

MANOMAY TEX INDIA LIMITED
REGD. OFF. :- 32, HEERA PANNA MARKET
PUR ROAD, BHILWARA - 311001 (RAJ)

CIN : L18101RJ2009PLC028647
Mail Id : ykladdha@hotmail.com
Contact No. : 01482-246983
Website: www.manomaytexindia.com

=====
Date: 02.09.2020

MTIL/BSE/2020-21

To,
The Secretary, Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001
Maharashtra, India

Scrip Code: 540396

Symbol: MTIL

Sub: Submission of Annual Report for FY 2019-20 as per regulation 34(1) of SEBI (LODR) Regulation, 2015.

Dear Sir/Madam,

This is in Continuation of our communication of Board Meeting Outcome dated 31.08.2020 and with reference to captioned subject, we wish to inform you that the 11th Annual General Meeting of the Company Will be held on 26.09.2020.

The Annual Report in Pursuant to Regulation 34(1) of SEBI (Listing obligation and Disclosure Requirement) Regulations 2015 and as sent to all Shareholders for approval with AGM Notice in 11th Annual General Meeting of the Members of Company to be held on 26.09.2020 is submitted and attached here with. Kindly take the same on Record.

Thanking you
Yours faithfully

**For: Manomay Tex India Limited
For MANOMAY TEX INDIA LTD**



MANAGING DIRECTOR
Yogesh Laddha
Managing Director
DIN: - 02398508



For: Manomay Tex India Limited



KAMESH SHRI SHRI MAL
Company Secretary and
Compliance Officer



11TH
ANNUAL REPORT
2019-2020



A MOMENT OF STYLE

MANOMAY TEX INDIA LIMITED

COMPANY INFORMATION

BOARD OF DIRECTORS

Kailashchandra Hiralal Laddha

Chairman

Maheshchandra Kailashchandra Ladha

Whole Time Director

Kamlesh Kailashchand Ladha

Whole Time Director

Yogesh Laddha

Managing Director

Pallavi Laddha

Whole Time Director

Basant Kishangopal Porwal

Independent Director

Dilip Balkishan Porwal

Independent Director

Shriniwas Shivraj Bhattad

Independent Director

AUDITORS

B. Maheshwari & Company, Bhilwara

BRANCH AUDITORS

S.N.Randar & Associates, Ichalkaranji

COMPANY SECRETARY

Kamesh Shri Shri Mal

CHIEF FINANCIAL OFFICER

Raj Kumar Chechani

CIN NO

L18101RJ2009PLC028647

REGISTERED OFFICE

32, HEERA PANNA MARKET

GANDHI NAGAR, PUR ROAD

BHILWARA-311001 (Raj.)

Ph. 01482-246983

Web:-www.manomaytexindia.com

Email:- manomaytex@yahoo.in

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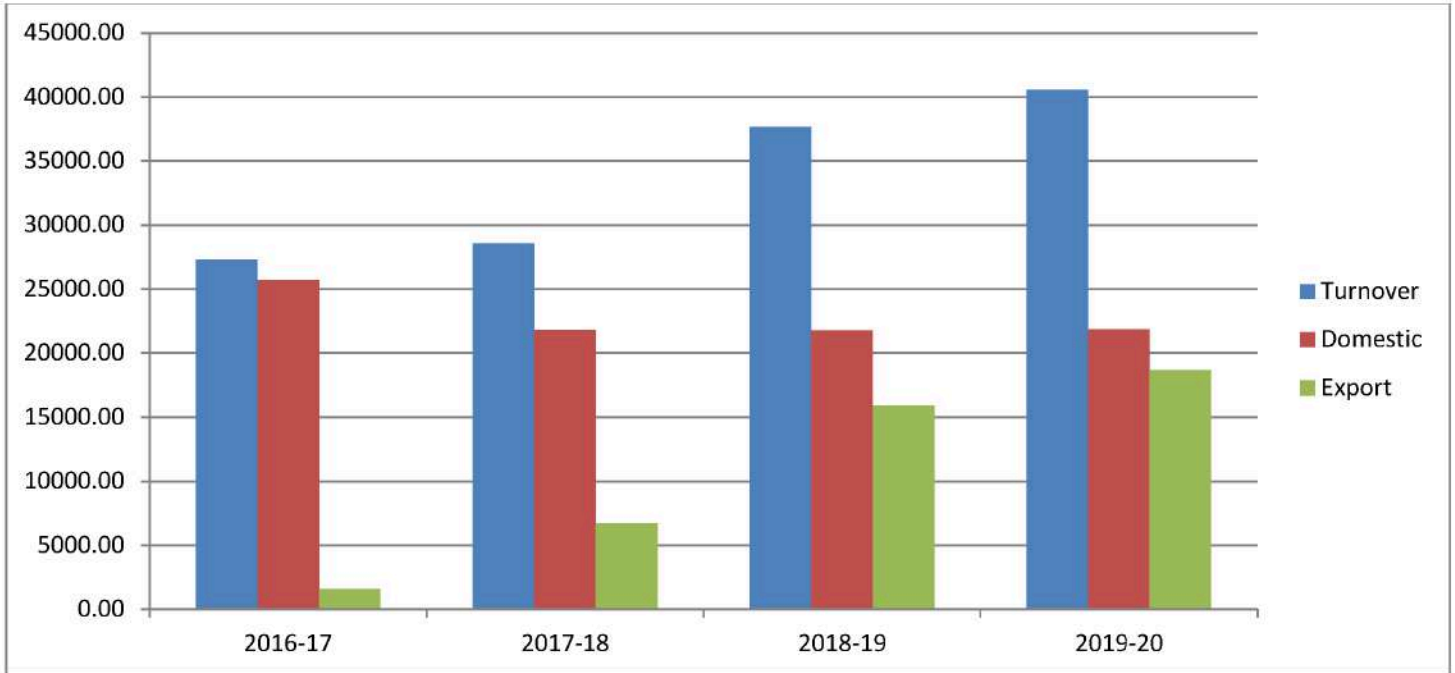
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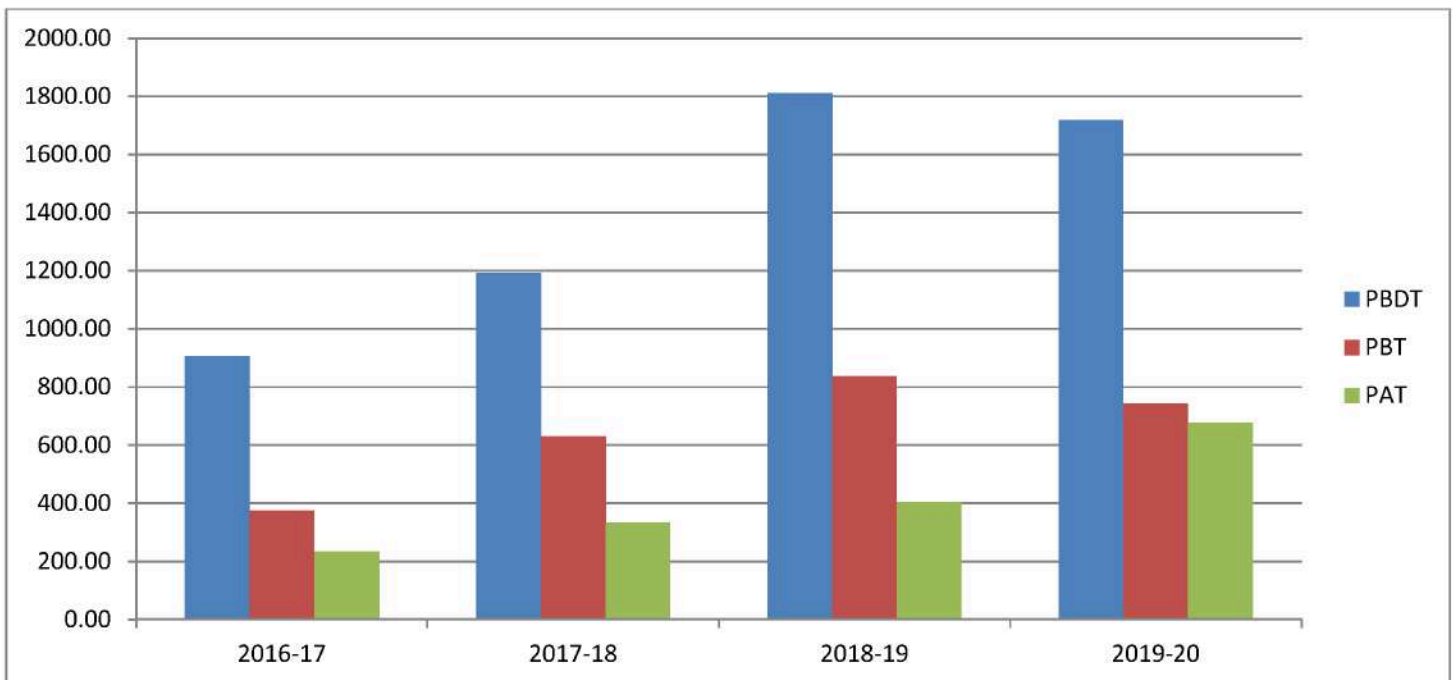
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FINANCIAL HIGHLIGHTS

TURNOVER (RS. IN LACS)



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NOTICE

Notice is hereby given that the 11TH Annual General Meeting of the Shareholders of the M/s **Manomay Tex India Limited** will be held on Saturday 26.09.2020 at 12:30 P.M. IST through Video Conferencing (VC)/ Other Audio Visual Means ("OAVM"), to consider and transact the following business:-

ORDINARY BUSINESS:-

1. To receive consider and adopt the Director's Report and the Audited Statement of Accounts together with Auditor's Report thereon for the financial year ended 31st March 2020.
2. To Appoint Directors in place of Mr. Kailashchandra Hiralal Laddha [DIN: 01880516] who is liable to retire by rotation and is being eligible, offer himself for re- appointment.
3. To Appoint Directors in place of Mr. Maheshchandra Kailashchandra Ladha [DIN: 02333125] who is liable to retire by rotation and is being eligible, offer himself for re- appointment.

SPECIAL BUSINESS:-

Item No. 4:- Ratification of Remuneration of Cost Auditors for the Financial Year 2020-21:

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT pursuant to Section 148 (3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory, modification or re-enactment thereof for the time being in force) and the Rules made there under, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 15,000/- (Rupees Fifteen Thousand) plus GST and re-imburement of out-of-pocket expenses payable to M/s Avnesh Jain & Co., Cost Accountants (Firm Reg.No.101048) who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2020-21."be and is hereby ratified and approved.

"FURTHER RESOLVED THAT anyone director of the company be and is hereby authorised to submit the necessary intimation in Form CRA-2 to the Central Government for appointment of Cost Auditors by the Company and to do all such other acts as may be necessary from time to time to make the Resolution effective."

Item No. 5:- Approval for Re-appointment of Mr. Yogesh Laddha as Managing Director:-

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 & 203 read with Schedule V of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof for the time being in force) or any other law and subject to such consent, approval and permission as may be necessary in this regard, the company hereby approve the Re-appointment and terms of remuneration of Mr. Yogesh Laddha [DIN : 02398508] S/o Sh. Kailashchandra Hiralal Laddha, as an Executive Director, designated as Managing Director of the Company whose Re-appointment was made by the board in their meeting held on 12.02.2020 for the period from 16.01.2020 to 15.01.2023, upon the terms & conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to Directors to alter and vary such terms of Re-appointment and remuneration so as to not exceed the limits specified in Schedule V of the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Yogesh Laddha.

“RESOLVED FURTHER THAT the said remuneration by way of salary and perquisites shall also be paid to Mr. Yogesh Laddha, in the event of loss or inadequacy of profit in any financial year.

Item No. 6:- Approval for Re-appointment of Mr. Kailashchandra Hiralal Laddha as Whole Time Director:-

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 & 203 read with Schedule V of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof for the time being in force) or any other law and subject to such consent, approval and permission as may be necessary in this regard, the company hereby approve the Re-appointment and terms of remuneration of Mr. Kailashchandra Hiralal Laddha [DIN : 01880516] S/o Late Sh. Hiralal Bhagwan Laddha, as an Executive Director, designated as Whole Time Director of the Company whose Re-appointment was made by the board in their meeting held on 12.02.2020 for the period from 16.01.2020 to 15.01.2023, upon the terms & conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to Directors to alter and vary such terms of Re-appointment and remuneration so as to not exceed the limits specified in Schedule V of the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Kailashchandra Hiralal Laddha.

“RESOLVED FURTHER THAT the said remuneration by way of salary and perquisites shall also be paid to Mr. Kailashchandra Hiralal Laddha, in the event of loss or inadequacy of profit in any financial year.

Item No. 7:- Approval for Re-appointment of Mr. Kamlesh Kailashchand Ladha as Whole Time Director:-

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 & 203 read with Schedule V of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof for the time being in force) or any other law and subject to such consent, approval and permission as may be necessary in this regard, the company hereby approve the Re-appointment and terms of remuneration of Mr. Kamlesh Kailashchand Ladha [DIN : 03520135] S/o Sh. Kailashchand Hiralal Ladha, as an Executive Director, designated as Whole Time Director of the Company whose Re-appointment was made by the board in their meeting held on 12.02.2020 for the period from 16.01.2020 to 15.01.2023, upon the terms & conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to Directors to alter and vary such terms of Re-appointment and remuneration so as to not exceed the limits specified in Schedule V of the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Kamlesh Kailashchand Ladha.

“RESOLVED FURTHER THAT the said remuneration by way of salary and perquisites shall also be paid to Mr. Kamlesh Kailashchand Ladha, in the event of loss or inadequacy of profit in any financial year.

Item No. 8:- Approval for Re-appointment of Mrs. Pallavi Laddha as Whole Time Director:-

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 & 203 read with Schedule V of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof for the time being in force) or any other law and subject to such consent, approval and permission as may be necessary in this

regard, the company hereby approve the Re-appointment and terms of remuneration of Mrs. Pallavi Laddha [DIN: 06856220] W/o Mr. Yogesh Laddha, as an Executive Director, designated as Whole Time Director of the Company whose Re-appointment was made by the board in their meeting held on 12.02.2020 for the period from 16.01.2020 to 15.01.2023, upon the terms & conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to Directors to alter and vary such terms of Re-appointment and remuneration so as to not exceed the limits specified in Schedule V of the Companies Act, 2013, as may be agreed to by the Board of Directors and Mrs. Pallavi Laddha.

“**RESOLVED FURTHER THAT** the said remuneration by way of salary and perquisites shall also be paid to Mrs. Pallavi Laddha, in the event of loss or inadequacy of profit in any financial year.

Item No. 9:- ALTERATION IN ARTICLE OF ASSOCIATION:-

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, as amended from time to time, the Article 151 of the Articles of Association of the Company be and is hereby altered by substituting the Article 151 as reproduced here under:-

151. “The Common seal of the company shall not be affixed to any instrument except by the authority of the resolution of the board or of a committee of the board authorized by it in that behalf and except in the presence of a director or a secretary or such other person as the board may appoint for the purpose, and that director or a secretary or such other person aforesaid shall sign every instrument to which the common seal of the company is so affixed in their presence.”

“**RESOLVED FURTHER THAT** anyone Director of the company be and are hereby authorised to take all necessary action in the matter.

Dated : 31/08/2020
Place : Bhilwara

FOR & ON BEHALF OF THE BOARD

SD/-
YOGESH LADDHA
[DIN : 02398508]
MANAGING DIRECTOR

Note:-

1. The Company is listed with BSE on SME platform.
2. In view of the continuing outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the General Circular No. 14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (**‘MCA’**) followed by General Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the Annual General Meeting (**‘AGM’**) venue is not required and Annual General Meeting be held through video conferencing (**‘VC’**) or other audio visual means (**‘OAVM’**). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. In compliance with the provisions of the Companies Act, 2013 (**“Act”**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) and above mentioned MCA General Circulars, the Annual General Meeting of the Company is being held through VC / OAVM, Without the Physical Presence of the Members at a Common venue .
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC and participate thereat and cast their votes through e-voting.

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
7. 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 somanics@gmail.com with a copy marked to evoting@nsdl.co.in.
8. The register of the Members and share Transfer book of the company shall remain closed from 20.09.2020 to 26.09.2020 (both days inclusive)
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.manomaytexindia.com/>. (Annual Report Link) The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
10. AGM has been convened through VC in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
11. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, shall be available for inspection upon login at NSDL e-voting system at <https://www.evoting.nsdl.com/cs@manomaytexindia.com>.
12. Members seeking any information or clarification on Accounts are requested to send written queries to the Company, at least one week before the date of the meeting from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at cs@manomaytexindia.com. Replies will be provided in respect of such written queries received only at the meeting.
13. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Regd. office of the Company on all working days, during business hours up to the date of the Meeting.
14. 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 their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Share registrars and Transfer Agents.

15. Members holding shares in physical form and who have not registered their email IDs are requested to register their email IDs with the Company's Share Registrars and Transfer Agents.
16. Members are requested to notify the change in their address to the company and always quote their folio number in all correspondence with the company.
17. Members who are holding shares in identical names in more than one folio are requested to send to the Registrar and Share Transfer Agent ('RTA'), the details of such folios together with the share certificates for consolidating their holdings into one folio. The share certificates will be returned to the Members after making requisite changes thereon.
18. Securities and Exchange Board of India has mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrars and Share Transfer Agents with effect from 1st April 2019. Therefore, members holding share(s) in physical form are requested to immediately dematerialize their shareholding in the Company. Necessary prior intimation in this regard was provided to the shareholders.
19. Electronic copy of the Annual Report for 2019-20 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, a physical copy of the Annual Report for 2019-20 is being sent in the permitted mode and members are requested to bring their copy of the Annual Report with them at the meeting.
20. A statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.

E-voting

How do I vote electronically using NSDL e-Voting system?

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

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

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

Details on Step 1 is mentioned below:

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

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 :

<u>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</u>	<u>Your User ID is:</u>
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 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
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?

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to somanics@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User](#)

[Details/Password?](#)” or [Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@manomaytexindia.com.
In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@manomaytexindia.com.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013

Item No. 4

Pursuant to Section 148 of the Act, the Company is required to have the audit of its cost records by a cost accountant in practice. The Board of Directors has approved the appointment of M/s Avnesh Jain & Co. as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2020-21, at a remuneration of Rs. 15,000/- (Rupees Fifteen Thousand) plus GST & re-imburement of out-of-pocket expenses.

The Board recommends the Resolution at Item No.4 of the accompanying Notice for ratification of the Cost Auditors' remuneration by the Members of the Company.

None of the Directors or KMP of the Company or their respective relatives are concerned or interested in the Resolution at Item No.4 of the accompanying Notice.

Item No. 5

RATIFICATION OF RE-APPOINTMENT OF MANAGING DIRECTOR

It is informed that the board of director has Re-appointed Mr. Yogesh Laddha as a Managing Director of the Company in their meeting held on 12.02.2020 for the period of 3 year w.e.f. 16.01.2020. The Directors are of the view that the Re-appointment of Mr. Yogesh Laddha, as Managing Director will be beneficial to the operations of the company and the remuneration payable to him is commensurate with his abilities and experience and accordingly commend the resolutions at Item 5 of the accompanying notice for approval by members of the company.

In compliance with provisions of Section 196, 197, 198 & 203 and other applicable provisions of the Act, read with Schedule V of the Act, the terms of remuneration specified below are being placed before the Members for their approval.

Remuneration (Salary & perquisite):-

(i) Salary Rs. 3,00,000/- Per month in the scale of (Rs. 300000-350000-400000)

(ii) Perquisites as per the Section IV of the Schedule V of the Companies Act, 2013 as provided below:

- A. Company's contribution towards provident fund as per rules of the company, but not exceeding 12% of salary and Company's contribution towards superannuation fund which shall not, together with the Company's contribution to provident fund, exceed 12%.
- B. Gratuity payable at the rate of half month's salary for each completed year of service with a service of six months or more being treated as a full year.
- C. Encashment of leave at the end of tenure, if any, as per the policy of the Company.

(ii) Other perquisites as provided below:

- I. *Car with driver.* The Managing Director will be provided with a car and driver for use on Company's business. Use of car for private purpose will be billed by the Company.
- II. The Company shall reimburse actual entertainment and traveling expenses incurred by the Managing Director in connection with the Company's business.

Salary may revised periodically based on the recommendation of the Board of Directors or Nomination and Remuneration Committee

Therefore the Board proposes to seek approval of the Shareholders of the Company, approving the appointment & remuneration payable to Mr. Yogesh Laddha.

Details of directors who are interested or concerned in the proposed resolution are as follows:-

Name of director	Relation
Mr. Kailashchandra Hiralal Laddha [DIN: 01880516]	Relative
Mr. Kamlesh Kailashchand Ladha [DIN: 03520135]	Relative
Ms. Pallavi Laddha [DIN: 06856220]	Relative
Mr. Maheshchandra Kailashchandra Ladha [DIN: 02333125]	Relative

Item No. 6

RATIFICATION OF RE-APPOINTMENT OF WHOLE TIME DIRECTOR:-

It is informed that the board of director has Re-appointed Mr. Kailashchandra Hiralal Laddha as a Whole Time Director of the Company in their meeting held on 12.02.2020 for the period of 3 year w.e.f. 16.01.2020. The Directors are of the view that the Re-appointment of Mr. Kailashchandra Hiralal Laddha, as Whole Time Director will be beneficial to the operations of the company and the remuneration payable to him is commensurate with his abilities and experience and accordingly commend the resolutions at Item 6 of the accompanying notice for approval by members of the company.

In compliance with provisions of Section 196, 197, 198 & 203 and other applicable provisions of the Act, read with Schedule V of the Act, the terms of remuneration specified below are being placed before the Members for their approval.

Remuneration (Salary & perquisite):-

(i) Salary : Rs.1,00,000/- Per Month in the scale of (Rs.100000-125000-150000)

(ii) Perquisites as per the Section IV of the Schedule V of the Companies Act, 2013 as provided below:

- A. Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
- B. Reimbursement of membership fees for a maximum of two clubs.
- C. Personal accidents and Mediclaim Insurance Policy.
- D. Other benefits like Gratuity, Provident Fund, Leave encashment etc. as applicable to the employees of the Company.

(iii) Other perquisites as provided below:

- I. Car with driver : The Whole Time Director will be provided with a car and driver for use on Company's business. Use of car for private purpose will be billed by the Company.

- II. The Company shall reimburse actual entertainment and traveling expenses incurred by the Whole Time Director in connection with the Company's business.

Salary may revised periodically based on the recommendation of the Board of Directors or Nomination and Remuneration Committee.

Therefore the Board proposes to seek approval of the Shareholders of the Company, approving the appointment & remuneration payable to Mr. Kailashchandra Hiralal Laddha.

Details of directors who are interested or concerned in the proposed resolution are as follows:-

Name of director	Relation
Mr. Yogesh Laddha [DIN : 02398508]	Relative
Mr. Kamlesh Kailashchand Ladha [DIN : 03520135]	Relative
Ms. Pallavi Laddha [DIN : 06856220]	Relative
Mr. Maheshchandra Kailashchandra Ladha [DIN : 02333125]	Relative

Item No. 7

RATIFICATION OF RE-APPOINTMENT OF WHOLE TIME DIRECTOR:-

It is informed that the board of director has Re-appointed Mr. Kamlesh Kailashchand Ladha as a Whole Time Director of the Company in their meeting held on 12.02.2020 for the period of 3 year w.e.f. 16.01.2020. The Directors are of the view that the Re-appointment of Mr. Kamlesh Kailashchand Ladha, as Whole Time Director will be beneficial to the operations of the company and the remuneration payable to him is commensurate with his abilities and experience and accordingly commend the resolutions at Item 7 of the accompanying notice for approval by members of the company.

In compliance with provisions of Section 196, 197, 198 & 203 and other applicable provisions of the Act, read with Schedule V of the Act, the terms of remuneration specified below are being placed before the Members for their approval.

Remuneration (Salary & perquisite):-

- i. Salary : Rs.1,00,000/- Per Month in the scale of (Rs.100000-125000-150000)
- ii. Perquisites as per the Section IV of the Schedule V of the Companies Act, 2013 as provided below:
 - A. Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
 - B. Reimbursement of membership fees for a maximum of two clubs.
 - C. Personal accidents and Mediclaim Insurance Policy.
 - D. Other benefits like Gratuity, Provident Fund, Leave encashment etc. as applicable to the employees of the Company.
- (iii) Other perquisites as provided below:
 - I. Car with driver : The Whole Time Director will be provided with a car and driver for use on Company's business. Use of car for private purpose will be billed by the Company.

- II. The Company shall reimburse actual entertainment and traveling expenses incurred by the Whole Time Director in connection with the Company's business.

Salary may revised periodically based on the recommendation of the Board of Directors or Nomination and Remuneration Committee

Therefore the Board proposes to seek approval of the Shareholders of the Company, approving the appointment & remuneration payable to Mr. Kamlesh Kailashchand Ladha.

Details of directors who are interested or concerned in the proposed resolution are as follows:-

Name of director	Relation
Mr. Yogesh Laddha [DIN : 02398508]	Relative
Mr. Kailashchandra Hiralal Laddha [DIN: 01880516]	Relative
Mr. Maheshchandra Kailashchandra Ladha [DIN : 02333125]	Relative

Item No. 8

RATIFICATION OF RE-APPOINTMENT OF WHOLE TIME DIRECTOR:-

It is informed that the board of director has Re-appointed Mrs. Pallavi Laddha as a Whole Time Director of the Company in their meeting held on 12.02.2020 for the period of 3 year w.e.f. 16.01.2020. The Directors are of the view that the Re-appointment of Mrs. Pallavi Laddha, as Whole Time Director will be beneficial to the operations of the company and the remuneration payable to her is commensurate with her abilities and experience and accordingly commend the resolutions at Item 8 of the accompanying notice for approval by members of the company.

In compliance with provisions of Section 196, 197, 198 & 203 and other applicable provisions of the Act, read with Schedule V of the Act, the terms of remuneration specified below are being placed before the Members for their approval.

Remuneration (Salary & perquisite):-

(i) Salary : Rs. 2,00,000/- Per Month in the scale of (Rs. 200000-250000-300000)

(ii) Perquisites as per the Section IV of the Schedule V of the Companies Act, 2013 as provided below:

- A. Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and surgical charges for herself and family subject to ceiling of one month salary in a year.
- B. Reimbursement of membership fees for a maximum of two clubs.
- C. Personal accidents and Medclaim Insurance Policy.
- D. Other benefits like Gratuity, Provident Fund, Leave encashment etc. as applicable to the employees of the Company.

(iii) Other perquisites as provided below:

- I. Car with driver: The Whole Time Director will be provided with a car and driver for use on Company's business. Use of car for private purpose will be billed by the Company.
- II. The Company shall reimburse actual entertainment and traveling expenses incurred by the Whole Time Director in connection with the Company's business.

Salary may revised periodically based on the recommendation of the Board of Directors or Nomination and Remuneration Committee.

Therefore the Board proposes to seek approval of the Shareholders of the Company, approving the appointment & remuneration payable to Mrs. Pallavi Laddha.

Details of interest or concern in the proposed resolution is as under:-

Name of director	Relation
Mr. Yogesh Laddha [DIN : 02398508]	Relative
Mr. Kailashchandra Hiralal Laddha [DIN: 01880516]	Relative

Item No. 9

Pursuant to Companies Amendment Act, 2015 and to facilitate administrative convenience for execution of Documents on behalf of the Company it is proposed to alter the existing 'Article 151' of the Articles of Association ("AOA") of the Company by substituting the new Article 151 in Existing AOA as stated in the Draft Resolution.

Pursuant to Sec 14 of the Companies Act, 2013, the said alteration can be effected only with the approval of Shareholders by passing a special resolution. Thus the Board recommends the resolution set forth in Item no. 9 for the approval of the members.

None of the Directors and their relatives are interested or concern in the proposed resolution.

Dated : 31/08/2020
Place : Bhilwara

FOR & ON BEHALF OF THE BOARD

**SD/-
YOGESH LADDHA
[DIN : 02398508]
MANAGING DIRECTOR**

BRIEF RESUME OF Mr. KAILASHCHANDRA HIRALAL LADDHA, SEEKING RE-APPOINTMENT AT THE 11TH ANNUAL GENERAL MEETING TO BE HELD AT SEPT . 26, 2020

Name	Mr. Kailashchandra Hiralal Laddha
DIN	01880516
Date of Birth	27.04.1954
Qualifications	Graduate
Expertise in specific functional areas	He is Promoter, Chairman and Whole Time Director of our Company. He has been Director of our Company since incorporation and designated as Whole Time Director. He has 32 years of experience in the textile industry and has thorough knowledge of products of our Company. He looks after the strategic growth of our Company and is guiding force behind success of our Company.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NIL
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL
Number of equity shares held in the Company	1043200
Relationships with other Directors, Manager and other Key Managerial personnel	Father of Maheshchandra Kailashchandra Ladha, Kamlesh Kailashchand Ladha and Yogesh Laddha. Father In-law of Mrs. Pallavi Laddha
Details of remuneration paid / sought to be paid	Rs. 1,00,000/- Per month in the scale of (Rs. 100000-125000-150000)
Number of meetings of the Board attend during the year	10

BRIEF RESUME OF MR. MAHESHCHANDRA KAILASHCHANDRA LADHA, SEEKING RE-APPOINTMENT AT THE 11TH ANNUAL GENERAL MEETING TO BE HELD AT SEPT. 26, 2020

Name	Mr. Maheshchandra Kailashchandra Ladha
DIN	02333125
Date of Birth	01/07/1972
Qualifications	Graduate
Expertise in specific functional areas	He is a Commerce graduate and young entrepreneur, with specialization in finance & Marketing and has 19 years of experience behind him. He is specialized in marketing planning, portfolio management and looking after day to day activities of the company and is associated with the company from Last 19 years and having vast experience in handling and controlling of various activities like Administration and Marketing and production. He is enthusiastically involved with the manufacturing unit of the company at Ichalkaranji as well as Bhilwara unit and is always focusing to ensure quality products at competitive prices and at cost effective ways. Being a next generation Director he keeps close watch to the latest innovation in textile and other sectors and R & D around the Globe. He has very good reputation in industry

	line.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	-
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	-
Number of equity shares held in the Company	9,83,750
Relationships with other Directors, Manager and other Key Managerial personnel	Son of Kailashchandra Hiralal Laddha (WTD) Brother of Mr. Yogesh Laddha (MD) Brother of Mr. Kamlesh Kailashchand Ladha (WTD)
Details of remuneration paid / sought to be paid	Rs. 1,00,000/- Per month in the scale of (Rs. 100000-120000-140000)
Number of meetings of the Board attend during the year	10

BRIEF RESUME OF MR. YOGESH LADDHA, MANAGING DIRECTOR OF THE COMPANY

Name	Mr. Yogesh Laddha
DIN	02398508
Date of Birth	14.05.1979
Qualifications	Chartered Accountants
Expertise in specific functional areas	<p>He is Promoter and Managing Director of our Company. He is a Chartered Accountant and young entrepreneur, specialized in finance, accounts and marketing planning, portfolio management etc and looking after day to day activities of the company in relation to accounts and is associated with the company from Last 12 years and having vast experience in handling and controlling of various activities like Administration and finance mainly at Bhilwara, and Ichalkaranji.</p> <p>He is enthusiastically involved with the manufacturing and trading activity at Bhilwara and overall controlling of Bhilwara Plant of the company and is always focusing to ensure to maintain accounting on timely and provide quality products at competitive prices and at cost effective ways.</p> <p>Being a next generation Director he keeps close watch to the latest innovation in textile and other sectors and R & D around the Globe. He has very good reputation in industry line.</p>
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NIL
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL
Number of equity shares held in the Company	233250
Relationships with other Directors, Manager and other Key Managerial personnel	Son of Kailashchandra Hiralal Laddha (WTD) Spouse of Mrs. Pallavi Laddha (WTD) Brother of Mr. Maheshchandra Kailashchandra Ladha (WTD) Brother of Mr. Kamlesh Kailashchand Ladha (WTD)

Details of remuneration paid / sought to be paid	Rs. 3,00,000/- Per month in the scale of (Rs. 300000-350000-400000)
Number of meetings of the Board attend during the year	10

BRIEF RESUME OF MR. KAMLESH KAILASHCHAND LADHA WHOLE TIME DIRECTOR OF THE COMPANY

Name	Mr. Kamlesh Kailashchand Ladha
DIN	03520135
Date of Birth	11.12.1976
Qualifications	B.Com & Diploma in Textile Technology
Expertise in specific functional areas	He is Whole time Director and a Commerce graduate and young entrepreneur, with specialization in production and has 14 years of experience behind him. He is specialized in production planning. He is looking after day to day activities of production of the company and is associated with the company from Last 14 years and having vast experience in handling and controlling of various activities like production and Administration. He is enthusiastically involved with the manufacturing unit of the company at Ichalkaranji and is always focusing to ensure quality products at competitive prices and at cost effective ways.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NIL
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL
Number of equity shares held in the Company	428750
Relationships with other Directors, Manager and other Key Managerial personnel	Brother of Mr. Yogesh Laddha (MD) Son of Kailashchandra Hiralal Laddha (WTD) Brother of Mr. Maheshchandra Kailashchandra Ladha (WTD)
Details of remuneration paid / sought to be paid	Rs. 1,00,000/- Per month in the scale of (Rs. 100000-125000-150000)
Number of meetings of the Board attend during the year	10

BRIEF RESUME OF MRS. PALLAVI LADDHA, WHOLE TIME DIRECTOR OF THE COMPANY

Name	Mrs. Pallavi Laddha
DIN	06856220
Date of Birth	21.01.1981
Qualifications	MBA
Expertise in specific functional areas	She is the Promoter and Whole Time Director of our Company. She has been re-appointed as Whole Time Director w.e.f. January 16, 2020. She is currently engaged in the Human Resource, Financial

	Management and Administrative activities of the Company.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NIL
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL
Number of equity shares held in the Company	6,06,889/-
Relationships with other Directors, Manager and other Key Managerial personnel	Wife of Yogesh Laddha (MD) Daughter In- Law of Sh. Kailash Chandra Hiralal Laddha
Details of remuneration paid / sought to be paid	Rs. 2,00,000/- per month in the scale of (Rs. 200000-250000-300000)
Number of meetings of the Board attend during the year	10

BOARD REPORT

Dear Members,

Your Directors have pleasure in presenting 11th Annual report on the affairs of the Company together with the Audited Statement of Accounts for the year ended on 31st March, 2020.

1. FINANCIAL SUMMARY OR PERFORMANCE OF THE COMPANY:-

	(In Lacs)	
Particulars	2019-20	2018-19
Revenue from operation	40544.57	37662.18
Other Income (including Job Income)	17.44	0.00
Total Income	40562.01	37662.18
Profit before Financial Expenses, Depreciation, amortization and Taxation	2570.87	2546.16
Less: Financial expenses	851.73	734.61
Operating profit before Depreciation, amortization & Taxation	1719.14	1811.55
Less: Depreciation & amortization written off	976.98	975.09
Profit before Extraordinary Items and Taxation	742.16	836.46
Less: Extraordinary Items	0.00	98.76
Profit before Taxation	742.16	737.70
Less : Provision for Taxation		
Current Tax	123.88	151.87
Deferred Tax	-59.47	182.83
Profit after Taxation	677.75	403.00
Add: Balance brought forward	1218.75	815.75
Profit available for appropriation	1896.50	1218.75

2. OPERATIONS:-

Your Directors are pleased to inform the members that during the year under review, your company reported Revenue from operation of Rs. 40544.57 Lacs as compared to 37662.18 Lac in the previous year and recorded 7.65% increase, inspite off suffering from pandemic effect of Covid-19, which has greatly impacted the performance of the company in the last month of the financial year 2019-20. Profit after tax of the company has been increased from Rs. 403.00 Lacs to Rs. 677.75 Lacs which showed an increase by 68.18%. Your board is always focuses on improved quality of Product and good service to the customers.

Although there are uncertainties due to Covid-19 pandemic, Management will endeavor to make all efforts to optimizing the cost of production and productivity level in order to have survival and prosper during the current Financial Year 2020-21.

3. TRANSFER TO RESERVES:-

The Company proposes not to transfer any amount to the reserves and an amount of Rs. **677.75 Lacs** proposed to be retained in the Profit & Loss A/c.

4. DIVIDEND:-

In view of the planned business growth, your directors deem it proper to conserve the resources of the Company for its activities/ expansion and therefore, do not propose any dividend for the F.Y. ended 31.03.2020 and carried forward the net profit balance to the next year.

5. CAPITAL STRUCTURE:-

During the year Company has raised its Authorised Share Capital from Rs. 13.00 Crore to 15.00 Crore and raised its paid up share capital by way of preferential allotment of 20,00,000 Equity Shares of Rs. 10/- each at premium of Rs. 25/- each. The capital structure of the company as on 31.03.2020 are as follows:-

The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore only) divided into 150,00,000 (One Crore Fifty Lacs only) equity shares of Rs.10/- each.

The Paid up share capital of the Company is Rs.14,68,33,500/- (Rupees Fourteen Crore Sixty Eight Lacs Thirty Three Thousand Five Hundred only) divided into 1,46,83,350 (One Crore Forty Six Lacs Eighty Three Thousand Three Hundred Fifty only) equity shares of Rs.10/- each.

6. MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD REPORT AND END OF FINANCIAL YEAR:-

There have been no material changes and commitments, if any, 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.

7. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS & COMPANY'S OPERATIONS IN FUTURE:-

During the year under review there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

8. SUBSIDIARY / JOINT VENTURE / ASSOCIATE COMPANY:-

As on March 31, 2020, the Company does not have any subsidiary or joint venture or any associates Company.

9. MAINTENANCE OF COST RECORD:-

Our Company is required to maintain the cost record as specified by the Central Government under sub-section(1) of section 148 of the Companies Act, 2013 and the company has made and maintained the cost record as prescribed.

10. STATUTORY AUDITOR & AUDIT REPORT:-

B. Maheshwari & Co. (FRN : 105839W), Chartered accountants is a statutory auditors of the Company to hold office from the conclusion of Annual General Meeting (AGM) held on 07.09.2018 till the conclusion of the AGM of the Company to be held in the year 2023.

There are no qualifications or observations or remarks made by the Auditors in their Report.

11. SECRETARIAL AUDIT:-

In terms of Section 204 of the Companies Act, 2013 and Rules made there under, the board has appointed M/s. Avinash Nolkha & Associates (M. No. F10586), Practicing Company Secretary as the Secretarial Auditor of the company. The report of the Secretarial Auditors in MR-3 is enclosed as **Annexure V** to this report. The report is self-explanatory and do not call for any further comments.

12. COST AUDITORS:-

As per Section 148 of the Act, the Company is required to have the audit of its cost records conducted by a Cost Accountant in practice. On the recommendation of the Audit Committee, the Board has appointed M/s Avnesh Jain & Co., Cost Accountants, Jaipur as cost auditors for conducting the audit of cost records of the Company for the financial year 2020-21.

13. CHANGE IN THE NATURE OF BUSINESS:-

There is no change in the nature of the business of the company.

14. DIRECTORS AND KEY MANAGERIAL PERSONNEL:-

During the year, Mr. Prateek Jain [PAN: BABPJ0094D] ceased from the post of company secretary w.e.f. 29.08.2019, Mr. Kamesh Shrishri Mal [PAN: CJEPM3737M] appointed as company secretary of the company w.e.f. 30.08.2019.

Mr. Bharat Agal [PAN: AHSPA1218K] ceased from the post of CFO w.e.f. 30.10.2019, Mr. Raj Kumar Chechani [PAN : AXKPC6508J] appointed as CFO of the company w.e.f. 01.11.2019.

Mr. Yogesh Laddha [DIN: 02398508] reappointed as Managing Director, Mr. Kailashchandra Hiralal Laddha [DIN: 01880516], Mr. Kamlesh Kailashchand Ladha [DIN: 03520135] & Ms. Pallavi Laddha [DIN : 06856220] reappointed as Whole Time Director for the period of three years w.e.f. 16.01.2020. The terms of their Re-appointment & remuneration to be ratified by the members in the ensuing Annual general meeting.

In accordance with the provisions of Section 152 of the Companies Act and Articles of Association Mr. Kailashchandra Hiralal Laddha [DIN: 01880516] & Mr. Maheshchandra Kailashchandra Ladha [DIN : 02333125] shall retire by rotation and being eligible offers themselves for reappointment at the ensuing Annual General Meeting of the Company.

Details of Directors & KMP are as follows:-

S.N.	Name of Directors/KMP	Designation
01	Mr. Kailashchandra Hiralal Laddha	Whole Time Director cum Chairman
02	Mr. Yogesh Laddha	Managing Director
03	Mr. Maheshchandra Kailashchandra Ladha	Whole Time Director
04	Mr. Kamlesh Kailashchand Ladha	Whole Time Director
05	Ms. Pallavi Laddha	Whole Time Director
06	Mr. Shrinivas Shivraj Bhattad	Independent Non-Executive Directors
07	Mr. Basant Kishangopal Porwal	Independent Non-Executive Directors
08	Mr. Dilip Balkishan Porwal	Independent Non-Executive Directors
09	Mr. Raj Kumar Chechani	Chief Finance Officer
10	Mr. Kamesh Shrishri Mal	Company Secretary

15. DEPOSITS:-

The Company has not invited / accepted any deposits from the public during the year ended March 31, 2020. There were no unclaimed or unpaid deposits as on March 31, 2020.

16. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:-

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014 - As Per **Annexure II**

17. CORPORATE SOCIAL RESPONSIBILITY:-

The company has approved the CSR policy and the Company has contributed Rs. 11,73,583/- (Rupees Eleven Lac Seventy Three Thousand Five Hundred Eighty Three Only) which is more than the statutory requirement under the law. The main thrust of the company has been to contribute towards Safe Drinking Water, Tree Plantation, Environmental Sustainability, Promoting Education, Eradicating Hunger Poverty & Social evils and promoting religious activities & Social welfare etc, which are in accordance with CSR Policy of the Company and Schedule VII of The Companies Act, 2013. The Annual CSR Report of the Company is provided in **Annexure IV** forming part of this report.

The CSR Committee is duly constituted with the following members:-

S. N.	Name of Director	Designation
1	Yogesh Laddha	Chairman
2	Maheshchandra Kailashchandra Ladha	Member
3	Dilip Balkishan Porwal	Member

18. VIGIL MECHANISM/ WHISTLE BLOWER POLICY:-

In pursuant to the section 177 (9) & (10) of the Companies Act, 2013, a vigil Mechanism for director and employees to report genuine concerns has been established. The Vigil Mechanism/ Whistle Blower Policy has been uploaded on the Website of the Company at <http://www.manomaytexindia.com/whistle-blower-policy.pdf> under Investor>>Policy>> Whistle Blower Policy link.

19. RISK MANAGEMENT POLICY:-

FRAMEWORK

Risk Management is a key aspect of the "Corporate Governance Principles and Code of Conduct" which aims to improve the governance practices across the Company's activities. Risk management policy and processes will enable the Company to proactively manage uncertainty and changes in the internal and external environment to limit negative impacts and capitalize on opportunities.

BACKGROUND AND IMPLEMENTATION

The Company is prone to inherent business risks. This document is intended to formalize a risk management policy, the objective of which shall be identification, evaluation, monitoring and minimization of identifiable risks.

This policy is in compliance with the Listing Agreement which requires the Company to lay down procedure for risk assessment and procedure for risk minimization.

The Board of Directors of the Company and the Audit Committee shall periodically review and evaluate the risk management system of the Company so that the management controls the risks through properly defined network. Head of Departments shall be responsible for implementation of the risk management system as may be applicable to their respective areas of functioning and report to the Board and Audit Committee.

COMMITTEE

The Company has not made Risk Management Committee but the Board of Directors and Audit Committee is looking after the Risk Management of the Company.

20. COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:-

The Policy of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under section 178(3), uploaded on company's website (Link <http://www.manomaytexindia.com/Revised-Nomination-Remuneration-Policy.pdf>)

21. MEETINGS OF THE BOARD OF DIRECTORS AND COMMITTEE THEREOF:-

Board Meeting:-

The Board of Directors of the Company met 10 (Ten) times during the year, in respect of which proper notices were given and the proceedings were properly recorded, signed and maintained in the Minutes Book kept by Company for the purpose. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

The names of the Directors their attendance at the Board Meeting and last Annual General Meeting of Company are given as below:

Name of the Director	Board Meeting held during Tenure of Director	Board Meeting attended	Attendance at the Last Annual General Meeting
Mr. Yogesh Laddha	10	10	Yes
Mr. Kailashchandra Hiralal Laddha	10	10	Yes
Mr. Kamlesh Kailashchand Ladha	10	10	No
Ms. Pallavi Laddha	10	10	Yes
Mr. Maheshchandra Kailashchandra Ladha	10	10	No
Mr. Shrinivas Shivraj Bhattad	10	6	No
Mr. Basant Kishangopal Porwal	10	6	No
Mr. Dilip Balkishan Porwal	10	6	No

MEMBERS MEETING

During the year under review, the Company passed a Shareholders resolution by way of Postal Ballot for issue of Equity Share on Preferential Basis.

SEPARATE MEETING OF INDEPENDENT DIRECTORS:

As stipulated by the Code of Independent Directors under the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held on 13.05.2019 to review the performance of Non-Independent Directors (including the Chairman) and the entire Board. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

COMMITTEES OF BOARD

Currently, the Board has Five committees i.e. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, CSR Committee and Internal Complaint Committee. All committees are constituted with the proper composition of Independent Directors and non executive directors as specified in relevant provisions of Companies Act, 2013.

1. Nomination and Remuneration Committee Meetings:-

Name of the Committee Member	NRC Meeting held during Tenure of Director	NRC Meeting attended
Mr. Dilip Balkishan Porwal (Chairman)	3	3
Mr. Shrinivas Shivraj Bhattad	3	3
Mr. Basant Kishangopal Porwal	3	3

2. Audit Committee Meetings:-

Name of the Committee Member	Audit Committee Meeting held during Tenure of Director	Audit Committee Meeting attended
Mr. Basant Kishangopal Porwal (Chairman)	5	5
Mr. Dilip Balkishan Porwal	5	5
Mr. Yogesh Laddha	5	5

3. Stakeholder Relationship Committee Meetings:-

Name of the Committee Member	SRC Meeting held during Tenure of Director	SRC Meeting attended
Mr. Dilip Balkishan Porwal (Chairman)	5	5
Mr. Yogesh Laddha	5	5
Mr. Kamlesh Kailashchand Ladha	5	5

4. Corporate Social Responsibility Committee Meetings:-

Name of the Committee Member	CSR Meeting held during Tenure of Director	CSR Meeting attended
Mr. Maheshchandra Kailashchandra Ladha	2	2
Mr. Yogesh Laddha	2	2
Mr. Dilip Balkishan Porwal	2	2

5. Internal Complaint Committee Meetings:-

Name of the Committee Member	Internal Complaint Committee Meeting held	Internal Complaint Committee Meeting
------------------------------	---	--------------------------------------

	during Tenure of Director	attended
Mrs. Pallavi Laddha (Chairperson)	Nil	Nil
Mrs. Munna Devi Khatik	Nil	Nil
Mr. Rishabh Kothari	Nil	Nil
Mrs. Vandana Nuwal	Nil	Nil

22. DIRECTORS' RESPONSIBILITY STATEMENT:-

Pursuant to the requirement under section 134(3)(C) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (i) In the preparation of the annual accounts for the financial year ended 31st March, 2020, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2020 and of the profit and loss of the company for that period;
- (iii) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) The directors had prepared the annual accounts on a going concern basis;
- (v) The Directors had laid down Internal Financial Controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

23. DECLARATION BY INDEPENDENT DIRECTORS:-

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149 (6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

24. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:-

There are no loans, guarantees or investments in excess of the limits prescribed u/s 186 of the Act.;

25. INTERNAL CONTROL SYSTEMS:-

The Company's internal control systems are adequate and commensurate with the nature and size of the Company and it ensures:

- Timely and accurate financial reporting in accordance with applicable accounting standards.
- Optimum utilization, efficient monitoring, timely maintenance and safety of its assets.
- Compliance with applicable laws, regulations and management policies.

26. HUMAN RESOURCES AND INDUSTRIAL RELATIONS:-

Your Company treats its human resources as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. Your company's trust is on the promotion of talent internally through job rotation and job enlargement.

27. PARTICULARS OF EMPLOYEE:-

None of the employee has received remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

28. PERFORMANCE EVALUATION:-

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 (10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee has laid down the criteria for evaluation of the performance of individual Directors and the Board as a whole. Based on the criteria the exercise of evaluation was carried out through a structured process covering various aspects of the Board functioning such as composition of the Board and committees, experience & expertise, performance of specific duties & obligations, attendance, contribution at meetings & Strategic perspectives or inputs regarding future growth of company, etc. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Director. The performance 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.

29. RELATED PARTY TRANSACTIONS:-

The Company has no material significant transactions with its related parties which may have a potential conflict with the interest of the Company at large. All transactions entered with the Related Parties as defined under the Companies Act, 2013 and regulation 23 of the SEBI (listing Obligation & Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of Business and on arm's length basis and do not attract the provisions of section 188 of the Companies Act, 2013. Thus disclosure in form AOC- 2 is not required. The related party disclosure has been uploaded on the Website of the Company at www.manomaytexindia.com under Investor>>Policy>> policy for determination of materiality of events.

Your Directors draw attention of the members to notes to the financial statement which sets out related party disclosures as per Accounting Standard - 18.

A statement in summary form of transactions with related parties is periodically placed before the Audit committee for review and recommendation to the Board for their approval.

30. EXTRACT OF ANNUAL RETURN:-

The extract of the Annual Return in Form MGT-9 as required under section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration Rules), 2014 is enclosed as **Annexure I**

Kindly take note that the Annual Return is available on the Website of the Company after Conclusion of the AGM in below link :(Link: <http://manomaytexindia.com/Annual-Report-2020.pdf>)

31. INVESTOR EDUCATION AND PROTECTION FUND

There were no amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year.

32. LISTING OF EQUITY SHARE OF THE COMPANY:-

The equity shares of the company are listed on the SME platform of Bombay Stock Exchange Limited (BSE). The Company has paid the Annual Listing Fees to BSE for the financial year 2020-21.

33. COMMITTEES:-

The Board of Directors of the Company constituted the following Committees:

➤ AUDIT COMMITTEE

The Audit Committee comprises Mr. Basant Kishangopal Porwal as Chairman, Mr. Yogesh Laddha and Mr. Dilip Balkishan Porwal as the Members. The Committee is assigned role, powers and responsibilities as provide under clause 52 of the Equity Listing Agreement and Section 177 of the Companies Act, 2013.

➤ NOMINATION AND REMUNERATION COMMITTEE:-

The Nomination and Remuneration Committee comprises with Mr. Dilip Balkishan Porwal as Chairman, Mr. Shrinivas Shivraj Bhattad and Basant Kishangopal Porwal as members. The purpose of NRC is to recommend the nomination and remuneration of Director, KMP and to evaluate the performance of Directors and board.

➤ CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:-

The Corporate Social Responsibility Committee comprises with Mr. Yogesh Laddha, Mr. Dilip Balkishan Porwal Independent Director and Mr. Maheshchandra Kailashchandra Ladha as members. The role of committee is to formulate, design, Implement, review and monitoring of CSR activities in compliance of CSR objective and policy of the company.

➤ INTERNAL COMPLAINT COMMITTEE

The Internal Complaint Committee comprises with Mrs. Pallavi Laddha as Chairperson, Mrs. Munna Devi Khatik as Senior Lady Member, Mr. Rishabh Kothari and Smt. Vandana Nuwal as Member. The purpose of Internal Complaint Committee is to provide safe environment for the female employees of the Company and employees are treated with dignity with a view to maintain a work environment free of sexual harassment whether physical, verbal or psychological.

34. BOARD EVALUATION:-

In compliance with the provision of Companies Act, 2013 and Listing Compliances, the Board carried out at an annual evaluation of its own performance and Independent directors. It also evaluated the performance of its committees. The evaluation inter-alia covered different aspects viz. composition of board and its committees, qualification, performance, inter-personal skills, submission done by the director in varied disciplines related to the company's business etc.

35. MANAGEMENT DISCUSSION AND ANALYSIS:-

The Management Discussion and analysis forms part of this annual Report as **Annexure II** for the year ended 31st March 2020.

36. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:-

In order to prevent sexual harassment of women at work place a new act, The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on Prevention, Prohibition and Redressal of sexual harassment at workplace in line with the provision of the Sexual

Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules there under for prevention and redressal of complaints of sexual harassment at workplace. The company is committed to providing equal opportunities without regard to their race, caste, sex, religion, color, nationality, disability, etc. All women associates (permanent, temporary, contractual and trainees) as well as any women visiting the company's office premises or women service providers are covered under this policy. All employees are treated with dignity with a view to maintain a work environment free of sexual harassment whether physical, verbal or psychological.

During the year under review, no complaints were received by the Company relating to sexual harassment at workplace. The Management of the Company endeavors to provide safe environment for the female employees of the Company.

37. CORPORATE GOVERNANCE:-

Your company is being SME Company and listed on SME exchange of BSE Limited. Therefore, pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the compliance with corporate governance as specified in regulation 17 to 27 and clauses (b) to (i) of sub regulation 2 of regulation 46 and Para C, D and E of Schedule V shall not apply.

38. ACKNOWLEDGEMENT:-

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, Local Bodies, Customers, Suppliers, Executives, Financial Institution and Central and State Governments for their continuous co-operation and assistance.

39. COMPLIANCES OF SECRETARIAL STANDARDS: -

The Company has made all the compliance of Secretarial Standards as notified by the MCA.

Place : Bhilwara
Date : 31.08.2020

FOR: MANOMAY TEX INDIA LIMITED

SD/-
KAILASHCHANDRA HIRALAL LADDHA
[DIN: 01880516]
CHARIMAN

FOR: MANOMAY TEX INDIA LIMITED

SD/-
YOGESH LADDHA
[DIN: 02398508]
MANAGING DIRECTOR

FOR: MANOMAY TEX INDIA LIMITED

SD/-
PALLAVI LADDHA
[DIN: 06856220]
WHOLE TIME DIRECTOR

ANNEXURE I
FORM NO. MGT 9
(EXTRACT OF ANNUAL RETURN)

(Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014)

As on financial year ended on 31.03.2020

1. REGISTRATION & OTHER DETAILS:

1.	CIN	L18101RJ2009PLC028647
2.	Registration Date	13.04.2009
3.	Name of the Company	Manomay Tex India Limited
4.	Category of the Company	Company Limited by shares
5.	Sub-category of the Company	Indian Non Government Company
6.	Address of the Registered office & contact details	32, Heera Panna Market, Pur Road Bhilwara-311001 (Raj.) Contact No. 94141-14983
7.	Whether listed company	Yes
8.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Private Limited 1 st Floor, Bharat Tin Works Buildings Opposite Vasant Oasis, Makawana Road Marol, Andheri (East), Mumbai – 400059 (MH) Board No. : 022 62638200 Fax No : 022 62638299 Email Id : ipo@bigshareonline.com Website : www.bigshareonline.com
9.	PAN	AAFCM9997C

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Trading & Manufacturing of Denim Textile Fabrics	13124	100

3. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**a) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year[As on 1-April-2019]				No. of Shares held at the end of the year[As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
-	-	-	-	-	-	-	-	-	-
A. Promoters	-	-	-	-	-	-	-	-	-
(1) Indian	-	-	-	-	-	-	-	-	-
a) Individual/HUF	5383600	-	5383600	42.45	5800989	-	5800989	39.51	(2.94)
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	2310000	-	2310000	18.21	2310000	-	2310000	15.73	(2.48)
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	7693600	-	7693600	60.66	8110989	-	8110989	55.24	(5.42)
B. Public Shareholding	-	-	-	-	-	-	-	-	-
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-

c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FII's	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions	-	-	-	-	-	-	-	-	-
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	464000	-	464000	3.66	1007421	-	1007421	6.86	3.20
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital up to Rs. 1.00 Lacs	1418000	-	1418000	11.18	1340000	-	1340000	9.13	(2.05)
ii) Individual shareholders holding nominal share capital in excess of Rs 1.00 Lacs	2479750	340000	2819750	22.23	3337440	227500	3564940	24.28	2.05
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	288000	-	288000	2.27	660000	-	660000	4.49	2.22
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies -	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	4649750	340000	4989750	39.34	6344861	227500	6572361	44.76	5.42
Total Public Shareholding (B)=(B)(1)+ (B)(2)	4649750	340000	4989750	39.34	6344861	227500	6572361	44.76	5.42
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	12343350	340000	12683350	100	14455850	227500	14683350	100.00	(0.00)

B) Shareholding of Promoter-

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Share	% 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	Kailash Chandra Hiralal Laddha	986200	7.78	-	1043200	7.10	-	(0.67)
2	Ladha Kailash Chandra Hiralal (HUF)	365250	2.88	-	379450	2.58	-	(0.30)
3	Kamlesh Kailashchand Ladha	371750	2.93	-	428750	2.92	-	(0.01)
4	Kamlesh Kailashchandra Laddha (HUF)	376500	2.97	-	390700	2.66	-	(0.31)
5	Kanta Devi Kailashchandra Ladha	502500	3.96	-	559500	3.81	-	(0.15)
6	Ladha Maheshchandra Kailashchandra (HUF)	169000	1.33	-	183200	1.25	-	(0.08)
7	Mahesh Chandra KailashChand Ladha	943750	7.44	-	983750	6.70	-	(0.74)
8	Pallavi Laddha	551500	4.35	-	606889	4.13	-	(0.22)
9	Pramila Maheshchand Ladha	603900	4.76	-	643900	4.39	-	(0.38)
10	Yogesh Laddha	193250	1.52	-	233250	1.59	-	0.06
11	Yogesh kailashchand Ladaha (HUF)	191250	1.51	-	205450	1.40	-	(0.11)
12	Everstrong Marketing Private Ltd	2310000	18.21	-	2310000	15.73	-	(2.48)
13	Balmukund Ramswaroop Birla	58750	0.46	-	58750	0.40	-	(0.06)
14	Mangidevi Balmukund Birla	50000	0.39	-	50000	0.34	-	(0.05)
15	Kailashchand Balmukund Birla	15000	0.12	-	15000	0.10	-	0.02
16	Ashish Laddha	5000	0.04	-	19200	0.13	-	0.09
	Total	7693600	60.66	-	8110989	55.24	-	(5.42)

C) Change in Promoters' Shareholding:

S. N.	Name of Promoter	Shareholding at the beginning of the year		Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease		Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of Share	% of total Share	Date	Addition / deduction	No. of share	% of total Share	No. of Share	% of total share
-	-								
01	Kailash Chandra Hiralal Laddha	986200	7.78	23.12.19	57000 (Preferential Allotment)	1043200	7.10	1043200	7.10
02	Ladha Kailash Chandra Hiralal (HUF)	365250	2.88	23.12.19	14200 (Preferential Allotment)	379450	2.58	379450	2.58
03	Kamlesh Kailashchand Ladha	371750	2.93	23.12.19	57000 (Preferential Allotment)	428750	2.92	428750	2.92
04	Kamlesh Kailashchandra Laddha (HUF)	376500	2.97	23.12.19	14200 (Preferential Allotment)	390700	2.66	390700	2.66
05	Kanta Devi Kailashchandra Ladha	502500	3.96	23.12.19	57000 (Preferential Allotment)	559500	3.81	559500	3.81
06	Ladha Maheshchandra Kailashchandra (HUF)	169000	1.33	23.12.19	14200 (Preferential Allotment)	183200	1.25	183200	1.25
07	Mahesh Chandra KailashChand Ladha	943750	7.44	23.12.19	40000 (Preferential Allotment)	983750	6.70	983750	6.70
08	Pallavi Laddha	551500	4.35	23.12.19	55389 (Preferential Allotment)	606889	4.13	606889	4.13
09	Pramila Mahesh Laddha	603900	4.76	23.12.19	40000 (Preferential Allotment)	643900	4.39	643900	4.39
10	Yogesh Laddha	193250	1.52	23.12.19	40000 (Preferential Allotment)	233250	1.59	233250	1.59
11	Yogesh kailashchand Ladaha (HUF)	191250	1.51	23.12.19	14200 (Preferential Allotment)	205450	1.40	205450	1.40
12	Ashish Laddha	5000	0.04	23.12.19	14200 (Preferential Allotment)	19200	0.13	19200	0.13

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

S.N.	Name of Top Ten Shareholders	Shareholding at the beginning of the year		Increase/ Decrease in Top Ten Shareholding during the year specifying the reasons for increase / decrease		Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of Share	% of total Share	Date	Addition / deduction	No. of share	% of total share	No. of Share	% of total share
1	Seema Kamlesh Laddha	728250	5.74	23.12.19	57000 (Preferential Allotment)	785250	5.35	785250	5.35
2	Pantomath Stock Brokers Private Limited	260000	2.05	05-04-19	34000 Transfer	294000	2.32		
				19-04-19	4000 Transfer	298000	2.35		
				26-04-19	12000 Transfer	310000	2.44		
				03-05-19	4000 Transfer	314000	2.48		
				17-05-19	(4000) Transfer	310000	2.44		
				24-05-19	(4000)Transfer	306000	2.41		
				31-05-19	8000 Transfer	314000	2.48		
				14-06-19	(4000) Transfer	310000	2.44		
				21-06-19	8000 Transfer	318000	2.51		
28-06-19	68000 Transfer	386000	3.04						

				05-07-19	28000 Transfer	414000	3.26		
				26-07-19	28000 Transfer	442000	3.48		
				02-08-19	28000 Transfer	470000	3.71		
				09-08-19	12000 Transfer	482000	3.80		
				16-08-19	(8000) Transfer	474000	3.74		
				23-08-19	28000 Transfer	502000	3.96		
				30-08-19	6000 Transfer	508000	4.01		
				06-09-19	(4000) Transfer	504000	3.97		
				13-09-19	12000 Transfer	516000	4.07		
				20-09-19	4000 Transfer	520000	4.10		
				27-09-19	4000 Transfer	524000	4.13		
				30-09-19	4000 Transfer	528000	4.16		
				04-10-19	4000 Transfer	532000	4.19		
				11-10-19	4000 Transfer	536000	4.23		
				18-10-19	4000 Transfer	540000	4.26		
				25-10-19	8000 Transfer	548000	4.32		
				01-11-19	16000 Transfer	564000	4.45		
				08-11-19	16000 Transfer	580000	4.57		
				15-11-19	4000 Transfer	584000	4.60		
				22-11-19	12000 Transfer	596000	4.70		
				29-11-19	8000 Transfer	604000	4.76		
				06-12-19	8000 Transfer	612000	4.83		
				13-12-19	4000 Transfer	616000	4.86		
				20-12-19	(28000) Transfer	588000	4.64		
				27-12-19	(8000) Transfer	580000	4.57		
				31-12-19	(4000) Transfer	576000	4.54		
				10-01-20	(32000) Transfer	544000	4.29		
				16-01-20	4000 Transfer	548000	4.32		
				17-01-20	(4000) Transfer	544000	4.29		
				24-01-20	16000 Transfer	560000	3.81		
				31-01-20	12000 Transfer	572000	3.90		
				07-02-20	(28000) Transfer	544000	3.70		
				14-02-20	12000 Transfer	556000	3.79		
				21-02-20	8000 Transfer	564000	3.84		
				28-02-20	36000 Transfer	600000	4.09		
				06-03-20	(24000) Transfer	576000	3.92		
				13-03-20	44000 Transfer	620000	4.22		
				20-03-20	20000 Transfer	640000	4.36		
				27-03-20	20000 Transfer	660000	4.49	660000	4.49
03	Sanwariyaji Texfab Industries Limited	-	-	23-12-19	428571 (Preferential Allotment)	428571	2.92	428571	2.92
04	Miker Financial Consultants Pvt Ltd	404000	3.19	-	-	-	-	404000	2.75
05	Sushil Kumar Laddha	-	-	23-12-19	142850 (Preferential Allotment)	142850	0.97	142850	0.97
06	Bhagchand Bumb	-	-	23-12-19	142850 (Preferential Allotment)	142850	0.97	142850	0.97
07	Esspal International Private Limited	-	-	23-12-19	142850 (Preferential Allotment)	142850	0.97	142850	0.97
08	Dilip Kumar Toshniwal	128000	1.01	-	-	-	-	128000	0.87
09	Aruna Jain	-	-	23-12-19	100000 (Preferential Allotment)	100000	0.68	100000	0.68
10	Ajay Kumar Birla	96000	0.76	-	-	-	-	96000	0.65
11	Rishi Ajmera (HUF)	92000	0.73	31-05-19	(92000) Transfer	-	-		
				09-08-19	92000 Transfer	92000	0.73	92000	0.63
12	Jyoti Maheshwari	68000	0.54	23-08-19	(8000) Transfer	60000	0.47		
				20-09-19	(4000) Transfer	56000	0.44		
				04-10-19	(4000) Transfer	52000	0.41		
				11-10-19	(4000) Transfer	48000	0.38		

				18-10-19	(4000) Transfer	44000	0.35		
				25-10-19	(4000) Transfer	40000	0.32		
				22-11-19	(4000) Transfer	36000	0.28		
				06-12-19	(4000) Transfer	32000	0.25		
				21-02-20	(8000) Transfer	24000	0.16		
				28-02-20	(4000) Transfer	20000	0.14		
				06-02-20	(4000) Transfer	16000	0.11		
				13-03-20	(8000) Transfer	8000	0.05		
				20-03-20	(4000) Transfer	4000	0.03	4000	0.03
13	Indu Malu	58000	0.46	-	-	58000	0.40	58000	0.40
14	Madhu Toshniwal	52000	0.41	28-06-19	(4000) Transfer	48000	0.38	48000	0.33
15	Prakash Hingar	50000	0.39	31-08-19	(50000) Transfer	-	-		
				06-09-19	50000 Transfer	50000	0.39		
				16-01-20	(50000) Transfer	-	-		
				17-01-20	50000 Transfer	50000	0.35	50000	0.35
16	Hasmukh Heda	50000	0.39	-	-	50000	0.39	50000	0.39
17	Varsha Jain	50000	0.39	31-08-19	(50000) Transfer	-	-		
				06-09-19	50000 Transfer	50000	0.39		
				16-01-20	(50000) Transfer	-	-		
				17-01-20	50000 Transfer	50000	0.35	50000	0.35

E) Shareholding of Directors and Key Managerial Personnel:

S. No.	Name of Director / KMP	Shareholding at the beginning of the year		Increase/ Decrease in Director / KMP Shareholding during the year specifying the reasons for increase / decrease		Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of Share	% of total Share	Date	Addition / deduction	No. of share	% of total Share	No. of Share	% of total share
1	Kailash Chandra Hiralal Laddha	986200	7.78	23.12.19	57000(Preferential Allotment)	1043200	7.10	1043200	7.10
2	Yogesh Laddha	193250	1.52	23.12.19	40000(Preferential Allotment)	233250	1.59	233250	1.59
3	Mahesh Chandra KailashChand Ladha	943750	7.44	23.12.19	40000 (Preferential Allotment)	983750	6.70	983750	6.70
4	Kamlesh Kailashchand Ladha	371750	2.93	23.12.19	57000 (Preferential Allotment)	428750	2.92	428750	2.92
5	Pallavi Laddha	551500	4.35	23.12.19	55389 (Preferential Allotment)	606889	4.13	606889	4.13
6	Shriniwas Shivraj Bhattad	4000	0.03	-	-	-	-	4000	0.03
7	Basant Kishangopal Porwal	-	-	-	-	-	-	-	-
8	Dilip Balkishan Porwal	-	-	-	-	-	-	-	-
9	Bharat Agal (CFO)	16000	0.13	Ceased from the post of CFO w.e.f. 30.10.2019					
10	Prateek Jain (CS)	-	-	Ceased from the post of CS w.e.f. 29.08.2019					
11	Raj Kumar Chechani (CFO)	Appointed as CFO w.e.f. 01.11.2019		-	-	-	-	16000	0.11
12	Kamesh Shri Shri Mal (CS)	Appointed as CS w.e.f. 30.08.2019		-	-	-	-	-	-
	Total	3066450	24.18	-	-	-	-	3315839	22.58

F) INDEBTEDNESS-

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

(Rs. in Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	7007.21	2392.72	0.00	9399.93
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	7007.21	2392.72	0.00	9399.93
Change in Indebtedness during the financial year				
* Addition	1191.03	1695.95	0.00	2886.98
* Reduction	1193.80	2362.19	0.00	3555.99
Net Change	-2.77	-666.24	0.00	-669.01
Indebtedness at the end of the financial year				
i) Principal Amount	7004.44	1726.48	0.00	8730.92
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	7004.44	1726.48	0.00	8730.92

4. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

(Rs. in Lacs)

S. No.	Particulars of Remuneration	Name of MD/WTD/Director/ Manager					Total Amount
		Kailash Chandra Laddha (WTD)	Yogesh Laddha (MD)	Kamlesh Kailashchand Ladha (WTD)	Mahesh chandra Ladha (WTD)	Pallavi Ladha (WTD)	
1	Gross salary						
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12.36	26.50	13.55	13.55	16.40	82.36
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-	-
2	Stock Option	-	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-	-
4	Commission - as % of profit	-	-	-	-	-	-
5	Others, please specify	-	-	-	-	-	-
	Total (A)	12.36	26.50	13.55	13.55	16.40	82.36

B. Remuneration to other directors (Independent & other Non Executive Directors): NIL

C. Remuneration to KMP other than MD / Manager / WTD / Director :

(Rs. in Lacs)

S. No.	Particulars of Remuneration	Name of KMP (other than MD / Manager / WTD / Director)				Total Amount
		Bharat Agal (CFO) 01/04/2019 To 30/10/2019	Prateek Jain (CS) 01/04/2019 To 29/08/2019	Raj Kumar Chechani (CFO) 01/11/2019 To 31/03/2020	Kamesh Shri Shri Mal (CS) 30/08/2019 To 31/03/2020	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4.28	1.04	1.92	1.17	8.41
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission - as % of profit	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	Total (C)	4.28	1.04	1.92	1.17	8.41

5. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Place : Bhilwara
Date : 31/08/2020

FOR: MANOMAY TEX INDIA LIMITED

SD/-
KAILASHCHANDRA HIRALAL LADDHA
[DIN: 01880516]
CHARIMAN

FOR: MANOMAY TEX INDIA LIMITED

SD/-
YOGESH LADDHA
[DIN: 02398508]
MANAGING DIRECTOR

FOR: MANOMAY TEX INDIA LIMITED

SD/-
PALLAVI LADDHA
[DIN: 06856220]
WHOLE TIME DIRECTOR

ANNEXURE II**ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO**

Information pursuant to Section 134 (3) (m) of the Companies Act, 2013 and under Rule 8 (3) of Companies (Accounts) Rules 2014 and forming part of the Directors' Report for the year ended 31st March, 2020.

(A) CONSERVATION OF ENERGY :**(i) The steps taken or impact on conservation of energy;**

1. The Company has taken adequate steps for energy conservation. However, the same have been impaired by quality of power available from the Ajmer Vidhut Vitran Nigam Limited and Maharashtra State Electricity Distribution Company Limited causing frequent interruption in the manufacturing process.
2. The adequate steps are taken for conserving energy while designing the plant itself.
3. Availability of un-interrupted power supply would help in reducing the cost of production.
4. Creating awareness among all the staff members to conserve energy.
5. Use of energy efficient CFL and LED lights and changing of Electronics Ballast in place of Copper Ballast.

(ii) Total energy consumption per unit of production:

Particulars	2019-20	2018-19
1. Electricity :		
(a) Purchased Units (KWH in lacs) from AVVNL & MSEDCL & Open Excess	153.81	155.41
Total Amount (Rs. in lacs)	1166.71	1192.81
Cost of per unit purchased from AVVNL & MSEDCL (Rs./KWH)	Rs.7.59/unit	Rs.7.68/unit
(b) Solar		
Unit (Kwh In Lacs)	2.49	NIL
Total Amount	10.45	NIL
Cost Per Unit	4.20/UNIT	NIL
(b) Own Generation		
Diesel consumed (Liters in lacs)	0.15	0.13
Cost of diesel consumed (Rs. in lacs)	10.73	8.83
Units of Electricity generated by own DG Set in lacs	0.41	0.30
Cost of per unit generated by own DG Set	26.17	29.75
Total Units of Electricity Consumed(KWH in lacs)	156.71	155.71
2. Coal & Lignite :		
Quantity (in MT)	NIL	NIL
Total Cost (Rs. In Lakh)	NIL	NIL
Cost of per MT (Rs./MT)	NIL	NIL

(iii) Consumption per unit of production:

Particulars	2019-20	2018-19
Electricity (KWH)	156.71	155.71
Total Production (OWN + JOB) (In Meters)	325.89	312.84
Electricity Consumed Per Meter	0.48/Unit	0.50/Unit

(B) TECHNOLOGY ABSORPTION:

(i) The efforts made towards technology absorption;

Efforts towards technology absorption included continued efforts for process improvements and improved formulation types / strengths to improve the efficacy, productivity and profitability of the Company.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution: Product development, value addition and sustainable.

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

(a) The details of technology imported: The Company has not imported any technology during the last three financial years.

(b) The year of import: Not Applicable

(c) Whether the technology been fully absorbed: Not Applicable

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not Applicable

(C) FOREIGN EXCHANGE EARNING & OUTGO :

(Rs. In lacs)

Particulars	2019-20	2018-19
Foreign Exchange Earning	18863.25	15339.78
Foreign Exchange Outgo		
In Capital Goods	-	15.75
In Store and Spares & chemicals	1738.98	1143.73
In Other		
- Commission	319.61	129.33
- AMC charges & other sales exp.	01.27	-
Total	2059.86	1288.81

Place : Bhilwara
Date : 31.08.2020

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

SD/-
KAILASHCHANDRA HIRALAL LADDHA
[DIN: 01880516]
CHAIRMAN

SD/-
YOGESH LADDHA
[DIN: 02398508]
MD

SD/-
PALLAVI LADDHA
[DIN: 06856220]
WTD

ANNEXURE III
MANAGEMENT DISCUSSION AND ANALYSIS

DIRECTORS & OFFICERS
MANOMAY
 A MOMENT OF STYLE

S.N.	Name of Executive Directors	Designation
1.	Mr. Kailashchandra Hiralal Laddha	Whole Time Director cum Chairman
2.	Mr. Yogesh Laddha	Managing Director
3.	Mr. Maheshchandra Kailashchandra Ladha	Whole Time Director
4.	Mr. Kamlesh Kailashchand Ladha	Whole Time Director
5.	Ms. Pallavi Laddha	Whole Time Director

History of denim fabric

The word “denim” comes from the French serge de Nimes, which refers to a particular type of fabric that was produced in Nimes, a town in France. Over time, this warp-faced cotton weave style became popular throughout the region, and this popularity spread into neighboring Italy.

The city of Genoa rapidly became the world’s biggest producer of serge de Nimes. Since the French name for Genoa is “Genes,” the name “jeans” stuck when this fabric gained renewed popularity during the American Gold Rush.

INDUSTRY REVIEW

India was introduced to denim fabric in 1986; initially the denims which were coming with 5 pockets which were the basic denims but as mid’90s-2000 approached that was a period of rapid growth where the capacity increased along with the global acceptance of the Indian product.

- A. **Men’s Denim Segment:** Denim was popular with men in the urban cities only, however, it has now gradually become popular in the semi-urban and rural markets also. Growing awareness and an increasing affinity for global fashion have led to this development. Denim is considered the most versatile fabric for men with multiple applications over casual wear, work wear and everyday wear.
- B. **Women’s Denim Segment:** Among Indian women, jeans or denim trousers are the most popular articles. Women across different age brackets and spanning all shapes and sizes like to wear denim as it is comfortable, functional and durable. Denim is also gaining popularity in atleisure form among women owing to the comfort provided by stretch denims.

Denim has become a huge part of our everyday life. Started as merely as a jeans fabric, Denim is now ruling the textile industry dealing in all of the major clothing segments. Needless to say, it has almost become synonymous to the lifestyle. Men, women, and children of all ages have grown a liking towards wearing these stylish threads.

The Indian Denim industry holds the total installed capacity of 1.5 billion meters. This makes India the second largest textile industry in the world, only behind China. This has set extremely high standards for us to keep our edge in the market and to gain an upper hand.

SUCCESS HISTORY

The year 1978 witnessed the launch of Dhanlaxmi Group aiming to make a mark in the Indian and International textile industry with quality production of Denim. In the span of next 30 years, we came up with a varied set of high-end technology which included installing Auto Looms, and achieved a specialization in Cotton Dhooties. These 41 years we spent on establishing ourselves, resulted in strengthening a strong foundation for marketing our products and eventually reaching to a wider audience.

With all the raw material in hand, we ventured ourselves into the marketing area of Denim Textile with our newest weaving plant. The installation of this plant gave our company the head start we wanted to keep the momentum going with a production capacity of 36 Million Meter Per Annum, our company got incorporated in 2009 under the name of M/s Manomay Tex India Private Limited. The year 2012 was our gateway into the Denim textile world when we launched our first Denim plant at Chittorgarh. As the commercial production took an upward turn, it resulted in the introduction of new Denim machineries. As the production capacity grew larger, we converted ourselves from a Private Limited to Public Limited to serve our customers, better.

Equity share of company listed on BSE on SME Platform in 2017 and company was conquered by installing new auto airjet looms alongside Indigo dyeing machineries. Since then, we have been working towards commercializing our production, and focusing on the expansion. This has been hugely contributed by installing new and advanced technological machineries to constantly upgrade our quality standards.

A. DOMESTIC MARKET

Company trade our product all over India mainly in Metro Cities like New Delhi, Mumbai, Chennai, Kolkata, Ahmadabad, Ludhiana, Indore, Bangalore, Kanpur, and Bellary.

B. INTERNATIONAL MARKET

Company supply our Denim Product in 14+ Countries like Colombia, Mexico, Egypt, Chile, Venezuela, Paraguay, Guatemala, Peru, Ecuador, Lebanon, Sri Lanka, Bangladesh, Argentina and Bolivia.

TWO STAR EXPORT HOUSE

We would like to inform you that our company got status of Two Star Export House from Government of India, Ministry of Commerce & Industry, and Directorate General Foreign Trade Authority. This Certificate valid for a period of Five Years Effective from 30.01.2019 to 29.01.2024

TEXPROCIL EXPORT AWARD 2018-19



We would like to inform you that company has won TEXPROCIL Export Award 2018-2019 in the Gold Trophy for the Highest Exports of 'Denim Fabrics' under Category II (Export performance above Rs.75 Cr. And upto Rs. 250 Cr.) from The Cotton Textiles Export Promotion Council (TEXPROCIL). The company has taken this export award from the Honorable Union Minister of Textiles and Women & Child Development, Government of India, Smt. Smriti Zubin Irani, in the function organize by TEXPROCIL at the 'Ballroom ITC Grand Central, 287 Dr. Bhbasahed Ambedkar Road, Parel, Mumbai-400012 on Thursday 16.01.2020. This Export Award has taken By Managing Director Yogesh Laddha and Executive Director Maheshchandra Kailashchandra Ladha of the Company.

SWOT ANALYSIS

STRENGTHS

- Existence of sufficient productive capacity.
- Managements with professional and business background
- Existence of qualified technical personnel.
- Large Domestic market.
- Abundant availability of excellent quality cotton suitable for denim.

WEAKNESSES

- Non availability of cost efficient skilled labour.
- Cost based market set up.
- Highly competitive environment with lots of unorganized and organized players, which may lead to price cutting from existing players and new entrants.

OPPORTUNITIES

- Growing domestic and international demands.
- Indian market is most reliable and efficient market for US, Europe & UK Buyers
- Product mix and product diversification.

THREATS

- Entry of multinational in domestic markets
- Demand supply mismatch, resulting into oversupply position in Domestic Market
- Stiff competition from Asian countries.
- Fast changing fashion and fabric demands.

FINANCIAL PERFORMANCE AND ANALYSIS

(Rs in Lacs)

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
Sales and other Income	40562.01	37662.18
PBT	742.16	737.70
Net Profit for the year	677.75	403.00

** For detailed explanation, please refer Director's Report.

SEGMENTWISE PERFORMANCE

The Management reviewed the disclosure requirement of segment wise reporting and is of the view that since the Company's products are covered under Textile Industry which is single business segment in terms of AS-17 and therefore separate disclosure on reporting by business segment (product wise) is not required.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Company has sound and adequate internal control systems commensurate with its size and nature of business. We constantly upgrade our systems for incremental improvements. The Audit Committee of the Board periodically reviews these systems. These systems ensure protection of assets and proper recording of transactions and timely reporting. Internal audit is conducted out by an independent professional firm on regular basis. The Audit Committee also regularly reviews the periodic reports of the Statutory Auditors, Internal Auditors and Accounts departments. The Company has

trained the staff in order to upgrade with the recent changes in the taxation like GST. Audit Committee constantly tries to add value by evaluating existing systems.

RISK MANAGEMENT

The risk management framework of the Company ensures compliance with the requirements SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Framework establishes risk management across all service areas and functions of the Company, and has in place procedure to inform the top Management about the risk assessment and minimization process. The Company is exposed to risks form market fluctuations of foreign exchange, finance etc.

Overall negative impact is expected across the industry due to current COVID 19 pandemic. A shift towards online business is expected to happen due to the fear & the restrictions to maintain the social distancing. Also, there could be short time recessionary pressure due to job losses and money crunch in the market and there are visible logistic constraints i.e. availability of containers & vessels, increased transit time & costs and refusal of acceptance of orders by suppliers.

FOREIGN EXCHANGE RISK

The Company has considerable exposure in foreign currency as the export constitutes about 45.30% of the total turnover. In the market determined exchange rate regime and volatility in the forex market affects realization of the Company. The Company has well documented foreign exchange risk policy and currency risks are hedged accordingly through forward contracts.

HEALTH, SAFETY AND SECURITY MEASURES

The Company continues to accord the highest priority to health and safety of its employees and communities it operates in. The Company has been fully committed to comply with all applicable laws and regulations and maintains the highest standard of Occupational Health and Safety and ensures safer plants by conducting safety audits, risk assessments and periodic safety awareness campaigns and training to employees. We believe in good health of our employees. Modern occupational health and medical services are accessible to all employees through well-equipped occupational health centers at manufacturing unit. Further, to prevent the spread of pandemic Covid 19, the Company has taken all precautionary measures required, such as social distancing, use of masks and sanitizers etc., at all its plant as well as at Register Office & Branch office locations. Your Company is in full compliance of all Government directives issued in this behalf. The Company has always considered safety as one of its key focus areas and strives to make continuous improvement on this front.

SOCIAL RESPONSIBILITY ISSUES FOR THE COMPANY (CSR)

As a part of society, the company covers certain thrust areas such as Tree Plantation, School Building Construction, Promoting Education, Environmental Sustainability, Safe Drinking Water, healthcare, livelihood enhancement Projects, Animal welfare and empowering women. For this our company developed a CSR scheme and spends at least 2% of its average profit last three years, every year. This year Rs. 11.73 lacs were spent on promote Education, making available drinking water facilities.

HUMAN RESOURCE AND INDUSTRIAL RELATIONS

Human capital has always been the most important and valuable asset for the Company. Company continued its activities during the year in a cordial atmosphere with utmost co-operation amongst employees and the management. The management is committed to promote safety, occupational health and proper environment in designing, planning, training and completion of all tasks. Trainings are imparted to workmen in various new techniques and systems.

CAUTIONARY STATEMENT

Statements in this report on Management Discussion and Analysis, describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking, considering the applicable laws and regulations. These statements are based on certain assumptions and expectation of future events. Actual results could, however, differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include finished goods prices, raw materials costs and availability, global and domestic demand supply conditions, fluctuations in exchange rates, changes in Government regulations and tax structure, economic developments within

India and the countries with which the Company has business contacts. The Company assumes no responsibility in respect of the forward looking statements herein, which may undergo changes in future based on subsequent developments, information or events.

IMPACT OF COVID-19 PANDEMIC ON TEXTILE & APPAREL INDUSTRY:

The Indian textile and apparel industry has been adversely impacted in the short to mid-term due to lockdown and lower consumer spends. The sector is reeling under liquidity and cost pressure as well due to the unprecedented damage caused by COVID-19.

The drop in sales is also expected to impact the profitability in the near term. The exact impact of this pandemic can't be estimated at this point of time but the company expect a substantiate increase in purchase price, material handling, transportation and the same will significantly increase the inventory cost.

The month of March saw the world being impacted by the COVID-19 pandemic and the nation going into a lockdown. The lockdown disrupted the normal business activities and created pressure on absorption and collections. We are closely monitoring the situation as the events unfold to ensure that the Company responds in a timely manner in the interest of the business. However, the pandemic will bring about many long-term changes to how we do business. This will also open a lot of new opportunities for growth of the business.

Place : Bhilwara
Date : 31.08.2020

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

SD/-
KAILASHCHANDRA HIRALAL LADDHA
[DIN: 01880516]
CHAIRMAN

SD/-
YOGESH LADDHA
[DIN: 02398508]
MD

SD/-
PALLAVI LADDHA
[DIN: 06856220]
WTD

ANNEXURE IV

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY

(Information pursuant to section 134 (3) (0) of the Companies Act, 2013 read with the Rule 8 & 9 of (Companies CSR Rule, 2014)

1	A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs :	<p>The CSR Policy of the Company reflects the Company's philosophy on its social commitment and mission which is designed to portray its obligation to be a responsible corporate citizen and presents the strategies and methods for undertaking social programs for well-being and sustainable development of the local community in which it operates. The Policy applies to all CSR initiatives and activities taken up at the various work centers and locations of the Company, for the benefit of various segments of the society, with the emphasis on the under privileged.</p> <p>In accordance with the primary CSR philosophy of the Company and the specified activities under Schedule VII to the Companies Act, 2013, the CSR activities of the Company cover certain thrust areas such as Safe Drinking Water, Tree Plantation, Environmental Sustainability, Promoting Education, Eradicating Hunger Poverty & Social evils and promoting religious activities & Social welfare etc.</p> <p>The Corporate Social Responsibility Policy of the Company is available on the website of the Company http://www.manomaytexindia.com/CSR-Policy.pdf in the 'Policies' under 'Investor Relation'.</p>												
2.	Composition of CSR Committee :	1.Shri Yogesh Laddha 2.Shri Maheshchandra Kailashchandra Ladha 3.Shri Dilip Balkishan Porwal												
3.	Average net profit of the company for last three financial years (Amount in Lacs)	<table border="1"> <thead> <tr> <th>Financial Year</th> <th>Net Profit (Rs. in lacs)</th> </tr> </thead> <tbody> <tr> <td>2018-19</td> <td>737.70</td> </tr> <tr> <td>2017-18</td> <td>629.88</td> </tr> <tr> <td>2016-17</td> <td>374.37</td> </tr> <tr> <td>Total</td> <td>1741.95</td> </tr> <tr> <td>Avg. Profit</td> <td>580.65</td> </tr> </tbody> </table>	Financial Year	Net Profit (Rs. in lacs)	2018-19	737.70	2017-18	629.88	2016-17	374.37	Total	1741.95	Avg. Profit	580.65
Financial Year	Net Profit (Rs. in lacs)													
2018-19	737.70													
2017-18	629.88													
2016-17	374.37													
Total	1741.95													
Avg. Profit	580.65													
4.	Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above) (Amount in Lacs)	Rs. 11.61 Lacs												
5.	Details of CSR spent during the financial year. (1) Total amount to be spent for the F.Y. (Amount in Lacs) (2) Amount unspent , if any; (3) Manner in which the amount spent during the financial year:	Rs. 11.73 Lacs Nil Specified as under												

(Rs. in Lacs)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No	CSR Project or	Sector in which the Project is	Projects or Programs	Amount outlay	Amount Spent on The Projects or	Cumulative expenditure	Amount Spent: Direct or

	Activity Identified	covered	(1) Local Area or other (2) Specify The State and District where Projects or Programs was undertaken	(budget) Project Programs Wise	programs Sub heads: (1) Direct Expenditure On projects or programs (2)Overheads	Up to the Reporting period	Through Implementing Agency
1.	Furniture (Chair and Tables) Distribution	Promoting Education	Gangrar, Chittorgarh (Raj.)	0.73	0.73	0.73	Direct
2.	Plantation	Environmental Sustainability	Gangrar, Chittorgarh (Raj.)	2.22	2.22	2.22	Direct
3.	Water Drinking Stand	Safe Drinking Water	Chittorgarh (Raj.)	1.1	1.1	1.1	Direct
4.	Water Facility in Hospital	Safe Drinking Water	Gangrar Chittorgarh	0.76	0.76	0.76	Direct
5.	Rajasthan Mahesh Sewa Nidhi	Empowering Women	Bhilwara (Raj.)	0.24	0.24	0.24	Implementing Agency
6.	Rajasthani Yuvak Mandal	Promoting Health Care	Ichalkaranji (MH)	0.11	0.11	0.11	Implementing Agency
7.	Shri ShivUpasak Mandal	Promoting Health Care	Ichalkaranji (MH)	0.02	0.02	0.02	Implementing Agency
8.	Shree Gadhbor Charbhuj Sheva Sansthan	Eradication of poverty, hunger and social evils, Promoting Education, culture & religion and Preventive Health Care	Chittorgarh (Raj.)	1.81	1.81	1.81	Implementing Agency
9.	Sneh Samarpan Foundation	livelihood enhancement Projects For Child	Bhilwara (Raj.)	1.00	1.00	1.00	Implementing Agency
10.	Seva Bharti	Health Care	Ichalkaranji (MH)	0.26	0.26	0.26	Implementing Agency
11.	Hare Krishna Gay Seva Arogya Niketan Sansthan	Animal Welfare	Ichalkaranji (MH)	0.06	0.06	0.06	Implementing Agency
12.	Dkte Society	Promoting education	Ichalkaranji (MH)	0.23	0.23	0.23	Implementing Agency
13.	Mahesh Nav Youak Mandal	Promoting education & Health Care	Ichalkaranji (MH)	0.11	0.11	0.11	Implementing Agency
14.	Cry- Children Right & You	Promoting Education & Health Care for Child	Ichalkaranji (MH)	0.12	0.12	0.12	Implementing Agency
15.	Mahesh Shasneek Seva Trust	Promoting education	Ichalkaranji (MH)	0.4	0.4	0.4	Implementing Agency
16.	Plastic Dustbin	Environmental Sustainability & Sanitation	Gangrar, Chittorgarh (Raj.)	2.02	2.02	2.02	Direct

17.	Furniture (Chair)	Promoting Education	Gangrar, Chittorgarh (Raj.)	0.04	0.04	0.04	Direct
18.	Muskan School Bhilwara	Promoting Education	Bhilwara (Raj.)	0.29	0.29	0.29	Direct
19.	Cry-Child Rights and You	Promoting Education & Health Care for Child	Bhilwara (Raj.)	0.18	0.18	0.18	Implementing Agency
Total				11.7	11.7	11.7	

1. Our Company has spent Rs. 11.73 lacs during the financial year 2019-20. Which exceeds the Company's obligation against CSR, prescribed under section 135 of the companies act 2013 i.e. Rs. 11.61 Lac which is 2% of the average net profit of the last 3 FYs or any part thereof. In addition to above the Company has also contributed Rs. 5.00 Lakh towards CM Care Fund for COVID-19.
2. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy is in compliance with CSR objective and policy of the Company

We hereby affirm that the CSR projects were designed, implemented and periodically reviewed in accordance with the CSR Policy of the Company framed pursuant to the provisions of the Companies Act, 2013 and rules there under.

Place : Bhilwara
Date : 31.08.2020

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

SD/-
KAILASHCHANDRA HIRALAL LADDHA
[DIN: 01880516]
Chairman of The Co.

SD/-
YOGESH LADDHA
[DIN : 02398508]
MD & Chairman of
CSR Committee



Corporate Social Responsibility: - Under Muskan Shikshan Kendra Bhilwara, the Manomay Tex India Limited was Distribution of Child Shoe to Boys and Girls Students of School.

Annexure V to the Boards Report
FORM NO. MR-3
SECRETARIAL AUDIT REPORT
For The Financial Year Ended On 31st March, 2020

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

To,
The Members,
Manomay Tex India Limited,
32, Heera Panna Market
Pur Road
Bhilwara-311001 (Rajasthan)

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MANOMAY TEX INDIA LIMITED**(hereinafter called 'the Company')(CIN-**L18101RJ2009PLC028647**).The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of **MANOMAY TEX INDIA LIMITED** books, papers, minute books, forms, and returns filed and other records maintained by the company and also information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has during the audit period covering the financial year ended on 31st March, 2020 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by Manomay Tex India Limited for the financial year ended on 31st March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act ,1956 (SCRA) and the rules made there under;
- (iii) The Depositors Act,1996 and the Regulations and Bye laws framed there under;
- (iv) Foreign Exchange Management Act,1999 and the rules and regulations made there under to the extent of Foreign Direct Investment , Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulation and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers)Regulations,2011;

- (b) The securities and Exchange Board of India (Prohibition of insider Trading) regulations ,1992;
- (c) The Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations ,2009;
- (d) The securities and exchange Board of India (Employee Stock option scheme and Employee Stock Purchase Scheme) Guidelines , 1999 ; **(Not applicable to the Company during the Audit Period)**
- (e) The securities and Exchange Board of India (Issue and listing of Debt Securities) Regulations , 2008 ;
- (f) The Securities and exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations , 1993 regarding the Companies Act and dealing with client ; **(Not applicable to the Company during the Audit Period)**
- (g) The Securities and Exchange Board of India (Delisting of Equity Share) Regulations 2009 ; **(Not applicable to the Company during the Audit Period)**
- (h) The securities and Exchange Board of India (Buy back of securities) Regulations, 1998 ;(**Not applicable to the Company during the Audit Period)**

(vi) I had relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The List of major head/groups of the Acts, Laws and Regulations as applicable to the Company are:-

OTHER APPLICABLE ACTS,

- The Minimum Wages Act, 1948, and rules made there under,
- The Employees' State Insurance Act, 1948, and rules made there under,
- The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made there under,
- The Payment of Bonus Act, 1965, and rules made there under,
- The Payment of Gratuity Act, 1972, and rules made there under,
- The Factories Act, 1948 and allied State Laws.
- The Payment of wages Act, 1936.
- The Air (Prevention and Control of Pollution) Act, 1981
- The Environment (Protection) Act, 1986
- Equal Remuneration Act, 1976
- Legal Metrology Act, 2009
- The Water (Prevention and Control of Pollution) Act, 1974
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

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

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

I further report that, during the year under review:

1. The Board of Directors of company is duly constituted i.e. with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There are no changes in the composition of the Board of Directors.
2. 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, 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.
3. 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 the company had following events which had bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. as may be applicable.

- A)** The Company proposes not to transfer any amount to the reserves and an amount of Rs. 677.75 Lacs proposed to be retained in the Profit & Loss A/c.
- B)** To conserve the resources of the company for its activities/expansion the board, do not proposes any dividend for the F.Y. ended 31.03.2020 and carried forward the net profit balance to the next year.
- C)** Company reported revenue from operation of Rs. 40544.57 Lacs as compared to 37662.18 Lac in the previous year and recorded 7.65% increase, inspite off suffering from pandemic effect of Covid-19, which has greatly impacted the performance of the company in the last month of the financial year 2019-20. Profit after tax of the company has been increased from Rs. 403.00 Lacs to Rs. 677.75 Lacs which showed an increase by 68.18%.
- D)** During the year Company has raised it's Authorised Share Capital from Rs. 13.00 Crore to 15.00 Crore and raised its paid up share capital by way of preferential allotment of 20,00,000 Equity Shares of Rs. 10/- each at premium of Rs. 25/- each. The capital structure of the company as on 31.03.2020 are as follows:-
The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore only) divided into 150,00,000 (One Crore Fifty Lacs only) equity shares of Rs.10/- each.
The Paid up share capital of the Company is Rs.14,68,33,500/- (Rupees Fourteen Crore Sixty Eight Lacs Thirty Three Thousand Five Hundred only) divided into 1,46,83,350 (One Crore Forty Six Lacs Eighty Three Thousand Three Hundred Fifty only) equity shares of Rs.10/- each.

- E) There have been no material changes and commitments, if any, 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.
- F) During the year under review there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.
- G) As on March 31, 2020, the Company does not have any subsidiary or joint venture or any associates Company.
- H) Company is required to maintain the cost record as specified by the Central Government under subsection(1) of section 148 of the Companies Act, 2013 and the company has made and maintained the cost record as prescribed. On the recommendation of the Audit Committee, the Board has appointed M/s Avnesh Jain & Co., Cost Accountants, Jaipur as cost auditors for conducting the audit of cost records of the Company for the financial year 2020-21.
- I) The Company has not invited / accepted any deposits from the public during the year ended March 31, 2020. There were no unclaimed or unpaid deposits as on March 31, 2020.
- J) The company has approved the CSR policy and the Company has contributed Rs. 11,73,583/- (Rupees Eleven Lac Seventy Three Thousand Five Hundred Eighty Three Only) which is more than the statutory requirement under the law. The main thrust of the company has been to contribute towards Safe Drinking Water, Tree Plantation, Environmental Sustainability, Promoting Education, Eradicating Hunger Poverty & Social evils and promoting religious activities & Social welfare etc, which are in accordance with CSR Policy of the Company and Schedule VII of The Companies Act, 2013. The Annual CSR Report of the Company is provided in Annexure IV forming part of this report.

The CSR Committee is duly constituted with the following members:-

S. N.	Name of Director	Designation
1	Yogesh Laddha	Chairman
2	Maheshchandra Kailashchandra Ladha	Member
3	Dilip Balkishan Porwal	Member

- K) The equity shares of the company are listed on the SME platform of Bombay Stock Exchange Limited (BSE). The Company has paid the Annual Listing Fees to BSE for the financial year 2020-21.
- L) During the year, Mr. Prateek Jain [PAN : BABPJ0094D] ceased from the post of company secretary w.e.f. 29.08.2019, Mr. Kamesh Shrishri Mal [PAN : CJEPM3737M] appointed as company secretary of the company w.e.f. 30.08.2019. Mr. Bharat Agal [PAN : AHSPA1218K] ceased from the post of CFO w.e.f. 30.10.2019, Mr. Raj Kumar Chechani [PAN : AXKPC6508J] appointed as CFO of the company w.e.f. 01.11.2019. Mr. Yogesh Laddha [DIN : 02398508] reappointed as Managing Director, Mr. Kailashchandra Hiralal Laddha [DIN : 01880516], Mr. Kamlesh Kailashchand Ladha [DIN : 03520135] & Ms. Pallavi Laddha [DIN : 06856220] reappointed as Whole Time Director for the period of three years w.e.f. 16.01.2020. The terms of their Re-appointment & remuneration to be ratified by the members in the ensuing Annual general meeting. In accordance with the provisions of Section 152 of the Companies Act and Articles of Association Mr. Kailashchandra Hiralal Laddha [DIN: 01880516] & Mr. Maheshchandra Kailashchandra Ladha [DIN :

02333125] shall retire by rotation and being eligible offers themselves for reappointment at the ensuing Annual General Meeting of the Company.

- M)** Company has voluntary adopted Anti –COVID safeguards.
- N)** As informed, the Company has responded appropriately to notices received from various statutory/regulatory authorities including initiating actions for corrective measures, wherever found necessary.

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

FOR AVINASH NOLKHA & ASSOCIATES

Practicing Company Secretary

Sd/-

AVINASH NOLKHA

(Proprietor)

Date: August 10, 2020

Place: Bhilwara

COP No.: 13885

Membership No. : F10586

UDIN F010586B000566889

(This report is to be read with my letter of even date which is annexed as Annexure-A which forms an integral part of this report.)

‘Annexure A’
ANNEXURE TO SECRETARIAL REPORT

To,
The Members,
ManomayTex India Limited,
32, Heera Panna Market
Pur Road
Bhilwara-311001 (Rajasthan)

My Secretarial Audit Report of even date, for the financial year 2019-2020 is to be read along with this letter-
Management Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper system to ensure compliance with provisions of all applicable laws and regulations and to ensure that systems are adequate and operate effectively.

Auditor’s Responsibility

2. My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. I believe that audit evidence and information obtained from the Company’s management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management’s representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company. Our examination was limited to the verification of procedures on test basis.
6. I have not verified the correctness and appropriateness of financial records and Books of accounts of the Company.

FOR AVINASH NOLKHA & ASSOCIATES

Practicing Company Secretary

Sd/-

AVINASH NOLKHA

(Proprietor)

COP No.: 13885

Membership No. : F10586

Date:- August 10, 2020

Place:- Bhilwara

UDIN F010586B000566889

“Annexure VI”**RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE’S REMUNERATION AND PARTICULARS OF EMPLOYEES: -**

Pursuant to provision of section 197 of Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the details of employees given in the “Annexure VI”.

During the year, none of the employees received remuneration in excess of Rs. One Crore Two Lakhs or more per annum, or Rs. Eight Lakhs Fifty Thousand per month for the part of the year, in accordance with the provisions of Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Therefore, there is no information to disclose in terms of the provisions of the Companies Act, 2013.

Particulars of Employees

[As per section 197(12) read with the Rule 5 of the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

A. Ratio and remuneration of Directors & KMPs

S.N.	Name	Designation	Remuneration For the year 2019-20	Remuneration For the year 2018-19	% Increase in Remuneration	Ratio Between Director or KMP and Median Employee
1	Kailashchandra Hiralal Laddha	Chairman & Whole Time Director	1236000	1200000	3.00%	8.53:1
2	Maheshchandra Kailashchandra Ladha	Whole Time Director	1355000	800000	69.37%	9.35:1
3	Yogesh Laddha	Managing Director	2650000	2100000	26.19%	18.29:1
4	Kamlesh Kailashchand Ladha	Whole Time Director	1355000	1200000	12.92%	9.35:1
5	Pallavi Laddha	Whole Time Director	1640000	1200000	36.67%	11.32:1
6	Basant Kishangopal Porwal	Independent Director	-	-	-	N.A.
7	Shriniwas Shivraj Bhattad	Independent Director	-	-	-	N.A.
8	Dilip Balkishan Porwal	Independent Director	-	-	-	N.A.
9	Bharat Agal	Chief Financial Officer	428308* (For 7 Month)	688000 (For 12 Month)	-	5.22:1
10	Prateek Jain	Company Secretary	104000* (For 5 Month)	240000 (For 12 Month)	-	1.74:1
11	Raj Kumar Chechani	Chief Financial Officer	192000*	-	N.A	3.18:1
12	Kamesh Shrishri Mal	Company Secretary	117000*	-	N.A	1.38:1

*Mr. Raj Kumar Chechani (CFO) and Mr. Kamesh Shrishri Mal (CS) appointed w.e.f. 01.11.2019 & 30.08.2019 respectively

*Mr. Bharat Agal (CFO) and Mr. Prateek Jain (CS) ceased w.e.f. 30.10.2019 & 29.08.2019 respectively.

B. Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year –

As stated above in item no. (A).

C. Percentage increase in the median remuneration of employees in the financial year –:

The remuneration of Median employee was Rs. 1,44,874/- during the year 2019-20 as compared to Rs. 1,38,666/- in the previous year. The on-roll employees was 607 in the financial year 2018-2019 and 604 in the Financial Year 2019-2020. The increase in the remuneration of Median Employee was 4.48%% during financial year under review.

D. Number of permanent employees on the rolls of company –

As on 31st March, 2020 the total number of employees on the roll was 604.

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

Based on Remuneration Policy of the Company, salary of the employees was increased around 4.48% on an average and managerial remuneration was increased 22.20%, this is based on Remuneration Policy of the Company that rewards people based on their contribution to the success of the company and also ensures that external market competitiveness and internal relativities are taken care of.

F. Affirmation that the remuneration is as per the Remuneration Policy of the Company:

The Company affirms that remuneration is as per the remuneration policy of the Company

Place : Bhilwara
Date : 31.08.2020

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

SD/-
KAILASHCHANDRA HIRALAL LADDHA
[DIN: 01880516]
CHAIRMAN

SD/-
YOGESH LADDHA
[DIN: 02398508]
MD

SD/-
PALLAVI LADDHA
[DIN: 06856220]
WTD

Independent Auditor's Report

To the Members of **MANOMAY TEX INDIA LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of **MANOMAY TEX INDIA LIMITED** ("the Company"), which comprise the Balance Sheet as at **March 31, 2020**, the Statement of Profit and Loss & the cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.



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.

Opinion

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2020;
- b) In the case of the Statement of Profit & Loss, of the profit for the year ended on that Date; and
- c) In the case of the cash flows Statement, of the Cash flow for the year ended on that date

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, and the Statement of Profit and Loss and the cash flow statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting
 - f) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.



- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

Place: Bhilwara
Dated: 22.06.2020

FOR:- B.MAHESHWARI & CO.
(Chartered Accountants)



Vikas Darak
Vikas Darak
M. No.- 400732
F.R.No.:105839W

The Annexure referred to in paragraph 1 of Our Report on “Other Legal and Regulatory Requirements”.

We report that:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
 - (c) The title deeds of immovable properties are held in the name of the company.
- 2) (a) The management has conducted the physical verification of inventory at reasonable intervals.
b) The discrepancies noticed on physical verification of the inventory as compared to books Records which have been properly dealt with in the books of account were not material.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 2(76) of the Act 2013. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
 - 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security in this financial Year.
 - 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
 - 6) As informed to us, the maintenance of Cost Records has been specified by the Central Government under sub-section (1) of Section 148 of the Act has been maintained as per rules, in respect of the activity carried on by the company.
 - 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Goods & Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2020 for a period of more than six months from the date on when they become payable.



b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, Goods & Service Tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

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

9) Based upon the audit procedures performed and the information and explanations given by the management, the money raised by way of public issue & term loan were applied for the purposes for which those are raised.

10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;

12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.

13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

14) Based upon the audit procedures performed and the information and explanations given by the management, the company has made preferential allotment of 2000000 equity share of Rs. 10/- each issued at premium of Rs. 25/- and not made private placement of shares or fully or partly convertible debentures during the year under review.

15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

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

Place: Bhilwara
Dated: 22.06.2020

FOR:- B.MAHESHWARI & CO.
(Chartered Accountants)



Vikas Darak
Vikas Darak
M. No.- 400732
F.R.No.:105839W

ANNEXURE TO THE AUDITORS REPORT

Report on Internal Financial Controls Over Financial Reporting

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 **M/S MANOMAY TEX INDIA LIMITED**, ("the Company") as of **March 31, 2020** in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

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



Meaning of Internal Financial Controls over Financial Reporting

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

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

Place: Bhilwara
Dated: 22.06.2020

FOR:- B.MAHESHWARI & CO.
(Chartered Accountants)



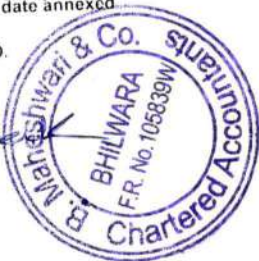
Vikas Darak
Vikas Darak
M. No.- 400732
F.R.No.:105839W

Particulars	Note No.	As at 31 March 2020 AUDITED	As at 31 March 2019 AUDITED
I. EQUITY AND LIABILITIES			
1.SHAREHOLDER'S FUNDS			
(a) Share Capital	1	1468.34	1268.34
(b) Reserve & Surplus	2	4398.54	3220.79
(c) Money Received against share warrant		0.00	0.00
		5866.88	4489.13
2.Share Application Money Pending Allotment			
	3	0.00	0.00
		0.00	0.00
3.Non-Current Liabilities			
(a) Long-Term Borrowings	4	3767.24	5203.31
(b) Deferred Tax Liability (Net)	5	422.20	481.67
(c) Other Long Term Liabilities		0.00	0.00
(d) Long-Term Provisions	6	86.07	40.07
		4275.51	5725.05
4.Current Liabilities			
(a) Short-Term Borrowings	7	4963.69	4196.62
(b) Trade Payable -	8		
(A) total outstanding dues of micro enterprises and small enterprises; and		350.66	405.55
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.		4188.15	5545.08
(c) Other Current Liabilities	9	207.65	154.62
(d) Short-Term Provisions	10	125.50	152.62
		9835.65	10454.49
		19978.04	20668.67
TOTAL			
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets			
Gross Fixed Assets	11	9837.73	9594.67
Less: Depreciation		3635.17	2661.50
Net Fixed Assets		6202.56	6933.17
(ii) Intangible Assets		0.00	0.00
(iii) Capital work in Progress		0.00	60.61
(iv) Intangible Assets Under development		0.00	0.00
Capital work in Progress		6202.56	6993.78
(b) Non Current Investments			
(c) Deferred Tax Assets (Net)	12	0.00	0.00
(d) Long-Term Loans and Advances	13	0.00	0.00
(e) Other Non - Current Assets	14	98.65	98.22
		0.11	0.64
		98.76	98.86
2.Current Assets			
(a) Current Investments	15	0.00	0.00
(b) Inventories	16	5617.12	4615.92
(c) Trade Receivables	17	5594.16	6564.11
(d) Cash and Cash Equivalents	18	477.50	374.17
(e) Short Term Loans and Advances	19	1653.37	1672.72
(f) Other Current Assets	20	334.57	349.11
		13676.72	13576.03
		19978.04	20668.67
TOTAL			

The accompanying notes are an integral part of the Financial Statements
 As per our Report of even date annexed.

For B.MAHESHWARI & CO.
 Chartered Accountants

(VIKAS DARAK)
 Partner
 M.No. : 400732
 FRN:- 105839W
 Date: 22.06.2020
 Place : Bhilwara



MANOMAY TEX INDIA LIMITED

Mr. YOGESH LADDHA
 MD

Mrs. PALLAVI LADDHA
 WTD

Mr. KAMESH SHRI MAL
 CS

MR. RAJ KUMAR CHECHANI
 CFO



WDIN-20400732AAAAFSS120

MANOMAY TEX INDIA LIMITED

REG. OFFICE : 32, HEERA PANNA MARKET, PUR ROAD, BHILWARA 311001, RAJASTHAN
STATEMENT OF AUDITED FINANCIAL RESULTS FOR HALF YEAR/ YEAR ENDED 31.03.2020

Particulars	Note No.	Six Months ended on 31.03.2020 (AUDITED)	Preceding Six Months Ended on 30.09.2019 (UNAUDITED)	Corresponding Six Months ended in the previous year on 31.03.2019 (AUDITED)	Current Year ended on 31.03.2020 (AUDITED)	RS. IN LACS Previous Year ended on 31.03.2019 (AUDITED)
		01.10.2019 to 31.03.2020	01.04.2019 to 30.09.2019	01.10.2018 to 31.03.2019	01.04.2019 to 31.03.2020	01.04.2018 to 31.03.2019
I. Revenue from Operations	21	19975.49	20569.08	20603.65	40544.57	37662.18
II. Other Income	22	17.36	0.08	-217.69	17.44	0.00
III. TOTAL REVENUE (I+II)		19992.85	20569.16	20385.96	40562.01	37662.18
IV. Operating Expenditure	23	12283.69	13188.21	13065.84	25471.90	25212.71
(a) Cost of Materials Consumed						
(b) Purchase of Trade Goods Changes in Inventories of Finished Goods, Work-in-progress and stock-in-trade	24	-388.57	-189.92	-551.53	-578.49	-2221.54
(c) Employee Benefits Expenses	25	818.08	732.19	687.50	1550.27	1265.49
(d) Finance Cost	26	486.24	365.49	368.55	851.73	734.61
(e) Depreciation & Amortisation Expenses	27	487.08	489.90	622.83	976.98	975.09
(f) Other Expenses		5898.30	5649.16	5621.41	11547.46	10859.36
TOTAL EXPENSES		19584.82	20235.03	19814.60	39819.85	36825.72
V. Profit before Exceptional Items & Tax		408.03	334.13	571.36	742.16	836.46
VI. Exceptional Items		0.00	0.00	0.00	0.00	0.00
VII. Profit/(Loss) Before extraordinary Items & Tax (V-VI)		408.03	334.13	571.36	742.16	836.46
VIII. Extraordinary Items(Income)	28	0.00	0.00	-98.76	0.00	-98.76
VIII. Extraordinary Items(Income)		408.03	334.13	472.60	742.16	737.70
IX. Profit/(Loss) Before Tax (VII-VIII)						
X. Tax Expenses						
1 CURRENT TAX (MAT Tax)		55.09	68.79	97.82	123.88	151.87
2. Deferred Tax Liability		-26.88	-32.59	162.21	-59.47	182.83
XI. Profit/(Loss) for the period from continuing operation (IX-X)		379.82	297.93	212.57	677.75	403.00
XII. Profit/(Loss) for the period from Discontinuing operation		0.00	0.00	0.00	0.00	0.00
XIII. Tax expenses of Discontinuing operation		0.00	0.00	0.00	0.00	0.00
XIV. Profit/(Loss) from Discontinuing operation after tax (XII-XIII)		0.00	0.00	0.00	0.00	0.00
XV. Profit/(Loss) for the period (XI-XIV)		379.82	297.93	212.57	677.75	403.00
XVI. Basic & Diluted Earning Per Share (Rupees)	29	2.87	2.35	1.68	5.12	3.18
XVII. Paid-up Equity share capital (face value of rs. 10/- each)		1468.34	1268.34	1268.34	1468.34	1268.34

As per our Report of even date annexed
For B. MAHESHWARI & CO.
Chartered Accountants

(VIKAS DARAK)
Partner
M.No. : 400732
Date: 22.06.2020
Place: Bhilwara



MANOMAY TEX INDIA LIMITED

Mr. YOGESH LADDHA
MD

Mrs. PALLAVI LADDHA
WTD

Mr. KAMESH SHRI SHRI MAL
CS

MR. RAJ KUMAR CHECHANI
CFO



MANOMAY TEX INDIA LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 st MARCH 2020

RS. IN LACS

	<u>PARTICULARS</u>	As at 31 March 2020	As at 31 March 2019
I	CASH INFLOW/CASH OUTFLOW		
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	Profit Before extraordinary items & Tax	742.16	737.70
	Adjustments For		
	Depreciation & Amortization Exp	976.98	975.09
	Exceptional Items	0.00	0.00
	OPERATING PROFIT BEFORE WORKING CAPITAL, Provision For Tax & Extraordinary Items	1719.14	1712.79
	Adjustments For		
	Working capital changes:		
	Changes in current Investment	0.00	0.00
	Changes in inventories	-1001.20	-2311.33
	Changes in trade receivables	969.95	-2003.81
	Changes in short-term loans and advances	19.35	-710.51
	Changes in other current assets	14.54	-220.49
	Changes in Short Term Borrowings	767.07	1530.69
	Changes in trade payables	-1411.82	2583.54
	Changes in other current liabilities	53.03	45.21
	Changes in Short Term Provision	-27.12	21.43
	Interest and other finance costs	851.73	734.61
	Extraordinary item (Gain)/Loss on sale of fixed assets	0.00	98.76
	Current year provisions for taxes (Net of MAT Credit)	-123.88	-151.87
	Provision for Deferred tax	59.47	-182.83
	NET CASH GENERATED FROM OPERATING ACTIVITIES (A)	1890.26	1146.19
B.	CASH FLOW FROM INVESTING ACTIVITIES		
	(a)Purchase of fixed assets	-246.37	-3105.42
	(b)Proceeds from sale of fixed assets	0.00	33.95
	(c)Decrease in other long-term loans and advances	-0.43	-11.84
	(d)Changes in capital WIP	60.61	2383.83
	(e)Changes in Long Term Provision	46.00	11.10
	(f) Chanas in Non Current Assets	0.53	0.07
	(g)Tuf Subsidy Received	0.00	198.63
	NET CASH GENERATED FROM INVESTING ACTIVITIES (B)	-139.66	-489.68

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C.	CASH FLOW FROM FINANCING ACTIVITIES		
	(a) Proceeds from issue of share capital/premium	700.00	0.00
	(b) Share application money	0.00	0.00
	(c) Changes in long-term borrowings	-1436.07	-89.81
	(d) Interest and other finance costs	-851.73	-734.61
	(e) Changes in Deferred Tax Liabilities	-59.47	182.83
	(f) Amortisation Exp.	0.00	0.00
	NET CASH USED IN FINANCING ACTIVITIES (C)	-1647.27	-641.60
	D) NET INCREASE/ DECREASE IN CASH (A+ B + C)	103.33	14.91
	Add: Cash and cash equivalents at the beginning of the period	374.17	359.26
IV	Cash and cash equivalents at the end of the period	477.50	374.17

As per our Report of even date annexed
For B.MAHESHWARI & CO.
Chartered Accountants

Vikas Darak

(VIKAS DARAK)

Partner

M.No. :- 400732

Date: 22.06.2020

Place : Bhilwara



MANOMAY TEX INDIA LIMITED

Yogesh

Mr. YOGESH LADDHA

MD

Pallavi

Mrs. PALLAVI LADDHA

WTD

Kamesh Jain

Mr. KAMESH SHRI SHRI MAL

CS

Raj Kumar Chechani

MR. RAJ KUMAR CHECHANI

CFO



MANOMAY TEX INDIA LIMITED

Notes on Financial Statements for the year ended 31.03.2020

The previous year figures have been regrouped, rearranged and reclassified wherever necessary. Accordingly, amounts and other disclosure for the preceding year are included as an integral part of the current financial statements and are to be read in relation to amounts and other disclosures relating to the current year.

Notes to Accounts					
Note : 1 SHARE CAPITAL					
1.1 Authorised Share Capital	Particulars	NUMBER IN LACS		RS. IN LACS	
		As at 31 March 2020		As at 31 March 2019	
		Number	Amount	Number	Amount
	Authorised Share Capital	150.00	1500.00	130.00	1300.00
	Equity Shares of Rs. 10 each Issued, Subscribed and Paid Up:	146.83	1468.34	126.83	1268.34

1.2 The reconciliations of the number of shares outstanding is set out as below:

Issued, Subscribed & Paid up

Particulars	As at 31 March 2020		As at 31 March 2019	
	Number	Amount	Number	Amount
Equity Shares outstanding at the	126.83	1268.34	126.83	1268.34
Add: Bonus Shares issued during the year	0.00	0.00	0.00	0.00
Add: Shares issued during the year	20.00	200.00	0.00	0.00
Less: Shares bought back during the year	0.00	0.00	0.00	0.00
Shares outstanding at the end of the year	146.83	1468.34	126.83	1268.34

1.3 The details of shareholders holding more than 5% shares are as below

S. No.	Name of the Share Holder	PAN NO.	As at 31 March 2020			As at 31 March 2019		
			Number	AMOUNT	%	Number	AMOUNT	%
1	M/s Everstrong Marketing (P) ltd	AACCE6258P	23.10	231.00	15.73%	23.10	231.00	18.21%
2	Kailashchandra Hiralal Laddha	AAIPL1341D	10.43	104.30	7.10%	9.86	98.60	7.77%
3	Mahesh Chandra Kailash chandra Ladha	AAJPL6171G	9.84	98.40	6.70%	9.44	94.40	7.44%
4	Seema Kamlesh Laddha	ABDPL2205L	7.85	78.50	5.35%	7.28	72.80	5.74%

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	As At 31.03.2020	As At 31.03.2019
Note 2: Reserve and Surplus		
a. Securities Premium Reserve		
Opening Balance	1639.73	1639.73
Additions during the year	500.00	0.00
Deductions during the year	0.00	0.00
Net Balance	2139.73	1639.73
b. Surplus/Profit & Loss Account		
Opening Balance*	1218.75	815.75
Additions/during the year	677.75	403.00
Net Balance	1896.50	1218.75
c. Capital Reserve		
Opening Balance	362.31	163.68
Add - Subsidy	0.00	198.63
	362.31	362.31
Total (a + b + c)	4398.54	3220.79
Note 3:		
SHARE APPLICATION MONEY		
Share Application Money	0.00	0.00
Total	0.00	0.00

	As At 31.03.2020	As At 31.03.2019
Note 4:		
LONG TERM BORROWING		
(I) Secured Loan		
(a) Term Loan		
State Bank of India Term Loan a/c 915	0.00	217.73
State Bank of India Term Loan a/c 917	357.62	516.52
State Bank of India Term Loan a/c 604	653.52	813.00
OBC Term Loan a/c 2314	315.70	449.47
OBC Term Loan a/c 16	667.90	804.72
OBC Term Loan a/c 222	38.53	0.00
Total (a)	2033.27	2801.44
SECURITY: Securities for CC limit		
a. Primary:		
Hypothecation First pari-passu charge on company's stock's & receivable lying in factory premises or elsewhere in the name of the company and entire other current assets (present and future).		
SECURITY: Securities for Term Loans		
a. Primary:		
Hypothecation First pari-passu charge on entire fixed assets of the company including factory land & building situated at khasra no. 5, 6 & 7 Gram Jojro ka Khera, Panchayat Soniyana Gangrar, Gangrar, 312901 (present and future).		
SECURITY: Securities for CC limit		
b. Collateral Security & Equitable Mortgage :		
Second pari-passu charge on entire fixed assets of the company (present and future) for working capital limits.		
Second pari-passu charge on entire current assets of the company (present and future) for working capital limits.		
Equitable mortgage of Industrial land situated at Khasra No 9, 10, 11 & 12, Zojaro ka Khera Gram Panchayat Tehsil Gangrar Dist Chittorgarh, Gangrar, 312901, standing in the name of m/s arav export proprietor shri kailash chandra laddha.		



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KAMESH JAIN

SECURITY: Securities for Term Loan**b. Collateral Security & Equitable Mortgage :**

Equitable mortgage of Residential , situated at Plot No. A-133 Kamla Vihar Vistar Yojana, Bhilwara, 311001, standing in the name of pallavi laddha.

Equitable mortgage of Industrial Land situated at Arajji No 13/2, 14/2, 16/2, Village Jorjo ka Khera, Tehsil Gangrar Distt Chittorgarh Rajasthan, Gangrar, 312901, standing in the name of Yogesh laddha.

Equitable mortgage of industrial land & building Arajji Khasra no 18 Means, 19, Village Jojro ka Khera, Tehsil Gangrar, District Chittorgarh, raj. Standing in the name of m/s manomay manomay tex india limited.

Equitable mortgage of Commercial Building bearing Survey Number : Plot No. 11, situated at Ichalkarnaji Industrial Co. Op. Estate Ltd. Ichalkaranji & C.S. No. T.P. Scheme No. 2 Final Plot No. 119 (Part) & Estate Plot No. 11 it's old C.S. No. 12277, Ichalkaranji, 416115, maharashtra standing in the name of Shri Kamlesh Laddha

Lien over Fixed deposit of Rs. 2.45 crore under bank lien with pari-passu basis Standing in the name of m/s manomay manomay tex india limited.

Lien over Fixed deposit of Rs. 0.10 crore under bank lien with pari-passu basis Standing in the name of m/s manomay manomay tex india limited.

Equitable mortgage of shop at 32, heera panna market pur road, Bhilwara raj, 311001, standing in the name of kailash chandra laddha.

C. Personal Guarantees

1. Shri Kailash Chandra Laddha s/o Shri Hiralal Laddha
2. Shri Mahesh Chandra Kailash Chandra Laddha s/o Shri Kailash Chandra Laddha
3. Shri Kamlesh Kailash Chandra Laddha s/o Shri Kailash Chandra Laddha
4. Shri Yogesh Laddha s/o Shri Kailash Chandra Laddha
5. Smt. Pallavi Laddha W/o Shri Yogesh Laddha
6. Arav Exports Prop. Shri Kailash Chandra Laddha s/o Shri Hiralal Laddha

(b) Vehicle Loan	31.03.2020	31.03.2019
State Bank of India Car Loan	7.48	9.15
Hdfc Bank Car loan	0.00	0.00
Volkswagen Finance Pvt. Ltd.	0.00	0.00
Total (b)	7.48	9.15
Total (I)= (a+b)	2040.75	2810.59

Secured by way of hypothecation of Car. The above loan is guaranteed by Directors Shri Kailash ji Laddha. The tenure of above term loan is up to August 2019 repayable by 36 monthaly instalment of Rs. 19213.

(II) Unsecured Loan from Directors/Shareholders		
Shareholder, Associates & Related Parties		
Loan From Director & Pramotor Relative	1306.01	1740.48
Loan From Shareholders UPTO 31.03.2014	0.00	0.00
Loan From Shareholders	0.00	0.00
Loan From Corporate	420.48	652.24
Total (II)	1726.49	2392.72
Total (I+II)	3767.24	5203.31

Note : 5 Deferred Tax Liability/Assets

The Company has recognized deferred tax arising on account of timing differences, being the difference between the taxable income and accounting income, that originates in one period and is capable of reversal in one or more subsequent period(s) in compliance with Accounting Standard (AS - 22). Accounting of Taxes on Income issued by Institute of chartered Accountants of India.

The major components of deferred tax Assets/(Liabilities) arising on account of timing differences as at 31st March 2020 are as follows:

Particulars	AS at 31 March 2020	AS at 31 March 2019
Difference Between The Written Down Value Of The Assets as Per Books Of Accounts and Income Tax Act, 1961.	-422.20	-481.67
Net Deferred Tax assts/Liabilities	-422.20	-481.67
Deferred Tax benefit(expenses) For The Year	59.47	-182.83

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Note :6 Long Term Provisions	31.03.2020	31.03.2019
Provision for Gratuity	86.07	40.07
Total	86.07	40.07

Note : 7 Short Term Borrowings

SECURED

a. Working Capital Loan from Banks		
Oriental Bank of Commerce CC Bhilwara	114.24	484.14
Oriental Bank of Commerce EPC Bhilwara	1634.47	999.99
State Bank of India CC Bhilwara	66.80	161.43
State Bank of India EPC Bhilwara	1780.55	1507.66
State Bank of India PCFC Bhilwara	277.50	0.00
State Bank of India ADHOC CC Bhilwara	89.83	0.00
State Bank of India CC Ichalkaran ji	136.34	133.84
Total (a)	4099.73	3287.06
b. Current Maturity of Term Loan		
State Bank of India Term Loan a/c 915	214.00	281.56
State Bank of India Term Loan a/c 917	157.14	157.14
State Bank of India Term Loan a/c 604	157.20	157.20
OBC Term Loan a/c 2314	150.00	150.00
OBC Term Loan a/c 16	157.14	157.14
OBC Term Loan a/c 222	26.79	0.00
State Bank of India Car Loan	1.69	1.49
Hdfc Bank Car loan	0.00	4.21
Volkswagen Finance Pvt. Ltd. -Ichalkaranji	0.00	0.82
Total (b)	863.96	909.56
Total (a) + (b)	4963.69	4196.62

Note : 8 Trade Payble

Trade Payble to Micro & Small enterprises	350.66	405.55
Trade Payble to related parties	90.27	29.56
Others	4097.88	5515.52
Total	4538.81	5950.63

Note : 9 Other Current Liabilities

Statutory Dues	32.81	21.03
Salary Wages Payable	101.61	93.53
Bonus Payable	17.68	0.00
Provident Fund Payable	6.30	3.20
Esic Payable	1.75	3.59
Electricity Exp Payables	18.94	27.87
Audit Fees Payable	5.40	5.40
Interest Payable	22.07	0.00
GST RCM payable	1.09	0.00
Total	207.65	154.62

Note : 10 Short Term Provisions

Provision for Tax	123.89	151.87
Gratuity Provisions	1.61	0.75
Total	125.50	152.62

Note : 12 Non Current Investment

NIL	0.00	0.00
Total	0.00	0.00



*My Clerk
KAMESH JIN.*

MANOMAY TEX INDIA LIMITED (HEAD OFFICE)

Note 11 (a) : FIXED ASSETS

31.03.2020 Triple Shift Basis

(Rs. In lacs)

S. NO.	FIXED ASSETS	OPENING BALANCE 01.04.2019	ADDITION		TOTAL AS ON 31.03.2020	DEPR. UPTO 31.03.2019	CURRENT YEAR DEP	DEDUCTION	TOTAL DEP.	NET BLOCK AS ON 31.03.2020	NET BLOCK AS ON 31.03.2019	USEFUL LIFE AS PER CO ACT 2013
			Before SEPT.	After SEPT.								
1	LAND	66.17	0.00	0.00	66.17	0.00	0.00	0.00	0.00	66.17	66.17	N.A
2	BUILDING	859.72	0.00	87.19	946.91	78.33	29.49	0.00	107.82	839.09	839.09	781.39.30 Years
3	PLANT & MACHINERY	4736.72	36.39	71.90	4845.01	1370.28	519.48	0.00	1889.76	2955.25	3366.44	15 Years
4	GENERAL MACHINERY	659.66	23.21	12.63	695.50	148.70	76.97	0.00	225.67	469.83	510.96	15 Years
5	FURNITURE&FIXTURES	38.09	0.37	0.00	38.46	6.53	3.63	0.00	10.16	28.30	31.56	10 Years
6	OFFICE EQUIPMENTS	11.35	1.30	1.59	14.24	4.79	2.20	0.00	6.99	7.25	6.56	05 Years
7	VEHICLE	62.16	0.00	0.56	62.72	21.89	7.39	0.00	29.28	33.44	40.27	08 Years
8	COMPUTER & SOFTWARE	40.52	3.22	2.32	46.06	27.25	6.15	0.00	33.40	12.66	13.27	03 Years
9	AIRJET LOOMS & ASSESARIES	3033.61	4.79	0.41	3038.81	948.11	324.64	0.00	1272.75	1766.06	2085.50	15 Years
	TOTAL	9510.00	69.28	176.60	9755.88	2605.88	969.95	0.00	3575.83	6180.05	6904.12	
CAPITAL WORK IN PROGRESS OF CAPITAL GOODS												
1	Building wip	60.61	26.58	0.00	87.19	0.00	0.00	0.00	0.00	0.00	0.00	N.A
2	PLANT & MACHINERY WIP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	N.A
	TOTAL	60.61	26.58	0.00	87.19	0.00	0.00	0.00	0.00	0.00	0.00	
	GRAND TOTAL	9570.61	95.86	176.60	9755.88	2605.88	969.95	0.00	3575.83	6180.05	6904.12	

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MANOMAY TEX INDIA LIMITED (BRANCH OFFICE)

Note 11 (b) : FIXED ASSETS

31.03.2020

(Rs. in lacs)

S NO.	FIXED ASSETS	OPENING BALANCE 01.04.2019	ADDITION		TOTAL AS ON 31.03.2020	DEPR. UPTO 31.03.2019	CURRENT YEAR DEP.	DEDUCTION	TOTAL DEP.	NET BLOCK AS ON 31.03.2020	NET BLOCK AS ON 31.03.2019	USEFUL LIFE AS PER CO. ACT 2013
			Before SEPT.	After SEPT.								
1	PLANT & MACHINERY	31.04	0.00	0.00	31.04	23.23	0.89	0.00	24.12	6.92	7.81	15 Years
2	INVEOTRE & BATTERIES	1.51	0.00	0.00	1.02	0.99	0.18	0.47	0.70	0.32	0.52	5 Years
3	ELECTRIC INSTALLATION	12.18	0.00	0.00	12.18	8.52	1.01	0.00	9.53	2.65	3.66	10 Years
4	COMPUTER	7.59	0.22	0.45	5.49	3.61	1.66	2.63	2.64	2.85	3.98	03 Years
5	VECHILES CAR	19.99	0.00	0.00	19.99	13.82	1.48	0.00	15.30	4.69	6.17	06 Years
6	AIR CONDITIONERS	3.65	0.00	0.00	3.65	1.59	0.67	0.00	2.26	1.39	2.06	5 Years
7	CAMERA	2.04	0.00	0.00	2.04	1.51	0.33	0.00	1.84	0.20	0.53	5 Years
8	OFFICE EQUIPEMENT	0.73	0.00	0.00	0.73	0.30	0.14	0.00	0.44	0.29	0.43	5 Years
9	INTERCOM	0.11	0.00	0.00	0.11	0.07	0.02	0.00	0.09	0.02	0.04	5 Years
10	MOBILE & INSTRUMENTS	1.55	0.00	0.00	1.32	0.65	0.25	0.21	0.69	0.63	0.90	5 Years
11	FURNITURE	4.28	0.00	0.00	4.28	1.33	0.40	0.00	1.73	2.55	2.95	10 Years
	TOTAL	84.67	0.22	0.45	81.85	55.62	7.03	3.31	59.34	22.51	29.05	



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Note : 13 Long Term Loans And Advances	31.03.2020	31.03.2019
(Unsecured,considerd Good)		
Security Deposit AVVNL and MSEDCL, Kolhapur	94.68	93.28
Security Deposit -GAS From vimal distributors	0.14	0.14
Vat Refund Receivable	1.83	2.80
Security Deposit -RAMKY	2.00	2.00
Total	98.65	98.22

Note : 14 Other Non Current Assets		
Trade Receivable More Than One Year	0.11	0.64
Total	0.11	0.64

Note : 15 Current Investment		
NIL	0.00	0.00
Total	0.00	0.00

Note : 16 Inventories		
(At cost of realisable value, whichever is lower)		
Raw Material	1266.62	887.81
Finished Goods	2918.20	2374.69
WIP	991.25	956.27
Coal & Chemical and packing Material	441.05	397.15
Total	5617.12	4615.92

Note : 17 Trade Receivables	As At	As At
(Unsecured,considerd Good)	31.03.2020	31.03.2019
From Related Parties		
Outstanding exceeding Six months	0.00	0.00
Other Debts	9.31	0.00
Other		
Outstanding exceeding Six months	303.13	136.13
Export Debts	1173.00	1744.46
Other	4108.72	4683.52
Total	5594.16	6564.11

Note : 18 Cash and Cash Equivalents		
Cash in Hand	21.87	12.31
Balance with Banks in :		
Current Accounts	16.06	17.98
Fixed Deposit With Bank	439.57	343.88
Total	477.50	374.17

Note : 19 Short Term Loans and Advances		
(Unsecured,considerd Good)		
Advance Salary	15.88	14.26
Advance Tax	145.00	126.00
Loans & Advances to related parties	2.70	25.83
Advance to Supplier & Service Provider	0.67	3.36
Duties and taxes for GST	1302.29	1443.25
Duty Drawback Receivable	43.16	36.09
Gst Receivable On Export	108.61	0.00
Income tax refund fy 17-18	0.00	0.51
Interest Receivable	5.84	5.42
Keyman insurance	26.18	15.59
TCS Receivable	0.00	0.14
TDS Receivable	3.04	2.27
Total	1653.37	1672.72

Note : 20 Other Current Assets		
Prepaid Insurance	19.21	16.89
Subsidy Recivable	315.36	332.22
Total	334.57	349.11



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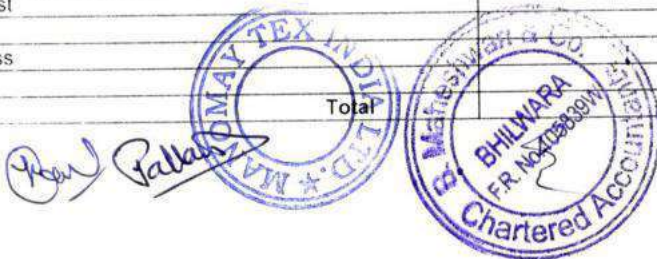
Note : 21 Revenue from Operation	31.03.2020	31.03.2019
Sales	21186.85	21186.47
Export Sale	18366.46	15661.26
MEIS License Sale	214.01	206.21
Wastge Sales	150.56	150.12
Gross Sales	39917.88	37204.06
Less :		
Sales Return	41.69	78.10
Rebate & Discount	0.79	5.93
Rate Difference	0.00	3.81
Total (a)	39875.40	37116.22
Other Operating Revenue		
Duty Drawback	350.58	320.73
Foreign Exchange Gain & Loss	318.59	225.23
Total (b)	669.17	545.96
Total (a+b)	40544.57	37662.18

Note : 22 Other Income		
Insurance claim	16.63	0.00
Rent income	0.72	0.00
Interest on Vat refund	0.08	0.00
GST credit of previous year	0.01	0.00
Total	17.44	0.00

Note : 23 Cost of Materials Consumed		
Stock at Opening	887.81	987.71
Add : Purchases		
Purchase-Grey & Finish(Fabric purchase)	579.60	14.82
Grey & cloth Purchase	1349.90	1028.69
Yarn Purchase	23943.52	24053.86
Others	0.00	15.60
Total	26760.83	26100.68
Less:		
Goods Return	22.18	0.00
Rebate & Discount	0.13	0.09
Claim	0.00	0.07
Less . Stock at Closing	1266.62	887.81
Total	25471.90	25212.71

Note : 24 Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-trade		
OPENING STOCK		
Finished Goods	2374.69	630.40
WIP	956.27	479.02
Total	3330.96	1109.42
CLOSING STOCK		
Finished Goods	2918.20	2374.69
WIP	991.25	956.27
Total	3909.45	3330.96
CHANGES		
Finished Goods	-543.51	-1744.29
Work-in-Progress	-34.98	-477.25
Total	-578.49	-2221.54

Note : 25 Employee Benefit Expenses		
PF Contribution	53.63	34.45
PF admin & other Charges	7.31	3.84
ESIC Contribution	21.11	24.97
Wages & Salary Expenses	1306.77	1128.13
Bonus	35.69	0.00
Director Remuneration	78.90	65.00
Provision for Gaturity		
Current Service Cost	30.87	16.63
Interest cost	2.78	2.44
Acturial Gain & Loss	13.21	-9.97
Total	1550.27	1265.49



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Note : 26 Finance Cost	31.03.2020	31.03.2019
Bank Charges & Processing Charges	46.17	28.43
Document collection charges on export	2.81	0.10
ECGC Charges	23.95	0.00
Bank charges on export	25.76	8.36
Forward Contract Charges	8.81	2.00
Bank Interest on Car Loan	1.11	1.83
Bank Interest on CC	225.26	196.95
Interest on GST	0.05	0.00
Interest On Service Tax	0.00	0.24
Interest on Income Tax	3.95	3.05
Interest on Tds	0.05	0.01
Bank Interest on T/L (net)	155.56	230.64
Other Interest	159.30	129.45
Interest On Yarn	206.32	139.87
Interest Income	-33.55	-21.27
Inward Remittance Charge	12.47	11.27
L C Charge	10.82	2.98
Outward Remittance Charge	2.89	0.70
Total	851.73	734.61

Note : 27 Other Expenses

(a) Manufacturing Expenses

Cloth Checking Charges	66.25	61.69
Consumption of coal & Dyes Chemical & firewood	4575.41	4690.18
Consumption of Packing Material	131.92	130.01
Consumption of Store & spares	340.05	280.00
Designing Charges	0.96	0.96
Excise Duty	0.00	0.19
Export Exp	393.66	298.13
Freight	230.80	223.41
Holding Chg	0.00	0.08
ITC reverse & lapse	0.00	128.70
Job Charges	2782.01	2770.83
Knotting charges	5.28	0.00
Loading & Unloading Charges	237.90	176.47
Looms Clearing Exp	11.75	3.69
Oil & Grease	20.52	23.46
Packing & Rolling exp	23.22	18.20
Petrol & Diesel Exp	21.39	19.28
Power & Electricity exp	1179.05	1192.81
Processing Charges	436.87	296.28
Rec Purchase Charges	2.03	0.47
Repair & Maintance Building	3.57	0.00
Repair & Maintance Plant & machinery	34.28	17.66
Sludge Disposal charges	41.11	24.46
Supervision Charges	16.00	12.65
Sizing Charges	109.76	126.58
Testing Expenses	0.22	0.59
Vat on Purchase (Other Than Yarn)	0.00	0.03
Water Expenses	4.86	3.05
Water Treatment Plant Exp	0.00	1.80
Weighment charges	0.12	0.08
TOTAL (a)	10668.99	10501.74



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(b) Administrative and Other Expenses		31.03.2020	31.03.2019
Annual Maintaines Charges Of Tex Softex		13.69	8.61
Annual subscription Fees		0.10	1.06
Audit Fees		7.35	5.80
Boiler Renewal Fees		1.44	2.88
Canteen Exp		7.10	2.08
Color & Painting Exp.		2.75	5.29
Computer maintaines		0.47	0.33
Conveyance		13.72	0.00
CSR expenses		11.73	8.38
Donation		0.00	0.68
Entry Tax		1.46	2.46
Fire NOC		0.05	0.00
Food & Refreshment		6.61	0.45
Insurance Exp		22.07	7.06
ITC reverse (common)		0.33	0.27
Legal & Professional		42.91	10.77
Lodging & Boarding Exp.		1.26	5.65
Medical Exp		0.57	0.07
Municipale tax		0.00	0.31
General & office Expenses		2.64	2.28
Penalty		0.00	0.10
Pollution Control Fees		11.51	5.20
Post sale discount on export		85.83	18.38
Postage & Courier		20.74	22.97
Printing & Stationery		6.76	6.76
Reimbursement Of Exp		0.00	0.09
Rent Expenses		2.45	2.19
Repaire & maintances		0.37	1.62
ROC Expenses		2.09	0.34
Service Tax		0.00	0.68
Stamp duty expenses		6.47	1.51
Telephone & Mobile Exp		3.02	4.05
Trading Fees		2.20	0.28
Vechile Running & Maintance		3.82	2.33
Written off Fixed assets		0.17	0.00
Written off VAT refund receivable		0.35	0.00
TOTAL (b)		282.03	130.93
(c) Selling and Distribution Expenses			
Advertisement ,sales & Marketing Exp.		9.42	3.83
Brokerage & commission		130.28	83.98
Brokerage & commission Export		452.52	129.33
Travelling Exp.		4.22	9.55
TOTAL (c)		596.44	226.69
TOTAL (a to c)		11547.46	10859.36

Note : 28 Extraordinary Items			
Loss on sale of plant & machinery		0.00	98.76
TOTAL		0.00	98.76

28 As Per A.S. 20 EARNING PER SHARE			
Particulars	As At		As At
	31.03.2020		31.03.2019
Net Profit for the year attributable to Equity Shareholders	677.75		403.00
Weighted Average Number of Equity shares	132.26		126.83
Basic Earning Per Share (in Rs.)	5.12		3.18
Diluted Weighted Average Number of Equity shares	132.26		126.83
Diluted earning per share (in Rs.)	5.12		3.18
Impact of issue of bonus share after stub period	-		-
Weighted Average Number of Equity shares at the end of Year/period after adjustment for issue of bonus share	-		-
Restated Earning per Share	-		-
Weighted Average Number of Equity shares			
Equity Shares outstanding at the beginning of the year	126.83		126.83
Add: Bonus Shares issued during the year	0.00		0.00
Add: Shares issued during the year (weighted average)	5.42		0.00
Less: Shares bought back during the ear	0.00		0.00
Weighted average Shares outstanding at the end of the year	132.26		126.83

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30 In the opinion of Board the Current Assets, Loans and Advances, are approximately of the value as stated, if realized in the ordinary course of the business.

31 Loans a Advance, Sundry Debtors and Sundry Creditors are subject to confirmation.

32 Contingent Liabilities and Commitments:

Particulars	As At	As At
	31.03.2020	31.03.2019
I. Contingent Liabilities		
A) Claims against the Company not acknowledged as debt	-	-
B) Guarantees	-	-
C) Other money for which the Company is contingently liable	-	-
II. Commitments		
A) Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-
B) Uncalled liability on shares and other investments partly paid	-	-
C) Other commitments	-	-
Duty Saved For the unmatched Export Obligation	-	-
TOTAL CONTINGENT LIABILITIES AND COMMITMENTS	-	-

33 Other information are Nil or Not applicable.

34 In the opinion of Board the Current Assets, Loans and Advances, are approximately of the value as stated, if realized in the ordinary course of the business.

35 Loans a Advance, Sundry Debtors and Sundry Creditors are subject to confirmation.

36 - A. Details of earning in foreign exchange

Particulars	31.03.2020	31.03.2019
Export of goods calculated on FOB basis	18089.71	15364.31
Interest and dividend	-	-
Royalty	-	-
Know-how	-	-
Professional and consultation fees	-	-
Other income	-	-
Total Earning in Foreign Exchange	18089.71	15364.31

B. Details of expenditure in foreign exchange

Particulars	31.03.2020	31.03.2019
Import of goods calculated on CIF basis		
(i) Raw material	-	-
(ii) Component and spare parts		
Chemical	1997.79	1140.28
Store & spares	33.21	19.56
(iii) Capital goods	-	15.76
Expenditure on account of		
Royalty	-	-
Know-how	-	-
Professional and consultation fees	-	-
Interest	-	-
Other matters- Advertisement ,sales & Marketing Exp.	0.87	0.00
Other matters- AMC CHG	0.39	0.00
Brokerage & Commission	452.52	129.33
Dividend paid	-	-
Total Expenditure in foreign exchange	2484.78	1304.93

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MANOMAY TEX INDIA LIMITED

37 Accounting Standard 18 - Related Party disclosures

As per (AS) 18, Related Party Disclosure, issued by the Institute of Chartered Accountants of India, The details of related parties are as below:

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

S. No.	Name of the Related Party	RELATIONSHIP
1	Kailashchandra H. Laddha	Key Management Persons
2	Yogesh Ladha	Key Management Persons
3	Maheshchandra K. Ladha	Key Management Persons
4	Ashish International (Prop. Maheshchandra Laddha)	Key Management Persons
5	Kamlesh Ladha	Key Management Persons
6	Citifab Sutting (Prop. Pallavi Laddha)	Key Management Persons
7	Pallavi Yogesh Laddha	Key Management Persons
8	Seema Synthetics (Prop. Kamlesh K. Ladha)	Key Management Persons
9	Prachi Creation	Key Management Persons
10	Kamlesh Synthetics (Prop. Kantadevi K. Ladha)	Relative of Key Management persons
11	Shree Synthetics (Prop. Seema K. Laddha)	Relative of Key Management persons
12	Palak Garments (Prop. Parmila Ladha)	Relative of Key Management persons
13	Charbhuj Impex (Ashish Maheshchandra Laddha)	Relative of Key Management persons
14	Aarav Ladha Trust	Relative of Key Management persons
15	Adity laddha trust	Relative of Key Management persons
16	Palash Ladha Trust	Relative of Key Management persons
17	Mirdev Laddha Trust	Relative of Key Management persons
18	Kailashchand Ladha Huf	Relative of Key Management persons
19	Maheshchandra Ladha Huf	Relative of Key Management persons
20	Kamlesh K. Ladha Huf	Relative of Key Management persons
21	Everstrong Marketing Pvt Ltd	Directors are Director of Company

Note: Related party relationship is as identified by the Company and relied upon by the auditors.



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II) The transaction entered into with related parties during the year along with related balances as at 31st March 2020 are as under:

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Particulars - Nature of Transactions	Key Managerial Personnel	Relative of Key Managerial Personnel/ Same Management Concerns	Closing Balance
YARN PURCHASES			
Ashish International (Prop. Maheshchandra K. Ladha)	11.47	-	-
Prachi Creation (Prop. Kailashchandra H. Laddha)	16.74	-	-
Kamlesh Synthetics (Prop. Kantadevi K. Laddha)	-	11.07	-
Palak Garments (Prop. Pramila M. Ladha)	-	40.55	-
Seema Synthetics (Prop. Kamlesh K. Ladha)	32.69	-	-
WEAVING CHARGES			
Ashish International (Prop. Maheshchandra K. Ladha)	23.53	-	(1.33)
Kamlesh Synthetics (Prop. Kantadevi K. Laddha)	-	32.32	(0.55)
Palak Garments (Prop. Pramila M. Ladha)	-	73.91	(0.28)
Prachi Creation (Prop. Kailashchandra H. Laddha)	24.29	-	(0.11)
Seema Synthetics (Prop. Kamlesh K. Ladha)	70.94	-	(0.35)
GRAY FABRIC/FINISH FABRIC PURCHASE			
Ashish International (Prop. Maheshchandra kailashchandra ladha)	133.18	-	(40.30)
Kamlesh Synthetics	-	136.78	(14.00)
Palak Garments	-	396.10	-
Prachi Creation	129.80	-	(27.90)
Seema Synthetics (Prop. Kamlesh K. Ladha)	395.77	-	-
Citifab Sutting	-	-	(0.22)
Adity laddha trust	-	-	(0.96)
Shree Synthetics	-	32.52	-
GRAY FABRIC/FINISH FABRIC SALE			
Palak Garments	-	2.37	-
Seema Synthetics (Prop. Kamlesh K. Ladha)	2.41	-	-
YARN PURCHASE			
Everstrong Marketing Pvt Ltd	110.91	-	-
INTEREST PAID			
Ashish International (Prop. Maheshchandra K. Ladha)	6.21	-	-
Prachi Creation (Prop. Kailashchandra H. Laddha)	7.86	-	-
Kamlesh Synthetics (Prop. Kantadevi K. Laddha)	-	4.77	-
Kailashchandra H. Laddha	0.64	-	-
Citifab Sutting (Prop. Pallavi Laddha)	7.12	-	-
Jack N Jill (Prop. Yogesh K. Laddha Huf)	-	11.67	-
Palak Garments (Prop. Pramila M. Ladha)	-	7.67	-
Charbhuj Impex (Prop. Ashishkumar M. Laddha)	-	9.04	-
Kamlesh K. Ladha	0.99	-	-
Kailashchandra H. Ladha-Huf	-	10.85	-
Maheshchandra K. Ladha-Huf	-	8.20	-
Kamlesh K. Ladha-Huf	-	6.26	-
Seema Synthetics (Prop. Kamlesh K. Ladha)	10.10	-	-
Everstrong Marketing Pvt Ltd	-	8.47	-
Shree Synthetics (Prop. Seema K. Laddha)	-	14.20	-
Yogesh Ladha	0.88	-	-
Citifab Sutting	1.72	-	(40.61)
Jack N Jill (Prop. Yogesh Laddha Huf)	-	7.94	(105.18)
Everstrong Marketing Pvt Ltd	0.73	-	(12.81)



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DIRECTORS SALARY			
Kailashchandra H. Ladha	12.00	-	-
Kamlesh kailashchand ladha	12.00	-	-
Maheshchandra kailashchandra ladha	12.00	-	-
Yogesh Laddha	26.50	-	(2.46)
Pallavi Laddha	16.40	-	(1.80)
LOAN TAKEN (NET)			
Ashish International (Prop. Maheshchandra K. Ladha)	154.10	-	(65.03)
Kailashchandra H. Laddha	-	-	(7.64)
Kamlesh K Ladha	-	-	(11.89)
Kamlesh K. Ladha-Huf	-	-	(62.54)
Kailashchandra H. Ladha-Huf	-	-	(112.43)
Maheshchandra K. Ladha-Huf	-	-	(89.53)
Everstrong Marketing Pvt Ltd	-	113.19	(88.73)
Prachi Creation (Prop.Kailashchandra H. Laddha)	149.85	-	(31.61)
Seema Synthetics (Prop. Kamlesh K. Ladha)	295.00	-	(123.60)
Shree Synthetics (Prop. Seema Kamlesh Laddha)	-	51.00	(135.54)
Charbhuj Impex (Prop.Ashishkumar M. Laddha)	-	1.75	(101.06)
Citifab Sutting (Prop.Pallavi Laddha)	100.00	-	(106.57)
Jack N Jill (Prop. Yogesh K. Laddha Huf)	-	136.10	(144.76)
Kamlesh Synthetics (Prop.Kantadevi K. Laddha)	-	132.80	(14.58)
Palak Garments (Prop.Pramila M. Ladha)	-	310.04	(142.89)
Yogesh Laddha	-	-	(10.55)
Jack N Jill	-	11.78	(105.18)
Cityfab sutings	20.00	-	(40.61)
RENT PAID			
Seema Synthetics (Prop. Kamlesh laddha)	1.20	-	-
Kailash Chandra Ladha	0.96	-	-
YARN SALE / FABRIC SALE			
Shree Synthetics (Prop. Seema K. Laddha)	-	114.46	0.87
Seema Synthetics (Prop. Kamlesh K. Ladha)	135.53	-	0.47
Prachi Creation (Prop.Kailashchandra H. Laddha)	2.46	-	-
Ashish International (Prop. Maheshchandra K. Ladha)	3.67	-	-
Palak Garments (Prop.Pramila M. Ladha)	5.82	-	5.82
Kamlesh Synthetics (Prop.Kantadevi K. Laddha)	6.05	-	1.30
RENT RECEIVED			
Seema Synthetics (Prop. Kamlesh K. Ladha)	0.42	-	0.42
Palak Garments (Prop.Pramila M. Ladha)	-	0.42	0.42

As per our Report of even date annexed
For B.MAHESHWARI & CO.
Chartered Accountants



(VIKAS DARAK)

Partner

M.No. :- 400732

FRN:- 105839W

Date: 22.06.2020

Place : Bhilwara



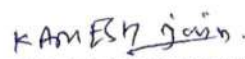
MANOMAY TEX INDIA LIMITED



Mr. YOGESH LADDHA
MD



Mrs. PALLAVI LADDHA
WTD



Mr. KAMESH SHRI SHRI MAL
CS



MR. RAJ KUMAR CHECHANI
CFO



SCHEDULE "V" SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

A. SIGNIFICANT ACCOUNTING POLICIES:

1. BASIS OF PRESENTATION

The Financial statements are prepared in accordance with the historical cost conventions in accordance with the generally accepted accounting principles in India and comply with all material aspects of the mandatory Accounting standards issued by the Institute of Chartered Accountants of India (ICAI) and the relevant provision of the Companies Act, 2013.

All transactions are generally accounted on accrual as they are earned or incurred.

Accounting policies not specifically referred to other wise are consistent and in consonance with generally accepted accounting principles.

2. FIXED ASSETS

(a) Fixed assets are stated at their original cost of acquisition / construction.

(b) Expenditure including cost of financing incurred in the cost of construction, installation and commissioning of project, property, plant or equipment till the commencement of the commercial production are capitalized and included in the cost of respective fixed assets.

3. INVESTMENT

No Investments are made by the Company.

4. DEPRECIATION

During the year the company has charged Depreciation on SLM Triple Shift Basis.

5. INVENTORIES:

Inventories are valued as under:

Raw material	- At Cost
Work in Process	- At cost inclusive of allocable overheads
Finished Goods	-At lower of cost or net realizable value
Stores/ spares, packing material etc.	-At cost

6. RETIREMENT BENEFITS

a) Provident Fund and Employees State Insurance

Contributions to defined contribution schemes such as Provident Fund and Employees State Insurance are charged to the profit and loss account as accrued during the year. In accordance with **AS-15** issued



by Institute of Chartered Accountants of India, the liability for gratuity has been actually determined. The company continues to account for such liability on accrual basis.

Total contribution made by the employer to the **PF fund** during the year is Rs. 60.94 Lakhs.
Total contribution made by the employer to the **ESIC fund** during the year is Rs. 21.11 Lakhs.

b) Gratuity

The Company makes payment to vested employees as per provisions of Payment of Gratuity Act, 1972. The provision of Gratuity liability as on the balance sheet date is done on actuarial valuation basis for qualifying employees, however the same is not funded to any trust or scheme.

The present value of the defined benefits obligation and the related current service cost is measured using the Projected Unit Credit actuarial Method at the end of balance sheet date by Actuary

The Present value of the obligation as recognized in the Balance Sheet:-

	Rs. In lakhs
Prior period gratuity Value of Benefit Obligation	40.82
Current Service cost	30.87
Interest cost	2.78
Benefits paid	-
Actuarial losses (loss)	13.21
Present Value of Benefit Obligation on 31-3-2020	87.68

The amounts recognized in the Balance sheet & Profit & Loss account are as follows :-

	Rs. In lakhs
Present Value of Benefit Obligation on 31-3-2020	87.68
Fair Value of Plan Assets on 31-3-2020	-
Net Liability / (Asset) recognized in Balance Sheet	87.68
Current Service cost	30.87
Interest cost	2.78
Expected Return on Plan Assets	-
Net actuarial losses (loss) recognized in the year	13.21
Expenses recognized in Statement of Profit and Loss	46.86

Actuarial Assumption for Gratuity:

Economic Assumptions:

Discount Rate :- 6.80%



Salary Escalation Rate :- 7.00%

7. METHOD OF ACCOUNTING

The Company follows the accrual system of accounting.

8. MISCELLANEOUS EXPENSES

The Preliminary expenses will be written off fully from the year of commencement of commercial production.

9. TREATMENT OF CONTINGENT LIABILITIES

Contingent liabilities not provided for are disclosed by way of notes to the accounts.

10. BORROWING COSTS

Borrowing costs that are attributable to acquisitions 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 charges to revenue.

11. DEFERRED TAX

Provision for current tax is made after taking in to consideration benefits admissible under the Provision of the Income Tax Act, 1961. Deferred tax resulting from "timing difference" between book And taxable profit is accounted for using the tax rates and laws that have been enacted or substantively Enacted as on the balance sheet date. The Deferred tax asset is recognized and carried forward only to The extent there is a reasonable certainty that assets will be realizable in future.

12. AS 17 SEGMENT REPORTING

(a) Primary Segment Reporting (By Business Segments)

The Company is engaged in textiles. Hence there is no separate business Segments

(b) Secondary Segment reporting on the basis of geographical segment is as below:

S.No.	Particulars	Rs. in Lacs	
		31.03.2020	31.03.2019
1	Segment Revenue		
	Within India	22178.11	22000.92
	Outside India	18366.46	15661.26
	Total Revenue	40544.57	37662.18
2	Segment Assets*		
	Within India	18805.04	18924.21
	Outside India	1173.00	1744.46
	Total Assets	19978.04	20668.67

*Segment Assets outside India is entirely related to Sundry Debtors.



(A) NOTES ON ACCOUNTS:

1. Directors have given personal guarantee to banks for loan and advances granted to the company and the company is liable for reimbursement to the directors.
2. The figures for previous year have been re-grouped, re-arranged and re-classified wherever necessary to make them comparable with the current year's figure.
3. Interest, rebate & claim on sales & purchase are accounted for and being provided for, as when settled with the parties, as the amount is not ascertained.
4. Payment of auditors remuneration :-

Particulars	Current Year
Auditor's Remuneration	7.35 Lacs
5. Details of Payment to Directors:-

Particulars	Current Year
Remuneration	78.90 Lacs
6. The company is done accounting of gratuity on accrual basis, and actuarial valuation is made and Amount related to previous year arises/ settled during the year have been debited/ credited to respective heads. Further Company has made Provision for gratuity in Previous Year.
7. In the opinion of the management and to the best of their knowledge and belief, the value on realization of loans & advances and other current assets in the ordinary course of business will not be less than the amount at which they are stated in the Balance Sheet and provision for all known liabilities has been made.
8. Provision for Income Tax has been made as per the regular provisions of the Income Tax Act, 1961.
9. There is no expenditure incurred on employees who were in receipt of remuneration in the aggregate of not less than Rs.60,00,000/- p.a if employed throughout the year and Rs.5,00,000 per month, if employed for a part of the year.

For B.MAHESHWARI & Co.
Chartered Accountants

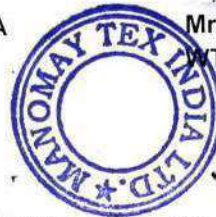
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