

SSML/SE/2019-2020

28<sup>th</sup> June, 2019

To,

<p>BSE Limited, Phiroze Jijibhoy Tower, Dalal Street, Mumbai – 400 001 <b>Scrip Code: 503811</b></p>	<p>National Stock Exchange of India Ltd. Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G Block, BKC, Bandra (East), Mumbai – 400 051 <b>Company Symbol: SIYSIL</b></p>
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**Re : Notice of 41<sup>st</sup> Annual General Meeting.**

Dear Sir,

Notice is hereby given that the 41<sup>st</sup> Annual General Meeting (AGM) of the Company will be held on Thursday, 25<sup>th</sup> July, 2019, at 11.00 am at Plot No. G-4/1(A), MIDC, Tarapur, Boisar, Dist. Palghar – 401 506, Maharashtra.

Notice is also hereby given that the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 9<sup>th</sup> July, 2019 to Friday, 12<sup>th</sup> July, 2019 (both days inclusive) for the purpose of payment of Final Dividend for the year ended 31<sup>st</sup> March, 2019, if declared at the AGM. The E-voting / Remote E-voting period commences on Sunday, 21<sup>st</sup> July, 2019 at 9.00 am (IST) and ends on Wednesday, 24<sup>th</sup> July, 2019 at 5.00 pm(IST).

Pursuant to Regulation 34 of SEBI(LODR) Regulations, 2015, we attach herewith is Annual Report 2018-19 of the Company (including Notice of the 41<sup>st</sup> AGM) along with Attendance Slip and Proxy Form. The entire Annual Report is uploaded on the website of the Company [www.siyaram.com](http://www.siyaram.com).

Please take the same on record.

Thanking you.

Yours faithfully,  
For Siyaram Silk Mills Limited

*William Fernandes*

William Fernandes  
Company Secretary

Encl : a/a.

cc:

<p><b>Central Depository Services (India) Ltd.</b> 25<sup>th</sup> Floor, A Wing, Marathon Futurex, Mafatlal Mills Compound, NM Joshi Marg, Lower Parel (E), Mumbai -13.</p>	<p><b>National Securities Depository Ltd.</b> Trade World, 4<sup>th</sup> Floor Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-13</p>	<p><b>TSR Darashaw Ltd.</b> 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E Moses Road, Mahalaxmi, Mumbai-11</p>
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**SIYARAM SILK MILLS LTD.**

**41<sup>ST</sup> ANNUAL REPORT**  
**2018-19**



वक्रतुंड महाकाय सुर्यकोटिसमप्रभ  
निर्विघ्नं कुरु मे देव सर्वकार्येषु सर्वदा

## श्रद्धांजलि



**Late Shri Dharaprasadji Poddar**  
( 02.09.1926 - 20.10.2018 )



यद्यदाचरति श्रेष्ठस्तत्तदेवेतरो जनः |  
स यत्प्रमाणं कुरुते लोकस्तदनुवर्तते ||

***“Whatever a great man does  
the same is done by others as well.  
Whatever standards he sets  
the world follows”***

*We pray God for the eternal peace of the departed soul.*

**SIYARAM SILK MILLS LIMITED**

CIN: L17116MH1978PLC020451

Regd. Off.: H-3/2, MIDC, A - Road, Tarapur, Boisar, Dist: Palghar- 401 506, Maharashtra. Tel.: 7506794051  
Corp. Off. : B-5, Trade World, 5th Floor, Kamala City, Kamala Mills Compound, Senapati Bapat Marg,  
Lower Parel (W), Mumbai – 400 013.

Website: www.siyaram.com Email: sharedept@siyaram.com

**NOTICE**

Notice is hereby given that the 41st Annual General Meeting of the Members of **Siyaram Silk Mills Limited** will be held on Thursday, 25th July, 2019 at 11.00 a.m. at Plot No. G-4/1(A), MIDC, Tarapur, Boisar, Dist. Palghar – 401 506, Maharashtra, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To confirm Interim Dividend of ₹ 2.20 per Equity Share already paid and to declare Final Dividend on the Equity Shares of the Company for the financial year ended 31st March, 2019.
3. To appoint a Director in place of Shri. Shrikishan D. Poddar (DIN 00160323), who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, framed thereunder, as amended from time to time and subject to such other permissions as may be necessary, M/s. Bhuta & Associates, Cost Accountants (FRN 100817), who are appointed as the Cost Auditors of the Company by the Board of Directors of the Company, to conduct audit of the cost records of the Company be paid remuneration for the Financial Year ending 31st March, 2020, of ₹ 5,00,000/- (Rupees Five Lakhs Only) plus applicable tax, reimbursement of traveling and other out-of-pocket expenses incurred by them in connection with the said Audit.”

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) as amended from time to time, Smt. Mangala R. Prabhu (DIN: 06450659), who was appointed as an Additional Director of the

Company by the Board of Directors with effect from 25th March, 2019 and in respect of whom the Company has received a notice in writing under section 160 of the Act, from a member proposing her candidature for the office of Director of the Company and who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company, to hold office for a term of five consecutive years with effect from 25th March, 2019 to 24th March, 2024 and whose office shall not be liable to retire by rotation.”

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

**“RESOLVED THAT** pursuant to Regulation 17(6)(e) (ii) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any amendment(s) or modification(s) or re-enactment(s) thereof), approval of the members of the Company be and is hereby accorded for the payment of remuneration to all the Promoter Whole Time Directors of the Company in excess of 5% of the Net Profit but upto 10% of the Net Profit of the Company for each year calculated as per the provisions of section 198 and other applicable provisions of the Companies Act, 2013 during the next 3(three) financial years ending 31st March, 2020 to 31st March, 2022.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, (including any amendment(s) or modification(s) or re-enactment(s) thereof), the new set of Articles of Association of the Company (a copy of which is annexed to this Notice), be and is hereby approved and adopted in substitution for and to the entire exclusion of the extant set of Articles of Association of the Company.”

**“FURTHER RESOLVED THAT** any Director of the Company or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to this resolution.”

By Order of the Board

Place: Mumbai  
Date: 17th May, 2019.

(William Fernandes)  
Company Secretary

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies to attend and vote on a Poll at the meeting instead of himself/ herself. The proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding 50(fifty) and holding in aggregate not more than 10% of the total share capital of the Company.
2. Proxy Forms, in order to be effective, should be duly completed, stamped and signed and must be lodged with the Company at its Registered Office not less than forty-eight hours before the commencement of the meeting. A blank proxy form is enclosed herewith.
3. The Explanatory Statement, as required by section 102(1) of the Companies Act, 2013 ("Act") in respect of special business at item nos. 4 to 7 of the Notice is annexed hereto.
4. All documents referred to in the accompanying Notice and Explanatory Statement will be open for inspection at the Registered Office and Corporate Office of the Company between 11.00 am to 1.00 pm on all working days except Saturdays, Sundays and Public Holidays up to the date of the Annual General Meeting(AGM).
5. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 9th July, 2019 to Friday, 12th July, 2019 (both days inclusive) for the purpose of payment of final dividend and 41st AGM.
6. Final dividend, if declared at the AGM will be paid on or after 29th July, 2019, in respect of shares held in physical form to those members whose names appear on the Register of Members of the Company as on close of business hours on 8th July, 2019 and in respect of shares held in electronic form to those 'Deemed Members' whose names appear in the statement of beneficial ownership furnished by the National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd.(CDSL) as on that date.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to the Depository Participants with whom they maintain their demat account(s). Members holding shares in physical form should submit their PAN to the Company's Registrar and Share Transfer Agent/ Company.
8. Members holding shares in dematerialized mode are requested to intimate all changes with respect to their bank details, NECS mandates, nomination, power of attorney, change of address, etc., to their Depository Participant (DP). These changes will be automatically reflected in Company's records, which will help the Company to provide efficient and better service to the members.

Members holding shares in physical form are requested to intimate all changes with respect to their bank details, change of address, etc. to the Company at its Corporate Office/ Registered Office or its Share Transfer Agent.

9. In terms of provisions of section 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, the Company has transferred shares in respect of which dividend has not been paid or claimed continuously for seven preceding years to the IEPF Authority after following the due procedure. Details of the aforesaid shares are available on the website of the Company. The aforesaid Rules also prescribe the procedure for claiming back the said shares from IEPF Authority.

The amount of dividend remaining unclaimed and unpaid for a period of seven years from the date of declaration, is required to be transferred to the Investor Education and Protection Fund (IEPF) Authority. Accordingly, the Company has transferred the unclaimed and unpaid amount pertaining to the dividend upto the financial year 2010-11 to the IEPF Authority. Members who have not encashed their dividend warrants for the financial year 2011-12 and onwards are requested to make their claims to the Company immediately. The unclaimed or unpaid dividend which have already been transferred or the shares which are transferred, if any, can be claimed back by the Members from IEPF Authority by following the procedure given on its website i.e. <http://iepf.gov.in/IEPFA/refund.html>.

Information in respect of such unclaimed and unpaid dividends when due for transfer to the said Fund is given below:

Financial year ended	Date of Declaration of Dividend	Last date for claiming unpaid dividend	Due date for transfer to IEP Fund
31/03/2012	25/08/2012	30/08/2019	29/09/2019
31/03/2013	10/08/2013	15/08/2020	14/09/2020
31/03/2014	27/09/2014	02/10/2021	01/11/2021
31/03/2015	18/07/2015	23/08/2022	22/09/2022
31/03/2016	09/03/2016-Interim	14/03/2023	13/04/2023
31/03/2017	09/09/2017	15/09/2024	15/10/2024
31/03/2018	27/11/2017-Interim	02/12/2024	31/12/2024
31/03/2018	14/08/2018	19/08/2025	17/09/2025
31/03/2019	13/11/2018-Interim	18/11/2025	17/12/2025

10. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the AGM.
11. The members are requested to:
  - (i) Quote Registered Folio/Client ID & DP ID in all their correspondence;

- (ii) Bring their copy of the Annual Report and Attendance Slip duly signed;
  - (iii) Send queries related to accounts to the Company at least 15 days before the date of the meeting.
12. Members who have not registered their e-mail address, so far, are requested to register their e-mail address, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their email address by sending their details to the Registrar and Share Transfer Agents, TSR Darashaw Ltd., for receiving all communication including Annual Report, Notices, Circulars, etc., from the Company electronically.
13. Electronic copy of the Notice of the 41st AGM along with the Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copy of the Annual Report for 2018-19 is being sent in the permitted mode.
14. A route map giving directions to reach the venue of the 41st AGM is given along with this Notice. Please note that pick up vehicles will be available at Boisar Station (W), near United India Insurance Ltd. (Opp. Boisar Post Office) with Siyaram banner displayed on the vehicles from 10.00 am on the day of the meeting to transport the members to the venue of the meeting and back to the Station after the meeting. Members are requested to avail the said facility.
15. Pursuant to the provisions of section 108 of the Act read with the Rules framed thereunder and regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") the Members are provided with the facility to cast their vote electronically i.e. using an electronic voting system from a place other than venue of the AGM (remote e-voting), through the e-voting services provided by National Securities Depository Limited (NSDL), on all the resolutions set forth in this Notice. The facility for voting through ballot/polling paper will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the AGM through ballot/polling paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again at the AGM.

The e-voting period commences on Sunday, 21st July, 2019 (9.00 a.m. IST) and ends on Wednesday, 24th July, 2019 (5.00 p.m. IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on 18th July, 2019 i.e. cut off date, may cast their vote electronically.

The details of the process and manner for remote e-voting are explained herein below :-

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

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

**Details on Step 1 are mentioned below :-**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are as given below:
  - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c. How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

#### Details on Step 2 is given below:

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

- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii. After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- iii. Select "**EVEN**" of the Company which is 110770 to cast your vote.
- iv. Now you are ready for e-Voting as the Voting page opens.
- v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- vi. Upon confirmation, the message "**Vote cast successfully**" will be displayed.

- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for Shareholders

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

#### Other Instructions

- i. The e-voting period commences on Sunday, 21st July, 2019 (9.00 a.m. IST) and ends on Wednesday, 24th July, 2019 (5.00 p.m. IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on 18th July, 2019 i.e. cut off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 18th July, 2019 i.e. cut off date.
- iii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-Voting than he/she can use his/her existing User ID and password for casting the vote.
- iv. Shri. Prasen Naithani, Practising Company Secretary (Membership No. FCS 3830) has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. The Scrutinizer shall, after conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment



of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or person authorized by him who shall countersign the same and declare the results of the voting forthwith.

- v. The Results will be declared within 48 hours of conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.siyaram.com](http://www.siyaram.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately. The results shall also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

#### **16. Appointment / Re-appointment of Directors:**

At the ensuing Annual General Meeting, Shri. Shrikishan D. Poddar, Director of the Company, retires by rotation and being eligible, offers himself for re-appointment. Resolution for his re-appointment is proposed for approval of the Members at item no. 3. Resolution for appointment of Smt. Mangala R. Prabhu as Director as well as Independent Director of the Company is proposed at item no. 5 for approval of the members.

#### **ANNEXURE TO THE NOTICE**

#### **Explanatory statement pursuant to section 102 of the Companies Act, 2013 ("Act") in respect of special business.**

##### **Item No. 4**

In accordance with the provisions of section 148 of the Companies Act, 2013("Act") and the Companies (Audit and Auditors) Rules, 2014 ("Rules"), the Company is required to appoint a Cost Auditor to audit the cost records of the Company.

On recommendation of the Audit Committee, the Board at its meeting held on 17th May, 2019 has approved the appointment of M/s. Bhuta & Associates, Cost Accountants as the Cost Auditor of the Company for the financial year 2019-20 at a remuneration of ₹ 5,00,000/- plus applicable taxes and reimbursement of all out of pocket expenses incurred, if any, in connection with the cost audit. The remuneration of the cost auditor is to be ratified by the members in accordance with the provisions of the Act and Rule 14 of the Rules.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise in the Resolution at item no. 4 of the Notice.

The Board of Directors recommend the Ordinary Resolution as set out at item no.4 of the Notice of the AGM for approval by the Members.

##### **Item No. 5**

Smt. Mangala R. Prabhu (DIN: 06450659) as recommended by the Nomination and Remuneration Committee was appointed by the Board of Directors at its meeting held on 25th March, 2019 as an Additional Director of the Company pursuant to

the provisions of section 161 of the Act and holds office up to the date of the ensuing AGM and as an Independent Director for a term of 5(five) continuous years w.e.f. 25th March, 2019, subject to approval of the members. Smt. Mangala R. Prabhu is eligible for appointment as a Director as well as Independent Director of the Company. The Company has received a notice under section 160 of the Act from a Member signifying its intention to propose the candidature of Smt. Mangala R. Prabhu as a Director of the Company.

A brief profile of Smt. Mangala R. Prabhu is given below :-

- Smt. Mangala R. Prabhu is Post Graduate in Commerce and a Law Graduate as well as CAIIB.
- She is a banking professional with 41 years of experience in the Banking Sector with cross multiple roles spanning corporate credit, foreign exchange, HR and branch banking.
- She has worked with Union Bank of India for around 4 decades and is presently working as a Financial Consultant imparting Corporate Financial Advisory Services in Mid/Large Corporate Clients.

Details relating to the appointment of Smt. Mangala R. Prabhu as required by the Act, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("the Listing Regulations") are provided in the Annexure to this Notice.

The Company has received from Smt. Mangala R. Prabhu :-

- i. Consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.
- ii. Intimation in Form DIR-8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of section 164 of the Act, and
- iii. a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and the Listing Regulations.

The resolution proposed at item 5 of the notice seeks the approval of the members for the appointment of Smt. Mangala R. Prabhu as Director of the Company not liable to retire by rotation and Independent Director w.e.f. 25th March, 2019 to 24th March, 2024.

None of the Directors, Key Managerial Personnel or their relatives, except Smt. Mangala R. Prabhu, to whom the resolution relates, are in any way interested or concerned financially or otherwise in the resolution at item no. 5 of the notice.

The Board of Directors recommend the Ordinary Resolution as set out at item no. 5 of the Notice of the AGM for approval by Members.

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

As per Regulation 17(6)(e)(ii) of the Listing Regulations (including any amendment(s) or modification(s) or re-enactment(s) thereof) approval of the shareholders of the

Company by way of a special resolution is required for payment of fees or compensation to all Executive Directors who are Promoters or members of the Promoter Group where the aggregate annual remuneration to all such Directors exceeds 5 percent of the net profits of the Company. It is further provided that approval under this provision shall be valid only till the expiry of the term of such Director. The said regulation has come into effect with effect from 1st April, 2019.

Shri. Ramesh D. Poddar, Chairman and Managing Director, Shri. Pawan D. Poddar, Joint Managing Director, Smt. Ashadevi R. Poddar, Executive Director, Shri. Shrikishan D. Poddar, Executive Director and Shri. Gaurav P. Poddar, President and Executive Director are Promoters or members of the Promoter Group of the Company.

The members by way of ordinary resolution passed, at the 36th AGM had approved the appointment and remuneration of Smt. Ashadevi R. Poddar upto 29th July, 2019, at the 38th AGM had approved the appointment and remuneration of Shri. Pawan D. Poddar upto 31st July, 2021 and at the 39th AGM approved the appointment of Shri. Gaurav P. Poddar upto 31st July, 2022, Shri. Ramesh D. Poddar and Shri. Shrikishan D. Poddar upto 31st October, 2022.

In view of the above, resolution at item 6 of the Notice of the AGM is proposed for approval of the members as a special resolution for approval of remuneration payable to all the Promoter and Executive Directors of the Company in aggregate in excess of 5% of the net profits but upto 10% of the net profits of the Company for the financial year ending 31st March, 2020, 31st March, 2021 and 31st March, 2022.

Shri. Ramesh D. Poddar, Smt. Ashadevi R. Poddar, Shri. Pawan D. Poddar, Shri. Shrikishan D. Poddar, and Shri. Gaurav P. Poddar, Executive Directors of the Company are deemed to be concerned or interested in the resolution as set out at item no. 6 of the Notice.

None of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested financially or otherwise, in the resolution at item no. 6 of the notice.

The Board of Directors recommend the Special Resolution as set out at item no. 6 of the Notice of the AGM for approval by Members.

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

Siyaram Silk Mills Limited was incorporated on June 29, 1978 under the provisions of the Companies Act, 1956. Upon enactment of the Companies Act, 2013 the existing Articles of Association ("AOA") which is based on the Companies Act, 1956 needs to be re-aligned as per the provisions of the Companies Act, 2013.

Therefore, the Board of Directors in its meeting held on 17th May, 2019 decided (subject to approval of members) to adopt a new set of AOA in place of and to the exclusion of existing AOA of the Company.

Consent of the shareholders by way of a Special Resolution is required in this regard. The entire set of proposed Articles of Association is attached to this Notice and is available on the website of the Company. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the corporate office of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested financially or otherwise in the said resolution at item no.7 of the notice.

The Board of Directors recommend the Special Resolution as set out at item no. 7 of the Notice of the AGM for approval by Members.

By Order of the Board

Place: Mumbai  
Date: 17th May, 2019.

(William Fernandes)  
Company Secretary

Annexure to Item nos 3 and 5 of the Notice

Details of Director seeking appointment / re-appointment at the ensuing Annual General Meeting (In pursuance of the Listing Regulations)

Name of the Director and number of shares held in the Company	Date of Birth	Date of Appointment on the Board	Qualifications	Expertise in specific functional area	List of other Companies (excluding Private Companies) in which Directorships and Committee Chairmanships/ Memberships, if any.	Relationship with other Directors and other Key Managerial Personnel of the Company
Shri. Shrikishan D. Poddar (DIN 00160323)  17,17,620 Equity Shares	09/08/1963	27/10/1989	B. Com	Industrialist with vast experience in the Textile Industry	<b>Directorship</b> None	Related to Shri. Ramesh Poddar. Shri. Pawan Poddar, Smt. Ashadevi Poddar and Shri. Gaurav Poddar, Directors of the Company.
Smt. Mangala R. Prabhu (DIN 06450659)  Nil Equity Shares	15/04/1955	25/03/2019	M.Com., L.L.B., and CAIIB	Banking Professional	<b>Directorship</b> 1. Ladderup Finance Ltd. 2. Aspira Pathlab & Diagnostics Ltd. 3. Bharat Oman Refineries Ltd. 4. Star Agriwarehousing and Collateral Management Ltd. 5. Staragri Finance Ltd. 6. Fort Finance Ltd. <b>Committee Membership</b> Chairperson of Audit and Stakeholders Relationship Committee in Aspira Pathlab & Diagnostics Ltd	Not related to any Director or Key Managerial Personnel of the Company.

## ARTICLES OF ASSOCIATION OF SIYARAM SILK MILLS LIMITED

COMPANY LIMITED BY SHARES  
(Incorporated under the Companies Act, 1956)

### TABLE 'F' EXCLUDED

- |    |  |  |
|----|--|--|
| 1. | (1) The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.   | Table 'F' not to apply                   |
|    | (2) The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles. | Company to be governed by these Articles |

2. (1) In these Articles —

#### Interpretation

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|-----|--|---|
| (a) | "Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable. | "Act"   |
| (b) | "Articles" means these articles of association of the Company or as altered from time to time.   | "Articles"  |
| (c) | "Board of Directors" or "Board", means the collective body of the directors of the Company.  | "Board of Directors" or "Board"   |
| (d) | "Company" means Siyaram Silk Mills Limited.  | "Company"   |
| (e) | "Month" means a Calendar Month.  | "Month"   |
| (f) | "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act.   | "Rules"   |
| (g) | "seal" means the common seal of the Company.   | "Seal"  |
| (2) | Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.  | "Number" and "Gender"   |
| (3) | Words importing persons shall include Corporation, Association, Limited Liability Partnership and Firms as well as individuals.  | "Persons"   |
| (4) | Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or the Rules, as the case may be.  | Expressions in the Articles to bear the same meaning as in the Act or Rules |

#### Share capital and variation of rights

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| 3.   | Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.  | Shares under control of Board                      |
| 4.   | Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be. | Directors may allot shares otherwise than for cash |
| 5.   | The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:   | Kinds of Share Capital                             |
| (a)  | Equity share capital:  |  |
| (i)  | with voting rights; and / or   |  |
| (ii) | with differential rights as to dividend, voting or otherwise in accordance with the Rules; and   |  |
| (b)  | Preference share capital   |  |

Issue of certificate	6.	(1)	Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission or within such other period as the conditions of issue shall provide -
		(a)	one certificate for all his shares without payment of any charges; or
		(b)	several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board for each certificate after the first.
Certificate to bear seal	(2)		Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
One certificate for shares held jointly	(3)		In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
Option to receive share certificate or hold shares with depository	7.		A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialised state with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.
Issue of new certificate in place of one defaced, lost or destroyed	8.		If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, without any charge and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the Board.
Provisions as to issue of certificates to apply mutatis mutandis to debentures, etc	9.		The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.
Power to pay commission in connection with securities issued	10.	(1)	The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.
Rate of commission in accordance with Rules		(2)	The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules.
Mode of payment of commission		(3)	The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
Variation of members' rights	11.	(1)	If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.
Provisions as to general meetings to apply mutatis mutandis to each meeting		(2)	To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply but so that the necessary quorum shall be at least two persons holding at least one third of the issued shares of the class in question.
Issue of further shares not to affect rights of existing members	12.		The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
Power to issue redeemable preference shares	13.		Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.
Further issue of share capital	14.	(1)	The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to -
		(a)	persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or
		(b)	employees under any scheme of employees' stock option; or
		(c)	any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.

- (2) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules. Mode of further issue of shares

### Lien

15. (1) The Company shall have a first and paramount lien -
- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and Company's lien on shares
- (b) on all shares (not being fully paid shares) standing registered in the name of a member, for all monies presently payable by him or his estate to the Company:
- Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
- (2) The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company. Lien to extend to dividends, etc.
16. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien. Upon any such sale as aforesaid, the certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect and the Directors shall be entitled to issue a new certificate or certificates in lieu thereof to the purchaser or purchasers concerned. As to enforcing lien by sale
- Provided that no sale shall be made —
- (a) unless a sum in respect of which the lien exists is presently payable; or
- (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.
17. (1) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof. Validity of sale
- (2) The purchaser shall be registered as the holder of the shares comprised in any such transfer. Purchaser to be registered holder
- (3) The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share. Validity of Company's receipt
- (4) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale. Purchaser not affected
18. (1) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. Application of proceeds of sale
- (2) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale. Payment of residual money
19. In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim. Outsider's lien not to affect Company's lien
20. The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company. Provisions as to lien to apply mutatis mutandis to debentures etc.

### Calls on shares

21. (1) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times. Board may make calls
- (2) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares. Notice of call
- (3) The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances. Board may extend time for payment

Revocation or postponement of call	(4)	A call may be revoked or postponed at the discretion of the Board.
Call to take effect from date of resolution	22.	A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.
Liability of joint holders of shares	23.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
When interest on call or instalment payable	24.	(1) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the "due date"), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at ten per cent per annum or at such lower rate if any as the Board may determine.
Board may waive interest	(2)	The Board shall be at liberty to waive payment of any such interest wholly or in part
Sums deemed to be calls	25	(1) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
Effect of non-payment of sums	(2)	In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
Payment in anticipation of calls may carry interest	26.	The Board - (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding unless the Company in the general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.
Instalments on shares to be duly paid	27.	If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by instalments, then every such instalment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.
Calls on shares of same class to be on uniform basis	28.	All calls shall be made on a uniform basis on all shares falling under the same class.  Explanation: Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class. different amounts have been paid-up shall not be deemed to fall under the same class.
Partial payment not to preclude forfeiture	29.	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.
Provisions as to calls to apply mutatis mutandis to debentures, etc	30.	The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company.

#### Transfer of shares

Instrument of transfer to be executed by transferor and transferee	31.	(1) The instrument of transfer of any share in the Company shall be duly executed by or on behalf of both the transferor and transferee. (2) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
Board may refuse to register transfer	32.	The Board may, subject to the right of appeal conferred by the Act decline to register - (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or (b) any transfer of shares on which the Company has a lien.
Board may decline to recognise instrument of transfer	33.	In case of shares held in physical form, the Board may decline to recognise any instrument of transfer unless - (a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act; (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

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| 34. | On giving of previous notice of at least seven days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:<br><br>Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty- five days in the aggregate in any year. | Transfer of shares when suspended   |
| 35. | The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.   | Provisions as to transfer of shares to apply mutatis mutandis to debentures, etc. |

### Transmission of shares

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| 36. | (1) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares.  | Title to shares on death of a member                                       |
|     | (2) Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.   | Estate of deceased member liable   |
| 37. | (1) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either -<br><br>(a) to be registered himself as holder of the share; or<br><br>(b) to make such transfer of the share as the deceased or insolvent member could have made.  | Transmission Clause  |
|     | (2) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.   | Board's right unaffected   |
|     | (3) The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.  | Indemnity to the Company   |
| 38. | (1) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.  | Right to election of holder of share                                       |
|     | (2) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.  | Manner of testifying election  |
|     | (3) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.  | Limitations applicable to notice   |
| 39. | A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:<br><br>Provided that the Board may, at any time, give notice requiring any such person to elect either to register himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with. | Claimant to be entitled to same advantage                                  |
| 40. | The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other securities including debentures of the Company.   | Provisions as to transmission to apply mutatis mutandis to debentures, etc |

### Forfeiture of shares

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| 41. | If a member fails to pay any call, or instalment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or instalment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment. | If call or instalment not paid notice must be given |
| 42. | The notice aforesaid shall:<br><br>(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and<br><br>(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.  | Form of notice                                      |



In default of payment of shares to be forfeited	43.	If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
Receipt of part amount or grant of indulgence not to affect forfeiture	44.	Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.
Entry of forfeiture in register of members	45.	When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.
Effect of forfeiture	46.	The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.
Forfeited shares may be sold, etc	47.	(1) A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit.
Cancellation of forfeiture	(2)	At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
Members still liable to pay money owing at the time of forfeiture	48.	(1) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.
Member still liable to pay money owing at time of forfeiture and interest	(2)	All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realisation. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part.
Cesser of liability	(3)	The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.
Certificate of forfeiture	49.	(1) A duly verified declaration in writing that the declarant is a director, the manager or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
Title of purchaser and transferee of forfeited shares	(2)	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
Transferee to be registered as holder	3)	The transferee shall thereupon be registered as the holder of the share; and
Transferee not affected	(4)	The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.
Validity of sales	50.	Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.
Cancellation of share certificate in respect of forfeited shares	51.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.
Surrender of share certificates	52.	The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.
Sums deemed to be calls	53.	The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

54.	The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.	Provisions as to forfeiture of shares to apply mutatis mutandis to debentures, etc.
<b>Alteration of capital</b>		
55.	Subject to the provisions of the Act, the Company may, by ordinary resolution -	Power to alter share capital
	(a) increase the share capital by such sum, to be divided into shares of such amount as specified in the said resolution;	
	(b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares:  Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act;	
	(c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;	
	(d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;	
	(e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.	
56.	Where shares are converted into stock:	Shares may be converted into stock
	(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:  Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose;	
	(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;	Right of stockholders
	(c) such of these Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder"/"member" shall include "stock" and "stock-holder" respectively.	
57.	The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules, —	Reduction of capital
	(a) its share capital; and/or	
	(b) any capital redemption reserve account; and/or	
	(c) any securities premium account; and/or	
	(d) any other reserve in the nature of share capital.	
<b>Joint-holders</b>		
58.	Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:	Joint-holders
	(a) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.	Liability of Joint- holders
	(b) On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.	Death of one or more joint-holders
	(c) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.	Receipt of one sufficient
	(d) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice	Delivery of certificate and giving of notice to first named holder

(which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.

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| Vote of joint- holders  | (e) | (i)  | Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint- holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof. |
| Executors or administrators as joint holders  |     | (ii) | Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.   |
| Provisions as to joint holders as to shares to apply mutatis mutandis to debentures, etc. | (f) |      | The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.  |

**Capitalisation of profits**

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| Capitalisation | 59. | (1) | The Company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve —  |
|                |     | (a) | that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and |
|                |     | (b) | that such sum be accordingly set free for distribution in the manner specified in clause (2) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.                 |

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| Sum how applied | (2) |     | The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3) below, either in or towards :  |
|                 |     | (A) | paying up any amounts for the time being unpaid on any shares held by such members respectively;  |
|                 |     | (B) | paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;  |
|                 |     | (C) | partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B).   |
|                 | 3.  |     | A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares; |
|                 | 4.  |     | The Board shall give effect to the resolution passed by the Company in pursuance of this Article.   |

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| Power of the Board for capitalisation | 60. | (1) | Whenever such a resolution as aforesaid shall have been passed, the Board shall -   |
|                                       |     | (a) | make all appropriations and applications of the amounts resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and |
|                                       |     | (b) | generally do all acts and things required to give effect thereto.   |

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| Board's power to issue fractional certificate/coupon etc. | (2) |     | The Board shall have power—  |
|   |     | (a) | to make such provisions, by the issue of fractional certificates/coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and  |
|   |     | (b) | to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares. |

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| Agreement binding on members | (3) |  | Any agreement made under such authority shall be effective and binding on such members. |
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**Buy-back of shares**

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| Buy-back of shares | 61. |  | Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities. |
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## General meetings

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| 62. | All general meetings other than annual general meeting shall be called extraordinary general meeting.   | Extraordinary general meeting                         |
| 63. | (1) The Board may, whenever it thinks fit, call an extraordinary general meeting.<br>(2) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board. | Powers of Board to call extraordinary general meeting |

## Proceedings at general meetings

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| 64. | (1) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.<br>(2) No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.<br>(3) The quorum for a general meeting shall be as provided in the Act.   | Presence of Quorum<br>Business confined to election of Chairperson whilst chair vacant<br>Quorum for general meeting  |
| 65. | The Chairperson of the Company, if willing, shall preside as Chairperson at every general meeting of the Company.  | Chairperson of the meetings   |
| 66. | If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.   | Directors to elect a Chairperson  |
| 67. | If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall, on a show of hands, choose one of their members to be Chairperson of the meeting.  | Members to elect a Chairperson  |
| 68. | On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote, in addition to his own vote or votes to which he may be entitled as a member.   | Casting vote of Chairperson at general meeting  |
| 69. | (1) The Company shall cause minutes of the proceedings of every general meeting of any class of members and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.<br>(2) There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting -<br>(a) is, or could reasonably be regarded, as defamatory of any person; or<br>(b) is irrelevant or immaterial to the proceedings; or<br>(c) is detrimental to the interests of the Company.<br>(3) The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.<br>(4) The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein. | Minutes of proceedings of meetings and resolutions passed by postal ballot<br>Certain matters not to be included in Minutes<br>Discretion of Chairperson in relation to Minutes<br>Minutes to be evidence |
| 70. | (1) The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:<br>(a) be kept at the registered office of the Company; and<br>(b) be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays and Sundays.<br>(2) Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as fixed / as may be fixed by the Board, with a copy of any minutes referred to in clause (1) above:<br><br>Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.  | Inspection of minute books of general meeting<br>Members may obtain copy of minutes   |
| 71. | The Board, and also any person(s) authorised by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct  | Powers to arrange security at meetings  |

of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.

**Adjournment of meeting**

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| Chairperson may adjourn the meeting      | 72. | (1) The Chairperson may, suo motu, adjourn the meeting from time to time and from place to place.   |
| Business at adjourned meeting            | (2) | No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.                          |
| Notice of adjourned meeting              | (3) | When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.                                      |
| Notice of adjourned meeting not required | (4) | Save as aforesaid, and save as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. |

**Voting rights**

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| Entitlement to vote on show of hands and on poll                   | 73. | Subject to any rights or restrictions for the time being attached to any class or classes of shares -<br>(a) on a show of hands, every member present in person shall have one vote; and<br>(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.   |
| Voting through electronic means                                    | 74. | A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.  |
| Vote of joint-holders  | 75. | (1) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.<br>(2) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.  |
| Seniority of names   | 76. | A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.  |
| How members non compos mentis and minor may vote                   | 77. | Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof. |
| Business may proceed pending poll                                  | 78. | Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.   |
| Restriction on voting rights                                       | 79. | No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of lien.  |
| Restriction on exercise of voting rights in other cases to be void | 80. | A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken or on any other ground not being a ground set out in the preceding Article.  |
| Equal rights of members  | 81. | Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.   |
| No Objection to be raised except at the meeting                    | 82. | (1) No Objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes<br>(2) Any such objections made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive   |

**Proxy**

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| Member may vote in person or otherwise | 83. | (1) Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting; but a proxy so appointed shall not have any right to speak at the meeting.   |
| Proxies when to be deposited           | (2) | The instrument appointing a proxy and the power-of- attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. |

84.	An instrument appointing a proxy shall be in the form as prescribed in the Rules.	Form of proxy
85.	A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:  Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.	Proxy to be valid notwithstanding death of the principal
<b>Board of Directors</b>		
86.	The First Director of the Company shall be Shri. Mahabir Prasad Poddar, Shri. Dharaprasad Poddar and Shri. Ramprasad Poddar.	First Directors
87.	Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 4 (four) and shall not be more than 15 (fifteen).	Board of Directors
88.	(1) The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation. (2) The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.	Directors not liable to retire by rotation Same individual may be Chairperson and Managing Director/ Chief Executive Officer
89.	(1) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day. (2) The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary resolution passed by the Company in general meeting. (3) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them— (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or (b) in connection with the business of the Company.	Remuneration of directors  Remuneration to require members' consent  Travelling and other expenses
90.	All cheques, promissory notes, drafts, hundis, bills of negotiable exchange and other negotiable instruments, and all receipts instruments for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.	Execution of negotiable instruments
91.	(1) Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles. (2) Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.	Appointment of additional directors  Duration of office of additional director
92.	(1) The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act. (2) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India. (3) If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate Director.	Appointment of alternate director  Duration of office of alternate director  Re-appointment provisions applicable to Original Director
93.	(1) If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board. (2) The director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated.	Appointment of director to fill a casual vacancy  Duration of office of Director appointed to fill casual vacancy
<b>Powers of Board</b>		
94.	The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or by these articles or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise	General powers of the Company vested in Board

directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

**Proceedings of the Board**

When meeting to be convened	95.	(1)	The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
Who may summon Board meeting		(2)	The Chairperson or any one Director or the company secretary on the direction of the Chairperson or any one director shall, at any time, summon a meeting of the Board.
Quorum for Board meetings		(3)	The quorum for a Board meeting shall be as provided in the Act.
Participation at Board meetings		(4)	The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
Questions at Board meeting how decided	96.	(1)	Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
Casting vote of Chairperson at Board meeting		(2)	In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
Directors not to act when number falls below minimum	97.		The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.
Who to preside at meetings of the Board	98.	(1)	The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
Directors to elect a Chairperson		(2)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
Delegation of powers	99.	(1)	The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit.
Committee to conform to Board regulations		(2)	Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
Participation at Committee meetings		(3)	The participation of directors in a meeting of the Committee at may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
Chairperson of Committee	100.	(1)	A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.
Who to preside at meetings of Committee		(2)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may chose on of their members to be the chairperson of the meeting.
Committee to meet	101.	(1)	A Committee may meet and adjourn as it thinks fit.
Questions at Committee meeting how decided		(2)	Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.
Casting vote of Chairperson at Committee meeting		(3)	In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.
Acts of Board or Committee valid notwithstanding defect of appointment	102.		All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified or that his or their appointment had terminated, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

103. Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.
- Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer
104. (a) Subject to the provisions of the Act,—
- A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.
- (b) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
- (c) A provision of the act or these regulations requiring or authorising a thing to be done by or to a director and Chief Executive officer, manager, company secretary or Chief financial officer shall not be satisfied by its being done by or to the same person acting both as a director and as, or in place of, Chief Executive officer, manager, company secretary or Chief financial officer.
- Registers**
105. The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays and Sundays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as fixed/as may be fixed by the Board but not exceeding the limits prescribed by the Rules.
106. (a) The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register.
- (b) The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.
- The Seal**
107. (1) The Board shall provide for the safe custody of the seal.
- (2) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of at least one director and of the Company Secretary or such other person as the Board may appoint for the purpose; and such director and the Company Secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.
- Dividends and Reserve**
108. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.
109. Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.
110. (1) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
- (2) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
111. (1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect where of the dividend is paid but if so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.



Payments in advance	(2)	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.
Dividends to be apportioned	(3)	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
No member to receive dividend whilst indebted to the Company and Company's right to reimbursement therefrom	112. (1)	The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by to him to the Company on account of calls or otherwise in the Company and relation to the shares of the Company.
Retention of dividends	(2)	The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.
Dividend how remitted	113. (1)	Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
Instrument of payment	(2)	Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
Discharge to Company	(3)	Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.
Receipt of one holder sufficient	114.	Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
No interest on dividends	115.	No dividend shall bear interest against the Company.
Waiver of dividends	116.	The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.

#### Accounts

Inspection by Directors	117. (1)	The books of account and books of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.
Restriction on inspection by members	(2)	No member (not being a director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by law or authorised by the Board.

#### Winding up

Winding up of Company	118.	Subject to the applicable provisions of the Act and the Rules made thereunder -
	(a)	If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
	(b)	For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
	(c)	The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

#### Indemnity and Insurance

Directors and officers right to indemnity	119. (a)	Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, managing director, whole time director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity.
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- (b) Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.
- (c) The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

Insurance

#### General Power

120. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

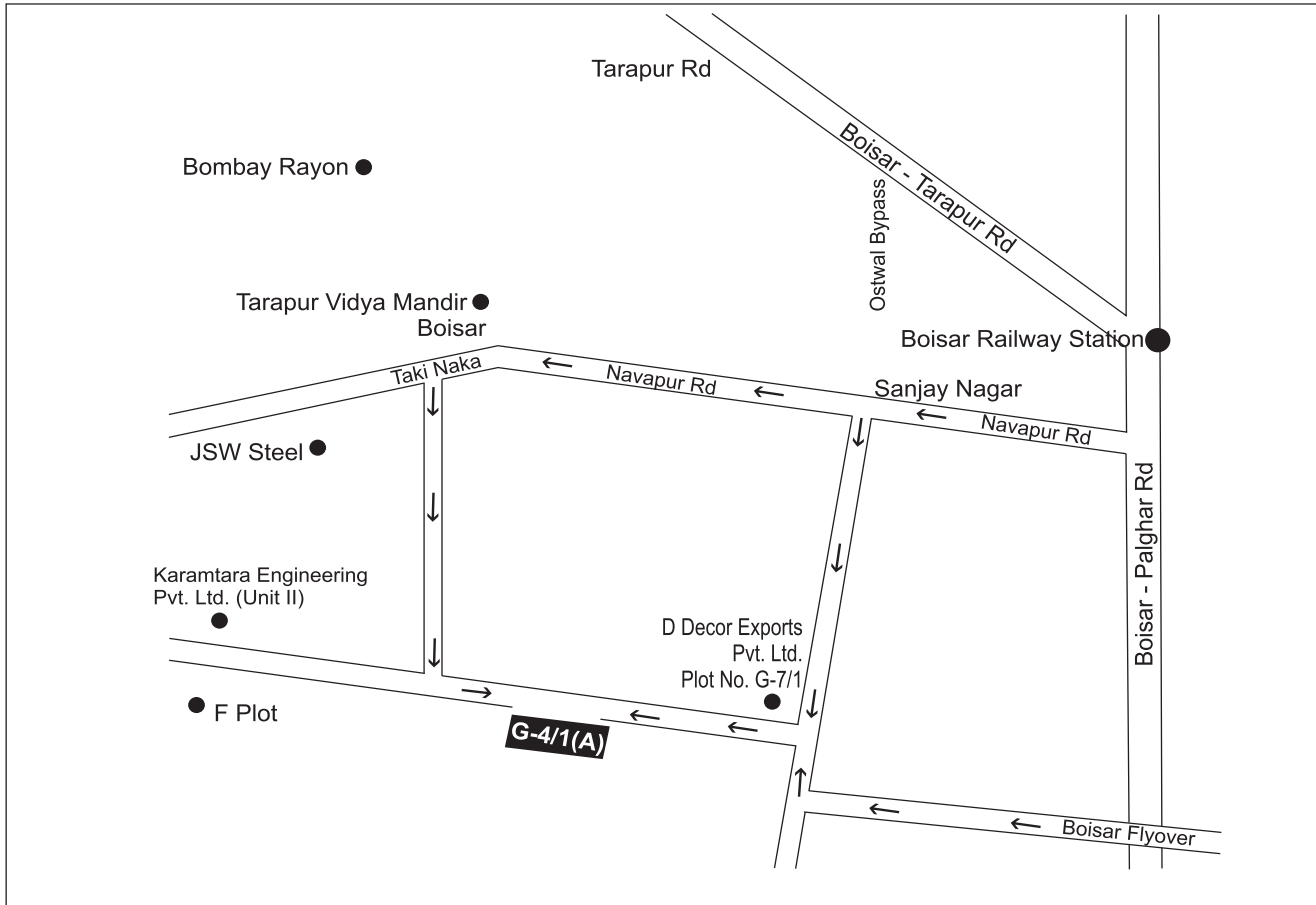
General power

We, the several persons, whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Articles of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names:

Name, Address, Occupation & Description of Subscriber	Number of Equity Shares taken by each subscriber	Signature of Subscriber	Signature of witness with their address, description and occupation
<b>Dharaprasad R. Poddar</b> S/o Ramrikhdas 11th Floor, Mount Unique, 62 Peddar Road, Bombay-400 026. Business	Five 5	Sd/- Dharaprasad Poddar	Sd/- A.K. LAKSHMINARAYAN Accounts Officer, International Rubber & General Industries Pvt. Ltd., 18/24, Nandlal Jani Road, Bombay- 400 009
<b>Mahabirprasad R. Poddar</b> S/o Ramrikhdas 11th Floor, Mount Unique, 62 Peddar Road, Bombay-400 026. Business	Five 5	Sd/- Mahabirprasad Poddar	
	Ten 10		

Dated this 16th day of June, 1978

**ROUTE MAP TO THE VENUE OF THE AGM**  
Plot No. G-4/1(A), MIDC, Tarapur, Boisar, Dist. Palghar - 401506, Maharashtra



**Note:**

Pick-up Vehicle(s) will be available at Boisar Station (W), near United India Insurance Ltd., (Opp. Boisar Post Office) with Siyaram Banner displayed on the Vehicle(s) from 10 am on the date of the meeting.

**ATTENDANCE SLIP**

(To be presented at the entrance duly signed)

Only Shareholders or the Proxies will be allowed to attend the meeting.

--

I / We hereby record my/our presence at the 41st Annual General Meeting of the Company held on Thursday, 25th July, 2019, at 11.00 a.m., at Plot No. G-4/1(A), MIDC, Tarapur, Boisar Dist. Palghar 401 506.

Signature of the Attending Member / Proxy \_\_\_\_\_

Note: 1. A Member / Proxy holder attending the meeting must bring the attendance slip to the meeting and hand it over at the entrance duly signed. 2. A Member/Proxy holder attending the meeting should bring copy of the Annual Report for reference at the meeting.

**ELECTRONIC VOTING PARTICULARS**

Electronic Voting Event Number (EVEN)	User ID	Password

Note : Please refer to the instructions printed under the notes to the Notice of the 41st AGM. The voting period starts from Sunday, 21st July, 2019 (9.00 a.m. IST) and ends on Wednesday, 24th July, 2019 (5.00 p.m. IST). The voting portal shall be disabled for voting thereafter.

**PROXY FORM**

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

I/We being the member(s) holding \_\_\_\_\_ Shares of Siyaram Silk Mills Limited, hereby appoint :

1. Name :  
Address :  
E-mail ID :  
Signature :

or failing him/her

2. Name :  
Address :  
E-mail ID :  
Signature :

or failing him/her

3. Name :  
Address :  
E-mail ID :  
Signature :

as my/our proxy to attend and vote (on poll) for me /us on my/our behalf at the 41st Annual General Meeting of the Company to be held on Thursday, 25th July, 2019, at 11.00 a.m., at Plot No. G-4/1(A), MIDC, Tarapur, Boisar Dist. Palghar 401 506 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Item No.	Resolutions	Optional	
		For	Against
1.	Adoption of Standalone and Consolidated Audited Financial Statements for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.		
2.	To confirm Interim Dividend paid and to declare Final Dividend on the Equity Shares of the Company for the financial year ended 31st March, 2019.		
3.	Re-appointment of Shri. Shrikishan D. Poddar, who retires by rotation.		
4.	Ratification of remuneration payable to Cost Auditors for the FY2019-20.		
5.	Appointment of Smt. Mangala R. Prabhu as Independent Director of the Company.		
6.	Special Resolution for payment of remuneration to all Executive Directors who are Promoters of the Company upto 10% of the Net Profits of the Company in each year for next 3(three) financial years till year ending 31st March, 2022.		
7.	Special Resolution for Adoption Of New Set Of Articles Of Association		

Signed this ..... Day of..... 2019.

Signature of the share holder : \_\_\_\_\_

Signature of the Proxy holder(s) : \_\_\_\_\_



Signature across the stamp

**Notes:**

1. This Instrument of Proxy shall be deposited at the Regd. Office of the Company not less than 48 (Forty Eight) hours before the time of holding the aforesaid meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 41st Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of Member(s) in above box before submission.
5. A Proxy need not be a member of the Company.

## COMPANY INFORMATION

### BOARD OF DIRECTORS

**RAMESH D. PODDAR**  
Chairman and Managing Director

**PAWAN D. PODDAR**  
Joint Managing Director

**SHRIKISHAN D. PODDAR**  
Executive Director

**GAURAV P. PODDAR**  
President and Executive Director

**ASHADEVI R. PODDAR**  
Executive Director

**ASHOK M. JALAN**  
Senior President cum Director

**HARISH N. MOTIWALLA**  
Independent Director

**MANGESH D. TELI**  
Independent Director

**SHAILESH S. VAIDYA**  
Independent Director

**ASHOK N. GARODIA**  
Independent Director

**DILEEP H. SHINDE**  
Independent Director

**PRAMOD S. JALAN**  
Independent Director

**TARUN KUMAR GOVIL**  
Independent Director

**MANGALA R. PRABHU**  
Independent Director (w.e.f. 25th March, 2019)

**SURENDRA S. SHETTY**  
Chief Financial Officer

**WILLIAM V. FERNANDES**  
Company Secretary

### BANKERS

Bank of Baroda  
Central Bank of India  
Corporation Bank

### STATUTORY AUDITORS

Songira & Associates  
Chartered Accountants

### INTERNAL AUDITORS

K. M. Garg & Co.  
Chartered Accountants

### COST AUDITORS

Bhuta & Associates  
Cost Accountants

### SECRETARIAL AUDITORS

Jugalkishore Fatehchandka  
Company Secretary in Practice

### CORPORATE OFFICE

B-5, Trade World,  
Kamala City,  
Senapati Bapat Marg,  
Lower Parel (W), Mumbai - 400013.  
Tel. : (91-22) 30400500 / 501  
Fax : (91-22) 30400599

### REGISTERED OFFICE

H-3/2, MIDC, A-Road,  
Tarapur, Boisar,  
Dist. Palghar - 401 506.  
Maharashtra.

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**DIRECTORS' REPORT:**

To the Members,

Your Directors have pleasure in presenting the 41<sup>st</sup> Annual Report of the Company along with Audited Financial Statements for the year ended 31<sup>st</sup> March, 2019.

**1. STANDALONE FINANCIAL RESULTS:** (₹ in Lakhs)

Particulars	2018-19	2017-18
Net Turnover and other Income	1,84,295	1,75,909
Profit before Depreciation, Exceptional Item and Tax	22,110	23,784
Less: Depreciation	6,189	6,055
Profit before Exceptional Item and Tax	15,921	17,729
Less : Exceptional Item	472	602
Profit before Tax	15,449	17,127
Less: Tax Expense		
Current Tax	5,138	6,405
Deferred Tax	360	(440)
Income Tax related to earlier year	(166)	3
	5,333	5,968
Profit after Tax	10,116	11,159
Add/(Less): Other Comprehensive Income (net of taxes)	137	(24)
Total Comprehensive Income for the year	10,253	11,135

**2. OPERATIONS:**

During the year under review, the Total Income of your Company was ₹ 1,84,295 Lakhs as compared to ₹ 1,75,909 Lakhs in the previous year, reflecting a growth of 4.77%. The net profit for the year stood at ₹ 10,253 Lakhs against ₹ 11,135 Lakhs in the previous year.

**3. EXPANSION:**

During the year under review, your Company has set-up an Indigo Plant with a capacity of 250 MT per month and commenced commercial production. The total capital outlay of ₹ 9038.51 Lakhs was financed by way of Term Loan under TUF scheme of the Government of India and internal accruals of the Company.

**4. DIVIDEND:**

During the year, the Company has paid Interim Dividend of 110% i.e. ₹ 2.20 per Equity Share. Your Directors are pleased to recommend a Final Dividend of 110% i.e. ₹ 2.20 per Equity Share of ₹ 2/- each taking the total dividend to 220% i.e. ₹ 4.40 per Equity Share of ₹ 2/- each, for the year 2018-19 (previous year Dividend was 210% i.e. ₹ 4.20 per Equity Share of ₹ 2/- each).

**5. SHARE CAPITAL:**

The Paid-up Share Capital of the Company as on 31<sup>st</sup> March, 2019 was ₹ 937.40 Lakhs.

During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity. As on 31<sup>st</sup> March, 2019, none of the Directors of the Company hold convertible instruments in the Company.

**6. RESERVES:**

The Company has transferred ₹ 10,000 Lakhs to General Reserves during the year under review.

**7. MANAGEMENT DISCUSSION AND ANALYSIS:**

**ECONOMIC OVERVIEW**

**Current Year Global Economic Overview.**

During the year under review, global economic growth has been punctuated by escalating global trade disputes and episodes of financial stress and volatility, amid undercurrent of geo-political tensions. A fiscally induced acceleration in the United States of America offset slower growth in some large economies. Despite this, economic growth accelerated in more than half of the world's economies indicating an overall steady growth.

**Current Year Indian Economic Overview.**

On the domestic front, riding on the benefits of structural reforms and revival of credit growth, the Indian Economy is estimated to have better growth than the last year. The Indian economy witnessed good industrial growth during the year under review. India has retained its position as the third largest start-up base in the world and is considered the fastest growing major economy. During the year, with investment picking up and consumption strong, the Indian Economy is estimated to have grown @7.3% during the fiscal year 2018-19.

**Indian Textile Industry Overview.**

During the year under review, the Indian Textile Industry has witnessed subdued growth in domestic as well as export market. The International demand was largely muted on account of the trade war and its uncertainty whereas the domestic demand did not pick up as expected as the Industry was getting in terms with the GST regime.

Your Company has achieved marginal growth in its top line however there was a dip in the profitability due to adverse market conditions and escalation in the overall cost.

**Global Economic Future Outlook.**

The Global Economic growth in emerging markets and developing economies depends upon macroeconomic stability. However, the on-going trade war between large developed economies is expected to disturb this stability. A range of triggers beyond escalating trade tensions including a "no-deal" withdrawal of the United Kingdom from the European Union, a greater-than-envisaged slowdown in China, introduction of new fuel emission standards in Germany, sovereign and financial risk weighed on domestic demand in Italy and further weakening financial market in Turkey, could effect global economic growth in the year ahead.

**Indian Economic Future Outlook.**

India's domestic demand is expected to continue to grow during the current year which will be driving force for the growth in the Indian Economy. Further a stable and strong Government will augment growth. On the other hand, vulnerabilities are being exacerbated by fiscal slippages, the possibility of delays in needed structural reforms to address the weaknesses in the banking and financial sector are expected to be the restraining factors to growth.

**Textile Industry Outlook.**

The year ahead looks good for the Indian Textile Industry buoyed by both strong domestic consumption as well as export demand. With consumerism, disposable income on

the rise and with the entry of several international players into the India markets, the retail sector has experienced a rapid growth. All this, coupled with the Government continuing with the incentives schemes like Technology Up-gradation Fund Scheme (TUFs) and export promotion policies for the Textile Industries, the outlook looks enterprising for the Industry.

Your Company with its well known Brands, ultra modern manufacturing facilities, aggressive marketing strategies and well penetrated distribution network is expected to continue on its path of sustained growth and profitability in the times to come.

#### Internal Financial Control system.

Your Company has in place an adequate internal financial control system, commensurate with the size and complexity of its operations. Necessary checks and controls are in place to ensure that all assets are safeguarded, to detect and prevent errors and frauds and that the transactions are properly verified, adequately authorized, correctly recorded and properly reported. The Internal Auditors of the Company conduct Audit of various departments to ensure that internal controls are in place and submit Quarterly Reports to the Audit Committee. The Audit Committee regularly reviews these Reports and the Company when needed takes corrective actions.

The Internal Auditors also audit the effectiveness of the Company's internal financial control system. No major inefficiencies were reported.

#### Human Resources/ Industrial Relations.

Your Company treats its Human Resources as its important asset and believes in its contribution to the all-round growth of your Company. Your Company takes steps, from time to time, to upgrade and enhance the quality of this asset and strives to maintain it in agile and responsive form. Your Company is an equal opportunity employer and practices fair employment policies. Your Company is confident that its Human Capital will effectively contribute to the long term value enhancement of the organization.

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

Industrial relations with staff and workmen during the year under review continued to be cordial.

#### Key Financial Ratios

Ratios	2019	2018	Change
Debtors Turnover	4.46	4.77	(6.60%)
Inventory Turnover	4.27	4.65	(8.19%)
Interest Coverage Ratio	4.29	6.01	(28.54%)
Current Ratio	1.78	1.43	24.48%
Debt Equity Ratio	0.18	0.20	(8.58%)
Operating Profit Margin %	7.43%	8.94%	(16.89%)
Net Profit Margin %	5.57%	6.64%	(13.51%)
Return on Net Worth %	13.00%	16.00%	(18.75%)

Note: (1) Above ratios are based on Standalone Financials of the Company.

(2) Lower Interest Coverage Ratio and Return on Net Worth is due to lower profitability during the year.

#### Forward Looking Statements.

*Statement in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other incidental factors.*

#### 8. CORPORATE GOVERNANCE:

A report on Corporate Governance as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015"/"the Listing Regulations"), together with Certificate from the Auditors of the Company confirming compliance of conditions of Corporate Governance as stipulated under the aforesaid regulations, forms part of the Annual Report.

#### 9. DIRECTORS:

##### Homage:

Your Directors pay their respectful homage to late Shri. Dharaprasad Poddarji, Chairman Emeritus and founder Promoter, who left for his heavenly abode on 20th October, 2018. Your Directors pay rich tribute for the inspired leadership provided by late Shri. Dharaprasad Poddarji under whose advice, guidance and support your Company has registered continuous growth and profitability for over 4 decades since incorporation of the Company. Late Shri. Dharaprasad Poddarji, was a great and humble leader, a respected philanthropist as well as a visionary and entrepreneur par excellence. His presence will always be felt and the benefits of his untiring efforts will be reaped by generations to come. Your Directors pray to the Almighty to grant eternal peace to his departed soul.

##### Directors appointment / re-appointment

Shri. Shrikishan D. Poddar, Director, retires by rotation and being eligible, offers himself for re-appointment. Your Directors commend his re-appointment.

Smt. Mangala R. Prabhu was appointed as an Additional Director by the Board on 25th March, 2019 and holds office upto the date of the ensuing Annual General Meeting (AGM). She has also been appointed as an Independent Director for a period of 5(five) continuous years with effect from 25th March, 2019 till 24th March, 2024, subject to approval of the members at the AGM. Resolution for her appointment as a Director as well as Independent Director of the Company is proposed for the approval of the members at the ensuing AGM. Your Directors commend her appointment.

Brief resume of Directors being appointed/ re-appointed as required by the SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings are provided in the Annexure to the notice convening the AGM of the Company.

**Declaration from Independent Directors.**

All Independent Directors have given declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and regulation 16(b) of SEBI (LODR) Regulations, 2015.

**Company's Policy on appointment and remuneration of Directors.**

**Appointment of Independent Directors.**

All Independent Directors of the Company are appointed for a term of 5 years. Accordingly, the Independent Directors viz. Shri. Harish Motiwalla, Shri. Mangesh Teli, Shri. Dileep Shinde, Shri. Pramod Jalan, Shri. Shailesh Vaidya and Shri. Ashok Garodia hold office upto 31st July, 2019 and Shri. Tarun Kumar Govil upto 29th July, 2019.

**Criteria for appointment of Independent Directors.**

The Independent Directors shall be of high integrity with relevant experience and expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management, so as to have a diverse Board.

**Criteria for appointment of Managing Directors/ Whole Time Directors.**

The Nomination and Remuneration Committee shall identify persons of integrity who possess relevant experience and expertise particularly in the Textile Industry, leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

**Remuneration Policy.**

The Company follows a policy on remuneration for Directors and Senior Management Employees, details of the same are given in the Corporate Governance Report.

**Performance Evaluation.**

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Nomination and Remuneration Committee has laid down the criteria for evaluation of the performance of Individual Directors, the Board as a whole and also the Secretarial Department. Evaluation of performance is undertaken annually.

The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors at a separately convened meeting held on 25th March, 2019 at which the performance of the Board as a whole was also evaluated and the performance of the Secretarial Department was also reviewed. The Company has implemented a system of evaluation on the basis of a structured questionnaire which comprises evaluation criteria taking into consideration various performance related aspects. The performance evaluation of the Independent Directors was carried out by the entire Board (excluding the Director being evaluated).

The Directors expressed their satisfaction with the evaluation process.

**10. NUMBER OF BOARD MEETING:**

The Board of Directors met 5(five) times during the year, the details of which are provided in the Corporate Governance Report.

**11. COMMITTEES OF THE BOARD:**

The Board has the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee
5. Finance Committee
6. Share Transfer Committee
7. Risk Management Committee

The details of the Committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report.

**12. DIRECTORS' RESPONSIBILITY STATEMENT:**

As stipulated under Section 134(3)(c) of the Companies Act, 2013, your Directors confirm as under:-

- i) that in the preparation of the accounts for the financial year ended 31st March 2019, the applicable accounting standards have been followed along with proper explanation relating to material departure, if any;
- ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2019 and of the profit of the Company for the year under review;
- iii) that the Directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that the Directors have prepared the accounts for the financial year on going concern basis.
- v) the Directors have laid down internal financial controls, which are adequate and were operating effectively.
- vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**13. EXTRACT OF ANNUAL RETURN:**

Extract of the Annual Return in Form No. MGT - 9 as required under section 92 of the Companies Act, 2013 is annexed herewith as Annexure - I to this Report.

In compliance with section 134(3)(a) of the Act Form MGT - 9 is uploaded on the Company's website and can be accessed at [www.siyaram.com](http://www.siyaram.com).

**14. FIXED DEPOSITS:**

During the year under review, your Company has not accepted any fixed deposits and there were no unclaimed deposits or interest thereon as on 31st March, 2019.

**15. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:**

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



## 16. SUBSIDIARY COMPANIES:

### Cadini S.R.L.

The Company has a wholly owned foreign subsidiary, namely Cadini S.R.L. Italy. Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of the subsidiary is given in Form AOC-I and forms part of the Annual Report.

## 17. CONSOLIDATED FINANCIAL STATEMENTS:

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

## 18. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has framed a Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The details of the Policy are given in the Corporate Governance Report and the Policy is posted on the Company's website at the link <http://www.siyaram.com/investor-relations/policies.html>

## 19. RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were in the ordinary course of business and were on an arm's length basis. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other related parties which may have a potential conflict with the interest of the Company at large. During the year, the Company has not entered into related party transactions which could be considered as material in accordance with the policy on Related Party Transactions of the Company. Accordingly, the disclosure of related party transactions as required under section 134(3)(h) of the Companies Act, 2013 in Form AOC -2 is not applicable to your Company.

All related party transactions for the year are placed before the Audit Committee as well as before the Board for approval. The transactions entered into with related parties are reviewed on a quarterly basis by the Audit Committee.

The policy on Related Party Transactions as approved by the Audit Committee and Board is uploaded on the Company's website at the link <http://www.siyaram.com/investor-relations/policies.html>

Members can refer to Note No. 40 to the Financial Statements which sets out related party disclosures.

## 20. RISK MANAGEMENT:

In line with the regulatory requirements, the Company has framed a Risk Management Policy to identify and assess the key business risk areas and to put in place a mechanism for mitigation of risk. A detailed exercise is being carried out at regular intervals to identify, evaluate, manage and monitor all business risks. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

## 21. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

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

## 22. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THIS REPORT:

There have been no material changes or commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the Report.

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

Information pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, is given in Annexure –II to this Report.

## 24. CORPORATE SOCIAL RESPONSIBILITY:

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in Annexure –III of this Report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Policy is available on the Company's website at the link <http://www.siyaram.com/investor-relations/policies.html>

## 25. AUDITORS:

### a. Statutory Auditors:

In the 39th AGM held on 9th September, 2017, M/s. Songira & Associates, Chartered Accountants, (FRN.128085W), have been appointed as Statutory Auditors of the Company for a period of 5(five) years from the conclusion of the 39th AGM till the conclusion of the 44th AGM of the Company to be held in the year 2022.

Further, the Report of the Statutory Auditors, M/s. Songira & Associates, Chartered Accountants, forms part of the Annual Report. The observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

### b. Cost Auditors:

As per the provisions of section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 framed thereunder, the Cost Audit of the cost records of the Company for the F.Y. 2018-19 was carried out by M/s. Bhuta & Associates, Cost Accountants and the related Report will be filed on or before 27th September, 2019. The Cost Audit Report for the F.Y. 2017-18 was filed on 31st August, 2018.

The Board of Directors has appointed M/s. Bhuta & Associates, Cost Accountants, as Cost Auditors to audit cost records of the Company for the F.Y. 2019-

20. A resolution seeking members' approval for the remuneration payable to them forms part of the Notice convening the AGM.

**c. Secretarial Auditors:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Jugalkishore Fatehchandka, Company Secretary in Practice to undertake Secretarial Audit for the financial year 2018-19. The Secretarial Audit Report is annexed herewith as Annexure – IV.

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

**26. PARTICULARS OF EMPLOYEES:**

The information required pursuant to Section 197(12) of the Companies Act, 2013, read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is attached as Annexure V. In terms of the provisions of Section 197(12) of the Act read with sub-rule (2) and (3) of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014,

a statement showing the norms and other particulars of employees drawing remuneration in excess of the limits set out in the said Rules are provided in the Report. However, having regard to the provisions of the first proviso to section 136(1) of the Companies Act, 2013 the details are excluded from the Report sent to members. The required information is available for inspection at the registered office/ corporate office and the same shall be furnished on request.

**27. APPRECIATION:**

Your Company is grateful for the continued co-operation and support extended to it by the Government and Semi-Government Authorities, Shareholders, Financial Institutions, Banks, Customers and Vendors. Your Directors also express their warm appreciation for the dedicated and sincere services rendered by the Employees of the Company.

For and on behalf of the Board of Directors

**RAMESH D. PODDAR**

Chairman and Managing Director

DIN - 00090104

Place: Mumbai

Date: 17th May, 2019.

**Annexure - I**

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**

As on the Financial Year ended on 31<sup>st</sup> March, 2019

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

**I. REGISTRATION AND OTHER DETAILS:**

- i) CIN : L17116MH1978PLC020451
- ii) Registration Date : 29<sup>th</sup> June, 1978.
- iii) Name of the Company : SIYARAM SILK MILLS LIMITED
- iv) Category / Sub-Category of the Company : Public Company/ Limited by Shares.
- v) Address of the Registered Office and contact details : H-3/2, MIDC, A - Road, Tarapur, Boisar, Dist: Palghar- 401 506, Maharashtra. Tel: 7506794051, Fax : 02525 – 272475, Email: shareddept@siyaram.com Website: www.siyaram.com
- vi) Whether listed company : Yes
- vii) Name, Address and contact details of Registrar & Transfer Agents (RTA), if any. : TSR Darashaw Ltd., 6-10, 1st Floor, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai – 400 011. Tel : 22-66568484, Fax : 022-66568494, Email: csg-unit@tsrdarashaw.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1.	Fabrics	1311-1313	73.85%
2.	Readymade Garments	1410	22.55%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No	Name of the Company	Address	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	Cadini S.R.L.	Via di Compiobbi 2H, Bagno a Ripoli Florence, Italy	N.A.	Subsidiary Company	100%	Section 2(87)

**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 (As on 1st April, 2018)				No. of Shares held at the end of the year (As on 31st March, 2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
(a) Individual/HUF	20312690	0	20312690	43.34	20312690	0	20312690	43.34	0
(b) Central Govt	0	0	0	0	0	0	0	0	0
(c) State Govt (s)	0	0	0	0	0	0	0	0	0
(d) Bodies Corporate	11121825	0	11121825	23.73	11121825	0	11121825	23.73	0
(e) Banks / Financial Institutions (FI)	0	0	0	0	0	0	0	0	0
(f) Any Other....	0	0	0	0	0	0	0	0	0
<b>Sub-total(A) (1):-</b>	<b>31434515</b>	<b>0</b>	<b>31434515</b>	<b>67.07</b>	<b>31434515</b>	<b>0</b>	<b>31434515</b>	<b>67.07</b>	<b>0</b>
<b>(2) Foreign</b>	0	0	0	0	0	0	0	0	0
(a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
(b) Other – Individuals	0	0	0	0	0	0	0	0	0
(c) Bodies Corporate	0	0	0	0	0	0	0	0	0
(d) Banks / FI	0	0	0	0	0	0	0	0	0
(e) Any Other....	0	0	0	0	0	0	0	0	0
<b>Sub-total (A)(2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>31434515</b>	<b>0</b>	<b>31434515</b>	<b>67.07</b>	<b>31434515</b>	<b>0</b>	<b>31434515</b>	<b>67.07</b>	<b>0</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
(a) Mutual Funds/UTI	3993813	7500	4001313	8.54	4163657	7500	4171157	8.90	0.36
(b) FI / Banks	2302	1915	4217	0.01	5834	1915	7749	0.02	0.01
(c) Central Govt	0	0	0	0	0	0	0	0	0
(d) State Govt(s)	0	0	0	0	0	0	0	0	0
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f) Insurance Companies	500	0	500	0	500	0	500	0	0
(g) FIs	0	0	0	0	0	0	0	0	0
(h) Foreign Portfolio Investor Corp	770336	0	770336	1.64	685509	0	685509	1.46	(0.18)
(i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	<b>4766951</b>	<b>9415</b>	<b>4776366</b>	<b>10.19</b>	<b>4855500</b>	<b>9415</b>	<b>4864915</b>	<b>10.38</b>	<b>0.19</b>
<b>2. Non-Institutions</b>									
(a) Bodies Corporate	1141606	9360	1150966	2.46	956447	4880	961327	2.05	(0.41)
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	6757438	1049125	7806563	16.66	6669144	860090	7529234	16.06	(0.60)
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	982525	60000	1042525	2.22	861102	60000	921102	1.97	(0.25)
(c) Others (specify)	0	0	0	0	0	0	0	0	0
(i) IEPF Account	248085	0	248085	0.53	279915	0	279915	0.60	0.07
(ii) Alternate Investment Fund	410100	0	410100	0.87	878237	0	878237	1.87	1.00
(iii) Bodies Corporate-NBFC	910	0	910	0	785	0	785	0	0
(iv) Bodies Corporate-Non-NBFC	50	0	50	0	50	0	50	0	0
<b>Sub-total (B)(2):-</b>	<b>9540714</b>	<b>1118485</b>	<b>10659199</b>	<b>22.74</b>	<b>9645680</b>	<b>924970</b>	<b>10570650</b>	<b>22.55</b>	<b>(0.19)</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>14307665</b>	<b>1127900</b>	<b>15435565</b>	<b>32.93</b>	<b>14501180</b>	<b>934385</b>	<b>15435565</b>	<b>32.93</b>	<b>0</b>
<b>TOTAL (A)+(B)</b>	<b>45742180</b>	<b>1127900</b>	<b>46870080</b>	<b>100.00</b>	<b>45935695</b>	<b>934385</b>	<b>46870080</b>	<b>100.00</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>45742180</b>	<b>1127900</b>	<b>46870080</b>	<b>100.00</b>	<b>45935695</b>	<b>934385</b>	<b>46870080</b>	<b>100.00</b>	<b>0</b>

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 1st April, 2018)			Shareholding at the end of the Year (As on 31st March, 2019)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	GPP Enterprises LLP	500	0.00	0	500	0.00	0	0.00
2	DPP Enterprises LLP	580	0.00	0	580	0.00	0	0.00
3	HSP Enterprises LLP	625	0.00	0	625	0.00	0	0.00
4	Ashadevi Rameshkumar Poddar	32,27,055	6.89	0	32,27,055	6.89	0	0.00
5	Madhudevi Pawankumar Poddar	8,15,800	1.74	0	8,15,800	1.74	0	0.00
6	Gaurav Pramod Poddar	19,52,000	4.16	0	20,42,310	4.36	0	0.19
7	Ankit Pramodkumar Poddar	19,52,000	4.16	0	20,42,310	4.36	0	0.19
8	Vibhadevi Shrikishan Poddar	21,59,555	4.61	0	21,59,555	4.61	0	0.00
9	Geetadevi Dharaprasad Poddar	6,22,495	1.33	0	10	0.00	0	(1.33)
10	Harshit S Poddar	6,00,000	1.28	0	6,00,000	1.28	0	0.00
11	Abhishek Shrikishan Poddar	5,99,995	1.28	0	5,99,995	1.28	0	0.00
12	Sangeeta Pramodkumar Poddar	9,92,550	2.12	0	9,92,550	2.12	0	0.00
13	Avnish Pawankumar Poddar	16,49,495	3.52	0	17,39,805	3.71	0	0.19
14	Anurag Pawankumar Poddar	16,49,495	3.52	0	17,39,805	3.71	0	0.19
15	Rameshkumar Dharaprasad Poddar	16,69,495	3.56	0	18,50,115	3.95	0	0.39
16	Pawankumar Dharaprasad Poddar	7,81,760	1.67	0	7,81,760	1.67	0	0.00
17	Dharaprasad Ramrikhdas Poddar	99,995	0.21	0	0	0.00	0	(0.21)
18	Shrikishan Dharaprasad Poddar	15,37,000	3.28	0	17,17,620	3.66	0	0.39
19	Shyاملata Sureshkumar Poddar	1,500	0.00	0	1,500	0.00	0	0.00
20	Arvind Kumar Poddar	1,000	0.00	0	1,000	0.00	0	0.00
21	Rishabh Sureshkumar Poddar	500	0.00	0	500	0.00	0	0.00
22	Rajiv A Poddar	500	0.00	0	500	0.00	0	0.00
23	Vijaylaxmi Arvindkumar Poddar	500	0.00	0	500	0.00	0	0.00
24	RAP Enterprises LLP	500	0.00	0	500	0.00	0	0.00
25	TMP Enterprises LLP	125	0.00	0	125	0.00	0	0.00
26	VKP Enterprises LLP	125	0.00	0	125	0.00	0	0.00
27	PKP Enterprises LLP	1,11,18,935	23.72	0	1,11,18,935	23.72	0	0.00
28	AKP Enterprises LLP	125	0.00	0	125	0.00	0	0.00
29	S P Investrade (India) Limited	55	0.00	0	55	0.00	0	0.00
30	Sanchna Trading & Fin. Ltd.	55	0.00	0	55	0.00	0	0.00
31	Balgopal Holding & Traders Ltd	50	0.00	0	50	0.00	0	0.00
32	Poddar Brothers Investment Pvt. Ltd.	50	0.00	0	50	0.00	0	0.00
33	Vishal Furnishings Ltd	50	0.00	0	50	0.00	0	0.00
34	S P Finance And Trading Ltd	50	0.00	0	50	0.00	0	0.00
		3,14,34,515	67.07	0	3,14,34,515	67.07	0	0.00

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

	Name Of Shareholders	Shareholding at the beginning of the year		Date	Reason	Increase/decrease		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the company			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	PKP Enterprises LLP	11118935	23.72	1.04.2018		-	-	11118935	23.72
				31.03.2019		-	-	11118935	23.72
2.	Ashadevi R. Poddar	3227055	6.89	1.04.2018		-	-	3227055	6.89
				31.03.2019		-	-	3227055	6.89
3.	Vibhadevi S. Poddar	2159555	4.61	1.04.2018		-	-	2159555	4.61
				31.03.2019		-	-	2159555	4.61
4.	Gaurav P. Poddar	1952000	4.16	1.04.2018		-	-	1952000	4.16
				28.09.2018	Inter-se Transfer	90310	0.19	2042310	4.36
				31.03.2019		-	-	2042310	4.36
5.	Ankit P. Poddar	1952000	4.16	1.04.2018		-	-	1952000	4.16
				28.09.2018	Inter-se Transfer	90310	0.19	2042310	4.36
				31.03.2019		-	-	2042310	4.36
6.	Ramesh kumar Poddar	1669495	3.56	1.04.2018		-	-	1669495	3.56
				28.09.2018	Inter-se Transfer	180620	0.39	1850115	3.95
				31.03.2019		-	-	1850115	3.95
7.	Anurag P. Poddar	1649495	3.52	1.04.2018		-	-	1649495	3.52
				28.09.2018	Inter-se Transfer	90310	0.19	1739805	3.71
				31.03.2019		-	-	1739805	3.71
8.	Avnish Poddar	1649495	3.52	1.04.2018		-	-	1649495	3.52
				28.09.2018	Inter-se Transfer	90310	0.19	1739805	3.71
				31.03.2019		-	-	1739805	3.71
9.	Shrikishan D. Poddar	1537000	3.28	1.04.2018		-	-	1537000	3.28
				28.09.2018	Inter-se Transfer	180620	0.39	1717620	3.66
				31.03.2019		-	-	1717620	3.66
10.	Sangeeta P. Poddar	992550	2.12	1.04.2018		-	-	992550	2.12
				31.03.2019		-	-	992550	2.12
11.	Madhudevi Pawankumar Poddar	815800	1.74	1.04.2018		-	-	815800	1.74
				31.03.2019		-	-	815800	1.74
12.	Pawankumar Poddar	781760	1.67	1.04.2018		-	-	781760	1.67
				31.03.2019		-	-	781760	1.67
13.	Geetadevi Dharaprasad Poddar	622495	1.33	1.04.2018		-	-	622495	1.33
				28.09.2018	Inter-se Transfer	(622490)	(1.33)	5	0.00
				11.01.2019	Transmission	5	0.00	10	0.00
		31.03.2019		-	-	10	0.00		
14.	Harshit S. Poddar	600000	1.28	1.04.2018		-	-	600000	1.28
				31.03.2019		-	-	600000	1.28
15.	Abhishek Shrikishan Poddar	599995	1.28	1.04.2018		-	-	599995	1.28
				31.03.2019		-	-	599995	1.28

Sl.	Name Of Shareholders	Shareholding at the beginning of the year		Date	Reason	Increase/decrease		Cumulative shareholding during the year	
		No.	% of total shares of the company			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
16.	Dharaprasad Ramrikhdas Poddar	99995	0.21	1.04.2018		-	-	99995	0.21
				28.09.2018	Inter-se Transfer	(99990)	(0.21)	(99990)	(0.21)
				11.01.2019	Transmission	(5)	(0.00)	0	0.00
				31.03.2019		-	-	0	0.00
17.	Shyاملata Sureshkumar Poddar	1500	0.00	1.04.2018		-	-	1500	0.00
				31.03.2019		-	-	1500	0.00
18.	Arvindkumar Mahabirprasad Poddar	1000	0.00	1.04.2018		-	-	1000	0.00
				31.03.2019		-	-	1000	0.00
19.	HSP Enterprises LLP	625	0.00	1.04.2018		-	-	625	0.00
				31.03.2019		-	-	625	0.00
20.	DPP Enterprises LLP	580	0.00	1.04.2018		-	-	580	0.00
				31.03.2019		-	-	580	0.00
21.	Rishabh Sureshkumar Poddar	500	0.00	1.04.2018		-	-	500	0.00
				31.03.2019		-	-	500	0.00
22.	Rajiv A. Poddar	500	0.00	1.04.2018		-	-	500	0.00
				31.03.2019		-	-	500	0.00
23.	Vijaylaxmi Arvindkumar Poddar	500	0.00	1.04.2018		-	-	500	0.00
				31.03.2019		-	-	500	0.00
24.	GPP Enterprises LLP	500	0.00	1.04.2018		-	-	500	0.00
				31.03.2019		-	-	500	0.00
25.	RAP Enterprises LLP	500	0.00	1.04.2018		-	-	500	0.00
				31.03.2019		-	-	500	0.00
26.	TMP Enterprises LLP	125	0.00	1.04.2018		-	-	125	0.00
				31.03.2019		-	-	125	0.00
27.	VKP Enterprises LLP	125	0.00	1.04.2018		-	-	125	0.00
				31.03.2019		-	-	125	0.00
28.	AKP Enterprises LLP	125	0.00	1.04.2018		-	-	125	0.00
				31.03.2019		-	-	125	0.00
29.	S P Investrade (India) Limited	55	0.00	1.04.2018		-	-	55	0.00
				31.03.2019		-	-	55	0.00
30.	Sanchna Trading & Finance Ltd	55	0.00	1.04.2018		-	-	55	0.00
				31.03.2019		-	-	55	0.00
31.	Balgopal Holding & Traders Ltd	50	0.00	1.04.2018		-	-	50	0.00
				31.03.2019		-	-	50	0.00
32.	Poddar Brothers Investment Pvt. Ltd.	50	0.00	1.04.2018		-	-	50	0.00
				31.03.2019		-	-	50	0.00
33.	Vishal Furnishings Ltd	50	0.00	1.04.2018		-	-	50	0.00
				31.03.2019		-	-	50	0.00
34.	S P Finance and Trading Limited	50	0.00	1.04.2018		-	-	50	0.00
				31.03.2019		-	-	50	0.00

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

Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	DSP Blackrock Micro Cap Fund(*)	2504015	5.34	2711495	5.79
2.	Reliance Capital Trustee Co,Ltd -A/C Reliance Small Cap Fund	1264513	2.70	1349729	2.88
3.	K India Opportunities Fund Limited	442721	0.94	442721	0.94
4.	DSP Blackrock Core Fund	410100	0.87	878237	1.87
5.	Investor Education and Protection Fund Authority	248085	0.53	279915	0.60
6.	Jeewan Kumar Puri(*)	143510	0.31	143510	0.31
7.	Biyani Financial Services Pvt. Ltd.	136070	0.29	136070	0.29
8.	Supriya Sumesh Khanna(*)	129450	0.28	129450	0.28
9.	Startrade Vyapaar Limited	120815	0.26	120815	0.26
10.	Paresh Rambilas Jhawar(*)	115675	0.25	113550	0.24

\* various sub accounts

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

Sr. No.	Name of Directors / KMP	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Shri. Ramesh Poddar- Chairman and Managing Director	1669495	3.56	1850115	3.95
2.	Shri. Pawan D. Poddar- Joint Managing Director	781760	1.67	781760	1.67
3.	Shri. Shrikishan D. Poddar-Executive Director	1537000	3.28	1717620	3.66
4.	Smt. Ashadevi R. Poddar-Executive Director	3227055	6.89	3227055	6.89
5.	Shri. Gaurav P. Poddar-President and Executive Director	1952000	4.16	2042310	4.36
6.	Shri. Ashok Jalan – Sr. President cum Director	5585	0.01	585	0.00
7.	Shri. Harish Motiwalla- Independent Director	100	0.00	125	0.00

**V. INDEBTEDNESS**

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

(₹ In Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	31344.39	25913.09	-	57257.48
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	100.36	-	-	100.36
<b>Total (i+ii+iii)</b>	<b>31444.75</b>	<b>25913.09</b>		<b>57357.84</b>
Change in Indebtedness during the financial year				
• Addition	134.65	-	-	134.65
• Reduction	(1623.25)	(11219.23)	-	(12842.48)
<b>Net Change</b>	<b>(1488.60)</b>	<b>(11219.23)</b>		<b>(12707.83)</b>
Indebtedness at the end of the financial year				
i) Principal Amount	29721.14	14693.86	-	44415.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	235.01	-	-	235.01
<b>Total (i+ii+iii)</b>	<b>29956.15</b>	<b>14693.86</b>		<b>44650.01</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

(₹ In Lakhs)

Sr. No.	Particulars of Remuneration	Name of Directors						Total Amount
		Ramesh Poddar	Shrikishan Poddar	Pawan Poddar	Gaurav Poddar	Ashadevi Poddar	Ashok Jalan	
1.	Gross salary							
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	224.52	193.97	196.37	152.24	27.56	66.66	861.32
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1.83	2.01	2.91	1.46	0.07	0.40	8.68
	(c) Profits in lieu of salary under	-	-	-	-	-	-	-
2.	Stock Option	Nil	Nil	Nil	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil	Nil	Nil	Nil
4.	Commission	270.00	192.00	216.00	156.00	20.00	00.00	854.00
	- as % of profit	1.55	1.10	1.24	0.90	0.12	0.00	4.91
	- others, specify...	-	-	-	-	-	-	-
5.	Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	496.35	387.98	415.28	309.70	47.63	67.06	1724.00
	Ceiling as per the Act	5% of the net profit of the Company for anyone MD/WTD and 10% of the net profit of the Company for all such Directors taken together						

**B. Remuneration to other Directors:**

(₹ In Lakhs)

Sr. No.	Particulars of Remuneration	Name of Directors							Total Amount
		Mangesh Teli	Harish Motiwalla	Ashok Garodia	Dileep Shinde	Pramod Jalan	Shailesh Vaidya	Tarun Govil	
1.	Independent Directors								
	• Fee for attending board / committee meetings	3.25	4.25	1.50	3.75	0.75	1.25	1.50	16.25
	• Commission	1.50	6.00	1.50	1.50	1.50	1.50	4.00	17.50
	• Others, please specify	-	-	-	-	-	-	-	-
	Total (1)	4.75	10.25	3.00	5.25	2.25	2.75	5.50	33.75
2.	Other Non-Executive Directors	Not Applicable							
	Total (2)	-	-	-	-	-	-	-	-
	Total (B)=(1+2)	4.75	10.25	3.00	5.25	2.25	2.75	5.50	33.75
	<b>Total Managerial Remuneration</b>								1757.75
	Overall Ceiling as per the Act	11% of the net profit of the Company for all the Directors including MD/WTD							

**C. Remuneration to Key Managerial Personnel other than MD/WTD/Manager/Other Directors :**

(₹ In Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	Company Secretary	Total
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	74.13	36.53	110.66
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.40	0.00	0.40
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	Total	74.53	36.53	111.06

**VII. PENALTY/PUNISHMENT/COMPOUNDING OF OFFENCES :**

There were no penalties, punishment or compounding of offences against the Company or against any of its Directors or Officers in default, during the year ended 31<sup>st</sup> March, 2019.



## ANNEXURE - II

Details of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo required under the Companies (Accounts) Rules, 2014 :-

### A) CONSERVATION OF ENERGY :

- i) The steps taken or impact on conservation of energy:
  - (a) Electrical Energy:
    - Reducing the maximum demand by evenly distributing the loads throughout the day and increasing efficiency of plant and equipments.
    - Improving power factor by optimum choice of power factor improvement capacitors.
    - Monitoring the overall energy consumption by reducing losses and improvement of efficiency of all Class A utilities.
  - (b) Fuel Oil Consumption:
    - The Company is carrying out at all its plants regular maintenance of steam lines/steam traps and user equipments to ensure high efficiency levels throughout the year. The new improvements are reviewed regularly and implemented wherever found suitable.
- ii) The steps taken by the Company for utilizing alternate sources of energy :
  - The Company has taken various initiatives for utilizing alternate energy efficient sources like Tubelight with LED and high efficiency motor.
- iii) The Capital investment on energy conservation equipments :
  - The Company is reviewing various proposals for reduction in consumption of energy, mainly by way of replacement of existing equipments by modern and energy efficient equipments.

### B) TECHNOLOGY ABSORPTION:

- i) Efforts made in technology absorption :
  - a) The Company has an in-house Research and Development Department (R & D) with carries out activities such as product and quality improvement, development of new designs, new products, cost control and energy conservation.
  - b) The Company has been developing in-house modifications / improvements in process technology in its various manufacturing sections which, when found suitable, are integrated into the regular manufacturing operation.
- ii) The benefits derived as a result of the above :-
  - (a) Quality improvement
  - (b) Energy Conservation
  - (c) The R & D activities have resulted into development of new designs and Products.
- iii) In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year) : Not Applicable.
- iv) Expenditure incurred on R & D. :-
  - a) Capital – ₹ Nil
  - b) Recurring – ₹ 498.27 Lakhs

### C) FOREIGN EXCHANGE EARNINGS AND OUTGO: (₹ in Lakhs)

- a) Foreign Exchange Used - ₹ 4766.04
- b) Foreign Exchange Earned - ₹ 15749.62

For and on behalf of Board of Directors

**Ramesh D. Poddar**  
Chairman and Managing Director  
DIN- 00090104

Place: Mumbai  
Date: 17<sup>th</sup> May, 2019.

**REPORT ON CSR ACTIVITIES/ INITIATIVES**

[Pursuant to Section 135 of the Act & Rules made thereunder]

**1. A brief outline of the Company's CSR policy, including overview of the projects or programs proposed to be undertaken and reference to the web-link to the CSR Policy and projects or programs:**

The CSR Policy of the Company was approved by the Board of Directors at its Meeting held on 12th November, 2014. A gist of the Policy and the projects and programs that the Company can undertake under the CSR Policy is mentioned below :-

We at Siyaram have a vision to become an active partner in the Social Development of the Community and to protect and maintain the environment so as to ensure that the Next Generation gets sufficient education opportunities, proper healthcare facilities and to enjoy a clean and green environment. In order to meet its vision Siyaram will carry out CSR Activity as under:-

- Promotion of education to the needy children.
- Promoting healthcare including preventive healthcare.
- To improve Sanitation and develop Infrastructure facilities.
- To reduce Social and Economic Inequalities.
- To protect our environment.
- Any other activity as enumerated in Schedule VII of the Companies Act, 2013 and amended from time to time and approved by the CSR Committee.

The funding and monitoring of the implementation of the CSR activities is being done internally by the Company.

The CSR Policy is posted on the website of the Company at the link <http://www.siyaram.com/investor-relations/policies.html>

**2. The composition of the CSR Committee:**

Shri. Ramesh Poddar	–	Chairman
Shri. Pawan Poddar	–	Member
Shri. Harish Motiwalla	–	Member

**3. Average Net Profit of the company for last 3 financial years** : ₹ 14809.29 Lakhs

**4. Prescribed CSR expenditure (2% of amount)** : ₹ 296.19 Lakhs

**5. Details of CSR activities/projects undertaken during the year:**

- a) Total amount to be spent for the financial year : ₹ 296.19 Lakhs
- b) Total amount spend during the year : ₹ 212.89 Lakhs
- c) Amount un-spent, if any : ₹ 83.30 Lakhs
- d) Manner in which the amount spent during financial year, is detailed below:

1	2	3	4	5	6	7	8
Sr. No	CSR project/ activity identified	Sector in which the Project is covered	Projects/Programs 1. Local area/others- 2. specify the state /district (Name of the District/s, State/s where project/ program was undertaken	Amount outlay (budget) project/ program wise	Amount spent on the project / program Sub-heads: 1. Direct expenditure on project/ program, 2. Overheads:	Cumulative spend upto to the reporting period	Amount spent: Direct / through implementing agency*
1.	Promotion of Education	Education	(1)Fatehpur, Dist. Sikar, Rajasthan (2) Tarapur, Boisar, Dist -Palghar	₹ 167.50 Lakhs	₹ 118 Lakhs	₹ 118 Lakhs	Direct
2.	Public Welfare	Public Welfare	Tarapur, Boisar, Dist- Palghar	₹ 1.50 Lakhs	₹ 1.50 Lakhs	₹ 1.50 Lakhs	Direct
3.	Promotion of Health Care	Health Care Activities	(1) Dadar, Mumbai (2) Tarapur, Boisar, Dist - Palghar	₹ 134 Lakhs	₹ 93.39 Lakhs	₹ 93.39 Lakhs	Rotary Club of Bombay Queen City Foundation /Direct

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

The Company was required to spend ₹296.19 Lakhs during the current year for CSR activities however; the Company has spent ₹ 212.89 Lakhs. The Company could not spend the prescribed amount for the following reasons :-

Firstly, your Company had proposed to contribute upto ₹ 150 Lakhs to Shri Ramrikhdas Poddar Balika Vidya Mandir Higher Secondary School (Girls Schools), at Fatehpur, Dist. Sikar, Rajasthan, however due to delay in implementation of the project the entire sum could not be spent during the year.

Secondly, the Project for building of 2(two) additional floors along with furniture and fixtures at Gadge Maharaj Mission Dharamshala Trust, Dadar got completed well within the budgeted outlay. However, additional expenditure may be incurred in due course.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Place : Mumbai.  
Date : 17<sup>th</sup> May, 2019.

**Ramesh D. Poddar**  
Chairman of CSR Committee/  
Chairman and Managing Director  
DIN- 00090104

**Pawan D. Poddar**  
Joint Managing Director  
DIN- 00090521

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019

[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/ Board of Directors,  
Siyaram Silk Mills Limited

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Siyaram Silk Mills Limited** (hereinafter called "the Company") – CIN L17116MH1978PLC020451. 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 period covering the financial year ended 31st March, 2019 (hereinafter referred to as "audit period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2019, according to the provisions of:

- (1) The Companies Act, 2013 (the Act) and the rules made thereunder; the applicable provisions of the Companies Act, 1956 and the rules made thereunder;
- (2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - **Not applicable to the Company during the audit period.**
  - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - **Not applicable to the Company since it has not bought back any securities during the audit period.**
  - (f) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - **Not applicable to the**

**Company since it has no Employee Stock Option Scheme/ Employee Stock Purchase Scheme.**

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - **Not applicable to the Company during the audit period.**
- (h) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not applicable to the Company since it has not issued any debt securities.**

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India and with respect to board and general meetings.
- ii. The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, old Act, Rules, Regulations, Guidelines, Standards etc. mentioned above subject to the following observations:

I further report that

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

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

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

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.

I further report that during the Audit Period, there were no instances of –

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- (ii) Redemption / buy-back of securities
- (iii) Merger / amalgamation / reconstruction, etc.
- (iv) Foreign technical collaborations

Jugalkishore Fatehchandka  
Company Secretary in Practice

Place: Mumbai  
Date: 17<sup>th</sup> May, 2019

FCS No. : 3392  
C P No.: 4942

## DISCLOSURE OF MANAGERIAL REMUNERATION

- i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2018-19, ratio of the remuneration of each Director to the median remuneration of the employee of the Company for the financial year 2018-19 and comparison of remuneration of each key managerial personnel (KMP) against the performance of the Company is as under :-

Sr. No.	Name of the Director / KMP	Designation	Remuneration of Directors / KMP for Financial year 2018-19 (₹ in lakhs)	% Increase in Remuneration in the Financial Year 2018-19	Ratio of remuneration of each Director/ to median remuneration of employees 2018-19	Comparison of the remuneration of the KMP against the performance of the Company
1	Shri Ramesh Poddar	Chairman and Managing Director	496.35	(7.06)	424.23	Remuneration of the KMP's decreased by 8.89%. Total Revenue decreased by 4.77% and profit after tax decreased by 9.35%.
2	Shri Pawan Poddar	Joint Managing Director	415.28	(9.37)	345.94	
3	Shri Shrikishan Poddar	Executive Director	387.98	(11.41)	331.60	
4	Smt. Ashadevi Poddar	Executive Director	47.63	(26.52)	40.71	
5	Shri Gaurav Poddar	President and Executive Director	309.70	(2.85)	264.70	
6	Shri Ashok Jalan	Sr. President cum Director	67.06	(31.32)	57.32	
7	Dr. Mangesh D Teli	Non Executive & Independent Director	4.75	-	4.06	
8	Shri Ashok N Garodia	Non Executive & Independent Director	3.00	-	2.56	
9	Shri Dilip H. Shinde	Non Executive & Independent Director	5.25	-	4.49	
10	Shri Pramod S. Jalan	Non Executive & Independent Director	2.25	(35.71)	1.92	
11	Shri Harish N. Motiwala	Non Executive & Independent Director	10.25	-	8.76	
12	Shri Tarun Kumar Govil	Non Executive & Independent Director	5.50	-	4.70	
13	Shri Shailesh Vaidya	Non Executive & Independent Director	2.75	-	2.35	
14	Shri Surendra Shetty	Chief Financial Officer	74.53	8.14	63.70	
15	Shri William Fernandes	Company Secretary	36.53	7.44	31.22	

- ii) The median remuneration of employees of the Company during the financial year was ₹ 1.17 lakhs;
- iii) In the financial year, there was an increase of 4.46% in the median remuneration of the employee.
- iv) There were 6203 permanent employees on the rolls of the Company as on 31st March, 2019.
- v) Relationship between average increase in remuneration and Company performance: Total Revenue increased by 4.77%, Profit after Tax decreased by 9.35% for the financial year 31st March, 2019 where as average increase in median remuneration was in line with the performance of the Company.
- vi) Total Remuneration of Key Managerial Personnel was decreased by around 8.89% in F.Y. 2018-19, whereas total Revenue increased by 4.73% and Profit after tax decreased by 9.35%
- Variation in Market Capitalisation of the Company: The market Capitalisation as on 31st March, 2019 was ₹ 2087.59 Crore ( ₹ 2,851.34 Crore as on 31st March, 2018).
  - Price earnings ratio of the Company was ₹ 20.64 as on 31st March, 2019 and was ₹ 25.55 as on 31st March, 2018.
  - The Company has not made any public offer in the recent past and accordingly, comparison of Public offer price and the current market price of the Company's shares will not be relevant.
- vii) Average percentage increase made in the salaries of employees other than managerial personnel in the last financial year was 8% whereas decrease in managerial remuneration for the same financial year was 8.89%.
- viii) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee as per the Remuneration Policy for Director, Key Managerial Personnel and other Employees.
- ix) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year not applicable and
- x) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

**CORPORATE GOVERNANCE REPORT**

[As required under the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI (LODR) Regulations, 2015"/"the Listing Regulations" )]

**I. Company's Philosophy**

Siyaram's philosophy on corporate governance is to attain the highest level of transparency, accountability and equity in all facets of its operations with the objective to enhance the long term shareholders' value, while at the same time protect the interest of other stakeholders. The Company believes that proper Corporate Governance facilitates effective management and control of business. The Company recognizes that good Corporate Governance is a continuing exercise and is committed to follow the best practices in the overall interest of the stakeholders.

The Company endeavors to adopt best practices of Corporate Governance and adherence of the same in a spirit which goes beyond mere regulatory compliance. The Company has a strong legacy of fair, transparent and ethical governance practices.

**II. Board of Directors**

**Composition:**

The Board of Directors of the Company has an optimum combination of Executive, Non Executive and Independent Directors. As on 31st March, 2019, the Board comprises of 14(Fourteen) Directors, out of which 6(six) are Executive and Non Independent Directors and 8(eight) are Non-Executive and Independent Directors. The Chairman is an Executive Director as well as a Promoter of the Company.

The names and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting, as also the number of Directorships and Committee Chairmanship/ Memberships held by them in other companies as on 31st March, 2019 are given below:

Name of Directors	Category of Directors	Attendance		Directorship in other Public Companies*	Committee Positions**	
		Board	Last AGM		Chairman	Member
Shri. Ramesh D. Poddar DIN: 00090104	Chairman and Managing Director – Promoter	5	Yes	-	-	1
Shri. Pawan D. Poddar DIN: 00090521	Joint Managing Director – Promoter	3	Yes	-	-	1
Shri. Shrikishan D. Poddar DIN: 00160323	Executive Director-Promoter	5	Yes	-	-	-
Prof. (Dr.) Mangesh. D. Teli DIN: 00218899	Non-Executive & Independent Director	5	Yes	-	-	1
Shri. Shailesh S. Vaidya DIN: 00002273	Non-Executive & Independent Director	4	No	5	-	-
Shri. Ashok M. Jalan DIN: 00456869	Senior President cum Director	5	Yes	-	-	-
Shri. Ashok N. Garodia DIN: 00206017	Non-Executive & Independent Director	5	Yes	-	-	-
Shri. Dileep H. Shinde DIN: 00270687	Non-Executive & Independent Director	5	Yes	-	1	1
Shri. Pramod S. Jalan DIN:00215144	Non-Executive & Independent Director	2	No	-	-	-
Shri. Harish N. Motiwalla DIN: 00029835	Non-Executive & Independent Director	5	Yes	8	5	4
Shri. Gaurav P. Poddar DIN: 03230539	President and Executive Director-Promoter	5	Yes	-	-	-
Shri. Tarun Kumar Govil DIN: 06924673	Non-Executive & Independent Director	5	Yes	1	1	1
Smt. Ashadevi R. Poddar DIN: 00169841	Executive Director-Promoter	4	No	-	-	-
Smt. Mangala R. Prabhu*** DIN: 06450659	Non-Executive & Independent Director	N.A.	N.A.	6	2	-

\* The Directorship held by Directors as mentioned above, do not include Alternate Directorships and Directorships in foreign companies, companies registered under section 25 of the Companies Act, 1956/section 8 of the Companies Act, 2013 and private limited Companies.

\*\*Memberships/ Chairmanships of only Audit Committee and Stakeholders Relationship Committee in all public limited companies have been considered.

\*\*\* Appointed as Additional Director as well as Independent Director w.e.f. 25th March, 2019.

**Notes:**

1. Shri. Ramesh D. Poddar, Smt. Ashadevi R. Poddar, Shri. Pawan D. Poddar, Shri. Shrikishan D. Poddar and Shri. Gaurav P. Poddar are related to each other. None of the other Directors are related to any other Director on the Board.
2. Except Shri. Harish Motiwalla who holds 125 Equity Shares of the Company, no other Non- Executive / Independent Director holds any shares or convertible instruments of the company.

**Details of Directorship of the Directors of the Company**

Sr. No.	Name of Directors	Name of other Listed Entities in which Directorship held	Category of Directorship
1.	Shri. Ramesh D. Poddar DIN: 00090104	Nil	N.A.
2.	Shri. Pawan D. Poddar DIN: 00090521	Nil	N.A.
3.	Shri. Shrikishan D. Poddar DIN: 00160323	Nil	N.A.
4.	Shri. Mangesh. D. Teli DIN: 00218899	Nil	N.A.
5.	Shri. Shailesh S. Vaidya DIN: 00002273	Excel Industries Ltd	Independent Director
		Apcotex Industries Ltd	Independent Director
6.	Shri. Ashok M. Jalan DIN: 00456869	Nil	N.A.
7.	Shri. Ashok N. Garodia DIN: 00206017	Nil	N.A.
8.	Shri. Dileep H. Shinde DIN: 00270687	Nil	N.A.
9.	Shri. Pramod S. Jalan DIN:00215144	Nil	N.A.
10.	Shri. Harish N. Motiwalla DIN: 00029835	Multibase India Ltd	Independent Director
		Ashapura Minechem Ltd	Independent Director
		Balkrishna Paper Mills Ltd	Independent Director
		Excel Industries Ltd	Independent Director
		Orient Abrasives Ltd	Independent Director
		Hitech Corporation Ltd	Independent Director
11.	Shri. Gaurav P. Poddar DIN: 03230539	Nil	N.A.
12.	Shri. Tarun Kumar Govil DIN: 06924673	Grauer and Well (India) Ltd	Independent Director
13.	Smt. Ashadevi R. Poddar DIN: 00169841	Nil	N.A.
14.	Smt. Mangala R. Prabhu DIN: 06450659	Ladderup Finance Ltd	Independent Director
		Aspira Pathlab & Diagnostics Ltd	Independent Director

**List of Core Skills/Expertise/Competencies of the Directors of the Company:**

Sr. No.	Core Skills/Expertise/Competencies of the Directors of the Company
1	Accounting and Financial Management
2	Direct and Indirect Taxation
3	Capital and Financial Market
4	Legal and Real Estate Management
5	Human Resources Management and Development
6	Yarn, Fabrics (Shirting and Suiting) and Readymade Garments Production Marketing and Selling Knowledge
7	Knowledge of International Markets
8	Products Research and Development
9	Supply Chain Management
10	General Operations and Administration
11	Project Implementation

Pursuant to the provisions of section 149 of the Act and regulation 16(1)(b) of SEBI (LODR) Regulations, 2015, Shri. Harish N. Motiwalla, Shri. Mangesh D. Teli, Shri. Dileep H. Shinde, Shri. Shailesh S. Vaidya, Shri. Ashok N. Garodia, Shri. Pramod S. Jalan, Shri. Tarun Kumar Govil and Smt. Mangala R. Prabhu are Independent Directors of the Company. They have submitted a declaration that each of them meet the criteria of independence, which was considered and taken on record by the Board of Directors of the Company. The Board confirms that in its opinion all the Independent Directors of the Company fulfill the conditions of independence as specified in section 149 of the Act and regulation 16(1) (b) of SEBI (LODR) Regulations, 2015 and are independent of the Management.

**Board Meetings:**

During the year, 5 (five) Board Meetings were held on 29th May, 2018, 14th August, 2018, 13th November, 2018, 28th January, 2019 and 25th March, 2019. The Annual General Meeting was held on 14th August, 2018.

**Board procedures:**

The Agenda is circulated well in advance to the Board members. The items in the Agenda are backed by comprehensive background information to enable the Board to take appropriate decisions. In addition to the information required under Schedule II Part A of SEBI (LODR) Regulations, 2015, the Board is also kept informed of major events/items and approvals taken wherever necessary. The Managing Director(s)/Executive Director(s), at the Board Meetings, keep the Board apprised of the overall performance of the Company.

**III. Audit Committee**

**Terms of Reference:**

The scope of activities of the Audit Committee is as set out in Schedule II Part C of SEBI (LODR) Regulations, 2015 (as amended from time to time) read with Section 177 of the Companies Act, 2013. These broadly include review of reports of the Internal Auditors and to discuss the same with them periodically, to meet Statutory Auditors to discuss their findings/ suggestions, to review weaknesses in internal controls reported by Internal and Statutory Auditors, to review financial reporting systems and internal control systems, to review quarterly/half yearly/annual financial results and other matters.

**Audit Committee Composition:**

The Audit Committee consists wholly of Independent Directors having requisite knowledge of Finance, Accounts and Company Law. The composition of the Audit Committee meets with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18(1) of SEBI (LODR) Regulations, 2015. The Company Secretary, Shri. William V. Fernandes acts as the Secretary of the Committee. The Chairman of the Committee was present at the last Annual General Meeting.

**Audit Committee Meetings:**

During the year under review, the Committee met 5 (five) times on 29th May, 2018, 14th August, 2018, 13th November, 2018, 28th January, 2019 and 25th March, 2019.

Name of the Committee Members along with their attendance is given below:

Name of the Member	Designation	No. of meeting attended
Shri. Harish N. Motiwalla	Chairman	5
Prof. (Dr.) Mangesh. D. Teli	Member	5
Shri. Dileep H. Shinde	Member	5

**IV. Nomination and Remuneration Committee:**

**Terms of Reference:**

Terms of reference of the Committee, includes considering the matters relating to the Company's Policies on remuneration payable and determining the package to the Managing Directors, Executive Directors and Whole-time Directors, commission to be paid to the Directors and other matters specified in section 178 of the Companies Act, 2013 and as set out in part D of Schedule II of SEBI (LODR) Regulations, 2015 (as amended from time to time).

**Nomination and Remuneration Committee Composition:**

The Committee consists wholly of Non-Executive and Independent Directors. The Chairman of the Committee is an Independent Director.

**Meetings:**

During the year the Committee met 2 (two) times on 29th May, 2018 and 25th March, 2019.

Name of the Committee Members along with their attendance is given below:

Name of the Member	Designation	No. of meeting attended
Shri. Harish N. Motiwalla	Chairman	2
Prof. (Dr.) Mangesh. D. Teli	Member	2
Shri. Pramod S. Jalan	Member	1



## Remuneration Policy:

The Company follows a policy on remuneration of Directors and Senior Management Employees as enumerated below:

### Remuneration of Non Executive Directors :

The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board/ Committee meetings and commission, if any, after approval of the members.

### Remuneration of Managing Directors/ Whole Time Directors :

1. At the time of appointment or re-appointment of the Managing Director(s)/ Whole Time Director(s), such remuneration shall be paid as may be mutually agreed between the Company (which includes the Nomination and Remuneration Committee and the Board of Directors) and the Managing Director(s)/ Whole Time Director(s) within the overall limits prescribed under the Companies Act, 2013.
2. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
3. The remuneration of the Managing Director(s) & CEO/ Whole Time Director(s) is broadly divided into salary, allowances, perquisites, amenities, retirement benefits and commission (subject to availability of profits).
4. In determining the remuneration the Nomination and Remuneration Committee shall ensure/ consider the following :-
  - a. The relationship of remuneration and performance benchmark is clear.
  - b. Responsibility required to be shouldered by the Managing Director(s)/ Whole Time Director(s), the industry benchmarks and the current trends.
  - c. The Company's performance vis-à-vis the annual budget achievement and individual performance vis-à-vis the KRAs/KPIs.

### Remuneration of Senior Management Employees:

1. In determining the remuneration of the Senior Management employees i.e. KMPs, the Nomination and Remuneration Committee shall ensure/ consider the following :
  - a. The relationship of remuneration and performance benchmark is clear.
  - b. The remuneration including annual increment is decided based on the criticality of the roles and responsibilities the Company's performance vis-à-vis the annual budget achievement, individual performance vis-à-vis KRAs/ KPIs industry benchmark and current compensation trends in the market.

Details of Directors' Remuneration \* for the year 2018-19 are given below:-

(₹ in Lakhs)

Name of Director	Salary & Other Perquisites	Sitting Fees	Commission	Total Remuneration
Shri. Ramesh D Poddar	226.35	Nil	270.00	496.35
Shri. Pawan D Poddar	199.28	Nil	216.00	415.28
Shri. Shrikishan D Poddar	195.98	Nil	192.00	387.98
Prof.(Dr.) Mangesh. D. Teli	Nil	3.25	1.50	4.75
Shri. Shailesh. S. Vaidya	Nil	1.25	1.50	2.75
Shri. Ashok M. Jalan	67.06	Nil	Nil	67.06
Shri. Ashok N. Garodia	Nil	1.50	1.50	3.00
Shri. Dileep H. Shinde	Nil	3.75	1.50	5.25
Shri. Pramod S. Jalan	Nil	0.75	1.50	2.25
Shri. Harish N. Motiwalla	Nil	4.25	6.00	10.25
Shri. Gaurav P. Poddar	153.70	Nil	156.00	309.70
Shri. Tarun Kumar Govil	Nil	1.50	4.00	5.50
Smt. Ashadevi R. Poddar	27.63	Nil	20.00	47.63
Smt. Mangala R. Prabhu	Nil	Nil	Nil	Nil
<b>Total</b>	<b>870.00</b>	<b>16.25</b>	<b>871.50</b>	<b>1757.75</b>

\*Remuneration includes Salary, Allowance, Commission, Perquisites, Company's contribution to Provident Fund, Superannuation Fund, Gratuity Fund, Provision for Gratuity and Leave Salary.

#### Pecuniary relationship or transaction

There were no other pecuniary relations or transactions of Non-Executive Directors vis-à-vis the Company. The Company has not granted any stock option to any of its Non-Executive Directors or Executive Directors.

#### Service Contract, Notice Period and Severance Fees

The Managing Director(s)/Executive Director(s)/Whole-Time Director(s) are appointed for a period of 5(five) years with a notice period of 3(three) months from either party for resigning/ terminating the services of the Company. No severance fee has been paid or payable by the Company.

#### V. Stakeholders Relationship Committee:

##### Terms of Reference:

The Stakeholders Relationship Committee deals with all matters relating to Stakeholders/Investors Grievance and its redressal, to review the measures taken for effective exercise of voting rights by shareholders, to review adherence to the service standards adopted by the company in respect of various services being rendered by the Registrar & Share Transfer Agent and to review the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company.

##### Stakeholders Relationship Committee Meetings:

During the year the Stakeholders Relationship Committee met 4 (four) on 29th May, 2018, 14th August, 2018, 13th November, 2018 and 28th January, 2019.

Name of the Committee Members along with their attendance is given below:-

Name of the Member	Designation	No. of meeting attended
Shri. Dileep H. Shinde	Chairman- Non-Executive & Independent Director	4
Shri. Ramesh D. Poddar	Member	4
Shri. Pawan D. Poddar	Member	2

##### Stakeholders Grievance Redressal:

During the year ended 31st March, 2019, 3 (three) Shareholders Complaints were received which were resolved during the year. For effective and efficient grievance management, the Company has dedicated E-mail ID. [sharedept@siyaram.com](mailto:sharedept@siyaram.com).

The Company Secretary, Shri. William V. Fernandes, has been designated as Compliance Officer.

#### VI. Corporate Social Responsibility Committee.

##### Terms of Reference

The Committee is formed with the object:-

- To frame and review the CSR Policy and to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- To implement and monitor the CSR activities undertaken by the Company.

##### CSR Committee Composition, Meetings held and Attendance:

##### Composition:

The CSR Committee is comprised of 3(three) directors including one Independent Director.

##### Meetings:

During the year the Committee met 4 (four) times on 29th May, 2018, 14th August, 2018, 13th November, 2018 and 28th January, 2019.

Name of the Committee Members along with their attendance is given below:

Name of the Member	Designation	No. of meeting attended
Shri Ramesh D. Poddar	Chairman	4
Shri. Pawan D. Poddar	Member	2
Shri. Harish N. Motiwalla	Member - Non-Executive and Independent Director	4

#### VII. Risk Management Committee.

##### Terms of Reference

The Committee is formed with the object:- To monitor and review risk management plan of the Company, cyber security and such other functions as may be included in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

## Risk Management Committee Composition, Meetings held and Attendance:

### Composition:

The Committee is comprised of 3(three) members as mentioned below: -

### Name of the Committee Members.

Name of the Member	Designation
Shri Gaurav P. Poddar	Chairman – Director
Shri. Ashok M. Jalan	Member – Director
Shri. Surendra S. Shetty	Member- CFO

### Meetings:

No meeting of the Risk Management Committee was held during the year.

## VII. Other Committees:

### Share Transfer Committee:

#### Terms of Reference:

The Share Transfer Committee deals with all matters relating to transfer of shares, issue of duplicate/ new shares, sub-divided and consolidated share certificates, demat / remat, etc.

The above said Committee has met 38 times during the financial year ended 31st March, 2019.

### Name of the Committee Members along with their attendance is given below:

Name of the Member	Designation	No. of meeting attended
Shri Pawan D. Poddar	Chairman	34
Shri Ramesh D. Poddar	Member	35
Shri Shrikishan D. Poddar	Member	33
Shri Ashok M. Jalan	Member	31

### Finance Committee

#### Terms of Reference:

The Finance Committee deals with matters relating to exercising borrowing powers delegated by the Board and opening/ closing bank accounts and other banking matters.

### Finance Committee Meetings:

During the year the Committee met 2 (two) times on 16th July, 2018 and 11th December, 2018.

### Name of the Committee Members along with their attendance is given below:

Name of the Member	Designation	No. of meeting attended
Shri. Ramesh D. Poddar	Chairman	2
Shri. Pawan D. Poddar	Member	0
Shri. Shrikishan D. Poddar	Member	2
Shri. Ashok M. Jalan	Member	2

## VIII. Information on Annual General Meeting:

Financial Year	Date	Time	Venue
2015-2016	10th September, 2016	11.00 a.m.	Plot No.G-4/1(A), MIDC, Tarapur, Boisar, Dist.Palghar-401506.
2016-2017	9th September, 2017	11.00 a.m.	Plot No.G-4/1(A), MIDC, Tarapur, Boisar, Dist.Palghar-401506.
2017-2018	14th August, 2018	11.00 a.m.	Plot No.G-4/1(A), MIDC, Tarapur, Boisar, Dist.Palghar-401506.

No Extra-ordinary General Meeting was held in the last 3 financial years.

### Details of Special Resolutions passed at the last three A.G.Ms/ by Postal Ballot:

**2015-2016:** Re-appointment and remuneration of Shri Pawan D. Poddar as Joint Managing Director for a further period of 5 years w.e.f. 1st August, 2016.

Authority to the Board/ Committee to Borrow money in excess of the aggregate of the paid up share capital of the Company and its free reserves provided that the total amount so borrowed shall not exceed the limit of ₹ 1000 crores.

Authority to the Board/ Committee to create charges, mortgages and hypothecations upto a limit of ₹ 1000 crores.

**2016-2017:** Amendment in Clause V (a) of the Memorandum of Association and Article 4 of the Articles of Association of the Company.

**2017-2018:** No special Resolution passed.

**No Special Resolution was passed in the last year through Postal Ballot.**

**IX. Means of Communication:**

The Board of Directors of the Company approves and takes on record the quarterly, half yearly and annual results and announces forthwith results to all the Stock Exchanges, where the shares are listed. The same are published in one English daily newspaper and one Marathi newspaper (Mumbai edition) and displayed on the Company's website- [www.siyaram.com](http://www.siyaram.com).

**X. General Shareholder Information:**

1.	<b>Annual General Meeting :</b> Day/ Date: Time : Venue:	Thursday, 25th July, 2019 11.00 a.m. Plot No. G-4/1(A), MIDC, Tarapur, Boisar, Dist. Palghar – 401506, Maharashtra,
2.	<b>Financial Calendar (Tentative)</b>	
	Financial Year of the Company	1st April, 2019 to 31st March, 2020.
	Results for the Quarter ending: June 30, 2018 September 30, 2018 December 31, 2018 March 31, 2019	On or before 14th August, 2019. On or before 14th November, 2019 On or before 14th February, 2020 On or before 15th May, 2020 (Unaudited) Or on or before 30th May, 2020 (Audited).
3.	<b>Date of Book Closure:</b>	Tuesday, 9th July, 2019 to Friday, 12th July, 2019 (both days inclusive).
4.	<b>Dividend</b>	Final Dividend if declared will be paid on or after 29th July, 2019.
5.	<b>Listing of Equity Shares on the Stock Exchanges:</b>	1. BSE Ltd. P. J. Towers Dalal Street, Fort, Mumbai 400 001 2. National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra-Kurla Complex Bandra (East) Mumbai 400 051 Listing Fees as applicable have been paid.

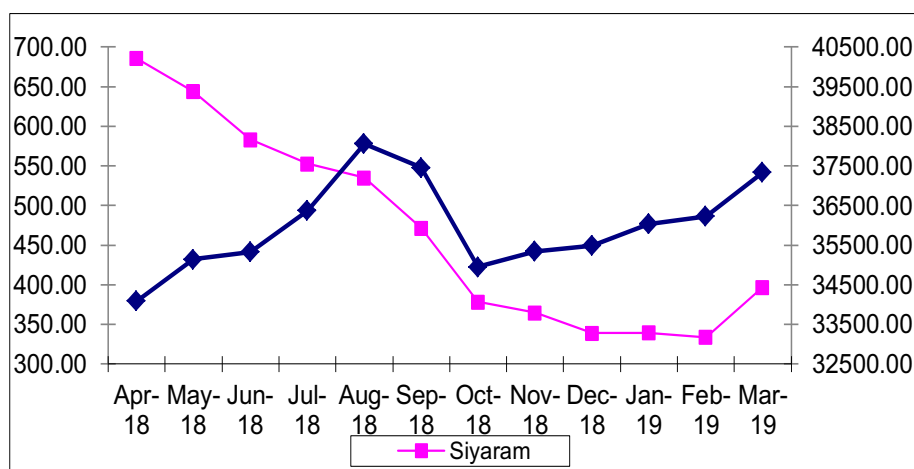
**6. Stock Code/Symbol:**

<b>(a) Stock Exchange</b>	<b>Stock Code/ Symbol</b>
1. Bombay Stock Exchange Ltd.	503811
2. National Stock Exchange of India Ltd.	SIYSIL
<b>(b) Demat ISIN Number in NSDL &amp; CDSL for Equity Shares</b>	INE 076B01028

**7. Stock Market Price Data:**

Month	Bombay Stock Exchange (BSE)		National Stock Exchange (NSE)	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April-2018	763.10	608.35	767.50	602.95
May-2018	686.60	601.10	695.05	605.00
June-2018	661.45	505.00	655.00	508.00
July-2018	608.95	497.00	611.80	496.00
Aug-2018	575.00	495.00	569.00	504.45
Sep-2018	563.00	380.00	566.35	381.60
Oct-2018	436.00	321.00	445.15	323.05
Nov-2018	405.00	325.00	403.90	350.00
Dec-2018	375.00	303.25	375.00	304.00
Jan-2019	367.95	311.20	364.90	312.10
Feb-2019	348.00	320.00	350.80	320.00
Mar-2019	454.75	339.05	457.55	330.10

**8. Performance of Siyaram Silk Mills Limited share price in comparison to BSE Sensex.**



**9. Registrar and Transfer Agents:**

Name & Address: TSR Darashaw Ltd., 6-10, 1 <sup>st</sup> Floor, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011	Telephone No. : 91 (022) 66568484 Fax No. : 91 (022) 66568494 E-mail : csg-unit@tsrdarashaw.com Website : www.tsrdarashaw.com
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**10. Share Transfer System:**

The shares received for transfers duly completed in all respect in physical form are registered and dispatched normally within three weeks. Demat confirmations are normally sent within two weeks. All transfer requests received are processed and approved by the Shareholders'/ Investors' Grievance Committee.

**11. Distribution of Shareholding as on 31<sup>st</sup> March, 2019.**

Sr. No.	No of shares	Holding	Amount (₹)	% to Capital	No of Holders	%to Total Holders
1	1 to 500	1537976	3075952	3.28	11605	76.69
2	501 to 1000	1231398	2462796	2.63	1689	11.16
3	1001 to 2000	1383771	2767542	2.95	987	6.52
4	2001 to 3000	878667	1757334	1.88	355	2.35
5	3001 to 4000	549656	1099312	1.17	155	1.03
6	4001 to 5000	390518	781036	0.83	85	0.56
7	5001 to 10000	912791	1825582	1.95	129	0.85
8	10001 and above	39985303	79970606	85.31	127	0.84
	TOTAL	46870080	93740160	100.00	15132	100.00

**12. Shareholding pattern as on 31<sup>st</sup> March, 2019.**

Sr. No.	Category	No of shares held	Percentage of Shareholding
1.	Promoters	31434515	67.07
2.	Banks/Financial Institutions	15249	0.03
3.	FII/OCBs/Foreign Companies	685509	1.46
4.	Private Corporate Bodies	1840399	3.93
5.	Mutual Funds/UTI/Insurance Cos/ Trust	4164157	8.88
6.	Non Residents Individuals	183520	0.39
7.	IEPF Account	279915	0.60
8.	Indian Public	8266816	17.64
	<b>Grand Total</b>	<b>46870080</b>	<b>100.00</b>

**13. Dematerialization of shares and liquidity:**

98.01% of the Company's paid up Equity Share Capital is held in dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd., (CDSL) as on 31st March, 2019.

**14. Outstanding GDRs / ADRs / Warrants or any Convertible instruments:**

As of date the Company has not issued these types of securities.

**15. Plant Locations:**

<b>Weaving</b>	H-3/2, MIDC, A- Road, Tarapur, Boisar, Dist. Palghar – 401506. Maharashtra D- 23/1, MIDC, Tarapur, Boisar, Dist. Palghar – 401506. Maharashtra E/125, MIDC, Tarapur, Boisar, Dist. Palghar – 401506. Maharashtra Survey No.367, P.O. Saily, Silvassa (U.T.) -396230. J-177,178, 193, G-81 & 82, MIDC, Tarapur, Boisar, Dist Palghar – 401506.
<b>Yarn</b>	G-1/1, MIDC, Tarapur, Boisar, Dist.Palghar-401506. Maharashtra.
<b>Readymade Garments</b>	481/1-2, Dabhel, Daman, Daman & Diu (U.T.)-396210. Plot No.722,Dabhel, Daman, Daman & Diu (U.T.)- 396210.
<b>Cutting and Packing</b>	G -4/1(A), MIDC, Tarapur, Boisar, Dist. Palghar – 401506. Maharashtra. Bldg No. AD, Shree Rajlaxmi Commercial Complex, Kalher Village, Agra Road, Tal. Bhiwandi, Dist. Thane – 421306. Maharashtra.
<b>Dyeing</b>	H 3/1, MIDC 'A' Road, Tarapur, Boisar, Dist Palghar – 401506. Maharashtra
<b>Indigo Yarn Dyeing</b>	Plot No. T-9, Addl. MIDC, Nandgaon Peth, Textile Part, Amravati- 444901, Maharashtra.

**16. Address for Correspondence:**

SIYARAM SILK MILLS LIMITED		REGISTRAR & SHARE TRANSFER AGENT
Registered Office H-3/2, MIDC, A - Road, Tarapur, Boisar, Dist: Palghar- 401 506, Maharashtra Tel: 7506794051 Fax : 02525 – 272475 Website: www.siyaram.com	Corporate Office B-5, Trade World, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai- 400 013 Tel: 022-3040 0500/501 Fax : 022- 30400599 Email : sharedept@siyaram.com	TSR Darashaw Ltd. 6-10, 1st Floor, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai – 400 011 Tel : 22-66568484, Fax : 022-66568494 E-mail : csg-unit@tsrdarashaw.com Website : www.tsrdarashaw.com

**XI. Other Disclosures:**

(1) Disclosures on materially significant related party transactions.

Necessary disclosures are made in Note No.40 to the Financial Statements.

None of the transactions with any of the related parties were in conflict with the interest of the Company.

(2) No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

(3) Whistle Blower Policy and Vigil Mechanism.

The Company has in place a Whistle Blower Policy for Directors and Employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of Company's code of conduct or ethical policy. The Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. The protected disclosure should be made to the Chairman of the Audit Committee to the email ID: hnmotiwalla.ca@gmail.com.

(4) The Company has complied with all the mandatory requirements of Corporate Governance as stipulated in the SEBI (LODR) Regulations, 2015.

(5) Non-Mandatory Requirements.

The Company has complied with the following non-mandatory requirements of SEBI (LODR) Regulations, 2015.

- During the year under review, there is no audit qualification on the Company's Financial Statements. The Company continues to adopt best practices to ensure regime of unqualified financial statements.

- The Internal Auditor reports to the Audit Committee on a quarterly basis at Audit Committee meeting.

(6) All Accounting Standards mandatorily required have been followed in preparation of financial statements and no deviation has been made in following the same.

(7) Policy for determining of material subsidiaries.

The Board has approved Policy for determining of material subsidiaries which is upload on the website of the Company at the following link viz <http://www.siyaram.com/investor-relations/policies.html>

(8) Policy on Dealing with Related Party Transaction.

The Board has approved Policy on Dealing with Related Party Transaction which is upload on the website of the Company at the following link viz <http://www.siyaram.com/investor-relations/policies.html>

- (9) Commodity price risk or foreign exchange risk and hedging activities.

The Company is exposed to limited risk of price fluctuation of raw material as the Company is in a buyer's market. The Company mitigates finished goods risk of price fluctuations through robust marketing strategies as well as by proper inventory management. The Company has over the years built a strong Brand image and reputation which goes a long way in mitigating risk of price fluctuation.

As regards foreign exchange risk the Company hedges the risk through appropriate forward contract booking and regular monitoring by the Management.

- (10) The Company has a well defined Risk Management Policy covering identifying business risks of the Company and laying procedures for minimizing the risk.
- (11) No money was raised by the Company through public issue, rights issue, preferential issues etc., in the last financial year.
- (12) Familiarization Programme for Independent Directors :

The Company familiarizes its Independent Directors with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, etc., through various programmes. These include orientation programme upon induction of new Director, as well as other initiatives to update the Directors on an ongoing basis. Further, the Company also makes periodic presentations at the Board and Committee meetings on various aspects of the Company's business, strategy, operations and functions.

- (13) Code of Conduct :

The code of conduct for the Directors and the Employees of the Company has been laid down by the Board and it is internally circulated and necessary declaration has been obtained. Declaration regarding compliance by Board Members and Senior Management with the said code is given in Annexure-A to this Report. In addition the Company has framed a Code of Conduct for Prevention of Insider Trading based on SEBI (Insider Trading) Regulations, 2015. The Code is applicable to all the Directors and Designated Employees. The Code also aims to prevent dealing in the shares by persons having access to unpublished price sensitive information. The said Code is uploaded on the website of the Company at the following link viz <http://www.siyaram.com/investor-relations/Codeofconduct.html>

- (14) Prohibition of Insider Trading:

In compliance with the provisions of SEBI (Prohibition of Insider Trading Regulations) 2015, as amended from time to time, to preserve the confidentiality and prevent misuse of unpublished price sensitive information (UPSI)/Leak of UPSI, the Company has adopted a Code of Conduct of Conduct for Insider Trading for prohibition of Insider Trading which was revised and approved by Board at their meeting held on 17th May, 2019, for Promoters, Member of Promoter Group, Directors, Designated Person/ Employees, their immediate relatives, Designated Persons of material subsidiary company and substantial shareholders in the Listed Companies. This policy also provides for periodical disclosures from the designated person as well as pre-clearances of transactions by such persons.

- (15) Subsidiary Companies:

The Company has only one wholly owned foreign subsidiary, Cadini S.R.L., Italy, incorporated under the guidelines of the Chamber of Commerce, Italy on 4th August, 2017.

As required by SEBI (LODR) Regulations, 2015, the Minutes of the Shareholders Meetings, the Financial Statements and Investments made by the Subsidiary are placed before the Board/ Audit Committee of the Company for review. The other requirements of SEBI (LODR) Regulations, 2015 relating to subsidiary are complied with.

- (16) The Management Discussions and Analysis Report forms part of the Annual Report.

- (17) Credit Rating :

Details of credit rating and its revisions are given below : -

Instrument	Rating Agency	Rating	Revision
Long Term Borrowing	CRISIL	AA-/Stable	Reaffirmed
Short Term Borrowing	CRISIL	A1 +	Reaffirmed
Commercial Paper	CRISIL	A1 +	Reaffirmed

- (18) The Company has obtained a certificate from Shri. Jugalkishore Fatehchandka, Practising Company Secretary that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of Companies by the Board/ Ministry of Corporate Affairs or any such statutory authority.

- (19) Details of total fees payable to the Statutory Auditors, M/s. Songira & Associates, Chartered Accountants is given in Note No.39 (a) to the Financial Statements.

For and on behalf of the Board of Directors

Place: Mumbai,  
Date: 17th May, 2019.

**RAMESH D. PODDAR**  
Chairman & Managing Director  
DIN 00090104

**Annexure – A**  
**Declaration**

I, Ramesh D. Poddar, Chairman and Managing Director hereby declare that all the Members of the Board and the Senior Management have affirmed compliance with the Code of Conduct for the year ended March 31, 2019.

For SIYARAM SILK MILLS LIMITED

**Ramesh D. Poddar**  
Chairman and Managing Director  
DIN 00090104

Place: Mumbai  
Date: 17th May, 2019.

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**CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER TO THE BOARD**

We, the undersigned certify that:

- (a) We have reviewed financial statements and cash flow statement for the year ended 31st March, 2019 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 give a true and fair view of the state of affairs of Company and of the results of operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including 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 overall responsibility for the Company's internal control system for financial reporting. This is monitored by the internal audit function, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal audit works with all levels of management and statutory auditors, and report significant issues to the Audit Committee of the Board. The auditors and audit committee are apprised of any corrective action taken with regard to significant deficiencies and material weaknesses.
- (d) We indicate to the Auditors and to the Audit Committee :
  - i) significant changes in internal control over financial reporting during the year;
  - ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements;
  - iii) instances of significant fraud of which we have become aware of and which involve management or other employees who have a significant role in the Company's internal control system over the financial reporting. However, during the year there were no such changes or instances.

For SIYARAM SILK MILLS LIMITED

For SIYARAM SILK MILLS LIMITED

**Ramesh D. Poddar**  
Chairman & Managing Director  
DIN 00090104

**Surendra S. Shetty**  
Chief Financial Officer

Place: Mumbai  
Date: 17th May, 2019.



## INDEPENDENT AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of  
Siyaram Silk Mills Limited

1. This certificate is issued in accordance with the terms of our engagement letter dated 16th August, 2018.
2. This report contains details of compliance of conditions of Corporate Governance by **Siyaram Silk Mills Limited** ('the Company') for the year ended 31st March, 2019, as stipulated in Regulations 17-27, clauses (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), pursuant to the Listing Agreement of the Company with Stock exchanges.

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

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

### Auditor's Responsibility

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the SEBI Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in SEBI Listing Regulations for the year ended 31st March, 2019.
6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes, Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ('ICAI') and the Standards on auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. The Guidance Note on Reports or Certificates for Special purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion

8. In our opinion, and to the best of our information and according to explanations given to us and the representation provided by the Management, we certify that the Company has complied, in all material respects, with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

### Restriction on use

10. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the SEBI Listing Regulations, and it should not be used by any other person or for any other purpose.

Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**For Songira & Associates**  
Chartered Accountants  
(Firm Reg. No. 128085W)

**Dharmendra S. Songira**  
Partner  
Membership No. 113275

Place: Mumbai  
Date: 17<sup>th</sup> May, 2019

**INDEPENDENT AUDITOR'S REPORT**

To the Members of

SIYARAM SILK MILLS LIMITED

Report on the Audit of the Standalone Financial Statements

**Opinion**

We have audited the standalone financial statements of **Siyaram Silk Mills Limited** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2019, and the Statement of Profit and Loss (including other comprehensive income), Cash Flow Statement and Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone 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 standalone 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 ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report

Key Audit Matters	How our audit addressed the key audit matter
<p>Revenue Recognition (as described in note 1 (i) of the standalone Ind AS financial statements)</p> <p>For the year ended March 31, 2019 the Company has recognized revenue from contracts with customers amounting to 1,81,469.95 lakhs.</p> <p>Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that as principal, it typically controls the goods or services before transferring them to the customer.</p> <p>The variety of terms that define when control are transferred to the customer, as well as the high value of the transactions, give rise to the risk that revenue is not recognized in the correct period.</p> <p>Revenue is measured net of returns and allowances, cash discounts, trade discounts and volume rebates (collectively 'discount and rebates'). There is a risk that these discount and rebates are incorrectly recorded as it also requires a certain degree of estimation, resulting in understatement of the associated expenses and accrual.</p> <p>Revenue is also an important element of how the Company measures its performance. The Company focuses on revenue as a key performance measure, which could create an incentive for revenue to be recognized before the risk and rewards have been transferred.</p> <p>Accordingly, due to the significant risk associated with revenue recognition in accordance with terms of Ind AS 115 'Revenue from contracts with customers', it was determined to be a key audit matter in our audit of the standalone Ind AS financial statements.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>Assessed the Company's revenue recognition policy prepared as per Ind AS 115 'Revenue from contracts with customers'.</li> <li>Assessed the design and tested the operating effectiveness of internal controls related to revenue recognition, discounts and rebates.</li> <li>Performed sample tests of individual sales transaction and traced to sales invoices, sales orders and other related documents. Further, in respect of the samples checked that the revenue has been recognized as per the shipping terms.</li> <li>To test cut off selected sample of sales transactions made pre- and post-year end, agreeing the period of revenue recognition to third party support, such as transporter invoice and customer confirmation of receipt of goods.</li> <li>Tested the provision calculations related to management incentives, discounts and rebates by agreeing a sample of amounts recognized to underlying arrangements with customers and other supporting documents.</li> </ul>

## Information other than the standalone Financial Statements and Auditor's Report thereon

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

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

In connection with our audit of the standalone 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 in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit or loss (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are 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.

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

## Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism

throughout the audit. We also:

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

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

2. (A) As required by Section 143(3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (B) With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act, as amended: In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.
- (C) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations as at 31<sup>st</sup> March, 2019 on its financial position in its standalone financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For Songira & Associates**  
**Chartered Accountants**  
**(Firm Reg. No. 128085W)**

**Dharmendra S. Songira**  
**Partner**  
**Membership No. 113275**

Place: Mumbai  
Date: 17<sup>th</sup> May, 2019

#### **Annexure - A to the Independent Auditors' Report**

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

- (i) a) In our opinion, the Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - b) As explained to us, the company has a regular programme for physical verification in a phased periodic manner, which, in our opinion, is reasonable having regards to the size of the Company and nature of its assets. According to the information and explanations given to us no material discrepancies were noticed on such verification.
  - c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds/lease deeds of immovable properties (which are included under the Note 2 of the financial statements –'Property, plant and equipments') are held in the name of the Company except for the immovable properties which were acquired by entities that have since been amalgamated with the Company.
- (ii) As explained to us physical verification of inventory has been conducted at reasonable intervals by the management and discrepancies noticed on such physical verification between physical stocks and book records were not material considering the operations of the Company and the same have been properly dealt with in the books of account.
- (iii) The Company has granted unsecured loans to a subsidiary company covered in the register maintained under section 189 of the Act; and with respect to same;
- a) In our opinion the terms and conditions of grant of such loans are not, prima facie, prejudicial to the Company's interest,
  - b) The schedule of repayment of principal and payment of interest has been stipulated and the repayment/ receipts of the principal amount and the interest are regular;
  - c) There is no overdue amount in respect of loans granted to such company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to loans and advances given, investments made, guarantees and securities made.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit within the meaning of Section 73 to 76 of the Act, and the rules framed thereunder.
- (vi) We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the Rules made by the Central Government, the maintenance of cost records have been prescribed under Section 148 (1) of the Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determining whether they are accurate or complete.

(vii) (a) According to the records of the Company and the information and explanations given to us, the Company has generally been regularly depositing with the 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, Goods and Service Tax, Cess and any other statutory dues applicable to it. There are no undisputed statutory dues as referred to above as at 31<sup>st</sup> March, 2019 outstanding for a period of more than six months from the date they become payable.

(b) According to the information and explanations given to us, the dues in respect of Income Tax, Sales Tax, Duty of Customs, Excise Duty and Service Tax that have not been deposited with the appropriate authorities on account of dispute and the forum where the disputes are pending are given below :-

Name of Statute	Nature of Dues	Amount (₹ in lakhs)	Period to which the Amount Relates	Forum where dispute is pending
Income Tax Act	Income Tax	1.26	2010-11	Assessing Authority of Income tax
Brihan Mumbai Mahanagar Palika	Property Tax	340.01	April 2010 to March 2019	Bombay High Court
Textile Committee Act	Cess	15.92	1998-2000	Bombay High Court
Central Excise And Service Tax Act	Excise Duty/ Service tax (Including Interest and Penalty)	96.83	1992-94	Assessing authority Assessing authority Assessing authority
		695.45	1998-00	
		4.87	2003-04	

(viii) Based on our audit procedures and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans from bank/ government. Further as per the records of the Company, during the year there were no loans or borrowings from any financial institution or debenture holders.

(ix) In our opinion and according to the information and the explanations given to us, the term loans have been applied for the purposes for which they were obtained. Further as per the records, the Company did not raise any money by

way of initial public offer or further public offer (including debt instruments).

(x) Based upon the audit procedures performed and to the best of our knowledge and belief and according to the information and explanations given to us no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.

(xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.

(xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For Songira & Associates**  
Chartered Accountants  
(Firm Reg. No. 128085W)

**Dharmendra S. Songira**  
Partner  
Membership No. 113275

Place: Mumbai  
Date: 17<sup>th</sup> May, 2019

**Annexure - B to the Independent Auditors' Report**

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

We have audited the internal financial controls over financial reporting of **Siyaram Silk Mills Limited ('the Company')**, as of 31<sup>st</sup> March, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of internal financial controls with reference to financial statements were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

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

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

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

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

**Opinion**

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

**For Songira & Associates**  
**Chartered Accountants**  
**(Firm Reg. No. 128085W)**

**Dharmendra S. Songira**  
**Partner**  
**Membership No. 113275**

**Place: Mumbai**  
**Date: 17<sup>th</sup> May, 2019**

## STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2019

(₹ In Lakhs)

	Note No.	As at March 31, 2019	As at March 31, 2018
<b>I ASSETS</b>			
<b>1) Non-Current Assets</b>			
a) Property, Plant and Equipment	2	50,325.45	41,804.85
b) Capital Work-in-Progress	3	796.14	9,250.70
c) Investment Properties	4	1,298.39	1,278.03
d) Goodwill	5	-	322.30
e) Other Intangible Assets	5	278.27	467.51
f) Investment in Subsidiary	6	757.10	757.10
<b>g) Financial Assets</b>			
i) Investments	6	1,700.00	2,500.00
ii) Loans	7	450.35	292.42
iii) Other Non- Current Financial Assets	8	2.56	3.06
h) Other Non Current Assets	9	2,231.20	3,051.52
<b>Total Non Current Assets</b>		<b>57,839.46</b>	<b>59,727.49</b>
<b>2) Current Assets</b>			
a) Inventories	10	42,050.73	43,015.71
<b>b) Financial Assets</b>			
i) Trade Receivables	11	39,268.92	42,176.89
ii) Cash and Cash Equivalents	12	723.54	2,204.35
iii) Bank Balance Other Than Cash & Cash Equivalents	13	81.90	78.21
iv) Loans	14	127.55	417.01
v) Other Current Financial Assets	15	11.06	17.11
c) Current Tax Assets (Net)	16	1,750.15	1,215.89
d) Other Current Assets	17	8,613.09	6,458.22
<b>Total Current Assets</b>		<b>92,626.94</b>	<b>95,583.39</b>
<b>TOTAL ASSETS</b>		<b>1,50,466.40</b>	<b>1,55,310.88</b>
<b>II EQUITY AND LIABILITIES :</b>			
<b>1) Equity</b>			
a) Equity Share Capital	18	937.40	937.40
b) Other Equity	19	74,805.26	66,925.03
<b>Total Equity</b>		<b>75,742.66</b>	<b>67,862.43</b>
<b>2) Liabilities</b>			
<b>Non-Current Liabilities</b>			
<b>a) Financial Liabilities</b>			
i) Borrowings	20	13,723.36	13,449.60
ii) Other Financial Liabilities	21	4,788.13	4,024.71
b) Provisions	22	874.65	921.48
c) Deferred Tax Liabilities (Net)	16	1,957.31	1,523.30
d) Other Non-Current Liabilities	23	1,409.65	753.27
<b>Total Non Current Liabilities</b>		<b>22,753.10</b>	<b>20,672.36</b>
<b>Current Liabilities</b>			
<b>a) Financial Liabilities</b>			
i) Borrowings	24	27,515.00	41,426.69
ii) Trade Payables	25		
Total outstanding dues of Micro Enterprises and Small Enterprises		289.75	93.19
Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		17,244.08	18,012.92
iii) Other Financial Liabilities	26	3,510.52	2,641.71
b) Other Current Liabilities	27	3,060.07	4,284.40
c) Provisions	28	351.22	317.18
<b>Total Current Liabilities</b>		<b>51,970.64</b>	<b>66,776.09</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,50,466.40</b>	<b>1,55,310.88</b>

### SIGNIFICANT ACCOUNTING POLICIES

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached

For **Songira & Associates**  
Chartered Accountants  
( Firm Registration No.128085W )

(Dharmendra S. Songira)  
Partner  
Membership No. 113275

Mumbai, 17th May, 2019

For and on behalf of the Board of Directors

**R.D.PODDAR**  
Chairman & Managing Director  
DIN 00090104

**S. S. SHETTY**  
Chief Financial Officer

**P.D.PODDAR**  
Joint Managing Director  
DIN 00090521

**W.V. FERNANDES**  
Company Secretary

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

(₹ In Lakhs)

	Note No.	Current Year	Previous Year
<b>I Income</b>			
Revenue from Operations	29	1,81,469.95	1,73,275.58
Other Income	30	2,825.42	2,633.59
Total Income		<u>1,84,295.37</u>	<u>1,75,909.17</u>
<b>II Expenses:</b>			
a) Cost of Materials Consumed		64,866.44	69,224.70
b) Purchases of Stock-in-Trade		15,389.75	16,904.65
c) Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade	31	348.48	(8,752.99)
d) Employee Benefits Expense	32	19,772.18	18,976.09
e) Finance Costs	33	4,836.92	3,421.80
f) Depreciation and Amortization Expense	34	6,189.24	6,054.72
g) Other Expenses	35	56,970.83	52,351.43
Total Expenses		<u>1,68,373.84</u>	<u>1,58,180.40</u>
<b>III Profit Before Exceptional Items and Tax</b>		<u>15,921.53</u>	<u>17,728.77</u>
<b>IV Exceptional Item</b>	48	472.30	601.54
<b>V Profit Before Tax</b>		<u>15,449.23</u>	<u>17,127.23</u>
<b>VI Tax Expense:</b>	16		
a) Current Tax		5,138.00	6,405.00
b) Deferred Tax		360.43	(440.24)
c) Income Tax Related to Earlier Years		(165.64)	3.08
		<u>5,332.79</u>	<u>5,967.84</u>
<b>VII Profit for the year</b>		<u>10,116.44</u>	<u>11,159.39</u>
<b>VIII Other Comprehensive Income</b>			
A. Item that will not be reclassified to Profit & Loss			
i) Remeasurement of defined benefit Plan	43	210.56	(37.20)
ii) Income Tax related to items no. (i) above		(73.58)	12.87
Other Comprehensive Income (OCI), net of tax expenses		<u>136.98</u>	<u>(24.33)</u>
<b>IX Total Comprehensive Income for the year</b>		<u>10,253.42</u>	<u>11,135.06</u>
<b>X Earning per equity share nominal value of Share ₹ 2 each</b>			
Basic & Diluted Earning Per Share in (₹)	36	21.58	23.81

**SIGNIFICANT ACCOUNTING POLICIES**

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached

For **Songira & Associates**  
Chartered Accountants  
( Firm Registration No.128085W )

(Dharmendra S. Songira)  
Partner  
Membership No. 113275

Mumbai, 17th May, 2019

For and on behalf of the Board of Directors

**R.D.PODDAR**  
Chairman & Managing Director  
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**S. S. SHETTY**  
Chief Financial Officer

**P.D.PODDAR**  
Joint Managing Director  
DIN 00090521

**W.V. FERNANDES**  
Company Secretary



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

(₹ In Lakhs)

	Current Year	Previous Year
<b>A CASH FLOW FROM OPERATING ACTIVITY</b>		
Profit Before exceptional Items and Tax as per Statement of Profit and loss	15,921.53	17,728.77
Adjustments for:		
Depreciation and Amortisation of Expenses	6,189.24	6,054.72
Foreign Exchange Loss/(Gain)(Net)	66.51	(25.76)
Profit on Sale of Fixed Assets (Net)	(111.36)	(308.06)
Interest Income	(2,090.70)	(1,546.61)
Apportioned Income from Government Grant	(186.19)	(153.57)
Bad Debt	36.05	-
Finance cost	4,836.92	3,421.80
Provision for expected Credit Loss/doubtful debts	172.00	102.43
	<b>8,912.47</b>	<b>7,544.95</b>
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>24,834.00</b>	<b>25,273.72</b>
Adjustments for:		
Trade and Other Receivables	(294.65)	(14,955.79)
Inventories	964.98	(11,458.45)
Trade and other Payables	(839.37)	4,468.41
Taxes Paid (Net)	(5,506.62)	(6,131.05)
	<b>(5,675.66)</b>	<b>(28,076.88)</b>
<b>CASH GENERATED FROM OPERATIONS</b>	<b>19,158.34</b>	<b>(2,803.16)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Property Plant and Equipment/Intangible Assets	(4,407.20)	(14,585.62)
Investment in Subsidiary Company	-	(757.10)
Purchase of Non-Current Investment	-	(2,500.00)
Sale of Non-Current Investment	800.00	-
Sale Proceeds of Property, Plant and Equipments	267.38	527.31
Interest Received	2,090.70	1,546.61
<b>NET CASH USED IN INVESTING ACTIVITIES.</b>	<b>(1,249.12)</b>	<b>(15,768.80)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Long Term Borrowings	3,711.62	10,060.08
Repayment of Long Term Borrowings	(1,926.60)	(3,999.58)
Proceed/(Repayment) of Short Term Borrowings (Net)	(13,929.07)	21,059.67
Finance cost	(4,876.48)	(3,825.41)
Dividend Paid	(1,964.86)	(2,422.23)
Tax on Dividend paid	(404.64)	(496.18)
<b>NET CASH GENERATED/ (USED) IN FINANCING ACTIVITIES.</b>	<b>(19,390.03)</b>	<b>20,376.35</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(1,480.81)</b>	<b>1,804.39</b>
CASH AND CASH EQUIVALENTS - OPENING BALANCE	2,204.35	399.96
CASH AND CASH EQUIVALENTS - CLOSING BALANCE (Refer Note 12)	723.54	2,204.35

The accompanying notes are an integral part of the standalone financial statements.

- Notes : 1) The Cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flow.
- 2) Additions to property, plant, equipment and intangible assets include movement of capital work-in-progress and intangible assets under development respectively during the year.

As per our report of even date attached

For **Songira & Associates**  
Chartered Accountants  
( Firm Registration No.128085W )

(**Dharmendra S. Songira**)  
Partner  
Membership No. 113275

Mumbai, 17th May, 2019

For and on behalf of the Board of Directors

**R.D.PODDAR**  
Chairman & Managing Director  
DIN 00090104

**S. S. SHETTY**  
Chief Financial Officer

**P.D.PODDAR**  
Joint Managing Director  
DIN 00090521

**W.V. FERNANDES**  
Company Secretary

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

(₹ In Lakhs)

**A EQUITY SHARE CAPITAL**

	Note No.	
As at April 1,2017		937.40
Changes in Equity Share Capital during the year	18	-
As at March 31, 2018		937.40
Changes in Equity Share Capital during the year	18	-
<b>As at March 31, 2019</b>		<b>937.40</b>

**B OTHER EQUITY :**

Particulars	Capital Reserve	Share Premium	General Reserve	Retained Earnings	Total
<b>Balance as at April 1, 2017</b>	<b>70.18</b>	<b>799.61</b>	<b>52,500.00</b>	<b>5,353.61</b>	<b>58,723.40</b>
Total Comprehensive Income for the year	-	-	-	11,135.06	11,135.06
Dividend for the year 2016-17	-	-	-	(1,406.11)	(1,406.11)
Interim Dividend for the year 2017-18	-	-	-	(1,031.14)	(1,031.14)
Tax on Dividend/Interim Dividend	-	-	-	(496.18)	(496.18)
Transfer to General Reserve	-	-	7,500.00	(7,500.00)	-
<b>Balance as at 31st March, 2018</b>	<b>70.18</b>	<b>799.61</b>	<b>60,000.00</b>	<b>6,055.24</b>	<b>66,925.03</b>
<b>Balance as at April 1,2018</b>	<b>70.18</b>	<b>799.61</b>	<b>60,000.00</b>	<b>6,055.24</b>	<b>66,925.03</b>
Total Comprehensive Income for the year	-	-	-	10,253.42	10,253.42
Dividend for the year 2017-18	-	-	-	(937.41)	(937.41)
Interim Dividend for the year 2018-19	-	-	-	(1,031.14)	(1,031.14)
Tax on Dividend/Interim Dividend	-	-	-	(404.64)	(404.64)
Transfer to General Reserve	-	-	10,000.00	(10,000.00)	-
<b>Balance as at March 31, 2019</b>	<b>70.18</b>	<b>799.61</b>	<b>70,000.00</b>	<b>3,935.47</b>	<b>74,805.26</b>

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached

For **Songira & Associates**

Chartered Accountants

( Firm Registration No.128085W )

(**Dharmendra S. Songira**)

Partner

Membership No. 113275

Mumbai, 17th May, 2019

For and on behalf of the Board of Directors

**R.D.PODDAR**

Chairman & Managing Director

DIN 00090104

**S. S. SHETTY**

Chief Financial Officer

**P.D.PODDAR**

Joint Managing Director

DIN 00090521

**W.V. FERNANDES**

Company Secretary

**STANDALONE SIGNIFICANT ACCOUNTING POLICIES****A Basis of preparation :****i) Compliance with Ind AS**

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

- a) certain financial assets and liabilities that are measured at fair value;
- b) assets held for sale – measured at lower of carrying amount or fair value less cost to sell;
- c) defined benefit plans – plan assets measured at fair value;

**iii) Current /Non-current classification**

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

**iv) Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakh as per the requirement of Schedule III, unless otherwise stated.

**B Use of estimates and judgments :**

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Differences between the actual results and estimates are recognized in the period in which the results are known/materialized.

**C Property, plant and equipment :**

The Company has applied for one time transition exemption of considering the carrying cost on the transition date i.e. April 1, 2015 as the deemed cost under Ind AS. Hence, regarded thereafter as historical cost.

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, 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 derecognized 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.

**Depreciation:**

- i) Depreciation is provided as per the straight line method based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except in case of Leasehold Land and assets at retail shops as stated in b & c below.
- ii) Premium on leasehold land is amortized over the residual period of the lease and proportionate amount of premium written off is being charged to Statement of Profit & Loss.
- iii) Cost of Furniture and Fixtures and Office Equipments of retail shops operated on lease basis is written off over the period of lease or within three years whichever is earlier.

**Asset Impairment:**

The Company reviews the carrying values of tangible assets for any possible impairment at each Balance Sheet date. Impairment loss, if any, is recognized in the year in which impairment takes place.

**D Intangible Assets:****Intangible Assets representing**

- i) Computer Software and Trade Mark are amortised using straight line method over a period of three years.
- ii) Goodwill is amortized over a period of five years.

**E Investments Properties :**

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

Depreciation on building is provided over its useful life using the straight line method.

Useful life considered for calculation of depreciation for assets class are as follows-

Non-Factory Building 60 years

**F Investment and other financial assets :**

**i) Classification**

The Company classifies its financial assets in the following measurement categories:

- a) those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- b) those measured at amortized cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

**ii) Measurement**

At initial recognition, the Company measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through the Profit & Loss are expensed in the Statement of Profit and Loss.

**iii) Debt instruments**

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. The Company classifies its debt instruments into following categories:

- a) Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other income using the effective interest rate method and,
- b) Fair value through profit and loss: Assets that do not meet the criteria for amortised cost are measured at fair value through Profit and Loss. Interest income from these financial assets is included in other income.

**G Impairment of non-financial assets :**

Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

**H Valuation of Inventories :**

Inventories are valued at lower of the cost and net realizable value. The cost is arrived at moving weighted average method and cost comprise all cost of purchasing, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the past experience of the Company.

**I Revenue recognition :**

The Company derives revenue primarily from sale of manufactured goods, traded goods and related services.

Revenue is measured at the value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, discounts, loyalty discount. Goods and service Tax (GST) is collected by the seller on behalf of the government, accordingly it is excluded from the revenue.

Effective 01 April 2018, the Company has applied Indian Accounting Standard 115 (Ind AS 115) – Revenue from Contracts with Customers' which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognized. Ind AS 115 replaces Ind AS 18 revenue. The impact of the adoption of the standard on the financial statements of the Company is insignificant.

**Sale of goods**

Revenue from sale of goods is recognized when control of the products being sold is transferred to our customer and when there are no longer any unfulfilled obligations.

The Performance Obligations in our contract are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.

The Company operates a loyalty programme for the customers and franchisees for the sale of goods. The customers accumulate points for purchases made which entitles them to discount on future purchases. A contract liability for the award points is recognized at the time of the sale. Revenue is recognised when the points are redeemed or on expiry. The expenditure of loyalty programme is netted-off to revenue.

#### **Sales Return-**

The Company recognizes provision for sales return, based on the historical results, measured on net basis of the margin of the sale.

#### **Revenue from services**

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

**Dividend :** Revenue is recognized when the Company's right to receive payment is established, which is generally when shareholders approve the dividend.

#### **Other operating revenue – Export incentives**

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

#### **J Government grants and subsidies :**

- i) Grants from the Government are recognized at their fair value where there is reasonable assurance that the grant will be received and the Company will comply with all attached conditions.
- ii) When the grant or subsidy relates to an expense item, it is recognized as income over the periods necessary to match them on a systematic basis to the costs, which it is intended to compensate.
- iii) Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Statement of Profit and Loss on a straight-line basis over the expected lives of related assets and presented within other income.

#### **K Foreign Exchange Transaction :**

##### **i) Functional and presentation currency**

The company's financial statements are presented in INR, which is also the Company's functional and presentation currency.

##### **ii) Transactions and balances**

Transactions in foreign currencies are initially recorded in the functional currency, using the spot exchange rates at the date of the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences that arise on settlement of monetary items or on reporting at each Balance Sheet date of the Company's monetary items at the closing rate are recognized as income or expenses in the period which they arise. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the date of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation, differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

#### **L Investment in Subsidiary :**

Investment in subsidiary is carried at cost in the separate financial statements. Investment carried at cost is tested for impairment as per IND AS 36.

#### **M Borrowings :**

Borrowings are initially recognized at net of transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in the Statement of Profit and Loss over the period of the borrowings using the effective interest method.

#### **N Borrowing Costs :**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

**O Tax Expenses :**

The tax expense for the period comprises current and deferred tax. Tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognized in the comprehensive income or in equity, in which case, the tax is also recognized in other comprehensive income or equity.

**- Current tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance Sheet date.

**- Deferred tax**

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

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

**P Leases :**

**Operating Lease as a lessee**

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

**As a Lessor**

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

**Q Provision, Contingent Liabilities and Contingent Assets :**

A Provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are determined based on management estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

**R Derivatives :**

Derivative financial instruments such as forward contracts, option contracts and cross currency swaps, to hedge its foreign currency risks are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value with changes in fair value recognized in the Statement of Profit and Loss in the period when they arise.

**S Gratuity and other post-employment benefits :**

Retirement benefit in the form of provident fund and superannuation fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund and superannuation fund. The Company recognizes contribution payable to the provident fund and superannuation fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the Balance Sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the Balance Sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Gratuity and Leave Encashment which are defined benefits are accrued based on actuarial valuation as at the Balance Sheet date. The Company operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Re-measurement of defined benefit plans in respect of post-employment are charged to the other comprehensive income.

**Employee Separation Costs**

Compensation to employee who have opted for retirement under the voluntary retirement scheme of the Company is payable in the year of exercise of option by the employee. The Company recognizes the employee separation cost when the scheme is announced and the Company is demonstrably committed to it.

**T Earnings Per Share :****Basic earnings per share**

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

**Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**U Standards issued but not Effective :**

The amendments to standards that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these standards, if applicable, when they become effective. The Ministry of Corporate Affairs (MCA) has issued the Companies (Indian Accounting Standards) Amendment Rules, 2017 and Companies (Indian Accounting Standards) Amendment Rules, 2018 amending the following standard:

**i) Ind AS 116 Leases :**

Ind AS 116 Leases was notified by MCA on 30 March 2019 and it replaces Ind As 17 Leases, including appendices thereto. Ind AS 116 is effective for annual periods beginning on or after 1 April 2019. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-Balance Sheet model similar to the accounting for finance leases under Ind As 17. The standard includes two recognition exemptions for lessors-leases of 'low-value' assets (e.g. personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e. the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e. the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

Lessees will be also required to remeasure the lease liability upon the occurrence of certain events (e.g. a change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). The lessee will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset.

Lessor accounting under Ind AS 116 is substantially unchanged from today's accounting under Ind AS 17. Lessors will continue to classify all leases using the same classification principle as in Ind AS 17 and distinguish between two types of leases: operating and finance leases.

The Company intends to adopt these standards from 1 April 2019. The impact on adoption of Ind AS 116 on the financial statements is given below. Ind AS 116 also requires lessees and lessors to make more extensive disclosures than under Ind AS 17.

**Transition to Ind AS 116**

The Company is proposing to use the "Modified Retrospective Approach" for transitioning to Ind AS 116, and take the cumulative adjustment to retained earnings, on the date of initial application (April 1, 2019). Accordingly, comparatives for the year ending or ended March, 31, 2019 will not be retrospectively adjusted. The Company has elected certain available practical expedients on transition.

The Company is evaluating the requirements of the amendment and the effect on the financial statements is being evaluated.

STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.

2) PROPERTY, PLANT AND EQUIPMENTS :

(₹ In Lakhs)

Particulars	Freehold Land	Leasehold Land	Building	Plant & Machinery	Electrical Installation	Furniture & Equipments	Vehicles	Total Amount
<b>Gross Carrying Amount</b>								
Cost as at 1st April, 2017	406.08	3,224.82	15,152.49	21,784.55	1,021.33	3,225.52	778.66	45,593.45
Addition/Adjustments	-	8.12	4,686.05	3,167.35	25.22	867.79	176.47	8,931.00
Disposals	-	-	-	616.98	0.30	42.75	37.39	697.42
<b>Cost As at March 31, 2018</b>	<b>406.08</b>	<b>3,232.94</b>	<b>19,838.54</b>	<b>24,334.92</b>	<b>1,046.25</b>	<b>4,050.56</b>	<b>917.74</b>	<b>53,827.03</b>
Addition/Adjustments	-	-	3,964.62	9,038.51	672.39	520.72	64.36	14,260.60
Disposals	-	-	73.51	341.41	4.65	48.39	45.95	513.91
<b>Cost As at March 31, 2019</b>	<b>406.08</b>	<b>3,232.94</b>	<b>23,729.65</b>	<b>33,032.02</b>	<b>1,713.99</b>	<b>4,522.89</b>	<b>936.15</b>	<b>67,573.72</b>
<b>Accumulated Depreciation :</b>								
Balance as at 1st April, 2017	-	93.87	965.28	5,001.84	369.33	843.03	152.91	7,426.26
Depreciation for the year	-	47.31	505.17	3,738.55	153.38	503.10	126.58	5,074.09
Disposals*	-	-	-	446.05	0.15	10.53	21.44	478.17
<b>Accumulated Depreciation as at March 31, 2018</b>	<b>-</b>	<b>141.18</b>	<b>1,470.45</b>	<b>8,294.34</b>	<b>522.56</b>	<b>1,335.60</b>	<b>258.05</b>	<b>12,022.18</b>
Depreciation for the year	-	42.29	648.83	4,054.86	157.41	566.18	120.00	5,589.57
Disposals*	-	-	5.45	281.35	3.59	42.53	30.56	363.48
<b>Accumulated Depreciation as at March 31, 2019</b>	<b>-</b>	<b>183.47</b>	<b>2,113.83</b>	<b>12,067.85</b>	<b>676.38</b>	<b>1,859.25</b>	<b>347.49</b>	<b>17,248.27</b>
<b>Net Carrying amount</b>								
Balance as at 31st March, 2018	406.08	3,091.76	18,368.09	16,040.58	523.69	2,714.96	659.69	41,804.85
<b>Balance as at 31st March, 2019</b>	<b>406.08</b>	<b>3,049.47</b>	<b>21,615.82</b>	<b>20,964.17</b>	<b>1,037.61</b>	<b>2,663.64</b>	<b>588.66</b>	<b>50,325.45</b>

**Notes :**

- i) Building Includes cost of ownership Flats/Office Premises/Industrial unit in respect of which :
  - a) Co-operative societies are formed ₹ 231.30 lakhs (previous year ₹ 231.30 lakhs) (including shares of the face value of ₹ 0.06 lakhs)
  - b) Co-operative societies are yet to be formed ₹ 8943.38 lakhs (previous year ₹ 8943.38 lakhs)
- ii) Furnitures & Equipments includes office equipments
- iii) Refer note 20 for disclosure of property, plant and equipment mortgaged as security by the company.
- iv) Addition to property, plant and equipments and depreciation during the Financial year Includes ₹ Nil lakhs and ₹ Nil lakhs respectively (Previous year ₹ 66.93 lakhs and ₹ 2.68 lakhs) on account of reclassification from Investment Property.
- v) Depreciation for the current year includes ₹ 1.07 lakhs (Previous year ₹ 1.77) capitalized as preoperative expense.

**Capitalised borrowing Cost :**

Addition to block of Plant and equipment, Building and CWIP includes borrowing cost of ₹ 101.67 lakhs (previous year ₹ 347.81 lakhs) on account of capital expansion for manufacturing plant at Amravati (Maharashtra) and other Capital Expenditure.



STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.

(₹ In Lakhs)

3) CAPITAL WORK IN PROGRESS :	AS AT 31-03-2019	AS AT 31-03-2018
Balance As At	796.14	9,250.70

4) INVESTMENT PROPERTIES :

<b>Gross Carrying Amount</b>	<b>1,466.56</b>	1,533.49
Addition *	73.00	-
Disposal	-	66.93
	<u>1,539.56</u>	<u>1,466.56</u>
<b>Accumulated Depreciation</b>	<b>188.53</b>	138.40
Addition *	52.64	52.81
Disposal	-	2.68
	<u>241.17</u>	<u>188.53</u>
<b>Net Carrying Amount</b>	<b>1,298.39</b>	1,278.03
<b>Fair Value As At</b>	<b>2,033.97</b>	1,798.47

\* Addition to investment properties and depreciation includes ₹ 73 Lakhs and ₹ 5.45 lacs respectively (Previous year ₹ Nil) on account of reclassification of Assets from Property Plant and Equipment to Investment Properties.

Estimation of Fair Value :

The fair valuation is based on current price in active market for similar properties. The main inputs used are quantum, area, location, demand, restrictive entry to the complex, age of building and trend of fair market in respective area. The valuation is based on valuation performed by accredited independent valuer. The fair valuation is based on replacement cost method. The fair value measurement is categorised in level 3 fair value hierarchy.

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Rental Income derived from Investment Properties	380.85	355.36
Direct Operating Expenses (including repairs and maintenance) generating rental income	66.11	58.94
Income arising from Investment properties before depreciation	314.74	296.42
Depreciation	52.64	52.81
Income from investment properties (Net)	<u>262.10</u>	<u>243.61</u>

Premises given on Operating Lease :

The company has given certain investment properties on operating lease. These lease arrangements range for a period between 2 and 5 years and is of cancellable in nature. Most of the leases are renewable for further period on mutually agreeable terms.

The Total future minimum lease rentals receivables at the balance sheet date is as under :

	31-03-2019	31-03-2018
For a period not later than one year	303.83	340.35
For a period later than one year and not later than five years	228.81	487.82
For a period later than five years	-	-

STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.

(₹ In Lakhs)

5) INTANGIBLE ASSETS :

	Goodwill	Other Intangible Assets		
		Trade Marks	Computer Software	Total
<b>Gross Carrying Amount :</b>				
Cost As at 1st April, 2017	1,607.99	618.23	236.76	854.99
Additions	-	300.98	104.82	405.80
Disposals				
<b>Cost as at 31st March, 2018</b>	<b>1,607.99</b>	<b>919.21</b>	<b>341.58</b>	<b>1,260.79</b>
Additions	-	-	42.14	42.14
Disposals	-	-	3.00	3.00
<b>Cost as at 31st March, 2019</b>	<b>1,607.99</b>	<b>919.21</b>	<b>380.72</b>	<b>1,299.93</b>
<b>Accumulated Amortisation:</b>				
Accumulated Amortisation as at 1st April, 2017	642.85	294.62	209.23	503.85
Additions	642.84	221.40	68.03	289.43
Disposals	-	-	-	-
<b>Accumulated Amortisation as at 31st March, 2018</b>	<b>1,285.69</b>	<b>516.02</b>	<b>277.26</b>	<b>793.28</b>
Additions	322.30	168.34	62.91	231.25
Disposals	-	-	2.87	2.87
<b>Accumulated Amortisation as at 31st March, 2019</b>	<b>1,607.99</b>	<b>684.36</b>	<b>337.30</b>	<b>1,021.66</b>
<b>Net Carrying amount :</b>				
Balance as at 31st March, 2018	322.30	403.19	64.32	467.51
<b>Balance as at 31st March, 2019</b>	<b>-</b>	<b>234.85</b>	<b>43.42</b>	<b>278.27</b>

6) INVESTMENT (UNQUOTED)

- a) Investment in Subsidiary Company, (at Cost)  
Share capital of 1 Million Euro fully paid up in Cadini SRL
- b) Investment Others : (Unquoted)  
(At fair value through profit & loss)  
17,00,000 Cumulative Redeemable Preference share of ₹ 100/-  
each fully paid up of Balkrishna Paper Mills Ltd (Previous Year  
25,00,000 Cumulative Redeemable Preference share of ₹ 100/-each )  
(Refer note no. 49)  
Aggregate amount of unquoted Investment  
Aggregate amount of Impairment in the value of Investment

	AS AT 31-03-2019	AS AT 31-03-2018
	<u>757.10</u>	<u>757.10</u>
	<u>1,700.00</u>	<u>2,500.00</u>
	<u>2,457.10</u>	3,257.10
	-	-

7) NON CURRENT LOANS - (UNSECURED, CONSIDERED GOOD) :

- a) Other Loans
- i) Loans to Customer
- ii) Loans to Employees
- iii) Loans to Subsidiary Company

	68.19	92.51
	91.50	199.91
	<u>290.66</u>	-
	<u>450.35</u>	<u>292.42</u>

STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.

(₹ In Lakhs)

7) NON CURRENT LOANS - (UNSECURED, CONSIDERED GOOD) Contd.:	AS AT 31-03-2019	AS AT 31-03-2018
<b>Breakup :</b>		
Loan considered good- Secured	-	-
Loan considered good- Unsecured	450.35	292.42
Loan which have significant increase in credit risk	-	-
Loan-credit impaired	-	-
<b>Total</b>	<b>450.35</b>	<b>292.42</b>
Less : Allowance for doubtful Loans	-	-
<b>Total Loans</b>	<b>450.35</b>	<b>292.42</b>
<b>8) OTHER NON CURRENT FINANCIAL ASSETS :</b>		
a) Fixed Deposit	2.56	3.06
<b>9) OTHER NON CURRENT ASSETS :</b>		
a) Capital Advances	752.46	2,083.49
b) Other Loans & Advances		
i) Security Deposit	1,273.19	900.57
ii) Prepaid Expenses	205.55	67.46
	<b>2,231.20</b>	<b>3,051.52</b>
<b>10) INVENTORIES :</b>		
(As taken, valued and certified by the Management)		
a) Raw Materials	10,271.79	11,022.21
b) Finished Goods	24,178.31	22,412.19
c) Stock - in - trade	1,060.60	1,729.25
d) Goods in Process	4,266.62	5,712.57
e) Stores and Spares	2,273.41	2,139.49
	<b>42,050.73</b>	<b>43,015.71</b>
<b>11) TRADE RECEIVABLES :</b>		
a) Trade Receivable from Others	39,250.15	42,172.12
b) Receivable from Related Parties (Refer Note No. 40)	18.77	4.77
<b>Total Receivables</b>	<b>39,268.92</b>	<b>42,176.89</b>
<b>Breakup of Security Details :</b>		
Secured, Considered Good	4,416.63	2,151.53
Unsecured Considered Good	34,852.29	40,025.36
Trade Receivable which have significant increase in credit risk	412.62	246.57
Less : Impairment for trade receivable*	(412.62)	(246.57)
Trade Receivable credit impaired	-	-
<b>Total</b>	<b>39,268.92</b>	<b>42,176.89</b>
No trade or other receivable are due from director or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivables are due from firm or private companies respectively in which any director is a partner, a director or a member other than stated above.		
* The provision for the impairment of trade receivable has been made on the basis of the expected credit loss method and other cases based on management judgement.		
<b>12) CASH AND CASH EQUIVALENTS :</b>		
a) Balance with Banks in Current Account	690.76	2,179.86
b) Cash on hand	32.78	24.49
	<b>723.54</b>	<b>2,204.35</b>

STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.

(₹ In Lakhs)

	AS AT 31-03-2019	AS AT 31-03-2018
<b>13) BANK BALANCES OTHER THAN CASH AND CASH EQUIVALANTS</b>		
a) Unclaimed dividend - Earmarked balances with banks	81.90	78.21

**14) LOANS (UNSECURED, CONSIDERED GOOD) :**

a) Inter Corporate Deposit*	-	175.00
b) Loans to Employees	127.55	240.26
c) Loans to Customer	-	1.75
	<u>127.55</u>	<u>417.01</u>

\* Intercorporate Loan given to related party S.P. Finance & Trading Ltd.

**Breakup :**

Loan considered good- Secured	-	-
Loan considered good- Unsecured	127.55	417.01
Loan which have significant increase in credit risk	-	-
Loan-credit impaired	-	-
<b>Total</b>	<u>127.55</u>	<u>417.01</u>
Less : Allowance for doubtful Loans	-	-
<b>Total Loans</b>	<u>127.55</u>	<u>417.01</u>

**15) OTHER CURRENT FINANCIAL ASSETS (UNSECURED, CONSIDERED GOOD) :**

a) Unbilled Revenue	11.06	17.11
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**16) CURRENT TAX ASSETS AND DEFERRED TAX :**

a) Income Tax paid/TDS (Net of provisions of ₹ 6,405 lakhs (Previous year ₹ 13,687 lakhs)	1,750.15	1,215.89
b) Tax expenses recognized in the statement of Profit & Loss		
<b>Current Tax</b>		
Current tax on taxable income for the year	5,138.00	6,405.00
Tax in respect for earlier year	(165.64)	3.08
<b>Deferred Tax</b>		
Deferred Tax charge/(Credit)	360.43	(440.24)
<b>Total Income Tax Expense</b>	<u>5,332.79</u>	<u>5,967.84</u>

	Year ended 31-03-2019	Year ended 31-03-2018
c) A reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:		
Enacted income tax rate in India	34.944%	34.608%
Profit before tax	15,921.53	17,728.77
Expected Income Tax expense at statutory Income tax rate	5,563.62	6,135.57
Income exempt from tax/items not deductible.	(591.26)	272.51
Income tax expense reported in the statement of Profit and Loss.	4,972.36	6,408.08
Deferred Tax Expense Reported in the statement of Profit and Loss.	360.43	(440.24)
	<u>5,332.79</u>	<u>5,967.84</u>

Consequent to reconciliation items shown above, the effective tax rate is 33.51% (2017-18 - 33.66%)

**STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.**

d) The movement in deferred tax assets and liabilities during the year ended March 31, 2018 and March 31, 2019.

(₹ In Lakhs)

Particulars	As at 31st March, 2017 Deferred Tax Asset/ (Liabilities)	Credit / (Charge) in Statement of Profit & Loss	As at 31st March, 2018 Deferred Tax Asset/ (Liabilities)	Credit / (Charge) in Statement of Profit & Loss	As at 31st March, 2019 Deferred Tax Asset/ (Liabilities)
Depreciation	(2,852.72)	223.73	(2,628.99)	(670.22)	(3,299.21)
Expenses Allowed in the year of Payment	844.50	(253.01)	591.49	615.19	1,206.68
Provision for Doubtful Debts	31.81	482.39	514.20	(378.98)	135.22
<b>Total</b>	<b>(1,976.41)</b>	<b>453.11</b>	<b>(1,523.30)</b>	<b>(434.01)</b>	<b>(1,957.31)</b>

**17) OTHER CURRENT ASSETS (UNSECURED, CONSIDERED GOOD) :**

- a) Advances for supply of goods & services
- b) Input Tax Refundable
- c) Interest Subsidy Receivable
- d) Balances with Government Authorities
- e) Prepaid Expenses
- f) Security Deposits
- g) Others

	AS AT 31-03-2019	AS AT 31-03-2018
a) Advances for supply of goods & services	648.84	335.11
b) Input Tax Refundable	5,224.88	3,914.65
c) Interest Subsidy Receivable	1,092.39	1,019.85
d) Balances with Government Authorities	358.30	456.53
e) Prepaid Expenses	339.21	454.98
f) Security Deposits	5.55	38.57
g) Others	943.92	238.53
	<u>8,613.09</u>	<u>6,458.22</u>

**18) SHARE CAPITAL :**

**Authorised**

- i) 5,50,00,000 Equity Shares of ₹ 2/- each
- ii) 25,000 11% Redeemable Cumulative Preference Shares of ₹ 100/- each
- iii) 7,50,000 Redeemable Preference Shares of ₹ 10/- each

**Issued**

4,68,70,080 Equity share of ₹ 2/- each.

**Subscribed and Fully Paid Up**

4,68,70,080 Equity share of ₹ 2/- each.

	AS AT 31-03-2019	AS AT 31-03-2018
i) 5,50,00,000 Equity Shares of ₹ 2/- each	1,100.00	1,100.00
ii) 25,000 11% Redeemable Cumulative Preference Shares of ₹ 100/- each	25.00	25.00
iii) 7,50,000 Redeemable Preference Shares of ₹ 10/- each	75.00	75.00
	<u>1,200.00</u>	<u>1,200.00</u>
<b>Issued</b>		
4,68,70,080 Equity share of ₹ 2/- each.	937.40	937.40
<b>Subscribed and Fully Paid Up</b>		
4,68,70,080 Equity share of ₹ 2/- each.	<u>937.40</u>	<u>937.40</u>

i) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period :

Particulars	AS AT 31-03-2019		AS AT 31-03-2018	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the year	4,68,70,080	937.40	93,74,016	937.40
Issued during the year	-	-	-	-
Outstanding at the end of the year#	<u>4,68,70,080</u>	<u>937.40</u>	<u>4,68,70,080</u>	<u>937.40</u>

# Equity Share of the Face value of ₹ 10/- each has been sub-divided into 5 Equity shares of ₹ 2/- each as per resolution passed in AGM held on 9th September, 2017. (record date 26th October, 2017).

**STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.**

ii) Terms/rights attached to equity :

The company has issued only one class of equity shares having a par value of ₹ 2 per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. 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 shareholdings.

iii) Shareholder's holding more than 5 % shares in the Company

Name of the Shareholder's	AS AT 31-03-2019		AS AT 31-03-2018	
	No. of Share	% of Holding	No. of Share	% of Holding
PKP Enterprises LLP	1,11,18,935	23.72%	1,11,18,935	23.72%
DSP Blackrock Micro Cap Fund	27,11,495	5.79%	25,04,015	5.34%
Smt. Ashadevi Rameshkumar Poddar	32,27,055	6.89%	32,27,055	6.89%

(₹ In Lakhs)

**19) OTHER EQUITY :**

	AS AT 31-03-2019	AS AT 31-03-2018
a) Capital Reserve	70.18	70.18
b) Security Premium	799.61	799.61
c) General Reserve	70,000.00	60,000.00
d) Retained Earnings	3,935.47	6,055.24
	<u>74,805.26</u>	<u>66,925.03</u>

i) Capital Reserve : Capital Reserve is utilised in accordance with provision of the Act.

ii) Security Premium : Security Premium is used to record the premium on issue of shares. These reserve is utilised in accordance with the provision of the Act.

iii) Retained Earnings : Retained earnings are the profit that the Company has earned till date, less any transfer to general reserve, dividend or other distributions paid to shareholders.

**20) NON CURRENT BORROWINGS :**

	AS AT 31-03-2019		AS AT 31-03-2018	
	Non Current	Current	Non Current	Current
<b>Secured</b>				
a) Term Loans from Banks				
Rupee loan	4,948.43	2,424.93	6,501.09	2,445.76
Foreign currency loan	8,727.31	751.72	6,883.94	-
<b>Total Secured loan from Banks</b>	<b>13,675.74</b>	<b>3,176.65</b>	<b>13,385.03</b>	<b>2,445.76</b>
<b>Unsecured</b>				
a) From Government of Maharashtra (Interest free Sales Tax Loan)	47.62	16.95	64.57	17.38
	<u>13,723.36</u>	<u>3,193.60</u>	<u>13,449.60</u>	<u>2,463.14</u>

Note :

i) Term loan aggregating to ₹ 3,373.36 lakhs is secured by way of first charge created/ to be created on immovable properties situated at Maharashtra except immovable assets exclusively charged to the lenders and charge on movable fixed assets procured from those term loans. The remaining tenure of loans is 4 years.

ii) Term loans in foreign currency (ECB) of ₹ 9,479.03 Lakhs and Rupee term loan of ₹ 4,000 Lakhs is secured by way of mortgage on the few office premises situated at Mumbai. The remaining tenure of the Loan is 6 years.

iii) Interest on above said term loan are ranging from 8% to 9.50%.

STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.

(₹ In Lakhs)

	AS AT 31-03-2019	AS AT 31-03-2018
<b>21) OTHER FINANCIAL LIABILITIES NON CURRENT :</b>		
a) Security Deposit from Dealers / others	4,788.13	4,024.71
<b>22) LONG TERM PROVISIONS :</b>		
a) Provision for Employee benefits (Refer Note 43)	874.65	921.48
<b>23) OTHER NON CURRENT LIABILITIES :</b>		
a) Creditors for Capital Goods	316.98	236.77
b) Government Grant #	1,092.67	516.50
	<u>1,409.65</u>	<u>753.27</u>
# Represents unamortised amount of duty saved referred to in note 45.		
<b>24) CURRENT BORROWINGS :</b>		
<b>Secured</b>		
a) Working Capital Loans from Banks* :-		
i) Cash Credit/ Demand Loans/ Short Term Loan	10,570.71	13,561.68
ii) Packing Credit	2,250.42	1,951.92
* Working Capital loans from Banks are secured by hypothecation of Stocks, Book debts and second charge created over the few fixed assets of the Company.		
	<u>12,821.13</u>	<u>15,513.60</u>
<b>Unsecured</b>		
a) Short Term Loans from Banks (Including Commercial Paper)	14,693.87	25,913.09
	<u>27,515.00</u>	<u>41,426.69</u>
<b>25) TRADE PAYABLES :</b>		
a) Micro, Small and Medium Enterprises @	289.75	93.19
b) Trade Payable Others	16,812.63	17,354.82
c) Amount due to related parties (Refer Note 40)	431.45	658.10
	<u>17,244.08</u>	<u>18,012.92</u>
	<u>17,533.83</u>	<u>18,106.11</u>

@ Dues To Micro and Small Enterprises

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

a) The principal amount remaining unpaid to any supplier at the end of the year	289.75	93.19
b) Interest due remaining unpaid to any suppliers at the end of the year	0.71	-
c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amount of the payment made to the suppliers beyond the appointed day during the year	-	-
d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.	-	-
e) The amount of interest accrued and remaining unpaid at the end of each accounting year	0.71	-
f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	0.71	-

**STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.**

Disclosure of payable to vendors as defined under the Micro Small and Medium Enterprise Development Act, 2006 is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts/interest payable to such vendors at the balance sheet date since the outstanding balance is as per the terms of purchases. However, to comply the requirement of the act we have disclosed the outstanding appearing in the books beyond 45 days and provided the interest on it as per the requirement of the Act.

(₹ In Lakhs)

	AS AT 31-03-2019	AS AT 31-03-2018
<b>26) OTHER CURRENT FINANCIAL LIABILITIES :</b>		
a) Current Maturity of Long Term Debt (Refer Note No. 20 (i & ii))	3,193.60	2,463.14
b) Interest accrued but not due on borrowings	235.02	100.36
c) Unpaid Dividend*	81.90	78.21
	<u>3,510.52</u>	<u>2,641.71</u>

\*There are no amount due and outstanding to be credited to Investor Education and Protection Fund.

**27) OTHER CURRENT LIABILITIES :**

a) Advance Received from Customer	114.42	297.72
b) Other Payables		
i) Statutory Dues	247.27	682.47
ii) Employees Dues	2,349.65	2,248.02
iii) Security Deposit	95.90	23.48
iv) Government Grant #	240.17	920.79
v) Others	12.66	111.92
	<u>2,945.65</u>	<u>3,986.68</u>
	<u>3,060.07</u>	<u>4,284.40</u>

# Represents unamortised amount of duty saved referred to in note 45.

**28) SHORT-TERM PROVISIONS :**

a) Provision for employee benefits :		
i) Unavailed Leave (Refer note 43)	351.22	317.18

**29) REVENUE FROM OPERATIONS :**

	Current Year	Previous Year
a) Sale of Products	2,42,600.23	2,40,795.00
Less : Trade discount, Returns, Rebate etc.,	62,601.88	68,979.32
	<u>1,79,998.35</u>	<u>1,71,815.68</u>
b) Sale of Services (Job Charges Received)	1,133.62	1,147.28
c) Other Operating Revenues*	337.98	312.62
	<u>1,81,469.95</u>	<u>1,73,275.58</u>

\* Includes Scrap Sales & others.

**Note :** Revenue from operations for period upto 30th June, 2017 included excise duty of ₹ 87.07 Lakhs . From 1st July, 2017 onwards the excise duty and most indirect taxes in India have been replaced with Goods and Service Tax (GST). The Company collect GST on behalf of the Government. Hence, GST is not included in Revenue from operations. In view of the aforesaid change in indirect taxes, Revenue from operations year ended 31st March, 2019 is not comparable with 31st March, 2018.

**30) OTHER INCOME :**

	Current Year	Previous Year
a) Miscellaneous Income	56.32	106.80
b) Interest Received	2,090.70	1,546.61
c) Rent Received	380.85	492.79
d) Profit on Sale of Assets (Net)	111.36	308.06
e) Exchange Rate Difference (Net)	-	25.76
f) Apportioned Income from Government Grant (Refer Note No.45)	186.19	153.57
	<u>2,825.42</u>	<u>2,633.59</u>



STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.

(₹ In Lakhs)

**31) CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE :**

	Current Year	Previous Year
a) Opening Stock		
Work - in - Progress	5,712.57	4,721.43
Finished Goods	22,412.19	13,865.69
Stock in Trade	1,729.25	2,513.90
	<u>29,854.01</u>	<u>21,101.02</u>
b) Less : Closing Stock		
Work - in - Progress	4,266.62	5,712.57
Finished Goods	24,178.31	22,412.19
Stock in Trade	1,060.60	1,729.25
	<u>29,505.53</u>	<u>29,854.01</u>
	<u>348.48</u>	<u>(8,752.99)</u>

**32) EMPLOYEE BENEFITS EXPENSE**

a) Salaries, Wages, Allowances and Bonus	18,067.84	17,121.68
b) Contribution to Provident, Gratuity and other funds (Refer note 43)	1,182.88	1,329.53
c) Workmen and Staff Welfare Expenses	521.46	524.88
	<u>19,772.18</u>	<u>18,976.09</u>

**33) FINANCE COST :**

a) Interest Expenses (Net of subsidy ₹ 79.47 lakhs (Previous year ₹ 146.39 lakhs))	4,919.23	3,754.45
b) Other borrowing costs	19.36	15.16
	<u>4,938.59</u>	<u>3,769.61</u>
Less : Borrowing Cost Capitalised	101.67	347.81
	<u>4,836.92</u>	<u>3,421.80</u>

**34) DEPRECIATION AND AMORTISATION EXPENSES :**

a) Depreciation on Property, Plant and Equipments	5,588.50	5,069.64
b) Depreciation on Investment Properties	47.19	52.81
c) Amortization on Intangible Assets	553.55	932.27
	<u>6,189.24</u>	<u>6,054.72</u>

**35) OTHER EXPENSES :**

a) Consumption of Stores and Spare Parts	1,575.66	2,095.75
b) Consumption of Packing Material	6,212.73	5,934.14
c) Processing and Labour Charges	16,486.42	16,174.96
d) Excise Duty (includes difference between the excise duty on opening and closing stock of finished goods)	-	110.14
e) Power and Fuel	6,048.17	5,407.60
f) Water Charges	265.31	198.49
g) Brokerage and Commission	3,434.73	3,631.77
h) Rent	1,706.14	1,151.96
i) Rates and Taxes	317.81	276.20
j) Freight and Forwarding Charges	1,955.07	1,822.90
k) Legal and Professional Charges (Refer Note No.39)	1,469.54	779.32

STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.

(₹ In Lakhs)

**35) OTHER EXPENSES : (Contd.)**

	Current Year	Previous Year
l) Directors Sitting Fees	16.25	18.06
m) Commission to Non-Executive Directors	17.50	17.50
n) Insurance	250.07	296.41
o) Sales Promotion Expenses	2,099.62	1,860.47
p) Advertisement Expenses	6,185.26	5,141.07
q) Travelling and Conveyance	2,306.82	1,926.12
r) Exchange Rate of Difference (Net)	66.51	-
s) Donation	3.33	15.00
t) Contribution towards CSR activity (Refer Note No.46)	212.89	283.13
u) Provision for Doubtful Debts/Expected Credit Loss	172.00	102.43
v) Bad Debt	36.05	-
w) Miscellaneous Expenses	3,412.99	2,630.77
x) Repairs to :		
i) Building	991.20	837.94
ii) Machineries	448.32	509.27
iii) Others	1,280.44	1,130.03
	<u>2,719.96</u>	<u>2,477.24</u>
	<u>56,970.83</u>	<u>52,351.43</u>

**36) EARNING PER SHARE : ["EPS"] COMPUTED IN ACCORDANCE WITH ACCOUNTING STANDARD 20:**

a) Net Profit after tax as per Statement of Profit & Loss	10,116.44	11,159.39
b) The weighted average number of Equity Shares	4,68,70,080	4,68,70,080
c) Face value per equity share (₹)	2.00	2.00
d) Earnings per share Basic / Diluted (₹)	21.58	23.81

**37) DIVIDEND DISTRIBUTION MADE AND PROPOSED :**

<b>a) Dividend on equity shares declared and paid during the year:</b>		
i) Final dividend of 2/- Per Share for F.Y. 2017-18 (Previous Year ₹ 15 Per share face value of ₹ 10/- each for F.Y. 2016-17)	937.40	1,406.11
Dividend distribution tax on Final dividend	192.69	286.26
	<u>1,130.09</u>	<u>1,692.37</u>
ii) Interim dividend of ₹ 2.20 Per share for F.Y. 2018-19 (Previous Year ₹ 2.20 Per share for F.Y. 2017-18 )	1,031.14	1,031.14
Dividend distribution tax on interim dividend	211.95	209.92
	<u>1,243.09</u>	<u>1,241.06</u>
<b>b) Proposed dividend on equity share not recognised as liability:</b>		
i) Final Dividend of ₹ 2.20 Per share for F.Y. 2018-19 (Previous Year ₹ 2/- Per share for F.Y. 2017-18)	1,031.14	937.40
Dividend distribution tax on Final Dividend	211.95	192.69
	<u>1,243.09</u>	<u>1,130.09</u>

**STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.**

(₹ In Lakhs)

**38) CONTINGENT LIABILITIES & COMMITMENTS :**

	Current Year	Previous Year
a) Contingent Liabilities :		
i) Guarantees given by the Company's bankers on behalf of the Company	818.05	1,027.50
ii) Disputed claims for excise, sales tax and property tax	791.10	796.45
iii) Income tax Demand, interest & penalty under dispute	267.00	1.26
b) Commitments :		
i) Estimated amount of contracts remaining to be executed on capital account and not provided (Net of advance)	182.90	1,337.44

**39) LEGAL AND PROFESSIONAL EXPENSES INCLUDES  
AUDITORS REMUNERATION AND EXPENSES :**

a) <b>Statutory Auditors</b>		
i) For Audit Fees	24.00	23.00
ii) For Limited Review	3.00	3.00
iii) For Other Services	8.47	17.31
iv) For Reimbursement of Expenses*	0.62	2.97
	<u>36.09</u>	<u>46.28</u>
b) <b>Cost Auditors</b>		
i) Cost Audit Fees	4.50	4.50
ii) For Reimbursement of Expenses	0.15	-
	<u>4.65</u>	<u>4.50</u>

\* Including Service tax but excluding Goods & Service Tax (GST)

**40) RELATED PARTY DISCLOSURES :**

As per Accounting Standard 24, the disclosures of transactions with the related parties as defined in the Accounting Standard are given below.

List of related parties where control exists and related parties with whom transactions have taken place and relationships:

- Key Management Personnel (KMP) :** Shri Ramesh D. Poddar - Chairman & Managing Director, Shri Pawan D. Poddar - Joint Managing Director, Shri Shrikishan Poddar - Executive Director, Shri Gaurav Poddar - President and Executive Director, Smt. Ashadevi R Poddar - Executive Director, Shri Ashok Jalan - Sr. President cum Director, Shri Surendra Shetty - Chief Financial Officer, Shri William Fernandes - Company Secretary.
- Relatives of Key Management Personnel (KMP) :** Shri Avnish Poddar, Smt. Sangeeta Poddar, Shri Harshit S. Poddar, Smt. Anshruta Poddar, Smt. Vibha Poddar, Smt. Smriti Poddar, Smt. Megha Poddar upto 15th August 2017.
- Non Executive Directors and Enterprises over which they are able to exercise significant influence:** Shri Harish N. Motiwala, Prof. (Dr.) Mangesh D. Teli, Shri Shailesh S. Vaidya, Shri Ashok N. Garodia, Shri Dileep Shinde, Shri Pramod S. Jalan, Shri Tarun Kumar Govil.
- Subsidiary :** Cadini S.R.L. (100% wholly owned subsidiary, incorporated in Italy)
- Other Related Parties (Enterprises - KMP having significant influence / Owned by Major Shareholders) :**  
Sanchna Trading & Finance Ltd., S.P. Finance & Trading Ltd, Santigo Textile Mills Ltd., Vishal Furnishings Ltd., Golden Fibres LLP, Beetee Textile Industries Ltd., MMI Foods, Balkrishna Paper Mills Ltd., Dhanpriya Textile Pvt.Ltd., Vishal Furnishings Singapore, SPG Power LLP.

**STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.**

(f) Related Party Transactions :

(₹ In Lakhs)

Nature of Transaction	For the Year Ended 31.03.2019				For the Year Ended 31.03.2018			
	Key Management Personnel & Relatives	Subsidiary	Other related Parties	Total	Key Management Personnel & Relatives	Subsidiary	Other related Parties	Total
Managerial Remuneration	1,835.06	-	-	1,835.06	2,014.35	-	-	2,014.35
Sitting Fees and Commission	33.75	-	-	33.75	35.00	-	-	35.00
Salary Paid	167.46	-	-	167.46	184.17	-	-	184.17
Purchase of Goods/Services	-	-	5,128.45	5,128.45	-	-	3,357.06	3,357.06
Investment in shares	-	-	-	-	-	757.10	-	757.10
Investment in Preference Share	-	-	-	-	-	-	2,500.00	2,500.00
Purchase of Fixed Assets	-	-	-	-	-	-	0.28	0.28
Sale of Fixed Assets	-	-	134.01	134.01	-	-	45.34	45.34
Sales of Goods/Materials	-	-	699.86	699.86	-	-	700.87	700.87
Rent / Property Tax Received	-	-	72.00	72.00	-	-	68.01	68.01
Rent Paid	-	-	118.99	118.99	-	-	106.99	106.99
Interest Received	-	10.91	4.53	15.44	-	-	13.44	13.44
Interest Paid	-	-	3.18	3.18	-	-	-	-
Intercorporate Deposits Given	-	-	-	-	-	-	550.00	550.00
Intercorporate Deposits Recovered	-	-	175.00	175.00	-	-	-	-
Intercorporate Deposits Returned	-	-	-	-	-	-	375.00	375.00
Reimbursement towards Acquisition of Assets	-	-	-	-	-	-	383.81	383.81
Preference Shares Sold	-	-	800.00	800.00	-	-	-	-
Long Term Working Capital Loan to Subsidiary	-	279.75	-	279.75	-	-	-	-
Commission Paid	-	-	127.69	127.69	-	-	108.62	108.62

Notes : i) Parties identified by the Management and relied upon by the Auditors.

ii) No amount in respect of the related parties have been written off/back or are provided for during the year

**g) Balance on account of:**

(₹ In Lakhs)

	AS AT 31-03-2019	AS AT 31-03-2018
<b>1. Trade Payable ( other related parties)</b>		
Beetee Textile Industries Ltd.	87.98	366.02
Dhanpriya Textile Pvt.Ltd.	34.44	-
Golden Fibres LLP	44.38	118.99
Sanchna Trading & Finance Ltd.	-	1.80
Santigo Textile Mills Ltd.	6.96	16.81
Vishal Furnishings Ltd.	257.69	154.48
<b>Total</b>	<b>431.45</b>	<b>658.10</b>
<b>2. Trade Receivable (other related parties )</b>		
Balkrishna Paper Mills Ltd.	5.21	4.69
Cadini SRL.	10.91	-
MMI Foods	0.06	0.09
Vishal Furnishings ( Singapore )	2.59	-
<b>Total</b>	<b>18.77</b>	<b>4.78</b>

**STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.**

**g) Balance on account of: (Contd.)**

(₹ In Lakhs)

	AS AT 31-03-2019	AS AT 31-03-2018
<b>3. Trade Receivable Capital Goods</b>		
Balkrishna Paper Mills Ltd.	-	1.23
Beetee Textile Industries Ltd.	1.77	52.20
<b>Total</b>	<b>1.77</b>	<b>53.43</b>
<b>4. Inter Corporate Deposit Placed</b>		
S.P.Finance & Trading Ltd.	-	175.00
<b>5. Deposit Given</b>		
Dhanpriya Textile Pvt Ltd	200.00	-
<b>6. Investment in Subsidiary</b>		
CADINI SRL	757.10	757.10
<b>7. Loan to Subsidiary</b>		
CADINI SRL	279.75	-
<b>8. Investment in Preference Share</b>		
Balkrishna Paper Mills Ltd	1,700.00	2,500.00

**h) Disclosure in respect of material transactions with related parties during the Year ( included in 'f' above )**

(₹ In Lakhs)

	Current Year	Previous Year		Current Year	Previous Year
<b>Purchase of Goods / Materials/Services.</b>			<b>Payment to Key Managerial Personnel</b>		
Balkrishna Paper Mills Ltd.	1.20	-	Ramesh Poddar	496.35	534.03
Beetee Textile Industries Ltd.	1,712.08	1,419.49	Shrikishan Poddar	387.98	437.96
Dhanpriya Textile Pvt. Ltd.	1,203.62	-	Pawan Poddar	415.28	458.21
Santigo Textile Mills Ltd.	172.86	299.92	Gaurav P Poddar	309.70	318.77
Vishal Furnishings Ltd.	210.43	278.74	Asha Devi Poddar	47.63	64.82
Golden Fibres LLP.	1,828.26	1,358.91	Ashok Kumar Jalan	67.06	97.64
<b>Purchase of Fixed Assets</b>			Surendra Shetty	74.53	68.92
Beetee Textile Industries Ltd.	-	0.05	William Fernandes	36.53	34.00
Vishal Furnishings Ltd.	-	0.23	<b>Sitting Fees &amp; Commission</b>		
<b>Sales of Fixed Assets</b>			Harish N Motiwala	10.25	10.25
Beetee Textile Industries Ltd.	1.50	44.30	Prof. (Dr.) Mangesh D. Teli	4.75	4.75
Balkrishna Paper Mills Ltd.	-	1.04	Shailesh S Vaidya	2.75	2.75
Dhanpriya Textile Pvt. Ltd.	113.34	-	Ashok N. Garodia	3.00	3.00
Golden Fibres LLP.	19.17	-	Dilip H. Shinde	5.25	5.25
<b>Sales of Goods / Materials/ Services</b>			Pramod S. Jalan	2.25	3.50
Beetee Textile Industries Ltd.	29.46	40.30	Tarun Kumar Govil	5.50	5.50
Dhanpriya Textile Pvt.Ltd.	33.49	-	<b>Salary to Relatives of KPM.</b>		
Vishal Furnishings Ltd.	633.37	652.33	Avnish Poddar	28.88	29.68
Balkrishna Paper Mills Ltd.	1.57	7.13	Vibha Poddar	28.06	28.37
Golden Fibres LLP.	1.97	1.11	Smriti Poddar	27.91	28.09
<b>Rent Paid</b>			Sangeeta Poddar	28.00	28.18
Beetee Textile Industries Ltd.	49.14	49.14	Harshit S.Poddar	27.71	28.05
Sanchna Trading & Finance Ltd.	2.40	2.45	Megha Poddar	-	14.82
Vishal Furnishings Ltd.	67.45	55.40	(upto 15th Aug.2017)		
			Anshruta Poddar.	26.90	26.98

**STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.**

h ) Disclosure in respect of material transactions with related parties during the Year ( included in 'f' above ) (Contd.)

	Current Year	Previous Year		Current Year	Previous Year
			(₹ In Lakhs)		
<b>Rent Received :</b>			<b>Interest Received:</b>		
Balkrishna Paper Mills Ltd.	39.62	39.25	Cadini SRL.	10.91	-
Beetee Textile Industries Ltd.	18.74	18.74	S.P. Finance & Trading Limited	4.53	13.44
Golden Fibres LLP	1.44	1.44	<b>Interest Paid:</b>		
MMI Foods.	0.30	0.19	Vishal Furnishings Ltd.	3.18	-
Oxemberg Fashions Ltd.	0.06	-	<b>Commission/ Incentive Paid :</b>		
S.P.Finance & Trading Limited	0.11	-	Vishal Furnishings Ltd.	112.34	108.62
Sanchna Trading & Finance Ltd.	0.11	-	Vishal Furnishings Ltd. (Singapore)	15.35	-
Santigo Textile Mills Ltd.	5.72	2.43	<b>Inter Corporate Deposit Given:</b>		
Vishal Furnishings Ltd.	5.90	5.96	S.P. Finance & Trading Limited	-	550.00
<b>Inter Corporate Deposit Recovered:</b>			<b>Preference Share Sold :</b>		
S.P.Finance & Trading Limited	175.00	375.00	Beetee Textile Industries Ltd.	150.00	-
<b>Loan to Subsidiary :</b>			S.P. Finance & Trading Ltd.	150.00	-
Cadini SRL	279.75	-	Sanchna Trading & Finance Ltd.	175.00	-
<b>Investment in Preference Share :</b>			Santigo Textile Mills Ltd.	125.00	-
Balkrishna Paper Mills Ltd	-	2,500.00	SPG Power LLP	200.00	-
<b>Reimbursement towards Acquisition of Assets :</b>					
Vishal Furnishings Ltd.	-	383.81			
<b>Investment in Subsidiary :</b>					
Cadini SRL	-	757.10			

i) Executive Director Compensation

(₹ In Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
i) Short term employee benefits	1,562.54	1,789.86
ii) Post employment benefits	101.11	121.57
<b>Total</b>	<b>1,663.65</b>	<b>1,911.43</b>

41) The Company is engaged only in Textile business and there are no separate reportable segments as per Ind AS 108.

42) Operating lease arrangements

The Company has significant operating leases for premises. These lease arrangements range for a period between 1 years to 12 years, is of cancellable in nature. Most of the leases are renewable for further period on mutually agreeable terms and also include escalation clauses.

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Rent	1,706.14	1,151.96
With respect to non cancellable operating lease, the future minimum lease payment as at balance sheet date :		
For a period not later than one year	1,593.21	1,090.86
For a period later than one year and not later than five years	4,857.95	4,423.66
For a period later than five years	-	1,327.66

STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.

(₹ In Lakhs)

**43) Defined Benefit and Contribution Plan**

Provident Fund and Superannuation Fund are Defined Contribution Plan. Contribution paid for Provident Fund and Superannuation Fund are recognised as expense for the year :

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Employer's contribution to Provident Fund/Pension Scheme	1,000.88	1,054.93
Employer's contribution to Superannuation Fund	16.63	16.90

**Defined Benefit Plan:- Gratuity (Funded)**

The employees' gratuity fund scheme managed by a Trust is a defined benefit fund. The present value of the obligation is determined based on actuarial valuation using the Projected unit Credit Method, which recognises each year of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

(₹ In Lakhs)

	AS AT 31-03-2019	AS AT 31-03-2018
<b>I) Reconciliation of Opening and Closing balances of Defined Benefit Obligation</b>		
Defined Benefit Obligation at Beginning of the year	1,808.92	1,547.03
Liability transferred in/ Acquisitions	-	-
Current Service Cost	211.19	201.39
Past Service Cost	-	88.67
Interest Cost	142.36	117.11
Actuarial (Gain)/loss	(228.97)	26.34
Benefit Paid	(205.73)	(171.62)
Defined Benefit Obligation at the end of the year	1,727.77	1,808.92
<b>II) Reconciliation of Opening and Closing balances of Fair value of plan Assets</b>		
Defined Benefit Obligation at Beginning of the year	942.13	842.12
Actual return on plan Assets	55.74	52.89
Assets transferred in/ Acquisitions	-	-
Actuarial (Gain)/loss	-	-
Employers contribution	144.19	218.74
Benefit Paid	(205.73)	(171.62)
Fair value of plan assets at year end	936.33	942.13
<b>III) Reconciliation of fair value of Assets and Obligations</b>		
Fair value of Plan Assets	936.35	942.13
Present Value of Obligation	(1,727.76)	(1,808.92)
Amount Recognised in Balance Sheet [Surplus/(Deficit)]	(791.41)	(866.79)
<b>IV) Expenses recognised during the year</b>		
<u>In Income Statement</u>		
Current Service Cost	211.19	201.39
Interest Cost	68.22	53.36
Past Service Cost	-	88.67
Return on Plan Assets	-	-
Net Cost	279.41	343.42
<u>In Other Comprehensive Income</u>		
Actuarial (Gain)/ Loss	(228.96)	26.34
Return on Plan Assets	18.40	10.86
Net (Income)/Expense for the period recognised in OCI	(210.56)	37.20
<b>V) Investment Details</b>		
Insurance Fund	936.33	942.13

STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.

43) Defined Benefit and Contribution Plan (Contd.)

	AS AT 31-03-2019	AS AT 31-03-2018
<b>VI) Actuarial Assumption</b>		
Financial Assumptions :		
Discount rate	7.78%	7.87%
Salary Escalation Rate #	4.00%	4.00%
Rate of Employee Turnover	2.00%	2.00%

# The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

**VII) Sensitivity Analysis :**

The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the method (Projected Unit Credit Method) used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change as compared with the previous period.

(₹ In Lakhs)

Gratuity :	AS AT 31-03-2019			AS AT 31-03-2018		
	Change in assumption	Increase in present value of plan liabilities	Decrease in present value of plan liabilities	Change in assumption	Increase in present value of plan liabilities	Decrease in present value of plan liabilities
Discount rate	100bps	(129.35)	150.26	100bps	(114.76)	133.20
Salary Escalation Rate	100bps	154.56	(134.92)	100bps	133.93	(117.17)
Attrition Rate	100bps	45.72	(52.65)	100bps	41.70	(48.03)

**VIII) Risk Exposure - Asset Volatility**

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments is in fixed income securities with high grades and in government securities.

44) FAIR VALUE MEASUREMENT

**Financial Instrument by category and hierarchy**

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values :

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.
3. For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

**The Company uses the following hierarchy for determining and disclosing the fair value of financial instrument by valuation technique.**

Level 1 : Quoted (unadjusted) price in active markets for identical assets or liabilities

Level 2 : Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3 : Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.



STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.

(₹ In Lakhs)

Financial Assets and Liabilities	AS AT 31-03-2019				AS AT 31-03-2018			
	Carrying Amount	Level of input used in			Carrying Amount	Level of input used in		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
<b>At Amortised Cost</b>								
<b>Financial Assets</b>								
- Loans	577.90	-	-	577.90	709.43	-	-	709.43
- Trade Receivable	39,268.92	-	-	39,268.92	42,176.89	-	-	42,176.89
- Other Financial Assets	13.62	-	-	13.62	20.17	-	-	20.17
- Cash & Cash Equivalents	723.54	-	-	723.54	2,204.35	-	-	2,204.35
- Other Bank Balance	81.90	-	-	81.90	78.21	-	-	78.21
	<b>40,665.88</b>	-	-	<b>40,665.88</b>	<b>45,943.09</b>	-	-	<b>45,943.09</b>
<b>At FVTPL</b>								
<b>Financial Assets</b>								
- Other Financial Assets	1,700.00			1,700.00	2,500.00			2,500.00
<b>At Amortised Cost</b>								
<b>Financial Liabilities</b>								
- Borrowings	41,238.36	-	-	41,238.36	54,876.29	-	-	54,876.29
- Other Financial Liabilities	8,298.65	-	-	8,298.65	6,666.42	-	-	6,666.42
- Trade Payables	17,244.08	-	-	17,244.08	18,106.11	-	-	18,106.11
	<b>66,781.09</b>	-	-	<b>66,781.09</b>	<b>79,648.82</b>	-	-	<b>79,648.82</b>

**Fair value measurements using significant unobservable inputs (level 3)**

**Financial risk management objectives and policies**

In the course of business, the company is exposed to certain financial risk that could have considerable influence on the Company's business and its performance. These include market risk (including currency risk, interest risk and other price risk), credit risk and liquidity risk. The Board of Directors review and approves risk management structure and policies for managing risks and monitors suitable mitigating actions taken by the management to minimise potential adverse effects and achieve greater predictability to earnings.

In line with the overall risk management framework and policies, the treasury function provides service to the business, monitors and manages through an analysis of the exposures by degree and magnitude of risks. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The company uses derivative financial instruments to hedge risk exposures in accordance with the Company's policies as approved by the board of directors.

**a) Market Risk - Interest rate risk :**

Interest rate risk is risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The company is exposed to interest rate risk pertaining to funds borrowed at both fixed and floating interest rates. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

The Sensitivity analysis below has been determined based on the exposures to interest rates at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming that the amount of the liability as at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents Management's assessment of the reasonably possible changes in interest rates.

**Exposure to interest rate risk**

(₹ In Lakhs)

Particulars	AS AT 31-03-2019	AS AT 31-03-2018
Total Borrowings	49,220.09	61,364.14
% of Borrowings out of above bearing variable rate of interest	66.37%	77.33%

STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.

(₹ In Lakhs)

**Interest rate sensitivity**

A change of 50 bps in interest rates would have following Impact on profit before tax

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
50 bp increase would decrease the profit before tax by	163.33	237.28
50 bp decrease would increase the profit before tax by	(163.33)	(237.28)

**b) Market Risk- Foreign currency risk.**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to its operating activities. The Company manages its foreign Currency risk by hedging transaction that are expected to occur within a maximum 12 month periods for hedge of forecasted sales and purchases in foreign currency. The hedging is done through foreign currency forward contracts.

**Derivative instruments and unhedged foreign currency exposure**

Market Risk - Foreign Currency Risk:-

i) Derivative contracts outstanding as at 31st March, 2019

(₹ In Lakhs)

Particulars	As at 31st March, 2019		As at 31st March, 2018	
Forward Contract to Sell	USD	138.96	USD	975.66
Forward Contract to Buy	USD	9379.80	USD	6829.63

ii) The following table shows foreign currency exposures in USD, GBP and EUR on financial instruments at the end of the reporting period.

Foreign Currency Exposure

(₹ In Lakhs)

Particulars	AS AT 31-03-2019			AS AT 31-03-2018		
	USD	GBP	EUR	USD	GBP	EUR
Trade and Other Payables	213.10	-	-	-	-	-
Trade and Other Receivables	5351.41	38.35	495.49	735.00	121.00	6.08

iii) Sensitivity analysis of 5% change in exchange rate at the end of reporting period.

Foreign Currency Exposure

Particulars	Year ended March 31, 2019			Year ended March 31, 2018		
	USD	GBP	EUR	USD	GBP	EUR
<b>5% Depreciation in INR</b>						
Impact on P&L	267.57	1.92	24.77	36.75	6.05	0.30
<b>Total</b>	<b>267.57</b>	<b>1.92</b>	<b>24.77</b>	<b>36.75</b>	<b>6.05</b>	<b>0.30</b>
<b>5% Appreciation in INR</b>						
Impact on P&L	(267.57)	(1.92)	(24.77)	(36.75)	(6.05)	(0.30)
<b>Total</b>	<b>(267.57)</b>	<b>(1.92)</b>	<b>(24.77)</b>	<b>(36.75)</b>	<b>(6.05)</b>	<b>(0.30)</b>

**c) Equity Price Risk**

Equity price risk is related to the change in market reference price of the investments in quoted equity securities. The fair value of some of the Company's investments exposes the company to equity price risks. At the reporting date, the company do not hold any equity securities. Investment in preference share are taken at fair value.

**d) Credit Risk**

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on customer profiling, credit worthiness and market intelligence. Trade receivables consist of a large number of customers, spread across geographical areas. Outstanding customer receivables are regularly monitored.

The average credit period is in the range of 30 -90 days. However in select cases credit is extended which is backed by security deposit/bank guarantee/letter of credit and other forms. The Company's Trade receivables consist of a large number of customers, across geographies hence the Company is not exposed to concentration risk.

The Company measures the expected credit loss of trade receivables from individual customers based on historical trend, industry practices and the business environment in which the entity operates.

#### Ageing of Account receivables

(₹ In Lakhs)

Particulars	AS AT 31-03-2019	AS AT 31-03-2018
Not Due	18,622.90	12,386.87
0-3 Months	12,602.18	20,293.60
3-6 Months	5,083.03	6,064.63
6 Months to 12 Months	2,350.38	2,591.41
Beyond 12 months and less than 3 years	610.43	840.38
<b>Total</b>	<b>39,268.92</b>	<b>42,176.89</b>

Financial Assets are considered to be of good quality and there is no significant increase in credit risk.

#### e) 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 has obtained fund and non-fund based working capital limits from various banks. Furthermore, the Company access to funds from debt markets through commercial paper programs and short term working capital loans.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

(₹ In Lakhs)

Particulars	Within 1 year	More than 1 year	Total
As on 31 <sup>st</sup> March 2019			
Borrowings	30,708.60	13,723.36	44,431.96
Trade and other Payables	17,244.08		17,244.08
Other Financial Liabilities	-	5,105.05	5,105.05
As on 31 <sup>st</sup> March 2018			
Borrowings	43,889.83	13,449.60	57,339.43
Trade and other Payables	18,106.11	-	18,106.11
Other Financial Liabilities	178.57	4,024.71	4,203.28

#### 45) EXPORT PROMOTION CAPITAL GOODS (EPCG) :

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

#### 46) DETAILS OF CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENDITURE:

(₹ In Lakhs)

Particulars	Year ended 31 <sup>st</sup> March, 2019	Year ended 31 <sup>st</sup> March, 2018
Amount required to be spent as per Section 135 of the Act	296.19	254.83
Amount spent during the year on:		
(i) Construction / acquisition of an asset	79.99	186.90
(ii) On purpose other than (i) above	132.90	96.23
<b>Total</b>	<b>212.89</b>	<b>283.13</b>

**47) DETAILS OF PRE-OPERATIVE EXPENSES CAPITALISED :**

(₹ In Lakhs)

Particulars	Current Year	Previous Year
a) Salaries, Wages, Allowances and Bonus	45.94	120.31
b) Contribution to Provident, Gratuity and other funds	1.36	6.50
c) Workmen and Staff Welfare Expenses	1.49	4.67
d) Processing & Labour Charges	-	0.91
e) Power & Fuel	13.49	2.23
f) Rent	0.42	3.30
g) Legal & Professional Charges	-	0.07
h) Travelling & Conveyance Expenses	1.47	16.57
i) Freight & Forwarding Charges	3.73	4.05
j) Insurance	1.43	0.67
k) Miscellaneous Expenses	6.27	9.27
l) Repairs to Others	1.62	4.75
m) Depreciation	1.07	1.77
	<u>78.29</u>	<u>175.07</u>
Opening Balance	175.07	-
Less : Capitalised during the year	253.36	-
Closing Balance	-	175.07

48) Reversal of GST credit due to changes in the GST law for claiming refund on account of Inverted duty structure of ₹ 472.30 Lakhs is written off in the books of account during the year and shown as exception item.

49) During the F.Y. 2017-18 the Company had Invested ₹ 2,500/- Lakhs in 9% Cumulative Redeemable Preferential Shares (9% CRPS) of ₹ 100/- each in Balkrishna Paper Mills Ltd. (BPML). Out of the said Investment during the year Company has disinvested 9% CRPS of ₹ 8 crores (8 Lakhs Shares of ₹ 100/- each) at par. The balance 9% CRPS of ₹ 1700/- lakhs (17 lakhs shares of ₹ 100/- each) has been valued at par as on 31.03.2019, on the basis of valuation report obtained by the company. The cumulative dividend accrued on the said 9% CRPS aggregating to ₹ 251.51 lakhs has not been accounted by the Company, since the same has not been declared by BPML.

**50) Event occurring after balance sheet date :**

The Board of Directors of the Company has recommended a Final Dividend @ 110% i.e. ₹ 2.20 per equity share of ₹ 2/- each for the financial year 2018-19 (Refer Note 37)

**51) Approval of Financial Statement**

The financial statements were approved for issue by the Board of Directors on 17th May, 2019.

52) The previous period figures have been regrouped reclassified, wherever considered necessary.

As per our report of even date attached

For **Songira & Associates**  
Chartered Accountants  
( Firm Registration No.128085W )

(**Dharmendra S. Songira**)  
Partner  
Membership No. 113275

Mumbai, 17th May, 2019

For and on behalf of the Board of Directors

**R.D.PODDAR**  
Chairman & Managing Director  
DIN 00090104

**S. S. SHETTY**  
Chief Financial Officer

**P.D.PODDAR**  
Joint Managing Director  
DIN 00090521

**W.V. FERNANDES**  
Company Secretary

## INDEPENDENT AUDITOR'S REPORT

To the Members of

SIYARAM SILK MILLS LIMITED

Report on the Consolidated Financial Statements

### Opinion

We have audited the accompanying consolidated financial statements of **Siyaram Silk Mills Limited (hereinafter referred to as "the Holding Company")** and its subsidiary (Holding Company and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31st March, 2019, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flows Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2019, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI'), and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Act. 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 ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report

Key Audit Matters	How our audit addressed the key audit matter
<p>Revenue Recognition (as described in note 1 (j) of the consolidated Ind AS financial statements)</p> <p>For the year ended March 31, 2019 the Company has recognized revenue from contracts with customers amounting to 1,81,616.88 lakhs.</p> <p>Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that as principal, it typically controls the goods or services before transferring them to the customer.</p> <p>The variety of terms that define when control are transferred to the customer, as well as the high value of the transactions, give rise to the risk that revenue is not recognized in the correct period.</p> <p>Revenue is measured net of returns and allowances, cash discounts, trade discounts and volume rebates (collectively 'discount and rebates'). There is a risk that these discount and rebates are incorrectly recorded as it also requires a certain degree of estimation, resulting in understatement of the associated expenses and accrual.</p> <p>Revenue is also an important element of how the Company measures its performance. The Company focuses on revenue as a key performance measure, which could create an incentive for revenue to be recognized before the risk and rewards have been transferred.</p> <p>Accordingly, due to the significant risk associated with revenue recognition in accordance with terms of Ind AS 115 'Revenue from contracts with customers', it was determined to be a key audit matter in our audit of the consolidated Ind AS financial statements.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>Assessed the Company's revenue recognition policy prepared as per Ind AS 115 'Revenue from contracts with customers'.</li> <li>Assessed the design and tested the operating effectiveness of internal controls related to revenue recognition, discounts and rebates.</li> <li>Performed sample tests of individual sales transaction and traced to sales invoices, sales orders and other related documents. Further, in respect of the samples checked that the revenue has been recognized as per the shipping terms.</li> <li>To test cut off selected sample of sales transactions made pre- and post-year end, agreeing the period of revenue recognition to third party support, such as transporter invoice and customer confirmation of receipt of goods.</li> <li>Tested the provision calculations related to management incentives, discounts and rebates by agreeing a sample of amounts recognized to underlying arrangements with customers and other supporting documents.</li> </ul>

**Information other than the Consolidated Financial Statements and Auditor's Report thereon**

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

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

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

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

**Management's Responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the state of affairs, profit or loss (including other comprehensive income), changes in equity and cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements Board of Directors 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.

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

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

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

the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the entity has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group (Holding company and subsidiaries) to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statement of which we are the independent auditors.

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

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements

regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Other Matters

- (a) We did not audit the financial statements and financial information in respect of a foreign subsidiary, whose financial statements reflect total assets of Rs.828.53 lakhs as at 31st March, 2019, total revenues of Rs.146.93 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements and other financial information have been audited by other auditors whose report has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of such subsidiary, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the report of the other auditors.
- (b) Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditors.

#### Report on Other Legal and Regulatory Requirements

- A. As required by Section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the

purpose of preparation of the consolidated financial statements.

- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2019 and taken on record by the Board of Directors of Holding Company, none of the directors of the Holding Company is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated financial statements of the Holding Company, refer to our separate report in Annexure A.
- B. With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act, as amended :
- In our opinion and according to the information and explanations given to us, the remuneration paid by the Holding Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act
- C. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statements disclose the impact of pending litigations as at 31st March, 2019 on the consolidated financial position of the Group.
- ii. the Company and its subsidiary company incorporated in India did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- iii. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company and its subsidiary company incorporated in India during the year ended 31st March, 2019.

**For Songira & Associates**  
**Chartered Accountants**  
**(Firm Reg. No. 128085W)**

**Dharmendra S. Songira**  
**Partner**  
**Membership No. 113275**

**Place: Mumbai**  
**Date: 17<sup>th</sup> May, 2019**

#### **Annexure - A to the Independent Auditors' Report**

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March, 2019, we have audited the internal financial controls over financial reporting of **Siyaram Silk Mills Limited (hereinafter referred to as 'the Holding Company')** as of that date. The subsidiary company which is part of the Group is incorporated outside India and internal financial controls under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") is not applicable to the subsidiary company.

#### **Management's Responsibility for Internal Financial Controls**

The Board of Directors of the Holding 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 ("the ICAI"). These responsibilities include the design, implementation and maintenance of internal financial controls with reference to financial statements were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditor's 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 was established and maintained and if such controls operated effectively in all material respects.

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

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

#### **Meaning of Internal Financial Controls over Financial Reporting**

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

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

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

#### **Opinion**

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

**For Songira & Associates**  
**Chartered Accountants**  
**(Firm Reg. No. 128085W)**

**Dharmendra S. Songira**  
**Partner**  
**Membership No. 113275**

**Place: Mumbai**  
**Date: 17<sup>th</sup> May, 2019**



**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2019**

(₹ In Lakhs)

	Note No.	As at March 31, 2019	As at March 31, 2018
<b>I ASSETS</b>			
1) <b>Non-Current Assets</b>			
a) Property, Plant and Equipment	2	50,376.47	41,850.83
b) Capital Work-in-Progress	3	796.14	9,250.70
c) Investment Properties	4	1,298.39	1,278.03
d) Goodwill	5	-	322.30
e) Other Intangible Assets	5	633.24	829.29
f) Financial Assets			
i) Investments	6	1,700.00	2,500.00
ii) Loans	7	159.69	292.42
iii) Other Non- Current Financial Assets	8	2.56	3.06
g) Other Non Current Assets	9	2,236.02	3,112.15
<b>Total Non Current Assets</b>		<b>57,202.51</b>	<b>59,438.78</b>
2) <b>Current Assets</b>			
a) Inventories	10	42,217.19	43,106.72
b) Financial Assets			
i) Trade Receivables	11	39,268.92	42,176.89
ii) Cash and Cash Equivalents	12	783.79	2,288.29
iii) Bank Balance Other Than Cash & Cash Equivalents	13	81.90	78.21
iv) Loans	14	127.55	417.01
v) Other Current Financial Assets	15	11.06	17.11
c) Current Tax Assets (Net)	16	1,750.15	1,215.89
d) Other Current Assets	17	8,804.09	6,600.90
<b>Total Current Assets</b>		<b>93,044.65</b>	<b>95,901.02</b>
<b>TOTAL ASSETS</b>		<b>1,50,247.16</b>	<b>1,55,339.80</b>
<b>II EQUITY AND LIABILITIES :</b>			
1) <b>Equity</b>			
a) Equity Share Capital	18	937.40	937.40
b) Other Equity	19	74,552.77	66,885.56
<b>Total Equity</b>		<b>75,490.17</b>	<b>67,822.96</b>
2) <b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
a) Financial Liabilities			
i) Borrowings	20	13,723.36	13,449.60
ii) Other Financial Liabilities	21	4,788.13	4,024.71
b) Provisions	22	874.65	921.48
c) Deferred Tax Liabilities (Net)	16	1,957.31	1,514.45
d) Other Non-Current Liabilities	23	1,409.65	753.27
<b>Total Non Current Liabilities</b>		<b>22,753.10</b>	<b>20,663.51</b>
<b>Current Liabilities</b>			
a) Financial Liabilities			
i) Borrowings	24	27,515.00	41,426.69
ii) Trade Payables	25		
Total outstanding dues of Micro Enterprises and Small Enterprises		289.75	93.19
Total outstanding dues of creditor other than Micro Enterprises and Small Enterprises		17,266.88	18,047.55
iii) Other Financial Liabilities	26	3,510.52	2,641.71
b) Other Current Liabilities	27	3,070.52	4,327.01
c) Provisions	28	351.22	317.18
<b>Total Current Liabilities</b>		<b>52,003.89</b>	<b>66,853.33</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,50,247.16</b>	<b>1,55,339.80</b>

**SIGNIFICANT ACCOUNTING POLICIES**

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date attached

For **Songira & Associates**  
Chartered Accountants  
( Firm Registration No.128085W )

(Dharmendra S. Songira)  
Partner  
Membership No. 113275

Mumbai, 17th May, 2019

For and on behalf of the Board of Directors

**R.D.PODDAR**  
Chairman & Managing Director  
DIN 00090104

**S. S. SHETTY**  
Chief Financial Officer

**P.D.PODDAR**  
Joint Managing Director  
DIN 00090521

**W.V. FERNANDES**  
Company Secretary

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

(₹ In Lakhs)

	Note No.	Current Year	Previous Year
<b>I Income</b>			
Revenue from Operations	29	1,81,616.88	1,73,314.09
Other Income	30	2,814.51	2,633.60
<b>Total Income</b>		<b>1,84,431.39</b>	<b>1,75,947.69</b>
<b>II Expenses:</b>			
a) Cost of Materials Consumed		64,904.55	69,236.24
b) Purchases of Stock-in-Trade		15,457.53	16,930.73
c) Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade	31	294.28	(8,776.86)
d) Employee Benefits Expense	32	19,820.69	18,979.02
e) Finance Costs	33	4,836.92	3,421.80
f) Depreciation and Amortization Expense	34	6,226.32	6,063.95
g) Other Expenses	35	57,177.31	52,450.97
<b>Total Expenses</b>		<b>1,68,717.60</b>	<b>1,58,305.85</b>
<b>III Profit Before Exceptional Items and Tax</b>		<b>15,713.79</b>	<b>17,641.84</b>
<b>IV Exceptional Item</b>	49	<b>472.30</b>	<b>601.54</b>
<b>V Profit Before Tax</b>		<b>15,241.49</b>	<b>17,040.30</b>
<b>VI Tax Expense:</b>	16		
a) Current Tax		5,138.00	6,405.00
b) Deferred Tax		360.43	(449.09)
c) Income Tax Related to Earlier Years		(165.64)	3.08
<b>Total Tax Expenses</b>		<b>5,332.79</b>	<b>5,958.99</b>
<b>VII Profit for the year</b>		<b>9,908.70</b>	<b>11,081.31</b>
<b>VIII Other Comprehensive Income</b>			
A. Item that will not be reclassified to Profit & Loss			
i) Remeasurement of defined benefit Plan	43	210.56	(37.20)
ii) Income Tax related to items no. (i) above		(73.58)	12.87
		<b>136.98</b>	<b>(24.33)</b>
B. Item that will be reclassified to Profit or Loss			
i) Gains and loss arising from translating the financial statement of foreign operation		(5.28)	38.61
		<b>131.70</b>	<b>14.28</b>
<b>IX Other Comprehensive Income (OCI), net of tax expenses</b>			
<b>Total Comprehensive Income for the year</b>		<b>10,040.40</b>	<b>11,095.59</b>
<b>Profit attributable to :</b>			
Owners of the Company		9,908.70	11,081.31
Non-controlling Interest		-	-
<b>Total Comprehensive Income attributable to :</b>			
Owners of the Company		10,040.40	11,095.59
Non-controlling Interest		-	-
<b>X Earning per equity share nominal value of Share ₹ 2 each</b>			
<b>Basic &amp; Diluted Earning Per Share in (₹)</b>	36	<b>21.14</b>	<b>23.64</b>
<b>SIGNIFICANT ACCOUNTING POLICIES</b>	1		
The accompanying notes are an integral part of the consolidated financial statements.			

As per our report of even date attached

For **Songira & Associates**  
Chartered Accountants  
( Firm Registration No.128085W )

(Dharmendra S. Songira)  
Partner  
Membership No. 113275

Mumbai, 17th May, 2019

For and on behalf of the Board of Directors

**R.D.PODDAR**  
Chairman & Managing Director  
DIN 00090104

**S. S. SHETTY**  
Chief Financial Officer

**P.D.PODDAR**  
Joint Managing Director  
DIN 00090521

**W.V. FERNANDES**  
Company Secretary

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

(₹ In Lakhs)

	Current Year	Previous Year
<b>A CASH FLOW FROM OPERATING ACTIVITY</b>		
Profit Before exceptional Items and Tax as per Statement of Profit and loss	15,713.79	17,680.45
Adjustments for:		
Depreciation and Amortisation of Expenses	6,226.32	6,063.94
Foreign Exchange Loss/(Gain)(Net)	66.51	(25.76)
Profit on Sale of Fixed Assets (Net)	(111.36)	(308.06)
Interest Income	(2,079.79)	(1,546.61)
Bad Debt	36.05	-
Apportioned Income from Government Grant	(186.19)	(153.57)
Finance cost	4,836.92	3,421.80
Provision for expected Credit Loss/doubtful debts	172.00	102.43
	<u>8,960.46</u>	<u>7,554.17</u>
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>24,674.25</b>	<b>25,234.62</b>
Adjustments for:		
Trade and Other Receivables	(35.12)	(15,159.09)
Inventories	889.53	(11,549.46)
Trade and other Payables	(850.02)	4,545.65
Taxes Paid (Net)	(5,497.77)	(6,131.05)
	<u>(5,493.38)</u>	<u>(28,293.95)</u>
<b>CASH GENERATED FROM OPERATIONS</b>	<b>19,180.87</b>	<b>(3,059.33)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Property Plant and Equipment/Intangible Assets	(4,444.51)	(15,002.61)
Purchase of Non-Current Investment	-	(2,500.00)
Sale of Non-Current Investment	800.00	-
Sale Proceeds of Property, Plant and Equipments	269.37	527.31
Interest Received	2,079.79	1,546.61
	<u>(1,295.35)</u>	<u>(15,428.69)</u>
<b>NET CASH USED IN INVESTING ACTIVITIES.</b>		
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Long Term Borrowings	3,711.62	10,060.08
Repayment of Long Term Borrowings	(1,926.60)	(3,999.58)
Proceed/(Repayment) of Short Term Borrowings (Net)	(13,929.07)	21,059.67
Finance cost	(4,876.47)	(3,825.41)
Dividend Paid	(1,964.86)	(2,422.23)
Tax on Dividend paid	(404.64)	(496.18)
	<u>(19,390.02)</u>	<u>20,376.35</u>
<b>NET CASH GENERATED/ (USED) IN FINANCING ACTIVITIES.</b>		
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(1,504.50)</b>	<b>1,888.33</b>
CASH AND CASH EQUIVALENTS - OPENING BALANCE	2,288.29	399.96
CASH AND CASH EQUIVALENTS - CLOSING BALANCE (Refer Note 12)	<b>783.79</b>	<b>2,288.29</b>

The accompanying notes are an integral part of the consolidated financial statements.

- Notes : 1) The Cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flow.
- 2) Additions to property, plant, equipment and intangible assets include movement of capital work-in-progress and intangible assets under development respectively during the year.

As per our report of even date attached

For **Songira & Associates**  
Chartered Accountants  
( Firm Registration No.128085W )

**(Dharmendra S. Songira)**  
Partner  
Membership No. 113275

Mumbai, 17th May, 2019

For and on behalf of the Board of Directors

**R.D.PODDAR**  
Chairman & Managing Director  
DIN 00090104

**S. S. SHETTY**  
Chief Financial Officer

**P.D.PODDAR**  
Joint Managing Director  
DIN 00090521

**W.V. FERNANDES**  
Company Secretary

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

(₹ In Lakhs)

**A EQUITY SHARE CAPITAL**

	Note No.	
As at April 1, 2017		937.40
Changes in Equity Share Capital during the year	18	-
<b>As at March 31, 2018</b>		<b>937.40</b>
Changes in Equity Share Capital during the year	18	-
<b>As at March 31, 2019</b>		<b>937.40</b>

**B OTHER EQUITY :**

Particulars	Capital Reserve	Share Premium	General Reserve	Retained Earnings	Foreign Currency Fluctuation Reserve	Total
<b>Balance as at April 1, 2017</b>	<b>70.18</b>	<b>799.61</b>	<b>52,500.00</b>	<b>5,353.61</b>	-	<b>58,723.40</b>
Total Comprehensive Income for the year	-	-	-	11,134.20	(38.61)	11,095.59
Dividend for the year 2016-17	-	-	-	(1,406.11)	-	(1,406.11)
Interim Dividend for the year 2017-18	-	-	-	(1,031.14)	-	(1,031.14)
Tax on Dividend/Interim Dividend	-	-	-	(496.18)	-	(496.18)
Transfer to General Reserve	-	-	7500.00	(7500.00)	-	-
<b>Balance as at March, 31, 2018</b>	<b>70.18</b>	<b>799.61</b>	<b>60,000.00</b>	<b>6,054.38</b>	<b>(38.61)</b>	<b>66,885.56</b>
<b>Balance as at April 1, 2018</b>	<b>70.18</b>	<b>799.61</b>	<b>60,000.00</b>	<b>6,054.38</b>	<b>(38.61)</b>	<b>66,885.56</b>
Total Comprehensive Income for the year	-	-	-	10,045.68	(5.28)	10040.40
Dividend for the year 2017-18	-	-	-	(937.41)	-	(937.41)
Interim Dividend for the year 2018-19	-	-	-	(1031.14)	-	(1031.14)
Tax on Dividend/Interim Dividend	-	-	-	(404.64)	-	(404.64)
Transfer to General Reserve	-	-	10,000.00	(10,000.00)	-	-
<b>Balance as at March, 31, 2019</b>	<b>70.18</b>	<b>799.61</b>	<b>70,000.00</b>	<b>3,726.87</b>	<b>(43.89)</b>	<b>74,552.77</b>

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date attached

For **Songira & Associates**

Chartered Accountants

( Firm Registration No.128085W )

(**Dharmendra S. Songira**)

Partner

Membership No. 113275

Mumbai, 17th May, 2019

For and on behalf of the Board of Directors

**R.D.PODDAR**

Chairman & Managing Director

DIN 00090104

**S. S. SHETTY**

Chief Financial Officer

**P.D.PODDAR**

Joint Managing Director

DIN 00090521

**W.V. FERNANDES**

Company Secretary

**CONSOLIDATED SIGNIFICANT ACCOUNTING POLICIES****A Basis of preparation :****i) Compliance with Ind AS**

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

- a) certain financial assets and liabilities that are measured at fair value;
- b) assets held for sale – measured at lower of carrying amount or fair value less cost to sell;
- c) defined benefit plans – plan assets measured at fair value;

**iii) Current / non-current classification**

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

**iv) Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakh as per the requirement of Schedule III, unless otherwise stated.

**B Principles of consolidation and equity accounting :**

Subsidiary is an entity over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiary is fully consolidated from the date on which control is transferred to the Group. The acquisition method of accounting is used to account for business combinations by the Group. The Group combines the financial statements of the Holding Company and its subsidiary line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiary has been changed where necessary to ensure consistency with the policies adopted by the Group. Non-controlling interests in the results and equity of subsidiary are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and consolidated balance sheet respectively.

**C Use of estimates and judgments :**

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

**D Property, plant and equipment :**

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is de recognized 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.

**Depreciation:**

- i) Depreciation is provided as per the straight line method based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except in case of Leasehold Land and assets at retail shops as stated in b & c below.
- ii) Premium on leasehold land is amortized over the residual period of the lease and proportionate amount of premium written off is being charged to Statement of Profit & Loss.
- iii) Cost of Furniture and Fixtures and Office Equipment of retail shops operated on lease basis is written off over the period of lease or within three years whichever is earlier.

**Asset Impairment:**

The Group reviews the carrying values of tangible assets for any possible impairment at each balance sheet date. Impairment loss, if any, is recognized in the year in which impairment takes place.

**E Intangible Assets :**

Intangible Assets representing

- i) Computer Software and Trade Mark are amortised using Straight Line method over a period of three years.
- ii) Goodwill is amortized over a period of five years.

**F Investments Properties :**

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

Depreciation on building is provided over it's useful life using the Straight Line Method.

Useful life considered for calculation of depreciation for assets class are as follows-

Non-Factory Building 60 years

**G Investment and other financial assets :**

**i) Classification**

The Group classifies its financial assets in the following measurement categories:

- a) those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- b) those measured at amortized cost.

The classification depends on The Group's business model for managing the financial assets and the contractual terms of the cash flows.

**ii) Measurement**

At initial recognition, The Group measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through the Profit & Loss are expensed in the Statement of Profit and Loss.

**iii) Debt instruments:**

Subsequent measurement of debt instruments depends on The Group's business model for managing the asset and the cash flow characteristics of the asset. The Group classifies its debt instruments into following categories:

- a) Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other income using the effective interest rate method.
- b) Fair value through profit and loss: Assets that do not meet the criteria for amortised cost are measured at fair value through Profit and Loss. Interest income from these financial assets is included in other income.

**H Impairment of non-financial assets :**

Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

**I Valuation of Inventories :**

Inventories are valued at lower of the cost and net realizable value. The cost is arrived at moving weighted average method and cost comprise all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the past experience of The Group.

**J Revenue recognition :**

The Group derives revenue primarily from sale of manufactured goods, traded goods and related services.

Revenue is measured at the value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, discounts, loyalty discount, Goods and service Tax (GST). GST is collected by the seller on behalf of the government, accordingly it is excluded from the revenue.

Effective 01 April 2018, the Group has applied Indian Accounting Standard 115 (Ind AS 115) – Revenue from Contracts with Customers' which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognized. Ind AS 115 replaces Ind AS 18 revenue. The impact of the adoption of the standard on the financial statements of the Group is insignificant.

## Sale of goods

Revenue from sale of goods is recognized when control of the products being sold is transferred to our customer and when there are no longer any unfulfilled obligations.

The Performance Obligations in our contract are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.

The Group operates a loyalty programme for the customers and franchisees for the sale of goods. The customers accumulate points for purchases made which entitles them to discount on future purchases. A contract liability for the award points is recognized at the time of the sale. Revenue is recognised when the points are redeemed or on expiry. The expenditure of loyalty programme is netted-off to revenue.

## Sales Return-

The Group recognizes provision for sales return, based on the historical results, measured on net basis of the margin of the sale.

## Revenue from services

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

## Other operating revenue – Export incentives

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

## Dividend

Revenue is recognized when the Group's right to receive payment is established, which is generally when shareholders approve the dividend.

## K Government grants and subsidies :

- i) Grants from the Government are recognized at their fair value where there is reasonable assurance that the grant will be received and the group will comply with all attached conditions.
- ii) When the grant or subsidy relates to an expense item, it is recognized as income over the periods necessary to match them on a systematic basis to the costs, which it is intended to compensate.
- iii) Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Statement of Profit and Loss on a straight-line basis over the expected lives of related assets and presented within other income.

## L Foreign Exchange Transaction :

### i) Functional and presentation currency

The Group's financial statements are presented in INR, which is also The Group's functional currency and presentation currency.

### ii) Transactions and balances

Transactions in foreign currencies are initially recorded in the functional currency, using the spot an exchange rate at the date of the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Group's monetary items at the closing rate are recognized as income or expenses in the period which they arise. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation, differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

### iii) Group Companies

The results and financial position of foreign operations that have a functional currency different form the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities are translated at the closing rate at the date of that balance sheet.
- Income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions). On Consolidation, exchange differences arising from the translation of any net investment in foreign entity are recognised in other comprehensive income and all resulting exchange differences are recognised in other comprehensive income.

**M Borrowings :**

Borrowings are initially recognized at net of transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in the Statement of Profit and Loss over the period of the borrowings using the effective interest method.

**N Borrowing Costs :**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

**O Tax Expenses :**

The tax expense for the period comprises current and deferred tax. Tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognized in the comprehensive income or in equity, in which case, the tax is also recognized in other comprehensive income or equity.

**Current tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

**Deferred tax**

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

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

**P Leases :**

**Operating Lease as a lessee**

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

**As a Lessor**

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

**Q Provision, Contingent Liabilities and Contingent Assets :**

A Provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are determined based on management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

**R Derivatives :**

Derivative financial instruments such as forward contracts, option contracts and cross currency swaps, to hedge its foreign currency risks are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value with changes in fair value recognized in the Statement of Profit and Loss in the period when they arise.

**S Gratuity and other post-employment benefits :**

Retirement benefit in the form of provident fund and superannuation fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund and superannuation fund. The Group recognizes contribution payable to the provident fund and superannuation fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.



Gratuity and Leave Encashment which are defined benefits are accrued based on actuarial valuation as at the Balance Sheet date. The Group operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Re-measurement of defined benefit plans in respect of post-employment are charged to the other comprehensive income.

#### **Employee Separation Costs**

Compensation to employee who have opted for retirement under the voluntary retirement scheme of the Group is payable in the year of exercise of option by the employee. The Group recognizes the employee separation cost when the scheme is announced and the Group is demonstrably committed to it.

#### **T Earnings Per Share :**

Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of The Group
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

#### **Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

#### **U Standards issued but not Effective :**

The amendments to standards that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below. The Group intends to adopt these standards, if applicable, when they become effective. The Ministry of Corporate Affairs (MCA) has issued the Companies (Indian Accounting Standards) Amendment Rules, 2017 and Companies (Indian Accounting Standards) Amendment Rules, 2018 amending the following standard:

##### **i) Ind AS 116 Leases :**

Ind AS 116 Leases was notified by MCA on 30 March 2019 and it replaces Ind As 17 Leases, including appendices thereto. Ind AS 116 is effective for annual periods beginning on or after 1 April 2019. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-Balance Sheet model similar to the accounting for finance leases under Ind As 17. The standard includes two recognition exemptions for lessor-leases of 'low-value' assets (e.g. personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e. the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e. the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

Lessees will be also required to remeasure the lease liability upon the occurrence of certain events (e.g. a change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). The lessee will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset.

Lessor accounting under Ind AS 116 is substantially unchanged from today's accounting under Ind AS 17. Lessors will continue to classify all leases using the same classification principle as in Ind AS 17 and distinguish between two types of leases: operating and finance leases.

The Group intends to adopt these standards from 1 April 2019. The impact on adoption of Ind AS 116 on the financial statements is given below. Ind AS 116 also requires lessees and lessors to make more extensive disclosures than under Ind AS 17.

##### **Transition to Ind AS 116**

The Group is proposing to use the "Modified Retrospective Approach" for transitioning to Ind AS 116, and take the cumulative adjustment to retained earnings, on the date of initial application (April 1, 2019). Accordingly, comparatives for the year ending or ended March, 31, 2019 will not be retrospectively adjusted. The Group has elected certain available practical expedients on transition.

The Group is evaluating the requirements of the amendment and the effect on the financial statements is being evaluated.

**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019**

**2) PROPERTY, PLANT AND EQUIPMENTS :**

(₹ In Lakhs)

Particulars	Freehold Land	Leasehold Land	Building	Plant & Machinery	Electrical Installation	Furniture & Equipments	Vehicles	Total Amount
<b>Gross Carrying Amount</b>								
Cost as at 1st April, 2017	406.08	3,224.82	15,152.49	21,784.55	1,021.33	3,225.52	778.66	45,593.45
Addition/Adjustments	-	8.12	4,686.05	3,167.35	25.22	915.68	176.47	8,978.89
Disposals	-	-	-	616.98	0.30	42.75	37.39	697.42
<b>Cost As at March 31, 2018</b>	<b>406.08</b>	<b>3,232.94</b>	<b>19,838.54</b>	<b>24,334.92</b>	<b>1,046.25</b>	<b>4,098.45</b>	<b>917.74</b>	<b>53,874.92</b>
Addition/Adjustments	-	-	3,964.62	9,038.51	672.39	532.99	64.36	14,272.87
Disposals	-	-	73.51	341.41	4.65	50.38	45.95	515.90
<b>Cost As at March 31, 2019</b>	<b>406.08</b>	<b>3,232.94</b>	<b>23,729.65</b>	<b>33,032.02</b>	<b>1,713.99</b>	<b>4,581.06</b>	<b>936.15</b>	<b>67,631.89</b>
<b>Accumulated Depreciation :</b>								
Balance as at 1st April, 2017	-	93.87	965.28	5,001.84	369.33	843.03	152.91	7,426.26
Depreciation for the year	-	47.31	505.17	3,738.55	153.38	505.01	126.58	5,076.00
Disposals*	-	-	-	446.05	0.15	10.53	21.44	478.17
<b>Accumulated Depreciation as at March 31, 2018</b>	<b>-</b>	<b>141.18</b>	<b>1,470.45</b>	<b>8,294.34</b>	<b>522.56</b>	<b>1,337.51</b>	<b>258.05</b>	<b>12,024.09</b>
Depreciation for the year	-	42.29	648.83	4,054.85	157.41	571.42	120.00	5,594.80
Disposals*	-	-	5.45	281.34	3.59	42.53	30.56	363.47
<b>Accumulated Depreciation as at March 31, 2019</b>	<b>-</b>	<b>183.47</b>	<b>2,113.83</b>	<b>12,067.85</b>	<b>676.38</b>	<b>1,866.40</b>	<b>347.49</b>	<b>17,255.42</b>
<b>Net Carrying amount</b>								
Balance as at 31st March, 2018	406.08	3,091.76	18,368.09	16,040.58	523.69	2,760.94	659.69	41,850.83
<b>Balance as at 31st March, 2019</b>	<b>406.08</b>	<b>3,049.47</b>	<b>21,615.82</b>	<b>20,964.17</b>	<b>1,037.61</b>	<b>2,714.66</b>	<b>588.66</b>	<b>50,376.47</b>

**Notes :**

- i) Building Includes cost of ownership Flats/Office Premises/Industrial unit in respect of which :
  - a) Co-operative societies are formed ₹ 231.30 lakhs (previous year ₹ 231.30 lakhs) (including shares of the face value of ₹ 0.06 lakhs)
  - b) Co-operative societies are yet to be formed ₹ 8943.38 lakhs (previous year ₹ 8943.38 lakhs)
- ii) Furnitures & Equipments includes office equipments
- iii) Refer note 20 for disclosure of property, plant and equipment mortgaged as security by the company.
- iv) Addition to property, plant and equipments and depreciation during the Financial year Includes ₹ Nil lakhs and ₹ Nil lakhs respectively (Previous year ₹ 66.93 lakhs and ₹ 2.68 lakhs) on account of reclassification from Investment Property.
- v) Depreciation for the current year includes ₹ 1.07 lakhs (Previous year ₹ 1.77) capitalized as preoperative expense.

**Capitalised borrowing Cost :**

Addition to block of Plant and equipment, Building and CWIP includes borrowing cost of ₹ 101.67 lakhs (previous year ₹ 347.81 lakhs) on account of capital expansion for manufacturing plant at Amravati (Maharashtra) and other Capital Expenditure.

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.

(₹ In Lakhs)

3) CAPITAL WORK IN PROGRESS :	AS AT 31-03-2019	AS AT 31-03-2018
Balance As At	796.14	9,250.70

4) INVESTMENT PROPERTIES :

<b>Gross Carrying Amount</b>	<b>1,466.56</b>	1,533.49
Addition *	73.00	-
Disposal	-	66.93
	<u>1,539.56</u>	<u>1,466.56</u>
<b>Accumulated Depreciation</b>	<b>188.53</b>	138.40
Addition *	52.64	52.81
Disposal	-	2.68
	<u>241.17</u>	<u>188.53</u>
<b>Net Carrying Amount</b>	<b>1,298.39</b>	1,278.03
	<u>1,298.39</u>	<u>1,278.03</u>
<b>Fair Value As At</b>	<b>2,033.97</b>	1,798.47
	<u>2,033.97</u>	<u>1,798.47</u>

\* Addition to investment properties and depreciation includes ₹ 73 Lakhs and ₹ 5.45 lakhs respectively (Previous year ₹ Nil) on account of reclassification of Assets from Property Plant and Equipment to Investment Properties.

Estimation of Fair Value :

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

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Rental Income derived from Investment Properties	380.85	355.36
Direct Operating Expenses (including repairs and maintenance) generating rental income	66.11	58.94
Income arising from Investment properties before depreciation	314.74	296.42
Depreciation	52.64	52.81
Income from investment properties (Net)	<u>262.10</u>	<u>243.61</u>

**Premises given on Operating Lease :**

The company has given certain investment properties on operating lease. These lease arrangements range for a period between 2 and 5 years is of cancellable in nature. Most of the leases are renewable for further period on mutually agreeable terms.

The Total future minimum lease rentals receivables at the balance sheet date is as under :

	31-03-2019	31-03-2018
For a period not later than one year	303.83	340.35
For a period later than one year and not later than five years	228.81	487.82
For a period later than five years	-	-

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.

(₹ In Lakhs)

5) INTANGIBLE ASSETS :

	Goodwill	Other Intangible Assets			Total
		Trade Marks	Computer Software	Others	
Cost As at 1st April, 2017	1,607.99	618.23	236.76	-	854.99
Additions	-	300.98	104.82	369.10	774.90
Disposals	-	-	-	-	-
Cost as at 31st March, 2018	1,607.99	919.21	341.58	369.10	1,629.89
Additions	-	-	42.14	25.04	67.18
Disposals	-	-	3.00	-	3.00
Cost as at 31st March, 2019	1,607.99	919.21	380.72	394.14	1,694.07

Accumulated Amortisation:

Accumulated Amortisation as at 1st April, 2017	642.85	294.62	209.23	-	503.85
Additions	642.84	221.40	68.03	7.32	296.75
Disposals	-	-	-	-	-
Accumulated Amortisation as at 31st March, 2018	1,285.69	516.02	277.26	7.32	800.60
Additions	322.30	183.90	62.91	16.29	263.10
Disposals	-	-	2.87	-	2.87
Accumulated Amortisation as at 31st March, 2019	1,607.99	699.92	337.30	23.61	1,060.83
Net Carrying amount :					
Balance as at 31st March, 2018	322.30	403.19	64.32	361.78	829.29
Balance as at 31st March, 2019	-	219.29	43.42	370.53	633.24

6) a) INVESTMENT IN OTHERS : (UNQUOTED)

17,00,000 Cumulative Redeemable Preference share of ₹ 100/- each fully paid up of Balkrishna Paper Mills Ltd (Previous Year 25,00,000 Cumulative Redeemable Preference share of ₹ 100/-each) (Refer Note no.50)  
Aggregate amount of unquoted investments  
Aggregate amount of Impairment in the value of Investment

	AS AT 31-03-2019	AS AT 31-03-2018
	1,700.00	2,500.00
	1,700.00	2,500.00
	-	-

7) NON CURRENT LOANS - (UNSECURED, CONSIDERED GOOD) :

a) Other Loans		
i) Loans to Customer	68.19	92.51
ii) Loans to Employees	91.50	199.91
	159.69	292.42
<b>Breakup :</b>		
Loan considered good- Secured	-	-
Loan considered good- Unsecured	159.69	292.42
Loan which have significant increase in credit risk	-	-
Loan-credit impaired	-	-
<b>Total</b>	159.69	292.42
Less : Allowance for doubtful Loans	-	-
<b>Total Loans</b>	159.69	292.42

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.

(₹ In Lakhs)

	AS AT 31-03-2019	AS AT 31-03-2018
<b>8) OTHER NON CURRENT FINANCIAL ASSETS :</b>		
a) Fixed Deposit	2.56	3.06
<b>9) OTHER NON CURRENT ASSETS :</b>		
a) Capital Advances	752.46	2,083.49
b) Other Loans & Advances		
i) Security Deposit	1,278.01	961.20
ii) Prepaid Expenses	205.55	67.46
	<u>2,236.02</u>	<u>3,112.15</u>
<b>10) INVENTORIES :</b>		
(As taken, valued and certified by the Management)		
a) Raw Materials	10,360.18	11,089.35
b) Finished Goods	24,213.87	22,436.06
c) Stock - in - trade	1,103.11	1,729.25
d) Goods in Process	4,266.62	5,712.57
e) Stores and Spares	2,273.41	2,139.49
	<u>42,217.19</u>	<u>43,106.72</u>
<b>11) TRADE RECEIVABLES :</b>		
a) Trade Receivable from Others	39,261.06	42,172.12
b) Receivable from Related Parties (Refer Note No. 40)	7.86	4.77
Total Receivables	<u>39,268.92</u>	<u>42,176.89</u>
<b>Breakup of Security Details :</b>		
Secured, Considered Good	4416.63	2,151.53
Unsecured Considered Good	34,852.29	40,025.36
Trade Receivable which have significant increase in credit risk	412.62	246.57
Less : Impairment for trade receivable*	(412.62)	(246.57)
Trade Receivable credit impaired	-	-
<b>Total</b>	<u>39,268.92</u>	<u>42,176.89</u>
No trade or other receivable are due from Director or other officers of the Group either severally or jointly with any other person. Nor any trade or other receivables are due from firm or private companies respectively in which any director is a partner, a director or a member other than stated above.		
* The provision for the impairment of trade receivable has been made basis the expected credit loss method and other cases based on management judgement.		
<b>12) CASH AND CASH EQUIVALENTS :</b>		
a) Balance with Banks in Current Account	749.99	2,263.70
b) Cash on hand	33.80	24.59
	<u>783.79</u>	<u>2,288.29</u>
<b>13) BANK BALANCES OTHER THAN CASH AND CASH EQUIVALANTS</b>		
a) Unclaimed dividend - Earmarked balances with banks	81.90	78.21
<b>14) LOANS (UNSECURED, CONSIDERED GOOD) :</b>		
a) Inter Corporate Deposit*	-	175.00
b) Loans to Employees	127.55	240.26
c) Loans to Customer	-	1.75
	<u>127.55</u>	<u>417.01</u>
* Intercorporate Loan given to related party S.P. Finance Trading Co. Ltd		

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.

(₹ In Lakhs)

**14) LOANS (UNSECURED, CONSIDERED GOOD) : (Contd.)**

	AS AT 31-03-2019	AS AT 31-03-2018
<b>Breakup :</b>		
Loan considered good- Secured	-	-
Loan considered good- Unsecured	127.55	417.01
Loan which have significant increase in credit risk	-	-
Loan-credit impaired	-	-
<b>Total</b>	<b>127.55</b>	<b>417.01</b>
Less : Allowance for doubtful Loans	-	-
<b>Total Loans</b>	<b>127.55</b>	<b>417.01</b>

**15) OTHER CURRENT FINANCIAL ASSETS (UNSECURED, CONSIDERED GOOD) :**

a) Unbilled Revenue	11.06	17.11
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**16) CURRENT TAX ASSETS AND DEFERRED TAX :**

	Year ended 31-03-2019	Year ended 31-03-2018
a) Income Tax paid/TDS (Net of provisions of ₹ 6,405 lakhs (Previous year ₹ 13,687 lakhs))	1,750.15	1,215.89
b) Tax expenses recognized in the statement of Profit & Loss		
<b>Current Tax</b>		
Current tax on taxable income for the year	5,138.00	6,405.00
Tax in respect for earlier year	(165.64)	3.08
<b>Deferred Tax</b>		
Deferred Tax charge/(Credit)	360.43	(449.09)
<b>Total Income Tax Expense</b>	<b>5,332.79</b>	<b>5,958.99</b>
c) A reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:		
Enacted income tax rate in India	34.944%	34.608%
Profit before tax	15,713.79	17,641.84
Expected Income Tax expense at statutory Income tax rate	5,491.03	6,105.49
Income exempt from tax/items not deductible.	518.67	302.59
Income tax expense reported in the statement of Profit and Loss.	4,972.36	6,408.08
Deferred Tax Expense Reported in the statement of Profit and Loss.	360.43	(449.09)
	<b>5,332.79</b>	<b>5,958.99</b>

Consequent to reconciliation items shown above, the effective tax rate is 33.95% (2017-18 - 33.78%)

d) The movement in deferred tax assets and liabilities during the year ended March 31, 2018 and March 31, 2019.

Particulars	As at 31st March, 2017 Deferred Tax Asset/ (Liabilities)	Credit / (Charge) in Statement of Profit & Loss	As at 31st March, 2018 Deferred Tax Asset/ (Liabilities)	Credit / (Charge) in Statement of Profit & Loss	As at 31st March, 2019 Deferred Tax Asset/ (Liabilities)
Depreciation	(2,852.72)	223.73	(2,628.99)	(670.22)	(3,299.21)
Expenses Allowed in the year of Payment	844.50	(244.16)	600.34	606.34	1,206.68
Provision for Doubtful Debts	31.81	482.39	514.20	(378.98)	135.22
<b>Total</b>	<b>(1,976.41)</b>	<b>461.96</b>	<b>(1,514.45)</b>	<b>(442.86)</b>	<b>(1,957.31)</b>

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.

(₹ In Lakhs)

**17) OTHER CURRENT ASSETS (UNSECURED, CONSIDERED GOOD) :**

	AS AT 31-03-2019	AS AT 31-03-2018
a) Advances for supply of goods & services	648.84	347.75
b) Input Tax Refundable	5,400.13	4,042.27
c) Interest Subsidy Receivable	1,092.39	1,019.85
d) Balances with Government Authorities	358.30	456.53
e) Prepaid Expenses	344.41	457.39
f) Security Deposits	6.68	38.57
g) Others	953.34	238.54
	<u>8,804.09</u>	<u>6,600.90</u>

**18) SHARE CAPITAL :**

	AS AT 31-03-2019	AS AT 31-03-2018
<b>Authorised</b>		
i) 5,50,00,000 Equity Shares of ₹ 2/- each	1,100.00	1,100.00
ii) 25,000 11% Redeemable Cumulative Preference Shares of ₹ 100/- each	25.00	25.00
iii) 7,50,000 Redeemable Preference Shares of ₹ 10/- each	75.00	75.00
	<u>1,200.00</u>	<u>1,200.00</u>
<b>Issued</b>		
4,68,70,080 Equity share of ₹ 2/- each.	937.40	937.40
<b>Subscribed and Fully Paid Up</b>		
4,68,70,080 Equity share of ₹ 2/- each.	937.40	937.40

- i) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period :

Particulars	AS AT 31-03-2019		AS AT 31-03-2018	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the year	4,68,70,080	937.40	93,74,016	937.40
Issued during the year	-	-	-	-
Outstanding at the end of the year#	<u>4,68,70,080</u>	<u>937.40</u>	<u>4,68,70,080</u>	<u>937.40</u>

# Equity Share of the Face value of ₹ 10/- each has been sub-divided into 5 Equity shares of ₹ 2/- each as per resolution passed in AGM held on 9th September, 2017. (record date 26th October, 2017).

- ii) Terms/rights attached to equity :

The company has issued only one class of equity shares having a par value of ₹ 2 per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. 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 shareholdings.

- iii) Shareholder's holding more than 5 % shares in the Company

Name of the Shareholder's	AS AT 31-03-2019		AS AT 31-03-2018	
	No. of Share	% of Holding	No. of Share	% of Holding
PKP Enterprises LLP	1,11,18,935	23.72%	1,11,18,935	23.72%
DSP Blackrock Micro Cap Fund	27,11,495	5.79%	25,04,015	5.34%
Smt. Ashadevi Rameshkumar Poddar	32,27,055	6.89%	32,27,055	6.89%

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.

(₹ In Lakhs)

	AS AT 31-03-2019	AS AT 31-03-2018
<b>19) OTHER EQUITY :</b>		
a) Capital Reserve	70.18	70.18
b) Security Premium	799.61	799.61
c) General Reserve	70,000.00	60,000.00
d) Retained Earnings	3,726.87	6,054.38
e) Foreign Currency Translation Reserve	(43.89)	(38.61)
	<u>74,552.77</u>	<u>66,885.56</u>

- i) Capital Reserve : Capital Reserve is utilised in accordance with provision of the Act.
- ii) Security Premium : Security Premium is used to record the premium on issue of shares. These reserve is utilised in accordance with the provision of the Act.
- iii) Retained Earnings : Retained earnings are the profit that the Group has earned till date, less any transfer to general reserve, dividend or other distributions paid to shareholders.
- iv) Foreign Currency Translation Reserve : Exchange difference arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed off.

**20) NON CURRENT BORROWINGS :**

	AS AT 31-03-2019		AS AT 31-03-2018	
	Non Current	Current	Non Current	Current
<b>Secured</b>				
a) Term Loans from Banks				
Rupee loan	4,948.43	2,424.93	6,501.09	2,445.76
Foreign currency loan	8,727.31	751.72	6,883.94	-
<b>Total Secured loan from Banks</b>	<u>13,675.74</u>	<u>3,176.65</u>	<u>13,385.03</u>	<u>2,445.76</u>
<b>Unsecured</b>				
a) From Government of Maharashtra (Interest free Sales Tax Loan)	47.62	16.95	64.57	17.38
	<u>13,723.36</u>	<u>3,193.60</u>	<u>13,449.60</u>	<u>2,463.14</u>

Note :

- i) Term loan aggregating to ₹ 3,373.36 lakhs is secured by way of first charge created/ to be created on immovable properties situated at Maharashtra except immovable assets exclusively charged to the lenders and charge on movable fixed assets procured from those term loans. The remaining tenure of loans is 4 years.
- ii) Term loans in foreign currency (ECB) of ₹ 9,479.03 Lakhs and Rupee term loan of ₹ 4,000 Lakhs is secured by way of mortgage on the few office premises situated at Mumbai. The remaining tenure of the Loan is 6 years.
- iii) Interest on above said term loan are ranging from 8% to 9.50%

	AS AT 31-03-2019	AS AT 31-03-2018
<b>21) OTHER FINANCIAL LIABILITIES NON CURRENT :</b>		
a) Security Deposit from Dealers / others	<u>4,788.13</u>	<u>4,024.71</u>

**22) LONG TERM PROVISIONS :**

a) Provision for Employee benefits (Refer Note 43)	<u>874.65</u>	<u>921.48</u>
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**23) OTHER NON CURRENT LIABILITIES :**

a) Creditors for Capital Goods	316.98	236.77
b) Government Grant #	1,092.67	516.50
	<u>1,409.65</u>	<u>753.27</u>

# Represents unamortised amount of duty saved referred to in note 45.



**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.**

(₹ In Lakhs)

**24) CURRENT BORROWINGS :**

**Secured**

- a) Working Capital Loans from Banks\* :-  
i) Cash Credit/ Demand Loans/ Short Term Loan  
ii) Packing Credit

\* Working Capital loans from Banks are secured by way of hypothecation of Stocks, Book debts and second charge created over the few fixed assets of the Company.

**Unsecured**

- a) Short Term Loans from Banks (Including Commercial Paper)

	AS AT 31-03-2019	AS AT 31-03-2018
	10,570.71	13,561.68
	2,250.42	1,951.92
	<u>12,821.13</u>	<u>15,513.60</u>
	14,693.87	25,913.09
	<u>27,515.00</u>	<u>41,426.69</u>

**25) TRADE PAYABLES :**

- a) Micro, Small and Medium Enterprises @  
b) Trade Payable Others  
c) Amount due to related parties (Refer Note 40)

	289.75	93.19
	16,835.43	17,389.45
	431.45	658.10
	<u>17,266.88</u>	<u>18,047.55</u>
	<u>17,556.63</u>	<u>18,140.74</u>

**@ Dues To Micro and Small Enterprises**

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

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

	289.75	93.19
	0.71	-
	-	-
	-	-
	0.71	-
	0.71	-

Disclosure of payable to vendors as defined under the Micro Small and Medium Enterprise Development Act, 2006 is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts/interest payable to such vendors at the balance sheet date since the outstanding balance is as per the terms of purchases. However, to comply the requirement of the act we have disclosed the outstanding appearing in the books beyond 45 days and provided the interest on it as per the requirement of the Act.

(₹ In Lakhs)

**26) OTHER CURRENT FINANCIAL LIABILITIES :**

- a) Current Maturity of Long Term Debt (Refer Note No. 20 (i & ii))  
b) Interest accrued but not due on borrowings  
c) Unpaid Dividend\*

	AS AT 31-03-2019	AS AT 31-03-2018
	3,193.60	2,463.14
	235.02	100.36
	81.90	78.21
	<u>3,510.52</u>	<u>2,641.71</u>

\*There are no amount due and outstanding to be credited to Investor Education and Protection Fund.

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.

(₹ In Lakhs)

**27) OTHER CURRENT LIABILITIES :**

	AS AT 31-03-2019	AS AT 31-03-2018
a) Advance Received from Customer	114.42	336.34
b) Other Payables		
i) Statutory Dues	247.27	683.47
ii) Employees Dues	2,356.71	2,250.20
iii) Security Deposit	95.90	23.48
iv) Government Grant #	240.17	920.79
v) Others	16.05	112.73
	<u>2,956.10</u>	<u>3,990.67</u>
	<u>3,070.52</u>	<u>4,327.01</u>

# Represents unamortised amount of duty saved referred to in note 45.

**28) SHORT-TERM PROVISIONS :**

a) Provision for employee benefits :		
i) Unavailed Leave (Refer note 43)	<u>351.22</u>	<u>317.18</u>

**29) REVENUE FROM OPERATIONS :**

	Current Year	Previous Year
a) Sale of Products	2,42,747.14	2,40,833.51
Less : Trade discount, Returns, Rebate etc.,	62,601.88	68,979.32
	<u>1,80,145.26</u>	<u>1,71,854.19</u>
b) Sale of Services (Job Charges Received)	1,133.62	1,147.28
c) Other Operating Revenues*	338.00	312.62
	<u>1,81,616.88</u>	<u>1,73,314.09</u>

\* Includes Scrap Sales & others.

Note : Revenue from operations for period upto 30th June, 2017 included excise duty of ₹ 87.07 Lacs . From 1st July, 2017 onwards the excise duty and most indirect taxes in India have been replaced with Goods and Service Tax (GST). The Company collect GST on behalf of the Government. Hence, GST is not included in Revenue from operations. In view of the aforesaid change in indirect taxes, Revenue from operations year ended 31st March, 2019 is not comparable with 31st March, 2018.

**30) OTHER INCOME :**

	Current Year	Previous Year
a) Miscellaneous Income	56.32	106.80
b) Interest Received	2,079.79	1,546.62
c) Rent Received	380.85	492.79
d) Profit on Sale of Assets (Net)	111.36	308.06
e) Exchange Rate Difference (Net)	-	25.76
f) Apportioned Income from Government Grant (Refer Note No.45)	186.19	153.57
	<u>2,814.51</u>	<u>2,633.60</u>

**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.**

(₹ In Lakhs)

**31) CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE :**

	Current Year	Previous Year
a) Opening Stock		
Work - in - Progress	5,712.57	4,721.43
Finished Goods	22,436.06	13,865.69
Stock in Trade	1,729.25	2,513.90
	<u>29,877.88</u>	<u>21,101.02</u>
b) Less : Closing Stock		
Work - in - Progress	4,266.62	5,712.57
Finished Goods	24,213.87	22,436.06
Stock in Trade	1,103.11	1,729.25
	<u>29,583.60</u>	<u>29,877.88</u>
	<u>294.28</u>	<u>(8,776.86)</u>

**32) EMPLOYEE BENEFITS EXPENSE**

a) Salaries, Wages, Allowances and Bonus	18,116.35	17,124.22
b) Contribution to Provident, Gratuity and other funds (Refer note 43)	1,182.88	1,329.92
c) Workmen and Staff Welfare Expenses	521.46	524.88
	<u>19,820.69</u>	<u>18,979.02</u>

**33) FINANCE COST :**

a) Interest Expenses (Net of subsidy ₹ 79.47 lakhs (Previous year ₹ 146.39 lakhs))	4,919.23	3,754.45
b) Other borrowing costs	19.36	15.16
	<u>4,938.59</u>	<u>3,769.61</u>
Less : Borrowing Cost Capitalised	101.67	347.81
	<u>4,836.92</u>	<u>3,421.80</u>

**34) DEPRECIATION AND AMORTISATION EXPENSES :**

a) Depreciation on Property, Plant and Equipments	5,593.73	5,071.55
b) Depreciation on Investment Properties	47.19	52.81
c) Amortization on Intangible Assets	585.40	939.59
	<u>6,226.32</u>	<u>6,063.95</u>

**35) OTHER EXPENSES :**

a) Consumption of Stores and Spare Parts	1,577.26	2,097.99
b) Consumption of Packing Material	6,215.38	5,934.19
c) Processing and Labour Charges	16,550.22	16,203.57
d) Excise Duty (includes difference between the excise duty on opening and closing stock of finished goods)	-	110.14
e) Power and Fuel	6,048.17	5,407.60
f) Water Charges	265.31	198.49
g) Brokerage and Commission	3,434.73	3,631.77
h) Rent	1,764.08	1,172.81
i) Rates and Taxes	319.01	277.29
j) Freight and Forwarding Charges	1,956.01	1,822.90
k) Legal and Professional Charges (Refer Note No.39)	1,509.30	811.20

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.

(₹ In Lakhs)

**35) OTHER EXPENSES : (Contd.)**

	Current Year	Previous Year
l) Directors Sitting Fees	16.25	18.06
m) Commission to Non-Executive Directors	17.50	17.50
n) Insurance	250.12	297.63
o) Sales Promotion Expenses	2,099.62	1,860.47
p) Advertisement Expenses	6,204.91	5,142.63
q) Travelling and Conveyance	2,311.80	1,927.00
r) Exchange Rate of Difference (Net)	66.51	-
s) Donation	3.33	15.00
t) Contribution towards CSR activity (Refer Note No.46)	212.89	283.13
u) Provision for Doubtful Debts/Expected Credit Loss	172.00	102.43
v) Bad Debt	36.05	-
w) Miscellaneous Expenses	3,426.43	2,637.42
x) Repairs to :		
i) Building	991.20	837.94
ii) Machineries	448.79	509.27
iii) Others	1,280.44	1,134.54
	<u>2,720.43</u>	<u>2,481.75</u>
	<u>57,177.31</u>	<u>52,450.97</u>

**36) EARNING PER SHARE : ["EPS"] COMPUTED IN ACCORDANCE WITH ACCOUNTING STANDARD 20:**

a) Net Profit after tax as per Statement of Profit & Loss	9,908.70	11,081.31
b) The weighted average number of Equity Shares	4,68,70,080	4,68,70,080
c) Face value per equity share (₹)	2.00	2.00
d) Earnings per share Basic / Diluted (₹)	21.14	23.64

**37) DIVIDEND DISTRIBUTION MADE AND PROPOSED :**

<b>a) Dividend on equity shares declared and paid during the year:</b>		
i) Final dividend of 2/- Per Share for F.Y. 2017-18 (Previous Year ₹ 15 Per share face value of ₹ 10/- each for F.Y. 2016-17 )	937.40	1,406.11
Dividend distribution tax on Final dividend	192.69	286.26
	<u>1,130.09</u>	<u>1,692.37</u>
ii) Interim dividend of ₹ 2.20/- Per share for F.Y. 2018-19 (Previous Year ₹ 2.20 Per share for F.Y. 2017-18 )	1,031.14	1,031.14
Dividend distribution tax on interim dividend	211.95	209.92
	<u>1,243.09</u>	<u>1,241.06</u>
<b>b) Proposed dividend on equity share not recognised as liability:</b>		
i) Final Dividend of ₹ 2.20 Per share for F.Y. 2018-19 (Previous Year ₹ 2/- Per share for F.Y. 2017-18)	1,031.14	937.40
Dividend distribution tax on Final Dividend	211.95	192.69
	<u>1,243.09</u>	<u>1,130.09</u>

**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.**

(₹ In Lakhs)

**38) CONTINGENT LIABILITIES & COMMITMENTS :**

	Current Year	Previous Year
a) Contingent Liabilities :		
i) Guarantees given by the Company's bankers on behalf of the Company	818.05	1,027.50
ii) Disputed claims for excise, sales tax and property tax	791.10	796.45
iii) Income tax Demand, interest & penalty under dispute	267.00	1.26
b) Commitments :		
i) Estimated amount of contracts remaining to be executed on capital account and not provided (Net of advances)	182.90	1,337.44

**39) LEGAL AND PROFESSIONAL EXPENSES INCLUDES AUDITORS REMUNERATION AND EXPENSES :**

a) <b>Statutory Auditors</b>		
i) For Audit Fees	24.00	23.00
ii) For Limited Review	3.00	3.00
iii) For Other Services	8.47	17.31
iv) For Reimbursement of Expenses*	0.62	2.97
	<u>36.09</u>	<u>46.28</u>
b) <b>Cost Auditors</b>		
i) Cost Audit Fees	4.50	4.50
ii) For Reimbursement of Expenses	0.15	-
	<u>4.65</u>	<u>4.50</u>

\* Including Service tax but excluding Goods & Service Tax (GST)

**40) RELATED PARTY DISCLOSURES :**

As per Accounting Standard 24, the disclosures of transactions with the related parties as defined in the Accounting Standard are given below.

List of related parties where control exists and related parties with whom transactions have taken place and relationships:

- Key Management Personnel (KMP) :** Shri Ramesh D. Poddar - Chairman & Managing Director, Shri Pawan D. Poddar -Joint Managing Director, Shri Shrikishan Poddar - Executive Director, Shri Gaurav Poddar - President and Executive Director, Smt. Ashadevi R Poddar- Executive Director, Shri Ashok Jalan - Sr. President cum Director, Shri Surendra Shetty - Chief Financial Officer, Shri William Fernandes - Company Secretary.
- Relatives of Key Management Personnel (KMP) :** Shri Avnish Poddar, Smt. Sangeeta Poddar, Shri Harshit S. Poddar, Smt. Anshruta Poddar, Smt. Vibha Poddar, Smt. Smriti Poddar, Smt. Megha Poddar upto 15th August 2017.
- Non Executive Directors and Enterprises over which they are able to exercise significant influence:**  
Shri Harish N. Motiwalla, Prof. (Dr.) Mangesh D. Teli, Shri Shailesh S. Vaidya, Shri Ashok N. Garodia, Shri Dileep Shinde, Shri Pramod S. Jalan, Shri Tarun Kumar Govil.
- Other Related Parties (Enterprises - KMP having significant influence / Owned by Major Shareholders) :** Sanchna Trading & Finance Ltd., S.P. Finance & Trading Ltd, Santigo Textile Mills Ltd., Vishal Furnishings Ltd., Golden Fibres LLP, Beetee Textile Industries Ltd., MMI Foods, Balkrishna Paper Mills Ltd., Dhanpriya Textile Pvt.Ltd., Vishal Furnishings Singapore, SPG Power LLP.

**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.**

(e) Related Party Transactions :

(₹ In Lakhs)

Nature of Transaction	For the Year Ended 31.03.2019			For the Year Ended 31.03.2018		
	Key Management Personnel & Relatives	Other related Parties	Total	Key Management Personnel & Relatives	Other related Parties	Total
Managerial Remuneration	1,835.06	-	1,835.06	2,014.35	-	2,014.35
Sitting Fees and Commission	33.75	-	33.75	35.00	-	35.00
Salary Paid	167.46	-	167.46	184.17	-	184.17
Purchase of Goods/Services	-	5,128.45	5,128.45	-	3,357.06	3,357.06
Investment in Preference Share	-	-	-	-	2,500.00	2,500.00
Purchase of Fixed Assets	-	-	-	-	0.28	0.28
Sale of Fixed Assets	-	134.01	134.01	-	45.34	45.34
Sales of Goods/Materials	-	699.86	699.86	-	700.87	700.87
Rent / Property Tax Received	-	72.00	72.00	-	68.01	68.01
Rent Paid	-	118.99	118.99	-	106.99	106.99
Interest Received	-	4.53	4.53	-	13.44	13.44
Interest Paid	-	3.18	3.18	-	-	-
Intercompany Deposits Given	-	-	-	-	550.00	550.00
Intercompany Deposits Recovered	-	175.00	175.00	-	-	-
Intercompany Deposits Returned	-	-	-	-	375.00	375.00
Reimbursement towards Acquisition of Assets	-	-	-	-	383.81	383.81
Preference Shares Sold	-	800.00	800.00	-	-	-
Commission Paid	-	127.69	127.69	-	108.62	108.62

Notes : i) Parties identified by the Management and relied upon by the Auditors.

ii) No amount in respect of the related parties have been written off/back or are provided for during the year

f) Balance on account of:

(₹ In Lakhs)

	AS AT 31-03-2019	AS AT 31-03-2018
<b>1. Trade Payable ( other related parties)</b>		
Beetee Textile Industries Ltd.	87.98	366.02
Dhanpriya Textile Pvt.Ltd.	34.44	-
Golden Fibres LLP	44.38	118.99
Sanchna Trading & Finance Ltd.	-	1.80
Santigo Textile Mills Ltd.	6.96	16.81
Vishal Furnishings Ltd.	257.69	154.48
<b>Total</b>	<b>431.45</b>	<b>658.10</b>
<b>2. Trade Receivable (other related parties )</b>		
Balkrishna Paper Mills Ltd.	5.21	4.69
MMI Foods	0.06	0.09
Vishal Furnishings ( Singapore )	2.59	-
<b>Total</b>	<b>7.86</b>	<b>4.78</b>
<b>3. Trade Receivable Capital Goods*</b>		
Balkrishna Paper Mills Ltd.	-	1.23
Beetee Textile Industries Ltd.	1.77	52.20
<b>Total</b>	<b>1.77</b>	<b>53.43</b>

**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.**

**f) Balance on account of: (Contd.)**

(₹ In Lakhs)

	AS AT 31-03-2019	AS AT 31-03-2018
<b>4. Inter Corporate Deposit Placed</b>		
S.P.Finance & Trading Ltd.	-	175.00
<b>5. Deposit Given</b>		
Dhanpriya Textile Pvt Ltd	200.00	-
<b>6. Investment in Preference Share</b>		
Balkrishna Paper Mills Ltd	1,700.00	2,500.00

**g) Disclosure in respect of material transactions with related parties during the Year (included in 'e' above) (₹ In Lakhs)**

	Current Year	Previous Year
<b>Purchase of Goods / Materials/Services.</b>		
Balkrishna Paper Mills Ltd.	1.20	-
Beetee Textile Industries Ltd.	1,712.08	1,419.49
Dhanpriya Textile Pvt.Ltd.	1,203.62	-
Santigo Textile Mills Ltd.	172.86	299.92
Vishal Furnishings Ltd.	210.43	278.74
Golden Fibres LLP.	1,828.26	1,358.91
<b>Purchase of Fixed Assets</b>		
Beetee Textile Industries Ltd.	-	0.05
Vishal Furnishings Ltd.	-	0.23
<b>Sales of Fixed Assets</b>		
Beetee Textile Industries Ltd.	1.50	44.30
Balkrishna Paper Mills Ltd.	-	1.04
Dhanpriya Textile Pvt.Ltd.	113.34	-
Golden Fibres LLP.	19.17	-
<b>Sales of Goods / Materials/ Services</b>		
Beetee Textile Industries Ltd.	29.46	40.30
Dhanpriya Textile Pvt. Ltd.	33.49	-
Vishal Furnishings Ltd.	633.37	652.33
Balkrishna Paper Mills Ltd.	1.57	7.13
Golden Fibres LLP.	1.97	1.11
<b>Rent Paid :</b>		
Beetee Textile Industries Ltd.	49.14	49.14
Sanchna Trading & Finance Ltd.	2.40	2.45
Vishal Furnishings Ltd.	67.45	55.40
<b>Rent Received :</b>		
Balkrishna Paper Mills Ltd.	39.62	39.25
Beetee Textile Industries Ltd.	18.74	18.74
Golden Fibres LLP	1.44	1.44
MMI Foods.	0.30	0.19
Oxemberg Fashions Ltd.	0.06	-
S.P.Finance & Trading Limited	0.11	-
Sanchna Trading & Finance Ltd.	0.11	-
Santigo Textile Mills Ltd.	5.72	2.43
Vishal Furnishings Ltd.	5.90	5.96

	Current Year	Previous Year
<b>Payment to Key Managerial Personnel</b>		
Ramesh Poddar	496.35	534.03
Shrikishan Poddar	387.98	437.96
Pawan Poddar	415.28	458.21
Gaurav P Poddar	309.70	318.77
Asha Devi Poddar	47.63	64.82
Ashok Kumar Jalan	67.06	97.64
Surendra Shetty	74.53	68.92
William Fernandes	36.53	34.00
<b>Sitting Fees &amp; Commission</b>		
Harish N Motiwala	10.25	10.25
Prof. (Dr.) Mangesh D. Teli	4.75	4.75
Shailesh S Vaidya	2.75	2.75
Ashok N. Garodia	3.00	3.00
Dilip H. Shinde	5.25	5.25
Pramod S. Jalan	2.25	3.50
Tarun Kumar Govil	5.50	5.50
<b>Salary to Relatives of KPM.</b>		
Avnish Poddar	28.88	29.68
Vibha Poddar	28.06	28.37
Smriti Poddar	27.91	28.09
Sangeeta Poddar	28.00	28.18
Harshit S.Poddar.	27.71	28.05
Megha Poddar (Upto 15th Aug.2017)	-	14.82
Anshruta Poddar.	26.90	26.98
<b>Interest Received:</b>		
S.P.Finance & Trading Limited	4.53	13.44
<b>Interest Paid:</b>		
Vishal Furnishings Ltd.	3.18	-
<b>Commission/ Incentive Paid :</b>		
Vishal Furnishings Ltd.	112.34	108.62
Vishal Furnishings Ltd. (Singapore)	15.35	-

**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.**

g) Disclosure in respect of material transactions with related parties during the Year (included in 'e' above) (Contd.)

(₹ In Lakhs)

	Current Year	Previous Year
<b>Preference share sold :</b>		
Beetee Textile Industries Ltd.	150.00	-
S.P.Finance & Trading Limited	150.00	-
Sanchna Trading & Finance Ltd.	175.00	-
Santigo Textile Mills Ltd.	125.00	-
SPG Power LLP	200.00	-
<b>Reimbursement towards Acquisition of Assets :</b>		
Vishal Furnishings Ltd.	-	383.81

	Current Year	Previous Year
<b>Inter Corporate Deposit Given:</b>		
S.P. Finance & Trading Limited	-	550.00
<b>Investment in Preference Shares :</b>		
Balkrishna Paper Mills Ltd	-	2,500.00
<b>Inter Corporate Deposit Recovered :</b>		
S.P. Finance & Trading Limited	175.00	375.00

h) Executive Director Compensation

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
i) Short term employee benefits	1,562.54	1,789.86
ii) Post employment benefits	101.11	121.57
<b>Total</b>	<b>1,663.65</b>	<b>1,911.43</b>

41) The Company is engaged only in Textile business and there are no separate reportable segments as per Ind AS 108.

42) **Operating lease arrangements**

The Company has significant operating leases for premises. These lease arrangements range for a period between 1 years to 12 years, which is cancellable in nature. Most of the leases are renewable for further period on mutually agreeable terms and also include escalation clauses.

(₹ In Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Rent	1,764.08	1,172.81
With respect to non cancellable operating lease, the future minimum lease payment as at balance sheet date :		
For a period not later than one year	1,648.91	1,110.30
For a period later than one year and not later than five years	5,090.10	4,689.64
For a period later than five years	-	1,327.66

43) **Defined Benefit and Contribution Plan**

Providend Fund and Superannuation Fund are Defined Contribution Plan. Contribution paid for Providend Fund and Superannuation Fund are recognised as expense for the year :

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Employer's contribution to Providend Fund/Pension Scheme	1,000.88	1,055.32
Employer's contribution to Superannuation Fund	16.63	16.90

**Defined Benefit Plan:- Gratuity (Funded)**

The employees' gratuity fund scheme managed by a Trust is a defined benefit fund. The present value of the obligation is determined based on actuarial valuation using the Projected unit Credit Method, which recognises each year of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.



CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.

(₹ In Lakhs)

**43) Defined Benefit and Contribution Plan (Contd.)**

**I) Reconciliation of Opening and Closing balances of Defined Benefit Obligation**

	AS AT 31-03-2019	AS AT 31-03-2018
Defined Benefit Obligation at Beginning of the year	1,808.92	1,547.03
Liability transferred in/ Acquisitions	-	-
Current Service Cost	211.19	201.39
Past Service Cost	-	88.67
Interest Cost	142.36	117.11
Actuarial (Gain)/loss	(228.97)	26.34
Benefit Paid	(205.73)	(171.62)
Defined Benefit Obligation at the end of the year	1,727.77	1,808.92

**II) Reconciliation of Opening and Closing balances of Fair value of plan Assets**

Defined Benefit Obligation at Beginning of the year	942.13	842.12
Actual return on plan Assets	55.74	52.89
Assets transferred in/ Acquisitions		
Actuarial (Gain)/loss		
Employers contribution	144.19	218.74
Benefit Paid	(205.73)	(171.62)
Fair value of plan assets at year end	936.33	942.13

**III) Reconciliation of fair value of Assets and Obligations**

Fair value of Plan Assets	936.35	942.13
Present Value of Obligation	(1,727.76)	(1,808.92)
Amount Recognised in Balance Sheet [Surplus/(Deficit)]	(791.41)	(866.79)

**IV) Expenses recognised during the year**

In Income Statement

Current Service Cost	211.19	201.39
Interest Cost	68.22	53.36
Past Service Cost	-	88.67
Return on Plan Assets	-	-
Net Cost	279.41	343.42

In Other Comprehensive Income

Actuarial (Gain)/ Loss	(228.96)	26.34
Return on Plan Assets	18.40	10.86
Net (Income)/Expense for the period recognised in OCI	(210.56)	37.20

**V) Investment Details**

Insurance Fund	936.33	942.13
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**VI) Actuarial Assumption**

Financial Assumptions :		
Discount rate	7.78%	7.87%
Salary Escalation Rate #	4.00%	4.00%
Rate of Employee Turnover	2.00%	2.00%

# The estimates of rate of escalation in salary considered in actuarial valuation, taken into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

**VII) Sensitivity Analysis :**

The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the method (Projected Unit Credit Method) used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change as compared with the previous period.

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.

(₹ In Lakhs)

**43) Defined Benefit and Contribution Plan (Contd.)**

Gratuity :	AS AT 31-03-2019			AS AT 31-03-2018		
	Change in assumption	Increase in present value of plan liabilities	Decrease in present value of plan liabilities	Change in assumption	Increase in present value of plan liabilities	Decrease in present value of plan liabilities
Discount rate	100bps	(129.35)	150.26	100bps	(114.76)	133.20
Salary Escalation Rate	100bps	154.56	(134.92)	100bps	133.93	(117.17)
Attrition Rate	100bps	45.72	(52.65)	100bps	41.70	(48.03)

**VIII) Risk Exposure - Asset Volatility**

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets under perform this yield, this will create a deficit. Most of the plan asset investments is in fixed income securities with high grades and in government securities.

**44) FAIR VALUE MEASUREMENT**

**Financial Instrument by category and hierarchy**

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values :

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counter party. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.
3. For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

**The Company uses the following hierarchy for determining and disclosing the fair value of financial instrument by valuation technique.**

Level 1 : Quoted (unadjusted) price in active markets for identical assets or liabilities

Level 2 : Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3 : Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

**Financial assets and liabilities as at 31st March 2019 based on Fair value hierarchy**

(₹ In Lakhs)

Financial Assets and Liabilities	AS AT 31-03-2019				AS AT 31-03-2018			
	Carrying Amount	Level of input used in			Carrying Amount	Level of input used in		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
<b>At Amortised Cost</b>								
<b>Financial Assets</b>								
-Loans	287.24	-	-	287.24	709.43	-	-	709.43
-Trade Receivable	39,268.92	-	-	39,268.92	42,176.89	-	-	42,176.89
-Other Financial Assets	13.62	-	-	13.62	20.17	-	-	20.17
-Cash & Cash Equivalents	783.79	-	-	783.79	2,288.29	-	-	2,288.29
-Other Bank Balance	81.90	-	-	81.90	78.21	-	-	78.21
	<b>40,435.47</b>	-	-	<b>40,435.47</b>	<b>45,272.99</b>	-	-	<b>45,272.99</b>

**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.**

**Financial assets and liabilities as at 31st March 2019 based on Fair value hierarchy (Contd.)**

(₹ In Lakhs)

Financial Assets and Liabilities	AS AT 31-03-2019			AS AT 31-03-2018				
	Carrying Amount	Level of input used in			Carrying Amount	Level of input used in		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
<b>At FVTPL</b>								
Financial Assets								
- Other Financial Assets	1,700.00	-	-	1,700.00	2,500.00	-	-	2,500.00
<b>At Amortised Cost</b>								
<b>Financial Liabilities</b>								
- Borrowings	41,238.36	-	-	41,238.36	54,876.29	-	-	54,876.29
- Other Financial Liabilities	8,298.65	-	-	8,298.65	6,666.42	-	-	6,666.42
- Trade Payables	17,556.63	-	-	17,556.63	18,140.74	-	-	18,140.74
	67,093.64	-	-	67,093.64	79,683.45	-	-	79,683.45

**Financial risk management objectives and policies**

In the course of business, the Group is exposed to certain financial risk that could have considerable influence on the Group's business and its performance. These include market risk (including currency risk, interest risk and other price risk), credit risk and liquidity risk. The Board of Directors review and approves risk management structure and policies for managing risks and monitors suitable mitigating actions taken by the management to minimise potential adverse effects and achieve greater predictability to earnings.

In line with the overall risk management framework and policies, the treasury function provides service to the business, monitors and manages through an analysis of the exposures by degree and magnitude of risks. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken. The Group uses derivative financial instruments to hedge risk exposures in accordance with the Group's policies as approved by the board of directors.

**a) Market Risk - Interest rate risk :**

Interest rate risk is risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk pertaining to funds borrowed at both fixed and floating interest rates. In order to optimize the Group's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

The Sensitivity analysis below has been determined based on the exposures to interest rates at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming that the amount of the liability as at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents Management's assessment of the reasonably possible changes in interest rates.

**Exposure to interest rate risk**

(₹ In Lakhs)

Particulars	AS AT 31-03-2019	AS AT 31-03-2018
Total Borrowings	49,220.09	61,364.14
% of Borrowings out of above bearing variable rate of interest	66.37%	77.33%

**Interest rate sensitivity**

A change of 50 bps in interest rates would have following Impact on profit before tax

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
50 bp increase would decrease the profit before tax by	163.33	237.28
50 bp decrease would Increase the profit before tax by	(163.33)	(237.28)

**b) Market Risk- Foreign currency risk.**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to its operating activities. The Group manages its foreign Currency risk by hedging transaction that are expected to occur within a maximum 12 month periods for hedge of forecasted sales and purchases in foreign currency.

The hedging is done through foreign currency forward contracts.

**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.**

**Derivative instruments and unhedged foreign currency exposure**

Market Risk - Foreign Currency Risk:-

i) Derivative contracts outstanding as at 31st March, 2019

(₹ In Lakhs)

Particulars	AS AT 31-03-2019		AS AT 31-03-2018	
	USD		USD	
Forward Contract to Sell	USD	138.96	USD	975.66
Forward Contract to Buy	USD	9379.80	USD	6829.63

ii) The following table shows foreign currency exposures in USD, GBP and EUR on financial instruments at the end of the reporting period.

Foreign Currency Exposure

(₹ In Lakhs)

Particulars	AS AT 31-03-2019			AS AT 31-03-2018		
	USD	GBP	EUR	USD	GBP	EUR
Trade and Other Payables	213.10	-	-	-	-	-
Trade and Other Receivables	5351.41	38.35	495.49	735.00	121.00	6.08

iii) Sensitivity analysis of 5% change in exchange rate at the end of reporting period.

Foreign Currency Exposure

Particulars	Year ended March 31, 2019			Year ended March 31, 2018		
	USD	GBP	EUR	USD	GBP	EUR
<b>5% Depreciation in INR</b>						
Impact on P&L	267.57	1.92	24.77	36.75	6.05	0.30
<b>Total</b>	<b>267.57</b>	<b>1.92</b>	<b>24.77</b>	<b>36.75</b>	<b>6.05</b>	<b>0.30</b>
<b>5% Appreciation in INR</b>						
Impact on P&L	(267.57)	(1.92)	(24.77)	(36.75)	(6.05)	(0.30)
<b>Total</b>	<b>(267.57)</b>	<b>(1.92)</b>	<b>(24.77)</b>	<b>(36.75)</b>	<b>(6.05)</b>	<b>(0.30)</b>

**c) Equity Price Risk**

Equity price risk is related to the change in market reference price of the investments in quoted equity securities. The fair value of some of the Group's investments exposes the Group to equity price risks. At the reporting date, the group do not held any equity securities.

**d) Credit Risk**

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on customer profiling, credit worthiness and market intelligence. Trade receivables consist of a large number of customers, spread across geographical areas. Outstanding customer receivables are regularly monitored.

The average credit period is in the range of 30 -90 days. However in select cases credit is extended which is backed by security deposit/bank guarantee/letter of credit and other forms. The Group's Trade receivables consist of a large number of customers, across geographies hence the Group is not exposed to concentration risk.

The Group measures the expected credit loss of trade receivables from individual customers based on historical trend, industry practices and the business environment in which the entity operates.

**Ageing of Account receivables**

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Not Due	18,622.90	12,386.87
0-3 Months	12,602.18	20,293.60
3-6 Months	5,083.03	6,064.63
6 Months to 12 Months	2,350.38	2,591.41
Beyond 12 months and less than 3 years	610.43	840.38
<b>Total</b>	<b>39,268.92</b>	<b>42,176.89</b>

Financial Assets are considered to be of good quality and there is no significant increase in credit risk.

## CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.

### e) Liquidity Risk

Liquidity risk refers to the risk that the Group 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 Group has obtained fund and non-fund based working capital limits from various banks. Furthermore, the Group access to funds from debt markets through commercial paper programs and short term working capital loans.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

(₹ In Lakhs)

Particulars	Within 1 year	More than 1 year	Total
<b>As on 31<sup>st</sup> March 2019</b>			
Borrowings	30,708.60	13,723.36	44,431.96
Trade and other Payables	17,556.63	-	17,556.63
Other Financial Liabilities	-	5,105.05	5,105.05
<b>As on 31<sup>st</sup> March 2018</b>			
Borrowings	43,889.83	13,449.60	57,339.43
Trade and other Payables	18,140.74	-	18,140.74
Other Financial Liabilities	178.57	4,024.71	4,203.28

### 45) EXPORT PROMOTION CAPITAL GOODS (EPCG) :

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

### 46) DETAILS OF CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENDITURE:

Particulars	Year ended 31 <sup>st</sup> March, 2019	Year ended 31 <sup>st</sup> March, 2018
Amount required to be spent as per Section 135 of the Act	296.19	254.83
Amount spent during the year on:		
(i) Construction / acquisition of an asset	79.99	186.90
(ii) On purpose other than (i) above	132.90	96.23
Total	212.89	283.13

### 47) For Disclosures mandated by Schedule III of Companies Act 2013, by way of additional information, refer below :

Name of the Entities	Country of Incorporation	Nature	Net Asset i.e. Total assets minus total liabilities		Share in Profit/(Loss)		Share in other Comprehensive Income		Share in Total Comprehensive Income	
			As a % of consolidated net assets	Amount ₹ in Lakhs	As a % of consolidated net assets	Amount ₹ in Lakhs	As a % of consolidated net assets	Amount ₹ in Lakhs	As a % of consolidated net assets	Amount ₹ in Lakhs
Parent :										
Siyaram Silk Mills Ltd.	India	Parent Company	100.33	75,742.66	102.10	10,116.44	104.01	136.98	102.12	10,253.42
Foreign Subsidiary having no minority interest										
CADINI SRL	Italy	WOS	1.72	1,300.25	(2.10)	(207.74)	(4.01)	(5.28)	(2.12)	(213.02)
Less : Inter Company elimination & Consolidation			(1.39)	(1,047.76)						
adjustment			(0.33)	(252.49)	(2.10)	(207.74)	(4.01)	(5.28)	(2.12)	(213.02)
Grand Total				75,490.17		9,908.70		131.70		10,040.40

i) WOS refer to "Wholly Owned Subsidiary"

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019.

(₹ In Lakhs)

48) DETAILS OF PRE-OPERATIVE EXPENSES CAPITALISED :

Particulars	Current Year	Previous Year
a) Salaries, Wages, Allowances and Bonus	45.94	120.31
b) Contribution to Provident, Gratuity and other funds	1.36	6.50
c) Workmen and Staff Welfare Expenses	1.49	4.67
d) Processing & Labour Charges	-	0.91
e) Power & Fuel	13.49	2.23
f) Rent	0.42	3.30
g) Legal & Professional Charges	-	0.07
h) Travelling & Conveyance Expenses	1.47	16.57
i) Freight & Forwarding Charges	3.73	4.05
j) Insurance	1.43	0.67
k) Miscellaneous Expenses	6.27	9.27
l) Repairs to Others	1.62	4.75
m) Depreciation	1.07	1.77
	<u>78.29</u>	<u>175.07</u>
Opening Balance	175.07	-
Less : Capitalised during the year	253.36	-
Closing Balance	-	175.07

49) Reversal of GST credit due to changes in the GST law for claiming refund on account of Inverted duty structure of ₹ 472.30 Lakhs is written off in the books of account during the year and shown as exception item.

50) During the F.Y. 2017-18 the Group had Invested ₹ 2,500/- Lakhs in 9% Cumulative Redeemable Preferential Shares (9% CRPS) of ₹ 100/- each in Balkrishna Paper Mills Ltd. (BPML). Out of the said Investment during the year Group has disinvested 9% CRPS of ₹ 8 crores (8 Lakhs Shares of ₹ 100/- each) at par. The balance 9% CRPS of ₹ 1700/- lakhs (17 lakhs shares of ₹ 100/- each) has been valued at par as on 31.03.2019, on the basis of valuation report obtained by the company. The cumulative dividend accrued on the said 9% CRPS aggregating to ₹ 251.51 lakhs has not been accounted by the Group, since the same has not been declared by BPML.

51) Approval of Financial Statements :

The financial statements were approved for issue by the directors on 17th May, 2019.

As per our report of even date attached

For **Songira & Associates**  
Chartered Accountants  
( Firm Registration No.128085W )

(**Dharmendra S. Songira**)  
Partner  
Membership No. 113275

Mumbai, 17th May, 2019

For and on behalf of the Board of Directors

**R.D.PODDAR**  
Chairman & Managing Director  
DIN 00090104

**S. S. SHETTY**  
Chief Financial Officer

**P.D.PODDAR**  
Joint Managing Director  
DIN 00090521

**W.V. FERNANDES**  
Company Secretary

Form AOC -1 Part "A" Subsidiaries

Statement Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Account) Rules, 2014

Sr. No.	Particulars	(₹ in Lakhs)
i	Name of Subsidiary	CADINI S.R.L.
ii	Reporting period for the subsidiary concerned	01.04.2018 to 31.03.2019
iii	Reporting Currency and Exchange rate as on the last date of the relevant financial year/period	EURO 1 EURO = INR 77.7387
iv	Share Capital	757.10
v	Reserve & Surplus	(252.51)
vi	Total Assets	828.53
vii	Total Liabilities	323.94
viii	Investments	-
ix	Turnover	146.93
x	Profit before Taxation	(207.74)
xi	Provision for Taxation	-
xii	Profit after Taxation	(207.74)
xiii	Proposed Dividend	-
xiv	% of Shareholding	100%

For and on behalf of the Board

R.D.PODDAR  
Chairman & Managing Director

P.D.PODDAR  
Joint Managing Director

S. S. SHETTY  
Chief Financial Officer

W.V. FERNANDES  
Company Secretary

Mumbai, 17th May, 2019

# SIYARAM SILK MILLS LTD

## FINANCIAL HIGHLIGHTS

(Figures in Lacs)

YEAR	2018-19	2017-18	2016-17	2015-16	2014-15	2013-14
<b>PRODUCTION</b>						
Cloth ( Mtrs)	798	852	752	810	688	656
Yarn (Kgs.)	41	52	41	43	36	45
Garments (Nos.)	67	67	55	56	43	37
<b>NET SALES (Rs.)</b>						
Local	1,65,874	1,57,905	1,44,038	1,48,965	1,40,634	1,22,192
Export	15,596	15,371	13,355	11,926	10,396	8,151
Gross Profit	21,638	23,182	19,053	17,871	15,985	12,717
Depreciation	6,189	6,055	5,455	5,160	4,090	2,915
Profit Before Tax	15,449	17,127	13,598	12,711	11,895	9,802
Provision for Tax	5,333	5,968	4,497	4,304	4,016	3,445
Net Profit	10,116	11,159	9,101	8,407	7,879	6,357
Dividend (%)	220	210	150	110	100	80
Net Worth per Shares of Rs. 2/- each	162	145	127	108	93	79
Earning Per Share	22	24	19	18	17	14
Net Cash Accrual	14,430	13,816	14,533	13,637	10,571	8,782
Gross Block of Fixed Assets	96,006	82,572	77,025	64,829	58,949	56,955



**Siyaram's**

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**OXEMBERG**

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**J.HAMPSTEAD**

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**CADINI**  
ITALY

**SIYARAM SILK MILLS LTD.**

Registered Office : H-3/2, MIDC, A - Road, Tarapur, Borsar, Palghar - 401 506, Maharashtra.  
Corporate Office : B/5, Trade World, Kamala Mills Compound, S. B. Marg, Lower Panel (W), Mumbai - 400 013.  
Tel: 022-30400 500, Email : sharedept@siyaram.com  
CIN : L17116MH1978PLC020451, Website : www.siyaram.com