowing cost	252.80	-
TOTAL	<u>2,876.72</u>	<u>1,722.71</u>
38. DEPRECIATION AND AMORTISATION		
(a) Depreciation on Property Plant and Equipment	610.50	547.08
(b) Depreciation on Intangible Assets	71.18	70.80
(c) Depreciation on Investment Property	10.91	10.91
TOTAL	<u>692.59</u>	<u>628.79</u>
39. OTHER EXPENSES		
i) Manufacturing Expenses		
(a) Fabrication Charges	11,355.55	9,423.95
(b) Other Manufacturing Expenses	398.01	257.33
(c) Freight & Cartage	136.86	102.82
ii) Selling & Administrative Expenses		
(a) Legal And Professional Charges	496.84	423.20
(b) Power & Fuel	179.53	171.49
(c) Bank Charges	250.63	323.10
(d) Repair & Maintenance		
- Building	67.78	13.22
- Plant & Machinery	77.45	65.83
- Others	446.83	238.18
(e) Communication	73.64	87.84
(f) Rates Taxes & Duties	24.99	18.37
(g) Insurance	53.31	52.87
(h) Rent	168.45	131.86
(i) Travelling & Conveyance	1,083.60	1,194.21
(j) Freight on Exports	887.00	561.01
(k) Commission, Brokerage & Discount	868.35	1,120.40
(l) Loss on Sale /Discard of Property, Plant & Equipment	0.17	4.78
(m) Misc. Expenses	413.66	428.03
(n) Expenditure towards CSR Activities	9.97	13.26
(o) Directors Meeting Fees	0.99	1.20
(p) Packing Expenses	349.63	315.35
(q) Bad Debts	128.05	0.74
TOTAL	<u>17,471.29</u>	<u>14,949.04</u>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**40. TAX EXPENSES**

Particulars	Rs. in Lakhs	
	Year Ended 31st March, 2019	Year Ended 31st March, 2018
i) Current Tax		
Current Tax on taxable income for the year	541.88	707.32
ii) Deferred Tax		
Relating to origination and reversal of temporary differences	324.21	20.62
Income Tax Expenses reported in statement of Profit and Loss	866.09	727.94
Effective Income Tax Rate	34.76%	35.67%

40.1 A reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Accounting profit before tax	2,491.50	2,041.03
Statutory Income Tax Rate (%)	34.94	34.61
Computed tax expenses	870.63	706.36
Tax in respect of earlier years	3.47	49.76
Unabsorbed capital loss	-	14.59
Long term capital gain exempt from taxation	(16.00)	(27.87)
Lower tax on capital gain	-	(8.96)
Income exempt from taxation	-	(2.42)
Deduction under section 24 of income tax act	(29.62)	(14.95)
Non-Deductible expenses for tax purpose	37.61	11.43
Income Tax charge to Statement of Profit and Loss Account	866.09	727.94

40.2 Deferred tax assets /(Liability)

Opening balance	(685.39)	(661.75)
Add: Difference in books value and written down value as per income tax	(324.21)	(77.75)
Add: Effect of unabsorbed capital loss		(14.59)
Add: tax income /(expense) on other timing differences	4.15	68.70
Closing Balance	(1,005.45)	(685.39)

41. CONTINGENT LIABILITIES

Particulars	As at 31st March, 2019	As at 31st March, 2018
i) Letter of Credit / Import Bills outstanding -	834.69	303.15
ii) Standby Letter of credit (SBLC) issued by company bankers in favour of the bankers of its subsidiaries		
- Ultima S A	9,257.58	7,182.31
- World Fashion Trade Ltd.	242.06	228.06
iii) Bill Discounted with Bank	-	1,387.21
iv) Other Guarantee given by bank -with Corporation Bank	20.85	44.67
v) Corporate Guarantee given by the company to a bank against facilities granted by that bank to its wholly owned subsidiaries Ultima SA, Ultima Italia Srl & World Fashion Trade Ltd.	388.40	1,704.27
vi) Karnataka Vat Demand Under dispute	56.60	56.60
vii) TNVAT demand under dispute	525.32	525.32

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

42. CAPITAL AND OTHER COMMITMENTS

Particulars	Rs. in Lakhs	
	As at 31st March, 2019	As at 31st March, 2018
i) Estimated value of contract remaining to be executed on capital account and not provided for	173.45	20.45
ii) Commitments under import of capital goods at concessional rate of custom duty.	12.22	179.50

43. EMPLOYEE BENEFITS PLANS

The details of various employee benefits provided to employees are as under:

a) Defined Contribution Plans

Particulars	For the Year Ended 31st March, 2019	For the Year Ended 31st March, 2018
Detail of amount recognised as expense for defined contribution plans is given below:		
a) Provident Fund*	178.47	158.77
b) Employees State Insurance Corporation	2.77	2.59

b) Defined Benefit Plans

The Defined benefit plan of the Company includes entitlement of gratuity for each year of service until the retirement age.

i) The principal assumptions used for the purposes of the actuarial valuations were as follows:

Principal Assumptions	Gratuity	
	As at 31st March, 2019	As at 31st March, 2018
Expected return on plan assets	7.69%	7.88%
Discount rate	7.69%	7.88%
Salary increase rate	6.00%	6.00%
Employee turnover	5.00%	5.00%
In service mortality	IALM (2006-08)	IALM (2006-08)

ii) Amounts recognised in statement of profit and loss in respect of these defined benefit plans are as follows:

Particulars	Gratuity	
	For the Year Ended 31st March, 2019	For the Year Ended 31st March, 2018
Current Service Cost	45.64	40.41
Net Interest Expenses	6.80	4.18
Past Service Cost	-	24.18
Components of defined benefit costs recognised in profit or Loss	52.44	68.77
Re-measurement on the Net Defined Benefit liability:		
Actuarial (gains)/ losses on obligation for the year	13.81	(12.23)
Return On Plan Assets	(1.96)	3.52
Net(Income)/Expenses for the year ended recognized in OCI	11.85	(8.71)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**iii) The amount included in the Balance Sheet arising from the entity's obligation in respect of its Defined Benefit Obligation**

Rs. in Lakhs

Particulars	Gratuity	
	As at 31st March, 2019	As at 31st March, 2018
Present Value of Defined Benefit Obligation	361.47	311.21
Fair Vale of Plan Asset	(254.60)	(224.92)
Net Liability arising from Defined Benefit Obligation	<u>106.87</u>	<u>86.29</u>

iv) Movements in the present value of the defined benefit obligation are as follows:

Particulars	Gratuity	
	For the Year Ended 31st March, 2019	For the Year Ended 31st March, 2018
Opening Defined Obligation	311.20	242.61
Interest Cost	24.52	17.61
Current Service Cost	45.64	40.41
Past Service Cost	-	24.18
Benefits Paid Directly by the employer	(33.71)	(1.38)
Actuarial (gains)/ Losses	13.81	(12.23)
Closing Defined Benefit Obligation	<u>361.46</u>	<u>311.20</u>

v) Movements in the Fair Value of the plan assets are as follows:

Opening fair Value of Plan assets *	224.91	185.00
Interest Income	17.72	13.43
Contribution by the Employer	10.00	30.00
Return On Plan Assets Excluding Interest Income	1.96	(3.52)
Closing fair Value of Plan assets	<u>254.59</u>	<u>224.91</u>

*** Fund managed by the approved Insurance Company Kotak Life Insurance**

Investment With Insurer	100.00%	100.00%
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Sensitivity Analysis

A quantitative sensitivity analysis for significant assumptions as at 31st March, 2019 is as follows:

Particulars	Increase Effect	Decrease Effect
Effect of Increase/decrease in discount rate by 1% on Defined benefit obligations	(23.39)	26.78
Effect of Increase/decrease in salary escalation by 1% on Defined benefit obligations	24.24	(22.15)
Effect of Increase/decrease in employee turnover by 1% on Defined benefit obligations	2.29	(2.70)

A quantitative sensitivity analysis for significant assumptions as at 31st March, 2018 is as follows:

Particulars	Increase Effect	Decrease Effect
Effect of Increase/decrease in discount rate by 1% on Defined benefit obligations	(19.87)	22.77
Effect of Increase/decrease in salary escalation by 1% on Defined benefit obligations	20.07	(18.14)
Effect of Increase/decrease in employee turnover by 1% on Defined benefit obligations	2.42	(2.83)

The sensitivity analysis above has been determined on the basis of actuarial certificate.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**44. EARNING PER SHARE**

Particulars	Rs. in Lakhs	
	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Profit/(loss) for the year	1,617.70	1,318.79
No. of share at the beginning of the year (A)	12,181,254	11,740,945
Equity allotted during the year	12,920	440,309
Weighted average shares (B)	3,673	393,320
Weighted average shares outstanding (nos.) (A+B)	12,184,927	12,134,265
Effect of diluted number of Share		
Add:- Employee Stock option plan	44,551	50,596
Add:- Convertible preferential share warrant	40,274	72,123
Weighted average number of equity share for diluted earning per share	12,269,752	12,256,984
Basic earning per share	13.28	10.87
Diluted earning per share	13.18	10.76

45. OPERATING LEASE**(a) Assets taken on lease**

The company has taken certain premises under various operating lease agreements. Future minimum lease payments under non cancellable operating leases in the aggregate and for each of the following year.

Particulars	As at 31st March, 2019	As at 31st March, 2018
Not later than one year	40.20	1.00
Later than one year and not later than five years	181.40	4.00
Later than five years	284.39	35.00

(b) Assets given on lease

The company has given assets under operating lease agreement . Future minimum lease payments under non cancellable operating leases in the aggregate and for each of the following year.

Not later than one year	136.08	252.35
Later than one year and not later than five years	18.90	154.98
Later than five years	-	-

46. EXPORT PROMOTION CAPITAL GOODS (EPCG)

Export Promotion Capital Goods (EPCG) scheme allows import of certain capital goods at concessional duty subject to an export obligation for the duty saved on capital goods imported under EPCG scheme. The duty saved on capital goods imported under EPCG scheme being Government Grant, is accounted as stated in the Accounting policy on Government Grant.

47. EMPLOYEE STOCK OPTION PLAN

The Company instituted an Employees Stock Option Plan ('ESOP 2013') pursuant to the Nomination and Remuneration Committee (Earlier Compensation Committee) and Shareholders' resolution dated September 23, 2013. As per ESOP 2013, the Company had granted the below stock options:

On 28th January, 2014 – 50,000 Stock Options.

On 16th September, 2015 – 1,55,800 Stock Options

On 31st December, 2015 – 8,850 Stock Options

On 3rd February, 2018 – 30,000 Stock Options

On 5th April, 2018 – 30,000 Stock Options

These options comprises equal number of equity shares to be allotted in one or more tranches to the eligible employees of the Company and its subsidiaries.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**Rs. in Lakhs**

The details of the ESOPs granted so far are provided below:

Grant Date	April 5, 2018			
	Vesting I	Vesting II	Vesting III	Vesting IV
Vesting tranche				
Vesting date	05 April, 2019	05 April, 2020	05 April, 2021	05 April, 2022
%age of vesting	16.67	16.67	16.66	50.00
Exercise Price (in Rs.)	330.00	330.00	330.00	330.00

Grant Date	February 03, 2018			
	Vesting I	Vesting II	Vesting III	Vesting IV
Vesting tranche				
Vesting date	03 February, 2019	03 February, 2020	03 February, 2021	03 February, 2022
%age of vesting	10.00	20.00	30.00	40.00
Exercise Price (in Rs.)	450.00	450.00	450.00	450.00

Grant Date	December 31, 2015		
	Vesting I	Vesting II	Vesting III
Vesting tranche			
Vesting date	31 December, 2016	31 December, 2017	31 December, 2018
%age of vesting	33.00	33.00	34.00
Exercise Price (in Rs.)	50.00	50.00	50.00

Grant Date	September 16, 2015		
	Vesting I	Vesting II	Vesting III
Vesting tranche			
Vesting date	16 September, 2016	16 September, 2017	16 September, 2018
%age of vesting	33.00	33.00	34.00
Exercise Price (in Rs.)	50.00	50.00	50.00

Grant Date	January 28, 2014	
	Vesting I	Vesting II
Vesting tranche		
Vesting date	1 February, 2015	1 March, 2015
%age of vesting	50	50
Exercise Price (in Rs.)	156	156

The Company uses the fair value for determination of the employee stock compensation expense.

The activity in the Employees Stock Option Plan during the year ended 31st March, 2019 is as under:

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Number of options outstanding at the beginning of the period	93,004	115,329
Number of options granted during the year	30,000	30,000
Number of options forfeited / lapsed during the year	10,566	12,016
Number of options vested during the year	38,484	39,812
Number of options exercised during the year	12,920	40,309
Number of shares arising as a result of exercise of options	12,920	40,309
Money realized by exercise of options (INR), if scheme is implemented directly by the company	Rs. 6,46,000	Rs. 20,15,450
Loan repaid by the trust during the year from exercise price received	NA	NA
Number of options outstanding at the end of the year	99,518	93,004
Number of options exercisable at the end of the year	42,518	16,954

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

	Rs. in Lakhs			
Date of Grant	16 September, 2015	31 December, 2015	03 February, 2018	5 April, 2018
Weighted average share price	Rs. 468.70	Rs 521.15	Rs. 463.55	Rs. 216.15
Exercise price	Rs. 50.00	Rs. 50.00	Rs. 450.00	Rs. 330.00
Expected volatility	29.24%	33.10%	25.71%	36.78%
Option life (comprising of weighted average of vesting period and exercise period)	7 years	7 years	8 years	5.50 years
Expected dividends	0.21%	0.19%	0.26%	0.29%
Risk free rate of return	8.17%	7.96%	7.82%	7.22%

48. EVENT OCCURRING AFTER BALANCE SHEET DATE

The board of Directors has recommended Equity dividend of Rs.1.20/- per share (Previous year Rs.1.20/-) for the financial year 2018-19.

49. DETAILS OF CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENDITURE

Particulars	As at 31st March, 2019	As at 31st March, 2018
(a) Gross amount required to be spent	44.91	45.51
(b) Amount spent:		
(i) Construction/acquisition of any asset	-	-
(ii) On purpose other than (i) above	9.97	13.26
(c) Administrative expenses	-	-

50. SEGMENT REPORTING DISCLOSURE

The company primarily operates in the fashion apparels and accessories segment. The fashion apparels and accessories segment includes leather products, textiles products and intermediaries .

As defined in Ind AS 108, the chief operating decision maker (CODM), evaluates the Group's performance, allocate resources based on the analysis of the various performance indicator of the Group as a single unit. Therefore, there is no reportable segment for the Group as per the requirement of Ind AS 108 "Operating Segments".

51. PAYMENT TO AUDITOR (INCLUDED IN LEGAL AND PROFESSIONAL CHARGES)

Audit Fees	10.00	10.00
Limited Review	4.50	3.75
Reimbursement of Expenses	1.50	1.00
Certification	0.40	0.04

52. EXPENSES CAPITALISED DURING THE YEAR

The company has incurred following expenses as pre-operative expenses through capital-work-in-progress

Salaries, Allowances and bonus	159.00	198.00
Legal and professional expenses	-	10.74

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

53. FAIR VALUE MEASUREMENT

The fair value of the financial assets and liabilities are included at the amount that would be received to sell an asset and paid to transfer a liability in an orderly transaction between market participants.

The following Methods and Assumptions were used to Estimate the Fair Values:

Trade receivables, cash and cash equivalents, other bank balances, short term loans, other current financial assets, current borrowings, trade payables and other current financial liabilities: approximate their carrying amounts largely due to the short-term maturities of these instruments.

Investments traded in active markets are determined by reference to quotes from the financial institutions; for example: Net asset value (NAV) for investments in mutual funds declared by mutual fund house.

The fair values for loans, security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques.

The following is the basis for categorising the financial instruments measured at fair value into Level 1 to Level 3 :

Level 1: This level includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: This level includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3: This level includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

Particulars	Rs. in Lakhs			
	As at 31st March, 2019			
	Carrying Amount	Level of input used in		
		Level 1	Level 2	Level 3
Financial Assets				
At Amortised Cost				
Trade Receivable	7,127.81	-	-	7,127.81
Cash & Cash Equivalents	1,319.53	-	-	1,319.53
Other Bank Balance	800.49	-	-	800.49
Loans	418.58	-	-	418.58
Other Financial Assets	3,703.01	-	-	3,703.01
At FVTPL				
Investments	-	-	-	-
Other Financial Assets	539.82	-	539.82	-
Financial Liabilities				
At Amortised Cost				
Borrowings	34,071.09	-	-	34,071.09
Trade Payables	7,859.92	-	-	7,859.92
Other Financial Liabilities	1,218.28	-	-	1,218.28
At FVTPL				
Other Financial Liabilities	-	-	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Particulars	Rs. in Lakhs			
	As at 31st March, 2018			
	Carrying Amount	Level of input used in		
		Level 1	Level 2	Level 3
Financial Assets				
At Amortised Cost				
Trade Receivable	9,590.43	-	-	9,590.43
Cash & Cash Equivalents	565.15	-	-	565.15
Other Bank Balance	647.82	-	-	647.82
Loans	103.17	-	-	103.17
Other Financial Assets	4,729.37	-	-	4,729.37
At FVTPL				
Investments	598.89	598.89	-	-
Other Financial Assets	-	-	-	-
Financial Liabilities				
At Amortised Cost				
Borrowings	31,946.88	-	-	31,946.88
Trade Payables	8,328.03	-	-	8,328.03
Other Financial Liabilities	1,790.76	-	-	1,790.76
At FVTPL				
Other Financial Liabilities	203.15	-	203.15	-

54. CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. 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, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings less cash and cash equivalents.

Particulars	As at 31st March, 2019	As at 31st March, 2018
Borrowings (long-term and short-term, including current maturities of long term borrowings) (Note 22, 27 & 29)	34,071.09	32,760.53
Less: Cash and cash equivalents (Note 15)	1,319.53	565.15
Net debt	32,751.56	32,195.38
Equity Share Capital	1,219.42	1,218.13
Other Equity	25,692.38	24,211.22
Total Capital	26,911.80	25,429.35
Capital and Net Debt	59,663.36	57,624.73
Gearing Ratio	54.89%	55.87%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

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

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

55. FINANCIAL RISK MANAGEMENT

The Company's management monitors and manages the financial risks relating to the operations of the Company. These risks include credit risk, liquidity risk and market risk (including currency risk, interest rate risk and other price risk). Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets.

Financial instruments that are subject to concentrations of credit risk, principally consist of balance with banks, investments in debt instruments/bonds, trade receivables, loans and advances. None of the financial instruments of the Company result in material concentrations of credit risks.

The age analysis of trade receivables as of the balance sheet date have been considered from the due date and disclosed in below table.

Particulars	Rs. in Lakhs	
	As at 31st March, 2019	As at 31st March, 2018
Not Due	3,132.55	9,119.30
Less than 6 month	3,644.55	257.21
More than 6 month	350.71	213.92

Liquidity Risk

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

The surplus funds with the Company and operational cash flows will be sufficient to dispose the financial liabilities within the maturity period.

Maturity Profile of Financial Liabilities

Particulars	As at 31st March, 2019			
	0-1 year	1-5 year	Beyond 5 year	Total
Borrowing (Including current maturity of long term borrowing)	31,093.47	1,931.13	1,046.49	34,071.09
Trade Payable	7,859.92	-	-	7,859.92
Other Financial liabilities	1,218.28	-	-	1,218.28

Particulars	As at 31st March, 2018			
	0-1 year	1-5 year	Beyond 5 year	Total
Borrowing (Including current maturity of long term borrowing)	29,048.81	2,421.42	1,290.30	32,760.53
Trade Payable	8,328.03	-	-	8,328.03
Other Financial liabilities	1,180.25	-	-	1,180.25

Market Risk

Market risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that may, result from a change in the price of a financial instrument. The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates risk/liquidity risk which impact returns on investments. Market risk exposures are measured using sensitivity analysis.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the debt obligations with floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Particulars	Rs. in Lakhs	
	As at 31st March, 2019	As at 31st March, 2018
Total Borrowings	34,071.09	32,760.53
% of Borrowings out of above bearing variable rate of interest	89.08%	86.19%

Interest Rate Sensitivity

A change of 100 bps in interest rates would have following Impact on profit before tax

100 bp increase would decrease the profit before tax by	334.17	258.43
100 bp decrease would Increase the profit before tax by	334.17	258.43

Foreign Currency Risk Management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Foreign Currency Monetary Assets	Foreign Currency Monetary Liabilities	Foreign Currency Monetary Assets	Foreign Currency Monetary Liabilities
USD	42.33	359.35	96.01	358.54
EURO	2.87	162.66	2.67	119.76
GBP	41.68	53.26	27.00	23.24
HKD	0.01	0.29	-	0.23

Foreign Currency Sensitivity

The following table details the Company's sensitivity to a 5% change in rupee value against the relevant foreign currencies, which is used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end.

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	5% Weakened	5% Strengthen	5% Weakened	5% Strengthen
Foreign Currency Monetary Assets				
USD	146.37	(146.37)	312.76	(312.76)
EURO	11.16	(11.16)	10.69	(10.69)
GBP	187.97	(187.97)	123.78	(123.78)
HKD	-	-	-	-
Foreign Currency Monetary Liabilities				
USD	(1,242.62)	1,242.62	(1,168.11)	1,168.11
EURO	(631.77)	631.77	(480.31)	480.31
GBP	(240.26)	240.26	(106.62)	106.62
HKD	(0.13)	0.13	(0.09)	0.09
Impact on Profit or Loss as at the end of reporting year	(1,769.28)	1,769.28	(1,307.90)	1,307.90

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

Other Price Risk

The Company's exposure to equity securities price risk arises from investments held by the Company and classified in the balance sheet at fair value through profit and loss. To manage its price risk arising from investments in equity securities, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)**Other Price Risk Sensitivity**

The table below summarizes the impact of increases/decreases of the BSE Index on the Company's equity and Gain/Loss for the period. The analysis is based on the assumption that the index has increased by 5 % or decreased by 5 % with all other variables held constant, and that all the Company's equity instruments moved in line with the index.

Particulars	Rs. in Lakhs	
	As at 31st March, 2019	As at 31st March, 2018
Impact on Profit Before Tax	272.90	393.60
BSE Sensex 30- Increase 5%	13.65	19.68
BSE Sensex 30- Decrease 5%	(13.65)	(19.68)

56. RELATED PARTY DISCLOSURES AS PER IND AS 24

a) Name of Related Parties & Nature of Relationship:	Country	Ownership Interest
i) Subsidiary Companies :		
Bhartiya Global Marketing Ltd.	India	100%
J&J Leather Enterprises Ltd.	India	100%
Bhartiya International SEZ Ltd	India	88.95%
Bhartiya Fashion Retail Ltd.	India	100%
Bhartiya Urban Infrastructure Ltd.	India	100%
World Fashion Trade Ltd	Mauritius	100%
Ultima S.A.	Switzerland	100%
Ultima Italia SRL	Italy	100%
Design Industry Ltd.	Hongkong	100%
Design Industry China Ltd.	China	100%
ii) Associate Parties		
Bhartiya City Developers Pvt. Ltd.	India	37%
Tada Mega Leather Cluster Pvt. Ltd.	India	50%
iii) Executive Directors		
Snehdeep Aggarwal		Managing Director
Jaspal Sethi		Whole Time Director (resigned from 31.07.18)
A.K .Gadhok		Whole Time Director (resigned from 16.04.18)
Manoj Khattar		Whole Time Director (appointed from 13.08.18)
iv) Non-Executive Directors		
Ramesh Bhatia		Director
C.L. Handa		Independent Director
Sandeep Seth		Independent Director
Shashank		Independent Director
A. Sahasranaman		Independent Director
Annapurna Dixit		Independent Director
Robert Burton Moore Jr		Director
v) Enterprises owned or significantly influenced by Executive Directors or their relatives :		
Itopia Management Services (India) Pvt. Ltd.		
Parushni Interior Designs Pvt. Ltd.		
vi) Relatives of Executive Directors with whom transactions have taken place:		
Kanwal Aggarwal		
vii) Trust		
Bhartiya International Ltd. Employees Group Gratuity Scheme		Post Employment Benefit Plan

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Particulars	Rs. in Lakhs	
	2018-19	2017-18
b) Transactions during the year with Related Parties :		
1. Sales		
World Fashion Trade Ltd	-	300.30
Ultima S.A.	3,011.93	1,024.48
Design Industry Ltd.	2,634.77	5,393.41
J&J Leather Enterprises Ltd.	21.83	-
Bhartiya City Developers Pvt. Ltd.	0.75	-
Ultima Italia SRL	8.53	-
2. Other Income		
Ultima S.A.	313.79	-
World Fashion Trade Ltd	1.23	-
3. Purchase / Job Work		
Ultima Italia SRL	2.03	0.81
J & J Leather Enterprises Ltd	1,686.93	1,386.65
Ultima S.A.	-	185.58
Design Industry China Ltd.	20.95	11.35
4. Ticketing		
Itopia Management Services (India) Pvt. Ltd	-	87.92
5. Salaries		
Snehdeep Aggarwal	18.40	18.40
Jaspal Sethi	3.80	12.68
A.k.Gadhok	0.31	7.04
Manoj Khattar	66.06	-
6. Lease Rent / Rent Paid		
Bhartiya Global Marketing Ltd.	1.00	1.00
J & J Leather Enterprises Ltd	12.00	12.00
Kanwal Aggarwal	-	0.80
7. Commission Expenses		
Ultima Italia SRL	398.58	651.84
World Fashion Trade Ltd	93.93	-
8. Lease Rent Received		
Bhartiya City Developers Pvt Ltd	264.53	213.05
Parushni Interior Designs Pvt Ltd	18.00	18.00
9. Service Charges Paid		
Bhartiya International SEZ Ltd.	35.15	36.90
Bhartiya Fashion Retail Ltd.	30.51	60.00

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Rs. in Lakhs

Particulars	2018-19	2017-18
10. Other Expenses		
Bhartiya International SEZ Ltd.	0.25	-
11. Legal and Professional Fees		
Itopia Management Services (India) Pvt. Ltd	5.00	1.50
Robert Burton Moore Jr	89.95	-
12. Purchase of Fixed Asset		
Parushni Interior Designs Pvt. Ltd.	3.78	7.68
13. Sitting Fee		
Ramesh Bhatia	0.03	0.03
C.L. Handa	0.23	0.30
Sandeep Seth	0.30	0.33
Shashank	0.30	0.26
A. Sahasranaman	0.08	0.11
Annapurna Dixit	0.06	0.11
Sanjay Baweja	-	0.06
14. Contribution to Gratuity Trust		
Bhartiya International Ltd. Employees Group Gratuity Scheme	10.00	30.00
Balances Outstanding at the year end:		
1. Loan Given		
Bhartiya Fashion Retail Ltd.	12.00	-
2. Advance Paid		
Ultima S.A.	11.50	83.13
Bhartiya Fashion Retail Ltd.	-	1.37
Bhartiya City Developers Pvt Ltd	60.49	-
3. Advance with Suppliers		
J & J Leather Enterprises Ltd.	42.74	64.91
Design Industry China Ltd.	0.41	0.11
4. Trade Receivable		
Designs Industry Ltd.	2.78	1,694.06
World Fashion Trade Ltd.	-	37.82
Ultima S.A.	166.21	-
Ultima Italia SRL	1.34	-
5. Security Deposit (Paid)		
Bhartiya Global Marketing Ltd.	5.00	5.00
6. Trade Payables		
Bhartiya International SEZ Ltd.	37.94	42.25
Ultima Italia SRL	1,388.38	1,567.21
World Fashion Trade Ltd.	3.24	71.01

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

Particulars	Rs. in Lakhs	
	2018-19	2017-18
7. Expenses/Others Payables		
Itopia Management Services (India) Pvt. Ltd.	-	5.06
Bhartiya Global Marketing Ltd.	0.18	-
Bhartiya Fashion Retail Ltd.	2.80	-
8. Security Deposit (Received)		
Bhartiya City Developers Pvt. Ltd.	159.79	159.79
Parushni Interior Designs Pvt. Ltd.	1.50	1.50
9. Advance For Supplies		
Ultima S.A.	371.92	597.15
10. Standby Letter of Credit (SBLC) Issued by Company Bankers		
World Fashion Trade Ltd.	242.06	228.06
Ultima S.A.	9,257.58	7,182.31
11. Corporate Guarantee given by Company		
World Fashion Trade,Ultima Italia SRL and Ultima S.A.	388.40	1,704.27

As per our report of even date attached

For K A S G & CO.
Chartered Accountants
Firm Reg. No. 002228C

R.B.Sharma
Partner
Mem. No. 075701

Shilpa Budhia
Company Secretary

Raj Kumar Chawla
Chief Financial Officer

For and on behalf of the Board

Manoj Khattar
Whole Time Director
DIN: 00694981

Ramesh Bhatia
Director
DIN: 0052320

Gurugram, 27th May, 2019

AOC-1
Pursuant to Proviso to Sub-Section 3 of Section 129 of Companies Act, 2013 with Rule 5 of Companies (Accounts) Rules, 2014 Statement containing salient features of Financial Statement of Subsidiaries/Associates Companies/Joint Ventures

PART-A: SUBSIDIARIES

Name of Subsidiaries	Financial Year Ended	Date on which Subsidiary was acquired	Reporting Currency	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities (excluding Share capital & Reserves & Surplus)	Investments	Turnover	Profit /Loss before Taxation	Provision for Taxation	Profit / Loss after Taxation	% of Share holding
Bhartiya Global Marketing Ltd.	31st March, 2019	3rd January, 1996	INR (lacs)	499.90	(99.02)	409.67	8.79	322.68	-	-12.6	-3.93	-8.67	100
J&J Leather Enterprises Ltd.	31st March, 2019	20th March, 1999	INR (lacs)	207.50	323.07	1,071.26	540.69	-	1,687.10	37.01	10.13	26.88	100
Bhartiya International SEZ Ltd.	31st March, 2019	27th February, 2007	INR (lacs)	1,356.92	(12.06)	1,364.00	19.14	-	35.15	-15.26	-	-15.26	88.95
Bhartiya Urban Infrastructure Ltd.	31st March, 2019	6th August, 2015	INR (lacs)	5.00	(2.08)	3.00	0.08	-	0.30	0.08	0.02	0.06	100
Bhartiya Fashion Retail Ltd.	31st March, 2019	26th August, 2009	INR (lacs)	50.00	(49.00)	16.30	15.30	-	30.51	4.71	-	4.71	100
Ultima S. A	31st March, 2019	22nd July, 2002	CHF	695.00	193.21	12,135.26	11,247.05	1,724.25	15,571.07	504.34	46.88	457.47	100
Design Industry Ltd.	31st March, 2019	29th July, 2014	HK\$	8.81	151.18	882.26	722.27	-	7,000.08	25.14	-	25.14	100
Design Industry China Ltd.,	31st March, 2019	8th September, 2015	RMB/Yuan	20.60	(157.86)	62.86	200.11	-	359.48	(125.46)	-	(125.46)	100
Ultima Italia SRL	31st March, 2019	6th February, 2003	EURO	1,553.40	152.89	2,938.91	1,232.62	-	325.50	54.82	37.75	17.07	100
World Fashion Trade Ltd.	31st March, 2019	22nd August, 2006	HK\$	482.84	(574.87)	322.11	414.14	-	379.05	21.95	-	21.95	100

	CHF	HK\$	Euro	RMB Yuan
Exchange rate for Balance Sheet items (except shares capital figures which are stated at invested value)	69.5	8.81	77.67	10.3
Exchange rate for Profit and Loss	70.61	8.92	80.76	10.42

PART-B: ASSOCIATES AND JOINT VENTURES
Statement pursuant to section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(INR in Lakhs)

Name Of Associates and Joint Ventures	Last Audited Balance Sheet Date	Date on which the Associate was acquired	Share of Associate/ Joint Venture held by the company as on year end			Description of Significant Influence	Reason why the associate/ joint venture is not consolidated	Net worth attributable to Shareholding as per latest audited Balance sheet	Profit/Loss for the Year	
			No.	Amount of Investment in Associate/ Joint venture	Extent of Holding				Considered in Consolidation	Not Considered in Consolidation
Bhartiya City Developers Pvt. Ltd. *	31st March, 2019	26th August, 2017	34393260	3999.60	36.77%	Voting Power	Not Applicable	6,683.07	80.45	-
Tada Mega Leather Cluster Pvt. Ltd.	31st March, 2019	4th March, 2013	5000	0.05	50.00%	Voting Power	Not Applicable	(1.38)	(0.1000)	-

* The figures for Bhartiya City Developers Private Limited are figures after consolidation with its subsidiaries, Bhartiya Developers Consortium Private Limited, Milestone Buildcon Private Limited and LLP - MSCK Projects LLP.

BHARTIYA

Bhartiya International Limited

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