

Lambodhara Textiles Limited



26

th
Annual Report
2019 - 2020



Lambodhara Textiles Limited

BOARD OF DIRECTORS

Whole Time Directors	:	Smt. Giulia Bosco Mr. Narayanasamy Balu Mr. Ramesh Shenoy Kalyanpur
Non-Executive Directors	:	Sri. Vastupal R. Mehta Sri. M.S. Rajkumar Sri. Baba Chandrasekhar. R Sri. Akkalnaicker Velusamy
Bankers	:	Bank of India Main Branch, Oppanakara Street, Coimbatore-641 001 The Karur Vysya Bank Limited Main Branch, Oppanakara Street Coimbatore-641 001
Auditors	:	Jain & Mohan Chartered Accountants Sarada Building 1st Floor 410, Raja Street , Coimbatore-641 001
Secretarial Auditors	:	M.D. Selvaraj MDS & Associates Company Secretary in Practice Coimbatore
Registrar & Share Transfer Agent	:	M/s. S.K.D.C. Consultants Limited Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore-6. Phone : 0422-4958995, 2539835 - 836 Fax : 0422-2539837 E-mail : info@skdc-consultants.com

REGISTERED OFFICE

CIN: L17111TZ1994PLC004929
3A, 'B Block' Pioneer Apartments,
1075 – B, Avinashi Road, Coimbatore – 641018.
Telefax : +91-422-2249038 & 4351083,
Email : info@lambodharatextiles.com
Website Address : www.lambodharatextiles.com

WORKS

826, Thazhaiyuthu
Palani Taluk
Pin : 624 618
Phone : 04252 - 252253



Lambodhara Textiles Limited

26th ANNUAL GENERAL MEETING

Date : 28th September 2020
Day : Monday
Time : 12.00 p.m.
Venue : VC / OAVM

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LAMBODHARA TEXTILES LIMITED

CIN: L17111TZ1994PLC004929

Registered Office :3 A, B Block, Pioneer Apartments,
1075 B, Avinashi Road, Coimbatore - 641 018

Tel.: 0422-2249038, email: info@lambodharatextiles.com

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Twenty Sixth Annual General Meeting of the members of Lambodhara Textiles Limited will be held on Monday the 28th day of September 2020 at 12.00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business(es):-

AGENDA

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Annual Financial Statements of the Company including Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statements of changes in Equity for the financial year ended March 31, 2020, the Balance Sheet as at that date, the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend on Equity Shares for the year ended 31st March, 2020.
3. To appoint a Director in place of Mr. Ramesh Shenoy Kalyanpur (DIN: 06392237), Whole-Time Director, who retires by rotation in accordance with Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To consider and if thought fit to pass the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of M/s. C.S.Hanumantha Rao & Co, Cost Accountants, (Firm Registration No. 000216) by the Board of Directors of the Company on the recommendation of Audit Committee to conduct the audit of cost records of the company for the financial year 2020-21, on a remuneration of ₹ 35,000/- (Rupees Thirty Five Thousand only) exclusive of taxes as applicable and reimbursement of conveyance on actual basis as incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

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



STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item No: 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. C.S.Hanumantha Rao & Co, Cost Accountants, (Firm Registration No. 000216) as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2020 - 2021. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing ordinary resolution as set out in Item No.4 of the notice for ratification of remuneration payable to the Cost Auditors for conducting the cost audit of the Company, for the financial year ending March 31, 2021.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed Ordinary Resolution as set out at Item No.4 of the Notice, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Ordinary Resolution as set out at Item No.4 of the Notice for approval by the members.

Notes

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the conduct of the Annual General Meeting ("AGM") through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Members desirous of participating in the meeting through VC/OAVM may refer to the procedure to be adopted as mentioned in serial No 29 below.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than Individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to mds@mdsassociates. in with a copy marked to the Company at info@lambodharatextiles.com.



4. The Register of Members and share transfer books of the Company will remain closed from Tuesday, 22nd September, 2020 to Monday, 28th September, 2020 (both days inclusive) as per Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013.
5. Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration, to those members whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on Monday, 21st September, 2020.
6. Members are advised to utilize the National Electronic Clearing System (NECS) for receiving dividends. Members holding shares in electronic form are requested to contact their respective Depository Participants for availing NECS facility. Members holding shares in physical form are requested to download the ECS form from the website of the Company viz., www.lambodharatextiles.com and the same, duly filled up and signed along with original cancelled cheque leaf may be sent to the Company or to the Registrar and Share Transfer Agent.
7. Members whose shareholding is in the electronic mode are requested to update bank account details (Bank Account No., name of the Bank, Branch, IFSC code, MICR code and place with PIN Code) to their respective Depository Participants and not to the Company. Members whose shareholding is in the physical mode are requested to direct the above details to the Company or to the RTA. Regular updation of bank particulars is intended to prevent fraudulent encashment of dividend warrants.
8. The Company has entered into agreements with National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”). The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members, therefore, now have the option of holdings and dealing in the shares of the company in electronic form through NSDL or CDSL. Members are encouraged to convert their holding to electronic mode.
9. 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.



10. a) Members are requested to notify immediately any change of address:
 - i. to their Depository Participants (“DPs”) in respect of the shares held in electronic form, and
 - ii. to the Company or its RTA, in respect to the shares held in physical form together with a proof of address viz, Aadhar/Electricity Bill/ Telephone Bill/Ration Card/Voter ID Card/ Passport etc.
- b) In case the registered mailing address is without the Postal Identification Number Code (“PIN CODE”), Members are requested to kindly inform their PIN CODE immediately to the Company / RTA/ DPs.
11. Non-Resident Indian (“NRI”) Members are requested to inform the Company or its RTA or to the concerned Depository Participants, as the case may be, immediately:
 - a. the change in the residential status on return to India for permanent settlement or
 - b. the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.
12. As per the provisions of Section 72 of the Act, facility for making nominations is now available to INDIVIDUALS holding shares in the Company, Members holding shares in physical form may obtain the Nomination Form from the RTA of the Company or can download the form from the Company’s website namely www.lambodharatextiles.com. Members holding shares in electronic form must approach their Depository Participant(s) for completing the nomination formalities.
13. Members who are holding shares in identical order of 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.
14. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company Secretary of the Company or its RTA, namely, M/s S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore-641 006 by quoting the Folio number or the Client ID number with DP ID number.
15. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
16. A member who needs any clarification on accounts or operations of the Company shall write to the Company Secretary, so as to reach her at least 7 days before the meeting. The same will be replied by the Company suitably.
17. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary / RTA of the Company. Members are requested to note



that pursuant to Section 124 of the Companies Act, 2013 dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government under Section 125 of the Companies Act, 2013. The details of unpaid dividend can be viewed on the Company's website www.lambodharatextiles.com. As per the provisions of Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, the Company will be transferring the share(s) on which the beneficial owner has not encashed any dividend during the last seven years to the IEPF demat account as identified by the IEPF Authority. The shareholders whose unclaimed dividend /share has been transferred to the 'Investor Education and Protection Fund', may claim the same from IEPF authority by filing Form IEPF-5 along with requisite documents.

18. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the physical copy of the Annual Report will not be sent. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.lambodharatextiles.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Link Intime India Private Limited at instavote.linkintime.co.in. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
19. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
20. Members may note that M/s. Jain & Mohan., Chartered Accountants, (FRN: 006896S), the Statutory Auditors of the Company were appointed by the Shareholders at the 23rd Annual General Meeting (AGM) held on 22nd September, 2017, to hold office for a period of 5 years till the conclusion of AGM to be held during the year 2022, subject to ratification by the shareholders at every AGM. However, the Ministry of Corporate Affairs vide notification dated 7th May 2018 amended Section 139 of the Companies Act, 2013 by omitting the requirement of seeking ratification of the members for appointment of statutory auditors at every AGM. Accordingly, the original resolution appointing the Statutory Auditors passed by the Shareholders at the 23rd AGM held on 22nd September, 2017 was amended vide resolution approved by the Shareholders at their 24th AGM held on 20th September, 2018 to remove the requirement for ratification of the appointment of auditors by the shareholders at every AGM. Hence, no resolution is being proposed for ratification of appointment of Statutory Auditors at this Annual General Meeting
21. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the



shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode) immediately.

A Resident individual shareholder having PAN and entitled to receive dividend amount exceeding ₹ 5,000/- and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to info@lambodharatextiles.com before 21st September, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to info@lambodharatextiles.com. The aforesaid declarations and documents need to be submitted by the shareholders before 21st September, 2020.

22. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
23. 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 the PAN to their Depository Participant(s) with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company or RTA.
24. Members holding shares in electronic form may please note that as per the regulations of Securities Exchange Board of India (SEBI), National Security Depository Services Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company is obliged to print the bank details on the dividend warrants as furnished by these depositories to the Company and the Company cannot entertain any request for deletion/change of Bank details already printed on dividend warrants as per the information received from the concerned depositories. In this regard, Members should contact their Depository Participants (DP) and furnish particulars of any changes desired by them.
25. Brief resume, details of shareholding and Directors' inter-se relationship of Directors seeking election/re-election/ changes in terms as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2, are provided as Annexure to this Notice.
26. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register/update their e-mail address with the Company/RTA in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in electronic form in order to enable the Company to serve documents in electronic mode.
27. Annual financial statements and related details is posted on the Company's website and is also kept for inspection at the Registered Office of the Company. A copy of the same will be provided to the members on request.



28. Soft copies the Register of Directors and Key Managerial Personal and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the AGM. Members can inspect the same by sending an email to info@lambodharatextiles.com.

29. VOTING THROUGH ELECTRONIC MEANS

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 by the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification(s), clarifications, exemptions or reenactments thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS - 2), the Company is providing to its Members with the facility to cast their vote electronically from a place other than venue of the Annual General Meeting (“remote e-voting”) using an electronic voting system provided by Link Intime India Private Ltd (‘LI IPL’), as an alternative, for all members of the Company to enable them to cast their votes electronically, on all the business items set forth in the Notice of Annual General Meeting and the business may be transacted through such remote e-voting. The instructions to e-voting explain the process and manner for generating/ receiving the password, and for casting of vote(s) in a secure manner. However, the Members are requested to take note of the following items

- I. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Annual General Meeting Notice and holding shares as of the cut-off date, i.e. Monday, 21st September, 2020, may refer to this Notice of the Annual General Meeting, posted on Company’s website www.lambodharatextiles.com for detailed procedure with regard to remote e-voting. Any person who ceases to be the member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
- II. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- III. The e-voting period begins on Friday, 25th September 2020 (9.00 A.M. IST) and ends on Sunday, 27th September 2020 (5.00 P.M. IST). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September 2020 may cast their votes electronically. The remote e-voting module shall be disabled by Link Intime for voting thereafter.

The instructions for members for voting electronically are as under : -

Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)

1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL:
<https://instavote.linkintime.co.in>.



2. Click on “Login” tab, available under ‘Shareholders’ section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
4. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none">• Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is shared to members.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none">• Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above-mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (4-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:



Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
7. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.

8. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register



themselves as 'Custodian / Mutual Fund / Corporate Body'.

They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

- For physical shareholders – please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@lambodharatextiles.com.
- For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@lambodharatextiles.com.
- The company/Registered Share Transfer Agent shall co-ordinate and provide the login credentials to the above mentioned shareholders.

Instructions for Shareholders/Members to attend the Annual General Meeting through Insta Meet (VC/OAVM) are as under:

- Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 30 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.
- Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of



Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 30 (thirty) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted up to 1,000 members only.

- Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Members shall register their details and attend the Annual General Meeting as under:
 1. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details:
 - a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
 - b. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with Depository Participant or Company shall use the sequence number provided to you).
 - c. Mobile No.
 - d. Email ID
 2. Click “Go to Meeting”

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel : (022-49186175)

Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting:

- Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at info@lambodharatextiles.com from 21st September 2020 at 9.00 AM to 27th September 2020 at 12.00 PM.
- The first 20 Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.



- Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at info@lambodharatextiles.com. The same will be replied by the company suitably.

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

Shareholders/ Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutiniser during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired.
Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel : (022-49186175)



- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Monday, 21st September 2020.
- V. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote by remote e-voting shall not vote by e-voting conducted during the Meeting.
- VI. Mr. M.D.Selvaraj, FCS of MDS & Associates, Company Secretaries, Coimbatore, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VII. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow e-voting for all those members who are present at the Annual General Meeting by electronic means but have not cast their votes by availing the remote e-voting facility.
- VIII. The Scrutinizer shall, after the conclusion of voting at the Annual General Meeting, first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- IX. The results shall be declared within 2 days from the conclusion of the Annual General Meeting. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.lambodharatextiles.com and on the website of LIPL and be communicated to the Stock Exchanges, where the shares of the Company are listed.

Place: Coimbatore
Date: 14.08.2020

By Order of the Board
For Lambodhara Textiles Limited
Bosco Giulia
Whole-time Director
(DIN: 01898020)



Details of Directors seeking appointment / re-appointment at the forthcoming twenty sixth Annual General Meeting ((Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 – Clause 1.2.5 issued by ICSI)).

Name	Ramesh Shenoy Kalyanpur
Director Identification Number	06392237
Date of Birth	02-01-1968
Nationality	Indian
Date of first appointment on the Board	11-07-2018
Brief Profile/ Experience	Mr. Ramesh Shenoy Kalyanpur (DIN: 06392237) aged 52 years is associated with the Company since 2004 and designated as the Chief Financial Officer of our Company from 2014, with 28 years of experience in Finance & Accounts
Inter-se relationship with other Directors	Nil
Qualification	B.Com. (Commerce from Mangalore University)
Expertise in functional area	Finance & Accounting
No. of shares held in the Company	Nil
List of companies in which Directorship held as on 31.03.2020	Strike Right Integrated Services Limited
Chairman/ Member of the Committees of the Board of the companies on which he is a Director as on 31.03.2020	-
Number of Board meetings attended during the year	4
Remuneration last drawn and sought to be paid	₹ 11.03 Lakhs
Terms and conditions of re-appointment	Liabile to retire by rotation
Board position held	Whole-Time Director cum Chief Financial Officer

By Order of the Board
For Lambodhara Textiles Limited

Bosco Giulia

Whole-time Director
(DIN: 01898020)

Place: Coimbatore

Date: 14.08.2020

**DIRECTORS' REPORT**

Dear Shareholders,

Your Directors have pleasure in presenting their twenty sixth Annual Report on the business and operations of the Company and the financial statements for the year ended 31st March 2020.

FINANCIAL HIGHLIGHTS:

Company's financial performance for the year under review along with previous year's figures are given hereunder:

Particulars	31-03-2020	31-03-2019
	(₹ in'000)	(₹ in'000)
Revenue from operations	17,46,625	17,48,050
Other Income	10,407	10,233
Operating Profit before Finance Costs, Depreciation & Tax	2,08,380	1,80,538
Less: Depreciation & Amortization	72,746	61,908
Less: Finance Costs	47,610	22,706
Profit before Tax	88,024	95,924
Provision for Tax	14,662	23,100
Deferred Tax	4,692	(2,902)
Tax in respect of earlier years	65	--
Net Profit for the year	68,605	75,726
Other comprehensive income	(269)	1,032
Total comprehensive income for the year	68,336	76,758
Add: Balance brought forward from previous year	3,70,326	3,06,592
Profit available for appropriation	4,38,662	3,83,350
Appropriation of Profits		
Transfer to General Reserve	1,919	1,477
Proposed Dividend	9,578	9,578
Corporate Dividend Tax	1,969	1,969
Balance carried over to Balance Sheet	4,25,197	3,70,326

COMPANY PERFORMANCE

The Company achieved a total turnover of ₹ 174.66 Crores as against a turnover of ₹ 174.80 crores in the previous year. The Company's profit before tax is ₹ 8.80 crores during the year, as compared to ₹ 9.59 crores in the previous year, a decrease of 8.24% over the last year. The Company earned a net profit of ₹ 6.86 crores, as against a net profit of ₹ 7.57 crores in the previous year.



STATE OF COMPANY'S AFFAIRS

During the financial year your Company has purchased 2.00 MW Wind Mill at a cost of ₹14.35 Crores. The electricity generated from the said WEG is used for captive consumption and takes care of 60% of power requirement at normal level of operation.

RESERVES

The Company has transferred an amount of ₹ 19.19 Lakhs to the General Reserve out of the amount available for appropriations and the remaining amount of ₹ 4,251.97 Lakhs has been retained in the Profit and Loss Account.

DIVIDEND

Your Directors are pleased to recommend a dividend of ₹ 0.50/- per equity share (10%) of face value of ₹ 5/- each (Previous year ₹ 1/- per equity share (20%) of face value of ₹ 5/- each). If the dividend, as recommended above, is declared by the Members at the Annual General Meeting, the total outflow towards dividend on Equity Shares for the year would be ₹ 47.89 Lakhs (Previous Year ₹ 115.47 Lakhs)

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

In terms of Section 124 and 125 of the Companies Act, 2013, Unclaimed or Unpaid Dividend relating to the Financial Year 2012-13 is due for remittance during October 2020 to the Investor Education and Protection Fund established by the Central Government.

Pursuant to Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) rules, 2016, the Company has transferred an amount of ₹ 121906/- to Investor Education Protection Fund being the Unclaimed Dividend amount for the Financial Year 2011-12.

SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2020 was ₹ 4,78,88,000/-. During the year under review, the Company has not issued any shares.

EXTRACT OF ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in **Annexure - 1** and is attached to this Report.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

Details of the composition of the Board and its Committees namely Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee and of the Meetings held and attendance of the Directors at such Meetings, are provided in the Corporate Governance Report which forms a part of this Report.



STATEMENT ON COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively. The Company has duly complied with Secretarial Standards issued by Institute of Company Secretaries of India on meeting of the Board of Directors (SS-1) and General Meetings (SS-2).

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:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the internal financial controls to be followed by the company were laid down and such internal financial controls were adequate and were operating effectively.
- (f) 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.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12) OF THE COMPANIES ACT, 2013 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT.

During the period under review, no incident of frauds was reported by the Statutory Auditors pursuant to Section 143(12) of the Companies Act 2013.

DECLARATION BY INDEPENDENT DIRECTORS

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, the following Non-Executive Directors are Independent:

Sri. Vasthupal Rajinikant Mehta, Sri. Deepak Padmashi Malani (resigned w.e.f. 13.11.2019)
Sri. Meenakshi Sundaram Rajkumar and Sri. Akkalnaicker Veluchamy (appointed w.e.f. 14.08.2019)



Pursuant to Companies (Appointment and Qualification of Directors) Rules, 2014, the Certificate of Registration as received from all the Independent Directors of the Company were taken on note by the Board of Directors.

STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR

Board of Directors have evaluated the Independent Directors appointed/ re-appointed during the year 2019-20 and opined that the integrity, expertise and experience (including proficiency) of the Independent Directors is satisfactory.

FAMILIARIZATION PROGRAMMES

In compliance with the requirements of the Listing Regulations, the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their roles, rights and responsibilities as Independent Directors, the working of the Company, nature of the industry in which the Company operates, business model and so on. The same is also available on the Company website at <https://www.lambodharatextiles.com>

NOMINATION AND REMUNERATION POLICY OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

The Company pursuant to the provisions of Section 178 of the Companies Act, 2013 and in terms of Regulation 19(4) of the SEBI Listing Regulations has formulated a policy on Nomination and Remuneration for its Directors, Key Managerial Personnel and senior management which inter-alia provides the diversity of the Board and provides the mechanism for performance evolution of the Directors. The details of this policy are furnished in **Annexure - 2** and forms part of this report and can also be accessed on the Company's website at <https://www.lambodharatextiles.com>

AUDITORS

STATUTORY AUDITORS

M/s. Jain & Mohan, Chartered Accountants, Coimbatore were appointed as the statutory auditors of the company for a period of five years at the 23rd Annual General Meeting of the company held on 22nd September 2017. Pursuant to the amendment of Section 139 of the Companies Act, 2013, the company is no longer required to seek the ratification of the appointment of the auditor at every annual general meeting. The company has received a certificate from Jain & Mohan, Chartered Accountants, Coimbatore, confirming that they are not disqualified from continuing as statutory auditors of the company.

COST AUDITORS:

As per the requirement of Central Government and pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company has been carrying out audit of cost records.



The Board of Directors, on the recommendation of Audit Committee, has appointed M/s. C.S.Hanumantha Rao & Co., Cost Accountants (Firm Regn. No.000216) as Cost Auditor to audit the cost accounts of the Company for the financial year 2020-2021. As required under section 148(2) of the Companies Act, 2013, a resolution seeking member's approval for the remuneration payable to the Cost Auditor forms part of the Notice convening the Annual General Meeting for their ratification.

MAINTENANCE OF COST RECORDS UNDER SUB-SECTION (1) OF SECTION 148 OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 148(1) of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, the Company was required to maintain cost records. Accordingly, the company has duly made and maintained the cost records as mandated by the Central Government.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr.M.D.Selvaraj, FCS of MDS & Associates, Practicing Company Secretary carried out the Secretarial Audit of the Company for the year ended 31st March, 2020. The Secretarial Audit Report is annexed as **Annexure - 3**.

The Auditors' Report for the financial year ended 31st March, 2020 does not contain any qualification, reservation, adverse remark or disclaimer.

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

Particulars of the investments made by the Company as at 31st March, 2020 are given in the Notes forming part of the Financial Statements. The Company has not given any loans or guarantees or provided any security to any person or other bodies corporate under section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All Related Party Transactions that were entered into during the financial year were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The particulars of contracts and arrangement with related parties referred in section 188(1) of the Companies Act, 2013 in prescribed Form AOC-2 is appended as **Annexure - 4** to the Directors Report.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

Due to outbreak of Covid-19 pandemic and based on the directives of the Government of India, Government of Tamilnadu the operations of the Company was suspended on 24th March 2020



and resumed on 12th May 2020, in phased manner with minimal work force by following requisite precautions/guidelines. This has impacted the Turnover and Profitability of the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, Foreign Exchange Earnings and outgo as required under section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 is furnished in **Annexure - 5** and is attached to this report.

RISK MANAGEMENT POLICY

The Company has a structured risk management policy. The Risk management process is designed to safeguard the organisation from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business. The potential risks are inventorised and integrated with the management process such that they receive the necessary consideration during decision making. The Company has laid down procedures to inform the Audit Committee as well as the Board of Directors about risk assessment and management procedures and status. These procedures are periodically reviewed to ensure that the executive management monitors and controls risks.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

As a part of its initiative under the “Corporate Social Responsibility” (CSR) drive, the Company has undertaken projects in the area of promoting education. These projects are in accordance with Schedule VII of the Companies Act, 2013 and the Company’s CSR policy. The Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed as **Annexure – 6** and forms an integral part of this Report. The CSR Policy may be accessed on the Company’s website at <https://www.lambodharatextiles.com>

Detailed composition of the CSR Committee, number of meetings held during the year under review and other related details are set out in the Corporate Governance Report which forms a part of this Report.

The Company was required to spend ₹ 18.48 lakhs on CSR activities during the Financial Year 2019-20, being 2% of the average net profits of the three immediately preceding financial years and the Company has spent ₹ 20.52 lakhs during the current financial year.

ANNUAL PERFORMANCE EVALUATION

In accordance with the evaluation criteria and procedure suggested by the Nomination and Remuneration Committee, the Board of Directors evaluated the performance of the Board, having regard to various criteria such as Board composition, Board processes, Board dynamics etc. The Independent Directors, at their separate meetings, also evaluated the performance of Non-Independent Directors and the Board as a whole based on various criteria. The performance of



each Independent Director was evaluated by the entire board of Directors on various parameters like engagement, leadership, analysis, decision making, communication, governance etc. The Board and the Independent Directors were of the unanimous view that performance of the Board of Directors as a whole was satisfactory.

The performances of all the Committees were evaluated by the Board having regard to various criteria such as committee composition, committee, processes, committee dynamics, degree of fulfillment of key responsibilities, effectiveness of meetings etc. The Board was of the unanimous view that all the committees were performing their functions satisfactorily.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the financial year ended 31st March, 2020.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Appointment of Independent Director:

On recommendation of Nomination and Remuneration Committee, the board appointed Sri. Akkalnaicker Veluchamy (DIN: 08499764) as an Additional Director (Independent) with effect from 14th August, 2019 with an intention to appoint him as the Independent Director. The Company received a notice in writing from a member under Section 160(1) signifying his intention to propose the candidature of Sri. Akkalnaicker Veluchamy (DIN: 08499764) for the office of Independent Director and had obtained the approval of the members at the Annual General Meeting held on 26th September, 2019.

The Company has also received declaration from the said Director that he fulfills the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 as well as Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory re-enactment thereof for the time being in force).

Re-appointment of Independent Directors:

Sri. Deepak Padamshi Malani (DIN: 02400928), Sri. Vasthupal Rajnikant Mehta (DIN: 02368358) and Sri. Meenakshi Sundaram Rajkumar (DIN: 06935422) were re-appointed as Independent Directors of the Company pursuant to Section 149 of the Companies Act, 2013 to hold office for the second term of five consecutive years commencing from 11th September, 2019 upto 10th September, 2024 and not liable to retire by rotation.

The Company had received declaration from all these Directors that they continue to fulfill the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 as well as Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory re-enactment thereof for the time being in force).



Cessation of Independent Director:

Sri. Deepak Padamshi Malani (DIN: 02400928), Independent Director of the Company resigned with effect from 13th November, 2019 due to health issue. The Board places on record its appreciation for the invaluable contributions made by him during his tenure as Independent Director of the Company.

Other than the above, there were no change in the Board of Directors or Key Managerial Personnel of the Company.

Key Managerial Personnel

Key Managerial Personnel of the Company as required pursuant to Section 2(51) and 203 of the Companies Act, 2013 are Mrs. Bosco Giulia and Mr. Narayanasamy Balu, Whole-time Directors, Mr. Ramesh Shenoy Kalyanpur, Whole-time Director cum Chief Financial Officer and Mrs. Priyadarshini. V, Company Secretary.

Director liable to retirement by rotation:

Pursuant to the provisions of section 152 of the Companies Act, 2013, Mr. Ramesh Shenoy Kalyanpur (holding DIN: 06392237) is due to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The members are requested to consider his re-appointment.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

FIXED DEPOSITS

The Company has not accepted any deposit within the meaning of Chapter V of the Companies Act, 2013 and the Rules framed there under and there are no outstanding fixed deposit from the public as on 31st March 2020.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE

There is no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and company's operation in future.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place an adequate system of internal controls. It has documented policies and procedures covering all financial and operating functions and processes. These have been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls for ensuring reliability of financial reporting, monitoring of operations, protecting assets from unauthorized use or losses and compliance with regulations.



INTERNAL FINANCIAL CONTROL

The company has a proper and adequate Internal Financial Control System, to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and transactions are authorized, recorded and reported correctly.

Internal Financial Controls is exercised through documented policies, guidelines and procedures. It is supplemented by an extensive program of internal audit conducted by an external internal auditor appointed by the Board. The audit observation and corrective action, if any, taken thereon are periodically reviewed by the Audit Committee to ensure the effectiveness of the Internal Financial Control System.

PARTICULARS OF EMPLOYEES AND REMUNERATION

The requisite details relating to ratio of remuneration, percentage increase in remuneration etc. as stipulated under Section 197(12) and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed as **Annexure – 7** to this Report.

The disclosure referred to the Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 does not apply to the Company as there were no employees who are in receipt of remuneration in the aggregate at the rate of not less than ₹ 1,02,00,000/- if employed throughout the year or ₹ 8,50,000/- per month if employed for part of the year

AUDIT COMMITTEE

Audit Committee of the Company meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The details of the composition of the Audit Committee as required under the provisions of Section 177(8) of the Companies Act, 2013 are given in the Corporate Governance Report which forms part of this annual report. During the year under review, the Board has accepted all the recommendations of the Audit Committee.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has in place a policy against Sexual Harassment at work place in line with requirements of the Sexual Harassment Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee has been setup to redress complaints



received regularly. There was no complaint received from any employee during the financial year 2019-20, not any complaint remains outstanding for redressal as on 31st March 2020.

MANAGEMENT DISCUSSION AND ANALYSIS AND CORPORATE GOVERNANCE

The Management Discussion and Analysis Report and the Report on Corporate Governance, as required under regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of the Annual Report.

LISTING OF SHARES

Equity shares of the Company was continued to be listed on National Stock Exchange of India Limited (NSE).

ACKNOWLEDGEMENTS:

The Board of Directors express their appreciation for the contribution made by the employees, customers and bankers for the support extended by them during the year under review.

Place : Coimbatore

Date : 14.08.2020

For and on behalf of the Board

Meenakshi Sundaram Rajkumar

Chairman

(DIN : 06935422)



FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31.03.2020

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

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L17111TZ1994PLC004929
ii)	Registration Date	17/03/1994
iii)	Name of the Company	LAMBODHARA TEXTILES LIMITED
iv)	Category / Sub-Category of the Company	Company Limited by Shares / Indian Non-Government Company
v)	Address of the Registered office and contact details	3A, B- Block, Pioneer Apartment 1075 –B, Avinashi Road Coimbatore- 641018 Ph.No.:0422-2249038 Fax No.:0422-2249038 Email Id: info@lambodharatextiles.com Website: www.lambodharatextiles.com
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	SKDC CONSULTANTS LIMITED Kanapathy Towers 3rd Floor, 1391/A1, Sathy Road Ganapathy Coimbatore-641006 Phone No.: 0422-4958995, 2539835, 2539836 Fax: 0422-2539837 E-mail: info@skdc-consultants.com Web: www.skdc-consultants.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Synthetic Yarn	13114	97.34%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES [No. of Companies for which information is being filled]

S. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
Nil					



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-04-2019]				No. of Shares held at the end of the year [As on 31-03-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	3318284	-	3318284	34.64%	3318284	-	3318284	34.64%	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	3420600	-	3420600	35.71 %	3420600	-	3420600	35.71 %	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub- Total (A)(1)	6738884	-	6738884	70.36%	6738884	-	6738884	70.36%	-
(2) Foreign									
a) NRIs- Individuals	-	-	-	-	-	-	-	-	-
b) Others- Individual	-	-	-	-	-	-	-	-	-
c) Bodies corporate	-	-	-	-	-	-	-	-	-
d) Banks/ FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
Sub- Total (A)(2)	-	-	-	-	-	-	-	-	-
Total shareholding of promoter (A) = (A)(1)+(A)(2)	6738884	-	6738884	70.36%	6738884	-	6738884	70.36%	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds/ UTI	-	-	-	-	-	-	-	-	-
b) Venture Capital Funds	-	-	-	-	-	-	-	-	-
c) Alternate Investment Funds	-	-	-	-	-	-	-	-	-
d) Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
e) Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-
f) Financial Institutions / Banks	10	-	10	-	2	-	2	-	-
g) Insurance Companies	-	-	-	-	-	-	-	-	-
h) Provident Funds / Pension funds	-	-	-	-	-	-	-	-	-
i) Any Other (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	10	-	10	-	2	-	2	-	-



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) Contd

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-04-2019]				No. of Shares held at the end of the year [As on 31-03-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp									
i) Indian	132517	3800	136317	1.423%	32846	3800	36646	0.383%	-1.040%
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	1952507	178200	2130707	22.247%	2022622	155200	2177822	22.738%	0.491
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	193006	-	193006	2.015%	227257	-	227257	2.373%	0.358
c) Others (specify)									
Trusts	10002	-	10002	0.104%	10102	-	10102	0.105%	0.001%
Non resident indians	95847	-	95847	1.001%	131957	-	131957	1.378%	0.377%
Clearing members	55238	-	55238	0.577%	33128	-	33128	0.346%	-0.231%
Hindu undivided families	115691	-	115691	1.208%	119504	-	119504	1.248%	0.040%
Inv.Education and Protection Fund Auth.	101898	-	101898	1.064%	101898	-	101898	1.064%	-
Sub-total (B)(2):-	2656706	182000	2838706	29.639%	2679714	159000	2838714	29.639%	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2656716	182000	2838716	29.639	2679716	159000	2838716	29.639%	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	9395600	182000	9577600	100.000	9418600	159000	9577600	100.000	-



ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year [01.04.2019]			Shareholding at the end of the year [31.03.2020]			% change in share-holding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	R Santosh	2782506	29.05	100.00	-	-	-	-29.05
2	Giulia Bosco	535778	5.60	-	3318284	34.65	83.85	29.05
3	Strike Right Integrated Services Limited	3420600	35.71	5.85	3420600	35.71	5.85	-
TOTAL		6738884	70.36	44.258	6738884	70.36	44.258	-

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

S. No.	Shareholder's Name	Shareholding at the beginning of the year [01.04.2019]		Cumulative Shareholding during the year [31.03.2020]	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	GIULIA BOSCO				
	At the beginning of the year	535778	5.59	-	-
	Transfer of shares as on 30.09.2019	450000	4.70	985778	10.29
	Transfer of shares as on 11.10.2019	(450000)	(4.70)	535778	5.59
	Transfer of shares as on 11.10.2019	450000	4.70	985778	10.29
	Transfer of shares as on 17.12.2019	674000	7.04	1659778	17.33
	Transfer of shares as on 31.01.2020	(535778)	(5.59)	1124000	11.74
	Transfer of shares as on 31.01.2020	535778	5.59	1659778	17.33
	Transfer of shares as on 17.02.2020	1658506	17.32	3318284	34.65
	At the end of the year	-	-	3318284	34.65
2	R SANTOSH				
	At the beginning of the year	2782506	29.05	-	-
	Transfer of shares as on 30.09.2019	(450000)	(4.70)	2332506	24.35
	Transfer of shares as on 17.12.2019	(674000)	(7.04)	1658506	17.32
	Transfer of shares as on 31.01.2020	(276506)	(2.89)	1382000	14.43
	Transfer of shares as on 17.02.2020	(1382000)	(14.43)	-	-
	At the end of the year	-	-	-	-
3	STRIKE RIGHT INTEGRATED SERVICES LIMITED				
	At the beginning of the year	3420600	35.71	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	-	-	3420600	35.71



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

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year [01.04.2019]		Cumulative shareholding during the year [31.03.2020]	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	AJAY RAJARAM LONDHE				
	At the beginning of the year	64233	0.67	-	-
	Market Sale 05.04.2019	(10000)	(0.10)	54233	0.56
	Market Purchase 12.04.2019	6638	0.07	60871	0.63
	Market Purchase 19.04.2019	3200	0.04	64071	0.67
	Market Purchase 03.05.2019	600	0.00	64671	0.67
	Market Purchase 31.05.2019	446	0.01	65117	0.68
	Market Purchase 21.06.2019	1822	0.01	66939	0.69
	Market Purchase 13.09.2019	2800	0.03	69739	0.72
	Market Purchase 20.09.2019	100	0.00	69839	0.72
	Market Sale 18.10.2019	(2000)	(0.02)	67839	0.70
	Market Sale 21.02.2020	(1000)	(0.01)	66839	0.69
	At the end of the year	-	-	66839	0.69
2	ROY AMALRAJ				
	At the beginning of the year	30000	0.31		
	Market Sale 05.04.2019	(30000)	(0.31)	-	-
	Market Purchase 12.04.2019	5786	0.06	5786	0.06
	Market Purchase 19.04.2019	9108	0.10	14894	0.16
	Market Purchase 26.04.2019	5106	0.05	20000	0.21
	Market Purchase 03.05.2019	12181	0.13	32181	0.34
	Market Sale 10.05.2019	(295)	(0.01)	31886	0.33
	Market Purchase 17.05.2019	8364	0.09	40250	0.42
	Market Sale 31.05.2019	(10250)	(0.11)	30000	0.31
	Market Purchase 07.06.2019	1431	0.02	31431	0.33
	Market Purchase 14.06.2019	8569	0.09	40000	0.42
	Market Purchase 21.06.2019	500	0.00	40500	0.42
	Market Purchase 23.08.2019	4145	0.05	44645	0.47
	Market Purchase 30.08.2019	355	0.00	45000	0.47
	Market Purchase 08.11.2019	2000	0.02	47000	0.49
	Market Purchase 06.12.2019	3000	0.03	50000	0.52
	Market Sale 24.01.2020	(2000)	(0.02)	48000	0.50
	Market Purchase 31.01.2020	1325	0.02	49325	0.52
	Market Sale 07.02.2020	(478)	(0.01)	48847	0.51
	Market Purchase 14.02.2020	1066	0.01	49913	0.52
	Market Purchase 21.02.2020	87	0.00	50000	0.52
	Market Purchase 06.03.2020	2592	0.03	52592	0.55



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

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year [01.04.2019]		Cumulative shareholding during the year [31.03.2020]	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	Market Purchase 13.03.2020	2308	0.02	54900	0.57
	Market Purchase 20.03.2020	1100	0.02	56000	0.59
	At the end of the year	-	-	56000	0.59
3	SUNILKUMAR RAMJIBHAI CHOVIATIA				
	At the beginning of the year	27401	0.29	-	-
	Market Purchase 17.01.2020	6000	0.06	33401	0.35
	At the end of the year	-	-	33401	0.35
4	AANME MATHEW				
	At the beginning of the year	32563	0.34	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	-	-	32563	0.34
5	PARAG SHAMJI VED				
	At the Beginning of the year	15248	0.16	-	-
	Market Purchase 12.07.2019	1025	0.01	16273	0.17
	Market Purchase 26.07.2019	1773	0.02	18046	0.19
	Market Purchase 02.08.2019	416	0.00	18462	0.19
	Market Purchase 23.08.2019	337	0.00	18799	0.19
	Market Purchase 30.08.2019	875	0.01	19674	0.20
	Market Purchase 06.09.2019	2585	0.03	22259	0.23
	Market Purchase 04.10.2019	600	0.01	22859	0.24
	Market Purchase 01.11.2019	2000	0.02	24859	0.26
	Market Purchase 13.12.2019	500	-	25359	0.26
	Market Purchase 13.03.2020	507	0.01	25866	0.27
	Market Purchase 27.03.2020	1458	0.01	27324	0.28
	At the end of the year	-	-	27324	0.28
6	BHRUGUMALLA SIVASURYA KALYANCHAKRA-VARTHY***				
	At the beginning of the year	-	-	-	-
	Market Purchase 21.02.2020	13112	0.14	13112	0.14
	Market Purchase 28.02.2020	2440	0.02	15552	0.16
	Market Purchase 06.03.2020	3071	0.03	18623	0.19
	Market Purchase 20.03.2020	970	0.01	19593	0.20
	Market Purchase 27.03.2020	3938	0.04	23531	0.24
	At the end of the year	-	-	23531	0.24
7	DAMODHARAN SESHADRI				
	At the beginning of the year	21000	0.22	-	-
	At the end of the year	-	-	21000	0.22



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

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year [01.04.2019]		Cumulative shareholding during the year [31.03.2020]	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
8	JAGANNATH D DEVADIGA				
	At the beginning of the year	19941	0.21	-	-
	At the end of the year	-	-	19941	0.21
9	SHAREKHAN LIMITED				
	At the beginning of the year	21596	0.23	-	-
	Market Purchase 05.04.2019	100	0.00	21696	0.23
	Market Sale 05.04.2019	(476)	(0.01)	21220	0.22
	Market Purchase 05.04.2019	8498	0.09	29718	0.31
	Market Sale 12.04.2019	(100)	(0.00)	29618	0.31
	Market Sale 12.04.2019	(823)	(0.01)	28795	0.30
	Market Sale 12.04.2019	(8520)	(0.09)	20275	0.21
	Market Purchase 19.04.2019	2000	0.02	22275	0.23
	Market Sale 19.04.2019	(275)	(0.00)	22000	0.23
	Market Sale 19.04.2019	(1547)	(0.02)	20453	0.21
	Market Sale 26.04.2019	(1825)	(0.02)	18628	0.19
	Market Purchase 26.04.2019	3299	0.04	21927	0.23
	Market Purchase 26.04.2019	1578	0.02	23505	0.25
	Market Sale 03.05.2019	(5000)	(0.06)	18505	0.19
	Market Sale 03.05.2019	(2400)	(0.02)	16105	0.17
	Market Sale 03.05.2019	(1680)	(0.02)	14425	0.15
	Market Sale 10.05.2019	(1060)	(0.01)	13365	0.14
	Market Sale 10.05.2019	(546)	(0.01)	12819	0.13
	Market Purchase 10.05.2019	1065	0.01	13884	0.14
	Market Sale 17.05.2019	(7000)	(0.07)	6884	0.07
	Market Sale 17.05.2019	(309)	(0.00)	6575	0.07
	Market Sale 17.05.2019	(565)	(0.01)	6010	0.06
	Market Sale 24.05.2019	(2335)	(0.02)	3675	0.04
	Market Sale 24.05.2019	(45)	(0.00)	3630	0.04
	Market Purchase 24.05.2019	471	0.00	4101	0.04
	Market Purchase 31.05.2019	1493	0.02	5594	0.06
Market Purchase 07.06.2019	100	0.00	5694	0.06	
Market Sale 07.06.2019	(1394)	(0.02)	4300	0.04	
Market Purchase 14.06.2019	100	0.01	4400	0.05	
Market Purchase 14.06.2019	1953	0.02	6353	0.07	

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

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year [01.04.2019]		Cumulative shareholding during the year [31.03.2020]	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	Market Purchase 21.06.2019	500	0.00	6853	0.07
	Market Purchase 21.06.2019	2270	0.03	9123	0.10
	Market Sale 21.06.2019	(2580)	(0.03)	6543	0.07
	Market Purchase 28.06.2019	50	0.00	6593	0.07
	Market Purchase 28.06.2019	754	0.01	7347	0.08
	Market Sale 28.06.2019	(244)	(0.01)	7103	0.07
	Market Sale 05.07.2019	(2812)	(0.03)	4291	0.04
	Market Purchase 05.07.2019	162	0.01	4453	0.05
	Market Purchase 12.07.2019	500	0.00	4953	0.05
	Market Sale 12.07.2019	(228)	(0.00)	4725	0.05
	Market Sale 12.07.2019	(311)	(0.00)	4414	0.05
	Market Sale 19.07.2019	(126)	(0.01)	4288	0.04
	Market Purchase 19.07.2019	150	0.01	4438	0.05
	Market Purchase 26.07.2019	35	0.00	4473	0.05
	Market Purchase 26.07.2019	100	0.00	4573	0.05
	Market Sale 26.07.2019	(200)	(0.00)	4373	0.05
	Market Sale 02.08.2019	(495)	(0.01)	3878	0.04
	Market Purchase 02.08.2019	107	0.00	3985	0.04
	Market Purchase 02.08.2019	1001	0.01	4986	0.05
	Market Sale 23.08.2019	(500)	(0.00)	4486	0.05
	Market Sale 23.08.2019	(565)	(0.01)	3921	0.04
	Market Sale 23.08.2019	(351)	(0.00)	3570	0.04
	Market Sale 30.08.2019	(5)	(0.00)	3565	0.04
	Market Purchase 30.08.2019	4	0.00	3569	0.04
	Market Sale 30.08.2019	(329)	(0.01)	3240	0.03
	Market Sale 06.09.2019	(4)	(0.00)	3236	0.03
	Market Sale 06.09.2019	(301)	(0.00)	2935	0.03
	Market Purchase 13.09.2019	1609	0.02	4544	0.05
	Market Sale 13.09.2019	(20)	(0.00)	4524	0.05
	Market Purchase 20.09.2019	5	0.00	4529	0.05
	Market Sale 20.09.2019	(460)	(0.01)	4069	0.04
	Market Purchase 20.09.2019	1320	0.02	5389	0.06
	Market Purchase 27.09.2019	75	0.00	5464	0.06
	Market Sale 27.09.2019	(264)	(0.01)	5200	0.05
	Market Sale 27.09.2019	(684)	(0.00)	4516	0.05
	Market Sale 30.09.2019	(2973)	(0.03)	1543	0.02
	Market Sale 30.09.2019	(176)	(0.01)	1367	0.01
	Market Purchase 30.09.2019	20	0.00	1387	0.01

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

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year [01.04.2019]		Cumulative shareholding during the year [31.03.2020]	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	Market Purchase 30.09.2019	2995	0.04	4382	0.05
	Market Sale 04.10.2019	(731)	(0.01)	3651	0.04
	Market Purchase 04.10.2019	849	0.01	4500	0.05
	Market Purchase 04.10.2019	60	0.00	4560	0.05
	Market Purchase 04.10.2019	851	0.01	5411	0.06
	Market Sale 11.10.2019	(1505)	(0.02)	3906	0.04
	Market Purchase 11.10.2019	57	0.00	3963	0.04
	Market Purchase 11.10.2019	444	0.01	4407	0.05
	Market Purchase 18.10.2019	167	0.00	4574	0.05
	Market Sale 18.10.2019	(117)	(0.00)	4457	0.05
	Market Sale 18.10.2019	(600)	(0.01)	3857	0.04
	Market Purchase 25.10.2019	16	0.00	3873	0.04
	Market Sale 25.10.2019	(500)	(0.00)	3373	0.04
	Market Purchase 01.11.2019	200	0.00	3573	0.04
	Market Purchase 01.11.2019	416	0.00	3989	0.04
	Market Sale 01.11.2019	(75)	(0.00)	3914	0.04
	Market Purchase 08.11.2019	2275	0.02	6189	0.06
	Market Sale 08.11.2019	(416)	(0.00)	5773	0.06
	Market Purchase 08.11.2019	145	0.00	5918	0.06
	Market Sale 15.11.2019	(2373)	(0.02)	3545	0.04
	Market Purchase 15.11.2019	3001	0.03	6546	0.07
	Market Purchase 15.11.2019	502	0.00	7048	0.07
	Market Purchase 22.11.2019	446	0.01	7494	0.08
	Market Sale 22.11.2019	(2468)	(0.03)	5026	0.05
	Market Purchase 22.11.2019	3001	0.03	8027	0.08
	Market Sale 29.11.2019	(731)	(0.00)	7296	0.08
	Market Purchase 29.11.2019	2098	0.02	9394	0.10
	Market Purchase 29.11.2019	533	0.00	9927	0.10
	Market Purchase 06.12.2019	3597	0.04	13524	0.14
	Market Sale 06.12.2019	(1204)	(0.01)	12320	0.13
	Market Sale 06.12.2019	(766)	(0.01)	11554	0.12
	Market Sale 13.12.2019	(3015)	(0.03)	8539	0.09
	Market Purchase 13.12.2019	2226	0.02	10765	0.11
	Market Purchase 13.12.2019	927	0.01	11692	0.12
	Market Sale 20.12.2019	(576)	(0.00)	11116	0.12
	Market Sale 20.12.2019	(1598)	(0.02)	9518	0.10
	Market Purchase 20.12.2019	604	0.01	10122	0.11
	Market Purchase 27.12.2019	355	0.00	10477	0.11

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

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year [01.04.2019]		Cumulative shareholding during the year [31.03.2020]	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	Market Sale 27.12.2019	(1761)	(0.02)	8716	0.09
	Market Purchase 27.12.2019	1500	0.02	10216	0.11
	Market Purchase 31.12.2019	1333	0.01	11549	0.12
	Market Sale 31.12.2019	(294)	(0.00)	11255	0.12
	Market Purchase 31.12.2019	8400	0.09	19655	0.21
	Market Purchase 03.01.2020	3083	0.03	22738	0.24
	Market Sale 03.01.2020	(3659)	(0.04)	19079	0.20
	Market Sale 10.01.2020	(3754)	(0.04)	15325	0.16
	Market Purchase 10.01.2020	6163	0.06	21488	0.22
	Market Sale 10.01.2020	(383)	(0.00)	21105	0.22
	Market Purchase 17.01.2020	1589	0.02	22694	0.24
	Market Sale 17.01.2020	(5437)	(0.06)	17257	0.18
	Market Purchase 17.01.2020	4655	0.05	21912	0.23
	Market Sale 24.01.2020	(1034)	(0.01)	20878	0.22
	Market Purchase 24.01.2020	74	0.00	20952	0.22
	Market Sale 24.01.2020	(533)	(0.01)	20419	0.21
	Market Purchase 31.01.2020	918	0.01	21337	0.22
	Market Purchase 31.01.2020	511	0.01	21848	0.23
	Market Sale 31.01.2020	(595)	(0.01)	21253	0.22
	Market Sale 07.02.2020	(2396)	(0.02)	18857	0.20
	Market Purchase 07.02.2020	2345	0.02	21202	0.22
	Market Purchase 07.02.2020	1211	0.01	22413	0.23
	Market Purchase 14.02.2020	640	0.01	23053	0.24
	Market Sale 14.02.2020	(2541)	(0.03)	20512	0.21
	Market Sale 14.02.2020	(591)	(0.00)	19921	0.21
	Market Sale 21.02.2020	(316)	(0.01)	19605	0.20
	Market Sale 21.02.2020	(16)	(0.00)	19589	0.20
	Market Purchase 21.02.2020	967	0.01	20556	0.21
	Market Purchase 28.02.2020	883	0.01	21439	0.22
	Market Sale 28.02.2020	(809)	(0.00)	20630	0.22
	Market Sale 28.02.2020	(79)	(0.01)	20551	0.21
	Market Sale 06.03.2020	(541)	(0.00)	20010	0.21
	Market Purchase 06.03.2020	4445	0.05	24455	0.26
	Market Sale 06.03.2020	(10500)	(0.09)	13955	0.15
	Market Purchase 13.03.2020	292	0.00	14247	0.15
	Market Sale 13.03.2020	(4415)	(0.05)	9832	0.10
	Market Sale 13.03.2020	(1382)	(0.01)	8450	0.09
	Market Purchase 20.03.2020	543	0.00	8993	0.09



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

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year [01.04.2019]		Cumulative shareholding during the year [31.03.2020]	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	Market Purchase 20.03.2020	53	0.00	9046	0.09
	Market Purchase 20.03.2020	10750	0.12	19796	0.21
	Market Sale 27.03.2020	(1491)	(0.02)	18305	0.19
	Market Purchase 27.03.2020	1461	0.02	19766	0.21
	Market Sale 27.03.2020	(1031)	(0.01)	18735	0.20
	Market Sale 31.03.2020	(100)	(0.01)	18635	0.19
	Market Sale 31.03.2020	(1158)	(0.01)	17477	0.18
	At the end of the year	-	-	17477	0.18
10	SANJAY JAIN				
	At the beginning of the year	17001	0.21	-	-
	Increase / Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	-	-	17001	0.21
	At the end of the year	-	-	3524	0.03
11	GLOBE CAPITAL MARKET LTD ##				
	At the beginning of the year	4843	0.05	-	-
	Market Purchase 05.04.2019	1600	0.02	6443	0.07
	Market Sale 05.04.2019	(758)	(0.01)	5685	0.06
	Market Sale 12.04.2019	(1600)	(0.02)	4085	0.04
	Market Purchase 12.04.2019	3424	0.04	7509	0.08
	Market Purchase 12.04.2019	500	0.01	8009	0.08
	Market Purchase 19.04.2019	1800	0.02	9809	0.10
	Market Sale 19.04.2019	(462)	(0.00)	9347	0.10
	Market Purchase 26.04.2019	1000	0.01	10347	0.11
	Market Purchase 26.04.2019	664	0.01	11011	0.11
	Market Sale 03.05.2019	(150)	(0.00)	18183	0.19
	Market Purchase 03.05.2019	225	0.00	18408	0.19
	Market Sale 26.04.2019	(38)	(0.00)	10973	0.11
	Market Sale 03.05.2019	(1000)	(0.01)	9973	0.10
	Market Purchase 03.05.2019	550	0.01	10523	0.11
	Market Purchase 03.05.2019	1000	0.01	11523	0.12
	Market Purchase 10.05.2019	1000	0.01	12523	0.13
	Market Sale 10.05.2019	(1000)	(0.01)	11523	0.12
	Market Purchase 17.05.2019	500	0.01	12023	0.13
	Market Purchase 24.05.2019	314	0.00	12337	0.13
	Market Purchase 24.05.2019	2250	0.02	14587	0.15
	Market Purchase 24.05.2019	500	0.01	15087	0.16
	Market Purchase 31.05.2019	94	0.00	15181	0.16
	Market Sale 31.05.2019	(2538)	(0.03)	12643	0.13

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

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year [01.04.2019]		Cumulative shareholding during the year [31.03.2020]	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	Market Purchase 07.06.2019	1592	0.02	14235	0.15
	Market Sale 07.06.2019	(2478)	(0.03)	11757	0.12
	Market Sale 14.06.2019	(2000)	(0.02)	9757	0.10
	Market Purchase 14.06.2019	1250	0.01	11007	0.11
	Market Purchase 14.06.2019	1571	0.02	12578	0.13
	Market Sale 21.06.2019	(350)	(0.00)	12228	0.13
	Market Purchase 21.06.2019	50	0.00	12278	0.13
	Market Sale 21.06.2019	(82)	(0.00)	12196	0.13
	Market Purchase 28.06.2019	100	0.00	12296	0.13
	Market Purchase 28.06.2019	750	0.01	13046	0.14
	Market Sale 28.06.2019	(50)	(0.00)	12996	0.14
	Market Purchase 05.07.2019	900	0.01	13896	0.15
	Market Sale 05.07.2019	(1763)	(0.02)	12133	0.13
	Market Purchase 05.07.2019	1011	0.01	13144	0.14
	Market Sale 12.07.2019	(1000)	(0.01)	12144	0.13
	Market Purchase 12.07.2019	1640	0.02	13784	0.14
	Market Sale 19.07.2019	(49)	(0.00)	13735	0.14
	Market Purchase 26.07.2019	1000	0.01	14735	0.15
	Market Sale 26.07.2019	(2000)	(0.02)	12735	0.13
	Market Purchase 26.07.2019	6984	0.07	19719	0.21
	Market Sale 26.07.2019	(6984)	(0.07)	12735	0.13
	Market Sale 02.08.2019	(1000)	(0.01)	11735	0.12
	Market Purchase 02.08.2019	126	0.00	11861	0.12
	Market Purchase 23.08.2019	200	0.00	12061	0.13
	Market Purchase 23.08.2019	49	0.00	12110	0.13
	Market Purchase 30.08.2019	10	0.00	12120	0.13
	Market Sale 30.08.2019	(3000)	0.03	9120	0.10
	Market Purchase 06.09.2019	200	0.00	9320	0.10
	Market Sale 13.09.2019	(400)	(0.00)	8920	0.09
	Market Purchase 20.09.2019	300	0.00	9220	0.10
	Market Sale 20.09.2019	(500)	0.01	8720	0.09
	Market Sale 27.09.2019	(300)	(0.00)	8420	0.09
	Market Sale 27.09.2019	(2)	(0.00)	8418	0.09
	Market Sale 30.09.2019	(4385)	(0.05)	4033	0.04
	Market Purchase 30.09.2019	3260	0.03	7293	0.08
	Market Purchase 11.10.2019	1000	0.01	8293	0.09
	Market Sale 18.10.2019	(1000)	(0.01)	7293	0.08
	Market Purchase 18.10.2019	1000	0.01	8293	0.09



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

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year [01.04.2019]		Cumulative shareholding during the year [31.03.2020]	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	Market Sale 25.10.2019	(1000)	(0.01)	7293	0.08
	Market Purchase 01.11.2019	1000	0.01	8293	0.09
	Market Sale 08.11.2019	(1000)	(0.01)	7293	0.08
	Market Sale 08.11.2019	(331)	(0.00)	6962	0.07
	Market Purchase 08.11.2019	500	0.01	7462	0.08
	Market Purchase 15.11.2019	100	0.00	7562	0.08
	Market Sale 15.11.2019	(800)	(0.01)	6762	0.07
	Market Sale 15.11.2019	(500)	(0.01)	6262	0.07
	Market Sale 22.11.2019	(100)	(0.00)	6162	0.06
	Market Sale 22.11.2019	(279)	(0.00)	5883	0.06
	Market Purchase 22.11.2019	1000	0.01	6883	0.07
	Market Purchase 29.11.2019	1000	0.01	7883	0.08
	Market Purchase 06.12.2019	160	0.00	8043	0.08
	Market Sale 06.12.2019	(1000)	(0.01)	7043	0.07
	Market Purchase 13.12.2019	1840	0.02	8883	0.09
	Market Sale 13.12.2019	(1000)	(0.01)	7883	0.08
	Market Sale 20.12.2019	(2000)	(0.02)	5883	0.06
	Market Sale 20.12.2019	(500)	(0.01)	5383	0.06
	Market Purchase 20.12.2019	2000	0.02	7383	0.08
	Market Sale 27.12.2019	(2000)	(0.02)	5383	0.06
	Market Purchase 03.01.2020	235	0.00	5618	0.06
	Market Sale 03.01.2020	(235)	0.00	5383	0.06
	Market Sale 10.01.2020	(185)	0.00	5198	0.05
	Market Sale 17.01.2020	(50)	0.00	5148	0.05
	Market Purchase 17.01.2020	1000	0.01	6148	0.06
	Market Purchase 24.01.2020	1000	0.01	7148	0.07
	Market Sale 24.01.2020	(1000)	(0.01)	6148	0.06
	Market Sale 31.01.2020	(1000)	(0.01)	5148	0.05
	Market Purchase 07.02.2020	1750	0.02	6898	0.07
	Market Sale 14.02.2020	(750)	(0.01)	6148	0.06
	Market Purchase 21.02.2020	1000	0.01	7148	0.07
	Market Sale 21.02.2020	(1000)	(0.01)	6148	0.06
	Market Purchase 28.02.2020	1000	0.01	7148	0.07



iv) Shareholding Pattern of top ten Shareholders: (other than Directors, Promoters and Holders of GDRs and ADRs):					
S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year [01.04.2019]		Cumulative shareholding during the year [31.03.2020]	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	Market Sale 06.03.2020	(2000)	(0.02)	5148	0.05
	Market Purchase 06.03.2020	2090	0.02	7238	0.08
	Market Sale 13.03.2020	(1990)	(0.02)	5248	0.05
	Market Purchase 20.03.2020	901	0.01	6149	0.06
	Market Sale 27.03.2020	(1001)	(0.01)	5148	0.05
	At the end of the year	-	-	5148	0.05
12	NARESHKUMAR SARAF ##				
	At the beginning of the year	45210	0.47	45210	0.47
	Market Sale 05.04.2019	(3000)	(0.03)	42210	0.44
	Market Sale 10.05.2019	(3259)	(0.03)	38951	0.41
	Market Sale 31.05.2019	(6297)	(0.07)	32654	0.34
	Market Sale 27.09.2019	(2053)	(0.02)	30601	0.32
	Market Sale 30.09.2019	(469)	(0.01)	30132	0.31
	Market Sale 04.10.2019	(8529)	(0.09)	21603	0.22
	Market Sale 08.11.2019	(1204)	(0.01)	20399	0.21
	Market Sale 15.11.2019	(1429)	(0.02)	18970	0.19
	Market Sale 22.11.2019	(1000)	(0.01)	17970	0.18
	Market Sale 29.11.2019	(4706)	(0.04)	13264	0.14
	Market Sale 06.12.2019	(4421)	(0.05)	8843	0.09
	Market Sale 10.01.2020	(2319)	(0.02)	6524	0.07
	Market Sale 17.01.2020	(2000)	(0.03)	4524	0.04
	Market Sale 24.01.2020	(1000)	(0.01)	3524	0.03
	At the end of the year	-	-	3524	0.03
13	NRL FINANCIAL SERVICES PRIVATE LIMITED##				
	At the beginning of the year	6000	0.06	-	-
	Market Sale 26.04.2019	(4000)	(0.04)	2000	0.02
	At the end of the year	-	-	2000	0.02
14	KARVY STOCK BROKING LTD ##				
	At the beginning of the year	18814	0.20	-	-
	Market Sale 05.04.2019	(408)	(0.01)	18406	0.19
	Market Sale 05.04.2019	(79)	(0.00)	18327	0.19
	Market Purchase 12.04.2019	2071	0.02	20398	0.21
	Market Sale 12.04.2019	(100)	(0.00)	20298	0.21
	Market Purchase 12.04.2019	3169	0.04	23467	0.25
	Market Sale 19.04.2019	(1378)	(0.02)	22089	0.23
	Market Sale 19.04.2019	(2970)	(0.03)	19119	0.20
	Market Purchase 26.04.2019	559	0.01	19678	0.21
	Market Sale 26.04.2019	(1345)	(0.02)	18333	0.19

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

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year [01.04.2019]		Cumulative shareholding during the year [31.03.2020]	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	Market Sale 03.05.2019	(150)	(0.00)	18183	0.19
	Market Purchase 03.05.2019	225	0.00	18408	0.19
	Market Purchase 10.05.2019	411	0.01	18819	0.20
	Market Sale 10.05.2019	(150)	(0.01)	18669	0.19
	Market Sale 17.05.2019	(1043)	(0.01)	17626	0.18
	Market Sale 17.05.2019	(100)	(0.00)	17526	0.18
	Market Sale 24.05.2019	(158)	(0.00)	17368	0.18
	Market Sale 24.05.2019	(100)	(0.00)	17268	0.18
	Market Purchase 24.05.2019	454	0.01	17722	0.19
	Market Sale 31.05.2019	(712)	(0.01)	17010	0.18
	Market Sale 31.05.2019	(190)	(0.01)	16820	0.18
	Market Purchase 31.05.2019	50	0.00	16870	0.18
	Market Purchase 07.06.2019	70	0.00	16940	0.18
	Market Sale 07.06.2019	(404)	(0.01)	16536	0.17
	Market Purchase 14.06.2019	10	0.00	16546	0.17
	Market Sale 14.06.2019	(100)	(0.00)	16446	0.17
	Market Purchase 21.06.2019	35	0.00	16481	0.17
	Market Sale 28.06.2019	(21)	(0.00)	16460	0.17
	Market Purchase 28.06.2019	100	0.00	16560	0.17
	Market Purchase 28.06.2019	36	0.00	16596	0.17
	Market Sale 05.07.2019	(112)	(0.00)	16484	0.17
	Market Sale 05.07.2019	(36)	(0.00)	16448	0.17
	Market Purchase 12.07.2019	500	0.01	16948	0.18
	Market Sale 19.07.2019	(504)	(0.01)	16444	0.17
	Market Sale 19.07.2019	(100)	(0.00)	16344	0.17
	Market Purchase 19.07.2019	102	0.00	16446	0.17
	Market Purchase 26.07.2019	540	0.01	16986	0.18
	Market Sale 26.07.2019	(102)	(0.00)	16884	0.18
	Market Sale 02.08.2019	(550)	(0.01)	16334	0.17
	Market Sale 23.08.2019	(237)	(0.00)	16097	0.17
	Market Sale 23.08.2019	(550)	(0.01)	15547	0.16
	Market Purchase 23.08.2019	400	0.01	15947	0.17
	Market Purchase 30.08.2019	36	0.00	15983	0.17
	Market Sale 30.08.2019	(4000)	(0.04)	11983	0.13
	Market Purchase 30.08.2019	4000	0.04	15983	0.17
	Market Sale 30.08.2019	(400)	(0.01)	15583	0.16

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

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year [01.04.2019]		Cumulative shareholding during the year [31.03.2020]	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	Market Purchase 06.09.2019	5	0.00	15588	0.16
	Market Sale 13.09.2019	(240)	(0.00)	15348	0.16
	Market Sale 20.09.2019	(5)	(0.00)	15343	0.16
	Market Purchase 27.09.2019	1	0.00	15344	0.16
	Market Sale 30.09.2019	(153)	(0.00)	15191	0.16
	Market Sale 04.10.2019	(300)	(0.00)	14891	0.16
	Market Purchase 04.10.2019	397	0.00	15288	0.16
	Market Sale 11.10.2019	(397)	(0.00)	14891	0.16
	Market Sale 18.10.2019	(10)	(0.00)	14881	0.16
	Market Sale 18.10.2019	(204)	(0.01)	14677	0.15
	Market Purchase 18.10.2019	11	0.00	14688	0.15
	Market Sale 25.10.2019	(11)	(0.00)	14677	0.15
	Market Sale 01.11.2019	(6189)	(0.06)	8488	0.09
	Market Sale 01.11.2019	(3931)	(0.04)	4557	0.05
	Market Purchase 01.11.2019	6	0.00	4563	0.05
	Market Sale 08.11.2019	(1)	(0.00)	4562	0.05
	Market Sale 08.11.2019	(39)	(0.00)	4523	0.05
	Market Purchase 08.11.2019	1344	0.01	5867	0.06
	Market Sale 08.11.2019	(520)	(0.00)	5347	0.06
	Market Sale 15.11.2019	(20)	(0.00)	5327	0.06
	Market Sale 15.11.2019	(1350)	(0.02)	3977	0.04
	Market Sale 22.11.2019	(25)	(0.00)	3952	0.04
	Market Sale 22.11.2019	(3)	(0.00)	3949	0.04
	Market Sale 22.11.2019	(112)	(0.00)	3837	0.04
	Market Sale 29.11.2019	(545)	(0.01)	3292	0.03
	Market Sale 06.12.2019	(6)	(0.00)	3286	0.03
	Market Sale 06.12.2019	(5)	(0.00)	3281	0.03
	Market Sale 10.01.2020	(8)	(0.00)	3273	0.03
	Market Sale 10.01.2020	(400)	(0.00)	2873	0.03
	Market Sale 10.01.2020	(315)	(0.00)	2558	0.03
	Market Sale 17.01.2020	(704)	(0.01)	1854	0.02
	Market Sale 14.02.2020	(354)	(0.00)	1500	0.02
	Market Sale 21.02.2020	(806)	(0.01)	694	0.01
	At the end of the year	-	-	694	0.01



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

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year [01.04.2019]		Cumulative shareholding during the year [31.03.2020]	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
15	LALITKUMAR MANILAL THAKKAR ##				
	At the beginning of the year	15000	0.15	-	-
	Market Sale 05.04.2019	(5000)	(0.05)	10000	0.10
	Market Sale 12.04.2019	(5000)	(0.05)	5000	0.05
	Market Sale 31.05.2019	(5000)	(0.05)	-	-
	At the end of the year	-	-	-	-

*** Not in the list of Top 10 shareholders as on 31.03.2019. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31.03.2020.

Ceased to be in the list of Top 10 shareholders as on 31.03.2020. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 31.03.2019.



v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year [01.04.2019]		Cumulative shareholding during the year [31.03.2020]	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	BOSCO GIULIA (WHOLE-TIME Director) At the beginning of the year	535778	5.59	-	-
	Transfer of shares as on 30.09.2019	450000	4.70	985778	10.29
	Transfer of shares as on 11.10.2019	(450000)	(4.70)	535778	5.59
	Transfer of shares as on 11.10.2019	450000	4.70	985778	10.29
	Transfer of shares as on 20.12.2019	674000	7.04	1659778	17.33
	Transfer of shares as on 31.01.2020	(535778)	(5.59)	1124000	11.74
	Transfer of shares as on 31.01.2020	535778	5.59	1659778	17.33
	Transfer of shares as on 21.02.2020	1658506	17.32	3318284	34.65
	At the end of the year	-	-	3318284	34.65
2.	RAMESH SHENOY KALYANPUR (WHOLE-TIME Director CUM CHIEF FINANCIAL OFFICER)	-	-	-	-
3.	NARAYANASAMY BALU (WHOLE-TIME Director)	-	-	-	-
4.	VASTUPAL RAJNIKANT METHA (INDEPENDENT Director)	-	-	-	-
5.	# DEEPAK PADAMSHI MALANI (INDEPENDENT Director)	-	-	-	-
6.	MEENAKSHI SUNDARAM RAJKUMAR (INDEPENDENT Director)	-	-	-	-
7.	* AKKALNAICKER VELUCHAMY (INDEPENDENT Director)	-	-	-	-
8.	BABA CHANDRASEKHAR RAMAKRISHNAN (NON-EXECUTIVE NON-INDEPENDENT Director) At the beginning of the year	400	0.00	-	-
	Increase/Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	-	-	400	0.00
9.	PRIYADARSHINI VELUCHAMY (COMPANY SECRETARY)	-	-	-	-

Resigned with effect from 13th November, 2019.

* Appointed as Independent Director with effect from 14th August, 2019.



V. INDEBTEDNESS –

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	4311.08	350.00	-	4661.08
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	2.83	2.59	-	5.42
Total (i+ii+iii)	4313.91	352.59	-	4666.50
Change in Indebtedness during the financial year				
* Addition	38757.01	487.04	-	39244.04
* Reduction	(39027.05)	294.04	-	39321.10
Net Change	(270.05)	192.99	-	(77.06)
Indebtedness at the end of the financial year				
i) Principal Amount	4032.42	542.72	-	4575.15
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	11.43	2.85	-	14.29
Total (i+ii+iii)	4043.86	545.58	-	4589.44



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Bosco Giulia Whole-time Director	Ramesh Shenoy Kalyanpur Whole-time Director cum Chief Financial Officer	Narayanasamy Balu Whole-time Director	
1	Gross salary	12,00,000	11,03,000	12,84,000	35,87,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1,67,000	-	-	1,67,000
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	13,67,000	11,03,000	12,84,000	37,54,000
	Ceiling as per the Act	Not exceeding 11% of net profit			



B. Remuneration to Other Directors

S. No.	Particulars of Remuneration	Name of Directors					Total Amount
		# Deepak P Malani	Vasthupal R Mehta	M.S.Rajkumar	Mr. Baba Chandrasekhar Ramakrishnan	* Akkalnaicker Veluchamy	
1.	Independent Directors Fee for attending board committee meetings Commission Others, please specify Total (1)	NOT APPLICABLE					
2.	Other Non-Executive Directors Fee for attending board committee meetings Commission Others, please specify Total (2) Total (B)=(1+2) Total Managerial Remuneration Overall Ceiling as per the Act						

Resigned with effect from 13th November, 2019.

* Appointed as Independent Director with effect from 14th August, 2019.



C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

S. No.	Particulars of Remuneration	Key Managerial Personnel	
		Ms.Priyadarshini Veluchamy Company Secretary	Total
1.	Gross salary	3,25,000	3,25,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(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	-	-
	others, specify...	-	-
5.	Others, please specify	-	-
	Total	3,25,000	3,25,000

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. Directors					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

Place : Coimbatore
Date : 14.08.2020

For and on behalf of the Board
Meenakshi Sundaram Rajkumar
Chairman
(DIN : 06935422)



NOMINATION AND REMUNERATION POLICY

(Approved at the Board Meeting held on 8th February, 2019)

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

DEFINITIONS:

“**Remuneration**” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“**Key Managerial Personnel**” means:

- i) the Chief Executive Officer or the Managing Director or the Manager;
- ii) the Company Secretary;
- iii) the Whole-Time Director;
- iv) the Chief Financial Officer, and
- v) such other officer as may be prescribed.

“**Senior Managerial Personnel**” or “**Senior Management**” means the officers / personnel of the Company who are members of its core management team excluding Board of Directors and comprises of all members of management one level below the Chief Executive Officer / Managing Director / Whole-Time Director / Manager including Chief Executive Officer / Manager, in case they are not part of the Board, and including Company Secretary, Chief Financial Officer and all functional heads.

OBJECTIVE:

- a) to guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) to evaluate the performance of the members of the Board and Provide necessary report to the Board for further evaluation of the Board.
- c) to recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.



ROLE OF THE COMMITTEE:

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and Independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To recommend to the Board, all remuneration, in whatever form, payable to Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

APPOINTMENT AND REMOVAL OF Director, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.



TERM / TENURE

Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

a) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.



POLICY FOR REMUNERATION TO DIRECTORS / KMP / SENIOR MANAGEMENT PERSONNEL

1) Remuneration to Managing Director / Whole-Time Directors:

- (i) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- (ii) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2) Remuneration to Non- Executive / Independent Directors:

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- c) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i) The Services are rendered by such Director in his capacity as the professional; and
 - ii) In the opinion of the Committee, the Director possesses the requisite qualification for the practice of that profession.

3) Remuneration to Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay/ commission/ incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund etc. as decided from time to time.



- c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may delegate any of its powers to one or more of its members.



FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31STMARCH, 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 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members,
LAMBODHARA TEXTILES LIMITED
(CIN: L17111TZ1994PLC004929)
3A, B-Block, Pioneer Apartments,
1075-B, Avinashi Road,
Coimbatore-641018
Tamil Nadu, India

I have conducted the Secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Lambodhara Textiles Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

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

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- iv. The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



- b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client and
- e. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

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

- a. Secretarial Standards with respect to Board Meetings (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI)
- b. The Listing Agreement entered into by the Company with The National Stock Exchange of India Limited.

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

I further report that, during the year under review, there were no actions/ events in pursuance of the following Rules/Regulations requiring compliance thereof by the Company:

- a. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings
- b. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
- c. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
- e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and
- f. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

I further report that based on the information provided by the Company, its officers and authorized representatives; there are no laws specifically applicable to the Company.

I further report that having regard to the compliance system prevailing in the Company and on the review of quarterly compliance reports taken on record by the Board of Directors and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the labour and environmental laws as applicable.



I further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same has been subject to review by statutory financial auditor and other designated professionals.

I further report that

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

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

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

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 all applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no instances of:

- Public / Rights / Preferential issue of shares / debentures / sweat equity
- Redemption / buy-back of securities
- Major decision taken by the members in pursuant to section 180 of the Companies Act, 2013
- Merger / amalgamation / reconstruction etc.
- Foreign technical collaborations

M D SELVARAJ

MDS & Associates

Company Secretaries

Place : Coimbatore

Date : 14.08.2020

FCS No.: 960; C P No.: 411

UDIN:F000960B000578856



To

The Members,
LAMBODHARA TEXTILES LIMITED
(CIN: L17111TZ1994PLC004929)
3A, B-Block, Pioneer Apartments,
1075-B, Avinashi Road,
Coimbatore-641018
Tamil Nadu, India

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

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

M D SELVARAJ

MDS & Associates

Company Secretaries

Place : Coimbatore

Date : 14.08.2020

FCS No.: 960; C P No.: 411

UDIN: F000960B000578856



Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of The Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of The Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis

None

During the reporting period, all Transactions were at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis

i)

a. Name of the related party and nature of relationship	Strike Right Integrated Services Limited. Lambodhara Textiles Limited is an Associate Company for Strike Right Integrated Services Limited, Strike Right Integrated Services Limited is a Promoter Group Company of Lambodhara Textiles Limited. Mrs.Giulia Bosco, Whole-Time Director and Mr.Ramesh Shenoy.K, Whole-Time Director cum Chief Financial Officer are holding Directorship in Strike Right Integrated Services Limited.
b. Nature of contracts/ arrangements transactions.	Purchase of cotton, man made fibre, yarn and sale of man-made fibre and natural fibre
c. Duration of the contracts/ arrangements/ transactions	Five years with effect from 1 st October, 2016
d. Salient terms of the contracts or transactions.	All transactions will be made as per the prevailing market price
e. Date(s) of approval by the Board.	27.05.2016
f. Amount paid as advances, if any.	Nil

Place : Coimbatore
Date : 14.08.2020

For and on behalf of the Board
Meenakshi Sundaram Rajkumar
Chairman
(DIN : 06935422)



ANNEXURE -5

Under Section 134 (3) (m) of the Companies Act, 2013

A. Conservation Of Energy

a) Steps taken or impact on conservation of energy.

1. The Company is continuing with energy saving measures initiated earlier like conservation by judiciously switching off of equipments, lamps not required at the given time.
2. Energy saver lighting

Though every effort is being taken to reduce the cost of production by adopting suitable methods of energy conservation, quantification of such reduction is difficult.

b) Steps taken for utilizing alternate source of energy

1. The Company has installed 2.75 MW of wind energy capacity and during 2019-20 has purchased 2.00 MW Wind Mill and this would meet 60% requirement of normal electrical consumption.
2. The Company has executed Power Purchase Agreement under Group Captive Consumer for supply of an additional 2.00 lakhs units p.a. generated from Wind Mill.

c) Capital investment on energy conservation equipments

We have made a Capital Investment of ₹ 1,435.00 lakhs towards 2.00 MW Wind Mill and ₹ 5.97 lacs towards various energy conservation equipments.

B. Technology Absorption

1. Research & Development

- a) Specific Areas in which R & D work is carried out by the Company:
Improvement in the production process wherever necessary to increase the output of the products with a better quality.
- b) Benefits Derived as a result of above R & D:
Continuous improvement in the production process including increase in line speed in various processors has increased output with better quality in view of the R & D efforts.
- c) Future Plan of Action:
We are in for continuous improvement in manufacturing processors including automation wherever possible to exploit the existing product range to suit the customer needs. Introduce new products in line with updated technology available to suit the customer need.
- d) Expenditure on R & D: Nil.

2. Technology Absorption, Adaption and Innovation

The company has no activity relating to technology absorption.

C. Foreign Exchange Earnings and Outgo: (in '000)

Particulars	2019-20	2018-19
(i) Expenditure on foreign travel	691	209
(ii) Import of raw material, trading goods and stores	406971	450693
(iii) Foreign exchange earned	166283	247109

Place : Coimbatore

Date : 14.08.2020

For and on behalf of the Board

Meenakshi Sundaram Rajkumar

Chairman

(DIN : 06935422)



ANNEXURE TO THE DIRECTORS' REPORT

ANNUAL REPORT ON CSR PURSUANT TO RULES 8 & 9 OF COMPANIES
(CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014

1.	A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or program	Pursuant to section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors have constituted a CSR Committee. The Board also framed a CSR Policy in compliance with the provisions of section 135 of The Companies Act, 2013. The said policy is placed on the web site of the Company at https://www.lambodharatextiles.com The CSR activities of the Company cover certain trust areas such as promoting education.	
2.	The composition of CSR committee	Name	Designation in CSR Committee
		Mrs.Bosco Giulia	Chairman
		Mr. Ramesh Shenoy Kalyanpur	Member
		Mr.M.S.Rajkumar	Member
3.	Average net profit of the Company made during the three immediately preceeding Financial Years	₹ 923.83 Lakhs	
4.	Prescribed CSR Expenditure (two percent of the amount as in item 3 above)	₹ 18.48 Lakhs	
5.	Details of CSR spent during the Financial Year		
	Total amount to be spent for the financial year	₹ 20.52 Lakhs	
	Amount unspent, if any	Nil	
	Manner in which the amount spent during the financial year	As detailed below	



SI No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the State and District where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Subheads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency
1.	Promoting Education	Education	Tamilnadu Tiruppur	₹ 20.52 Lakhs	₹ 20.52 Lakhs	₹ 86.81 Lakhs	Implementing agency R.V.Gurusamy Naidu Educational Trust

6.	In case the Company has failed to spend the 2% of the average net profit of the last 3 Financial Years or any part thereof, the Company shall provide the reason for not spending the amount in its Board Report.	Company has spent the requisite amount
7.	A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.	The CSR Committee of the Company hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Meenakshi Sundaram Rajkumar

Chairman

Giulia Bosco

Whole-Time Director

Place : Coimbatore

(DIN : 06935422)

Chairman of CSR Committee

Date : 14.08.2020

(DIN : 01898020)



ANNEXURE TO DIRECTORS REPORT

Details pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Disclosure Requirement u/r 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014	Particulars		
i. Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year	Executive Director	Designation	Ratio to median
	Mrs. Giulia Bosco	Whole Time Director	14.18 : 1
	Mr. Ramesh Shenoy Kalyanpur	Whole Time Director cum Chief Financial Officer	11.44 : 1
	Mr. Narayanasamy Balu	Whole Time Director	13.08 : 1
	Not paid any remuneration to other Non-Executive Directors		
ii. Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	Executive Director / KMP	Designation	Ratio to median
	Mrs. Giulia Bosco	Whole Time Director	N.A**
	Mr. Ramesh Shenoy Kalyanpur	Whole Time Director cum Chief Financial Officer	N.A**
	Mr. Narayanasamy Balu	Whole Time Director	N.A**
	Ms.V.Priyadarshini	Company Secretary	N.A**
**There is no increase in remuneration for the reporting period 2019-2020.			
iii. Percentage increase in the median remuneration of employees in the financial year	2%		



iv. Number of permanent employees on the rolls of Company	450
v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and pointout if there are any exceptional circumstances for increase in the managerial remuneration	<p>The percentage decrease in the salaries of employees other than the managerial personnel in the last financial year is 1% as against an decrease of 15% in the salary of the managerial personnel.</p> <p>The increment given to each individual employee is based on the experience and performance.</p>
vi. Affirmation that the remuneration is as per the remuneration policy of the Company.	Yes

Place : Coimbatore

Date : 14.08.2020

For and on behalf of the Board

Meenakshi Sundaram Rajkumar

Chairman

(DIN : 06935422)



PART B

b) Details pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 Particulars of Top Ten Employees in terms of Remuneration drawn:

Sl. No	Name & Age in Years	Designation	Gross Remuneration Paid (in ₹)	Qualification & Experience in years	Date of commencement of employment	Previous Employment	% of Equity Shares held	Relationship with other Director
1	Giulia Bosco (41 years)	Whole-Time Director	13,67,377	PG in Political Science & Economics (14 years)	07.03.2008	Sanmarco Texmac Private Limited	34.65	-
2	Balu.K.N (58 years)	Whole-Time Director	12,61,191	BA (34 years)	08.09.1997	-	-	-
3	Ramesh Shenoy.K (52 years)	Whole-Time Director-cum-Chief Financial Officer	11,03,144	B.Com. (28 years)	01.08.2007	NEPC Textiles Ltd.	-	-
4	Saravanan.G (52 years)	Office Executive	7,45,687	M.Com. (30 years)	01.10.2007	NEPC Textiles Ltd.	-	-
5	Sasikumar.R (36 years)	Manager - Accounts	6,68,000	MBA (Finance) CA (Inter) (16 years)	02.11.2015	Ampo Valves India (P) Ltd	-	-
6	Manoharan.T.G (49 years)	Office Executive	6,00,895	B.Com. (25 years)	01.10.2007	NEPC Textiles Ltd.	-	-
7	Damodharan.P (52 years)	Administrative Officer	5,77,052	B.Sc., B.Ed. (25 years)	01.09.2004	Rajratana Mills	-	-
8	Rajeswari.R (48 years)	Time Office - Executive	5,51,970	B.Sc. (20 years)	01.06.2000	-	-	-
9	Senthilvadivu.R (46 years)	Cashier Officer	5,51,571	B.Com. (19 years)	07.09.2001	Vijayakumar Threads	-	-
10	Arivalagan.K.S (48 years)	Executive - Stores	5,47,730	B.Sc. (26 years)	17.02.2003	Rajratana Mills	-	-

* There are no employees who are in receipt of remuneration in the aggregate of not less than ₹ 1,02,00,000/- if employed throughout the year or ₹ 8,50,000/- per month if employed part of the year. Hence, the disclosure of the same is not applicable.

* All employees are permanent in nature

For and on behalf of the Board

Place : Coimbatore
Date : 14.08.2020

Meenakshi Sundaram Rajkumar
Chairman
(DIN : 06935422)



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Annexure

a) INDUSTRY STRUCTURE AND DEVELOPMENTS:

Textile industries play a very important role in the development of the Indian economy with respect to GDP, Export promotion, employment, etc. It is the one of the oldest manufacturing industry in India. It is the second largest industry after agriculture which provides skilled and unskilled employment.

The Indian government has come up with a number of export promotion policies for the Textiles sector. It has also allowed 100 per cent FDI in the Indian Textiles sector under the automatic route.

b) OPPORTUNITIES & THREATS:

Your Company is mainly focusing on customized fancy yarn in niche segment and has extended its entry into specialty fibre fancy yarn. Your Company is exporting to most of the countries around the world and exploring new market with new product variants.

The economy world over is still sluggish may have an impact in the performance of textile industry in general.

c) SEGMENT-WISE PERFORMANCE

The main business of your Company is Textiles. The Company had two Wind Mills of 2.75 MW capacity and during 2019-20 your Company has purchased 2.00 MW Wind Mill at a cost of ₹ 14.35 Crores. The electricity generated from the said WEG is used for captive consumption and takes care of 60% of power requirement at normal level of operation. The Company has also a Commercial Complex exclusively for rentals at prime locale with a super built-up area of 28,000 sq. ft. with Ground and four floors.

d) OUTLOOK:

The Indian government has come up with a number of export promotion policies for the textiles sector. It has also allowed 100 per cent FDI in the Indian textiles sector under the automatic route.

The Government of India plans to introduce a mega package for the powerloom sector, which will include social welfare schemes, insurance cover, cluster development, and upgradation of obsolete looms, along with tax benefits and marketing support, which is expected to improve the status of powerloom weavers in the country.

e) RISKS AND CONCERNS:

The Company has a risk management process designed to safeguard the organization from various risks through adequate and timely actions.

Your Company is exposed to all the risks associated with this business in terms of market conditions, timing, inflation, longterm economic conditions, etc.,.

f) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The company has an Internal Control System commensurate with the size and the nature of its business.

g) DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

Your Company has achieved a Profit before Tax of ₹ 880.24 Lakhs from operations on a turnover of ₹ 17,570.33 Lakhs for the year ended 31st March 2020.

h) MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONSFRONT:

During the year under review, industrial relations at our plant locations remained harmonious. Your Company emphasizes on the safety of people working in its premises. Structured safety meetings were held and safety programs were organized for them throughout the year.



i) KEY FINANCIAL RATIOS :

S. No	Description	31.03.2020	31.03.2019	% change
1.	Debtors Turnover	13.22	10.72	23.26
2.	Inventory Turnover	5.67	5.34	6.19
3.	Interest Coverage Ratio *	2.85	5.27	-45.94
4.	Current ratio	2.09	1.53	36.92
5.	Debt Equity ratio	1.05	1.16	-8.92
6.	Operating Profit Margin %	13.00	11.75	10.63
7.	Net Profit Margin (%) or sector specific equivalent ratio	3.89	4.37	-10.91
8.	Return on Net worth **	10.96	13.55	-19.08

* Changes in Interest coverage is due to net loss in forex transactions during FY 20 of ₹ 1.95 Cr. against a net gain of ₹ 0.76 Cr. during FY19.

** Changes in return on net worth is due to Increase in finance cost.



REPORT ON CORPORATE GOVERNANCE

[In compliance with Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE

The Company believes in and practices good corporate governance. The Company’s philosophy of Code of Corporate Governance is aimed at assisting the top management in the efficient conduct of its business and fulfilling its obligations towards the Government, its shareholders, employees and other stakeholders.

In ensuring strict adherence to the Corporate Governance Code, the Company believes in Integrity, Accountability, Transparency, Confidentiality, Control and Social Responsibility

2. BOARD OF DIRECTORS

Composition of the Board:

The composition of the Board ensures a judicious mix of Executive, Non-Executive and Independent Directors.

The Board consists of Seven Directors which comprises of One Promoter Executive Director, Two Non-Independent Executive Directors, One Non-Independent Non-Executive Director and Three Independent Non-Executive Directors. Chairman of the Board is an Independent Non-Executive Director. The Board Comprises of one Women Director. The members of the Board are well experienced. The composition of the Company’s Board is in conformity with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Category of Directors, Attendance, other Directorships and committee membership:

The names and categories of Directors, their attendance at the Board Meetings held during the year and at the last Annual General Meeting, as also the number of Directorships and Committee positions held by them in other public limited Companies are given below:

Name of the Director	Category	Attendance Particulars		No. of Directorships in other public Companies #	No. of Committee Positions held in other public Companies \$	
		Board Meeting	Last AGM		Chairman	Member
Mrs. Bosco Guilia	Executive Director– Promoter	4	Yes	1	-	-
Mr. Vasthupal Rajinikant Mehta	Non-Executive-Independent	4	No	-	-	-
Mr. Meenakshi Sundaram Rajkumar	Non-Executive-Independent	4	No	-	-	-



Name of the Director	Category	Attendance Particulars		No. of Directorships in other public Companies #	No. of Committee Positions held in other public Companies \$	
		Board Meeting	Last AGM		Chairman	Member
Mr. Baba Chandrasekhar Ramakrishnan	Non-Executive-Non Independent	4	No	-	-	-
Mr. Ramesh Shenoy Kalyanpur	Executive Director-- Non-Independent	4	Yes	1	-	-
Mr. Narayanasamy Balu	Executive Director-- Non-Independent	4	No	-	-	-
** Mr. Akkalnaicker Veluchamy	Non-Executive-Independent	2	No	-	-	-
## Mr. Deepak Padmashi Malani	Non-Executive – Independent	2	Yes	-	-	-

** Appointed as Non-Executive Independent Director w.e.f. 14.08.2019

Resigned as an Independent Director w.e.f. 13.11.2019

Excludes Directorships in Private Companies and Foreign Companies

\$ Only Audit Committee and Stakeholders Relationship Committee has been considered for committee positions.

None of the Directors are related to each other.

None of the Directors holds Directorship in more than 20 Companies (including limit of maximum Directorships in 10 public companies) pursuant to the provisions of the Companies Act, 2013. Further, none of the Directors including Independent Directors hold Directorships in more than the maximum number of Directorships prescribed under Regulation 17A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per the disclosures received from the Directors, none of the Directors serve as member of more than 10 committees nor they are Chairman / Chairperson of more than 5 committees, and therefore meet the requirements of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Other Directorships:

None of the Director(s) holds Directorship in other listed entities.



Details of the Board meetings held during the financial year 2019-20

Four Board meetings were held during the year and the date on which the Board meetings were held are as follows:

S.No	Date of Board Meeting	No of Directors Attended
1.	29-05-2019	7
2.	14-08-2019	7
3.	13-11-2019	7
4.	05-02-2020	7

The information as required under Part A of Schedule II to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is made available to the Board. The Board also reviews the declarations made by the Whole-time Director and Chief Financial Officer regarding compliance with all applicable laws, on a quarterly basis.

Shareholding of Non- Executive Directors

Name of the Director	No of Shares held (as on 31.03.2020)
Vasthupal Rajinikant Metha	Nil
Mr.Meenakshi Sundaram Rajkumar	Nil
Mr. Baba Chandrasekhar Ramakrishnan	400
Mr. Akkalnaicker Veluchamy	Nil

Non-Executive Directors don't have any pecuniary relationship or transactions with the Company.

The Company has not issued any type of convertible instruments to Non-Executive Directors.

Skills / Expertise / Competencies of the Board of Directors:

The Board of Directors comprises of qualified members who bring in the required skills, competence and expertise that allow them to make effective decisions or contributions to the Board, its committees and the management.

The list of core skills / expertise / competency identified by the Board of Directors as required in the context of company's business(es) and sector(s) for functioning effectively and those already available with the Board are as follows:

- i) Knowledge on Company's businesses, policies and culture (including the Mission, Vision and Values) major risks / threats and potential opportunities and knowledge of the industry in which the Company operates
- ii) Behavioral skills - attributes and competencies to use their knowledge and skills to



contribute effectively to the growth of the Company

- iii) Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making,
- iv) Financial and Management skills
- v) Technical / Professional skills and specialized knowledge in relation to Company's business.

In the table below, the specific areas of focus or expertise of individual Board members have been highlighted. However, in the absence of mark against a Director does not necessarily mean that the member does not possess the said qualification or skill.

Board Qualifications

Name of the Director	Area of Expertise				
	Knowledge on Company's businesses	Behavioral skills	Business Strategy	Financial and Management skills	Technical / Professional skills
Mrs. Bosco Guilia	✓	✓	✓	✓	✓
Mr. Vasthupal Rajinikant Mehta	✓	✓	✓	✓	✓
Mr. Meenakshi Sundaram Rajkumar	✓	✓	✓	✓	✓
Mr. Baba Chandrasekhar Ramakrishnan	✓	✓	✓	✓	✓
Mr. Ramesh Shenoy Kalyanpur	✓	✓	✓	✓	✓
Mr. Narayanasamy Balu	✓	✓	✓	✓	✓
Mr. Akkalnaicker Veluchamy (appointed w.e.f. 14.08.2019)	✓	✓	✓	✓	✓
Mr. Deepak Padmashi Malani (resigned w.e.f. 13.11.2019)	✓	✓	✓	✓	✓

Independent Directors

All Independent Directors of the Company have been appointed / re-appointed as per the provisions of the Companies Act, 2013. Formal letters of appointment have been issued to the Independent Directors. The Company has also obtained declarations from all the Independent Directors pursuant to section 149 (7) of the Companies Act, 2013. The terms



and conditions of their appointment are disclosed on the Company's website.

Separate Meeting of the Independent Directors:

A separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of management, was held on 05th February 2020, as required under Schedule IV to the Companies Act, 2013 (Code for Independent Directors) and Regulation 25 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the Independent Directors were present at the meeting.

Resignation of Independent Director(s) before expiry of tenure

During the year under review, Sri. Deepak Padmashi Malani, Independent Director resigned before the expiry of his tenure i.e., with effect from 13th November 2019, due to his health problem.

In respect of the above, the Board hereby confirms that there are no other material reasons other than the above provided reason for the resignation of the aforementioned Independent Director from the Board of Directors of the Company.

Subject to the above, none of the other Independent Directors has resigned before the expiry of the tenure during the year under review.

Familiarization Programme for Independent Directors

The Company familiarizes its Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc., through various programmes. These include orientation programme as well as other initiatives to update the Directors on a continuing basis.

The Familiarisation programme for Independent Directors is disclosed on the Company's website at the following web link: www.lambodharatextiles.com

3. AUDIT COMMITTEE

The Board has constituted a well-qualified Audit Committee in compliance with Section 177 of the Companies Act, 2013 read with Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the members of the Committee are Independent Directors including Chairman. They possess sound knowledge on accounts, audit, finance, taxation, internal controls etc.

Terms of Reference:-

The role, powers and functions of the committee are as per Section 177 of the Companies Act, 2013 and the guidelines set out in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms of reference of this committee are as required by SEBI – under Regulation 18 read with Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Besides having access to all the required information from within the company, the committee can obtain external



professional advice whenever required. The Committee acts as link between the statutory and internal auditors and the Board of Directors of the Company.

Composition and Attendance

During the financial year ended 31st March 2020, Four Audit Committee Meetings were held on 29th May 2019, 14th August 2019, 13th November 2019 and 05th February 2020. The necessary quorum was present at these meetings.

The composition of the Audit Committee and the details of meetings attended by the Members are as follows:

Name of the Members & Designation	Category	No. of Meetings	
		Held	Attended
Mr. Deepak Padamshi Malani -Chairman (Resigned on 13.11.2019)	Non-Executive –Independent	3	2
Mr. Meenakshi Sundaram Rajkumar - Chairman (From 13.11.2019)	Non-Executive –Independent	4	4
Mr. Vasthupal Rajinikant Mehta - Member	Non-Executive –Independent	4	4
Mr. Akkalnaicker Veluchamy Member (From 13.11.2019)	Non-Executive –Independent	1	1

The meetings of the Audit Committee are usually attended by the Whole-Time Director, the Company Secretary, the Chief Financial Officer, Internal Auditor and a representative of the Statutory Auditors. The Minutes of the Audit Committee meetings were circulated to the Board, where it was discussed and taken note of.

The quarterly financial results were reviewed by the Committee before submission to the Board. Independent sessions were held with the Statutory and the Internal Auditors to assess the effectiveness of the audit processes. On quarterly basis, the Committee continues to review whistle-blower complaints, litigations, related party transactions and policy violation instances, the corrective actions and mitigating controls put in place thereof.

The Chairman of the Audit Committee, Mr. Deepak Padamshi Malani was present at the Annual General Meeting of the Company held on 26th September 2019.

Mrs. Priyadarshini.V, Company Secretary, acts as the Secretary of the Audit Committee.

4. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee is constituted in compliance with the requirements of Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 178 of the Companies Act 2013.



Terms of Reference:-

The terms of reference of this committee has been mandated with the same as specified in Regulation 19 read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also with the requirement of Section 178 of the Companies Act, 2013. The broad terms of reference of the Nomination and Remuneration Committee therefore include recommending a policy relating to remuneration and employment terms of Whole-Time Directors and senior management personnel, to recommend to the Board all remuneration, in whatever form, payable to senior management, adherence to and review of the remuneration/ employment policy as approved by the Board of Directors, formulating the criteria and identify persons who may be appointed as Directors or Senior Management of the Company, evaluation of every Director’s performance, as referred to in Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other matters which the Board of Directors may direct from time to time.

Composition and Attendance during the year

The composition of the Committee and the details of Meetings attended by the Directors during the year are given below:

Name of the Members & Designation	Category	No. of Meetings	
		Held	Attended
Mr. Deepak Padamshi Malani -Chairman (Resigned on 13.11.2019)	Non-Executive –Independent	2	2
Mr. Meenakshi Sundaram Rajkumar - Member	Non-Executive –Independent	3	3
Mr. Vasthupal Rajinikant Mehta – Chairman (From 13.11.2019)	Non-Executive –Independent	3	3
Mr. Akkalnaicker Veluchamy – Member (From 13.11.2019)	Non-Executive –Independent	1	1

The Committee is, inter alia, authorized to identify persons who are qualified to become Directors and who may be appointed in Senior Management, evaluation of Directors performance, formulating criteria for determining qualifications, positive attributes and independence of a Director and recommending policy relating to the remuneration for the Directors, Key Managerial Personnel.

During the year under review, the committee had met on 29th May 2019, 14th August 2019 and 05th February 2020.

The Chairman of the Nomination and Remuneration Committee, Mr. Deepak Padmashi Malani was present at the Annual General Meeting of the Company held on 26th September 2019.



The remuneration policy of the Company is annexed to the Board’s Report and can also be accessed on the Company’s websites at <https://www.lambodharatextiles.com>.

Performance evaluation of Non-Executive and Independent Directors

The evaluation of the performance of the Independent Directors is based on their qualification, experience, knowledge and competency, ability to fulfill allotted functions / roles, ability to function as a team, pro-activeness, participation and attendance, commitment, contribution, integrity and ability to articulate independent views and judgement. Accordingly, the performance evaluation of Independent Directors has been conducted and the results have been communicated to the Chairman of the Board.

Pursuant to the provisions of the Companies Act, 2013 and as per Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of the committees of the board. They also evaluated various aspects of the board such as adequacy of the composition of the board and its committees, board diversity, execution and performance of specific duties, obligations and governance.

5. REMUNERATION OF DIRECTORS

₹ in Lakhs

Details of Remuneration paid to the Whole Time Directors of the Company as on 31st March 2020.

Details of Remuneration	Mrs.Bosco Guilia (Whole time Director)	Mr. Ramesh Shenoy.K (Whole time Director cum CFO)	Mr.Narayanasamy Balu (Whole time Director)
Term of Appointment	For a period five years from 28 th September 2018 to 27 th September 2023	For a period of five years from 11 th July 2018 to 10 th July 2023	For a period of five years from 11 th July 2018 to 10 th July 2023
Salary	12.00	11.03	12.84
Perquisites & Allowances	1.67		
Commission, Stock option, bonus, pension, performance linked incentives etc.	-	-	-
Notice period and Severance fees	-	-	-

The Company does not pay Sitting fees to Non-Executive Directors for attending Board Meetings and other Committee Meetings.



Presently, the Company does not have a stock options scheme for its Directors.

The Company does not pay any remuneration to its Non-Executive Directors including Independent Directors.

6. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee was constituted in compliance with the provisions of Section 178 of the Companies Act, 2013 read with Regulation 20 and Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Terms of reference:

The Stakeholders Relationship Committee of the Board is empowered to oversee the redressal of investors’ complaints pertaining to share transfer, non-receipt of annual reports, dividend payments, issue of duplicate certificates, transfers and transmission of shares and other miscellaneous complaints. The committee also approved transfer, transmission, transposition, name deletion and issue of duplicate share certificates.

In addition, the Committee looks into other issues including status of dematerialization / re-dematerialization of shares as well as systems and procedures followed to track investor complaints and suggest measures for improvement from time to time.

The composition of the above committee and attendance are as under

Name of the Members & Designation	Category	No. of Meetings	
		Held	Attended
Mr. Deepak Padamshi Malani -Chairman (Resigned on 13.11.2019)	Non-Executive –Independent	5	3
Mr. Meenakshi Sundaram Rajkumar - Chairman (From 13.11.2019)	Non-Executive –Independent	6	6
Mr. Vasthupal Rajinikant Mehta - Member	Non-Executive –Independent	6	6
Mr. Akkalnaicker Veluchamy Member (From 13.11.2019)	Non-Executive –Independent	1	1

During the year under review, the Committee met six times to deliberate on various matters referred above.

The Chairman of the Stakeholders Relationship Committee, Mr. Deepak Padamshi Malani was present at the Annual General Meeting of the Company held on 26th September, 2019.

Mrs. Priyadarshini.V, Company Secretary is Compliance Officer of the Company. The minutes of the Investors Relations committee were placed before the board meeting.



At the beginning of the year, no complaint was pending. During the year 31st March, 2020 there were no investor complaints which were pending/received/resolved.

No request for transfer or dematerialization of shares was pending as on 31st March, 2020.

Pursuant to Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate on half-yearly basis from a Practicing Company Secretary confirming that all certificates have been issued within thirty days of the date of lodgement for transfer or any other purpose and the same has been submitted to the Stock Exchanges within stipulated time.

7. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR COMMITTEE)

In compliance with the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has constituted the Corporate Social Responsibility Committee.

Terms of reference:

- a) To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII.
- b) To recommend the amount of expenditure to be incurred on the activities referred to in Clause a.
- c) To monitor the CSR policy of the Company from time to time.
- d) Any other matter that may be referred by the Board from time to time or as may be necessary for compliance with the Companies Act, 2013 or Rules made thereunder or any other statutory laws of India.

The Committee presently comprises of Smt. Bosco Giulia, Sri. Ramesh Shenoy Kalyanpur and Sri.Meenakshi Sundaram Rajkumar as members.

The CSR Committee met two times during the year on 29th May 2019 and 05th February 2020. The necessary quorum was present for all Meetings. The attendance record of the members at the meeting was as follows.

Name of the Members	Category	Designation	No. of Meetings	
			Held	Attended
Smt. Bosco Giulia	Executive Director	Chairman	2	2
Sri. Ramesh Shenoy Kalyanpur	Executive Director	Member	2	2
Sri.M.S.Rajkumar	Non- Executive Independent Director	Member	2	2

The Committee evaluates and recommend the CSR proposals to the Board for approval. The Company formulated CSR Policy, which is uploaded on the website of the Company



viz. <https://www.lambodharatextiles.com>

The amount required to be spent on CSR activities during the year under report in accordance with the provisions of section 135 of the Act is ₹ 18.48 lakhs and the company has spent ₹ 20.52 lakhs during the current financial year.

8. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report covering matters in Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) for the year under review is given as separate annexure in this Annual Report.

9. UNCLAIMED SUSPENSE ACCOUNT

Pursuant to Regulation 39(4) read with Schedule VI of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had transferred on 14/09/2019, its unclaimed shares to Lambodhara Textiles Limited unclaimed demat suspense account opened with M/s Stock Holding Corporation of India Ltd. The details of the unclaimed securities suspense account is given below:

Particulars	Number of Shareholders	Number of Equity shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 14.09.2019	8	8,000
Shares transferred to IEPF from unclaimed suspense account during the year	0	0
Number of shareholders whose shares were transferred from suspense account during of the year	0	0
Total shares transferred from suspense account	0	0
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 31 st March, 2020	8	8,000

10. GENERAL BODY MEETINGS

The last three Annual General Meetings (AGM) of the Company were held as under:

Year	Date	Time	Venue of meeting
2016-2017	22.09.2017	10:00 a:m	Vibha, The Grand Regent, 708, Avinashi Road, Coimbatore – 641 018
2017-2018	20.09.2018	10.30 a:m	Varsha, The Grand Regent, 708, Avinashi Road, Coimbatore – 641 018
2018-2019	26.09.2019	10.30 a:m	Varsha, The Grand Regent, 708, Avinashi Road, Coimbatore – 641 018

The following are the special resolutions passed at the last three Annual General Meeting

Date of AGM	Summary of Special Resolutions passed
22.09.2017	No Special Resolutions were passed
20.09.2018	Adoption of new set of Articles of Association of the Company.



26.09.2019	<ol style="list-style-type: none">1. Appointment of Sri. Akkalnaicker Veluchamy (DIN: 08499764) as an Independent Director of the Company2. Re-appointment of Sri. Deepak Padamshi Malani (DIN: 02400928) as an Independent Director of the Company3. Re-appointment of Sri. Vastupal Rajnikant Mehta (DIN: 02368358) as an Independent Director of the Company4. Re-appointment of Sri. Meenakshi Sundaram Rajkumar (DIN: 06935422) as an Independent Director of the Company
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During the year no Extra Ordinary General Meeting was convened nor any approval of the shareholders obtained through Postal Ballot.

No Special Resolutions were put through postal ballot last year and there is no proposal for this year.

11. MEANS OF COMMUNICATION:

The quarterly, half yearly and annual results are published in accordance with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board approved results are forthwith sent to the National Stock Exchange of India Limited and BSE Limited and also could get published in Business Line (English) and Daily Thanthi (Tamil). Quarterly and annual financial results and Annual Reports are also available at Company's website viz., www.lambodharatextiles.com and at the website of Stock Exchanges viz., www.nseindia.com and www.bseindia.com

Whenever there are any important developments, the company makes news releases and the same will be displayed in the company's website www.lambodharatextiles.com and also forward a copy of the same to the Stock Exchange(s). There were no specific presentations made to Institutional Investors or to analysts during the period ended 31st March 2020.

12. GENERAL SHAREHOLDER INFORMATION

a. 26th Annual General Meeting

Date : 28th September 2020

Time : 12.00 P.M.

Venue: Annual General Meeting (AGM) to be conducted through Video Conferencing (VC) / Other Audio Visual Means (OAVM), pursuant to MCA Circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars"), without the physical presence of Members at a common venue. The deemed venue for the AGM shall be the Corporate Office of the Company.

b. Financial Year: The Company follows April to March as its financial year. The results for every quarter beginning from 01st April 2019 are declared within the timeline as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the SEBI Circular CIR/CFD/FAC/62/2016 dated July 5, 2016.

c. Dividend payment date: Dividend, when declared, will be payable on or before 27.10.2020 to those members whose names are registered as such in the Register of



Members of the Company as on 21.09.2020 and to the Beneficiary holders as per the beneficiary list as on record date provided by the NSDL and CDSL.

d. Listing on Stock Exchange: The Company's equity shares are listed on the National Stock Exchange of India Limited (NSE), Exchange Plaza, 5th Floor, C/1, G Block, BandraKurla Complex, Bandra (East), Mumbai – 400051 and are traded in "BSE IndoNext" platform of BSE Limited, P.J.Towers, Dalal Street, Fort, Mumbai – 400001.

Annual Listing Fees for the year 2019-20 was paid to National Stock Exchange of India Limited. Custodial Fees to Depositories for the year 2019-20 were paid to National Securities Depository Limited and Central Depository Services (India) Limited.

e. Stock Code/Symbol:

NSE: LAMBODHARA

BSE Indonext : 590075

ISIN Number for NSDL & CDSL: INE112F01022

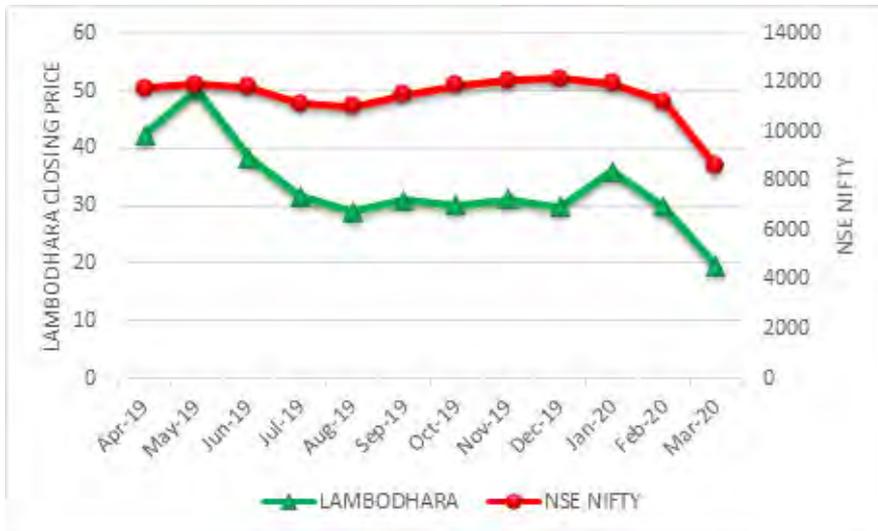
f. Market price data: The monthly high and low price of shares traded on the National Stock Exchange of India Limited and BSE-Indo Next are as follows;

Month	National Stock Exchange of India			BSE-Indo next		
	High	Low	Volume of Share traded	High	Low	Volume of Share traded
Apr-19	59.50	41.65	1667281	59.40	42.00	204098
May-19	51.00	40.20	450681	50.65	41.35	53810
Jun-19	51.50	34.25	308983	55.00	35.10	31034
Jul-19	40.85	30.75	184939	40.35	31.15	31134
Aug-19	37.80	26.85	129909	36.10	23.50	11897
Sep-19	35.20	27.20	113570	35.95	28.05	15664
Oct-19	35.15	28.35	122864	34.30	28.15	24259
Nov-19	35.50	29.20	202744	34.00	29.45	35406
Dec-19	32.75	27.60	130152	37.20	27.15	27679
Jan-20	40.90	29.30	742169	40.50	29.80	84069
Feb-20	39.05	29.20	189570	39.00	29.50	22187
Mar-20	31.40	16.20	169993	31.00	17.50	24083



g. Performance of Company's Stock Price vis-à-vis NSE Nifty

The performance of your Company's Stock relative to the NSE Nifty is in the chart given below



The performance of your Company's Stock relative to the BSE Sensitive Index (SENSEX) is in the chart given below





- h. The securities of the Company have never been suspended from trading.
- i. **Registrar and Share Transfer Agents (For both physical & demat segments)**

M/s. S.K.D.C Consultants Limited
 Kanapathy Towers, III Floor
 1391/A1, Sathy Road,
 Ganapathy, Coimbatore – 641 006
 Phone: +91 422 4958995
 Fax : +91 422 2539837
 Email: info@skdc-consultants.com
 Web: www.skdc-consultants.com

j. **Share Transfer System**

The company's shares being in compulsory dematerialised (demat) list are transferable through the depository system. Shares in physical form are processed by the registrar and share transfer agents, M/s. SKDC Consultants Limited, and approved by the Stakeholders Relationship Committee of the Company. The share transfers are processed within a period of 15 days from the date of receipt of the transfer documents by M/s.SKDC Consultants Limited, if the documents are complete in all respects. All requests for dematerialization of shares are processed and confirmed to the depositories, NSDL and CDSL, within 15 days. The Stakeholders Relationship Committee generally meets whenever necessary for approving share transfers and other related activities.

k. **Distribution of shareholding as on 31.03.2020**

Shareholding range	No of Holders	% of shareholders	No of Shares	% of shareholding
Upto 500	4,803	82.54	6,06,000	6.33
501-1000	533	9.16	4,38,049	4.57
1001-2000	266	4.57	4,20,622	4.39
2001-3000	73	1.26	1,81,903	1.90
3001-4000	52	0.89	1,85,033	1.93
4001-5000	16	0.28	74,635	0.78
5001-10000	49	0.84	3,39,264	3.54
10001 and above	27	0.46	73,32,094	76.56
Total	5,819	100.00	95,77,600	100.00

Shareholding Pattern as on 31.03.2020

Shares held by	No of Holders	No of Shares	% of shareholding
Promoters and Promoters Group	2	6738884	70.361%
Mutual Funds	-	-	-
Financial Institution/Banks	1	2	0
Bodies Corporate	29	36646	0.383%



Shares held by	No of Holders	No of Shares	% of shareholding
Trusts	3	10102	0.105%
Public	5526	2405479	25.115%
Non Resident Indians: Non-Repatriation	19	54305	0.567%
Non Resident Indians: Repatriation	59	77652	0.811%
Clearing Member	35	33128	0.346%
Hindu Undivided Families	144	119504	1.248%
Investor Education and Protection Fund Authorities	1	101898	1.064%
Total	5,819	95,77,600	100.00

I. Dematerialisation of shares and liquidity

As on 31st March 2020, 98.34% of the equity shares have been dematerialised. The Company has arrangement with National Securities Depository Ltd. (NSDL) as well as Central Depository Services (India) Limited (CDSL) for demat facility. The Company's shares being in compulsory dematerialised (demat) list are transferable through the depository system. Considering the advantages of demat trading, shareholders are requested to consider dematerialization of their shares so as to avoid inconvenience in future. With effect from 1st April, 2019, the applications for transfer of shares held in physical form will not be processed by the listed entity / Registrar and Share Transfer Agent, except in case of transmission or transposition, in accordance with the amended Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Particulars	No. of Holders	No. of Shares	% of shareholding
National Securities Depository Limited	3,010	83,52,557	87.21
Central Depository Services Limited	2,703	10,66,043	11.13
Physical Form	106	1,59,000	1.66
Total	5,819	95,77,600	100.00

m. Outstanding GDRs /ADRs /Warrants or any Convertible Instruments

There are no outstanding warrants or any convertible instruments. The Company has not issued GDR/ADR.

n. Commodity price risk or foreign exchange risk and hedging activities

The Company is an exporter, hence forex risks are naturally hedged.

o. Plant location:

Unit I : 826, Thazhaiyuthu, Palani Taluk – 624 618.

Unit II : SKC House, Vinayagar Kovil Street, Neikarapatti, Palani –624 615.



Windmill Installed at:

1. SF No. 13/1(P), Koodankulam Village, Radhapuram Taluk, Tirunelveli District.
2. SF No. 1051/1, Kundadam Village, Dharapuram Taluk, Tirupur District.
3. SF No. 447, 3A and B, Alambadi Village, Kujiliamparai Taluk, Dindigul District.

Commercial Complex at: 1334, Avinashi Road, Peelamedu, Coimbatore – 641004.

p. Address for Correspondence:

Registrar and Share Transfer Agent

M/s. S.K.D.C. Consultants Limited,
Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy,
Coimbatore - 641 006, Tamilnadu Phone: +91 422 4958995 Fax: +91 422 2539837
Email: info@skdc-consultants.com Website:www.skdc-consultants.com.

Registered Office of the Company

The Secretarial Department, Lambodhara Textiles Limited,
CIN: L17111TZ1994PLC004929
3A, 3rd Floor, 'B Block' Pioneer Apartments, 1075-B, Avinashi Road,
Coimbatore - 641 018.
Telefax : +91-422-2249038 & 4351083,
Email : info@lambodharatextiles.com Website : www.lambodharatextiles.com

q. Credit Rating:

The Company does not have any Debt instruments or fixed deposit programme or any scheme or proposal involving mobilization of funds either in India or abroad that requires Credit Rating.

10. DISCLOSURES:

(a) Related party Transactions

During the year there were no materially significant transactions with the related parties that may have potential conflict with the interests of the Company at large.

Related party transactions have been disclosed in notes to the financial statements. Omnibus approval was obtained for transactions which were repetitive in nature. Transactions entered into pursuant to omnibus approval were placed before the Audit Committee for its review during the year.

The Company has a Related Party Transaction Policy in place, which has been posted on the website of the Company www.lambodharatextiles.com.

(b) Details of non-compliance by the company, penalties, and strictures imposed on the company by any Statutory Authorities, during the last three years.

The Company has complied with all the requirements of the listing agreement of the stock exchange as well as regulations and guidelines of SEBI. No penalties have been levied or strictures have been passed by SEBI, Stock Exchange or any other statutory authority on matters relating to capital markets in the last three years.



(c) Vigil mechanism and Whistle Blower Policy

The Company has Whistle Blower Policy for establishing a vigil mechanism to report genuine concerns regarding unethical behavior, mismanagement, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism. It is affirmed that no personnel of the Company has been denied access to the Audit Committee. The Whistle Blower Policy of the Company has been posted on the website of the Company.

(d) Details of compliance with mandatory requirements and adoption of the non mandatory Requirements.

All the mandatory requirements have been complied with as stated in this report on Corporate Governance. There is no non-compliance with any requirement of corporate governance report of sub-paras (2) to (10) of the Corporate Governance report as given in Schedule V(C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has also followed the non-mandatory requirement of Reporting of internal auditors to Audit Committee as recommended under Regulation 27(1) read with Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(e) Material Subsidiaries: The Company does not have any subsidiaries as defined under Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(f) Disclosure of Commodity price risks and commodity hedging activities

The Company has price review mechanism to protect against material movement in price of raw materials.

(g) The Company has not raised any funds through preferential allotment or qualified institutional placement as specified under Regulation 32 (7A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(h) A certificate from a Company Secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Security Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority has been obtained and is annexed to this report

(i) During the year under review, the recommendations made by the different Committees have been accepted and there were no instances where the Board of Directors had not accepted any recommendation of the Committees.

(j) The Company has paid a sum of ₹ 5,57,000/- as fees on consolidated basis to the Statutory auditor and all entities in the network firm / entity of which the Statutory auditor is a part for the services rendered by them.

(k) As per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has constituted an Internal Complaints Committee. During the year 2019-20, no complaint was received by the



committee. As such, there are no complaints pending as at the end of the financial year.

Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

Risk Management

Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board.

11. There has been no instance of non-compliance of any requirement of Corporate Governance Report.
- (a) The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub – regulation (2) of Regulation 46 of the Listing Regulations.

Certificate from CEO/CFO

The CEO and CFO certification of the financial statements for the year has been submitted to the Board of Directors, in its meeting held on 30th June 2020 as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations.

Code for prevention of Insider Trading

The Company has framed a code of conduct for monitoring the trading done by Insiders based on The SEBI (Prohibition of Insider Trading) Regulations, 2015. This code is applicable to all Directors / Officers / Designated employees.

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

Code of Conduct

The Board has laid down a Code of Conduct for all Board members and Senior Management which is posted on the website of the Company. All Board members and Senior Management personnel have affirmed the compliance with the Code of Conduct. A declaration to this effect signed by the Whole-Time Director, forms part of this Annual report. Code of conduct of Board of Directors and Senior Management Personnel are available in Company’s website: www.lambodharatextiles.com

The Directors and senior management of the Company have made disclosures to the Board confirming that there are no material financial and/ or commercial transactions between them and the Company that could have potential conflict of interest with the Company at large.

Place : Coimbatore

Date : 14.08.2020

For and on behalf of the Board

Meenakshi Sundaram Rajkumar

Chairman

(DIN : 06935422)



DECLARATION FOR CODE OF CONDUCT

I, Bosco Giulia, Whole-Time Director of Lambodhara Textiles Limited, declare that all the members of the Board of Directors and Senior Management have, for the year ended 31st March, 2020 affirmed compliance with the Code of Conduct laid down by the Board of Directors and Senior Management in terms of Regulation 26(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

By Order of the Board

Place: Coimbatore

Date: 14.08.2020

Bosco Giulia

Whole-time Director

(DIN: 01898020)



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To
The Members,
LAMBODHARA TEXTILES LIMITED
(CIN: L17111TZ1994PLC004929)
3A, B-Block, Pioneer Apartments,
1075-B, Avinashi Road,
Coimbatore-641018
Tamil Nadu, India

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. Lambodhara Textiles Limited having CIN: L17111TZ1994PLC004929 and having registered office at 3A, B-Block, Pioneer Apartments, 1075-B, Avinashi Road, Coimbatore-641018, Tamil Nadu, India (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company, as stated below for the Financial Year ending on 31st March, 2020, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sl. No.	Name of the Director	DIN	Date of Appointment in Company
1.	Mrs. Bosco Giulia, Whole-time Director	01898020	07-03-2008
2.	Mr. Ramesh Shenoy Kalyanpur, Whole-time Director	06392237	11-07-2018
3.	Mr. Narayanasamy Balu, Whole-time Director	08173046	11-07-2018
4.	Mr. Baba Chandrasekar Ramakrishnan	00125662	10-11-2014
5.	Mr. Meenakshi Sundaram Rajkumar	06935422	04-08-2014
6.	Mr. Vastupal Rajnikant Mehta	02368358	15-11-1995
7.	Mr. Akkalnaicker Veluchamy	08499764	14-08-2019

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

M D SELVARAJ

MDS & Associates

Company Secretaries

Place : Coimbatore
Date : 14.08.2020

FCS No.: 960; C P No.: 411
UDIN:F000960B000578867



AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of Lambodhara Textiles Limited

1. We have examined the compliance of conditions of Corporate Governance by Lambodhara Textiles Limited ('the Company'), for the year ended 31st March 2020, as stipulated in regulations 17 to 27, clauses (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Management's Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

Auditor's Responsibility

3. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the company has complied with the conditions of corporate governance as stated in paragraph 1 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the 'ICAI'), and the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
5. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Reviews of Historical Financial Information, and other Assurance and Related Services Engagements.

Opinion

6. Based on the procedures performed by us and to the best of our information and according to the explanations provided to us, in our opinion, the Company has complied, in all material respects, with the conditions of Corporate Governance as stipulated in the Listing Regulations during the year ended 31st March 2020. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restriction on use

7. This certificate is issued solely for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

Place : Coimbatore
Date : 14.08.2020

For Jain & Mohan
Chartered Accountants
FRN: 006896S
(Sd/-) C. Amrithalal Jain
Partner M.No. 023060
UDIN : 20023060AAAAAQ2061



INDEPENDENT AUDITOR'S REPORT

To the Members of Lambodhara Textiles Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of Lambodhara Textiles Limited ('the Company'), which comprise the Balance sheet as at 31st March 2020, the statement of profit and loss (including Other Comprehensive Income), the Cash Flow statement and the statement of changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS'), specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at 31st March 2020, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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



S.No	Key Audit Matter	Auditor's Response
1.	<p>Revenue Recognition</p> <p>Revenue from the sale of goods (hereinafter referred to as "Revenue") is recognised when the Company performs its obligation to its customers and the amount of revenue can be measured reliably and recovery of the consideration is probable. The timing of such recognition in case of sale of goods is when the control over the same is transferred to the customer, which is mainly upon delivery.</p> <p>The timing of revenue recognition is relevant to the reported performance of the Company. The management considers revenue as a key measure for evaluation of performance. There is a risk of revenue being recorded before control is transferred. Refer Note 37 II (q) to the Financial Statements - Significant Accounting Policies</p>	<p>Principal Audit Procedures</p> <p>Our audit approach was a combination of test of internal controls and substantive procedures including:</p> <ul style="list-style-type: none">● Assessing the appropriateness of the Company's revenue recognition accounting policies in line with Ind AS 115 ("Revenue from Contracts with Customers") and testing thereof.● Evaluating the integrity of the general information and technology control environment and testing the operating effectiveness of key IT application controls.● Evaluating the design and implementation of Company's controls in respect of revenue recognition.● Testing the effectiveness of such controls over revenue cut off at year-end.● Testing the supporting documentation for sales transactions recorded during the period closer to the year end and subsequent to the year end, including examination of credit notes issued after the year end to determine whether revenue was recognised in the correct period.● Performing analytical procedures on current year revenue based on monthly trends and where appropriate, conducting further enquiries and testing.
2.	<p>Litigations - Contingencies</p> <p>The Company has ongoing litigations with various authorities and third parties which could have a significant impact on the results, if the potential exposures were to materialise.</p> <p>The amounts involved are significant, and the application of accounting standards to determine the amount, if any, to be provided as a liability or disclosed as a contingent liability, is inherently subjective.</p> <p>Claims against the Company not acknowledged as debts are disclosed in the Financial Statements by the Company after a careful evaluation of the facts and legal aspects of the matters involved. The outcome of such litigation is uncertain and the position taken by management involves significant judgment and estimation to determine the likelihood and/or timing of cash outflows and the interpretation of preliminary and pending court rulings.</p> <p>Refer Note 39 to the Financial Statements</p>	<p>Principal Audit Procedures</p> <p>Our audit approach was a combination of test of internal controls and substantive procedures including:</p> <p>Assessing the appropriateness of the design and implementation of the Company's controls over the assessment of litigations and completeness of disclosures. Supporting documentation are tested for the positions taken by the management, meetings are conducted with in-house legal counsel and/or legal team and minutes of Board to confirm the operating effectiveness of these controls.</p> <p>Involving our direct and indirect tax specialists to assess relevant historical and recent judgements passed by the appropriate authorities in order to challenge the basis used for the accounting treatment and resulting disclosures.</p>



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

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Ind AS Financial Statements

6. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended. 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.
7. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
8. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.



Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

9. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
10. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
11. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant



deficiencies in internal control that we identify during our audit.

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

Report on Other Legal and Regulatory Requirements

14. As required by Section 197(16) of the Act, we report that the Company has paid remuneration to its Directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.
15. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143 (11) of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the Order.
16. As required by Section 143 (3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) the balance sheet, the statement of profit and loss (including other comprehensive income), the cash flow statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder;
 - (e) on the basis of the written representations received from the Directors as on 31st March 2020 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March 2020 from being appointed as a Director in terms of Section 164 (2) of the Act;
 - (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and



- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
- i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements as referred to in Note 39 to the financial statements;
 - ii. the Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March 2020:

For Jain & Mohan
Chartered Accountants
FRN: 006896S

(Sd/-)**C. Amrithalal Jain**
Partner

M.No. 023060

UDIN : 20023060AAAAAM9756

Place: Coimbatore
Date: 30 June 2020



Annexure - A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March 2020, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets
 - (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The management has conducted physical verification of inventory at reasonable intervals during the year (except stock lying with third parties and in transit, confirmation / subsequent receipt has been obtained in respect of such inventory) and no material discrepancies were noted on physical verification.
- (iii) The Company has not granted any loans to companies, firms, Limited Liability Partnerships or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The Company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India, provisions of Section 73 to 76 of the Act, any other relevant provisions of the Act and the relevant rules framed thereunder.
- (vi) The company has maintained the cost records prescribed by the Central Government under Section 148 (1) of the Act, however, we have not made detailed examination of such records.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employee's state insurance, income-tax, sales tax, Goods and services tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding



at the year-end for a period of more than six months from the date they became payable.

- (b) In our opinion and according to the information and explanations given to us, there are no dues in respect of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax that have not been deposited on account of any dispute except

Nature of the Dues	Amount	Forum where dispute is pending
ESI	₹ 562780	Employee insurance court.

- (viii) The Company has not defaulted in repayment of loans or borrowings from any financial institution, banks, government or debenture holders during the year.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year and the term loans received during the year were applied for the purposes for which the loans were obtained.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) During the year, the Company has not made preferential allotment or private placement of shares or fully or partly convertible debentures. Accordingly, provisions of clause 3(xiv) of the Order are not applicable.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with Directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **Jain & Mohan**
Chartered Accountants
FRN: 006896S

(Sd/-) **C. Amrithalal Jain**
Partner

Place: Coimbatore
Date: 30 June 2020

M.No. 023060
UDIN : 20023060AAAAAM9756



Annexure - B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of Lambodhara Textiles Limited ("the Company") as of 31st March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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



Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st 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.

For **Jain & Mohan**
Chartered Accountants
FRN: 006896S

(Sd/-)**C. Amrithalal Jain**
Partner

M.No. 023060

UDIN : 20023060AAAAAM9756

Place: Coimbatore

Date: 30 June 2020

STANDALONE BALANCE SHEET AS AT 31st MARCH 2020

₹ in lakhs

Particulars	Note No.	As at 31 st March, 2020	As at 31 st March, 2019
I ASSETS			
1. Non-current assets			
(a) Property, plant and equipment	1.1	6,699.37	5,646.78
(b) Right-to-use assets	1.2	3.07	-
(c) Capital Work - in - progress	2	44.66	38.94
(d) Investment properties	3	1,439.57	1,449.88
(e) Financial assets			
(i) Investments	4	15.96	29.46
(ii) Others financial assets	5	63.16	83.71
(f) Current tax assets (net)	6	7.62	7.62
(g) Other non current assets	7	166.15	161.98
2. Current assets			
(a) Inventories	8	1,493.22	2,267.74
(b) Financial Assets			
(i) Trade receivables	9	1,170.89	1,392.69
(ii) Cash and Cash equivalents	10	934.18	57.13
(iii) Bank Balances other than cash and cash equivalents	11	208.85	44.06
(iv) Loans	12	1.78	0.13
(v) Other financial assets	13	4.15	0.18
(c) Other current assets	14	554.87	1,045.17
TOTAL ASSETS		12,807.49	12,225.45
II EQUITY AND LIABILITIES			
1. Equity			
(a) Equity share capital	15	478.88	478.88
(b) Other Equity	16	5,754.06	5,186.16
2. Liabilities			
Non current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	3,681.07	2,655.08
(ii) Other financial Liabilities	18	52.29	45.45
(b) Provisions	19	98.66	75.56
(c) Deferred tax liabilities (Net)		541.50	494.58
(d) Other non - current liabilities	20	109.81	138.55
3. Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	21	322.94	1,102.93
(ii) Trade Payables	22		
Total outstanding dues of Micro Enterprises and Small Enterprises		51.19	75.47
Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		474.76	417.89



Particulars	Note No.	As at	
		31 st March, 2020	31 st March, 2019
(iii) Other financial liabilities	23	874.62	1,152.00
(b) Provisions	24	7.58	7.40
(c) Liability for current tax (Net)	25	146.62	241.71
(d) Other current liabilities	26	213.51	153.80
TOTAL EQUITY AND LIABILITIES		12,807.49	12,225.45
Significant Accounting Policies	37		

Vide Our Report of even date

For **JAIN & MOHAN**
Chartered Accountants
FRN:006896S

(Sd/-) **Meenakshi Sundaram Rajkumar**
Chairman
(DIN : 06935422)

(Sd/-) **Bosco Giulia**
Whole-Time Director
(DIN : 01898020)

(Sd/-) **C.AMRITHALAL JAIN**
Partner
M.No.: 023060

(Sd/-) **Ramesh Shenoy.K**
Whole-Time Director-cum
Chief Financial Officer
(DIN : 06392237)

(Sd/-) **Priyadarshini. V**
Company Secretary

Place : Coimbatore
Date : 30th June 2020

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

₹ in lakhs

Particulars	Note No.	Year ended 31 st March, 2020	Year ended 31 st March, 2019
CONTINUING OPERATIONS			
I INCOME			
Revenue from operations	27	17,466.25	17,480.50
Other Income	28	104.07	102.33
Total Income		17,570.33	17,582.82
II EXPENSES			
Cost of Materials consumed	29	8,372.80	9,412.88
Purchase of stock-in-trade	30	2,281.15	1,654.09
Changes in inventories of finished goods, stock in trade and work in progress	31	(22.51)	(3.46)
Employee benefits expense	32	1,070.26	1,071.90
Finance Cost	33	476.10	227.06
Depreciation and amortisation expenses	34	727.46	619.08
Other expenses	35	3,784.82	3,642.04
Total Expenses		16,690.09	16,623.58
III Profit / (Loss) before exceptional items and tax		880.24	959.24
IV Exceptional items		-	-
V Profit / (Loss) before tax		880.24	959.24
VI Tax expense			
Current Tax	36	146.62	231.00
Deferred tax charge /(credit)	26	46.92	(29.02)
Tax in respect of earlier years		0.65	-
VII Profit / (Loss) for the year from continuing operations		686.05	757.26
VIII Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss			
Remeasurements of net defined benefit plans		(2.69)	10.32
(ii) Items that will reclassified to profit or loss			
IX Total Comprehensive income for the Year		683.36	767.58
X Earnings per equity share of ₹ 5 each (for continuing operation)			
Basic (₹)		7.16	7.91
Diluted (₹)		7.16	7.91

Significant accounting policies and

Notes on accounts form part of these financials 37

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

Vide Our Report of even date

For **JAIN & MOHAN**
Chartered Accountants
FRN:006896S

(Sd/-) **Meenakshi Sundaram Rajkumar**
Chairman
(DIN : 06935422)

(Sd/-) **Bosco Giulia**
Whole-Time Director
(DIN : 01898020)

(Sd/-) **C.AMRITHALAL JAIN**

Partner
M.No.: 023060

(Sd/-) **Ramesh Shenoy.K**
Whole-Time Director-cum
Chief Financial Officer
(DIN : 06392237)

(Sd/-) **Priyadarshini. V**
Company Secretary

Place : Coimbatore
Date : 30th June 2020

**STANDALONE CASH FLOW FOR THE YEAR ENDED 31ST MARCH 2020**

₹ in lakhs

Particulars	Year ended 31 st March, 2020	Year ended 31 st March, 2019
CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before exceptional items and tax as per statement of profit and loss	880.24	959.24
Adjustments for :		
Depreciation and amortization expenses	727.46	619.08
Finance cost	476.10	227.06
Unrealised exchange difference	(16.12)	7.28
Dividend income	0.00	0.00
Interest income	(56.54)	(35.08)
Profit on sale of shares	0.00	(0.16)
(Profit) / loss on sale of fixed assets (net)	3.45	(1.63)
	2014.59	1775.79
Operating profit before working capital changes		
Adjustments for:		
(Increase)/decrease in Trade & other receivables	762.04	(173.73)
(Increase)/decrease in inventories	774.51	(386.92)
Increase/(Decrease) in trade & other Payables	96.47	400.36
Increase/(Decrease) in provisions	20.59	18.48
	3668.20	1633.97
Less : Direct tax paid (net of refunds)	242.36	189.39
	3425.84	1444.58
Less : Exceptional items	0.00	0.00
Net cash flows (used in)/ generated from operating activities after exceptional items	3425.84	1444.58
CASH FLOW FROM INVESTING ACTIVITIES:		
Inflows		
Sale proceeds of property, plant and equipment	25.47	19.47
Sale of Trade Investments	13.50	3.67
Interest received	52.57	34.83
Redemption of Certificate of Deposit	-	-
	91.54	57.96
Outflows		
Purchase of Property, Plant and equipment	1,807.45	1258.46
Purchase of Trade Investments	-	29.46
Investment in certificate of deposit	200.00	-
	2007.45	1287.91
Net cash flows (used in)/ generated from financing activities	(1915.91)	(1229.95)



₹ in lakhs

Particulars	Year ended 31 st March, 2020	Year ended 31 st March, 2019
CASH FLOW FROM FINANCING ACTIVITIES:		
Inflows		
Proceeds from short -term borrowings (net)	0.00	0.00
Proceeds from long -term borrowings (net)	714.99	0.00
Increase in Paidup Capital	0.00	0.00
	714.99	0.00
Outflows		
Repayment of long term borrowings	0.00	295.14
Repayment of short term borrowings	779.98	2.47
Dividend paid	95.96	96.27
Dividend distribution tax	19.69	19.69
Principal Payment of lease liabilities	0.99	0.00
Interest paid on lease liabilities	0.15	0.00
Interest paid	451.11	236.28
	1347.88	649.85
Net Cash flows (used in) / generated from financing activities	(632.89)	(649.85)
NET INCREASE/ (DECREASE) IN CASH AND BANK BALANCES	877.05	(435.22)
Add : Cash and Cash equivalence at beginning of the year	57.13	492.35
Cash and cash equivalence at end of the year	934.18	57.13
Cash and Cash equivalent as per above comprises of the following		
Cash and cash equivalent	934.18	57.13
Balances as per statement of cash flows	934.18	57.13

Vide Our Report of even date

For **JAIN & MOHAN**
Chartered Accountants
FRN:006896S
(Sd/-) **C.AMRITHALAL JAIN**

Partner
M.No.: 023060
Place : Coimbatore
Date : 30th June 2020

(Sd/-) **Meenakshi Sundaram Rajkumar**
Chairman
(DIN : 06935422)

(Sd/-) **Ramesh Shenoy.K**
Whole-Time Director-cum
Chief Financial Officer
(DIN : 06392237)

(Sd/-) **Bosco Giulia**
Whole-Time Director
(DIN : 01898020)

(Sd/-) **Priyadarshini. V**
Company Secretary



STANDALONE STATEMENT OF CHANGES IN EQUITY

A. EQUITY SHARE CAPITAL

(₹ In Lakhs)

	Notes	Amount
As at 31st March,2018		478.88
Changes in equity share capital	15	-
As at 31st March,2019		478.88
Changes in equity share capital	15	-
As at 31st March,2020		478.88

B. OTHER EQUITY

Particulars	Reserves and Surplus				Total
	Revaluation reserve	Securities Premium Reserve	General reserve	Retained Earnings	
Balance as at 1st April 2018	769.01	597.60	101.52	3,065.92	4,534.04
Profit for the year				757.26	757.26
Other comprehensive Income for the year				10.32	10.32
Total Comprehensive Income for the year				767.58	767.58
Dividends				(95.78)	(95.78)
Dividend distribution tax				(19.69)	(19.69)
Transferred to General Reserve			14.77	(14.77)	-
On issue of preferential share		-			-
Balance as at 31st March 2019	769.01	597.60	116.29	3,703.26	5,186.16
Balance as at 1st April 2019	769.01	597.60	116.29	3,703.26	5,186.16
Profit for the year				686.05	686.05
Other comprehensive Income for the year				(2.69)	(2.69)
Total Comprehensive Income for the year				683.36	683.36
Dividends				(95.78)	(95.78)
Dividend distribution tax				(19.69)	(19.69)
Transferred to General Reserve			19.19	(19.19)	-
On issue of preferential share		-			-
Balance as at 31st March 2020	769.01	597.60	135.48	4,251.97	5,754.06

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

Vide Our Report of even date

For **JAIN & MOHAN**
Chartered Accountants
FRN:006896S

(Sd/-) **C.AMRITHALAL JAIN**

Partner
M.No.: 023060
Place : Coimbatore
Date : 30th June 2020

(Sd/-) **Meenakshi Sundaram Rajkumar**
Chairman
(DIN : 06935422)

(Sd/-) **Ramesh Shenoy.K**
Whole-Time Director-cum
Chief Financial Officer
(DIN : 06392237)

(Sd/-) **Bosco Giulia**
Whole-Time Director
(DIN : 01898020)

(Sd/-) **Priyadarshini. V**
Company Secretary



₹ in lakhs

Note - 1.1 - PROPERTY, PLANT AND EQUIPMENTS

Particulars	Land Freehold	Buildings	Wind Mill	Plant & Machinery	Furnitures & Fixtures	Office Equipments	Vehicles	Total
Gross Carrying amount								
Balance as at 31st March 2018	120.46	1,173.00	1,217.72	3,311.16	38.09	31.08	184.68	6,076.20
Additions	7.04	223.63	-	981.65	1.56	8.46	84.33	1,306.66
Disposals	-	-	-	31.35	-	0.17	61.03	92.55
Reclassification as held for sales	-	-	-	-	-	-	-	-
Balance as at 31st March 2019	127.50	1,396.63	1,217.72	4,261.46	39.65	39.37	207.98	7,290.32
Additions	95.71	124.31	1,363.55	132.76	5.92	6.50	68.75	1,797.50
Disposals	-	-	-	0.35	-	-	42.07	42.42
Reclassification as held for sales	-	-	-	-	-	-	-	-
Balance as at 31st March 2020	223.21	1,520.94	2,581.27	4,393.87	45.57	45.87	234.66	9,045.40
Accumulated Depreciation								
Balance as at 31st March 2018	-	79.96	129.87	854.11	11.24	13.62	20.68	1,109.48
Additions	-	43.97	64.94	457.27	4.84	5.32	32.43	608.76
Disposals	-	-	-	30.90	-	0.16	43.65	74.71
Reclassification as held for sales	-	-	-	-	-	-	-	-
Balance as at 31st March 2019	-	123.92	194.81	1,280.48	16.08	18.78	9.46	1,643.54
Additions	-	50.48	68.32	554.76	5.15	5.80	31.47	715.98
Disposals	-	-	-	0.35	-	-	13.15	13.50
Reclassification as held for sales	-	-	-	-	-	-	-	-
Balance as at 31st March 2020	-	174.40	263.13	1,834.89	21.22	24.59	27.79	2,346.02
Net carrying amount								
Balance as at 31 st March, 2018	120.46	1,093.05	1,087.85	2,457.05	26.85	17.46	164.00	4,966.72
Balance as at 31 st March, 2019	127.50	1,272.71	1,022.91	2,980.98	23.57	20.59	198.52	5,646.78
Balance as at 31 st March, 2020	223.21	1,346.54	2,318.13	2,558.98	24.35	21.29	206.87	6,699.37

Note

1. Refer to Note 40 for disclosure of contractual commitments for the acquisition of property, plant and equipments
2. Refer Note 38 for information on property, plant and equipment pledged as security by the Ccompany



₹ in lakhs

Note 1.2 - RIGHT TO USE ASSETS

Particulars	Building
Movements during the year	
Balance as at 31 st March 2019	-
Additions on account of Transition to Ind AS - 1 st April 2019	-
Additions	4.23
Disposals	-
Balance as at 31st March 2020	4.23
Accumulated Depreciation	
Additions	1.16
Disposals	-
Balance as at 31st March 2020	1.16
Net Block as at 31st March 2020	3.07

Note 2 - CAPITAL WORK IN PROGRESS

Particulars	Land Freehold	Buildings	Wind Mill	Plant & Machinery	Furnitures & Fixtures	Office Equipments	Vehicles	Total
Balance as at 31 st March 2018	-	87.14	-	-	-	-	-	87.14
Additions	-	152.46	-	-	-	-	-	152.46
Capitalised	-	200.67	-	-	-	-	-	200.67
Balance as at 31st March 2019	-	38.94	-	-	-	-	-	38.94
Additions	-	85.89	-	-	-	-	-	85.89
Capitalised	-	80.17	-	-	-	-	-	80.17
Balance as at 31st March 2020	-	44.66	-	-	-	-	-	44.66



Note - 3 - INVESTMENT PROPERTIES

Particulars	Amount
Gross Carrying amount	
Balance as at 31st March 2018	1,480.81
Additions	-
Disposals	-
Balance as at 31st March 2019	1,480.81
Additions	-
Disposals	-
Balance as at 31st March 2020	1,480.81
Accumulated Depreciation	
Balance as at 31st March 2018	20.62
Additions	10.31
Disposals	-
Balance as at 31st March 2019	30.93
Additions	10.31
Disposals	-
Balance as at 31st March 2020	41.25
Net carrying amount	
Balance as at 31 st March, 2018	1,460.19
Balance as at 31 st March, 2019	1,449.88
Balance as at 31 st March, 2020	1,439.57
Fair value	
As at 31.03.2018	2,525.50
As at 31.03.2019	2,650.00
As at 31.03.2020	2,668.00

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Income derived from investment properties	155.65	141.10
Direct operating expenses (including repairs and maintenance) generating rental income	48.18	16.92
Income arising from investment properties before depreciation	107.47	124.18
Depreciation	11.86	11.86
Income from investment properties (Net)	95.60	112.32

Premises given on operating lease:

The company has given investment properties on operating lease. These Lease arrangements range for a period between 11 months and 6 years old and include both cancellable and non-cancellable leases. Most of the leases are renewable for further period on mutually agreeable terms.



The total minimum lease rentals receivable at the Balance Sheet date as under:

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
For the period not later than one year	130.63	148.86
For a period later than one year and not later than five years	332.26	444.06
For a period later than five years	0.00	39.56

Estimation of fair value

The fair valuation is based on current prices in the active market for similar properties. The main inputs used are quantum, area, location, demand; restrictive entry to the complex, age of building and trend of fair market rent in and around where investment property is located.

This valuation is based on valuation performed by an approved independent valuer. Fair valuation is based on replacement cost method. The fair value Measurement is categorised in level 2 fair value hierarchy

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
-------------	---------------------------------------	---------------------------------------

Note - 4 NON CURRENT INVESTMENT

Other Equity Investments

Un quoted

At Fair value through Profit and Loss account

Watsun Infrabuild Private Limited (159570 shares of ₹ 10 each) (Previous year 294570 shares of ₹ 10 each)	15.96	29.46
	15.96	29.46

Aggregate amount of unquoted investments	15.96	29.46
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Aggregate amount of impairment in the value of investment	-	-
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Note - 5 - OTHER NON CURRENT FINANCIAL ASSETS

Deposit with others	63.16	83.71
Total	63.16	83.71

Note - 6 - NON CURRENT TAX ASSETS (NET)

Income tax Refund receivable	7.62	7.62
Total	7.62	7.62

Note - 7 - OTHER NON CURRENT ASSETS

Capital Advances	-	21.00
Other Advances	166.15	140.98
Total	166.15	161.98

Note - 8 - INVENTORIES

Raw Materials	677.92	1,534.68
Raw Materials - In Transit	58.49	-
Work-in-progress	125.63	115.80
Finished Goods	475.32	515.35



Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Stock in Trade	63.46	10.76
Stock in Trade - In Transit		-
Stores and Spares OTHERS	92.40	91.15
Total	1,493.22	2,267.74
Mode of valuation: Refer Note 37 (h) in significant Accounting Policies		
Note - 9 - TRADE RECEIVABLES		
Secured, considered good		
Trade receivables	1,170.89	1,392.69
Trade Receivable which have significant increase in Credit risk	-	-
Trade Receivables - Credit impaired	-	-
Total	1,170.89	1,392.69
Refer Note 45 for information about credit risk and market risk of trade receivables		
Note - 10 - CASH AND CASH EQUIVALENTS		
Cash on hand	7.92	29.69
Balances with Banks		
- In Current accounts	126.25	27.44
- In Fixed deposits	800.00	-
Total	934.18	57.13
Note - 11 - BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS		
Investments in Term Deposits	200.00	35.04
Unclaimed dividends - Earmarked balances with banks	8.85	9.03
Total	208.85	44.06
Note - 12 - OTHER CURRENT LOANS		
Loan to Employees	1.78	0.13
Total	1.78	0.13
Note - 13 - OTHER CURRENT FINANCIAL ASSETS		
Interest receivable	4.15	0.18
Total	4.15	0.18
Note - 14 - OTHER CURRENT ASSETS		
Export Benefits receivable	13.19	9.38
Interest Subsidy receivable	-	26.15
Advances to Suppliers	144.16	285.81
Deposits with customs, excise and other govt. authorities	159.92	182.96
Claims Receivable	178.06	484.07
Prepaid Expenses	34.50	36.61
Advances recoverable in kind for value to be received	9.48	2.53



Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Other Advances	15.56	17.66
Total	554.87	1,045.17
Note - 15 - EQUITY SHARE CAPITAL		
Authorised		
2,00,00,000 (31 st March 2019 : 2,00,00,000) Equity shares of ₹ 5 each	1,000.00	1,000.00
Issued, Subscribed and fully paid up		
95,77,600 (31 st March 2019 : 95,77,600) Equity shares of ₹ 5 each	478.88	478.88
Total	478.88	478.88

a) Reconciliation of number of shares

Particulars	As at 31 st March, 2020		As at 31 st March, 2019	
	Number of shares	Amount	Number of shares	Amount
Equity shares				
Shares outstanding at the beginning of the year	95,77,600	4,78,88,000	95,77,600	4,78,88,000
Shares outstanding at the end of the year	95,77,600	4,78,88,000	95,77,600	4,78,88,000

b) Rights, preferences and restriction attached to shares

Equity shares: The Company has one class of equity shares having a par value of ₹ 5 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except, in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

c) Details of equity shares held by shareholders holding more than 5 % of the aggregate shares in the company

Details of Share Holders	As at 31 st March, 2020		As at 31 st March, 2019	
	%	No of shares	%	No of shares
Giulia Bosco	34.65	33,18,284.00	5.59	5,35,778.00
Shri. Santosh R	-	-	29.05	27,82,506.00
Strike Right Integrated Services Limited	35.71	34,20,600.00	35.71	34,20,600.00



Note - 16 OTHER EQUITY

Particulars	Reserves and Surplus				Total
	Revaluation reserve	Securities Premium Reserve	General reserve	Retained Earnings	
Balance as at 1st April 2018	769.01	597.60	101.52	3,065.92	4,534.04
Profit for the year				757.26	757.26
Other comprehensive Income for the year				10.32	10.32
Total Comprehensive Income for the year				767.58	767.58
Dividends				(95.78)	(95.78)
Dividend distribution tax				(19.69)	(19.69)
Transferred to General Reserve			14.77	(14.77)	-
On issue of preferential share		-			-
Balance as at 31st March 2019	769.01	597.60	116.29	3,703.26	5,186.16
Balance as at 1st April 2019	769.01	597.60	116.29	3,703.26	5,186.16
Profit for the year				686.05	686.05
Other comprehensive Income for the year				(2.69)	(2.69)
Total Comprehensive Income for the year				683.36	683.36
Dividends				(95.78)	(95.78)
Dividend distribution tax				(19.69)	(19.69)
Transferred to General Reserve			19.19	(19.19)	-
On issue of preferential share		-			-
Balance as at 31st March 2020	769.01	597.60	135.48	4,251.97	5,754.06

Securities premium reserve

Securities premium reserve is used to record the premium on issue of share. These reserve is utilised in accordance with the provision of the Act.

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Note - 17 - NON CURRENT BORROWINGS		
Secured		
Term Loans from Banks		
Foreign Currency Loans	3,011.91	1,570.40
Other Loans	39.60	672.60
Long term maturities of finance lease obligations	86.84	62.08
Unsecured		
Loans from related parties	542.72	350.00
Total	3,681.07	2,655.08



- 17.1 FCNRB Term Loan - I from Bank of India is secured by First charge on Windmill and Windmill Land. Total outstanding as on 31.03.2020 is ₹ 177.45 lakhs (Previous year ₹ 249.95 lakhs). Term Loan I is payable in 62 installments commencing from Jan 17. Last installment is due in Aug 2022.
- 17.2 FCNRB Term loan - II from Bank of India is secured by first charge on entire assets created out of the term loan. Total outstanding as on 31.03.2020 is ₹ 83.92 lakhs (Previous year ₹ 118.21 lakhs). Term Loan - II is payable in 62 monthly installments commencing from Jan 2017. Last installment is due in Aug 2022.
- 17.3 FCNRB Term loan - III from Bank of India is secured first charge on entire assets created out of term loan. Total outstanding as on 31.03.2020 is ₹137.74 lakhs (Previous year ₹199.90 lakhs). Term Loan - III is payable in 60 installments commencing from January 2017. Last installment is due in June 2022.
- 17.4 FC Term loan - I from The Karur Vysya Bank is secured by First charge on Comercial Complex Land and building . Total outstanding as on 31.03.2020 is ₹ 1063.28 lakhs (Previous year ₹ 1053.49 lakhs). Term Loan - I is payable in 98 installments commencing from December 2018. Last installment is due in July 2027.
- 17.5 FC Term loan - II from The Karur Vysya Bank is secured by First charge on entire assets created out of term loan. Total outstanding as on 31.03.2020 is ₹ 220.44 lakhs (Previous year ₹ 213.34 lakhs). Term Loan - II is payable in 60 installments commencing from Jan 2020. Last installment is due in Dec 2024.
- 17.6 FC Term loan - III from The Karur Vysya Bank is secured by First charge on entire assets created out of term loan. Total outstanding as on 31.03.2020 is ₹ 578.71 lakhs (Previous year ₹ 540.87 lakhs). Term Loan - III is payable in 60 installments commencing from Nov 2019. Last installment is due in April 2024.
- 17.7 FC Term loan - IV from The Karur Vysya Bank is secured by First charge on entire assets created out of term loan. Total outstanding as on 31.03.2020 is ₹ 184.05 lakhs (Previous year ₹ Nil.). Term Loan - IV is payable in 15 installments commencing from Aug 2019. Last installment is due in April 2021.
- 17.8 FC Term loan - V from The Karur Vysya Bank is secured by First charge on entire assets created out of term loan. Total outstanding as on 31.03.2020 is ₹ 85.87 lakhs (Previous year ₹ Nil). Term Loan - V is payable in 52 installments commencing from Aug 2019. Last installment is due in June 2024.
- 17.9 FC Term loan - VI from The Karur Vysya Bank is secured by First charge on entire assets created out of term loan. Total outstanding as on 31.03.2020 is ₹ 1060.67 lakhs (Previous year ₹ Nil). Term Loan - VI is payable in 66 installments commencing from Aug 2020. Last installment is due in Feb 2026.
- 17.10 Term loan - IV from Bank of India is secured by Residential apartment purchased out of term loan. Total outstanding as on 31.03.2020 is ₹ 43.90 Lakhs and (Previous year ₹ 53.31 Lakhs). Term Loan - IV is payable in 137 installments commencing from April 2014. Last installment is due in Feb 2026.
- 17.11. One Whole Time Director and two relative of the Director have given personal guarantee and one of Director's relative had given personal assets as security for the term loans and working capital loans from The Karur Vysya Bank and State bank of India and no Guarantee commission has been paid to the Director in this connection.

One Whole Time Director and two relatives of the Director have given personal guarantee for the term loans and working capital loans from Bank of India and no Guarantee Commission has been paid to any Director in this connection

Details of pledge of shares held by Directors for availing loan facilities for the Company: The Whole Time Director has pledged 11.24 lakh shares of the Company held by her as collateral security for the loan sanctioned by The Karur Vysya Bank and 10.50 lakh shares of the Company held by her as collateral security for the loan sanctioned by Bank of India.

One of the relative of the Whole Time Director has given personal guarantee for the Residential property loan from Bank of India and no Guarantee Commission has been paid to the Director's relative in this connection.

- 17.12. Installments falling due in respect of all the above Loans upto 31.03.2021 have been grouped under "Current maturities of long-term debt" (Refer Note 23 (a)).
- 17.13 The carrying amounts of financial and non financial assets as security for secured borrowings are disclosed in Note 38.



Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Note - 18 - OTHER NON-CURRENT LIABILITIES		
Deposits received for Commercial complex	51.17	45.45
Lease Liabilities	1.12	-
Total	52.29	45.45
Note - 19 - NON CURRENT PROVISIONS		
Provision for employee benefits		
Provision for gratuity (Unfunded)	98.66	75.56
Total	98.66	75.56
Note - 20 - OTHER NON CURRENT LIABILITIES		
Rental Advance received	18.94	24.83
Government Grant #	90.87	113.72
Total	109.81	138.55
# Represents unamortised amount of duty saved referred to in note 48		
Note - 21 - CURRENT BORROWINGS		
(a) Loans repayable on demand		
From banks (Secured)		
Foreign currency Loans	321.59	470.58
Other Loans	1.35	494.03
(b) Other loans from banks		
Foreign currency Loans	-	138.31
Total	322.94	1,102.93
1. Working capital facilities from The Karur Vysya Bank is secured by paripassu charge on entire current assets such as raw materials, stock in progress and finished good of the company present and future & book debts of the company on paripassu basis with other working capital lenders.		
2. Bank of India has sanctioned working capital facilities against paripassu charge on the Inventories and book debts.		
The carrying amounts of financial and non financial assets as security for secured borrowings are disclosed in Note 38		
Note - 22 - TRADE PAYABLE		
Total outstanding dues of Micro enterprises & Small enterprises	51.19	75.47
Total outstanding dues other than Micro enterprises & Small enterprises	474.76	417.89
Total	525.94	493.36

Due to Micro and Small Enterprises

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



Particulars	As at 31 st March, 2020	As at 31 st March, 2019
a) The Principal amount remaining unpaid to any supplier at the end of the year	51.19	75.47
b) Interest due remaining unpaid to any supplier as at the end of the year	-	-
c) The amount of interest paid by the buyer in terms of section 16 of MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year.	-	-
d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
e) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
f) The amount of further interest remaining due and payable even in the succeeding years, until such date which the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED act, 2006.	-	-

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

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Note - 23 - OTHER CURRENT FINANCIAL LIABILITIES		
(a) Current maturities of long-term debt	584.54	867.16
(b) Current maturities of finance lease obligations	16.39	35.90
(c) Interest accrued but not due on borrowings	14.29	5.42
(d) Unpaid dividends (Refer Note (a) below)	8.85	9.03
(e) Payable to employees	248.43	234.49
(f) Lease Liabilities	2.12	-
Total	874.62	1,152.00

Note: (a) There has been no delay in transferring fund to Investor Education and Protection Fund amounting to as ₹ 1.22 Lakhs. (Previous year ₹ 1.51 Lakhs)

Note - 24 - PROVISIONS

Provisions for employee benefits (Refer note 41)

Gratuity (Unfunded)	7.58	7.40
Total	7.58	7.40

Note - 25 - LIABILITY FOR CURRENT TAX (NET)

Provision for Taxation	146.62	241.71
Total	146.62	241.71

Note - 26 - OTHER CURRENT LIABILITIES

Statutory dues	19.21	22.67
Government Grant #	22.85	22.85
Other payables	171.45	108.28
Total	213.51	153.80

Represents unamortised amount of duty saved referred to in Note 48



Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Note - 27 - REVENUE FROM OPERATIONS		
Sale of Products		
(i) Manufactured goods	14,577.05	15,084.03
(ii) Stock in trade	2,366.69	1,943.95
Other operating Income		
(i) Export Incentives, Etc.	47.65	59.98
(ii) Process waste sale	11.00	6.69
(iii) Rental Income	148.86	134.94
(iv) Wind mill - Electricity captive consumption value	315.00	250.90
Total	17,466.25	17,480.50
Note - 28 - OTHER INCOME		
Interest Income	56.54	35.08
Other non-operating income	12.57	40.28
Apportioned income from Government Grant (Refer Note 48)	22.85	15.03
Profit on sale of assets	0.22	1.67
Profit on sales of shares	-	0.16
Net gain on fair valuation of financial assets and liabilities through profit and loss	11.89	10.11
Total	104.07	102.33
Note - 29 - COST OF MATERIAL CONSUMED		
Opening stock	1,534.68	1,205.36
Purchases	9,039.58	10,789.24
Less: Sale	1,465.05	1,047.04
Less: Closing stock	736.41	1,534.68
Total	8,372.80	9,412.88
Note - 30 - PURCHASE OF STOCK IN TRADE		
Yarn Purchase	2,281.15	1,654.09
Total	2,281.15	1,654.09
Note - 31 - CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK IN TRADE AND WORK IN PROGRESS		
Opening Inventories		
Finished goods	515.35	280.39
Work in progress	115.80	150.97
stock in trade	10.76	207.09
	641.91	638.45



Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Closing Inventories		
Finished goods	475.32	515.35
Work in progress	125.63	115.80
Stock in trade	63.46	10.76
	664.41	641.91
Total	(22.51)	(3.46)

Note - 32 - EMPLOYEE BENEFIT EXPENSES

Salaries and wages	869.95	877.38
Managerial Remuneration	35.88	38.97
Contribution to Provident funds and other funds	36.46	39.73
Gratuity expense	21.09	21.98
Workmen and Staff welfare expense	106.88	93.84
Total	1070.26	1071.90

Note - 33- FINANCE COSTS

Interest expenses on Term Loans	151.51	122.17
Interest expenses - Others	84.40	93.51
Applicable net loss on foreign currency transactions and translation	195.49	(76.14)
Other borrowing costs	44.69	87.52
Total	476.10	227.06

Note - 34- DEPRECIATION AND AMORTIZATION EXPENSE

Depreciation on Property, Plant and Equipment	715.98	608.76
Depreciation on Right to Use Assets (Leased assets)	1.16	-
Depreciation on Investment Property	10.31	10.31
Total	727.46	619.08

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Note - 35- OTHER EXPENSE		
Manufacturing expenses		
Consumption of stores and spares (Refer Note below)	640.49	411.40
Power and fuel	1,203.38	1,163.13
Conversion charges	947.94	1,008.78
Repairs to Buildings	42.21	51.38
Repairs to Machinery	36.59	36.58
	2,870.62	2,671.27
Selling and Distribution Expenses		
Freight and forwarding	270.80	275.28
Insurance ECGC	5.56	8.52
Sales commission	319.16	321.83
Business promotion	16.96	16.49



Particulars	As at 31 st March, 2020		As at 31 st March, 2019	
Discount on Script	-		0.02	
Advertisement	3.56	616.05	3.48	625.62
Establishment Expenses				
Rent	8.46		9.71	
Repairs and Maintenance - Others	143.49		141.82	
Insurance	19.08		12.08	
Rates and taxes, excluding taxes on income	24.86		21.43	
Postage and Telephone	5.10		5.17	
Travelling and conveyance	30.19		29.45	
Printing and stationery	4.80		5.03	
Audit Fees and Expenses	5.57		6.00	
Subscription	1.75		1.59	
Professional & Consultancy	57.68		100.39	
Net loss on foreign currency transactions and translation (other than considered as finance cost)	(60.18)		(58.09)	
Loss on sale of fixed assets	3.67		0.04	
Bad debts written off	22.67		44.31	
Miscellaneous expenses	10.49	277.64	9.35	328.28
Corporate Social Responsibility Expenses		20.52		16.87
Total		3,784.82		3,642.04

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Note - Consumption of stores and spares		
Indigenous	639.34	411.40
Imported	1.15	-
Total	640.49	411.40
Note - 36- Tax Expenses		
Tax expenses recognised in the Statement of profit and Loss		
Current Tax		
Current Tax on taxable income for the year	146.62	231.00
Total Current Tax expense	146.62	231.00
Deferred Tax		
Deferred Tax charge	46.92	(29.02)
Total Deferred income tax expense	46.92	(29.02)
Tax in respect of earlier years	0.65	-
Total Tax expense	147.27	231.00



Note : 37 - STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

I. Background

Lambodhara Textiles Limited incorporated in India in the year 1994 and is a leading premium quality synthetic fancy yarn manufacturing Company. The Company has its wide network of operations in local as well foreign market.

II. Significant Accounting Policies followed by the Company

(a) Basis of preparation

(i) Compliance with Ind AS

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

The accounting policies are applied consistently to all the periods presented in the financial statements.

(ii) Historical cost convention

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

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

(iii) Current non-current classification

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

(iv) Rounding of amounts

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

(b) Use of estimates and judgments

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

(c) Property, plant and equipment

The Company has applied for the one time transition exemption of considering the carrying cost on the transition date i.e. April 1, 2016 as the deemed cost under IND AS, Hence regarded thereafter as historical cost.

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

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.



Depreciation methods, estimated useful lives and residual value

Depreciation on tangible fixed assets is provided using the straight line method as prescribed under Schedule II to the Companies Act 2013 and is charged to the statement of profit and loss. In respect of individual assets costing less than ₹ 5000 the policy of the Company is to charge depreciation at 95% of the cost on prorata basis to the period of use, considering the useful life of assets as less than 1 year.

The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

In case of pre-owned assets, the useful life is estimated on a case to case basis.

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

(d) Investment properties

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

Depreciation on building is provided over its useful life using straight line method as prescribed under Schedule II to the Companies Act 2013 and is charged to the statement of profit and loss.

(e) Intangible assets

Computer software

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

Amortisation method and useful life

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

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

(f) Lease

Operating Lease

The Company has adopted the new accounting standard Ind AS 116 “Leases” on April 1, 2019 as per Companies (Indian Accounting Standards) amendment Rules, 2019, notified by MCA on March 30, 2019. Ind AS 116 is a single lessee accounting model and sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors.

As a lessee:

The Company’s lease assets primarily consists of office premises which are of short term lease with the term of twelve months or less and low value leases. For these short term and low value leases, the Company has recognized the lease payments as an expense in the Statement of Profit and Loss on a straight line basis over the term of lease. At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell



and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option. Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Transition to Ind AS 116:

The Company has adopted Ind AS 116, effective annual reporting period beginning on April 1, 2019 and applied the standard to its leases, retrospectively with the cumulative effect of initially applying the standard recognised at the date of initial application without making any adjustment to opening balance of retained earnings. The adoption of the standard did not have any material impact on the Standalone Financial Statement of the Company.

As a lessor:

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease unless the receipts are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

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

(g) Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, bank overdraft, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(h) Inventories

Inventories of Raw Materials, Work-in-Progress, Stores and spares, Finished Goods and Stock-in-trade are stated 'at cost or net realisable value, whichever is lower'. Goods-in-Transit are stated 'at cost'. Cost comprise all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formulae used are 'First-in-First-out', 'Weighted Average cost' or 'Specific identification', as applicable. Due allowance is estimated and made for defective and obsolete items, wherever necessary.

(i) Investments and other financial assets

(i) Classification

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

- (1) Those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- (2) Those measured at amortised cost.

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



(ii) Measurement

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

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

Equity instruments:

The Company measures its equity investment other than in subsidiaries, joint ventures and associates at fair value through profit and loss. However where the Company's management makes an irrevocable choice on initial recognition to present fair value gains and losses on specific equity investments in other comprehensive income (Currently no such choice made), there is no subsequent reclassification, on sale or otherwise, of fair value gains and losses to the Statement of Profit and Loss.

(iii) Impairment of financial assets

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk in the normal operation at the end of each reporting period.

(iv) Income Recognition

Interest Income

Interest on investments is recognized on a time proportion basis taking into account the amounts invested and the rate of interest.

Dividends

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established.

(j) Impairment of non-financial assets

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

(k) Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

Non-current assets are not depreciated or amortised while they are classified as held for sale.



(l) Derivative financial instruments

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

(m) Segment Reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

(n) Borrowings

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

(o) Borrowing costs

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to Statement of Profit and Loss.

(p) Provisions and contingent liabilities

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

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

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

(q) Revenue recognition

The Company derives revenues primarily from sale of manufactured goods, traded goods and related services. The Company derives revenues from investment property on real estate segment. The Company applies Indian Accounting Standard 115 (Ind AS 115) - 'Revenue from contracts with customers' using the cumulative catch-up transition method.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

The Company recognises provision for sales return, based on the historical results, measured on net basis of the margin of the sale. Therefore, a refund liability, included in other current liabilities, are recognized for the products expected to be returned.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

Other operating revenue - Export incentives

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



(r) Employee benefits

(i) Short-term obligations

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

(ii) Other long-term employee benefit obligations

The benefits are discounted using the Government Securities (G-Sec) at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss.

(iii) Post-employment obligations

The Company operates the following post-employment schemes:

- (a) Defined benefit plans such as gratuity and
- (b) Defined contribution plans such as provident fund.

Gratuity obligations

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

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

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

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Presently the company provides for the liability as above but not funding the same.

Defined Contribution Plans

Defined Contribution Plans such as Provident Fund etc., are charged to the Statement of Profit and Loss as incurred.

Termination benefits

Expenditure on termination benefits is recognised in the statement of profit and loss in the period of incurrence.

(s) Foreign currency translation

(i) Functional and presentation currency

The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

(ii) Transactions and balances

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction



dates. Realised gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.

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

(t) Income tax

Current Income Tax is measured at the amount expected to be paid to the tax authorities in accordance with Income Tax Act, 1961.

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

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

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

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

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

(u) Earnings per Share

Basic earnings per Share

Basic earnings per share is calculated by dividing:

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

Diluted earnings per share

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

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

(v) Government Grants

Grants from the government are recognised at their fair value where there is reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to the purchase of property, plant and equipment are included in non-current



liabilities as deferred income and are credited to Profit and Loss on a straight - line basis over the expected lives of related assets and presented within other income.

(w) Exceptional items

When items of income and expense within statement of profit and loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material items are disclosed separately as exceptional items.

(x) Critical estimates and judgements

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

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

The areas involving critical estimates or judgement are:

- (i) Estimation of tax expenses and tax payable
- (ii) Probable outcome of matters included under Contingent Liabilities
- (iii) Estimation of Defined benefit obligation.

Note : 38 - ASSETS PLEDGED AS SECURITY

The carrying amounts of assets Pledged as security for current and non-current borrowings are: (₹ in lakhs)

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Current Assets		
Financial Assets		
Floating Charge		
Receivables	1170.89	1,392.69
	1170.89	1,392.69
Non Financial Assets		
Floating Charge		
Inventories	1493.22	2,267.74
Total Current assets Pledged as security	1493.22	2,267.74
Non Current Assets		
Land	223.21	127.50
Building	1346.54	1,272.71
Plant and Machinery	2558.98	2,980.98
Wind Mill	2318.13	1,022.91
Vehicles	206.87	198.52
Investment property	1439.57	1449.88
Total non-current assets Pledged as security	8093.31	7,052.50
Total assets Pledged as security	10757.42	10,712.92

**Note : 39 - Details of Contingent liabilities and Contingent assets**

₹ in lakhs

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
i. Employees' State Insurance Corporation demand, Appeal before the Employee Insurance Court.	5.63	5.63
ii. Dispute on outstanding balance against the lease finance and hire purchase, the case is before the High court of Karnataka	12.34	12.34
iii. Cross Subsidy surcharge to TNGDCL	39.52	39.52
iv. Demand by DCTO, Enforcement Group	0.00	3.55
v. Dispute with TNEB on Payment of tax on self generated units	6.90	6.90

Note 40 - COMMITMENTS**Capital Commitments**

Estimated value of contract remaining to be executed on Capital account is ₹ 99.16 lakhs (Previous year ₹ 44.72)

EPCG & Advance Licence Commitments

EPCG & Advance Licence Commitments Future export obligations / commitments under import of Capital Goods at Concessional rate of customs duty. As at 31st March, 2020 ₹ 30.26 lakhs (31st March, 2019 ₹ 692.29 lakhs)

Note :- 41 - POST RETIREMENT BENEFIT PLANS**Defined Benefits Plan****Gratuity**

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is an unfunded plan.

In accordance with IND As details are given below which is certified by the actuary and relied upon by the auditors and the company has provided the liability in accounts, to meet its liability from internal generation.

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
I. PRINCIPAL ACTUARIAL ASSUMPTIONS [Expressed as weighted averages]		
Discount Rate	6.59%	7.53%
Salary escalation rate	6.00%	6.00%
Attrition rate	5.00%	5.00%
Expected rate of return on Plan Assets	0.00%	0.00%
II CHANGES IN THE PRESENT VALUE OF THE OBLIGATIONS (PVO RECONCILIATION OF OPENING AND CLOSING BALANCES (₹ IN LAKHS))		
PVO as at the beginning of the period	82.96	74.80
Interest Cost	6.22	5.62
Current service cost	14.87	16.37
Past service cost	-	-



Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Benefits paid	-0.50	-3.51
Actuarial loss/(gain) on obligation (balancing figure)	2.69	-10.32
PVO as at the end of the period	106.24	82.96
III CHANGES IN THE FAIR VALUE OF PLAN ASSETS - RECONCILIATION OF OPENING AND CLOSING BALANCE		
Fair value of plan assets as at the beginning of the period	-	-
Expected return on plan assets	-	-
Contributions	0.50	3.51
Benefits paid and charges deducted	-0.50	-3.51
Actuarial gain/(loss) on plan assets [balancing figure]	-	-
Fair value of plan assets as at the end of the period	-	-
IV ACTUAL RETURN ON PLAN ASSETS		
Expected return on plan assets	-	-
Actuarial gain (loss) on plan assets	-	-
Actual return on plan assets	-	-
V ACTUARIAL GAINS AND LOSSES RECOGNIZED		
Actuarial gain / (loss) for the period - Obligation	-2.69	10.32
Actuarial gain / (loss) for the period- Plan Assets	-	-
Total (gain) / loss for the period	-2.69	10.32
Actuarial (gain) / loss recognized in the period	2.69	-10.32
Unrecognized actuarial (gain) / loss at the end of the year	-	-
VI AMOUNTS RECOGNISED IN THE BALNACE SHEET AND RELATED ANALYSIS		
Present value of the obligation	106.24	82.96
Fair value of plan assets	-	-
Amount determined under para 63 of Ind AS19	106.24	82.96
Net Defined benefit liability recognized in the balance sheet	106.24	82.96
Present value of future reduction in contribution under para 65 of Ind AS 19	-	-
Net Defined Benefit Asset recognized under para 64 of Ind AS 19	-	-
VII EXPENSES RECOGNISHED IN THE STATEMENT OF PROFIT AND LOSS ACCOUNT		
Current service cost	14.87	16.37
Net Interest on Net Defined Benefit Obligations	6.23	5.62
Net actuarial (gain) / loss recognised during the period	-	-
Past service	-	-
Expenses recognized in the statement of profit and loss	21.09	21.98



Particulars	As at 31 st March, 2020	As at 31 st March, 2019
VIII AMOUNT RECOGNISED FOR THE CURRENT PERIOD IN THE STATEMENT OF OTHER COMPREHENSIVE INCOME (OCI)		
Actuarial (gain)/ Loss on Plan obligations	2.69	-10.32
Difference between Actual return and interest income on Plan Assets-(gain)/loss	-	-
Effect of Balance Sheet asset limit	-	-
Amount recognized in OCI for the current period	2.69	-10.32
IX MOVEMENTS IN THE LIABILITY RECOGNISED IN THE BALANCE SHEET		
Opening net liability adjusted for effect of balance sheet	82.96	74.80
Amount recognized in Profit and Loss Account	21.09	21.98
Amount recognised in OCI	2.69	-10.32
Contribution paid	-0.50	-3.50
Closing net liability	106.24	82.96
X AMOUNT FOR CURRENT PERIOD		
Present value of obligation	106.24	82.96
Plan Assets	-	-
Surplus (Deficit)	-106.24	-82.96
Experience adjustments on plan liabilities (Loss) / gain	6.35	11.56
Impact on change in assumptions on plan liabilities (loss) / gain	-9.04	-1.24
Experience adjustments on plan liabilities (loss) / gain	-	-
Date of valuation		
	As at 31 st March, 2020	As at 31 st March, 2019
Average Duration of defined benefit obligations (in years)	10.7	10.5
Sensitivity analysis		
A. Discount Rate +50 BP	7.09%	8.03%
Defined benefit obligation (PVO)	101.27	79.17
Current Service Cost	16.05	14.07
B. Discount rate -50 BP	6.09%	7.03%
Defined benefit obligation (PVO)	111.61	87.05
Current Service Cost	17.92	15.73
C. Salary Escalation Rate +50 BP	6.50%	6.50%
Defined benefit obligation (PVO)	111.76	87.21
Current Service Cost	17.94	15.76
D. Salary Escalation Rate -50 BP	5.5%	5.5%
Defined benefit obligation (PVO)	101.08	78.99
Current Service Cost	16.01	14.04



Date of valuation	As at 31 st March, 2020	As at 31 st March, 2019
EXPECTED CONTRIBUTION IN FOLLOWING YEARS (MID YEAR CASH FLOWS)		
YEAR 1	5.03	3.98
YEAR 2	6.51	8.56
YEAR 3	6.64	5.55
YEAR 4	6.50	5.24
YEAR 5	8.64	5.42
NEXT 5 YEARS	54.47	42.31
EXPECTED BENEFIT PAYMENTS IN FOLLOWING YEARS (MID YEAR CASH FLOWS)		
YEAR 1	5.03	3.98
YEAR 2	6.51	8.56
YEAR 3	6.64	5.55
YEAR 4	6.50	5.24
YEAR 5	8.64	5.42
NEXT 5 YEARS	54.47	42.31

Note :- 42 - SEGMENT REPORTING**Operating Segments:**

- a) Textile:
- b) Wind Mills:
- c) Real Estate

Identification of Segments:

The chief operational decision maker monitors the operating results of its Business segment separately for the purpose of making decision about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements, Operating segment have been identified on the basis of nature of products and other quantitative criteria specified in the Ind AS 108.

Segment revenue and results:

The expenses and income which are not directly attributable to any business segment are shown as unallocable expenditure (net of allocable income).

Segment assets and Liabilities:

Segment assets include all operating assets used by the operating segment and mainly consist of property, plant and equipments, trade receivables, Inventory and other operating assets. Segment liabilities primarily includes trade payable and other liabilities. Common assets and liabilities which can not be allocated to any of the business segment are shown as unallocable assets / liabilities.



Segment Reporting	31.03.2020	31.03.2019
Segment Revenue		
Textiles	17,099.67	17,190.82
Wind Mills	315.00	250.90
Real Estate	155.65	141.10
Total	17,570.33	17,582.82
Segment Expenditure		
Textiles	16,319.60	16,394.81
Wind Mills	251.12	139.77
Real Estate	60.05	28.78
Total	16,630.76	16,563.36
Add: Unallocable Expenses	59.33	60.23
Total Expenditure	16,690.09	16,623.58
Profit / Loss before Tax	880.24	959.24
Segment Assets		
Textiles	8,957.30	9,652.82
Wind Mills	2356.44	1076.28
Real Estate	1488.32	1495.26
Total	12,802.06	12,224.36
Add: Unallocable Assets	5.44	1.09
Total Assets	12,807.49	12,225.45
Segment Liabilities		
Textiles	4,115.38	4,952.30
Wind Mills	1338.17	457.82
Real Estate	427.22	422.97
Total	5,880.77	5,833.09
Add: Unallocable Liabilities	693.79	727.32
Total Liabilities	6,574.56	6,560.42

Summary of segment Revenue and Segment Assets

Particulars	India		Rest of the world		Total	
	Current Year	Previous year	Current Year	Previous year	Current Year	Previous Year
Segment Revenue *	15,907.50	15,111.74	1,662.83	2,471.09	17,570.33	17,582.82
Carrying Cost of segment assets **	12,522.52	11,827.15	279.53	397.21	12,802.06	12,224.36
Carrying Cost of segment Non Current assets @	1,740.18	1771.58	-	-	1,740.18	1,771.58
Additions to Property, plant and equipments	1,797.50	1306.66	-	-	1,797.50	1,306.66

* Based on location of Customers

** Based on location of assets

@ Excluding Property, plant and equipments



Note 43 Related party disclosures for the year ended 31st March 2020.

a) The following loans have been taken during the year from related parties: (₹ in Lakhs)

Name	Period	Opening Balance	Amount Received	Amount Repaid	Closing Balance
Mr.Santossh.R.	(18-19)	Nil	1.77	1.77	Nil
Managing Director upto 10 th July 2018 and relative of Whole-Time Director of the Company.					
Ms.Giulia Bosco	(18-19)	Nil	43.95	33.95	10.00
Whole-Time Director	(19-20)	10.00	434.18	291.46	152.72
Mr.Baba Chandrasekhar	(18-19)	280.00	60.00	Nil	340.00
Director	(19-20)	340.00	50.00	Nil	390.00

b) Remuneration paid to Managing Director, Mr.Santossh.R. is ₹ Nil lakhs (Previous Year ₹ 5.11 lakhs Managing Director upto 10th July 2018).

Consultancy charges of ₹ 24.00 lakhs is paid to Mr. Santossh.R relative of Whole-Time Director (Previous Year ₹ 17.35 Lakhs).

c) Remuneration paid to Whole-Time Director, Ms.GiuliaBosco is ₹ 12.00 lakhs (Previous Year ₹12.00 lakhs).
Cash value of perquisites to Whole-Time Director, Ms.Giulia Bosco is ₹ 1.67 lakhs (Previous Year ₹ 1.67 lakhs).

d) Remuneration paid to Whole-Time Director, Ms.Vimala.R. is ₹ Nil lakhs (Previous Year ₹ 1.66 lakhs Whole-Time Director upto 10th July 2018).

e) Remuneration paid to Whole-Time Director-cum-Chief Financial Officer, Mr. Ramesh Shenoy.K.is ₹ 11.03 lakhs (Previous year as employee ₹ 11.09 lakhs).

f) Remuneration paid to Whole-Time Director, Mr.Balu K.N is ₹ 12.84 lakhs (Previous year as employee ₹12.71 lakhs).

g) Interest paid to Director, Mr.Baba Chandrasekar is ₹ 34.29 lakhs (Previous Year ₹ 31.22 lakhs).

h) (i) Yarn & Fibre purchase from Strike Right Integrated Services Limited during the year for ₹ 2420.21 lakhs (Previous Year ₹ 1297.17 lakhs).

(ii) Yarn & Fibre sales made to Strike Right Integrated Services Limited during the year for ₹ 1593.00 Lakhs (Previous Year Cone yarn sale ₹ 1008.67 lakhs).

Strike Right Integrated Services Limited is a Company in which Two Whole-Time Director and one relative of a Director of Lambodhara Textiles Limited are Directors.

i) During the year, lease rent on vehicles paid to Whole-Time Director, Ms.Giulia Bosco is ₹ 8.95 lakhs (Previous Year ₹ 2.80 lakhs).

j) During the year, one Residential Building is purchased for 121.90 Lakhs (Previous year ₹ 45 lakhs) from Mr.Santossh.R, relative of Whole-Time Director of the Company.

k) During the year, Land is purchased for 0.74 lakhs (Previous year Nil) from relative of Whole Time Director.

NOTE - 44 FAIR VALUE MEASUREMENTS

Financial Instrument by category and hierarchy

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

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

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other



current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.

2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

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

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

For Financial assets and Liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

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

- Level 1 : quoted (unadjusted) prices in active markets for identical assets or liabilities.
- Level 2 : other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.
- Level 3 : techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.



₹ in lakhs

Note :- 44 - FAIR VALUE MEASUREMENT

Financial Assets and Liabilities as at 31 st March, 2020	Non Current	Current	Total	Routed through Profit and Loss			Routed through OCI			Carried at amortised cost			Total Amount	
				Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	Level 1		Level 2
Financial Assets														
Investments														
- Equity instruments	15.96		15.96											15.96
	15.96		15.96											15.96
Other Assets														
Loans to Employees		1.78	1.78											1.78
Security Deposit														
Loans to Related Parties														
Other Financial Assets	63.16	4.15	67.31			63.16							4.15	67.31
Trade receivable		1,170.89	1,170.89										1,170.89	1,170.89
Cash and Cash equivalents		934.18	934.18										934.18	934.18
Other Bank Balance		208.85	208.85										208.85	208.85
	63.16	2,319.85	2,383.00			63.16							2,319.85	2,383.00
Financial Liabilities														
Borrowings	3,681.07	322.94	4,004.02											4,004.02
Other Financial Liabilities	52.29	874.62	926.91			52.29							874.62	926.91
Trade Payables		525.94	525.94										525.94	525.94
	3,733.36	1,723.51	5,456.88			52.29							5,404.59	5,456.88
Financial Assets and Liabilities as at 31st March, 2019														
Financial Assets														
Investments														
- Equity instruments	29.46		29.46											29.46
Total	29.46		29.46											29.46
Other Assets														
Loans to Employees		0.13	0.13											0.13
Security Deposit														
Loans to Related Parties														
Other Financial Assets	83.71	0.18	83.89			83.71							0.18	83.89
Trade receivable		1,392.69	1,392.69										1,392.69	1,392.69
Cash and Cash equivalents		57.13	57.13										57.13	57.13
Other Bank Balance		44.06	44.06										44.06	44.06
	83.71	1,494.19	1,577.90			83.71							1,494.19	1,577.90
Financial Liabilities														
Borrowings	2,655.08	1,102.93	3,758.01											3,758.01
Other Financial Liabilities	45.45	1,152.00	1,197.45			45.45							1,152.00	1,197.45
Trade Payables		493.36	493.36										493.36	493.36
	2,700.53	2,748.28	5,448.82			45.45							5,403.37	5,448.82



NOTE : - 45 - FINANCIAL RISK MANAGEMENT

Financial risk management objectives and policies

The Company’s financial risk management is an integral part of how to plan and execute its business strategies. The Company’s financial risk management policy is set by the Managing Board.

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings.

The Company manages market risk through a treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommend risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures like foreign exchange forward contracts, borrowing strategies and ensuring compliance with market risk limits and policies.

Market Risk- Interest rate risk

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

The Company’s borrowings are of fixed rate nature only. Hence interest rate risk is not applicable and hence no sensitivity analysis

Market Risk- Foreign currency risk

The Company operates internationally and portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through its sales and services in overseas and purchases from overseas suppliers in various foreign currencies. Foreign currency exchange rate exposure is partly balanced by purchasing of goods, commodities and services in the respective currencies.

a) Unhedged foreign currency exposure

Particulars of unhedged foreign currency exposures as at the reporting date (Foreign Currency in Lakhs)

Particulars	USD	EURO
As at 31st March, 2020		
Trade Receivable	3.71	-
Trade payables	-	-
Loans taken	4.27	43.37
Advance to import creditors	0.87	-
Advance from Debtors	0.10	-
Cash and Bank balances	0.05	1.08



Particulars	USD	EURO
As at 31st March, 2019		
Trade Receivable	5.74	-
Trade payables	-	-
Loans taken	6.80	30.57
Advance to import creditors	3.47	0.10
Advance from Debtors	-	-
Cash and Bank balances	0.35	0.00

Market Risk - Price risk**(a) Exposure & Sensitivity**

Price risk do not arise for the company's exposure to equity securities since the equity held by the company as a member consumer under Electricity group captive consumer which are sold at the same price at which it is purchased as per share purchase and share Holders Agreement. Hence disclosure of sensitivity details is not applicable.

(b) Foreign Currency Risk Sensitivity

A change of 5% in Foreign currency would have following impact on profit before tax

Particulars	2019-20		2018-19	
	5% Increase	5% decrease	5% Increase	5% decrease
USD	0.99	(0.99)	12.09	(12.09)
EURO	(175.63)	175.63	(114.22)	114.22
Increase / (decrease) in profit or loss	(174.65)	174.65	(102.13)	102.13

Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- i) Actual or expected significant adverse changes in business,
- ii) Actual or expected significant changes in the operating results of the counterparty,
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- iv) Significant increase in credit risk on other financial instruments of the same counterparty,
- v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss.



The Company measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

Trade receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and are generally on 7 days to 180 days credit term. Credit limits are established for all customers based on internal rating criteria. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit. The Company has no concentration of credit risk as the customer base is widely distributed both economically and geographically.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on actual incurred historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 9. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows.

(i) Financing arrangements

The Company had access to the following undrawn borrowings facilities at the end of the reporting period

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Fixed rate		
Expiring within one year (bank overdraft and other facilities)	2,177.06	1,535.38
Expiring beyond one year (bank loans)	-	-

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice. Subject to the continuance of satisfactory credit ratings, the bank loan facilities may be drawn at any time in INR.



(ii) Maturity patterns of borrowings (in Lakhs)

Particulars	As at 31 st March, 2020			As at 31 st March, 2019			Total
	0-1 years	1-5 years	beyond 5 years	0-1 years	1-5 years	beyond 5 years	
Long term borrowings (Including current maturity of long term debt)	615.22	3,208.74	472.33	908.48	2,174.13	480.95	3,563.56
Short term borrowings	322.94			1,102.93			1,102.93
Total	938.17	3,208.74	472.33	2,011.41	2,174.13	480.95	4,666.49

(iii) Maturity patterns of other Financial Liabilities (in lakhs)

As at 31 st March, '20	As at 31 st March, '19					Total
	0-3 months	3-6 months	6 months to 12 months	beyond 12 months	Total	
Trade Payable	525.94	-	-	-	-	525.94
Other Financial liability (Current and Non Current)	257.28	-	-	51.17	-	308.45
Total	783.23	-	-	51.17	-	834.40
As at 31 st March, '19						
Trade Payable	493.36	-	-	-	-	493.36
Other Financial liability (Current and Non Current)	243.52	-	-	45.45	-	288.97
Total	736.88	-	-	45.45	-	782.33



NOTE : 46 - CAPITAL RISK MANAGEMENT

(a) Risk Management

The Company aim to manages its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

(b) (₹ in lakhs)

Dividend	31st March, 2020	31st March, 2019
Equity shares		
Final dividend for the year ended 31 st March, 2019	95.78	95.78
₹ 1 per equity share (20% of face value ₹ 5 each (31 st March 2018 - ₹ 1) per fully paid share distributed based on approval by the share holders at the AGM held on 26 Sep 2019.		
Dividends not recognised at the end of the reporting period		
In addition to the above dividends, since year end the Directors have recommended the payment of a final dividend of ₹ 0.50 per fully paid equity share (31 st March 2019 - ₹ 1). This proposed dividend is subject to the approval of Shareholders in the ensuing annual general meeting.	47.89	95.78

NOTE : 47 - EARNINGS PER SHARE	31st March, 2020	31st March, 2019
Earnings per share has been computed as under		
Profit / (Loss) for the year	686.05	757.26
Weighted average number of equity shares outstanding	95,77,600	95,77,600
Earnings per shares (₹) - Basic (Face value ₹ 5 per share)	7.16	7.91
Diluted earnings per share is same as basic earnings per share	7.16	7.91

Note :- 48 - EXPORT PROMOTION CAPITAL GOODS (EPCG)

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

Note – 49 Break up of Audit Fees

For Audit	3.75	3.50
For Certification	0.90	1.57
For Taxation services	0.75	0.75
For reimbursement of expenses	0.17	0.18

**Note - 50. CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENSES**

(₹ in lakhs)

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
Prescribed CSR expenditure as per Section 135 of the Companies Act, 2013	18.48	16.48
(a) Total amount planned to be spent during the year	20.52	16.87
(b) Actual spent during the year	20.52	16.87
(c) Amount unspent (a-b) (to be spent in subsequent year)	-	-
(1) Unspent CSR expenditure of the previous year included in the current year	-	-
(2) Amount paid for		
- Acquisition / Construction of assets	-	-
- Other purposes	20.52	16.87

Note - 51. EVENT OCCURRING AFTER BALANCE SHEET DATE

The Board of Directors has recommended Equity dividend of ₹ 0.50 per share (previous year ₹ 1) for the financial year 2019-20.

52. The ministry of Home Affairs vide order No 40-3/2020-DM-I(A) dated March 24, 2020 announced a nation wise lockdown as a measure to contain the spread of COVID-19 which was declared a global pandemic by the World Health Organisation. Owing to the lockdown, the operations of the Company were impacted due to shutting down of Mill and offices. The Company has resumed operations in a phased manner as per directives issued by the Government and is closely monitoring the impact of the pandemic on all aspects of its business. The Company is taking appropriate measures to ensure the safety and well-being of all its employees and ensuring full compliance with the directives issued by the Government in this regard.

The Management has exercised due care in concluding on significant accounting judgements and estimates, inter-alia, recoverability of receivables, assessment for impairment of inventory, based on the information available to date, both internal and external, to the extent relevant, while preparing these financials as of and for the year ended March 31, 2020. Based on the assessment of current indicators of future economic conditions, the management does not envisage any significant impact on its financials and financial positions as on March 31, 2020. The impact assessment of COVID 19 is a continuing process given the uncertainties associated with its nature and duration, and accordingly, the eventual outcome may be different from those estimated as on the date of approval of the financials.

53. Previous year's figures have been regrouped wherever considered necessary.

Vide Our Report of even date

For **JAIN & MOHAN**

Chartered Accountants

FRN:006896S

(Sd/-) **C.AMRITHALAL JAIN**

Partner

M.No.: 023060

Place : Coimbatore

Date : 30th June 2020

(Sd/-) **Meenakshi Sundaram Rajkumar**

Chairman

(DIN : 06935422)

(Sd/-) **Ramesh Shenoy.K**

Whole-Time Director-cum

Chief Financial Officer

(DIN : 06392237)

(Sd/-) **Bosco Giulia**

Whole-Time Director

(DIN : 01898020)

(Sd/-) **Priyadarshini. V**

Company Secretary

