

# INTEGRA GARMENTS AND TEXTILES LIMITED

(formerly known as Five Star Mercantile Limited)

Plot No: G2, MIDC Industrial Estate, Post Salai Dhaba, Butibori, Nagpur: 441122

Corporate Relations Department  
**BSE Limited**  
1<sup>st</sup> Floor, New Trading Wing  
Rotunda Building, P J Towers  
Dalal Street, Fort  
Mumbai 400 001

The Market Operations Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No C/1, G Block  
Bandra-Kurla Complex  
Bandra (E), Mumbai 400 051

**Company Code: 535958**

**Company Symbol: INTEGRA**

Date: 4<sup>th</sup> September, 2020

Dear Sir / Madam,

**Sub: Notice convening 13<sup>th</sup> Annual General Meeting, Annual Report of the Company and Book Closure**

In compliance with General Circular no. 14/2020 dated 8<sup>th</sup> April, 2020, Circular no. 17/2020 dated 13<sup>th</sup> April, 2020, Circular no. 20/2020 dated 5<sup>th</sup> May, 2020 issued by the Ministry of Corporate Affairs and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 issued by the Securities and Exchange Board of India (SEBI), we are pleased to inform you that the 13<sup>th</sup> Annual General Meeting ("AGM") of the Company will be held on **Monday, 28<sup>th</sup> September, 2020 at 2.00 p.m.** through Video Conferencing/ Other Audio Visual Means.

Further, pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations"), please find enclosed the Annual Report of the Company for the FY 2019-20 along with Notice of AGM. The Company has commenced the dispatch of the Annual Report to the shareholders by electronic modes on 4<sup>th</sup> September, 2020.

The Register of Members and Share Transfer Books of the Company shall remain closed as mentioned hereunder:

Security Code	Type of Security	Book Closure		Cut - off Date	Purpose
		From	To		
BSE: 535958 NSE: INTEGRA	Equity	Tuesday, 22 <sup>nd</sup> September,2020	Monday, 28 <sup>th</sup> September,2020	Monday, 21 <sup>st</sup> September,2020	Annual General Meeting
		both days inclusive			

W: [www.integralgarments.com](http://www.integralgarments.com) @: [corporatesecretarial@integralgarments.com](mailto:corporatesecretarial@integralgarments.com)

☎: 022-66229500

CIN No.: L18109MH2007PLC172888

# INTEGRA GARMENTS AND TEXTILES LIMITED

(formerly known as Five Star Mercantile Limited)

Plot No: G2, MIDC Industrial Estate, Post Salai Dhaba, Butibori, Nagpur: 441122

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Pursuant to Regulation 29 of the Listing Regulations, we have to inform you that the Company intends to raise funds up to Rs. 50 Crore by issuing Non-Convertible Debentures (NCDs) in one or more tranches on private placement basis and approval of the Shareholders is accordingly sought at the AGM to be held on 28<sup>th</sup> September, 2020.

Please take the above on record.

Thanking you,

Yours Truly,

**For Integra Garments and Textiles Limited**

**Samruddhi Varadkar**  
**Company Secretary**

Cc: Central Depository Services (India) Limited  
National Securities Depository Limited  
Freedom Registry Limited, Share Transfer Agent

**Encl: As Above**

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**W:** [www.integralgarments.com](http://www.integralgarments.com) **@:** [corporatesecretarial@integralgarments.com](mailto:corporatesecretarial@integralgarments.com)

**☎:** 022-66229500

**CIN No.:** L18109MH2007PLC172888

# **Integra Garments and Textiles Limited**

CIN: L18109MH2007PLC172888

## **13<sup>th</sup> Annual Report** **2019-20**

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr. Harshvardhan A. Piramal  
(Non- Executive Chairman)

Mr. R. K. Rewari  
(Managing Director)

Mr. Shardul Doshi  
(Independent Director)

Ms. Juthika Palav  
(Independent Director)

Mr. Sameer Shelke  
(Independent Director, appointed w.e.f  
21<sup>st</sup> March, 2020)

Ms. Kalyani Shukla  
(Non-executive Director, appointed w.e.f.  
21<sup>st</sup> March, 2020)

### Company Secretary and Compliance Officer

Ms. Samruddhi Varadkar

### Chief Financial Officer

Mr. Jagdish G. Sharma

### Auditors

M/s. C. S. Chaubey & Co.,  
Chartered Accountants  
(Resigned with effect from 3<sup>rd</sup> August, 2020)

M/s. Mayur Khandelwal & Co.,  
Chartered Accountants  
(Appointed with effect from 18<sup>th</sup> August, 2020)

### Registered Office

Plot No. G2- M.I.D.C. Industrial Estate,  
Post: Salai Dhaba, Butibori,  
Nagpur - 441122

### Share Transfer Agent

### Freedom Registry Limited

### Registered Office

Plot No. 101/102, 19<sup>th</sup> Street,  
MIDC Area, Satpur, Nashik - 422 007.  
Email: support@freedomregistry.in  
Website: [www.freedomregistry.in](http://www.freedomregistry.in)

### Mumbai Liaisoning Office

104, Bayside Mall, 35/C,  
M. M. Malviya Marg,  
Tardeo Road, Haji Ali,  
Mumbai 400 034.

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**13<sup>th</sup> Annual General Meeting** of the Company will be held on **Monday, 28<sup>th</sup> September 2020**, at 2.00 p.m. through video conferencing.

# NOTICE

NOTICE is hereby given that the 13<sup>th</sup> Annual General Meeting (“AGM”) of the members of Integra Garments and Textiles Limited will be held on Monday, 28<sup>th</sup> September, 2020 at 2.00 p.m. through video conferencing to transact the following businesses:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2020 together with the Reports of the Board of Directors and the Auditors thereon; and
2. To appoint a director in place of Mr. R. K. Rewari (DIN: 00619240), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Mayur Khandelwal & Co., Chartered Accountants, Mumbai (Firm Registration No. : 134723W) as the statutory auditors of the Company for 5 consecutive years and to fix their remuneration and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and on recommendation of Audit Cum Risk Management Committee, M/s. Mayur Khandelwal & Co., Chartered Accountants, Mumbai (Firm Registration No. 134723W), be and is hereby appointed as the statutory auditors of the Company, to fill the casual vacancy occurred due to the resignation of M/s. C. S. Choubey & Co., Chartered Accountants, who has conducted the statutory audit for financial year 2019-20 **AND THAT** M/s. Mayur Khandelwal & Co., shall hold the office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 18<sup>th</sup> AGM, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** any one of the Directors or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient for giving effect to this resolution *inter-alia* filing required forms / documents with the Ministry of Corporate Affairs and Stock Exchanges and / or other authorities as may be required.”

## SPECIAL BUSINESS:

4. **Appointment of Ms. Kalyani Shukla (DIN: 02039079) as a Director**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any modifications or re-enactments thereof for the time being in force), SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, Ms. Kalyani Shukla (DIN: 02039079) who was appointed as an Additional Director by the Board of Directors of the Company on the recommendation of Nomination & Remuneration Committee, with effect from 21<sup>st</sup> March, 2020 and holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as the Director of the Company, liable to retire by rotation;

**RESOLVED FURTHER THAT** any one of the Directors or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient for giving effect to this resolution *inter-alia* filing required forms / documents with the Ministry of Corporate Affairs and Stock Exchanges and / or other authorities as may be required.”

5. **Appointment of Mr. Sameer Shelke (DIN: 08720443) as an Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 197 and any other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the

Company, Mr. Sameer Shelke (DIN: 08720443), who was appointed as an Additional Director (Independent) by the Board of Directors of the Company on the recommendation of Nomination & Remuneration Committee, with effect from 21<sup>st</sup> March, 2020 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a first term of 5 (five) consecutive years from 21<sup>st</sup> March, 2020 to 20<sup>th</sup> March, 2025.

**RESOLVED FURTHER THAT** any of the Directors or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient for giving effect to this resolution *inter-alia* filings required forms / documents with the Ministry of Corporate Affairs and Stock Exchanges and / or other authorities as may be required."

**6. Approval of Material Related Party Transaction**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and the Company's policy on Related Party transaction(s), approval of Members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Ashok PIRAMAL Group Textiles Trust, a related party pursuant to the Regulation 2(1)(zb) of the Listing Regulations, for entering in to Loan / Financial Transactions, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 30 Lakh per annum every year;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee constituted by the Board of Directors of the Company and to do all such acts, deeds, matters and things and take such steps as may be considered necessary or expedient for giving effect to the aforesaid resolution."

**7. Approval to make offer(s) of Non-Convertible Debentures up to an overall amount of Rs. 50 Crore:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and subject to rules/ regulations/ guidelines issued by Securities and Exchange Board of India or any other appropriate/ statutory authorities and pursuant to the provisions of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to make offer(s) of Non-Convertible Debentures to be issued and allotted in one or more series within a period of one year from the date of passing of this resolution, on private placement basis to such persons as may be identified by the Board of Directors (including any Committee authorized by the Board in this regard), upto an overall amount of Rs. 50 Crore (Rupees Fifty Crore only) on such terms and conditions as may be decided by the Board or a Committee constituted by the Board, as the case may be, from time to time;

**RESOLVED FURTHER THAT** any of the Directors or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take such steps as may be considered necessary or expedient for giving effect to the aforesaid resolution"

**By order of the Board  
For Integra Garments and Textiles Limited**

**Sd/-  
Samruddhi Varadkar  
Company Secretary**

Place: Mumbai  
Date: 18/08/2020

**NOTES:**

1. In view of the general circular nos. 14/2020 dated 8<sup>th</sup> April, 2020, circular no. 17/2020 dated 13<sup>th</sup> April, 2020 and circular no. 20/2020 dated 5<sup>th</sup> May, 2020 issued by the Ministry of Corporate Affairs read with circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 issued by the Securities and Exchange Board of India (SEBI) the 13<sup>th</sup> Annual general meeting (AGM) of the members of the Company will be held through video conferencing (VC).
2. Corporate members are requested to send at [support@freedomregistry.in](mailto:support@freedomregistry.in) or [corporatesecretarial@integragarments.com](mailto:corporatesecretarial@integragarments.com) before e-voting/ attending annual general meeting, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting through VC, pursuant to Section 113 of the Companies Act, 2013.
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the Annual General Meeting is annexed hereto.
4. Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of directors proposed to be appointed in this AGM are annexed to this notice.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 22<sup>nd</sup> September, 2020 to 28<sup>th</sup> September, 2020 (both days inclusive).
6. Members holding shares in physical form are requested to notify immediately any change in their address/ mandate/bank details to the Company or to the office of the Share Transfer Agent of the Company, Freedom Registry Limited at [support@freedomregistry.in](mailto:support@freedomregistry.in), quoting their folio number and members whose shareholding is in electronic mode are requested to direct their notifications about change of address to their respective depository participants (DP).
7. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode, up to the date of AGM. Members can inspect the same by sending an email to [corporatesecretarial@integragarments.com](mailto:corporatesecretarial@integragarments.com).
8. SEBI has mandated the transfer of securities of the listed entities, only in demat form with effect from 1<sup>st</sup> April, 2019. Members are therefore requested to dematerialise their physical share certificates as soon as possible in order to avoid inconvenience in future.
9. Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company and those Members who hold shares singly in dematerialized form are advised to make a nomination through their Depository Participants. The nomination form can be downloaded from the Company's website [www.integragarments.com](http://www.integragarments.com).
10. Voting rights of the members (for remote e-voting and voting at AGM) shall be reckoned on shares registered in the name of the members and in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date 21<sup>st</sup> September, 2020. A person who is not a Member on the cut-off date should treat this notice for information purposes only.
11. The Board of Directors has appointed Ms. Kala Agarwal, Practicing Company Secretary, as the Scrutinizer for scrutinizing the voting process for the AGM in a fair and transparent manner and she has communicated her willingness to be appointed for the said purpose.
12. The Scrutinizer will, after scrutinizing the votes cast through e-voting during the meeting and through remote e-voting, not later than 48 hours of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman/ Managing Director/ Company Secretary who shall declare the results. The results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company viz. [www.integragarments.com](http://www.integragarments.com) and on the website of CDSL viz. [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.
13. In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report

2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.integragarments.com](http://www.integragarments.com), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

14. For receiving all communication (including Annual Report) from the Company electronically:
  - a) Members holding shares in physical mode and who have not registered/ updated their email address with the Company are requested to register/ update the same by writing to the Company's Share Transfer Agent, Freedom Registry Limited, the details of their folio number and attaching a self-attested copy of PAN card, at [support@freedomregistry.in](mailto:support@freedomregistry.in).
  - b) Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depository Participant.
15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020 the Company is providing facility of e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency.
16. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
17. The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
18. Members who are present in meeting through video conferencing facility and have casted their vote on resolutions through remote e-voting, shall not be allowed to vote through e-voting system during the meeting.
19. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. However, pursuant to MCA Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC and cast their votes through e-voting.
20. Since the AGM will be held through VC, the Route Map to the AGM venue, proxy form and attendance slip are not annexed to this Notice.



**The instructions for shareholders voting electronically are as under:**

- i) The voting period begins on 25<sup>th</sup> September, 2020 at 10.00 a.m. IST and ends on 27<sup>th</sup> September, 2020 at 5.00 p.m. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21<sup>st</sup> September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iv) Click on "Shareholders" module.
- v) Now enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- viii) If you are a first time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA
D i v i d e n d Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for INTEGRA GARMENTS AND TEXTILES LIMITED on which you choose to vote.
- xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.
3. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

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

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request to [corporatesecretarial@integragarments.com](mailto:corporatesecretarial@integragarments.com) any time before 5:00 p.m. IST on Friday, 25<sup>th</sup> September, 2020 mentioning their name, demat account number/folio number, email id, mobile number. The shareholders who do not wish to speak during the AGM but have queries may send their queries to [corporatesecretarial@integragarments.com](mailto:corporatesecretarial@integragarments.com) any time before 5:00 p.m. IST on Friday, 25<sup>th</sup> September, 2020, mentioning their name, demat account number/folio number, email id, mobile number. These queries will be replied by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

#### **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

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

#### **Note for Non – Individual Shareholders and Custodians**

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
4. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
5. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
6. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz [corporatesecretarial@integragarments.com](mailto:corporatesecretarial@integragarments.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Rakesh Dalvi (022-23058542) or Mr. Mehboob Lakhani (022-23058543).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022- 23058738 / 022-23058542/43.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013****Item No. 3**

The members of the Company at the 10<sup>th</sup> Annual General Meeting held on 22<sup>nd</sup> September, 2017 had approved the appointment of M/s C. S. Chaubey & Co., Chartered Accountants, Mumbai, (Firm Registration No. 138267W) as the Statutory Auditors of the Company for a term of five years till the conclusion of 15<sup>th</sup> Annual General Meeting.

Due to change in constitution, M/s C. S. Chaubey & Co., Chartered Accountants, tendered their resignation as the Statutory Auditors of the Company with effect from 3<sup>rd</sup> August, 2020 (closing of business hours), resulting in a casual vacancy in the office of the Statutory Auditors of the Company as per the provisions of the Companies Act, 2013.

Accordingly, on the recommendation of the Audit Cum Risk Management Committee ("Audit Committee"), the Board of Directors of the Company recommends for the approval of the members, the appointment of M/s Mayur Khandelwal & Co., Chartered Accountants, (Firm Registration No. 134723W), Mumbai as the Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s C. S. Chaubey & Co., Chartered Accountants and to hold the office from the conclusion of this AGM until the conclusion of the 18<sup>th</sup> AGM to be held in the Financial Year 2025-26.

M/s Mayur Khandelwal & Co., have given their consent to act as the Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act, 2013.

M/s Mayur Khandelwal & Co., will be paid an annual remuneration / fees of Rs. 25,000/- (Rupees Twenty Five Thousand only) plus out of pocket expenses and taxes as applicable from time to time, for Financial Year 2020-21. The Board may revise the annual remuneration / fees payable to the Statutory Auditors, as per the recommendation of the Audit Cum Risk Management Committee, as may be mutually agreed with the Statutory Auditors of the Company.

M/s Mayur Khandelwal & Co., is a Partnership firm, formed in the Year 2012, and are having combined experience of more than seven years in the field of Finance, Auditing & Assurance, Taxation, ERP Implementation, Transaction advisory services and Business support services.

The Board of Directors of the Company recommends passing of the resolution set out in Item No. 3 of the notice as an **Ordinary Resolution**.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, in passing of the resolution set out at Item No. 3.

**Item No. 4**

On recommendations of Nomination & Remuneration Committee and pursuant to the provisions of Section 161 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company appointed Ms. Kalyani Shukla (DIN: 02039079) as an Additional Director (Non- Executive) of the Company with effect from 21<sup>st</sup> March, 2020, subject to the approval of the members.

Pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, Ms. Kalyani Shukla will hold office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed a Director of the Company. The Company has received consent from Ms. Kalyani Shukla to act as a Director.

The Board of Directors of the Company recommends passing of the resolution set out in Item No. 4 of the notice as an **Ordinary Resolution**. Brief profile of Ms. Kalyani Shukla is annexed with this notice.

Except Ms. Kalyani Shukla, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, in passing of the resolution set out at Item No. 4.

**Item No. 5**

On recommendations of Nomination & Remuneration Committee and pursuant to the provisions of Section 149, 150, 152 and 161 of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (“Listing regulations”), the Board of Directors of the Company appointed Mr. Sameer Shelke (DIN: 08720443) as an Additional Director (Independent) of the Company.

The Company has also received a declaration from Mr. Sameer Shelke confirming that he meets the criteria of independence as prescribed under the Act and Listing Regulations. In the opinion of the Board of Directors of the Company, Mr. Sameer Shelke fulfills the conditions specified in the Act and the rules made thereunder and Listing Regulations for his appointment as an Independent Director of the Company and he is independent of the management of the Company. He shall not be liable to retire by rotation.

The Board is of the view that Mr. Sameer Shelke’s experience and expertise will be of immense benefit and value to the Company.

The Board of Directors of the Company recommends the passing of the resolution set out in Item No. 5 of the notice as an **Ordinary Resolution**. Brief profile of Mr. Sameer Shelke is annexed with this notice.

Except Mr. Sameer Shelke, none of the Directors, Key Managerial Personnel (KMP) of the Company or their relatives is in any way concerned or interested, in passing of the resolution set out at Item No. 5.

#### **Item No. 6**

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’), approval of the members by way of passing an ordinary resolution is required for all material related party transactions, even if they are entered into in the ordinary course of business and on arm’s length basis. For this purpose, a transaction is considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a Financial Year exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

For the Company’s business operations, it requires to take financial assistance from the related party mentioned below, which is in the ordinary course of business. Further, the estimated value of the proposed transaction is likely to exceed 10% of the annual consolidated turnover of the Company for the financial year ended on 31<sup>st</sup> March, 2020 and therefore may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations. Thus, this transaction would require the approval of the Members by way passing of an Ordinary Resolution.

Approval of the Members is sought to enable the Board for entering into loan/ financial transactions (including any modifications, alterations, amendments or renewal thereto) with the said party subject to the limits mentioned in the table below:

<b>Name of related party</b>	<b>Nature of relationship</b>	<b>Type of transaction</b>	<b>Threshold limit</b>
Ashok Piramal Group Textiles Trust	Promoter Trust	Loan transaction for meeting the expenses of the Company	Up to 30 lacs p.a.

The Board of Directors of the Company recommends the passing of the resolution set out in Item no. 6 of the notice as an **Ordinary Resolution**.

Except Mr. Harshvardhan A. Piramal, Director, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, in passing of the resolution set out at Item No. 6.

#### **Item No. 7**

Keeping in view the Company’s existing and future financial requirements to revive its business operations, the Company may require additional funds. As an alternative means of funding, your Company may raise funds through offer and issue of Non-Convertible Debentures (“NCDs”) on a Private Placement basis.

Further, as per the provisions of Section 42 of the Companies Act, 2013 and Rules made thereunder, prior approval of shareholders through Special Resolution shall be valid for all the offers or invitations for such NCDs during one year from the date of passing of this resolution. Accordingly, the approval of the shareholders is sought for the fresh offer of NCDs on a Private Placement basis up to a limit of Rs. 50 Crore for a period of one year commencing immediately

from the date of passing of this resolution.

The Board of Directors of the Company recommends the passing of the resolution set out in Item No. 7 of the notice as a **Special Resolution**.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in passing of the resolution set out at the Item No. 7 of the Notice.

**ANNEXURE - I**

Details of Directors Seeking Re-appointment in the forthcoming Annual General Meeting [Pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with clause 1.2.5 of the Secretarial Standard -2]

Name of the Director	Mr. R. K. Rewari	Ms. Kalyani Shukla	Mr. Sameer Shelke
Date of Birth	11/11/1956	11/07/1961	12/05/1984
Age	63	59	36
Qualifications, experience, brief resume of the Director & Nature of his expertise	Brief resume with qualifications, experience and nature of expertise of Mr. R. K. Rewari is stated in the Directors' Profile section and List of Skills & expertise section of the Corporate Governance Report.	Brief resume with qualifications, experience and nature of expertise of Ms. Kalyani Shukla is stated in the Directors Profile section and List of Skills & expertise section of the Corporate Governance Report.	Brief resume with qualifications, experience and nature of expertise of Mr. Sameer Shelke is stated in the Directors' Profile section and List of Skills & expertise section of the Corporate Governance Report.
Terms and Conditions of Appointment/ Re-appointment	Retiring by rotation and being eligible, proposed for re - appointment.	As per the details provided in the Resolution no. 4 of the notice	Appointment for a period of five consecutive years and shall not be liable to retire by rotation.
Remuneration to be paid	Nil	Eligible for sitting fees as approved.	Eligible for sitting fees as approved.
Remuneration last drawn	Nil	NA	NA
Relationship with other directors and key Managerial Personnel	NA	NA	NA
Directorship in other companies as on 31.03.2020	<ul style="list-style-type: none"> <li>• Morarjee Textiles Limited</li> <li>• Morarjee Castiglioni (India) Private Limited</li> <li>• Confederation Of Indian Textile Industry</li> <li>• Textile Sector Skill Council</li> <li>• Truwin Realty Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Rockfirst Real Estate Limited</li> <li>• Truwin Realty Limited</li> </ul>	Nil

Chairman/ Member of the Committees of the Board of Directors as on 31.03.2020	Integra Garments And Textiles Limited <ul style="list-style-type: none"> <li>• Stakeholder Relationship Cum Share Transfer Committee - Member</li> </ul> Morarjee Textiles Limited <ul style="list-style-type: none"> <li>• Stakeholders Relationship Committee - Member</li> </ul> Truewin Realty Limited <ul style="list-style-type: none"> <li>• Audit Committee - Member</li> </ul>	Nil	Nil
Number of Board Meetings attended during FY 2019-20	5 of 5	Nil	Nil
Date of first appointment on the Board of the Company	20/01/2012	21/03/2020	21/03/2020
Shareholding in the Company as on 31.03.2020	Nil	Nil	Nil

## DIRECTORS' REPORT

Dear Shareholders,

Your Directors hereby present their 13<sup>th</sup> Annual Report and the Audited Accounts for the Financial Year ended 31<sup>st</sup> March, 2020.

### 1) Financial Summary

(Amount in Rs.)

Particulars	Current Year 31 <sup>st</sup> March,2020	Previous Year 31 <sup>st</sup> March,2019
Total Income	15,28,000	23,528
EBIDTA	(19,25,211)	(51,62,682)
Interest and Finance Expenses	27,82,823	31,02,827
Depreciation	1,50,00,000	1,50,00,000
(Loss) before tax and exceptional item	(1,97,08,034)	(2,32,65,509)
Exceptional item	11,42,56,196	-
(Loss) before tax and after exceptional item	(13,39,64,230)	(2,32,65,509)
Provision for tax	-	-
(Loss) After Tax	(13,39,64,230)	(2,32,65,509)
Other Comprehensive Income (Net of Tax)	-	-
Total Comprehensive Income	(13,39,64,230)	(2,32,65,509)

### 2) Review of operations

Due to continuous losses coupled with poor business prospect, your Company has discontinued its operations.

### 3) Details of subsidiary, associate company or joint venture

The Company does not have any subsidiary, associate company or joint venture.

### 4) Share Capital

During the financial year 2019-20, there was no change in the Share Capital of the Company. The Company has neither issued any shares nor granted any Stock Options nor any Sweat Equity Shares during the year.

### 5) Dividend and Reserve

In view of the losses incurred, your Directors do not recommend any dividend for the year under review. The details of reserves & surplus are provided in Note No. 10 of the notes to the financial statements.

### 6) Deposits/ Loan from Directors

The Company has neither accepted nor renewed any deposits during the year. Your Company has not accepted any deposit from the directors during the year under review.

### 7) Particulars of Loans, Guarantee or Investments

During the year under review, the Company has not made any investments, advanced any loans or provided any guarantee falling under Section 186 of the Companies Act, 2013 ("the Act").

### 8) State of Company's Affairs and business Review

The details of the Company's affairs including its operations are more specifically given in the Management Discussion and Analysis Report, which is given in this Annual Report.

### 9) Corporate Social Responsibility ("CSR")

The provisions with respect to Corporate Social Responsibility are not applicable to the Company as the Company does not fall within the purview of the Section 135 of the Act and Rules made thereunder.



10) **Business Risk Management**

The composition of the Risk Management Committee is not applicable to your Company. However, the Audit cum Risk Management Committee (“Audit Committee”) constituted by the Board of Directors of the Company identifies and evaluates the risks associated with the Business of the Company and takes necessary measures to minimize them. The Company has adopted a Risk Management policy in accordance with the provisions of the Act and Regulation 17(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“hereinafter referred to as the Listing Regulations”). The details of Committee and its terms of references are set out in the Corporate Governance Report.

11) **Internal Control System and their adequacy**

Your Company has an Internal Control System commensurate with the size and scale of its operations and well-documented procedures for various processes. This system of internal control facilitates effective compliance of Section 138 of the Act and the Listing Regulations. To maintain its objectivity and independence, the Internal Auditor reports to the Audit Committee. The Internal Auditor monitors and evaluates the efficiency and adequacy of the internal control system with reference to the Financial Statement. During the year under review, no reportable material weakness in the operation was observed. Regular audit and review processes ensure that such systems are reinforced on an ongoing basis.

12) **Vigil Mechanism/ Whistle Blower Policy**

The Vigil Mechanism/Whistle Blower Policy has been put in place for the Directors and Employees to report their genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company’s Code of Conduct. The mechanism provides for adequate safeguards against the victimization of directors and employees who avail of the mechanism. Directors and employees may make protected disclosure under the policy to the Compliance Committee constituted by the Company to administer the internal code of business conduct. In exceptional cases, directors and employees have direct access to the Chairman of the Audit Committee. Further no personnel have been denied access to the Compliance Committee/ Chairman of the Audit Committee, as the case may be.

No complaints were received under whistle blower mechanism during the year under review.

13) **Directors and Key Managerial Personnel**

Mr. R. K. Rewari (DIN: 00619240), Managing Director of the Company is liable to retire by rotation and being eligible, has offered himself for re-appointment. The Board recommends his re-appointment to the shareholders at the ensuing AGM.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Ms. Kalyani Shukla (DIN: 02039079) as an Additional Non - Executive Director of the Company with effect from 21<sup>st</sup> March, 2020. The appointment of Ms. Kalyani Shukla is subject to the approval of the shareholders of the Company at the ensuing AGM.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Sameer Shelke (DIN: 08720443) as an Additional Director (Independent) of the Company with effect from 21<sup>st</sup> March, 2020, for a period of 5 consecutive years pursuant to Sections 149, 150, 152 and 161 of the Act and the rules made thereunder. The appointment of Mr. Sameer Shelke is subject to the approval of the shareholders of the Company at the ensuing AGM. In the opinion of the Board, Mr. Sameer Shelke possesses the relevant expertise and experience (including the proficiency) and integrity. A statement regarding opinion of the Board with regard to integrity, expertise and experience (including the proficiency) of the independent director appointed during the year is provided in the Report on Corporate Governance which forms part of this Annual Report.

All the Independent Directors of your company have given declarations that they meet the criteria of Independence laid down under Section 149(6) of the Act and the Listing Regulations.

The Company has complied with the requirements of having Key Managerial Personnel as per the provisions of Section 203 of the Act.

**14) Remuneration Policy**

In compliance with Section 178(3) of the Act and Regulation 19(3) of the Listing Regulations and on the recommendation of the Nomination and Remuneration Committee, the Board has framed a Policy relating to the selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration. The Policy includes criteria for determining qualifications, positive attributes and independence of a director and other matters. The functions of the Nomination and Remuneration Committee are disclosed in the Corporate Governance Report, which forms part of the Annual Report.

The policy on the appointment of person as Director and evaluation of Director and Senior Management Personnel of the Company is available on Company's website at [www.integragarments.com](http://www.integragarments.com).

**15) Performance Evaluation**

Pursuant to Section 178 of the Companies Act, 2013 read with Schedule IV thereto and Regulation 17 of the Listing Regulations, a formal evaluation of Board's performance and that of its Committees and individual directors has been carried out by the Board. The evaluation of all the directors including independent directors was carried out by the entire Board, except for the director being evaluated. Performance evaluation of the Board, Chairman and the non-independent directors was carried out by the independent directors in their meeting held on 6<sup>th</sup> February, 2020. The Directors expressed their satisfaction to the outcome of the aforesaid evaluations.

**16) Meetings of the Board**

Five meetings of the Board of Directors were held during the financial year 2019-20 and the gap between two consecutive board meetings was within the statutory limit. The details of the number of meetings held and attended by each Director are provided in the Corporate Governance Report, which forms part of this Report.

**17) Committees of the Board**

The details of all the Committees of the Board along with their terms of reference, composition and meetings held during the financial year, are provided in the Report on Corporate Governance which forms part of this Annual Report.

**18) Directors' Responsibility Statement**

Pursuant to Section 134(5) of the Act, we hereby state that:

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, in any;
- ii) your Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2020 and its loss for the year ended on that date;
- iii) your Directors have taken proper and sufficient care towards the 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 fraud and other irregularities;
- iv) your Directors have prepared the annual accounts for the year ended 31<sup>st</sup> March, 2020 on a going concern basis;
- v) your Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- vi) your Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**19) Related Party Transactions ("RPTs")**

No RPTs were entered into by the Company during the Financial Year 2019-20. Accordingly, the prescribed Form AOC-2 for RPTs is not given.

The policy on RPTs is hosted on the Company's website at [www.integragarments.com](http://www.integragarments.com).

20) **Auditors and their reports**

**A. Statutory Auditors & Auditors Report**

M/s. C. S. Chaubey & Co, Chartered Accountants resigned as the statutory auditors of the Company with effect from 3<sup>rd</sup> August, 2020 (closing of business hours), who has conducted the statutory audit of financial year 2019-20.

The Board of Directors at their meeting held on 18<sup>th</sup> August, 2020 appointed M/s Mayur Khandelwal & Co., Chartered Accountants, Mumbai (FRN: 134723W) as the Statutory Auditors of the Company to fill the casual vacancy occurred due to resignation of M/s C. S. Chaubey & Co., Chartered Accountants. M/s Mayur Khandelwal & Co., has been appointed as the statutory auditors for five consecutive financial year i.e. from FY 2020-21 to 2024-25 and shall hold the office from the conclusion of ensuing Annual General Meeting till the conclusion of 18<sup>th</sup> Annual General Meeting. The said appointment will be considered by the members in the ensuing AGM.

The Auditor's Report on the Financial Statements of the Company for the Financial Year 2019-20 as submitted by M/s C. S. Chaubey & Co., did not contain any qualifications, reservations or adverse remarks and are self-explanatory.

There have been no instances of fraud reported by the Auditors under Section 143(12) of the Act and Rules framed thereunder either to the Company or to the Central Government.

**B. Secretarial Audit**

Pursuant to Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has obtained the Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2020 from M/s. Dhrumil M. Shah & Co, Company Secretary in practice and same is annexed as "Annexure - 1" to this Report. The Secretarial Audit Report does not contain any qualification, reservations or adverse remarks.

21) **Corporate Governance Report and Management Discussion and Analysis Report**

The Corporate Governance Report on compliance of the conditions of Corporate Governance as stipulated in the Listing Regulations and the Management Discussion & Analysis Report form an integral part of this annual report.

22) **Compliance of Secretarial Standards**

The Company has complied with the applicable Secretarial Standards during the year.

23) **Particulars of Employees**

During the year under review, the Company has not paid any amount by way of remuneration, sitting fees, commission etc. to any of its Directors and hence, the provision of Section 197(12) read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 are not applicable to your Company. The Company did not have any employees during the reporting Financial Year 2019-20.

24) **Energy Conservation and Technology absorption, Foreign Exchange Earnings and Outgo**

The information pertaining to conservation of energy and technology absorption as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in "Annexure - 2" to this report.

During the year under review, there were no foreign exchange earnings and outgoings.

25) **Significant and Material Orders**

There were no significant and material orders passed by any Regulators or Courts or Tribunals during the year ended 31<sup>st</sup> March, 2020 impacting the going concern status and Company's operations in future.

**26) Prevention of Sexual Harassment of Women at workplace**

The Company has zero tolerance towards sexual harassment at workplace and has adopted a policy to abide by letter and spirit requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. The Company has Internal Complaints Committee (ICC) to redress the complaints of sexual harassment. During the year, Company has not received any complaint of sexual harassment.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

number of complaints filed during the financial year	Nil
number of complaints disposed of during the financial year	Nil
number of complaints pending as on end of the financial year	Nil

**27) Maintenance of Cost Records**

The provisions of sub-section (1) of Section 148 of the Companies Act, 2013 pertaining to the maintenance of cost records are not applicable to the Company.

**28) Material Changes and Commitments affecting the financial position of the company**

There has been no material change/commitment affecting the financial position of the Company during the period from the end of the financial year on 31<sup>st</sup> March, 2020 to the date of this Report. There has been no change in the nature of business of the Company.

**29) Extract of Annual Return**

Pursuant to the provisions of Sections 134(3)(a) and 92(3) of the Act read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return as on 31<sup>st</sup> March, 2020 in prescribed Form No. MGT-9 is given in "Annexure - 3" to this Report.

**30) Acknowledgements**

The Directors take this opportunity to express their deep sense of gratitude to the shareholders, banks, Central and State Governments and their departments and the local authorities for their continued guidance and support.

On behalf of the Board  
For **Integra Garments and Textiles Limited**

Sd/-  
**Harshvardhan A. Piramal**  
Chairman  
(DIN: 00044972)

Date: 18/08/2020  
Place: Mumbai

**FORM NO MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020**  
*[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies*  
*(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members,  
**INTEGRA GARMENTS AND TEXTILES LIMITED**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **INTEGRA GARMENTS AND TEXTILES LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **March 31, 2020** generally 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended **March 31, 2020** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 ("FEMA") and the rules and regulations made there under to the extent of Foreign Direct Investment and overseas Direct Investment.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **Not Applicable**
  - d. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **Not Applicable**
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable**
  - f. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - **Not Applicable**
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not applicable, and**

- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- vi. The Company has informed that there are no laws which are specifically applicable to the Company.  
I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI).

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

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive, Independent Directors and Woman Directors. The change 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 Board Meetings. Agenda and detailed notes on agenda were sent adequately in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions have been taken unanimously and no dissent recorded in Board Meetings.

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

For Dhrumil M Shah & Co.  
UDIN: F008021B000378930

Place: Mumbai  
Date: 25/06/2020

Sd/-  
Dhrumil M Shah  
Practising Company Secretary  
CP 8978 & FCS 8021  
PR 400/2016

*This Report is to be read with my letter of even date which is annexed as **Annexure - I** and forms an integral part of this report.*

**ANNEXURE - I**

(to the Secretarial Audit Report)

**To,**

**The Members,**

**INTEGRA GARMENTS AND TEXTILES LIMITED**

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

- 1) Maintenance of Secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my audit.
- 2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
- 3) I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4) Wherever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
- 5) The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
- 6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Dhrumil M Shah & Co.  
UDIN: F008021B000378930**

**Place: Mumbai  
Date: 25/06/2020**

**Sd/-  
Dhrumil M Shah  
Practising Company Secretary  
CP 8978 & FCS 8021  
PR 400/2016  
-**

**ANNEXURE 2**

**Report on Conservation of Energy**

**A. Conservation of Energy -**

The steps taken or impact on conservation of energy	:	The Company did not have any manufacturing operations during the financial year 2019-20.
the steps taken by the company for utilizing alternate source of energy	:	
the capital investment on energy conservation equipment	:	

**B. Technology Absorption-**

the efforts made towards technology absorption	:	The Company did not have any manufacturing operations during the financial year 2019-20.
the benefit derived like product improvement, cost reduction, product development or import substitution	:	
in case of imported technology (imported during last three years reckoned from the beginning of the financial year)	:	
a) the detail of technology imported	:	
b) the year of import	:	
c) whether technology been fully absorbed	:	
d) if not fully absorbed, area where absorption has not taken place, and the reason thereof and	:	
e) the expenditure incurred on research & development	:	No expenditure was incurred on research and development activities during the financial year 2019-20.
the expenditure incurred on Research & Development	:	

On behalf of the Board  
For Integra Garments and Textiles Limited

Sd/-  
Harshvardhan A. Piramal  
Chairman  
(DIN: 00044972)

Date: 18/08/2020  
Place: Mumbai



**ANNEXURE 3****Form No. MGT-9****EXTRACT OF ANNUAL RETURN**As on the financial year ended on 31<sup>st</sup> March, 2020[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of Companies  
(Management and Administration) Rules, 2014]**I REGISTRATION AND OTHER DETAILS:**

i)	CIN:-	L18109MH2007PLC172888
ii)	Registraion Date:-	6 <sup>th</sup> August, 2007
iii)	Name of the Company	Integra Garments and Textiles Limited
iv)	Category / Sub-Category of the Company:-	Company limited by Shares/ Non-govt company
v)	Address of Registered Office and Contact details:-	Plot No. G2-M.I.D.C. Industrial Estate Post: Salai Dhaba, Butibori, Nagpur, Maharashtra- 441122 Contact no. 022 - 66229 500 Email id: corporatesecretarial@integragarments.com
vi)	Whether Listed Company:-	Yes
vii)	Name, address and contact details of the Share Transfer Agent, if any:-	Freedom Registry Limited Plot No: 101/102, 19th Street, MIDC Area, Satpur, Nashik 422007 . Telephone: (0253)-2354032 Email Id: support@freedomregistry.in Website: www.freedomregistry.in

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

Sr.No.	Name and Description of main Product/ Service	NIC Code of the Product/ Service	% of total turnover of the company
1	Garments	14101	NA*

\* The Turnover of the Company during the Financial Year 2019-2020 was Nil

**III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANY -**

Sr.No.	Name and Address of the Company	CIN/ GLN	Holding/Subsidiary/ Associate Company	% of Shares Held	Applicable Section
		NIL			

**IV SHARE HOLDING 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 during year
		Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
<b>A.</b>	<b>Promoters</b>									
<b>1)</b>	<b>Indian</b>									
a)	Individual/HUF	104551	0	104551	0.29	104551	0	104551	0.29	0.00
b)	Central Govt	0	0	0	0	0	0	0	0.00	0.00
c)	State Govt (s)	0	0	0	0	0	0	0	0.00	0.00
d)	Bodies Corp.	0	0	0	0	0	0	0	0.00	0.00
e)	Banks/ FI	0	0	0	0	0	0	0	0.00	0.00
f)	Any Other									
	Ashok Piramal Group Textiles Trust through its Trustee Ms Urvi A Piramal	21474112	0	21474112	59.10	21474112	0	21474112	59.10	0.00
	Morarjee Goculdas Spinning & Weaving Co. Ltd Senior Employee Stock Option Scheme through its trustee Ms. Urvi Piramal & Mr. Mahesh Gupta	1511994	0	1511994	4.16	1511994	0	1511994	4.16	0.00
	<b>Sub-total (A) (1):-</b>	<b>23090657</b>	<b>0</b>	<b>23090657</b>	<b>63.55</b>	<b>23090657</b>	<b>0</b>	<b>23090657</b>	<b>63.55</b>	<b>0.00</b>
<b>2)</b>	<b>Foreign</b>									
a)	NRIs- Individuals	0	0	0	0	0	0	0	0	0.00
b)	Other- Individuals	0	0	0	0	0	0	0	0	0.00
c)	Bodies Corp.	0	0	0	0	0	0	0	0	0.00
d)	Banks/ FI	0	0	0	0	0	0	0	0	0.00
e)	Any Other	0	0	0	0	0	0	0	0	0.00
	<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
	<b>Total Shareholding of Promoters (A) = (A)(1)+(A)(2)</b>	<b>23090657</b>	<b>0</b>	<b>23090657</b>	<b>63.55</b>	<b>23090657</b>	<b>0</b>	<b>23090657</b>	<b>63.55</b>	<b>0.00</b>
<b>B.</b>	<b>Public Shareholding</b>									
<b>1)</b>	<b>Institutions</b>									
a)	Mutual Funds	0	2583	2583	0.01	0	2583	2583	0.01	0.00
b)	Banks / FI	30513	2174	32687	0.09	30513	2174	32687	0.09	0.00
c)	Central Govt.	2085	0	2085	0.01	0	0	0	0.00	-0.01
d)	State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
e)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f)	Insurance Companies	1938286	0	1938286	5.33	1938286	0	1938286	5.33	0.00
g)	FIs	0	1135	1135	0.00	0	1135	1135	0.00	0.00
h)	Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i)	Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub-Total (B)(1):</b>	<b>1970884</b>	<b>5892</b>	<b>1976776</b>	<b>5.44</b>	<b>1968799</b>	<b>5892</b>	<b>1974691</b>	<b>5.44</b>	<b>-0.01</b>
<b>2)</b>	<b>Non-Institutions</b>									

Category of Shareholders		No. of shares held at the beginning of the year				No. of shares held at the end of the year				%Change during year
		Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
a)	Bodies Corporate	1318905	4166	1323071	3.64	1194062	4166	1198228	3.30	-0.34
b)	Individuals									
i)	Individual Shareholders holding nominal share capital upto Rs 1 lakh	5561689	328116	5889805	16.21	5742964	321442	6064406	16.69	0.48
ii)	Individual Shareholders holding nominal share capital in excess of Rs 1 lakh	3187354	0	3187354	8.77	3155750	0	3155750	8.69	-0.09
c)	<b>Others (specify)</b>									
	a) NRIs	271673	20592	292265	0.80	274626	20592	295218	0.81	0.01
	b) Clearing Members	69702	0	69702	0.19	28155	0	28155	0.08	-0.11
	c) Overseas Corporate Bodies	10323	29008	39331	0.11	10323	29008	39331	0.11	0.00
	d) Trust	258	0	258	0.00	258	0	258	0.00	0.00
	e) HUF	463130	0	463130	1.27	485578	0	485578	1.34	0.06
	f) LLP	0	0	0	0.00	77	0	77	0.00	0.00
	Sub-Total (B)(2):	10883034	381882	11264916	31.01	10891793	375208	11267001	31.01	0.01
	Total Public Shareholding (B)=(B)(1)+(B)(2)	12853918	387774	13241692	36.45	12860592	381100	13241692	36.45	0.00
C.	Shares held by Custodian for GDRs & ADRs (C)	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Grand Total (A+B+C)</b>	<b>35944575</b>	<b>387774</b>	<b>36332349</b>	<b>100</b>	<b>35951249</b>	<b>381100</b>	<b>36332349</b>	<b>100.00</b>	<b>0.00</b>

## ii) Shareholding of Promoters

Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
	No. of Shares	% of total shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged/ encumbered to total shares	
Ms. Urvi A Piramal	49566	0.14	0	49566	0.14	0	0
Mr. Harshvardhan A. Piramal	16522	0.05	0	16522	0.05	0	0
Mr. Rajeev A. Piramal	16522	0.05	0	16522	0.05	0	0
Mr. Nandan A. Piramal	16522	0.05	0	16522	0.05	0	0
Ms. Kalpana Singhanian	5419	0.01	0	5419	0.01	0	0
Ashok Piramal Group Textiles Trust through its trustee Ms. Urvi A Piramal	21474112	59.10	0	21474112	59.10	0	0
Morarjee Goculdas Spining and Weaving Co. Ltd. Senior Employees Stock Option Scheme through its trustees Ms. Urvi A. Piramal and Mr. Mahesh S. Gupta	1511994	4.16	0	1511994	4.16	0	0
<b>Total</b>	<b>23090657</b>	<b>63.56</b>	<b>0</b>	<b>23090657</b>	<b>63.56</b>	<b>0</b>	<b>0</b>

iii) Change in Promoters' Shareholding : There was no change in Promoters' Shareholding during the year under review.

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

Sr. No.	Name of the Shareholder	Date	Transaction	Shareholding at the Beginning of the year - 1 <sup>st</sup> April, 2019		Cumulative Shareholding during the year-31 <sup>st</sup> March 2020	
				No. of Shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Life Insurance Corporation of India	-	-	1644972	4.53	1644972	4.53
2	Bharat Jayantilal Patel	-	-	612029	1.68	612029	1.68
3	Shrikrishna Finvest and Capital Management Private Limited	-	-	579827	1.60	579827	1.60
4	Ruchit Bharat Patel	-	-	545947	1.50	545947	1.50
5	Ninja Securities Private Limited	-	-	359499	0.99	359499	0.99
6	Santosh Murarilal Gupta	-	-	295000	0.81	295000	0.81
		05-04-2019	Market sell	-950	0.00	294050	0.81
		06-09-2019	Market sell	-10510	-0.03	283540	0.78
		20-12-2019	Market sell	-78229	-0.22	205311	0.57
		27-12-2019	Market sell	-29048	-0.88	176263	0.49
7	The Oriental Insurance Company Limited	-	-	293314	0.81	293314	0.81
8	Hitesh Ramji Javeri	-	-	200101	0.55	200101	0.55
9	Lal Tolani	-	-	158346	0.44	158346	0.44
10	Jashwanti Maganlal Desai	-	-	1,36,557	0.38	136557	0.38

v) Shareholding of Directors and Key Managerial Personnel

For Each of the Directors and KMP	Shareholding at the beginning of the year		Shareholding at the end of the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Mr. Harshvardhan A. Piramal	16,522	0.05	16,522	0.05
Mr. R.K. Rewari	0	0.00	0	0.00
Mr. Shardul Doshi	1	0.00	1	0.00
Ms. Juthika Palav	0	0.00	0	0.00
Ms. Kalyani Shukla*	0	0.00	0	0.00
Mr. Sameer Shelke**	0	0.00	0	0.00
Mr. Jagdish Sharma	4,093	0.01	4,093	0.01
Ms. Samruddhi Varadkar	0	0.00	-	0.00

\*Appointed as a director of the Company w.e.f. 21<sup>st</sup> March, 2020

\*\*Appointed as a director of the Company w.e.f. 21<sup>st</sup> March, 2020

**V) INDEBTEDNESS**

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

(Rs. In lakhs)

Sr. No	Indebtedness of the Company including interest outstanding/accrued but not due for payment	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>A.</b>	<b>Indebtedness at the beginning of the financial year</b>				
i.	Principal Amount	-	3,455.33	-	3,455.33
ii.	Interest due but not paid	-	-	-	-
iii.	Interest accrued but not due	-	107.98	-	107.98
	<b>Total (i+ii+iii)</b>	-	<b>3,563.31</b>	-	<b>3,563.31</b>
<b>B</b>	<b>Change in Indebtedness during the financial year</b>				
	Addition	-	-	-	-
	Reduction	-	582.95	-	582.95
	Net Change	-	582.95	-	582.95
<b>C</b>	<b>Indebtedness at the end of the financial year</b>				
i.	Principal Amount	-	2,845.00	-	2,845.00
ii.	Interest due but not paid	-	-	-	-
iii.	Interest accrued but not due	-	135.36	-	135.36
	<b>Total (i+ii+iii)</b>	-	<b>2,980.36</b>	-	<b>2,980.36</b>

The above figures do not include preference shares amounting to Rs. 2.5 lakhs and accrued dividend thereon.

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

Sr. No.	Particulars of Remuneration	Mr. R. K. Rewari
<b>1</b>	<b>Gross Salary</b>	<b>NIL</b>
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	
2	Stock Options	
3	Sweat Equity	
4	Commission	
	<b>Total (A)</b>	
	Ceiling as per the Act (10% of Net Profit of the Company)	

**B. Remuneration to Other Directors**

Sr. No.	Particulars of Remuneration	Mr. Harshvardhan A. Piramal	Mr. Shardul Doshi	Ms. Kalyani Shukla	Mr. Sameer Shelke	Total Amount
A	INDEPENDENT DIRECTORS	NIL				
1)	Fees For attending Board/Committee meetings					
2)	Commission					
3)	Others					
4)	TOTAL (A)					
B	NON-EXECUTIVE DIRECTORS					
1)	Fees For attending Board/Committee meetings					
2)	Commission					
3)	Others					
4)	TOTAL (B)					
Total Remuneration (A+B)						
Ceiling as per the Act						

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

(Rs. in Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Jagdish Sharma (Chief Financial Officer)	Ms. Samruddhi Varadkar (Company Secretary)	Total Amount
1	<b>Gross Salary</b>	NIL		
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961			
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961			
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961			
2	Stock Options			
3	Sweat Equity			
4	Commission			
	- as % of profit			
	- others,specify			
5	Others, please specify			
	<b>Total</b>			

**VII Penalties/Punishment/Compounding of Offences**

There were no penalties/punishment/compounding of offences for the breach of any provisions of the Companies Act, 2013 against the Company or its Directors, or other Officers in default, during the year.

# REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the financial year ended 31<sup>st</sup> March, 2020.

## 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company adheres to good corporate governance practices and is constantly striving to adopt emerging best practices. It is the Company's on-going endeavour to achieve the highest levels of governance as a part of its responsibility towards its stakeholders and the Company is strongly committed to these principles.

## 2. BOARD OF DIRECTORS

### 2.1. Composition and category of the Board

The Company has an optimum combination of Executive and Non-Executive Directors. The Board is headed by Mr. Harshvardhan A. Piramal as the Non-Executive Chairman and consists of personalities with expertise and experience in diversified fields of specialization.

Category	Name of the Directors	Designation	No. of shares held as on 31 <sup>st</sup> March, 2020
Promoter Director	Mr. Harshvardhan A. Piramal	Chairman (Non-Executive)	16,522
Professional Executive Director	Mr. R. K. Rewari	Managing Director	Nil
Professional Non -Executive Director	Ms. Kalyani Shukla*	Director	Nil
Independent Directors	Mr. Shardul A. Doshi	Director	1
	Ms. Juthika Palav	Director	Nil
	Mr. Sameer Shelke**	Director	Nil

\*Appointed as a Director of the Company w.e.f. 21<sup>st</sup> March, 2020.

\*\*Appointed as a Director of the Company w.e.f. 21<sup>st</sup> March, 2020.

### 2.2. Directors' Profile

#### Mr. Harshvardhan A. Piramal

Mr. Harshvardhan A. Piramal is the Chairman of Integra Garments and Textiles Limited.

Mr. Piramal began his career as an analyst at venture capital firm, Indocean Chase Capital Partners (subsequently part of JP Morgan Chase). After completing his MBA, he founded Thundercloud Technologies (India) Private Limited, an IT Company in May 2000. In August 2001, he was appointed COO - Allied Pharma Businesses at Nicholas Piramal India Limited (now Piramal Enterprises Limited), where he was responsible for the turnaround and robust growth of all divisions under his leadership. He was in this position till April 2004, when he took up his current position.

Mr. Piramal holds a Bachelor of Science (Physics) degree from Kings College London and a MBA (specializing in Finance and Strategy) from the London Business School.

#### Mr. Rajendar Kumar Rewari

Mr. Rajendar Kumar Rewari is the Managing Director of the Company. In addition to this, he also heads the textiles business at the Ashok Piramal Group.

He has been associated with the textiles sector for 3 decades. Mr. Rewari is a Science Graduate and has done his Post-Graduate Degree in Business Management from Kurukshetra University in Haryana. He has also done Management Education Programme (MEP) from IIM, Ahmedabad.

Prior to this, he was associated with the Vardhman Group since 1981. As the Chief Executive (Marketing), he shouldered the responsibility of establishing Vardhman globally as a supplier of finished fabrics.

Besides this, he is also associated with various associations of the textile industry. He is the Chairman of the Mill Owner's Association (MOA) and a Committee Member of Confederation of Indian Textile Industry (CITI).

**Mr. Shardul Doshi**

Mr. Shardul Doshi, Independent Director of the Company, is an associate member of The Institute of Chartered Accountants of India, The Institute of Cost Accountants of India and The Institute of Company Secretaries of India. He has over 20 years of work experience in the fields of treasury, finance and accounts.

**Ms. Juthika Palav**

Ms. Juthika Palav, Independent Director of the Company, has done her Graduation from MVLU College, Mumbai University. Ms. Juthika Palav was associated with reputed groups such as Taj Group of Hotels.

**Ms. Kalyani Shukla**

Ms. Kalyani Shukla is a law graduate. She has an experience of more than 30 years in field of law.

**Mr. Sameer Shelke**

Mr. Sameer Shelke is a commerce graduate from Pune University and is professionally engaged as a Clearing & forwarding agent having an experience of more than 10 years. Over the years, he has attained vast knowledge about export of commodities such as textiles including other related products and has expertise in managing export containments. In furtherance to the above, he also has managerial experience of running a professional service business.

**2.3. Attendance at Board Meetings and last Annual General Meeting, Relationship between Directors inter-se, Number of Directorships and Committee Memberships/ Chairmanships**

Details of attendance of each Director at the Board Meetings and last Annual General Meeting ("AGM") and the number of Companies and Committees where he/she is a Director/Member/Chairman/Chairperson as on March 31, 2020, are given below:

Name	Category	Relationship with other Directors	Attendance at the Board Meetings	Attendance at AGM held on 21 <sup>st</sup> September, 2019	No of other Directorships	Committee position in India	
						Chairman	Member
Mr. Harshvardhan A. Piramal	Non- Executive, Non- Independent Chairman	None	4 out of 5	No	4	2	3
Mr. R. K. Rewari	Managing Director	None	5 out of 5	No	3	0	3
Mr. Shardul A. Doshi	Independent Director	None	5 out of 5	Yes	6	2	0
Ms. Juthika Palav	Independent Director	None	5 out of 5	No	3	0	2
Ms. Kalyani Shukla*	Non- Executive, Non- Independent Director	None	-	N.A.	3	0	0
Mr. Sameer Shelke**	Independent Director	None	-	N.A.	1	0	0

\* Appointed as a director w.e.f. 21<sup>st</sup> March, 2020.

\*\*Appointed as a director w.e.f. 21<sup>st</sup> March, 2020.



<sup>s</sup> Aforesaid directorships do not include directorship held in foreign companies and companies incorporated under Section 8 of the Companies Act, 2013 and private limited companies. However, for this purpose, Directorship/ Chairmanship/ Membership held in the Company have also been included.

None of the Directors is a Director in more than 20 companies or more than 10 public limited companies or acts as an independent director in more than 7 listed companies. Further, none of the directors is a member of more than 10 committees or is a Chairperson/ Chairman of more than 5 committees. Only Audit Committee and Stakeholders' Relationship Committee were considered for reckoning the limit of membership/ chairmanship of the committees.

**Names of listed entities (other than Integra Garments and Textiles Limited) where the person is a director and category of directorship:**

Sr. No.	Name of the Director	Name of the Company	Equity/ Debt Listed	Category of directorship
1.	Mr. Harshvardhan Piramal	Oriental Aromatics Limited	Equity	Independent Director
		Morarjee Textiles Limited	Equity	Whole-time Director
2.	Mr. R. K. Rewari	Morarjee Textiles Limited	Equity	Managing Director
		Truewin Realty Limited	Debt	Independent Director
3.	Mr. Shardul Doshi	Nil	-	Nil
4.	Ms. Juthika Palav	Nil	-	Nil
5.	Ms. Kalyani Shukla	Truewin Realty Limited	Debt	Non - Executive Non - Independent Director
6.	Mr. Sameer Shelke	Nil	-	Nil

**2.4. Meetings of the Board of Directors**

5 (Five) Board Meetings were held in the financial year 2019-20 on 27<sup>th</sup> May, 2019, 12<sup>th</sup> August, 2019, 25<sup>th</sup> October, 2019, 13<sup>th</sup> November, 2019 and 6<sup>th</sup> February, 2020 and the gap between any two consecutive board meetings did not exceed one hundred and twenty days.

**2.5. Details of directors being appointed/ re-appointed/ resigned**

Pursuant to Section 152 of the Companies Act, 2013 ("the Act"), Mr. R. K. Rewari (DIN: 00619240) is retiring by rotation at the ensuing AGM and being eligible, has offered himself for re-appointment.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Ms. Kalyani Shukla (DIN: 02039079) as an Additional Non - Executive Director of the Company with effect from 21<sup>st</sup> March, 2020. The appointment of Ms. Kalyani Shukla is subject to the approval of the shareholders of the Company at the ensuing AGM.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Mr. Sameer Shelke (DIN: 08720443) as an Additional Director (Independent) of the Company with effect from 21<sup>st</sup> March, 2020, for a period of 5 consecutive years pursuant to Sections 149, 150, 152 and 161 of the Act and the rules made thereunder. The appointment of Mr. Sameer Shelke is subject to the approval of the shareholders of the Company at the ensuing AGM.

Further, all the Independent Directors have given the declaration of their Independence under Section 149 and Regulation 16 of the Listing Regulations. The Board hereby confirms that in the opinion of the Board, all the Independent Directors fulfill the conditions specified in Listing Regulations and are independent of the Management of the Company.

## 2.6. Familiarization program

As required under the Listing Regulations and the Act, the Board of Directors has framed a familiarization program for the independent directors wherein they were acquainted with their roles, rights, responsibilities in the company, business nature of the Company, business model, etc. The familiarization programme aims to provide textile and garment industry scenario, the socio-economic environment in which the Company operates, the business model, the operational and financial performance of the Company, significant developments so as to enable them to take well informed timely decisions. The familiarization programme also seeks to update the directors on the roles, responsibilities, rights and duties under the Act, Listing Regulations and other statutes.

The Company has a structured Familiarization Programme through various reports/codes/policies and the same are placed before the Board with a view to update them on the Company's policies and procedures on a regular basis.

The familiarization program imparted to Independent Directors is available on the Company's website viz. [www.integralgarments.com](http://www.integralgarments.com)

## 2.7. List of core skills, expertise, competencies required by the Board and those actually available with the Individual Directors

The Board has identified and approved the matrix setting out the list, as mentioned below, of core skills, expertise and competencies to be possessed by the Board in general and the members in particular, in the context of the Company's business in order to provide guidance for the effective functioning of the Company. The details of the said skills/ expertise/ competencies as available with the individual directors are given below.

Sr. No	List of core skills/ expertise/ competence	Availability of the core skills/ expertise/ competence, with the directors, as on 31 <sup>st</sup> March, 2020					
		Mr. Harshvardhan Piramal	Mr. R. K. Rewari	Mr. Shardul Doshi	Ms. Juthika Palav	Ms. Kalyani Shukla	Mr. Sameer Shelke
1.	Knowledge of the Textile and Garments Industry	√	√	√	√	---	√
2.	Sales and Marketing Functions	√	√	---	---	---	√
3.	Business Strategy Function	√	√	√	√	√	√
4.	Planning and Sourcing	√	√	---	---	---	√
5.	Risk Management	√	√	√	---	√	---
6.	Strategy/M&A/Restructuring	√	√	√	---	√	---
7.	Finance, Accounting and Costing	√	√	√	---	---	---
8.	Legal and Regulatory compliance	√	√	---	√	√	---
9.	Corporate Governance	√	√	√	√	√	√
10.	Human Resource Management	√	√	---	√	---	---
11.	Risk Mitigation Planning and Management	√	√	√	---	√	√

## 2.8. Performance Evaluation

Regulation 17 of Listing Regulations read with Schedule IV and other applicable provisions of the Act, mandates a formal evaluation to be done by the Board of its own performance and that of its Committees and individual

Directors. Independent Directors shall also evaluate the performance of non-independent Directors and the Chairperson of the Board.

The evaluation of all the directors including independent directors was carried out by the entire Board, except for the director being evaluated. Performance evaluation of the Board, Chairman and the non-independent directors was carried out by the independent directors in their meeting held on 6<sup>th</sup> February, 2020. The directors were satisfied with the outcome of the evaluations of the Board, its Committees and the individual directors.

#### **Criteria for performance evaluation of Directors**

The Board of Directors has approved the criteria for performance evaluation of non-executive directors (including Independent Directors) as recommended by the Nomination and Remuneration Committee. The said criteria inter alia includes following:

- Attendance at the Board meetings.
- Active participation in the meetings.
- Understanding the critical issues affecting the Company.
- Prompt Board discussion on strategic issues.
- Brings relevant experience to the Board and uses it effectively.
- Understands and evaluates the risk environment of the organization.
- Conducts himself/ herself in a manner that is ethical and consistent with the laws of the land.
- Maintain confidentiality wherever required.
- Communicates in an open and constructive manner.
- Seeks satisfaction and accomplishment through serving on the Board.

#### **2.9. Separate Meeting of Independent Directors**

A separate meeting of the Independent Directors of the Company was held on 6<sup>th</sup> February, 2020 as per Schedule IV of the Act and Regulation 25 of the Listing Regulations, to review the performance of all Non-Independent Directors, the Board as a whole and the performance of the Chairman of the Company taking into account the views of other executive and non-executive directors. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees towards effective and reasonable performance and discharge of their duties. All the Independent Directors have participated in the Meeting.

#### **3. Audit Cum Risk Management Committee (“Audit Committee”)**

The Audit Committee of the Company is constituted under Regulation 18 of the Listing Regulations and Section 177 of the Act. The Company Secretary acts as the secretary to the committee. The Audit Committee acts as a link between the statutory auditors, internal auditors and the Board of Directors. Its purpose, amongst others, is to assist the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company’s established systems and processes for internal financial controls, governance and reviewing the Company’s statutory, internal audit activities and related party transactions.

#### **3.1. Composition, Meetings and Attendance**

During the financial year, the Audit Committee comprises of Mr. Shardul Doshi (Chairman), Mr. Harshvardhan A. Piramal and Ms. Juthika Palav as members. The Managing Director, CFO and Company Secretary are permanent invitees to the meetings.

Mr. Shardul Doshi, Chairman of the Committee was present at the Annual General Meeting held on 21<sup>st</sup> September, 2019.

During the financial year 2019-20, the Audit Committee met 4 (four) times on 27<sup>th</sup> May, 2019, 12<sup>th</sup> August, 2019, 13<sup>th</sup> November, 2019 and 6<sup>th</sup> February, 2020. The gap between two consecutive meetings did not exceed 120 (one hundred and twenty) days.

The attendance details are given below:

Name of the Directors	Designation	No. of meetings attended
Mr. Shardul Doshi	Chairman	4 out of 4
Mr. Harshvardhan A. Piramal	Member	3 out of 4
Ms. Juthika Palav	Member	4 out of 4

### 3.2. Terms of Reference

The terms of reference of the Committee are wide enough to cover the matters specified for Audit Committee under Part C of Schedule II with reference to Regulation 18 of the Listing Regulations as well as under Section 177 of the Companies Act, 2013 are as follows:

- i. 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;
- ii. recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
- iii. approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- iv. reviewing, with the management, the annual financial statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
  - a. matters required to be included in the Director's Responsibility Statement; to be included in the Board's Report in terms of clause (c) of subsection (3) of Section 134 of the Companies Act, 2013; changes, if any, in accounting policies and practices and reasons for the same;
  - b. changes, if any, in accounting policies and practices and reasons for the same;
  - c. major accounting entries involving estimates based on the exercise of judgment by management;
  - d. significant adjustments made in the financial statements arising out of audit findings;
  - e. compliance with listing and other legal requirements relating to financial statements;
  - f. disclosure of any related party transactions;
  - g. modified opinion(s) in the draft audit Report;
- v. reviewing, with the management, the quarterly Financial Statements before submission to the Board for approval;
- vi. 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 utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- vii. reviewing and monitoring the Auditor's independence & performance, and effectiveness of audit process;
- viii. approval or any subsequent modification of transactions of the Company with related parties;
- ix. scrutiny of inter-corporate loans and investments;
- x. valuation of undertakings or assets of the Company, wherever it is necessary;
- xi. evaluation of internal financial controls and risk management systems;
- xii. reviewing, with the management, performance of statutory and internal Auditors, adequacy of the internal control systems;
- xiii. 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;
- xiv. discussion with internal Auditors of any significant findings and follow up there on;
- xv. 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;

- xvi. 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;
- xvii. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xviii. to review the functioning of the Whistle-Blower mechanism;
- xix. approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- xx. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
- xxi. Carrying out any other function as may be assigned to it by the board of director from time to time.”

#### 4. Nomination and Remuneration Committee

In compliance with Section 178 of the Act and Regulation 19 of Listing Regulations, the Board has constituted the Nomination and Remuneration Committee.

##### 4.1. Composition, Meeting and Attendance

During the financial year, the Nomination and Remuneration Committee comprises of Mr. Shardul Doshi (Chairman), Mr. Harshvardhan A. Piramal and Ms. Juthika Palav as members.

Mr. Shardul Doshi, Chairman of the Committee was present at the Annual General Meeting held on 21<sup>st</sup> September, 2019.

The Committee met only once during the year i.e. on 27<sup>th</sup> May, 2019 and the details of attendance are as under:

Name of the Director	Designation	No. of meetings attended
Mr. Shardul Doshi	Chairman	1 out of 1
Mr. Harshvardhan A. Piramal	Member	1 out of 1
Ms. Juthika Palav	Member	1 out of 1

##### 4.2. Terms of Reference of the Committee

The terms of reference of the NRC stated below are wide enough to cover the matters specified in Listing Regulations and Section 177 of the Act.

- i. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel (“KMP”) and other employees;
- ii. specification of manner and criteria for effective evaluation of performance of Board, its committees and individual directors, to be carried out either by the board or by an independent external agency and review its implementation and compliance.
- iii. devising a policy on diversity of board of directors;
- iv. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- v. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- vi. recommend to the board, all remuneration, in whatever form, payable to senior management.

### 4.3. Remuneration Policy

Pursuant to Section 178 of the Companies Act, 2013, the Company has formulated a Policy on the appointment of person as director and evaluation of Directors & Senior Management Personnel (SMP). An extract of the policy covering remuneration for the Directors, KMPs and other employees is reproduced below:

- i. The terms of employment and remuneration of Managing Director, Whole-time Director, KMPs and SMPs shall be competitive in order to ensure that the Company can attract and retain competent talent.
- ii. The remuneration policy shall ensure that:
  - a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors/ KMPs and SMPs of the quality to run the Company successfully.
  - b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
  - c. Remuneration to directors, KMPs and SMPs involves a balance between fixed and variable pay reflecting short and long term performance and goals set by the Company.
- iii. While determining the remuneration and incentives for the MD/WTD and KMPs, the following shall be considered:
  - a. Pay and employment conditions with peers/ elsewhere in the competitive market.
  - b. Benchmarking with industry practices.
  - c. Performance of the individual
  - d. Company performance
- iv. For the benchmarking with industry practice, criteria of size, complexity, data transparency and geographical area shall also be given a due consideration.
- v. The pay structures shall be appropriately aligned across levels in the Company.

The detailed policy on the appointment of person as director and evaluation of directors & senior management personnel of the Company is hosted on the website of the Company [www.integragarments.com](http://www.integragarments.com)

The Company has not paid any remuneration to any of its directors or Key Managerial Personnel during the Financial Year 2019-20.

### 5. Stakeholders' Relationship Cum Share Transfer Committee

In compliance with the provisions of Section 178 of the Act and Listing Regulations, the Board has constituted the Stakeholders' Relationship Cum Share Transfer Committee.

#### 5.1. Composition, Meeting and Attendance

During the financial year, the Stakeholders' Relationship Cum Share Transfer Committee comprises of 3 (three) directors of which 2 (two) are Non-Executive Directors i.e. Mr. Shardul Doshi (Chairman, Independent Director) and Ms. Juthika Palav (Member, Independent Director) and Mr. R. K. Rewari (Member, Executive Director).

Mr. Shardul Doshi, Chairman of the Committee was present at the Annual General Meeting held on 21<sup>st</sup> September 2019.

During the year under review, the Committee met twice on 17<sup>th</sup> May, 2019 and 13<sup>th</sup> January, 2020. All the members were present at the said meetings.

#### 5.2. Terms of Reference

The terms of reference of the Committee are:

- i. To consider and resolve the grievance of all the security holders related to transfer/ transmission of shares, non-receipts of annual reports and non-receipts of declared dividends, issue of new duplicate certificates, general meetings etc.;
- ii. To review the measures taken for effective exercise of voting rights by shareholders
- iii. To review the adherence to service standards adopted by the company in respect of various services being rendered by the Share Transfer Agent.

- iv. To review various measures and initiatives undertaken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- v. To review and act upon such other grievances as the Board of Directors delegate to the Committee from time to time.

### 5.3. Compliance Officer

Name and Designation of the Compliance Officer	Ms. Samruddhi Varadkar- Company Secretary
Registered Address	Plot no. G2-M.I.D.C. Industrial estate post: Salai Dhaba, Butibori Nagpur 441122
Telephone Number	+91-22-66229500
E-mail ID	<a href="mailto:corporatesecretarial@integragarments.com">corporatesecretarial@integragarments.com</a>

### 5.4. Details of Shareholders' Complaints

Details of investor complaints received and resolved during the year ended 31<sup>st</sup> March, 2020 are as follows:

Complaints Pending as on 01/04/2019	Complaints Received during the year	Complaints Resolved during the year	Complaints Pending as on 31/03/2020
Nil	Nil	Nil	Nil

## 6. General Body Meetings and Postal Ballot

### 6.1. Location and time, where Annual General Meeting (AGM) for the last 3 years were held:

Financial Year	AGM	Date	Time	Location
2018-19	12 <sup>th</sup> AGM	21 <sup>st</sup> September, 2019	10:00 a.m.	Plot No. G2-M.I.D.C. Industrial Estate, Post: Salai Dhaba, Butibori, Nagpur - 441122
2017-18	11 <sup>th</sup> AGM	27 <sup>th</sup> September, 2018	11:30 a.m.	Plot No. G2-M.I.D.C. Industrial Estate, Post: Salai Dhaba, Butibori, Nagpur - 441122
2016-17	10 <sup>th</sup> AGM	22 <sup>nd</sup> September, 2017	11:30 a.m.	Plot No. G2-M.I.D.C. Industrial Estate, Post: Salai Dhaba, Butibori, Nagpur - 441122

### 6.2. Special Resolution passed in the previous three Annual General Meetings (AGM):

AGM	Date of AGM	Special Resolution
12 <sup>th</sup> AGM	21 <sup>st</sup> September, 2019	Resolution No. 3 - Re-appointment of Mr. R. K. Rewari (DIN: 00619240) as the Managing Director of the Company for a period of three years w.e.f. 10 <sup>th</sup> November, 2018 Resolution No. 5 - Re-appointment of Mr. Shardul Doshi (DIN: 02486626) as an Independent Director of the Company for a second term of five consecutive years. Resolution No. 6 - Approval u/s 42 and 71 of the Act to issue and make offers for subscription of Non-Convertible Debentures aggregating to Rs. 50 crores on private placement basis.
11 <sup>th</sup> AGM	27 <sup>th</sup> September, 2018	Resolution No. 4 - Approval u/s 42 and 71 of the Act to issue and make offers for subscription of Non-Convertible Debentures aggregating to Rs. 50 crores on private placement basis.
10 <sup>th</sup> AGM	22 <sup>nd</sup> September, 2017	Resolution No. 4 - Approval u/s 42 and 71 of the Act to issue and make offers for subscription of Non-Convertible Debentures aggregating to Rs. 50 crores on private placement basis

The resolutions referred above were passed by requisite majority of members.

### 6.3. Postal Ballot

The Company did not conduct any postal ballot during the year nor does it propose to pass any special resolution through postal ballot, as on the date of this report.

### 7. Means of Communication

The quarterly and annual results are generally published in English newspapers in Active Times and in Marathi newspapers in Mumbai Lakshdeep respectively and are simultaneously posted on the Company's website at [www.integragarments.com](http://www.integragarments.com) and are also sent to the BSE Limited and National Stock Exchange of India Limited.

No presentations were made to the institutional investors and to the analyst during the FY 2019-20.

The Annual Report of the Company is also available on the website of the Company in a user friendly and downloadable form.

### 8. General Shareholder Information

#### 8.1. 13<sup>th</sup> Annual General Meeting

In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide circular no. 20/2020 dated 5<sup>th</sup> May, 2020 read with General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020 and General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 (the 'MCA Circulars'), has provided certain relaxations, including but not limited to allowing companies to conduct the Annual General Meeting (AGM), in the calendar year 2020, through Video Conferencing (VC) or through Other Audio-Visual Means (OAVM) ('electronic mode'). Further, the above said MCA Circulars read with the circular issued by SEBI vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, have allowed the Companies to send soft copies of Annual Report for the year 2019-20 (including AGM Notice) to those shareholders whose email IDs are registered with the Company, Depository Participants or with the Company's Share Transfer Agents. In view of the above mentioned relaxations, the Company has decided to conduct the Annual General Meeting, in the calendar year 2020, through Video Conferencing (VC) or through Other Audio-Visual Means (OAVM) ('electronic mode') and send the Annual Report 2019-20 only through email to the members and also provide the members the facility to cast their vote on the resolutions through the mechanism of remote e-voting/ e-voting in accordance with the applicable provisions of the Companies Act, 2013 (including the above mentioned circulars) and rules made thereunder. Please refer to the Notes and instructions annexed to Notice of 13<sup>th</sup> AGM for the procedure for Remote e-voting / e-voting.

Date	Time
28 <sup>th</sup> September 2020	2.00 p.m.

#### 8.2. Financial Year: April - March; Dividend Payment Date: Not applicable

#### 8.3. Book Closure Dates: The Register of Member and Share Transfer book shall remain closed from Tuesday, 22<sup>nd</sup> September 2020 to Monday, 28<sup>th</sup> September, 2020 (both days inclusive).

#### 8.4. Listing of Equity Shares on Stock Exchanges and Stock Codes

Name of Stock Exchange	Stock Code/ID
<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai Samachar Marg, Mumbai, Maharashtra - 400001	535958
<b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra 400051	INTEGRA (Series EQ)
ISIN	INE418N01027

The Company has paid Annual Listing fees to the Stock Exchange for the year 2019-20.

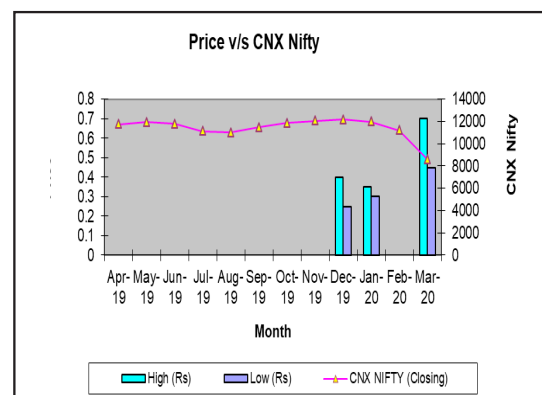
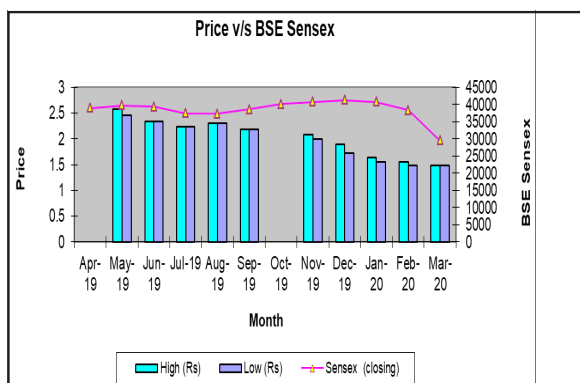


### 8.5. Stock Market Data and their Performance v/s S&P BSE Sensex and CNX Nifty

The high/low of the market price of the shares of the Company and the performance thereof with the BSE Sensex and CNX Nifty are given in the charts below:

Month	BSE			NSE		
	High (Rs)	Low (Rs)	Sensex (Closing)	High (Rs)	Low (Rs)	CNX Nifty (Closing)
Apr-19	0	0	39031.55	0	0	11748.15
May-19	2.58	2.46	39714.2	0	0	11922.8
Jun-19	2.34	2.34	39394.64	0	0	11788.85
Jul-19	2.23	2.23	37481.12	0	0	11118
Aug-19	2.3	2.3	37332.79	0	0	11023.25
Sep-19	2.19	2.19	38667.33	0	0	11474.45
Oct-19	0	0	40129.05	0	0	11877.45
Nov-19	2.09	1.99	40793.81	0	0	12056.05
Dec-19	1.9	1.72	41253.74	0.4	0.25	12168.45
Jan-20	1.64	1.56	40723.49	0.35	0.3	11962.1
Feb-20	1.56	1.49	38297.29	0	0	11201.75
Mar-20	1.49	1.49	29468.49	0.7	0.45	8597.75

Sources: BSE and NSE websites



### 8.6. Distribution of shareholding as on 31<sup>st</sup> March 2020

Slab of Shareholding	No of Shareholders	% of Shareholders	Amount (Rs.)	% of Shares held
1 to 5000	17273	98.24	3917873	10.78
5001 to 10000	147	0.84	1069630	2.94
10001 to 20000	95	0.54	1322163	3.64
20001 to 30000	22	0.13	563831	1.55
30001 to 40000	10	0.06	355366	0.98
40001 to 50000	10	0.06	475661	1.31
50001 to 100000	12	0.07	799631	2.20
100001 & Above	13	0.07	27828194	76.59
<b>TOTAL</b>	<b>17582</b>	<b>100</b>	<b>36332349</b>	<b>100</b>

**8.7. Shareholding Pattern as on 31<sup>st</sup> March, 2020:**

Category	No. of Shares held	% of Shares held
<b>Promoters Holding [A]</b>		
Indian promoters	2,15,78,663	59.39
Foreign promoters	0.00	0.00
Persons acting in concert	0.00	0.00
<b>Sub-total A</b>	<b>2,15,78,663</b>	<b>59.39</b>
<b>Public Holding [B]</b>		
<b>Institutional Investors B1</b>		
Mutual Funds	2583	0.01
Financial Institutions/ Banks	32,687	0.09
Foreign Portfolio Investors	1135	0.00
Insurance Companies	19,38,286	5.33
<b>Sub-total B1</b>	<b>19,74,691</b>	<b>5.44</b>
<b>Non-Institutional Investors B2</b>		
Retail Individuals	92,20,156	25.38
Bodies Corporate	11,98,228	3.30
Clearing Members	28,155	0.08
Non Resident Indians (NRI)	2,95,218	0.81
Overseas Corporate Bodies	39,331	0.11
LLP	77	0.00
HUF	4,85,578	1.34
Trust	258	0.00
<b>Sub-total B2</b>	<b>1,12,67,001</b>	<b>31.01</b>
<b>Non-Promoter Non-Public Holding [C]</b>	<b>15,11,994</b>	<b>4.16</b>
<b>Grand total (A+B+C)</b>	<b>3,63,32,349</b>	<b>100.00</b>

**8.8. Share Transfer Agent**

Freedom Registry Limited, Share Transfer Agent of the Company has been appointed as one point agency for dealing with shareholders. Shareholders' correspondence should be addressed to the Company's Share Transfer Agent at the address mentioned below:

**Registered Office:**

Freedom Registry Limited  
 Plot No. 101/102, 19<sup>th</sup> Street, MIDC Area  
 Satpur, Nashik 422 007  
 Tel (0253) - 2354 032 Fax (0253) 2351 126  
 E-mail : [support@freedomregistry.in](mailto:support@freedomregistry.in)  
 Website: [www.freedomregistry.in](http://www.freedomregistry.in)

**Mumbai Liaisoning Office:**

Freedom Registry Limited  
 104, Bayside Mall 35, C. M. M. Malviya Marg Tardeo  
 Road, Haji Ali Mumbai 400 034.  
 Tel : (022) - 2352 5589 / 6743 2799

## 8.9. Share Transfers System

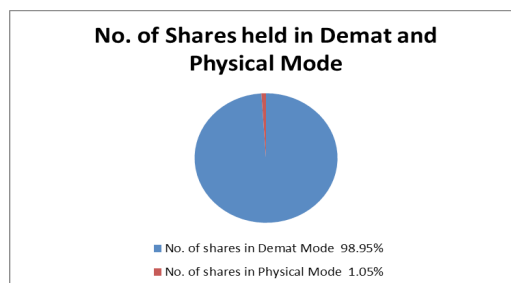
The Board has delegated the authority for approving transfer, transmission, etc. of the Company's equity shares to a Share Transfer Committee comprising of Mr. Shardul Doshi, Mr. R. K. Rewari and Ms. Juthika Palav.

For administrative convenience and to facilitate speedy approvals, authority has also been delegated to Senior Executives of the Company to approve share transfers upto specified limits.

A summary of the transfers/ transmissions as approved by the Share Transfer Committee or the authorized Executives, as the case may be, are placed at subsequent meeting of the Board of Directors of the Company.

The Certificate of Compliance obtained from the Company Secretary in practice as required under Regulation 40(9) of the Listing Regulations, confirms the compliance with the share transfer formalities within the timelines prescribed.

The Company conducts a Reconciliation of Share Capital Audit on a quarterly basis in accordance with Securities and Exchange Board of India (SEBI) requirements. M/s. Dhrumil M. Shah & Co., Practicing Company Secretary appointed by the Company to conduct this audit. Reconciliation of Share Capital Audit Reports of M/s. Dhrumil M. Shah & Co., which have been submitted to the Stock Exchanges within the stipulated period, inter alia confirms that the equity shares of the Company held in dematerialized form and in physical form tally with the issued and paid-up equity share capital of the Company.



## 8.10. Dematerialization of shares and liquidity

As on 31<sup>st</sup> March, 2020, 3,59,51,249 Equity Shares representing 98.95% of the Company's paid-up Equity Share Capital have been dematerialized. Trading in Equity Shares of the Company on Stock Exchanges is permitted only in dematerialized form as per notification issued by SEBI. Shareholders seeking demat/ remat of their shares need to approach their Depository Participants (DP) with whom they maintain a demat account. The DP will generate an electronic request and will send the physical share certificates to the Share Transfer Agent of the Company. Upon receipt of the request and share certificates, the Share Transfer Agent will verify the same. Upon verification, the Share Transfer Agent will request National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) to confirm the demat request. The demat account of the respective shareholder will be credited with equivalent number of shares. In case of rejection of the request, the same shall be communicated to the shareholder.

In respect of remat, upon receipt of the request from the shareholder, the DP generates a request and verification of the same is done by the Share Transfer Agent. The Share Transfer Agent then requests NSDL and CDSL to confirm the same. Approval of the Company is sought and equivalent numbers of shares are issued in physical form to the shareholder. The share certificates are dispatched within one month from the date of issue of shares.

SEBI amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, by virtue of which any transfer of Securities of a listed entity, shall be carried out only in Demat form with effect from 1<sup>st</sup> April, 2019. The members, who are holding the shares in physical form, are advised to dematerialize the shares for smooth transfer.

8.11. There are no outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments issued by the Company.

8.12. **Commodity Price Risk, Foreign Exchange Risk and Hedging activities** - Not applicable

8.13. **Investor Correspondence**

Shareholders can contact to the Compliance officer of the Company for Secretarial matters of the Company at [corporatesecretarial@integragarments.com](mailto:corporatesecretarial@integragarments.com).

8.14. **Credit Ratings** - Not applicable

9. **Disclosures**

9.1. **Details of utilization of funds raised through preferential allotment or qualified institutions placement**

The Company did not raise any funds through preferential allotment or qualified institutions placement during the Financial Year 2019-20.

9.2. **Total fees paid to statutory auditor for all services rendered on consolidated basis by listed entity and its subsidiaries**

Total fees paid to M/s. C. S. Chaubey & Co., Statutory Auditors of the Company are as follows:

Sr. No.	Particulars	Fees (Rs.)
1.	Statutory Audit	Rs. 25,000/-
2.	LR Report	Rs. 20,000/-
	<b>Total</b>	<b>Rs. 45,000/-</b>

9.3. **Disclosure in relation to Sexual Harassment of Women at workplace**

The details as required under this heading are furnished in the Directors' Report.

9.4. There were no instances where the recommendations made by any of the Statutory Committees were not accepted by the Board.

9.5. **Materially significant related party transactions**

The Company has not entered into any related party transactions during the year under review. As per Regulation 23 of Listing Regulations, the Company has formulated a policy on Related Party Transactions and it is uploaded on the website of the Company at [www.integragarments.com](http://www.integragarments.com).

9.6. **Details of non - compliance, penalties, strictures imposed by the Stock Exchanges or SEBI during last 3 years**

There were no any instances of non-compliance by the Company nor have any penalties, strictures been imposed by the Securities and Exchange Board of India or any other statutory authority during the last three years on any matter related to the capital markets

9.7. **Vigil mechanism/ whistle blower policy**

The Company has established a vigil mechanism for Directors and Employees to report their genuine concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct. The mechanism provides for adequate safeguards against victimization of Director(s) and Employee(s) who avail of the mechanism. In all cases, Directors and Employees have direct access to the Compliant Committee set up for this purpose and in exceptional circumstances, Chairman of the Audit Committee. Further no personnel have been denied access to the Chairman of the Audit Committee.

The Whistle Blower Policy is available on Company's website at [www.integragarments.com](http://www.integragarments.com)

9.8. **Disclosure of Compliance of Corporate Governance**

The Company has complied with all the requirements of the Listing Regulations including the corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulations (2) of Regulation 46.

#### 9.9. Details of compliance with mandatory requirements & adoption of non mandatory requirements

The Company has complied with all the mandatory requirements as applicable to the Company and following non-mandatory requirements as specified in Part E of Schedule II of the Listing Regulations:

- i) The company has separate persons as its Chairperson and the Managing Director.
- ii) The Company follows the regime of financial statements with unmodified audit opinion.
- iii) The internal auditors of the Company report directly to the Audit Committee.

#### 9.10. Subsidiary Company

The Company does not have any subsidiary company. However, a policy on material subsidiaries has been formulated by the Company and posted on the website of the Company at [www.integragarments.com](http://www.integragarments.com)

#### 9.11. Certificate on non-disqualification of Directors

Certificate from M/s. Dhrumil M. Shah & Co., 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 SEBI/ Ministry of Corporate Affairs or any other statutory authority, is annexed to this Report.

#### 9.12. Unclaimed/ Unpaid Dividend

The Company has not declared any dividend in past years, therefore, the provisions related to transfer of shares to IEPF Authority are not applicable to the Company.

#### 9.13. Investor Helpdesk

Share transmission, dividend payments and all other investor related activities are attended to and processed at the office of the Share Transfer Agent, Freedom Registry Limited. For lodgment of transmission deeds and other documents or for any grievance/ complaints, shareholders/ investors may contact Share Transfer Agent, Freedom Registry Limited at the address mentioned above. Any queries relating to share transfers, dividend payments, annual report, etc. may also be emailed at [corporatesecretarial@integragarments.com](mailto:corporatesecretarial@integragarments.com).

#### 10. Details of Shares in Suspense Account

Sr.	Particulars	Status
1	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year as on 1 <sup>st</sup> April, 2019	Nil
2	Number of shareholders who approached issuer for transfer of shares from suspense account during the year 2019-2020	Nil
3	Number of shareholders to whom shares were transferred from suspense account during the year 2019-2020	Nil
4	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year 31 <sup>st</sup> March, 2020	Nil

## 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 of  
**INTEGRA GARMENTS AND TEXTILES LIMITED**  
Plot No. G2, M.I.D.C. Industrial Estate,  
Post Salai dhaba, Butibori, Nagpur, Maharashtra-441122

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Integra Garments and Textiles Limited** having CIN **L18109MH2007PLC172888** and having registered office at Plot No. G2, M.I.D.C. Industrial Estate, Post Salai Dhaba, Butibori, Nagpur, Maharashtra - 441122, India (hereinafter referred to as 'the Company'), produced before me 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 my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **31<sup>st</sup> March, 2020** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Names of Director	DIN	Date of appointment
1	Harshvardhan Ashok Piramal	00044972	28/12/2011
2	Rajendar Kumar Rewari	00619240	20/01/2012
3	Shardul Arvind Doshi	02486626	10/02/2014
4	Juthika Jairam Palav	08331910	07/02/2019
5	Kalyani Kripashankar Shukla	02039079	21/03/2020
6	Sameer Dasharath Shelke	08720443	21/03/2020

Ensuring the eligibility 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 Dhrumil M Shah & Co.**  
UDIN: F008021B000388390

**Place: Mumbai**  
**Date: 25/06/2020**

**Sd/-**  
**Dhrumil M Shah**  
**Practising Company Secretary**  
**CP 8978 & FCS 8021**  
**PR 400/2016**

## **CERTIFICATE ON CORPORATE GOVERNANCE**

### **Compliance Certificate from Practising Company Secretary regarding Compliance of Conditions of Corporate Governance**

To,  
The Members of,  
INTEGRA GARMENTS AND TEXTILES LIMITED

I have examined all the relevant records of Integra Garments and Textiles Limited ('the Company') for the purpose of certifying compliance with the conditions of Corporate Governance under Chapter IV to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the year ended 31<sup>st</sup> March, 2020.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. This certificate is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the said Listing Regulations.

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

**For Dhrumil M Shah & Co.**  
UDIN: F008021B000379150

**Place: Mumbai**  
**Date: 25/06/2020**

**Sd/-**  
**Dhrumil M Shah**  
**Practising Company Secretary**  
**CP 8978 & FCS 8021**  
**PR 400/2016**

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### **Declaration regarding Compliance by Board Members and Senior Management Personnel with the Company's Code of Conduct.**

To,  
The Members of Integra Garments and Textiles limited

Declaration by the Managing Director under SEBI  
(Listing Obligations and Disclosure Requirement) Regulations, 2015

I, R.K. Rewari, Managing Director of Integra Garments and Textiles Limited, hereby declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management, for the year ended 31<sup>st</sup> March, 2020.

**Place: Mumbai**  
**Date: 25/06/2020**

**sd/-**  
**R. K. Rewari**  
**Managing Director**

To,

**The Board of Directors**

**Integra Garments and Textiles Limited**

**Sub:** Compliance Certificate under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015

We, the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Integra Garments and Textiles Limited ("the Company"), 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, 2020 and that to the best of our knowledge and belief:
  - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee that:
  - i) no significant changes in internal control over financial reporting during the year;
  - ii) no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii) no instances of significant fraud of which we have become aware and the involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-  
**R.K. Rewari**  
Managing Director

Sd/-  
**Jagdish Sharma**  
Chief Financial Officer

Place: Mumbai

Date: 25/06/2020



# MANAGEMENT DISCUSSION AND ANALYSIS

## CAVEAT

This section of the Annual Report has been included in adherence to the spirit enunciated in the Code of Corporate Governance approved by the Securities and Exchange Board of India. Shareholders and Readers are cautioned that in the case of data and information external to the Company, though the same are based on sources believed to be reliable, no representation is made on its accuracy or comprehensiveness. Further, utmost care has been taken to ensure that the opinion expressed therein contain its perceptions on most of the important trends having a material impact on the Company's operations.

The opinions expressed by the management may contain certain forward-looking statements in the current scenario, which is extremely dynamic and increasingly fraught with risk and uncertainties. The Company undertakes no obligation to publicly update or revise any of the opinions or forward-looking statements expressed in this report, consequent to new information, future events, or otherwise. Estimation and expectation made in the Report may differ from actual performance due to various Economic conditions, Government Policies and other related factors.

## INDUSTRY OVERVIEW

The Garment Industry of India is a Rs. -one trillion industry. Almost 33 % of its knitwear production and about 20% of its woven-garment production, both by volume, enters export markets. Overall about 25 % of the volume of its garment production goes into export markets, leaving 75 % for domestic consumption. Organized sector of the garment industry is roughly 20% of the total industry, concentrating chiefly on exports. These are usually limited Companies while the rest are proprietary or partnership Companies. Geographically, men's garments are largely produced in western and southern India while production of ladies garments predominates in North India. Eastern section of India specializes in children garments. Fibre-wise, 80% of the production is of cotton garments, 15% of synthetic/mixed garments and the rest of silk and wool garments. The industry manufactures over a 100 different types of garments for men, women and children. These includes overcoats/raincoats, suits, ensembles, jackets, dresses, skirts, trousers, shirts, blouses, inner-garments, T-shirts, jerseys/pullovers, babies garments as well as accessories like shawls/scarves, handkerchiefs, gloves and parts of garments. Fabric constitutes 65 to 70% of the cost of production with labour making up a further 15% and the rest go for overheads and manufacturer's profit.

Export of garments and accessories from India are routed to all corners of the world. However, the USA, EU and Canada together account for 70% of world exports. Markets in Asia, Africa, East Europe, Australia, New Zealand and countries in the Pacific Ocean account for the rest. A number of supplying countries from Asia have come into existence, notably, Bangladesh, Vietnam, Srilanka, Cambodia resulting in cut-throat competition in the supply of popular varieties helping to bring down prices. India has had to adopt innovative practices by upgrading the quality of product in order to sustain (leave alone increase) her market share in the world community. In recent years, the downslide in US economy has had a restraining effect on garment exports from India, but the industry is now coming to terms with the development. As a labour-oriented industry, the activity in production and marketing has now shifted to Asia with India and China being leading suppliers as well as markets for garments.

Uncertainty is perhaps the biggest challenge the Apparel Industry is facing since 2012. The economic situation in Europe & the US swings in commodity prices, labour shortages, raising costs will add-up to worrying year.

The success and failure of this industry is people. The entire system works on people, their skills or lack thereof. We must have the right people designing the products, right people sourcing the material, right people must be working in the factories. Retail industry in India is expected to rise 25% yearly being driven by strong income growth, changing life styles and favourable demographic patterns. Shopping in India has witnessed a revolution with the changing consumer buying behavior and the entire format of shopping is also being altered. The garment industry in India faces a stiff competition from countries such as Bangladesh, Vietnam and China.

There is a pressure to produce at lower cost in an already prevailing cut throat competition plus the industry need additional 2 million low cost people.

Today, the biggest concern is to keep the factory running at all costs, in hope of better business tomorrow or to work and ensure that the bottom lines are not affected. To be able to get and sustain business round the year at target profitability is a marketing challenge. Sustained focus on lower fixed costs is continuous challenge for manufacturing, which puts reverse pressure during peak months. The strategy is a mix then - to have a basket of customers which gives desired profitability business in the lean production months and also plan business, if required, at lower contributions / prices for sustained capacity utilization, so that fixed costs are taken care-off and overall profitability is less affected.

**BUSINESS REVIEW**

Due to continuous huge losses coupled with poor business prospects, the company has discontinued operations.

**BUSINESS STRATEGY**

Company is exploring options to revive business.

**FINANCIAL REVIEW**

(Amount in Rs.)

Particulars	Year ended 31 <sup>st</sup> March, 2020	Year ended 31 <sup>st</sup> March, 2019
Total Income	15,28,000	23,528
(Loss) after Tax	(13,39,64,230)	(2,32,65,509)

**RISK (INTERNAL AND EXTERNAL) AND THREATS ENVISAGED BY THE MANAGEMENT**

The Cotton Textile Industry is dependent on the vagaries of nature. Availability of the required quality and quantity of cotton is critical for business and any damage or fall in crop production can adversely impact the price of cotton, which can impact business performance and profitability.

- Cheaper imports of fabric can also impact pricing power and adversely affect business performance in the domestic market.
- Currency fluctuations can also impact profitability.
- Economic Scenario - Any economic downturn / recession etc. would reduce consumer spending, thus dampening sales.
- Increased Competition - As the Quota system was abolished, global trade of textiles is now free, leading to severe competition. Price undercutting would result in shrinking operating margins.

**INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY**

The Company has proper and adequate systems of Internal Control to ensure that all the assets are safeguarded from loss, damage or disposition. Checks & balances are in place to ensure that transactions are adequately authorised and recorded and that they are reported correctly. The Board of Directors considers internal controls as adequate.

**KEY FINANCIAL RATIOS**

Sr. No.	Ratios	2019-20	2018-19	Explanation for significant change
1	Debtor Turnover Ratio (times)	-	-	Not applicable as the turnover of the Company is nil
2	Inventory Turnover Ratio (times)	-	-	Not applicable as the turnover of the Company is nil
3	Current Ratio (times)	0.01	0.02	Current Ratio is affected due to reduction of other Current liabilities
4	Debt Equity Ratio (times)	-	-	Not applicable as the net worth is negative.
5	Interest Coverage Ratio (times)	(0.69)	(1.66)	Interest Coverage Ratio has improved during the year due to improvement in EBDIT
6	Operating Profit Margin (%)	-	-	Not applicable as the turnover of the Company is nil
7	Net Profit Margin (%)	-	-	Not applicable as the turnover of the Company is nil
8	Return on Net Worth (%)	(45.27)	(14.37)	Return on Net Worth is adversely affected due to loss.

# INDEPENDENT AUDITORS' REPORT

To The Members of  
**Integra Garments and Textiles Limited**  
Report on the audit of the financial statements

## Opinion

We have audited the accompanying financial statements of **Integra Garments and Textiles Limited** ("the Company"), which comprise the balance sheet as at March 31, 2020, and the Statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the **Companies Act, 2013** ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its Losses and 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 Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

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

## Key audit matters

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

- a. We draw attention to the fact that the company has suffered losses of Rs. 13,39,64,230/- during the current financial year and company's net-worth had been eroded to Rs. (29,59,08,858/-).
- b. Note No. 28 to the financial statements states that "The Company has brands which were acquired in earlier years. The Company has reassessed carrying value of its brands considering the current COVID scenario and remote possibility of revival of business operation. Based on future estimation by the Management, the Company has made impairment loss of Rs.1782 lacs as presently there is no use of these brands and not expecting any cash flow realisation from these brands. The same has been considering as exceptional loss. Further, based on Company's request to its lender, unsecured loan of Rs.639 lacs have been waived off considering significant reduction in operations and further impact in market condition due to COVID-19 pandemic. The same has been considered as exceptional gain. Net of above Rs.1143 lacs considered as exceptional item."
- c. There was no business operation during the financial year under consideration.

The above factors cast a significant uncertainty on the Company's ability to continue as a going concern. Pending the resolution of the above uncertainties, the Company has prepared the aforesaid statement on a going concern basis.

## Information other than the financial statements and auditors' 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 Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

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

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

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

#### **Management's responsibility for the financial statements**

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

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

The board of directors is also responsible for overseeing the Company's financial reporting process.

#### **Auditor's responsibilities for the audit of the financial statements**

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

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

- a) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on other legal and regulatory requirements**

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The balance sheet, the statement of profit and loss, and the cash flow statement dealt with by this report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the **Companies (Accounts) Rules, 2014**;
- (e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2020 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
  - a. There is no pending litigations in the Company, so there will not be any impact of pending litigation on its financial position in its financial statements;
  - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
  - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

For C. S. CHAUBEY & CO.  
*Chartered Accountants*  
FRN: 138267W  
(CHANDRASHEKHAR CHAUBEY)  
*Proprietor*  
Membership No. 151363

Mumbai: 25th June, 2020  
UDIN: 20151363AAAADW6903

## **Annexure 'A'**

### **To the Independent Auditor's Report**

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of **INTEGRA GARMENTS AND TEXTILES LIMITED** on the standalone Ind AS financial statements for the year ended 31<sup>st</sup> March, 2020]

- (i) a. The Company does not have any tangible fixed assets so there is no question of maintaining quantity details showing full particulars.
- b. The Company does not have any tangible fixed assets so there is no need for physical verification by the management at reasonable interval.
- (ii) a. As there no operations in the Company during the current financial year where as some old stock of goods were lying with company which was physically verified by the company at regular interval of time
- b. There is no material discrepancies have been noticed during our verification.
- (iii) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained u/s 189 of the companies Act-2013 during the financial year under consideration.
- (iv) There are no such transactions for loans, investments, guarantees, and security which attract provisions of section 185 and 186 of the Companies Act, 2013 during the financial year under consideration.
- (v) The company has not accepted any Deposits during the current financial year.
- (vi) The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013.
- (vii) (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it.
- (b) There is no dispute with the revenue authorities regarding any duty or tax payable.
- (viii) Based on our audit procedures and as per the information and explanations given by the management, company has not defaulted in repayment of loans or borrowing to a financial institution, bank, government or dues to debenture holders
- (ix) Fund raised by way of term loans were applied for the purposes for which those are raised.
- (x) Based on our audit procedures and the information and explanation made available to us no such fraud noticed or reported during the year.
- (xi) Managerial remuneration has not been paid or provided during the financial year under consideration.
- (xii) As per information and records available with us the company is not Nidhi Company.
- (xiii) Yes, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- (xiv) As per our verification & explanation given to us company has not made any preferential allotment/ private placement of shares or fully or partly convertible debenture during the current financial year.
- (xv) The company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act.

For C. S. CHAUBEY & CO  
Chartered Accountants  
FRN: 138267W  
(CHANDRASHEKHAR CHAUBEY  
Proprietor  
Membership No. 151363

Mumbai: 25th June, 2020  
UDIN: 20151363AAAADW6903

## **Annexure “B” to the Independent Auditor’s Report**

(Referred to in paragraph 2 (f) under ‘Report on other legal and regulatory requirements’ section of our report to the Members of **Integra Garments And Textiles Limited** on the financial statements for the year ended 31st March, 2020.

### **Report on the internal financial controls over financial reporting 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 **Integra Garments And Textiles Limited** (“the Company”) as at March 31, 2020, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management’s responsibility for internal financial controls**

The board of directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, 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 internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls 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 judgement, including the assessment of the risks of material misstatement in 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 control 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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 (iii) 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.

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

**Opinion**

In our opinion and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For C. S. CHAUBEY & CO  
*Chartered Accountants*  
FRN: 138267W  
(CHANDRASHEKHAR CHAUBEY)  
*Proprietor*  
Membership No. 151363

Mumbai: 25th June, 2020  
UDIN: 20151363AAAADW6903

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2020**

Particulars	Note No.	[Amount in ₹]	
		As at 31st March-2020	As at 31st March-2019
<b>I ASSETS</b>			
<b>1. Non current Assets</b>			
a) Property, Plant & Equipment	2	-	-
b) Other Intangible Assets	2	18,00,000	19,50,00,000
c) Other Non Current Assets	3	9,429	9,429
<b>2. Current Assets</b>			
a) Inventories	4	1,30,000	1,45,000
b) Financial Assets			
i) Trade Receivables	5	9,77,990	9,77,990
ii) Cash & Cash Equivalents	6	61,574	62,803
ii) Bank Balances other than (ii) above	7	5,35,161	5,52,807
c) Other Current Assets	8	-	-
<b>Total Assets</b>		<b>35,14,154</b>	<b>19,67,48,029</b>
<b>II EQUITY AND LIABILITIES</b>			
<b>1. EQUITY</b>			
a) Equity Share capital	9	10,89,97,047	10,89,97,047
b) Other Equity	10	(40,49,05,905)	(27,09,41,675)
		<b>(29,59,08,858)</b>	<b>(16,19,44,628)</b>
<b>2. Non Current Liabilities</b>			
Financial Liabilities			
Long term Borrowings	11	2,50,000	28,47,50,000
<b>3. Current Liabilities</b>			
a) Financial Liabilities			
i) Short Term Borrowings	12	28,45,00,000	6,10,32,804
ii) Trade Payables	13		
Dues to Micro, Small & Medium Enterprises		-	-
Others		2,12,823	2,12,823
iii) Other Financial Liabilities	14	1,37,06,007	1,09,44,993
b) Other Current liabilities	15	7,54,182	17,52,037
<b>Total Equity &amp; Liabilities</b>		<b>35,14,154</b>	<b>19,67,48,029</b>
Accounting Policies	1		
Notes are an Integral part of the financial statements			

As per our report of even date  
For C S Chaubey & Co  
Chartered Accountants  
FRN No.138267W

Chandrashekhar Chaubey  
Proprietor  
M.No.151363

Place : Mumbai , 25th June, 2020

For and on behalf of Board of Directors

R.K. Rewari                      Managing Director  
(DIN - 00619240)  
Shardul A.Doshi                Director  
(DIN - 02486626)  
Jagdish G Sharma                Chief Financial Officer

Samruddhi Varadkar          Company Secretary

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020

		[Amount in ₹]	
Particulars	Note No.	For the year ended 31st-Mar-2020	For the year ended 31st-Mar-2019
1	Revenue from operations	16	-
2	Other Income	17	15,28,000
	<b>Total Income</b>	<b>15,28,000</b>	<b>23,528</b>
3	Expenditures		
	a) Material Consumed	18	-
	b) (Increase) / Decrease in WIP & Finished Goods	19	-
	c) Employees benefit expenses	20	-
	d) Finance Cost	21	27,82,823
	e) Depreciation	2	1,50,00,000
	f) Other Expenses	22	34,53,211
	<b>Total Expenditure</b>	<b>2,12,36,034</b>	<b>2,32,89,037</b>
4	(Loss) Before Tax and Exceptional Items	(1,97,08,034)	(2,32,65,509)
5	Exceptional Items	28	11,42,56,196
6	(Loss) Before Tax	(13,39,64,230)	(2,32,65,509)
	Tax Expense	-	-
7	(Loss) For the year	(13,39,64,230)	(2,32,65,509)
	Other Comprehensive Income (Net of Tax)	-	-
8	<b>Total Comprehensive Income for the year</b>	<b>(13,39,64,230)</b>	<b>(2,32,65,509)</b>
	Earning Per Equity Share	29	(3.69)
	Significant Accounting Policies	1	(0.64)
	Notes forming part of the financial statements		

As per our report of even date  
For C S Chaubey & Co  
Chartered Accountants  
FRN No.138267W

Chandrashekhar Chaubey  
Proprietor  
M.No.151363

Place : Mumbai , 25th June, 2020

For and on behalf of Board of Directors

R.K. Rewari  
(DIN - 00619240)      Managing Director

Shardul A.Doshi  
(DIN - 02486626)      Director

Jagdish G Sharma      Chief Financial Officer

Samruddhi Varadkar      Company Secretary

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2020**

(a) Equity Share Capital (Refer Note no.9)

Particulars	[Amount in ₹]	
	For the year ended 31st-Mar-2020	For the year ended 31st-Mar-2019
Balance at the beginning of the reporting year	10,89,97,047	10,89,97,047
Changes in equity share capital during the year	-	-
Balance at the end of the reporting year	10,89,97,047	10,89,97,047

(b) Other Equity (Refer Note no.10)

Particulars	[Amount in ` ]		
	General Reserve	Profit & Loss	Total
Balance as at 1st April, 2018	1,51,24,956	(26,28,01,122)	(24,76,76,166)
(Loss) for the year	-	(2,32,65,509)	(2,32,65,509)
Balance as at 31st March, 2019	1,51,24,956	(28,60,66,631)	(27,09,41,675)
(Loss) for the year	-	(13,39,64,230)	(13,39,64,230)
Balance as at 31st March, 2020	1,51,24,956	(42,00,30,861)	(40,49,05,905)

As per our report of even date  
For C S Chaubey & Co  
Chartered Accountants  
FRN No.138267W

Chandrashekhar Chaubey  
Proprietor  
M.No.151363

Place : Mumbai , 25th June, 2020

For and on behalf of Board of Directors

R.K. Rewari                      Managing Director  
(DIN - 00619240)  
  
Shardul A.Doshi                Director  
(DIN - 02486626)  
  
Jagdish G Sharma              Chief Financial Officer  
  
Samruddhi Varadkar          Company Secretary

## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

### Company Overview

Integra Garments and Textiles Limited ("the Company") is a public limited company, incorporated and domiciled in India which mainly deals in manufacture of Garments. The registered office of the Company is located at Plot G2, M.I.D.C. Industrial Estate, Post Salai Dhaba, Butibori, Nagpur - 441122. The Company is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

The standalone financial statements for the year ended 31<sup>st</sup> March, 2020 were approved by the Board of Directors and authorised for issue on 25<sup>th</sup> June, 2020.

### Note 1: Significant Accounting Policies

#### (a) Basis of Preparation of Financial Statements

##### (i) Statement of Compliance with Indian Accounting Standards (Ind AS)

These financial statements comply, in all material respects, with Ind AS notified under section 133 of the Companies Act, 2013 ("the Act"), Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Act.

##### (ii) Historical Cost Convention

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

- a) Certain financial assets and liabilities that are measured at fair value
- b) Derivative financial instruments

##### (iii) Functional and Presentation Currency

These financial statements are presented in Indian Rupees, which is also the functional currency of the Company.

##### (iv) Current and Non-current Classification

All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle (Twelve months) and other criteria set out in Schedule III to the Act.

#### (b) Property, Plant and Equipment (PPE) and Depreciation

All items of PPE are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost includes its purchase price including non-refundable taxes and duties, directly attributable costs of bringing the asset to its present location and condition and initial estimate of costs of dismantling and removing the item and restoring the site on which it is located.

Subsequent costs are included in the carrying amount of PPE or recognised as a separate PPE, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Machinery spares and servicing equipment are recognised as PPE when they meet the definition of PPE. Otherwise, such items are classified as inventory.

Capital work- in- progress includes cost of PPE under installation / under development as at the Balance Sheet date.

The Company depreciates its PPE over the useful life in the manner prescribed under Part C of Schedule II to the Act. Depreciation commences when the assets are ready for their intended use and is computed on pro-rata basis from the date of installation/ acquisition till the date of sale/ disposal. Management believes that useful life

## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

of assets are same as those prescribed in Schedule II to the Act, except for machinery spares wherein based on technical evaluation, useful life has been estimated to be different from that prescribed in Schedule II of the Act

Useful life considered for calculation of depreciation for machinery spares varies from 2 to 10 years.

Lease hold PPE are amortised over the period of lease or useful life, whichever is lower. Leasehold land (under Finance Lease) is amortised over the period of lease.

Gains and losses on disposals are determined by comparing net disposal proceeds with carrying amount. These are included in the Statement of Profit and Loss.

### (c) Intangible Assets and Amortisation

Intangible assets that are acquired by the Company, which have finite useful lives are measured at cost less amortisation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost includes its purchase price including non-refundable taxes and duties, directly attributable costs of bringing the asset to its present location and condition.

Intangible assets are amortised on straight line basis over the estimated useful life.

Gains and losses on disposals are determined by comparing net disposal proceeds with carrying amount. These are included in the Statement of Profit and Loss.

### (d) Leases

At inception of a contract, company shall assess whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### Where the Company is Lessee

At the Inception, lessee shall recognise and measure Right-of-use asset and lease liability at cost. Right to use assets shall comprise initial measurement of lease liability, any lease payments made at or before the commencement date, less any lease incentives received, any initial direct costs incurred by the lessee; and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Lease liability is the present value of the lease payments that are not paid. These lease payments shall be discounted using the interest rate implicit in the lease (if readily determined) otherwise should be discounted at lessee's incremental borrowing rate.

If the lease contract transfers ownership of the underlying asset, at the end of the lease term or if, the cost of the right-of-use asset reflects that the lessee will exercise a purchase option, then depreciate the right-of-use asset over the useful life of the underlying asset. Otherwise, depreciate the right-of-use asset till the end of the useful life of the right-of-use asset or the end of the lease term, whichever is earlier.

The lease term as the non-cancellable period of a lease, together with both: (a) periods covered by an option to extend the lease if the lessee is reasonably certain to exercise that option; and (b) periods covered by an option to terminate the lease if the lessee is reasonably certain not to exercise that option.

Subsequently, lessee shall measure the right-of-use asset applying a cost model.

#### Where the Company is Lessor

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight line basis over the term of the relevant lease

### (e) **Borrowing Cost**

Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowing.

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use. Other borrowing costs are expensed in the period in which they are incurred.

### (f) **Financial instruments**

#### (i) **Financial Assets**

##### **Initial Recognition and Measurement**

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

##### **Subsequent Measurement**

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income (FVTOCI) or fair value through profit or loss (FVTPL) on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset, as per Ind AS 109.

#### **a. Subsequent Measurement - Equity Instruments**

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

Investment in equity instruments of subsidiaries, joint ventures and associates are measured at cost.

#### **b. Subsequent Measurement - Debt Instruments**

A financial asset being debt instrument that meets the following 2 conditions is measured at amortised cost (net off any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

**Business Model Test:** the objective of the Company's model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes).

**Cash Flow Characteristics Test:** The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

A financial asset that meets the following 2 conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option.

**Business Model Test:** the financial asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets.

**Cash Flow Characteristics Test:** The contractual terms of the financial asset give rise on specified dates

## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

to cash flows that are solely payment of principal and interest on the principal amount outstanding.

Even if an instrument meets the two requirements to be measured at amortised cost or fair value through other comprehensive income, a financial asset is measured at fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency (sometimes referred to as an 'accounting mismatch') that would otherwise arise from measuring assets or liabilities or recognising the gains or losses on them on different basis.

All other debt instruments are measured at fair value through profit or loss.

### **Derecognition of Financial Assets**

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset, to another entity.

### **Impairment of Financial Assets**

Loss allowance for expected credit losses is recognised for financial assets measured at amortised cost and FVTOCI.

For financial assets other than trade receivables, whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit losses is recognised. Loss allowance equal to the lifetime expected credit losses is recognised if the credit risk on the financial instruments has significantly increased since initial recognition.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables, considering historical trend, industry practices and the business environment in which the Company operates or any other appropriate basis.

The impairment losses and reversals are recognised in Statement of Profit and Loss.

## (ii) **Equity and Financial Liabilities**

Debt and equity instruments issued by an entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

### a. **Equity Instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

### b. **Financial Liabilities**

#### **Initial Recognition and Measurement**

Financial liabilities are initially recognised at fair value plus any transaction costs that are attributable to the acquisition of the financial liabilities, except for the financial liabilities at FVTPL which are initially measured at fair value.

#### **Subsequent Measurement**

The financial liabilities are classified for subsequent measurement either at amortised cost or at fair value through Profit and Loss (FVTPL).

Amortised cost for financial liabilities represents amount at which financial liability is measured at initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount.



## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

### **Derecognition of Financial Liabilities**

A financial liability is removed from the Balance Sheet when the obligation is discharged, or is cancelled, or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

### **Offsetting of Financial Instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

### **(g) Fair Value Measurement**

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

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted prices in active markets for identical assets or liabilities
- Level 2 – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3 – Inputs for the asset or liability that are not based on observable market data.

### **(h) Inventories**

Inventories are stated at the lower of cost and net realisable value. Costs comprise direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. The cost formula used for determination of cost is 'Weighted Average Cost'.

Machinery spares, stand-by equipment and servicing equipment are recognised as inventory when the useful life is less than one year and the same are charged to the Statement of Profit and Loss as and when issued for consumption.

### **(i) Income Tax**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The Company's liability for current tax is calculated using the Indian tax rates and laws that have been enacted by the reporting date. The Company periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretations and provisions where appropriate.

**NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020**

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and current tax liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

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

**(j) Provisions and Contingencies****Provisions**

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

**Contingent Liabilities and Contingent Assets**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements unless the probability of outflow of resources is remote.

Contingent assets are not recognised in the financial statements. If the inflow of economic benefits is probable, then it is disclosed in the financial statements.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each Balance Sheet date.

**(k) Employee Benefits****(i) Short-term Obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

### (ii) **Post-employment Obligations**

The Company operates the following post-employment schemes:

- (a) Defined benefit plan (Gratuity), and
- (b) Defined contribution plans such as, provident fund.

#### **Defined Benefit Plan**

The liability or asset recognised in the Balance Sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated annually on the basis of actuarial valuation using the Projected Unit Credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The interest cost is calculated by applying the discount rate to the balance of the defined benefit obligation. This cost is included in employee benefits expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income.

#### **Defined Contribution Plans**

Defined Contribution Plans such as provident fund are charged to the Statement of Profit and Loss as an expense, when an employee renders the related services.

### (iii) **Other Long-term Employee Benefits**

The liabilities for compensated absences that are not expected to be settled wholly within 12 months are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the Projected Unit Credit method. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss.

The obligations are presented as current liabilities in the Balance Sheet if the entity does not have any unconditional right to defer settlement for at least 12 months after the end of the reporting period, regardless of when the actual settlement is expected to occur.

### (l) **Cash and Cash Equivalents**

For the purpose of presentation in the Statement of Cash Flows as well as the Balance Sheet, cash and cash equivalents include cash on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### (m) **Earnings per Share (EPS)**

Basic earnings per share are computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for the events for bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net off any attributable taxes) 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 conversion of all dilutive potential equity shares.

## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

(n) **Dividend Distribution to Equity Shareholders**

Dividend distributed to Equity shareholders is recognised as distribution to owners of capital in the Statement of Changes in Equity, in the period in which it is paid. Dividend proposed by the Board of Directors, subject to the approval of shareholders, is disclosed in the notes to financial statements.

(o) **Foreign Currency Transactions**

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

(p) **Revenue Recognition**

Effective from 01 April 2018, the Company has adopted Indian Accounting Standard 115 (Ind AS 115) - 'Revenue from contracts with customers'.

Revenue from contracts with customers is recognized on transfer of control of promised goods or services to the customer at amount that reflects the consideration to which the company is expected to be entitled to in exchange for those goods or services.

Revenue towards satisfaction of performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. This variable consideration is estimated based on expected value of outflow. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

Revenue from sale of products is recognized when the control on the goods have been transferred to the customer. The performance obligation in case of sale of products is satisfied at a point in time when material is shipped / delivered to the customer as may be specified in the contract.

**Interest Income**

Interest income is accrued on a time proportion basis, by reference to the principal outstanding and the applicable effective interest rate.

**Dividend Income**

Dividend income from investments is recognised when the shareholder's rights to receive payment have been established.

**Income from Services**

Income from services is recognised (net of taxes as applicable) as they are rendered, based on agreement/ arrangement with the concerned customers.

(q) **Significant Accounting Estimates, Judgements and Assumptions:**

The preparation of the Company's financial statements in conformity with Ind AS requires Management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances existing when the financial statements were prepared. The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognised in the year in which the estimates are revised and in any future year affected.

## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

In the process of applying the Company's accounting policies, Management has made the following judgements which have significant effect on the amounts recognised in the financial statements:

- i. Useful Lives of Property, Plant and Equipment:** Determination of the estimated useful life of tangible assets and the assessment as to which components of the cost may be capitalised. Useful life of tangible assets is based on the life specified in Schedule II of the Act and also as per Management estimate for certain category of assets. Assumption also needs to be made, when the Company assesses, whether an asset may be capitalised and which components of the cost of the assets may be capitalised.
- ii. Fair Value Measurement of Financial Instruments:** When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using appropriate valuation techniques. The inputs for these valuations are taken from observable sources where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of various inputs including liquidity risk, credit risk, volatility etc. Changes in assumptions/ judgements about these factors could affect the reported fair value of financial instruments.
- iii. Measurement of Defined Benefit Plan:** The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.
- iv. Impairment of Financial Assets:** Trade receivables are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when Management deems them not collectable. Impairment is made on the expected credit loss model, which is the present value of the cash shortfall over the expected life of the financial assets. The impairment provisions for financial assets are based on assumption about the risk of default and expected loss rates. Judgement in making these assumptions and selecting the inputs to the impairment calculation are based on past history, existing market condition as well as forward looking estimates at the end of each reporting period.
- v. Impairment of Non-financial Assets:** The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered as impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

- vi. Contingencies:** Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/ claim/ litigation against the Company as it is not possible to predict the outcome of pending matters with accuracy.

## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

**NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020**
**Note No. 2: Property, Plant & Equipment**

[Amount in ₹]

Particulars	Gross Block			Depreciation				Net Block		
	As at April 1, 2019	Additions during the year	Deletions during the year	As at 31st March, 2020	As at April 1, 2019	Additions during the year	Impairment	Deletions during the year	As at 31st March, 2020	As at 31st March, 2020
Intangible Assets										
Brands	24,00,00,000	-	-	24,00,00,000	4,50,00,000	1,50,00,000	17,82,00,000	-	23,82,00,000	18,00,00,000
	24,00,00,000	-	-	24,00,00,000	4,50,00,000	1,50,00,000	17,82,00,000	-	23,82,00,000	18,00,00,000

**Note No. 2: Property, Plant & Equipment (Previous Year ended 31st March, 2019)**

Particulars	Gross Block				Depreciation				Net Block	
	As at April 1, 2018	Additions during the year	Deletions during the year	As at 31st March, 2019	As at April 1, 2018	Additions during the year	Deletions during the year	As at 31st March, 2019	As at 31st March, 2019	As at 31st March, 2019
Intangible Assets										
Brands	24,00,00,000	-	-	24,00,00,000	3,00,00,000	1,50,00,000	-	4,50,00,000	19,50,00,000	19,50,00,000
	24,00,00,000	-	-	24,00,00,000	3,00,00,000	1,50,00,000	-	4,50,00,000	19,50,00,000	19,50,00,000

## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

		[Amount in ₹]	
Note No.	PARTICULARS	As at 31st Mar 2020	As at 31st Mar 2019
3	<b>Long Term loans &amp; advances</b>		
	Advance Tax	9,429	9,429
		<b>9,429</b>	<b>9,429</b>
4	<b>Inventories</b>		
	Raw material	1,30,000	1,45,000
	Finished Goods	-	-
		<b>1,30,000</b>	<b>1,45,000</b>
5	<b>Trade Receivables</b>		
	Trade receivables outstanding for a period exceeding six months from the date they were due for payment	9,77,990	9,77,990
		<b>9,77,990</b>	<b>9,77,990</b>
6	<b>Cash &amp; Cash Equivalents</b>		
	Cash in hand	-	-
	Balances with Banks	61,574	62,803
		<b>61,574</b>	<b>62,803</b>
7	<b>Bank Balances other than cash &amp; cash Equivalents</b>		
	Margin Money with Bank	5,35,161	5,52,807
		<b>5,35,161</b>	<b>5,52,807</b>
8	<b>Other Financial Assets</b>		
	Other Advances Recoverables	-	-
		-	-
9	<b>Share Capital</b>		
	<b>Authorised</b>		
	4,00,000,00 (Previous year 4,00,000,00 Equity Shares of Rs.3 Each	12,00,00,000	12,00,00,000
		<b>12,00,00,000</b>	<b>12,00,00,000</b>
	<b>Issued, Subscribed and Paid up</b>		
	3,63,32,349 (Previous year 3,63,32,349) Equity shares of Rs.3 Each, fully paid	10,89,97,047	10,89,97,047
		<b>10,89,97,047</b>	<b>10,89,97,047</b>

**NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020**

A	The Reconciliation of the number of shares outstanding is given below:	No of Shares	No of Shares
	Equity Shares		
	Equity Share Outstanding at the beginning of the Year	3,63,32,349	3,63,32,349
	Equity Shares outstanding at the end of the year	3,63,32,349	3,63,32,349
B	<b>Shareholders holding more than 5% shares of the Company</b>		
	<b>Equity Shareholder</b>		
	Ashok Piramal Group Textile Trust through its trustee, Mrs. Urvi A Piramal		
	Nos of Shares	2,14,74,112	2,14,74,112
	% age of holding	59.10	59.10

- C Terms / rights to Equity Shares**  
The Company has only one class of shares referred as equity shares having a par value of Rs.3/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts , in proportion to their shareholding.

		[Amount in ₹]	
Note No.	PARTICULARS	As at 31st Mar 2020	As at 31st Mar 2019
10	<b>Other Equity</b>		
	<b>a) General Reserve</b>		
	Opening Balance	1,51,24,956	1,51,24,956
		1,51,24,956	1,51,24,956
	<b>b) Profit &amp; Loss Account</b>		
	Opening balance	(28,60,66,631)	(26,28,01,122)
	(Loss) for the year	(13,39,64,230)	(2,32,65,509)
	Closing Balance	(42,00,30,861)	(28,60,66,631)
		(40,49,05,905)	(27,09,41,675)

**Nature and Purpose of Reserve**

**a) General Reserve**

General Reserve has been created on account of the Scheme of Amalgamation.

**b) Profit and loss account**

Profit and loss account are the losses which Company incurred till date.



**NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020**

Note No.	PARTICULARS	[Amount in ₹]	
		As at 31st Mar 2020	As at 31st Mar 2019
<b>11</b>	<b>Long Term Borrowings</b>		
	<b>Preference Shares</b>		
	1,00,000 (Previous year 1,00,000 ) 5% Redeemable cumulative Non convertible preference shares of ₹1 each	1,00,000	1,00,000
	1,50,000 (Previous year 1,50,000) 9% Redeemable cumulative Non convertible preference shares of ₹1 each	1,50,000	1,50,000
		<b>2,50,000</b>	<b>2,50,000</b>
	<b>Unsecured Loans</b>		
	Debentures	-	28,45,00,000
	(2845 Unsecured , non convertible Redeemable Debenture of ₹100000/- each are Redeemable with 2% premium on 1st July, 2018 has been further renewed for 24 months and now Redeemable on 1st July, 2020		
		-	28,45,00,000
		2,50,000	28,47,50,000
	<b>Details of Preference Shares</b>		
	<b>Authorised :</b>		
	5,00,000 (Previous year 5,00,000)		
	Redeemable Cumulative Non Convertible Preference Shares of ₹1 each		
	<b>Issued, subscribed and Paid-up:</b>		
	1,00,000 (Previous year 1,00,000) 5% Redeemable cumulative Non convertible preference shares of ₹1 each	1,00,000	1,00,000
	1,50,000 (Previous year 1,50,000) 9% Redeemable cumulative Non convertible preference shares of ₹1 each	1,50,000	1,50,000
		<b>2,50,000</b>	<b>2,50,000</b>
<b>A</b>	<b>The Reconciliation of the number of Preference shares outstanding is given below:</b>		
	<b>Preference Shares</b>		
	5% Preference Shares at the beginning of the year	1,00,000	1,00,000
	5% Preference Shares outstanding at the end of the year	1,00,000	1,00,000
	9% Preference Shares at the beginning of the year	1,50,000	1,50,000
	9% Preference Shares outstanding at the end of the year	1,50,000	1,50,000
<b>B</b>	<b>Shareholders holding more than 5% Preference shares of the Company</b>		
	Mrs. Urvi A Piramal		
	Nos of Shares	2,50,000	2,50,000
	% age of holding	100.00	100.00

**NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020**

Note No.	PARTICULARS	[Amount in ₹]	
		As at 31st Mar 2020	As at 31st Mar 2019
<b>C</b>	<b>Terms/ rights attached to Preference Shares</b>		
	--5% Redeemable Cumulative Non- Convertible Preference Shares of ₹ 1/- each, Redeemable at anytime before the expiry of 20 years from the date of allotment (i.e. 16th August, 2012) of the said preference shares at the option of the Company. The holders of the said Preference Shares shall not have any right to vote in any manner before the Company at any meeting except on resolutions placed before the Company at any meeting which directly affects their rights.		
	--9% Redeemable Cumulative Non- Convertible Preference Shares of ₹ 1/- each, Redeemable at anytime between 16th February, 2017 to 15th August, 2022 at the option of the Company. The holders of the said Preference Shares shall not have any right to vote in any manner before the Company at any meeting except on resolutions placed before the Company at any meeting which directly affects their rights.		
<b>12</b>	<b>Short Term Borrowings</b>		
	Unsecured Loans		
	Debentures	28,45,00,000	-
	(2845 Unsecured, non convertible Redeemable Debenture of ₹ 100000/- each are Redeemable with 2% premium on 1st July, 2018 has been further renewed for 24 months and now Redeemable on 1st July, 2020		
		28,45,00,000	-
	Bodies Corporate	-	6,10,32,804
		28,45,00,000	6,10,32,804
<b>13</b>	<b>Trade Payables</b>		
	Dues to Micro, Small & Medium Enterprises	-	-
	Others	2,12,823	2,12,823
		2,12,823	2,12,823
<b>14</b>	<b>Other Financial Liabilities</b>		
	Interest Accrued but not due	1,37,06,007	1,09,44,993
		1,37,06,007	1,09,44,993
<b>15</b>	<b>Other Current Liabilities</b>		
	Statutory Liability	4,553	8,121
	Security Deposit	-	15,28,000
	Other current liabilities	7,49,629	2,15,916
		7,54,182	17,52,037

**NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020**

		[Amount in ₹]	
Note No.	PARTICULARS	As at 31st Mar 2020	As at 31st Mar 2019
<b>16</b>	<b>Revenue from Operations</b>	-	-
		-	-
<b>17</b>	<b>Other Income</b>		
	Interest Income	-	23,528
	Balances written back	15,28,000	-
		<b>15,28,000</b>	<b>23,528</b>
<b>18</b>	<b>Material Consumed</b>		
	Material Consumed - Fabric		
	Opening Stock	1,45,000	2,90,000
	Less : Devaluation of Inventory	15,000	1,45,000
	Add: Purchase during the year	-	-
	Less: Closing Stock	1,30,000	1,45,000
	Material Consumed	-	-
<b>19</b>	<b>Increase Decrease in WIP &amp; FG</b>		
	Opening Stock		
	WIP	-	-
	Finished Goods	-	-
	Closing Stock		
	WIP	-	-
	Finished Goods	-	-
	(Increase) / Decrease in WIP & FG	-	-
	Net (Increase) / Decrease	-	-
<b>20</b>	<b>Employee Benefit Expenses</b>		
	Salaries and Wages	-	-
	Contribution to PF and other Funds	-	-
	Staff Welfare Expenses	-	-
		-	-

**NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020**

Note No.	PARTICULARS	[Amount in ₹]	
		As at 31st Mar 2020	As at 31st Mar 2019
<b>21</b>	<b>Finance Cost</b>		
	Interest Expenses		
	Interest on Term Loans	-	-
	Interest on Others	27,78,660	30,97,811
		27,78,660	30,97,811
	Bank Charges	4,163	5,016
		<b>27,82,823</b>	<b>31,02,827</b>
<b>22</b>	<b>Other Expenses</b>		
	Power & Fuel	8,300	8,620
	Rent Expenses	1,84,908	1,77,120
	Telephone Expenses	16,800	19,200
	Travelling & Conveyance	3,35,514	4,42,707
	Professional Charges	7,35,516	11,53,335
	Balances Written off	-	12,62,181
	Auditor's Remuneration	25,000	25,000
	Miscellaneous Expenses	21,47,173	20,98,047
		<b>34,53,211</b>	<b>51,86,210</b>

**23 Fair Value Measurement**

Accounting classification and fair values

As at 31st March, 2020

	Amount in ₹				
	FVTPL	FVTOCI	Amortised Cost	Total Carrying Amount	Fair Value
Current Financial Assets					
Trade Receivables	-	-	9,77,990	9,77,990	9,77,990
Cash and Cash equivalents	-	-	61,574	61,574	61,574
Other bank balances	-	-	5,35,161	5,35,161	5,35,161
	-	-	15,74,725	15,74,725	15,74,725
Non Current Financial Liabilities					
Borrowings	-	-	2,50,000	2,50,000	2,50,000
Current Financial Liabilities					
Borrowings	-	-	28,45,00,000	28,45,00,000	28,45,00,000
Trade Payables	-	-	2,12,823	2,12,823	2,12,823
Other Financial Liabilities	-	-	1,37,06,007	1,37,06,007	1,37,06,007
	-	-	29,86,68,830	29,86,68,830	29,86,68,830

## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

As at 31st March, 2019	Amount in ₹				
	FVTPL	FVTOCI	Amortised Cost	Total Carry- ing Amount	Fair Value
<b>Current Financial Assets</b>					
Trade Receivables	-	-	9,77,990	9,77,990	9,77,990
Cash and Cash equivalents	-	-	62,803	62,803	62,803
Other bank balances	-	-	5,52,807	5,52,807	5,52,807
	-	-	15,93,600	15,93,600	15,93,600
<b>Non Current Financial Liabilities</b>					
Borrowings			28,47,50,000	28,47,50,000	28,47,50,000
<b>Current Financial Liabilities</b>					
Borrowings			6,10,32,804	6,10,32,804	6,10,32,804
Trade Payables	-	-	2,12,823	2,12,823	2,12,823
Other Financial Liabilities			1,09,44,993	1,09,44,993	1,09,44,993
	-	-	35,69,40,620	35,69,40,620	35,69,40,620

### 24 Capital Management

Equity share capital and other equity are considered for the purpose of Company's capital management. The Company's objective for capital management is to manage its capital to safeguard all stakeholders. The funding requirements are met through loans.

### 25 Liquidity Risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company will continue to consider borrowing options to maximize liquidity and supplement cash requirements as necessary.

26 There are no Micro and Small Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at 31st March, 2020. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

27 The Company is engaged in Manufacturing of textiles Products which is considered as the only reportable business segment.

28 The Company has brands which were acquired in earlier years. The Company has reassessed carrying value of its brands considering the current COVID scenario and remote possibility of revival of business operation. Based on future estimation by the Management, the Company has made impairment loss of Rs.1782 lacs as presently there is no use of these brands and not expecting any cash flow realisation from these brands. The same has been considered as exceptional loss.  
Further, based on Company's request to its lender, unsecured loan of Rs.639 lacs have been waived off considering significant reduction in operations and further impact in market condition due to COVID-19 pandemic. The same has been considered as exceptional gain.  
Net of above Rs.1143 lacs considered as exceptional item.

**NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020**

29 Earning Per Share (Basic & Diluted)	For the year ended 31st-Mar-2020	For the year ended 31st-Mar-2019
a. (Loss) after Tax	(13,39,64,230)	(2,32,65,509)
b. Number of Shares (Weighted Average)	3,63,32,349	3,63,32,349
c. Earnings Per Share (Rs)	(3.69)	(0.64)

30 Mr. Tanmay Bhat resigned as the Company Secretary and Compliance officer of the Company w.e.f. 20th April, 2019 and Ms. Samruddhi Varadkar is appointed as the Company Secretary and Compliance Officer w.e.f. 27th May, 2019

31 Previous year figures have been regrouped / reclassified wherever necessary to conform to current year's classification.

As per our report of even date  
For C S Chaubey & Co  
Chartered Accountants  
FRN No.138267W

Chandrashekhar Chaubey  
Proprietor  
M.No.151363

Place : Mumbai , 25th June, 2020

For and on behalf of Board of Directors

R.K. Rewari                      Managing Director  
(DIN - 00619240)  
Shardul A.Doshi                Director  
(DIN - 02486626)  
Jagdish G Sharma              Chief Financial Officer

Samruddhi Varadkar      Company Secretary

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

Cash Flow Statement	[Amount in ₹]			
	31 <sup>ST</sup> MARCH, 2020		31 <sup>ST</sup> MARCH, 2019	
	Amount	Amount	Amount	Amount
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit :		(13,39,64,230)		(2,32,65,509)
Depreciation	1,50,00,000		1,50,00,000	
Interest Expenses	27,82,823		31,02,827	
Balances written back / written off	(15,28,000)		12,62,181	
Exceptional items	11,42,56,196		0	
Interest	17,646		(23,528)	
Devaluation in Inventory	15,000		1,45,000	
		13,05,43,665		1,94,86,480
<b>Operating Profit Before Working Capital Changes</b>		(34,20,565)		(37,79,029)
Adjustments for Changes in Working Capital				
(Increase)/ Decrease in Trade and Other Receivables	-		808	
(Increase) /Decrease in Inventories	-		-	
Increase/(Decrease) in Trade Payables & Others	5,41,278		38,371	
		5,41,278		39,179
<b>Cash From Operating Activities</b>		(28,79,287)		(37,39,850)
Less: Income Tax Paid		-		-
<b>Net Cash From Operating Activities</b>	(A)	(28,79,287)	(A)	(37,39,850)
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Interest Income	-		-	
Margin Money	-		-	
Investment	-		-	
<b>Net Cash Generated in Investing Activities</b>	(B)	-	(B)	-
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Proceeds from Long Term Borrowings	-		-	
Repayment of Long Term Borrowings	-		-	
Increase/ (Decrease) in Short term Borrowings	29,11,000		37,40,000	
Interest Paid	(32,942)		17,235	
<b>Net Cash Generated in Financing Activities</b>	(C)	28,78,058	(C)	37,57,235
Net Increase in Cash and Bank Balances (A)+(B)+(C)		(1,229)		17,385
Cash and Cash Balances at the beginning of the year		62,803		45,418
<b>Cash and Cash Balances at the end of the year</b>		<b>61,574</b>		<b>62,803</b>

As per our report of even date  
For C S Chaubey & Co  
Chartered Accountants  
FRN No.138267W

Chandrashekhar Chaubey  
Proprietor  
M.No.151363

Place : Mumbai , 25th June, 2020

For and on behalf of Board of Directors

R. K. Rewari  
(DIN - 00619240)      Managing Director

Shardul A.Doshi  
(DIN - 02486626)      Director

Jagdish G Sharma      Chief Financial Officer

Samruddhi Varadkar      Company Secretary

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